



## AGENDA

### GOVERNANCE COMMITTEE OF THE EL CAMINO HOSPITAL BOARD OF DIRECTORS

**Monday, September 15, 2025 – 5:30 pm**

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

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: 990 6881 6788#.** 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 seventy-two (72) 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	<b>CALL TO ORDER/ROLL CALL</b>	Lanhee Chen, Chair		<b>5:30 pm</b>
2	<b>CONSIDER AB 2449 REQUESTS</b>	Lanhee Chen, Chair	Possible Motion	<b>5:30</b>
3	<b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Lanhee Chen, Chair	Information	<b>5:30</b>
4	<b>PUBLIC COMMUNICATION</b> 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> 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 Committee 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	<b>5:30</b>
5	<b>VERBAL INTRODUCTION OF NEW GOVERNANCE COMMITTEE MEMBER</b> a. Director Somersille	Lanhee Chen, Chair	Information	<b>5:30 – 5:35</b>
6	<b><u>FY25 BOARD AND COMMITTEE ASSESSMENT RESULTS</u></b>	George Anderson, SpencerStuart Zach Morfin, SpencerStuart	Information	<b>5:35 – 5:55</b>
7	<b>RECESS TO CLOSED SESSION</b>	Lanhee Chen, Chair	<b>Motion Required</b>	<b>5:55</b>
8	<b>LOS GATOS REDEVELOPMENT – DRAFT – PROJECT GOVERNANCE STRUCTURE</b>  <i>Health and Safety Code Section 32106(b) for a report and discussion involving healthcare facility trade secrets regarding new services or programs.</i>	Tracey Lewis-Taylor, COO Carlos Bohorquez, CFO	Discussion	<b>5:55 – 6:15</b>

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	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
9	<b>APPROVE MINUTES OF THE GOVERNANCE COMMITTEE</b> - Minutes of the Closed Session of the Governance Committee Meeting (03/17/25)  <i>Report involving Gov't Code Section 54957.2 for closed session minutes.</i>	Lanhee Chen, Chair	<b>Motion Required</b>	<b>6:15 – 6:20</b>
10	<b>RECONVENE TO OPEN SESSION</b>	Lanhee Chen, Chair	<b>Motion Required</b>	<b>6:20</b>
11	<b>CLOSED SESSION REPORT OUT</b>  To report any required disclosures regarding permissible actions taken during Closed Session.	Anne Yang, Executive Director, Governance Services	Information	<b>6:20 – 6:21</b>
12	<b><u>FY26 COMMITTEE RECRUITMENT</u></b> a. Approve Resolution 2025-01 Appointment of Governance Committee Recruitment Ad Hoc Committee	Anne Yang, Executive Director, Governance Services	<b>Motion Required</b>	<b>6:21 – 6:35</b>
13	<b>FY26 HOSPITAL BOARD DIRECTOR APPOINTMENT PROCESS</b> a. <a href="#">ECHD Ad Hoc Committee and Appointment Process</a> b. <a href="#">Review Board Competency Matrix and Appointment Questionnaire</a>	Anne Yang, Executive Director, Governance Services	Discussion	<b>6:35 – 6:50</b>
14	<b>CONSENT CALENDAR ITEMS:</b> a. <a href="#">Approve Minutes of the Open Session of the Governance Committee Meeting (06/3/25)</a> b. <a href="#">Receive Community Member Class Assignments</a> c. <a href="#">Receive FY26 Pacing Plan</a> d. <a href="#">Receive Progress on FY26 Committee Goals</a>	Lanhee Chen, Chair	<b>Motion Required</b>	<b>6:50 – 6:55</b>
15	<b>COMMITTEE ANNOUNCEMENTS</b>	Lanhee Chen, Chair	Information	<b>6:55 – 7:00</b>
16	<b>ADJOURNMENT</b>	Lanhee Chen, Chair	<b>Motion Required</b>	<b>7:00</b>

**Upcoming Meetings:** October 28, 2025, March 3, 2026, June 2, 2026



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

**To:** ECH Governance Committee  
**From:** Anne Yang, Executive Director, Governance Services  
**Date:** September 15, 2025  
**Subject:** FY25 Board and Committee Assessments Results

### **Purpose:**

Review the results of the FY25 Board and Committee Assessment as presented by Spencer Stuart, an outside consulting firm. The results are presented first to the Governance Committee on September 15, 2025, followed by the ECH Board of Directors on October 8, 2025.

### **Summary:**

The Governance Committee plays a critical role in supporting the Board's effectiveness and alignment with leading governance practices. Regular assessment of the Board and its Committees informs recommendations for development and ensures the Board operates at the highest standard. Over the last three years, El Camino Health has partnered with Spencer Stuart to implement a structured, externally supported assessment.

At the June 3, 2025 Governance Committee meeting, the Committee reviewed the current year's plan and provided specific feedback to incorporate into the FY25 Assessment process.

1. Retain both the quantitative and the qualitative surveys in this year's assessment. There had been some dialogue about potentially eliminating the quantitative survey, however the Governance Committee decided on retaining both.
2. Staff to work with SpencerStuart to refine the current survey questionnaire to make more robust and to reduce the number of overall questions.
3. SpencerStuart to provide a timeline for deliverables. The results are now being provided at the September 15<sup>th</sup> Governance Committee meeting, and the October 8<sup>th</sup> Hospital Board meeting.

This year's surveys were launched on August 18 and closed on September 3. There were three separate surveys, 1) ECH Hospital Board of Directors, 2) ECH Hospital Board Advisory Committees, and for the first time, 3) ECH Medical Network Board of Managers. SpencerStuart also conducted 1:1 qualitative interviews with the ten ECH Hospital Board Directors.

In FY25, there was close to 100% participation across the boards and committees, providing feedback on various aspects of board and committee effectiveness.

SpencerStuart will present the detailed results to the Governance Committee and the Committee will begin work on recommendations and an action plan for the Hospital Board at the next Committee meeting.

