

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, August 3, 2021 – 5:30pm

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: 975-0239-7003#. No participant code. Just press #.

PURPOSE: To advise and assist the El Camino Hospital (ECH) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/ reappointment process. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Don Watters, Chair		5:30 – 5:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Don Watters, Chair		information 5:32 – 5:33
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	Don Watters, Chair		information 5:33 – 5:36
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 Governance Committee Meeting (6/01/2021) Information b. FY22 GC Committee Goals c. FY22 Pacing Plan	Don Watters, Chair	<i>public comment</i>	motion required 5:36 – 5:38
5. REPORT ON BOARD ACTIONS	Don Watters, Chair		information 5:38 – 5:41
6. FY22 BOARD EDUCATION	Dan Woods, CEO		discussion 5:41 – 5:56
7. JOINT BOARD AND COMMITTEE EDUCATION PLANNING SESSION <i>October 27, 2021</i>	Dan Woods, CEO	<i>public comment</i>	possible motion 5:56 – 6:06
8. BOARD MEMBER RECRUITMENT AND BENEFIT	Greg Souza, Interim CHRO	<i>public comment</i>	possible motion 6:06 – 6:21
9. ADJOURN TO CLOSED SESSION	Don Watters, Chair	<i>public comment</i>	motion required 6:21-6:22
10. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Don Watters, Chair		information 6:22-6:23

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
11. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> – Minutes of the Closed Session of the Governance Committee Meeting (6/01/2021)	Don Watters, Chair		motion required 6:23-6:25
12. ADJOURN TO OPEN SESSION	Don Watters, Chair		motion required 6:25 – 6:26
13. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Don Watters, Chair		information 6:26 – 6:27
14. <u>CLOSING COMMENTS</u>	Don Watters, Chair		discussion 6:27 – 6:34
15. ADJOURNMENT	Don Watters, Chair	<i>public comment</i>	motion required 6:35pm

Upcoming Meetings: October 5, 2021, February 1, 2022



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, June 1, 2021**

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**
Michael Kasperzak**
Christina Lai**
Bob Rebitzer**
Don Watters**

Members Absent

Peter Moran
 **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 5:32 pm by Chair Fung. A verbal roll call was taken. Christina Lai joined the meeting at 5:40pm during Agenda Item 5: Report on Board Actions. Peter Moran was absent. 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.	
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 (03/23/2021), and for information: FY21 Pacing Plan.</p> <p>Movant: Kasperzak Second: Watters Ayes: Alvares, Fung, Kasperzak, Rebitzer, Watters Noes: None Abstentions: None Absent: Lai, Moran Recused: None</p>	Consent Calendar approved
5. REPORT ON BOARD ACTIONS	<p>Ms. Lai joined during the Report on Board Actions.</p> <p>Chair Fung reported that the Hospital Board of Directors approved the recommendation to suspend Bylaw Article 8 and Revise Board Officer Nomination and Selection Procedures.</p> <p>Chair Fung also reported that Lanhee Chen was allowed to continue on third term of 1 year as Chair of the Hospital Board of Directors. Chair Fung congratulated Bob Rebitzer for being elected as the Vice Chair. Mr. Rebitzer will be the upcoming Chair of the Hospital Board of Directors the year after per revised procedures.</p>	

