

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Monday, December 2, 2024– 5:30 pm

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

Lanhee Chen will be participating via teleconference from 6 Times Square, New York, NY 10036

THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION PORTION OF THE MEETING LIVE AT THE ADDRESS ABOVE OR VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 915 7715 0288#. No participant code. Just press #.

To watch the meeting, please visit: [GC Meeting Link](#)

NOTE: In the event that there are technical problems or disruptions that prevent remote public participation, the Chair has the discretion to continue the meeting without remote public participation options, provided that no Board member is participating in the meeting via teleconference.

A copy of the agenda for the Committee Meeting will be posted and distributed at least twenty-four (24) hours prior to the meeting. In compliance the Americans with Disabilities Act, please notify us at **(650) 988-8254** prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1	CALL TO ORDER/ROLL CALL	Lanhee Chen, Chair		5:30 pm
2	CONSIDER AB 2449 REQUESTS	Lanhee Chen, Chair	Possible Motion	5:30
3	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Lanhee Chen, Chair	Information	5:30
	PUBLIC COMMUNICATION			5:30
	a. Oral Comments <i>This opportunity is provided for persons to address the Board on any matter within the subject matter jurisdiction of the Board that is not on this agenda. Speakers are limited to three (3) minutes each.</i>			
4	b. Written Public Comments <i>Comments may be submitted by mail to the El Camino Hospital Governance Committee at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Board as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.</i>	Lanhee Chen, Chair	Information	
5	<u>CONFLICT OF INTEREST POLICY MODIFICATIONS AND REVIEW PROCESS</u>	Diane Wigglesworth, VP Compliance	Motion Required	5:30 – 5:45
6	<u>HOSPITAL COMMITTEE STREAMLINING</u>	Theresa Fuentes, CLO	Discussion	5:45 – 6:05
7	<u>EI CAMINO HOSPITAL BYLAWS REVIEW</u>	Theresa Fuentes, CLO	Discussion	6:05 – 6:15
8	ECHD AD HOC COMMITTEE (REAPPOINTMENT/RECRUITMENT) REPORT	Mike Kasperzak, Ad Hoc Advisor	Information	6:15 – 6:20
9	<u>BOARD MEMBER TRAINING AND EDUCATION</u>	Tracy Fowler, Director Governance Services	Discussion	6:20 – 6:30

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
10	CONSENT CALENDAR ITEMS: a. Approve Minutes of the Open Session of the Governance Committee Meeting (09/17/2024) b. Receive FY25 Pacing Plan c. Receive Report on Progress on FY25 Committee Goals d. Receive ECHB Committee Slate	Lanhee Chen, Chair	Motion Required	6:30 – 6:40
11	COMMITTEE ANNOUNCEMENTS	Lanhee Chen, Chair	Possible Motion	6:40 – 6:45
12	ADJOURNMENT	Lanhee Chen, Chair	Motion Required	6:45

Next Meetings: *March 25, 2025; June 3, 2025*

Combined Board and Committee Meeting: February 12, 2025

EL CAMINO HOSPITAL BOARD OF DIRECTORS GOVERNANCE COMMITTEE MEETING MEMO

To: Governance Committee
From: Theresa Fuentes, Chief Legal Officer
Diane Wigglesworth, VP of Compliance
Date: December 2, 2024
Subject: Proposed Modifications to Conflict of Interest Policy and Disclosure Process

Purpose:

To review and discuss proposed modifications to the Conflict of Interest (COI) policy, disclosure form, training and the review process.

Summary:

To comply with hospital policy, state and federal regulations, and for hospital to maintain federal tax exemption status, disclosures regarding personal financial interest or gain by members of the Board of Directors, Board Committee members, Management, and Physician Leaders should be reported. Identifying situations that could be perceived as a potential conflict of interest should be disclosed at least annually in order to appropriately review and resolve prior to ECH entering into business decisions or transactions. Revisions have been made to the COI policy and disclosure statement form to encourage more accurate and timely reporting and identification of potential conflicts.

1. **Situation:** It was identified that some individuals may have been unaware or unclear of the types of personal financial disclosures that should be reported annually or failed to notify of a specific disclosure in order to recuse themselves before evaluating business decisions. To add some clarity, revisions were made to the policy and disclosure form to encourage transparent reporting. We will also be implementing training upon hire/onboarding, and annually for those required to complete the annual disclosure statement.
2. **Background:** Financial interest disclosure forms are provided annually to Board members, Board Committee members, management, and physician leaders. In most cases the forms are returned indicating no conflicts to report. It became clear that some individuals involved in a material role with respect to business decisions were unclear that all personal financial interests should be reported regardless of a perception that a conflict exists. Other than sharing the hospital policy, no focused training had been provided to individuals asked to complete the disclosure form. Additionally, disclosures completed by individuals were maintained by the Compliance department but were not available in a shared location for review by the Chief Legal Officer and Executive Leadership to assist in proper management of a personal financial interest disclosure or review prior to development of Board and Committee agendas.

3. Assessment: Reviewing the COI process was identified as a FY 25 Compliance and Audit Committee goal. Compliance and Legal reviewed information individuals provided on previous annual disclosure forms and identified some opportunities to improve the process. Compliance and Legal also became aware of some conflicts of interest that should have been identified and mitigated in advance. The following recommendations are made:

- Revisions to the policy and disclosure form to help clarify what information should be disclosed.
- Updating the policy to clarify several key process points:
 - COI training will be provided to all staff upon hire/onboarding and annually for those who are required to complete the disclosure form. We are working toward implementing an electronic training module so that the COI training immediately precedes electronic completion of the annual disclosure form. COI training will also be incorporated into the board and committee member onboarding process.
 - Interests must be disclosed **both** annually on the form **and** in specific situations if the person is involved in a transaction or arrangement or decision where the person has an actual or perceived personal interest.
 - Process for identifying potential conflicts of interest, including:
 - Review of Board and Committee member disclosures by Compliance, Legal, and Executive Leadership prior to board and committee meetings, and in advance of approval for transactions/arrangements.
 - Potential COI will be discussed with individuals impacted and resolved per escalation process discussed in policy. For Board and Committee members, this involves initial discussion with Compliance Officer or Chief Legal Officer, and if needed, convening an Ad Hoc Interests Committee consisting of Chair of Board and Chair of Committee (if Committee member involved), Chief Executive Officer, Corporate Compliance Officer, and Chief Legal Officer. Outside entities may be consulted for assistance in reviewing conflicts. If necessary, matter will be reviewed by full Board.
- Implementing regular reporting to the Compliance and Audit Committee overall compliance with the COI policy.
- Implementing advance reviews of matters schedule to be considered by the Board and Committees with potential conflicts identified on disclosure statements.
- Developing online training modules that can be circulated when annual disclosures are requested.

- Creating a shared drive for review by Compliance, Legal, and Executive Leadership of disclosure statements in advance of board and committee meetings and transactions/arrangements.
4. Other Reviews: Revisions to the policy and form will be submitted to the Hospital Board for approval. These revisions were reviewed by the Compliance and Audit Committee and recommended for Governance Committee review and approval before going to the Hospital Board.
 5. Outcomes: Compliance and Legal will take steps to roll out formal training and education to all individuals subject to the policy and will review information submitted.

List of Attachments:

1. Conflict of Interest Policy – redline
2. FY 25 Annual Disclosure Statement - revised

Suggested Discussion Questions:

1. What concerns does this raise and how can those concerns be addressed?



Origination	05/1998	Owner	Diane
Last	05/2022	Wigglesworth:	
Approved	Compliance		and
	Privacy Officer		
Effective	05/2022		
Last Revised	05/2022	Area	Corporate
		Compliance	
Next Review	05/2025	Document	Procedure
			Types

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Conflict of Interest

COVERAGE:

This policy applies to El Camino Hospital (ECH) employees, members of the Hospital Board of Directors (~~including directors who are also directors of the Healthcare District Board of Directors~~), ~~Board Advisory Committee members, individuals who are Advisors to the Board~~, consultants, contractors, ECH volunteers, Medical Executive Committee members, physicians who are chairs of ECH ~~departments and~~ medical staff committees, ~~and or physicians who are contracted as~~ Medical Directors. Members of ECH's Medical Staff are also subject to the conflict of interest provisions found in the El Camino Hospital Medical Staff Bylaws.