### **List of Attachments:**

1. Board Assessment Results
2. Committee Assessment Results

SpencerStuart

**DRAFT**

# El Camino Health Board Effectiveness Report

Prepared for:  
Board of Directors  
El Camino Health

Prepared by:  
George Anderson  
Zach Morfín  
Meng Li  
Barbara Cardona

September 2025



# Executive Summary

# Executive Summary: Purpose and Approach

## Purpose of Board Review

The El Camino Health (ECH) Board of Directors engaged Spencer Stuart in June 2025 to undertake an in-depth review of its effectiveness. The purpose was to assist the board and committees in continuing to improve the governance of the health system and support its long-term success. The board's commitment to its own continuous improvement is evident in its engagement of a third-party advisor to support its annual evaluation. It is also a reflection of the board's dedication to the hospital, its stakeholders, and management.

## Board Review Approach

ECH's 2025 board and committee review process has been updated to reflect several changes, as directed by the board:

- » Shift to biennial frequency
- » Include both quantitative survey and qualitative one-on-one interviews
- » Refine quantitative survey questions to fewer, more robust questions
- » Refine interview questions
- » Include Medical Network Board of Managers

In August – September 2025, Spencer Stuart conducted one-on-one interviews with all directors (10) and the CEO. The conversations explored a range of topics related to the board's structure, effectiveness, and strategic priorities. Participants reflected on the board's current strengths and opportunities for improvement and offered candid perspectives on areas such as board composition and committee structure, boardroom dynamics and culture, the quality of engagement between directors and management, the cadence and focus of meetings, and leadership succession. All participants demonstrated thoughtful preparation and candor in these interviews.

In parallel, Spencer Stuart administered an online board effectiveness survey to all 10 directors, the Medical Network Board of Managers, and members of the Board Advisory Committees, in August – September 2025. The results of the Hospital Board Survey are presented on an unattributed basis in this report, starting on page 32.

The board will discuss this report at its meeting on October 8, 2025.

Individual director feedback will be provided in confidential conversations following the October board meeting.

# Executive Summary: Context and Recommendations

## Context

ECH directors are focused on advancing the organization's growth and integration strategy in a highly competitive healthcare market. Strategic priorities include growing and integrating the ECH-affiliated physician network, investing in outpatient care, and rebuilding the Los Gatos campus to support a more integrated delivery model. The board is committed to maintaining ECH's independence while scaling its physician network and facilities to remain competitive with regional systems. Directors emphasize the importance of staying true to ECH's nonprofit mission while navigating these strategic imperatives.

Overall, directors view the ECH board as performing effectively, particularly in areas such as:

- » **Strong board leadership:** The Chair is praised for steady, neutral facilitation that promotes order and elevated discussion, contributing to a well-functioning board.
- » **Unified focus on growth:** Directors are aligned around the organization's ambitious growth plan, reinforcing their role in guiding its execution while staying true to the nonprofit mission.
- » **Evolving governance and continuous improvement:** Directors highlight the board's disciplined evolution, with improved facilitation, streamlined materials, and a strong commitment to oversight and strategic focus.
- » **Collegial and professional culture:** Board interactions are marked by mutual respect and openness, fostering constructive dialogue and a friendly, more effective boardroom environment.

## Recommendations

With this context and insight gleaned through the interviews, survey, and document review, Spencer Stuart recommends actions in the following areas:

1. Elevate strategic focus and execution oversight
2. Strengthen oversight of CEO succession planning
3. Align board composition with future needs and strategic direction
4. Improve focus, flow, and engagement in board meetings
5. Clarify Board Chair succession process
6. Complete individual director feedback

# Executive Summary: What We Heard

Please see the Interview Findings (page 16), for additional detail in each area.

Governance Dimension	Key Takeaways
<b>Overall Assessment</b>	<ul style="list-style-type: none"> <li>Directors described the board as effective overall and well-prepared with increasingly healthy dynamics and continuous improvement in the quality of board dialogue.</li> </ul>
<b>Strategy and Risks</b>	<ul style="list-style-type: none"> <li>Directors prioritize accelerated growth through physician partnership expansion and outpatient expansion, while also focusing on campus renewal and workforce sustainability.</li> <li>Directors call for focus on execution discipline, citing the need for clear KPIs, physician leadership, and robust infrastructure (particularly in IT).</li> </ul>
<b>Board Size and Composition</b>	<ul style="list-style-type: none"> <li>While acknowledging constraints on the board's ability to change its mix of skills, directors see opportunities to enhance expertise in areas such as real estate, capital delivery, payer systems, and M&amp;A.</li> </ul>
<b>Board Culture and Working Dynamics</b>	<ul style="list-style-type: none"> <li>Directors describe an increasingly healthy culture, with stronger working relationships and more candid conversations.</li> <li>Some noted room to draw out quieter voices and ensure discussions remain focused and at a board level.</li> <li>Directors also emphasize the importance of follow-through from management in response to board feedback.</li> </ul>
<b>Board Leadership</b>	<ul style="list-style-type: none"> <li>Directors widely praise the Chair's facilitation and ability to elevate board dialogue while maintaining order and professionalism.</li> </ul>
<b>Relationship to CEO and Management</b>	<ul style="list-style-type: none"> <li>Directors describe the board-CEO relationship as strong, grounded in mutual respect and productive collaboration.</li> <li>Management interactions are generally constructive, with a few exceptions, and some opportunities to reinforce a culture of openness and mutual respect.</li> </ul>
<b>CEO and Leadership Succession Planning</b>	<ul style="list-style-type: none"> <li>Directors reported limited discussion at the board level regarding CEO and executive succession planning,</li> <li>Progress has been made on emergency succession plans, and a likely successor has been identified.</li> </ul>
<b>Board Meetings</b>	<ul style="list-style-type: none"> <li>Directors noted that meetings are more focused and efficient, with clearer agendas and improved facilitation under the Chair's leadership.</li> <li>Some expressed concern that limited time and uneven participation can constrain deeper strategic discussion.</li> </ul>
<b>Committees and the ECHMN</b>	<ul style="list-style-type: none"> <li>The committees are viewed as high-functioning and well-led, with thoughtful oversight and strong collaboration with management.</li> <li>Directors highlighted the need for improved information flow between the board and committees to support decision-making across increasingly complex operations.</li> </ul>



# Executive Summary: Board Strengths

There is strong alignment among directors on what is working well on the board today.

## Unified Board Focus on Growth

The board is unified in its support of the organization's growth plan. This alignment reflects a clear understanding of growth as a top institutional priority and reinforces the board's role in overseeing its execution.

