

AGENDA

Governance Committee Meeting of the El Camino Hospital Board

Tuesday, March 29, 2016 **5:30 p.m.**

El Camino Hospital

Conference Room A, Ground Level

2500 Grant Road, Mountain View, California

Christina Lai will be participating via teleconference from the following address:

Taiwan, ROC, Taipei City, Dazhi, Ming Shui Lu Lane #8

Peter Moran will be participating via teleconference from the following address:

110 Sioux Lane, Los Altos, CA 94022

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		
1. CALL TO ORDER	Peter C. Fung, MD, Chair		5:30 – 5:31 p.m.
2. ROLL CALL	Peter C. Fung, MD, Chair		5:31 – 5:32
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		5:32 – 5:33
4. PUBLIC COMMUNICATION	Peter C. Fung, MD, Chair		5:33 – 5:36
5. CONSENT CALENDAR ITEMS: Any Committee Member may remove an item for discussion before a motion is made.	Peter C. Fung, MD, Chair	<i>public comment</i>	Motion Required 5:36 – 5:37
Approval: a. Minutes of Governance Committee Meeting, Open Session (11/3/15) b. Proposed FY17 GC Meeting Dates			
Information: c. Report on Board and Committee Recruitment			
6. ADJOURN TO CLOSED SESSION	Peter C. Fung, MD, Chair		5:37
7. CONSENT CALENDAR ITEMS: Any Committee Member may remove an item for discussion before a motion is made.	Peter C. Fung, MD, Chair	<i>public comment</i>	Motion Required 5:37 – 5:38
a. Minutes of Governance Committee Meeting, Closed Session (11/3/15)			
8. Health and Safety Code Section 32106(b) for a report involving health care facility trade secret. a. Annual Board and Committee Self-Assessment Results	Joann McNutt, Nygren Consulting LLC	<i>public comment</i>	Discussion 5:38 – 6:03

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		
9. Adjourn to Open Session	Peter C. Fung, MD, Chair		6:03 – 6:04
10. RECONVENE OPEN SESSION/REPORT OUT	Peter C. Fung, MD, Chair		6:04 – 6:05
To report any required disclosures regarding permissible actions taken during Closed Session.			
11. REPORT ON BOARD ACTIONS	Peter C. Fung, MD, Chair		Information 6:05 – 6:10
12. REPORT ON BOARD PROCESSES ASSESSMENT WORK ATTACHMENT 12	Cindy Murphy, Board Liaison		Discussion 6:10 – 6:20
13. REVIEW OF EL CAMINO HOSPITAL NON-DISTRICT BOARD MEMBER ELECTION PROCESS a. Non-District Board Member Election Process Timeline b. ECH Board Competency Matrix c. ECH Board Member Re-Election Report Survey d. Non-District Board Member Position Specification and Job Description ATTACHMENT 13	Peter C. Fung, MD, Chair		Possible Motion 6:20 – 6:40
14. PROMOTE ENHANCED AND SUSTAINED COMPETENCY BASED EFFECTIVE GOVERNANCE ATTACHMENT 14	Dave Reeder, Committee Member		Discussion 6:40 – 7:05
15. REVIEW OF GOVERNANCE COMMITTEE CHARTER ATTACHMENT 15	Peter C. Fung, MD, Chair	<i>public comment</i>	Possible Motion 7:05 – 7:10
16. PROPOSED FY17 GOVERNANCE COMMITTEE GOALS ATTACHMENT 16	Peter C. Fung, MD, Chair	<i>public comment</i>	Possible Motion 7:10 – 7:20
17. PACING PLAN ATTACHMENT 17	Peter C. Fung, MD, Chair	<i>public comment</i>	Discussion 7:20 – 7:24
18. ROUND TABLE DISCUSSION	Peter C. Fung, MD, Chair		Discussion 7:24 – 7:29
19. ADJOURNMENT	Peter C. Fung, MD, Chair		7:30 p.m.

Upcoming Governance Committee Meetings in FY16:

- May 24, 2016

**a. Minutes of Governance Committee Meeting, Open
Session (11/3/15)**

**Minutes of the Open Session of the
Governance Committee
Tuesday, November 3, 2015
El Camino Hospital, 2500 Grant Road, Mountain View California
Conference Room 1**

Members Present

Peter C. Fung, MD
Lanhee Chen
Gary Kalbach
Christina Lai
Pete Moran
David Reeder

Members Absent

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER	Chair Peter C. Fung, MD called the Governance Committee of El Camino Hospital to order at 5:30 p.m. A quorum was present.	
2. ROLL CALL	Silent roll call was taken. All members were present.	
3. POTENTIAL CONFLICTS OF INTEREST DISCLOSURES	Chair Fung asked if any Committee member may have a conflict of interest on any of the items on the agenda. No Conflicts were reported.	
4. PUBLIC COMMUNICATION	None.	
5. CONSENT CALENDAR	<p>Motion: To approve the consent calendar: (Minutes of the Governance Committee meeting of August 4, 2015; Minutes of the Joint Meeting of the Board and Governance Committee of May 13, 2015; Annual Board Retreat Agenda)</p> <p>Motion: Kalbach Second: Lai Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Nays: None Abstain: None Recused: None Absent: None</p>	<i>Consent Calendar Approved</i>

6. INFORMATION ITEMS	The Committee's FY 16 Pacing Plan was discussed. Mr. Reeder requested that a discussion about the Committee's second goal "Promote, Enhance and Sustain Competency Based Effective Governance" be added to the Pacing Plan for the March meeting.	
7. REPORT ON BOARD ACTIONS	Chair Fung reported that the Board approved that the FYTD Financial Report and the FY15 Financial Audit, it was announced that Bob Miller was appointed as Vice Chair of the Executive Compensation Committee, the Board approved the FY16 Physician Bi-annual Contract Expense Report and the Compliance Committee will continue to Monitor the IT Security Plan and the Enterprise Risk Management Plan. He also reported that the iCare system will go live on November 7 th and that the Board approved a sleep apnea screening program and several Medical Director agreements.	
8. REPORT ON BOARD AND COMMITTEE RECRUITMENT	<p>Cindy Murphy, Board Liaison, reported she will be working with the ECHD Board Ad Hoc Committee over the coming weeks to develop recruitment materials for distribution to the Board and Advisory Committee Members, the Executive Leadership Team and local newspapers for the purpose of receiving nominations for membership on the ECH Board of Directors in accordance with action taken by the ECHD Board on October 20, 2015.</p> <p>The Committee members discussed the recommendation made by the Ad Hoc Committee to the ECHD Board as well as the ECHD Board's decision to pursue a "passive" recruitment as it considers the possible re-election of an ECH Board member whose term expires on June 30, 2016.</p>	
9. ANNUAL REVIEW OF ADVISORY COMMITTEE COMPOSITION	The Community members of the Committee each expressed willingness to serve in FY17 and each member of the Committee commented that the skill set on the Committee is excellent and there is no need to recruit additional community members. None of the Committee members noted any reason for concern about deficits on the other Board Advisory Committees.	
10. TERM LIMITS	<p>Chair Fung proposed and the Committee discussed changing the terms of the Non-District- Board Members to three 4-year terms. Factors considered included the investment of time required to become familiar with the Hospital and thus an effective Board member as well as continuity of Board membership.</p> <p>Motion: To recommend that the term of service for Non-District Board Members be changed to three 4-year</p>	

