



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, March 23, 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**
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 " <u>Committee</u> ") was called to order at 5:32 pm by Chair Fung. A verbal roll call was taken. Ms. Lai joined the meeting at 5:40pm during Agenda Item 6: Planning Board Education. 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. Mr. Alvares requested an amendment to the time of Adjournment (Item 17) in the Minutes of the Open Session of the Governance Committee Meeting (02/02/2021) from 5:45 to 6:45.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (02/02/2021) as amended, FY22 Governance Committee Meeting Dates and for information: FY21 Pacing Plan.</p> <p>Movant: Kasperzak Second: Moran Ayes: Alvares, Fung, Kasperzak, Moran, Rebitzer Noes: None Abstentions: None Absent: Lai Recused: None</p>	Consent Calendar approved
5. REPORT ON BOARD ACTIONS	Chair Fung reported that the Hospital Board is meeting to discuss the strategic plan.	

<p>6. PLANNING BOARD EDUCATION</p>	<p>Christina Lai joined at 5:40 pm.</p> <p>Chair Fung explained that the cancelled “systemness” education discussion on February 24, 2021 should be re-visited and led by Dan Woods, CEO, who is more knowledgeable about the topic than the Board members. He requested that some literature or other reading material be provided to the Board before the next Board meeting, so the Board can be prepared.</p> <p>Dan Woods, CEO, suggested that “systemness” can be covered in the April 28, 2021 education meeting and fits well alongside an update on and socialization of strategy.</p>	
<p>7. ASSESS GOVERNMENT STRUCTURE RESILIENCY DURING COVID-19 PANDEMIC RESPONSE AND RECOVERY</p>	<p>Chair Fung asked Mr. Moran to explain his proposition to engage in dialogue regarding how effective the Hospital Board was in assisting management during the shock that was the Covid-19 pandemic. When asked about how this dialogue should be presented, Mr. Moran mentioned that speaking with Dan Woods, CEO, and management about what did and did not work would be an effective start due to the fact that the pandemic is still ongoing and this conversation will likely happen again in the future.</p> <p>Dan Woods, CEO, said he believes it should be a double-sided conversation, allowing the Hospital Board and Committees to express what worked and did not work for them as well.</p> <p>Chair Fung said this conversation can begin in a CEO report at the Hospital Board Meeting on April 7, 2021.</p>	
<p>8. APPOINTMENT OF RFP AD HOC COMMITTEE RE: GOVERNANCE CONSULTANT AND COMMITTEE REPORT</p>	<p>Mr. Alvares expresses his disappointment with the fact that only two consultants are submitting proposals for an outside governance consultant role. He believes this is a desirable position if it is well presented to the right people. Dan Woods, CEO, agrees and proposes to adjust the time frame to get two additional consultants to respond.</p> <p>In response to Ms. Lai’s question, Mr. Woods, CEO, stated that he will reach out to a national network of CEOs and some executive search firms.</p> <p>Motion: To appoint Dr. Peter Fung and Mr. Ken Alvares to the Governance Consultant RFP Ad Hoc Committee.</p> <p>Movant: Rebitzer Second: Moran Ayes: Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Approval of adding Chair Fung and Mr. Alvares to the ad hoc committee</i></p>
<p>9. PROPOSED RESOLUTION 2021-04 PROPOSED (TEMPORARY) SUSPENSION OF EL CAMINO HOSPITAL BYLAWS ARTICLE VIII, SECTION 8.3</p>	<p>Mr. Woods explained that the current bylaws provide that the Chair of the Board can serve (2) two year terms. The current Chair is nearing the end of his second (2) two year term, but because the Hospital Board is in the midst of strategic planning process and because of the desired development of a succession plan, it is beneficial to have a runway into selecting a new Chair. A resolution is being proposed to temporarily suspend the (2) two year term limit and allow for an additional one year extension depending on the time needed to create the succession plan.</p> <p>Mr. Kasperzak and Mr. Moran questioned why it is essential, and why this was not addressed earlier.</p> <p>Mr. Woods explained that it is beneficial to have someone identified as an incoming chair from a good governance perspective, even though it has not been the Hospital Board’s practice in the past. Mr. Woods suggested that,</p>	<p><i>Proposed suspension of the Hospital bylaws Article VIII, Section 8.3 recommended for approval</i></p>

