



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

Bob Miller, Chair**
Julie Kliger, Vice-Chair**
George Ting, MD**
Teri Eyre**
Jaison Layney**
 **via teleconference

Members Absent

None

Others Present

Dan Woods, CEO
Greg Souza, Interim CHRO
Julie Johnston, Director, Total Rewards
Heidi O'Brien, Mercer**
Rob Kirkpatrick, Mercer**
Hope Walczak, Director, Total Rewards**
Stephanie Iljin, Supervisor
Shiraz Ali, Director, Office of the CEO

| Agenda Item | Comments/Discussion | Approvals/ Action |
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| 1. CALL TO ORDER/ ROLL CALL | <p>The open session meeting of the Executive Compensation Committee of El Camino Hospital (the "<u>Committee</u>") was called to order at 4:03 pm 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.</p> <p>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.</p> | |
| 2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES | <p>Chair Miller asked the Committee members for declarations of conflict of interest with any agenda items, and none were noted.</p> | |
| 3. PUBLIC COMMUNICATION | <p>None.</p> | |
| 4. CONSENT CALENDAR | <p>Chair Miller asked if a member of the Committee or the public wished to remove an item from the consent calendar; none were removed. Jaison Layney recommended revising the 5/27 open session minutes to reflect that two committee members were absent on agenda items 17, 18, 19, and 22 and did not vote as indicated.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meeting (5/27/2021) as revised, Policy Revisions; and for information: Progress Against FY21 Committee Goals.</p> <p>Movant: Layney Second: Eyre Ayes: Eyre, Miller, Ting, Kliger Noes: None Abstentions: None Absent: None Recused: None</p> | <p>Consent calendar approved</p> |
| 5. REPORT ON BOARD ACTIONS | <p>Chair Miller asked the Committee for feedback and/or questions on the Report on the Board Actions, as further detailed in the packet.</p> | |
| 6. PROPOSED FY21 ORGANIZATIONAL PERFORMANCE | <p>Dan Woods, CEO, presented the FY21 organizational performance incentive plan score to the Committee.</p> | |

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| <p>INCENTIVE PLAN SCORE</p> | <p>Motion: To recommend the Organizational Performance Incentive Plan Score to the El Camino Health Board for approval.</p> <p>Movant: Ting Second: Layney Ayes: Eyre, Miller, Ting, Layney Noes: None Abstentions: Kliger Absent: None Recused: None</p> | |
| <p>7. ADJOURN TO CLOSED SESSION</p> | <p>Motion: To adjourn to closed session at 4:35 pm.</p> <p>Movant: Ting Second: Kliger Ayes: Eyre, Miller, Ting, Layney, Kliger Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>Adjourned to closed session at 4:35 pm</i></p> |
| <p>8. AGENDA ITEM 16: PROPOSED FY21 PERFORMANCE INCENTIVE PLAN PAYOUTS</p> | <p>The open session was reconvened at 5:34 pm. Agenda items 8-15 were addressed in the closed session. During the closed session, the Committee approved the Closed Session minutes of the 5/27/2020 ECC Meeting, Proposed FY21 Individual Executive Performance Incentive Plan Goals, and discussed Proposed FY21 Performance Incentive Payout Plans, FY22 Executive Base Salaries and Salary Ranges.</p> <p>Motion: To approve proposed Proposed FY21 Performance Incentive Plan Payouts with removal of payouts for Chief Medical Officer and Chief Nursing Officer</p> <p>Movant: Layney Second: Kliger Ayes: Eyre, Miller, Ting, Layney, Kliger Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>Approved FY21 Performance Incentive Plan Payouts</i></p> |
| <p>9. AGENDA ITEM 17: PROPOSED FY22 EXECUTIVE SALARY RANGES</p> | <p>Motion: To approve Proposed FY22 Executive Salary Ranges</p> <p>Movant: Eyre Second: Layney Ayes: Eyre, Miller, Ting, Layney, Kliger Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>Approved Proposed FY22 Executive Salary Ranges</i></p> |

