

## AGENDA

### GOVERNANCE COMMITTEE MEETING OF THE EL CAMINO HOSPITAL BOARD

**Tuesday, May 24, 2016 – 5:30 pm**

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

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

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>1. CALL TO ORDER / ROLL CALL</b>	Gary Kalbach		<b>5:30 – 5:32 pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Gary Kalbach		<b>5:32 – 5:33</b>
<b>3. PUBLIC COMMUNICATION</b>	Gary Kalbach		<b>information 5:33 – 5:36</b>
<b>4. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> <u><b>Approval</b></u> a. <a href="#">Meeting Minutes of the Open Session of the Governance Committee (3/29/16)</a> b. <a href="#">Proposed FY17 Governance Committee Meeting Dates</a> c. <a href="#">Proposed FY17 Master Board and Committee Calendar</a> <u><b>Information</b></u> d. <a href="#">Report on Board and Committee Recruitment</a>	Gary Kalbach	<i>public comment</i>	<b>motion required 5:36 – 5:39</b>
<b>5. REPORT ON BOARD ACTIONS</b>	Dave Reeder		<b>information 5:39 – 5:44</b>
<b>6. PROMOTING ENHANCED AND SUSTAINED COMPETENCY-BASED GOVERNANCE</b>	Gary Kalbach		<b>discussion 5:44 – 6:04</b>
<b>7. REVIEW COMMITTEES’ PROGRESS AGAINST FY16 GOALS</b> <a href="#">ATTACHMENT 7</a>	Gary Kalbach		<b>discussion 6:04 – 6:09</b>
<b>8. REVIEW DRAFT COMMITTEE CHARTER REVISIONS</b> <a href="#">ATTACHMENT 8</a>	Gary Kalbach	<i>public comment</i>	<b>possible motion 6:09 – 6:14</b>

A copy of the agenda for the Regular Committee Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at 650-988-7504 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>9. REVIEW DRAFT FY17 ADVISORY COMMITTEE GOALS</b> <a href="#">ATTACHMENT 9</a>	Gary Kalbach	<i>public comment</i>	<b>possible motion</b> <b>6:14 – 6:34</b>
<b>10. REVIEW PROPOSED FY17 COMMITTEE APPOINTMENTS</b>	Gary Kalbach	<i>public comment</i>	<b>possible motion</b> <b>6:34 – 6:44</b>
<b>11. FY17 BOARD EDUCATION PLAN</b> <a href="#">ATTACHMENT 11</a>	Gary Kalbach	<i>public comment</i>	<b>possible motion</b> <b>6:44 – 6:54</b>
<b>12. FY17 PACING PLAN</b> <a href="#">ATTACHMENT 12</a>	Gary Kalbach	<i>public comment</i>	<b>possible motion</b> <b>6:54 – 7:04</b>
<b>13. ADJOURN TO CLOSED SESSION</b>	Gary Kalbach		<b>7:04 – 7:05</b>
<b>14. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Gary Kalbach		<b>7:05 – 7:06</b>
<b>15. CONSENT CALENDAR</b> <i>Any Committee Member may remove an item for discussion before a motion is made.</i> <u>Approval</u> <i>Gov't Code Section 54957.2</i> a. Meeting Minutes of the Closed Session of the Governance Committee (3/29/16)	Gary Kalbach		<b>motion required</b> <b>7:06 – 7:07</b>
<b>16. ADJOURN TO OPEN SESSION</b>	Gary Kalbach		<b>7:07 – 7:08</b>
<b>17. RECONVENE OPEN SESSION / REPORT OUT</b> To report any required disclosures regarding permissible actions taken during Closed Session.	Gary Kalbach		<b>7:08 – 7:09</b>
<b>18. ROUND TABLE DISCUSSION</b>	Gary Kalbach		<b>discussion</b> <b>7:09 – 7:14</b>
<b>19. ADJOURNMENT</b>	Gary Kalbach		<b>motion required</b> <b>7:14 – 7:15 pm</b>

**Upcoming Governance Committee Meetings in FY17:**

*Tentative (upon Committee and Board approval)*

- August 2, 2016
- October 4, 2016
- January 3, 2017
- February 7, 2017
- April 4, 2017
- June 6, 2017

**a. Meeting Minutes of the Open Session of the  
Governance Committee (3/29/16)**

**Minutes of the Open Session of the  
Governance Committee**

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

El Camino Hospital

Conference Room A, Ground Level

2500 Grant Road, Mountain View, California

Christina Lai participated via teleconference from the following address:

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

Peter Moran participated via teleconference from the following address:

110 Sioux Lane, Los Altos, CA 94022

**Members Present**

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

**Members Absent**

<b>Agenda Item</b>	<b>Comments/Discussion</b>	<b>Approvals/Action</b>
<b>1. CALL TO ORDER</b>	Chair Peter C. Fung, MD, called the Governance Committee of El Camino Hospital to order at 5:30 p.m. A quorum was present.	
<b>2. ROLL CALL</b>	All members were present, in person or by teleconference.	
<b>3. POTENTIAL CONFLICTS OF INTEREST DISCLOSURES</b>	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.	
<b>4. PUBLIC COMMUNICATION</b>	None.	
<b>5. CONSENT CALENDAR</b>	<p>Motion: To approve the consent calendar (Minutes of the Governance Committee meeting of November 3, 2015 and Proposed FY17 Meeting Dates).</p> <p>Movant: Kalbach</p> <p>Second: Moran</p> <p>Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder</p> <p>Nays: None</p> <p>Abstain: None</p> <p>Recused: None</p> <p>Absent: None</p>	<b><i>Consent Calendar Approved</i></b>

	<p>Chair Fung reported that the District Board did not accept the Hospital Board's recommendation to extend the terms of the Non-District Board Members who serve on the Hospital Board of Directors from 3 to 4 years. He also reported that the District Board re-elected Director Davis to the Hospital Board for a term of three years and that there are vacancies on the Finance Committee and the Corporate Compliance Committee.</p>	
<p><b>6. ADJOURN TO CLOSED SESSION</b></p>	<p>Motion: To adjourn to closed session at 5:40 pm                      Movant: Kalbach                      Second: Chen                      Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder                      Nays: None                      Abstain: None                      Recused: None                      Absent: None</p>	
<p><b>7. AGENDA ITEM 10 – RECONVENE OPEN SESSION</b></p>	<p>Open session was reconvened at 6:11 pm. Chair Fung reported that the closed session minutes of the Committee's November 3, 2015 meeting were approved by six committee members present (Chen, Fung, Kalbach, Lai, Moran and Reeder) during the closed session.</p>	
<p><b>8. AGENDA ITEM 14 – PROMOTE ENHANCED AND SUSTAINED COMPETENCY BASED EFFECTIVE GOVERNANCE</b></p>	<p>Mr. Reeder asked the Committee to consider whether El Camino Hospital has the optimum Board given the current Board structure. He provided an historical perspective, explaining that when the Hospital first opened fifty years ago it was governed by a District Board, and when the law changed enabling the Hospital to become a 501(c)(3) corporation the District Board appointed itself to the corporate Board. He also described how the District gave up control of the Hospital and then ultimately regained control and reappointed themselves to the Hospital Board when the integrated delivery system was unwound in the 1990's. He explained that it continued that way until 2012 when the Board was expanded to include three subject matter experts; a change he believes has worked very well. He stated that it is time for the Board to re-look at whether all of the District Board members should serve on the Hospital Board and then do what is necessary to make sure the Hospital stays relevant.</p> <p>Chair Fung noted that there might be several ways to change the structure, including adding more subject matter experts, and/or representatives of strategic</p>	

partners. He also suggested that an alternative at the other end of the spectrum might be to have District Board members who have desired competencies continue to serve on the Hospital Board, and to remove those who do not. Mr. Kalbach commented that 5 – 9 is the correct number for an effective Board and suggested that the District Board should not “automatically” elect themselves to the Hospital Board, but adopt the mindset that it is their job to elect the most competent Hospital Board possible.

Mr. Chen commented that simply expanding the Board will not achieve the desired outcome, but that an approach that includes limiting the number of District Board members who serve on the Hospital Board might be workable. Tomi Ryba, CEO, suggested that it would be helpful for the Governance Committee to make a recommendation as to whether it supports a competency based Board and a review of the Board structure.

Mr. Moran noted that unless the District Board decides to make a change, nothing will happen, and suggested that one of the possible situational outcomes of continuing with the same Board structure that should be considered is that the viability of the Hospital as an independent stand-alone entity is in question.

Ms. Lai agreed with the other Committee members and commented that there is some urgency around this issue and the Board should address it.

Joann McNutt or Nygren Consulting LLC commented that hospitals around the country are grappling with this issue and modifying their Boards to make them generative and strategic Boards. She also commented that the Hospital Board should be patient driven.

Ms. Ryba commented that the Hospital’s biggest risk is its business model, followed the absence of a wholly dedicated physician group and the lack of a major effective partnership in the market. She noted that these factors should be compelling ECH to re-look at its structure.

Chair Fung commented that he would report the Committee’s discussion to the Board and suggest a discussion at the Hospital Board and probably subsequently at the District Board.