	Mr. Rebitzer reported that the Hospital Board has met regarding the strategic plan.	
6. PROGRESS AGAINST FY21 COMMITTEE GOALS	The Committee reviewed the Progress against the FY21 Committee Goals for the all the committees.	
7. PROPOSED FY22 MASTER CALENDAR	<p>Motion: To approve the Master Calendar for FY22.</p> <p>Movant: Rebitzer</p> <p>Second: Watters</p> <p>Ayes: Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: None</p> <p>Recused: None</p>	<i>FY22 Master Calendar approved</i>
8. PROPOSED FY22 GOVERNANCE COMMITTEE GOALS	<p>The Committee reviewed the FY22 Governance Committee Goals.</p> <p>Ms. Lai mentions she is in favor of adding Diversity as Item 4 on the FY22 Governance Committee Goals.</p> <p>Motion: To add a 4th goal to the FY22 Governance Committee Goals which entails proposing a strategy to the Hospital Board on increasing diversity to the Hospital Board of Directors and the committees</p> <p>Movant: Watters</p> <p>Second: Kasperzak</p> <p>Ayes: Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: None</p> <p>Recused: None</p>	<i>The Amended FY22 Governance Committee Goals approved</i>
9. PROPOSED FY22 ADVISORY COMMITTEE GOALS	<p>Motion: To approve the Proposed FY22 Advisory Committee Goals.</p> <p>Movant: Alvares</p> <p>Second: Watters</p> <p>Ayes: Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: None</p> <p>Recused: None</p>	<i>Proposed FY22 Advisory Committee Goals approved</i>
10. PROPOSED FY22 COMMITTEE AND LIASON ASSIGNMENTS	Chair Fung congratulated Don Watters on becoming the Chair of the Governance Committee in FY22.	
11. GOVERNANCE COMMITTEE CONSULTANT INTERVIEWS	<p>Mary Rotunno, General Counsel clarified that this entire discussion and vote would be in Open Session.</p> <p>Dan Woods, CEO reported that the two firms being interviewed are Via Consulting and SpencerStuart. If anyone wants information from their references, they can be spoken to in the future.</p> <p>Chair Fung clarified that each firm will be allotted an equal amount of time.</p> <p>Ken Alvares mentioned that Dan Woods and Lanhee Chen’s point of view should have a large influence on the outcome of the firm selection because they will be working with them the most. Chair Fung responded by saying</p>	

	<p>the Committee will take Mr. Woods point of view serious and make an informed recommendation to the Hospital Board of Directors as a group.</p> <p>Don Watters brought up that Mr. Rebitzer will also be in direct contact with this consulting firm once he is the Vice Chair of the Hospital Board of Directors.</p> <p>After the interviews, the Committee chose SpencerStuart as the governance consultant.</p>	
12. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 7:43pm.</p> <p>Movant: Alvares Second: Watters Ayes: Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 7:43pm</i>
13. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT	<p>Open session was reconvened at 7:45pm. Agenda items 14-15 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (03/23/2021) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters).</p>	
14. AGENDA ITEM 17: FY22 PACING PLAN	<p>The Committee reviewed the FY22 Pacing Plan.</p>	
15. AGENDA ITEM 18: ROUND TABLE DISCUSSION	<p>The Committee members felt like the interviews went well.</p> <p>Ms. Lai is excited that diversity was added as a Committee goal.</p>	
16. AGENDA ITEM 19: ADJOURNMENT	<p>Motion: To adjourn at 7:50pm.</p> <p>Movant: Alvares Second: Watters Ayes: Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Meeting adjourned at 7:50pm</i>

Attest as to the approval of the foregoing minutes by the Governance Committee of El Camino Hospital:

Don Watters
Chair, Governance Committee

FY22 COMMITTEE GOALS

Governance Committee

PURPOSE

The purpose of the Governance Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/reappointment process. The Governance Committee ensures the Board and Committees are function at the highest level of governance standards.

STAFF: **Dan Woods**, Chief Executive Officer (Executive Sponsor)

The CEO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies	Q1 FY22 Q4 FY22 Q1 FY22	<ul style="list-style-type: none"> - Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board - Chair nominates Governance Committee member to serve on District Board Ad Hoc Committee and participate in the Non-District Board Member recruitment/interview process as requested by the District Board - Assess implementation of changes to ECH Board Structure and make recommendations
2. Promote, enhance, and sustain competency-based, efficient, effective governance	Q4 FY21 –Q1 FY23 Q2- FY22	<ul style="list-style-type: none"> - FY21 Self-Assessment Survey Completed (Q1 FY22) - FY22 Self-Assessment Tool recommended to the Board (Q3) and survey completed (Q4 FY22 – Q1 FY23) - Reports are completed and made available to the Board and the District Board (Q1) - Develop FY22 Board Action Plan (Q2)
3. Develop Board and Committee Education Plan for FY21	Q2 FY22 Q1 FY22	<ul style="list-style-type: none"> - Develop and recommend FY22 Board and Committee Education Plan - Recommend FY22 Annual Retreat Agenda to the Board
4. Propose a strategy to increase diversity to the Hospital Board and Committees	Q2 FY22	<ul style="list-style-type: none"> - Develop and recommend a strategy to the Hospital Board on increasing diversity to the Hospital Board of Directors and the committees