	<p>terms, including those currently sitting. Movant: Moran Second: Kalbach Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Nays: None Abstain: None Recused: None Absent: None</p> <p>The Committee also discussed changing the end of the term to November instead of June but did not take any action.</p> <p>The Committee directed staff to (if the Board approves the change at its November meeting) draft a proposed amendment to the Bylaws for the Board's consideration at its January 2016 meeting, without prior consideration by the Governance Committee as it does not meet again until March 2016.</p> <p>The Committee discussed lengthening the current 1-year terms for Community members of the Advisory Committees, but did not take any action. The members also discussed term limits for District Board members but, noting the significant cost to bring this to public election as well as the absence of control by the Hospital Board over this issue, did not take any action.</p>	
<p>11. ANNUAL BOARD AND COMMITTEE ASSESSMENT TOOL</p>	<p>Joann McNutt and Sara Finesilver of Nygren Consulting described this year's Board Self-Assessment Process including the qualitative interviews that will be conducted by Jane Thilo, MD, MS. The Committee reviewed and discussed the On-Line Survey tools for the Board, Board Chair and Committee assessments. The Committee requested that Question 19 be modified to read: "The Board's oversight of performance improvement includes initiatives designed to reduce cost (i.e. lean initiatives, fewer labs)."</p> <p>Motion: To recommend that the Board approve the proposed On-Line Self-Assessment Survey Tools with the correction to Question 19. Movant: Moran Second: Kalbach Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Nays: None Abstain: None Recused: None Absent: None</p>	

12. ADJOURN TO CLOSED SESSION	Motion: To adjourn to closed session at 6:57 pm Movant: Moran Second: Kalbach Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Nays: None Abstain: None Recused: None Absent: None	
13. AGENDA ITEM 16 – RECONVENE OPEN SESSION	Open session was reconvened at 6:58 pm. Chair Fung reported that the closed session minutes of the Committee’s August 4, 2015 meeting were approved by six committee members present (Chen, Fung, Kalbach, Lai, Moran and Reeder) during the closed session.	
14. AGENDA ITEM 17 – ROUND TABLE DISCUSSION	Mr. Kalbach commented that he felt it was a good productive meeting. Mr. Moran expressed a desire for the Committee to have more influence on Board dynamics and the process for electing Directors. Mr. Reeder commented that the Board needs to continue to focus on governing at a high strategic level.	
15. AGENDA ITEM 18 – ADJOURNMENT	Motion: To adjourn at 7:10 pm Movant: Reeder Second: Chen Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Nays: None Abstain: None Recused: None Absent: None	

Attest as to the approval of the foregoing minutes by the Governance Committee.

Peter Fung, MD
Chair, ECH Governance Committee

Proposed FY17 GC Meeting Dates

Recommended Governance Committee Date	Corresponding Hospital Board Date
July 2016 – No Meetings	July 2016 – No Meetings
August 2, 2016	August 10, 2016
No September Meeting	
No October Meeting	
November 1, 2016	November 9, 2016
December 2016 – No Meetings	December 2016 – No meetings
No January Meeting	
No February Meeting	
March 28, 2017	April 12, 2017
No April Meeting	
No May Meeting	
June 6, 2017	June 14, 2017

Report on Board and Committee Recruitment

COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Report on Board and Committee Recruitment Governance Committee March 29, 2015
Responsible party:	Cindy Murphy, Board Liaison
Action requested:	Information
<p>Background:</p> <p>1. El Camino Hospital Board of Directors</p> <p>In September 2015, The El Camino Healthcare District Board of Directors undertook consideration of re-electing Non-District Board Member (“NDBM”) Jeffrey Davis, MD to the El Camino Hospital Board of Directors. At its October 20, 2015 meeting, the District Board voted to engage in passive recruitment and to re-consider Dr. Davis’ re-election to the Hospital Board no later than May 17, 2016. However, the passive recruitment was suspended in November pending the District Board’s consideration of the Hospital Board’s recommendation to increase the NDBM’s term of service from 3 to 4 years.</p> <p>When the District Board did not adopt the recommendation to lengthen the term of service at its January meeting, we advertised the position in local newspapers. Following interviews with two very impressive candidates, the Ad Hoc Committee recommended that the District Board re-elect Dr. Davis. The District Board adopted the recommendation on March 15, 2016.</p> <p>2. Board Advisory Committees</p> <p>Following Wes Alles’ resignation from the Corporate Compliance Committee, we advertised the open position in local newspapers and sought references from Board members, Committee members and the Executive Leadership Team. We received a response from one candidate who was deemed not to be a fit due to inability to attend meetings on a consistent enough basis. At the Committee’s last meeting it was decided not to engage a recruiting firm yet, but to continue internal efforts.</p> <p>Kathy Cain recently accepted a new position in the San Diego area and has resigned from the Finance Committee. The Finance Committee will consider filling the vacancy at its March 28, 2016 meeting.</p>	
Committees that reviewed the issue and recommendation, if any: None.	
<p>Summary and Session Objectives:</p> <p>To update the Governance Committee on the status of Board and Advisory Committee</p>	

COMMITTEE MEETING AGENDA ITEM COVER SHEET

	recruitment activities.
	Suggested discussion questions: None. This is an information item.
	Proposed Committee motion, if any: None
	LIST OF ATTACHMENTS: None

ATTACHMENT 12

COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Report on Board Processes Assessment Work Governance Committee March 29, 2015
Responsible party:	Cindy Murphy, Board Liaison
Action requested:	For Discussion Only
<p>Background: In May 2015, The Board adopted Via Healthcare Consulting's Recommendations for Board process improvements. Since that time, Board and staff have worked to implement the recommendations. While significant progress has been made, opportunities still exist.</p> <p><u>Action Plan Key:</u></p> <p>Green/Complete: Complete, need to continue, but no further action required at this time</p> <p>Green/ Underway: Significant progress made, but continued vigilance necessary</p> <p>Blue/Underway: Some progress being made, continued effort needed</p> <p>Red: Not addressed, action required</p> <p>A report detailing length of Board meetings and progress towards decreasing volume of Board materials is also provided.</p>	
Committees that reviewed the issue and recommendation, if any: None.	
<p>Summary and Session Objectives:</p> <p>To update the Committee on progress implementing Via's recommendations and to get the Committee's feedback and advice.</p>	
<p>Suggested discussion questions:</p> <ol style="list-style-type: none"> 1. Do the Committee members share staff's assessment of progress implementing the recommendations? 2. What advice does the Committee have to further these efforts? 	
Proposed Committee motion, if any: None.	
<p>LIST OF ATTACHMENTS:</p> <ol style="list-style-type: none"> 1. Work Plan Update 2. Trend Document 	

Governance Process Action Plan (Updated 3/22/16)

	What (brief description of action item or step)	Who (Individual or Committee)	By when (date)	Current status (Underway, completed, etc.)
Immediate Impact				
1.	Empower senior executives who provide expertise and support to the board and its committees to. <ul style="list-style-type: none"> a. Discuss the current process for preparing for board and committee meetings. b. Identify barriers to optimal board-executive interactions. c. Develop guidelines for board meeting preparation process that can be shared with the board for its input and approval. d. Develop templates for presentations, minutes and reports that the executives could present for board approval then implement 	Cindy Murphy	August	Complete/ New Templates In Use
2.	Implement board agenda item guidelines regarding: <ul style="list-style-type: none"> a. Presentation of materials b. Use of cover sheet to clearly identify the governance level implications and action requested c. Use an appendix for supporting materials 	Cindy Murphy	August	Complete
3.	Have Board Liaison restate any motion immediately prior to the vote	Cindy Murphy	August	Stating proposed motions in cover memos has made this unnecessary
4.	Consider adopting a zero-based board packet, adding back materials as necessary	Neal Cohen, MD and Tomi Ryba	August	Complete
5.	Remove information-only items from consent agenda and place in appendix	Cindy Murphy	August	Complete
6.	Consider having board members complete board meeting evaluation forms during implementation of these recommendations to track the effectiveness of and satisfaction with new practice	Board Services Coordinator	August and January	Will Complete in April 2016 and 2x/year (August and April) thereafter
7.	Include the following in meeting minutes: <ul style="list-style-type: none"> a. what was <i>done</i>, not a summary of what was <i>said</i>, b. comments that introduce the rationale behind a point of view or refer to 	Cindy Murphy	August	Complete

