



**Minutes of the Open Session of the
Executive Compensation Committee
of the El Camino Hospital Board of Directors
Tuesday, May 5, 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

Teri Eyre**

Jaison Layney**

Julie Kliger**, Vice Chair

Bob Miller**, Chair

George Ting, MD**

Pat Wadors**

John Zoglin**

Members Absent

None

**via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Executive Compensation Committee of El Camino Hospital (the "Committee") was called to order at 4:00pm by Chair Bob Miller. A verbal roll call was taken. Pat Wadors and George Ting, MD joined the meeting during the closed session. All Committee members were present and participated via teleconference and videoconference pursuant to Santa Clara County's shelter in place order. 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 Miller 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 Miller asked if any member of the Committee or the public wished to remove an item from the consent calendar.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meeting (4/2/2020); and for information: Article of Interest</p> <p>Movant: Kliger Second: Layney Ayes: Eyre, Kliger, Layney, Miller, Zoglin Noes: None Abstentions: None Absent: Ting, Wadors, Recused: None</p>	<i>Consent calendar approved</i>
5. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 4:04pm.</p> <p>Movant: Zoglin Second: Eyre Ayes: Eyre, Kliger, Layney, Miller, Zoglin Noes: None Abstentions: None Absent: Ting, Wadors, Recused: None</p>	<i>Adjourned to closed session at 4:04pm</i>

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<p>6. AGENDA ITEM 10: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 5:36pm. Agenda items 6-9 were addressed in closed session. Ms. Wadors left the meeting during the closed session.</p> <p>During the closed session, the Committee approved the Minutes of the Closed Session of the Executive Compensation Committee Meeting (4/2/2020) by a unanimous vote in favor of all members present by teleconference (Eyre, Kliger, Layney, Miller, Wadors, Ting, Zoglin).</p>	
<p>7. AGENDA ITEM 11: REASSESSMENT OF FY20 ORGANIZATIONAL PERFORMANCE INCENTIVE GOAL STRUCTURE AND REVIEW OF POSITIONING/ RECOVERY GOALS</p>	<p>There was no action taken on this item.</p>	
<p>8. AGENDA ITEM 12: CLOSING COMMENTS</p>	<p>There were no further comments from the Committee.</p>	
<p>9. AGENDA ITEM 13: ADJOURNMENT</p>	<p>Motion: To adjourn at 5:48pm. Movant: Ting Second: Layney Ayes: Eyre, Kliger, Layney, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: Wadors, Recused: None</p>	<p><i>Meeting adjourned at 5:48pm</i></p>

Attest as to the approval of the foregoing minutes by the Executive Compensation Committee and the Board of Directors of El Camino Hospital.

DocuSigned by:

Bob Miller

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Bob Miller
 Chair, Executive Compensation Committee

Julia E Miller

Julia E. Miller
 Secretary, ECH Board of Directors

Prepared by: Sarah Rosenberg, Contracts Administrator/Governance Services EA