



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

Thursday, March 12, 2026 – 4:00pm

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

THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION PORTION OF THE MEETING LIVE AT THE ADDRESS ABOVE OR VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 971 2460 5060 #. No participant code. Just press #.

To watch the meeting, please visit:

[Committee Meeting Link](#)

NOTE: In the event that there are technical problems or disruptions that prevent remote public participation, the Chair has the discretion to continue the meeting without remote public participation options, provided that no Committee member is participating in the meeting via teleconference.

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

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

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1	CALL TO ORDER/ROLL CALL	Wayne Doiguchi, Chair		4:00 pm
2	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Wayne Doiguchi, Chair	Information	4:00 pm
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 three (3) minutes each.</i> b. Written Public Comments <i>Comments may be submitted by mail to the El Camino Hospital Executive Compensation Committee at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Board as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.</i>	Wayne Doiguchi, Chair	Information	4:00 pm
4	CONSENT CALENDAR ITEMS: a. Approve Minutes of the Open Session of the ECC Meeting (11/06/2025) b. Receive ECC FY26 Action Tracker c. Receive FY25 Committee Goals/Pacing Plan	Wayne Doiguchi, Chair	Motion Required	4:00 – 4:05
5	<u>PROCESS REVIEW: FY27 INDIVIDUAL GOAL SETTING</u>	Deanna Dudley, CHRO Dan Mayfield, SullivanCotter Paula Robinson, SullivanCotter	Discussion	4:05 – 4:30
6	RECESS TO CLOSED SESSION	Wayne Doiguchi, Chair	Motion Required	4:30 – 4:31
7	ECH STRATEGY UPDATE - Review Progress of FY26 Organizational Goals - Preview of FY27 Organizational Goals <i>Health and Safety Code Section 32106(b) for a report and discussion involving healthcare facility trade secrets</i>	Dan Woods, CEO	Information	4:31 – 5:01

Agenda: Executive Compensation Committee
 March 12, 2026 | Page 2

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
8	DISTRIBUTION OF PERFORMANCE RATINGS <i>Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters – Executive Management.</i>	Deanna Dudley, CHRO	Information	5:01 – 5:06
9	PROPOSED FY26 EXECUTIVE INDIVIDUAL INCENTIVE GOALS (Iyer and Muster) <i>Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters.</i>	Dan Woods, CEO Deanna Dudley, CHRO	Motion Required	5:06 – 5:15
10	APPROVE MINUTES OF THE CLOSED SESSION OF THE EXECUTIVE COMPENSATION COMMITTEE - Minutes of the Closed Session of the ECC Meeting (11/6/2025) <i>Report involving Gov't Code Section 54957.2 for closed session minutes.</i>	Wayne Doiguchi, Chair	Motion Required	5:15 – 5:20
11	RECONVENE TO OPEN SESSION	Wayne Doiguchi, Chair	Motion Required	5:20 – 5:21
12	REPORT OUT FROM CLOSED SESSION	Tracy Fowler, Director, Governance Services	Information	5:22 – 5:23
13	COMMITTEE UPDATE a. Recommend FY27 ECC Goals b. Review FY27 ECC Dates	Wayne Doiguchi, Chair	Motion Required	5:23 – 5:30
14	COMMITTEE ANNOUNCEMENTS	Wayne Doiguchi, Chair	Discussion	5:30 – 5:35
15	ADJOURNMENT	Wayne Doiguchi, Chair	Motion Required	5:35 pm



**Minutes of the Open Session of the
Executive Compensation Committee
of the El Camino Hospital Board of Directors
Thursday, November 6, 2025**

