



**Minutes of the Open Session of the
Executive Compensation Committee
of the El Camino Hospital Board of Directors
Tuesday, July 28, 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**

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 " <u>Committee</u> ") was called to order at 4:00pm by Chair Bob Miller. 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. 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	Mr. Jeremy Miller expressed concerns about the financial impacts of the pandemic on frontline employees.	
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. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meeting (5/28/2020); CEO Assessment Timeline.</p> <p>Movant: Kliger Second: Layney Ayes: Eyre, Kliger, Layney, Miller, Ting, Wadors Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent calendar approved</i>
5. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 4:05pm.</p> <p>Movant: Kliger Second: Ting Ayes: Eyre, Kliger, Layney, Miller, Ting, Wadors Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 4:05pm</i>

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<p>6. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 5:08pm. Agenda items 9-13 were addressed in closed session.</p> <p>During the closed session, the Committee approved the Minutes of the Closed Session of the Executive Compensation Committee Meeting (5/28/2020) by a unanimous vote in favor of all members present by teleconference (Eyre, Kliger, Layney, Miller, Wadors, Ting).</p>	
<p>7. AGENDA ITEM 15: FY20 INCENTIVE METHODOLOGY CALCULATION</p>	<p>Motion: To approve a 12-month measurement period for individual executive incentive goals.</p> <p>Movant: Kliger Second: Eyre Ayes: Eyre, Kliger, Layney, Miller, Ting, Wadors Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>12-month measurement period for FY20 individual goals approved</i></p>
<p>8. AGENDA ITEM 16: FY21 INCENTIVE GOAL WEIGHTING</p>	<p>Motion: To weight FY21 goals as written in the Incentive Plan and to direct staff to bring forward FY21 individual goals for the Committee's review and approval.</p> <p>Movant: Eyre Second: Layney Ayes: Eyre, Kliger, Layney, Miller, Ting, Wadors Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Standard goal weighting approved</i></p>
<p>9. AGENDA ITEM 17: PROPOSED FY21 ORGANIZATIONAL GOALS</p>	<p>Motion: To recommend approval of the goals as presented subject to the confirmation by the Quality Committee of the goals under their purview.</p> <p>Movant: Kliger Second: Ting Ayes: Eyre, Kliger, Layney, Miller, Ting, Wadors Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY21 Proposed Organizational Goals recommended for approval</i></p>
<p>10. AGENDA ITEM 18: PROPOSED FY21 CFO BASE SALARY</p>	<p>Motion: To approve a CFO Base Salary of \$565,000.</p> <p>Movant: Layney Second: Wadors Ayes: Eyre, Kliger, Layney, Miller, Ting, Wadors Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>CFO Base Salary approved</i></p>
<p>11. AGENDA ITEM 19: RFP AD HOC COMMITTEE REPORT</p>	<p>Heidi O'Brien from Mercer discontinued participation in the meeting.</p> <p>Jaison Layney, Ad Hoc Committee Chair, explained that Ms. Fisk and Ms. Johnston will be revising a timeline for the RFP process. The Committee reviewed the firms under consideration. Chair Miller suggested adding Frederick Cook to the list. Ms. Johnston noted that one of the potential firms expressed concerns about the public nature of the Committee meeting materials.</p> <p>Staff and the Committee discussed the market data that is used in the Letters</p>	

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	of Reasonableness. Mr. Layney reported the Ad Hoc Committee's recommendation to request a new principal consultant from Mercer.	
12. AGENDA ITEM 20: FY21 PACING PLAN	There were no comments on the Pacing Plan.	
13. AGENDA ITEM 21: CLOSING COMMENTS	Chair Miller thanked the Committee for their work. Ms. Kliger thanked Chair Miller for his stewardship of the meeting.	
14. AGENDA ITEM 22: ADJOURNMENT	Motion: To adjourn at 5:22pm. Movant: Second: Ayes: Eyre, Kliger, Layney, Miller, Ting, Wadors Noes: None Abstentions: None Absent: None Recused: None	<i>Meeting adjourned at 5:22pm</i>

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