

## AGENDA

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

Thursday, March 24, 2016 **4:30 p.m.**

El Camino Hospital

Conference Room B, Ground floor

2500 Grant Road, Mountain View, California

Jing Liao will be participating via teleconference from the following address:

Randolph B, 241 Madison Ave, Detroit, MI

**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>	Jeffrey Davis, MD, Chair		4:30 – 4:31 p.m.
<b>2. ROLL CALL</b>	Jeffrey Davis, MD, Chair		4:31 – 4:32
<b>3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Jeffrey Davis, MD, Chair		4:32 – 4:33
<b>4. PUBLIC COMMUNICATION</b>	Jeffrey Davis, MD, 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. <b>Approval:</b> a. <a href="#">Minutes of Executive Compensation Committee Meeting, Open Session (1/20/16)</a> b. <a href="#">Proposed FY17 Meeting dates</a>	Jeffrey Davis, MD, Chair	<i>public comment</i>	<b>Motion Required</b> 4:36 – 4:39
<b>6. SUMMARY OF STAKEHOLDER INTERVIEWS</b> <a href="#">ATTACHMENT 6</a>	Stephen Pollack and Lisa Stella, Mercer LLC		4:39 – 4:44
<b>7. EXECUTIVE INCENTIVE GOAL SETTING PHILOSOPHY</b> <a href="#">ATTACHMENT 7</a>	Jeffrey Davis, MD, Chair; Stephen Pollack and Lisa Stella, Mercer LLC	<i>public comment</i>	<b>Possible Motion</b> 4:44 – 5:24
<b>8. EXECUTIVE PERFORMANCE APPRAISAL PHILOSOPHY</b> <a href="#">ATTACHMENT 8</a>	Kathryn Fisk, CHRO; Stephen Pollack and Lisa Stella, Mercer LLC; Tomi Ryba, CEO		<b>Discussion</b> 5:24 – 5:44
<b>9. PREPARATION FOR JOINT MEETING WITH THE BOARD</b>	Jeffrey Davis, MD, Chair		<b>Discussion</b> 5:44 – 5:59

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
<b>10. ADJOURN TO CLOSED SESSION</b>	Jeffrey Davis, MD, Chair		5:50 – 6:00
<b>11. CONSENT CALENDAR</b> Approval of Meeting Minutes of the Closed Session (1/20/16) <i>Gov't Code Section 54957.2</i>		<i>public comment</i>	<b>Motion Required</b> 6:00 – 6:02
<b>12.</b> <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secret. - FY17 Strategic Planning Process and Organizational Goals	Tomi Ryba, CEO; Mick Zdeblick, COO		<b>Discussion</b> 6:02 – 6:17
<b>13.</b> Report involving <i>Gov't Code Sections 54957 and 54957.6</i> for report and discussion on personnel matters - Succession Planning, Leadership Development and Talent Profiles	Kathryn Fisk, CHRO		<b>Discussion</b> 6:17 – 6:32
<b>14.</b> Adjourn to Open Session	Jeffrey Davis, MD, Chair		<b>Motion Required</b> 6:32 – 6:33
<b>15. RECONVENE OPEN SESSION/REPORT OUT</b>			
To report any required disclosures regarding permissible actions taken during Closed Session.	Jeffrey Davis, MD, Chair		<b>Information</b> 6:33 – 6:34
<b>16. PROPOSED FY17 COMMITTEE GOALS</b> <a href="#">ATTACHMENT 16</a>	Kathryn Fisk, CHRO	<i>public comment</i>	<b>Possible Motion</b> 6:34 – 6:44
<b>17. EXECUTIVE COMPENSATION COMMITTEE CHARTER REVIEW</b> <a href="#">ATTACHMENT 17</a>	Kathryn Fisk, CHRO	<i>public comment</i>	<b>Possible Motion</b> 6:44 – 6:54
<b>18. FY16 PACING PLAN</b> <a href="#">ATTACHMENT 18</a>	Jeffrey Davis, MD, Chair	<i>public comment</i>	<b>Possible Motion</b> 6:54 – 6:59
<b>19. CLOSING COMMENTS</b>	Jeffrey Davis, MD, Chair		<b>Discussion</b> 6:59 – 7:04
<b>20. ADJOURNMENT</b>	Jeffrey Davis, MD, Chair		7:04 – 7:05 p.m.

Upcoming Executive Compensation Committee Meetings in FY16:

- May 17, 2016