

AGENDA

GOVERNANCE COMMITTEE OF THE EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, April 2, 2019 – 5:30pm

El Camino Hospital | Conference Room A (ground floor)
2500 Grant Road Mountain View, CA 94040

PURPOSE: To advise and assist the El Camino Hospital (ECH) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, i.e., the nomination and appointment/ reappointment process. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Peter C. Fung, MD, Chair		5:30 – 5:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		5:32 – 5:33
3. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Peter C. Fung, MD, Chair		information 5:33 – 5:36
4. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the Governance Committee Meeting (March 5, 2019) b. FY20 Governance Cmte Meeting Dates Information c. Progress Against Committee Goals	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 5:36 – 5:38
5. REPORT ON BOARD ACTIONS ATTACHMENT 5	Peter C. Fung, MD, Chair		information 5:38 – 5:43
6. ANNUAL BOARD ASSESSMENT TOOL ATTACHMENT 6	Erica Osborne, Via Healthcare Consulting	<i>public comment</i>	possible motion 5:43 – 6:03
7. PROPOSED FY20 GOVERNANCE COMMITTEE GOALS ATTACHMENT 7	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:03 – 6:23
8. ADJOURN TO CLOSED SESSION	Peter C. Fung, MD, Chair		motion required 6:23 – 6:24
9. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		6:24 – 6:25

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
10. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the Governance Committee Meeting (March 5, 2019)	Peter C. Fung, MD, Chair		motion required 6:25 – 6:26
11. ADJOURN TO OPEN SESSION	Peter C. Fung, MD, Chair		motion required 6:26 – 6:27
12. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Peter C. Fung, MD, Chair		6:27 – 6:28
13. FY19 COMMITTEE PACING PLAN ATTACHMENT 13	Peter C. Fung, MD, Chair		discussion 6:28 – 6:33
14. ROUND TABLE DISCUSSION ATTACHMENT 14	Peter C. Fung, MD, Chair		discussion 6:33 – 6:39
15. ADJOURNMENT	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 6:39 – 6:40pm

Upcoming Meetings: June 4, 2019 || **Board & Committee Education:** April 24, 2019



**Minutes of the Open Session of the
Special Meeting of the Governance Committee
Tuesday, March 5, 2019**

**El Camino Hospital | Conference Room A (ground floor)
2500 Grant Road, Mountain View, CA 94040**

Members Present

Peter C. Fung, MD, Chair

Gary Kalbach, Vice Chair

Christina Lai

Peter Moran

Bob Rebitzer (via teleconference)

Members Absent

None

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the Special meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:32pm by Chair Fung. A verbal roll call was taken. Bob Rebitzer joined the meeting via teleconference at 5:40pm during Agenda Item 6: Annual Board Assessment Tool. All other Committee members were present at roll call.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung 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	None.	
4. CONSENT CALENDAR	<p>Chair Fung asked if any member of the Committee or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>The Committee discussed the Article of Interest and the use of a Strategic Planning Committee.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (November 6, 2018); and for information: Article of Interest; Progress Against Committee Goals.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Noes: None Abstain: None Absent: Rebitzer Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Fung referred to the written report in the packet. There were no questions from the Committee.	
6. ANNUAL BOARD ASSESSMENT TOOL	<p>Erica Osborne from Via Healthcare Consulting provided an overview of the proposed 2019 Board assessment process and timeline. She explained that Via will use key themes from the online survey data to develop a phone interview guide of 6-8 questions for 30 minute phone calls with Board members and 5-7 executives and/or physician leaders. She commented that the phone interviews allow for more in-depth exploration of outlier survey ratings.</p> <p>Ms. Osborne noted that the most important part of process is discussion with Board members themselves (she suggested 2-4 hours for this conversation), culminating in a Board Action Plan that specifies tasks with responsible</p>	<i>Proposed Tool to be reviewed at the Committee’s April meeting</i>