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

<p><u>Members Present</u> Wayne Doiguchi, Chair** Don Watters, Vice-Chair Tom Asmar Mary Hassett Estrella Paker Todd Shaw George Ting, MD</p>	<p><u>Members Absent</u> None</p> <p align="center">** via teleconference</p>	<p><u>Others Present</u> Dan Woods, CEO** Deanna Dudley, CHRO** Tracy Fowler, Director, Governance Services** Dan Mayfield, SullivanCotter** Paula Robinson, SullivanCotter**</p>
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Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Executive Compensation Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 3:00 p.m. by Chair Wayne Doiguchi. A verbal roll call was taken. A quorum was present.	<i>Meeting called to order at 3:00 p.m.</i>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	All present members of the committee attended in-person. No consideration of approval for AB-2449 requests were needed.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Doiguchi asked if any of the Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
4. PUBLIC COMMUNICATION	Chair Doiguchi invited the members of the public to address the Committee. No members of the public were present and there was no written communication.	
5. CONSENT CALENDAR	<p>Chair Doiguchi asked if any member of the Committee or the public wished to remove an item from the consent calendar for further discussion. No items were removed.</p> <p>Motion: To approve consent calendar</p> <p>Movant: Ting Second: Asmar Ayes: Asmar, Doiguchi, Hassett, Parker, Shaw, Ting, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Consent calendar approved.</i></p> <ul style="list-style-type: none"> - <i>Minutes of the Open Session of the ECC Meeting (September 25, 2025) Approved</i> - <i>FY26 Committee Goals/Pacing Plan Received</i>
6. ECC SELF-ASSESSMENT RESULTS	<p>Ms. Dudley opened the discussion by summarizing the committee's self-assessment results. She reported that the committee continues to function effectively, with strong alignment to strategic priorities and improved meeting flow. Members noted the value of strengthening communication around strategic planning and ensuring clearer connections between committee work and organizational goals.</p> <p>Dr. Ting asked about an outlier rating regarding the chair's performance. Ms. Fowler confirmed that survey responses</p>	<p><i>Actions:</i></p> <p><i>Governance to add an action-items tracking mechanism to the consent calendar to ensure visibility and follow-up in future meetings.</i></p>

	<p>were fully confidential and the outlier was not unexpected. She noted that future assessments could include explicit discussion of outliers to ensure clarity and transparency. Committee members, including Ms. Parker and Ms. Hassett, expressed interest in leveraging committee expertise more fully and improving communication across committees.</p> <p>Members discussed the importance of having more consistent visibility into strategic goals throughout the year. Mr. Shaw offered tactical suggestions to improve information flow, including receiving the CEO year in review and reserving agenda time for updates on previous action items. Committee members affirmed that clearer follow-up mechanisms would support continuity and informed decision-making.</p> <p>There was general agreement on the value of more structured communication, stronger linkages with other committees—particularly Quality—and ensuring that action items are tracked and reflected in future agendas. Members recognized continued progress in sequencing topics and expressed support for integrating an action-tracking process into the standing agenda.</p>	<p><i>Governance to include any outlier analysis in future assessments.</i></p>
<p>7. PROCESS REVIEW: CEO PERFORMANCE ASSESSMENT</p>	<p>Mr. Mayfield and Ms. Robinson from SullivanCotter provided an overview of the CEO performance assessment process. They described the structure, timeline, and methodology, confirming that this year’s cycle proceeded smoothly. Feedback from the committee indicated that the process was well executed and aligned with expectations.</p> <p>Mr. Shaw asked how the process was experienced by the full board. Dr. Ting inquired about potential modifications and whether adjustments could be incorporated as needed. Mr. Mayfield confirmed that updates could be made in future cycles and described how the 5-point scale and aggregated director feedback inform the CEO evaluation.</p> <p>Ms. Parker raised questions related to the Brown Act and clarification around what information can be shared with committees and what must remain at the board level. Committee members noted an ongoing desire for improved visibility into organizational goals and how those goals flow into the CEO evaluation process.</p>	
<p>8. PROCESS REVIEW: EXECUTIVE PERFORMANCE MANAGEMENT</p>	<p>Ms. Dudley provided an overview of the executive performance management process. She explained that the organization uses a traditional evaluation model that includes both annual assessments and merit increase decisions. She noted that while managers receive general guidance on performance distribution, the organization does not enforce a rigid bell curve, allowing for discretion based on role complexity and performance outcomes. Committee members acknowledged the importance of understanding how discretion is applied across the executive group.</p> <p>Committee members asked clarifying questions regarding the weighting of organizational and individual goals. Ms. Dudley</p>	<p>Actions: <i>Staff to provide distribution ratings for the executives to the Committee.</i></p> <p><i>Staff to share trend data on how executives have been rated historically and how discretion has</i></p>