<b>9. AGENDA ITEM 11 – REPORT ON BOARD ACTIONS</b>	Chair Fung reported actions taken by the Board since the Committee’s last meeting.	
<b>10. AGENDA ITEM 12 – REPORT ON BOARD PROCESSES ASSESSMENT WORK</b>	<p>Cindy Murphy, Board Liaison, reported that Via Healthcare Consulting’s Board Processes recommendations have been implemented with a few exceptions: 1) the Board Meeting Evaluation Tool, which will be implemented in April, 2) the continuing education plan for Board members, which can be paced for the Committee’s May meeting, and 3) development of a goal for time spent on quality matters at Board meetings, which will be paced for an upcoming Quality Committee meeting.</p> <p>The Committee members discussed the report in the meeting materials showing that the length of Board meetings has not decreased since August. There was some discussion about whether, although the total length of the meetings may not have decreased, it seems more time is being spent in closed session on strategic matters and less in open session on administrative matters which is a positive change. Ms. Murphy will track this over the next several months and report back to the Committee in September.</p> <p>The Committee members commented that the length of meetings can generally be attributed both to a Chair’s efforts to guide the meeting and the group members’ willingness to be focused, strategic and not repetitive in their discussions.</p>	
<b>11. AGENDA ITEM 13 – REVIEW OF EL CAMINO HOSPITAL NON-DISTRICT BOARD MEMBER ELECTION PROCESS</b>	<p>Chair Fung asked if the Committee members had any questions about the proposed revisions to the process. The Committee members discussed whether the process should be simplified and whether the competencies should be revised and simplified. Ms. Ryba suggested that this year the process was too protracted.</p> <p>Ms. Lai requested that the word “may” be changed to “shall” to ensure rather than just suggest that a member of the Governance Committee is involved in vetting candidates for the Hospital Board.</p>	Recommended the Board make Recommendation to District Board for Approval of Draft Revised Process

	<p>Motion: To recommend that the Board recommend that the District Board approve the Draft Revised El Camino Hospital Non-District Board Member Election Process as amended (change “may” to “shall”).</p> <p>Movant: Kalbach</p> <p>Second: Chen</p> <p>Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder</p> <p>Nays: None</p> <p>Abstain: None</p> <p>Recused: None</p> <p>Absent: None</p>	
<b>12. AGENDA ITEM 15 – PROPOSED FY17 GOVERNANCE COMMITTEE CHARTER</b>	<p>The Committee did not have any comments about the Committee Charter or requests for changes.</p> <p>Motion: To recommend approval (no changes) of the Governance Committee Charter.</p> <p>Movant: Kalbach</p> <p>Second: Reeder</p> <p>Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder</p> <p>Nays: None</p> <p>Abstain: None</p> <p>Recused: None</p> <p>Absent: None</p>	
<b>13. AGENDA ITEM 16 – PROPOSED FY17 GOVERNANCE COMMITTEE GOALS</b>	<p>The Committee members discussed the proposed FY17 Governance Committee Goals in the meeting packet.</p> <p>Motion: To recommend approval of the Proposed FY17 Governance Committee Goals.</p> <p>Movant: Reeder</p> <p>Second: Kalbach</p> <p>Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder</p> <p>Nays: None</p> <p>Abstain: None</p> <p>Recused: None</p> <p>Absent: None</p>	
<b>14. AGENDA ITEM 17 – PACING PLAN</b>	<p>The Committee discussed the Pacing Plan and asked staff to bring back a revised proposal for FY17 meeting dates that would provide for six meetings per year instead of four. Mr. Moran requested that the FY17 Pacing Plan devote substantial amounts of time to the topic of promoting enhanced and sustained competency based governance. The Committee also discussed having a Joint Meeting with the Board in the next few months.</p>	
<b>15. AGENDA ITEM 18 – ROUND TABLE DISCUSSION</b>	<p>The Committee members discussed the importance of addressing the issue of Board structure in a meaningful way.</p>	



<b>16. AGENDA ITEM 19 – ADJOURNMENT</b>	Motion: To adjourn at 7:16 pm Movant: Kalbach 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.**

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Peter C. Fung, MD  
Chair, ECH Governance Committee

## **b. Proposed FY17 Governance Committee Meeting Dates**

Recommended Governance Committee Date	Corresponding Hospital Board Date
July 2016 – No Meetings	July 2016 – No Meetings
<b>August 2, 2016</b>	August 10, 2016
No September Meeting	
<b>October 4, 2016</b>	October 12, 2016
No November Meeting	
December 2016 – No Meetings	December 2016 – No Meetings
<b>January 3, 2017</b>	January 11, 2017
<b>February 7, 2017</b>	February 15, 2017
No March Meeting	
<b>April 4, 2017</b>	April 12, 2017
No May Meeting	
<b>June 6, 2017</b>	June 14, 2017

**c. Proposed FY17 Master Board and Committee Calendar**

# FY17 ECH Board and Committee Master Calendar (DRAFT)

Q1 & Q2 (July 2016 – December 2016)

JULY						
S	M	T	W	T	F	S
					1	2
3	4 July 4th	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						
AUGUST						
S	M	T	W	T	F	S
	1 QC FC	2 GC	3	4	5	6
7	8 IC	9	10 ECHB	11	12	13
14	15	16	17	18 CC	19	20
21	22	23	24	25	26	27
28	29 QC	30	31			
SEPTEMBER						
S	M	T	W	T	F	S
				1	2	3
4	5 Labor Day	6	7	8	9	10
11	12	13	14 ECHB	15 ECC	16	17
18	19	20	21	22	23	24
25	26 FC	27	28	29 CC	30	

OCTOBER						
S	M	T	W	T	F	S
						1
2	3 QC	4 GC	5	6	7	8
9	10	11	12 ECHB	13	14	15
16	17	18 Dist Bd	19	20	21	22
23	24	25	26 Educational	27	28	29
30	31					
NOVEMBER						
S	M	T	W	T	F	S
		1	2 QC	3	4	5
6	7	8	9 ECHB	10	11	12
13	14 IC	15 ECC	16	17 CC	18	19
20	21	22	23	24 Thanksgiving	25	26
27	28 FC	29	30			
DECEMBER						
S	M	T	W	T	F	S
				1	2	3
4	5 QC	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24 Xmas Eve
25 Xmas Day	26	27	28	29	30	31

## KEY:

Dist Bd = District Board	ECHB = ECH Board	CC = Corporate Compliance/ Privacy and Audit Committee	EC = Executive Compensation Committee	FC = Finance Committee	GC = Governance Committee	IC = Investment Committee	QC = Quality, Patient Care & Patient Experience Committee	ECH Board Retreat	ECH Board & Cmte Educational Gatherings	ECH Holiday
3 <sup>rd</sup> Tuesday starts at 5:30pm	2 <sup>nd</sup> Wednesday 5:30-9:30pm	5:00-7:00pm	4:30-6:30pm	5:30-7:30pm	5:30-7:00pm	5:30 - 7:30	5:30-7:30pm	Saturday 9:00-3:00pm	2 evenings 5:30-8:00pm	

Governance Institute Conference: Sept. 11-14, 2016 in Colorado Springs, CO; Estes Park Conference: Nov. 6-9, 2016 in Marina Del Rey, CA

# FY17 ECH Board and Committee Master Calendar (DRAFT)

Q3 & Q4 (January 2017 – June 2017)

JANUARY						
S	M	T	W	T	F	S
1 New Year's	2	3 GC	4	5	6	7
8	9	10	11 ECHB	12	13	14
15	16 MLK Day	17 Dist Bd	18	19 CC	20	21
22	23	24	25	26	27	28
29	30 QC FC	31				
FEBRUARY						
S	M	T	W	T	F	S
			1	2	3	4
5	6	7 GC	8	9	10	11
12	13 IC	14	15 ECHB	16	17	18 Break
19	20 Pres. Day	21	22	23	24	25
26	27 QC	28				
MARCH						
S	M	T	W	T	F	S
			1	2	3	4 Bd Retreat
5	6	7	8 ECHB	9	10	11
12	13	14	15	16	17	18
19	20	21 Dist Bd	22	23 ECC	24	25
26	27 FC	28	29	30	31	

APRIL						
S	M	T	W	T	F	S
						1
2	3 QC	4 GC	5	6	7	8
9	10	11	12 ECHB	13	14	15
16	17	18	19	20	21	22
23	24	25	26 Educational	27	28	29
30						
MAY						
S	M	T	W	T	F	S
	1 QC	2	3	4	5	6
7	8 IC	9	10 ECHB	11	12	13
14	15	16	17	18 CC	19	20
21	22	23	24	25 ECC	26	27
28	29 Memorial Day	30 Joint FC Board	31			
JUNE						
S	M	T	W	T	F	S
				1	2	3
4	5 QC	6 GC	7	8	9	10
11	12	13	14 ECHB	15	16	17
18	19	20 Dist Bd	21	22	23	24
25	26	27	28	29	30	

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Estes Park Conference: Mar. 12-15, 2017 in Phoenix, AZ

### FY17 ECH Board and Committee Master Calendar (DRAFT)

Date	JULY '16	AUG '16	SEPT '16	OCT '16	NOV '16	DEC '16	JAN '17	FEB '17	MAR '17	APR '17	MAY '17	JUNE '17
1		QC FC					New Year's Day				QC	
2		GC			QC							
3				QC			GC			QC		
4	Independence Day			GC					ECH Board Retreat	GC		
5			Labor Day			QC						QC
6					EP							GC
7					EP			GC				
8		IC			EP				ECHB		IC	
9					EP ECHB							
10		ECHB									ECHB	
11			GI				ECHB					
12			GI	ECHB					EP	ECHB		
13			GI					IC	EP			
14			GI ECHB		IC				EP			ECHB
15			ECC		ECC			ECHB	EP			
16							MLK Day		CC			
17					CC		Dist Bd					
18		CC		Dist Bd				Break			CC	
19							CC					
20								Presidents Day				Dist Bd
21									Dist Bd			
22												
23									ECC			
24					Thanksgiving	Christmas Eve						
25						Christmas Day					ECC	
26			FC	Board&Cmte Educational				Break		Board&Cmte Educational		
27								QC				
28			CC		FC				FC			
29		QC									Memorial Day	
30							QC FC				Joint FC Board	
31												

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**Governance Institute (GI) Conference: Sept. 11-14, 2016 in Colorado Springs, CO; Estes Park (EP) Conference: Nov. 6-9, 2016 in Marina Del Rey, CA or Mar. 12-15, 2017 in Phoenix, AZ**

## **d. Report on Board and Committee Recruitment**



## COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Report on Board and Committee Recruitment Governance Committee May 24, 2016
<b>Responsible party:</b>	Cindy Murphy, Board Liaison
<b>Action requested:</b>	Information
<p><b>Background:</b></p> <p><b>1. El Camino Hospital Board of Directors</b> – Nothing new to report. We will be asking Governance Committee Chair Peter Fung to make his recommendation for appointment of a Governance Committee member to the District Board’s FY17 ECH Director Election Ad Hoc Committee in advance of the June 14<sup>th</sup> District Board meeting.</p> <p><b>2. Board Advisory Committees:</b></p> <p><u>Corporate Compliance, Privacy and Internal Audit Committee</u> – In addition to Wes Alles, Ramy Houssaini also resigned from the Committee. Following internal efforts, publication in local print media and advertising on LinkedIn, we received several candidate resumes. The Committee Chair is currently reviewing them and I expect direction regarding next steps following the Committee’s May 19, 2016 meeting.</p> <p><u>Finance Committee</u> – At its May 28, 2016 meeting, the Finance Committee appointed an Ad hoc Committee to address the vacancy created by Kathy Cain’s resignation. Following internal efforts, publication in local print media and advertising on LinkedIn, we received several candidate resumes. The Ad hoc Committee is reviewing the resumes and will likely begin interviewing candidates in mid-June.</p>	
<b>Committees that reviewed the issue and recommendation, if any:</b> None.	
<p><b>Summary and Session Objectives:</b></p> <p>To update the Governance Committee on the status of Board and Advisory Committee recruitment activities.</p>	
<p><b>Suggested discussion questions:</b></p> <p>None. This is an information item.</p>	
<p><b>Proposed Committee motion, if any:</b></p> <p>None</p>	
<b>LIST OF ATTACHMENTS:</b> None	

