

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, June 2, 2026 – 4:30 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: **958 3332 8490#**. No participant code. Just press #.

To watch the meeting, please visit: [GC Meeting Link](#)

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

A copy of the agenda for the Committee Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In compliance the Americans with Disabilities Act, please notify us at **(650) 988-8254** prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1.	CALL TO ORDER/ROLL CALL	Lanhee Chen, Chair		4:30 pm
2.	CONSIDER AB 2449 REQUESTS	Lanhee Chen, Chair	Possible Motion	4:30
3.	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Lanhee Chen, Chair	Information	4:30
4.	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 Governance 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>	Lanhee Chen, Chair	Information	4:30
5.	WELCOME TO NEW GOVERNANCE COMMITTEE MEMBERS a. Scott Barclay b. Azar Khansari c. Doug Scrivner	Lanhee Chen, Chair	Information	4:30 – 4:40
6.	HOSPITAL BOARD MEMBER SUCCESSION PLANNING DISCUSSION a. Committee Member Appointments Process b. Board Member Transition Pipeline	Theresa Fuentes, CLO Anne Yang, Executive Director, Governance Services	Discussion	4:40 – 5:10

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
7.	<u>FY27 BOARD AND COMMITTEE ASSESSMENT PLAN</u> a. Draft Timeline b. Sample Survey	Anne Yang, Executive Director, Governance Services	Discussion	5:10 – 5:20
8.	<u>FY27 BOARD AND ADVISORY COMMITTEES PLANNING ITEMS</u> a. Proposed FY27 Governance Committee Meeting Dates b. Proposed FY27 Advisory Committee Goals and Pacing Plans c. Proposed FY27 Advisory Committee and Liaison Appointments – <i>Appended on June 2, 2026 with memo from FY27 Chair-Elect Po</i>	Anne Yang, Executive Director, Governance Services	Motion Required	5:20 – 5:35
9.	CONSENT CALENDAR ITEMS: a. <u>Approve Minutes of the Open Session of the Governance Committee Meeting (03/03/26)</u> b. <u>Approve Minutes of the Closed Session of the Governance Committee Meeting (03/03/26) – No substantive content</u> c. <u>Recommend Board Approval of Revised Articles of Incorporation</u> d. <u>Approve Clarifications to Board and Committee Education Policy</u> e. <u>Receive Information on Board Ratification of ECH Foundation Board Members</u> f. <u>Receive Report on Educational Activity</u> g. <u>Receive FY26 Pacing Plan</u> h. <u>Receive Progress on FY26 Committee Goals</u>	Lanhee Chen, Chair	Motion Required	5:35 – 5:45
10.	COMMITTEE ANNOUNCEMENTS	Lanhee Chen, Chair	Information	5:45 – 5:50
11.	ADJOURNMENT	Lanhee Chen, Chair	Motion Required	5:50

**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: June 2, 2026
Subject: Board Member Succession Planning Discussion

Purpose:

This will serve as the Governance Committee's initial discussion on Board Member Succession Planning.

Summary:

This item is a continuation of the work of the Committee with respect to the FY26 Board Action Plan (attached), which was reviewed and approved by the Committee in March 2026.

For the first part of this discussion, Director Somersille has requested to review the Committee Member Assignments process. We have included the Committee Governance Policy as an attachment for reference.

The second part of the discussion will be to focus on how the Governance Committee can be helpful to the District's Ad Hoc Committee, or otherwise, with respect to Board Member succession planning.

List of Attachments:

1. Committee Governance Policy
2. Revised Board Action Plan (as revised/approved by GC on March 3, 2026)
3. Term Limits Chart for Hospital Board Directors
4. Aggregate Board Competency Matrix (November 2025)

TITLE: El Camino Hospital Board Committee Governance Policy

CATEGORY: Administrative

FIRST APPROVAL: ECHB August 14, 2024

CURRENT APPROVAL: ECHB June 11, 2025

Coverage:

All Members of the El Camino Hospital Board of Directors (“Board”) and Board Advisory Committees (“Committees”). The Governance Committee shall review this policy at least every three (3) years to ensure that it remains relevant and appropriate.

Authority:

The Board has established the following standing Advisory Committees pursuant to the El Camino Hospital Bylaws: Compliance and Audit Committee; Executive Compensation Committee; Finance Committee, Governance Committee, Investment Committee; and Quality, Patient Care, and Patient Experience Committee. The Committees have the authority granted to them per the Hospital Bylaws, the Committee Charter, and majority action of the Board. Committees may study, advise and make recommendations to the Board on matters within the committee’s area of responsibility as stated in the Committee Charter. The authority of committees is limited to advisory recommendations except in responsibilities directly delegated by the Board. Committees may provide recommendations for the Board to consider, which recommendations may be considered, adopted, amended or rejected by the Board in the Board’s sole discretion. Committees shall have no authority to take action or otherwise render decisions that are binding upon the Board or staff except as otherwise stated in the Bylaws, the Committee’s Charter, or majority action of the Board. To the extent of any conflict with the Committee Charter, this policy controls.

Membership:

Each committee shall have the membership as stated in the Committee Charter but must be composed of at least two members of the Board (“Director Members”), as well as people who are not members of the Board (“Community Members”). Director membership on any single Committee shall not constitute a quorum of either Board or Healthcare District Board membership. The Chair of a committee is its presiding officer. In the absence of the Chair, the Vice-Chair (or if no Vice-Chair, any member of the Committee as determined by the Chair or the Board) shall perform the duties of the Chair.

Nomination and Selection of Community Members:

Each Advisory Committee shall determine minimum qualifications and competencies for its Members. Committees may fill Community Member vacancies through an open recruitment process coordinated by Governance Services. Candidates may be nominated by any source and must submit an application with reasons to serve, relevant qualifications, and disclosures. An Ad Hoc Committee appointed by the Committee Chair, in consultation with the Executive Sponsor and Governance Services, shall review applications, interview initial candidates, and may recommend finalists. The full Committee may choose to interview finalists or proceed based on the Ad Hoc Committee’s report. Final appointments are made by the Committee and submitted to the Board for approval in accordance with the Bylaws.

Reassignment of Existing Community Members:

In some cases, an existing Community Member may be reassigned from one Committee to another at the recommendation of the CEO, Board Chair, and the receiving Committee Chair. This reassignment shall be made in consultation with the Committee’s Executive Sponsor, with notice to Governance

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Services. The reassigned Community Member must be formally appointed to the new Committee by a majority vote of that Committee, and submitted for Board approval in accordance with the Bylaws.

Appointment and Removal:

The Board Chair (or Board Chair-elect in Board officer election years) shall appoint the Director Members and Committee Chairs, subject to approval of the Board. Community Members shall be appointed by the Committee, subject to approval of the Board. All Board Chair appointments shall be reviewed by the Governance Committee before submission to the Board.

Committee Chairs may appoint and remove a Vice-Chair at the Committee Chair's discretion. However, if the Committee Chair is not a Director Member, a Vice Chair must be appointed who is a Director, in which case the Director Vice-Chair shall be appointed the same as any other Director Member.

The Board has the authority to remove Director Members and Community Members at any time either with or without the Committee's recommendation, in the Board's sole discretion.

Term:

Community Members serve a term of *three* full or partial fiscal years depending on date of appointment and eligibility to serve. Community Members shall be divided into three appointment categories, as nearly equal in number as possible, as follows: (a) Class 1, the initial term of which shall expire June 30, 2025, and subsequent terms shall be three years each; (b) Class 2, the initial term of which shall expire June 30, 2026, and subsequent terms shall be three years each; (c) Class 3, the initial term of which shall expire June 30, 2027, and subsequent terms shall be three years each. Each class shall hold committee membership until successors are appointed.

Director Members serve a term of one year or partial fiscal years depending on date of appointment and eligibility to serve. Director Member appointments shall be reviewed annually by the Board Chair (or Chair Elect).

Committee Chair and Vice Chair appointments shall be reviewed annually by the Board Chair (or Chair-Elect). Chair and Vice Chair appointments may be changed at any time without effecting the term of that person's membership on the Committee.

Director Members, Community Members, Chairs, and Vice Chairs may serve consecutive terms.

If a community member wishes to vacate a position, the committee member shall submit a written resignation letter addressed to the Chair of the Committee and the Chair of the Board, with a copy to the CEO and Governance Services.

TITLE: El Camino Hospital Board Committee Governance Policy

CATEGORY: Administrative

FIRST APPROVAL: ECHB August 14, 2024

CURRENT APPROVAL: ECHB June 11, 2025

Attendance:

Committee members are expected to attend in person and meaningfully participate in all committee meetings absent extenuating circumstances. Remote virtual participation is generally only allowed for just cause or emergency situations such as physical or family medical emergency, childcare, illness, disability, or Board or Committee related travel. Remote virtual participation must comply with the requirements of the Ralph M. Brown Act. Committee members may be removed from the Committee for repeated failure to satisfy attendance requirements.

If a member is physically not present for more than two meetings in a calendar year, the Committee Chair shall contact that member and remind the member of this policy. If the member continues to be physically absent despite the warning, the Committee shall consider a recommendation to the Board for removal.

Meetings:

All Committees shall have a Committee Charter approved by the Board.

Committee meetings shall be open to the public except for items permitted to be discussed in closed session and held in accordance with the provisions of the Ralph M. Brown Act. At least 72 hours before a committee meeting, Governance Services shall post an agenda containing a brief, general description of each item of business to be discussed at the committee meeting. The posting shall be accessible to the public.

The minutes of each committee meeting, including any recommendation of a committee, shall include a summary of the information presented and the recommended actions. ECHB staff will prepare minutes for each meeting. Draft minutes will be provided to the committee at the next available committee meeting for committee member review and approval. Once approved, minutes will be made a part of the Board's permanent records.

A majority of the members of each committee shall constitute a quorum for the transaction of business.

Only members of the committee are entitled to make, second or vote on any motion or other action of the committee. Each committee member shall be entitled to one vote on all matters considered by the committee. A simple majority vote of the members of the Committee shall designate approval of a motion.

All committee communications must go through the designated committee Chair.

The specific committees and their respective responsibilities are as stated in the Charter for each Committee.

Board Action Plan Regarding Board Assessment

(last approved by GC on March 3, 2026)

1. Align Board Composition with future needs and strategic direction

- **Actions:**

- 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. **Review Board Member Skills Transition Timing - Revisit 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 **Q4 FY26, Q1/Q2 FY27**
 - 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 **Q4 FY26, Q1/Q2 FY27**
- **Timeline:** Develop and implement by end of Q2 fiscal year 2027.

