

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, June 2, 2020 – 5:30pm

El Camino Hospital | 2500 Grant Road Mountain View, CA 94040

PURSUANT TO STATE OF CALIFORNIA EXECUTIVE ORDER N-29-20 DATED MARCH 18, 2020, EL CAMINO HEALTH WILL NOT BE PROVIDING A PHYSICAL LOCATION FOR THIS MEETING. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 369-007-4917#. No participant code. Just press #.

PURPOSE: To advise and assist the El Camino Hospital (ECH) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/ reappointment process. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Peter C. Fung, MD, Chair		5:30 – 5:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 5:32 – 5:33
3. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Peter C. Fung, MD, Chair		information 5:33 – 5:36
4. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the Governance Cmte Meeting (3/31/2020) Information b. FY20 Pacing Plan	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 5:36 – 5:38
5. REPORT ON BOARD ACTIONS ATTACHMENT 5	Peter C. Fung, MD, Chair		information 5:38 – 5:43
6. PROGRESS AGAINST FY20 COMMITTEE GOALS ATTACHMENT 6	Cindy Murphy, Director of Governance Services		information 5:43 – 5:53
7. PROPOSED FY21 MASTER CALENDAR ATTACHMENT 7	Cindy Murphy, Director of Governance Services	<i>public comment</i>	possible motion 5:53 – 6:03
8. PROPOSED FY21 GOVERNANCE COMMITTEE GOALS ATTACHMENT 8	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:03 – 6:18
9. PROPOSED FY21 ADVISORY COMMITTEE GOALS ATTACHMENT 9	Cindy Murphy, Director of Governance Services	<i>public comment</i>	possible motion 6:18 – 6:38

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
10. PROPOSED FY21 COMMITTEE AND LIAISON ASSIGNMENTS ATTACHMENT 10	Cindy Murphy, Director of Governance Services	<i>public comment</i>	possible motion 6:38 – 6:48
11. ADJOURN TO CLOSED SESSION	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 6:48 – 6:49
12. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 6:49 – 6:50
13. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the Governance Cmte Meeting (3/31/2020)	Peter C. Fung, MD, Chair		motion required 6:50 – 6:51
14. ADJOURN TO OPEN SESSION	Peter C. Fung, MD, Chair		motion required 6:51 – 6:52
15. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Peter C. Fung, MD, Chair		information 6:52 – 6:53
16. FY21 PACING PLAN ATTACHMENT 16	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:53 – 6:58
17. ROUND TABLE DISCUSSION ATTACHMENT 17	Peter C. Fung, MD, Chair		discussion 6:58 – 6:59
18. ADJOURNMENT	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 6:59 – 7:00pm



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, March 31, 2020**

Pursuant to State of California Executive Order N-29-20 dated March 18, 2020, El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

Members Present

Ken Alvares**
Peter C. Fung, MD, Chair**
Gary Kalbach, Vice Chair**
Michael Kasperzak**
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 5:30pm by Chair Fung. A verbal roll call was taken. All Committee members were present and participated via teleconference and videoconference pursuant to Santa Clara County’s shelter in place order. Mr. Rebitzer joined the meeting at 5:31pm during Agenda Item 4: Consent Calendar. A quorum was present pursuant to State of California Executive Orders N-25-20 dated March 12, 2020 and N-29-20 dated March 18, 2020.	
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 (2/4/2020). Movant: Moran Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	There were no questions from the Committee.	
6. FY20 BOARD AND COMMITTEE SELF- ASSESSMENT TOOLS	Erica Osborne from Via Healthcare Consulting (participating by video and teleconference) reviewed the changes to the proposed FY20 Board and Committee Self-Assessment Tools requested by the Committee at its February 4, 2020 meeting. The Board Self-Assessment additions included questions on desired education topics (including a list of proposed topics and a general open-ended question) and preferred modalities. The Committee discussed the proposed topics, stressing the importance of framing the education for	<i>Board and Committee Self- Assessment Tools recommended for approval</i>

	<p>oversight at a governance rather than management level.</p> <p>Ms. Osborne suggested and the Committee agreed to add a proposed education topic to the list on the Board’s role in disaster planning/crisis management. Mr. Kalbach requested revising the first bullet in Question 41 to read, ““Governance Effectiveness (vs Management), Board Roles and Fiduciary Responsibilities.”</p> <p>In response to questions from the Committee, Ms. Osborne explained that the education topics were derived from common themes from the American Hospital Association (AHA) and The Governance Institute resources as well as from other Via Healthcare Consulting clients, but noted that topics specific to ECH (like further education on California public meeting laws) could be added.</p> <p>On the Committee Self-Assessment, Dr. Fung requested that question 17 be rephrased as “The Committee regularly receives feedback and information that informs its work.”</p> <p>Motion: To recommend that the Board approve the Proposed FY20 Board and Committee Self-Assessment Tools, including the revisions noted above.</p> <p>Movant: Moran Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>7. BEST PRACTICES FOR EXECUTIVE SESSIONS AT BOARD AND COMMITTEE MEETINGS</p>	<p>Ms. Osborne explained that there is a desire for executive sessions to be used consistently. She suggested that a policy could outline common topics of discussion and set ground rules for who will be in the room and how executive sessions are used.</p> <p>In response to Committee questions, Ms. Osborne explained that the common topics as further outlined in the materials are typically seen with other organizations, but they are not specific to entities that are subject to the Brown Act. She recommended deferring to legal counsel on executive session agendas and their compliance with the Brown Act.</p> <p>The Committee, staff, and Ms. Osborne engaged in a robust discussion about the use of executive sessions at Board and Committee meetings, including:</p> <ul style="list-style-type: none"> - Allowing for flexibility and the ability to adjust to new situations. - How executive sessions should be agendized; Committee members noted that executive sessions should be a standing topic so that it is not more difficult or sensitive to ask for one. - Historical use of executive sessions by the Hospital and District Boards and Compliance & Audit and Finance Committees. - Setting expectations between the Committees, Board, and management of what to expect. - Ensuring that there is appropriate communication from the Board/Committee back to staff, especially the CEO, if there is summary or action items relevant to their work. - Ensuring compliance with the Brown Act and avoiding creation of what could be perceived as a separate process away from the public view; discussions should be limited to personnel performance per the exception used on the agenda. - Emphasizing that sessions should be productive and focused, but length should not be a determining factor; executive sessions should 	<p><i>Chair to discuss next steps and potential policy with staff and legal counsel</i></p>