# ATTACHMENT 7

## COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Progress Against FY16 Committee Goals Governance Committee May 24, 2016
<b>Responsible party:</b>	Cindy Murphy, Board Liaison
<b>Action requested:</b>	Information
<b>Background:</b> <p>Each of the Board Advisory Committees has met or is on track to meet its FY16 Goals. The following will be completed in Q4:</p> <ol style="list-style-type: none"> <li>1. Finance Committee: Education – Review of Employer Provided Health Plan Trends</li> <li>2. Executive Compensation Committee – Recommendations for FY17 Executive and CEO base salaries and incentive goals</li> <li>3. Compliance Committee – Joint meeting with the Board (June 8<sup>th</sup>) to update on enterprise risk management (monitoring and reporting).</li> </ol>	
<b>Committees that reviewed the issue and recommendation, if any:</b> <p>None.</p>	
<b>Summary and Session Objectives:</b> <p>To update the Committee on the status of FY16 Advisory Committee goals</p>	
<b>Suggested discussion questions:</b> <p>None</p>	
<b>Proposed Committee motion, if any:</b> <p>None. This is an informational item</p>	
<b>LIST OF ATTACHMENTS:</b> <p>None.</p>	

## ATTACHMENT 8

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	<p>Biennial Committee Charter Review</p> <p>Governance Committee</p> <p>Meeting Date: May 24, 2016</p>
<b>Responsible party:</b>	Cindy Murphy, Board Liaison
<b>Action requested:</b>	Possible Motion
<p><b>Background:</b> The Governance Committee’s charter provides that it will ensure that each Board Advisory Committee reviews its Charter every other year. The Executive Compensation Committee (“ECC”) is the only Committee currently recommending a revision to its Charter.</p> <p>1. It has been the organization’s practice for the ECC to select an Executive Compensation Consultant and inform the Board of the selection. After reviewing the ECC’s Charter, staff recommended that the language 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. Staff had drafted Alternative A, giving the ECC the authority, and an Alternative B, requiring Board approval, for the Committee’s consideration. The Committee voted to recommend Alternative A as written with respect to this aspect of the revision.</p> <p>2. It is the Board’s current practice to develop and conduct the CEO’s annual evaluation process without assistance from the ECC, though the Executive Compensation <u>Consultant</u> does provide staff support. Staff recommended the Charter be revised to reflect current practice by removing the words “Develop the CEO evaluation process in collaboration with the CEO” from the list of the ECC’s duties. The Executive Compensation Committee also recommended adding the words “and performance appraisal process” to the second bullet under item B.</p>	
<p><b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b></p> <p>Each of the Board’s Advisory Committees (except the Finance Committee) reviewed their own Charters during the last half of FY16. The Executive Compensation Committee is the only Committee recommending a revision at this time. Any revisions the Finance Committee recommends to its own Charter at its May 31, 2016 meeting will be presented to the Board at its June 2016 meeting without review by the Governance Committee.</p>	
<p><b>Summary and session objectives :</b> To obtain a recommendation from the Governance Committee that the Board approve Draft Revised Executive Compensation Committee Charter Alternative A.</p>	
<p><b>Suggested discussion questions:</b></p> <p>Is it an effective and efficient use of the Board’s time to require Board approval, or should the decision to select and engage an Executive Compensation Consultant remain with the Committee?</p>	

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

	<p><b>Proposed Committee motion, if any:</b></p> <p>To recommend that the Board Approve Draft Revised Charter Alternative A as further revised and recommended by the Executive Compensation Committee.</p>
	<p><b>LIST OF ATTACHMENTS:</b></p> <ol style="list-style-type: none"><li>1. Current ECC Charter</li><li>2. Draft Revised Alternative A</li><li>3. Draft Revised Alternative B</li></ol>

## **Executive Compensation Committee Charter**

### **Purpose**

The purpose of the Executive Compensation Committee (“Compensation Committee”) is to assist the El Camino Hospital (ECH) Hospital 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.

### **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 of, and supervise any consultant hired by the Board to advise the Board or Committee on executive compensation 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 Executive Compensation Committee shall be comprised of two (2) or more Hospital Board members. The Committee may also include 2-4 external (non-director) members with knowledge of executive compensation practices, executive leadership or corporate human resource management. The Hospital Board may designate up to two Hospital Board members to serve as alternate Committee members. Alternate Committee members shall serve as full members of the Committee when their attendance is permitted. If there are two alternates, meeting attendance will rotate with assignments made by the Committee Chair upon appointment or reappointment. If an alternate or Hospital Board member is unable to attend any Committee meeting, the unassigned alternate Committee member may attend any Committee meeting so long as the number of Hospital Board members in attendance is less than five.

- Compensation consultants may be retained as appropriate and participate as directed.
- The Chair of the Committee shall be appointed by the Board Chair, subject to approval by the Board. All members of the Committee shall be eligible to serve as Chair of the Committee.

- 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 30<sup>th</sup> each year, renewable annually.
- It shall be within the discretion of the Chair of the Committee to appoint a Vice-Chair from among the members of the Committee. If the Chair of the Committee is not a Hospital Board member, the Vice-Chair must be a Hospital Board member.
- All members of the Committee must be independent directors with no conflict of interest regarding compensation or benefits for the executives whose compensation is reviewed and recommended by the Committee. Should there be a potential conflict, the determination regarding independence shall follow the criteria approved by the Board and as per the Independent Director Policy.

### **Staff Support and Participation**

The CHRO 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. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may attend meetings at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing his/her compensation.

### **General Responsibilities**

The Committee is responsible for recommending to the full Board policies, processes and procedures related to executive compensation philosophy, operating performance against standards, and succession planning.

### **Specific Duties**

The specific duties of the Executive Compensation Committee include the following:

#### **A. Executive Compensation**

- Develop a compensation philosophy that clearly explains the guiding principles on which executive pay decisions are based. Recommend the philosophy for approval by the Board.
- Develop executive compensation policies to be approved by the Board.
- Review and maintain an executive compensation and benefit program consistent with the executive compensation policies, which have been approved by the Board. Recommend any material changes in the program for approval by the Board.
- Review the CEO's salary range, performance incentive program, benefits, perquisites, and contractual terms. Recommend to the Board any salary changes and/or any performance incentive payouts based on the Committee's evaluation of the CEO's performance.



- Review the CEO's recommendations regarding salary and performance incentive payouts for the upcoming year for the executives whose compensation is subject to review by the Committee based on the CEO and Committee's evaluation of the executive's performance. Recommend to the Board any salary changes and/or any performance incentive payouts based on the Committee and CEO's evaluation of the executive's performance.
- Periodically evaluate the executive compensation program, including the charter, policies, and philosophy on which it is based, to assess its effectiveness in meeting the Hospital's needs for recruiting, retaining, developing, and motivating qualified leaders.
- Periodically review the total value, cost and reasonableness of severance and benefits for executives.
- Annually review and present for Board acceptance the letter of rebuttable presumption of reasonableness.
- Review market analysis and recommendation of the Committee's independent executive compensation consultant.
- Establish salary ranges for each executive and recommend placement in the range for the CEO and those executives eligible for the plan to the Board.

#### **B. Performance Goals and Evaluation**

- Review and provide input into the CEO's recommendations regarding annual organization goals and measures used in the Executive Performance Incentive Plan. Recommend organizational performance incentive goals for approval by the Board.
- Provide input into establishing the CEO's annual individual performance incentive goals to execute the Hospital's strategic plan. Recommend the CEO's individual annual goals and measures for approval by the Board.
- Provide input into establishing the executive team's annual performance incentive goals to execute the Hospital's strategic plan. Recommend the annual goals and measures for approval by the Board.
- Develop the CEO evaluation process in collaboration with the CEO.

#### **C. Executive Succession and Development**

- Review annually the CEO's own succession plan, including a leadership and professional development plan based on the previous year's performance evaluation.
- Review annually the CEO's succession plan for the executive team members, which shall include the process by which potential executives are identified and developed.

## **Committee Effectiveness**

The Committee is responsible for establishing its annual goals, objectives and workplan 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. In addition, the Committee shall provide counsel and advice to the Board as requested.

## **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 approval.

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: November 12, 2014.

## **Executive Compensation Committee Charter**

### **DRAFT Revised Alternative A March 24, 2016**

#### **Purpose**

The purpose of the Executive Compensation Committee (“Compensation Committee”) is to assist the El Camino Hospital (ECH) Hospital 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.

#### **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, ~~engage~~~~recommend engagement of,~~ and supervise ~~any~~ consultant ~~hired by the Board~~ to advise the Board ~~and/or the~~ Committee on executive compensation 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 Executive Compensation Committee shall be comprised of two (2) or more Hospital Board members. The Committee may also include 2-4 external (non-director) members with knowledge of executive compensation practices, executive leadership or corporate human resource management. The Hospital Board may designate up to two Hospital Board members to serve as alternate Committee members. Alternate Committee members shall serve as full members of the Committee when their attendance is permitted. If there are two alternates, meeting attendance will rotate with assignments made by the Committee Chair upon appointment or reappointment. If an alternate or Hospital Board member is unable to attend any Committee meeting, the unassigned alternate Committee member may attend any Committee meeting so long as the number of Hospital Board members in attendance is less than five.

- Compensation consultants may be retained as appropriate and participate as directed.
- The Chair of the Committee shall be appointed by the Board Chair, subject to approval by the Board. All members of the Committee shall be eligible to serve as Chair of the Committee.

- 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 30<sup>th</sup> each year, renewable annually.
- It shall be within the discretion of the Chair of the Committee to appoint a Vice-Chair from among the members of the Committee. If the Chair of the Committee is not a Hospital Board member, the Vice-Chair must be a Hospital Board member.
- All members of the Committee must be independent directors with no conflict of interest regarding compensation or benefits for the executives whose compensation is reviewed and recommended by the Committee. Should there be a potential conflict, the determination regarding independence shall follow the criteria approved by the Board and as per the Independent Director Policy.

### **Staff Support and Participation**

The CHRO 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. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may attend meetings at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing his/her compensation.

### **General Responsibilities**

The Committee is responsible for recommending to the full Board policies, processes and procedures related to executive compensation philosophy, operating performance against standards, and succession planning.

### **Specific Duties**

The specific duties of the Executive Compensation Committee include the following:

#### **A. Executive Compensation**

- Develop a compensation philosophy that clearly explains the guiding principles on which executive pay decisions are based. Recommend the philosophy for approval by the Board.
- Develop executive compensation policies to be approved by the Board.
- Review and maintain an executive compensation and benefit program consistent with the executive compensation policies, which have been approved by the Board. Recommend any material changes in the program for approval by the Board.
- Review the CEO's salary range, performance incentive program, benefits, perquisites, and contractual terms. Recommend to the Board any salary changes and/or any performance incentive payouts based on the Committee's evaluation of the CEO's performance.