- *The priority is the future and growth – how we do it – while staying true to a nonprofit mission.*
- *We have the biggest growth plan in the hospital's history; the board needs to stay on track.*

## Evolving Board Effectiveness and Continuous Improvement

The board has made substantial strides in its governance effectiveness, evolving towards a more disciplined and engaged body. More effective facilitation, streamlined materials, and stronger norms have enabled better focus on oversight and strategy, positioning the board for continued growth.

- *Year over year, the board is noticeably more organized and effective and less mired in internal politics.*
- *This board is committed to self-improvement more than most boards.*

## Collegial and Professional Board Culture

A professional and collegial tone now defines most board interactions. Directors operate with mutual respect, enabling more open conversation and reinforcing a strong foundation for board effectiveness.

- *The culture is open, collegial, and professional; on rare occasions, a member becomes more passionate but never aggressive.*
- *The boardroom is friendlier now; directors ask hard questions in a respectful, non-accusatory way.*

## Effective Board Leadership

The Chair is recognized for providing clear, steady leadership that promotes order, focus, and constructive dialogue. His neutral and diplomatic facilitation style supports productive discussions while reinforcing a respectful and well-functioning board environment.

- *The Chair is neutral and effective and has pushed back on unproductive behavior.*
- *Bob is a game changer. He understands the industry and is a facilitator who has made management's life easier with elevated dialogue and structure.*

# Executive Summary: Highest and Lowest Rated Items

The following table highlights the highest and lowest rated items from the 2025 survey.

Highest Rated	Scale: 1 (lowest) to 4 (highest)	2025	2024
<b>Fundamental Oversight</b>			
• The board understands ECH's mission and purpose.		3.8	3.4
• The board effectively oversees quality, safety, and patient experience.		3.6	3.5
<b>Relationship with Management</b>			
• The board has an effective working relationship with the Chief Executive Officer.		3.6	3.5
<b>Board Meetings, Agendas and Information</b>			
• Board meetings are effective and outcomes-driven.		3.6	3.3
• The board chair facilitates productive discussion in the boardroom.		3.6	3.7
<b>Fundamental Oversight</b>			
• The board understands its fiduciary responsibilities and makes reasonable efforts to reduce potential legal risks related to its oversight of the organization.		3.6	-
<b>Lowest Rated</b>			
<b>Relationship with Management</b>			
• Board members and the management team are respectful to each other.		2.8	3.2
<b>Board Culture and Dynamics</b>			
• Board members exhibit a willingness to challenge traditional thinking.		2.9	3.6
<b>Board Composition and Competencies</b>			
• The mix of tenure among board members balances new perspectives with experience and continuity.		2.9	3.3
• The process for selecting and appointing board members is effective.		3.0	3.0
<b>Relationship with Management</b>			
• Board members conduct oversight without interfering inappropriately in management responsibilities.		3.1	-

SpencerStuart

# Governance Committee Assessment Report

Prepared for:  
Board of Directors  
El Camino Health

Prepared by:  
George Anderson  
Zach Morfín  
Meng Li  
Barbara Cardona

September 2025

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# Introduction

## Overview of Board and Committee Review

### Purpose of the Review

The El Camino Health Board of Directors engaged Spencer Stuart in July 2025 to undertake an in-depth review of its effectiveness. The purpose was to assist the board and committees in continuing to improve the governance of the health system and support its long-term success.

The board and committees' commitment to continuous improvement is evident in the board's engagement of a third-party advisor to support the biennial evaluation process. It is also a reflection of the board's dedication to the hospital, its stakeholders, and management.

### Assessment Process

As part of the assessment process, Spencer Stuart conducted individual interviews with each hospital director, as well as administered an online survey to all directors, committee members, and the Medical Network Board of Managers.

The interviews focused on a broad range of governance dimensions, including strategic oversight, board composition and succession, board-management relationship, board culture and dynamics, as well as the effectiveness of individual committees, among others.

The survey used a 1-4 Likert scale, where a rating of 1 indicates strong disagreement, and a rating of 4 indicates strong agreement.

### Report

The following report presents the survey results of the Governance Committee. 80% of the committee members (4 out of 5) completed the survey. The open-ended commentary includes the feedback shared via the interviews with the hospital directors who are members of the committee, and the survey responses from the committee members who provided written feedback.

The committee is encouraged to discuss the findings in this report at its next meeting. The board will discuss the results of the board effectiveness review at its October 2025 board meeting.

# Survey Dimension and Item Ratings

The table below shows all survey results sorted by dimension.

**Overall average = 3.9.**

Dimension & Item	Avg	SD	N	1	2	3	4
<b>Communication &amp; Relationships = 3.9</b>							
• The committee receives adequate support from management.	4.0	0.00	3	0	0	0	3
• The committee's relationship with management is effective and respectful.	4.0	0.00	3	0	0	0	3
• Communication and information flow between the committee and the board are effective.	3.7	0.47	3	0	0	1	2
<b>Committee Culture &amp; Engagement = 3.9</b>							
• As a committee member, my area(s) of expertise are utilized appropriately within the committee.	4.0	0.00	4	0	0	0	4
• Committee members are comfortable expressing their views openly and productively.	4.0	0.00	4	0	0	0	4
• The Committee operates with a spirit of collegiality and communicates with mutual respect.	4.0	0.00	4	0	0	0	4
• The committee regularly assesses its own effectiveness and makes improvements.	3.8	0.43	4	0	0	1	3
<b>Committee Leadership &amp; Meetings = 3.8</b>							
• The committee materials are appropriate for governance-level decision-making and oversight.	4.0	0.00	4	0	0	0	4
• The committee makes decisions efficiently.	4.0	0.00	4	0	0	0	4
• The Committee Chair provides effective leadership.	3.5	0.50	4	0	0	2	2
<b>Committee Role &amp; Responsibilities = 3.8</b>							
• The committee is successful in carrying out its designated responsibilities.	4.0	0.00	4	0	0	0	4
• The committee monitors and adapts to changes in regulatory, financial, or industry landscape relevant to its oversight responsibilities.	3.8	0.43	4	0	0	1	3
• The committee's objectives are aligned with the organizational strategic goals.	3.8	0.43	4	0	0	1	3
• The scope of the committee's authority is clear.	3.5	0.50	4	0	0	2	2

# Open-Ended Feedback: Strengths

Provided below are the comments that were shared via the individual interviews with each ECH director who is also a member of the committee, as well as the written survey feedback across all committee members.

