

**AGENDA  
EXECUTIVE COMPENSATION COMMITTEE OF THE  
EL CAMINO HOSPITAL BOARD OF DIRECTORS**

**Monday, December 16, 2024 – 4:00pm**

El Camino Hospital | Sobrato Board Room 1 | 2500 Grant Road, Mountain View, CA 94040

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: 949 1643 6073#.** No participant code. Just press #.

To watch the meeting, please visit:

[Committee 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 Committee member is participating in the meeting via teleconference.

A copy of the agenda for the Regular Committee Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at **(650) 988-3218** prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

	<b>AGENDA ITEM</b>	<b>PRESENTED BY</b>	<b>ACTION</b>	<b>ESTIMATED TIMES</b>
1	<b>CALL TO ORDER/ROLL CALL</b>	Bob Miller, Chair		<b>4:00 pm</b>
2	<b>CONSIDER APPROVAL FOR AB 2449 REQUESTS</b>	Bob Miller, Chair	<b>Possible Motion</b>	<b>4:00 pm</b>
3	<b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Bob Miller, Chair	<b>Information</b>	<b>4:00 pm</b>
4	<b>PUBLIC COMMUNICATION</b> a. Oral Comments <i>This opportunity is provided for persons to address the Committee on any matter within the subject matter jurisdiction of the Committee that is not on this agenda. Speakers are limited to three (3) minutes each.</i> b. Written Public Comments <i>Comments may be submitted by mail to the El Camino Hospital Executive Compensation Committee at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Committee as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.</i>	Bob Miller, Chair	<b>Information</b>	<b>4:00 pm</b>
5	<b>CONSENT CALENDAR ITEMS:</b> a. <a href="#">Approve Minutes of the Open Session of the ECC Meeting (09/24/2024)</a> b. <a href="#">Approve Updated Positions in Executive Compensation Program</a> c. <a href="#">Receive FY25 Committee Goals/Pacing Plan</a>	Bob Miller, Chair	<b>Motion Required</b>	<b>4:00 – 4:05</b>
6	<b><a href="#">ECC ASSESSMENT RESULTS</a></b>	Bob Miller, Chair Deanna Dudley, CHRO	<b>Discussion</b>	<b>4:05 – 4:20</b>
7	<b><a href="#">PROCESS REVIEW: CEO PERFORMANCE ASSESSMENT</a></b>	Bob Miller, Chair Heidi O'Brien, Mercer Rob Kirkpatrick, Mercer	<b>Discussion</b>	<b>4:20 – 4:45</b>
8	<b><a href="#">PROCESS REVIEW: EXECUTIVE PERFORMANCE ASSESSMENT</a></b>	Dan Woods, CEO Deanna Dudley, CHRO	<b>Discussion</b>	<b>4:45 – 5:00</b>
9	<b>RECESS TO CLOSED SESSION</b>	Bob Miller, Chair	<b>Motion Required</b>	<b>5:00 – 5:01</b>
10	<b>SUCCESSION AND DEVELOPMENT PLANNING</b> <i>Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters – Executive Management.</i>	Dan Woods, CEO Deanna Dudley, CHRO	<b>Discussion</b>	<b>5:01 – 5:15</b>

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
11	<b>APPROVE EXECUTIVE GOALS FOR GOLL, KLEIN, LEWIS-TAYLOR, AND MALLUR</b> <i>Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters – Executive Management.</i>	Dan Woods, CEO Deanna Dudley, CHRO	<b>Motion Required</b>	<b>5:15 – 5:20</b>
12	<b>APPROVE MINUTES OF THE CLOSED SESSION OF THE EXECUTIVE COMPENSATION COMMITTEE</b> - Minutes of the Closed Session of the ECC Meeting (09/24/2024)  <i>Report involving Gov't Code Section 54957.2 for closed session minutes.</i>	Bob Miller, Chair	<b>Motion Required</b>	<b>5:20 – 5:25</b>
13	<b>RECONVENE TO OPEN SESSION</b>	Bob Miller, Chair	<b>Motion Required</b>	<b>5:25 – 5:26</b>
14	<b>REPORT OUT FROM CLOSED SESSION</b>	Gabe Fernandez, Governance Services Coordinator	<b>Information</b>	<b>5:26 – 5:27</b>
15	<b><u>APPOINTMENT OF COMPENSATION CONSULTANT RFP AD HOC COMMITTEE</u></b> a. Approve ECC Resolution 2024-01 b. Review RFP Selection Criteria and Timeline	Bob Miller, Chair	<b>Motion Required</b>	<b>5:27 – 5:40</b>
16	<b>COMMITTEE ANNOUNCEMENTS</b>	Bob Miller, Chair	<b>Information</b>	<b>5:40 – 5:45</b>
17	<b>ADJOURNMENT</b>	Bob Miller, Chair	<b>Motion Required</b>	<b>5:45 pm</b>

**Next Meetings:** *March 20, 2025* (New date TBD); June 5, 2025



**Minutes of the Open Session of the  
Executive Compensation Committee  
of the El Camino Hospital Board of Directors  
Tuesday, September 24, 2024**

**El Camino Hospital, Sobrato Boardroom 1, 2500 Grant Road, Mountain View, CA 94040**

**Members Present**

**Bob Miller**, Chair  
**Tom Asmar**  
**Wayne Doiguchi**, Vice-Chair  
**Mary Hassett**  
**Estrella Parker**  
**Todd Shaw**  
**Carol Somersille, MD**  
**George Ting, MD,**

**Members Absent**

None

**Others Present**

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

\*\*via teleconference

<b>Agenda Item</b>	<b>Comments/Discussion</b>	<b>Approvals/ Action</b>
<b>1. CALL TO ORDER/ ROLL CALL</b>	The open session meeting of the Executive Compensation Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 4:02 p.m. by Chair Bob Miller. A verbal roll call was taken. Mr. Asmar was absent at roll call. A quorum was present. Mr. Asmar joined the meeting at 4:04 p.m. Chair Miller introduced Director Wayne Doiguchi as the new Vice-Chair of the Committee.	<b><i>Meeting called to order @ 4:04 p.m.</i></b>
<b>2. CONSIDER APPROVAL FOR AB 2449 REQUESTS</b>	All present members of the committee attended in-person. No consideration of approval for AB-2449 requests were needed.	
<b>3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	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.	
<b>4. PUBLIC COMMUNICATION</b>	Chair Miller invited the members of the public to address the Board. No members of the public were present and there was no written communication.	
<b>5. CONSENT CALENDAR</b>	Chair Miller asked if any member of the Committee or the public wished to remove an item from the consent calendar for further discussion. No items were removed.  <b>Motion:</b> To approve consent calendar  <b>Movant:</b> Ting <b>Second:</b> Hassett <b>Ayes:</b> Asmar, Doiguchi, Hassett, Miller, Parker, Shaw, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<b><i>Consent calendar approved</i></b>

