



AGENDA GOVERNANCE COMMITTEE OF THE EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, March 3, 2026 – 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: **957 1262 7049#**. No participant code. Just press #.

To watch the meeting, please visit: GC Meeting Link

<https://elcaminohealth.zoom.us/j/95712627049?pwd=g1l5i0AgNy0fcybCYRDMVpM346lwKC.1>

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.

TIME ESTIMATES: Except where noted as TIME CERTAIN, listed times are estimates only and are subject to change at any time, including while the meeting is in progress. The Board reserves the right to use more or less time on any item, to change the order of items and/or to continue items to another meeting. Particular items may be heard before or after the time estimated on the agenda. This may occur in order to best manage the time at a meeting.

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 with 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	CALL TO ORDER/ROLL CALL	Lanhee Chen, Chair		5:30 pm
2	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Lanhee Chen, Chair	Information	5:30
3	PUBLIC COMMUNICATION 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 one (1) to three (3) minutes each depending on number of speakers.</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	5:30
4	APPOINTMENT OF VICE CHAIR	Lanhee Chen, Chair	Information	5:30 – 5:35
5	<u>RECOMMEND FOR BOARD APPROVAL REVISED GOVERNANCE COMMITTEE CHARTER</u>	Theresa Fuentes, CLO Anne Yang, Executive Director, Governance Services	Motion Required	5:35 – 5:40
6	<u>SELECT NOMINEES FOR GOVERNANCE COMMITTEE FOR RECOMMENDATION TO THE HOSPITAL BOARD</u> a. Scott Barclay b. Azar Khansari c. Doug Scrivner	Lanhee Chen, Chair	Motion Required	5:40 – 5:50

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	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
7	<u>FY26 BOARD ASSESSMENT ACTION PLAN DISCUSSION</u> - Approve Proposed FY26 Board Action Plan	Lanhee Chen, Chair Theresa Fuentes, CLO Anne Yang, Executive Director, Governance Services	Motion Required	5:50 – 6:05
8	<u>HOSPITAL BOARD LEADERSHIP AND SUCCESSION PLANNING DISCUSSION</u> a. Recommend Board Approval of Revised Hospital Board Officers Nomination and Selection Procedures b. Potential Recommendations to the Board Regarding Board Chair Eligibility to Serve a Third Term c. Discuss Board Leadership Succession Planning	Lanhee Chen, Chair Theresa Fuentes, CLO	Possible Motion	6:05 – 6:35
9	GOVERNANCE COMMITTEE PLANNING ITEMS: a. <u>Potential FY26 Additional Meeting</u> b. <u>Draft FY27 Committee Dates</u> c. <u>Draft FY27 Committee Goals and Pacing Plan</u>	Lanhee Chen, Chair	Possible Motion	6:35 – 6:45
10	RECESS TO CLOSED SESSION	Lanhee Chen, Chair	Motion Required	6:45
11	APPROVE MINUTES OF THE GOVERNANCE COMMITTEE - Minutes of the Closed Session of the Governance Committee Meeting (09/15/25) <i>Report involving Gov't Code Section 54957.2 for closed session minutes.</i>	Lanhee Chen, Chair	Motion Required	6:45 – 6:50
12	RECONVENE TO OPEN SESSION	Lanhee Chen, Chair	Motion Required	6:50
13	CLOSED SESSION REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Anne Yang, Executive Director, Governance Services	Information	6:50
14	CONSENT CALENDAR ITEMS: a. <u>Approve Minutes of the Open Session of the Governance Committee Meeting (09/15/25)</u> b. <u>Receive FY26 Pacing Plan</u> c. <u>Receive Progress on FY26 Committee Goals</u>	Lanhee Chen, Chair	Motion Required	6:50 – 6:55
15	COMMITTEE ANNOUNCEMENTS	Lanhee Chen, Chair	Information	6:55 – 7:00
16	ADJOURNMENT	Lanhee Chen, Chair	Motion Required	7:00

Upcoming Meetings: June 2, 2026



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

To: ECH Governance Committee
From: Theresa Fuentes, Chief Legal Officer
Anne Yang, Executive Director, Governance Services
Date: March 3, 2026
Subject: Review and Recommend Board Approval of Revised Governance Committee Charter

Recommendation: To review and recommend Board approval of a revised Governance Committee Charter to increase the possible number of community members.

Authority: The Board of Directors reviews and approves changes to the committee charters. The revised Governance Committee Charter is reviewed by the Governance Committee prior to recommending for Board approval.

Summary: The current Governance Charter currently specifies 2-4 community members in addition to at least 2 hospital board members serving on the Committee.

The Ad Hoc Recruitment Committee has selected three candidates for the Governance Committee's consideration as new community members to the Committee, in addition to the two existing community members. Given the possibility of having five total community members, the charter needs revision to allow for the additional community members to be appointed.

Following Governance Committee approval, the revised Charter will be submitted to the Board for approval.

List of Attachments:

- Governance Committee Charter (Marked)



El Camino Hospital Board of Directors Governance Committee Charter

Purpose

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 (*i.e.*, the nomination and appointment/reappointment process and succession planning for the Board) 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.

Authority

The Committee is an Advisory Committee of the Board pursuant to Article VII of the Hospital Bylaws. All governing authority for the Organization resides with the boards of each entity except that which may be lawfully delegated to a specific board committee. The Committee will report to the Board at the next scheduled meeting any action or recommendation taken within the Committee’s authority. The Committee has the authority to select, recommend engagement, and supervise any consultant hired by the Board to advise the Board or Committee on governance-related issues. In addition, 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.

Membership

- The Governance Committee shall be comprised of two (2) or more Hospital Board members who shall be appointed and removed pursuant to the El Camino Hospital Board Committee Governance Policy.
- The Governance Committee may also include 2-54 Community members¹ with expertise in governance, organizational leadership or as a hospital or health system executive.
- All Committee members, Chairs, and Vice Chairs shall be appointed and removed in accordance with the El Camino Hospital Board Committee Governance Policy.
- All members of the Governance Committee shall be independent.

Staff Support and Participation

The CEO shall attend meetings and serve as the primary staff support to the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration.

¹ Community Members are defined as Members of the Committee who are not El Camino Hospital Board Directors.



Additional members of the executive team may participate in the Committee meetings upon the recommendation of the CEO and at the discretion of the Committee Chair.

General Responsibilities

The Committee is responsible for recommending to the Board policies, processes and procedures related to board development, board effectiveness, board composition and other governance matters for the Organization.

Specific Duties

The specific duties of the Governance Committee include the following:

- A. Board Composition, Development, and Effectiveness:** Ensure that the Board and the boards of the affiliated entities are committed to the discipline of doing the right things the right way.

Composition

- Define the necessary skill sets, diversity and other attributes required for Board members to support Hospital strategy, goals, community needs and current market conditions.
- Make recommendations to the Board regarding Board Composition.
- Review and make recommendations to the Board regarding the Board Chair's appointments of Advisory Committee Chairs and Advisory Committee members.

Orientation, Education and Development

- Adopt the orientation program for newly-appointed members to the Hospital Board of Directors and newly-appointed Board Committee members.
- Recommend a policy, budget and annual plan for Hospital Board and Committee member education, training and development.

Board Evaluation

- Recommend an evaluation instrument and process to be used by the Hospital Board for evaluation of Board governance.
- Ensure there is a board performance evaluation completed on a regular basis, and as appropriate, evaluation of the individual directors, committees and their chairs, and the Board Chair.

Board Efficiency

- Monitor and recommend improvements or changes to the on-going governance process and procedures of the Hospital Board in order to enhance overall efficiency of the Board and Advisory Committee Structure.
- Ensure the Board develops a master Board meeting calendar to establish a cadence of information flow and dialogue, such that the Board has sufficient time to review the minutes and recommendations of the committees. The cadence must accommodate a flow of approvals from Committee to the full Board.



B. Support of Board Advisory Committee Alignment with Organizational Strategy and Goals

Development of Process for Advisory Committee Review of Advisory Committee Goals and Charters

- Recommend process for the development of annual Board Advisory Committee goals which includes: 1) Linkage of committee goals to organizational goals and strategy, to the Board; and 2) the Board's review and approval.
- Ensure all Board Advisory committees conduct biennial review of Advisory committee charters and recommend any changes to the Board for approval.

Development of Board Advisory Committee Membership Succession Plan

- Ensure membership succession plan considers organizational strategy and goals.
- Develop process for Advisory committee use to identify a need for increase or change in membership to further alignment with organizational strategy and goals.

C. Articles of Incorporation, Bylaws, and Policies

- Provide for a review of the Hospital's Articles of Incorporation and Bylaws at least once every three years.
- Provide for a review of Articles of Incorporation and Bylaws of affiliated entities as needed
- Monitor legal and regulatory issues affecting governance of the Organization.
- Recommend updates to the Organization's governance policies where necessary and as required by legal and regulatory agencies.

Committee Effectiveness

The Committee is responsible for establishing its annual goals, objectives and pacing plan in alignment with the Board and the Organization's strategic goals. The Committee shall be focused on continuous improvement with regard to its processes, procedures, materials, and meetings, and other functions to enhance its contribution to the full Board.

Meetings and Minutes

The Committee shall meet at least once per quarter. The Committee Chair shall determine the frequency of meetings based on the Committee's annual goals and work plan. Minutes shall be kept by the assigned staff and shall be delivered to all members of the Committee when the agenda for the subsequent meeting is delivered. The approved minutes shall be forwarded to the Board for information.

Meetings and actions of all Advisory committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of the Bylaws, concerning meetings and actions of directors. Special meetings of Advisory committees may also be called by resolution of the Board or the Committee Chair. Notice of any special meetings of the Committee requires a 24-hour notice.



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

To: ECH Governance Committee
From: Lanhee Chen and Mike Kasperzak, Governance Committee Recruitment Ad Hoc Committee
Date: March 3, 2026
Subject: FY26 Governance Committee Ad Hoc Recruitment Recommendation

Purpose:

To recommend the selection of candidates for Governance Committee membership.

Summary:

The Governance Committee Recruitment Ad Hoc Committee followed the approved recruitment timeline, including outreach through social media and local publications. The recruitment effort generated six strong candidate submissions.

The Ad Hoc Committee reviewed all candidate questionnaires and materials on December 5, 2025, and selected three finalists for interviews. Interviews were conducted on December 9 and December 11, 2025.

Following the interview process, the Ad Hoc Committee recommends all three finalists for appointment to the Governance Committee based on their governance experience, professional expertise, and alignment with Committee needs.