	<p>be as long as they need to be.</p> <ul style="list-style-type: none"> - Including the CEO in applicable discussions and excusing other staff. - Identifying specific staff to be present for each topic as determined by their subject matter expertise. <p>Mr. Woods commented that the overall goals are to address consistency (usage and purpose) and improve communication back to the appropriate staff members, including the CEO.</p> <p>Ms. Lai noted that there is an educational opportunity for Board and Committee members to explain what are the appropriate topics for executive sessions, when to use it, and who is involved.</p> <p>Chair Fung requested discussing the issue with legal counsel and Ms. Murphy to come up with an appropriate and concise policy.</p>	
<p>8. ASSESS PROGRESS ON BOARD ACTION PLAN</p>	<p>Cindy Murphy, Director of Governance Services, reported on two areas of the plan where progress has stalled:</p> <ul style="list-style-type: none"> - <u>Quality Oversight</u>: The arrival of a permanent Chief Quality Officer (CQO) has also been delayed, which impacted additional work in this area. - <u>Ongoing Education/Training</u>: Due to the COVID-19 pandemic, the April 22, 2020 Joint Session with Board and its Committees has been cancelled. <p>Ms. Murphy suggested and the Committee agreed that the individual Committees should still complete the e-Learning course on “Management vs. Governance” and complete their education on Achieving Optimal Governance on their own.</p> <p>In response to questions from the Committee, Ms. Murphy explained that there is an Interim CQO in place. There was an offer made to a candidate for the permanent CQO position, but the offer was subsequently declined.</p>	
<p>9. FY21 COMMITTEE PLANNING</p>	<p>Ms. Murphy explained that the Hospital Board approves its calendar for the next fiscal year and all of the annual Committee goals at its June meeting each year.</p> <p>Ms. Murphy asked for feedback on the Committee goals if there is additional work that the Committee would like to take on. There were no further comments on the goals or the Pacing Plan from the Committee.</p> <p>Chair Fung requested that the meeting proposed on March 30, 2021 be moved up one week to March 23, 2021.</p> <p>Motion: To approve the proposed FY21 meeting dates (as revised above), FY21 Committee Goals, and FY21 Pacing Plan.</p> <p>Movant: Kalbach Second: Alvares Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p> <p>Ms. Osborne discontinued participation in the meeting at 6:24 pm.</p>	<p><i>FY21 dates, goals, and pacing plan approved</i></p>
<p>10. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 6:24 pm.</p> <p>Movant: Kalbach Second: Moran</p>	<p><i>Adjourned to closed session at 6:24 pm</i></p>

	<p>Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>11. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 7:04pm. Agenda items 11-14 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (2/4/2020) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer).</p>	
<p>12. AGENDA ITEM 16: FY20 PACING PLAN</p>	<p>There were no comments from the Committee.</p>	
<p>13. AGENDA ITEM 17: ROUND TABLE DISCUSSION</p>	<p>The Committee and staff discussed the effectiveness of the meeting; Mr. Woods noted that organization is transitioning to Zoom. Ken Alvares suggested deferring the Board Self-Assessment in light of the COVID-19 pandemic.</p>	
<p>14. AGENDA ITEM 18: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:08pm. Movant: Alvares Second: Lai Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Meeting adjourned at 7:08pm</i></p>

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

Peter C. Fung, MD
 Chair, Governance Committee

Governance Committee

Updated 3/23/2020

FY20 GC Pacing Plan – Q1		
July 2019	August 13, 2019	September 2019
<p style="text-align: center;"><i>No scheduled meeting</i></p> <p><i>At each meeting:</i></p> <p>Regular Consent Calendar Items: Minutes, Committee Recruitment Update, Article of Interest</p> <p>Other Regular Items:</p> <ul style="list-style-type: none"> - Board Recruitment Update - Report on Board Actions 	<ul style="list-style-type: none"> - Consider Hospital Board Member Competencies for FY20/21 - FY20 Board Education Plan <ul style="list-style-type: none"> o Topics for Semi-Annual Board and Committee Education Sessions o Topic for Annual Retreat (February) - Review Annual Board Self-Assessment (BSA) Results and Develop Action Plan - Review Process for Election and Re-Election of NDBM’s to the ECH Board - ECH Leadership Succession Planning - Governance Committee Recruitment 	<p style="text-align: center;"><i>No scheduled meeting</i></p>
FY20 GC Pacing Plan – Q2		
October 15, 2019	November 26, 2019	December 2019
<ul style="list-style-type: none"> - Review Delegations of Authority to Committees - Review Process for Election and Re-Election of Non-District Board Members to the El Camino Hospital Board of Directors - Final Planning October 23 Board Retreat - Assess Progress on FY20 Board Action Plan - System Governance Ad Hoc Committee Report - Governance Committee Recruitment 	<ul style="list-style-type: none"> - Proposed Revised SVMD LLC operating Agreement - System Governance Ad Hoc Committee Report (SVMD Board Quality Committee?) 	<p style="text-align: center;"><i>No scheduled meeting</i></p>

Governance Committee

Updated 3/23/2020

FY20 GC Pacing Plan – Q3		
January 2020	February 4, 2020	March 31, 2020
<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Planning April Education Session - Final Planning for February 26th Board Retreat - Review and Recommend Annual Board and Committee Self-Assessment Tool - Proposed Procedure for Delegation of Authority to the Board’s Advisory Committees - Candidate Interviews - Possible Recommendation for Appointment to Committee 	<ul style="list-style-type: none"> - Set FY21 Governance Committee Dates - Develop FY21 Governance Committee Goals - Assess Progress on Board Action Plan - Effective Use of Executive Sessions at Board and Committee Meetings - Review and Recommend Annual Board and Committee Assessment Tool
FY20 GC Pacing Plan – Q4		
April 2020	May 2020	June 2, 2020
<i>No scheduled meeting</i>	<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - FY 21 Governance Committee Goals - Review and Recommend all FY21 Committee Goals to Board - Review Proposed Advisory Committee and Committee Chair Assignments - Review Committees’ progress against FY19 Goals - Finalize FY21 Master Calendar (for Board approval in June) - Assess ECH Board Structure<u>(August)</u>

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: June 2, 2020
Subject: Report on Board Actions

Purpose:

To keep the Committee informed with regards to actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

Summary:

1. **Situation:** It is important to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive, but includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital’s Board Advisory Committees.
2. **Authority:** This is being brought to the Committees at the request of the Board and the Committees.
3. **Background:** Since the last Governance Committee meeting, the Hospital Board has met twice and the District Board has met twice. In addition, since the Board has delegated certain authority to the Compliance and Audit Committee, the Finance Committee and the Executive Compensation Committee those approvals are also noted in this report.