PURPOSE:

The purpose of this policy is to ~~require encourage~~ disclosure of situations where a person subject to this policy may have a personal financial interest ~~in a transaction or arrangement contemplated by ECH or transaction~~ which is, or could be deemed to be, a conflict of interest so that the situation may be appropriately reviewed and resolved. ~~This policy is intended to comply with the applicable laws of the State of California and federal tax regulations governing nonprofit organizations.~~

STATEMENT:

Conflict of Interest

It is the policy of El Camino Hospital to comply with all mandatory reporting requirements regarding conflict of interest. This policy requires the disclosure of personal financial interests that may be or may lead to a conflict of interest. Such disclosure is not a conclusion that a conflict of interest exists or that the interest would prevent a person from participating in a decision or activity. This policy is intended to protect the interests of ECH by proactively identifying situations where an ECH decision-maker may have an interest so that such an interest may be fully understood and addressed before ECH enters into a transaction or other arrangement. This policy also addresses the circumstances where an interest is not identified or addressed prior to completion of the transaction. This policy states and implements, but does not expand, the requirements of state or federal laws governing conflicts of interest applicable to ECH as a nonprofit, public benefit tax-exempt corporation.

~~Healthcare District Board Members and officials are subject to the Districts Conflict of Interest Code, and the powers of Government Code 1090 and policies within the Act. In addition to this policy, El Camino Healthcare District Board Members and designated officials are also subject to the District's Conflict of Interest Code, the California Political Reform Act of 1974, California Government Code section 1090, and their implementing regulations.~~

PROCEDURE:

A. Overview:

This Policy and Procedure has ~~four~~ **three** critical elements:

~~1. Training. All individuals subject to this policy will receive training on this policy upon hire and annually if they are required to submit an Annual Disclosure Statement.~~

~~1-2. Annual Disclosure Statement. Individuals holding specified positions who make or influence ECH decisions, as stated in Section C. Certain individuals~~ must file an annual disclosure statement, the purpose of which is to permit the identification of any interest so that a conflict of interest, should it arise, may be promptly and appropriately resolved. The annual disclosure statement can help avoid a situation where a ~~personal financial~~ **personal financial** interest becomes a conflict of interest by, for example, deciding not to invite a person with a ~~material, large~~ **material** ownership interest in an equipment vendor to serve on a committee deciding which equipment to purchase.

~~2-3. Specific Disclosure. All individuals subject to this policy, regardless of whether or not they are required to file an annual disclosure statement, are expected to disclose pursuant to this policy any situation where they or a Family Member (as defined below), has a direct or indirect financial interest as described in Section B below in a particular transaction or arrangement that the individual is involved in for ECH, and the influence or decision-making authority that the individual has with respect to the transaction or arrangement.~~ The purpose of specific disclosure is to ensure that disclosures of interests are made in the context of particular transactions ~~or arrangements before ECH enters into such transactions or arrangements, so that the individual can be recused appropriately if necessary or other mitigating actions may be taken.~~ **Specific disclosures must be made**

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Conflict of Interest

regardless of whether or not the individual has filed an annual disclosure statement, and regardless of prior disclosures either through an annual disclosure statement or otherwise. Should a specific conflict develop, or if the issue relates to a person not covered by the annual disclosure statement filing requirement, then a disclosure must be made. Individuals must report the potentially conflicting interest regarding a particular transaction over determine whether a situation involves a conflict of interest and describes methods which the individual has influence or decision-making authority.

3-4. Resolution Process If an actual or a potential conflict of interest arises in the context of a particular transaction, this policy contains, in Section E provisions (which vary depending on the nature of the disclosing individual's role) to resolve that conflict of interest.

In general terms, all matters with respect to this policy shall be addressed by ECH forthrightly, but persons involved in reviewing and investigating such matters shall treat such matters in the same manner and with the same discretion as in handling other matters involving personnel information of employees or others. Such discretion, however, shall not limit the ability to obtain information or to raise and address issues. All information relating to such matters may be disclosed to members of management with an interest in the matter, the Compliance and Audit Committee, and the Board.

B. Interests:

1. An interest exists in any situation in which the actions of a person subject to this policy (or his/her immediate family, which per IRS regulations and policy includes the person's spouse or domestic partner, siblings and their spouses, parent, grandparent, and great-grandparent, children and their spouses, grandchildren and their spouses, great grandchildren and their spouses, and any other person living in the same household as the person subject to this policy) ~~undertaken policy undertaken~~ on behalf of ECH may result in a personal financial gain or advantage to the member or any related disadvantage to ECH. Although it is impossible to list every circumstance giving rise to an interest, the following are examples of the kinds of activities or interests that might give rise to such a conflict and that must be reported as outlined in this policy.
 - a. Business/Financial Affiliations:
To serve as a director, officer, partner, employee, consultant, agent or advisor of any person, firm, or organization which is a supplier of goods or services to ECH or conducts research at ECH.
 - b. Governmental/Position of Influence Affiliations:
To hold any elected or appointed office or position in any branch of government or in any regulatory agency having authority or jurisdiction over providers of health care, generally.
 - c. Other Hospital or Activity Affiliations:

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To serve as a volunteer or paid director, officer, partner, employee, consultant, agent, or advisor of any hospital, or health care facility not affiliated with ECH, located in Santa Clara County.

d. Outside Interests:

i. To have, directly or indirectly, an ownership, [compensation](#), or equity interest or other financial interest (including a service agreement), ~~with a value greater than \$2,000, with an individual or entity that~~ [entity that](#) makes payments to or receives payments from ECH (whether on account of [services](#), goods, loans or other transactions), or which provides services in competition with ECH, [or which is negotiating or contemplating a transaction or arrangement with ECH.](#)

ii. To compete, directly or indirectly, with ECH in the purchase or sale of property or any property right, interest or service.

[iii. Ownership in securities such as mutual funds, exchange-traded funds or other similar diversified investment vehicles are not considered interests provided that the person does not have control or influence over the investment decisions made by these funds.](#)

e. Outside Activities:

i. To render directorial, managerial or consultative services to, or to engage in any financial transaction with, any person or concern which does business with or competes with ECH

ii. To render other services in competition with ECH.

f. Gifts, Gratuities, and Entertainment:

i. To accept a gift, gratuity, [travel](#), entertainment, or other material benefit as described in Gifts or Business Courtesies to Physicians or Other Potential Referral Sources Policy, from any person or concern that does, or is seeking to do, business with, or is a competitor of, ECH under circumstances from which it might be inferred that such a gift, gratuity, entertainment or other material benefit was intended to influence or possibly would influence the recipient in the performance of his/her duties.

g. Use of Confidential Information for Personal Gain:

To disclose or use, for personal profit or advantage, information relating to ECH's business, including but not limited to methods of operation, and research and product development.