Upon Governance Committee endorsement, the recommended candidates will be presented to the Hospital Board of Directors for review and approval, followed by onboarding and participation in upcoming Governance Committee meetings.

List of Candidate Information Attachments:

1. Scott Barclay – Questionnaire and LinkedIn Profile
2. Azar Khansari – Questionnaire and Resume
3. Doug Scrivner – Questionnaire and Resume

From: [El Camino Health](#)
To: [ECH Board Recruitment](#)
Subject: New Submission: Call for Applications - Governance Committee Member
Date: Monday, December 1, 2025 7:31:14 AM

Caution: This message is from an external sender.

This email originated from outside of El Camino Health. Carefully check the sender's address to decide if the email is safe.

[Report Suspicious](#)

Submitted on Mon, 12/01/2025 - 07:30 AM

Submitted by: Anonymous

Submitted values are:

Full Name

Scott Barclay

Residence Address

[REDACTED] Palo Alto, CA 94301

Email Address

[REDACTED]

Phone Number:

[REDACTED]

a) Board Governance. Ability to guide and uphold effective governance practices, ensuring the board fulfills its legal, ethical, and functional responsibilities. Experience in developing, reviewing, and implementing governance policies and procedures, as well as evaluating board effectiveness and supporting board recruitment, orientation, and development.

I am a 25 year healthcare operator turned investor, currently as lead of Healthcare for Insight Partners, a \$100bn AUM venture capital firm that invests at every stage of company development. I have been part of the BOD of ~25 companies in my professional career. I am currently on the board of Lantern, Cleerly, Calm, IDOVEN, Pictor, and Bamboo.

When part of a board, my goal is that we would be excellent stewards; that we would collaborate as a group and with leadership to "do the right thing" as aligned to our charter and the organizational mission.

As I learned in studying great boards at INSEAD (MBA, 2004, Fontainebleau Fr), great boards remove ego, make sure the right leadership is in place, and that the organizational leadership and firm's responsibilities are informed, aligned, and calibrated to long-term purpose.

b) Organizational Leadership. Experience in organizational leadership, with the ability

to provide strategic direction, foster a culture of accountability, and drive organizational performance.

My leadership style is one of removing ego, serving the team, and acting with a deeper spirit of creating long-term value, executing upon the long-term strategy, and being highly responsive to problems and challenges.

I also think leadership is context-dependent. I can be a strong alpha, when the knowledge, context, and situation requires. But I also think great leadership knows when to listen, when to be part of a group. Leadership is knowing when to listen, when to speak, when to encourage, and when to be aggressive.

c) Healthcare Executive Leadership. Experience in executive leadership roles within the healthcare sector, with a comprehensive understanding of healthcare systems, regulatory environments, and industry trends.

I have only worked in our vibrant but also oligopolistic and highly complex and regulatory-capture healthcare market since 2005.

- Youngest VP at CVS Health in 2006
- Helped create and then scaled the electronic prescription, including the creation and leadership of Surescripts, 2005-2012
- Have only worked as a healthcare executive and venture capitalist since 2012
- Most of my experience is across technology towards the "triple aim" across the provision of care in all settings and markets that touch providers and payers

Critical Characteristics

These attributes are true for me, though all of us have imperfections and learn from our mistakes.

It's easy to celebrate our successes. I'm proud of my board stewardship of a very challenging venture asset called Forta.

Forta is a full-stack new form of autism care that incorporates the family as caregivers. Since joining the board in 2022, I've helped navigate CEO impropriety investigations, a major regulatory shift, 12 months of product-market fit scale, a large market reversal, a shareholder revolt, and the CEOs departure. Amidst this journey, I'm very proud of my role at each step to steward the company through appropriate investigations, the allocation of capital and budgets, and strong leadership to protect all stakeholders. I view my role not as just a "fiduciary", but as someone safeguarding the board's role to do our best at each step, for all stakeholders, for long-term value.

And my evidence is that I remain in great relationship with the departed CEO ("you were always fair and honest with me"), the co-investors ("thank you for being steady amidst the storm"), the Administration ("this is the best way to handle an uncertain situation"), and my own team and LPs ("thanks for your presence and hard work")

a) Do you have any other skills, qualifications, or subject matter expertise that you believe would be an asset to the Committee? If so, please describe.

I just want to emphasize the importance of El Camino in the community and the multi-faceted stakeholders against a crystal-clear mission.

I also want to emphasize my desire to contribute is related to my own role in the community and my own experience in the challenges of healthcare. I have no ulterior motivations as a capitalist, or related to my firm or my healthcare technology investments.

5. Are there any civil, employment-related, or criminal incidents in your background that we may uncover in a reference or background check? Have you ever been involved in a government investigation for business or healthcare related issues (e.g. OIG)? (Note: Disclosure of a civil, employment-related, criminal incident (s) or government investigation will not necessarily disqualify you from appointment. The nature and timeframe will be taken into consideration.)

None

6. Are you able to make the necessary time commitment and in person attendance as laid out in the position description?

Yes

7. Describe any potential conflict of interest with any of your other commitments or activities? If none, please indicate.

I am an investor through our firm in ~55 healthcare technology companies, and ~20 bio therapeutic investments. I am a leader on ~20 of those technology investments, and on the Board of ~8 companies. I do not anticipate any conflicts but will be excessively transparent on any possible overlap, and recuse myself of any appropriate matters.

8. The El Camino Health Governance Committee Member position is non-compensated (i.e. volunteer) and has a three-year renewable term. Is this acceptable?

Yes

9. Please specify how you found out about this position.

Board member Lanhee Chen

10. Why are you interested in being considered for the Governance Committee Member position with El Camino Health?

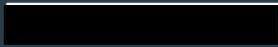
I serve on multiple for-profit VC Boards and have significant experience in healthcare. My motivation here is to contribute in my own community, leveraging my experience to a higher calling and aligned with a wonderful institution that also aligns with my personal philosophy that is against dominant oligopolies in US healthcare

CV here: <https://www.linkedin.com/in/scottbarclay/>

Upload CV and optionally professional references as Word or PDF files

- [Barclay LI CV.docx](#)

Contact


www.linkedin.com/in/scottbarclay
(LinkedIn)

Top Skills

Strategy Development
Product Strategy
Clinical innovation

Languages

Spanish

Scott Barclay

Managing Director, Healthcare, Insight Partners
Palo Alto, California, United States

Summary

My joy is to invest in and serve special founders rebuilding the future of health care

Experience

Insight Partners

Managing Director, Healthcare
November 2021 - Present (4 years 2 months)
Palo Alto, California, United States

Investing in and serving founders rebuilding healthcare, now as part of the world's best venture capital culture that is Insight Partners. Every stage, every time zone.

Clay VC

Founder and GP, Clay VC
May 2021 - January 2022 (9 months)
Palo Alto, California, United States

Clay VC is a new early-stage investing firm rebuilding the future of healthcare by finding and serving founders at the intersection of deep tech, data, and empathy. We call this next era Computational Care. Based in Palo Alto, CA and serving founders globally.

(This description is not a solicitation for investment or investment advice)

Point72 Ventures

Partner
August 2020 - May 2021 (10 months)
Palo Alto, California, United States

Building a special purpose diverse team to invest in and serve founders who themselves are technical, ambitious, and building the future of healthcare in the US and globally

Curative Inc.

Investor

March 2020 - August 2020 (6 months)

Los Angeles, California, United States

Jumped in to help catalyze & fund Fred Turner and a wonderful team to rapidly build a COVID19 Diagnostic oral-liquid diagnostic test

Freenome

Board Observer

July 2019 - August 2020 (1 year 2 months)

South San Francisco

Next-generation blood tests for early cancer detection powered by a machine-driven, multiomics platform. DCVC investor since 2015; Board Observer since July 2019

Carbon Health

Board Director

January 2019 - August 2020 (1 year 8 months)

San Francisco

Building the future of urgent care

Enzyme

Investor

May 2018 - August 2020 (2 years 4 months)

San Francisco

FDA compliance and submission offered as a machine-driven SaaS service

Primer AI

Board Observer

April 2018 - August 2020 (2 years 5 months)

San Francisco

"We build machines that read and write"

Swift Medical

Board Director

January 2018 - August 2020 (2 years 8 months)

Toronto, Canada Area

Computer vision at the bedside, on the smartphone, solving wound care

Subtle Medical

Investor

November 2017 - August 2020 (2 years 10 months)

Deep learning to drastically improve imaging infrastructure, in PET and MR

DCVC (Data Collective)

5 years 4 months

Partner

August 2017 - August 2020 (3 years 1 month)

Palo Alto, CA

Investor in early-stage, deep-tech companies with technical founders, special teams, and empathy; practice leader building DCVC's Computational Care portfolio, and an investor in industrial and enterprise AI

Operating Partner

May 2015 - August 2017 (2 years 4 months)

Palo Alto, CA

SafelyYou

Board Director

July 2017 - August 2020 (3 years 2 months)

San Francisco, CA

Computer vision as a service that is near magical in reducing falls and ER visits in assisted living & memory care

Medical Informatics Corp

Board Director

June 2017 - August 2020 (3 years 3 months)

Houston, Tx

Deep compute on top of the ICU, saving lives and advancing research

StartX Med

Founding Mentor

June 2012 - May 2020 (8 years)

Palo Alto, CA

Advise the leaders of Stanford's StartX incubation program for new entrepreneurs and companies focusing on changing the future of medicine

Karius, Inc.

Board Director

June 2016 - April 2020 (3 years 11 months)

Menlo Park, CA

Revolutionizing the world of understanding infectious disease with genomics and machine learning

Health Gorilla

Board of Directors

October 2014 - January 2020 (5 years 4 months)

Sunnyvale, CA

Health Gorilla breaks healthcare data siloes by replacing the fax machine and creating a transactional marketplace for lab and radiology orders and results

Element AI

Board Observer

July 2017 - July 2019 (2 years 1 month)

Montreal, Canada Area

World's best horizontal deep learning platform, building AI products for enterprise. AI for good.

BlueTalon

Chairman, Board of Directors

November 2012 - July 2019 (6 years 9 months)

Menlo Park, CA

Acquired by Microsoft, July 2019. BlueTalon enables data collaboration, governance and granular access control on any data stack, including Hadoop. We are enabling health care, financial services, and big markets where data is complex, volumous and sensitive.