<p><b>6. ECC POLICIES UPDATE</b></p>	<p>Ms. Dudley presented and sought approval for policy revisions which had been updated after review and discussion in the previous Committee meeting. Discussion included, but was not limited to, the definition of "material reduction" and its potential for interpretation and clarification on the claw back clause for severance. The severance pay structure was clarified as being paid bi-weekly as if the executive were still employed.</p> <p><b>Motion:</b> To approve the revisions to the ECC Policy 3_03, Executive Benefits Plan.</p> <p><b>Movant:</b> Hassett  <b>Second:</b> Asmar  <b>Ayes:</b> Asmar, Doiguchi, Hassett, Miller, Parker, Shaw, Somersille, Ting  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><b>Actions:</b>  <i>ECC Policy 3_03 – Executive Benefits Plan was approved</i></p>
<p><b>7. RECESS TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To recess to closed session at 4:14 p.m.</p> <p><b>Movant:</b> Somersille  <b>Second:</b> Asmar  <b>Ayes:</b> Asmar, Doiguchi, Hassett, Miller, Parker, Shaw, 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 4:14 p.m.</b></p>
<p><b>8. AGENDA ITEM 18: REPORT OUT FROM CLOSED SESSION</b></p>	<p>The Open Session reconvened at 6:01 pm. During the Closed Session the Executive Compensation Committee approved the Proposed FY25 executive base salaries and the minutes of the closed session from the June 6, 2024 meeting.</p>	
<p><b>9. AGENDA ITEM 19: APPROVAL OF ITEMS DISCUSSED IN CLOSED SESSION</b></p>	<p>The Committee took the following votes on items that were presented and discussed during the closed session:</p> <p>Agenda Item 8 – Proposed FY24 Organizational Performance Incentive Plan Score and Agenda Item 13 – Proposed FY25 CEO Base Salary Range were discussed in detail in closed session and both were recommended for Board approval as motioned below.</p> <p><b>Motion:</b> To approve the recommendation to the Hospital Board for approval of the Proposed FY24 Organizational Performance Incentive Plan Score and Proposed FY25 CEO Base Salary Range.</p> <p><b>Movant:</b> Shaw  <b>Second:</b> Asmar  <b>Ayes:</b> Asmar, Doiguchi, Hassett, Miller, Parker, Shaw, Somersille, Ting  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><b>Actions:</b>  <i>Proposed FY24 Organizational Performance Incentive Plan Score and Proposed FY25 CEO Base Salary Range were recommended for Board approval.</i></p>

	<p>Agenda Item 9 – Proposed FY24 Executive Individual Incentive Scores and Agenda Item 10 – Proposed FY24 Performance Incentive Plan Payouts were discussed in detail in closed session with motion to approve share in open session.</p> <p><b>Motion:</b> To approve the Proposed FY24 Executive Individual Incentive Scores and Proposed FY24 Performance Incentive Plan Payouts as discussed in closed session.</p> <p><b>Movant:</b> Ting  <b>Second:</b> Shaw  <b>Ayes:</b> Asmar, Doiguchi, Hassett, Miller, Parker, Shaw, Somersille, Ting  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>Proposed FY24 Executive Individual Incentive Scores and Proposed FY24 Performance Incentive Plan Payouts were approved.</i></p>
<p><b>10. AGENDA ITEM 20:                  CLOSING COMMENTS</b></p>	<p>Chair Miller thanked the committee for the good discussion.</p>	
<p><b>11. AGENDA ITEM 21:                  ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 6:04 p.m.</p> <p><b>Movant:</b> Ting  <b>Second:</b> Parker  <b>Ayes:</b> Asmar, Doiguchi, Hassett, Miller, Parker, Shaw, Somersille, Ting  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><b><i>Meeting adjourned at 6:04 p.m.</i></b></p>

**Attest as to the approval of the foregoing minutes by the Executive Compensation Committee of El Camino Hospital.**

\_\_\_\_\_  
 Tracy Fowler, Director, Governance Services

Prepared by: Tracy Fowler, Director, Governance Services  
 Reviewed by: Bob Miller, Committee Chair; Deanna Dudley, CHRO; Theresa Fuentes, CLO

**EL CAMINO HOSPITAL  
COMMITTEE MEETING COVER MEMO**

**To:** Executive Compensation Committee  
**From:** Deanna Dudley, CHRO  
**Date:** December 16, 2024  
**Subject:** Updates to Executive Compensation Program

**Purpose:**

We request the Committee's approval for updates to the Executive Compensation Program, specifically the inclusion of a new position and the update of a current executive's title.

**Summary:**

Since the last approval of the Executive Compensation Philosophy, two key changes have occurred:

1. **Dr. Shreyas Mallur** has been appointed as the Chief Quality Officer (CQO).
2. **Peter Goll** has been hired as the Chief Administrative Officer (CAO) for the El Camino Health Medical Network.
3. **Dr. Robert Quinn** has been hired as the President for the El Camino Health Medical Network.

The updated list of executive positions, reflecting these changes, is attached as **Attachment A** in the Executive Compensation Philosophy and **Appendix A** of the Delegation of Authority procedures. The policy and procedures have already been endorsed by this Committee and Board. We are now seeking formal approval for the administrative changes, including the addition of the CAO role and the naming of the CQO

**ATTACHMENT A of Executive Compensation Philosophy and APPENDIX A of  
Delegation of Authority Procedures  
APPROVED POSITIONS IN EXECUTIVE  
COMPENSATION PROGRAM  
Effective June 6, 2024**

<b>Job Title</b>	<b>Name</b>
Chief Administrative Services Officer	Kenneth K. King
Chief Executive Officer	Daniel J. Woods
Chief Financial Officer	Carlos Bohorquez
Chief Growth Officer	Omar Chughtai
Chief Human Resources Officer	Deanna W. Dudley
Chief Information Officer	Deborah A. Muro
Chief Legal Officer	Theresa J. Fuentes
Chief Medical Officer	Mark C. Adams, MD
Chief Nursing Officer	Cheryl L. Reinking
Chief Operating Officer	Tracey L. Taylor
Chief Quality Officer	<i>Shreyas Mallur, MD</i>
President, Foundation	Andrew Cope
President, El Camino Health Medical Network	<i>Robert Quinn, MD</i>
Chief Administrative Officer, El Camino Health Medical Network	<i>Peter Goll</i>
Chief Marketing and Communications Officer	Mark Klein
VP-President Concern	Cecile S. Currier
VP Payor Relations	Joan M. Kezic <sup>1</sup>

<sup>1</sup> Executive is considered a grandfathered participant and shall continue to be eligible for the Executive Compensation Program as long as the individual remains in an executive position with El Camino.