	What (brief description of action item or step)	Who (Individual or Committee)	By when (date)	Current status (Underway, completed, etc.)
	adverse points of view c. text of the main motion as it stood when finally voted on			
8.	Ensure that action items, strategic issues and time-sensitive topics are placed at the top of the agenda.	Neal Cohen, MD and Tomi Ryba	August	Underway
Ongoing/Process Development				
9.	Empower the board chair to facilitate board discussions more actively including moving off an issue if most but not all board members concur	Neal Cohen, MD	August	Underway
10.	Ensure that each board member has a chance to speak once before giving members a second chance to weigh in	Neal Cohen, MD	August	Underway
11.	Request that board members consider whether their point has already been made and if so, refrain from restating it	Neal Cohen, MD	August	Underway
12.	Schedule board meetings to last no more than 3 hours and adhere to stated start and end times for agenda items and meeting	Neal Cohen, MD and Tomi Ryba	August	Underway
13.	Review the CEO's current approval levels and consider establishing limits that delegate more authority, as appropriate	Finance Committee and Iftikhar Hussain	August	Complete
14.	Assess and revise, as necessary, committee meeting timing so that the preparation of committee deliverables (e.g., minutes, reports, recommendations) coincide with the deadlines for board meeting packet preparation and decision timelines	Tomi Ryba and Cindy Murphy	June	Complete
15.	Offer optional individual coaching to board members on board roles for their enhanced effectiveness	Via Consulting	September – October	Underway – Will Continue to Assess Interest
16.	Identify continuing education goals for board members and track performance	Governance Committee	June	Will Pace For May Meeting

	What (brief description of action item or step)	Who (Individual or Committee)	By when (date)	Current status (Underway, completed, etc.)
17.	Include information about the board's role and governance responsibilities in the new board member orientation	Mary Rotunno to develop; Governance Committee reviews	October	Pending – Will be complete by August 2016
18.	Design board meeting agendas more explicitly around strategic plan priorities and board responsibilities	Neal Cohen, MD and Tomi Ryba	August	Underway
19.	Develop a goal for how much of board meeting time should be focused on quality and begin working toward it	Quality Committee	August	Have requested Quality Committee consider adding this to its pacing plan for its May 2 nd 2016 meeting
20.	Consider explicitly separating steps of the board's deliberative process: a. Focus on understanding b. Articulate alternatives c. Weigh alternatives d. Make decision	Executive Leadership Team in preparation of materials; Neal Cohen, MD in facilitation of meetings	August	Complete
21.	Redesign regular board reports/dashboards for better transparency and accountability	Tomi Ryba and Iftikhar Hussain	September	Complete
22.	Increase board focus on community benefit, population health and the mission	Tomi Ryba	September	Complete
23.	Remove committee minutes from consent agenda (they do not require board approval) and include in appendix	Cindy Murphy	August	Complete
24.	Create a standardized format/template for board committees' quarterly reports	Cindy Murphy	October	Complete

Board Meeting Times and Materials FY 15 Q3 and Q4; FY16 YTD

Month	Planned End Time	Actual End Time	Joint Meeting Preceeding Board	Length of Board Meeting (hr:min)*	Minutes Over Plan	Materials # of Pages**	Materials less "unusual" submissions
FY15 Q3 - Q4							
January	9:44	10:10	No	4:40	26	444	444
February	9:01	8:57	No	3:31	-4	279	279
March	9:44	9:20	No	3:50	-24	241	241
April	9:28	9:56	District (.25)	4:11	28	460	260
May	9:43	10:12	Yes (1 hour)	3:42	29	285	285
June	10:18	10:35	Yes (1.25 hours)	3:54	17	366	366
Average				3:58	12	346	312.5

FY16 YTD							
August	8:40	11:17	No	5:37	157	279	279
September	8:55	10:15	No	4:45	140	361	261
October	8:44	10:42	No	5:12	118	553	253
November	8:45	9:45	No	4:15	60	275	275
January	8:37	10:25	No	4:55	108	489	289
February	8:57	8:03	No	2:33	-54	292	187
March	8:00	8:47	No	3:17	47	173	173
Average				4:22	82	346	245

* Does Not Include Joint Meeting Time

** Policies (except those coming through the MEC) excluded

Unusual Submissions

200 pp. Bond Documents

> 100 pp. Marketing Materials

300 pp. Medical Staff Report

200 pp. Medical Staff Report (incl. policies)

105 pp. Marketing Report

ATTACHMENT 13

COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Review of El Camino Hospital Non-District Board Member Election (and Re-Election) Process Governance Committee March 29, 2015
Responsible party:	Cindy Murphy, Board Liaison
Action requested:	For Possible Motion
<p>Background:</p> <p>The El Camino Healthcare District Board has engaged in the attached Non-District Board member Election and Re-Election Process (the “Process”) as described in the attached documents for the last two years. As set forth in Section 8, the District Board has requested that the Governance Committee review and recommend changes to the process and associated surveys and position descriptions.</p> <p>Article VII, Section 1 of the District By-laws provides in part:</p> <p style="padding-left: 40px;">“Special Committees shall be created as the need may arise. The chairperson of the committee must be a District Director appointed by the Chairperson of the District Board, and all committees shall include one (1) or more District Directors. All members of the committees, other than the chairperson of the committee, are subject to approval by the District Board.”</p> <p>Governance Committee member Gary Kalbach has participated in the Ad Hoc Committee meetings and candidate interviews for the past two years, though the District Board technically appointed only Directors Zoglin and Miller by Resolution in June 2014 and 2015. The Board Chair did not appoint a Chairperson in 2014 or 2015. It is recommended that the Process document be revised to call for appointment of a Committee Chair and to clarify that a member of the Governance Committee may be appointed as a member of the Committee. No other changes to the process or associated documents are recommended.</p>	
Committees that reviewed the issue and recommendation, if any: None	
Summary and Session Objectives: To obtain the Committee’s recommendation to revise or affirm the Process and associated documents.	
<p>Suggested discussion questions:</p> <ol style="list-style-type: none"> 1. Has the healthcare landscape changed in any way that would call for revisions to the competency matrix? 2. Does the Committee recommend any other changes to the Process or associated documents? 	

COMMITTEE MEETING AGENDA ITEM COVER SHEET

	<p>Proposed Committee motion, if any:</p> <p>To recommend that the Hospital Board recommend that the District Board adopt the Draft Revised “Process for Re- Election and Election Of Non-District Board Members To The El Camino Hospital Board of Directors” and affirm the ECH Board Competency Matrix, ECH Board Member Position Description, ECH Board Member Evaluation Survey and ECH Board Member Job Description.</p>
	<p>LIST OF ATTACHMENTS:</p> <ol style="list-style-type: none">1. Draft Revised Process for Re- Election and Election Of Non-District Board Members To The El Camino Hospital Board of Directors2. ECH Board Competency Matrix3. ECH Board Member Position Description4. ECH Board Member Evaluation Survey5. ECH Board Member Job Description



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www.elcaminohealthcaredistrict.org

**Process for Re- Election and Election
Of Non-District Board Members
To The El Camino Hospital Board of Directors.***
Draft Revised 3/29/16

BOARD OF DIRECTORS

*Dennis W. Chiu, JD
Patricia A. Einarson, MD
Julia E. Miller
David Reeder
John L. Zoglin*

A. Timeline:

1. Previous FYQ4 – The District Board Chair shall appoint a District Director as Chair of an Ad Hoc Committee and the Board shall approve the appointment of one additional District Director as a member of the Committee. The Board may also approve the appointment of a member of the El Camino Hospital Governance Committee (who has been referred by the Chair of the Governance Committee) to the Ad Hoc Committee.