Innovation Norway

StartUp Mentor

September 2013 - April 2019 (5 years 8 months)

Palo Alto, CA and Oslo

Innovation Norway is a premier accelerator for Norwegian technology and talent entering and growing in US technology markets. I like to help the teams visiting silicon valley

Safeguard Scientifics

Senior Adviser

November 2014 - August 2017 (2 years 10 months)

Palo Alto, CA

Safeguard is a world-class provider of growth capital to technology and healthcare companies

Propeller Health

Strategic Adviser & Shareholder

April 2014 - August 2017 (3 years 5 months)

Madison, San Francisco

Acquired by ResMed in January 2019. Propeller Health is an elegant digital mobile solution for enabling chronic Asthma and COPD patients. Device sensors + feedback loops + patient and physician engagement.

Elation EMR

Strategic Adviser & Shareholder

August 2013 - August 2017 (4 years 1 month)

San Francisco Bay Area

Elation is a SAS based, best-in-class next generation clinical platform for doctors, caregivers, and patients; where others are terrible, Elation is an EMR + Population Health for a delighted ambulatory staff

Syapse Inc.

Strategic Adviser & Shareholder

March 2013 - August 2017 (4 years 6 months)

Palo Alto, CA

Syapse combines the molecular with the clinical to overlay the EMR and enable providers to practice precision medicine

Lumiata

Part of the early team, then adviser, still shareholder

December 2012 - August 2017 (4 years 9 months)

Palo Alto, CA

Clinical analytics company with the vision to optimize and personalize care by providing a real-time, predictive, clinically validated medical-graph, available by API and profound new products.

Kestrel Health

Executive Chairman

November 2015 - March 2017 (1 year 5 months)

San Mateo, CA

Acquired by Pokitdok in March 2017. Kestrel, the pivot from Oration Health, was an innovative start-up pharmacy and real-time medication pricing API that helps unlock medication costs for employers and those they surround the member along the journey.

CarePort Health

Strategic Adviser & Shareholder

October 2014 - January 2017 (2 years 4 months)

Boston, MA

Acquired by Allscripts in 2017. CarePort Health brings innovation, tools, and data to the moment of hospital discharge, helping patients and their families better navigate post-acute setting, and helping hospitals improve post-acute outcomes as the world shifts to value.

Historical advisory boards or advisory roles

Strategic Adviser in early Digital Health

July 2012 - December 2014 (2 years 6 months)

Palo Alto

Some historical advisory boards and assignments or work with friends, executed in trust, and delivered with quality: Doximity, NaviHealth (acquired Cardinal Health), HealthTap, Act.md, QualcommLife, QPID (acquired ESI), GetMyRx (acquired Dr First), MedImpact, IQVIA, GE incubations, Accenture digital health labs, M-3, DrFirst, DermLink, Medivo

Surescripts

Chief Strategy Officer

July 2009 - July 2012 (3 years 1 month)

Palo Alto, CA

While at CVS, I helped create the NewCo Surescripts in 2007, then joined full-time in July 2009 as Chief Strategy Officer. For the CEO and board, I lead an amazing team against Strategy, Innovation, Business Intelligence, Product Management, and new market incubation. Surescripts is the nation's e-Prescription network. During my three years, we grew revenue 10x and scaled the business from ~1% of prescriptions to ~60% of US prescriptions while expanding into new businesses of interoperability, Labs, public health, medication reconciliation, and (appropriate) new uses of data

CVS Caremark

4 years 7 months

General Manager, Physician Connectivity + iScribe

June 2008 - July 2009 (1 year 2 months)

- General manager of iScribe, CVS Caremark's industry leading and wholly owned ePrescribing company

- General manager of Physician Connectivity, CVS Caremark's strategic group for growing and stewarding the e-prescribing and eHealth industry

Senior Portfolio Manager, Innovation

December 2006 - June 2008 (1 year 7 months)

- Oversee all e-Prescribing strategy, operations, and partnerships for CVS/pharmacy
- Own all in-store pharmacy automation strategy, relationships, capital, and operational returns for 6,300 chain pharmacy
- Founding member of Pharmacy IS innovation group, tasked with driving pharmacy-based healthcare innovation, from idea conception and capture through execution and implementation

Senior Manager, Store Ops, Special Projects
January 2005 - December 2006 (2 years)

Manager of strategic and operational projects for CVS/pharmacy from the platform of Store Operations

The Boston Consulting Group
Consultant

August 2004 - December 2004 (5 months)

Strategic and operational consulting in US consumer retail

SNL Financial

Wall Street Valuation & Research, Energy Group
December 2002 - August 2003 (9 months)

Montgomery Securities / Banc of America Securities

Investment Banking & Equity Capital Markets

July 1999 - July 2002 (3 years 1 month)

New York, San Francisco, London

New equity issuance (IPOs, follow-ons, PIPEs) in US and Europe across retail, technology, and health care sectors. Investment banking with specific focus on high-growth equity placements

Tri State Foam / Atlas EPS

Plant floor laborer, seasonal

June 1994 - December 1997 (3 years 7 months)

Martinsville, VA

Manual labor, styrofoam manufacturing plant- cutting, boxing, loading, shipping, molding, bagging

Education

INSEAD

MBA, Case-based strategy & general management · (2003 - 2004)

University of Virginia

BA, History · (1995 - 1999)

Martinsville High School

HS · (1993 - 1995)

Magna Vista High School

· (1991 - 1993)



Candidate Questionnaire

El Camino Hospital Board of Directors
Governance Committee Member

1. Identifying Information:

Name: Azar Khansari Silver

Residence Address: [REDACTED] Los Altos, CA 94024

Email Address: [REDACTED]

Phone Number: [REDACTED]

2. Please describe how your professional background demonstrates your knowledge and experience in **one or more** of the following areas:

- a. **Board Governance.** Ability to guide and uphold effective governance practices, ensuring the board fulfills its legal, ethical, and functional responsibilities. Experience in developing, reviewing, and implementing governance policies and procedures, as well as evaluating board effectiveness and supporting board recruitment, orientation, and development.

Answer: As Associate General Counsel at NetScout Systems, Inc, a publicly traded company having revenue of \$850M and a global workforce of 2100 people, I have extensive experience in governance practice at both board and managerial levels. At the board level, I work with the General Counsel to review, assess and propose updates to board committee charters on a bi-annual cycle. In addition, I provide a quarterly presentation to the NetScout Nominating and Corporate Governance Committee on governance topics including SEC updates, updates to corporate governance policies and climate risk disclosures. At the managerial level, I developed and led the initial implementation of NetScout's data privacy governance framework, inclusive of oversight and the underlying policies and procedures, in response to GDPR. I also developed NetScout's AI governance framework and currently serve as the co-chair of the AI governance council. I am the acting co-Chair of the company's Environment, Social, and Governance (ESG) program and manage both the ESG program itself and all associated reporting. My governance experience also extends to work I have done as a board member for local non-profit organizations. I served as the chair of the Nominating Committee during my tenure on the board of Fresh Lifelines for Youth (FLY), a non-profit serving over 2000 youths annually and with a budget of \$11M. During that time, I developed and annually refined the Governance Committee charter, established the board calendar annually, and was responsible for board evaluations and development. Upon rolling off the FLY board, I was asked by the board to conduct their annual board assessments which I have done for the past 6 years. I currently serve on the board of the Los Altos Stage Company and am working with our board chair to establish and chair the Nominating and Governance Committee.

- b. **Organizational Leadership.** Experience in organizational leadership, with the ability to provide strategic direction, foster a culture of accountability, and drive organizational performance.

Answer: In 2023 I transitioned my primary duties from legal to Chief of Staff to the CEO. In my current capacity I am responsible for accelerating decision-making, improving operational efficiency, succession planning, and ensuring clear communication across the company. I work with executive and senior leadership to develop and track annual KPIs to measure corporate



Candidate Questionnaire

El Camino Hospital Board of Directors Governance Committee Member

and department-level performance. I also currently lead the company's AI program and ESG program, both of which require a high-degree of cross-functional communication and collaboration. Under my leadership, the company has successfully transitioned to a new COO and CFO with minimal disruption to corporate productivity and morale, have implemented and continue to improve a sustainability program with published science based emission reduction targets, and have a program to systematically upskill our entire employee population on emerging technologies.

- c. **Healthcare Executive Leadership.** Experience in executive leadership roles within the healthcare sector, with a comprehensive understanding of healthcare systems, regulatory environments, and industry trends.

Answer: While I do not have direct experience working in the healthcare sector, NetScout has a healthcare vertical which I have supported for most of my tenure at NetScout. I have developed the company's response to regulatory requirements impacting the health care industry and continue to monitor trends in the industry. Through my personal relationships with senior executives at El Camino Hospital and Sutter Health, I have an understanding of the complexities and interdependencies of healthcare systems at the macro level and also within our local community.

3. Below are critical characteristics and behaviors essential to being a successful Committee Member. Please provide an example that illustrates how you demonstrate **at least one of the following characteristics**:

- An impeccable reputation for honesty and integrity
- Collaborative nature
- Solid communication and interpersonal skills, with the ability to be effective with other Board and Committee members and executive management
- High energy and sense of urgency
- Innovative, creative, and imaginative
- Mission-driven
- Comfortable with change

Answer: I did not intend my tenure at NetScout to be as long as it has been, but the length of my tenure can be explained by my comfort with change, collaborative nature, interpersonal skills and imagination. I joined the company as part of an acquisition and went from being in a corporate headquarters having responsibility over the entire legal function, to being a remote-employee for a Boston-based having responsibility of a narrow segment of a larger legal team. While this was initially disappointing, I developed an excellent relationship with my new General Counsel and "proved" myself through suggesting and then driving process changes. Each year, I challenged myself to make an improvement with broader impact starting first with changes to legal department processes and then eventually to company-wide processes and procedures. Each proposed improvement required getting buy-in from multiple stakeholders and in some cases involved



Candidate Questionnaire

El Camino Hospital Board of Directors Governance Committee Member

transferring responsibilities (work) from one department to another. My success in doing so eventually led to my transitioning into the Chief of Staff to the CEO role. In addition, during my tenure we made 11+ acquisitions, and I established myself as part of each of the integration team because I have a passion for assessing talent and then matching skills with business needs. Our development of a comprehensive company-wide succession plan and an AI for productivity rollout is in part a result of my work through the integration process and the recognition that the company overall needs to change and upskill. Finally, NetScout's current purpose and mission statement is a direct result of an executive leadership program that I pitched, helped develop and pilot with an initial team of senior executives. I worked directly with consultants from the High Ambition Leadership Program (HALI) to create the initial curriculum, and the pilot team spent a year developing the corporate purpose statement which is now an integral part of the Netscout identity (Guardians of the Connected World). I attended and gave the keynote to the graduating class of our sixth cohort this past October.