Chair: Don Watters

Executive Sponsor: Dan Woods

FY2022 Governance Committee Pacing Plan

FY2022 GC Pacing Plan – Q1		
July 2021	August 3, 2021	September 2021
No Scheduled Governance Committee Meeting	Approval Items <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) Discussion Items <ul style="list-style-type: none"> • Consider Hospital Board Member Competencies FY22/23 - deferred • Planning for October Joint Education Session • Report on Board Actions • Board Education • Assess ECH Board Structure – deferred • Review Annual Board and Committee Self-Assessment Results and Develop Action Plan for Board - deferred • Confirm Self-Assessment sent to District (GC Charter) - deferred 	No Scheduled Governance Committee Meeting
FY2022 GC Pacing Plan – Q2		
October 5, 2021	November 2021	December 2021
Approval Items <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) Discussion Items <ul style="list-style-type: none"> • Final Planning for October Joint Education Session (10/27/21) • Planning for February Board Retreat • GC Self-Assessment Results • Assess Board Diversity • FY 22/23 Board Education Plan • Review Policy and Procedure for Advisory Committee Member Nomination Selection 	No Scheduled Governance Committee Meeting	No Scheduled Governance Committee Meeting

FY2022 Governance Committee Pacing Plan

FY2022 GC Pacing Plan – Q3		
January 2022	February 1, 2022	March 22, 2022
No Scheduled Governance Committee Meeting	Approval Items <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) Discussion Items <ul style="list-style-type: none"> • Planning April Education Session • Assess Progress FY22 Board Action Plan • FY22 Board Member Competencies • Board Education • Delegation of Authority to Approve ECH Community Benefit Grant Funding to Finance Committee 	Approval Items <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) Discussion Items <ul style="list-style-type: none"> • Set FY22 GC Committee Dates • Assess Governance Structure Resiliency • Board Education • Review Advisory Committee Structure
FY2022 GC Pacing Plan – Q4		
April 2022	May 31, 2022	June 2022
April Joint Education Session 4/27	Approval Items <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) Discussion Items <ul style="list-style-type: none"> • Develop FY23 GC Goals • Assess progress on FY22 Board Action Plan • Review Advisory Committee and Committee Chair Assignments • Review Committee Progress against FY22 Goals • Finalize FY23 Master Calendar 	No Scheduled Governance Committee Meeting

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING MEMO**

To: Governance Committee
From: Stephanie Iljin, Supervisor of Executive Administration
Date: August 3, 2021
Subject: Report on Board Actions

Purpose: To keep the Committee informed regarding actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

Summary:

1. **Situation:** It is essential to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive; still, it includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.
2. **Authority:** This is being brought to the Committees at the request of the Board and the Committees.
3. **Background:** Since the last time we provided this report to the Governance Committee, the Hospital Board and the District Board have met once. In addition, since the Board has delegated specific authority to the Executive Compensation Committee, the Compliance and Audit Committee, and the Finance Committee, those approvals are also noted in this report.

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	June 23, 2021	<ul style="list-style-type: none"> - FY 2021 Period 10 Financials - FY 2022 Individual Executive Performance Incentive Goals - Medical Staff Credentials and Privileges Report - Quality Council Minutes - Amendment to the CEO Employment Agreement - Executive Performance Incentive and Benefit Plan Design - New Enterprise Anesthesia Services Agreement, MV Nighttime Intensivist Services Agreement, and Line of Credit Agreement - FY 2022 Master Calendar - FY 2022 Committee Goals - FY 2022 Committee Liaisons Appointments - FY 2022 Community Benefit Plan - FY 2022 Organizational Performance Incentive Plan Goals - FY 2021 Period 9 Financials - Infection Control Medical Director Agreement - Medical Staff Report - MV Major Projects Update
ECHD Board	June 17, 2021	<ul style="list-style-type: none"> - FY22 Community Benefit Plan Study Session

Report on Board Actions
August 3, 2021

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
	June 29, 2021	<ul style="list-style-type: none"> - ECH FY 2022 Budget - ECHD FY 2022 Budget - ECHD FY 2022 Pacing Plan - District Capital Outlay Funds - Resolution 2021-08 FY 2022 Regular Meeting Dates - Resolution 2021-09 Granting Utility Easement for EV Charging Stations - Resolution 2021-10 Establishing Tax Appropriation Limit for FY 2022 (Gann Limit) - ECHD Covid-19 Community Testing Program - FY 2022 Community Benefits Plan - FY 2022 Community Benefits Advisory Liaison Appointment - District Board Officers Election: <ul style="list-style-type: none"> o Chair – Miller, Vice-Chair- Fung, Secretary/Treasurer - Somersille
Executive Compensation Committee	N/A	
Compliance Committee	N/A	
Finance Committee	N/A	

List of Attachments: None.