24. FYQ1 - Regular District Board Meeting –

———~~a.~~ Prior to Meeting, District Board Chair (i) asks the El Camino Hospital Director, who is not also a member of the District Board whose term is next to expire (Non District Board Member “NDBM”) to declare interest and (ii) informs the District Board of intent (via Board packet).

———~~b. District Board appoints an Ad Hoc Committee composed of two District Board member(s).~~

32. FYQ2 - Regular District Board Meeting

a. Prior to the Meeting, District Board Members:
i. Complete the ECH Board Competency Matrix and ECH Board Member Re-Election Report Surveys
ii. Review Position Specification in place at time of election to the Hospital Board and the ECH Board Member NDBM Job Description.

b. At the Meeting – Discuss portfolio of skills needs.

4-3. FYQ2 – Regular District Board Meeting –

a. Prior to the Meeting:
i. Ad Hoc committee analyzes evaluations, (32) (a) above, interviews the NDBM, and develops recommendation regarding re-election of NDBM to the Hospital Board.

ii. Hospital Board develops revised recommended Position Description if the District Board requests it to do so.

b. At the Meeting:
i. District Board considers re-election of NDBM.
ii. If NDBM is re-elected, the Hospital Board shall be notified.
iii. If NDBM is not re-elected, the District Board will authorize external recruitment of a new NDBM.

5-4. FYQ3 - Begin external search if necessary.

6-5. FYQ3 - Regular District Board Meeting –

- a. Ad Hoc Committee to present an interim update to the District Board.
 - i. Incorporate Board feedback into further recruitment efforts.
 - ii. Plan for interviews – direct staff to schedule.
- | 7-6. FYQ4 - Regular District Board meeting –
 - a. Prior to the Meeting – Ad Hoc Committee to summarize interviews for the Board packet and make a recommendation to the District Board
 - b. District Board Considers AD Hoc Committee recommendation and votes to elect new NDBM to the Hospital Board.
- | 8-7. This process to be confirmed by the District Board annually when the process is complete.
- | 9-8. The following matters are delegated to the El Camino Hospital Board Governance Committee:
 - a. FYQ3 – Review and recommend changes to the survey tools identified in section 32(a)(i).
 - b. FYQ3 – Review and recommend changes to this process.
 - c. FYQ3 – Review and recommend changes to NDBM Position Specification and Job Description.
 - d. Participate in the recruitment effort of new NDBM by referring a member to serve on the Ad Hoc Committee as described in #1~~as described in item 4~~ above.

B. General Competencies:

1. Understanding of the vital role El Camino Hospital plays in the broader region.
2. Loyalty to El Camino Hospital's charitable purposes.
3. Knowledge of healthcare reform (Affordable Care Act) implications.
4. Ability to understand and monitor the following:
 - a. Diverse portfolio of businesses and programs
 - b. Complex partnerships with clinicians
 - c. Programs to create a continuum of care
 - d. Investment in technology
 - e. Assumption of risk for population health
 - f. Resource allocation
 - g. Quality metrics
5. Commitment to continuing learning.
6. Demonstrated strategic thinking.
7. Efforts to recruit potential Advisory Committee members.
8. Understanding and support of the role the District Board plays in Governance of the 501(c)(3) corporation.

C. Portfolio Skill Set:

1. Complimentary to skill sets of other Board members (gap-filling).
2. Applicable to the then current market. (See, Competency Matrix)

D. Other Criteria:

1. Positive working relationship with other Board members.
2. Productive working relationship with the El Camino Hospital CEO.
3. Attendance at Board and Committee meetings.

| 4. See, Competency Matrix ~~Matrix~~

*Approved 12/9/14; Revised 3/17/15

POSITION SPECIFICATION

Revised November 2015

El Camino Hospital

TITLE: Board Member

LOCATION: Mountain View, California

THE CURRENT BOARD

The El Camino Hospital Board is currently comprised of the five members of the District Board, along with ECH President and CEO Tomi Ryba, Neal Cohen, MD, Jeffrey Davis, MD and Lanhee Chen, JD, PhD. The three members of the ECH Board who are not District Board members now serve a maximum of 4 staggered 3-year terms. Director Chen is serving his first term. Dr. Davis and Dr. Cohen are serving their second terms.

POSITION

BACKGROUND:

With the significant and continuing, large scale changes occurring in the healthcare environment, the District Board has determined that it will seek Hospital Director Candidates who will add to the thoughtful deliberations and guidance from the board, regarding the Hospital's strategic priorities with respect to the move to 'Volume to Value'.

It is critical that the Hospital, with the Board's input, evaluate and consider the right pace of change, and effectively manage the many risk factors involved.

Discussions regarding the move to a 'population' health focus will generate fundamental discussions around infrastructure requirements and related financial risk. In this regard, the broader 'Continuum of Care' will be a key element of the dialogue and require that the Board and Hospital have a fundamental understanding of a variety of implications, particularly with respect to 'post-acute' environments.

QUALIFICATIONS:

Given the above, the Board has prioritized two primary profiles/skill sets that will provide a vital contribution to Board;

- The first profile is on the identification of a senior operating executive, consultant or academic leader who will reference as a leader in the dialogue concerning 'Volume to Value thinking as well as considerations incorporating assumption of risk factors for population health (pacing).

Virtually all organizations involved in the continuum of care(see below) along with suppliers to the healthcare continuum (medical products and services) along with payor organizations have senior level executives actively considering the ramifications of the move to value. Accordingly, the

potential candidate pool is extensive. That said, the pace of change with respect to volume to value has been so rapid, that overall tenure in healthcare, may well be secondary to a potential candidates focus over the last 5-10 years (or less).

- The second profile would be to add to the board a thought leader with experience in specific areas of the continuum of care. This could include significant depth of understanding within the Skilled Nursing Facility or Home Healthcare sectors as an example. Other relevant areas of experience would include but not be limited to the following;
 - Urgent Care
 - Physician Practices
 - Long-Term Care
 - Assisted Living
 - Rehabilitation Centers
 - Visiting Nurse Services
 - Hospices/Palliative Care
 - Behavioral Health
 - Wellness Care
 - Government/Public Health Services
 - Care Management
 - Research

El Camino has relationships with most organizations of this type within Silicon Valley, accordingly, it will be important that conflicts are avoided. A recently retired, active executive might be appropriate, as would consultants and advisors to this community.

SPECIFIC REQUIREMENTS:

- Physically attend at least two-thirds of all meetings.

Meetings are defined as Hospital Board meetings and Standing Committee meeting(s) to which the Board member has been appointed. Attendance guidelines will be considered met if the Board member physically attends two-thirds of all Hospital Board meetings **and** two-thirds of the meetings of each Standing Board Advisory Committee to which the member is appointed

- Serve on at least two Standing Board Advisory Committees (credit will be given for assignment to other Board obligations, including but not limited to the El Camino Hospital Foundation Board, Chair of the Board, Ad Hoc Committees and the Community Benefit Advisory Council).
- Offer to Chair at least one of the Standing Board Advisory Committees.
- Give notice (in accordance with policy) for inability to attend a meeting in-person or via teleconference, except in the case of emergency, to the Board Liaison at least five business days prior to a meeting.
- Agree to abide by the "El Camino Hospital Board Management Compact" (dated December, 2012).

BOARD MEETINGS

The El Camino Hospital Board presently meets monthly, excluding July and December typically at 5:30 pm on the second Wednesday of each month. In addition, two Joint Board and Committee evening educational sessions and one full day retreat are held each year.