2. Clarify Board Chair succession process

- **Actions:**

- A. **Discussion of current Board Chair term. – Completed in March 2026**
 - B. **Establish procedures for defining future Chair and Vice Chair** to align on transition timing and process (not profile). – **Completed in March 2026**
 - C. **Review Hospital Board Officers Nomination and Selection Procedures.** – Paced for **Q2 FY27**
- **Timeline:** Develop and implement by fiscal year-end 2027.

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 **Q4 FY26, Q1 FY27**
- B. **Review Board Compensation Policy** – Paced for **Q1/Q2 FY27**

- C. **Make recommendations regarding development and education/training plan.** – Paced for **Q1/Q2 FY27**
- D. **Review Board Code of Conduct and align on attestation frequency** – Paced for **Q1 FY27**
- **Timeline:** Develop and implement by calendar year-end 2026.

Current Terms for El Camino Hospital Board Directors

Category 1 –El Camino Healthcare District Board Directors

(These directors serve four (4)-year terms coinciding with voter election)

Name	First Full Term	Second Term	Third Term	Fourth Term	Fifth Term	Termed Out
Zoglin	Dec. 2008	Dec. 2012	Dec. 2016	Dec. 2020	Dec 2024	None
Miller	Dec. 2012	Dec. 2016	Dec. 2020	Dec. 2024		None
Fung	Dec. 2014	Dec. 2018	Dec. 2022			None
Ting	Dec. 2018	Dec. 2022				None
Somersille	Dec. 2020	Dec. 2024				None

Category 2 – Not Serving on El Camino Healthcare District Board

(These directors serve up to four (4) three (3)-year terms)

(for illustrative purposes only, chart assumes reappointment until termed out)

Name	First Full Term	Second Term	Third Term	Fourth Term	Termed Out
Chen	July 2015	July 2018	July 2021	July 2024	June 2027
Rebitzer	July 2017	July 2020	July 2023	July 2026	June 2029
Po	July 2019	July 2022	July 2025	July 2028	June 2031
Watters	July 2021	July 2024	July 2027	July 2030	June 2033
Doiguchi	July 2023	July 2026	July 2029	July 2032	July 2035

FY27 Competency Matrix*

Rating Tool & Rating Scale

Level of Knowledge/Experience (Self-Rate)

1 = None (no background/experience)

2 = Minimal

3 = Moderate/Broad

4 = Competent

5 = Expert

	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Average	
COLLECTIVE COMPETENCIES: Knowledge and skills that the board as a whole needs, and therefore, should be strong attributes of one or more but not necessarily all members.											
FUNCTIONAL EXPERTISE	1. Board or Corporate Governance Experience (outside ECH)	5	2	5	4	3	3	3	5	2	3.6
	2. Commercial Real Estate / Healthcare Real Estate	4	3	2	2	2	1	4	3	2	2.6
	3. Community Relations / Government (federal, state, or local)	4	3	5	4	4	4	3	2	4	3.7
	4. Finance / Investment	5	4	1	4	3	2	4	5	5	3.7
	5. Healthcare Mergers & Acquisitions / Physician Strategy	3	3	1	4	4	4	4	2	3	3.1
	6. Healthcare Policy	3	4	2	5	4	4	4	2	2	3.3
	7. Large Company Executive Management (Public or Private CEO, CFO, CIO, COO, President, or Other Senior Executive Position)	5	3	1	4	5	1	3	4	4	3.3
	8. Marketing / Branding / Communications	4	3	4	3	3	2	3	4	5	3.4
	9. Healthcare Quality and Patient Safety	3	5	2	4	4	5	5	2	2	3.6

* Minus Director terming out in June 2027

10. Regulatory, Legal & Compliance	5	3	1	3	3	2	3	2	2	2.7
11. Strategy	5	4	3	4	5	3	4	5	4	4.1
12. Technology Leadership	3	4	3	5	3	1	3	3	4	3.2
UNIVERSAL ATTRIBUTES: Personal qualifications required of all board members.										
1. Analytical Thinker: separates the important from trivial	5	4	3	5	5	4	5	5	4	4.4
2. Collaborative: feels collaboration is essential for success	4	5	5	4	5	5	5	5	3	4.6
3. Community-Oriented: demonstrate commitment to the ECH mission, vision, and values and to the communities served	4	4	5	3	4	5	5	5	5	4.4
Self-Assessed Average Score										
	4.13	3.60	2.87	3.87	3.80	3.07	3.87	3.60	3.40	3.58

* Minus Director terming out in June 2027

EL CAMINO HOSPITAL BOARD OF DIRECTORS GOVERNANCE COMMITTEE MEETING MEMO

To: ECH Governance Committee
From: Anne Yang, Executive Director, Governance Services
Date: June 2, 2026
Subject: FY27 Board and Committee Self-Assessment

Purpose: To review the proposed FY27 Board and Committee Self-Assessment process, including the survey instruments to be used, the administration timeline, and next steps for the Governance Committee's oversight of the process.

Background:

The Governance Committee is responsible for overseeing the Board's self-assessment process and ensuring that a formal evaluation is conducted on a regular basis. Results are used to identify areas of strength and opportunity for improvement, and to inform board action planning.

For the FY26 process, SpencerStuart conducted both a quantitative survey for boards and advisory committees, and a qualitative director interview process for the board. The results provided high-level recommendations to inform a board action plan. The SpencerStuart process will take place every other year. In alternate years, we will conduct only a quantitative survey.

El Camino Hospital recommends that we conduct the FY27 assessment using the BoardCompass platform administered by The Governance Institute. BoardCompass is a standardized, evidence-based survey tool that measures board and committee performance against recommended governance practices. Survey responses are submitted confidentially and individually online.

Assessment Structure

Board Self-Assessment

All Board members will complete the BoardCompass Board Self-Assessment, which evaluates the Board's overall performance across ten governance categories: Duty of Care, Duty of Loyalty, Duty of Obedience, Quality Oversight, Financial Oversight, Strategic Direction, Board Development, Management Oversight, Community Health & Advocacy, and Board Culture. The survey also includes open-ended questions and an overall Board effectiveness rating. Results will be aggregated and presented to the board.

Committee Self-Assessments

Each Board committee will complete its own committee-specific self-assessment using a tailored BoardCompass survey. The committee surveys evaluate general committee effectiveness (including charter compliance, meeting preparation, culture, and communications to the full Board) as well as responsibilities specific to each committee's function. Each committee member will receive an individual survey link for their respective committee. Results will be aggregated and presented to the committee.

Recommendation: Review the attached sample survey instruments and proposed assessment timeline, and provide direction on the FY27 Board and Committee Self-Assessment process prior to launch.

List of Attachments:

1. Draft Board Self-Assessment Timeline – FY2027
2. BoardCompass Board Self-Assessment Survey (Sample)
3. BoardCompass Governance Committee Assessment (Sample)

**EL CAMINO HEALTH
FY27 BOARD EFFECTIVENESS ASSESSMENT**

PROPOSED TIMELINE

April/May	ECH staff review of quantitative survey options
June	Governance Committee review of sample survey and proposed timeline. Staff to make any customizations to surveys.
Mid August – Late August	Survey launch for 2 weeks for Board and Committee members to complete.
Early-Mid September	Governance Committee to review initial survey results
Mid October	Results provided to Board in summary format
November	Governance Committee to review board assessment results for key takeaways for ongoing board action plan.



The Governance Institute's Board Self-Assessment





The Governance Institute's Board Self-Assessment

Welcome to The Governance Institute's *Board Self-Assessment*. The following assessment represents the first step in a detailed and thoughtful review of your performance as a board.

This assessment is comprised of a variety of items asking how effectively your board performs recommended governance practices and is intended to assess the board's overall performance as a whole.

Your board will be assessed on the following categories:

- Duty of Care
- Duty of Loyalty
- Duty of Obedience
- Quality Oversight
- Financial Oversight
- Strategic Direction
- Board Development
- Management Oversight
- Community Health & Advocacy
- Board Culture

Instructions:

Indicate how effectively the board (or a committee of the board) carries out each practice. Below is a key to the intended meaning of your answer selections:

Very effective: The board or committee of the board carries out this practice consistently (all of the time) to the highest degree of effectiveness possible. (Grade: A to A+)

Effective: The board or committee of the board carries out this practice effectively some or most of the time but not consistently or all of the time. (Grade: B)

Satisfactory: The board or committee of the board carries out this practice in a manner that fulfills basic expectations or needs; acceptable though not outstanding. (Grade: C)

Ineffective: The board or committee of the board is not fulfilling basic expectations or needs; the practice is being carried out in part, not in a thorough manner, or not often enough. The board should be concerned about its level of performance in this area. (Grade: D)

Very ineffective: The board or committee of the board does not fulfill even basic expectations or needs related to this practice, or it is not performed at all and should be. The board should be very concerned about its level of or lack of performance in this area. (Grade: F)

Important: Several of the practices contain several related items that The Governance Institute believes are essential to considering a practice to be fully adopted and therefore for the board to be very effective in performing the practice (i.e., to receive a top score on the assessment). If you think that some or part of the practice is being performed but not all of the items listed are being done, your answer should be "Satisfactory."

Section I: For each question below...

Please indicate how effectively the board or a committee of the board performs the practice.

How effectively does the board or a committee of the board perform this practice?

	Very Effective	Effective	Satisfactory	Ineffective	Very Ineffective	Don't Know
Duty of Care						
1. Receives necessary background materials and well-developed agendas within sufficient time to prepare for meetings.	VE	E	S	I	VI	DK
2. Exercises due diligence in gathering unbiased information before making major decisions (e.g., financial, strategic, legal, clinical, etc.).	VE	E	S	I	VI	DK
Duty of Loyalty						
3. Uniformly and consistently enforces a conflict-of-interest policy that, at a minimum, complies with the most recent <u>IRS definition of conflict of interest</u> .	VE	E	S	I	VI	DK
4. Follows a specific definition, with <u>measurable standards</u> , of an " <u>independent director</u> " that, at a minimum, complies with the most recent IRS definition and takes into consideration any applicable state law.	VE	E	S	I	VI	DK
Duty of Obedience						
5. Considers how major decisions will impact the organization's mission before approving them and rejects proposals that put the mission at risk.	VE	E	S	I	VI	DK
6. Establishes an enterprise <u>risk profile</u> for the organization and holds management accountable to performance consistent with that risk profile.	VE	E	S	I	VI	DK
Quality Oversight						
<i>Note: The term "quality" encompasses safety, outcomes, experience, equity, and value.</i>						
7. Approves long-term and annual quality performance criteria based upon industry-wide and <u>evidence-based</u> best practices for optimal performance	VE	E	S	I	VI	DK
8. Requires all clinical programs and services to meet quality performance criteria.	VE	E	S	I	VI	DK
9. Reviews, at least quarterly, quality performance measures for all care settings, and demands corrective action in re-sponse to under-performance.	VE	E	S	I	VI	DK

How effectively does the board or a committee of the board perform this practice?