Suggested Committee Discussion Questions: None.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Dan Woods, CEO
Date: August 3, 2021
Subject: FY22 Board Education Plan

Recommendation(s):

To approve the Proposed FY22 Board Education Plan

Summary:

1. Situation: The Board continues to request ongoing education to support its work. As well, ongoing Board education is considered a best practice, vital to effective Board functioning.
2. Authority: It is within the Committee's chartered responsibilities to recommend an annual plan for Hospital Board and Committee member education, training, and development.
3. Background: As proposed, the education plan will utilize a variety of external resources. Board and Committee members will be asked to review the materials as part of the meeting packet and come prepared to engage in a group discussion.

Recommendation:

- A. October 27, 2021, Joint Board and Committee Session – Diversity
 - B. February 23, 2022, Board Retreat – (TBD)
 - C. April 27, 2022, Joint Board and Committee Session – (TBD) and Committee Roundtables
 - D. Conference Attendance
 - E. Governance Institute Membership Website Resources: White Papers, E-Briefings, Board Room Press, Webinars, etc.
4. Assessment: The proposed education plan will assist the Board in completing its Action Plan, which will be presented at an upcoming Board meeting.
 5. Other Reviews: None.
 6. Outcomes: N/A

List of Attachments:

FY22 Board Education Topics

Suggested Committee Discussion Question:

None.

El Camino Hospital
FY 22 Board Education Topics

The Governance Committee approved the following topics and requested that they be paced for discussion throughout the year. The Committee will review each topic and make recommendations on how to educate the Board in these areas.

	Board Meeting Date	Education Topic	Presenter
1.	TBD	Building an Outpatient Strategy	Dan Woods, CEO
2.	October 2021	Diversity	Dan Woods, CEO
3.	TBD	Technology and Cyber Security	Dan Woods, CEO
4.	TBD	Understanding System-ness and Promoting System Alignment	Dan Woods, CEO

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING MEMO**

To: Governance Committee
From: Dan Woods, CEO
Date: August 3, 2021
Subject: October Joint Board and Committee Education Planning Session

Recommendation(s):

To recommend that the Committee approve the topic for the Agenda for the Joint Board and Committee Education Session.

Summary:

1. Situation: The Board continues to request ongoing education to support its work. As well, ongoing Board education is considered a best practice, vital to effective Board functioning.
2. Authority: It is within the Committee's chartered responsibilities to recommend educational activities Hospital Board and Committee member education, training and development.
3. Background: Diversity has continuously been expressed as an area in which the Board and Committees wish to have more education and dialogue.

Recommendation: The committee recommends Diversity to be the topic of discussion at the October 27, 2021 Board and Committee Education Session.

4. Assessment: N/A
5. Other Reviews: None.
6. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions: None.

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Greg Souza, Interim Chief Human Resources Officer (CHRO)
Dan Woods, Chief Executive Officer (CEO)
Date: August 3, 2021
Subject: Proposed Benefits for Hospital Board Members

Recommendation(s):

Consider providing medical benefits to members of the Hospital Board of Directors.

Summary:

1. **Situation:** The Board is considering changing how meeting stipends are reported to the IRS. Such payments are currently reflected on IRS Form 1099 and the Board is considering changing to reporting them as earnings on Form W-2.

During discussions on Form W-2, we were asked to consider providing some employee benefits to Board members.

2. **Authority:** As the governing body of El Camino Hospital, the Board of Directors approves any compensation or benefits provided to members of the Hospital Board. The Governance Committee may make recommendations.
3. **Background:** The Hospital engaged Mercer, independent executive compensation consultants, to provide market analysis. Based on publicly filed information, 21% of public health districts in California provide benefits to Board members (*Source: 2019 data reported on publicpay.ca.gov for 74 public health districts in California*). Unfortunately the report is not specific as to the range of benefits offered to Board members.
4. Human Resources has investigated adding Board members to coverage with the current medical carrier and they can be added as a separate entity. Since the Board members would not meet the eligibility criteria used for employees, a separate entity is required and would not require the Board members to be W-2 employees.