COMMITTEE MEETINGS

Meetings are held on weekday evenings beginning between 4 and 5:30 pm and last approximately 1.5 to 2 hours.

Investment – 4x/year

Quality, Patient Care and Patient Experience – 10x/year

Finance – 6x/year

Governance – 4-6x/year

Executive Compensation – 4-6x/year

Corporate Compliance, Privacy and Internal Audit – 6x/year

COMPENSATION

Board members are eligible for compensation in the amount of \$200/Board meeting \$100/Committee meeting attended up to 7 meetings per month.

For more information, please call:

El Camino Healthcare District

El Camino Hospital Board Member Evaluation

Prepared for: El Camino Healthcare District
March 2014

This peer assessment tool is prepared for members of the El Camino Healthcare District for use in the Evaluation of members of the El Camino Hospital Board of Directors. This tool can also be used for self-assessment to compare self-ratings with the average of peer ratings.

Board Member Peer Review

	Strongly Disagree	Disagree	Neither Agree/ Disagree	Agree	Strongly Agree	Not at all/Unable to Judge
Fiduciary and Strategic Oversight						
1. Demonstrates an understanding of fiduciary responsibility and stewardship of ECH's resources.	1	2	3	4	5	N/A
2. Demonstrates loyalty to ECH's charitable purposes.	1	2	3	4	5	N/A
3. Demonstrates an understanding of how ECH's strategic direction compliments the vital role ECH plays in the broader region.	1	2	3	4	5	N/A
4. Offers insights that reflect strategic thinking about the future of the institution.	1	2	3	4	5	N/A
5. Understands the board's role in governance and does not inappropriately intervene in areas delegated to management.	1	2	3	4	5	N/A
Knowledge and Expertise						
6. Brings skills and knowledge that distinctly adds value to the overall competency of the board.	1	2	3	4	5	N/A
7. Demonstrates sufficient knowledge of healthcare reform implications to govern effectively.	1	2	3	4	5	N/A
8. Seeks the appropriate level of information from staff to govern effectively.	1	2	3	4	5	N/A
9. Demonstrates a clear understanding of the role the District Board plays in governance of the 501(c)(3) corporation.	1	2	3	4	5	N/A
10. Is supportive of the role the District Board plays in governing ECH.	1	2	3	4	5	N/A

	Strongly Disagree	Disagree	Neither Agree/ Disagree	Agree	Strongly Agree	Not at all/Unable to Judge
11. Demonstrates ability to understand and oversee the following:						
a. Diverse portfolio of businesses and programs	1	2	3	4	5	N/A
b. Complex partnerships with clinicians	1	2	3	4	5	N/A
c. Programs to create a continuum of care	1	2	3	4	5	N/A
d. Investment in technology	1	2	3	4	5	N/A
e. Assumption of risk for population health	1	2	3	4	5	N/A
f. Resource allocation	1	2	3	4	5	N/A
g. Quality metrics	1	2	3	4	5	N/A
Interpersonal and Communication						
12. Treats others in a respectful manner.	1	2	3	4	5	N/A
13. Creates a blameless culture by giving others the benefit of the doubt; assumes good intent of others before making judgment.	1	2	3	4	5	N/A
14. Takes responsibility for his/her actions; is able to admit mistakes.	1	2	3	4	5	N/A
15. Communicates effectively during meetings.	1	2	3	4	5	N/A
16. Operates in an open and transparent manner.	1	2	3	4	5	N/A
17. Behaves in a manner that models the highest standard of ethics and integrity.	1	2	3	4	5	N/A
18. Possesses self-awareness of his/her strengths and limitations.	1	2	3	4	5	N/A
19. Is able to modify behavior with feedback given by other.	1	2	3	4	5	N/A
Relationships						
20. Has a positive working relationship with fellow board members.	1	2	3	4	5	N/A
21. Has a positive working relationship with the ECH CEO.	1	2	3	4	5	N/A
22. Has a positive working relationship with the management team.	1	2	3	4	5	N/A
23. Is able to foster relationships with others even when styles or personalities may differ.	1	2	3	4	5	N/A
Participation						
24. Comes prepared to meetings.	1	2	3	4	5	N/A

	Strongly Disagree	Disagree	Neither Agree/ Disagree	Agree	Strongly Agree	Not at all/Unable to Judge
25. Participates effectively in board meetings; speaks up and actively listens.	1	2	3	4	5	N/A
26. Participates effectively in committees.	1	2	3	4	5	N/A
27. Adds value in comments to the board.	1	2	3	4	5	N/A
28. Makes an effort to recruit potential Advisory Committee members.	1	2	3	4	5	N/A
29. Demonstrates a commitment to continuous learning.	1	2	3	4	5	N/A
30. Advocates on behalf of ECH.	1	2	3	4	5	N/A
Decision Making						
31. Demonstrates clear, logical thinking when deliberating an issue.	1	2	3	4	5	N/A
32. Demonstrates an ability to identify the costs, benefits, and consequences of Board decisions.	1	2	3	4	5	N/A
33. Weighs all sides of the issue before reaching a conclusion.	1	2	3	4	5	N/A
34. Supports the board once a decision has been made.	1	2	3	4	5	N/A
35. Appropriately questions data and information presented to the Board for its deliberations.	1	2	3	4	5	N/A

1. What do you believe are this Director's greatest strengths?

2. What are his/her areas for development?

If you marked a 1 or 2 on any of the items above, please provide an explanation.



2500 Grant Road
Mountain View, CA 94040
Phone: 650-940-7300
www.elcaminohealthcaredistrict.org

El Camino Hospital Board Member Job Description*

BOARD OF DIRECTORS

Dennis W. Chiu, JD
Patricia A. Einarson, MD
Julia E. Miller
David Reeder
John L. Zoglin

1. Physically attend at least two-thirds of all meetings. **
2. Serve on at least two Standing Board Advisory Committees (credit will be given for assignment to other Board obligations, including but not limited to the El Camino Hospital Foundation Board, Chair of the Board, Ad Hoc Committees and the Community Benefit Advisory Council).
3. Offer to Chair at least one of the Standing Board Advisory Committees.
4. Notice (in accordance with policy) for inability to attend a meeting in-person or via teleconference, except in the case of emergency, shall be given to the Board Liaison at least five business days prior to a meeting.
5. Agrees to abide by the "El Camino Hospital Board Management Compact" (dated December, 2012).

*Approved by the El Camino Healthcare District Board of Directors on December 9, 2014

Meetings are defined as Hospital Board meetings and Standing Committee meeting(s) to which the Board member has been appointed. Attendance guidelines will be considered met if the Board member physically attends two-thirds of all Hospital Board meetings **and two-thirds of the meetings of each Standing Board Advisory Committee to which the member is appointed.

Dedicated to improving the health and well-being of the people in our community.

