

## AGENDA

### Executive Compensation Committee Meeting of the El Camino Hospital Board

Wednesday, January 20, 2016 **4:30 p.m.**

El Camino Hospital

Medical Staff Conference Room, First floor

2500 Grant Road, Mountain View, California

Julia Miller will be participating via teleconference from the following address:

1209 L Street, Sacramento, CA 95814

**MISSION:** 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
<b>1. CALL TO ORDER</b>	Jeff Davis, Chair		4:30 – 4:31 p.m.
<b>2. ROLL CALL</b>	Jeff Davis, Chair		4:31 – 4:32
<b>3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Jeff Davis, Chair		4:32 – 4:33
<b>4. PUBLIC COMMUNICATION</b>	Jeff Davis, Chair		4:33 – 4:36
<b>5. CONSENT CALENDAR ITEMS:</b> Any Committee Member may remove an item for discussion before a motion is made.	Jeff Davis, Chair	<i>public comment</i>	<b>Motion Required</b> 4:36 – 4:37
<b>Approval:</b> - Minutes of Executive Compensation Committee Meeting, Open Session (11/17/15)			
<b>6. EXECUTIVE INCENTIVE GOAL SETTING PHILOSOPHY</b>	Tomi Ryba, President and CEO Mick Zdeblick, COO Andrew Lewis, Sullivan Cotter and Associates	<i>public comment</i>	<b>Possible Motion</b> 4:37 – 5:07
<b>7. ADJOURN TO CLOSED SESSION</b>	Jeff Davis, Chair		5:07 – 5:08
<b>8. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Jeff Davis, Chair		5:08
<b>9. CONSENT CALENDAR</b> Any Committee Member may remove an item for discussion before a motion is made.	Jeff Davis, Chair		<b>Motion Required</b> 5:08 – 5:10

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 650-988-7504 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		ESTIMATED TIMES
Approval of Meeting Minutes of the Closed Session (11/17/15) <i>Gov't Code Section 54957.2</i>			
<b>10.</b> Report involving <i>Gov't Code Sections 54957</i> and <i>54957.6</i> for report and discussion on personnel matters; and <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secret. - Executive Compensation Consultant Interviews	Bob Miller, Vice Chair Teri Eyre, Member		<b>Discussion</b> 5:10 – 7:10
<b>11.</b> Report involving <i>Gov't Code Sections 54957</i> and <i>54957.6</i> for report and discussion on personnel matters; and <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secret. - Executive Compensation Consultant Summary Discussion	Jeff Davis, Chair		<b>Discussion</b> 7:10 – 8:10
<b>12.</b> Adjourn to Open Session	Jeff Davis, Chair		8:10 – 8:11
<b>13. RECONVENE OPEN SESSION/REPORT OUT</b>	Jeff Davis, Chair		8:11 – 8:12
To report any required disclosures regarding permissible actions taken during Closed Session.			
<b>14. EXECUTIVE COMPENSATION CONSULTANT SELECTION</b>	Jeff Davis, Chair	<i>public comment</i>	<b>Motion</b> 8:12 – 8:14
<b>15. FY16 COMMITTEE GOALS AND PACING PLAN</b>	Jeff Davis, Chair	<i>public comment</i>	<b>Possible Motion</b> 8:14 – 8:19
<b>16. CLOSING COMMENTS</b>	Jeff Davis, Chair		<b>Discussion</b> 8:19 – 8:24
<b>17. ADJOURNMENT</b>	Jeff Davis, Chair		8:24 – 8:25 p.m.

Upcoming Executive Compensation Committee Meetings in FY16:

- March 23, 2016 (Semi-Annual Board and Committee Educational Session)
- March 24, 2016
- May 17, 2016