



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

Wednesday, June 10, 2026 – 4:00pm

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

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

1-669-900-9128, MEETING CODE: **975 7693 9366#**. No participant code. Just press #.

To watch the meeting, please visit:

[Committee Meeting Link](#)

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

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

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

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	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1	CALL TO ORDER/ROLL CALL	Wayne Doiguchi, Chair		4:00 pm
2	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Wayne Doiguchi, Chair	Information	4:00 pm
3	PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons to address the Committee on any matter within the subject matter jurisdiction of the Committee that is not on this agenda. Speakers are limited to three (3) minutes each.</i> b. Written Public Comments <i>Comments may be submitted by mail to the El Camino Hospital Executive Compensation Committee at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Committee as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.</i>	Wayne Doiguchi, Chair	Information	4:00 pm
4	CONSENT CALENDAR ITEMS: <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> a. Approve Minutes of the Open Session of the ECC Meeting (03/12/2026) b. Approve Updated Names in Executive Compensation Program c. Receive FY26 Committee Goals/Pacing Plan	Wayne Doiguchi, Chair	Motion Required	4:00– 4:05
5	RECESS TO CLOSED SESSION	Wayne Doiguchi, Chair	Motion Required	4:05 – 4:06
6	ECH STRATEGY UPDATE <i>Health & Safety Code Section 32106(b) for a report and discussion involving healthcare facility trade secrets regarding new services or programs.</i>	Dan Woods, CEO AJ Reall, VP, Strategy Raju Iyer, CFO	Discussion	4:06 – 4:40

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	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
7	<p>PROPOSED FY27 ORGANIZATIONAL PERFORMANCE INCENTIVE METRICS AND GOAL SETTING METHODOLOGIES</p> <p>a. Proposed FY27 Organization Performance Incentive Metrics</p> <p><i>Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters</i></p>	Dan Woods, CEO Andreu Reall, VP Strategy Deanna Dudley, CHRO	Discussion	4:40 – 5:00
8	<p>PROPOSED FY27 EXECUTIVE INDIVIDUAL INCENTIVE GOALS</p> <p><i>Gov't Code Section 54957 regarding evaluation of performance of executive employees.</i></p>	Dan Woods, CEO Deanna Dudley, CHRO	Motion Required	5:00 – 5:20
9	<p>APPROVE MINUTES OF THE CLOSED SESSION OF THE EXECUTIVE COMPENSATION COMMITTEE</p> <p>- Minutes of the Closed Session of the ECC Meeting (3/12/2026)</p> <p><i>Report involving Gov't Code Section 54957.2 for closed session minutes.</i></p>	Wayne Doiguchi, Chair	Motion Required	5:20 – 5:25
10	RECONVENE TO OPEN SESSION	Wayne Doiguchi, Chair	Motion Required	5:25
11	REPORT OUT FROM CLOSED SESSION	Tracy Fowler, Director, Governance Services	Information	5:25 – 5:26
12	<u>RECOMMENDATION OF FY27 ORGANIZATIONAL PERFORMANCE INCENTIVE GOALS TO BOARD</u>	Wayne Doiguchi, Chair	Motion Required	5:26 – 5:30
13	<u>ANNUAL EXECUTIVE COMPENSATION CONSULTANT REVIEW</u>	Wayne Doiguchi, Chair	Discussion	5:30 – 5:45
14	COMMITTEE ANNOUNCEMENTS	Wayne Doiguchi, Chair	Discussion	5:45 – 5:50
15	ADJOURNMENT	Wayne Doiguchi, Chair	Motion Required	5:50 pm



**Minutes of the Open Session of the
Executive Compensation Committee
of the El Camino Hospital Board of Directors
Thursday, March 12, 2026**