## Strengths

**One member expressed that the Governance Committee is performing well, with a productive atmosphere and open exchange of ideas.**

- *This committee is performing well. There is a sense of accomplishment within the group and ideas are shared openly.*

# Open-Ended Feedback: Development Areas

## Development Areas

**Members raised concerns about frequent changes to scheduled meetings, which impacted attendance and planning.**

- *We have had a number of meetings rescheduled from the set annual schedule which can be problematic and has caused me to miss rescheduled meetings.*
- *Members have meeting dates for months on their calendar which are then frequently changed.*
- *Election day should have been known.*

**Feedback from one member indicated that committee leadership could be more proactive in shaping agendas and discussions.**

- *My experience is that VC and Chairs rarely speak... they follow an agenda staff prepares with little input.*

**One member also noted the loss of a key governance expert and emphasized the need to recruit someone with strong policy and governance knowledge.**

- *We are losing our governance/policy expert to Finance. She's such an asset to the system. We need to recruit someone and identify who the target audience is to find someone who understands corporate governance.*

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

**To:** ECH Governance Committee  
**From:** Anne Yang, Executive Director, Governance Services  
**Date:** September 15, 2025  
**Subject:** FY26 Committee Recruitment

### **Purpose and Motion:**

1. Discuss the process for recruiting one or two new Governance Committee community members in FY26.
2. To approve Governance Committee Resolution 2025-01 appointing Chair Lanhee Chen and Mike Kasperzak to the Governance Committee Recruitment Ad Hoc Committee.

### **Summary:**

The purpose of today's discussion will focus on advancing the Governance Committee's current goal of appointing one or two new community members in FY26. To this end, Chair Lanhee Chen proposes to appoint Mike Kasperzak and himself as the two GC Recruitment Ad Hoc Committee members responsible for selecting candidates for the open community member role(s). Below are the parameters set forth in the Governance Committee Charter and the Committee Governance Policy.

1. The Governance Committee may include 2-4 Community members with expertise in governance, organizational leadership or as a hospital health system executive.
2. All Committee members, Chairs, and Vice Chairs shall be appointed and removed in accordance with the Committee Governance Policy.
3. All members of the Governance Committee shall be independent.
4. Each Advisory Committee shall determine minimum qualifications and competencies for its members.
5. Committees may fill Community Member vacancies through open recruitment. The Recruitment Ad Hoc Committee appointed by the Committee Chair shall review applications, interview initial candidates, and may recommend finalists. The full Committee may choose to interview finalists or proceed based on the Ad Hoc Committee's report.
6. Final appointments are made by the Governance Committee and submitted to the Board for approval in accordance with the Hospital Bylaws.

### **Next Steps:**

Once the Recruitment Ad Hoc Committee resolution is approved, the Ad Hoc Committee will convene to review position description and approach to recruitment process. The Governance Services team will support the recruitment process and candidate selection.

During the process, the Ad Hoc Committee may provide periodic updates at subsequent Governance Committee meetings. And when the Ad Hoc Committee has finalized candidates, they will recommend the Governance Committee's approval, followed by Board approval.



**EL CAMINO HOSPITAL GOVERNANCE COMMITTEE RESOLUTION 2025-01  
APPOINTMENT OF SPECIAL ADVISORY COMMITTEE FOR LIMITED PURPOSE  
AND LIMITED DURATION**

**WHEREAS**, the El Camino Hospital Governance Committee (the “GC”) has determined it is necessary to carefully consider and make recommendations regarding recruitment of one or more community members to the GC; and

**WHEREAS**, such work can be undertaken by an ad hoc temporary advisory committee for presentation to and considerations by the GC at a future meeting.

**NOW, THEREFORE, BE IT RESOLVED**, that an ad hoc temporary advisory committee (the GC Recruitment Ad Hoc Committee”), consisting of two members of the GC is hereby established pursuant to Article VII of the Bylaws of the El Camino Hospital, to carefully consider and make recommendations regarding the recruitment of one or more community members to the GC; and

**BE IT FURTHER RESOLVED**, that the members of the GC Recruitment Ad Hoc Committee shall determine the time, place, date, and frequency of such committee meetings; and

**BE IT FURTHER RESOLVED**, that Lanhee Chen is appointed as Chair of the GC Recruitment Ad Hoc Committee; and

**BE IT FURTHER RESOLVED**, that Mike Kasperzak is appointed as member of the GC Recruitment Ad Hoc Committee.

**DULY PASSED AND ADOPTED** at a regular meeting of the GC held on September 15, 2025, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

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Lanhee Chen, Chair  
El Camino Hospital Governance Committee



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

**To:** ECH Governance Committee  
**From:** Anne Yang, Executive Director, Governance Services  
**Date:** September 15, 2025  
**Subject:** FY26 Hospital Board Director Appointment Process

### **Purpose:**

Discuss the appointment/re-appointment process for Hospital board members, or appointed board members (ABM), whose term is expiring at the end of FY26.

### **Summary:**

At the March 18, 2025, El Camino Healthcare District board meeting, the ECHD Ad Hoc Committee was commissioned, chaired by Director Carol Somersille and Director John Zoglin as member.

There are two appointed El Camino Hospital Board Directors whose current three-year term expires on June 30, 2026.

- Board Chair Bob Rebitzer's third three-year term concludes on June 30, 2026.
- Director Wayne Doiguchi's first three-year term concludes on June 30, 2026.

The reappointment process for the directors will proceed according to the District Appointment Policy for Hospital Board Directors. A rough timeline ECHD Ad Hoc Committee timeline is also attached for reference.

### **List of Attachments:**

1. El Camino Healthcare District FY26 El Camino Hospital Board Member Appointment and Re-Appointment Ad Hoc Committee Timeline
2. El Camino Healthcare District Appointment/Re-Appointment Policy of Non-Elected/Appointed Board Members (ABM) to the El Camino Hospital Board of Directors



## EL CAMINO HEALTHCARE DISTRICT

### FY26 EL CAMINO HOSPITAL BOARD MEMBER APPOINTMENT AND RE-APPOINTMENT AD HOC COMMITTEE

Outlined below is a draft timeline for the re-appointment and appointment of Non-Elected/ Appointed Board members (ABM) for El Camino Hospital Board of Directors.

