

## AGENDA

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

Tuesday, May 17, 2016 **4:30 p.m.**

Conference Room C (ground floor)

2500 Grant Road, Mountain View, California 94040

Jing Liao will be participating via teleconference from the following address:  
875 Stevenson Street San Francisco, CA 94103

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

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.	Jeffrey Davis, MD, Chair	<b>motion required</b> 4:36 – 4:37
<b>Approval:</b> a. <a href="#">Minutes of Executive Compensation Committee Meeting, Open Session (3/24/16)</a> b. <a href="#">Minutes of the Joint Executive Compensation Committee and the Hospital Board Meeting, Open Session (4/13/16)</a>		
<b>6. ADJOURN TO CLOSED SESSION</b>	Jeffrey Davis, MD, Chair	<b>motion required</b> 4:37 – 4:38
<b>7. CONSENT CALENDAR</b> Approval of Meeting Minutes of the Closed Session (3/24/16) <i>Gov’t Code Section 54957.2</i>	Jeffrey Davis, MD, Chair	<b>motion required</b> 4:38 – 4:39
<b>8.</b> Discussion involving <i>Gov’t Code Sections 54957 and 54957.6</i> for report and discussion on personnel matters and report involving <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets: - Market Analysis Report for Executives	Stephen Pollack, Mercer	<b>discussion</b> 4:39 – 4:54

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
<p>9. Discussion involving <i>Gov't Code Sections 54957 and 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 secrets:</p> <ul style="list-style-type: none"> <li>- Proposed FY17 Executive Salary Ranges</li> </ul>	Tomi Ryba, CEO		<p><b>possible motion</b> 4:54 – 5:14</p>
<p>10. Discussion involving <i>Gov't Code Sections 54957 and 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 secrets:</p> <ul style="list-style-type: none"> <li>- Proposed FY17 Executive Base Pay</li> </ul>	Tomi Ryba, CEO		<p><b>possible motion</b> 5:14 – 5:34</p>
<p>11. Discussion involving <i>Gov't Code Sections 54957 and 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 secrets:</p> <ul style="list-style-type: none"> <li>- Proposed FY17 CEO Salary Range</li> </ul>	Jeffrey Davis, MD, Chair Stephen Pollack, Mercer, LLC		<p><b>possible motion</b> 5:34 – 5:44</p>
<p>12. Discussion involving <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets:</p> <ul style="list-style-type: none"> <li>- Approach to Target Setting</li> </ul>	Stephen Pollack, Mercer, LLC		<p><b>discussion</b> 5:44 – 5:54</p>
<p>13. Discussion involving <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets:</p> <ul style="list-style-type: none"> <li>- Proposed FY17 Organizational Goals</li> </ul>	Tomi Ryba, CEO; Mick Zdeblick, COO		<p><b>motion required</b> 5:54 – 6:04</p>
<p>14. Discussion involving <i>Gov't Code Sections 54957 and 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 secrets:</p> <ul style="list-style-type: none"> <li>- Proposed FY17 Individual Executive Goals</li> </ul>	Tomi Ryba, CEO		<p><b>motion required</b> 6:04 – 6:34</p>
<p>15. Report involving <i>Gov't Code Sections 54957 and 54957.6</i> for report and discussion on personnel matters:</p> <ul style="list-style-type: none"> <li>- Defining and Applying the Discretionary Measure</li> </ul>	Tomi Ryba, CEO; Stephen Pollack, Mercer, LLC		<p><b>discussion</b> 6:34 – 6:39</p>
<p>16. <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets:</p> <ul style="list-style-type: none"> <li>- Biennial Committee Self-Assessment</li> </ul>	Joann McNutt, Nygren Consulting		<p><b>discussion</b> 6:39 – 6:59</p>
<p><b>17. ADJOURN TO OPEN SESSION</b></p>	Jeffrey Davis, MD, Chair		<p><b>motion required</b> 6:59 – 7:00</p>
<p><b>18. RECONVENE OPEN SESSION/REPORT OUT</b></p>	Jeffrey Davis, MD, Chair		<p><b>information</b> 7:00 – 7:01</p>

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
To report any required disclosures regarding permissible actions taken during Closed Session.			
<b>19. FY17 PACING PLAN</b> <a href="#"><u>ATTACHMENT 19</u></a>	Jeffrey Davis, MD, Chair		<b>possible motion</b> 7:01 – 7:11
<b>20. CLOSING COMMENTS</b>	Jeffrey Davis, MD, Chair		<b>discussion</b> 7:11 – 7:14
<b>21. ADJOURNMENT</b>	Jeffrey Davis, MD, Chair		<b>motion required</b> 7:14 – 7:15 p.m.