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C. Disclosure Requirements:

1. **Annual Disclosure Statement.** The individuals holding the following positions ~~will may~~ be requested to complete and file an annual disclosure statement with the Corporate Compliance Officer. The Corporate Compliance Officer shall be responsible for the process of distributing such forms on an ~~an annual-regular~~ basis (the Corporate Compliance Officer may determine to stagger the distribution over a period of twelve consecutive months), and to ensure the return of completed forms. The Corporate Compliance Officer will review each form and address any conflicts noted in the annual disclosure statement as described in Section E of this policy:
 - a. Member ~~of the District Board and~~ Hospital Board of Directors of ECH, ~~including members who are also District Board members.~~ (District Board members must also complete Form 700 ~~and disclosures required by the the~~ California Fair Political Practices ~~Act disclosures~~)
 - b. ~~Board Advisory Committee members~~
 - c. ~~Member of the Medical Staff Executive Committee of ECH.~~
 - b-d. ~~Physicians who are Chairs of Departments and Medical Staff Committees~~
 - e-e. ~~A physician who is a paid Medical Director, ship compensation of any kind by ECH.~~
 - d-f. ~~Member of the management of ECH which, for this purpose, shall include all Chiefs, Presidents, Senior Executives, Directors and Managers.~~
 - e-g. ~~ECH employees who are members of the purchasing staff, the finance division staff, the business development division staff or any other employee who (i.e. who make decisions in their capacity at ECH that could be influenced by their personal interests).~~
 - f. ~~Members who are Advisors to any Board committees who are not members of the Hospital Board.~~
 - h. ~~Any other individual subject to this policy selected by the Corporate Compliance Officer, in consultation with the Chief Executive Officer or Chief Legal Officer.~~
 - g.
2. **Updating Annual Disclosure Statement.** A person required to file an annual disclosure statement shall file an updated form if a material change occurs during the year ~~that causes them to have a financial interest of the type identified in Section B that was not otherwise disclosed on the annual disclosure statement.~~ A material change would, for example, involve a change in the employer of a member of a committee concerned with the acquisition of medical devices from employment by a medical group to employment by a medical device manufacturer. ~~Making the specific disclosure described in~~

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~~Section G rather than updating the annual disclosure statement is an acceptable alternative.~~

3. **Review.** The Corporate Compliance Officer shall review all Annual Disclosure Statements and shall regularly report to the Compliance and Audit Committee overall compliance with timely submission of disclosure statements or specific concerns. The Corporate Compliance Officer may consult with other personnel of ECH with respect to such disclosures in order to propose changes needed to prevent conflicts and shall make all appropriate disclosures to inform persons to whom such individual reports or who need to know such information in order to properly manage any potential conflicts of interest. Moreover, information regarding physicians will be disclosed and discussed with the Medical Staff leadership or Chief Medical Officer as appropriate.

D. Specific Disclosure:

1. Any person who has a ~~decisionmaking~~ decision-making or other material role with respect to a decision by ECH to enter into or refuse to enter into a transaction or arrangement with a third party and who also has a direct or indirect interest in the transaction or arrangement shall disclose the facts and circumstances to the responsible ECH employee involved in the transaction or arrangement holding the position of a manager or above. If the person making the disclosure is a member of the District or Hospital Board of Directors of ECH, such disclosure shall be made to the Chairperson of the Hospital Board. If the person making the disclosure is the Chairperson of the Hospital Board, such disclosure shall be made to the Vice Chairperson of the Hospital Board. Such disclosure shall be in addition to disclosure previously or concurrently made on any annual statement.
2. A person seeking to make a disclosure may also disclose to the Corporate Compliance Officer of ECH.
3. All persons are encouraged to disclose situations where they are uncertain whether a potential conflict of interest exists so that a determination can be made under the process described below.

E. Procedure for Addressing Dealing with a Potential Conflict of Interest:

1. Individual is not a Board Member
 - a. The individual must disclose the facts giving rise to the interest to the key manager(s) in charge of the proposed transaction or arrangement. If the individual seeking to disclose is unsure as to whom to report, such person shall contact the Corporate Compliance Officer.
 - b. If the proposed transaction or arrangement requires Board approval or if the individual is in charge of the proposed transaction or arrangement, then the interest and all material facts must be disclosed to the Chief Executive Officer, the Corporate Compliance Officer and Chief Legal Officer or such person's

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immediate supervisor.

- c. After disclosure, the immediate supervisor of the person making the disclosure, the key manager in charge of the transaction (assuming the key manager does not have an interest) or the Corporate Compliance Officer (the Corporate Compliance Officer can involve the Chief Legal Officer), shall determine whether the interest creates a potential conflict of interest. If a potential conflict of interest exists, they shall take appropriate steps to mitigate or eliminate the effect of the potential conflict of interest on the proposed transaction.
- d. The immediate supervisor, the key manager(s), and/or Corporate Compliance Officer (the Corporate Compliance Officer can involve the Chief Legal Officer), shall determine the action(s) to be taken with respect to the interest. Actions may include (but are not limited to):
 - i. Exclusion of person with the conflict of interest from negotiating or evaluating the transaction or arrangement
 - ii. Exclusion of the entity or individual in which the person has a conflict of interest from the negotiation or selection process
 - iii. [Seek alternatives to the proposed transaction or arrangement to ensure that it is in the best interests of the Hospital](#)
 - iii-iv. [Appropriate disclosure to the Board and Board action, if necessary](#)
- e. The immediate supervisor of the person with the conflict of interest, the key manager in charge of the transaction, and the Corporate Compliance Officer or Chief Legal Officer shall prepare a memorandum describing the facts, the decision(s) and action(s) taken in addressing the conflict of interest.
- f. The memorandum shall be filed in the files of the Corporate Compliance Officer and in the employee's personnel record. The Corporate Compliance Officer shall report to the Compliance and Audit Committee regarding the disposition of such matters and to the Board as appropriate.

2. Individual is a Board [or Board Advisory Committee](#) Member

- a. [In the event a Board \[or Board Advisory Committee\]\(#\) member has an interest in a matter to be considered by the Board \[or Committee\]\(#\), the matter shall be reported to the \[Chairperson of the Board \\(or Vice Chairperson if the Chairperson has an interest\\), the Chairperson of the Committee if involves a Committee matter \\(or Vice Chairperson if the Chairperson has an interest\\) the Chief Executive Officer, the Corporate Compliance Officer, and Officer, and the Chief Legal Officer before the matter is considered by the Board or Committee. This group shall\]\(#\)](#)

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constitute the "Ad Hoc Interests Committee." The Ad Hoc Interests Committee shall obtain information from the interested Board or Committee member and may obtain advice from other sources, including outside counsel, the FPPC or Attorney General if appropriate, to assist in determining whether there is a potential conflict of interest.

b. The Ad Hoc Interests Committee will make recommendations for appropriate actions including, but not limited to:

- Exclusion of person with the conflict of interest from participating in the matter before the Board or Committee;
- Seeking alternatives to the proposed transaction or arrangement to ensure that it is in the best interests of the Hospital
- Refer the matter to the full Board for disclosure and appropriate action.
- The transaction or arrangement involving a conflict of interest may proceed only if it is determined by a majority vote of disinterested board members that the transaction is fair and reasonable
- Other appropriate mitigating actions

a.c. and referred automatically to the Chairperson of the Board. A Board member may recuse himself or herself from the matter, without further action, and the Board shall take such actions that shall be necessary to mitigate any potential conflict of interest as described below.

b. If the interested affected Board or Committee member disagrees with the Ad Hoc Interests Committee, or the Ad Hoc Interests Committee refers the matter to the full Board, the Board or Committee member shall be given an opportunity to disclose all material facts to the full Board. After disclosure of the financial interest and material facts, and after any discussion with the interested Board or Committee member, the interested Board or Committee member shall leave the meeting while the determination of a conflict of interest is discussed and voted upon by the Board. The Board shall seek the advice of the Corporate Compliance Officer and the Chief Legal Officer. does not recuse himself or herself, the Chairperson or Vice Chairperson, as applicable, shall recommend to such Board member whether recusal or other action should be taken. If the Board member with the conflict of interest disagrees with such recommendation, then upon request, he or she shall be afforded the opportunity to discuss the issue with ECH's Ad Hoc Interests

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Committee, which shall have final authority in its sole discretion to determine whether a potential conflict of interest exists.

e. The Ad Hoc Interests Committee shall be comprised of two Board members, neither of whom have an interest in the transaction or agreement. If only two Board members do not have an interest, such two Board members shall comprise the committee; if more than two Board members do not have an interest, the committee shall be comprised of the person without an interest who is the Chair, Vice-Chair, or Secretary of ECH (in that order) and a Board member without an interest with the longest tenure who is not an officer and who does not have an interest. Such committee shall be staffed by the Corporate Compliance Officer and Chief Legal Counsel to ECH.