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

<p><u>Members Present</u> Wayne Doiguchi, Chair Don Watters, Vice-Chair Tom Asmar Mary Hassett Todd Shaw George Ting, MD</p>	<p><u>Members Absent</u> Estrella Parker</p> <p align="center">** via teleconference</p>	<p><u>Others Present</u> Dan Woods, CEO** (<i>joined at 4:45 p.m.</i>) Deanna Dudley, CHRO Tracy Fowler, Director, Governance Services** Dan Mayfield, SullivanCotter Paula Robinson, SullivanCotter Gabriel Fernandez, Governance Services Coordinator</p>
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Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Executive Compensation Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 4:02 p.m. by Chair Wayne Doiguchi. A verbal roll call was taken. A quorum was present.	Meeting called to order at 4:02 p.m.
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Doiguchi asked if any of the Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	Chair Doiguchi invited the members of the public to address the Committee. No members of the public were present and there was no written communication.	
4. CONSENT CALENDAR	Chair Doiguchi asked if any member of the Committee or the public wished to remove an item from the consent calendar for further discussion. No items were removed. Motion: To approve consent calendar Movant: Shaw Second: Asmar Ayes: Asmar, Doiguchi, Hassett, Shaw, Ting, Watters Noes: None Abstentions: None Absent: Parker Recused: None	Consent calendar approved. - <i>Minutes of the Open Session of the ECC Meeting (November 6, 2025) Approved</i> - <i>FY26 Committee Goals/Pacing Plan Received</i>
5. PROCESS REVIEW: FY27 INDIVIDUAL GOAL SETTING	Mr. Mayfield and Ms. Robinson of SullivanCotter presented proposed updates to the executive individual goal-setting process for FY27, including the introduction of standardized templates designed to improve clarity, consistency, and transparency in the development of executive incentive goals. The templates incorporate additional context, including historical performance, benchmarks where available, and defined performance thresholds. Ms. Dudley provided background on the evolution of the goal-setting process and explained that the revised format was developed in response to prior Committee feedback requesting	

	<p>more structured information to support review and evaluation of executive goals.</p> <p>Committee members expressed support for the enhanced format and asked clarifying questions regarding the inclusion of historical performance information, the use of external benchmarks, and how the templates would be used during the upcoming goal-setting cycle.</p> <p>Mr. Shaw commented that while the additional structure was helpful for Committee review, goal development remains a management responsibility and should continue to reflect management's judgment in setting appropriate performance expectations.</p>	
6. RECESS TO CLOSED SESSION	<p>Motion: To recess to closed session at 4:19 p.m.</p> <p>Movant: Asmar Second: Hassett Ayes: Asmar, Doiguchi, Hassett, Shaw, Ting, Watters Noes: None Abstentions: None Absent: Parker Recused: None</p>	<i>Recess to closed session at 4:19 p.m.</i>
7. AGENDA ITEM 12: REPORT OUT FROM CLOSED SESSION	<p>The Open Session reconvened at 5:04 p.m.</p> <p>Agenda Items 7–10 were covered during Closed Session. The Committee approved a motion to defer Agenda Item 7 – ECH Strategy Update to the June meeting, approved the FY26 Executive Individual Incentive Goals for Raju Iyer and Dr. Alan Muster, and approved the closed session minutes of the November 6, 2025 ECC meeting.</p>	
8. AGENDA ITEM 13: COMMITTEE UPDATE	<p>Chair Doiguchi asked for a motion to approve the FY27 ECC Goals and Dates. There was no discussion from the Committee.</p> <p>Motion: To approve FY27 ECC Goals and Dates</p> <p>Movant: Watters Second: Asmar Ayes: Asmar, Doiguchi, Hassett, Shaw, Ting, Watters Noes: None Abstentions: None Absent: Parker Recused: None</p>	<i>FY27 ECC Goals and Dates approved.</i>
9. AGENDA ITEM 15: COMMITTEE ANNOUNCEMENTS	There were no committee announcements.	
10. AGENDA ITEM 16: ADJOURNMENT	<p>Motion: To adjourn at 5:05 p.m.</p> <p>Movant: Ting Second: Asmar Ayes: Asmar, Doiguchi, Hassett, Shaw, Ting, Watters Noes: None Abstentions: None Absent: Parker Recused: None</p>	<i>Meeting adjourned at 5:05 p.m.</i>

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

Tracy Fowler, Director, Governance Services

Prepared by: Tracy Fowler, Director, Governance Services

Reviewed by: Wayne Doiguchi, Committee Chair and Deanna Dudley, CHRO

DRAFT



**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Executive Compensation Committee
From: Deanna Dudley, CHRO
Date: June 10, 2026
Subject: Updates to Names in Executive Compensation Program

Purpose:

We request the Committee's approval for administrative updates to the Executive Compensation Program, specifically the update of two new names in existing positions.