ATTACHMENT 14

COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Promote Enhanced and Sustained Competency Based Effective Governance Governance Committee March 29, 2015
Responsible party:	Cindy Murphy, Board Liaison
Action requested:	Discussion
Background: <p>This topic is on the agenda this month at the request of Committee member David Reeder. The attached document was created as the result of research done by staff for the Committee in 2013. The document has not been updated. Staff did recently confirm that the Board structures of the listed Hospitals associated with Healthcare Districts has not changed.</p> <p>Doctors Medical Center (associated with the West Contra Costa County Healthcare District) was removed from the document because it has closed its doors.</p>	
Committees that reviewed the issue and recommendation, if any: None	
Summary and Session Objectives: <p>To engage in a discussion about promoting enhanced and sustained competency based effective governance.</p>	
Suggested discussion questions:	
Proposed Committee motion, if any: <p>None.</p>	
LIST OF ATTACHMENTS: <p>1. Board Composition Research Document</p>	

Hospital	Geographic Location	Special District	# of Beds	# of Hospital Board Members*	Board Overlap
Marin General Hospital (MGH)	NorCal	Marin Healthcare District	235	10	No Overlap (5 Electeds)
Palomar Health - 3 Hospitals	SoCal	Palomar Health District	288; 319; 107	7	All 7 Electeds Serve on Hospital Board; The Boards are the same; not treated separately
Washington Hospital	NorCal	Washington Township Healthcare District	389	5	All 5 Electeds Serve on Hospital Board; The Boards are the same; not treated separately
Tri-City Medical Center	SoCal	Tri-City Healthcare District	397	7	All 7 Electeds Serve on Hospital Board

Salinas Valley Memorial Health System	Central Coast	Salinas Valley Memorial Health System	269	5	All 5 Electeds Serve on Hospital Board
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John Muir Health System - 2 Hospitals	NorCal	No	267; 572	18	n/a
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Hoag Hospital Newport Beach	SoCal	No	357	18	n/a
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Huntington Memorial Hospital	SoCal (Pasadena)	No	625	25	n/a
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Cottage Hospital	SoCal (Santa Barbara)	No	510	16	n/a

Eisenhower Medical Center	SoCal (Palm Desert)	No	540	30**	n/a
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Scripps La Jolla	SoCal	No	357	Declined to Provide a List of Board Member Names	n/a
Sharp Memorial	SoCal	No	368	15	n/a

** Multiple Boards: Board of Directors (30), EX-Officio Members, Officers , Honorary Trustees

Board Member Composition
<div>1. Oversight of Health Care Finance Practice at BofA</div> <div>2. Organizational Communications Strategies and Tactics</div> <div>3. MD, Cardiology</div> <div>4. Consultant, Former EVP at McKesson</div> <div>5. RN, Retired CEO at SFGH</div> <div>6. Architect, Hospitals and Biomedical Research Facilities</div> <div>7. 18 Year Career as Head of Operations For National SNF Provider</div> <div>8. Sociologist, Interest in Minorities, Fundraiser</div> <div>9. MD, Professor at UCSF</div> <div>10. MD, Gastroenterology</div>
<div>1. Retired; Business Degree, Cert. in Healthcare Admin; Former COO of Palomar Med. Ctr.</div> <div>2. BA Business, Masters in Hospital Admin. Former Hospital CEO and HMO President</div> <div>3. RN; Hospital, SNF and Amb. Care Experience</div> <div>4. Masters in PT; Patient Care, Practitioner Education and Corporate Consultant</div> <div>5. Masters in Healthcare Admin; 30 year career as Consultant in Hospital Accreditation</div> <div>6. Bachelors in Social and Behavioral Science, Paramedic License, Fire Captain</div> <div>7. MD, Family Practice</div>
<div>1. MD, Cardiology</div> <div>2. DDS, Dentist</div> <div>3. Chairman, Fremont Bank</div> <div>4. MD, Pediatrics</div> <div>5. RHIT, Consultant Health Information Management</div>
<div>1. Retired Hospital Pharmacist</div> <div>2. Retired Physician</div> <div>3. Former Elementary School Teacher</div> <div>4. RN (retired) CRNA, PHRN</div> <div>5. DPT, PT, Expert Consultant</div> <div>6. Business Owner (?) Politician</div> <div>7. RN</div>

1. BS in Agriculture and Managerial Economics
2. Fire chief of the North County Fire District.
3. Bachelors Degree in Social Work with a minor in Business; MPA/Health Services Administration
4. BA in Social Work, Mortgage Loan Officer
5. BS, MBA, Food Production Management

1. MD, ObGyn
2. MBA, BS; Consultant providing strategic and analytical services to public, no-profit and private sector clients. Former CCC Administrator
3. BS, MA; Retiring President and CEO of the Contra Costa Council, an organization of business, education, public and non-profit leaders which studies and advocates on public policy issues important to economic vitality and quality of life.
4. BA in Business; Former (now retired) owner of Dreyer's Ice Cream; On the National Board of Boy Scouts of America
5. JD; advises clients on applicable planning, zoning and environmental laws, prepares land use applications, and obtains project approvals, including environmental and regulatory permits. Patricia's practice emphasizes local government and land use law representing both private and public sector clients.
6. JD; experience in government and the private sector. He managed government agencies in Nevada and has also led non-profit and for-profit HMO's in Northern California, responsible for the development of innovative health care programs.
7. MD; (Sutter) Hematology Oncology
8. ?? Unable to Find Any Information
9. BA, MBA; Managing Partner of Investment Management Firm; Strong Background in Healthcare Financing
10. MD; (Sutter) Radiology
11. MD; General Surgery
12. MA in Health Admin; Current President and CEO of organization, past COO13. JD; General Practice
14. PhD; Faculty UC Berkeley School of Public Health
15. MD; Internal Medicine, Emergency Medicine
16. DO; Emergency Medicine
17. MD; Anesthesiology
18. MD; Internal Medicine, Emergency Medicine

1. JD; Transaction Construction Expert
2. Retired Medical Device Executive
3. Strategic Planning Expert for Not-For Profit Organizations
4. BS, MBA; 39 Years Experience in the Health Care Industry; Operations Executive and Angel Investor/Board Member; Positions in Both Finance and Operations; Headed the Finance, Operations, and Administration Functions of a Home IV Infusion Company
5. MD; Internal Medicine (Hospitalist)
6. No Information Available
7. BA Business; CEO First American Financial
8. Retired Senior VP at Merrill Lynch
9. RN (retired) and Community Activist
10. JD LL.M.; Past President and General Manager of Anthem Blue Cross (California), Past Chief Operations Leader and Chief Human Resources Officer for Kaiser Permanente (nationally) CEO of Margolin Group -Establishing a Comprehensive, System-Wide, Coalition-Based Business to Drive Meaningful and Sustainable Improvements in Cost, Quality and Safety
11. Healthcare Technology Expert
12. MD; Emergency Medicine
13. Retired Long Time Hospital CEO
14. JD; Formerly Served in District Attorney's Office and Served on Many Charitable Foundation Boards
15. Philanthropist
16. PhD in Electrical Engineering; CEO of InTouch Health -TeleMedicine Company
17. Executive VP Investment Management Company
18. MD; Cardiac and Thoracic Surgery

1. Former City Council Member and Mayor, Longtime Community Volunteer
2. MD; Nephrologist, Chief of Staff
3. Community Volunteer and Trustee of Charitable Organizations
4. MD; Communicable Diseases; Former Dean USC School of Medicine, Former Hospital CEO and President
5. BA, MBA; CEO of a Number of Very Successful Internet Companies; serves on many Boards
6. Former Teacher; Restaurant Proprietor
7. President of Real Estate Asset Management Company
8. Unable to Locate Bio Information for this Board Member
9. Managing Director and Western Regional Head of the Real Estate Capital Markets Group at Wells Fargo Bank.
10. 30 yr Career in the Healthcare Industry: Leadership Positions at Kaiser Permanente Hospitals and its Health Plan. Developed and Implemented Kaiser's First Patient Admissions, Discharge and Transfer System Throughout Its Hospital Network. Practice Leader for Governance Support of Information Technologies for Kaiser Permanente's Health Plan
11. MD; Orthopedic Surgery
12. Philanthropist
13. MD; Geriatric Medicine
14. President and CEO of Huntington Hospital
15. ???
16. MD; Anesthesiology
17. CFO, CAO of a Capital Management Group
18. Media Distribution Executive
19. Extensive Service on Civic Commissions and Non -Profit Boards
20. BS, MBA; Regional Risk Management Partner at PriceWaterhouseCoopers

