



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, June 11, 2024**

Members Present

Ken Alvares
Lanhee Chen, Chair
Michael Kasperzak
Don Watters **

Members Absent

Christina Lai
Julia Miller

Others Present

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

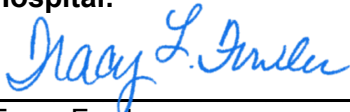
Agenda Item	Comments/Discussion	Approvals/ Action
<p>1. CALL TO ORDER/ ROLL CALL</p>	<p>The open session of the regular meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:37 pm by Chair Lanhee Chen. A verbal roll call was taken. A quorum was present. Director Miller and Ms. Lai were absent.</p>	<p><i>Called to order at 5:37 pm</i></p>
<p>2. CONSIDER APPROVAL FOR AB 2449 REQUESTS</p>	<p>Chair Chen announced that Director Don Watters would be attending the meeting remotely under a Just Cause exemption. Director Watters confirmed that no individuals over 18 were present in the room.</p>	
<p>3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</p>	<p>Chair Chen asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.</p>	
<p>4. PUBLIC COMMUNICATION</p>	<p>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.</p>	
<p>5. REVIEW REVISIONS TO ADVISORY COMMITTEE CHARTERS</p>	<p>Ms. Fuentes shared an overview of the process of reviewing committee charters and an explanation of the edits recommended, which included standardized language, clarifying language regarding affiliated entities, inclusion of Hospital Bylaws citation, and alignment with the proposed new Committee Governance policy. The Committee did not have any additional edits to recommend. The charters will go to the respective committees in August and then to the Board for final approval in September.</p> <p>The Committee discussed whether the Finance Committee and Investment Committee should be combined. A discussion ensued regarding the differing focus and membership of the two committees. Combining the two committees is not recommended at this time.</p> <p>A robust discussion ensued regarding the Quality Committee’s request to receive minutes from ECHMN Quality Committee. Pros and cons were discussed, including that the committee generally favors transparency, but also acknowledges the challenges surrounding maintaining confidentiality of the minutes, and that the ECHMN minutes may not be as informative as hospital</p>	

	<p>minutes given that ECHMN has different regulatory standards. The request should be discussed with ECHMN board.</p> <p>Motion: To approve the Advisory Committee charters to go to each committee for review and then to the Hospital Board for approval.</p> <p>Movant: Alvares Second: Kasperzak Ayes: Alvares, Chen, Kasperzak, Watters Noes: None Abstentions: None Absent: Lai, Miller Recused: None</p>	
<p>6. REVIEW REVISIONS TO PROPOSED GOVERNANCE POLICY</p>	<p>Ms. Fuentes shared the revisions to the proposed Committee Governance policy with the requested changes from the Board. The Committee recommended that the sentence “without effecting the term” in paragraph 2 of the second page of the policy should be changed to “without impacting the term.”</p> <p>Motion: To recommend the El Camino Hospital Board Committee Governance Policy for El Camino Hospital Board Approval, with the change noted above.</p> <p>Movant: Alvares Second: Kasperzak Ayes: Alvares, Chen, Kasperzak, Watters Noes: None Abstentions: None Absent: Lai, Miller Recused: None</p>	
<p>7. GOVERNANCE COMMITTEE PROGRESS</p>	<p>Ms. Fowler shared the progress on the FY24 Governance Committee Goals and noted that the Hospital Bylaws would be reviewed in FY25. Ms. Fowler also shared ongoing process developments regarding Board and Committee member education opportunities.</p>	<p>Actions: Staff to develop a plan to include community committee members in the education sessions.</p>

<p>8. FY25 COMMITTEE PLANNING ITEMS</p>	<p>Ms. Fowler shared the new proposed FY25 meeting dates for the Committee. Mr. Fernandez confirmed that all members had been polled for dates. Committee Member Kasperzak raised a scheduling conflict with the March meeting. The Committee discussed conditional approval of the proposed meeting dates with the understanding that the March date will need to be adjusted to ensure full committee attendance.</p> <p>Motion: To approve the FY25 Governance Committee meeting dates.</p> <p>Movant: Kasperzak Second: Alvares Ayes: Alvares, Chen, Kasperzak, Watters Noes: None Abstentions: None Absent: Lai, Miller Recused: None</p>	<p>Actions: Staff to poll the Governance Committee for an updated March meeting date.</p>
<p>9. FY25 BOARD AND ADVISORY COMMITTEES PLANNING</p>	<p>Mr. Woods presented the FY25 advisory committee goals, committee dates, and pacing plans. Mr. Woods shared the proposed FY25 committee assignments. The Committee discussed the positive impact of community member service and the size of the Governance Committee.</p> <p>Motion: To recommend the FY25 Advisory Committee goals, meeting dates, pacing plans, and committee assignments for El Camino Hospital Board approval.</p> <p>Movant: Alvares Second: Kasperzak Ayes: Alvares, Chen, Kasperzak, Watters Noes: None Abstentions: None Absent: Lai, Miller Recused: None</p>	
<p>10. BOARD AND COMMITTEE ASSESSMENTS</p>	<p>The Committee discussed the process for Board and Committee assessments. The Committee expressed a desire to utilize the consultant for evaluating the metrics received from the assessments.</p>	
<p>11. 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 (03/12/2024)</p> <p>Movant: Alvares Second: Watters Ayes: Alvares, Chen, Kasperzak, Watters Noes: None Abstentions: None Absent: Lai, Miller Recused: None</p>	<p>Consent Calendar approved.</p>

11. COMMITTEE ANNOUNCEMENTS	The Committee did not have any announcements.	
12. ADJOURNMENT	Motion: To adjourn at 6:26 pm. Movant: Second: Ayes: Alvares, Chen, Kasperzak, Watters Noes: None Abstentions: None Absent: Lai, Miller Recused: None	Meeting Adjourned at 6:26 pm

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