



**Minutes of the Open Session of the  
Governance Committee of the  
El Camino Hospital Board of Directors  
Tuesday, October 13, 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
<b>1. CALL TO ORDER/ ROLL CALL</b>	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 4:31pm by Chair Fung. A verbal roll call was taken. Mr. Rebitzer joined the meeting at 4:34pm during Agenda Item 5: Report on Board Actions. Ms. Lai joined the meeting at 5:12pm during Agenda Item 8: February 2021 Board Retreat Planning. All other Committee members were present at roll call. All Committee members participated via 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.	
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Fung asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
<b>3. PUBLIC COMMUNICATION</b>	None.	
<b>4. CONSENT CALENDAR</b>	<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><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (8/4/2020) and for information: FY21 Pacing Plan; Board and Committee Recruitment Update; Article of Interest.</p> <p><b>Movant:</b> Kasperzak  <b>Second:</b> Kalbach  <b>Ayes:</b> Alvares, Fung, Kalbach, Kasperzak, Moran  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Lai, Rebitzer  <b>Recused:</b> None</p>	<i>Consent Calendar approved</i>
<b>5. REPORT ON BOARD ACTIONS</b>	<p>Chair Fung described the Board meeting on September 23, 2020 where the Board reviewed its Self-Assessment and the development of a Board Action Plan. Discussion topics included governance of a health system, diversity in Board membership, and delegation.</p> <p>Mr. Rebitzer noted that the Board also discussed meeting effectiveness; there has been progress, but there is more work to do.</p>	

<p><b>6. FINAL PLANNING FOR OCTOBER 2020 JOINT BOARD AND COMMITTEE EDUCATION SESSION</b></p>	<p>Ms. Murphy described the revised agenda for the Joint Board and Committee Education Session, including a panel discussion with Board and Committee members with strategic planning experience.</p> <p>Ms. Murphy asked for feedback on the format and for any suggested panel questions.</p> <p>The Committee discussed 1) panel size (about four total people from Board/Committee members), 2) importance of the moderator, and 3) education of audience via the panel.</p> <p>The Committee reviewed the purpose of the session and proposed discussion topics:</p> <ul style="list-style-type: none"> <li>- Lessons learned and pitfalls to avoid in strategic planning processes</li> <li>- Novel approaches and creative techniques (<i>e.g.</i>, business games)</li> <li>- Strategic planning in other industries</li> <li>- What does a successful process for ECH look like?</li> <li>- What questions do the Board and Committee members want answered during the strategic planning process?</li> </ul> <p>The Committee suggested that the panelists should focus on process rather than content. Mr. Rebitzer cautioned that the strategic planning process should start with the question, not the answer.</p> <p>Ms. Murphy confirmed that the event is scheduled for October 28, 2020.</p>	
<p><b>7. FY21/22 BOARD EDUCATION PLAN</b></p>	<p>Ms. Murphy described the development of the proposed Education Plan topics, including areas identified on the Board Self-Assessment and recent publications from The Governance Institute.</p> <p>Chair Fung suggested adding education on diversity.</p> <p>The Committee expressed concerns about one proposed topic, the Role of the Board in Employee Engagement, which could muddle the distinction between management and the Board and between employee engagement and culture. Mr. Moran suggested replacing #7 with diversity.</p> <p>Mr. Kasperzak discontinued participation in the meeting at 5:00pm.</p> <p>Committee members expressed concerns about adding items to already busy Board agendas, especially when efforts have been focused on streamlining meetings. Ms. Murphy noted that there could be articles of interest in the packets with 10 minutes for discussion at each Board meeting.</p> <p>The Committee discussed augmenting the Governance Committee's more process-based agendas with these substantive topics and determining how the Committee can educate or offer educational opportunities to the Board in these areas.</p> <p><b>Motion:</b> To incorporate these eight items into Governance Committee agendas for the coming year to address the Committee's understanding and how to support the Board and other stakeholders on these topics and replacing Item 7 (the Role of the Board in Employee Engagement) with education on diversity.</p> <p><b>Movant:</b> Rebitzer  <b>Second:</b> Fung  <b>Ayes:</b> Alvares, Fung, Kalbach, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Kasperzak, Lai  <b>Recused:</b> None</p>	<p><i>Education Plan to be incorporated into Governance Committee work</i></p>