Noting that many of the Board members are age 65 or greater, the Hospital can also offer the Medicare Advantage PPO plan offered to retirees. This plan has three advantages: a) lower premium cost to El Camino; b) lower co-pays/co-insurance for the Board member; and c) greater access to El Camino Medical Network for services than the HMO would provide. Board members who enroll in the Medicare Advantage PPO plan may enroll a non-Medicare-eligible spouse or registered domestic partner (RDP) in the HMO or PPO plans offered to employees. The same would apply if the spouse was Medicare-eligible and the Board member is not.

Retirement benefits such as the 403(b) Retirement Plan cannot be made available to Board members because they are not employees. Employer contributions require employees to work a minimum of 1,000 and are based on their wages. Lump sum payments such as incentive pay and stipends are not considered plan compensation.

If the Board determines it wishes to extend benefits to members, there are some key decisions that are required.

Benefits for Board Members
August 3, 2021

- **What benefits will the members be eligible to receive?** Suggestion is medical only, but dental and/or vision coverage could also be provided. If medical will be provided, recommend including the Medicare Advantage PPO.
 - **Who will be eligible for coverage?** The Board member, Board member plus spouse or registered partner, and/or dependent children. *Note that under the frozen Retirement Insurance Plan, the retiree and spouse are eligible.*
 - **How much will El Camino contribute to the cost of benefits?** Recommendation would be no more than the amount contributed to eligible employees which is based on the lowest cost plan. Alternatives range from 0% to 100% of premium cost and can be different for eligible dependents. *Note that under the frozen Retirement Insurance Plan, the retiree pays 100% of the cost for spouse.*
5. Assessment: We have determined that through existing carriers and administrators, El Camino is able to set up medical, dental, and or vision coverage. Benefits enrollment, reporting, call center services, and payments (if any) can be administered by Workterra who currently administers retiree insurance and FSA benefits. It will take about three months to create a new group, plan documents, communications, and set up systems. August approval will give sufficient time for January 1, 2022 effective date. Proposed open enrollment period would be November 10 through December 2, 2021

The costs depend upon the decisions listed under item three above. The recommendation is for Medical coverage for Board members only. **The 2021 annual cost would be between \$3,758 (for Medicare-eligible) to \$10,530 (if ECH makes same contribution it does for benefit-eligible employees).** The highest cost option would be to provide medical, dental, and vision coverage for family coverage and pay 100% of any plan. **The cost of family coverage in the highest cost medical, dental, and vision plans totals \$51,679/year (not recommended).**

If approved, we recommend that initial eligibility be the first of the month on/after the member joining the Board and that coverage would end the last day of the month the member serves on the Board.

6. Other Reviews: During the assessment, El Camino engaged outside counsel, executive compensation and benefits consultant, plan carriers and administrators, and benefit consultants.
7. Outcomes: If approved at the August meeting, effective date of benefits would be January 1, 2022. Approval in September would jeopardize ability to implement on that date and approval thereafter would require a later effective date.

List of Attachments:

- Annual Rates for Medical, Dental and Vision
- Current Medical, Dental, and Vision benefit choices

Suggested Committee Discussion Questions:

1. What is the added-value to El Camino Health as an organization to start providing benefits to the Board members?
2. What are the risks, cost, and rewards to adding benefits for Board members?
3. What questions does the Committee have about the plans or eligibility?

Annual Cost of Premium

Medical Plan	Member Only			Member plus Spouse			Cost of Family Coverage			
	Annual Premium	Employer Cost	Employee Cost	Annual Premium	Employer Cost	Employee Cost	Annual Premium	Employer Cost	Employee Cost	
UHC HMO	\$10,530	\$10,530	\$0	\$25,376	\$25,376	\$0	\$31,625	\$31,625	\$0	
PPO	\$15,947	\$10,530	\$5,416	\$38,272	\$25,376	\$12,896	\$48,637	\$31,625	\$17,013	
Medicare Advantage PPO	\$3,758	N/A	N/A	\$8,072	N/A	N/A	N/A	N/A	N/A	Not offered to employees
Dental										
Deltacare USA	\$203	\$203	\$0	\$340	\$340	\$0	\$501	\$501	\$0	
Met Life 1000	\$586	\$203	\$383	\$1,171	\$340	\$830	\$1,785	\$501	\$1,284	
Met Life 1500	\$782	\$203	\$579	\$1,564	\$340	\$1,223	\$2,384	\$501	\$1,884	
Met Life 2000	\$868	\$203	\$665	\$1,741	\$340	\$1,400	\$2,647	\$501	\$2,146	Not offered to retirees
Vision										
VSP Standard	\$94	\$94	\$0	\$149	\$149	\$0	\$257	\$257	\$0	
VSP Enhanced	\$181	\$94	\$87	\$315.59	\$149	\$167	\$394	\$257	\$138	