Note: Executives hired on an interim basis are not eligible for the Executive Compensation and Benefits Program.

## FY25 COMMITTEE GOALS AND PACING PLAN

### Executive Compensation Committee

The purpose of the Executive Compensation Committee (the “Committee”) is to assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in its responsibilities related to the Hospital’s executive compensation philosophy and policies. The Committee will advise the Board to meet all legal and regulatory requirements as it relates to executive compensation.

**STAFF:**        **Deanna Dudley**, Chief Human Resources Officer (Executive Sponsor)

The CHRO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration and for developing and disseminating in a timely manner management’s recommendations to the Committee and appropriate supporting information to facilitate the Committee’s deliberations and exercise of its responsibilities. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may participate at the discretion of the Committee Chair. These individuals shall be excused when the Committee is reviewing their individual compensation.

GOALS	TIMELINE	METRICS/PACING PLAN
1. Provide oversight and approvals for compensation-related decisions, including performance incentive goal-setting and plan design	<b>Q1</b> September 24	<ul style="list-style-type: none"> <li>- Review and approve FY25 executive base salaries</li> <li>- Review and recommend FY24 Organizational Incentive Score</li> <li>- Review and approve FY24 individual incentive scores</li> <li>- Review and approve FY24 executive payout amounts</li> </ul>
	<b>Q2</b> December 16	<ul style="list-style-type: none"> <li>- <b>Process Review: CEO Performance Management</b></li> <li>- <b>Process Review: Executive Performance Management</b></li> <li>- <b>Process Review: Succession and Development Planning</b></li> </ul>
	<b>Q3</b> March 20	<ul style="list-style-type: none"> <li>- Recommend FY26 ECC Committee goals</li> <li>- Receive mid-year strategic plan update</li> <li>- Process Review: Executive Goal Setting</li> </ul>
	<b>Q4</b> June 6	<ul style="list-style-type: none"> <li>- Review and recommend proposed FY26 organizational incentive goals</li> <li>- Review and approve FY26 individual executive goals</li> <li>- Review of CEO Performance Management Process</li> </ul>
2. Evaluate the effectiveness of the independent compensation consultant	<b>Q4</b> June 6	<ul style="list-style-type: none"> <li>- Conduct annual evaluation of ECC consultant</li> </ul>

**SUBMITTED BY:** Chair: Bob Miller | Executive Sponsor: Deanna Dudley

# Executive Compensation Committee Survey Results

September 2024

Prepared for El Camino Health

# Committee Review Process

- » Spencer Stuart was engaged by the Board and Chief Executive Officer of El Camino Health to assist with a survey-based review of the El Camino Health Board Committees.
- » The online survey was open from August 12 – 23, 2024. 7 out of 8 Committee Members completed the survey. The survey results and open response comments are presented on an unattributed basis in this report.
  - Individual Committee questions were only answered by Committee Members on those Committees:
    - Executive Compensation, “n” = 7
- » Participants were asked to answer a series of questions on a 4-point Likert scale, where a rating of “1” indicates strong disagreement and a rating of “4” indicates strong agreement. Participants were also given the option to respond “N/A”, indicating “no opportunity to observe.”
- » Comments in the Open Response sections may have been edited for clarity or to protect the identity of the authors. Certain comments have been redacted or modified if they referenced individuals in a directly identifiable way.
- » This report will be reviewed by the Governance Committee at its September 17, 2024 meeting.

# Summary: Highest and Lowest Rated Areas

The highest and lowest rated items by the Committee about the Committee as a collective. Scores were given on a 1-4 scale, from “Strongly Disagree” to “Strongly Agree.” A 4.0 rating is the average highest score possible. A 1.0 rating is the lowest.

Highest Rated	Avg. Score	Lowest Rated	Avg. Score
<b>Meetings:</b> Committee meetings focus on appropriate topics, such as areas of oversight and related education.	3.8	<b>Execution of Oversight Responsibilities:</b> On an annual basis, the Committee effectively deliberates on and approves appropriate performance goals.	3.2
<b>Committee Role:</b> Committee Members engage in productive and meaningful discussion.	3.8	<b>Execution of Oversight Responsibilities:</b> The Committee understands the mission and vision and reflects these understandings on key issues throughout the year.	3.3
<b>Committee Role:</b> The time commitment Committee Members are asked to make is reasonable and appropriate for fulfilling our duties.	3.8	<b>Relationship with Management:</b> Management provides high quality Committee materials, with the appropriate level of detail, to enable the Committee to effectively carry out its oversight responsibilities.	3.3
<b>Culture and Dynamics:</b> Committee Members honor the professional boundaries between governance and management.	3.8	<b>Skills, Experiences, and Attributes:</b> The Committee actively cultivates new candidates to form a pipeline of potential candidates who are qualified based on a defined, competency-based criteria.	3.3
<b>Execution of Oversight Responsibilities:</b> The Committee has an effective mechanism in place for resolving potential conflicts of interest.	3.8		
<b>Execution of Oversight Responsibilities:</b> The Committee has established procedures to effectively oversee quality.	3.75		

Note: Reported scores here are for the Committee as a collective and do not include the “Self-Reflection” questions.

# Committee Meetings

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
Committee meetings focus on appropriate topics, such as areas of oversight and related education.	1			1	5	3.8
Committee Members receive meeting notices, written agendas, minutes and other appropriate materials well in advance of meetings with appropriate time to review and prepare for meetings.	1			2	4	3.7
The Committee Chair effectively manages Committee dialogue, e.g., ensures that all voices are heard, guides discussion towards closure and decision, manages time and the meeting agenda effectively.	2		1		4	3.6
The Committee accomplishes our duties with adequate time for thoughtful inquiry and oversight, achieving the appropriate balance between presentation and engagement/discussion.	1			3	3	3.5

# Committee Role

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
Committee Members engage in productive and meaningful discussion.	1			1	5	3.8
The time commitment Committee Members are asked to make is reasonable and appropriate for fulfilling our duties.	1			1	5	3.8
The expectations for Committee service are clearly articulated and well understood by Committee members.	2			2	3	3.6

# Committee Culture and Dynamics

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
Committee Members honor the professional boundaries between governance and management.	1			1	5	3.8
The Committee operates with a spirit of collegiality and there is a culture of mutual respect among Committee members.	1			2	4	3.7
Committee Members possess strong communication skills, knowing when to listen and when to speak up.	1			2	4	3.7
Committee Members are comfortable expressing their views openly and productively both in Committee meetings and with Committee leadership and management, as needed.	1			2	4	3.7