	<p>parties and completion dates. Chair Fung commented that in years prior, no action has come out of the Board assessment and the results have been confusing.</p> <p>The Committee discussed the structure of the assessment, which is evaluating the performance of the Board as a whole rather than individual Board behavior.</p> <p>Mr. Moran suggested that the interviews be conducted as close as possible to the meeting date where the Board will review the results. The Committee members commented that the Board should take the time to have a meaningful discussion about the results and next steps.</p> <p>Ms. Lai asked if there would be an opportunity to provide feedback to individual Board members. Ms. Osborne noted that this type of feedback could be incorporated, but the current process looks at overall practices rather than individual behavior. The Committee discussed the competency assessment conducted by the District Board, utilization of the Board Chair to provide constructive comments, and the desire for participants to give honest, free, and complete information.</p> <p>Ms. Osborne recommended that the phone interview participants should be those who have direct, regular interactions with the Board. The Committee discussed the inclusion of senior staff who make regular presentations to the Board, Chiefs of the Medical Staff, and non-Board member Committee Chairs.</p> <p>Mr. Kalbach commented that a successful process would produce an action plan generated by the Board itself rather than an outside source.</p> <p>The Committee discussed supplemental potential areas of inquiry including: obligations to patients and the community, relationships between the District Board/Hospital Board/Executive Team, organizational risk oversight, trust in fellow Board members, leadership/effectiveness of the Board, interactions and communication between the Board and its Committees, and oversight of organizational culture (ethical culture, employee engagement, culture of safety, harassment policies, etc.). Committee members commented that this process and the Board's actions in general should maintain the distinction between governance and management.</p> <p>Ms. Osborne explained that she will provide an assessment tool for the Committee to review at its April meeting.</p>	
<p>7. CONSIDER DESIGNATING BOARD SEAT TO THE CEO</p>	<p>Ms. Osborne outlined CEO participation on boards at other organizations:</p> <ul style="list-style-type: none"> - Health systems and subsidiaries have the highest percentage of voting CEO members - Most of Via's large health system clients all have CEOs on the Board with a vote - 51% of non-profits have CEO as a sitting board member <p>Ms. Osborne and Cindy Murphy, Director of Governance Services, explained that in California, per the California Non-Profit Corporations Code, a person who does not have authority to vote as a member of the governing body is not a director.</p> <p>The Committee discussed the pros and cons of the CEO serving on the Board including, 1) a sign of trust and confidence in the CEO from the Board; 2) the CEO brings technical knowledge and expertise that would contribute to Board decision-making, 3) reservations about the Board's ability to oversee one of its own/potential conflict of interest. Committee members commented that there cons are not of particular concern for this</p>	<p><i>CEO seat recommended</i></p>

	<p>organization and the advantages of the CEO serving are significant.</p> <p>Motion: To recommend that Hospital and District Boards approve revising ECH Bylaws to increase the total number of Board seats to 11 and to provide an ex officio seat on the Board for the El Camino Hospital Chief Executive Officer.</p> <p>Movant: Kalbach Second: Moran</p> <p>Ms. Osborne commented that the organization has structures in place to manage a CEO seat on the Board well.</p> <p>Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	
<p>8. APRIL EDUCATION SESSION PLANNING</p>	<p>Ms. Osborne provided an overview of the proposed ideas for the April 24th Board and Committee Educational Gathering, “Governance at the Committee Level.” She explained that the session could explore:</p> <ul style="list-style-type: none"> - Importance of Committees being the work horses for the Board to free up the Board for generative, big-picture discussions - Structure, composition, and effectiveness of Committees; clearly defined responsibilities and delegated authorities - Evaluation of Committee effectiveness: annual goals, focused agendas - Flow of information from the Board/from the Committees; finding the balance so that there is enough information (no surprises), but the audience is not drowning in information/data - Creating a generative Committee: breaking out of the routine of reporting and getting into the operational weeds, instead asking challenging questions <p>Chair Fung suggested reviewing if the 6 existing Committees are appropriate (Should there be a strategic or physician relationship committee?). The Committee members expressed concerns about opening up a fundamental structure questions with such a large group at the education session. Mr. Kalbach suggested that this could be a good topic for a joint meeting between the Committee and the Hospital Board.</p> <p>Mr. Rebitzer suggested that the session could 1) have attendees discuss process questions (<i>i.e.</i>, What is working well and what is not? What would you like to see?) and 2) provide education from Ms. Osborne on best practices for running committees and how committees relate to their boards.</p> <p>Mr. Moran suggested that the session communicate the progress the Committees have made over the last few years, including the fundamental change with the recent delegations of authority. He noted that education/discussion on this topic could stimulate Committee members to think about other areas that could be good to delegate. He suggested that discussion plus one or two other areas would be sufficient.</p> <p>Mr. Moran suggested that Ms. Osborne provide more education on “generative governance” and give live examples of generative questions and conversation.</p>	
<p>9. PROGRESS ON FY19 BOARD GOALS</p>	<p>Cindy Murphy, Director of Governance Services, asked the Committee for guidance on next steps to further the Board’s progress on its FY19 goals.</p>	<p>Post-Meeting Review recommended</p>

