



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, February 4, 2020**

**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
Peter Moran
Bob Rebitzer

Members Absent

Christina Lai

**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 5:29pm by Chair Fung. A silent roll call was taken. Committee member Christina Lai was absent. Dan Woods, CEO, and Cindy Murphy, Director of Governance Services, and Erica Osborne from Via Healthcare Consulting participated via teleconference. All other Committee members were 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	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. Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (11/26/2019). Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Moran, Rebitzer Noes: None Abstentions: None Absent: Lai Recused: None	<i>Consent Calendar approved</i>
5. AGENDA ITEM 7: GOVERNANCE COMMITTEE MEMBERSHIP CANDIDATE INTERVIEWS	This item was taken out of order. The Committee interviewed two candidates: Ken Alvares and Mike Kasperzak for a position on the Committee. Each candidate described their background and answered questions from the Committee about their qualifications, interest in the role, and recommendations for the organization’s governance.	
6. AGENDA ITEM 8: RECOMMEND- ATION FOR APPOINTMENT OF NEW GOVERNANCE COMMITTEE MEMBERS	Following the interviews, the Committee discussed the candidates, overall Committee membership, and consideration of diversity in recruitment efforts. In response to Committee questions, Cindy Murphy, Director of Governance Services explained that the Charter currently allows for two (2) to four (4) community members serving on the Committee. Motion: To recommend that the Board appoint Mr. Alvares and Mr. Kasperzak to the Governance Committee. Movant: Kalbach	<i>Appointments recommended for approval</i>

	<p>Second: Moran Ayes: Fung, Kalbach, Moran, Rebitzer Noes: None Abstentions: None Absent: Lai Recused: None</p> <p>Dan Woods, CEO, encouraged the Committee to consider Committee membership as a pipeline for future Hospital Board members.</p>	
7. AGENDA ITEM 5: REPORT ON BOARD ACTIONS	There were no questions from the Committee.	
8. AGENDA ITEM 6: FY20 BOARD AND COMMITTEE SELF-ASSESSMENT TOOLS	<p>Erica Osborne from Via Healthcare Consulting described the proposed FY20 Board and Committee Self-Assessment Tools and process, including:</p> <ul style="list-style-type: none"> - Two surveys used to evaluate the Hospital Board and Committee performance respectively. The timeline for survey completion, analysis, and review will run from June (the end of the fiscal year) to August. The only change from the prior year's format is the omission of interviews; Ms. Osborne recommended conducting interviews with Board members every other year. - Reports for the Board and each of the specific Committees. - Board discussion of the results at a meeting outside of the regular Board meeting schedule, to allow for an environment that encourages candid conversation. <p>The Committee discussed the order of the questions in the survey. Ms. Osborne noted that the Board assessment tool is intentionally the same as last year to allow for year-over-year comparison.</p> <p>The Committee requested the addition of the following types questions regarding Board education: 1) a list of proposed topics to be ranked in order of interest, 2) open-ended (broadly, what topics would the Board like to see), and 3) what is each member's preferred format for education (webinars, speakers, articles, etc.).</p> <p>Ms. Osborne explained that the proposed Committee assessment will review areas of best practice for Committee-level governance. She also recommended adding a question to measure how effectively the Board communicates information to the Committees.</p> <p>Ms. Osborne noted that the Board and the Governance Committee will receive all of the Board and Committee survey results and each of the other Advisory Committees will receive their Committee's specific results. The discussion about the results will serve as the foundation for an Action Plan for each group. Ms. Osborne recommended and the Committee agreed that the Board should be <i>informed</i> about the results of the Committee surveys, and the individual Committees should be responsible for Action Plan development.</p> <p>Chair Fung requested that the revised Board and Committee assessment tools be brought back at the next Committee meeting.</p> <p>Ms. Osborne discontinued participation in the meeting at 7:04pm.</p>	
9. PROPOSED PROCEDURE FOR DELEGATION OF AUTHORITY TO THE BOARD'S	<p>Mary Rotunno, General Counsel, reviewed the Proposed Procedure for Delegation of Authority to the Board's Advisory Committees with the Committee, which would be followed for any future delegations.</p> <p>In response to Committee questions, Ms. Rotunno explained that 1) the</p>	<i>Proposed Procedure recommended for approval</i>