Summary:

Since the last approval of the Executive Compensation Philosophy on December 12, 2024, three key changes have occurred:

1. **Raju Iyer** has been appointed as the Chief Financial Officer (CFO).
2. **Dr. Alan Muster** has been hired as the President for the El Camino Health Medical Network.
3. **Andrew Cope** has left El Camino Health Foundation and his name has been removed.

The updated list of executive positions, reflecting these changes, is attached as **Attachment A** in the Executive Compensation Philosophy. The **Appendix A** of the Delegation of Authority procedures already contained these two positions but that list contains titles only. The policy has already been endorsed by this Committee and Board. We are now seeking formal approval for the administrative changes.

Updates to Names in Executive Compensation Program
June 10, 2026

**ATTACHMENT A of Executive Compensation Philosophy and APPENDIX A of
Delegation of Authority Procedures
APPROVED POSITIONS IN EXECUTIVE
COMPENSATION PROGRAM
Effective June 10, 2026**

Job Title	Name
Chief Administrative Services Officer	Kenneth K. King
Chief Executive Officer	Daniel J. Woods
Chief Financial Officer	<i>Raju Iyer</i>
Chief Growth Officer	Omar Chughtai
Chief Human Resources Officer	Deanna W. Dudley
Chief Information Officer	Deborah A. Muro
Chief Legal Officer	Theresa J. Fuentes
Chief Medical Officer	Mark C. Adams, MD
Chief Nursing Officer	Cheryl L. Reinking
Chief Operating Officer	Tracey L. Taylor
Chief Quality Officer	Shreyas Mallur, MD
President, Foundation	<i>TBD</i>
President, El Camino Health Medical Network	<i>Alan Muster, MD</i>
Chief Administrative Officer, El Camino Health Medical Network	Peter Goll
Chief Marketing and Communications Officer	Mark Klein
VP-President Concern	Cecile S. Currier
VP Payor Relations	Joan M. Kezic ¹

¹ Executive is considered a grandfathered participant and shall continue to be eligible for the Executive Compensation Program as long as the individual remains in an executive position with El Camino.

Note: Executives hired on an interim basis are not eligible for the Executive Compensation and Benefits Program.



**EL CAMINO HOSPITAL
BOARD OF DIRECTORS POLICIES AND PROCEDURES**

03.01 EXECUTIVE COMPENSATION PHILOSOPHY

A. Coverage:

The Chief Executive Officer (“CEO”) of El Camino Hospital (“El Camino”) and other individuals in positions designated by the Board of Directors to be in the Executive Group. (see Attachment A).

B. Reviewed/Revised:

New: 2/08, 6/09, 12/08/10; 8/10/11, 2/13/13, 6/11/14, 10/12/16, 1/10/18, 2/14/18, 2/13/19, 2/12/20, 6/6/24, 12/16/24

C. Policy Summary:

The compensation philosophy is the official statement of El Camino Hospital’s Board of Directors regarding the guiding principles and objectives upon which executive compensation decisions are based, and the general parameters and components for accomplishing these objectives.

The executive compensation program encompasses both cash compensation (salary, incentive pay, and other cash compensation) and non-cash compensation (employer provided benefit plans), which in whole, represent “Total Remuneration.”

The program is governed by the Board of Directors and the Executive Compensation Committee which advises the Board to meet all applicable legal and regulatory requirements as related to executive compensation and their effectiveness in attracting, retaining, and motivating executives.