	<p>The Committee discussed communication between the Committees and the Board: 1) bringing work up in the form of approvals and 2) balancing education, allowing Committees to be work horses for the Board, and providing appropriate feedback for areas with delegated authority.</p> <p>The Committee, Ms. Osborne, and Ms. Murphy also discussed meeting agendas: 1) relying on consent agendas for items related to fiduciary governance and 2) using the bulk of the meeting time for substantive, strategic conversations. Ms. Murphy suggested that real time feedback from the Board would be helpful to identify additional topics that could be taken off the main agenda and added to the consent calendar. Mr. Rebitzer commented that there has been a positive trend with time for issue-oriented, strategic discussions and noted that an ideal meeting would have 2-3 meaty topics.</p> <p>The Committee suggested that the Board implement a post-meeting review similar to what the Committee uses (a roundtable format – what worked, what didn’t – at the end of the closed session).</p> <p>Motion: To recommend that 1) the Board implement a post-meeting review (plus/delta, what could you take off the agenda) at the end of the closed session and 2) direct the Chair, Director of Governance Services, and CEO to use the feedback to develop next meeting’s agenda and further narrow the topics, if possible.</p> <p>Movant: Moran Second: Kalbach Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	<i>for implementation</i>
10. DRAFT REVISED BOARD DIRECTOR COMPENSATION POLICY AND PROCEDURE	<p>Ms. Murphy explained that this version of the policy incorporates the feedback from the Committee’s last meeting and asked if there were any further edits from the Committee.</p> <p>Chair Fung suggested that the Committee consider revising the policy to allow directors to receive a higher stipend for their participation. The Committee discussed Board compensation in the for-profit and non-profit sectors. The Committee noted that participation on the Hospital Board is in service to the community and that they are comfortable with the current compensation structure.</p> <p>Ms. Osborne commented that the majority of non-profit boards consist of non-paid volunteer positions.</p> <p>Motion: To approve the Draft Revised Board Director Compensation Policy and Procedure.</p> <p>Movant: Kalbach Second: Lai Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	<i>Board Director Compensation Policy and Procedure approved</i>
11. QUALITY COMMITTEE CHARTER	<p>Staff explained that currently for the Quality Committee and, more broadly, for all Committees, with the exception of the Governance Committee, the Chair does not have to be a Board member. The Committee noted that the</p>	

REVIEW	Quality Committee Chair and, more broadly, any Committee Chair (except the Governance Committee Chair) should be the most qualified person for the job, regardless of whether or not they are a Board member.	
12. DRAFT REVISED HOSPITAL BOARD OFFICERS NOMINATION AND SELECTION PROCEDURES	<p>Ms. Murphy commented that the revisions to the policy are to update the dates for 2019. There were no comments from the Committee.</p> <p>Motion: To approve the Draft Revised Hospital Board Officers Nomination and Selection Procedures.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	
13. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 7:30pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Governance Committee Meeting (November 6, 2018).</p> <p>Movant: Moran Second: Lai Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 7:30pm.</i>
14. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT	Open session was reconvened at 7:30pm. Agenda items 14-16 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (November 6, 2018) by a unanimous vote in favor of all members present (Fung, Kalbach, Lai, Moran, Rebitzer).	
15. AGENDA ITEM 18: FY19 COMMITTEE PACING PLAN	<p>The April 2nd meeting's agenda will feature reviews of the Board assessment tool and a review of the ECH Board structure (following the District Board's expansion of the Hospital Board in May 2017).</p> <p>Chair Fung requested that the Nomination & Selection Procedure be removed from the April agenda as it was covered at this meeting.</p>	
16. AGENDA ITEM 19: ROUND TABLE DISCUSSION	The Committee discussed the effectiveness of the meeting.	
17. AGENDA ITEM 20: ADJOURNMENT	<p>Motion: To adjourn at 7:36pm.</p> <p>Movant: Moran Second: Kalbach Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	<i>Meeting adjourned at 7:36pm</i>