# Committee Skills, Experiences, and Attributes

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
The Committee is composed of members with optimal subject matter expertise and appropriate competencies.	1			2	4	3.7
The Committee membership comprises diversity of thought, experience, gender, race and ethnic representation, and perspective in order to add greater value to the Committee's deliberations.	1			3	3	3.5
The Committee actively cultivates new candidates to form a pipeline of potential candidates who are qualified based on a defined, competency-based criteria.	1		1	2	3	3.3

# Relationship with Management

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
The Committee and management exhibit mutual trust and respect and foster transparency in the working relationship.	1			3	3	3.5
The Committee has an effective working relationship with the executive sponsor and hospital staff.	1			3	3	3.5
Management provides high quality Committee materials, with the appropriate level of detail, to enable the Committee to effectively carry out its oversight responsibilities.	1		1	2	3	3.3

# Execution of Committee's Oversight Responsibilities

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
The Committee has established procedures to effectively oversee quality.	3			1	3	3.75
The Committee has an effective mechanism in place for resolving potential conflicts of interest.	2			1	4	3.8
The organization's strategic planning processes are effective, and the Committee provides appropriate input into the strategic planning process, taking into account all key stakeholders.	2			3	2	3.4
The Committee understands the mission and vision and reflects these understandings on key issues throughout the year.	1		1	2	3	3.3
On an annual basis, the Committee effectively deliberates on and approves appropriate performance goals.	1		2	1	3	3.2

# Committee Effectiveness

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
The Committee has the proper number of community members representing specific issues of specialized expertise.	1			2	4	3.7
Committee Members have the experience to serve effectively.	1			2	4	3.7
Committee agendas are prepared and circulated timely and contain all pertinent information, minutes are taken accurately, and informational and logistical support are provided by management and outside advisors.	1			2	4	3.7
The Committee has strong leadership.	2			2	3	3.6
The current Committee structure and operating procedures are effective.	1			3	3	3.5
During the course of the year, the Committee effectively monitors performance against its goals and provides feedback regarding any needed course correction, including through regular reports of the appropriate committees tasked with specific oversight responsibilities.	1			4	2	3.3

# Self-reflection on Your Contributions to the Committee

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
I understand what the Committee expects of me in my role as member and the function, role, and responsibilities of being a Committee Member.	1			3	3	3.5
As a Committee Member, my expertise and experience are being fully leveraged.	1			2	4	3.7
I prepare for and actively participate in Committee meetings as well as other activities expected of me as a Committee Member.	1			2	4	3.7
I have a positive working relationship with other Committee Members.	1			2	4	3.7
I find serving on the Committee to be a satisfying and rewarding experience.	1			2	4	3.7

**DRAFT - CONFIDENTIAL**  
**EL CAMINO HOSPITAL BOARD OF DIRECTORS**  
**COMMITTEE MEETING COVER MEMO**

**To:** Executive Compensation Committee  
**From:** Deanna Dudley, CHRO  
Heidi O'Brien, Mercer  
Rob Kirkpatrick, Mercer  
**Date:** December 16, 2024  
**Subject:** CEO Performance Management Process

**Purpose:** To provide the Executive Compensation Committee with an overview and update on the CEO performance management process, including the annual assessment and results.

**Situation:** Each year, Mercer facilitates the CEO performance evaluation through a survey completed by both District and Hospital Board members. This survey gathers feedback on the CEO's performance across several key areas over the prior fiscal year. A separate set of District-specific questions are also included for District Board members. The CEO completes a self-assessment using the same criteria.

**Background:** The CEO performance evaluation process has been in place since 2019, with yearly refinements to improve its effectiveness. In FY24, the survey was conducted in July-August, followed by meetings in September and October to review the findings, discuss results with the CEO, and decide on salary and incentive payments.

**Assessment:** For FY24, the CEO was assessed on eight key categories, including Board relations, strategic development, financial leadership, and community health partnerships. District Board members also evaluated the CEO on three additional areas specific to District responsibilities.

**Planned Changes for FY25:** Several adjustments to the timeline and process are being considered for FY25, including options to shift the timeline for Board discussions and CEO pay decisions.

**Attachments:**

1. FY24 CEO Performance Evaluation Process Overview

# CEO Performance Evaluation Timeline and Process Overview

## Executive Compensation Committee Meeting

December 16, 2024

# CEO Performance Evaluation

The CEO evaluation process has been mostly consistent since 2019, with incremental process improvements considered and implemented annually

## Purpose

- Each year, Mercer facilitates a survey for Board members and the CEO to:
  1. Gather information from the Board regarding the CEO's performance
  2. Gather information from the CEO on his self-assessment

## FY24 Process Recap

1. Survey opened the third week of July and closed in mid August
2. Mercer reviewed findings jointly with Hospital Board and District Board Chairs
3. Findings were presented/discussed in the September Board meeting
  - District Board also met separately to discuss responses to District-specific questions
4. Board Chairs met with CEO in late September to conduct performance review
5. Board made decisions on CEO salary and incentive payment in the October Board meeting

# FY24 CEO Performance Evaluation

## Assessment categories

The CEO is evaluated on eight assessment categories:

1. Board Relations
2. Strategic Development
3. Executive Team Relations and Development
4. Quality and Patient Safety
5. Financial Leadership
6. Risk and Change Management
7. Leadership and Culture
8. Community Health and Partnerships

In addition, District Board members rate the CEO's performance on three District-specific accountabilities:

1. Administration of District resources and services
2. Representation of the District in the community
3. Effective and timely communication with the District Board

# CEO Performance Evaluation

## Planned Changes for FY25

Several changes are planned, based on discussion with the Board Chairs and with the CEO:

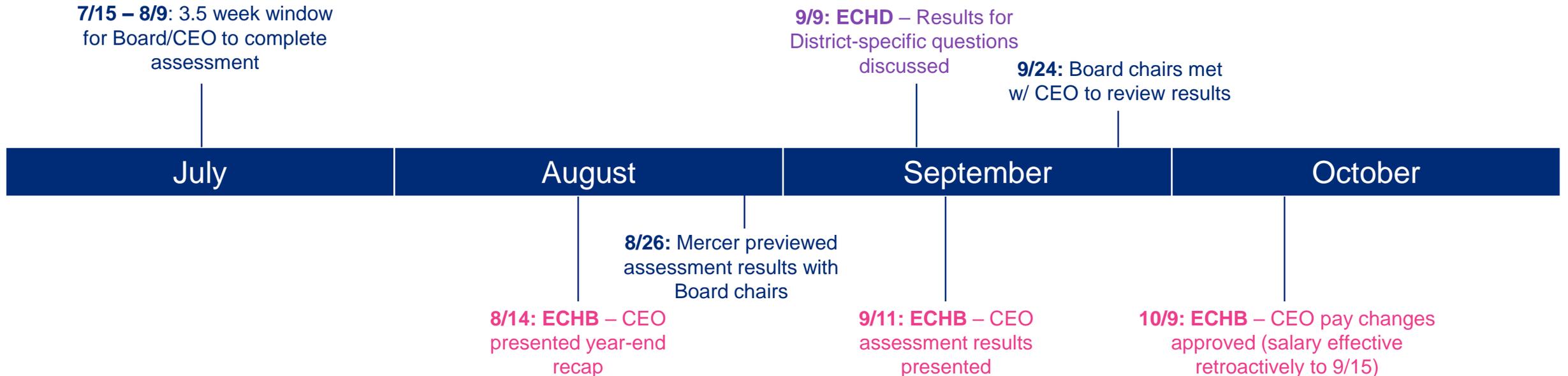
Planned Change	Rationale
<b>1</b> Require comments to be provided on each rating category. New text will read, “Please explain your rating”	<ul style="list-style-type: none"><li>• Only half of Board members included comments to support/explain their ratings, which provides helpful context</li></ul>
<b>2</b> Separate the “Quality and Patient Safety” question into two: “Hospital” (i.e., inpatient) and “Outpatient” services	<ul style="list-style-type: none"><li>• Proposed by Board chairs as these are distinctly different activities</li></ul>
<b>3</b> Plan a separate District board meeting in September to review responses to District-specific questions	<ul style="list-style-type: none"><li>• District Board prefers a separate discussion on District-specific questions. There is not always a District meeting in September, so an additional meeting should be calendared</li></ul>
<b>4</b> Postpone the assessment to begin after the CEO’s year-end recap to the Board (see next slide for options)	<ul style="list-style-type: none"><li>• Enables a fully-informed assessment of performance</li></ul>

# Potential Timeline Adjustments for FY2025

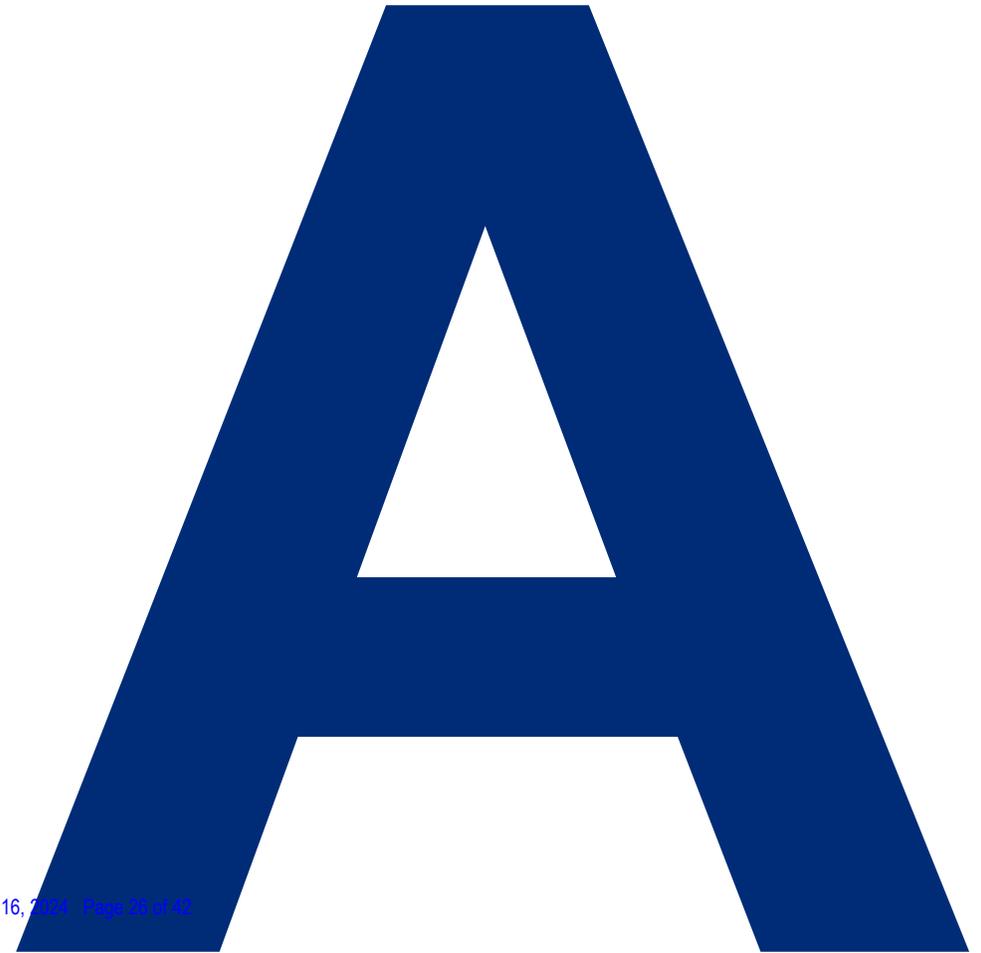
Options for postponing assessment until *after* CEO presents year-end recap to Board in August:

- **Option 1 (recommended):** Postpone discussion of assessment results to October Board meeting (rather than September), and postpone CEO pay decisions to November Board meeting (rather than October)
  - CEO salary adjustment would be retroactive to 9/15 (consistent with current process)
- **Option 2:** Shift CEO recap to Board from mid-August to early August, and give Board/CEO 2 weeks to complete assessment (vs. 3.5 weeks)

## Timeline for the FY2024 CEO assessment:



# Appendix





# FY25 ECHD and ECH Board & Committee Master Calendar

**JULY 2024**

S	M	T	W	T	F	S
	1	2	3	4 Columbus 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	1	2	3

**AUGUST 2024**

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

**SEPTEMBER 2024**

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

**OCTOBER 2024**

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

**NOVEMBER 2024**

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

**DECEMBER 2024**

S	M	T	W	T	F	S
1	2 QC	3 GC	4 ECHD (Election Results)	5 FC	6	7
8	9 IC	10	11 ECHB	12	13 ECHD SV	14
15	16	17	18	19	20	21
22	23	24 Xmas Eve	25 Xmas / Hanukkah Begins	26	27	28
29	30	31 NYE				