	Very Effective	Effective	Satisfactory	Ineffective	Very Ineffective	Don't Know
Financial Oversight						
11. Is sufficiently informed by management and discusses the multi-year strategic/financial plan and the organization's capital and operating budget before approving them.	VE	E	S	I	VI	DK
12. Monitors key financial performance against targets established by the board and demands corrective action in response to under-performance on financial metrics.	VE	E	S	I	VI	DK
Strategic Direction						
13. Holds management accountable for accomplishing the strategic plan by requiring that major strategic projects or initiatives specify both <u>measurable criteria for success</u> and those responsible for implementation.	VE	E	S	I	VI	DK
14. Spends more than half of the meeting time during most board meetings in active deliberation and discussion, as opposed to hearing reports.	VE	E	S	I	VI	DK
15. Evaluates proposed new initiatives on factors such as mission compatibility, financial feasibility, market potential, impact on quality and patient safety, community health needs, and adherence to the strategic plan before approving them.	VE	E	S	I	VI	DK
16. Establishes a strategy for aligning the clinical and economic goals of the hospital(s) and physicians.	VE	E	S	I	VI	DK
Board Development						
18. Participates at least annually in education regarding its responsibilities to fulfill the organization's mission, vision, and strategic goals.	VE	E	S	I	VI	DK
19. Follows a formal orientation program for new board members that includes education on their fiduciary duties, core responsibilities, and information on the industry and its regulatory and competitive landscape.	VE	E	S	I	VI	DK
20. Enforces minimum meeting preparation and attendance requirements.	VE	E	S	I	VI	DK

How effectively does the board or a committee of the board perform this practice?

	Very Effective	Effective	Satisfactory	Ineffective	Very Ineffective	Don't Know
21. Selects new director candidates from a pool that reflects a broad range of diversity and competencies (e.g., race, gender, background, skills, and experience).	VE	E	S	I	VI	DK
22. Approves annual goals for committee performance that support the organization's strategic direction/plan.	VE	E	S	I	VI	DK
23. Uses the results from a formal self-assessment process to establish board performance improvement goals at least every two years.	VE	E	S	I	VI	DK
24. Applies <u>competency-based governance</u> principles to assess board members and facilitate board development and board leadership succession planning.	VE	E	S	I	VI	DK
Management Oversight						
25. The board and CEO mutually agree on the CEO's written performance goals prior to the evaluation (in the first quarter of the year).	VE	E	S	I	VI	DK
26. Requires that the CEO's compensation package be based, in part, on the CEO's performance evaluation.	VE	E	S	I	VI	DK
Community Health & Advocacy						
27. Holds management accountable for implementing strategies that meet the needs of the community, as identified through the community health needs assessment.	VE	E	S	I	VI	DK
Board Culture						
28. Demonstrates a clear understanding of the difference between the responsibilities of the management team and the board, and avoids getting into operational matters.	VE	E	S	I	VI	DK
29. Has a culture that allows for active participation, candid communication, and rigorous decision making; board members voice opinions/concerns regardless of how sensitive the matter may be.	VE	E	S	I	VI	DK
30. Engages in constructive dialogue with management.	VE	E	S	I	VI	DK

Section II: Overall Board Rating

On a scale of 0–10, with 10 being the highest, please rate the effectiveness of the board (only circle one number):

0 1 2 3 4 5 6 7 8 9 10

Section III: Open-Ended Questions

1. What do you believe to be your most important obligations as a member of the board?

2. On a scale of 0–10, with 10 being strongly agree, rate how much you agree with the following statement:

I have the opportunity to effectively influence the organization’s strategic direction, culture, and/or performance.

0 1 2 3 4 5 6 7 8 9 10

Comments:

3. On a scale of 0–10, with 10 being strongly agree, rate how much you agree with the following statement:

My experience on the board is positive, meaningful, and engaging.

0 1 2 3 4 5 6 7 8 9 10

Comments:

4. What is the single most important improvement the board could make to be more effective in the coming year?

5. What suggestions do you have for ongoing board education topics?



Governance Committee Assessment



The Governance Institute



The Governance Institute®

The essential resource for governance knowledge and solutions®

1245 Q Street, Lincoln, NE 68508



Governance Committee Assessment

Welcome to The Governance Institute's Committee Self-Assessment. The assessment represents the first step in a detailed and thoughtful review of your performance as a board committee. The items are structured to reliably measure your performance against recommended governance practices.

High-performing committees are a powerful tool for ensuring that critical governance activities are consistently addressed and given the focus they need. Committees do not replace the work of the board, but rather aid the full board in fulfilling its responsibilities in a more efficient, manageable way. Assessing your committee's performance will help you better understand areas of strength and weakness, develop an action plan for performance improvement, track improvement goals, and enhance committee and board performance.

The assessment is comprised of a variety of items asking how effectively your committee observes recommended practices and is designed to measure how well your committee performs in select oversight areas. Its intent is to reveal how you perceive the committee's performance overall, rather than the performance of individual committee members.

***This document is meant for your review only.
To complete the assessment, you must use the online link
provided to you by the designated board or staff person.***

Instructions:

Indicate how effectively the committee carries out each practice. Below is a key to the intended meaning of your answer selections.

Very effective: The committee carries out this practice consistently (all of the time) to the highest degree of effectiveness possible. (Grade: A to A+)

Effective: The committee carries out this practice effectively some or most of the time but not consistently or all of the time. (Grade: B)

Satisfactory: The committee carries out this practice in a manner that fulfills basic expectations or needs; acceptable though not outstanding. (Grade: C)

Ineffective: The committee is not fulfilling basic expectations or needs; the practice is being carried out in part, not in a thorough manner, or not often enough. (Grade: D)

Very ineffective: The committee does not fulfill even basic expectations or needs related to this practice, or it is not performed at all and should be. The board should be very concerned about its level of or lack of performance in this area. (Grade: F)

Important: Several of the practices contain multiple related items that The Governance Institute believes are essential to considering a practice to be fully adopted and therefore for the committee to be very effective in performing the practice (i.e., to receive a top score on the assessment). If you think that some or part of the practice is being performed but not all of the items listed are being done, your answer should be "Satisfactory."

Section I: Effectiveness and Culture Questions for All Committees

Please indicate how effectively this committee performs these practices:

	Very Effective	Effective	Satisfactory	Ineffective	Very Ineffective	Don't Know
1. Conducts a periodic review of the committee's compliance with its charter, including any necessary updates to the charter.	VE	E	S	I	VI	DK
2. Understands the roles and responsibilities of this committee.	VE	E	S	I	VI	DK
3. Has an appropriate set of skills and backgrounds to fulfill the committee's responsibilities (including fulfillment of independence requirements for certain committees such as audit and compensation).	VE	E	S	I	VI	DK
4. Receives and reviews necessary background materials and well-developed agendas within sufficient time to prepare for meetings.	VE	E	S	I	VI	DK
5. Has a culture that allows for active participation, candid communication, and rigorous decision making; committee members voice opinions/concerns regardless of how sensitive the matter may be.	VE	E	S	I	VI	DK
6. Ensures that committee minutes and board reports are standardized, accurate, timely, and reflect committee decisions.	VE	E	S	I	VI	DK
7. Communicates committee activities to the full board.	VE	E	S	I	VI	DK

Section II: Governance Committee Responsibilities

Please indicate how effectively this committee performs these practices:

	Very Effective	Effective	Satisfactory	Ineffective	Very Ineffective	Don't Know
1. Maintains well-functioning governance structure, practices, and documents (board policies and procedures, articles of incorporation, bylaws, etc.), and periodically initiates a comprehensive review and recommends enhancements to the organization's governance structures, practices, and documents.	VE	E	S	I	VI	DK
2. Approves annual goals for committee performance that support the organization's strategic plan/direction, and monitors achievement of goals and objectives by the board, committees.	VE	E	S	I	VI	DK
3. Plans and oversees board members' development, including formal orientation, ongoing education, mentoring, and evaluation of their effectiveness; and ensures adequate funding for board education.	VE	E	S	I	VI	DK
4. Evaluates board, committee [and subsidiary board] performance using a formal self-assessment process and uses the results to establish board performance improvement goals at least every two years.	VE	E	S	I	VI	DK
5. Supports director recruitment efforts, selecting new candidates from a pool that reflects a broad range of diversity and competencies (e.g., race, gender, background, skills, and experience).	VE	E	S	I	VI	DK
6. If requested, uses an explicit process of board leadership succession planning to recruit, develop, and select future board officers and committee chairs.	VE	E	S	I	VI	DK
7. Confirms compliance with the organization's conflict-of-interest policy.	VE	E	S	I	VI	DK

Section III: Overall Committee Rating

On a scale of 0–10, with 10 being the highest, please rate the effectiveness of this committee: (circle only one number)

0 1 2 3 4 5 6 7 8 9 10

Section IV: Open-Ended Questions

1. What do you believe to be your most important obligations as a member of this committee?

2. On a scale of 0–10, with 10 being strongly agree, rate how much you agree with the following statement:
(circle only one number)

I have the opportunity to effectively influence the committee’s culture and performance.

0 1 2 3 4 5 6 7 8 9 10

Comments:

3. On a scale of 0–10, with 10 being strongly agree, rate how much you agree with the following statement:
(circle only one number)

My experience on the committee is positive, meaningful, and engaging

0 1 2 3 4 5 6 7 8 9 10

Comments:

4. What is the single most important improvement the committee could make to be more effective in the coming year?

5. What suggestions do you have for ongoing committee education topics?

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

To: ECH Governance Committee
From: Anne Yang, Executive Director, Governance Services
Date: June 2, 2026
Subject: FY27 Board and Advisory Committees Planning Items

Motions:

To approve the FY27 Governance Committee meeting dates.

To recommend board approval of the proposed FY27 Board and Committee pacing plans and goals.

Background:

Pursuant to the Governance Committee Charter, the Committee is responsible for supporting the alignment of Board Advisory Committees with organizational strategy and goals. Specific duties include: (1) recommending a process for the development of annual Board Advisory Committee goals, with linkage to organizational goals and strategy and Board review and approval; (2) ensuring all Board Advisory Committees conduct biennial review of their charters and recommending any changes to the Board for approval; and (3) overseeing Advisory Committee membership succession planning in alignment with organizational strategy and goals.