4. Are there any other aspects of the position description that you have experience with that are not specifically listed above? If so, please describe that experience.
- Do you have any other skills, qualifications, or subject matter expertise that you believe would be an asset to the Committee? If so, please describe.

Answer: As noted above, I help lead my company's ESG program. The topic of sustainability is one that I educate our board on quarterly because we are subject to CA SB261. I would be excited to share my knowledge and experience on the topic of emission reduction programs and climate risk considerations.

5. Are there any civil, employment-related, or criminal incidents in your background that we may uncover in a reference or background check? Have you ever been involved in a government investigation for business or healthcare related issues (e.g. OIG)? (Note: Disclosure of a civil, employment-related, criminal incident (s) or government investigation will not necessarily disqualify you from appointment. The nature and timeframe will be taken into consideration.)

Answer: No

6. Are you able to make the necessary time commitment and in person attendance as laid out in the position description?

Answer: Yes

7. Describe any potential conflict of interest with any of your other commitments or activities? If none, please indicate.

Answer: None



Candidate Questionnaire

El Camino Hospital Board of Directors
Governance Committee Member

8. The El Camino Health Governance Committee Member position is non-compensated (i.e. volunteer) and has a three-year renewable term. Is this acceptable?

Answer: Yes

9. Please specify how you found out about this position.

Answer: Cheryl Reinking and Dr. Rebecca Fazilat are personal friends and suggested it.

10. Why are you interested in being considered for the Governance Committee Member position with El Camino Health?

Answer: I have always had a passion for working for and giving back to my local community. Beyond my work at FLY and Los Altos Stage Company, I was on the PTA board for Loyola Elementary School (serving as Executive Director, Vice ED, Secretary and Chair of Junior Olympics during my tenure) and Blach Middle School. Governance is a personal passion of mine and the area of law that I enjoy the most. I had both of my children at El Camino Hospital and believe it to be exceptional. I believe we are extremely lucky to live in this community and to have the quality healthcare that El Camino provides. It would be honor for me to serve and help steward its continued success in any way I can!

Azar Khansari
 [REDACTED]
Los Altos, CA 94024
 [REDACTED]

BAR ADMISSION **State Bar of California**, Admitted December 1997

EDUCATION **University of California, Davis – Graduate School of Management**, Davis, CA
 Master of Business Administration, 2022

University of California, Hastings College of the Law, San Francisco, CA
 Juris Doctor, 1997
 Hastings International and Comparative Law Review, 1995-1996

University of California, San Diego
 Bachelor of Arts, Sociology, cum laude, 1993

EXPERIENCE **NetScout Systems, Inc.**, San Jose CA

Chief of Staff to the CEO 4/2023 – current
 Work with CEO, COO and General Counsel to define the strategy, approach, and agenda for key external and internal strategic initiatives, risk management and corporate governance. Oversee internal communications to ensure alignment of content with strategy and key points. Ghost-write CEO internal communications and assist CEO and General Counsel with content creation for quarterly Board meetings. Lead member of M&A diligence team and post-acquisition integration team. Manage strategic programs including company AI and ESG program, oversight of system integration effort to consolidate multiple ERP and CRM systems, and executive succession planning. Launched Executive Leadership Program resulting in improved coordination between functional leaders, stronger alignment with company purpose, mission and vision, and increased engagement.

Vice President, Associate General Counsel 8/2018 – 4/2023
 Manage team of 14 attorneys and legal professionals responsible for supporting engineering, product management, sales, manufacturing, marketing, procurement and IT. Member of GDPR steering committee with lead role in products and sales workstreams. Provide hands-on counsel to all levels of the executive management team and all major departments. Assist General Counsel in the development and implementation of legal department strategies and goals. Responsible for establishing corporate licensing strategy for all inbound and outbound activities including sales contracts, third party procurement contracts, OEM contracts, and contract manufacturing contracts. Escalation point for contractual disputes. Manage IP and licensing due diligence in connection with corporate merger and acquisition activities. Develop policies and procedures associated with integration of newly acquired entities. Implemented and manage third party software review policy and procedures. Developed and grew legal operations function. Provide leadership and mentoring to members of the legal team.

Associate General Counsel 2/2014 – 8/2018
Director of Licensing 5/2010-2/2014
Senior Corporate Counsel 9/2007 – 5/2010
 Lead licensing attorney responsible for establishing corporate licensing strategy and processes for all inbound and outbound activities including sales contracts, third party IP procurement contracts, OEM contracts, business alliance agreements, and technology alliance agreements. Draft and review commercial agreements, including complex technology sales agreements, data privacy and information security agreement, professional services agreements and statements of work, and third-party IP procurement contracts. Drafted and updated corporate legal forms and templates, clause library and negotiation playbook. Assisted in the resolution of complex business and legal issues.

Network General Corporation, San Jose, CA 8/2004 – 9/2007
Senior Counsel
 Managed due diligence activities in connection with sale of Network General to NetScout Systems, Inc. including preparation of merger agreement and seller disclosure statement, third party software review and managing outside counsel. Developed corporate templates for both inbound and outbound license and purchase transactions. Assisted in the development of multiple corporate policies including contract administration and management policy, third party software policy, bookings policy and corporate signature and approval policy. Draft and review agreements for: inbound and outbound licensing, contract manufacturers, procurement, and services. Managed cross-functional team of 10 individuals to create internal communications initiatives for the company.

Aspect Communications Corporation, San Jose, CA 8/2000 – 8/2004
Senior Counsel

Draft and review agreements for: licensing, investment and acquisitions, procurement, services, and corporate loans. Serve as both lead transaction attorney and supervisor to contract analysts for major commercial transactions. Further duties include assisting in general corporate litigation, assisting General Counsel with quarter end activities and general department strategy, working with outside counsel as required, drafting and updating corporate legal forms and templates, developing contract management procedures and assisting in the resolution of complex business and legal issues.

foodline.com, Inc., San Francisco, CA
Attorney/ Northwest Regional Manager

1/2000– 8/2000

Opened, launched and managed West Coast headquarters of New York based software-licensing company of 175 employees nationwide. Drafted, negotiated, and managed all northwestern region license agreements. Advised Sales, Business Development and Marketing on general legal and contractual issues.

Santa Clara County Office of the Public Defender, San Jose, CA
Deputy Attorney I

9/1998 – 1/2000

Represented clients in misdemeanor jury trials, court trials, pretrial hearings and various pretrial motions including motions to suppress and motions for dismissal. Represented minors in Juvenile court proceedings including felony bench trials, detention hearings, uncontested hearings and contested jurisdictional and dispositional hearings.

Dependency Legal Services, San Jose, CA
Staff Attorney

1/1998 - 9/1998

Represented parents in juvenile dependency contested bench trials and uncontested hearings including jurisdictional/dispositional trials, termination of services trials, termination of parental rights trials, detention hearings, and review hearings. Caseload of over 500 clients.

ACTIVITIES

Los Altos Stage Company
Board of Directors

2024 - Present

Member of the Board of Director of nonprofit organization whose mission it is to present theater that celebrates the rich diversity of American art and culture, and to foster an enduring commitment to the performing arts and artists. Chair, Nominating and Governance Committee.

Vice President and Treasurer, Board of Directors, Fresh Lifelines for Youth
Secretary, Board of Directors
President, Board of Directors

2012 - 2016
 2010 - 2012
 2001-2007

Founding board member of nonprofit organization serving at-risk youth through legal education, mentorship and peer leadership. Worked to successfully develop the organization from one-person staff with 25 clients operating on a \$35,000 budget, to a 26 person staff with 1000 clients operating on a \$1.3M budget in the period of 10 years.

PUBLICATION

Rethinking the Role of Corporate Counsel, ACC Docket volume 30 No.2 (Mar. 2012): 20-36 Copyright 2012, the Association of Corporate Counsel. (co-authored)

Searching for the Perfect Solution: International Dispute Resolutions and the New World Trade Organization, 20 *Hastings International and Comparative Law Review* (Winter 1996), *reprinted in* INTERNATIONAL BUSINESS TRANSACTIONS READER 663-5, Spring 1997.

AWARDS

NetScout Systems Inc. President's Club for Outstanding Achievement, 2010, 2014, 2016, 2018, 2022, 2023, 2025
Network General President's Club for Outstanding Achievement, 2006, 2007
Aspect President's Club for Outstanding Achievement, 2001-2003

From: [El Camino Health](#)
To: [ECH Board Recruitment](#)
Subject: New Submission: Call for Applications - Governance Committee Member
Date: Thursday, November 27, 2025 2:02:17 PM

Caution: This message is from an external sender.

This email originated from outside of El Camino Health. Carefully check the sender's address to decide if the email is safe.

[Report Suspicious](#)

Submitted on Thu, 11/27/2025 - 02:01 PM

Submitted by: Anonymous

Submitted values are:

Full Name

Douglas G. Scrivnere

Residence Address

[REDACTED] Los Altos Hills, CA 94022

Email Address

[REDACTED]

Phone Number:

[REDACTED]

a) Board Governance. Ability to guide and uphold effective governance practices, ensuring the board fulfills its legal, ethical, and functional responsibilities. Experience in developing, reviewing, and implementing governance policies and procedures, as well as evaluating board effectiveness and supporting board recruitment, orientation, and development.

I have extensive experience in the corporate world (as GC of Accenture in its first 10 years as a public company) in governance and board issues, playing a key role in defining the governance model in 2001 and supporting the board and key committees in initial years, which corresponded with passage of Sarbanes-Oxley. At the University of Denver, I was a key player in significant governance work, which included adoption of term limits, board assessment and other changes. As Chair, I led an effort to redefine the committee structure. Active in all my non-profit work with recruiting and assessment new members.

b) Organizational Leadership. Experience in organizational leadership, with the ability to provide strategic direction, foster a culture of accountability, and drive organizational performance.

As GC and Compliance Officer at Accenture, I was the architect of the ethics and compliance program, and key author of its Code of Business Ethics and various training and communication programs. Served as a member of senior leadership of a multi-billion dollar global business. Initiated and implemented a strategic patent and intellectual property program. Our lawyers were critical team members in acquiring new clients and projects, as

well as definition of new product and service lines.

c) Healthcare Executive Leadership. Experience in executive leadership roles within the healthcare sector, with a comprehensive understanding of healthcare systems, regulatory environments, and industry trends.