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	April 15, 2020	<ul style="list-style-type: none"> - Medical Staff Report including the Credentials and Privileges Report - Revised Medical Staff Bylaws (Restructuring Organization, Increasing length of terms etc.) - FY20 Period 7 and 8 Financials - Quality/Safety Performance Improvement and Patient Safety Plan (QAPI) - ECH Resolution 2020-02 Declaring Local Emergency (necessary first step to apply for COVID-19 FEMA funds should the organization decide to do so) - Enterprise Telestroke Agreement - Neurology Inpatient Consult Panel - Revised Executive Compensation Philosophy - Revised Executive Base Salary Administration Policy - Revised Executive Performance Incentive Plan - Urology On-Call Panels (MV and LG) - Infection Control Medical Directors Hours Increase - FY20 Board and Committee Self-Assessment Tools - Resolution 2020-03 Approving Neurology Inpatient Consult Panel Agreement for Peter C. Fung MD

Report on Board Actions
June 2, 2020

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	May 20, 2020	<ul style="list-style-type: none"> - FY20 Period 9 Financials - Medical Staff Report - Imaging Equipment Service Agreements - Revised Investment Policy
ECHD Board	April 15, 2020	- ECHD Resolution 2020-02 Declaring Local Emergency (necessary first step to apply for COVID-19 FEMA funds should the organization decide to do so)
	May 19, 2020	<ul style="list-style-type: none"> - FY20 YTD Financials - Proposed Budget Expense Allocations to ECHD for FY21 (Community Benefit Staff SW&B and Association Memberships) - Resolution 2020-04 Requesting for and Consenting to Consolidation of Election - Funding for District to Provide COVID-19 Community Testing
Finance Committee	March 23, 2020	<ul style="list-style-type: none"> - Annual Summary of Physician Financial Arrangements - Orthopedic and Spine Surgery Co-Management Agreement Expansion
Compliance and Audit Committee	N/A	- None since last report
Exec. Comp Committee	N/A	- None since last report

4. Assessment: N/A

5. Other Reviews: N/A

6. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions: None.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: June 2, 2020
Subject: Progress Against Committees' FY 20 Goals

Purpose: To update the Governance Committee on the status of the FY20 Committee Goals.

Summary:

1. **Situation:** Annual review of progress towards completion of Committee goals is conducted by the Governance Committee at its last meeting of each fiscal year.
2. **Authority:** Governance Committee Charter
3. **Background:** All FY19 Committee Goals are complete or on track to be completed with the exception of:

Compliance and Audit Committee: Review results of and mitigation action plan of a privacy and security risk assessment of SVMD paced for Q1 FY21

Executive Compensation Committee:

- Approval of FY21 Executive Base Salaries and FY21 Executive Individual Incentive Goals Deferred Until December.
- All Committee Self-Assessments deferred until Q1 FY21.

Governance Committee:

- Assessment of implementation of changes to the ECH Board Structure deferred until Q1 FY21 due to availability of presenter.
- Annual Board Retreat Agenda not recommended because Board Retreat was cancelled.

Investment Committee: Review of ERM Framework deferred until March 2021 due to economic climate and market conditions.

4. **Assessment:** N/A
5. **Other Reviews:** N/A
6. **Outcomes:** N/A

List of Attachments:

1. Progress Against FY20 Compliance and Audit Committee Goals
2. Progress Against FY20 Executive Compensation Committee Goals
3. Progress Against FY20 Finance Committee Goals
4. Progress Against FY20 Governance Committee Goals
5. Progress Against FY20 Investment Committee Goals
6. Progress Against FY20 Quality, Patient Care and Patient Experience Committee Goals

Suggested Committee Discussion Questions: Does the Committee have any questions or concerns about the Committee Goals that were deferred?

FY20 COMMITTEE GOALS

Compliance and Audit Committee

PURPOSE

The purpose of the Compliance and Audit Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in its exercise of oversight of Corporate Compliance, Privacy, Internal and External Audit, Enterprise Risk Management, and Information Technology (IT) Security. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the internal auditor and external auditor. The Committee assists the Board in oversight of any regulatory audit and in assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

STAFF: **Diane Wigglesworth**, Sr. Director, Corporate Compliance (Executive Sponsor)

The Sr. Director, Corporate Compliance shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional members of the Executive Team or outside consultants may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review reporting from the new compliance program incident management tool and assess if the level of detail is sufficient for the committee’s oversight.	Q2 FY20	Committee reviews and provides recommendations to the Compliance Officer – presented on 11/21/19
2. Review the hospital’s assessment of the impact and any action plan, if applicable, of the 2020 California Consumer Privacy Act on Hospital operations.	Q2 FY20	Committee reviews and provides recommendations to the Compliance Officer – presented on 11/21/19
3. Review the results and mitigation action plan of a privacy and security risk assessment of SVMd.	Q3 FY20 – Deferred to May Meeting	Committee reviews and provides recommendations to the Compliance Officer - presented at 5/21/20 meeting; paced for Q1 FY21
4. Review ECH’s IT Security Strategic Plan.	Q4 FY20	Committee reviews and provides recommendations to CIO - presenting at 5/21/20 meeting

SUBMITTED BY:

Chair: Sharon Anolik Shakked

Executive Sponsor: Diane Wigglesworth

Approved by the ECH Board of Directors 6/12/2019

FY20 COMMITTEE GOALS

Executive Compensation Committee

Update for 5/28/20 Meeting

PURPOSE

The purpose of the Executive Compensation Committee (the "Committee") is to assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its responsibilities related to the Hospital's executive compensation philosophy and policies. The Committee will advise the Board to meet all legal and regulatory requirements as it relates to executive compensation.

STAFF: **Kathryn Fisk**, Chief Human Resources Officer (Executive Sponsor); **Julie Johnston**, Director, Total Rewards; **Cindy Murphy**; Director of Governance Services

The CHRO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may participate at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing their individual compensation.