- Review the CEO's recommendations regarding salary and performance incentive payouts for the upcoming year for the executives whose compensation is subject to review by the Committee based on the CEO and Committee's evaluation of the executive's performance. Recommend to the Board any salary changes and/or any performance incentive payouts based on the Committee and CEO's evaluation of the executive's performance.
- Periodically evaluate the executive compensation program, including the charter, policies, and philosophy on which it is based, to assess its effectiveness in meeting the Hospital's needs for recruiting, retaining, developing, and motivating qualified leaders.
- Periodically review the total value, cost and reasonableness of severance and benefits for executives.
- Annually review and present for Board acceptance the letter of rebuttable presumption of reasonableness.
- Review market analysis and recommendation of the Committee's independent executive compensation consultant.
- Establish salary ranges for each executive and recommend placement in the range for the CEO and those executives eligible for the plan to the Board.

#### **B. Performance Goals Setting and Assessment~~Evaluation~~**

- Review and provide input into the CEO's recommendations regarding annual organization goals and measures used in the Executive Performance Incentive Plan. Recommend organizational performance incentive goals for approval by the Board.
- Provide input into establishing the CEO's annual individual performance incentive goals and performance appraisal process to execute the Hospital's strategic plan. Recommend the CEO's individual annual goals and measures for approval by the Board.
- Provide input into establishing the executive team's annual performance incentive goals to execute the Hospital's strategic plan. Recommend the annual goals and measures for approval by the Board.

▪ Develop the CEO evaluation process in collaboration with the CEO.

#### **C. Executive Succession and Development**

- Review annually the CEO's own succession plan, including a leadership and professional development plan based on the previous year's performance evaluation.
- Review annually the CEO's succession plan for the executive team members, which shall include the process by which potential executives are identified and developed.

## **Committee Effectiveness**

The Committee is responsible for establishing its annual goals, objectives and workplan 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. In addition, the Committee shall provide counsel and advice to the Board as requested.

## **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 approval.

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: November 12, 2014.

## **Executive Compensation Committee Charter**

### **Draft Revised Alternative B March 24, 2016**

#### **Purpose**

The purpose of the Executive Compensation Committee (“Compensation Committee”) is to assist the El Camino Hospital (ECH) Hospital 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.

#### **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 may, from time to time,~~has the authority to select,~~ recommend engagement of, and supervise any consultant hired by the Board to advise the Board or Committee on executive compensation 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 Executive Compensation Committee shall be comprised of two (2) or more Hospital Board members. The Committee may also include 2-4 external (non-director) members with knowledge of executive compensation practices, executive leadership or corporate human resource management. The Hospital Board may designate up to two Hospital Board members to serve as alternate Committee members. Alternate Committee members shall serve as full members of the Committee when their attendance is permitted. If there are two alternates, meeting attendance will rotate with assignments made by the Committee Chair upon appointment or reappointment. If an alternate or Hospital Board member is unable to attend any Committee meeting, the unassigned alternate Committee member may attend any Committee meeting so long as the number of Hospital Board members in attendance is less than five.

- Compensation consultants may be retained as appropriate and participate as directed.
- The Chair of the Committee shall be appointed by the Board Chair, subject to approval by the Board. All members of the Committee shall be eligible to serve as Chair of the Committee.

- 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 30<sup>th</sup> each year, renewable annually.
- It shall be within the discretion of the Chair of the Committee to appoint a Vice-Chair from among the members of the Committee. If the Chair of the Committee is not a Hospital Board member, the Vice-Chair must be a Hospital Board member.
- All members of the Committee must be independent directors with no conflict of interest regarding compensation or benefits for the executives whose compensation is reviewed and recommended by the Committee. Should there be a potential conflict, the determination regarding independence shall follow the criteria approved by the Board and as per the Independent Director Policy.

### **Staff Support and Participation**

The CHRO 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. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may attend meetings at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing his/her compensation.

### **General Responsibilities**

The Committee is responsible for recommending to the full Board policies, processes and procedures related to executive compensation philosophy, operating performance against standards, and succession planning.

### **Specific Duties**

The specific duties of the Executive Compensation Committee include the following:

#### **A. Executive Compensation**

- Develop a compensation philosophy that clearly explains the guiding principles on which executive pay decisions are based. Recommend the philosophy for approval by the Board.
- Develop executive compensation policies to be approved by the Board.
- Review and maintain an executive compensation and benefit program consistent with the executive compensation policies, which have been approved by the Board. Recommend any material changes in the program for approval by the Board.
- Review the CEO's salary range, performance incentive program, benefits, perquisites, and contractual terms. Recommend to the Board any salary changes and/or any performance incentive payouts based on the Committee's evaluation of the CEO's performance.



- Review the CEO's recommendations regarding salary and performance incentive payouts for the upcoming year for the executives whose compensation is subject to review by the Committee based on the CEO and Committee's evaluation of the executive's performance. Recommend to the Board any salary changes and/or any performance incentive payouts based on the Committee and CEO's evaluation of the executive's performance.
- Periodically evaluate the executive compensation program, including the charter, policies, and philosophy on which it is based, to assess its effectiveness in meeting the Hospital's needs for recruiting, retaining, developing, and motivating qualified leaders.
- Periodically review the total value, cost and reasonableness of severance and benefits for executives.
- Annually review and present for Board acceptance the letter of rebuttable presumption of reasonableness.
- Review market analysis and recommendation of the Committee's independent executive compensation consultant.
- Establish salary ranges for each executive and recommend placement in the range for the CEO and those executives eligible for the plan to the Board.

#### **B. Performance Goals Setting and Assessment~~Evaluation~~**

- Review and provide input into the CEO's recommendations regarding annual organization goals and measures used in the Executive Performance Incentive Plan. Recommend organizational performance incentive goals for approval by the Board.
- Provide input into establishing the CEO's annual individual performance incentive goals to execute the Hospital's strategic plan. Recommend the CEO's individual annual goals and measures for approval by the Board.
- Provide input into establishing the executive team's annual performance incentive goals to execute the Hospital's strategic plan. Recommend the annual goals and measures for approval by the Board.
- ~~Develop the CEO evaluation process in collaboration with the CEO.~~

#### **C. Executive Succession and Development**

- Review annually the CEO's own succession plan, including a leadership and professional development plan based on the previous year's performance evaluation.
- Review annually the CEO's succession plan for the executive team members, which shall include the process by which potential executives are identified and developed.

## **Committee Effectiveness**

The Committee is responsible for establishing its annual goals, objectives and workplan 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. In addition, the Committee shall provide counsel and advice to the Board as requested.

## **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 approval.

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: November 12, 2014.

## ATTACHMENT 9

## COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Proposed FY17 Advisory Committee Goals Governance Committee May 24, 2016
<b>Responsible party:</b>	Cindy Murphy, Board Liaison
<b>Action requested:</b>	Possible Motion
<b>Background:</b> <p>Every year, each of the Advisory Committees develops goals for the upcoming fiscal year. Five of the committees have done so for FY17; their recommended goals are attached. The Finance Committee will consider its goals and make recommendations to the Board at its May 31, 2016 meeting.</p>	
<b>Committees that reviewed the issue and recommendation, if any:</b> Quality, Compliance, Governance, Investment, Executive Compensation	
<b>Summary and Session Objectives:</b> <p>To obtain the Committee's recommendation for the Board to approve the proposed FY17 Quality, Compliance, Governance, Investment and Executive Compensation Committees' goals.</p>	
<b>Suggested discussion questions:</b> <ol style="list-style-type: none"> <li>1. Are the proposed Committee goals at the correct strategic level?</li> <li>2. Do they reflect important strategic issues facing the Board in FY17?</li> <li>3. Are the proposed Committee goals "SMART" (Specific, Measurable, Relevant, Attainable, Time Bound)?</li> </ol>	
<b>Proposed Committee motion, if any:</b> To recommend that the Board approve the Proposed FY17 Quality, Compliance, Governance, Investment and Executive Compensation Committees' goals.	
<b>LIST OF ATTACHMENTS:</b> <ol style="list-style-type: none"> <li>1. Proposed FY17 Quality, Patient Care and Patient Experience Committee Goals</li> <li>2. Proposed FY17 Investment Committee Goals</li> <li>3. Proposed FY17 Governance Committee Goals</li> <li>4. Proposed FY17 Corporate Compliance, Privacy and Internal Audit Committee Goals</li> <li>5. Proposed FY17 Executive Compensation Committee Goals</li> </ol>	

## Quality, Patient Care and Patient Experience Committee

### Goals for FY 2017 - PROPOSED

#### Purpose

The purpose of the Quality, Patient Care and Patient Experience Committee (“Quality Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in constantly enhancing and enabling a culture of quality and safety at ECH, to ensure delivery of effective, evidence-based care for all patients, and to oversee quality outcomes of all services of ECH. The Quality Committee helps to assure that exceptional patient care and patient experience are attained through monitoring organizational quality and safety measures, leadership development in quality and safety methods and assuring appropriate resource allocation to achieve this purpose.

#### Staff: Chief Medical Officer

*The CMO 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 clinical representatives may participate in the Committee meetings upon the recommendation of the CMO and subsequent approval from both the CEO and Committee Chair. These may include the Chiefs/Vice Chiefs of the Medical Staff, VP of Patient Care Services, physicians, nurses, and members from the Community Advisory Councils or the community-at-large. The CEO is an ex-officio of this Committee.*

Goals	Timeline by Fiscal Year (Timeframe applies to when the Board approves the recommended action from the Committee, if applicable.)	Metrics
1. Review the hospital’s organizational goals and scorecard and ensure that those metrics and goals are consistent with the strategic plan and set at an appropriate level as they apply to the Quality, Patient Care, and Patient Experience Committee.	<ul style="list-style-type: none"> <li>Q1 – Goals</li> <li>Q3 - Metrics</li> </ul>	<ul style="list-style-type: none"> <li>Review, complete, and provide feedback given to management, the governance committee, and the board.</li> </ul>
2. Biannually review peer review process and medical staff credentialing process.	<ul style="list-style-type: none"> <li>Every other year</li> </ul>	
3. Develop a plan to review exceptions for goals that are being monitored by the management team and report those exceptions to the El Camino board of directors.	<ul style="list-style-type: none"> <li>Q3</li> </ul>	

Goals	Timeline by Fiscal Year <small>(Timeframe applies to when the Board approves the recommended action from the Committee, if applicable.)</small>	Metrics
4. Review and oversee a plan to ensure the safety of the medication delivery process. The plan should include a global assessment of adverse events and it should include optimizations to the medication safety process using the new iCare tool.	<ul style="list-style-type: none"> <li>▪ Q2</li> </ul>	Review the plan and approve.
5. Further investigate Patient and Family Centered Care and develop an implementation plan.	<ul style="list-style-type: none"> <li>▪ Q2</li> </ul>	Review the plan and approve.