Note: Employee dependents are not considered eligible if enrolled in another group health plan

El Camino Hospital Medical Plans: UHC Comparison

Medical Benefits	UHC HMO	UHC HDHP PPO w/HSA	
United Healthcare (UHC) Network	Signature Value HMO Network	Select Plus PPO Network Only	Out-of-PPO Network
Lifetime Maximum	Unlimited	Unlimited	
Annual Deductible	\$250 Individual or Family	\$3,000 Individual \$6,000 two party & family	\$6,000 Individual \$12,000 two party & family
Annual Out-of-Pocket Max (infertility co-pays do not apply to annual max)	\$1,000 / \$2,000 / \$3,000 Ind. / 2 per. / Fam.	\$5,000 Individual \$10,000 Family	\$10,000 Individual \$20,000 Family
Physician Office Visits	PCP: \$25 co-pay Spec.: \$40 co-pay	20% after deductible	40% after deductible*
Preventive Care	No co-pay	No co-pay	Not available
Lab & X-ray	No co-pay except \$100/test for CT, SPECT, MRI, MUGA, PET	20% after deductible	40% after deductible*
Infertility Services (for details see benefit summary)	50% coinsurance Prior Authorization is required.	20% after deductible	40% after deductible* Prior Authorization is required.
Skilled Nursing Facility limited to 100 days/calendar year, incl. residential treatment centers	No co-pay	20% after deductible	40% after deductible*
Hospice Care—outpatient	No co-pay	20% after deductible	40% after deductible*
Hospital			
Inpatient Medical Services	\$750 co-pay / admit Waived at El Camino Hospital (after deductible is met)	20% after deductible	40% after deductible*
Ambulatory Surgical Center (outpatient surgery & supplies)	\$100 co-pay after deductible	20% after deductible	40% after deductible*
Emergency Room Services	\$150 co-pay Waived if admitted	20% after deductible	20% after deductible*
Ambulance Services (medically necessary ground or air)	No co-pay	20% after deductible	20% after deductible*
Prescription Benefits (please see page 9)	OptumRx	OptumRx through United Healthcare	

*Benefits shown are for illustration purposes only. In case of discrepancy, refer to the policy/certificate. *Out-of-Network reimbursements are likely to be based on rates significantly lower than what your doctor actually bills. You will likely have to pay the difference between the carrier reimbursement rate and the amount on your Physician's statement. Before utilizing out-of-network services/providers, you should discuss with the provider how they will handle the balance.*

El Camino Hospital Medical Plans only available to retirees age 65 or gre

Medical Benefits	United Healthcare (UHC) Medicare Advantage National PPO	
	In United Healthcare PPO Network	Out of United Healthcare PPO Network
Lifetime Maximum	Unlimited	
Annual Deductible	None	
Annual Out-of-Pocket Max	\$1,500 Individual \$3,000 Retiree & Spouse	
Physician Office Visit Co-payments	\$10 Primary Care \$15 Specialist	
Adult Preventive Services	No co-pay	
Lab & X-ray	No co-pay \$25 non radiological diagnostic services	
Skilled Nursing Facility (limited to 100 days/calendar year, incl. residential treatment centers)	No co-pay Days 1-20 \$80 per day Days 21-100	
Hospice Care (Medicare covered)	No co-pay	
Hospital		
Inpatient Medical Services	\$50 per admit	
Outpatient Medical Services (hospital care other than Emergency Room)	\$25 co-pay 20% Kidney Dialysis	
Ambulatory Surgical Center (outpatient surgery & supplies)	\$25 co-pay	
Emergency Room Services	\$120 co-pay, Waived if admitted	
Ambulance Services (medically necessary ground or air)	\$50 co-pay	
Prescription Drugs	Provided by OptumRx (please see page 6)	

*Benefits shown are for illustration purposes only. In case of discrepancy, refer to the policy/certificate. *Out-of-Network be based on rates significantly lower than what your doctor actually bills. You will likely have to pay the reimbursement rate and the amount on your doctor bills. Before utilizing out-of-network services/providers, your s how they will handle the balance.*

Prescription Drug Plans

The company that processes prescription drug claims and Home Delivery is OptumRx.