GOALS	TIMELINE	METRICS
1. Advise the Board ensuring strategic alignment and proper oversight of compensation-related decisions including performance incentive goal-setting and plan design	<ul style="list-style-type: none"> - Review and recommend FY19 Org Scores (Q1) - Review and approve FY19 Individual Scores and Payout amounts (Q1) - Review and recommend approval of letter of reasonableness (Q3) - Review and approve FY21 executive base salaries (not including the CEO) (Q4) - Review and recommend proposed FY21 organizational goals (Q4) - Review and approve FY21 individual goals (Q4) 	<ul style="list-style-type: none"> - Board approves FY19 organizational score (Q1/2) – COMPLETED - Committee approves FY19 Executive Performance Incentive Scores and Payouts (Q1) – COMPLETED - Board approves Letter of Reasonableness (Q3) – COMPLETED - Committee approves FY21 executive base salaries (not including the CEO) (Q4) – DEFERRED UNTIL SEPTEMBER - Board approves FY21 organizational goals (Q4) – IN PROCESS - Committee approves FY21 individual goals (Q4) – DEFERRED
2. Evaluate the effectiveness of the independent compensation consultant and the Committee	<ul style="list-style-type: none"> - Review consultant performance (Q2) - Complete ECC self-assessment (Q3) 	<ul style="list-style-type: none"> - Complete assessment of consultant (Q2) – COMPLETED - Committee Chair reviews cost/value of consultant (Q2) – COMPLETED - Committee discusses results of self-assessment (Q4) – DEFERRED; all Committee assessments will be conducted later in 2020
3. Review Leadership Development/Succession Planning	<ul style="list-style-type: none"> - Review CEO FY19 performance review process (Q1) - Review Leadership Development and Succession Plan (Q4) 	<ul style="list-style-type: none"> - Committee completes review of the CEO review process and makes recommendation(s) to the Board (Q1) – COMPLETED - CHRO updates Committee on leadership (Q4) – COMPLETED

SUBMITTED BY: Chair: Bob Miller | **Executive Sponsor:** Kathryn Fisk

Approved by the ECH Board of Directors 6/12/2019

FY20 COMMITTEE GOALS

Finance Committee

PURPOSE

The purpose of the Finance Committee (the "Committee") is to provide oversight, information sharing, and financial reviews related to budgeting, capital budgeting, long-range financial planning and forecasting, and monthly financial reporting for the El Camino Hospital (ECH) Hospital Board of Directors ("Board"). In carrying out its review, advisory, and oversight responsibilities, the Finance Committee shall remain flexible in order to best define financial strategies that react to changing conditions.

The CFO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review major capital projects	Each regular meeting	Update on major capital projects in progress - Complete
2. Evaluate consumer-facing bills for ease of understanding, including patient portal (MyChart)	Q1	Review 5 – 10 bills with common/usual diagnoses/procedures and make recommendations to staff and Board – Complete 7/29/19, 9/23/19 and 11/25/19
3. Review the top three (3) service lines: 1) Heart & Vascular Institute (HVI), 2) Ortho, Neuro and Spine, and 3) MCH	- HVI (Q3) - Ortho, Neuro and Spine (Q1) - MCH (Q2)	Presentations in September, November, and March Complete: Ortho, Neuro and Spine 9/23/19; MCH 11/25/19; HVI 3/23/20

SUBMITTED BY:

Chair: John Zoglin

Approved by the ECH Board of Directors 6/12/2019

FY20 COMMITTEE GOALS

Governance Committee

PURPOSE

The purpose of the Governance Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/reappointment process. The Governance Committee ensures the Board and Committees are function at the highest level of governance standards.

STAFF: **Dan Woods**, Chief Executive Officer (Executive Sponsor); **Cindy Murphy**; Director of Governance Services

The CEO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies	Q1 FY20	- Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board - COMPLETED
	Q4 FY20	- Chair nominates Governance Committee member to serve on District Board Ad Hoc Committee and participate in the Non-District Board Member recruitment/interview process as requested by the District Board – On Track - Chair to make nomination before June 16, 2020 ECHD Board meeting
	Q4 FY20	- Assess implementation of changes to ECH Board Structure and make recommendations – DEFERRED Until Q1 FY21
2. Promote, enhance, and sustain competency-based, efficient, effective governance	Q4 FY19 –Q1 FY21	- FY19 Self-Assessment Survey Completed (Q4 FY19 – Q1 FY20) - COMPLETED
	Q1- FY20	- FY20 Self-Assessment Tool recommended to the Board (Q3) and survey completed (Q4 FY20 – Q1 FY21) - COMPLETED - Reports are completed and made available to the Board and the District Board (Q1) - COMPLETED - Develop FY20 Board Goals (Q1) - COMPLETED
3. Develop Board and Committee Education Plan for FY20	Q1 FY20	- Develop and recommend FY20 Board and Committee Education Plan - COMPLETED
	Q2 FY20	- Recommend FY20 Annual Retreat Agenda to the Board RETREAT CANCELLED

SUBMITTED BY: Chair: Peter C. Fung, MD | **Executive Sponsor:** Dan Woods

Approved by the ECH Board of Directors 6/12/2019

FY20 COMMITTEE GOALS

Investment Committee

PURPOSE

The purpose of the Investment Committee is to develop and recommend to the El Camino Hospital (ECH) Board of Directors ("Board") the investment policies governing the Hospital's assets, maintain current knowledge of the management and investment funds of the Hospital, and provide oversight of the allocation of the investment assets.

STAFF: **Michael Moody**, Interim Chief Financial Officer (Executive Sponsor)

The CFO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration. Additional members of the Executive Team or hospital staff may participate in the meetings upon the recommendation of the CFO and at the discretion of the Committee Chair. The CEO is an ex-officio member of this Committee.

GOALS	TIMELINE	METRICS
1. Review performance of consultant recommendations of managers and asset allocations	Each quarter - ongoing	Committee to review selection of money managers and make recommendations to the CFO.
2. Education Topic: Environmental and Social Governance	FY20 Q1	Complete by the August 2020 meeting Completed on August 12, 2019.
3. Asset Allocation, Investment Policy Review and ERM framework including Efficient Frontier	Q4	Completed by May 2020. Investment Policy Reviewed on November 11, 2019 and again on May 11, 2020 with changes in Asset Allocation Recommended to the Board. ERM framework discussion deferred until March 2021 due to economic climate and market conditions

SUBMITTED BY:

Chair: Gary Kalbach

Executive Sponsor: Michael Moody

Approved by the ECH Board of Directors 6/12/2019

FY20 COMMITTEE GOALS

Quality, Patient Care and Patient Experience Committee

PURPOSE

The purpose of the Quality, Patient Care and Patient Experience Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in constantly enhancing and enabling a culture of quality and safety at ECH, to ensure delivery of effective, evidence-based care for all patients, and to oversee quality outcomes of all services of ECH. The Committee helps to assure that exceptional patient care and patient experiences are attained through monitoring organizational quality and safety measures, leadership development in quality and safety methods, and assuring appropriate resource allocation to achieve this purpose.

STAFF: **Mark Adams, MD**, Chief Medical Officer (Executive Sponsor)

The CMO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional clinical representatives and members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair. These may include: the Chiefs/Vice Chiefs of the Medical Staff, physicians, nurses, and members from the community advisory councils, or the community at-large.