The Governance Committee Charter also requires the Committee to ensure the Board develops a master meeting calendar to establish a cadence of information flow and dialogue, allowing sufficient time for committees to develop recommendations and for the full Board to review and act. The proposed FY27 Governance Committee meeting dates are submitted for Committee approval as part of this planning process.

Recommendation: Review and approve the proposed FY27 Governance Committee meeting dates; review and recommend Board approval of the proposed FY27 Board and Advisory Committee pacing plans and goals; and review and recommend Board approval of the proposed FY27 Advisory Committee and Board liaison assignments.

List of Attachments:

1. [Proposed FY27 GC Meeting Dates](#)
2. [FY27 GC Pacing Plan](#)
3. [FY27 GC Goals](#)
4. [FY27 CAC Pacing Plan and Goals](#)
5. [FY27 ECC Pacing Plan and Goals](#)
6. [FY27 FC Pacing Plan](#)
7. [FY27 FC Goals](#)
8. [FY27 IC Pacing Plan](#)
9. [FY27 IC Goals](#)
10. [FY27 QC Pacing Plan](#)
11. [FY27 QC Goals](#)
12. [FY27 Committee Assignments and Liaisons](#)



Governance Committee
Proposed FY2027 Meeting Dates

RECOMMENDED GC DATES	CORRESPONDING HOSPITAL BOARD DATE
Tuesday, August 4, 2026 Tuesday, September 8, 2026	Wednesday, September 16, 2026
Tuesday, November 10, 2026 Tuesday, November 3, 2026	Wednesday, November 18, 2026
Tuesday, March 2, 2027	Wednesday, March 10, 2027
Tuesday, June 8, 2027	Wednesday, June 16, 2027

DRAFT FY27 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 Code of Conduct Attestation			✓									
Board Education and Training												
Board Education												✓
Board Training												✓
Annual Board Assessment												
Board Assessment Planning												✓
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												
Review Hospital Board Officer Election Procedures					✓							
ECHD Reappointment Process												
Board/Committee Onboarding Plan			✓									
Bylaws Review (every 3 years)												
Review Education/Training for Policy Updates												
Special Topics												
Joint Board and Committee Meeting (as needed)						✓						



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
1. Enhance board composition, development, and effectiveness	Align Board composition with future needs and strategic direction a) Review aggregate board competency matrix b) Revisit term limits /tenure chart c) Implement formal pipeline strategy and procedures for board/committee recruitment e) Discuss Appointment/Re-Appointment Process <u>d) Clarify Board Chair succession process</u> <u>e)d) _____</u> Establish procedures for defining future Chair and Vice Chair profile and to align on transition timing and process	a) Q1/Q2 FY27 b) Q1/Q2 FY27 c) Q1/Q2 FY27 d) Q1/Q2 FY27 e) Q1/Q2 FY27
2. Review and update governance documents and policies	f) Develop communication and/or training as necessary for Bylaws and policy updates.	f) As needed
3. Support board advisory committee alignment with organizational strategy and goals	g) Hold joint education sessions, as needed, between Board, Advisory Committees, and organizational leadership to ensure alignment with organizational needs.	g) As needed

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

DRAFT FY27 COMMITTEE GOALS

Compliance and Audit Committee

PURPOSE

The purpose of the Compliance and Audit Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in its exercise of oversight of Corporate Compliance, Privacy, Internal Audits, Financial Audit, Enterprise Risk Management, and Cybersecurity. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the external financial auditor. The Committee assists the Board in oversight of any regulatory audit and in assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

STAFF: **Max Siegel**, Compliance/Privacy Officer (Executive Sponsor)

The Chief Compliance Officer, 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. Additional members of the Executive Team or outside consultants may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	STATUS	METRICS
1. Reinforce Committee Charter and Code of Conduct alignment through annual education and structured meeting norms.	Q4 FY27		Annual Charter review completed; meeting effectiveness survey score \geq 3.6.
2. Review and calibrate ERM domains, risk tolerance thresholds, and emerging risks (AI, vendor risk, cybersecurity).	Q4 FY27		Annual ERM review completed; documented recommendations to Board.
3. Evaluate compliance and risk implications of Strategic Plan initiatives.	Q4 FY27		Written compliance risk summary provided to Board prior to strategy approval
4. Improve collegiality, preparedness, and efficient decision-making.	Q4 FY27		Collegiality score improves from 2.5 to \geq 3.3 in next survey.

SUBMITTED BY:

Chair: Lica Hartman

Executive Sponsor: Max Siegel, CCO

FY27 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 August 5	<ul style="list-style-type: none"> - Process Review: CEO Performance Management - Process Review: Executive Performance Management - Process Review: Succession and Development Planning
	Q2 October 6	<ul style="list-style-type: none"> - Review and approve FY27 executive base salaries - Review and recommend FY26 Organizational Incentive Score - Review and approve FY26 individual incentive scores - Review and approve FY26 executive payout amounts
	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 FY28 organizational incentive goals - Review and approve FY28 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

DRAFT FY27 Pacing Plan - Finance Committee

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
CONSENT CALENDAR ITEMS												
Prior Meeting Minutes		✓			✓			✓	✓		✓	
Period Financials		✓			✓			✓	✓		✓	
Progress Against Goals		✓			✓			✓	✓		✓	
Pacing Plan		✓			✓			✓	✓		✓	
Article(s) of Interest		✓			✓			✓	✓		✓	
APPROVAL/RECOMMENDATION FOR BOARD APPROVAL ITEMS												
Physician Contracts		✓			✓			✓			✓	
Prior FY Results		✓										
Next FY Community Benefit Grant Program											✓	
Next FY Committee Governance: Goals, Dates, Pacing Plan								✓			✓	
Next FY Organization Finance Goals								✓			✓	
DISCUSSION ITEMS												
Financial Report (Pre-Audit Year-End Results)		✓										
Financial Performance JVs/ Business Affiliates		✓										
Progress on Opportunities/ Risks					✓							
Medical Staff Development Plan (odd years)											✓	
Impact of Strategic Initiatives/Market Share								✓				
Foundation Strategic Update								✓				
ECHMN Financials*		✓			✓			✓			✓	
Community Benefit Grant Application Process					✓				✓			
Progress Against FY Strategic Plan								✓			✓	
Managed Care Update								✓				
Long-Range Financial Forecast (Joint FC / IC Meeting)									✓			
Next FY Budget and Preliminary Assumptions									✓			
Review FY Operational / Capital Budget for Recommendation to Board									✓		✓	
Summary Physician Financial Arrangements								✓				

*Included in Quarterly Enterprise Financials

DRAFT FY2027 FINANCE COMMITTEE GOALS

PURPOSE:

The purpose of the Finance Committee (the “Committee”) is to provide oversight, information sharing, and financial reviews related to budgeting, capital budgeting, long-range financial planning and forecasting, and monthly financial reporting for the El Camino Hospital (ECH) Hospital Board of Directors (“Board”). In carrying out its review, advisory, and oversight responsibilities, the Finance Committee shall remain flexible in order to best define financial strategies that react to changing conditions.

STAFF: Raju Iyer, Chief Financial Officer (Executive Sponsor)

The CFO 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. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS	STATUS
1. Summary of Physician Financial Agreements	Q3	March 2027	
2. Review Progress on Opportunities / Risks identified by Management for FY2026 and Managed Care Update	Q2, Q3	Progress on Opportunities / Risks (November 2026), Managed Care update (March 2027)	
3. Review Strategy, Goals and Performance of ECHMN, Joint Ventures / Business Affiliates, Impact of Strategic Initiatives on Market Share and progress on Implementation of 2028 Strategic Plan	Q1	Overview & Financial Performance JVs / Business Affiliates (August 2026)	
	Q3	Progress on 2028 Strategic Plan (February 2027), Foundation – Strategic Update (February 2027)	
	Q3	Impact of Strategic Initiatives – Market Share Update (February 2027), ECHMN (February 2027), Hospital Community Benefits Program (February 2027)	
	Q4	Progress on 2028 Strategic Plan (May 2027)	
4. Fiscal Year End Performance Review	Q1	FYE 2026 Review of Operating, Financial and Balance Sheet Performance and KPIs (August 2026)	

SUBMITTED BY: Chair: Don Watters | **Executive Sponsor:** Raju Iyer, Chief Financial Officer

FY2027 Investment Committee Pacing Plan

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	8/10	SEP	OCT	11/9	DEC	JAN	2/8	MAR	APR	5/10	JUN
STANDING AGENDA ITEMS												
Standing Consent Agenda Items		✓			✓			✓			✓	
Minutes		✓			✓			✓			✓	
CFO Report Out		✓			✓			✓			✓	
APPROVAL ITEMS												
Next FY Committee Goals, Dates, Plan								✓			✓	
Next FY Org. Goals											✓	
Progress Against Committee Goals					✓			✓			✓	
Review/Approval of Updated Investment Policy											✓	
DISCUSSION ITEMS												
Capital Markets Review & Portfolio Performance		✓			✓			✓			✓	
Tactical Asset Allocation Positioning & Market Outlook		✓			✓			✓			✓	
Long-Range Financial Forecast								✓				
Asset Allocation & Enterprise Risk Framework								✓				
403 (b) Investment Performance					✓							
Education Topic: • TBD					✓						✓	

FY2027 COMMITTEE GOALS

Investment Committee

PURPOSE

The purpose of the Investment Committee is to develop and recommend to the El Camino Hospital (ECH) Board of Directors (“Board”) the investment policies governing the Hospital’s assets, maintain current knowledge of the management and investment funds of the Hospital, and provide oversight of the allocation of the investment assets.

STAFF: Raju Iyer, Chief Financial Officer (Executive Sponsor)

The CFO 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. Additional members of the Executive Team or hospital staff may participate in the meetings upon the recommendation of the CFO and at the discretion of the Committee Chair. The CEO is an ex-officio member of this Committee.