With OptumRx, employees may continue to fill prescriptions at local pharmacies, including the outpatient pharmacy on the Mountain View campus (with delivery to the Los Gatos campus).

The Outpatient Pharmacy will fill prescriptions for up to 90 days at the retail copays of \$5 (generic) and \$20 (brand).

The OptumRx plan includes:

- A national network of pharmacies
- Home delivery of your medications
- Web-based ordering of your medications
- 24-hour, 365 day-a-year Customer Service Call Center
- OptumRx app

Optum Rx through United Healthcare is the prescription benefit plan for the High Deductible Health Plan (HDHP) PPO w/HSA plan.

Find individualized information regarding your benefits coverage, determine tier status, check the status of claims and search for network pharmacies, by logging onto: www.myuhc.com® or calling the Customer Care number on your ID card.

A deductible and out-of-pocket maximum may apply, and includes both medical and pharmacy expenses. This means that you will pay the full amount United Healthcare has contracted with the pharmacy to charge for your prescriptions (not just your copay), until you have satisfied the deductible. Once the deductible is satisfied, your prescriptions will be subject to the copays outlined here. If you reach the out-of-pocket maximum, you will not be required to pay a copay.

Prescription Drug Plan Coverage

Medical Plan	HMO	High Deductible Health Plan w/HSA
Rx Plan	OptumRx	OptumRx through United Healthcare
Annual Deductible	None	\$3,000 ind. or \$6,000 fam. (combined with medical coverage)
Annual out-of-pocket max	\$3,600 ind. \$7,200 fam.	\$5,000 ind. \$10,000 fam. (combined with medical coverage)
Generic—Retail	\$5 for up to a 30-day supply	\$5 for up to a 30-day supply after deductible
Brand—Retail	\$20 for up to a 30-day supply	\$20 for up to a 30-day supply after deductible
Generic—Home Delivery*	\$10 for up to a 90-day supply	\$10 for up to a 90-day supply after deductible
Brand—Home Delivery*	\$40 for up to a 90-day supply	\$40 for up to a 90-day supply after deductible

Employees are automatically enrolled in prescription drug coverage when they enroll in medical benefits.

* Only certain Prescription Drug Products are available through OptumRx/United Healthcare mail order; please visit www.myuhc.com or call Customer Care at the telephone number on the back of your ID card for more information.

Note: If you purchase an OptumRx/United Healthcare Prescription Drug Product from a Non-Network Pharmacy, you are responsible for any difference between what the Non-Network Pharmacy charges and the amount you would have paid for the same Prescription Drug Product dispensed by an OptumRx/United Healthcare Network Pharmacy.

Dental Plan Options

You may choose between four different dental plans for yourself and eligible dependents or you may waive coverage.

You do not need to provide proof of other dental coverage to waive coverage.

Comparing Your Options

The three available plans include:

- ◆ DeltaCare USA
- ◆ MetLife 1000
- ◆ MetLife 1500
- ◆ MetLife 2000

All plans provide excellent coverage. The primary difference between the plans is the way in which you access services. The MetLife Dental plans allow you to choose your dental care provider at the time services are needed. The DeltaCare USA plan requires you to select a dental office from the DeltaCare USA panel of providers at the time you enroll. Once you and your spouse are enrolled in the

DeltaCare USA plan, you will receive or coordinate all of your dental care through the same dental provider.

With the MetLife plans, the plans pay a percentage of covered charges based on the services you receive and the provider of service. **There is no ID card provided.** Just let your dentist know you are a MetLife member.

In the DeltaCare USA plan, you pay the established co-pay amount for each type of procedure and the plan pays all remaining charges. Charges are covered only if you receive treatment from your selected dental provider or upon authorized referral DeltaCare will send you an ID card.

Below is a chart that will help you compare the differences between the plans.