	<p>although it has not been done by this organization, it should be done because it provides a smooth continuity of governance and oversight of the organization; even though it is a “strong preference” rather than an “emergency”.</p> <p>Mr. Rebitzer commented that he does believe the organization in an emergency because of the Covid-19 pandemic and believes in the development of a transition plan because of the unique nature of the Chair’s role. He also commented that these changes should not be taken lightly, however, and the extended term should be as short as possible.</p> <p>Mary Rotunno, General Counsel, clarified from a legal perspective that the time frame should be shorter rather than longer, and should primarily match the expected need.</p> <p>Chair Fung, recommended putting this language in the Policy and Procedure section (next agenda item) to present to the Hospital Board. He clarified that this is just a recommendation to the Hospital Board.</p> <p>No public comment.</p> <p>Motion: To temporarily suspend the existing bylaws provision on this term for a period of 12 months, provided that the Hospital Board simultaneously is agreeing to put in place a structure where the Vice-Chair will automatically take over as Chair at the end of the current term.</p> <p>Movant: Moran Second: Alvares Ayes: Alvares, Fung, Lai, Moran, Rebitzer Noes: Kasperzak Abstentions: None Absent: None Recused: None</p>	
<p>10. PROPOSED REVISED BOARD OFFICER NOMINATION AND SELECTION PROCEDURE</p>	<p>Mr. Woods presented the proposed updates to the Hospital Board Officers Nomination and Selection Procedures and proposed adding language to make the Vice-Chair the Chair’s successor.</p> <p>Ms. Rotunno proposed adding an item to the Hospital Vice-Chair section of Hospital Board Officers Nomination and Selection Procedures. It can be kept flexible so whether the Hospital Board approves of suspension of the bylaws or not, it will create a succession plan moving forward. This item will be number “4” in the Hospital Board Officers Nomination and Selection Procedures.</p> <p>No further discussion.</p> <p>Motion: To add that the Vice-Chair is the presumptive Chair at the end of the Chair’s current term to the, “Hospital Vice-Chair” section of the Hospital Board Officer’s Nomination and Selection Procedures.</p> <p>Movant: Moran Second: Alvares Ayes: Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Proposed addition to the Hospital Board Officer’s Nomination and Selection Procedures for approval.</i></p>
<p>11. REVISED ADVISORY</p>	<p>Mr. Woods highlighted that there are approximately over 60 meetings scheduled (with the addition of special meetings) for District, Hospital, and Committees in this organization. This is a lot more meetings than other</p>	

COMMITTEE STRUCTURE/ OPERATION	<p>hospitals. The meetings are also all outside of business hours, which can be difficult for every meeting.</p> <p>Mr. Rebitzer points out that he believes the amount of meetings being had is putting a lot of stress on the Executives, Board Members, and Committees and proposes having less meetings that are more efficient.</p> <p>Mr. Kasperzak mentions that in terms of time, however, 5:30 is an appropriate time because the public being able to join is a priority.</p> <p>Mr. Woods, commented that the District and Hospital Board meetings being at night is a good thing. However, some meetings like Governance, Executive Compensation, or Investment can be scheduled during business hours. Mr. Woods also mentioned sticking to the agenda planning and modifying how time is budgeted can be executed in a more efficient manner.</p>	
12. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 6:59 pm.</p> <p>Movant: Kasperzak Second: Moran Ayes: Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 6:59pm</i>
13. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT	<p>Open session was reconvened at 7:03. 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 (02/02/2021) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer).</p>	
14. AGENDA ITEM 17: AD HOC COMMITTEE APPOINTMENT: COMMITTEE MEMBER RECRUITMENT	<p>Chair Fung deferred this item to the next meeting.</p>	<i>Item 17 added to the next Governance Committee Meeting</i>
15. AGENDA ITEM 18: ROUND TABLE DISCUSSION	<p>The Governance Committee reviewed the effectiveness of the meeting, noting that there was more confusion than usual. Chair Fung mentioned that it was good to move two difficult motions without too many problems. The agenda should focus on what is being asked of the committee for clarity purposes.</p>	
16. AGENDA ITEM 19: ADJOURNMENT	<p>Motion: To adjourn at 7:12pm.</p> <p>Movant: Kasperzak Second: Moran Ayes: Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Meeting adjourned at 7:12 pm</i>

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

DocuSigned by:

Dr. Peter Fung

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 Peter C. Fung, MD

Chair, Governance Committee