GOALS	TIMELINE	METRICS	STATUS
1. Review performance Surplus Cash and Cash Balance Portfolios & Recommendations of Adjustments to Managers / Allocations	Each Quarter	Committee review / approval of recommendations by management / consultant (if needed)	
2. Implementation of Updated Investment Policy	FY2027 Q1-Q4	August 2026 – May 2027: Alternative Investments	
3. Review 403(b) Performance	FY2027 Q2	November 2026	
4. Enterprise Risk Management Update	FY2027 Q3	May 2027	
5. Investment Policy Review	FY2027 Q4	May 2026: Committee approval of updated policy (if needed)	
6. Education Topics	FY2027 Q2 & Q4	November 2026: Legislative Forecast May 2027: TBD	

**Quality, Patient Care, and Patient Experience Committee
FY27 Pacing Plan**

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
STANDING AGENDA ITEMS												
Consent Calendar ¹		✓			✓			✓	✓		✓	✓
Verbal Committee Member Expertise Sharing or Chair's Report		✓			✓			✓	✓		✓	✓
Patient Experience Story		✓			✓			✓	✓		✓	✓
Serious Safety Event (as needed)		✓			✓			✓	✓		✓	✓
Recommend Credentialing and Privileges Report		✓			✓			✓	✓		✓	✓
Quality Council Minutes		✓			✓			✓	✓		✓	✓
SPECIAL AGENDA ITEMS – OTHER REPORTS												
Quarterly Quality & Safety Review of reportable events		✓			✓			✓			✓	
Quarterly Board Level Enterprise/ STEEEP Dashboard Review		✓			✓			✓			✓	
El Camino Health Medical Network Report		✓			✓			✓			✓	
Annual Patient Safety Report		✓										
Annual Culture of Safety Survey Report		✓										
Patient Experience Report		✓							✓			
Health Equity Report					✓							✓
Recommend Safety Report for the Environment of Care					✓							
PSI Report					✓							
Value-Based Purchasing Report		✓										
Recommend Quality Improvement & Patient Safety Plan (QIPS)		✓										
Refresh Quality/Experience Dashboard measures for FY26												✓
Artificial Intelligence Report								✓				
Leapfrog Education Session					✓							
COMMITTEE/ORGANIZATIONAL GOALS/CALENDAR												
Propose Committee Goals									✓			
Recommend Committee Goals											✓	
Propose FY Committee Meeting dates									✓			
Recommend FY Committee Meeting dates											✓	
Propose Organization Goals									✓			
Recommend Organization Goals											✓	
Propose Pacing Plan									✓			
Recommend Pacing Plan											✓	
Review & Revise Charter									✓			
Recommend Charter											✓	

1: Includes Approval of Minutes (Open & Closed), Progress Against FY Committee Goals (Quarterly), Current FY Pacing Plan (Quarterly), CDI Dashboard (November), Core Measures (Semi-Annual), Leapfrog (June)



FY27 COMMITTEE GOALS

Quality, Patient Care, and Patient Experience Committee

PURPOSE

The purpose of the Quality, Patient Care, and Patient Experience Committee (“Quality Committee” or the “Committee”) is to advise and assist the El Camino Hospital Board of Directors (“Board”) to monitor and support the quality and safety of care provided at El Camino Health (“ECH”). The Committee will utilize the Institute of Medicine’s framework for measuring and improving quality care in these five domains: **safe, timely, effective, efficient, equitable, and person-centered** (STEEEP).

STAFF: Chief Quality Officer (Executive Sponsor)

The CQO and Senior Director of Quality shall serve as the primary staff to support the Committee and are responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional clinical representatives and members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair. These may include: Chiefs/Vice Chiefs of the Medical Staff, physicians, nurses, and members from the community advisory councils, or the community at-large.

GOALS	TIMELINE	METRICS / MONITORING
1. Ensure the metrics included on the Quality Committee dashboards are in alignment with the El Camino Hospital Board strategic plan.	Q4FY26 review and update which measures to include on the FY27 Quality Dashboards.	Quality and experience performance measures aligned with the STEEEP domains of; safe, timely, effective, efficient, equitable, and person-centered.
2. Monitor Quality, Patient Care, and Patient Experience performance in accordance with the pacing plan to track progress towards achieving targets.	Q4FY26 review FY27 Incentive Goal recommendations for Quality, Safety, and Patient Experience pillars.	Performance measures on the Quality Dashboards. <ul style="list-style-type: none"> ▪ Monthly Quality Dashboard ▪ Quarterly Board Level Quality Dashboard
3. Identify and reduce health care disparities for ECH patients.	Biannual report to Quality Committee FY27.	Monitor the effectiveness of ECH activities to reduce healthcare disparities through review of the biannual “health equity report”.
4. Foster a culture of collaboration, transparency, and continuous improvement within the Quality Committee.	Fiscal Year 2027	<ul style="list-style-type: none"> • Attend a minimum of 4 meetings in person. • Actively participate in discussions at each meeting. • Review of annual committee self-assessment results
5. Committee members participate in ongoing training and development to deepen their knowledge of quality, patient care, and patient experience topics.	Fiscal Year 2027	Committee attendance rate at conference and/or session with a subject matter expert of at least 50%. <ul style="list-style-type: none"> • Verbal/Written report of key learnings to the Quality Committee.

Chair: Carol Somersille, MD

Executive Sponsor: Shreyas Mallur, MD, Chief Quality Officer

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

To: ECH Governance Committee
From: Jack Po, MD, PhD, Director, FY27-28 Board Chair
Date: June 2, 2026
Subject: FY27 Committee Proposal for Governance Committee Review

Governance Committee members, I am submitting this revised FY27 committee slate for review. I tried to make appropriate rotations and align committee coverage with the most important work for FY27.

One general philosophy here is to promote community members in leadership roles whenever possible, allowing us to further use the expertise of our community members.

C Chair **VC** Vice Chair **M** Member **L** Liaison

Person	GOV	QUAL	FIN	INV	CAC	ECC	FDN
Jack Po					M		
Wayne Doiguchi			M			C	
Don Watters			C				
John Zoglin				VC		M	
Bob Rebitzer		M					
Lanhee Chen	C			M			
Julia Miller	M	M					L
George Ting					VC		
Carol Somersille	M	C					
Peter Fung			M				

Gov = Governance; QC = Quality; Fin = Finance; Inv = Investment; CAC = Compliance and Audit; ECC = Executive Compensation; Fdn = Foundation liaison.

Changes from FY26

- **Governance:** no Hospital Board member change: Lanhee Chair; Julia; Carol.
- **Quality:** Jack and John rotate off; Julia and Bob join Carol.
- **Finance:** no Hospital Board member change: Don Chair; Wayne; Peter.
- **Investment:** Peter rotates off; Lanhee joins John.
- **Compliance and Audit:** Julia rotates off; George joins as Director Vice Chair; Jack remains.
- **Executive Compensation:** Don and George rotate off; John joins Wayne. Vice Chair to be selected from existing community members.
- **Foundation liaison:** Peter rotates off; Julia joins.
- **CBAC liaison:** District-determined
- **ECMN Board of Managers:** Appointed by CEO

Why this configuration

Overall. I tried to keep what is working and make the rotations needed for FY27. The slate keeps the main committee chairs stable, preserves Hospital Board coverage, avoids stacking Chair or Vice Chair roles on any one Director, and preserves meaningful community-member leadership where possible.

Governance. Governance stays unchanged on the Hospital Board side.

Quality. Quality keeps Carol as Chair and adds Julia and Bob. Bob adds a useful perspective as the immediate past chair as we continue focusing on quality as a major Board priority.

Finance. Finance keeps Don as Chair, Wayne, and Peter.

Investment. Investment keeps John as Vice Chair and adds Lanhee as the second Hospital Board member.

Compliance and Audit. Compliance and Audit keeps Lica as community Chair, adds George as Director Vice Chair, and keeps Jack as the second Hospital Board member.

Executive Compensation. Executive Compensation keeps Wayne as Chair and adds John as the second Hospital Board member. The Vice Chair role should be selected from existing community members.

Foundation. Foundation liaison moves from Peter to Julia.

Thank you for this committee's hard work as always,

Jack



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, March 3, 2026**

Members Present
Lanhee Chen, Chair
Michael Kasperzak, Vice
Chair
Ken Alvares
Julia Miller
Carol Somersille, MD

Members Absent
None

Staff Present
Dan Woods, CEO
Theresa Fuentes, CLO
Anne Yang, Executive Director, Governance
Services
Tracy Fowler, Director, Governance
Services**

** via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 5:31 pm by Chair Lanhee Chen. A verbal roll call was taken, and a quorum was present.	<i>Called to order at 5:31 p.m.</i>
2. 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.	
3. 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.	
4. APPOINTMENT OF VICE CHAIR	Chair Chen appointed Mr. Kasperzak as Vice Chair. Mr. Kasperzak expressed gratitude and looked forward to serving as Vice Chair of the Committee.	
5. RECOMMEND FOR BOARD APPROVAL REVISED GOVERNANCE COMMITTEE CHARTER	<p>Ms. Yang provided background on revising the Governance Committee charter to allow 2-5 community members, revised from 2-4, given the Ad Hoc Recruitment Committee's recommendation for 3 nominees. Discussion focused on committee composition balance.</p> <p>Motion: To reject changes to the Governance Committee Charter.</p> <p>Movant: Miller Second: Somersille Ayes: Miller, Somersille Noes: Alvares, Chen, Kasperzak Abstentions: None Absent: None Recused: None</p> <p>The motion did not carry.</p> <p>Motion: To accept changes to the Governance Committee Charter.</p>	<i>Revised Governance Committee charter approved.</i>

	<p>Movant: Kasperzak Second: Alvares Ayes: Alvares, Chen, Kasperzak Noes: Miller, Somersille Abstentions: None Absent: None Recused: None</p> <p>The motion passed.</p>	
<p>6. SELECT NOMINEES FOR GOVERNANCE COMMITTEE FOR RECOMMENDATION TO THE HOSPITAL BOARD</p>	<p>Chair Chen discussed the Ad Hoc Recruitment Committee’s recommendation of three candidates for potential new membership, having initially reviewed six applicants. The candidates discussed were Scott Barclay, Azar Khansari, and Doug Scrivner. Discussion focused on candidate qualifications and committee needs. Chair Chen noted that one of the nominees, Doug Scriver, would resign from the Palo Alto Medical Foundation Board if appointed to the ECH Governance Committee. The Committee agreed to nominate all three candidates to the Board.</p> <p>Motion: To recommend all three candidates, Scott Barclay, Azar Khansari, and Doug Scrivner, to the Board for appointment to the Governance Committee.</p> <p>Movant: Kasperzak Second: Alvares Ayes: Alvares, Chen, Kasperzak, Miller, Somersille Noes: None Abstentions: None Absent: None Recused: None</p> <p>The motion passed.</p>	<p><i>All candidates nominated for appointment to Governance Committee</i></p>
<p>7. FY26 BOARD ASSESSMENT ACTION PLAN DISCUSSION</p>	<p>Ms. Fuentes and Ms. Yang presented the proposed FY26 Board Assessment Action Plan. Discussion focused on governance scope, including Board vs. District responsibilities and refinement of action plan language. The Committee agreed to approve the action plan with amendments: strike all Spencer Stuart recommendations under 1,2,3, refer 1D to District Board, clarify language in 2B to establish procedures for defining future Chair and Vice Chair transition timing and process (not profile).</p> <p>Movant: Chen Second: Miller Ayes: Alvares, Chen, Kasperzak, Miller, Somersille Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY26 Board Action Plan approved with revisions.</i></p>

