



**Minutes of the Open Session of the  
Executive Compensation Committee  
of the El Camino Hospital Board of Directors  
Thursday, November 30, 2023**

El Camino Hospital, Sobrato Boardroom 2, 2500 Grant Road, Mountain View, CA 94040

**Members Present**

Bob Miller, Chair  
George Ting, MD, Vice-Chair  
Teri Eyre  
Estrella Parker  
Carol Somersille, MD

**Members Absent**

\*\*via teleconference

**Others Present**


Dan Woods, CEO  
Deanna Dudley, CHRO  
Theresa Fuentes, CLO  
Ed Braxton, Director, Total Rewards  
Tracy Fowler, Director, Governance Services  
Gabriel Fernandez, Governance Services Coordinator  
Heidi O'Brien, Partner, Mercer\*\*  
Rob Kirkpatrick, Principal, Mercer\*\*

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Executive Compensation Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 4:00 p.m. by Chair Bob Miller. A verbal roll call was taken. Director Somersille and Director Ting were absent at roll call. A quorum was present. Director Somersille joined the meeting at 4:01 p.m. Director Ting joined the meeting at 4:02 p.m.	<b>Meeting Called to Order @ 4:00 p.m.</b>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	All members of the committee attended in-person. No consideration of approval for AB-2449 requests were needed.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Miller asked if any of the Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
4. PUBLIC COMMUNICATION	None.	
5. CONSENT CALENDAR	<p>Chair Miller asked if any member of the Committee or the public wished to remove an item from the consent calendar for further discussion.</p> <p>Director Somersille removed item 5c) <i>Progress against FY24 Committee Goals/ Pacing Plan</i>, for discussion. In the discussion, it was noted by Director Somersille that the incentive goals are brought to the relevant subject matter expert committees for input and development on incentive goal setting, prior to being brought to the Executive Compensation Committee for approval. Mr. Woods confirmed that this process is standard practice.</p> <p><b>Motion:</b> To approve consent calendar item 5c) <i>Receive Progress against FY24 Committee Goals/ Pacing Plan</i></p> <p><b>Movant:</b> Somersille <b>Second:</b> Eyre <b>Ayes:</b> Eyre, Miller, Parker, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None</p>	<p><b>Consent calendar approved</b></p> <p><b>Actions:</b> <i>Incentive Goal setting to be brought to the relevant subject matter expert committees before coming to the Executive Compensation Committee for review and approval in Q4 FY24.</i></p>

	<p><b>Absent:</b> None <b>Recused:</b> None</p> <p><b>Motion:</b> To approve the consent calendar: a) Minutes of the Open Session of the Executive Compensation Committee Meeting (09/30/2023), b) Minutes of the Closed Session of the Executive Compensation Committee Meeting (09/30/2023), d) Receive El Camino Hospital Section 457(f) Supplemental Executive Retirement Plan Legal Documents – Technical Updates</p> <p><b>Movant:</b> Somersille <b>Second:</b> Eyre <b>Ayes:</b> Eyre, Miller, Parker, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	
<p><b>6. ECC RECRUITMENT UPDATE</b></p>	<p>Ms. Eyre, Ad Hoc Committee Chair, presented an update on recruitment for the Executive Compensation Committee. Ms. Eyre shared that the recruitment efforts have commenced and that public communications have gone out via newspaper and LinkedIn postings. Additionally, Ms. Eyre asked for the committee to potentially reach out to their networks for any community members who have relevant expertise to be evaluated to serve on the committee.</p>	<p><b>Actions:</b> Staff to share the committee recruitment postings to the Santa Clara Program, Stanford Women on Boards, and the Boardlist.</p>
<p><b>7. RECESS TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To recess to closed session at 4:16 p.m.</p> <p><b>Movant:</b> Ting <b>Second:</b> Somersille <b>Ayes:</b> Eyre, Miller, Parker, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	<p><b>Recess to closed session at 4:16 p.m.</b></p>
<p><b>8. AGENDA ITEM 14: REPORT OUT</b></p>	<p>During the closed session, the Executive Compensation Committee approved a recommendation for Board approval to increase the severance period to 18 months from 12 months for the CEO and to 12 months from 6 months for other executives.</p>	
<p><b>9. AGENDA ITEM 15: APPROVAL OF ECH FOUNDATION FY24 GOAL</b></p>	<p><b>Motion:</b> To approve the recommendation to reduce the El Camino Health Foundation FY24 fundraising goal by \$2M</p> <p><b>Movant:</b> Ting <b>Second:</b> Eyre <b>Ayes:</b> Eyre, Miller, Parker, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	<p><b>Motion Approved</b></p>
<p><b>10. AGENDA ITEM 16: CLOSING COMMENTS</b></p>	<p>No comments were made by the members of the Committee.</p>	

<b>11. AGENDA ITEM 17: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 5:42 p.m. <b>Movant:</b> Parker <b>Second:</b> Somersille <b>Ayes:</b> Eyre, Miller, Parker, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<b>Meeting adjourned at 5:42 p.m.</b>
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**Attest as to the approval of the foregoing minutes by the Executive Compensation Committee of El Camino Hospital.**



Gabriel Fernandez, Governance Services Coordinator

Prepared by: Gabriel Fernandez, Coordinator, Governance Services

Reviewed by: Bob Miller, Committee Chair; Dan Woods, CEO; Deanna Dudley, CHRO; Tracy Fowler, Director, Governance Services