**a. Minutes of Executive Compensation Committee  
Meeting, Open Session (3/24/16)**

**Minutes of the Open Session of the  
 Executive Compensation Committee  
 Thursday, March 24, 2016, 4:30 p.m.  
 El Camino Hospital, Medical Staff Conference Room  
 2500 Grant Road, Mountain View California  
 Jing Liao participated via teleconference from the following address:  
 Randolph B, 241 Madison Ave, Detroit, MI**

**Members Present**

Jeffrey Davis, MD  
 Lanhee Chen  
 Jing Liao (via teleconference)  
 Bob Miller  
 Julia Miller

**Members Absent**

Teri Eyre  
 Prasad Setty

**Members Excused**

Agenda Item	Comments/Discussion	Approvals/Action
<b>1. CALL TO ORDER</b> Committee Chair	Committee Chair Jeffrey Davis, MD, called the Meeting of the Executive Compensation Committee of El Camino Hospital to order at 4:30 pm.	
<b>2. ROLL CALL</b>	Roll call was taken. Committee members Eyre and Setty were absent and Committee member Liao joined by telephone. All other Committee members were present.	
<b>3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Davis asked if any Committee member may have a conflict of interest with any of the items on the agenda. No conflict of interest was reported.	
<b>4. PUBLIC COMMUNICATION</b>	None.	
<b>5. CONSENT CALENDAR</b>	<p>The Committee members discussed amending the proposed FY17 meeting dates by changing the 9/22/16 date to 9/15/16.</p> <p><b>Motion:</b> To approve the Consent Calendar (Minutes of the January 20, 2016 Executive Compensation Committee meeting; Proposed FY17 Executive Compensation Committee Meeting calendar as amended.)</p> <p><b>Movant:</b> Miller  <b>Second:</b> Chen  <b>Ayes:</b> Davis, Chen, Liao, B. Miller  <b>Noes:</b> None  <b>Abstain:</b> J. Miller  <b>Absent:</b> Eyre, Setty  <b>Recused:</b> None</p>	<b><i>Consent Calendar Approved</i></b>

<b>6. SUMMARY OF STAKEHOLDER INTERVIEWS</b>	<p>Stephen Pollack of Mercer, LLC reported that interviews he and Lisa Stella, also of Mercer, conducted of the Committee members, the Board Chair, and the Executive Leadership Team demonstrated that, with respect to executive compensation, (1) ECH needs strong visionary leaders with ability to execute, (2) dissatisfaction with the executive compensation program is not creating turnover, (3) the idea of capping executive salaries at the market median makes it difficult to recruit from outside the Bay Area.</p>	
<b>7. EXECUTIVE INCENTIVE GOAL SETTING PHILOSOPHY</b>	<p>Mr. Pollack described Mercer’s recommended changes to the Hospital’s Executive Compensation Incentive Goal Setting:</p> <ol style="list-style-type: none"><li>1. Organizational Goals: Remove Joint Commission Accreditation as a gateway goal and possibly replace it with a quality goal. Select three operational and one strategic goal.</li><li>2. Individual Goals: a) Change weighting for most executives to 80% organizational/10% individual / 10% discretionary; b) Change weighting for the President of the Foundation and the President of CONCERN EAP to 50/40/10; c) select 1-2 SMART goals with a strategic link for each executive that reflects the work of their division, are not shared, and do not duplicate the organizational goals but are aligned with the organizational goals.</li></ol> <p>Ms. Ryba requested that the Board be given additional guidance regarding how the discretionary measure should be applied and what the Executives and the CEO are being measured against. Mr. Miller suggested that the discretionary might be defined as how the goals were met. Mr. Pollack commented that it is customary in the healthcare industry to use a discretionary measure, but that less than 10% is not likely to influence behavior. Mr. Pollack also explained that the recommendation to change the weighting of the executive goals will support increased teamwork. The Committee members discussed the recommendations, the value of reducing the number of goals, whether the movement of 10% from individual to organizational would meaningfully influence behavior or whether it would divert focus away from the individual goal in a negative way, and whether there might be a case in which a shared individual goal is appropriate. The Committee also discussed using one longer term annualized strategic non-operational goal and whether it might be a growth goal.</p>	

Mr. Pollack explained that it is unusual to see Joint Commission as a gateway goal and recommended it be replaced with an important quality or safety goal, maybe related to never events. Ms. Ryba will come back to the Committee with a specific recommendation. He also explained the reasoning for the change to 40% for the “Presidents”; that it would be specific to their business lines and the Committee members expressed agreement with this recommendation.