- 21. Former President and Chief Executive Officer of Kelley Blue Book
- 22. Retired Residential Real Estate Broker and Former Clinical Nutritionist.
- 23. President and Chief Operating Officer of The NTI Group Inc. (now, Blackboard Connect Inc.). Mr. Ouyang Co Founded Internships, LLC. He serves as the President, Chief Operating Officer and Co–Chairman at CareerArc Group LLC., Internships, LLC and TweetMyJobs, LLC. He is responsible for all operations, including finance, technology, client services, human resources, and corporate administration.
- 24. MD; Ophthalmology, Dean of USC Medical School
- 25. BA, MBA, CalTech Trustee, Investment Manager

- 1. BA, MBA; Founder of the Bombay Company (600 Stores and 6000 Employees) Chairman of Investment Firm
- 2. Newspaper Publishing Executive
- 3. Former CEO of Toys-R-US; Now Runs Family Owned Investment Firm
- 4. Managing Partner of Santa Barbara CPA Firm
- 5. MD; Urology
- 6. BA, MA; Teacher and Educator
- 7. MD; Gastroenterology
- 8. MBA; Executive Director of a Philanthropic Organization
- 9. BA, MA, PhD; President of Santa Barbara City College
- 10. Past COO Ameriquest Capital Corporation, Director of Development for the San Francisco Redevelopment Agency Deputy Director of the Pasadena Redevelopment Agency
- 11. Chairman of Computer Network Security Company
- 12. MBA; Consultant: Works With Nonprofit Boards in the Areas of Governance, Planning, Training, and Retreats.
- 13. MD; General Surgery
- 14. Executive Search Consultant
- 15. MD; Cardiology
- 16. ??

1. BSEE; Retired CEO and Chairman of a leading engineering, procurement, construction and maintenance services company
2. BA, MBA; Founder of Investment Management Firm
3. No Information Available
4. BA, MA: Former Telecommunications Executive, Serves on Numerous Boards
5. Philanthropist and Patron of the Arts
6. BSE; Telecommunications Executive
7. No Information Available
8. MD; Orthopedic Surgery
9. BA; Investment Advisor
10. MD; Cardiology
11. No Information Available
12. Philanthropist and Community Activist
13. Television Station Owner and Philanthropist
14. Patron of the Arts; Art Collector
15. Restaurateur and CEO of a New Jersey-based branding, advertising, and marketing company.
16. Philanthropist; Patron of the Arts, Community Volunteer
17. JD; President and CEO of Robert Half International; Serves on Many Boards of Directors
18. MD; Medical Director, Emergency Department
19. JD; Chairman of a metals recycling, steel manufacturing and auto parts business, an ocean shipping concern and a real estate development and investment firm.
20. No Information Available
21. Real Estate Business

22. MD; Gynecology 23. Heiress to the Swanson Food Empire, Wife of the Former U.S. Ambassador to England, Philanthropist and Community Volunteer 24. Founder of Direct-Marketing Company 25. No Information Available 26. JD; Retired General Practice 27. Wife of Former USC President 28. PhD; Former USC President 29. Founding Principal of One of The Largest Independent Owners and Operators of Resorts, Controlling Some of the Most Well Known Destinations in the World. 30. BA, LLB, PhD; Private Investor, Former Banking Executive
Declined to provide.
1. MBA; Banking Executive 2. Computer Science, Community Volunteer 3. RN DNSC; Executive VP of Operations 4. MD; Pediatrics 5. Oversees a \$350M National Parking Company 6. MD; Urology 7. JD; Mediator, Arbitrator Healthcare Law and Other Areas 8. President and CEO of Sharp HealthCare 9. PhD; Dean Graduate School of Public Health SDSU 10. MD; Psychiatry 11. ???? 12. Former (35 years) City of San Diego Director of Community Initiatives, Health and Human Services Agency 13. Retired Methodist Minister 14. MD; Emergency Medicine 15. MD; Neonatology

ATTACHMENT 15

COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Biennial Review of Committee Charter Governance Committee March 29, 2015
Responsible party:	Cindy Murphy, Board Liaison
Action requested:	Possible Motion
Background: <p>Per the Committee's charter, all Board Advisory Committees are to review their Charters every other year and discuss possible revisions.</p> <p>Staff does not recommend any revisions at this time.</p>	
Committees that reviewed the issue and recommendation, if any: None.	
Summary and Session Objectives: <p>To obtain the Committee's affirmation of or recommended revisions to its Charter.</p>	
Suggested discussion questions: <ol style="list-style-type: none"> 1. Does the Committee see a need to revise its Charter? 2. Are there any matters within the Committee's Charter that the Committee has not adequately addressed? 	
Proposed Committee motion, if any: <p>At the discretion of the Committee. The Committee only needs to take action if it wishes to recommend a revision to its Charter.</p>	
LIST OF ATTACHMENTS: <ol style="list-style-type: none"> 1. Governance Committee Charter Approved as Revised on April 9, 2014. 	

Governance Committee Charter

Purpose

The purpose of the Governance Committee (“Committee”) is to advise 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 and succession planning for the Board. The Governance Committee ensures the Board and its Advisory committees are functioning at the highest level of governance standards.

Authority

All governing authority for ECH resides with the Hospital Board except that which may be lawfully delegated to a specific Board committee. The Committee will report to the full Board at the next scheduled meeting any action or recommendation taken within the Committee’s authority. The Committee has the authority to select, recommend engagement, and supervise any consultant hired by the Board to advise the Board or Committee on governance-related issues. In addition, the Committee, by resolution, may adopt a temporary advisory committee (ad hoc) of less than a quorum of the members of the Committee. The resolution shall state the total number of members, the number of board members to be appointed, and the specific task or assignment to be considered by the advisory committee.

Membership

- The Governance Committee shall be comprised of two (2) or more Hospital Board members. The Chair of the Committee shall be a Hospital Board director who shall be appointed by the Board Chair, subject to approval by the Board. .
- The Governance Committee may also include 2-4 external (non-Hospital Board member) members with expertise in governance, organizational leadership or as a hospital or health system executive.
- All Committee members shall be appointed by the Board Chair, subject to approval by the Board, for a term of one year expiring on June 30th each year, renewable annually.
- The Governance Committee shall review and make recommendations to the Board regarding the Board Chair’s appointments of Advisory Committee Chairs and Advisory Committee members.
- It shall be within the discretion of the Chair of the Committee to appoint a Vice-Chair from among the members of the Committee.
- All members of the Governance Committee shall be independent.

Staff Support and Participation

The CEO shall attend meetings and serve as the primary staff support to 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 Committee meetings upon the recommendation of the CEO and at the discretion of the Committee Chair.

General Responsibilities

The Committee is responsible for recommending to the full board policies, processes and procedures related to board development, board effectiveness, board composition and other governance matters.

Specific Duties

The specific duties of the Governance Committee include the following:

- 1. BOARD COMPOSITION, DEVELOPMENT AND EFFECTIVENESS** - Ensure that the Board is committed to the discipline of doing the right things the right way.
 - a. Composition**
 - i. Define the necessary skill sets, diversity and other attributes required for Board members to support Hospital strategy, goals, community needs and current market conditions.
 - ii. Make recommendations to the Board regarding Board Composition.
 - b. Orientation, Education and Development**
 - i. Recommend the orientation program for newly-appointed members to the Hospital Board of Directors and newly-appointed Board Committee members.
 - ii. Recommend a policy, budget and annual plan for Hospital Board and Committee member education, training and development.
 - c. Board Evaluation**
 - i. Recommend an evaluation instrument and process to be used by the Hospital Board for evaluation of Board governance.
 - ii. Ensure there is a board performance evaluation completed on an annual basis, and as appropriate, evaluation of the individual directors, committees and their chairs, and the Board Chair.