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

Peter C. Fung, MD
Chair, Governance Committee

Governance Committee Meetings

Proposed FY20 Dates

RECOMMENDED GC DATE TUESDAYS	CORRESPONDING HOSPITAL BOARD DATE
Tuesday, August 6, 2019	Wednesday, August 14, 2019
Tuesday, October 15, 2019	Wednesday, November 13, 2019
Tuesday, February 4, 2020	Wednesday, February 12, 2020
Tuesday April 14, 2020	Wednesday, May 13, 2020
Tuesday, June 2, 2020	Wednesday, June 10, 2020

FY19 COMMITTEE GOALS

Governance Committee

PURPOSE

The purpose of the Governance Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/reappointment process. The Governance Committee ensures the Board and Committees are function at the highest level of governance standards.

STAFF: **Dan Woods**, Chief Executive Officer (Executive Sponsor); **Cindy Murphy**; Director of Governance Services

The CEO 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
1. Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies	Q1 FY19 Q4 FY19 Q4 FY19	<ul style="list-style-type: none"> - Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board COMPLETED 8/7/18 - Chair nominates Governance Committee member to serve on District Board Ad Hoc Committee and participate in the Non-District Board Member recruitment/interview process as requested by the District Board COMPLETE - C. Lai Serving - Assess implementation of changes to ECH Board Structure and make recommendations UPCOMING
2. Promote, enhance, and sustain competency-based, efficient, effective governance	Q2-Q3 FY19 Q3-Q4 FY19 Quarterly	<ul style="list-style-type: none"> - FY19 Self-Assessment Tool recommended to the Board (Q2) and survey completed (Q3) ASSESSMENT TOOL TO BE RECOMMENDED TO THE BOARD FOR 4/10 MTG. - Reports are completed and made available to the Board and the District Board (Q3-Q4) UPCOMING - Monitor progress toward achievement of FY19 Board Goals REVIEWED AT 3/5/19 MTG.
3. Develop Board and Committee Education Plan for FY19	Q1 FY19 Q2 FY19	<ul style="list-style-type: none"> - Develop and recommend FY19 Board and Committee Education Plan DISCUSSED AT 8/7/18 MTG; APRIL ED SESSION DISCUSSED AT 3/5 MTG - Recommend FY19 Annual Retreat Agenda to the Board COMPLETED 8/7/18

SUBMITTED BY:

Chair: Peter C. Fung, MD | **Executive Sponsor:** Dan Woods

Approved by the El Camino Hospital Board on June 13, 2018

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: April 2, 2019
Subject: Report on Board Actions

Purpose:

To keep the Committee informed with regards to actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

Summary:

1. **Situation:** It is important to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive, but includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees. In addition, items the Finance Committee and Executive Compensation Committee approve pursuant to delegations of authority are noted in this report.
2. **Authority:** This is being brought to the Committees at the request of the Board and the Committees.
3. **Background:** Since the last Governance Committee Meeting, the Hospital Board has met once and the District Board has met once.

A. ECH Board Actions

March 13, 2019

- Approved in concept increasing ECH Board to a maximum of 11 members and reserving a seat for the CEO. A bylaws revision implementing the changes will be brought forward to the Board from the Governance Committee for the May ECH Board meeting. This will ultimately require approval of the El Camino Healthcare District Board also.
- Approved structure and guidance for enterprise risk management as recommended by the Compliance and Audit Committee.
- Approved Compensation for Nurse Practitioner for ASPIRE Program.
- Approved Revised ECH Director Compensation and Reimbursement Policy and Procedure.
- Approved Revised Hospital Board Officers Nomination and Selection Procedures
- Updating Dates for Submission of Statements of Interest.
- Approved Revised Surplus Cash Investment policy.
- Approved Sponsorship of SVMD as Risk Bearing Organization with Department of Managed Healthcare.