Ms. Liao discontinued her participation in the meeting.

Following further discussion, the Committee adopted the following motion:

**Motion:** To recommend the following

1. To maintain the executive team (except the “Presidents” and CEO) at 70/20/10, but the individual goal should be a “quasi big dot” goal specific to the executive’s functional area. The CEO would remain at 90/10.
2. The CEO should consider proposing removing Joint Commission Accreditation as a gateway goal and replacing it with something else.
3. Select a 4<sup>th</sup> organizational goal that is strategic and future looking.
4. Change the weighting for the President of the Foundation and President of CONCERN: EAP to 50/40/10, with the 40% individual goal being tied to the President’s business line, which will require a change to the Incentive Compensation Plan.

**Movant:** Davis

**Second:** Miller

**Ayes:** Davis, Chen, B. Miller, J. Miller

**Noes:** None

**Abstain:** None

**Absent:** Eyre, Liao, Setty

**Recused:** None

Mr. Pollack also described some recommended base pay methodology changes that he will bring forward at a later meeting when FY17 base pay recommendations are discussed. These include changing the peer group to revenue between \$500 million and \$1.5 billion, addition of a secondary source to include other industries for certain functional positions, use of 990 data for the CEO and the CFO, application of a higher geographical differential, perhaps as high as 27%.

	<p>Chair Davis requested that Mr. Pollack bring back a presentation about SERPs.</p>	
<p><b>8. EXECUTIVE PERFORMANCE APPRAISAL PHILOSOPHY</b></p>	<p>Ms. Stella reported that the Committee had requested a presentation about how leadership assessment and executive evaluation has been being handled at the Hospital. She explained that any approach needs to consider how to evaluate and reward past performance, and how to evaluate for the purpose of development skills for the future. She also explained that leadership assessments are tending to be more forward looking. The Committee members commented that there needs to be more conversation around those topics, particularly with respect to the CEO.</p> <p>The Committee requested more detailed information about how these issues are being addressed at ECH currently and with recommendations from Mercer.</p>	
<p><b>9. PREPARATION FOR JOINT MEETING WITH THE BOARD</b></p>	<p>Chair Davis asked the Committee members how they would like to present to the Board at the joint meeting. He explained that the goal of the joint meeting is to get the Board more informed about the work of the Committee, to hear the perspectives of the community members of the Committee, and to present the Committee's recommendations. Mr. Chen suggested that another goal might be for the Board to understand the caliber of the expertise of the Committee members and accept the recommendations.</p> <p>The Committee agreed that Chair Davis would introduce the topics and Mr. Miller would lead the presentation of the Committee recommendations around goal setting and Succession Planning as well as facilitate inclusion of the other committee members and the Board in the discussion.</p>	
<p><b>10. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 6:10 pm.  <b>Movant:</b> B. Miller  <b>Second:</b> J. Miller  <b>Ayes:</b> Chen, Davis, B. Miller, J. Miller  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Absent:</b> Eyre, Liao, Setty</p>	
<p><b>11. AGENDA ITEM 15 – RECONVENE OPEN SESSION / REPORT OUT</b></p>	<p>Open Session was reconvened at 6:42 pm. The Closed Session Minutes of January 20, 2016 were approved as amended during the closed session by a vote of four members in favor (Chen, Davis, B. Miller, J Miller).</p>	