Benefit	DeltaCare	MetLife 1000 PPO		MetLife 1500 PPO		MetLife 2000 PPO	
	DeltaCare USA Network	MetLife Network	Out-of-Network	MetLife Network	Out-of-Network	MetLife Network	Out-of-Network
Deductible	None	\$50 per individual \$150 per family		None None		None None	
Cal. Year Max. Benefit	N / A	\$1,000 per individual		\$1,500 per individual		\$2,000 per individual	
Preventive Services	Co-pay	0% **	0% **	0% **	0% **	0% **	0% **
Basic Services	Co-pay	20% ** After Ded.	20% ** After Ded.	20% **	20% **	20% **	20% **
Major Services	Co-pay	50% ** After Ded.	50% ** After Ded.	20% **	20% **	20% **	20% **
Orthodontics	\$1,950 Child \$2,150 Adult Co-pay varies*	50% ** Lifetime max of \$ 1,000 (child & adult)		None		50% ** Lifetime Max of \$2,000 (child & adult)	

* Fee schedules are provided by DeltaCare USA and are available in Workday. Please see the co-pay schedule for exact amounts that you will be responsible for.
** Percentages represent the amount you will be responsible for paying.

Note: All Non-Network percentages are based on the Usual and Customary Rate (UCR) approved by MetLife. If the procedure is more than the customary rate then you will pay the percentage plus the difference between the two

Vision Plan Options

Your vision plan is provided through Vision Service Plan (VSP). VSP has the nation's largest eye care doctor network available. VSP allows you and your covered dependents to utilize the services of a VSP provider for many of your vision needs. The plans provide thorough eye examinations, discounts on lenses, frames, contacts and laser vision correction.

El Camino Hospital provides VSP's Standard vision plan to all benefit-eligible employees at no cost to you. You may not waive this coverage. In addition, you may choose the VSP Enhanced plan and/or choose to cover your spouse/state registered domestic partner and/or children.

Our VSP Network will allow Costco Optical and a few other retailers to be In-Network. The In-Network retailers include, but not limited to:

- Costco Optical
- Pearle Vision
- Visionworks
- Cohen's Fashion Optical
- Optyx
- Heartland Vision

There is no ID card required to use this plan. Just let your provider know you are an El Camino Hospital employee.

Comparing Your Options

There are two plans available:

- ◆ VSP Standard
- ◆ VSP Enhanced



Both plans allow you to see In-network and Out-of-Network providers. To find a retail chain near you or learn more about providers and your benefits, go to www.vsp.com.

Below is a chart that will help you compare the differences between the plans.

Benefit Highlights	VSP Standard		VSP Enhanced	
	VSP Network	Out-of-Network	VSP Network	Out-of-Network
Co-pays				
Exams	\$15 co-pay		\$15 co-pay	
Materials	\$25 co-pay		\$25 co-pay	
Diabetic Eyecare Plus Program	\$20 co-pay		\$20 co-pay	
Allowance for Services				
Exams	Every plan year		Every plan year	
Lenses or Contact Lenses	Every <i>other</i> plan year		Every plan year	
Frames	Every <i>other</i> plan year		Every plan year	
Benefit Level				
Eye Exam	100% Covered	Up to \$50	100% Covered	Up to \$50
Frames	Up to \$120	Up to \$70	Up to \$150	Up to \$70
Costco Frame Allowance	Up to \$65	N/A	Up to \$80	N/A
Lenses	100% Covered	Prices Vary	100% Covered	Prices Vary
Contact Lenses (Elective)	\$120 Allowance	Up to \$105	\$130 Allowance	Up to \$105

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Don Watters, Governance Committee Chair
Date: August 3, 2021
Subject: Closing Comments

Purpose:

To review the effectiveness of the Committee's meeting.

Summary:

1. Situation: How effective was this meeting?
2. Authority: N/A
3. Background: An excerpt from the Governance Institute's "Elements of Governance" Series titled "Board Committees" was presented to Committee. The Committee members asked that we include the questions posed in the "Committee Meeting Effectiveness Assessment Options" section for discussion at the conclusion of each meeting.
4. Assessment: N/A
5. Other Reviews: N/A
6. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions:

1. Brief discussion topics: what worked well/should be repeated? What should be changed/added/deleted?
2. Were the meeting packet and agenda helpful?
3. Did key issues receive sufficient attention?
4. Did we spend the right amount of time on each issue?
5. Was there a significant amount of discussion (vs. presentation)?
6. Were discussions kept at the governance level?
7. Did all members participate fully?
8. Did we hold ourselves accountable to the rules of engagement?