



**Minutes of the Open Session of the
El Camino Hospital Board of Directors
Wednesday, October 9, 2024**

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

Board Members Present

Bob Rebitzer, Chair
Jack Po, MD, Ph.D., Vice-Chair
John Zoglin, Secretary/Treasurer
Lanhee Chen, JD, PhD
Wayne Doiguchi
Peter Fung, MD
Julia E. Miller
Carol A. Somersille, MD
George O. Ting, MD
Don Watters

Others Present

Dan Woods, CEO
Mark Adams, MD, CMO
Carlos Bohorquez, CFO
Omar Chughtai, CGO**
Theresa Fuentes, CLO
Mark Klein, CC&MO**
Andreu Reall, VP of Strategy**

Others Present (cont.)

Bob Miller, Executive Compensation Committee Chair
Ed Braxton, Director, Total Rewards
Rob Kirkpatrick, Mercer**
Tracy Fowler, Director, Governance Services
Brian Richards, Information Technology

Board Members Absent

None

***via teleconference*

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Board of Directors of El Camino Hospital (the "Board") was called to order at 5:33 p.m. by Chair Bob Rebitzer. All Directors were present constituting a quorum.	<i>The meeting was called to order at 5:33 p.m.</i>
2. AB-2449 – REMOTE PARTICIPATION	No AB-2449 requests were received by the members of the Board.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Rebitzer asked the Board if any member had a conflict of interest with any items on the agenda. No conflicts were noted.	
4. PUBLIC COMMUNICATION	Chair Rebitzer invited the members of the public to address the Board. No members of the public were present.	
5. BOARD ASSESSMENT RESULTS	The assessment results from the August surveys were discussed with George Anderson from SpencerStuart providing insights. Discussion opened with a focus on areas such as committee effectiveness and overall board performance. Directors commented on the challenges of benchmarking the survey data due to its uniqueness and questioned the significance of small numerical changes in scores. The board proposed improvements to the feedback process, including anonymous comments and qualitative, interview-based feedback for deeper insights. Concerns were raised about committee assignments, particularly for District members, and the need for a more formal approach to matching members to committees based on expertise. Specific areas for improvement, such as community engagement and committee effectiveness, were highlighted. Mr. Anderson concluded by calling attention to the board's strong performance in open communication and board meetings. The discussion emphasized both celebrating the board's successes and continuing to improve its governance practices moving forward.	

<p>6. RECESS TO CLOSED SESSION</p>	<p>Motion: To recess to closed session at 6:01 p.m. Movant: Ting Second: Watters Ayes: Chen, Doiguchi, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Recessed to closed session at 6:01 p.m.</p>
<p>7. AGENDA ITEM 13: CLOSED SESSION REPORT OUT</p>	<p>Chair Rebitzer reconvened the open session at 7:28 p.m., and Agenda Items 7-11 were addressed in the closed session. Ms. Fowler reported that during the closed session, the Credentialing and Privileges Report and Closed Session Minutes were approved by a unanimous vote of all Directors present.</p>	<p>Reconvened Open Session at 7:28 p.m.</p>
<p>8. AGENDA ITEM 14: FY2024 AUDITED FINANCIAL REPORT</p>	<p>Motion: To approve the FY2024 Consolidated Financial, 403(b) Retirement Plan and Cash Balance Plan Audit Reports. Movant: Watters Second: Doiguchi Ayes: Chen, Doiguchi, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p>FY2024 Audited Financial Report was approved.</p>
<p>9. AGENDA ITEM 15: APPROVE FY2024 ORGANIZATION PERFORMANCE INCENTIVE PLAN SCORE</p>	<p>Motion: To approve an organizational score of 150% subject to the finalization for the external audit approved at this meeting. Movant: Somersille Second: Ting Ayes: Chen, Doiguchi, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p>FY2024 Organization Performance Incentive Plan Score was approved at 150%. Action: Staff to provide FY2024 results to public packet on the ECH website.</p>
<p>10. AGENDA ITEM 16: REPORT OF RECOMMENDATION FOR FY2024 CEO PERFORMANCE INCENTIVE PLAN PAYOUT</p>	<p>Motion: To approve payment of the FY2024 CEO Individual Incentive Plan consistent with the organizational score of 150%. Movant: Watters Second: Miller Ayes: Chen, Doiguchi, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None</p>	<p>FY2024 CEO Individual Incentive Plan payment was approved at 150%.</p>

	<p>Absent: None Recused: None</p>	
<p>11. AGENDA ITEM 17: REPORT OF RECOMMENDATION FOR FY2025 CEO BASE SALARY</p>	<p>Motion: To approve the proposed FY25 salary for the CEO as follows: “The fixed cash compensation for the Chief Executive Officer consists of an annual base salary of \$1.500 million dollars plus the continuing fixed allowance of 7% of base salary, for a total of \$1.605 million dollars. The salary range for the CEO position is \$1.275 million minimum to a maximum of \$1.915 million with a midpoint of \$1.595 million.” Movant: Po Second: Miller Ayes: Chen, Doiguchi, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p>The FY2025 CEO base salary and salary range were approved as moved.</p>
<p>12. AGENDA ITEM 18: CONSENT CALENDAR</p>	<p>Chair Rebitzer asked if any member of the Board wished to remove an item from the consent calendar for discussion. Director Miller asked for item (c) to be removed. Motion: To approve the consent calendar minus item (c). Movant: Miller Second: Chen Ayes: Chen, Doiguchi, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None Motion: To approve item (c) Policies, Plans and Scopes of Service as Reviewed and Recommended for Approval by the Medical Executive Committee with recommended changes to be part of future reports. Movant: Miller Second: Po Ayes: Chen, Doiguchi, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Consent Calendar item (a) was approved. <i>Prior Open Minutes,</i> Item (c) Policies, Plans and Scopes of Services was approved. Action: Staff to add column to show date last reviewed by the board. Staff to have name of policy on each page of the document for clarity in reviewing.</p>
<p>13. AGENDA ITEM 19:</p>	<p>Mr. Woods provided the CEO report summarizing key</p>	<p>Action: Staff to</p>

<p>CEO REPORT</p>	<p>organizational updates. He noted the continued strong revenue and overall performance. He shared a cybersecurity industry benchmark where El Camino ranked in the top 30th percentile of secure healthcare organizations. He also shared that the Foundation was reported to be on track with fundraising efforts, having raised \$5.9 million out of a \$7.7 million annual goal by period 2. Mr. Woods shared some community engagement events that were well received – a special reception for Congresswoman Anna Eshoo and a ribbon cutting ceremony commemorating the completion of the Cuesta Park Fitness Court. He concluded his comments with a reminder about flu season and the availability of COVID and flu vaccines.</p>	<p><i>share flu clinic information with the Board.</i></p> <p><i>Staff to share a list of ECH clinics and facilities with the Board.</i></p>
<p>14. AGENDA ITEM 20: BOARD ANNOUNCEMENTS</p>	<p>There were no announcements from the Board.</p>	
<p>15. AGENDA ITEM 21: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:49 p.m.</p> <p>Movant: Miller Second: Po Ayes: Chen, Doiguchi, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Meeting adjourned at 7:49 p.m.</p>

Attest as to the approval of the preceding minutes by the Board of Directors of El Camino Hospital:



 John Zoglin, Secretary/Treasurer

Prepared by: Tracy Fowler, Director, Governance Services
 Reviewed by Legal: Theresa Fuentes, Chief Legal Officer