<p><b>12. AGENDA ITEM 16 –                  FY17 COMMITTEE                  GOALS</b></p>	<p>Kathryn Fisk, Chief Human Resources Officer, presented proposed Draft FY17 ECC goals for the Committee’s consideration.</p> <p><b>Motion:</b> To recommend that the Board approve the proposed Draft FY17 Executive Compensation Committee Goals  <b>Movant:</b> B. Miller  <b>Second:</b> Chen  <b>Ayes:</b> Chen, Davis, B. Miller, J. Miller  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Absent:</b> Eyre, Liao, Setty</p>	
<p><b>13. AGENDA ITEM 17 –                  EXECUTIVE                  COMPENSATION                  COMMITTEE                  CHARTER                  REVIEW</b></p>	<p>Kathryn Fisk, CHRO, and Cindy Murphy, Board Liaison presented the proposed Draft Revised Charter and suggested that it be revised to clarify whether the ECC has the authority to select and engage a Consultant, or whether specific Board approval of the engagement is required and to reflect current practice by removing the words “Develop the CEO evaluation process in collaboration with the CEO”.</p> <p>Chair Davis and Mr. Miller commented that, in their experience, it is not necessary for the Board to approve the selection of a Consultant so were in favor of Alternative A. Mr. Miller commented that he is also accustomed to having Board Director compensation within the purview of the Committee. Chair Davis requested that a proposal be brought back to the Committee with respect to that item. The Committee also requested that the language “and performance appraisal process” be added to bullets 2 and 3 in Section B.</p> <p><b>Motion:</b> To recommend that the Board approve the proposed Draft Revised Executive Compensation Committee Charter Alternate A as amended.  <b>Movant:</b> B. Miller  <b>Second:</b> Chen  <b>Ayes:</b> Chen, Davis, B. Miller, J. Miller  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Absent:</b> None</p>	
<p><b>14. AGENDA ITEM 18 –                  PACING PLAN</b></p>	<p>The Committee requested that Executive Performance Appraisal Process be added to the Pacing Plan.</p>	
<p><b>15. AGENDA ITEM 19 –                  CLOSING                  COMMENTS</b></p>	<p>None.</p>	

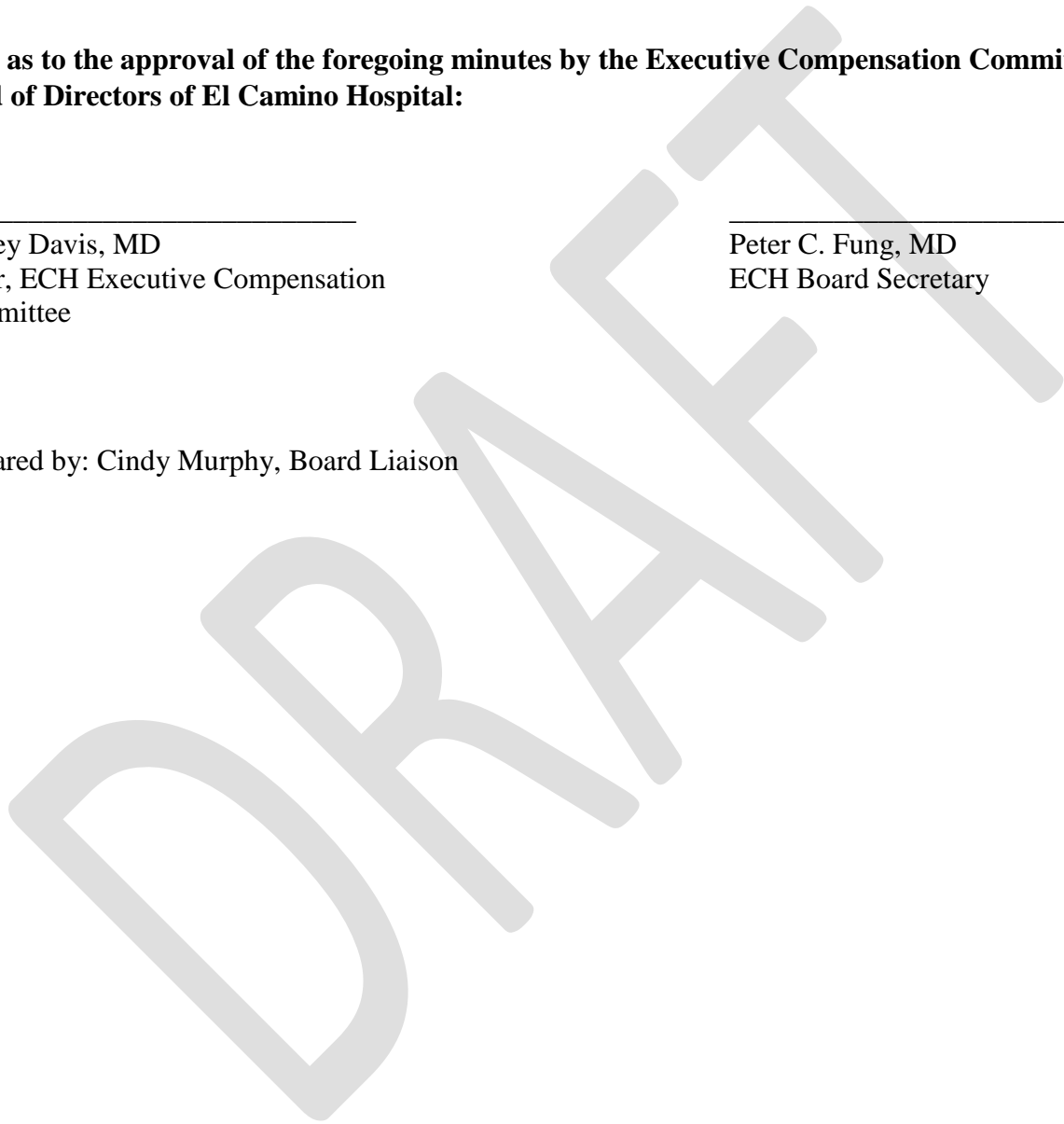
<b>16. AGENDA ITEM 20 - ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 6:59 pm <b>Movant:</b> J. Miller <b>Second:</b> B. Miller <b>Ayes:</b> Chen, Davis, B. Miller, J. Miller <b>Noes:</b> None <b>Abstain:</b> None <b>Absent:</b> Eyre, Liao, Setty	
---------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