No direct health care experience but supported the service line in Accenture and have learned much through my association with El Camino, PAMF and Gladstone Institutes.

Critical Characteristics

My leadership efforts within Accenture as General Counsel to totally successfully recast itself from a private partnership into corporate form (including entity changes in 50 countries) on a global basis, rebrand from Andersen Consulting to Accenture in 4.5 months, a successful IPO in 2001 and seamless transformation into a leading global corporation called upon all the attributes listed above!

a) Do you have any other skills, qualifications, or subject matter expertise that you believe would be an asset to the Committee? If so, please describe.

In virtually every organization I have been involved with I have been asked to take on significant leadership roles, reflecting on my skills, character and commitment to those organizations and their missions. After only 5 years on the University of Denver board, I was asked to stand for, and was elected Chair-Elect (a new position that resulted from the governance work mentioned above) and then Chair for 4 years, the first non-Denver-based Chair in the history of DU to that point.

5. Are there any civil, employment-related, or criminal incidents in your background that we may uncover in a reference or background check? Have you ever been involved in a government investigation for business or healthcare related issues (e.g. OIG)? (Note: Disclosure of a civil, employment-related, criminal incident (s) or government investigation will not necessarily disqualify you from appointment. The nature and timeframe will be taken into consideration.)

None.

6. Are you able to make the necessary time commitment and in person attendance as laid out in the position description?

Yes.

7. Describe any potential conflict of interest with any of your other commitments or activities? If none, please indicate.

I serve on the Community Board of Trustees of PAMF (an advisory, community role, not a governance role). I would be prepared to step off that board if it is concluded that this would constitute a conflict of interest.

8. The El Camino Health Governance Committee Member position is non-compensated (i.e. volunteer) and has a three-year renewable term. Is this acceptable?

Yes.

9. Please specify how you found out about this position.

I initially saw an ad in the Palo Alto Weekly but have been involved with El Camino for many years and know several board members as well as senior leadership.

10. Why are you interested in being considered for the Governance Committee Member position with El Camino Health?

El Camino Health is a very special place and both my wife and I have been involved with the Foundation and its activities for many years. It was one of the truly impactful organizations serving our community. Given my background and experience, I think I can make a significant contribution in this role.

Upload CV and optionally professional references as Word or PDF files

- [Scrivner CV 2025.pdf](#)

DOUGLAS G. SCRIVNER

An active non-profit board member and leader, with emphasis on philanthropy and governance. A savvy, creative, business-oriented lawyer, who built an award-winning global legal department of 420 professionals in 35 countries from scratch, created a world-class ethics and compliance program, and helped guide Accenture through its arbitration with Arthur Andersen, its corporate reorganization and rebranding, its IPO and becoming a leading, mature public company on a global scale.

Professional Experience:

Accenture (San Jose and Palo Alto, CA 1996-2011; Chicago, IL, 1980-1996):

1996 to 2010, General Counsel & Secretary, and Compliance Officer (2001-2010) (also oversaw Government Relations [2002-2010] and Insurance, Security and Contract Management at various times; de facto chief corporate governance officer, primary support to Nominating & Governance and Audit Committees of the Board)

1990 to 1996, Associate General Counsel, Andersen Worldwide (de facto Andersen Consulting GC)

1980 to 1990, Counsel (made partner in 1986)

Oppenheimer Wolf & Donnelly (Minneapolis and St. Paul, MN):

1977-1979, Associate attorney

Education:

JD, 1977, University of Denver Sturm College of Law; Order of St. Ives and Editor-in-Chief, Denver Journal of International Law & Policy

MSc, 1974, London School of Economics, International Relations

AB, 1973, Duke University, Political Science and History

DOUGLAS G. SCRIVNER

Charitable and Professional Leadership:

University of Denver, Denver, CO:

Board of Trustees (2008 to present), Chair of the Board (2014-2018); Chair Emeritus (2018-present); Chair-Elect (2013-2014); Chair, University Advancement Committee (2010-2014); Chair, Nominating & Governance Committee (2018-2021); member, Audit, Advancement, Technology Futures, Faculty and Educational Affairs and other Committees

Co-chair, The Denver Difference campaign (2023-present), DU's \$1 Billion fundraising campaign

Visiting Committee, Sturm College of Law (1999-2005), including Chair (2002-2005)

National Co-Chair, Second Century Campaign, Sturm College of Law (2002-2003)

Board of Advisors, Educating Tomorrow's Lawyers, SCOL and IAALS (2011 to 2020)

Executive Committee, Institute for the Advancement of the American Legal System (2014-present) and the Institute for Philanthropy and Social Enterprise (2014-2017), University of Denver

Chair, various DU search committees, including Chancellor search in 2014, Law Dean in 2016, General Counsel in 2022, and member of other search committees

Adjunct Professor, Sturm College of Law, (occasional): Taught course in Corporate Governance, Risk & Compliance (2012, 2013, 2016); occasional guest speaker on governance, compliance and related issues at Daniels College of Business, University of Denver

Duke University, Durham, N.C.:

Sanford School of Public Policy, Board of Visitors (1991-2001, and 2007-2024); designated Emeritus in 2024); Co-Chair, Sanford Campaign Steering Committee in Duke Forward campaign (2014-2020)

Arts & Sciences Campaign Committee (2001-2005)

Gladstone Institutes, San Francisco:

Board of Directors, Gladstone Foundation (2010-present), Nominating Committee, Chair (2012-present)

Hoover Institution, Stanford, CA:

Member, Board of Overseers (2018-present); chair, Development Committee (2021-2025); member, Executive (2021-2025), Development, Nominating, and Finance Committees, Volker Fund Investment Committee

DOUGLAS G. SCRIVNER

Palo Alto Medical Foundation, Palo Alto, CA:

Member, Community Board of Trustees (2021-present)

El Camino Health, Mountain View, CA:

Member, Philanthropy Council, Mental Health & Addiction Services (2023-present)

AWARDS:

Corporate:

Employer of Choice Award, Minority Corporate Counsel Association, 2006 and 2009

Runner-up (to GE), Best Law Department, Corporate Counsel magazine, 2007

Top 10 Most Innovative Law Departments, Corporate Legal Times magazine, 2004 and 2009

World's Most Ethical Companies, Ethisphere Magazine, 2008, 2009 and 2010 (continuing to present)

Personal:

Thompson Marsh Award, U. of Denver Sturm College of Law, 2006 (for outstanding accomplishments)

John Evans Award, U. of Denver, 2012 (then highest alumni award of the University)

University of Denver Founders Award (with wife, Mary), 2025 (currently highest award of the University)

AREAS OF EXPERTISE:

Corporate and Non-profit Governance	M&A
Ethics and Compliance, Regulatory Matters	Litigation and Risk Management
Global operations	ERM, Internal controls (including Sox 404) and auditor relations
Government Affairs and Public Policy Matters	IP Strategy and Management
Internal Start-ups and Innovation	Non-profit Fundraising



Rev 11/27/25



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

To: ECH Governance Committee
From: Theresa Fuentes, Chief Legal Officer
Anne Yang, Executive Director, Governance Services
Date: March 3, 2026
Subject: Approve Proposed Board Action Plan Regarding FY25 Board Assessment

Purpose:

To review and approve the Proposed Board Action Plan to address certain recommended actions as presented in SpencerStuart's FY25 Board Assessment Results. The results were presented first to the Governance Committee on September 15, 2025, followed by the ECH Board of Directors on October 8, 2025.

Summary:

At the October 8, 2025 ECHB meeting, SpencerStuart presented high-level takeaways and recommendations from the FY25 Board Assessment. During the meeting, Chair Rebitzer requested that the Governance Committee discuss the following two recommendations:

Align board composition with future needs and strategic direction

» Clarify district board term limits, use the skills matrix to identify gaps, and align board profiles with evolving priorities to guide long-term board composition and strengthen succession planning.

Clarify Board Chair succession process

» Initiate Chair succession planning within the Governance Committee, define future Chair profile, and align on transition timing and process

To address these recommendations, staff has drafted a Proposed Action Plan for consideration, discussion, and approval by the Committee. As a group, the Committee would determine if the actions as outlined address the recommendations. Also, the Committee shall determine the pacing plan for these topics to be discussed at subsequent Governance Committee meetings, as well as the best method to report back to the Board on actions taken and completed.

List of Attachments:

1. Proposed Board Action Plan Regarding FY25 Board Assessment



Proposed Board Action Plan Regarding FY25 Board Assessment

1. Align Board Composition with future needs and strategic direction

- **Recommendation from SpencerStuart:** Clarify district board term limits, use the skills matrix to identify gaps, and align board policies with evolving priorities to guide long-term board composition and strengthen succession planning.
- **Proposed Action:**
 - A. Review and Revise Board Competency Matrix – Completed September 2025**
The Governance Committee reviewed and revised the Board competency matrix at the September 15, 2025 GC meeting. The District Board approved the revised matrix on October 14, 2025. The matrix was then distributed to all board members on October 17, 2025, and all board members reviewed and assessed their own competencies and submitted them back to the District Board's FY27 Board Recruitment Ad Hoc Committee.
 - B. Revisit term limits/tenure chart** to understand skill sets that will transition off of the board in the coming years. Assess overall strengths and gaps as indicated on competency matrix, as well as alignment with organizational strategy. – **Paced for June and August**
 - C. Implement a formal pipeline strategy and procedure for recruiting potential committee and board members**, focusing on competencies that align with the organization's governance needs. – **Paced for June and August**
 - D. Discuss Appointment and Re-Appointment Process:** ECHD Policy on Appointment and Re-Appointment of Non-Elected/Appointed Board Members (ABM) to the El Camino Hospital Board of Directors. – **Paced for June and August**

The Governance Committee reviewed the Re-Appointment questionnaire and process at the September 15, 2025 GC meeting, and revisions were approved by the District Board on October 14, 2025.
- **Timeline:** Develop and implement by calendar year-end 2026.

2. Clarify Board Chair succession process

- **Recommendation from SpencerStuart:** Initiate Chair succession planning within the Governance Committee, define future Chair profile, and align on transition timing and process.
- **Actions:**
 - A. Discussion of current Board Chair term.** – **Paced for March**
 - B. Establish procedures for defining future Chair and Vice Chair** profile and align on transition timing and process. – **Paced for March**



C. Review Hospital Board Officers Nomination and Selection Procedures. – Paced for March

- **Timeline:** Develop and implement by fiscal year-end 2026.

3. Review approach and policies on board development and education/ training to align with the board and organization's current and future needs.