Date	Meeting / Task
<b>Re-Appointment</b>	
November/December 2025	Ad Hoc Committee Meeting(s): <ul style="list-style-type: none"> <li>Conduct interviews with El Camino Hospital members up for re-appointment.</li> <li>Review re-appointment candidates' resumes and attendance records, completed re-election questionnaires, Hospital Board member job description, and board competency matrix.</li> <li>Based on interviews and review of supporting documentation, consider re-appointment and make recommendation to the ECHD Board.</li> </ul>
February 2026	District Board Meeting: <ul style="list-style-type: none"> <li>District Board considers re-election of ABM. If ABM is re-elected, the Hospital Board shall be notified.</li> <li>If ABM is not re-elected, the District Board will authorize recruitment of a new ABM.</li> </ul>
<b>Appointment (Recruitment)</b>	
March 2026	Ad Hoc Committee Meeting: <ul style="list-style-type: none"> <li>Review candidates from previous Ad Hoc Committee</li> <li>Confirm plan for recruitment of ABM position</li> <li>Solicit applications and nominations from the public, the ECH Board, the ECH Foundation Board, ECH Board Advisory Committees and Executive Leadership Team or local businesses.</li> </ul>
March 2026	District Board Meeting: <ul style="list-style-type: none"> <li>Update on Ad Hoc Committee timeline</li> </ul>
April/May 2026	Ad Hoc Committee Meetings: <ul style="list-style-type: none"> <li>Review Resumes and/or Select Candidate(s) to interview.</li> <li>Interview candidates and formulate recommendation</li> <li>Summarize interviews for the Board packet and make a recommendation.</li> </ul>
May 2026	District Board Meeting: <ul style="list-style-type: none"> <li>District Board Considers Ad Hoc Committee recommendation and votes to elect new ABM to the Hospital Board.</li> </ul>



ID #: P.6  
 Adopted: 12/09/2014  
 Last Revised: 05/17/2022  
 Last Approved: 05/17/2022  
 Next Reviewed: 05/2025  
 Area: Board  
 Category: Policy

## **APPOINTMENT AND RE-APPOINTMENT OF NON-ELECTED/APPOINTED BOARD MEMBERS (ABM) TO THE EL CAMINO HOSPITAL BOARD OF DIRECTORS**

- I. COVERAGE: All appointed members of the El Camino Hospital Board
- II. COMPETENCY CONSIDERATIONS:
  1. A member of the El Camino Hospital Board (ECHB) should exhibit the following characteristics:
    - Understand the vital role El Camino Hospital plays in the region.
    - Loyalty to El Camino Hospital's charitable (Community Benefit) purposes.
    - Ability to understand and monitor the following:
      - Diverse portfolio of businesses and programs
      - Complex partnerships with clinicians
      - Programs to create a continuum of care
      - Investments in technology
      - Assumption of risk for population health
      - Resource allocation
      - Quality metrics
    - Commitment to continue learning.
    - Demonstrated strategic thinking.
  2. Engaged attendance at Board and Committee meetings.
    - Appropriate business attire at ECH meetings and functions.
    - Understanding and support of the role the District Board plays in Governance of the 501(c)(3) corporation.
  3. Additionally, appointment or re-appointment should be based on contributing a complementary skill set to other Board members (gap filling) and demonstrate a:
    - Positive working relationship with other Board members
    - Productive working relationship with the El Camino Hospital CEO, hospital staff and other board members.

If there are mid-term vacancies or other open seats on the Hospital Board the District Board will authorize a timeline for recruitment to fill those seats. Any qualified individual may apply and staff shall solicit applications from the public, the ECH Board, the ECH Foundation Board, ECH Board Advisory Committees and the Executive Leadership Team or local businesses.

4. Preferably the candidate lives in the District or Santa Clara County.



### III. TIMELINE:

Time Period	Action to be Performed
Previous FYQ4	<ul style="list-style-type: none"> <li>The District Board Chair shall convene an Ad Hoc committee by appointing a Chair also a District Board member, which may be themselves. The second member will also be a District Board member, ratified by the full Board. The Ad Hoc Committee Chair's role shall be to set meeting agendas, work with staff to set meeting dates and facilitate the meetings.</li> <li>The District Board shall also approve the appointment of up to two advisors to the Ad Hoc Committee. Both advisors should be Hospital Directors who are not members of the District Board (one of the advisors should be a ABM Director from the Governance Committee. Both should be referred by the El Camino Hospital Board Chair.</li> </ul>
FYQ1	<ul style="list-style-type: none"> <li>The District Board Chair asks the El Camino Hospital Appointed Board Member (ABM), whose term is next to expire, to declare interest in continuing to serve.</li> <li>The Chair of the Hospital Board and Ad Hoc committee are informed of this intent.</li> <li>The Ad Hoc Committee would conduct an interview of the El Camino Hospital Appointed Board Member (ABM), including review of attendance report.</li> <li>The Ad Hoc Committee considers this re-appointment of the ABM Director(s) and makes a recommendation to the District Board.</li> <li>At the next District Board Meeting, the District Board may consider re-appointment of ABM. Once a decision is made, the Chair of the Hospital Board and the Hospital Appointed Board Member (ABM) shall be notified. If re-appointment is not recommended, the District Board authorizes the Ad Hoc Committee to pursue external recruitment.</li> </ul>
FYQ2	<ul style="list-style-type: none"> <li>Ad Hoc Committee completes and reviews competency matrix, position specification and job description. Ad Hoc Committee will consult with the CEO, Hospital Board Chair and Governance Committee Chair. The CEO is responsible for the employment of outside consultant(s) to support the Ad Hoc Committee.</li> <li>Ad Hoc Committee analyzes ECH Board Competency Matrix survey results, reviews candidate profiles ( resume, candidate questionnaire and attendance report), interviews potential candidates, and develops a recommendation to the CEO, District Board Chair and Hospital Board Chair.</li> </ul>
FYQ3	<ul style="list-style-type: none"> <li>Ad Hoc Committee presents an interim update to the District Board and incorporates feedback into further recruitment efforts.</li> </ul>
FYQ4	<ul style="list-style-type: none"> <li>Prior to the Meeting: Ad Hoc Committee to summarize interviews for the Board packet and make a recommendation to the District Board.</li> <li>District Board considers Ad Hoc Committee recommendation and votes to appoint ABM(s) to the Hospital Board.</li> </ul>



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

**To:** ECH Governance Committee  
**From:** Anne Yang, Executive Director, Governance Services  
**Date:** September 15, 2025  
**Subject:** Review Board Competency Matrix and Hospital Board Director Reappointment Candidate Questionnaire

### **Purpose:**

To review and discuss the Board Competency matrix to determine if current and recommended addition of skills are relevant and appropriate for evaluation of new and existing hospital board members. The Governance Committee will also review and discuss the current ECH Hospital Board of Directors Reappointment Candidate Questionnaire to make relevant updates/revisions.