<p>8. HOSPITAL BOARD LEADERSHIP AND SUCCESSION PLANNING DISCUSSION</p>	<p>The Committee discussed Board leadership succession planning, including the process for determining eligibility for a third term for the current Board Chair. Discussion focused on separating the eligibility determination from the officer election process to ensure clarity and transparency. They reviewed the language in the Hospital Bylaws which require the board to determine if allowing a third term would be in the corporation's best interest.</p> <p>The Committee noted a need to simplify the redline of the current Board Officer Election Procedures.</p> <p>Motion: 1. For the Committee to recommend at the March ECHB meeting that the Board discuss with possible motion whether the Board believes the current board chair should serve another term per the Hospital Bylaws. 2. Ensure the election procedures are clear. 3. Board officer elections to proceed at the May ECHB meeting.</p> <p>Movant: Chen Second: Miller Ayes: Alvares, Chen, Kasperzak, Miller, Somersille Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Motion approved.</p> <p>1. For the Committee to recommend at the March ECHB meeting that the Board discuss with possible motion whether the Board believes the current board chair should serve another term per the Hospital Bylaws. 2. Ensure the election procedures are clear. 3. Board officer elections to proceed at the May ECHB meeting.</p> <p>Action: Staff will simplify the redlined Board Officer Election procedures.</p>
<p>9. GOVERNANCE COMMITTEE PLANNING ITEMS</p>	<p>The Committee discussed FY26 and FY27 planning items, including meeting cadence and draft meeting dates. The Committee agreed to maintain the June meeting schedule and to review proposed FY27 dates. A future agenda item was requested to discuss committee member assignment processes.</p>	<p>Action: Committee request to add to June agenda the topic of Committee member placements as part of succession planning discussion.</p> <p>Action: Committee members to get back to staff on FY27 proposed dates.</p>
<p>10. RECESS TO CLOSED SESSION</p>	<p>Motion: To recess to closed session at 6:59 p.m.</p> <p>Movant: Miller Second: Kasperzak Ayes: Alvares, Chen, Kasperzak, Miller, Somersille Noes: None Abstentions: None</p>	<p>Recessed to closed session at 6:59 p.m.</p>

	<p>Absent: None Recused: None</p>	
<p>11. AGENDA ITEM 13: CLOSED SESSION REPORT OUT</p>	<p>Chair Chen reconvened the open session at 7:00 p.m., and Agenda item 11 was addressed in the closed session. Ms. Yang reported that during the closed session, the Closed Session Minutes of the September 15, 2025 Governance Committee meeting were approved by unanimous vote of all Committee members present.</p>	<p>Reconvened to Open Session at 7:00 p.m.</p>
<p>12. AGENDA ITEM 14: CONSENT CALENDAR</p>	<p>Motion: To approve the consent calendar. Movant: Kasperzak Second: Alvares Ayes: Alvares, Chen, Kasperzak, Miller, Somersille Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Approved: Consent Calendar</p>
<p>13. AGENDA ITEM 15: COMMITTEE ANNOUNCEMENTS</p>	<p>Chair Chen invited the Committee members to provide any updates or announcements. Mr. Kasperzak provided his high-level takeaways from the recent TGI conference in Florida. He mentioned industry focus on AI topics, compensation, mergers & acquisitions. He also mentioned the value of connecting with other counterparts in the industry. Director Miller noted that all boards, except 35%, have term limits in place.</p> <p>Director Somersille shared that she is the recipient of the Liz Kniss Healthcare Champion Award and will be recognized by County Supervisor Margaret Abe-Koga at the district's annual Women's History Month Luncheon.</p>	
<p>14. AGENDA ITEM 16: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:03 pm. Movant: Alvares Second: Somersille Ayes: Alvares, Chen, Kasperzak, Miller, Somersille Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Meeting Adjourned at 7:03 pm</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



**Minutes of the Closed Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, March 3, 2026**

Members Present
Lanhee Chen, Chair
Michael Kasperzak, Vice
Chair
Ken Alvares
Julia Miller
Carol Somersille, MD

Members Absent
None

Others Present
Dan Woods, CEO
Theresa Fuentes, CLO
Anne Yang, Executive Director, Governance
Services
Tracy Fowler, Director, Governance Services**

** via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	Chair Chen called the closed session of the regular meeting of the Governance Committee of El Camino Hospital (the "Committee") to order at 6:59 p.m.	<i>Called to order at 6:59 p.m.</i>
2. AGENDA ITEM 11: APPROVE MINUTES OF THE GOVERNANCE COMMITTEE	Motion: To approve closed session minutes of the September 15, 2025 Governance Committee meeting Movant: Miller Second: Kasperzak Ayes: Alvares, Chen, Kasperzak, Miller, Somersille Noes: None Abstentions: None Absent: None Recused: None	<i>Closed session minutes from 09/15/2025 were approved.</i>
3. AGENDA ITEM 12: RECONVENE TO OPEN SESSION	Motion: To reconvene to open session at 7:00 p.m. Movant: Miller Second: Alvares Ayes: Alvares, Chen, Kasperzak, Miller, Somersille Noes: None Abstentions: None Absent: None Recused: None	<i>Reconvened to Open Session at 7:00 p.m.</i>

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

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

To: ECH Governance Committee
From: Theresa Fuentes, Chief Legal Officer
Date: June 2, 2026
Subject: Review Amended and Restated Articles of Incorporation

Recommended Action: For the Governance Committee to review and recommend Board approval of Amended and Restated Articles of Incorporation of the Hospital.

Background:

On December 2, 2024, the Governance Committee established an ad hoc committee to review the Hospital Bylaws and the Articles of Incorporation (“Articles”), consistent with the Governance Committee charter. The ad hoc committee completed review of the bylaws, which were approved by the Hospital Board and District Board in November 2025. The ad hoc committee requested counsel to review and update the Articles.

The Articles were last updated in 2002. Counsel has reviewed the Articles and recommends a single substantive change in Article III(a) to remove the location of the hospitals operated by the Corporation to reflect the Los Gatos campus and provide flexibility and consistency with the rest of the document.

Current language: “Operate acute care hospitals located in one or more of the following communities: Mountain View, Cupertino, Los Altos, Los Altos Hills, or Sunnyvale.”

Proposed revised language: “Operate acute care hospitals.”

This is the only substantive change. The rest of the document has been updated from the 2002 version to modernize the form consistent with current best practices and Secretary of State requirements.

Next Steps

Once reviewed and approved by the Governance Committee, the Amended and Restated Articles of Incorporation will be forwarded to the Hospital Board and the District Board for approval.

List of Attachments

1. Restated Articles of Incorporation dated October 15, 2002 - Version filed with the Secretary of State
2. Amended and Restated Articles of Incorporation – PROPOSED

A0587733

FILED *DR*
In the Office of the Secretary of State
of the State of California

OCT 15 2002

Bill Jones
BILL JONES, Secretary of State

1826391
RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the Chief Executive Officer and the Secretary, respectively, of EL CAMINO HOSPITAL, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation is restated in its entirety in substantially the form attached hereto as Exhibit A.
3. The foregoing restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. Since the restatement of the Articles of Incorporation does not itself alter or amend the Articles of Incorporation in any respect, the approval by the sole voting member is not required pursuant to Section 5819 of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: Sept. 18, 2002

Lee Domanico

Lee Domanico, Chief Executive Officer

David Reeder

David Reeder, Secretary

Exhibit A

RESTATED ARTICLES OF INCORPORATION

EL CAMINO HOSPITAL

ARTICLE I
NAME

The name of the corporation is: El Camino Hospital.

ARTICLE II
NATURE

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

ARTICLE III
PURPOSES

The purposes of the Corporation is to engage in all activities that further the delivery and financing of health care services to the public. The primary purposes of the Corporation are to:

- a. Operate acute care hospitals located in one or more of the following communities: Mountain View, Cupertino, Los Altos, Los Altos Hills or Sunnyvale;
- b. Establish, operate and maintain medical clinics for the provision of health care services;
- c. Engage in, sponsor, advance, encourage and promote charitable health care, educational and medical research activities; and
- d. Develop, provide and operate health care services and facilities, financing and payment mechanisms that meet community needs.

ARTICLE IV
POWERS

The Corporation shall have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of the State of California that are consistent with the purposes of this Corporation.

ARTICLE V
LIMITATION

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code") or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. This Corporation shall not carry on propaganda, nor otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. This Corporation shall not participate nor intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE VI
PROPERTY DEDICATION

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall inure to the benefit of any private person.

ARTICLE VII
DISSOLUTION

In the event that this Corporation is dissolved or liquidated at any time, then all of the properties, monies and assets of this Corporation remaining after provision has been made for payment of its debts and liabilities as provided by law, shall be transferred exclusively to and shall become the property of El Camino Hospital District, a California political subdivision, or, if El Camino Hospital District is no longer in existence, then to such nonprofit funds, foundations or corporations organized and operated exclusively for charitable purposes as are selected and designated by the Board of Directors of this Corporation; provided, however, that such funds, foundations and/or corporations shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as that Sections exists or may subsequently be amended.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EL CAMINO HOSPITAL
A California Nonprofit Public Benefit Corporation**

THE UNDERSIGNED CERTIFY THAT:

1. They are the Chief Executive Officer and Secretary, respectively, of El Camino Hospital, a California nonprofit public benefit corporation (this “Corporation”), with California Entity Number C1826391.

2. The Articles of Incorporation of this Corporation are amended and restated to read in full as follows:

ONE: The name of this Corporation is: El Camino Hospital.

TWO: This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes.

THREE: This Corporation is organized and operated exclusively for the following charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”), and Section 214 of the California Revenue and Taxation Code, as now in effect or as may hereafter be amended (the “R&TC”):

The purpose of the Corporation is to engage in all activities that further the delivery and financing of health care services to the public. The primary purposes of the Corporation are to:

- (a) Operate acute care hospitals;
- (b) Establish, operate and maintain medical clinics for the provision of health care services;
- (c) Engage in, sponsor, advance, encourage and promote charitable health care, educational and medical research activities; and
- (d) Develop, provide and operate health care services and facilities, financing and payment mechanisms that meet community needs.

In furtherance of its corporate purposes, this Corporation shall have all the general powers enumerated in Sections 5140 and 5141 of the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOUR: El Camino Healthcare District is the sole member of this Corporation.