GOALS	TIMELINE	METRICS
1. Review the Hospital’s organizational goals and scorecard and ensure that those metrics and goals are consistent with the strategic plan and set at an appropriate level as they apply to quality	- FY19 Achievement and Metrics for FY20 (Q1 FY20) (Complete) - FY21 Goals (Q3 – Q4) (Complete)	Review management proposals; provide feedback and make recommendations to the Board
2. Alternatively (every other year) review peer review process and medical staff credentialing process; monitor and follow through on the recommendations	Q2	- Receive update on implementation of peer review process changes (FY20) (Complete) - Review Medical Staff credentialing process (FY21) On June 1, 2020 Agenda
3. Review Quality, Patient Care and Patient Experience reports and dashboards	- FY21 Quality Dashboard (Q1-Q2 proposal; monthly for review and discussion, if needed) - CDI Core Measures, PSI-90, Readmissions, Patient Experience (HCAHPS), ED Patient Satisfaction (x2 per year) - Leapfrog survey results and VBP calculation reports (annually)	Review reports per timeline – (Complete)
4. Oversee execution of the Patient and Family-Centered Care plan and LEAN management activities and cultural transformation work	Quarterly	Review plan and progress; provide feedback to management – (Complete)
5. All committee members regularly attend and are engaged in committee meeting preparation and discussions	Review quarterly at the end of the meeting (Use Closing Wrap-Up Time)	Attend 2/3 of all meetings in person (Achieved) Actively participate in discussions at each meeting (Achieved)
6. Monitor the impact of interventions to reduce mortality and readmissions	Quarterly	Review progress toward meeting quality organizational goals (Ongoing)

SUBMITTED BY: Chair: Julie Kliger, MPA, BSN

Executive Sponsor: Mark Adams, MD, CMO **Approved by the ECH Board of Directors 6/12/2019**

JULY 2020

S	M	T	W	T	F	S
28	29	30	1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20 IC	21	22	23	24	25
26	27 ECHB FC*	28	29	30	31	1

AUGUST 2020

S	M	T	W	T	F	S
2	3 QC	4 GC	5	6	7	1/8
9	10 IC	11 ECHD	12	13	14	15
16	17 First Day?	18	19 ECHB	20 ECHD	21 CAC	22
23	24	25	26	27	28	29
30	31	1	2	3	4	5

SEPTEMBER 2020

S	M	T	W	T	F	S
30	31	1	2	3	4	5
6	7 Labor Day	8 QC	9 ECHB	10	11	12
13	14	15 ECC	16	17	18	19
20	21	22	23	24 CAC	25	26
27	28	29 FC	30	1	2	3

OCTOBER 2020

S	M	T	W	T	F	S
27	28	29	30	1	2	3
4	5 QC	6 GC	7	8	9	10
11	12	13	14 ECHB	15	16	17
18	19	20 ECHD	21	22	23	24
25	26	27	28 Education	29	30	31

NOVEMBER 2020

S	M	T	W	T	F	S
1	2 QC	3	4	5 ECC	6	7
8	9 IC	10	11 ECHB	12	13	14
15	16	17	18	19 CAC	20	21
22	23 FC	24	25	26 Thanksgiving	27	28
29	30	1	2	3	4	5

DECEMBER 2020

S	M	T	W	T	F	S
29	30	1	2	3	4	5
6	7 QC	8 ECHD*	9 ECHB	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24 Xmas Eve	25 Xmas Day	26
27	28	29	30	31 NYE	1	2

JANUARY 2021

S	M	T	W	T	F	S
27	28	29	30	31	1 New Year's	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18 MLK Day	19	20	21	22	23
24/31	25 IC FC*	26 ECHD	27	28 CAC	29	30

FEBRUARY 2021

S	M	T	W	T	F	S
31	1 QC	2 GC	3	4	5	6
7	8 IC	9	10 ECHB	11	12	13
14 ski wk	15 President's	16	17	18	19	20
21	22	23	24 Retreat	25	26	27
28	1	2	3	4	5	6

MARCH 2021

S	M	T	W	T	F	S
28	1 QC	2	3	4 ECC	5	6
7	8	9	10 ECHB	11	12	13
14	15	16 ECHD	17	18 CAC	19	20
21	22	23 GC	24	25	26	27
28	29 FC	30	31	1	2	3

APRIL 2021

S	M	T	W	T	F	S
28	29	30	31	1	2	3
4	5 QC	6	7 ECHB	8	9	10
11 spr bk	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26 FC	27	28 Education	29	30	1

MAY 2021

S	M	T	W	T	F	S
2	3 QC	4	5	6	7	1/8
9	10 IC	11	12 ECHB	13	14	15
16	17	18 ECHD	19	20 CAC	21	22
23	24 ECHB FC*	25	26	27 ECC	28	29
30	31 Memorial Day	1	2	3	4	5

JUNE 2021

S	M	T	W	T	F	S
30	31	1 GC	2	3	4	5
6	7 QC	8	9 ECHB	10	11	12
13	14	15 ECHD	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	1	2	3

District Board ECHD	Hospital Board ECHB	Compliance CAC	Executive Comp ECC	Finance FC	Governance GC	Investment IC	Quality QC	Educational Sessions	Board Retreat
5x per year 3 rd Tuesday + after election	10x per year 2 nd Wednesday (traditional)	6x per year 3 rd Thursday	4x per year Thursdays	7x per year 4 th or Last Monday	5x per year 1 st Tuesday	4x per year 2 nd Monday	10x per year 1 st Monday	2x per year 4 th Wednesday	1x per year

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: June 2, 2020
Subject: Proposed FY 21 Governance Committee Goals

Recommendation:

To recommend the Board approve the Proposed FY21 Governance Committee Goals

Summary:

1. Situation: Each year, each of the Board's Committee's develops goals that reflect areas of focus for the coming fiscal year.
2. Authority: It is within the Governance Committee's Charter to develop annual goals and recommend approval to the Board.
3. Background: The Proposed FY21 Governance Committee Goals were presented to the Committee at its March 31, 2020 meeting. Committee members were asked to consider and provide staff with suggestions for any additions or changes to the Proposed Goals prior to the next meeting. Staff received the following suggestions:
 - A. Consider adding a goal to address Board efficiency.
 - B. A goal that would assist the committee in shaping the Board.
 - C. Assessment of the governance model's resiliency post the major shock of the COVID-19 pandemic
 - i. Responsive?
 - ii. Burdensome?
 - D. Effectiveness of patient care operations throughout the crisis
 - i. Would the organization have been able to withstand a surge in COVID-19 patients?
 - ii. Does the organization have a process in place to assess learnings from the crisis and implement changes as a result of those learnings to maximize effectiveness in the event of a future crisis?
4. Assessment: N/A
5. Other Reviews: None.
6. Outcomes: Goals to be achieved by end of FY21.