**Submitted by:**

Dave Reeder, Chair, Quality Committee

Daniel Shin, MD, Executive Sponsor, Quality Committee



## INVESTMENT COMMITTEE DRAFT Goals for FY 2017

### Purpose

The purpose of the Investment Committee is to develop and recommend to El Camino Hospital Board of Director the investment policies governing the Hospital's assets, maintain current knowledge of the management and investment of the invested funds of the Hospital, and provide oversight of the allocation of the investment assets.

### Staff: Iftikhar Hussain, CFO

*The CFO 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 hospital staff may participate in the Committee meetings upon the recommendation of the CFO and subsequent approval from the Committee Chair. The CEO is an ex-officio member of this Committee.*

Goals	Timeline by Fiscal Year (Timeframe applies to when the Board approves the recommended action from the Committee, if applicable)	Metrics
1. Review performance of consultant recommendations of managers and asset allocations.	▪ Each quarter –Ongoing	▪ Investment Committee to review selection of money managers; recommendations are made to CFO
2. Educate Board and Committee: Investment strategy adjustments in low return environment	▪ Q1	▪ Complete by end of Q1
3. Review/revise Executive Dashboard.	▪ Each quarter - Ongoing	▪ Completed by June 2017
4. Meet with the Finance Committee to help align investment philosophy with capital and cash flow needs.	▪ Q4.	▪ Completed by end of Q4

**Submitted by:** Iftikhar Hussain, Executive Sponsor, Investment Committee

## Governance Committee DRAFT Goals for FY 2017

### 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"> <li>Review the governance structure of the Hospital Board, conduct research and make recommendations on preferred competencies.</li> </ul>	<ul style="list-style-type: none"> <li>Q1 FY 2016</li> <li>Q4 FY 2016 and FY 2017</li> </ul>	<ul style="list-style-type: none"> <li>Recommendation for high-priority Board member competencies made to Hospital Board and District Board.</li> <li>Chair nominates Governance Committee Member to serve on District Board Ad Hoc Committee and participate in Non-District Board Member recruitment/interview process as requested by the District Board.</li> <li>Make Recommendation regarding structural changes to the Hospital Board – Q3</li> </ul>



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

**Submitted by:**

Peter C. Fung, MD, Chair, Governance Committee  
Tomi Ryba, Executive Sponsor, Governance Committee



## Corporate Compliance/Privacy and Audit Committee

### **DRAFT** Goals FY 2017

#### **Purpose**

The purpose of the Corporate Compliance/Privacy and Audit Committee ("Compliance and Audit Committee") is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its exercise of oversight by monitoring the compliance policies, controls and processes of the organization and the engagement, independence and performance of the internal auditor and external auditor. The Compliance and Audit Committee assists the Board in oversight of any regulatory audit and in assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

#### **Staff: Diane Wigglesworth, Director of Corporate Compliance**

*The Director, Corporate Compliance/Privacy and Audit Committee shall serve as the primary staff support to the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chairs consideration. Additional members of the executive team or outside consultants may participate in the Committee meetings upon the recommendation of the Director, Corporate Compliance/Privacy and Internal Audit Committee 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 of Success Achieved
<ul style="list-style-type: none"><li>Review and evaluate Hospitals Information Security Risk Management Plan</li></ul>	<ul style="list-style-type: none"><li>Preliminary report in Q2 2017 and Final report in Q3</li></ul>	<ul style="list-style-type: none"><li>Committee reviews and approves plan.</li></ul>
<ul style="list-style-type: none"><li>Review and evaluate risk assessment of Patient Centered Medical Home (PCMH) Compliance and any corrective action plans</li></ul>	<ul style="list-style-type: none"><li>Q3 2017</li></ul>	<ul style="list-style-type: none"><li>Committee reviews and approves plan.</li></ul>
<ul style="list-style-type: none"><li>Review plan and evaluate ERM activities, performance and execution of program</li></ul>	<ul style="list-style-type: none"><li>Q4 2017</li></ul>	<ul style="list-style-type: none"><li>Committee reviews and approves plan.</li></ul>

#### **Submitted by:**

John Zoglin, Chair, Corporate Compliance/Privacy and Audit Committee

Diane Wigglesworth, Executive Sponsor, Corporate Compliance/Privacy and Audit Committee

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**Executive Compensation Committee  
DRAFT Goals for FY 2017**

**Purpose**

The purpose of the Executive Compensation Committee (“Compensation Committee”) is to assist the El Camino Hospital (ECH) Hospital 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.

**Staff: Kathryn Fisk, Chief Human Resources Officer**

*The Chief HR Officer 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. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may attend meetings at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing his/her compensation. The CEO is an ex-officio of this Committee.*

Goals	Timeline by Fiscal Year (Timeframe applies to when the Board approves the recommended action from the Committee, if applicable.)	Metrics
1. Advise the Board on performance incentive goal-setting and plan design ensuring strategic alignment and proper oversight of compensation-related decisions.	Q2-4	<ul style="list-style-type: none"> <li>Recommend FY16 performance goal scores and payouts (Q2)</li> <li>Oversee the implementation of changes that impact the FY18 strategic planning, budgeting, and goal setting processes (Q3-4)</li> <li>Recommend FY 18 goals and measurements (Q4)</li> <li>Assess the value of long-term incentives to support the achievement of long-term strategies (Q3)</li> </ul>

Goals	Timeline by Fiscal Year (Timeframe applies to when the Board approves the recommended action from the Committee, if applicable.)	Metrics
2. Evaluate supplemental executive benefit program including market competitiveness, best practice, total compensation, and strategic value.	Q3-4	<ul style="list-style-type: none"> <li>• Review consultant analysis and options for consideration (Q3)</li> <li>• Determine recommendation to the Board regarding possible design changes to supplemental executive benefit program including any impact on other elements of total compensation (Q4)</li> </ul>
3. Advise the Board ensuring strategic alignment and proper oversight of compensation-related decisions.	Q 2-3	<ul style="list-style-type: none"> <li>• Review base salary administration policy, review market analysis, and make base salary recommendations to the Board (Q2)</li> <li>• Submit the letter of reasonableness for Board acceptance (Q3)</li> <li>• Review compensation philosophy and performance incentive plan policies and make recommendation to Board to approve any changes (Q3)</li> </ul>

**To be Submitted to the Board by:**

Jeffrey Davis, Chair, Executive Compensation Committee

Kathryn Fisk Executive Sponsor Executive Compensation Committee

# ATTACHMENT 11

## COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Proposed FY17 Board Education Plan Governance Committee May 24, 2016
<b>Responsible party:</b>	Tomi Ryba, CEO
<b>Action requested:</b>	Possible Motion
<p><b>Background:</b></p> <p>Per the Committee's charter, the Governance Committee is to recommend an annual Plan for Hospital Board and Committee Member education, training and development.</p> <p>ECH's Board and Advisory Committee Continuing Education Policy ("the policy" last revised May 2015) provides an annual budget of \$4000 per Board Member for individual continuing education and \$4000 per committee for either group or individual education. The Committees have never used their budgets. Between 1 and 3 Board members use their individual budgets each year. Attendance at the Estes Park Conference is most common, although Board members attended the AHA conference on two occasions. Staff is not recommending any revisions to the budget or to policy at this time.</p> <p>The policy also provides for group continuing education. Staff is recommending the following for FY2017:</p> <ol style="list-style-type: none"> <li>1. Clinical Unit Rounding with Executives 2x/year (once at the Los Gatos Campus and once at the Mountain View Campus).</li> <li>2. Full Board and ELT attend either Governance Institute (September 11-14 in Colorado Springs) or Estes Park (November 6-9 in Marina Del Rey or March 12- 15 in Phoenix) Conference during the fall or winter of 2016. Governance Institute dates for calendar year 2017 are not yet available.</li> <li>3. Continue with Semi-Annual Board and Committee Education Session to include committee roundtable discussion and an educational topic. One suggestion is to highlight a new or important clinical program.             <ol style="list-style-type: none"> <li>a. Fall Topic – TBD</li> <li>b. Spring Topic - TBD</li> </ol> </li> <li>4. March 2017 Board Retreat – Topic and Agenda TBD</li> </ol>	
<p><b>Committees that reviewed the issue and recommendation, if any:</b></p> <p>None.</p>	

## COMMITTEE MEETING AGENDA ITEM COVER SHEET

	<p><b>Summary and Session Objectives:</b></p> <p>To obtain the Committee's recommendation to approve the proposed FY17 Board education plan as well as suggestions for educational topics of interest to the Board and Committees</p>
	<p><b>Suggested discussion questions:</b></p> <p>1. Should the Board and ELT attend the Governance Institute or the Estes Park Conference?</p> <p>2. What educational topics are the most important for FY17?</p>
	<p><b>Proposed Committee motion, if any:</b></p> <p>1. To recommend that the Board approve the proposed FY17 Board Education Plan, including attendance of the ELT and Board members at the _____ Conference.</p> <p>2. To direct staff to develop a plan for bringing forth some or all of the following educational topics to the Board and Committees and report back at the Committee's August meeting.</p> <p>a. _____</p> <p>b. _____</p> <p>c. _____</p>
	<p><b>LIST OF ATTACHMENTS:</b></p> <p>1. Governance Institute Brochure September 2016</p> <p>2. Estes Park Brochure November 2016 (specific agenda not yet available)</p>

# The Governance Institute's Leadership Conference

For Board Chairs, Board Members, Healthcare Executives, & Physicians



The Broadmoor  
Colorado Springs, Colorado  
September 11–14, 2016



A service of  NATIONAL RESEARCH  
Corporation



# September 2016 Leadership Conference

**T**hrough our Leadership Conferences, The Governance Institute offers current information, interactive sessions, expert speakers, and the opportunity to meet others with a similar commitment to improving governance and achieving optimal board performance. The 2016 conference sessions are based on our 2016 Education Agenda, available at [GovernanceInstitute.com](http://GovernanceInstitute.com).

## 2016 Conference Learning Objectives:

**Expanding Quality Oversight to Value-Based Care Settings:** Identify governance and leadership strategies that enable the board to improve and sustain quality across the organization's service lines and affiliated providers.

**Advancing Population Health with Targeted Metrics:** Articulate goals to move population health management forward through targeting and segmenting patient populations and measuring health and value.