d. The Corporate Compliance Officer and Chief Legal Officer shall, before each Board or Committee meeting, review each matter scheduled to be considered by the Board or Committee at its next Board or Committee meeting and the annual disclosure statement (and any updates) filed by each Board or Committee member. Regardless of the annual disclosure statement, Board and Committee members have a separate responsibility to disclose conflicts before and during a meeting to the Chairperson of the Board or Committee. If a Board or Committee member has disclosed an interest that relates to a matter that will be considered by the Board or Committee, the Corporate Compliance Officer or Chief Legal Officer shall notify the Board or Committee member, with a copy to the Chief Executive Officer, the Chairperson or the Vice Chairperson of the Board and of the Committee, as appropriate. In order to avoid a situation where Board or Committee matters are deferred, persons bringing matters before the Board or Committee shall give prompt notice to the Corporate Compliance Officer or Chief Legal Officer of matters that are likely to be considered by the Board or Committee at upcoming meetings so that as much time as possible is permitted to identify and resolve any potential conflicts prior to the Board or Committee Meeting.

e. If a Board or Committee member is uncertain whether a conflicting interest exists and whether such interest must be disclosed, a Board or Committee member may seek advice whether a conflict exists and whether additional disclosure or action is necessary from the . A Board member may consult with an advisory group consisting of two or more of the following individuals: Corporate Compliance Officer and Chief Legal Officer. , Legal

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~~Counsel, external advisor(s) as determined by the Compliance and Audit Committee, and Chief Executive Officer.~~

- f. Depending on the subject matter, the Chief Legal Officer will be the lead advisory member to manage the process or determine if additional ~~advisors or agencies -advisory group members~~ should ~~review~~ review or if the Ad Hoc Interests Committee should be convened.

c

* the transaction is fair and reasonable to ECH

- ii. ECH may purchase services from any corporation, association, trust, partnership, firm, venture or other entity of which any person subject to this policy is a trustee, officer or employee or owns equity, proprietary or beneficial interest. However, notwithstanding the foregoing, ECH

- ~~iii. Notwithstanding the foregoing,~~ ECH shall **not** purchase services from any other corporation, association, trust, partnership, firm, venture or other entity of which a Board member is a trustee or officer or in which a Board member owns more than 5 percent equity, proprietary or beneficial interest unless:

- The purchase decision is made pursuant to a bidding process; or
- The purchase involves an expenditure by ECH in the aggregate of less than \$50,000; or
- The services are provided pursuant to a contract with a term of one year or less.

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- iv. In taking action on behalf of ECH, the Board shall include its findings as part of the motion being adopted and record such resolution in the minutes of the meeting.
- v. Unless not reasonably practicable prior to entering into the transaction, any transaction involving an actual or potential conflict of interest shall be addressed by the Board and not by a committee of the Board. If, in an urgent situation, the transaction is approved by a committee, the transaction shall be submitted to the Board at its next meeting. The transaction must then be ratified by a vote of the majority of disinterested Board members.
- vi. Transactions involving Board member(s) must follow all additional requirements under California Corporations Code § 5233 not stated in the policy. [In addition, The District Board Members are subject to the requirements of the California Political Reform Act and Government Code section 1090, must follow all requirements of Government Code section 1090 and Public Record Act \(PRA\).](#)

F. Situations Disclosed by Others:

1. If any person has reasonable cause to believe that a person has failed to disclose an interest relating to a transaction (the "Individual"), the person with the information shall provide such information to the Corporate Compliance Officer or the Compliance Hotline, disclosing all related facts.
2. In the event of any such disclosure, the Corporate Compliance Officer shall conduct a factual investigation, including interviewing the Individual about whom the disclosure is made, informing the Individual of the allegations and providing a full opportunity to explain the circumstances. The Corporate Compliance Officer shall determine whether a disclosing of the identity of the Individual making the allegation is permitted by law and is warranted in the circumstances.
3. The Corporate Compliance Officer shall inform the Individual of the results of such investigation and afford the Individual an opportunity to explain any alleged failure to disclose or any other fact relating to the allegations.
4. Upon considering the Individual's response, the Corporate Compliance Officer shall make such further investigation as warranted by the circumstances.

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5. If the Corporate Compliance Officer tentatively determines that the individual has failed to disclose an interest, the Corporate Compliance Officer shall recommend to the Individual's supervisor, the Vice President for Human Resources and the Vice President of the affected division appropriate corrective actions including termination of employment, contract, or privileges at ECH.
6. If the situation involves a Board ~~or Committee~~ member, [appropriate corrective action may be taken per applicable policies and as corrective action shall follow the process as specified under California Corporations Code § 5233, or Healthcare Director code 1090 for District Board Members](#). The affected Board member shall have the opportunity to request that the Ad Hoc Interests Committee (described above) be involved in the process, as described above.

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

Approval Signatures

Step Description	Approver	Date
Publish	Patrick Santos: Policy and Procedure Coordinator	05/2022
MEC	Franz Encisa: Director Quality and Public Reporting [PS]	05/2022
ePolicy Committee	Patrick Santos: Policy and Procedure Coordinator	05/2022
Compliance Committee Board	Diane Wigglesworth: Sr Dir Corporate Compliance	04/2022
	Diane Wigglesworth: Sr Dir Corporate Compliance	04/2022

[Governance Committee](#)

[Board of Directors](#)

Conflict of Interest Annual Disclosure Statement

El Camino Health is committed to avoiding conflicts of interest and/or the appearance of conflicts as described in our Conflict of Interest policy, to comply with State and Federal regulations and maintain federal tax exemption status.

An individual may not use their position within El Camino Health for personal financial interest or gain, advantage their personal interest in the outcome of an ECH decision, or to assist others, including family members, in profiting in any way at the expense of El Camino Health.

Return completed statement to the Compliance Department
Compliance@elcaminohealth.org
Contact the Compliance Department with any questions regarding completion of this statement at (650) 940-7032 or the email above.

Name: _____

Position(s) you hold (check the appropriate box):

- | | |
|---|---|
| <input type="checkbox"/> Board Member or Board Committee Member | <input type="checkbox"/> Director / Manager |
| <input type="checkbox"/> Executive / Vice President | <input type="checkbox"/> Employee |
| <input type="checkbox"/> Medical Staff Chief / Vice Chief | <input type="checkbox"/> Volunteer |
| <input type="checkbox"/> Medical Director | <input type="checkbox"/> Contractor |
| <input type="checkbox"/> Other (Specify): _____ | |

I hereby disclose the following information (including information regarding family members*). If you have nothing to disclose, please indicate by checking that box. Attach additional pages as needed.

- **Family Member:** defined as a person's spouse or domestic partner, siblings and their spouses, parent, grandparent, and great-grandparent, children and their spouses, grandchildren and their spouses, great-grandchildren and their spouses, and any other person living in the same household as the person subject to this policy.
- **Reporting Period:** Report as of the date of filing and any activities occurring within the preceding **Fiscal Year**, including activities that are no longer active. Indicate within the description if the activity is no longer held or active.

If you are uncertain whether to disclose an interest, please seek advice of Compliance and Legal Counsel. All applicable responses will be reviewed according to policy and a determination will be made on mitigating the effect of the interest, where possible.

Conflict of Interest Annual Disclosure Statement

Financial interest	<input type="checkbox"/> Nothing to disclose
<p>Report for yourself, and family member (defined above), any ownership, equity, compensation, or any other financial interest that you have in an individual or entity of the type that:</p> <ul style="list-style-type: none"> a) El Camino Health transacts business with; b) is seeking to conduct business with El Camino Health; and/or c) is in direct competition with El Camino Health. <p>You do not have to disclose:</p> <ul style="list-style-type: none"> a) Stock held in companies that are publicly traded (e.g., on a national exchange), if you own less than 1% of all outstanding shares. b) Investments you may hold by or through a diversified mutual fund, exchange traded funds or other similar diversified investment vehicles provided that you do not have control or influence over the investment decisions made by these funds. c) Investments you hold in a 401k, 403(b), 457(b) and other retirement vehicles. 	