- **Actions:**
 - A. Review Board and Advisory Committee Continuing Education Policy – Paced for June**
 - B. Review Board Compensation Policy – Paced for June**
 - C. Make recommendations regarding development and education/training plan. – Paced for June and August**
 - D. Review Board Code of Conduct and align on attestation frequency – Paced for June**
- **Timeline:** Develop and implement by calendar year-end 2026.



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

To: ECH Governance Committee
From: Theresa Fuentes, Chief Legal Officer
 Anne Yang, Executive Director, Governance Services
Date: March 3, 2026
Subject: Hospital Board Leadership and Succession Planning Discussion

Purpose: To discuss Board Leadership succession planning and possible motion to:

(1) approve revisions to the Officer Nomination and Selection Procedures (“Procedures”) for the FY26 election cycle

(2) make any recommendations to the Board regarding current sitting Chair’s potential eligibility to serve a third term

Background:

At the October 2025, ECHB meeting, based on Spencer Stuart assessment recommendations, Chair Rebitzer requested the Governance Committee to review and discuss Board Chair and Board Member succession planning and to return to the Board with recommended actions.

I. FY26 Officer Election Process

The current Board Chair, Vice Chair, and Secretary are each completing their two-year terms, which conclude June 30, 2026. The Bylaws were recently revised to state that the Chief Financial Officer shall be the Treasurer of the Corporation unless the Board of Directors appoints a separate individual to serve as Treasurer.

The Procedures were last reviewed and amended by the Hospital Board in May 2022. In April 2024, the Board did not revise the Procedures but modified the process slightly for 2024 as follows:

- Interested directors must notify the CEO of their interest and the position in which they are interested in by May 1. Position statements were not required for 2024 election.
- During the public session of the May Board meeting, each candidate provides a brief verbal statement (10 minutes) regarding their interest, and their priorities and goals if elected to the position.
- The Board asks any questions of the candidates.
- If there is only one candidate for a position, the board considers a motion to elect that candidate.
- If there is more than one candidate for a position, the balloting process proceeds as stated in the Procedures.

The Governance Committee is asked to review the Procedures and determine whether any updates are recommended prior to the upcoming election cycle.

Hospital Board Chair Succession Planning Discussion
March 3, 2026

II. Bylaws Provision – Chair Term Extension

At the November 2025 ECHB meeting, the Board approved a revision to the Hospital Bylaws (which was then approved by the District Board) adding the ability for the Board, by resolution adopted by majority vote, to extend the Chairperson’s term for one additional two-year term if the Board determines, in its good-faith business judgment, that doing so is in the best interests of the Corporation.

Under Article 8.3 of the Bylaws:

Article 8.3: Term of Corporation’s Officers: Each officer shall hold office for a two (2) year term or until a successor is elected and qualified, subject to any employment agreement; provided that a Director may not serve more than two (2) consecutive full or partial terms as Chairperson. In the event the Chairperson fills an unexpired term of a vacant Chairperson, the officer’s partial term shall count toward the officer’s term limit. Notwithstanding the above, the Board of Directors may, by resolution adopted by majority vote, extend the term of the Chairperson for one additional two-year term if the Board, in its good-faith business judgment, determines it to be in the best interests of the Corporation.

As such, if a sitting Chair is nominated or expresses interest in serving a third term, the Board should determine eligibility based on the criteria specified in the Bylaws (i.e., in its good-faith business judgment, the board determines the extension for a third term to be in the best interests of the corporation). The sitting Chair will be recused from the discussion and voting on eligibility to serve a third term but can facilitate and vote in the election.

If the Governance Committee would like to make a recommendation to the Board regarding the sitting Chair’s eligibility based on the Bylaws requirements, such a recommendation can be submitted to the CEO for submission to the Board within the same time frame as the Statements of Interest.

III. Forward-Looking Chair Succession Planning

Beyond the immediate FY26 election cycle, the Governance Committee is asked to consider whether a more structured Chair succession planning framework is warranted.

Discussion topics may include:

- Could the Committee periodically assess director interest in officer roles?
- Is there value in developing a visible “leadership pipeline” for officer positions?
- Could mentoring, training, or leadership development opportunities be formalized?
- What role should the Committee play in proactively planning for Chair transitions?

Requested Committee Action:

1. (1) approve revisions to the Officer Nomination and Selection Procedures for the FY26 election cycle
2. (2) make any recommendations to the Board regarding current sitting Chair’s potential eligibility to serve a third term; and
3. (3) initiate discussion regarding Board Leadership succession planning for future years

Hospital Board Chair Succession Planning Discussion
March 3, 2026

List of Attachments:

1. Hospital Board Officers Nomination and Selection Procedures (Clean)
2. Hospital Board Officers Nomination and Selection Procedures (Redlined)



HOSPITAL BOARD OFFICERS NOMINATION AND SELECTION PROCEDURES

Approved 05/2022, Revised 03/2026

The following procedure sets forth the nomination and selection process for the El Camino Hospital Board Officers, including the Chairperson, Vice Chairperson, Secretary, and Treasurer.

Eligibility: Any current Director of the El Camino Hospital Board is eligible to serve as a Hospital Board Officer. The new Hospital Board Officer terms begin the 1st day of July. Full eligibility and term limits are described in the Hospital Bylaws.

Election Timing: El Camino Hospital Board Officer elections shall be held in Q4 of the fiscal year annually (if needed). Following the election, it shall be the role of the Board Chair-Elect to work with the Hospital CEO to develop a slate of Board Advisory Committee Chairs and members for the following fiscal year and to present the slate to the Board for approval in June.

Election Process:

1. Interested Directors will declare their interest in written form identifying (1) the role they are interested in, and (2) any relevant information that the Director wishes to submit to support their candidacy to the CEO or designee by no later than the 15th day of April (“Statement of Interest”).
2. Statements of Interest will be distributed to Board members along with other routine Hospital Board materials one week in advance of the Board meeting during which the elections are held, typically in May.
3. Statements of Interest will be made available to the public and posted on the El Camino Hospital website.
4. At the board officer election meeting, interested Directors will present the information below, in public session. Approximately 20 minutes will be allocated to each interested Director: ten (10) minutes for a brief verbal statement, and ten (10) minutes to respond to general questions from the board.
5. The Board Chair may call for any nominations from the floor. If the nomination is accepted by the candidate, the candidate will be given time as described above and included in the election.
6. Upon review and discussion of the candidates, the Board will vote in public session at a meeting where quorum is present. The current Chair will facilitate the discussion and voting process.
7. The Board Officers will be elected by the Board in accordance with the following procedure:
 - a. If there is only one candidate, the board shall consider a motion to elect that candidate.
 - b. If there is more than one candidate, the following process will apply:

Preliminary Balloting

- i. Each Board member shall vote for a candidate via electronic submission or paper ballot simultaneously to a neutral party who will announce the vote cast by each Director.
- ii. In the event a majority is not achieved, the vote will be announced for each candidate and the candidate receiving the lowest number of votes will be dropped from the next ballot.
- iii. This procedure will continue until one candidate receives a majority of the votes cast.
- iv. In the event a tie vote occurs (e.g., 3-3 or 4-2-2), interested Directors may be asked additional questions by Hospital Board members and the balloting procedure will continue until a majority is achieved by one candidate.

c. Selection of Officers

- i. Following the preliminary balloting, the Board shall consider a motion to elect the candidate who has received the majority of the votes in their favor.
- ii. If a motion is not adopted by a majority of the Board members present at the meeting when a quorum is present, the Board shall continue to consider motions until an Officer is elected.

Hospital Board Chair:

1. If applicable, the Board shall consider eligibility for a 3rd term for the current Board Chair (if stated interest through above procedure) in accordance with the provision in the Hospital Bylaws. The Board may consider any recommendations from the Governance Committee. The Board's consideration and possible motion will occur prior to starting the election process. The Board's motion will determine whether the current Board Chair is eligible to be included in the election.
2. The current Board Chair, if under consideration for a third term, shall be recused from the discussion and voting on the Board Chair's eligibility to serve a third term.
3. If the Board determines that the current Chair is eligible for a third term, then the Board Chair may participate in the election, and if elected, the resolution shall include the findings required by the Bylaws.
4. Voting will follow the same procedure as described above. The current Board Chair may participate in the election.

Hospital Vice-Chair:

1. Voting will follow the same procedure as described above.
2. The Vice Chair is the presumptive Chair at the end of the current Chair's term.

Hospital Secretary:

1. Voting will follow the same procedure as described above.

Hospital Treasurer:

1. The Hospital Chief Financial Officer shall be the Treasurer per the Hospital Bylaws, unless the Board appoints a separate individual to serve as Treasurer, after considering any recommendations from the Chief Executive Officer.
2. If a Director files a Statement of Interest for the Treasurer role, the Board shall consider whether or not to appoint a separate Treasurer.



HOSPITAL BOARD OFFICERS NOMINATION AND SELECTION PROCEDURES

Approved 05/2022, Revised 03/2026

The following procedure sets forth the nomination and selection process for the El Camino Hospital Board Officers, including the Chairperson, Vice Chairperson, Secretary, and Treasurer.

Eligibility: Any current Director of the El Camino Hospital Board is eligible to serve as a Hospital Board Officer. The new Hospital Board Officer terms begin the 1st day of July. Full eligibility and term limits are described in the Hospital Bylaws.

Election Timing: El Camino Hospital Board Officer elections shall be held in June Q4 of the fiscal year annually (if needed). Following the election, it shall be the role of the Board Chair-Elect to work with the Hospital CEO ~~in May and June~~ to develop a slate of Board Advisory Committee Chairs and members for the following fiscal year and to present the slate to the Board for approval in June.

