

AGENDA
EXECUTIVE COMPENSATION COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Thursday, May 27, 2021 – 4:00pm

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: 963 4941 3869#. No participant code. Just press #.

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

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Bob Miller, Chair		4:00-4:01pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Miller, Chair		4:01 – 4:02
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	Bob Miller, Chair		information 4:02 – 4:05
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 ECC Meeting (3/4/2021) Information b. Progress Against FY21 Committee Goals	Bob Miller, Chair	<i>public comment</i>	motion required 4:05 – 4:06
5. REPORT ON BOARD ACTIONS	Bob Miller, Chair; Julie Kliger and George Ting, MD, Board Members		information 4:06 – 4:11
6. COMMITTEE PLANNING a. Proposed FY22 Committee Goals b. Proposed FY22 Committee Dates c. Appointment of Ad Hoc Search Committee	Bob Miller, Chair	<i>public comment</i>	possible motion(s) 4:11 – 4:16
7. PROPOSED FY22 EXECUTIVE PERFORMANCE INCENTIVE PLAN ORGANIZATIONAL GOALS	Dan Woods, CEO	<i>public comment</i>	possible motion 4:16 – 4:26
8. ADJOURN TO CLOSED SESSION	Bob Miller, Chair		motion required 4:26 – 4:22
9. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Miller, Chair		information 4:22 – 4:23

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
10. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval Gov't Code Section 54957.2: a. Minutes of the Closed Session of the ECC Meeting (3/4/2021)	Bob Miller, Chair		motion required 4:23 – 4:24
11. Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters: Executive Performance Incentive and Benefits Plan Review	Heidi O'Brien, Mercer		discussion 4:24 – 4:54
12. Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters: Proposed FY22 Individual Executive Performance Incentive Plan Goals	Dan Woods, CEO		possible motion 4:54 – 5:14
13. Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters and labor negotiations: Potential Amendment to CEO's Employment Agreement	Bob Miller		possible motion 5:14 – 5:29
14. Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters: Committee Charter	Heidi O'Brien, Mercer		possible motion 5:29 – 5:34
15. ADJOURN TO OPEN SESSION	Bob Miller, Chair		motion required 5:34 – 5:35
16. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Bob Miller, Chair		information 5:36 – 5:37
17. EXECUTIVE BENEFITS PLAN POLICY	Bob Miller, Chair	<i>public comment</i>	possible motion 5:27 – 5:41
18. EXECUTIVE PERFORMANCE INCENTIVE PLAN POLICY	Bob Miller, Chair	<i>public comment</i>	possible motion 5:41 – 5:46
19. COMMITTEE CHARTER	Bob Miller, Chair	<i>public comment</i>	possible motion 5:46 – 5:51
20. EFFECTIVENESS OF EXECUTIVE COMPENSATION CONSULTANT	Bob Miller, Chair		discussion 5:51-5:56
21. CLOSING COMMENTS	Bob Miller, Chair		discussion 5:56 – 5:58
22. ADJOURNMENT	Bob Miller, Chair	<i>public comment</i>	motion required 5:58 – 6:00pm

Upcoming Meetings: September 16, 2021, November 4, 2021, March 3, 2022, and May 18, 2022.