



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, June 2, 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. Ms. Lai joined the meeting at 5:33pm during Agenda Item 3: Public Communication. 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	<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.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (3/31/2020) and for information: FY20 Pacing Plan.</p> <p>Movant: Moran Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	Consent Calendar approved
5. REPORT ON BOARD ACTIONS	<p>Chair Fung outlined ECH’s financial performance in March 2020. He thanked the executive team for their work during this challenging time. He also described the recent actions of the District Board at their April and May 2020 meetings, including a Declaration of a Local Emergency and approval of District funding for a COVID-19 community testing program.</p> <p>In response to Committee questions, Dan Woods, CEO, further described the District’s community testing program, including collaboration with the County on processes and funding those who do not qualify for insurance reimbursement. Mr. Woods noted that all ECH employees are being tested</p>	

	and are completing daily wellness monitoring checklists. Mr. Rebitzer suggested that pooled testing procedures could reduce costs and may be appropriate for ECH's population.	
6. PROGRESS AGAINST FY20 COMMITTEE GOALS	Cindy Murphy, Director of Governance Services, outlined the progress against FY20 Committee goals, including explanations for where Committees have either deferred or not achieved their goals.	
7. PROPOSED FY21 MASTER CALENDAR	<p>The Committee discussed the October 2020 Board and Committee Education Session. The proposed agenda will be brought for the Committee's review at its August 2020 meeting. Staff is currently considering whether it will be a virtual gathering; ideally, it would be an interaction session. Mr. Kasperzak cautioned that it may be difficult to hold a productive virtual meeting longer than 90 minutes.</p> <p>Ms. Murphy and Mr. Woods introduced the timeline and plan to kick off the strategic planning process with the Hospital Board in July 2020. Ms. Murphy reported that the FY21 budget approvals (generally in June 2020) have been deferred to August 2020.</p> <p>Motion: To recommend that the Board approve the FY21 Master Calendar.</p> <p>Movant: Kalbach Second: Moran Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>FY21 Master Calendar recommended for approved</i>
8. PROPOSED FY21 GOVERNANCE COMMITTEE GOALS	<p>The Committee discussed a goal to review of Board effectiveness and efficiency, including potential metrics (length of meetings, board members working well together, size of packets, time to resolution, level of preparedness, repeated discussion of issues), past work in this area, and measurement (through the Board Self-Assessment).</p> <p>The Committee also discussed a goal related to governance resiliency and responsiveness in an unprecedented situation (<i>e.g.</i>, Was the management team able to quickly obtain direction and answers from the Board? Did management overstep its authority? Were there unintended consequences?). Mr. Moran suggested conducting this review post-pandemic. Mr. Rebitzer noted that the Compliance and Audit Committee should review operational readiness and enterprise risk. Mr. Woods described 1) the level of support and frequent communication with the Board and Board Chair during this time and 2) the challenges of reconciling differing philosophies on organizational goal setting and incentives, especially in a time of crisis. Mr. Kalbach suggested implementing a superstructure, like an Executive Committee, to make interim decisions in an emergency.</p> <p>Committee members suggested that the Governance Committee examine potential structural/Committee and policy gaps, especially those illuminated by crisis.</p> <p>Ms. Murphy suggested that she work with Mr. Moran and Chair Fung on approval of the final goal language to include in the Board packet.</p> <p>Motion: To recommend the FY21 Governance Committee goals to the Board as presented with the following amendment: 1) to push goal #3 down to #4 and 2) add a goal #3: "to assess the governance structure's resiliency in</p>	<i>FY21 Governance Committee Goals recommended for approval</i>

	<p>light of the COVID-19 pandemic,” and for staff to work with Chair Fung and Mr. Moran to develop the metrics and timeline for presentation to the Board on June 10, 2020.</p> <p>Movant: Moran Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>9. PROPOSED FY21 ADVISORY COMMITTEE GOALS</p>	<p>Ms. Murphy explained that the Finance Committee has a proposed goal to review the COVID-19 recovery plan.</p> <p>The Committee suggested adding a goal for the Compliance Committee to review the COVID-19 operational recovery.</p> <p>In response to Chair Fung’s question on the Investment Committee goals, Mr. Kalbach and Ms. Murphy explained that 1) a new Chief Financial Officer should be involved in asset allocation review, 2) the timing was the suggest of the interim CFO, and 3) the asset allocation policies were reviewed at the Investment Committee’s May 2020 meeting.</p> <p>Motion: To recommend that the Board approve the FY21 Advisory Committee Goals including the amendment to suggest that the Compliance and Audit Committee consider adopting an FY21 goal that assesses the organization’s response to COVID-19 pandemic.</p> <p>Movant: Kalbach Second: Rebitzer</p> <p>Chair Fung noted that this would be a retroactive, not a prospective review. Mr. Alvares requested that the Governance Committee receive a copy of the COVID-19 response report in order to make recommendations for future governance resiliency.</p> <p>Ms. Lai suggested that this review be tied to the business continuity and disaster recovery plan. The Committee suggested that the review could look at how the plan operated in a specific situation (COVID-19 pandemic), how will it operate in the future (<i>e.g.</i>, if the crisis had been worse), and what the organization has learned.</p> <p>There was no vote on the previous motion. The following motion was made:</p> <p>Motion: To recommend that the Board approve the proposed FY21 Advisory Committee goals, with the suggestion of an amendment to the Compliance and Audit Committee’s goal #2 to add language regarding the effectiveness of the response for the COVID-19 pandemic and the forecasted effectiveness if there had been a surge.</p> <p>Movant: Lai Second: Moran Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY21 Advisory Committee Goals recommended for approval</i></p>
<p>10. PROPOSED FY21 COMMITTEE AND LIAISON</p>	<p>Chair Fung thanked the Committee members for their continued service.</p> <p>Motion: To recommend that the Board approve the FY21 Committee and</p>	<p><i>FY21 Committee and Liaison</i></p>

ASSIGNMENTS	Liaison Assignments. Movant: Moran Second: Kasperzak Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>Assignments recommended for approval</i>
11. ADJOURN TO CLOSED SESSION	Motion: To adjourn to closed session at 6:48 pm. Movant: Kalbach Second: Kasperzak Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>Adjourned to closed session at 6:48pm</i>
12. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT	Open session was reconvened at 6:50pm. 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 (3/31/2020) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer).	
13. AGENDA ITEM 16: FY21 PACING PLAN	The Committee requested that their governance resiliency review be paced for Q3 (the March 30, 2021 meeting), contingent on the Board's approval of the FY21 Governance Committee goals. Motion: To approve the FY21 Pacing Plan. Movant: Kalbach Second: Alvares Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>FY21 Pacing Plan</i>
14. AGENDA ITEM 17: ROUND TABLE DISCUSSION	The Committee and staff discussed the efficiency and effectiveness of the meeting.	
15. AGENDA ITEM 18: ADJOURNMENT	Motion: To adjourn at 7:03pm. Movant: Kalbach Second: Kasperzak Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>Meeting adjourned at 7:03pm</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