B. ECHD Board Actions

March 19, 2019

- Approved Resolution 2019 -02 Recognizing Community Benefit Partner Magical Bridge

Report on Board Actions

April 2, 2019

- Approved Revised ECHD Board Director Compensation Policy and Compensation Reimbursement Procedure.

C. Finance Committee Actions – None Since Last Report

D. Executive Compensation Committee Actions - None Since Last Report

4. Assessment: N/A

5. Other Reviews: N/A

6. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions: None

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Erica Osborne, Via Healthcare Consulting
Date: April 2, 2019
Subject: El Camino Hospital Board Annual Self-Assessment Survey Questionnaire Review

Recommendation(s):

To review and provide input on the 2019 El Camino Hospital (ECH) Board Self-Assessment (BSA) survey questionnaire.

Summary:

1. **Situation:** Attached is a customized survey questionnaire based on best practices for board oversight responsibilities and ECH's specific circumstances. The draft survey is broken down into the six areas of board responsibilities. It includes 36 closed-ended statements rated on a Likert scale from 1-5. The committee is asked to review the statements and come prepared to provide feedback and input.
2. **Authority:** In accordance to ECH policies/practices, the Governance Committee is tasked with reviewing and approving the assessment tool used in the annual BSA process.
3. **Background:** Via Healthcare has been engaged to design and facilitate a comprehensive BSA process for the ECH Board. The process is to include an online survey completed by all board members in June 2019. Responses to the survey will then be used in conjunction with board member and executive leadership interviews to develop an assessment report and recommendations for board consideration. The report and recommendations will be discussed at the September 2019 board meeting.
4. **Assessment:** At the March 5, 2019 ECH Governance committee meeting, members discussed the six areas of board responsibilities being proposed as part of the survey questionnaire. They provided feedback on specific areas of focus under each of the categories. Member feedback has been incorporated into the draft currently under review.
5. **Other Reviews:** None.
6. **Outcomes:** A final version of the tool will be loaded into Survey Monkey and distributed to all ECH board members as part of the 2019 BSA process in June 2019. The exact date to be determined.

List of Attachments:

1. 2019 ECH Board Self-Assessment Survey Questionnaire

Suggested Committee Discussion Questions:

1. Are the statements included under each of the six areas of governance responsibilities appropriate in tone and scope?
2. What additional areas, if any, should be explored to ensure that the board's effectiveness is accurately evaluated?

Introduction

Welcome to the El Camino Health 2019 Board Self-Assessment questionnaire. Responses to this survey will be used in conjunction with board member and executive leadership interviews conducted by Via Healthcare Consulting to develop an assessment report and recommendations for board consideration. The report and recommendations will be discussed at the August or September 2019 Board meeting. Please note, your individual answers will be seen by Via Healthcare Consulting *only*.

Instructions to Board Members Completing the Survey

Completing the survey will take approximately 20-30 minutes. Your candid responses are a key part of continued enhancement and improvement for the board; we encourage you to be honest and direct. Individual responses *will not* be shared with other directors or management; information gathered will be used in the aggregate only.

Do not hesitate to indicate you “Don’t Know” to any question if in fact you don’t know. Also use the “Don’t Know” response if it is not clear to you how the board handles the practice. If a question refers to a practice that the board does not follow, please indicate “Not Applicable.” When in doubt about your choice, select the more conservative response (e.g. if your response falls somewhere between “Strongly Agree” and “Agree,” select “Agree.”) Be sure to respond to all the questions.

Use the “Comments” sections to explain your answers (especially for those which you answered “Neutral”, “Disagree”, “Strongly Disagree” or “Don’t Know.”) Written comments will be kept anonymous, as well.