**JANUARY 2025**

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

**FEBRUARY 2025**

S	M	T	W	T	F	S
26	27	28	29	30	31	1
2	3 QC	4	5 ECHB	6	7 ECHD SV	8
9	10 IC	11 ECHD	12	13 ECHMN	14	15
16 Ski Week	17 Pres. Day	18	19	20	21	22
23	24 FC   IC	25	26 CAC	27	28 Ramadan Begins	1

**MARCH 2025**

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

**APRIL 2025**

S	M	T	W	T	F	S
30	31	1	2	3	4	5
6	7 Spring Break	8	9	10	11	12 Passover
13	14 Holy Monday	15	16 ECHB	17	18	19
20 Easter/ Passover	21	22	23 CAC	24	25	26
27	28	29 Passover End	30 Eid al-Fitr	1	2	3

**MAY 2025**  
*\*all Committees must meet and approve FY2026 goals before ECC and GC*

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

**JUNE 2025**

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

# CEO Performance Evaluation

## Changes made to the FY2023 assessment that continued for the FY2024 assessment

- 1 Require Board members to enter their names at time of survey submission, enabling follow-up with non-responders**
  - Each Board member's survey response would remain anonymous
  - 1 of 10 Board members did not respond to the 2022 survey; 2 of 10 did not respond in 2021. 100% responded in 2023 & 2024
- 2 Close survey ~ 2 weeks earlier to allow ample time for discussion of results prior to salary/incentive decisions**
- 3 Decouple discussions of CEO performance and CEO pay into two separate Board meetings**
  - September Board meeting: review CEO performance assessment
  - October Board meeting: approve CEO pay changes (follows the September ECC meeting)
- 4 Hold any discussions on CEO performance prior to the Board Chairs' meeting with the CEO**
  - If separate District Board discussion is needed, this should occur prior to the Chairs' performance discussion with the CEO
- 5 Expand the District-specific question in the survey**
  - Expand single "District Board Accountabilities" rating into 3 different ratings: 1) Administration of District resources and services approved by the District, 2) Representation of the District in the community, and 3) Communication with the District Board
- 6 Simplify Board alternatives for salary increase and discretionary incentive score**
  - Provide simplified chart with fewer salary alternatives
  - Reflect discretionary incentive score alternatives as a % of target (prior ECH spreadsheet reflected % of max)
  - Apply discretion only if/when warranted (i.e., in most years discretionary score will equal organizational score)
- 7 Coordination:** When distributing survey to Board members, Mercer will make clear that this is separate from other surveys (e.g., Board self-assessment), and will ensure Tracy Fowler and Stephanie Iljin reflect this process in the pacing plan and master calendar



**CONFIDENTIAL**  
**EL CAMINO HOSPITAL BOARD OF DIRECTORS**  
**COMMITTEE MEETING COVER MEMO**

**To:** Executive Compensation Committee  
**From:** Deanna Dudley, CHRO  
**Date:** December 16, 2024  
**Subject:** Executive Performance Management Process

**Objective:** To provide an overview of how El Camino Health manages the Executive performance process to ensure accountability for performance in helping the organization achieve its strategic goals.

**Background:**

The Joint Commission requires hospital employees to receive a written performance review.

The hospital uses the same tool for executives as it does for management staff (except for the CEO) that includes a feedback meeting with the executive's management.

The Board utilizes an outside consultant to facilitate the CEO's performance review.

The hospital uses a 5-point rating scale for performance reviews.

The CEO used the following considerations in developing recommendations for FY25 base salary increase changes: market, merit, and executive experience.