<p>ADVISORY COMMITTEES</p>	<p>current delegation of authority to the Executive Compensation Committee allows for the Committee to make final approvals regarding non-CEO executive compensation (on base salaries, salary ranges, and incentive goals), which are provided to the Board for information, 2) the procedure emphasizes that requests must be in writing and come to the Governance Committee for review, 3) language was added by outside counsel to ensure compliance with the Corporations Code requirements for delegations of authority, and 4) delegations are limited to what is proposed in writing and nothing more.</p> <p>Motion: To recommend that the Board approve the Proposed Procedure.</p> <p>Movant: Moran Second: Kalbach Ayes: Fung, Kalbach, Moran, Rebitzer Noes: None Abstentions: None Absent: Lai Recused: None</p> <p>Mr. Rebitzer left the meeting at 7:10pm</p>	
<p>10. BOARD EDUCATION</p>	<p>Mark Adams, MD, CMO joined the meeting via teleconference and described 1) the conversation started at the Joint Session of the Hospital Board and the Quality Committee, 2) ongoing organizational changes related to quality, and 3) future opportunities for Board education in this area. Mr. Woods and Dr. Adams noted that it has been challenging to find the desired type of speaker for the upcoming February 2020 Board Retreat related to quality.</p> <p>The Committee suggested that the Board Retreat focused on quality and the corresponding quality webinars, readings, and e-learnings be deferred until the purpose of the retreat is solidified and an ideal speaker/facilitator can be scheduled. Mr. Moran commented that quality is a key strategic area, so there should be education in this area as part of this year's Board Education plan.</p> <p>Ms. Murphy provided an overview of the proposed Board Education topics, noting that these are intended to address the areas identified in the Board Action Plan. She described the proposed agenda for the April education session (a Joint meeting of the Hospital Board and all Advisory Committee members): discussion on "achieving optimal governance," a CEO update on the strategic plan, and Committee roundtables.</p> <p>She noted that the plan was designed to align the topics and timing with the Board's Pacing Plan (adjusting for the busier times of year, like in May-June when the Board's agenda is often packed with approvals at the end of the fiscal year).</p> <p>Mr. Woods commented that a longer-term (5-10 year) strategic plan is in development and this education can help prepare the organizational leadership for that kind of planning.</p> <p>The Committee voiced their support of the diversity of topics and variety of formats (articles, e-Learnings, and webinars) for the materials.</p> <p>In response to questions from the Committee, Ms. Murphy noted that the webinars and e-Learning are some of the best that she has seen, and that they average 25-35 minutes in duration. She also commented that the articles vary in length.</p> <p>Motion: To postpone February 2020 Board Retreat and quality-related</p>	<p>Board Education Plan recommended for approval</p>

	<p>education to later in the year when an ideal retreat can be scheduled and to recommend that the Board approve the rest of the plan.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Moran Noes: None Abstentions: None Absent: Lai, Rebitzer Recused: None</p> <p>Ms. Rotunno left the meeting at 7:27pm.</p>	
11. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 7:27pm.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Moran Noes: None Abstentions: None Absent: Lai, Rebitzer Recused: None</p>	<i>Adjourned to closed session at 7:27pm</i>
12. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT	<p>Open session was reconvened at 7:28pm. Agenda items 12-14 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (11/26/2019) by a unanimous vote in favor of all members present (Fung, Kalbach, Moran). Ms. Lai and Mr. Rebitzer were absent.</p>	
13. AGENDA ITEM 16: FY20 PACING PLAN	<p>Chair Fung commented that the Board and Committee Assessment Tools will be paced for the Committee's March 31, 2020 meeting and that he will be absent for that meeting.</p>	
14. AGENDA ITEM 17: ROUND TABLE DISCUSSION	<p>The Committee and staff discussed the effectiveness of the meeting.</p>	
15. AGENDA ITEM 18: ADJOURNMENT	<p>Motion: To adjourn at 7:31pm.</p> <p>Movant: Kalbach Second: Fung Ayes: Fung, Kalbach, Moran Noes: None Abstentions: None Absent: Lai, Rebitzer Recused: None</p>	<i>Meeting adjourned at 7:31pm</i>

Attest as to the approval of the foregoing minutes by the Governance Committee of El Camino Hospital:

DocuSigned by:

Peter Fung

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Peter C. Fung, MD

Chair, Governance Committee