Compensation or Employment Arrangement	<input type="checkbox"/> Nothing to disclose
<p>Report the full name of vendor or organization that provides you or a family member with compensation of any type if that vendor or organization is the type that:</p> <ul style="list-style-type: none"> a) El Camino Health transacts business with; b) is seeking to conduct business with El Camino Health; and/or c) is in direct competition with El Camino Health <p>This includes positions where you are an officer, director, employee, contractor, or consultant.</p>	

**Conflict of Interest
Annual Disclosure Statement**

Position of influence	<input type="checkbox"/> Nothing to disclose
Report any positions outside of El Camino Hospital that you or a family member have that are perceived as being a position of influence, paid or unpaid, such as service on a Board of Directors of another organization, any governmental affiliations, or other arrangements not reported above.	

Intellectual Property Rights	<input type="checkbox"/> Nothing to disclose
Report any patents, copyrights, or royalties owned or received by you or a family member.	

Involvement in Clinical Research Services	<input type="checkbox"/> Nothing to disclose
Report any healthcare clinical research trials in which you or a family member is the principal investigator, or has a supervising, contracting or budgeting role. You do not need to report on this form circumstances where the research is being conducted by El Camino Health.	

Use of Confidential Information for Personal Gain	<input type="checkbox"/> Nothing to disclose
I hereby certify that neither I, nor a family member, has disclosed or used, confidential information relating to El Camino Health's business for the personal profit or advantage of myself or my family (except such information as has been publicly disclosed or is publicly available), except as listed below.	

**Conflict of Interest
Annual Disclosure Statement**

Gifts, Gratuities, and Entertainment	<input type="checkbox"/> Nothing to disclose
<p>Report for yourself or family member any business gifts of travel reimbursements (e.g., lodging, transportation, and food) from any individual or entities that are of the type that:</p> <ul style="list-style-type: none"> a) El Camino Health transacts business with; b) is seeking to conduct business with El Camino Health; and/or c) is in direct competition with El Camino Health <p>Include the name of the organization, description and value of the gift, and the purpose of the gift. You do not have to include gifts, gratuities, and entertainment received from El Camino Health, family members, or relatives. If you received more than one gift from a single source, you'll add the value of those items.</p>	

Any Other Activity or Interest	<input type="checkbox"/> Nothing to disclose
<p>Report any other activity or interest that may be or may be perceived to be a potential conflict of interest. Please see Conflict of Interest policy for additional information.</p>	

Certification:

I hereby certify that this document accurately and completely describes, to the best of my knowledge and belief, all financial and other interests, which are required to be reported under State and Federal Law and under the provisions of the ECH Healthcare Conflict of Interest Policy. I will update my Conflict of Interest disclosure statement should a material change occur during the year. I will also separately disclose any interests in connection with a specific transaction or arrangement that I am involved in per the Conflict of Interest policy.

Signature: _____
If filling out form online, type name above.

Date: _____
If filling out form online, type date above

**EI CAMINO HOSPITAL BOARD GOVERNANCE COMMITTEE
AGENDA
MEMORANDUM**

To: El Camino Hospital Board Governance Committee
From: Theresa Fuentes, Chief Legal Officer
Tracy Fowler, Director of Governance Services
Date: December 2, 2024
Subject: Hospital Committee Streamlining

Recommendation:

To streamline hospital committee meeting cadence to allow for more efficient governance.

Summary:

A comprehensive review by staff and executive sponsors of the current committee calendar identified streamlining opportunities through: (a) the formation of a small subcommittee to review credentials; (b) restructuring the calendar so that most committee meetings are held in the first two weeks of the same months; and (c) over a two-year period, standardizing all committees to a quarterly schedule. These recommendations will allow greater opportunity for substantive and effective meetings, and more efficient preparation time to ensure that committee recommendations flow timely to the El Camino Hospital Board (ECHB).

More specifically, the recommendations are as follows and as incorporated on the attached draft FY26 master calendar:

1. To comply with regulatory requirements, medical staff credentials must be reviewed and approved by the hospital's governing body upon recommendation from the Medical Executive Committee (MEC). Per current process, after review by the MEC, the credentials are approved by the Quality Committee (QC), followed by the ECHB. This multi-level review by QC and ECHB is legally unnecessary, and the function can be delegated by ECHB to a subcommittee of the ECHB. As such, we recommend that the ECHB adopt a resolution establishing a new Board Credentials Committee (the "BCC"), which would be composed of the three board members on the QC. The BCC would meet each month (except January and July as no credential reports are generated by the MEC in those months) for the sole purpose of approving the credentials after they are reviewed and recommended by the MEC. This would allow for a more focused review of the credentials and eliminate the need for duplicative QC and ECHB review, unless the BCC recommends an adverse action that should be reviewed by the ECHB.
2. Three committees (Governance (GC), Executive Compensation (ECC) and Investment Committee (IC)) currently meet quarterly (4 times a year), and the rest meet more frequently. We recommend that over a two-year period as noted below, all committees be standardized on a quarterly schedule during the same months to minimize any disruption and provide time for evaluation of the new cadence. For FY26, we recommend:
 - a. Compliance and Audit Committee (CAC) meeting reduction from 5 meetings per year to 4 meetings a year, and shift the meetings to occur in September, November, March, and June. This will put CAC, GC, and ECC on the same meeting schedule for FY26.

- b. Quality Committee (QC) meeting reduction from 8 meetings per year to 5 meetings per year, assuming the BCC is established. With the BCC in place, the QC no longer needs to meet as frequently. For FY26, the recommendation is that QC meetings occur in September, November, March, May, and June. An additional meeting can be removed in FY27 upon evaluation to align the QC with the CAC, ECC, and GC meeting schedule.

- c. Finance Committee (FC) meeting reduction from 6 core meetings per year and one joint FC/IC meeting to 5 core meetings per year and one joint FC/IC meeting. For FY26, we recommend that the FC meetings be held in August, November, February, March, and May (to align with organizational needs), and an additional joint FC/IC meeting in February. An additional FC meeting can be reduced in FY27 upon evaluation to align with the other committees. There should also be an evaluation of the need for separate FC and IC meetings in addition to the joint FC/IC meeting in February.

Attachment: DRAFT Proposed FY26 ECHB Board and Committee Master Calendar

JULY 2025 Keeping July dark

S	M	T	W	T	F	S
		1	2	3	4 Indep. Day	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

AUGUST 2025 Removed QC

S	M	T	W	T	F	S
					1	2
3	4 BCC	5	6	7	8	9
10	11 IC - 1	12	13	14	15	16
17	18	19	20	21	22	23
24 / 31	25 FC-1	26	27 ECHB - 1	28	29	30

SEPTEMBER 2025

S	M	T	W	T	F	S
	1 Labor Day	2	3	4	5	6
7	8 BCC QC - 1	9 GC-1	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24 ECHB - 2	25 ECC-1	26	27
28	29	30 CAC-1				

OCTOBER 2025 Removed FC

S	M	T	W	T	F	S
			1 Yom Kippur	2	3	4
5	6 BCC	7	8	9	10	11
12	13 Columbus Day	14	15 ECHB - 3	16	17	18
19	20	21	22 Rosh Hashanah	23	24	25
26	27	28	29	30	31	

NOVEMBER 2025 Moved FC and GC from Dec. to Nov. and moved Board mtg later

S	M	T	W	T	F	S
						1
2	3 BCC QC - 2	4 FC - 2	5 CAC - 2	6 ECC - 2	7	8
9	10 IC - 2	11 GC - 2	12	13	14	15
16	17	18 Veterans Day	19 ECHB - 4	20	21	22
23 / 30	24	25	26	27 Thanksgiving	28	29

DECEMBER 2025 Removed QC; Moved FC and GC to November

S	M	T	W	T	F	S
	1 BCC	2	3	4	5	6
7	8	9	10 ECHB-5 holiday dinner	11	12	13
14 Hanukkah Begins	15	16	17	18	19	20
21	22 Hanukkah Ends	23	24 Xmas Eve	25 Xmas	26	27
28	29	30	31 NYE			

JANUARY 2026 Keeping Jan dark; Removed FC

S	M	T	W	T	F	S
28	29	30	31 NYE	1 NYD	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19 MLK	20	21	22	23	24
25	26	27	28	29	30	31