FIVE: No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of California), and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not, except to an insubstantial degree, carry on any activity or exercise any powers not permitted to be carried on or exercised (a) by a corporation exempt from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

SIX: The property of this Corporation is irrevocably dedicated to charitable purposes meeting the requirements for exemption under Section 214 of the R&TC and Section 501(c)(3) of the Code. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to any director or officer of this Corporation, or any other private person, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for this Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THREE hereof.

In the event of dissolution or final liquidation of this Corporation, all of the remaining assets and property of this Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of this Corporation and for necessary expenses thereof, be distributed to El Camino Healthcare District, a California political subdivision, or, if El Camino Healthcare District is no longer in existence, then to such nonprofit funds, foundations, or corporations organized and operated exclusively for charitable purposes and which have established their tax-exempt status under Section 501(c)(3) of the Code (or successor provision), as the Board of Directors of the Corporation may select. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

SEVEN: This Corporation elects to be governed by all the provisions of the new Public Benefit Corporation Law not otherwise applicable to the Corporation under Part 5 of Division 2 of Title 1 of the California Corporations Code.

3. The foregoing amendment and restatement of the Articles of Incorporation of this Corporation have been duly approved by the majority of the Board of Directors of the Corporation and the sole member of the Corporation.

(Remainder of page intentionally left blank)

We further declare under penalty of perjury under the laws of the State of California that the matters set forth herein are true and correct to our knowledge and we are authorized by California law to sign.

Dated: June ____, 2026

By: _____
Name: Dan Woods
Title: Chief Executive Officer

By: _____
Name: John Zoglin
Title: Secretary

**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: June 2, 2026
Subject: Board and Committee Continuing Education Policy Updates

Purpose: To review and recommend Board approval of proposed updates to the Board and Advisory Committee Continuing Education Policy (“Policy”).

Background:

The Policy requires that it be reviewed every three years. The Policy was last approved in February, 2023.

Staff reviewed the Policy and suggested a few updates to bring the policy more in line with current organizational and best practices. The Policy will be submitted to the Board for approval of the policy and the educational budget, as required.

Summary of Key Updates

- No changes to the budget are recommended. Budget years are updated to FY 2027, 2028, and 2029.
- The Policy Statement is expanded to articulate learning goals.
- The Policy states a preference for in-state or local travel, or remote learning, where possible, and for Directors to prioritize programs attended by the CEO and other executives to foster relationship building and shared knowledge.
- Several procedural updates are included: educational goals are set in conjunction with the CEO or executive sponsor; the template for reporting on educational has been updated and reflected in the policy; and Directors must notify both the CEO and Board Chair when requesting travel and training funds.

List of Attachments:

1. Board and Advisory Committee Continuing Education Policy (Redline)
2. Board and Advisory Committee Continuing Education Policy (Clean)

TITLE: Board and Advisory Committee Continuing Education Policy
CATEGORY: Administrative
LAST APPROVAL: February 15, 2023

TYPE: Policy Protocol Scope of Service/ADT
 Procedure Standardized Process/Procedure
SUB-CATEGORY: Board
OFFICE OF ORIGIN: Administration
ORIGINAL DATE: November 14, 2012

I. COVERAGE:

All Members of the El Camino Hospital (ECH) Board of Directors and Board Advisory Committees

II. PURPOSE:

- To set forth the budget parameters for Board and Advisory Committee education, including both in-house training, such as study sessions, and off-site programs offered by appropriate institutions.
- To establish procedures for budgeting, reporting back to the Board, and requesting funding and reimbursement for educational activities.

III. POLICY STATEMENT:

It is the policy of ECH Board of Directors to provide Board Directors and Advisory Committee Members with ongoing governance and healthcare education, to strengthen the skill set of each Director and Committee member, and to ensure the Board and its Committees are maintaining contemporary knowledge on topics of general Board duties, changes in the healthcare industry, healthcare governance and other areas specific to Committee responsibility. ECH supports the ongoing education of its Directors and Committee members through a variety of internal and external cost-effective learning opportunities designed to:

- Allow for relationship building and shared knowledge through coordination of education opportunities with CEO and other executives where possible.
- Strengthen members' knowledge of healthcare governance, finance, quality, and strategy.
- Deepen understanding of the health system's mission, operations, and community impact.
- Encourage a culture of shared learning and informed decision-making.

Participation in educational activities is encouraged, not mandated. Learning may occur through internal sessions, curated readings, webinars, peer discussion, or external programs as appropriate.

IV. REFERENCES:

TITLE:	Board and Advisory Committee Continuing Education Policy
CATEGORY:	Administrative
LAST APPROVAL:	February 15, 2023

Appendices A and B attached.

V. PROCEDURE:

A. Board and Advisory Committee Education Goals: The Board and Advisory Committees will identify their educational goals both individual and collective, in conjunction with the CEO or the committee's executive sponsor, and submit them to the Governance Committee on an annual basis. These educational goals should align with Board, Committee, or Hospital goals. The Board and Committees should also identify the programs or training opportunities (in-house or off-site) to fulfill their learning objectives, and maximize use of in state, local, and remote resources.

B. Expectations of Board and Advisory Committees:

1. Board of Directors:

- a. Group Education: ECH) will coordinate occasional group training where the full Board, along with the senior management team, can receive education on the latest trends in the healthcare industry and further their understanding of governance. At the Board's discretion, committee members may be invited to partake in the event.
- b. Individual Education: Board directors are encouraged to individually attend educational programs that best suit their development as Directors, preferring in state travel or local travel where possible. Directors should prioritize programs attended by CEO and other executives to foster relationship building and shared knowledge..

2. Board Advisory Committees:

- a. Group Education: In addition to any committee-specific in-house training provided by ECH throughout the year, committees are expected to identify how they can achieve their educational goals. For example, a committee may elect to attend an off-site training event or collaborate with another committee to invite a guest speaker.
- b. Individual Education: While it is the expectation of the Board that outside committee members keep up with their own continuing education in their professions, the Board recognizes that additional education and training will further enhance their ability to serve on the committees. As such, community committee members who wish to individually attend an education program/conference may submit a request for funding to their committee chair.

C. Budget and Delegated Authority:

TITLE:	Board and Advisory Committee Continuing Education Policy
CATEGORY:	Administrative
LAST APPROVAL:	February 15, 2023

1. The Governance Committee, in collaboration with the CEO and Finance Committee (if applicable), will develop a budget for Board and committee member education for adoption by the Board, which shall be reviewed in conjunction with review of this policy every third year. This budget will enable both collective and individual educational opportunities. The amounts will be based on market data, while taking into consideration the needs of the Board and committee members.
2. The Board delegates authority to the Board Chair (and to the Chair of the Governance Committee in the case of the Board Chair's requests) to approve requests for education by a Board member that exceed the per member/per event limits in the budget. The Board delegates authority to each committee chair to approve education and training requests up to a specific amount, which the Board will establish periodically. The Board delegates authority to the Board Chair to consider and approve or reject any request above this amount.
3. The total annual budget for Board and Committee member education, as well as the approval limit for Committee chairs, as approved by the Board will be noted, and updated as necessary, in the appendix of this policy.
4. The Governance Committee will recommend to the Board how remaining funds, if any, should be managed. Unused funds may not be rolled over into the next fiscal year.
5. ECH shall pay all costs associated with the program, i.e., registration fees, travel and lodging. Directors and Committee members shall adhere to the ECH reimbursement policy in effect at the time of travel.
6. At the next available meeting date, Board members shall provide a report on educational activity attended to the full Board, and community members shall provide a report on educational activity attended to their Committee. A template that can be used for written reports is attached as Appendix B.

D. Requesting Funding for Training:

1. Directors need only inform the CEO and the Board Chair of their request to participate in a training event to ensure goal and priority alignment provided that the total fees do not exceed the established event limitation amount set forth in the Appendix to this Policy. If the amount exceeds this limit, the request will be reviewed by the Board Chair and approved, conditioned (e.g., reducing the amount allocated to the Director by the amount of the excess), modified or rejected.

TITLE:	Board and Advisory Committee Continuing Education Policy
CATEGORY:	Administrative
LAST APPROVAL:	February 15, 2023

2. Community members shall submit to their Committee chair and executive sponsor a request for training no less than 30 days prior to the program’s registration deadline, to ensure goal and priority alignment. Upon consideration, the Committee chair may approve the request for training provided that the total costs do not exceed the per Committee member event limit established by the Board. If the amount requested exceeds the limit, the request will be sent to the Board Chair for consideration.
3. Any requests made by the Board Chair for approval of amounts in excess of the limits set forth in the Appendix to this Policy shall be submitted to the Chair of the Governance Committee for approval.
4. Board or Committee members shall request reimbursement by submitting Form 2085 (available from Governance Services) to the CEO for approval within 30 days of completing training.

E. **Point of Contact:** The Governance Services Team is the primary point of contact for Board and Committee members with respect to the process concerning continuing education and training for Board and Committee members.

VI. APPROVAL:

APPROVING COMMITTEES AND AUTHORIZING BODY	APPROVAL DATES
Originating Committee or UPC Committee	Governance Committee
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A
Medical Executive Committee:	N/A
Board of Directors:	

Historical Approvals: 11/14/12, 3/12/14, 8/13/14, 5/13/15, 2/15/23

VII. ATTACHMENTS (if applicable):

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

TITLE: Board and Advisory Committee Continuing Education Policy
CATEGORY: Administrative
LAST APPROVAL: February 15, 2023

Appendix A - Budget for FY 2027, 2028, 2029 [no change from prior years]
Appendix B – Template Report on Educational Activity

Appendix A

***NOTE:** Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.*

TITLE: Board and Advisory Committee Continuing Education Policy
CATEGORY: Administrative
LAST APPROVAL: February 15, 2023

Fiscal Years 2027, 2028, 2029

	Limit Amount
Total Annual Training Budget for Board and Committees	\$90,000
Individual Limit for Hospital Directors	\$5,000 per person
Committee Chair Approval Limit	\$5,000 per committee

TITLE: Board and Advisory Committee Continuing Education Policy
CATEGORY: Administrative
LAST APPROVAL: February 15, 2023

Appendix B

EL CAMINO HOSPITAL BOARD OF DIRECTORS [OR COMMITTEE] BOARD [Or COMMITTEE] MEETING COVER MEMO

To: El Camino Hospital Board of Directors [or applicable Committee]
From: Name
Date: Board or Committee Meeting Date
Subject: Report on Educational Activity

Purpose: For information.

