



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, November 26, 2019
El Camino Hospital | Conference Room A (ground floor)
2500 Grant Road, Mountain View, CA 94040**

Members Present

Peter C. Fung, MD, Chair
Gary Kalbach, Vice Chair
Christina Lai**
Peter Moran
Bob Rebitzer

Members Absent

None

**via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:32pm by Chair Fung. Roll call was taken. Ms. Lai participated via teleconference. All other Committee members were physically present at roll call.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Fung asked if any member of the Committee or the public wished to remove an item from the consent calendar. No items were removed. In follow-up to item #10 “Governance Committee Recruitment” from the October 15, 2019 meeting, Chair Fung reported that four applications have been received, the Ad Hoc Committee will interview all four applicants, and then bring candidates forward for the entire Committee to interview in February 2020.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (10/15/2019).</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	There were no questions about the Report on Board Actions.	
6. SYSTEM GOVERNANCE AD HOC COMMITTEE REPORT: SVMD BOARD QUALITY COMMITTEE	Committee member Kalbach reported that since the Committee last met on October 15 th , the System Governance Ad Hoc Committee met again and has a revised recommendation regarding SVMD reporting to the ECH Board’s Quality, Patient Care and Patient Experience Committee. The new recommendation is to not establish a separate SVMD Board of Manager’s Quality Committee, but rather to rely on SVMD’s already established operational quality committee to report to the ECH Board’s Quality Committee on a quarterly basis. Bruce Harrison, President, SVMD, explained that SVMD’s operational quality committee has a credentialing committee, a peer review committee, and a utilization committee that report	<i>Governance Structure recommended</i>

	<p>to it. Mary Rotunno, General Counsel, advised that there are no legal consequences to making this change.</p> <p>Motion: To recommend that there be no SVMD Board Quality Committee established and that SVMD will report quarterly to the El Camino Hospital Board of Directors' Quality, Patient Care and Patient Experience Committee on quality of care matters.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	
7. PROPOSED REVISED SVMD, LLC OPERATING AGREEMENT	<p>Mary Rotunno, General Counsel, reviewed the Proposed Revised SVMD, LLC Operating Agreement with the Committee. The Committee discussed the proposed revisions. Ms. Rotunno pointed out that new Section 6.3 allows for the SVMD Board of Managers to establish its own advisory committees at a later date</p> <p>Motion: To recommend that the El Camino Hospital Board of Directors approve the attached Second Amended & Restated Limited Liability Company Operating Agreement incorporating the previous recommendations by the Governance Committee as modified based on discussions at the ECH Board meeting on November 6, 2019.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Proposed Revised LLC Operating Agreement recommended for approval</i>
8. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 5:59pm.</p> <p>Movant: Moran Second: Kalbach Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 5:59pm</i>
9. AGENDA ITEM 12: RECONVENE OPEN SESSION/ REPORT OUT	<p>Open session was reconvened at 6:02pm. Agenda items 9-11 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (10/15/2019) by a unanimous vote in favor of all members present (Fung, Kalbach, Lai, Moran, Rebitzer).</p>	
10. AGENDA ITEM 13: FY20 PACING PLAN	<p>The Committee requested that candidate interviews and a related discussion and possible recommendation be added to the Pacing Plan for the February meeting.</p>	
11. AGENDA ITEM 14: ROUND TABLE DISCUSSION	<p>The Committee and staff discussed the effectiveness of the meeting.</p>	

12. AGENDA ITEM 19: ADJOURNMENT	Motion: To adjourn at 6:21pm. Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>Meeting adjourned at 6:21pm</i>
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Attest as to the approval of the foregoing minutes by the Governance Committee of El Camino Hospital:



Peter C. Fung, MD
Chair, Governance Committee