Proposed FY 21 Governance Committee Goals
June 2, 2020

List of Attachments:

1. Proposed FY21 Governance Committee Goals

Suggested Committee Discussion Questions:

1. Does the Committee have any additional suggestions?
2. In what ways, if any, is the Board lacking in efficiency? What would be an appropriate goal to address Board Efficiency?
3. What would be an appropriate goal to address the governance model's resiliency?
4. What would be an appropriate Governance Committee goal to address the issues raised in item 3D above?
5. Are the goals "linked" to or do they support organizational goals and strategy?

PROPOSED FY21 COMMITTEE GOALS

Governance Committee

PURPOSE

The purpose of the Governance Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/reappointment process. The Governance Committee ensures the Board and Committees are function at the highest level of governance standards.

STAFF: **Dan Woods**, Chief Executive Officer (Executive Sponsor); **Cindy Murphy**; Director of Governance Services

The CEO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies	Q1 FY21	<ul style="list-style-type: none"> - Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board - Chair nominates Governance Committee member to serve on District Board Ad Hoc Committee and participate in the Non-District Board Member recruitment/interview process as requested by the District Board - Assess implementation of changes to ECH Board Structure and make recommendations
	Q4 FY21	
	Q1 FY21	
2. Promote, enhance, and sustain competency-based, efficient, effective governance	Q4 FY20 – Q1 FY22	<ul style="list-style-type: none"> - FY20 Self-Assessment Survey Completed (Q1 FY21) - FY21 Self-Assessment Tool recommended to the Board (Q3) and survey completed (Q4 FY21 – Q1 FY22) - Reports are completed and made available to the Board and the District Board (Q1) - Develop FY21 Board Action Plan (Q2)
	Q2- FY21	
3. Develop Board and Committee Education Plan for FY21	Q2 FY21	<ul style="list-style-type: none"> - Develop and recommend FY21 Board and Committee Education Plan - Recommend FY21 Annual Retreat Agenda to the Board
	Q1 FY21	

SUBMITTED BY:

Chair: Peter C. Fung, MD

Executive Sponsor: Dan Woods

To be approved by the ECH Board of Directors June 2020

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: June 2, 2020
Subject: Proposed FY21 Committee Goals

Purpose:

To obtain the Governance Committee's recommendation that the Board approve the proposed FY21 committee goals.

Summary:

1. Situation: Each Committee has developed proposed goals for FY21. To ensure that the board has oversight of the areas of focus for each Committee, the goals are brought forward through the Governance Committee each year for approval.
2. Authority: Governance Committee Charter
3. Background: Every year, each of the Advisory Committees develops goals for the upcoming fiscal year. All of the committees have done so for FY21; their recommended goals are attached.
4. Assessment: N/A
5. Other Reviews: All Committees
6. Outcomes: N/A

List of Attachments:

1. Proposed FY21 Compliance and Audit Committee Goals
2. Proposed FY21 Executive Compensation Committee Goals
3. Proposed FY21 Finance Committee Goals
4. Proposed FY21 Investment Committee Goals
5. Proposed FY21 Quality, Patient Care and Patient Experience Committee Goals

Suggested Committee Discussion Questions:

1. Are the proposed Committee goals at the correct strategic level?
2. Do they reflect important strategic issues facing the Board in FY21?
3. Are the proposed Committee goals "SMART" (Specific, Measurable, Relevant, Attainable, Time Bound)?

PROPOSED FY21 COMMITTEE GOALS

Compliance and Audit Committee

PURPOSE

The purpose of the Compliance and Audit Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its exercise of oversight of Corporate Compliance, Privacy, Internal and External Audit, Enterprise Risk Management, and Information Technology (IT) Security. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the internal auditor and external auditor. The Committee assists the Board in oversight of any regulatory audit and in assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

STAFF: **Diane Wigglesworth**, Sr. Director, Corporate Compliance (Executive Sponsor)

The Sr. Director, Corporate Compliance shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration. Additional members of the Executive Team or outside consultants may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review Hospital and SVMD Compliance Work Plan for FY 2021.	Q1 FY21	Committee reviews and provides recommendations to the Compliance Officer
2. Review Business Continuity and Disaster Recovery Plan	Q2 FY21	Committee reviews and provides recommendations to COO
3. Participate in education session presented by Legal Counsel regarding revisions to Stark Law and Anti-Kickback Statute	Q3 FY21	Committee receives education and recommends information to be presented to the Board
4. Review ECH's IT Security Strategic Plan.	Q4 FY21	Committee reviews and provides recommendations to CIO

SUBMITTED BY:

Chair: Sharon Anolik Shakked

Executive Sponsor: Diane Wigglesworth

DRAFT
FY21 COMMITTEE GOALS
 Executive Compensation Committee

The purpose of the Executive Compensation Committee (the “Committee”) is to assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in its responsibilities related to the Hospital’s executive compensation philosophy and policies. The Committee will advise the Board to meet all legal and regulatory requirements as it relates to executive compensation.

STAFF: **Kathryn Fisk**, Chief Human Resources Officer (Executive Sponsor); **Julie Johnston**, Director, Total Rewards

The CHRO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may participate at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing their individual compensation.

GOALS	TIMELINE	METRICS
1. Provide oversight and approvals for compensation-related decisions, including performance incentive goal-setting and plan design	Q1	<ul style="list-style-type: none"> - Review and approve FY21 executive base salaries (not including the CEO) - Review and recommend FY20 Organizational Incentive Score - Approve FY20 individual executive payout amounts (pending Board approval of incentive score)
	Q3	<ul style="list-style-type: none"> - Review and recommend approval of letter of reasonableness
	Q4	<ul style="list-style-type: none"> - Review and recommend proposed FY22 organizational incentive goals - Review and approve FY22 individual executive incentive goals
2. Review executive benefits design	Q2	<ul style="list-style-type: none"> - Review (November 2020) and recommend benefit policy changes to the Board
3. Evaluate the effectiveness of the independent compensation consultant	Q2/Q4	<ul style="list-style-type: none"> - Conduct semi-annual evaluation of ECC consultant
	Q1 – Q4	<ul style="list-style-type: none"> - Appoint an Ad Hoc Committee (if desired) - Conduct Interviews - Interview finalists with the whole Committee - Select consultant and sign contract
4. Review Executive Leadership Development Plan/Succession Planning	Q3	<ul style="list-style-type: none"> - Presentation in March 2021
5. Evaluate the effectiveness of the Committee	Q1	<ul style="list-style-type: none"> - Complete Committee Self-Assessment

SUBMITTED BY:

Chair: Bob Miller

Executive Sponsor: Kathryn Fisk

PROPOSED FY21 COMMITTEE GOALS

Finance Committee

PURPOSE

The purpose of the Finance Committee (the “Committee”) is to provide oversight, information sharing, and financial reviews related to budgeting, capital budgeting, long-range financial planning and forecasting, and monthly financial reporting for the El Camino Hospital (ECH) Hospital Board of Directors (“Board”). In carrying out its review, advisory, and oversight responsibilities, the Finance Committee shall remain flexible in order to best define financial strategies that react to changing conditions.