**Building Strategic Alliances across the Continuum:** Discern new partners needed to deliver value-based care and develop relationships to build the care continuum and physician enterprise.

**Consumer Strategy: Connecting & Responding to Consumer Needs:** Recommend strategies to respond to consumer preferences and behavior.

**Innovation & Disruption: The Expanding Role of Non-Traditional Providers:** Demonstrate the implications of new competitors in the provider space and propose ways to position the organization competitively while aligning with the mission.

## Ongoing Governance Education Topics:

### Foundation Board Strategy & Best Practices

**Creating a High-Reliability Culture:  
Executing Uniformly with Intensity & Accuracy**

**Strategy & Financial Oversight:  
New Metrics, Long-Term Vision, &  
Advancing the Strategic Planning Agenda**

### Board & Committee Best Practices:

**Education for New &  
Seasoned Board Members**

**System Governance Structure:  
Consolidating, Integrating, &  
Engaging at the Local Level**

## Featured Speakers



**Brian J. Silverstein, M.D.**  
Managing Partner  
*HC Wisdom*



**Ryan Donohue**  
Corporate Director,  
Program Development  
*National Research Corporation*



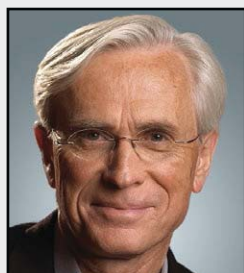
**Larry McEvoy, M.D., FACEP**  
Founder & Chief of Strategy & Innovation  
*PracticingExcellence*  
Executive-in-Residence  
*Center for Creative Leadership*



**Steve Jackson**  
President  
*National Research Corporation*



**Kenneth Kaufman**  
Chair  
*Kaufman, Hall & Associates, LLC*



**James L. Reinertsen, M.D.**  
President  
*The Reinertsen Group*



**Michael Irwin**  
Managing Director,  
Not-for-Profit Health Care Group  
*Citigroup*



**W. Roy Smythe, M.D.**  
Chief Executive Officer  
*HX360*

# Conference Program

Sunday // SEPTEMBER

11

11:00 A.M.	<b>Registration</b>
12:00–4:00 P.M.	<b>Physician Leadership Program</b> <i>TODD SAGIN, M.D., J.D.</i> National Medical Director <i>Sagin Healthcare Consulting, LLC</i>  <i>LARRY MCEVOY, M.D., FACEP</i> Founder & Chief of Strategy & Innovation <i>PracticingExcellence</i> Executive-in-Residence <i>Center for Creative Leadership</i>
<b>PHYSICIAN LEADER TRACK</b>	
This track was created for physician leaders to experience topics dedicated to challenges they face every day. All applicable sessions have been noted in the agenda.	
2:30–4:00 P.M. Concurrent Sessions	<b>Governance 201: How the Board's Role Has Changed</b> <i>GUY M. MASTERS, M.P.A.</i> Principal <i>Premier, Inc.</i>  <b>The Baldrige Journey: What It Means &amp; Making It Last</b> <i>RULON F. STACEY, PH.D., FACHE</i> Chair, Board of Overseers <i>Malcolm Baldrige National Quality Award</i> Faculty Member <i>University of Minnesota Masters of Health Administration Program</i>
4:15–6:00 P.M.	<b>Patient Segmentation for Consumer Strategy &amp; Population Health</b> <i>BRIAN J. SILVERSTEIN, M.D.</i> Managing Partner <i>HC Wisdom</i>
<b>KEYNOTE ADDRESS</b>	
6:00–7:00 P.M.	<b>Networking Reception</b>

To register for this conference, visit  
**GovernanceInstitute.com/Sept2016**

Monday // SEPTEMBER

12

7:00 A.M.	<b>Networking Breakfast</b>
8:00–9:30 A.M. General Session	<b>The New Payer: Exploring the Disruption &amp; Opportunity Presented by Healthcare Consumers</b> <i>RYAN DONOHUE</i> Corporate Director, Program Development <i>National Research Corporation</i>
9:45–10:45 A.M. General Session	<b>The New Math of Healthcare: Simple Rules that Connect Strategy &amp; Physicians</b> <i>LARRY MCEVOY, M.D., FACEP</i> Founder & Chief of Strategy & Innovation <i>PracticingExcellence</i> Executive-in-Residence <i>Center for Creative Leadership</i>
<b>PHYSICIAN LEADER TRACK</b>	
11:00 A.M.–12:00 P.M. General Session	<b>Physician Ratings: Elevate Patient Experience by Answering the Call for Transparency</b> <i>STEVE JACKSON</i> President <i>National Research Corporation</i>
12:00–1:00 P.M.	<b>Networking Lunch</b>
1:00–2:30 P.M. Concurrent Sessions	<b>Moving beyond the Basics of Strategic Planning: The Board's Role</b> <i>MARIAN C. JENNINGS, M.B.A.</i> President <i>M. Jennings Consulting, Inc</i>  <b>Population Health beyond Your Walls: Surveying the Pitfalls &amp; Potentials in Your Community</b> <i>SARAH F. FONTENOT, B.S.N., J.D., CSP</i> Adjunct Professor for Health Law <i>Trinity University</i>
<b>PHYSICIAN LEADER TRACK</b>	
	<b>How to Engage Physicians around a Shared Mission</b> <i>LARRY MCEVOY, M.D., FACEP</i> Founder & Chief of Strategy & Innovation <i>PracticingExcellence</i> Executive-in-Residence <i>Center for Creative Leadership</i>

# Conference Program

Tuesday // SEPTEMBER

13

7:00 A.M.	<b>Networking Breakfast</b>
8:00–9:30 A.M. General Session	<b>Hospitals in the Internet Economy</b> <b>KENNETH KAUFMAN</b> Chair <i>Kaufman, Hall &amp; Associates, LLC</i>
9:45–10:45 A.M. General Session	<b>Driving Quality &amp; Sustaining Value</b> <b>JAMES L. REINERTSEN, M.D.</b> President <i>The Reinertsen Group</i>
11:00 A.M.–12:30 P.M. Concurrent Sessions	<b>Five Tasks for 2016</b> <b>KENNETH KAUFMAN</b> Chair <i>Kaufman, Hall &amp; Associates, LLC</i>
	<b>Case Study: Restructuring Governance &amp; Refocusing on Strategy at St. Luke's Health System</b> <b>RYAN DONOHUE</b> Corporate Director, Program Development <i>National Research Corporation</i>
	<b>System Governance Integration</b> <b>MARIAN C. JENNINGS, M.B.A.</b> President <i>M. Jennings Consulting, Inc.</i>
11:00 A.M.–4:00 P.M.	<b>Working on the System: Physicians as Leaders of Improvement in Quality, Safety, &amp; Value</b> <b>JAMES L. REINERTSEN, M.D.</b> President <i>The Reinertsen Group</i>
	<b>TODD SAGIN, M.D., J.D.</b> National Medical Director <i>Sagin Healthcare Consulting, LLC</i>

PHYSICIAN  
LEADER  
TRACK

Wednesday // SEPTEMBER

14

7:00 A.M.	<b>Networking Breakfast</b>
8:00–9:30 A.M. General Session	<b>Environmental Assessment on Accelerating Consolidation Trends</b> <b>MICHAEL IRWIN</b> Managing Director, Not-for-Profit Health Care Group <i>Citigroup</i>
9:45–11:00 A.M. General Session	<b>The Big Pivot: How Technology &amp; Sociology Will Dramatically Change Care Delivery</b> <b>W. ROY SMYTHE, M.D.</b> Chief Executive Officer <i>HX360</i>
11:00 A.M.	<b>Adjourn</b>

To register for this conference, visit  
**[GovernanceInstitute.com/Sept2016](http://GovernanceInstitute.com/Sept2016)**





## Hotel Information

### About The Broadmoor

Located at the foot of the Rockies and just minutes from downtown Colorado Springs, The Broadmoor is the pinnacle of meeting locations in North America. It has 779 luxurious rooms, suites, and cottages; 19 restaurants, cafés, and lounges; three golf courses; a tennis club; a world-class spa; and much more. This lush 3,000-acre resort, sitting in the shadow of Cheyenne Mountain, is the longest-running consecutive winner of both the AAA Five-Diamond and the Forbes Travel Guide Five-Star awards. The spectacular views of the Cheyenne Lake and mountains are paired with top-notch service and unparalleled accommodations.

### Contact Information

#### The Broadmoor

1 Lake Avenue  
Colorado Springs, Colorado 80906  
Hotel phone: (719) 577-5775  
Hotel fax: (719) 577-5802  
Hotel Web site: Broadmoor.com

### Hotel Reservations

There are a limited number of rooms at The Governance Institute rate, so make your room reservations as early as possible. Hotel accommodations are the responsibility of each attendee; conference registration does not secure your room.

Reservations phone: (800) 634-7711  
Reservations fax: (719) 577-5738  
Check in: 4:00 P.M.  
Check out: 12:00 P.M.  
Room rate: \$315–\$375\* (SGL/DBL occupancy)

All reservations must be made by **August 26, 2016**, to secure this rate. Should the room block become full before this date, reservations will be accepted on rate/space availability.

*\*Note: All rates are subject to applicable taxes. A resort fee will be added daily to include: daily housekeeping service, local and toll-free phone calls up to one hour in length, in-room Internet access, daily newspaper, in-room coffee and tea service, on property ground transportation, and use of swimming pool and fitness center.*

### Cancellation Policy

In order to prevent a cancellation or change fee of one night's room rate, cancellation or reduction in arrival and/ or departure dates must be confirmed no later than seven days prior to your arrival date. All rates are subject to applicable taxes. A deposit equal to one night's stay, including tax, will be recorded seven days prior to arrival. A valid credit card is required at the time of booking.



### Continuing Education Credits Available

**ACCME:** The Governance Institute is accredited by the Accreditation Council for Continuing Medical Education to provide continuing medical education for physicians. The Governance Institute designates this live activity for a maximum of 20.75 *AMA PRA Category 1 Credit(s)*™. Physicians should claim only the credit commensurate with the extent of their participation in the activity.



American College of  
Healthcare Executives  
*for leaders who care®*

**ACHE:** The Governance Institute is authorized to award 20.75 hours of pre-approved ACHE Qualified Education credit (non-ACHE) for this program toward advancement, or recertification in the American College of Healthcare Executives. Participants in this program wishing to have the continuing education hours applied toward ACHE Qualified Education credit should indicate their attendance when submitting application to the American College of Healthcare Executives for advancement or recertification.

**Nursing Accreditation:** This activity has been submitted to the Western State Multi-State Division, an accredited approver of continuing nursing education by the American Nurses Credentialing Center's Commission on Accreditation.