**Attest as to the approval of the foregoing minutes by the Executive Compensation Committee and by the Board of Directors of El Camino Hospital:**

\_\_\_\_\_  
Jeffrey Davis, MD  
Chair, ECH Executive Compensation  
Committee

\_\_\_\_\_  
Peter C. Fung, MD  
ECH Board Secretary

Prepared by: Cindy Murphy, Board Liaison



**b. Minutes of the Joint Executive Compensation  
Committee and the Hospital Board Meeting, Open  
Session (4/13/16)**

**Minutes of the Joint Meeting of the  
El Camino Hospital Board of Directors  
and the Executive Compensation Committee**

**Wednesday, April 13, 2016**

**El Camino Hospital, 2500 Grant Road, Mountain View California  
Conference Rooms E, F & G**

**Board Members Present**

Lanhee Chen  
Dennis Chiu  
Neal Cohen  
Jeffrey Davis, MD  
Peter Fung, MD  
Julia Miller  
David Reeder  
Tomi Ryba  
John Zoglin

**Committee Members Absent**

Jing Liao

**Members Excused**

None

**Committee Members Present**

Teri Eyre  
Bob Miller  
Prasad Setty

<b>Agenda Item</b>	<b>Comments/Discussion</b>	<b>Approvals/Action</b>
<b>1. CALL TO ORDER</b>	The Joint Session meeting of the Board of Directors of El Camino Hospital (the “Board”) and the Executive Compensation Committee (the “Committee”) was called to order at 5:30 pm by Chair Cohen.	
<b>2. ROLL CALL</b>	A silent roll call was taken. All Board and Committee members were present, with the exception of Jing Liao. Director Fung arrived at 5:40 pm and Mr. Setty arrived at 5:35 pm.	
<b>3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Director Cohen asked if any Board or Committee member may have a conflict of interest on any of the items on the agenda. No conflicts were noted.	
<b>4. EXECUTIVE INCENTIVE GOAL SETTING PHILOSOPHY</b>	<p>Jeff Davis, Chair of the Executive Compensation Committee, introduced the Committee and praised the knowledge and proactive nature of the Committee members. Committee members Terry Eyre, Prasad Setty, and Bob Miller introduced themselves to the Board. Chair Davis provided a brief introduction of Committee member Jing Liao who was absent.</p> <p>Bob Miller, Vice Chair of the Executive Compensation Committee, described Mercer – the newly engaged executive compensation consultants – and their recommendations and findings on the goal setting philosophy and process. These recommendations were based on interviews with the Board Chair, leadership team, members of the committee, and Mercer’s depth and breadth of experience in working with numerous</p>	

other hospitals. The Committee reviewed the recommendations and shared them with the Board:

- Maintain operating margin as a threshold for incentive payment
- Consider removing Joint Commission accreditation as a gateway or trigger and consider replacing it with a quality goal
- Maintain organizational performance measures, include one strategic goal (to provide focus on long-term outcomes)
- Change executive goal weighting from 70/20/10 to 80/10/10 (organizational/individual/discretionary). Maintain CEO at 90 organizational/10 discretionary
- Introduce SMART goal (1 key, well-set goal per executive) with strategic plan link
- Change weights for performance to be rewarded 50% organizational, 40% business, 10% discretionary for the Presidents of the Foundation and CONCERN: EAP

Mr. Miller explained that the Committee disagreed with Mercer's recommendations for changing the weighting for the Executives. Instead, the Committee recommends the weights be maintained at 70% organizational/20% individual/10% discretionary.

He also explained that the Committee's deliberations focused on balancing long-term and operational goals as well as individual versus shared goals and accountability. He reported that Committee discussions moving forward will address whether target levels are appropriate, and how best to standardize and streamline goal setting processes.

In the Board's feedback to the Committee, Director Reeder discussed the potential pitfalls of using a quality goal as a gateway for measuring organizational success, given the dramatic impact of a single incident. Director Chiu asked about the CEO's lack of individual goals in the weighting recommendations. Ms. Eyre explained that the CEO's role is to pursue the top organizational goals and be accountable for those. Director Cohen discussed accountability for organizational goals, and the need for it to be equitable across the leadership team. He highlighted the need to foster a more collaborative environment and process. Mr. Miller noted that performance reviews as well as incentive plans can distribute accountability.

	<p>Director Ryba commented that physician leaders are engaged when discussing and developing organizational goals. She also noted that Medical Director contracts are very goal specific, and organization/individual goals inform manager goals.</p> <p>Director Ryba suggested setting two-year goals rather than setting targets one year at a time, as work often takes longer than one year.</p>	
<p><b>5. SUCCESSION PLANNING</b></p>	<p>Mr. Miller outlined the succession planning talent profile. This document provides information on strengths, development needs, and resources to help improvement. If an executive leaves, succession planning outlines how the role should be filled and who is ready for that role, building a pipeline of talent.</p> <p>Kathryn Fisk, CHRO, reported on the status of succession planning and leadership development activities. She commented that one goal is to find talent in ECH’s pool of department Directors and noted that 100% of ECH’s executives have emergency successors. Next steps include reviewing core competencies and developing and retaining current executives while grooming successors. Another project underway is creating succession charts that note candidates’ readiness for roles.</p> <p>Director Zoglin initiated discussion of measurable outcomes to determine the effectiveness of these plans: improving retention rate, internal promotions/hires, etc. Mr. Setty, Director Ryba, and Director Cohen described important factors to balance: ideally, multiple people are available to fill a particular executive role (not relying on one person), individuals have specialized <i>and</i> general knowledge (so they can add value to other areas), and the talent pool brings new perspectives into the fold (even though the employees here already are very capable). Ms. Eyre noted from her experience a general benchmark for success is filling two-thirds of executive positions internally. Metrics will continue to be discussed and refined to decide what the strategy of measuring success is, and then to evaluate if ECH is meeting that strategy.</p>	
<p><b>6. ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn the meeting at 6:45 pm.</p> <p><b>Movant:</b> Chen  <b>Second:</b> Chiu</p>	<p><i>Meeting adjourned at 6:45 pm.</i></p>

	<b>Ayes:</b> Chen, Cohen, Chiu, Davis, Fung, Miller, Reeder, Ryba, Zoglin <b>Noes:</b> None. <b>Abstentions:</b> None. <b>Absent:</b> None. <b>Recused:</b> None.	
--	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