STAFF: **Michael Moody**, Interim Chief Financial Officer (Executive Sponsor)

The CFO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Capital Deployment Methodology & Reporting	Q1	Receive project completion reports on Taube and Sobrato Pavilions including performance against budget in July
	Q1 and Q3	Review (September) and approve (November) a revised policy and procedure regarding an enterprise wide capital deployment and reporting.
2. Review and evaluate ongoing customer service/patient experience tactics and metrics for the Revenue Cycle – possibly combined statements for SVMD & ECH	Q2 and Q4	Monitor customer service and patient satisfaction metrics
3. Evaluate and monitor COVID-19 Recovery Plan	Q1, Q2 and Q3	Presentations in July (2020), September (2020), November (2020) and January (2021)
4. Review strategy, goals, and performance of business affiliates and service lines: 1) Oncology, 2) Behavioral Health, 3) MCH, 4) SVMD	Q1	SVMD (July), Oncology Service Line (September)
	Q2	Maternal Child Health Service Line and SVMD (November)
	Q3	Behavioral Health Service Line (January), SVMD (March)
	Q4	SVMD (May)

SUBMITTED BY: Chair: John Zoglin | Executive Sponsor: Michael Moody, Interim CFO

Proposed FY21 COMMITTEE GOALS

Investment Committee

PURPOSE

The purpose of the Investment Committee is to develop and recommend to the El Camino Hospital (ECH) Board of Directors ("Board") the investment policies governing the Hospital's assets, maintain current knowledge of the management and investment funds of the Hospital, and provide oversight of the allocation of the investment assets.

STAFF: Michael Moody, Interim Chief Financial Officer (Executive Sponsor)

The CFO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration. Additional members of the Executive Team or hospital staff may participate in the meetings upon the recommendation of the CFO and at the discretion of the Committee Chair. The CEO is an ex-officio member of this Committee.

GOALS	TIMELINE	METRICS
1. Review performance of consultant recommendations of managers and asset allocations	Each quarter - ongoing	Committee to review selection of money managers and make recommendations to the CFO
2. Education Topic: Investment Allocation in Uncertain Times	FY21 Q1	Complete by the August 2020 meeting
3. Asset Allocation, Investment Policy Review and ERM framework including Efficient Frontier	FY21 Q3	Completed by March 2021 meeting

SUBMITTED BY:

Chair: Gary Kalbach

Executive Sponsor: Michael Moody Interim CFO



Proposed FY21 COMMITTEE GOALS
Quality, Patient Care and Patient Experience Committee

PURPOSE

The purpose of the Quality, Patient Care and Patient Experience Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in constantly enhancing and enabling a culture of quality and safety at ECH, to ensure delivery of effective, evidence-based care for all patients, and to oversee quality outcomes of all services of ECH. The Committee helps to assure that exceptional patient care and patient experiences are attained through monitoring organizational quality and safety measures, leadership development in quality and safety methods, and assuring appropriate resource allocation to achieve this purpose.

STAFF: **Mark Adams, MD**, Chief Medical Officer (Executive Sponsor)

The CMO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional clinical representatives and members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair. These may include: the Chiefs/Vice Chiefs of the Medical Staff, physicians, nurses, and members from the community advisory councils, or the community at-large.

GOALS	TIMELINE	METRICS
1. Review the Hospital’s organizational goals and scorecard and ensure that those metrics and goals are consistent with the strategic plan and set at an appropriate level as they apply to quality	- FY20 Achievement and Metrics for FY21 (Q1 FY21) - FY22 Goals (Q3 – Q4)	Review management proposals; provide feedback and make recommendations to the Board
2. Alternatively (every other year) review peer review process and medical staff credentialing process; monitor and follow through on the recommendations	Q2	- Receive update on implementation of peer review process changes (FY22) - Review Medical Staff credentialing process (FY21)
3. Review Quality, Patient Care and Patient Experience reports and dashboards	- FY21 Quality Dashboard (Q1-Q2 proposal; monthly for review and discussion, if needed) - CDI Core Measures, PSI-90, Readmissions, Patient Experience (HCAHPS), ED Patient Satisfaction (x2 per year) - Leapfrog survey results and VBP calculation reports (annually)	Review reports per Pacing Plan timeline –
4. Review Effectiveness of Board Dashboard using STEEEP Methodology and propose changes if appropriate	Semi – Annually Q2 and Q4	Review Dashboard and Recommend Changes
5. All committee members regularly attend and are engaged in committee meeting preparation and discussions	Using closing wrap up time, review quarterly at the end of the meeting	Attend 2/3 of all meetings in person Actively participate in discussions at each meeting

SUBMITTED BY: Chair: Julie Kliger, MPA, BSN
Executive Sponsor: Mark Adams, MD, CMO

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director Governance Services
Date: June 2, 2020
Agenda Item: Proposed FY21 Committee and Liaison Assignments

Recommendation:

To recommend the Board approve the Proposed FY21 Committee and Liaison Appointments.

Summary:

1. **Situation:** Each year, the Board Chair submits a proposed slate of Committee and Liaison assignments for approval.
2. **Authority:** Each of the Board Advisory Committee Charters state: “All Committee members, with the exception of new Community members, shall be appointed by the Board Chair, subject to approval by the Board. New Community members shall be appointed by the Committee, subject to approval of the Board. All Committee appointments shall be for a term of one year expiring on June 30th each year, renewable annually.”