The targets for competitive positioning for executive Total Remuneration are:

- Base Salary – Executive base salaries are targeted on average at the 50th percentile of national market data plus the geographic differential.
- Total Cash Compensation - Base Salary plus actual performance incentive payouts are targeted, on average, at the 50th percentile and up to the 75th percentile of market data, dependent upon individual and organizational performance.
- Total Remuneration - Total Cash plus the value of benefits is targeted, on average, between the 50th and 75th percentile of market data, dependent upon individual and organizational performance.

ECC Policy 3_01 Executive Compensation Philosophy

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D. Executive Compensation Philosophy:

The philosophy describes the guiding principles and objectives of the executive compensation program. Executive compensation decisions will be made using the following guiding principles and objectives:

1. Support El Camino's ability to attract, retain, and motivate a highly talented executive team.
2. Support El Camino Hospital's vision and achievement of short and long-term strategic goals and stewardship of the health system mission.
3. Encompass a total remuneration perspective in developing and administering cash compensation and benefit programs.
4. Consider the Hospital's financial performance and ability to pay, which shall be balanced with the Hospital's need to attract, retain, and motivate executives in order to achieve its strategic goals.
5. Govern the executive compensation programs to comply with state and federal laws.

E. Components:

The three key components of the executive compensation program are base salary, performance incentive compensation, and benefits.

1. Base Salary. Each executive position will be assigned a salary range that is competitive with comparable organizations and accounts for the higher cost of labor in Silicon Valley.
2. Performance Incentive Compensation. Each executive will be eligible for a goal-based performance incentive compensation program. An executive's performance incentive payout will be based on their performance against pre-defined organizational and individual goals.
3. Executive Benefits. El Camino Hospital may provide executives with supplemental benefits as described in the executive benefits policy.

F. Roles and Responsibilities:

1. The Executive Compensation Committee shall recommend and maintain written policies and procedures regarding the administration of each component.
2. The Hospital Board of Directors will approve all policy changes and approve all components of CEO compensation and benefits.

ECC Policy 3_01 Executive Compensation Philosophy

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3. The CEO has the authority to approve Total Remuneration offers to individuals being hired into positions designated to be in the Executive Group after first consulting with the ECC Chair, or with the Hospital Board Chair if the ECC Chair is unavailable within the time frame needed to make the offer. The details of the offer shall be reported at the next regularly scheduled ECC meeting.

G. Definitions

1. **Comparable Organizations** – To measure the competitiveness of the executive compensation program, El Camino Hospital will use, in general, compensation information from tax-exempt independent hospitals and health systems from across the United States comparable in size and complexity to El Camino, based upon net operating revenues.
2. **Competitive Position** – A determination of where El Camino places executive salaries, incentives, and benefits relative to comparable organizations nationally. El Camino's competitive position for base salaries is the market median plus a geographic differential for the Silicon Valley area.
3. **Geographic Differential** – Recognizes the significantly higher cost-of-labor in Silicon Valley. The Committee will periodically analyze data to ensure the geographic differential is appropriate.
4. **El Camino Hospital Median** – Reflects the median base pay of Comparable Organizations for a particular position plus the geographic differential.
5. **Other Cash Compensation** – Other cash compensation excludes base salary and incentive pay but may include retention and hiring bonuses and relocation and housing assistance.
6. **Salary Range** - A range established as 20% below to 20% above the salary range midpoint, resulting in a maximum amount that is 150% of the minimum amount.
7. **Salary Range Midpoint** - The midpoint of the salary range for each executive position will be set at the El Camino Hospital Median. However, the Committee may elect to not adjust salary ranges.
8. **Total Cash Compensation** – includes base salary plus annual incentive compensation (and other cash) paid to an executive.
9. **Total Remuneration** – Total cash compensation plus the value of employee and executive benefit programs.