**CPE:** The Governance Institute is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be submitted to the National Registry of CPE Sponsors through its Web site: [www.learningmarket.org](http://www.learningmarket.org).

Program level: Overview • No advanced preparation required

Field of Study: Business Management and Organization

Instructional level: Group Live

Maximum potential CPE credits: 20.75

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## 2016 Leadership Conferences

### The Ritz-Carlton, Naples

Naples, Florida

January 17–20

### Boca Raton Resort & Club

Boca Raton, Florida

February 21–24

### Fairmont Scottsdale Princess

Scottsdale, Arizona

April 17–20

### The Broadmoor

Colorado Springs, Colorado

September 11–14

### Omni Nashville

Nashville, Tennessee

October 30–November 2

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## Governance Support Forum

### Marriott Marquis San Diego Marina

San Diego, California

August 7–9

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## Fall 2016 System Forum:

### *Consumerism & Transparency*

### The Ritz-Carlton, Amelia Island

Amelia Island, Florida

November 13–15

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The Governance Institute  
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# THE ESTES PARK INSTITUTE



## 2016-2017 CONFERENCES

ESTESPARK.ORG

# Solutions for Your Hospital's Future



**E**stes Park Institute has been bringing leadership teams together since 1974 to provide continuing education for hospital executives, trustees, and medical staff leaders. Our conferences explore solutions to operational, financial, technological, and quality challenges and provide strategies and tactics to help your organization thrive in the future.

We have designed a program that isn't just built for you, it's built by you, addressing what you have told us are the most pressing issues your organization is facing. Over four days, the Estes Park Institute's distinguished faculty and expert guest presenters will dig deep to unearth the answers to your specific problems. They'll present time-tested strategies and the latest innovations—providing the solutions you need for today, and for years to come.

As your hospital's leadership team learns together, you'll strengthen the bonds of teamwork that will continue to benefit your hospital, your community, and your patients long after the conference ends.

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*"I think the greatest advantage is the ability/opportunity to set the stage and discuss areas of opportunity within my organization."*

*— President & Chief Executive Officer*

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## Our **MISSION**

**T**he Estes Park Institute believes health care must have a moral center, and that health care leaders and professionals have the highest duty and responsibility in our society. The mission of Estes Park Institute is to educate teams of health care executives, physicians, and trustees so that they can better serve their patients and all of the people in their local communities, and can exercise leadership in this field. We fulfill that mission by presenting up-to-the-minute information, analysis and insight into the problems and opportunities that shape health care in the United States.



THE ESTES PARK INSTITUTE  
ESTESPARK.ORG

# Conference Program



**T**he program for each conference is unique and timely, and the curriculum is constantly evolving to meet the changing needs of those in attendance. But what never changes is our commitment to equipping health care leaders with the tools they need to deliver a higher standard of care.

The program will encompass a variety of topics:

- Patient Safety & Quality Improvement
- Hospital/Physician Coordination
- Leadership in Trying Times
- Collaborating and Integrating Lawfully
- Financial Stability and Fiduciary Responsibility
- Crisis Management
- Fraud and Abuse
- The Patient Experience
- Medicare ACOs
- Personal Transformation
- Post-Acute Care Strategies
- CMO Roundtable
- Coordination of Care and Bundled Payments
- Generosity
- Physicians as Board Members
- Regulatory & Compliance Changes
- Challenges for Critical Access Hospitals
- The Science of Transformation
- Innovations
- Provider Owned Insurance Organizations
- Effective Incentive Systems
- Antitrust Activities
- Merger and Acquisition Alternatives
- Employed/Contracted Physicians
- The False Claims Act and Quality of Care
- Clinical Affiliation + Population Health Management
- Disruptive Employees
- Patient Information Security
- Recovery Auditor Guidelines
- Health Impact Bonds
- Developing a Change Management Culture

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*"I am a new board member. The conference and topics covered provided me an excellent broad-based orientation to issues in the industry."*

*— Board Member*

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# Conference Program



**A**n Estes Park Institute conference is designed to meet each individual health care leader's education goals. Each member of your team will have the opportunity to experience Estes Park's dynamic general sessions, delve deeper into a specific health care challenge with our focused tracks, then drill down with our interactive break-out sessions.

## *General Sessions*

*In an Estes Park Institute general session, executives, physicians and trustees come together to hear real solutions to a broad range of problems and challenges facing health care organizations today. Hearing the same message as a team stimulates discussion and provides a strong foundation for generating a take-home plan to implement new ideas and strategies.*

## *Program Tracks*

*Change and uncertainty have become constants in 21st century health care. To help you cope with those new realities, we have designed focused Program Tracks—important drivers for continued success in your communities. These are vital learning experiences for you and your team to take back home, and the content of each Track continues in our Interactive Sessions.*

## *Interactive Sessions*

*Our workshop-style interactive sessions drill down by offering a choice of topics for each individual team member's area of expertise. The Estes Park Institute Fellows delve into the nuts and bolts of specific issues and conclude with a discussion period, enabling participants to ask questions about how these topics apply to their own organization.*

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*Estes Park programs are by far the best in the industry."  
— Hospital VP/Administrator*

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**THE ESTES PARK INSTITUTE**  
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# Conference Schedule



## SUNDAY

CONFERENCE REGISTRATION	1:00 PM - 5:00 PM
OPENING GENERAL SESSION	5:00 PM - 6:30 PM
CONFERENCE RECEPTION	6:30 PM - 7:30 PM

## MONDAY

CONTINENTAL BREAKFAST	6:30 AM - 8:00 AM
REGISTRATION	7:00 AM - 8:00 AM
GENERAL SESSION	8:00 AM - 9:00 AM
PROGRAM TRACKS	9:10 AM - 12:15 PM

## TUESDAY

CONTINENTAL BREAKFAST	6:30 AM - 8:00 AM
INTERACTIVE CONCURRENT SESSIONS (Period 1)	8:00 AM - 9:50 AM
INTERACTIVE CONCURRENT SESSIONS (Periods 2 & 3)	10:00 AM - 12:10 PM
LUNCH ( <i>on own</i> )	12:10 PM - 1:30 PM
INTERACTIVE CONCURRENT SESSIONS (Periods 4 & 5)	1:30 PM - 3:40 PM

## WEDNESDAY

CONTINENTAL BREAKFAST	6:30 AM - 8:00 AM
GENERAL SESSION	8:00 AM - 11:00 AM
CONFERENCE ADJOURNS	11:00 AM

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*"Would recommend this for everyone in health care leadership."  
— Board Member/Physician*

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# Senior Fellows



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**A**t the Estes Park Institute, our Fellows hail from a wide range of disciplines, allowing them to provide realistic solutions, innovative tools, and inspiration to improve health care in your community. Don't miss the opportunity to meet and talk with them at the conference. They welcome your questions and comments and are eager to help you apply what you are learning to your own organization.

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## STUART ALTMAN, PHD ■ HEALTH FINANCING & POLICY

Dr. Stuart Altman, Sol C. Chaikin Professor of National Health Policy at The Heller School for Social Policy and Management, Brandeis University, is an economist with approximately five decades of experience working closely with issues of federal and state health policy within government, the private sector, and academia. He has served on numerous government advisory boards on both the federal and state levels and is recognized as a leader in the health care field.

## BARRY BITTMAN, MD ■ HEALTH CARE INNOVATIONS & MANAGEMENT

Barry Bittman, MD, is a neurologist, author, international speaker, and researcher. As Senior Vice President – Chief Population Health Officer, Highmark Allegheny Health Network, Dr. Bittman leads innovative interdisciplinary teams in the development of protocols, algorithms, and comprehensive integrative strategies that enable an integrated delivery network to optimize care and achieve Triple Aim objectives. He also leads one of the nation's largest Accountable Care Organizations.

## LINDA HADDAD, JD ■ HEALTH LAW & PHYSICIAN-HOSPITAL RELATIONSHIPS

Ms. Haddad is a senior partner in the law firm of Horty, Springer & Mattern, PC in Pittsburgh, Pennsylvania. She has presented in hundreds of educational conferences, including programs conducted by the American Health Lawyers Association, medical societies, hospital associations, and various hospital and health care systems. She is a fellow in the Allegheny County Bar Association and is listed in *The Best Lawyers in America* and *Pennsylvania Super Lawyers*.

## JOHN HORTY, LLB ■ HEALTH POLICY & GOVERNANCE

John Horty serves as Chair of the Estes Park Institute and is managing partner of the law firm Horty, Springer & Mattern, PC. Mr. Horty has educated board and medical staff leaders for decades, and his reputation for promoting leadership and supporting community hospitals is well established in the health care industry. He is an Honorary Fellow of the American College of Healthcare Executives, a recipient of the Award of Honor of the American Hospital Association, and holds an Honorary Life Membership in the American Hospital Association.

## CHARLOTTE JEFFERIES, JD ■ HOSPITAL LEADERSHIP & LAW

Ms. Jefferies is a senior partner in the law firm of Horty, Springer & Mattern, PC of Pittsburgh, Pennsylvania and a research editor for *HortySpringer Publications*, including *ACTION KIT for Hospital Law* and *The Medical Staff Law Manual*. Ms. Jefferies is an experienced health planner and works as a legal consultant/counselor and educator to community hospitals, other health organizations, and hospital staff and leadership regarding various legal and ethical issues.



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# Senior Fellows



## ROBERT MECHANIC, MBA ■ PUBLIC POLICY, STRATEGY & HEALTH CARE FINANCE

Robert Mechanic is senior fellow at the Heller School of Social Policy and Management at Brandeis University and Executive Director of the Health Industry Forum, a program devoted to improving the quality and effectiveness of the U.S. health care system. His research focuses on health care payment systems and the adaptation of organizations to new payment models. He is an expert in episode-based payment systems.

## LEANNE KAISER CARLSON, MSHA ■ HEALTH FUTURES, INNOVATION & WISDOM CULTURES

Leanne Kaiser Carlson is a futurist and organizational alchemist. Through the Kaiser Institute, Leanne enables CEOs to transmute what is limited or undesirable in themselves and their organization. Leanne also brings unique insight around the power of generosity to shape the future of health systems. She believes *generosity heals* and creates tools and curriculums for health care, unleashing immense new resources and enabling hospital foundations to grow.

## GARY KAPLAN, MD, FACP, FACMPE, FACPE ■ INNOVATION MEDICINE

Dr. Kaplan has served as chairman and CEO of the Virginia Mason Health System in Seattle, Washington since 2000, where he is also a practicing internal medicine physician. Dr. Kaplan is widely recognized as one of the most influential physician executives in health care. He is a founding member of Health CEOs for Health Reform, has held leadership positions with numerous organizations, and is a member of the Institute of Medicine.