**Attachments:**

1. Performance Management and Feedback Overview Presentation



# Executive Compensation Meeting December 16, 2024

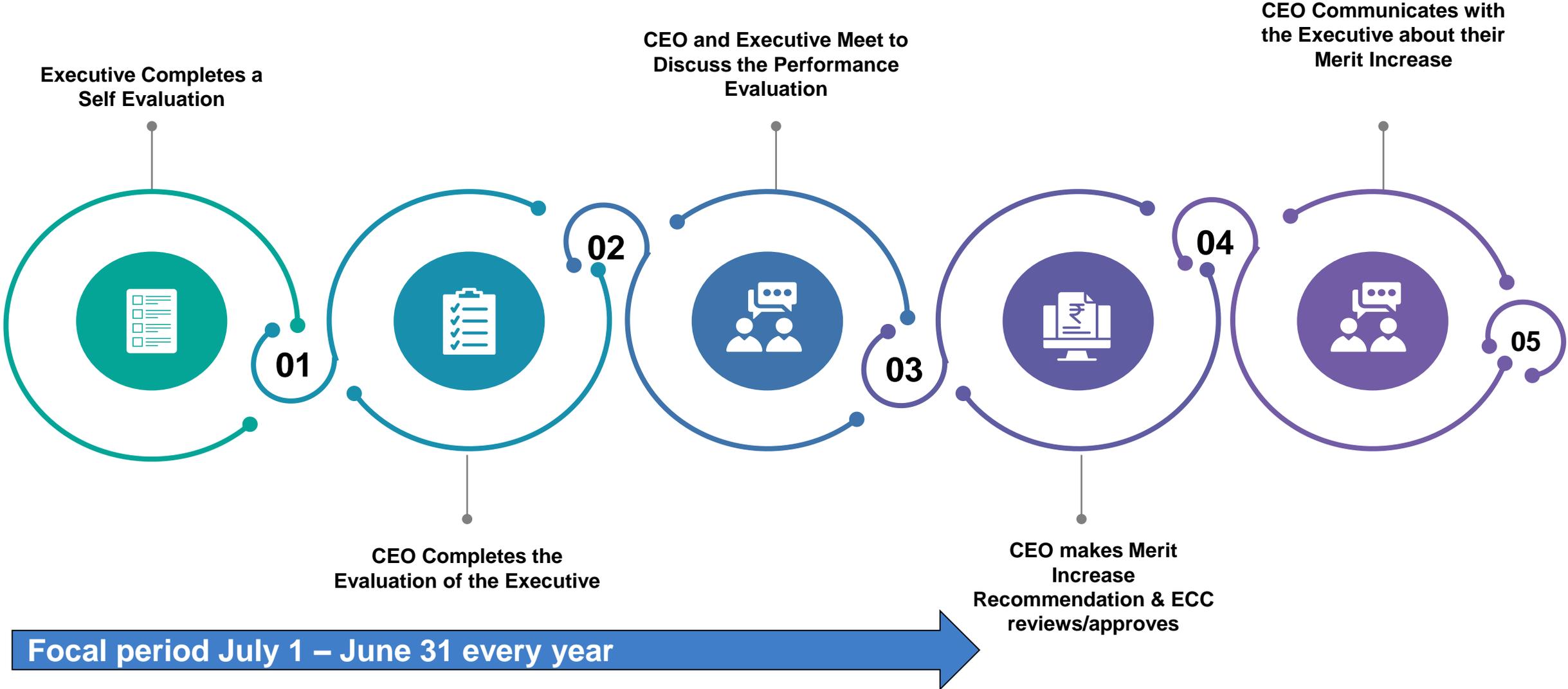
Performance Management

# Performance Evaluation

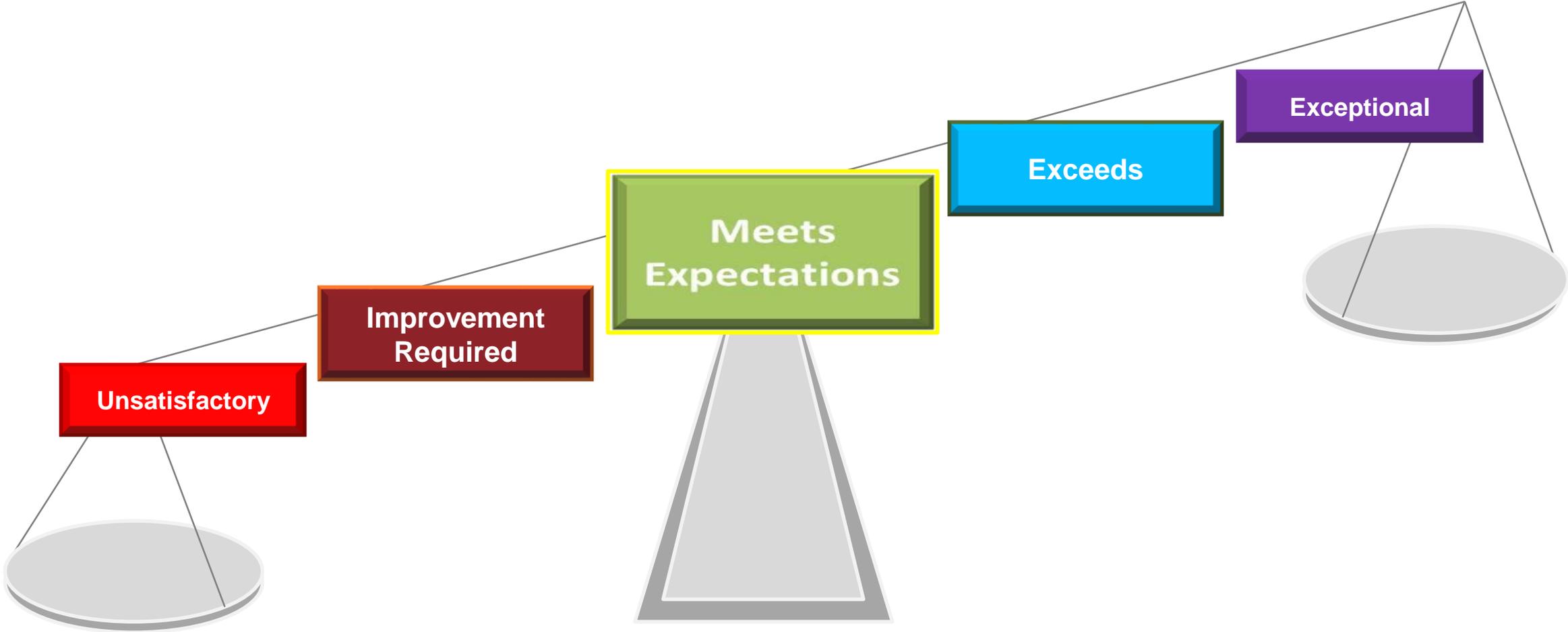
- Focal period July 1 – June 30 every year
  - 4 competencies for employees, 3 competencies for leaders, equally weighted
  - Feedback on Employee (work accomplished and behaviors)
  - Development Opportunities (separate discussion from performance review)
- Self-Evaluation is first step
  - Employees complete their self-Evaluation in Workday
- Managers provide reviews on employee performance in Workday

Annual Employee Performance Evaluation - Union	Complete Self Evaluation - Initiation	Complete On Behalf of
--	---------------------------------------	-----------------------

# Performance Evaluation Process



# Multi-Level Rating Scale



# Performance Ratings

Ratings:	Description:	Note:
Exceptional	Demonstrates a distinguished level of job performance and behavior that is consistently far above and beyond expectations. Thinks beyond the details of the position and needs of the department. Recognized as a role model and resource to others in both the department and the wider organization. Makes significant contributions to the success of the organization. <b>Key words: significantly beyond; mentors; role model</b>	<i>This rating is typically assigned to a small percentage of employees who demonstrate truly outstanding, noteworthy performance in a given competency.</i>
Exceeds Expectations	Consistently high quality performance and/or behavior. Thinks beyond the details of the position. Recognized as a role model and resource to others in the department and contributes to the overall success of the department. <b>Key words: often demonstrates; often exceeds; outperforms</b>	<i>If performance is above standard on a regular, repeatable basis, this rating is appropriate. If exceeding performance is only a rare or occasional event, the “meets expectations” rating is more appropriate.</i>
Meets Expectations	Demonstrates a level of job performance and/or behavior that fully meets the requirements of the position. Performance is what is expected of a qualified individual. <b>Key words: consistently; at standard; occasionally above; fully acceptable; solid performer</b>	<i>With a five point scale, employees can tend to view this rating as “average,” or in some ways below expectation. It is important to emphasize that “meets expectations” is a positive assessment of performance. It indicates that the employee is successfully performing at the expected level.</i>
Improvement Required	Demonstrates a level of performance and/or behavior that requires improvement to meet the requirements of the job. Performance is inconsistent with the standard and regularly falls below what is expected. <b>Key words: inconsistent; sometimes; partially meets</b>	<i>If the performance is partially or sometimes below standard, and could be improved with a reasonable amount of coaching or development, this rating is appropriate</i>
Unsatisfactory	Performance and/or behavior consistently fails to meet expectations. Continuation at this level is unacceptable and must not be allowed to continue. <b>Key words: consistently fails; rarely demonstrates; significantly below</b>	<i>This rating should be reserved for performance that is significantly and consistently below standard in a given competency. If performance fails to meet all parts of the standard, this rating is appropriate.</i>

# Performance Evaluation – Evaluates Three Leader Competencies



## Safety First/Mission Zero skills, Critical Thinking

- Understands duties and responsibilities of specific job role
- Competent in unit-specific clinical and/or technical skills.
- Recognizes potential or actual risk to patients, visitors, staff or the organization, and initiates action to correct, reduce or prevent the risk.
- Uses Safety First/Mission Zero Communication tools, such as SBAR, Three Way Repeat Back and Read Back, and letter and number clarification