Summary:

Conference Title:

Sponsoring Organization:

1. **Key Educational Points, Lessons Learned:** (Please use as much space as necessary)

- Point 1
- Point 2
- Point 3

2. How has the conference improved your ability to fulfill your obligations as a member of the Board or Committee?

Answer goes here

3. Were there speakers that ECH should consider inviting for in-house training? If so, describe below

Answer goes here

4. Do you recommend this conference to other members of the Board or Committee?

Yes No

TITLE: Board and Advisory Committee Continuing Education Policy
CATEGORY: Administrative
LAST APPROVAL: February 15, 2023

TYPE: Policy Protocol Scope of Service/ADT
 Procedure Standardized Process/Procedure
SUB-CATEGORY: Board
OFFICE OF ORIGIN: Administration
ORIGINAL DATE: November 14, 2012

I. COVERAGE:

All Members of the El Camino Hospital ([ECH](#)) Board of Directors and Board Advisory Committees

II. PURPOSE:

- To set forth the budget parameters for Board and Advisory Committee education, including both in-house training, such as study sessions, and off-site programs offered by [appropriate](#) institutions, ~~such as the California Special Districts Association, the Center for Healthcare Governance and the Governance Institute.~~
- To establish procedures for budgeting, reporting back to the Board, and requesting funding and reimbursement for educational activities.

III. POLICY STATEMENT: It is the policy of [ECH](#) ~~the El Camino Hospital~~ Board of Directors to provide Board Directors and Advisory Committee Members with ongoing governance and healthcare education, to strengthen the skill set of each Director and Committee member, and to ensure the Board and its Committees are maintaining contemporary knowledge on topics of general Board duties, changes in the healthcare industry, healthcare governance and other areas specific to Committee responsibility. [ECH | Camino Health supports the ongoing education of its Directors and Committee members through a variety of internal and external cost-effective learning opportunities designed to:](#)

- [Allow for relationship building and shared knowledge through coordination of education opportunities with CEO and other executives where possible.](#)
- [Strengthen members' knowledge of healthcare governance, finance, quality, and strategy.](#)
- [Deepen understanding of the health system's ~~hospital's~~ mission, operations, and community impact.](#)
- [Encourage a culture of shared learning and informed decision-making.](#)

Participation in educational activities is encouraged, not mandated. Learning may occur through internal sessions, curated readings, webinars, peer discussion, or external programs as appropriate.

TITLE:	Board and Advisory Committee Continuing Education Policy
CATEGORY:	Administrative
LAST APPROVAL:	February 15, 2023

III-IV. REFERENCES:

Appendices A and B attached.

IV-V. PROCEDURE:

A. **Board and Advisory Committee Education Goals:** The Board and Advisory Committees will identify their educational goals both individual and collective, in conjunction with the CEO or the committee's executive sponsor, and submit them to the Governance Committee on an annual basis. These educational goals should ~~in~~ align ~~ed~~ ment with Board, Committee, or Hospital goals. The Board and Committees should also identify the programs or training opportunities (in-house or off-site) to fulfill their learning objectives, and maximize use of in state, local, and remote resources.

B. **Expectations of Board and Advisory Committees:**

1. Board of Directors:
 - a. Group Education: ~~El Camino Hospital~~ ("ECH") will coordinate occasional group training where the full Board, along with the senior management team, can receive education on the latest trends in the healthcare industry and further their understanding of governance. At the Board's discretion, committee members may be invited to partake in the event.
 - b. Individual Education: Board directors are encouraged to individually attend educational programs that best suit their development as Directors, preferring in state travel or local travel where possible. Directors should prioritize programs attended by CEO and other executives to foster relationship building and shared knowledge. ~~one off-site program at ECH's expense, on an annual basis, that best suits their development as a Director.~~
2. Board Advisory Committees:
 - a. Group Education: In addition to any committee-specific in-house training provided by ECH throughout the year, committees are expected to identify how they can achieve their educational goals. For example, a committee may elect to attend an off-site training event or collaborate with another committee to invite a guest speaker.
 - b. Individual Education: ~~While~~ it is the expectation of the Board that outside committee members keep up with their own continuing education in their professions, the Board recognizes that additional education and training will further enhance their ability to serve on the committees. As such, community, ~~outside~~ committee members who

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wish to individually attend an education program/conference may submit a request for funding to their committee chair.

C. Budget and Delegated Authority:

1. The Governance Committee, in collaboration with the CEO and Finance Committee (if applicable), will develop a budget for Board and committee member education for adoption by the Board, which shall be reviewed in conjunction with review of this policy every third year. This budget will enable both collective and individual educational opportunities. The amounts will be based on market data, while taking into consideration the needs of the Board and committee members.
2. The Board ~~will~~ delegates authority to the Board Chair (and to the Chair of the Governance Committee in the case of the Board Chair's requests) to approve requests for education by a Board member that exceed the per member/per event limits in the budget. The Board ~~will~~ delegates authority to each committee chair to approve education and training requests up to a specific amount, which the Board will establish periodically. ~~establish annually.~~ The Board ~~will~~ delegates authority to the Board Chair to consider and approve or reject any request above this amount.
3. The total annual budget for Board and Committee member education, as well as the approval limit for Committee chairs, as approved by the Board will be noted, and updated as necessary, in the appendix of this policy.
4. The Governance Committee will recommend to the Board how remaining funds, if any, should be managed. Unused funds may not be rolled over into the next fiscal year.
5. ECH shall pay all costs associated with the program, i.e., registration fees, travel and lodging. Directors and Committee members shall adhere to the ECH reimbursement policy in effect at the time of travel.
- ~~5-6.~~ At the next available meeting date, Board members shall provide a report on educational activity attended to the full Board, and community members shall provide a report on educational activity attended to their Committee. A template that can be used for written reports is attached as Appendix B.

D. Requesting Funding for Training:

1. Directors need only inform the CEO and the Board Chair of their request to participate in a training event to ensure goal and priority alignment provided that the total fees do not exceed the established event limitation

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amount set forth in the Appendix to this Policy. If the amount exceeds this limit, the request will be reviewed by the Board Chair and approved, conditioned (e.g., reducing the amount allocated to the Director by the amount of the excess), modified or rejected.

2. ~~Community-itee~~ members shall submit to their Committee chair and executive sponsor a request for training no less than 30 days prior to the program’s registration deadline, to ensure goal and priority alignment. Upon consideration, the Committee chair may approve the request for training provided that the total costs do not exceed the per Committee member event limit established by the Board. If the amount requested exceeds the limit, the request will be sent to the Board Chair for consideration.
3. Any requests made by the Board Chair for approval of amounts in excess of the limits set forth in the Appendix to this Policy shall be submitted to the Chair of the Governance Committee for approval.
4. Board or Committee members shall request reimbursement by submitting Form 2085 (available from Governance Services) to the CEO for approval within 30 days of completing training.

E. **Point of Contact:** The ~~Director of~~ Governance Services Team is the primary point of contact for Board and Committee members with respect to the process concerning continuing education and training for Board and Committee members.

V.VI. APPROVAL:

APPROVING COMMITTEES AND AUTHORIZING BODY	APPROVAL DATES
Originating Committee or UPC Committee	Governance Committee
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A
Medical Executive Committee:	N/A
Board of Directors:	

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

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Historical Approvals: 11/14/12, 3/12/14, 8/13/14, 5/13/15, 2/15/23

VI.VII. ATTACHMENTS (if applicable):

Appendix A - Budget for FY [2027, 2028, 2029 2024 \[no change from prior years\]](#)
Appendix B – [Template](#) Report on Educational Activity

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Appendix A

Fiscal Years [2027](#), [2028](#), [2029](#)

	Limit Amount
Total Annual Training Budget for Board and Committees	\$90,000
Individual Limit for Hospital Directors	\$5,000 per person
Committee Chair Approval Limit	\$5,000 per committee

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Appendix B

EL CAMINO HOSPITAL BOARD OF DIRECTORS [\[OR COMMITTEE\]](#) BOARD [\[Or COMMITTEE\]](#) MEETING COVER MEMO

To: El Camino Hospital Board of Directors [\[or applicable Committee\]](#)
From: Name
Date: Board [or Committee](#) Meeting Date
Subject: Report on Educational Activity

Purpose: For information.

Summary:

Conference Title:

Sponsoring Organization:

1. **Key Educational Points, Lessons Learned:** (Please use as much space as necessary)

- Point 1
- Point 2
- Point 3

2. How has the conference improved your ability to fulfill your obligations as a member of the Board [or Committee?](#)

Answer goes here

3. Were there speakers that ECH should consider inviting [for in-house training?](#) If so, describe below

Answer goes here

4. Do you recommend this conference to other members of the Board [or Committee?](#)

Yes No



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

To: ECH Governance Committee
From: Theresa Fuentes, Chief Legal Officer
Date: June 2, 2026
Subject: Information Regarding El Camino Hospital Foundation Board of Directors

Recommendation(s):

For the Governance Committee to receive information about an item that will be submitted to the June 2026 meeting of the El Camino Hospital Board of Directors ("Hospital Board") regarding the appointment of directors to the El Camino Hospital Foundation Board of Directors ("Foundation Board").

Background:

El Camino Hospital, as the sole member of El Camino Hospital Foundation, has sole authority under Article IV, Section 3 of the Foundation's bylaws to appoint directors to the Foundation Board. The Foundation Board may recommend a slate of directors to the Hospital Board for approval.

It was discovered recently that the current Foundation Board directors were appointed by the Foundation Board, not the Hospital Board. As such, we will be presenting those individuals to the Hospital Board for consideration and ratification of appointment to the Foundation Board, as appropriate.

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

To: ECH Governance Committee
From: Mike Kasperzak, Governance Committee Member
Date: June 2, 2026
Subject: Report on Educational Activity

Purpose: For information.

Summary:

Conference Title: TGI February 2026 Leadership Conference

Sponsoring Organization: The Governance Institute

1. Key Educational Points, Lessons Learned: (Please use as much space as necessary)

- The one concept that really stuck with me was that effective governance is not about WHAT IS, but WHAT IF!
- AI and the aging general population have very profound implications for healthcare and must be considered as part of a long term strategy. Aging affects both the services hospitals will offer, but the impact on staffing and physicians are of equal importance.
- While education and experience are important factors in recruiting and selecting Board Members, it is far more important that candidates understand the Governance role of the board, understand and respect the culture and participate actively in appropriate governance discussions. Foundations of board culture must consider Board Composition, Onboarding & Mentorship, Trust & Psychological safety, Clear Roles and Responsibilities, Continuous Education and Development and how the Board operates.

2. Has the conference improved your ability to fulfill your obligations as a member of the ECH Board? YES If so, how? The conference provided a broad overview of many of the cutting edge issues facing hospitals today as well as honing my understanding of effective governance.

3. Were there speakers that ECH should consider inviting? Yes No

4. Do you recommend this conference to other members of the Board? Yes No

5. I have the presentations on the APP if anyone is interested in seeing them.

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) COMPLETE 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