If you have any questions, please contact Erica Osborne (760-271-0557, eosborne@viahcc.com) or Tammy Atherton (602-315-9666, tatherton@viahcc.com) at **Via Healthcare Consulting**. Thank you in advance for your time and thoughtful responses.

This survey is broken down into the following areas of board responsibilities/activities:

Section I	Mission and Planning Oversight: Setting Strategic Direction
Section II	Quality Oversight: Monitoring Performance Improvement
Section III	Legal and Regulatory Oversight: Ensuring Organizational Integrity
Section IV	Finance and Audit Oversight: Following the Money
Section V	Management Oversight: Enhancing Board-Executive Relations
Section VI	Board Effectiveness: Optimizing Board Functioning

Section I Mission and Planning Oversight: Setting Strategic Direction

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
1. The ECH Board and its committees uses the Mission and Vision statements to guide its decision-making.	5	4	3	2	1	DK	NA
2. The ECH Board regularly reviews the organization's performance against community health care needs to ensure it is meeting its obligations as a not-for-profit organization.	5	4	3	2	1	DK	NA
3. The ECH Board is appropriately involved in establishing the organization's strategic direction (e.g. creating a long-range vision, setting strategic priorities, and developing/approving the strategic plan).	5	4	3	2	1	DK	NA
4. The ECH Board spends sufficient time during board and relevant committee meetings discussing strategy.	5	4	3	2	1	DK	NA
5. The ECH Board receives adequate education on strategic, external and internal environmental issues and trends throughout the year.	5	4	3	2	1	DK	NA

Mission and Planning Oversight Comments Section:

Section II Quality Oversight: Monitoring Performance Improvement

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
6. The ECH Board is well-informed about the quality, safety and patient experience provided by ECH.	5	4	3	2	1	DK	NA
7. The board oversees the setting of annual goals for the organization's performance on quality, safety and service.	5	4	3	2	1	DK	NA
8. The ECH Board receives adequate information regarding performance improvement programs undertaken at ECH.	5	4	3	2	1	DK	NA
9. The ECH Board requires corrective action in response to under-performance on the quality and service goals.	5	4	3	2	1	DK	NA
10. All ECH Board members receive adequate education on the board's responsibilities for quality oversight and/or ECH's quality metrics throughout the year.	5	4	3	2	1	DK	NA

Quality Oversight Comments Section:

Section III Legal and Regulatory Oversight: Ensuring Organizational Integrity

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
11. The ECH Board members apprise themselves of all reasonably-available and relevant information before taking action on any significant issue.	5	4	3	2	1	DK	NA
12. ECH Board members recuse themselves from involvement in any activity or decision that might be a conflict of interest.	5	4	3	2	1	DK	NA
13. All ECH Board members keep closed-session board discussions confidential.	5	4	3	2	1	DK	NA
14. The ECH Board has sufficient processes in place to ensure all members of the executive compensation committee are 'independent' (i.e. free from any conflicts of interest).	5	4	3	2	1	DK	NA
15. The ECH Board is knowledgeable about the organization's compliance performance.	5	4	3	2	1	DK	NA

Legal and Regulatory Oversight Comments Section:

Section IV Finance and Audit Oversight: Following the Money

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
16. The ECH Board establishes realistic financial goals and objectives for the organization.	5	4	3	2	1	DK	NA
17. The ECH Board regularly monitors the organization's financial and operational performance compared to plans and relevant industry benchmarks.	5	4	3	2	1	DK	NA
18. The ECH Board requires corrective action in response to under-performance on the financial and capital plans.	5	4	3	2	1	DK	NA
19. The ECH Board members demonstrate a good understanding of ECH's business via discussions of key issues.	5	4	3	2	1	DK	NA
20. The ECH Board has sufficient knowledge and processes in place to effectively oversee organization-wide risk (i.e., financial, business, and operational risks).	5	4	3	2	1	DK	NA
21. The ECH Board has sufficient processes in place to ensure all members of the committee that oversee audit are 'independent' (i.e. free from any material conflicts of interest).	5	4	3	2	1	DK	NA

Finance and Audit Oversight Comments Section:

Section V Management Oversight: Enhancing Board-Executive Relations

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
22. All ECH Board members respect the distinction between the role of the board and the role of management.	5	4	3	2	1	DK	NA
23. The ECH Board currently has a productive working relationship with the CEO.	5	4	3	2	1	DK	NA
24. The ECH Board has a clear process in place for setting the CEO's annual goals.	5	4	3	2	1	DK	NA
25. The full ECH Board participates in the annual evaluation and review of the CEO's performance.	5	4	3	2	1	DK	NA
26. The full board is knowledgeable about all elements of the CEO's compensation.							
27. The ECH Board is informed of and regularly reviews an executive management succession plan.	5	4	3	2	1	DK	NA

Management Oversight Comments Section:

Section VI Board Effectiveness: Optimizing Board Functioning

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
28. ECH Board members understand the reserved powers held by the sole member, the El Camino Healthcare District Board.	5	4	3	2	1	DK	NA
29. ECH Board members understand the roles and responsibilities of the hospital board.	5	4	3	2	1	DK	NA
30. ECH Board members receive sufficient orientation and on-going education to do their job effectively.	5	4	3	2	1	DK	NA
31. The ECH committee structure is appropriate to the current responsibilities of the board.	5	4	3	2	1	DK	NA
32. The ECH board receives sufficient information and context regarding the process committees follow in developing recommendations to the board.	5	4	3	2	1	DK	NA
33. Committee reports provide the full board with sufficient information to make informed decisions.	5	4	3	2	1	DK	NA
34. Board and committee meeting materials/presentations are not overly duplicative of each other.	5	4	3	2	1	DK	NA
35. ECH Board members ask appropriately challenging questions of the CEO and senior management.	5	4	3	2	1	DK	NA
36. ECH Board members exhibit a willingness to challenge status quo thinking.	5	4	3	2	1	DK	NA

Board Effectiveness Comments Section:

Additional Comments

Thank you for your contributions and commitment to El Camino Hospital. These comments (as well as this entire questionnaire's responses) will be kept confidential and anonymous.

Conclusion:

Thank you for your contributions and commitment to El Camino Health. Your time, dedication, and experience serving El Camino Health's mission are tremendously valued. Thank you also for taking the time to complete this survey.

If you have any questions about the survey questions or the process, please contact Erica Osborne (760-271-0557, eosborne@viahcc.com) or Tammy Atherton (602-315-9666, tatherton@viahcc.com) at Via Healthcare Consulting. Thank you again.

DRAFT PROPOSED FY20 COMMITTEE GOALS

Governance Committee

PURPOSE

The purpose of the Governance Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/reappointment process. The Governance Committee ensures the Board and Committees are function at the highest level of governance standards.

STAFF: **Dan Woods**, Chief Executive Officer (Executive Sponsor); **Cindy Murphy**; Director of Governance Services

The CEO 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
1. Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies	Q1 FY20 Q4 FY20 Q4 FY20	<ul style="list-style-type: none"> - Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board - Chair nominates Governance Committee member to serve on District Board Ad Hoc Committee and participate in the Non-District Board Member recruitment/interview process as requested by the District Board - Assess implementation of changes to ECH Board Structure and make recommendations
2. Promote, enhance, and sustain competency-based, efficient, effective governance	Q4 FY19 –Q1 FY21 Q1- FY20	<ul style="list-style-type: none"> - FY19 Self-Assessment Survey Completed (Q4 FY19 – Q1 FY20) - FY20 Self-Assessment Tool recommended to the Board (Q3) and survey completed (Q4 FY20 – Q1 FY21) - Reports are completed and made available to the Board and the District Board (Q1) - Develop FY20 Board Goals (Q1)
3. Develop Board and Committee Education Plan for FY20	Q1 FY20 Q2 FY20	<ul style="list-style-type: none"> - Develop and recommend FY20 Board and Committee Education Plan - Recommend FY20 Annual Retreat Agenda to the Board

SUBMITTED BY:

Chair: Peter C. Fung, MD | **Executive Sponsor:** Dan Woods

Governance Committee

Updated March 25, 2019

FY19 GC Pacing Plan – Q1		
July 2018	August 7, 2018	September 2018
<p><i>No scheduled meeting</i></p> <p><i>At each meeting:</i></p> <p>Regular Consent Calendar Items: Minutes, Committee Recruitment Update, Article of Interest</p> <p>Other Regular Items:</p> <ul style="list-style-type: none"> - Board Recruitment Update - Report on Board Actions 	<ul style="list-style-type: none"> - Consider Hospital Board Member Competencies for FY19/20 - FY19 Board Education Plan <ul style="list-style-type: none"> o Topics Semi-Annual Board and Committee Education Sessions o Topic for Annual Retreat (February) o Topics For Board Meetings - Adopt Board Orientation Plan - Develop Specific Plan to Achieve FY19 Board Goals <ul style="list-style-type: none"> o Review Past Board Packets - Via Healthcare Consulting 	<p><i>No scheduled meeting</i></p>
FY19 GC Pacing Plan – Q2		
October 2018	November 6, 2018	December 2018
<p><i>October meeting moved to 11/6</i></p> <p>Wed., 10/24/2018 Board & Committee Educational Gathering</p>	<ul style="list-style-type: none"> - Review and Recommend Annual Board Self-Assessment Tool - Consider Proposed Delegations of Authority to Committees - Adopt Board Orientation Plan - Review Board Reimbursement Policy and Procedure - Review Board and Committee Education Policy - Review Changes to Board Materials 	<p><i>No Meeting</i></p>

Governance Committee

Updated March 25, 2019

FY19 GC Pacing Plan – Q3		
January 2019	February 2019	March 5, 2019
No scheduled -meeting	February meeting moved to 3/5	<ul style="list-style-type: none"> - Assess Progress on FY19 Board Goals - Discuss CEO Board service - Board Compensation and Reimbursement Policy and Procedure - Board Self-Assessment Survey Tool - Review Quality Committee Charter – Qualifications to Serve as Chair - Planning April Education Session - Hospital Board Officers Nomination and Selection Procedures -
FY19 GC Pacing Plan – Q4		
April 2, 2019	May 2019	June 4, 2019
<ul style="list-style-type: none"> - Set FY20 Governance Committee Dates - Develop FY20 Governance Committee Goals - Assess Progress on FY19 Board Goals Done in March - Develop FY20 Board Goals (?Delay Until August September ?) - Assess ECH Board Structure (June) - Review and Recommend Board Self-Assessment Tool - <p>Wed., 4/24/2019 Board & Committee Educational Gathering</p>	<p>No scheduled meeting</p> <p>May 20th - Early Bird Registration Deadline for American Hospital Association Leadership Summit (July 25-27 in San Diego)</p>	<ul style="list-style-type: none"> - Review and Recommend all FY20 Committee Goals to Board - Annual Review of Composition of Advisory Committees and Review Proposed Advisory Committee and Committee Chair Assignments - Review Committees' progress against FY19 Goals - Confirm self-assessment sent to District (from GC charter) - Finalize FY20 Master Calendar (for Board approval in June) - Finalize FY19 GC Goals - Assess ECH Board Structure - Review and Consider Recommending ECH Bylaws Revisions <p>Launch Board and Board Chair Assessments</p>

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: April 2, 2019
Subject: Roundtable Discussion

Purpose:

To review the effectiveness of the Committee's meeting.

Summary:

1. Situation: How effective was this meeting?
2. Authority: N/A
3. Background: We included an excerpt from the Governance Institute's "Elements of Governance" Series titled "Board Committees" in the Committee's February 6, 2018 packet. Committee Chair Fung asked that we include the questions posed in the "Committee Meeting Effectiveness Assessment Options" section for the Committee to discuss at the conclusion of the meeting.
4. Assessment: N/A
5. Other Reviews: N/A
6. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions:

1. Brief discussion topics: what worked well/should be repeated? What should be changed/added/deleted?
2. Were the meeting packet and agenda helpful?
3. Did key issues receive sufficient attention?
4. Did we spend the right amount of time on each issue?
5. Was there a significant amount of discussion (vs. presentation)?
6. Were discussions kept at the governance level?
7. Did all members participate fully?
8. Did we hold ourselves accountable to the rules of engagement?