	<p>confirmed that the 70/30 structure applies specifically to executives and flows from the board-approved executive compensation policy. Members expressed interest in reviewing trend data and understanding how actual distributions compare to expected patterns.</p> <p>Mr. Shaw and Ms. Parker asked how competencies integrate with the assessment process and whether the framework could be strengthened. Ms. Dudley noted that competencies guide leadership expectations but are not formulaic and confirmed that the organization is working to ensure clearer articulation of performance expectations for senior leaders. Committee members agreed that refining the competencies would support consistency and alignment.</p>	<p><i>been applied in merit decisions.</i></p> <p><i>Staff to review leader competencies framework to strengthen explicit leadership expectations for senior executives.</i></p>
<p>9. RECESS TO CLOSED SESSION</p>	<p>Motion: To recess to closed session at 3:58 p.m.</p> <p>Movant: Shaw Second: Ting Ayes: Asmar, Doiguchi, Hassett, Parker, Shaw, Ting, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Recess to closed session at 3:58 p.m.</i></p>
<p>10. AGENDA ITEM 14: REPORT OUT FROM CLOSED SESSION</p>	<p>The Open Session reconvened at 4:48 p.m. During the Closed Session the Executive Compensation Committee approved the closed session minutes of the September 25, 2025 ECC meeting.</p>	
<p>11. AGENDA ITEM 15: COMMITTEE ANNOUNCEMENTS</p>	<p>There were no committee announcements.</p>	
<p>12. AGENDA ITEM 16: ADJOURNMENT</p>	<p>Motion: To adjourn at 4:49 p.m.</p> <p>Movant: Ting Second: Shaw Ayes: Asmar, Doiguchi, Hassett, Parker, Shaw, Ting, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Meeting adjourned at 4:49 p.m.</i></p>

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

 Tracy Fowler, Director, Governance Services

Prepared by: Tracy Fowler, Director, Governance Services
 Reviewed by: Wayne Doiguchi, Committee Chair and Deanna Dudley, CHRO



FY26 ECC MEETING FOLLOW UP ITEMS

<u>Subject</u>	<u>Timing</u>	<u>Action</u>	<u>Status</u>
November 6, 2025 ECC Meeting			
ECC Self Assessment Results	Next Meeting	Governance to add an action-items tracking mechanism to the consent calendar to ensure visibility and follow-up in future meetings.	COMPLETE – Included on consent calendar for March 2026 ECC meeting.
	Next Assessment	Governance to include any outlier analysis in future assessments.	In progress – Paced for next assessment process.
	Off Agenda/Future Meeting	Governance to propose methods of strengthening cross-committee and board alignment.	In progress – Governance will share summaries of Board and Committee minutes to Boards and Committees on Boardvantage. COMPLETE – Joint Board and Committee Meeting on December 10.
Process Review: Executive Performance Management	Off Agenda	Staff to provide distribution date for the executives to the Committee.	COMPLETE
	Next Report	Staff to share trend data on how executives have been rated historically and how discretion has been applied in merit decisions.	In progress – Paced for next report.
	Next Report	Staff to review leader competencies framework to strengthen explicit leadership expectations for senior executives.	In progress
Succession Planning	Next Meeting	Succession planning and leadership development will be added to the next committee meeting agenda for continued discussion.	In progress – Paced for March ECC meeting.
		Staff and SullivanCotter will provide benchmarking data on workforce housing prevalence and benefits within the healthcare market	In progress



September 25, 2025 ECC Meeting			
Proposed FY25 Organizational Performance Incentive Plan Score	Future Meeting	Share CAUTI improvement measures for next FY goal review meeting.	In progress – Paced for March meeting.
Proposed FY25 Executive Scores and Payouts	Future Meeting	Review compensation philosophy regarding how often target performance levels should be achieved.	In progress
Executive Market Analysis	Future Meeting	SullivanCotter continue monitoring executive compensation positioning relative to market benchmarks.	In progress
June 5, 2025 ECC Meeting			
Goal Setting	Next FY Report	Staff to develop a timeline and process for annual goal setting.	COMPLETE
	Next FY Report	Staff to create a standardized template that executives will use to provide context and rationale for their individual goals.	COMPLETE
	Next FY Report	CEO to convene a small group to explore the feasibility of incorporating divisional goals into future cycles	COMPLETE



