



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, March 12, 2024**

Members Present

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

Members Absent

Michael Kasperzak

Others Present

Dan Woods, CEO
Theresa Fuentes, CLO
Tracy Fowler, Director, Governance Services
Gabriel Fernandez, Coordinator, Governance Services

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 5:58 pm by Chair Lanhee Chen. A verbal roll call was taken. A quorum was present	Called to order at 5:58 pm
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Chair Chen announced that there were no requests received today to appear remotely for Just Cause or Emergence. No motion was necessary.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Chen 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	Chair Chen invited the members of the public to address the Committee, no members of the public were in attendance and no comments were provided.	
5. CONSENT CALENDAR	<p>Motion: To approve the Open Session consent calendar.</p> <p>For Approval: a) Minutes of the Open Session Governance Committee Meeting (12/12/2024)</p> <p>Movant: Watters Second: Miller Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	Consent Calendar approved.
6. GOVERNANCE COMMITTEE PROGRESS	Ms. Fowler shared the progress on the FY24 Governance Committee Goals. She noted the change in the format for the committee goals to demonstrate progress more clearly as directed by the Committee at the last meeting. The Committee discussed the current repository of candidates for Board and Committee openings and the methodology surrounding the continuing development of the repository.	Actions: Staff to refine the Board/ Committee repository to reflect candidate interest to potentially serve on the Board and Committees and their relevant competencies.

7. BOARD TRAINING AND DEVELOPMENT	<p>Mr. Woods led a robust conversation with the Committee regarding the ongoing plans for board training and development. Mr. Woods highlighted the objectives for the April Hospital Board Strategy session, as well as defining traits a successful health system should exhibit. Mr. Woods highlighted that the session would guide the Board on strategies for strategic goal setting in a health system. The Committee highlighted the necessity to constantly revisit and adapt the organization's strategic plan to be in line with the evolving nature of the market. Mr. Woods also highlighted the plans for the May Joint Education Session for the Board and Committees.</p>	
8. FY25 COMMITTEE PLANNING ITEMS	<p>Ms. Fowler presented the FY25 Committee Planning Items to the Committee for review. The Committee inquired regarding revisions made to the charters. Ms. Fuentes provided an update on the charter revisions and the goal for staff to refine and standardize the charters across the committees.</p> <p>Motion: To approve the FY25 Committee Goals.</p> <p>Movant: Lai Second: Alvares Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p> <p>Motion: To approve the FY25 Pacing Plan.</p> <p>Movant:Watters Second: Miller Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<p><i>FY25 Committee Goals Approved.</i></p> <p><i>FY25 Pacing Plan Approved.</i></p>
9. BOARD AND COMMITTEE ASSESSMENT PLAN UPDATE	<p>Chair Chen shared an update of his board assessment discussion with a governance consultant from Spencer Stuart. Chair Chen expressed a desire for the assessments to be measurable from year to year, to best achieve consistent reviewable data that can track progress.</p>	

<p>10. ECH BOARD POLICIES</p>	<p>Ms. Fuentes opened the discussion with a summary of the current policy update request. The Committee discussed the policy, including revising the committee member terms to three years.</p> <p>Motion: To recommend the El Camino Hospital Board Committee Governance Policy for El Camino Hospital Board Approval, with modification of three-year term for committee members.</p> <p>Movant: Alvares Second: Miller Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p> <p>Motion: To recommend approval of the Board and Advisory Committee Continuing Education Policy for El Camino Hospital Board Approval</p> <p>Movant: Miller Second: Watters Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<p>Motions approved.</p> <p>Actions: For EHCB Committee Governance Policy: Staff to revise the Committee term to three (3) years, to be aligned with Hospital Board member term.</p>
<p>11. COMMITTEE ANNOUNCEMENTS</p>	<p>Ms. Fowler provided an update on internal software updates to the Board portal software utilized by the organization.</p>	
<p>12. ADJOURNMENT</p>	<p>Motion: To adjourn at 7:15 pm.</p> <p>Movant: Alvares Second: Miller Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<p>Meeting Adjourned at 7:15 pm</p>

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

Tracy Fowler
 Director, Governance Services

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