- iii. Ensure submission of Hospital Board's annual self-evaluation to the El Camino Healthcare District Board of Directors.

d. Board Efficiency

- i. Monitor and recommend improvements or changes to the on-going governance process and procedures of the Hospital Board in order to enhance overall efficiency of the Board and Advisory Committee Structure.
- ii. Ensure the Board develops a master Board meeting calendar to establish a cadence of information flow and dialogue, such that the Board has sufficient time to review the minutes and recommendations of the committees. The cadence must accommodate a flow of approvals from Committee to the full Board.

2. SUPPORT OF BOARD ADVISORY COMMITTEE ALIGNMENT WITH ORGANIZATIONAL STRATEGY AND GOALS

a. Development of Process for Advisory Committee Review of Advisory Committee Goals and Charters

- i. Recommend process for the development of annual Board Advisory Committee goals which includes:
 - 1. Linkage of committee goals to organizational goals and strategy, to the Board.
 - 2. The Board's review and approval.
- ii. Ensure all Board Advisory committees conduct bi-annual review of Advisory committee charters and recommend any changes to the Board for approval.

b. Development of Board Advisory Committee Membership Succession Plan

- i. Ensure membership succession plan considers organizational strategy and goals.
- ii. Develop process for Advisory committee use to identify a need for increase or change in membership to further alignment with organizational strategy and goals.

3. **ARTICLES OF INCORPORATION, BYLAWS, AND POLICIES**

- a. Provide for a review of the Articles of Incorporation and Bylaws at least once every three years.
- b. Monitor legal and regulatory issues affecting governance.
- c. Recommend updates to Hospital Board governance policies where necessary and as required by legal and regulatory agencies.

Committee Effectiveness

The Committee is responsible for establishing its annual goals, objectives and pacing plan in alignment with the Board and Hospital's strategic goals. The Committee shall be focused on continuous improvement with regard to its processes, procedures, materials, and meetings, and other functions to enhance its contribution to the full Board.

Meetings and Minutes

The Committee shall meet at least once per quarter. The Committee Chair shall determine the frequency of meetings based on the Committee's annual goals and work plan. Minutes shall be kept by the assigned staff and shall be delivered to all members of the Committee when the agenda for the subsequent meeting is delivered. The approved minutes shall be forwarded to the Board for review and acceptance.

Meetings and actions of all Advisory committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of the Bylaws, concerning meetings and actions of directors. Special meetings of Advisory committees may also be called by resolution of the Board and the Committee Chair. Notice of any special meetings of the Committee requires a 24 hour notice.

Approved as Revised on November 13, 2013

Approved as Revised on April 9, 2014

ATTACHMENT 16

Governance Committee DRAFT Goals for FY 2017⁶

Purpose

The purpose of the Governance Committee (“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 functioning at the highest level of governance standards.

Staff: Tomi Ryba, CEO

The CEO shall serve as the primary staff support to the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional members of the executive team or outside consultants may participate in the Committee meetings upon the recommendation of the CEO and at the discretion of the Committee Chair.

Goals	Timeline by Fiscal Year (Timeframe applies to when the Board approves the recommended action from the Committee, if applicable.)	Metrics
<ul style="list-style-type: none"> Review the governance structure of the Hospital Board, conduct research and make recommendations on preferred competencies. 	<ul style="list-style-type: none"> <u>Q1</u> FY 2016 <u>Q4 FY 2016 and FY 2017</u> 	<ul style="list-style-type: none"> Recommendation for high-priority Board member competencies made to Hospital Board and District Board. <u>Chair nominates Governance Committee Member to serve on District Board Ad Hoc Committee and</u> <u>p</u>Participate in Non-District Board Member recruitment/interview process as requested by the District Board. <u>Make Recommendation regarding structural changes to the Hospital Board – Q3</u>

Goals	Timeline by Fiscal Year (Timeframe applies to when the Board approves the recommended action from the Committee, if applicable.)	Metrics
<ul style="list-style-type: none"> Promote Enhanced and Sustained Competency Based Effective Governance 	<ul style="list-style-type: none"> Q1 - Q4 FY 2017<u>6</u> 	<ul style="list-style-type: none"> FY 17<u>6</u> Self- Assessment Tool Recommended to the Board and Survey Completed – Q1 – Q2 Reports are completed and made available to the Board and the District Board – Q3 – Q4 Monitor Effectiveness of Board Processes Work (Via Consulting) Q3
<ul style="list-style-type: none"> Develop Board and Committee Education Plan for FY 2016 	<ul style="list-style-type: none"> Q1 – Q2 FY 2017<u>6</u> 	<ul style="list-style-type: none"> Recommend Annual Retreat Agenda to the Board – Q2 Make Recommendation Regarding Conference Attendance for the Full Board – Q1
<ul style="list-style-type: none"> Ensure Advisory Committee Composition and Member Competencies are Adequate to Support the Board. 	<ul style="list-style-type: none"> Q2 FY2017<u>6</u> 	<ul style="list-style-type: none"> Review Advisory Committee Composition and Make Recommendations to the Board regarding skill gaps - Q2

Submitted by:

Peter C. Fung~~David Reeder~~, Chair, Governance Committee
Tomi Ryba, Executive Sponsor, Governance Committee

ATTACHMENT 17

GOVERNANCE COMMITTEE
FY2016 PACING PLAN (Revised 11.16.15)

FY2016: Q1		
JULY 2015	AUGUST 4, 2015	SEPTEMBER 2015
No Board or Committee Meetings	<ol style="list-style-type: none"> 1. Any new committee members and Chair affirm pacing plan and FY 2015 Governance Committee goals. 2. Consider Hospital Board Member competencies. 3. Consider Semi-Annual Board and Committee Gatherings. 4. Annual Board Education Plan 5. Update on Governance Processes Assessment Work 6. Board and Committee Recruitment Update 7. Term Limits 8. Reinertsen/Orlikoff Recommendation Status 	
FY2016: Q2		
OCTOBER 2015	NOVEMBER 3, 2015	DECEMBER 2015
No Meeting	<ol style="list-style-type: none"> 1. Review and recommend annual Board Self-Assessment Tool. 2. Propose Annual Board Retreat Agenda 3. Succession Planning (Board and Committee) 4. Board and Committee Recruitment Update 5. Annual Review of Advisory Committee Composition. 6. Minutes 8/4/15 and Joint from 5/13/15 7. Term Limits 	No Board or Committee Meetings

FY2016: Q3		
JANUARY 2016	FEBRUARY 2016	MARCH 29, 2016
No Meeting	No Meeting	<ol style="list-style-type: none"> 1. Review Draft Board and Committee Self-Assessment Results. 2. Board and Committee Recruitment Update 3. Set FY 2017 Governance Committee Goals. 4. Set FY 2017 Governance Committee Calendar. 5. Review Governance Committee Charter 6. Participate in NDBM Recruitment/Interview Effort as Requested by the District Board 7. Update on Governance Processes Assessment Work 8. Consider Hospital Board Member Competencies 9. Discuss Goal #2 – Promote Enhanced and Sustained Competency Based Governance 10. Review and Recommend Changes to: <ul style="list-style-type: none"> • NDBM RE-Election Process • ECH Board Competency Matrix • ECH Board Member Re-Election Report Surveys • NDBM Position Specification and Job Description
FY2016: Q4		
APRIL 2016	MAY 24, 2016	JUNE 2016
No Meeting	<ol style="list-style-type: none"> 1. Review and recommend all Committee FY2017 Committee Goals to Board 2. Board and Committee Recruitment Update 3. Review draft FY 2017 Charter Revisions 4. Review Board Committee Chair assignments 5. Review Committees' progress against FY2015 goals 6. Confirm Self-assessment sent to District (from GC Charter) 7. Prepare FY 2017 Master Calendar for Board Approval in June 	No Meeting