FY26 COMMITTEE GOALS AND PACING PLAN

Executive Compensation Committee

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

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

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

GOALS	TIMELINE	METRICS/PACING PLAN
1. Provide oversight and approvals for compensation-related decisions, including performance incentive goal-setting and plan design	Q1 September 25	<ul style="list-style-type: none"> - Review and approve FY26 executive base salaries - Review and recommend FY25 Organizational Incentive Score - Review and approve FY25 individual incentive scores - Review and approve FY25 executive payout amounts
	Q2 November 6	<ul style="list-style-type: none"> - Process Review: CEO Performance Management - Process Review: Executive Performance Management - Process Review: Succession and Development Planning
	Q3 March 26	<ul style="list-style-type: none"> - Recommend FY27 ECC Committee goals - Receive mid-year strategic plan update - Process Review: Executive Goal Setting
	Q4 June 10	<ul style="list-style-type: none"> - Review and recommend proposed FY27 organizational incentive goals - Review and approve FY27 individual executive goals
2. Evaluate the effectiveness of the independent compensation consultant	Q4 June 10	<ul style="list-style-type: none"> - Conduct annual evaluation of ECC consultant

SUBMITTED BY: Chair: Wayne Doiguchi | **Executive Sponsor:** Deanna Dudley



Incentive Plan Individual Goal Templates

Proposed for FY27 Inclusion

March 2026



Background

- El Camino Health has requested assistance from SullivanCotter with the development of FY27 Executive Individual Incentive Goals as part of the overall Executive Incentive Plan (EIP), including the creation of individual goal templates for outcome-based goals and milestone-based goals.
- El Camino Health additionally requested that SullivanCotter assist in leading goal calibration workshops with executives to discuss market best practices and to embed these newly created goal templates for individual goals into the FY27 EIP process.
- The following pages depict the changes to the timeline and process for FY27 and share draft goal templates for both outcome-based goals and milestone-based goals with examples from FY26.
- These goal templates will replace the current goal memos for individual goals.



Individual Executive Goal Setting Changes for FY27

Previous Process for FY26

- Early May: Notice sent to executives regarding inputting individual goals into Smartsheet
- Mid May: Executives input goals into Smartsheet
- Late May: Executives review goals with CEO
- June: Executive goals presented and approved by ECC, along with corresponding goal memos

FY27 Process and Timeline

- February: Creation and approval of individual goal templates to be utilized for FY27 individual executive goals
- March: Goal setting template education workshops related to market best practices, and Q&A with plan participants
- April: Goal selection and calibration meetings with SullivanCotter and plan participants to complete the goal templates in preparation for presentation with CEO
- May: Executives review goals with CEO
- June: Executive goals presented and approved by ECC, along with corresponding goal templates

Guidance on Shaping Individual Goals

- Individual goals cross a wide spectrum and vary greatly by executive, though all goals can be tied back to a strategic pillar of performance for the organization.
- Clarity in messaging for the goal description, measurement, reason for inclusion, historical performance, critical success factors, and achievement levels is important for the committee to be able to approve goals in the process.



FY27 Individual Goal Template (Outcome Goal Template)

Name:				Date:
Strategic Pillar:				
Goal:				Individual Goal Weighting: XX%
Goal Description				
Measurement				
Reason for Inclusion				
Historical Performance Desired Direction: (Lower/Higher) is Better	FY24		<p>Metric Name</p> <p>1.10</p> <p>1.00</p> <p>0.90</p> <p>FY24 FY25 FY26YTD FY27 FY27 Target FY27 Stretch</p> <p>FY27 Threshold</p>	
	FY25			
	FY26 YTD (Baseline)			
Industry Benchmarks	Top Decile		Benchmark data source. Are benchmarks improving or declining in performance?	FY27 Proposed Threshold
	Top Quartile			FY27 Proposed Target
	Median			FY27 Proposed Stretch



FY27 Individual Goal Template (Outcome Goal Example)