<p><b>8. FEBRUARY 2021 BOARD RETREAT PLANNING</b></p>	<p>Ms. Lai joined the meeting at 5:12pm.</p> <p>Dan Woods described the proposed agenda related to understanding system-ness and progress on the strategic planning process.</p> <p>Mr. Woods and the Committee discussed joint presentation from consultants and executives and engaging physician leadership in the process. Board members on the Committee suggested including leaders or representatives from the employed medical groups in the conversation at the retreat.</p> <p><b>Motion:</b> To have the February 2021 Board Retreat on understanding system-ness and promoting system alignment and to discuss the participants further.</p> <p><b>Movant:</b> Fung  <b>Second:</b> Alvares  <b>Ayes:</b> Alvares, Fung, Kalbach, Lai, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Kasperzak  <b>Recused:</b> None</p>	<p><i>February 2021 Board Retreat topic approved</i></p>
<p><b>9. POLICY AND PROCEDURE FOR ADVISORY COMMITTEE NOMINATION AND SELECTION</b></p>	<p>In response to Ms. Lai's question, Ms. Murphy explained that the Committees send recommendations to the Board for approval of community member Committee appointments. The Board does not interview or consider additional candidates.</p> <p><b>Motion:</b> To recommend that the Board approve the proposed changes to the policy and procedure.</p> <p><b>Movant:</b> Moran  <b>Second:</b> Lai  <b>Ayes:</b> Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>Revised policy and procedure approved</i></p>
<p><b>10. GOVERNANCE COMMITTEE SELF-ASSESSMENT RESULTS</b></p>	<p>The Committee discussed their Self-Assessment and overall Committee operations and performance:</p> <ol style="list-style-type: none"> <li>1. <b>Frequency and duration of meetings</b> are appropriate.</li> <li>2. <b>Membership:</b> Some members commented that the Committee is slightly larger than optimal and that many were not in favor of active recruitment at this time. The Committee also discussed the diversity of the candidate pool and the desire to have diverse experience and philosophy to generate productive discussion.</li> <li>3. <b>Information and Education:</b> The Committee voiced support of more robust orientation and continuing education (including ways to refresh for existing members). Ms. Murphy described the most recent Committee member onboarding, which included an overview of the Strategic Plan with staff and Committee leadership.</li> <li>4. <b>Effectiveness and Efficiency of Committee Meetings:</b> Members highlighted succinct meetings and discussion, good decision making, and useful guidance from well-prepared packets and focused summary memos.</li> <li>5. <b>Bi-directional communication with the Board:</b> Chair Fung described the development of the Report on Board Actions.</li> </ol>	
<p><b>11. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 5:40 pm.  <b>Movant:</b> Kalbach</p>	<p><i>Adjourned to closed session at 5:40 pm</i></p>

	<p><b>Second:</b> Moran  <b>Ayes:</b> Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<b>12. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</b>	Open session was reconvened at 5:42. 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 (8/4/2020) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kalbach, Lai, Moran, Rebitzer). Mr. Kasperzak was absent.	
<b>13. AGENDA ITEM 16: ROUND TABLE DISCUSSION</b>	<p>The Committee reviewed the effectiveness of the meeting.</p> <p>Mr. Woods commended the camaraderie and collaborative spirit of the Committee.</p> <p>Ms. Murphy asked that Committee members send her proposed questions for the panel discussion and noted that she and Mr. Woods will work with Chair Fung and Vice Chair Kalbach to finalize the set for the October 28, 2020 meeting.</p>	
<b>14. AGENDA ITEM 17: ADJOURNMENT</b>	<p><b>Motion:</b> To adjourn at 5:45pm.</p> <p><b>Movant:</b> Lai  <b>Second:</b> Kalbach  <b>Ayes:</b> Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<i>Meeting adjourned at 5:45pm</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