FEBRUARY 2026 Removed QC; Moved CAC to March; Board meeting later

S	M	T	W	T	F	S
1	2 BCC FC - 3	3	4	5	6	7
8	9 IC - 3	10	11	12	13	14 Valentine's Day
15 Ski Week	16 Presidents Day	17 Chinese New Year	18	19	20	21
22	23 Joint IC / FC	24	25 ECHB - 6	26	27	28

MARCH 2026 ECHB – Committees Strategy Deep Dive Meeting (Timed to align with strategy and goals)

S	M	T	W	T	F	S
1	2 BCC QC - 3	3	4 CAC - 3	5 ECC - 3	6	7
8	9	10 GC - 3	11	12	13	14
15	16	17	18 Ramadan Ends	19	20	21
22	23 FC - 4	24	25 ECHB-7 COMBINED	26	27	28
29	30	31				

APRIL 2026 Removed CAC

S	M	T	W	T	F	S
			1 Passover	2	3	4
5 Easter/ Passover	6 BCC	7 Spring Break	8	9 Passover End	10	11
12	13	14	15	16	17	18
19	20 Eid al-Fitr	21	22 ECHB - 8	23	24	25
26	27	28	29	30 Holy Monday		

MAY 2026

*Committees must meet and approve FY2027 committee goals

S	M	T	W	T	F	S
26	27	28	29	30	1	2
3	4 BCC QC - 4	5	6	7	8	9
10	11 IC - 4	12	13	14	15	16
17	18 FC - 5	19	20	21	22	23
24 / 31	25 Mem. Day	26	27 ECHB-9	28	29	30

JUNE 2026

S	M	T	W	T	F	S
31	1 BCC QC - 5	2 GC-4	3 CAC - 4	4 ECC - 4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24 ECHB - 10	25	26	27
28	29	30				

CURRENT

DRAFT FOR DISCUSSION ONLY: PROPOSED FY26 ECH Board & Committee Master Calendar

District Board ECHD	Hospital Board ECHB	Executive Comp ECC	Finance FC	Quality QC	Compliance CAC	Governance GC	Investment IC	ECHMN
7x per even years; 6x per odd years, plus site visits	10x per year	4x per year	6x per year plus joint meeting with IC	8x per year	5x per year	4x per year	4x per year plus joint meeting with FC	5x per year
August, October, December (election year only), February, March, May, June	All months except Jan and July	Sept, Nov, March, June	Aug, Oct, Dec, Jan, March, May plus Combined FC-IC in Feb	Aug, Sept, Nov, Dec, Feb, March, May, June	Sept, Nov, Feb, April, June	Sept, Dec, March, June	Aug, Nov, Feb, May Combined FC-IC in Feb	August, November, February, March, May

PROPOSED:

District Board ECHD	Hospital Board ECHB	Executive Comp ECC	Finance FC	Quality QC	Compliance CAC	Governance GC	Investment IC	ECHMN
	10x per year	4x per year	5x per year plus joint meeting with IC	5x per year plus BCC	4x per year	4x per year	4x per year plus joint meeting with FC	
TBD by ECHD Board	No Change	No Change	Remove Oct. Shift Dec to Nov and Jan to Feb. Aug, Nov, Feb, March, May plus Combined FC-IC in Feb	Remove Aug, Dec, Feb. Sept, Nov, Mar, May, June Add monthly BCC	Shift Feb to March, remove April Sept, Nov, March, June	Shift Dec to Nov Sept, Nov, March, June	No change	TBD by ECHMN board

BCC: Board Credentials Committee. Three board members from Quality Committee. Create Board resolution delegating approval of credentials to the BCC.

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

To: El Camino Hospital Board Governance Committee
From: Theresa Fuentes, Chief Legal Officer
Date: December 2, 2024
Subject: Triannual Review of El Camino Hospital Bylaws

Recommendation:

To obtain Governance Committee input regarding process for triannual review of El Camino Hospital Bylaws.

Summary:

The Governance Committee Charter tasks the Governance Committee with providing for a review of the Hospital's Articles of Incorporation and Bylaws at least once every three years. The Bylaws were last amended in October 2018. The Articles of Incorporation were last amended in 2002.

The Chief Legal Officer will review the Bylaws and the Articles of Incorporation to ensure they meet current legal requirements. Other than this legal review, Governance Committee input is requested regarding (1) any specific item of interest in the Bylaws that should be addressed in the review, and (2) the process for review.

Regarding the substance of the Bylaws, at least two topics have come up recently. One is the provision in Bylaws section 8.1 that requires the office of Secretary and Treasurer to be held by the same person. ECH has a Chief Financial Officer who can be designated by the Board as an officer to perform the duties of a treasurer in accordance with California law, that would eliminate the need for the Secretary to also hold the position of Treasurer.

The second topic concerns term limits in Article VIII of the Bylaws. Currently the election of directors and term limit provisions in the Bylaws do not distinguish between directors who are also district board directors and those who are not. All directors, whether or not they are district board members, are subject to term limits on the hospital board. Specifically, with some exceptions for board members who were on the board prior to January 1, 2014, directors may only serve for a total period of twelve years (directors can be re-elected after 2 years from leaving the board). This means that without a change in the Bylaws, there may be directors in the near future who serve on the district board (which has no term limits) but who are termed out of service on the hospital board, which would result in significant changes to the composition of the board. A chart is attached that illustrates the term limits of all hospital board members.

Attachment: Hospital Board Term Limit Chart – December 2024

ATTACHMENT A

Hospital Board Term Limit Chart – December 2024

Name	First Full Term ECHD	First Full Term ECHB	Second Term ECHB	Third Term ECHB	Fourth Term ECHB	Current Term Expires	ECHB Term Limit Expires
Chen ¹	N/A	July 2015	July 2018	July 2021	July 2024	June 2027	June 2027
Doiguchi ²	N/A	July 2023	July 2026	July 2029	July 3032	June 2026	June 2035
Fung ³	Dec 2014	Dec 2014	Dec 2018	Dec 2022	N/A	Dec 2026	Dec 2026
Miller ⁴	Dec 2012	Dec 2012	Dec 2016	Dec 2020	Dec 2024	Dec 2028	Dec 2028
Po ⁵	N/A	July 2019	July 2022	July 2025	July 2028	June 2025	June 2031
Rebitzer ⁶	N/A	July 2017	July 2020	July 2023	July 2026	June 2026	June 2029
Somersille ⁷	Dec 2020	Dec 2020	Dec 2024	Dec 2028	N/A	Dec 2028	Dec 2032
Ting ⁸	Dec 2018	Dec 2018	Dec 2022	Dec 2026	N/A	Dec 2026	Dec 2030
Watters ⁹	N/A	July 2021	July 2024	July 2027	July 2030	June 2027	Dec 2033
Zoglin ^{10*}	Dec 2008	Dec 2008	Dec 2012	Dec 2016	Dec 2020 Dec 2024	Dec 2028	Dec 2028

Note: For illustrative purposes only, the chart assumes directors who are eligible will be reappointed/re-elected to serve until their terms expire.

¹ Director Chen has a “2017 Director” seat. Per section 4.6(a)(i) “any 2012 Director or 2017 Director who first takes office during calendar year 2014, or any time thereafter, may only serve four (4) complete three (3) year terms as a Director.”

² Director Doiguchi has a “2017 Director” seat.

³ Director Fung is a section 4.6(a)(ii) director who “first takes office during calendar year 2014, or any time thereafter, may only serve three (3) complete four (4) year terms as a Director.”

⁴ Director Miller is a section 4.6(b)(ii) director “who is serving as a Director as of January 1, 2014 may only serve three (3) complete four (4) year terms as a Director **beginning with such Director’s next term of office that commences after January 1, 2014.**”

⁵ Director Po has a “2012 Director” seat. Under section 4.6(a)(i) “any 2012 Director or 2017 Director who first takes office during calendar year 2014, or any time thereafter, may only serve four (4) complete three (3) year terms as a Director.”

⁶ Director Rebitzer has a “2017 Director” seat.

⁷ Director Somersille is a section 4.6(a)(ii) director.

⁸ Director Ting is a section 4.6(a)(ii) director.