Pursuant to the Governance Committee’s Charter, the Committee “shall review and make recommendations to the Board regarding the Board Chair’s appointments of Advisory Committee Chairs and Advisory Committee members.”
3. **Background:** Each Committee is comprised of El Camino Hospital Board Directors and Community Members. The Chiefs and Vice Chiefs of the Medical Staff serve as members and alternates of the Quality, Patient Care and Patient Experience Committee. Pursuant to the Advisory Committee Charters, Community Members may serve as Chair of any Committee except the Governance Committee. The Board Chair’s proposed changes for FY21 limit each Board member to two assignments, when in the past some had three assignments, and include the following:
 - **Gary Kalbach:** Rolling off the Investment Committee to decrease number of assignments to two
 - **Julia E. Miller:** Transferring from the Investment Committee to the Compliance and Audit Committee
 - **John Zoglin:** Rolling off the Executive Compensation Committee to decrease number of assignments to two
 - **Don Watters:** Transferring from the Compliance and Audit Committee to the Investment Committee
 - **Peter C. Fung MD:** Transferring from the Quality, Patient Care and Patient Experience Committee to the Investment Committee
 - **Brooks Nelson:** Will serve as Chair of the Investment Committee
4. **Assessment:** N/A
5. **Other Reviews:** The Board Chair has proposed this “slate” after reviewing the needs of the organizations and the interests of the Board members.

Proposed FY21 Committee and Liaison Assignments
June 2, 2020

6. Outcomes: N/A

List of Attachments:

1. Proposed Slate for FY21 Committee and Liaison Assignments

Suggested Committee Discussion Questions:

1. Do the proposed changes leave any important and avoidable gaps on any of the Committees?

FY21 El Camino Hospital Board of Directors Advisory Committee & Liaison Appointments

Committee Appointments						
COMMITTEE	COMPLIANCE AND AUDIT	EXECUTIVE COMPENSATION	FINANCE	GOVERNANCE	INVESTMENT	QUALITY
CHAIR	Sharon Anolik Shakked	Bob Miller	John Zoglin	Peter C. Fung, MD	Brooks Nelson	Julie Kliger
BOARD MEMBERS	Jack Po, MD	Julie Kliger	Gary Kalbach	Gary Kalbach	Don Watters	Jack Po, MD
	Julia E. Miller	George O. Ting, MD	Don Watters	Bob Rebitzer	Peter C. Fung, MD	George O. Ting, MD
COMMUNITY MEMBERS	Lica Hartman	Teri Eyre	Joseph Chow	Christina Lai	Nicola Boone	Terrigal Burn, MD
	Christine Sublett	Jaison Layney	Boyd Faust	Peter Moran	John Conover	Caroline Currie
		Pat Wadors	Richard Juelis	Mike Kasperzak		Alyson Falwell
				Ken Alvares		Krutica Sharma
						Melora Simon
EX OFFICIO MEDICAL STAFF OFFICERS						Apurva Marfatia, MD
						Michael Kan, MD
						Prithvi Legha, MD <i>Alternate</i>
						Philip Ho, MD <i>Alternate</i>

Liaison Appointments	
ECH FOUNDATION BOARD OF DIRECTORS (Liaison)	Julia E. Miller
COMMUNITY BENEFIT ADVISORY COUNCIL (CBAC) (Liaison)	John Zoglin

LEGEND

- *Board Members
- *Community Members

Governance Committee

Draft For Review June 2, 2020

FY21 GC Pacing Plan – Q1		
July 2020	August 4, 2020	September 2020
<p style="text-align: center;"><i>No scheduled meeting</i></p> <p><i>At each meeting:</i></p> <p>Regular Consent Calendar Items: Minutes, Committee Recruitment Update, Article of Interest</p> <p>Other Regular Items:</p> <ul style="list-style-type: none"> - Board Recruitment Update - Report on Board Actions - FY21 Pacing Plan - Roundtable <p style="color: red;">Launch Board and Committee Self-Assessments</p>	<ul style="list-style-type: none"> - Consider Hospital Board Member Competencies for FY21/22 - Planning for October Joint Education Session - Planning for February Board Retreat - Review Annual Board and Committee Self-Assessment (BSA) Results and Develop Action Plan for the Board - Assess ECH Board Structure 	<p style="text-align: center;"><i>No scheduled meeting</i></p>
FY21 GC Pacing Plan – Q2		
October 6, 2020	November 2020	December 2020
<ul style="list-style-type: none"> - Final Planning for October Joint Education Session - FY21/22 Board Education Plan - Review Policy and Procedure for Advisory Committee Member Nomination and Selection <p style="text-align: center;">Wed., 10/28/2020 Board & Committee Joint Education Session</p>	<p style="text-align: center;"><i>No Scheduled Meeting</i></p>	<p style="text-align: center;"><i>No scheduled meeting</i></p>

Governance Committee

Draft For Review June 2, 2020

FY21 GC Pacing Plan – Q3		
January 2021	February 2, 2021	March 30, 2021
<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Planning April Education Session - Final Planning for February Board Retreat - Review and Recommend Annual Board Self-Assessment Tool - Assess Progress on FY21 Board Action Plan - Review Board Officer Nomination and Selection Procedures 	<ul style="list-style-type: none"> - Set FY22 Governance Committee Dates - Develop FY22 Governance Committee Goals - Final Planning April Education Session - Review Process for Election and Re-Election of NDBM’s to the ECH Board
FY20 GC Pacing Plan – Q4		
April 2021	May 2021	June 1, 2021
<i>No scheduled meeting</i>	<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Review and Recommend all FY22 Committee Goals to Board - Assess Progress on FY21 Board Action Plan - Review Proposed FY22 Advisory Committee and Committee Chair Assignments - Review Committees’ progress against FY21 Goals - Confirm Self-Assessment Sent to District (from GC charter) - Finalize FY22 Master Calendar (for Board approval in June) - Assess ECH Board Structure
<p>Wed. 4/28/2021 Board & Committee Educational Gathering</p>	<p>Launch Board Self-Assessment</p>	

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: June 2, 2020
Subject: Roundtable Discussion

Purpose:

To review the effectiveness of the Committee's meeting.

Summary:

1. Situation: How effective was this meeting?
2. Authority: N/A
3. Background: We included an excerpt from the Governance Institute's "Elements of Governance" Series titled "Board Committees" in the Committee's February 6, 2018 packet. Committee Chair Fung asked that we include the questions posed in the "Committee Meeting Effectiveness Assessment Options" section for the Committee to discuss at the conclusion of the meeting.
4. Assessment: N/A
5. Other Reviews: N/A
6. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions:

1. Brief discussion topics: what worked well/should be repeated? What should be changed/added/deleted?
2. Were the meeting packet and agenda helpful?
3. Did key issues receive sufficient attention?
4. Did we spend the right amount of time on each issue?
5. Was there a significant amount of discussion (vs. presentation)?
6. Were discussions kept at the governance level?
7. Did all members participate fully?
8. Did we hold ourselves accountable to the rules of engagement?