## Leadership and Management

- Supports organizational objectives over individual needs; contributes to the greater good of the organization.
- Works effectively as a team member assisting others as needed.
- Demonstrates WeCare Standards: Warm Welcome, Engage with Empathy, Compassionate Communication, Ask and Anticipate, Respond Promptly, Excellence Always
- Completes WeCare Leader Rounding targets.
- Uses Leadership Practices: Models the way, Inspires a shared Vision, Enables Others to Act, Encourages the Heart, Challenges the Process
- Effectively recruits, interviews, onboards, and assimilates staff into hospital culture
- Applies policies consistently and fairly; treats people with respect; creates and supports a culture of inclusion
- Prepares annual budget according to established guidelines and procedures
- Manages to financial, productivity and staffing budgets/expectations



## Compliance and Accountability

- Complies with regulatory standards and laws
- Holds staff accountable for meeting standards with regard to hand hygiene, safety, licensure, required health screenings and mandatory education (minimum of 90% on time compliance)
- Meets deadlines without reminders; does what s/he says s/he will do
- Prepares and delivers performance evaluations according to policy ensuring at least 90% are completed with established guidelines.
- Follows policies related to vendor management, contracting and signature authority

# Questions?

**EL CAMINO HOSPITAL  
COMMITTEE MEETING COVER MEMO**

**To:** Executive Compensation Committee  
**From:** Bob Miller, Chair  
**Date:** December 16, 2024  
**Subject:** Appointment of Proposed Compensation Consultant RFP Ad Hoc Committee

**Purpose:**

To inform the Committee of the appointment of Todd Shaw as the FY25 Compensation Consultant RFP Ad Hoc Committee Chair and get approval on Estrella Parker as the remaining member of the Ad Hoc Committee.

**Summary:**

As part of our established Charter, the Committee, by resolution, may adopt a temporary advisory committee (ad hoc) of less than a quorum of the members of the Committee. The resolution shall state the total number of members, the number of board members to be appointed, and the specific task or assignment to be considered by the advisory committee.

**Attachments:**

1. DRAFT ECC Resolution 2024-01
2. Timeline and Schedule

**EL CAMINO HOSPITAL ADVISORY COMMITTEE – EXECUTIVE COMPENSATION  
COMMITTEE  
RESOLUTION 2024-01  
APPOINTMENT OF SPECIAL ADVISORY COMMITTEE FOR  
LIMITED PURPOSE AND LIMITED DURATION**

**WHEREAS**, the Executive Compensation Committee (the “ECC”) has determined it is necessary to carefully consider and prepare for a Request for Proposal (“RFP”) for ECC consultant services; and

**WHEREAS**, such work can be undertaken by a special advisory committee for presentation to and consideration by the ECC at a future meeting;

**NOW, THEREFORE, BE IT RESOLVED**, that a temporary advisory special committee (the “ECC RFP Ad Hoc Committee”), consisting of two members is hereby established pursuant to Article VII, Section 7.6 of the Bylaws of the El Camino Hospital and paragraph 2 of the ECC Charter, to carefully consider and prepare for the distribution and management of an RFP for ECC consultant services;

**BE IT FURTHER RESOLVED**, that the members of the temporary advisory special committee shall determine the time, place, date, and frequency of such committee meetings;

**BE IT FURTHER RESOLVED**, that Todd Shaw is appointed as Chair of the temporary advisory special committee;

**BE IT FURTHER RESOLVED**, that Estrella Parker, shall also serve as a member of the committee having been appointed by the ECC.

**DULY PASSED AND ADOPTED** at a regular meeting of the ECC held on December 16, 2024, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

---

Tracy Fowler  
Director, Governance Services

**ECH Executive Compensation Committee  
 December 16, 2024  
 Item 15.b - FY25 RFP Draft Timeline and Proposal Criteria**

**FY25 Draft Timeline**

<b>Target Date</b>	<b>Activity</b>
<b>December 16, 2024</b>	<b>Executive Compensation Committee Meeting</b>
Week 1 (week of 12/16)	RFPs sent to selected firms
Week 2 (week of 1/6/2025)	Notify El Camino of intent to submit proposal (by 1/8/2025)
Week 3 (week of 1/13/2025)	Questions submitted to El Camino Health (by 1/15/2025)
Week 4 (week of 1/20/2025)	ECH sends responses to questions (by 1/22/2025)
Week 5 (week of 1/27/2025)	Proposals are due (by 1/30/2025)
Week 6 (week of 2/3/2025)	Staff prepares summary
Week 7 (week of 2/10/2025)	RFPs reviewed in sub-committee and finalists selected (2/11/2025 or 2/12/2025)
	Finalists notified (2/13/2025)
Week 8 (week of 2/17/2025)	Committee interviews finalists (2/19, 2/20, 2/21)
Week 9 (week of 2/24/2025)	Reference Calls
<b>March 11, 2025</b>	<b>Executive Compensation Committee Meeting</b>
Week 10 (week of 3/10/2025)	Finalists notified of selection

**FY25 Draft Proposal Criteria**

1. Provide a written executive summary of your proposal (maximum two pages)
2. Provide background on your firm, history, consulting practice clients in the healthcare industry, the engagement team, roles, office location(s), professional experience, and any other resources that may assist.
3. Describe the size and quality of your health care executive compensation and benefit survey benchmarking database and pay practices data including a list of participants comparable to El Camino Health nationally, in California, and in the Bay Area. Describe other relevant data sources to which you have access.
4. Describe your process regarding reviewing El Camino Health's compensation and benefit plans, benchmarking, competitive analysis, and recommendations to the Executive Compensation Committee and the Board of your clients.
5. Describe your role and approach to advising clients' Boards on governance of executive compensation programs from the perspective of multiple stakeholders.
6. Describe your role and approach in advising clients' Boards in proactively evolving executive compensation and benefits practices to improve the effectiveness and alignment with business strategy.
7. Describe your role and approach in advising clients' Board on executive talent management consideration related to compensation, such as executive performance management, executive development and approaches to mitigate flight risk.
8. Describe your role and available resources/tools to support Board's with CEO performance assessment process.
9. Outline fees assuming commitment to a three-year engagement and fee structure. Include an outline of proposed services in the second and third year of the agreement. When presenting the pricing for your services, please break out the fees for each activity – clarifying which scope of work items are included in your primary fee structure and which items would be additional cost.
10. Provide three references for hospital organizations for which you have done similar work in hospitals comparable to El Camino.