⁹ Director Watters is a “2017 Director” (appointed for partial term in 2019; 2021 first “complete term”).

¹⁰ Director Zoglin is a section 4.6(b)(ii) director “who is serving as a Director as of January 1, 2014 may only serve three (3) complete four (4) year terms as a Director beginning with such Director’s **next term of office that commences after January 1, 2014.**”

EL CAMINO HOSPITAL BOARD OF DIRECTORS GOVERNANCE COMMITTEE MEETING MEMO

To: Governance Committee
From: Tracy Fowler, Director, Governance Services
Date: December 2, 2024
Subject: Proposed Board Member Training and Education Resource

Purpose:

To provide the Committee with an overview of a new board education program from as a potential resource to enhance board knowledge and competency in healthcare governance, supporting the Committee's goal of organizing high-impact education sessions on industry trends and governance best practices.

Summary:

1. **Situation:** The Governance Committee aims to provide board members with targeted educational resources to help them address complex, evolving healthcare governance issues effectively. Currently, our board members have diverse knowledge levels, and their limited time for professional development presents challenges in maintaining consistent, up-to-date governance expertise across the board.
2. **Background:** Currently, the Committee follows a Board and Committee Education Policy that allows directors and community members to attend industry conferences within an established annual budget. Additionally, we provide committee-specific educational articles and host joint board and committee meetings to offer strategic insights on healthcare trends. While these practices are valuable, strong governance also supports opportunities for board members to strengthen their individual governance skills, enhancing both personal and collective board competency.
3. **Assessment:** Veralon's Board Education Program appears well-suited to meet our committee's educational objectives. It offers governance-focused, concise content tailored specifically for healthcare boards, addressing diverse learning needs with flexibility. The program includes a "Board Education Survey" to assess knowledge gaps, ensuring personalized and relevant learning opportunities. With a comprehensive library of over 150 short video courses, various engagement formats, and on-demand access, Veralon provides a structured approach to board education that aligns with our goals of fostering continuous development and informed decision-making. Integrating these resources into Boardvantage would enhance the platform's utility with structured, industry-specific governance insights.
4. **Recommendation:** Management recommends the Governance Committee consider a pilot of Veralon's "Board Education Survey" to assess current knowledge needs and align future educational offerings with identified gaps. Additionally, we could incorporate Veralon's curated resources into Boardvantage to enrich our existing

resource section, providing members with continually updated, governance-focused content. Establishing a periodic review process will help ensure the program's continued relevance and effectiveness.

List of Attachments:

1. Veralon Information Sheet

BOARD EDUCATION SOLUTIONS FOR TODAY'S CHALLENGES

The complexity of governing

Challenge: The issues facing hospital boards are more complex than ever. New issues like enterprise risk and cybersecurity are coming onto the board's agenda, while areas such as finance and quality still require as much attention as ever.

Solution: Veralon brings insight from experts across the industry to ensure that we are equipping boards with the best thinking on the key issues they need to tackle.

Representative subject matter experts include:

- Pam Knecht, nationally recognized governance expert
- David Nash, M.D., national expert on quality improvement
- John Riggi, AHA National Advisor for Cybersecurity and Risk
- Todd Sagin, M.D., J.D., national expert on physician and legal issues

Varying knowledge levels

Challenge: Boards members often bring a wide spectrum of experience and knowledge levels on the issues they need to understand.

Solution: Veralon surveys the board to understand individual and overall knowledge gaps. We customize education so that the whole board can speak the same language and effectively engage in important discussions.

Limited Board and Executive Time

Challenge: Boards and executives have limited time to find and vet educational resources, let alone engage with them.

Solution: Veralon's content is easy to access and digest. All video courses are 8-12 minutes long. Board members can engage as a group during a meeting or on their own time. We do the work so you don't have to research and compile educational resources.

Information at the right level

Challenge: Boards need education to be at the governance level: concise, focused on the board's role, and not in the weeds.

Solution: Veralon exclusively focuses on hospital and health system boards. We put all content through the filter of what matters most to boards to ensure it is what your board needs.



WHAT SETS VERALON APART?

Through our customized, comprehensive, and engaging Virtual Board Education solution, Veralon is uniquely able to:

- **Customize** an education plan for the board, committees, and individual board members, tailored to their specific needs
 - Survey to assess each board member's knowledge gaps
 - Continually updated library of ~150 video courses
 - Content at the governance level to keep the board focused on its job
- **Engage** board members in active learning
 - Succinct, digestible content (8-12 minute video courses)
 - Convenient, 24/7 on-demand access
 - Multiple modes of learning (videos, virtual experts, in-person summit, podcasts, blogs)
 - Reminders, knowledge checks, and certificates to maximize participation
- **Prioritize** board education and development opportunities
 - Advisers with decades of experience help you set your priorities
 - Up-to-the-minute knowledge of key challenges, opportunities, and trends
 - Consultative, objective approach to board assessment and development

We commit to being your board education partner to **Build Better Boards**.





VERALON[®]

TRANSFORMATIVE HEALTHCARE CONSULTING

Virtual Board Education

Empowering hospital trustees to elevate their board.

Veralon provides a virtual board education solution that empowers trustees with governance knowledge. We believe better boards make better decisions which lead to better care.

SUBSCRIPTIONS MAY INCLUDE:



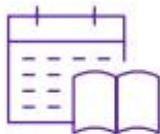
Video Library

The largest library of video courses specifically designed for hospital and health system boards featuring top industry experts.



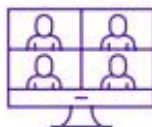
Branded Dashboard

Includes hospital logo and digital marketing billboard featuring custom content for your organization.



Learning Modules/Calendar

Options for individual and group learning, and the ability to identify and schedule the most suitable courses depending on your goals and objectives.



Virtual Huddles

Access to invitation-only small virtual roundtables covering a variety of hot topic issues, facilitated by a subject matter expert.



Virtual Expert

Virtual participation by subject matter experts for your board meetings, including board retreats.



Virtual Coaching

A customized video coaching experience with leading subject matter experts offering insights and solutions for your board.



Board Retreats

Facilitated discussion to explore emerging issues, review and clarify roles and responsibilities of the board, and set goals and priorities for your organization.



Board Assessments

Veralon's assessment resources will enable you to compare your board against best practices, highlight strengths, and identify opportunities for development.



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, September 17, 2024**

Members Present

Ken Alvares
Lanhee Chen, Chair
Michael Kasperzak **
Christina Lai
Julia Miller
Don Watters

Members Absent

None

Others Present

Dan Woods, CEO
Theresa Fuentes, CLO **
Tracy Fowler, Director, Governance Services
Gabriel Fernandez, Coordinator, Governance Services
George Anderson, Spencer Stuart **

** 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 5:31 pm by Vice Chair Christina Lai. A verbal roll call was taken, and a quorum was present. Chair Chen and Mr. Alvares were absent at the roll call. Mr. Chen arrived at 5:36 p.m. and Mr. Alvares arrived at 5:41 p.m.	<i>Called to order at 5:31 p.m.</i>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Vice Chair Lai announced that no requests to appear remotely for Just Cause or Emergence were received, so no motion was necessary.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Vice Chair Lai asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
4. PUBLIC COMMUNICATION	Vice Chair Lai invited the members of the public to address the Committee; no members of the public were in attendance, and no comments were provided.	
5. AGENDA ITEM 8: BOARD UPDATE	Vice Chair Lai announced that the agenda was being taken out of order to allow the full Committee to be present when agenda item 5 – Board and Committee Assessments Results would be discussed. She asked Mr. Woods to share the information for agenda item 8 – Board Update. Mr. Woods reported on two recent board approvals that would impact the Committee – the approval of the Committee Governance Policy at the August meeting and the approval of the Joint Venture for Project Development of a Rehabilitation Hospital at the September 11, 2024 meeting.	