### **Summary:**

The first item is to discuss recommended updates to the board competency matrix. This matrix was last used in 2023 when evaluating new appointed hospital board director candidates.

The matrix will also be used to support ongoing assessment of the competency and skills of the existing Board. This effort will support the ongoing hospital board reappointment process, as well as future recruitment processes. The aim is to ensure that the Board as an aggregate maintains a high level of expertise and effectiveness by regularly assessing and addressing any relevant skill or experience gaps.

In anticipation of this discussion, SpencerStuart, Chair Chen and staff have provided recommended updates to the matrix:

1. Add or update Leadership Positions/Skill Sets/Functional Expertise:
  - Remove Governance and add Corporate Governance to Board Experience (outside ECH)
  - Add Mergers & Acquisitions experience to Finance/Investment
  - Replace Information Technology with Technology Leadership / CIO in tech-driven company
  - Add Regulatory, Legal & Compliance
  - Include Community Relations and Government instead of Government Relations
  - As part of Large Company Executive (instead of Corporate) Management experience, include: Public/Private CEO experience, CFO experience, President, COO, or Other Senior Executive Position
  - Include Healthcare / Healthcare policy instead of Clinical / Partnerships with Clinicians
  - Remove Accounting, Information Technology, Human Resources, Philanthropy
2. A suggestion has been raised regarding inclusion of additional context or description behind each functional category.

## Board Competency Matrix and Candidate Questionnaire Review September 15, 2025

3. Also, a question has been raised about whether the industry experience section is redundant with the function expertise section. Staff recommends removal of the industry experience section.

The second item for discussion is the current Hospital Board Director Reappointment Candidate Questionnaire. This questionnaire has been used for the reappointment process for existing hospital board members. At this time, staff recommends minor revisions to the questionnaire to provide clarification and relevance. In addition, staff recommends removing question 8 due to redundancy with question 3.

### **Next Steps:**

Following the Governance Committee's discussion and alignment, the Governance Services team will update the board competency matrix and candidate questionnaire per Committee recommendations. The revised versions will then be provided as a consent item at the next ECHD meeting. The Ad Hoc Reappointment Committee will then proceed with using the documents for evaluation in the reappointment process and for future new board member recruitment processes.

### **List of Attachments:**

1. Revised Board Competency Matrix
2. Revised ECH Hospital Board of Directors Reappointment Candidate Questionnaire



## FY26 Competency Matrix Rating Tool & Rating Scale

[illegible]





***El Camino Hospital Board of Directors  
Re-~~Election~~-Appointment Candidate  
Questionnaire***

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Contact Phone: \_\_\_\_\_

Occupation: \_\_\_\_\_

Email Address: \_\_\_\_\_

1. ~~Why~~ Are are you interested in continuing to serve on the El Camino ~~Hospital~~ Health Board of Directors?
  
  
  
  
  
  
  
  
  
  
2. How would you summarize your contributions to the ECH Board?
  
  
  
  
  
  
  
  
  
  
3. What ~~other~~ skills and experience do you feel you bring to this appointment?
  
  
  
  
  
  
  
  
  
  
4. Have you ever served on any other Board of Directors? If so, which ones?
  
  
  
  
  
  
  
  
  
  
5. ~~In your opinion, what~~ What are the key issues facing El Camino ~~Hospital~~ Health today?

6. Are you willing to commit to at least three years as a Board member, and are you able to continue to meet the Board's attendance requirements?
7. What is your sense of the role of a board of directors, its responsibilities in governance, and how it is separate from the role of management?
8. ~~What one characteristic sets you apart from others and positions you to bring unique value to the El Camino Hospital Board of Directors?~~



**Minutes of the Open Session of the  
Governance Committee of the  
El Camino Hospital Board of Directors  
Tuesday, June 3, 2025**

**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  
Anne Yang, Executive Director, Governance Services

\*\* 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 <b>5:30</b> pm by Chair Lanhee Chen. A verbal roll call was taken, and a quorum was present. Mr. Kasperzak was absent.	<b><i>Called to order at 5:30 p.m.</i></b>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Chair Chen announced that no requests to appear remotely for Just Cause or Emergency were received, so 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. FY26 BOARD ASSESSMENT PLAN	<p>Ms. Yang introduced the proposed FY26 Board Assessment Plan, including a potential shift in methodology to incorporate one-on-one Director interviews as part of a renewed engagement with SpencerStuart. The Committee discussed the relative value of interviews versus surveys, and members expressed broad support for conducting both methods to ensure a more comprehensive assessment. Several Directors emphasized that interviews yield more nuanced and actionable insights, while surveys can help shape and focus the conversation. Ms. Lai supported a biennial approach and noted the importance of year-over-year comparability in survey instruments. Mr. Alvares inquired about including a member of staff in the interviews. Others commented that including internal participants in interviews could compromise candor; the Committee ultimately agreed that interviews should be conducted by SpencerStuart without staff involvement.</p> <p>There was consensus to proceed with both a survey and interviews for the FY26 cycle, pending review of cost estimates. The Committee also expressed interest in refining the survey questions and incorporating individualized follow-up meetings with Directors in the fall.</p>	<p><b><i>Action: Staff will request a revised proposal and cost breakdown from SpencerStuart reflecting the combined methodology.</i></b></p> <p><b><i>Staff will also work with SpencerStuart to tailor the survey instrument and prepare a timeline for fall feedback sessions with Directors.</i></b></p>