Hospital Board Chair Election Process:

1. Interested Directors will declare their interest in a one-page summary written form identifying (1) the role they are interested in, and (2) any relevant information that the Director wishes to submit to support their candidacy -to the CEO or designee by no later than the 15th day of April (“Statement of Interest”). ~~If requested by the CEO, interested Directors will prepare a one-page Position Statement that summarizes the candidate’s interest and relevant experience as it relates to the attached Hospital Board Chair competencies, no later than the 15th day of April.~~
2. Statements of Interest Position Statements will be distributed to Board members along with other routine Hospital Board materials one week in advance of the June Board meeting during which the elections are held, typically in May.
3. Position Statements of Interest will be made available to the public and posted on the El Camino Hospital web-site ~~when the Hospital Board materials are issued to the Board.~~
4. ~~Standard questions for Hospital Board Chair:~~
 - a. ~~What do you see as the ECH strategic priorities over the coming two years?~~
 - b. ~~Name three defining roles of an effective Board Chair.~~
 - c. ~~How would you judge the success of your leadership and the Board at the end of your term?~~
5. ~~At the board officer election June meeting, interested Directors will present the information below, in public session, in the sequence outlined. Approximately 25-20 minutes will be allocated to each interested Director: five-ten (105) minutes for the Position a brief verbal Sstatement, ten (10) minutes for responses to standard questions, and ten (10) ten minutes to respond to general questions from the board and public:~~
 4. ~~Each interested Director will read his or her Position Statement provide a brief verbal statement (10 minutes).~~

- ~~b. Each interested Director will provide responses to the standard questions. (Directors will present one question at a time in random order.)~~
- ~~c. The Public will be invited to ask interested Directors any questions related to the candidate's interest in the position, and relevant experience as it relates to the Hospital Board Chair Officer competencies.~~
- ~~d. The Board will be invited to ask interested Directors any additional questions related to an interested Director's candidacy.~~

5. The Board Chair may call for any nominations from the floor. If the nomination is accepted by the candidate, the candidate will be given time as described above and included in the election.

6. Upon review and discussion of the candidates, the Board will vote in public session at a meeting where quorum is present. The current Chair will facilitate the discussion and voting process.

7. ~~The Board Hospital Board Chair Officers~~ will be elected by the Board in accordance with the following procedure ~~at a meeting where a quorum is present.~~

a. If there is only one candidate, the board shall consider a motion to elect that candidate.

b. If there is more than one candidate, the following process will apply:

~~a.~~ Preliminary Balloting

- i. Each Board member shall vote for a candidate via electronic submission or paper ballot simultaneously to a neutral party who will announce the vote cast by each Director.
- ii. In the event a majority is not achieved, the vote will be announced for each candidate and the candidate receiving the lowest number of votes will be dropped from the next ballot.
- iii. This procedure will continue until one candidate receives a majority of the votes cast.
- iv. In the event a tie vote occurs (e.g., 3-3 or 4-2-2), interested Directors may be asked additional questions by Hospital Board members and the balloting procedure will continue until a majority is achieved by one candidate.

~~b-c.~~ Selection of ~~a Board Chair Officers~~

- i. Following the preliminary balloting, the Board shall consider a motion to elect the candidate who has received the majority of the votes in ~~their his/her~~ favor.
- ii. If a motion ~~pursuant to Section 7(b)(i) above~~ is not adopted by a majority of the Board members present at the meeting when a quorum is present, the Board shall continue to consider motions until an ~~Officer Board Chair~~ is elected.

Hospital Board Chair:

1. If applicable, the Board shall consider eligibility for a 3rd term for the current Board Chair (if stated interest through above procedure) in accordance with the provision in the Hospital Bylaws. The Board may consider any recommendations from the Governance Committee. The Board's consideration and possible motion will ~~would~~ occur prior to starting the election

process. The Board's motion will determine whether the current Board Chair is eligible to be included in the election.

2. The current Board Chair, if under consideration for a third term, shall be recused from the discussion and voting on the Board Chair's eligibility to serve a third term.
3. If the Board determines that the current Chair is eligible for a third term, then the Board Chair may participate in the election, and if elected, the resolution shall include the findings required by the Bylaws.
4. Voting will follow the same procedure as described above. The current Board Chair may participate in the election.

Hospital Vice-Chair:

- ~~1. At the June Hospital Board meeting, Interested Directors will announce their candidacy and/or nominations taken from the floor following the successful election of the Hospital Board Chair.~~
- ~~2. Interested Directors will be asked questions, which relate to the candidate's experience, by other Hospital Board members in public session.~~
- ~~3.1. _____ Voting will follow the same procedure as described in the Hospital Board Chair selection and appointment process above.~~
- ~~4.2. _____ The Vice Chair is the presumptive Chair at the end of the current Chair's term.~~

Hospital Secretary/Treasurer:

- ~~1. At the June Hospital Board meeting, Interested Directors will announce their candidacy and/or nominations taken from the floor following the successful election of the Hospital Board Chair and the Hospital Vice-Chair.~~
- ~~2. Interested Directors will be asked questions, which relate to the candidate's experience, by other Hospital Board members in public session.~~
- ~~1. Voting will follow the same procedure as described in the Hospital Board Chair selection and appointment process above.~~

Hospital Treasurer:

1. The Hospital Chief Financial Officer shall be the Treasurer per the Hospital Bylaws, unless the Board appoints a separate individual to serve as Treasurer, after considering any recommendations from the Chief Executive Officer.
- 3-2. If a Director files a Statement of Interest for the Treasurer role, the Board shall consider whether or not to appoint a separate Treasurer.



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

To: ECH Governance Committee
From: Theresa Fuentes, Chief Legal Officer
Anne Yang, Executive Director, Governance Services
Date: March 3, 2026
Subject: Potential FY26 Additional Governance Committee Meeting

Purpose:

The Committee shall discuss the option and member availability for adding a Governance Committee Meeting in May 2026.

Summary:

The Committee last met on September 15, 2025. While the Committee did not convene on its own during Q2 FY26, there was a quorum of Committee members present and participating along with other Committees at the December 10, 2025 Board Strategy meeting.

The Charter states:

The Committee shall meet at least once per quarter. The Committee Chair shall determine the frequency of meetings based on the Committee's annual goals and work plan.

The Charter states that the Committee shall meet at least once per quarter, or effectively four times per fiscal year. The Committee has the option of adding a possible May meeting for this fiscal year. In terms of FY26 pacing plan (see item 14b), the additional meeting agenda may include continued succession planning discussions as well as policy review and revisions. However, these topics are currently paced for the June meeting.

Outcomes:

Staff will proceed according to the Committee's preferences and availability for an additional meeting.



Governance Committee
Proposed FY2027 Meeting Dates

RECOMMENDED GC DATES	CORRESPONDING HOSPITAL BOARD DATE
Tuesday, August 4, 2026	Wednesday, August 12, 2026
Tuesday, November 10, 2026	Wednesday, November 18, 2026
Tuesday, March 2, 2027	Wednesday, March 10, 2027
Tuesday, June 8, 2027	Wednesday, June 16, 2027



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

To: ECH Governance Committee
From: Theresa Fuentes, Chief Legal Officer
Anne Yang, Executive Director, Governance Services
Date: March 3, 2026
Subject: DRAFT FY27 Governance Committee Goals and Pacing Plan

Purpose:

The Committee shall have a preliminary discussion on the DRAFT FY27 Governance Committee Goals and Pacing Plan. The Committee may move to edit and approve either at today's meeting or defer approval until the June meeting.

Summary:

We would like to invite the Committee to discuss and edit the DRAFT FY27 Committee Goals based on today's meeting, particularly on the board action plan development and board leadership succession planning topics. Please note that we have paced the board member succession planning discussion for the June meeting.

Outcomes:

Staff will proceed to incorporate edits into the DRAFT FY27 Governance Committee Goals and Pacing Plan as the Committee directs.

List of Attachments:

1. DRAFT FY27 Governance Committee Goals
2. DRAFT FY27 Governance Committee Pacing Plan



PROPOSED FY27 GOVERNANCE COMMITTEE GOALS

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
<p>1. Enhance board composition, development, and effectiveness</p>	<p>Align Board composition with future needs and strategic direction</p> <ul style="list-style-type: none"> a) Review aggregate board competency matrix b) Revisit term limits/tenure chart c) Implement formal pipeline strategy and procedures for board/committee recruitment d) Discuss Appointment/Re-Appointment Process <p>Clarify Board Chair succession process</p> <ul style="list-style-type: none"> e) Establish procedures for defining future Chair and Vice Chair profile and align on transition timing and process 	<ul style="list-style-type: none"> a) Q1/Q2 FY27 b) Q1/Q2 FY27 c) Q1/Q2 FY27 d) Q1/Q2 FY27 e) Q1/Q2 FY27
<p>2. Review and update governance documents and policies</p>	<ul style="list-style-type: none"> f) Develop communication and/or training as necessary for Bylaws and policy updates. 	<ul style="list-style-type: none"> f) As needed
<p>3. Support board advisory committee alignment with organizational strategy and goals</p>	<ul style="list-style-type: none"> g) Hold joint education sessions, as needed, between Board, Advisory Committees, and organizational leadership to ensure alignment with organizational needs. 	<ul style="list-style-type: none"> g) As needed

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



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Monday, September 15, 2025**

Members Present

Lanhee Chen, Chair
Michael Kasperzak
Carol Somersille, MD

Guests Present

George Anderson, SpencerStuart**
Zach Morfin, SpencerStuart**

Staff Present

Dan Woods, CEO
Carlos Bohorquez, CFO**
Theresa Fuentes, CLO
Tracey Lewis Taylor, COO
Anne Yang, Executive Director, Governance Services

Members Absent

Ken Alvares
Julia Miller

** 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 5:33 pm by Chair Lanhee Chen. A verbal roll call was taken, and a quorum was present. Mr. Alvares and Ms. Miller were absent.	Called to order at 5:33 p.m.
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. VERBAL INTRODUCTION OF NEW GOVERNANCE COMMITTEE MEMBER	Chair Chen introduced Director Somersille as a new Committee member. Director Somersille expressed her enthusiasm for serving on this Committee.	
6. FY25 BOARD AND COMMITTEE ASSESSMENT RESULTS	<p>Chair Chen introduced Mr. Anderson who gave an overview of the materials and the assessment process. Mr. Anderson highlighted the change to a biennial review process and combined quantitative survey and qualitative interviews. Mr. Anderson also advised that individual director feedback would be communicated to each director after the full report is presented to the Board. Overall, Mr. Anderson discussed the purpose of the review is to gather the information and to assess and to discuss opportunities and take appropriate actions for further improvement of the board and committee functions.</p> <p>Results for the Governance Committee showed overall positive statements and high agreement. There was some concern regarding frequent rescheduling of Governance Committee meeting dates.</p>	<p>ACTION: <i>SpencerStuart will present the results to the full board in October.</i> <i>SpencerStuart will conduct 1:1 director feedback after the board meeting.</i></p>