<p>6. AGENDA ITEM 5: BOARD AND COMMITTEE ASSESSMENTS RESULTS</p>	<p>Dan Woods, CEO, introduced George Anderson from Spencer Stuart who provided a debrief on the annual board self-assessment results.</p> <p>Mr. Anderson reported that the annual assessment was complete, with a 100% response rate from the board. All board members were asked questions regarding the board, while committee questions were answered only by board members who sat on that committee. The committees each received surveys for their committee, and all community members except for one participated in the survey.</p> <p>Mr. Anderson presented the results of the Full Board and Governance Committee surveys, highlighting areas of high agreement and disagreement. He praised the board for their commitment to having productive meetings and noted improvements in the comfort level of expressing views openly. He identified areas for improvement, which were discussed as opportunities for further development. Chair Chen questioned the materiality of small differences in scores, and the committee decided to raise a point of concern about the board's evaluation of the organization's performance in relation to community healthcare needs. The team also discussed the issue of board members being organized properly into appropriate committees based on their background and expertise. Staff was asked to have committee effectiveness added to the Governance Committee pacing plan.</p>	<p>Actions: <i>Staff to add committee effectiveness to the Governance Committee pacing plan and bring it back to discuss at future meeting.</i></p> <p>Recommendations: <i>Ask Committee Chairs to have conversations with community members about their committee involvement.</i></p>
<p>7. AGENDA ITEM 6: ECHD AD HOC COMMITTEE (REAPPOINTMENT/ RECRUITMENT) SUPPORT</p>	<p>Mr. Woods shared the status of the current ECHD ad hoc committee in evaluating current board members for reappointment and the Governance Committee's role in providing support for that process. Mr. Alvares and Mr. Woods shared their experiences with the previous process, with Mr. Wood bringing up the use of a competency matrix for objective evaluation. A robust discussion ensued, including viewpoints that the process was unnecessary, an exercise in futility, and a critical component to maintaining objective judgment in discussions. The topic ended in agreeing a simpler version of the matrix would help identify the skills and competencies required for different roles within the organization, particularly for the board and committees. They agreed that such a tool would help avoid bias in the selection process and ensure a well-rounded team. The committee also discussed the importance of having a clear understanding of the organization's needs and gaps, and the need for leadership of the Board Chair and the CEO to guide the process. The conversation ended with a decision to move forward with the development of the competency matrix.</p>	<p>Action: <i>Staff to revisit the competency matrix for committee effectiveness topic and ECHD ad hoc committee support.</i></p>

<p>8. AGENDA ITEM 7: BOARD MEMBER ONBOARDING PROCESS</p>	<p>Ms. Fowler shared the onboarding plans for new directors for ECHB and ECHD and noted that the full materials are currently under revision. She asked for any comments, questions, or feedback from the committee. The feedback was positive, with a recommendation to make site visits required rather than optional.</p>	<p>Actions: <i>Add the Rehabilitation Center to the list of related entities' visits.</i></p>
<p>9. CONSENT CALENDAR</p>	<p>Motion: To approve the Open Session consent calendar.</p> <p>For Approval: a) Minutes of the Open Session Governance Committee Meeting (06/11/2024)</p> <p>Movant: Watters Second: Alvares Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Consent Calendar approved.</p>
<p>10. COMMITTEE ANNOUNCEMENTS</p>	<p>Chair Chen opened the discussion about future meeting dates due to member non-availability. He suggested that the timing of the March meeting be discussed at the December meeting.</p> <p>Motion: To approve the date change for the December 3rd meeting to December 2nd.</p> <p>Movant: Miller Second: Alvares Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None</p>	<p>December 3rd Governance Committee was moved to December 2nd.</p>
<p>11. ADJOURNMENT</p>	<p>Motion: To adjourn at 7:07 pm.</p> <p>Movant: Miller Second: Watters Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Meeting Adjourned at 7:07 pm</p>

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

Gabriel Fernandez
Coordinator, Governance Services

Prepared by: Gabriel Fernandez, Coordinator, Governance Services
Reviewed by: Theresa Fuentes, CLO; Tracy Fowler, Director, Governance Services

FY25 Governance Committee Pacing Plan

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
Minutes			✓			✓			✓			✓
Review Progress Against Goals			✓			✓			✓			✓
Board Action Plan Development			✓									
ECHD Reappointment Support			✓									
Board/Committee Onboarding Plan			✓									
ECHB Policy Review						✓						
Board Education						✓						
Board Assessment Plan Overview									✓			
Plan for Joint Education Session						✓						
Develop next FY GC Goals									✓			
Review Advisory Committees Next FY Goals												✓
Review Advisory Committee and Committee Chair Assignments												✓
Finalize Next FY Master Calendar												✓

FY25 GOVERNANCE COMMITTEE GOALS

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.

GOALS	ACTIONS/METRICS	STATUS
1. Enhance Board Composition, Development, and Effectiveness	<ul style="list-style-type: none"> - In conjunction with the ECHD Re-Appointment and Recruitment, provide a method for regular competency and skills assessment of the Board. - Organize education sessions on industry trends and best governance practices. - Maintain resource section on Boardvantage of pertinent conferences, resources, newsletters, and professional organizations. - Implement regular and comprehensive board and committee assessments. - Develop Board Action plan - based on assessment results. - Develop onboarding mentorship program pairing experienced and new Board/Committee members. 	<ul style="list-style-type: none"> - On track. Next year assessment will include interviews. Education offerings on current agenda.
2. Review and Update Governance Documents and Policies	<ul style="list-style-type: none"> - Schedule regular reviews of Bylaws and policies. - Develop communication and/or training as necessary for policy updates. 	<ul style="list-style-type: none"> - On track. Review on current agenda
3. Support Board Advisory Committee Alignment with Organizational Strategy and Goals	<ul style="list-style-type: none"> - Ensure regular review of Advisory Committee goals and charters. - Hold joint education sessions between Board, Advisory Committees, and organizational leadership to ensure alignment with organizational needs. 	<ul style="list-style-type: none"> - Paced for March meeting.
4. Promote ethical behavior and ensuring that the organization is acting in accordance with its values and principles.	<ul style="list-style-type: none"> - Monitor the frequency of Code of Conduct revision to ensure it remains current with the organization's culture and external factors - Monitor the annual acknowledgement of Conflict of Interest policy. 	<ul style="list-style-type: none"> - Paced for June meeting

FY25 El Camino Hospital Board of Directors Advisory Committee & Liaison Appointments

COMMITTEE APPOINTMENTS						
COMMITTEE	COMPLIANCE & AUDIT	EXEC COMPENSATION	FINANCE	GOVERNANCE	INVESTMENT	QUALITY
CHAIR	Lica Hartman	Bob Miller	Don Watters	Lanhee J. Chen	Brooks Nelson	Carol Somersille, MD
VICE CHAIR	Julia E. Miller	Wayne Doiguchi	Bill Hooper	Christina Lai	John Zoglin	Melora Simon
BOARD MEMBERS	Jack Po, MD	Carol Somersille, MD	Wayne Doiguchi	Don Watters	Peter C. Fung, MD	Jack Po, MD
		George O. Ting, MD	Peter C. Fung, MD	Julia E. Miller		John Zoglin
COMMUNITY MEMBERS	Sylvia Fong	Tom Asmar	Cynthia Stewart	Ken Alvares	Nicola Boone	Krutica Sharma
	Sharon Anolik Shakked	Mary Hassett	RECRUIT	Mike Kasperzak	John Conover	Pancho Chang
	Christine Sublett	Estrella Parker			Robin Driscoll	RECRUIT
		Todd Shaw			Ken Frier	
MEDICAL STAFF OFFICERS & MEDICAL NETWORK BOARD MEMBERS						Steve Xanthopoulos, MD
						Shahram Gholami, MD
						Linda Huynh, MD <i>Alternate</i>
						Randy Lian, MD <i>Alternate</i>
LIAISON APPOINTMENTS				LEGEND: *Hospital Board Members *District Board Members *Community & Staff Members		
COMMUNITY BENEFIT ADVISORY COUNCIL (CBAC) (Liaison)*		Carol Somersille, MD	ECH FOUNDATION BOARD OF DIRECTORS (Liaison)		Julia E. Miller	

*CBAC Liaison is appointed by ECHD.

Approved by Hospital Board of Directors: 06/12/2024