<p><b>6. REVIEW REVISIONS TO COMMITTEE GOVERNANCE POLICY</b></p>	<p>Ms. Yang reviewed proposed revisions to the Committee Governance Policy, which included clarifying the terms and responsibilities of committee members, allowing Committee Chairs the discretion to rotate Director assignments, and aligning language with current board practices. The Committee expressed support for the flexibility these changes offer, while noting the importance of ensuring continuity and supporting effective ramp-up for new members.</p> <p>Director Miller endorsed the change, observing that while it may pose short-term logistical challenges for staff, rotation can provide Directors with valuable cross-training. Mr. Alvares noted that similar practices in executive leadership lead to a better understanding of the organization. Ms. Lai cautioned that time is needed to fully acclimate to a committee, and that Chairs should use discretion when considering reassignment. Chair Chen added that, historically, most Chairs have opted for continuity even without formal limitations.</p> <p>The Committee also acknowledged that with the adoption of this updated policy, two legacy policies — the <i>Board Committee Chair Selection Policy</i> and the <i>Board Advisory Committee Member Nomination and Selection Policy</i> — would be sunsetted, as their core provisions were now consolidated within the updated governance policy.</p> <p><b>Motion:</b> To approve the revised Committee Governance policy and sunset legacy policies.</p> <p><b>Movant:</b> Alvares  <b>Second:</b> Miller  <b>Ayes:</b> Alvares, Chen, Lai, Miller, Watters  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Kasperzak  <b>Recused:</b> None</p>	<p><b>Action(s):</b>  <b>Revised Committee Governance Policy approved.</b></p> <p><b>Board Committee Chair Selection Policy and Board Advisory Committee Member Nomination and Selection Policy are sunsetted.</b></p>
<p><b>7. EL CAMINO HOSPITAL BYLAWS UPDATE</b></p>	<p>Director Watters opened the discussion by describing the collaborative review process conducted by himself, Director Miller, and Ms. Fuentes. Each had completed an independent review of the bylaws before coming together to align their feedback. The Committee discussed proposed revisions related to Director term limits, Officer terms, and removal provisions. Chair Chen reiterated his support for a twelve-year term limit applicable to both Hospital and District Directors, and Mr. Watters encouraged the District to consider adopting its own limits. Ms. Lai raised questions about Officer terms and expressed interest in further discussion on the appropriate structure. Ms. Fuentes clarified that the CEO had been added as an Officer of the Corporation to align with California law. The Committee also discussed the removal-for-cause provision, with concerns raised about whether the current supermajority requirement was overly restrictive. Members agreed that the topic should be revisited with the full Board. Overall, the Committee supported the proposed revisions and expressed appreciation for the thoughtful review process.</p>	<p><b>Action: Staff will incorporate the Committee's feedback and present the revised bylaws to the full Board for further discussion at a future meeting. Legal will also review the supermajority removal provision to determine alignment with California law.</b></p>

<b>8. FY26 BOAD AND ADVISORY COMMITTEES PLANNING ITEMS</b>	<p>The Committee reviewed FY26 pacing plans and committee goals. Ms. Yang noted that several committees had reduced their meeting frequency and adjusted plans accordingly.</p> <p>Director Miller suggested removing the bylaws review as a goal for the Governance Committee and after discussion it was agreed to change reference to “regular” review of the bylaws in favor of “ongoing” review. She also noted that the Compliance and Audit Committee’s goals lacked specificity.</p> <p><b>Motion:</b> To approve the FY26 Committee Planning items – Assignments, Goals and Pacing Plans, with the exception of the Compliance and Audit Committee Goals, which will be revised and returned for Board approval.</p> <p><b>Movant:</b> Watters  <b>Second:</b> Miller  <b>Ayes:</b> Alvares, Chen, Lai, Miller, Watters  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Kasperzak  <b>Recused:</b> None</p>	<p><b>Action(s): FY26 Committee Planning items – Assignments, Goals, and Pacing Plans – with the exception of CAC goals, were approved.</b></p>
<b>9. REVIEW REVISIONS TO ADVISORY COMMITTEE CHARTERS</b>	<p>Ms. Yang presented the proposed revisions to the Advisory Committee charters, noting that the updates reflected all edits made during FY25. She highlighted changes including alignment of committee membership language with the revised Committee Governance Policy, incorporation of the organizational performance incentive goals process into the Finance, Quality, and Executive Compensation Committee charters, and substantive revisions to the Compliance and Audit Committee’s audit-related responsibilities. She also noted minor cleanup to the Governance Committee Charter and confirmed there were no changes to the Investment Committee Charter.</p> <p>During discussion, Committee members emphasized the importance of maintaining consistent language regarding special meetings across all charters and supported the removal of references to alternate members where they no longer apply. Director Miller recommended ensuring the language around special meetings is standardized throughout. The Committee requested that Governance staff review and update these areas for clarity and consistency.</p> <p><b>Motion:</b> To approve the revised advisory committee charters.</p> <p><b>Movant:</b> Watters  <b>Second:</b> Lai  <b>Ayes:</b> Alvares, Chen, Lai, Miller, Watters  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Kasperzak  <b>Recused:</b> None</p>	<p><b>Action: Governance staff will revise language across all charters to ensure consistency in special meeting procedures and will remove references to alternate members where appropriate before presenting the charters to the full Board.</b></p>

<b>10. CONSENT CALENDAR</b>	<p>Chair Chen invited discussion on the Consent Calendar. Director Miller requested removal of item (b), Minutes of the Closed Session Governance Committee Meeting (3/17/2025), for further review.</p> <p><b>Motion:</b> To approve the consent calendar, excluding item (b).</p> <p><b>For Approval:</b> a) Minutes of the Open Session Governance Committee Meeting (3/17/2025)</p> <p>Received: c) FY25 Pacing Plan, d) Report on Progress on FY25 Committee Goals, e) FY26 Final Meeting Dates.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Lai  <b>Ayes:</b> Alvares, Chen, Lai, Miller, Watters  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Kasperzak  <b>Recused:</b> None</p> <p>Director Miller then moved to defer item (b) to the September meeting; Director Watters seconded. The motion received two ayes (Miller, Watters) and three abstentions (Alvares, Chen, Lai), and thus failed due to lack of majority. A subsequent motion to approve item (b) also failed for lack of a second. Staff will bring the item back in September for reconsideration in closed session.</p>	<p><b><i>Minutes of the Open Session Governance Committee Meeting (3/17/2025) were approved.</i></b></p> <p><b><i>Minutes of the Closed Session Governance Committee Meeting (3/17/2025) to be brought back to September meeting to be approved in closed session.</i></b></p>
<b>11. COMMITTEE ANNOUNCEMENTS</b>	<p>Chair Chen noted that Ms. Lai would be rotating off the Committee to join the Finance Committee. He stated that the Committee will need to empanel an Ad Hoc Committee at its next meeting to begin the process of filling the vacancy. Ms. Lai expressed enthusiasm about the transition. Director Miller commented that she had appointed her to the Governance Committee and commended her service.</p>	
<b>12. ADJOURNMENT</b>	<p><b>Motion:</b> To adjourn at <b>6:49 pm.</b></p> <p><b>Movant:</b> Alvares  <b>Second:</b> Chen  <b>Ayes:</b> Alvares, Chen, Lai, Miller, Watters  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Kasperzak  <b>Recused:</b> None</p>	<p><b><i>Meeting Adjourned at 6:49 pm</i></b></p>