	<p>The full board report highlighted several strengths, including board and management alignment, organizational growth, improved boardroom culture, and notable boardroom leadership. Five recommendations for areas for improvement were identified, including: refinement of dashboards, including use of KPIs; more time for structured discussion for key strategic decisions, risks and organizational readiness. Mr. Kasperzak inquired about the noticeable decrease in relationship with management and board culture dynamics in the quantitative scores from the prior survey, which Mr. Anderson attributed to two individual comments on a few individual board members' behavior patterns. Mr. Woods inquired about the opportunities to work better together with the board, and whether some suggestions such as allocating more time for strategic discussions, risks, concerns could come up earlier in the year versus waiting for the survey. Mr. Anderson agreed and advised that the board members could approach management with a spirit of partnership and curiosity when delivering feedback either in the boardroom or executive session or directly to Mr. Woods. Chair Chen inquired about getting clarity on the purpose of executive sessions, and Ms. Fuentes confirmed that they are to be used for personnel topics given the Brown Act. Mr. Woods inquired about best practices for other boards, particularly as he would like some topics to be discussed in closed session as a group. Other high level recommendations include: strengthen oversight of CEO succession planning, align board composition with future needs and strategic direction, tactical recommendations on meetings/agendas, clarify Board Chair succession planning. Chair Chen commented that the recommendations were sound, and there is an opportunity to address a few of these areas more directly. He also commented about determining how meaningful the variance in a data point, which may be helpful in determining what is meaningful overall. Mr. Anderson mentioned that this is a continuous challenge with quantitative surveys with a small number of participants.</p>	
<p>7. RECESS TO CLOSED SESSION</p>	<p>Motion: To recess to closed session at 6:02 p.m.</p> <p>Movant: Kasperzak Second: Somersille Ayes: Chen, Kasperzak, Somersille Noes: None Abstentions: None Absent: Alvares, Miller Recused: None</p>	<p><i>Recessed to closed session at 6:02 p.m.</i></p>
<p>8. AGENDA ITEM 11: CLOSED SESSION REPORT OUT</p>	<p>Chair Chen reconvened the open session at 6:20 p.m., and Agenda items 8-9 were addressed in the closed session. Ms. Yang reported that during the closed session, the Closed Session Minutes of the March 17, 2025 Governance Committee meeting were approved by unanimous vote of all Committee members present.</p>	<p><i>Reconvened to Open Session at 6:20 p.m.</i></p>

<p>9. AGENDA ITEM 12: FY26 COMMITTEE RECRUITMENT</p>	<p>Chair Chen invited Ms. Yang to discuss the FY26 Committee Recruitment item. Ms. Yang provided a recap of the community member open recruitment process. She also requested Committee approval of resolution 2025-01 appointing Chair Lanhee Chen and Mike Kasperzak to the Governance Committee Recruitment Ad Hoc Committee. Ms. Yang explained that the recruitment process would add one or two new Community members. The Committee determines the minimum qualifications. The Ad Hoc Committee will review the job description, determine the recruitment process, and select finalists. The finalists are then recommended to the Governance Committee. The Governance Committee can then decide to whether to interview the finalists or to proceed with the Ad Hoc Committee’s recommendation. The Committee’s final candidates will be submitted to the Board for final approval of appointees. Chair Chen commented that that he hopes the search process will move expeditiously given the loss of member Christine Lai to the Finance Committee. Ms. Yang explained that the Quality Committee had an open recruitment process where the job description was posted on the ECH website with an open application process. The position was advertised in a few different local papers as well as to Stanford Women on Boards, in addition to circulating within the ECH Board and Committee network.</p> <p>Motion: To approve resolution 2025-01 appointing Chair Lanhee Chen and Mike Kasperzak to the Governance Committee Recruitment Ad Hoc Committee.</p> <p>Movant: Somersille Second: Kasperzak Ayes: Chen, Kasperzak, Somersille Noes: None Abstentions: None Absent: Alvares, Miller Recused: None</p>	<p>Approved: <i>Resolution 2025-01 appointing Chair Lanhee Chen and Mike Kasperzak to the Governance Committee Recruitment Ad Hoc Committee</i></p>
<p>10. AGENDA ITEM 13: FY26 HOSPITAL BOARD DIRECTOR APPOINTMENT PROCESS</p>	<p>Chair Chen invited Ms. Yang to provide an overview of the Hospital Board Director Reappointment process. Ms. Yang explained that hospital directors Bob Rebitzer and Wayne Doiguchi’s current three year terms conclude on June 30, 2026. At the March District Board meeting, the Ad Hoc Committee for the Reappointment Process was commissioned with Chair Somersille and member John Zoglin. The Ad Hoc Committee will begin the reappointment candidate evaluation process in November and December of this year. And in February 2026, the District Board will consider the reappointments and subsequently inform the Hospital Board. In a year where a new appointment is considered, a similar process happens in March and concludes in May.</p> <p>In support of the reappointment process, Ms. Yang invited the Committee’s discussion of the Board Competency matrix marked with suggested revisions.</p>	<p>ACTION: <i>Board Competency Matrix: Staff to make updates to the matrix. The matrix will be brought back to the District Board consent calendar. The hospital directors will self-rate on a scale of 1 to 5.</i></p> <p>ACTION: <i>Reappointment Questionnaire: Staff to update based on revisions made. The</i></p>

	<p>Dr. Somersille requested to add Healthcare Mergers & Acquisitions/Physician Strategy, as well as Commercial Real Estate/ Healthcare Real Estate. Chair Chen agreed and also clarified that Payor Experience would be good to add. He clarified that Healthcare policy could be a stand alone and general Healthcare removed.</p> <p>Chair Chen inquired about the matrix of when hospital director terms expire. Dr. Somersille commented that the board competency matrix will be a practice run for Chair Rebitzer and Director Doiguchi for when the board is looking for a new appointee. Chair Chen also iterated the importance of this exercise to determine where the gaps are as a board and to have the board members reaffirm why they want to be on the board. Dr. Somersille also commented that it is important for recruiting for committees when there is not a current opening on the board.</p> <p>Mr. Woods discussed Ken Alvares' comment that the categories are broad and could use definition to limit subjectivity by the person who fills this out. Dr. Somersille agreed and inquired about who should fill this out. Chair Chen inquired that every board member would fill this out and self-assess according to the rating scale 1 to 5 or 1 to 3.</p> <p>Ms. Fuentes explained that there are current term limits for the hospital board, and the Ad Hoc Bylaws Committee will propose to remove these limits for the District Board members. Mr. Bohorquez expressed that keeping the term limits in place would be consistent with best governance practices. Ms. Fuentes commented that the District Board will consider putting forth a proposal to introduce term limits at the District level, which would need to go to the voters. Mr. Kasperzak commented that the power of incumbency is high. There could be a possible break in incumbency with term limits, which could be beneficial.</p> <p>Dr. Somersille then introduced the Reappointment Questionnaire and wanted the Committee to consider removing question 7 which asks the candidate their sense of the role of directors and responsibilities in governance vs management. Chair Chen expressed that its an important question to ask particularly for new potential appointments. Ms. Fuentes suggested to rephrase the question, and the Committee agreed.</p>	<p><i>questionnaire will be brought back to the District Board consent calendar. This will be used in the reappointment process as well as new candidate process.</i></p>
<p>11. AGENDA ITEM 14: CONSENT CALENDAR</p>	<p>Motion: To approve the consent calendar.</p> <p>Movant: Kasperzak Second: Somersille Ayes: Chen, Kasperzak, Somersille Noes: None Abstentions: None Absent: Alvares, Miller Recused: None</p>	<p>Approved: Consent Calendar</p>

<p>11. AGENDA ITEM 15: COMMITTEE ANNOUNCEMENTS</p>	<p>Chair Chen asked the Committee to confirm attendance for the upcoming Committee dates. Mr. Kasperzak is not available for October 28, 2025. Given other Committee members are available, the date was kept. March 3, 2026 and June 2, 2026 were both confirmed by the Committee.</p>	
<p>12. AGENDA ITEM 16: ADJOURNMENT</p>	<p>Motion: To adjourn at 6:48 pm.</p> <p>Movant: Kasperzak Second: Chen Ayes: Chen, Kasperzak, Somersille Noes: None Abstentions: None Absent: Alvares, Miller Recused: None</p>	<p><i>Meeting Adjourned at 6:48 pm</i></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: Anne Yang, Executive Director Governance Services
Reviewed by: Theresa Fuentes, CLO



FY26 Governance Committee Pacing Plan

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
Minutes			✓						✓			✓
Review Progress Against Goals			✓						✓			✓
ECHB Policy Review									✓			✓
Board Education and Training												
Board Education												✓
Board Training												✓
Annual Board Assessment												
Board Assessment Final Results			✓									
Board Action Plan Development			✓						✓			
Board Action Plan Review												✓
Committee Planning												
Develop next FY GC Goals									✓			
Review Advisory Committees Next FY Goals and Pacing Plans												✓
Review Advisory Committee and Committee Chair Assignments												✓
Review Next FY Committee Dates									✓			
Succession Planning Discussion									✓			✓
Other Periodic Topics												
ECHD Reappointment Process			✓									
Board/Committee Onboarding Plan												✓
Special Topics												
LG Redevelopment – Project Governance			✓									
Joint Board and Committee Meeting						✓						



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"> a) In conjunction with the ECHD Re-Appointment and Recruitment Ad Hoc Committee, provide a method for regular competency and skills assessment of the Board. b) Maintain resource section on Boardvantage of pertinent conferences, resources, newsletters, and professional organizations. c) Implement regular and comprehensive board and committee assessments. d) Develop Board Action plan - based on assessment results. e) Develop onboarding mentorship program pairing experienced and new Board/Committee members. f) Discuss and develop succession planning for Board members and officers. 	<ul style="list-style-type: none"> a) COMPLETE b) COMPLETE c) COMPLETE d) Paced for March e) IN PROGRESS f) Paced for June
2. Review and update governance documents and policies	<ul style="list-style-type: none"> g) Ensure regular review of Bylaws and policies. h) Develop communication and/or training as necessary for policy updates. 	<ul style="list-style-type: none"> g) COMPLETE h) COMPLETE
3. Support board advisory committee alignment with organizational strategy and goals	<ul style="list-style-type: none"> i) Ensure regular review of Advisory Committee goals and charters. j) Hold joint education sessions, as needed, between Board, Advisory Committees, and organizational leadership to ensure alignment with organizational needs. 	<ul style="list-style-type: none"> i) Paced for June j) COMPLETE
4. Promote ethical behavior and ensuring that the organization is acting in accordance with its values and principles.	<ul style="list-style-type: none"> k) Monitor the frequency of Code of Conduct revision to ensure it remains current with the organization's culture and external factors l) Monitor the annual acknowledgement of Conflict of Interest policy. 	<ul style="list-style-type: none"> k) Calendar YE 2026 l) COMPLETE

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