ECC Policy 3_01 Executive Compensation Philosophy
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**ATTACHMENT A:
APPROVED POSITIONS IN EXECUTIVE
COMPENSATION PROGRAM
Effective June 6, 2024
Updated December 16, 2024**

Job Title	Name
Chief Admin Services Officer	Kenneth K. King
Chief Executive Officer	Daniel J. Woods
Chief Financial Officer	Raju Iyer
Chief Growth Officer	Omar Chughtai
Chief Human Resources Officer	Deanna W. Dudley
Chief Information Officer	Deborah A. Muro
Chief Legal Officer	Theresa J. Fuentes
Chief Medical Officer	Mark C. Adams, MD
Chief Nursing Officer	Cheryl L. Reinking
Chief Operating Officer	Tracey L. Taylor
Chief Quality Officer	Shreyas Mallur, MD
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¹-Executive is considered a grandfathered participant and shall continue to be eligible for the Executive Compensation Program as long as the individual remains in an executive position with El Camino.

Note: Executives hired on an interim basis are not eligible for the Executive Compensation and Benefits Program.



FY26 COMMITTEE GOALS AND PACING PLAN

Executive Compensation Committee

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

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

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

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

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

Proposed Fiscal Year 2027 Organizational Performance Goals – Open Session

Draft 06/05/2026

Pillar	Weight	OBJECTIVES/ OUTCOMES	Measurement Defined		
			Minimum	Target	Stretch
Threshold		Maintain positive EBIDA	≥ 80% of budgeted Operating EBIDA		
Quality and Safety	34%	Mortality Index (Vizient O/E)	Maintain FY26	2.5% Reduction	5% Reduction
		HAPI (≥ Stage 2)	Maintain FY26	2.5% Reduction	5% Reduction
Service	33%	Likelihood to Recommend (LTR) – Composite	98%	FY26 Baseline	102%
		Likelihood to Recommend (LTR) – ECHMN	FY26 Baseline	Increase in line with 50% of Improvers	50 th Percentile
Financial Growth	33%	Enterprise Total Revenue	96% of Budget	100% of Budget	103% of Budget



**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Executive Compensation Committee
From: Wayne Doiguchi, Chair
Date: June 10, 2026
Subject: ECC Consultant Review

Purpose:

To engage in a discussion with the Committee and staff to review the performance of SullivanCotter ("Consultants") in their role as consultants to the ECH Executive Compensation Committee.

Summary:

The Committee Chair facilitates an annual review of the Consultants, utilizing the provided consultant dashboard to assess their performance and contributions. During this session, the Committee evaluates the Consultants to ensure they continue to provide the necessary support and expertise to help the Committee fulfill its goals and responsibilities effectively.

List of Attachments:

1. Consultant Evaluation Discussion Guide



COMPENSATION CONSULTANT EVALUATION – DISCUSSION GUIDE

Evaluation Criteria	What Strong Performance Looks Like	Committee Discussion Notes
Technical Expertise	Consistently demonstrates valuable expertise, technical depth, industry knowledge, leading edge ideas, and market-driven information to support decisions.	
Analysis and Due Diligence	Presents thorough, accurate analysis that is placed in the context of industry practice, market data, and the organization’s compensation philosophy and practices.	
Responsive	Anticipates emerging issues and red flags, and demonstrates initiative in understanding ECH culture, stakeholders, strategy, and success drivers.	
Forward-Thinking	Brings new ideas on an ongoing basis, appropriately asks questions, shares divergent perspectives, and presents alternative solutions for consideration.	
Communication	Engages regularly and appropriately with key stakeholders. Produces clear, focused, accurate deliverables demonstrating understanding of audience knowledge and dynamics. Highlights and prioritizes critical points of materials for committee.	
Independence/Objectivity/ Balance	Understands reporting relationship; manages relationships between Board, Compensation Committee, and management appropriately; maintains objectivity and avoids conflicts of interest.	
Trusted Advisor	Strives to build a long-term partnership; places organization interests ahead of their own; understands perspectives of various stakeholders; appropriately challenges and questions.	
Project Management	Establishes a methodical course of action and drives plan to completion according to agreed-upon ownership and timelines. Develops and adheres to a thorough process for working with management, Committee and Board.	