Name:	Shreyas Mallur, M.D., Chief Quality Officer			Date: June 1, 2026														
Strategic Pillar:	Quality																	
Goal:	Reduce Risk-Adjusted Mortality Index (RAMI) Observed/Expected Ratio			Individual Goal Weighting: 50%														
Goal Description	The Vizient Risk-Adjusted Mortality Index (RAMI) is a metric comparing a hospital's observed inpatient deaths to the expected number of deaths based on patient acuity and comorbidities. Hospitals in the Vizient Clinical Database are compared against hospitals of similar size and complexity to enable accurate, risk-adjusted comparisons to drive improvement in mortality.																	
Measurement	Calculated by dividing the Observed Mortality (actual deaths) by the Expected Mortality (predicted deaths based on the risk model).																	
Reason for Inclusion	Risk-adjusted inpatient mortality is a core indicator of clinical excellence and is a universally recognized benchmark of hospital performance.																	
Historical Performance	FY24	1.05	<p>Risk-Adjusted Mortality Index (RAMI) Observed to Expected Ratio</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Value</th> </tr> </thead> <tbody> <tr> <td>FY24</td> <td>1.05</td> </tr> <tr> <td>FY25</td> <td>1.02</td> </tr> <tr> <td>FY26 YTD</td> <td>1.00</td> </tr> <tr> <td>FY27 Threshold</td> <td>1.00</td> </tr> <tr> <td>FY27 Target</td> <td>0.975</td> </tr> <tr> <td>FY27 Stretch</td> <td>0.95</td> </tr> </tbody> </table>		Year	Value	FY24	1.05	FY25	1.02	FY26 YTD	1.00	FY27 Threshold	1.00	FY27 Target	0.975	FY27 Stretch	0.95
Year	Value																	
FY24	1.05																	
FY25	1.02																	
FY26 YTD	1.00																	
FY27 Threshold	1.00																	
FY27 Target	0.975																	
FY27 Stretch	0.95																	
Desired Direction: Lower is Better	FY25	1.02																
	FY26 YTD (Baseline)	1.00																
Industry Benchmarks	Top Decile	0.55	Vizient Complex Care Medical Center Benchmarks as of February 2026 Benchmarks continue to improve slightly each year	FY27 Proposed Threshold	1.00													
	Top Quartile	0.75		FY27 Proposed Target	0.975													
	Median	0.95		FY27 Proposed Stretch	0.95													



FY27 Individual Goal Template (Milestone Goal Template)

Name:				Date:
Strategic Pillar:				
Goal:				Individual Goal Weighting: XX%
Goal Description				
Milestones/ Critical Success Factors	Milestone 1	Milestone 2	Milestone 3	
	<ul style="list-style-type: none"> List milestones here. 	<ul style="list-style-type: none"> List milestones here. 	<ul style="list-style-type: none"> List milestones here. 	
Reason for Inclusion				
FY27 Proposed Threshold				
FY27 Proposed Target				
FY27 Proposed Stretch				



FY27 Individual Goal Template (Milestone Goal Example)

Name:	Andrew Cope			Date: Date: June 1, 2026
Strategic Pillar:	Growth			
Goal:	Build and expand ECH Foundation awareness and support from donors in the Los Gatos region, in preparation for a high-level fundraising initiative.			Individual Goal Weighting: 50%
Goal Description	This goal will establish the framework for a fundraising initiative focused on the Los Gatos campus rebuild project and has multiple critical success factors defined.			
Milestones/ Critical Success Factors	Milestone 1	Milestone 2	Milestone 3	
	<ul style="list-style-type: none"> Framework for a digital and print communications plan created 	<ul style="list-style-type: none"> Three high net worth donor salon events completed 	<ul style="list-style-type: none"> Engage major donors towards four core commitments (\$1M+) towards the Los Gatos rebuild project 	
Reason for Inclusion	The goal represents the critical importance of continuing to build support for the El Camino Health enterprise as well as specifically focus on the transformational initiative for the Los Gatos Campus.			
FY27 Proposed Threshold	Meet at least 2 of the 3 components with deliverables			
FY27 Proposed Target	Meet all 3 components with deliverables			
FY27 Proposed Stretch	Meet and <u>exceed</u> all three components with deliverables (Launch communications plan, four donor salons completed, five \$1M commitments from major donors.			



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SUBMITTED BY: Chair: Wayne Doiguchi | **Executive Sponsor:** Deanna Dudley



Executive Compensation Committee
Proposed FY2027 Meeting Dates

RECOMMENDED ECC DATES	CORRESPONDING HOSPITAL BOARD DATE
Wednesday, August 5, 2026	Wednesday, August 12, 2026
Tuesday, October 6, 2026	Tuesday, October 13, 2026
Tuesday, February 2, 2027	Wednesday, February 10, 2027
Thursday, June 10, 2027	Wednesday, June 16, 2027