**Attest as to the approval of the foregoing minutes by the Board of Directors of El Camino Hospital:**

\_\_\_\_\_  
Neal Cohen, MD  
Chair, ECH Board

\_\_\_\_\_  
Peter C. Fung, MD  
ECH Board Secretary

\_\_\_\_\_  
Jeffrey Davis, MD  
Chair, ECH Executive Compensation  
Committee

Prepared by: Cindy Murphy, Board Liaison

DRAFT

**ATTACHMENT 19**



**EXECUTIVE COMPENSATION COMMITTEE**

**DRAFT May 17, 2016**

**PROPOSED PACING PLAN FOR FY 2017**

FY2017: Q1		
JULY	AUGUST	SEPTEMBER 15, 2016
<p><b>No Board Meeting</b></p>		<p>Committee to take action on:</p> <ol style="list-style-type: none"> <li>1. FY 16 Organizational score</li> <li>2. FY 16 individual scores for CEO &amp; exec team</li> <li>3. FY 16 performance incentive payout amounts (execs and CEO)</li> <li>4. Minutes from May 17, 2016 meeting</li> <li>5. Revised Executive Compensation Policies</li> <li>6. Executive Benefit Plan</li> </ol> <p>Committee to receive:</p> <ol style="list-style-type: none"> <li>1. Report on Long Term ECH Strategy</li> </ol>
FY2017: Q2		
OCTOBER	NOVEMBER 15, 2015	DECEMBER
<p>14 - Board to take action on the following items:</p> <ol style="list-style-type: none"> <li>1. Accept Moss Adam's financial audit</li> <li>2. Approve FY 16 organizational score</li> <li>3. Approve FY 16 executive individual scores</li> <li>4. Approve FY 16 executive payout amounts (discuss in closed, vote in open)</li> <li>5. Determine CEO's discretionary score and FY 16 individual score</li> <li>6. Approve FY16 CEO payout amount (discuss in closed, vote in open)</li> <li>7. Executive Benefit Plan Changes</li> </ol> <ul style="list-style-type: none"> <li>• Executive incentive payouts 10/28/16</li> </ul>	<p>Committee to take action on:</p> <ol style="list-style-type: none"> <li>1. Letters of Rebuttable Presumption</li> <li>2. Minutes from September 15, 2016 meeting</li> </ol> <p>Committee to Discuss :</p> <ol style="list-style-type: none"> <li>1. Executive Performance Appraisal Process</li> <li>2. Possible Charter Revision to add Board Director Compensation</li> <li>3. Confirm Ongoing Committee Participation</li> </ol> <p>Committee to Receive:</p> <ol style="list-style-type: none"> <li>1. Report on Executive Benefits</li> </ol> <p><b>*Semi-Annual Board and Committee Gathering TBD</b></p>	<p><b>No Board Meeting</b></p> <ul style="list-style-type: none"> <li>• Mitch Olejko prepares cover letter for rebuttable presumption action</li> </ul>

FY2017: Q3		
JANUARY	FEBRUARY	MARCH 23, 2017
<p>Board to take action on the following items:</p> <ol style="list-style-type: none"> <li>1. Accept Letter of Rebuttable Presumption</li> </ol> <ul style="list-style-type: none"> <li>• Beginning of benefit /executive benefit plan year</li> </ul>		<p>Committee to take action on:</p> <ol style="list-style-type: none"> <li>1. Proposed FY18 Committee Goals</li> <li>2. FY 18 Meeting Dates</li> <li>3. November 15, 2016 Minutes</li> <li>4. Possible Charter Revision (Board Director Comp.)</li> </ol> <p>Committee to review and discuss:</p> <ol style="list-style-type: none"> <li>1. Update on FY 18 Strategic Planning and progress against FY 17 performance incentive goals</li> <li>2. Update on succession planning, leadership development, and talent profiles with addition of domain competencies</li> </ol> <p>*Semi Annual Board and Committee Gathering TBD</p>
FY2017: Q4		
APRIL	MAY 25, 2017	JUNE
	<p>Committee will take action on:</p> <ol style="list-style-type: none"> <li>1. Finalize Committee FY 18 Pacing Plan</li> <li>2. Review &amp; may approve salary ranges for FY18</li> <li>3. Review and discuss CEO's recommendations on FY 18 base salaries. May determine recommendation.</li> <li>4. Review and discuss CEO's recommendations on FY 18 organizational and executive individual performance incentive goals. Determine recommendation.</li> <li>5. Discuss and may determine recommendation on CEO's FY 18 base salary</li> <li>6. Discuss and determine recommendation on CEO's FY 18 individual goals</li> <li>7. Approval of March 23, 2017 minutes</li> </ol>	<p>8- Board to take action on the following items:</p> <ol style="list-style-type: none"> <li>1. FY 18 organizational goals</li> <li>2. FY 18 executive individual goals</li> <li>1. FY 18 CEO individual goals</li> <li>2. FY 18 executive base salaries</li> <li>3. FY 18 CEO base salary</li> <li>4. FY 18 Committee goals</li> </ol>