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

\_\_\_\_\_  
 Anne Yang  
 Executive Director, Governance Services

Prepared by: Tracy Fowler, Director Governance Services  
 Reviewed by: Theresa Fuentes, CLO, Anne Yang, Executive Director Governance Services





## EL CAMINO HOSPITAL GOVERNANCE COMMITTEE MEMO

**To:** El Camino Hospital Governance Committee  
**From:** Anne Yang, Executive Director, Governance Services  
**Date:** September 15, 2025  
**Subject:** Receive Class Assignments for Community Members of Governance Committee

**Recommendation:** Receive Class Assignments for Community Members of Governance Committee.

**Authority:** In alignment with the Committee Governance Policy, we are implementing Class Assignments for Community Members of each Advisory Committee. These are reviewed and approved by each Committee Chair and received by each respective Committee at the subsequent meeting.

**Summary:** In June 2024, the Governance Committee initiated standardization across all Advisory Committees to streamline membership appointments, terms, attendance, and meeting standards, resulting in the Committee Governance Policy. The policy states that Community Members serve for 3-year renewable terms. The Governance Committee also recommended staggered terms for Community Members. The reason behind the staggered terms was to implement best governance practices, and to alleviate the potential need to recruit multiple new members in a given year. The policy was approved by the Board in FY25, and now being implemented for the first time for FY26.

The Class assignment tenure dates are as follows:

1. Class 1: Current term expires June 30, 2025; new term is July 1, 2025 through June 30, 2028
2. Class 2: Current term expires June 30, 2026; new term is July 1, 2026 through June 30, 2029
3. Class 3: Current term expires June 30, 2027; new term is July 1, 2027 through June 30, 2030

In general, the methodology for assigning a Class year was based on the following prioritization:

1. Member's tenure
2. Alphabetical order with the purpose of staggering the terms
3. Class 1 was assigned to new members of a Committee for FY26 (Quality and Finance)
4. Class 2 was assigned for a potential new recruit for Governance and Finance, to allow time for the Committee's search efforts

**List of Attachments:**

1. Class Assignments for Community Members

### Community Member Class Assignments

Name	Member	Chair/Vice Chair	Officer Start Date	Committee	Date Appointed	Class Assignment*	3Y Committee Term Expires	Committee Reappointment Term Expires
Ken Alvares	Community Member			Governance	12-Feb-20	Class 1	30-Jun-25	30-Jun-28
RECRUIT	Community Member			Governance		Class 2	30-Jun-26	30-Jun-29
Mike Kasperzak	Community Member			Governance	12-Feb-20	Class 3	30-Jun-27	30-Jun-30

\*Note that Class Assignments are to be approved by the Committee Chair and received by each Committee.

The purpose is to stagger all committee member terms (Class 1 expires June 30, 2025, Class 2 expires June 30, 2026, Class 3 expires June 30, 2027).

[illegible]



## FY26 GOVERNANCE COMMITTEE GOALS AND PACING PLAN

The purpose of the Governance Committee (“Committee”) is to advise the El Camino Hospital (“Hospital”) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition for El Camino Hospital and the Hospital’s affiliated entities where the Hospital is the sole corporate member pursuant to the operating agreements and governance documents of those entities (“the Organization”). The Governance Committee ensures the Organization is functioning at the highest level of governance standards.

**STAFF:** **Theresa Fuentes**, Chief Legal Officer (Executive Sponsor)

GOALS	ACTIONS/METRICS	STATUS
1. Enhance board composition, development, and effectiveness	<ul style="list-style-type: none"> <li>- In conjunction with the ECHD Re-Appointment and Recruitment Ad Hoc Committee, provide a method for regular competency and skills assessment of the Board.</li> <li>- Maintain resource section on Boardvantage of pertinent conferences, resources, newsletters, and professional organizations.</li> <li>- Implement regular and comprehensive board and committee assessments.</li> <li>- Develop Board Action plan - based on assessment results.</li> <li>- Develop onboarding mentorship program pairing experienced and new Board/Committee members.</li> </ul>	Q1/Q2 FY26
	<ul style="list-style-type: none"> <li>- Discuss and develop succession planning for Board members and officers.</li> </ul>	Q3 FY26
2. Review and update governance documents and policies	<ul style="list-style-type: none"> <li>- Ensure regular review of Bylaws and policies.</li> <li>- Develop communication and/or training as necessary for policy updates.</li> </ul>	Q2 FY26
3. Support board advisory committee alignment with organizational strategy and goals	<ul style="list-style-type: none"> <li>- Ensure regular review of Advisory Committee goals and charters.</li> <li>- Hold joint education sessions, as needed, between Board, Advisory Committees, and organizational leadership to ensure alignment with organizational needs.</li> </ul>	Q4 FY26 Q2 FY26
4. Promote ethical behavior and ensuring that the organization is acting in accordance with its values and principles.	<ul style="list-style-type: none"> <li>- Monitor the frequency of Code of Conduct revision to ensure it remains current with the organization's culture and external factors</li> <li>- Monitor the annual acknowledgement of Conflict of Interest policy.</li> </ul>	Q1/Q2 FY26

**SUBMITTED BY:** Chair: Lanhee Chen | **Executive Sponsor:** Theresa Fuentes