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*"Very informative, fantastic interaction and exchange of ideas."*

*— President, Medical Staff*

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## JAMES KOPF ■ HEALTH CARE REGULATIONS, INTEGRITY & COMPLIANCE

Jim Kopf is an executive health care consultant and an expert on health care fraud and compliance. His prior experience includes 26 years as a federal law enforcement officer with the Office of Inspector General, U.S. Department of Health and Human Services, and the Federal Bureau of Investigation. Mr. Kopf co-authored and was the director of Operation Restore Trust, a presidential initiative which set the current standard for health care fraud investigations.

## DAVID LAWRENCE, MD, MPH ■ ADVANCED INTEGRATION STRATEGIES

Dr. Lawrence served as CEO and Chairman of Kaiser Foundation Health Plan and Hospitals until his retirement in 2002. He currently pursues interests in new business development, teaching, public policy, and writing and consults with selected health care systems that pursue advanced integration strategies. Dr. Lawrence is a member of the boards of McKesson Corporation, Proteus Digital Health, Aditazz, and CellWorks and serves as an advisor on several others.

## DELLA LIN, MD ■ PATIENT SAFETY LEADERSHIP

Dr. Lin is an inaugural National Patient Safety Foundation/HRET Patient Safety Leadership Fellow (2002) and continues as core faculty for the program. She is also adjunctive faculty for the Institute for Health Care Improvement (IHI) and faculty for the Jefferson School of Population Health's Quality and Safety Leadership Series (QSLs). Dr. Lin works with organizations and hospitals in their board, MEC, joint leadership and patient safety seminars.



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# Senior Fellows



## DAN MULHOLLAND, JD ■ HEALTH, LEGAL & REGULATORY AFFAIRS

Dan Mulholland is a senior partner in the law firm of Horty, Springer & Mattern, PC. He has spoken and written extensively concerning a wide variety of health law topics. Mr. Mulholland regularly advises clients on hospital medical staff, corporate tax fraud and abuse, and compliance matters and frequently provides strategic counseling to hospital and health system boards. He is also editor of a number of HortySpringer publications, including *Health Law Express*.

## STEVE RIVKIN ■ HEALTH COMMUNICATIONS & MARKETING STRATEGY

Steve Rivkin founded Rivkin & Associates LLC, a marketing and communications consultancy, in 1989. He has worked with more than 100 hospitals and health care groups on marketing, reputation and crisis management, and other communications assignments and is a frequent speaker at health care conferences and retreats. He is a former journalist, magazine editor, advertising and marketing executive and is the co-author of six business management books.

## JOSEPH SCHERGER, MD, MPH ■ INFORMATION TECHNOLOGY & QUALITY IMPROVEMENT

Joseph E. Scherger, MD, MPH, is Vice President for Primary Care at Eisenhower Medical Center in Rancho Mirage, California. He is Clinical Professor of Family Medicine at the Keck School of Medicine at the University of Southern California (USC). Dr. Scherger's main focus is on the redesign of office practice using the tools of information technology and quality improvement, and he has authored more than 400 medical publications.

## JOHN TISCORNIA, MBA, CPA ■ HEALTH CARE FINANCIAL PLANNING & GOVERNANCE

John Tiscornia is a Managing Director at Huron Healthcare. He is the past chairperson of the finance committee of a major health care system and a former partner and director of Arthur Andersen's National Health Care Practice, where he was also in charge of developing Andersen's national health care training program. Mr. Tiscornia is a clinical professor in the Graduate School of Public Health and Community Medicine at the University of Washington.

## STEVEN TRINGALE ■ STRATEGIC PLANNING, PUBLIC POLICY & HEALTH CARE REFORM

Steven J. Tringale is President and Chief Executive Officer of Tringale Health Strategies LLC (THS), a Boston-based consultancy that delivers a wide range of professional services including strategic planning, network and contract development, product development, and hospital/physician alignment strategies to clients in the health care industry. He has presented to numerous groups and testified in front of many state legislatures and congressional committees.

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Most senior fellows will present at each conference. In addition to the Estes Park Institute Senior Fellows, guest presenters with specific expertise may be invited to present at various conference locations.

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# Marina del Rey (Los Angeles), California

November 6-9, 2016

The Ritz-Carlton, Marina del Rey



*Deluxe View: \$389*

*Marina Terrace: \$409*

Discover Estes Park Institute's newest location when our fall 2016 conference year kicks off in Marina del Rey, California. This five star hotel features an exceptional waterfront location elegantly perched on one of the largest man-made marinas in the world. Relax on your private Juliet balcony or enjoy dinner and conversation around a cozy fire pit overlooking the water. The Ritz-Carlton, Marina del Rey is a tranquil seaside hideaway where you can enjoy the warmth and laid-back lifestyle of Southern California, but it's just minutes from the excitement of Santa Monica, Venice Beach, and Beverly Hills—and just a short drive from LAX!



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# Additional Conference Information



## TARGET AUDIENCE

The Estes Park Institute conference experience is for the entire leadership team—executives, physicians and trustees. With the future of the community hospital so dependent on cooperation among governance, administration and physician leaders—especially employed physicians—the Estes Park Institute is committed to the development of these teams.

## CONFERENCE OBJECTIVE

The objective of an Estes Park Institute conference is for health care leaders to learn and explore—with our health care experts—the current trends, innovations and solutions to help navigate the challenges presented by health reform and a rapidly changing health care environment.

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*"Excellent overview of health care. Precisely the type of presentation I was eager to hear."*  
— Board Vice Chair

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## CONTINUING EDUCATION CREDITS

**CME/ACCME:** This activity has been planned and implemented in accordance with the Essential Areas and Policies of the Accreditation Council for Continuing Medical Education (ACCME) through the joint sponsorship of the University of Pittsburgh School of Medicine and the Estes Park Institute. The University of Pittsburgh School of Medicine is accredited by the ACCME to provide continuing medical education for physicians.

**ACHE:** The Estes Park Institute is authorized to award approximately 16 hours of pre-approved ACHE Qualified Education credit (non-ACHE) for this program toward advancement or recertification in the American College of Healthcare Executives. Participants in this program wishing to have the continuing education hours applied toward ACHE Qualified Education credit should indicate their attendance when submitting application to the American College of Healthcare Executives for advancement or recertification.

**NAMSS:** This program has been approved by the National Association of Medical Staff Services for approximately 16 hours of continuing education units. Medical staff services and credentialing professionals are responsible for verifying attendance at continuing education activities relative to their recertification. For your convenience, we will provide a certificate as proof of attendance.



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# Conference Registration

*Registration  
Now Open*

## **EACH REGISTRATION INCLUDES:**

- Attendance at one Estes Park Institute conference and complimentary attendance for spouse/community member
- Continental breakfast each morning for registrants and guests
- Opportunities to network with the Estes Park Institute Fellows and Registrants
- Online access to all presentation, reference and resource materials
- CME/ACCME, ACHE and NAMSS credit

## **TUITION**

\$6,700 (each team of four)

\$1,895 (single)

Upon registration, you will be sent accommodation information. Tuition for a physician, health care executive, or board member includes attendance at one Estes Park Institute conference and complimentary admittance for his/her spouse or a community representative who is not directly affiliated with the health care organization, but who may be involved in community health initiatives.

*Legacy Gold Sponsor:*



**BLUE ZONES PROJECT®**  
by HEALTHWAYS

*Bronze Sponsor:*



## **FACULTY DISCLOSURE**

In accordance with the Accreditation Council for Continuing Medical Education requirements on disclosure, information about relationships of presenters with commercial interests (if any) will be included in materials distributed at the time of the conference.

## **AMERICANS WITH DISABILITIES ACT STATEMENT**

We encourage participation by all individuals. If you have a disability, advance notification of any special needs will help us to better serve you. Please notify us of your needs at least two weeks in advance of the program.



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# Conference Registration



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**1 ONLINE:**  
EstesPark.org

**2 CALL:**  
800-727-8225

**3 FAX THIS FORM TO:**  
724-548-1383

**4 MAIL THIS FORM TO:**  
Estes Park Institute  
P.O. Box 400  
Englewood, CO 80151

Select Conference:

\_\_\_\_\_ **Marina del Rey (Los Angeles), CA**

The Ritz-Carlton, Marina del Rey  
November 6-9, 2016

\_\_\_\_\_ **Naples, FL**

The Ritz-Carlton, Naples  
January 22-25, 2017

\_\_\_\_\_ **Maui, HI\***

Grand Wailea  
February 12-17, 2017

\_\_\_\_\_ **Phoenix, AZ**

Arizona Biltmore  
March 12-15, 2017

\_\_\_\_\_ **Chicago, IL**

JW Marriott Chicago  
April 23-26, 2017

\*At the Hawaii conference, Wednesday is an open day for hospital group activities. An additional day of sessions will take place on Thursday, and Wednesday sessions will take place on Friday.

Contact Name	Contact Title	
Contact Email	Contact Phone	Fax
Health Care Organization	Number of Beds	
Street Address		
City	State	Zip
CEO Name	CEO Title	
CEO Email	Name of System (if applicable)	

## METHOD OF PAYMENT

- ☐ Bill hospital/health system  
☐ Check enclosed (payable to: Estes Park Institute)

## TOTAL PAID REGISTRANTS:

\_\_\_\_\_ \$6,700 (each team of four) \_\_\_\_\_ \$1,895 (single)

**TOTAL AMOUNT DUE: \$** \_\_\_\_\_

Upon registration, you will be sent accommodation information.

Tuition for a physician, health care executive, or board member includes attendance at one Estes Park Institute conference and complimentary admittance for his/her spouse or a community representative who is not directly affiliated with the health care organization, but who may be involved in community health initiatives.

### Cancellation Policy

All cancellations must be confirmed in writing. Written cancellations received by the Estes Park Institute 30 or more days prior to the opening of the conference are eligible to receive a refund, less a processing fee of \$150 per person. Cancellations received within 15-29 days of the opening of the conference are not eligible for a refund, but money will be held on account up to 12 months for transfer to another Estes Park Institute conference. Cancellations within 14 days of the opening of the conference and "no show" registrants are not eligible for refund or transfer.

## REGISTRANT NAMES

(Space may be reserved and names submitted at a later date. Additional names may be attached on a separate sheet.)

Registrant Name	Registrant Name
Registrant Title	Registrant Title
Registrant Email	Registrant Email
Spouse / Community Representative	Spouse / Community Representative
Registrant Name	Registrant Name
Registrant Title	Registrant Title
Registrant Email	Registrant Email
Spouse / Community Representative	Spouse / Community Representative

**ATTACHMENT 12**

**GOVERNANCE COMMITTEE  
(DRAFT) FY2017 PACING PLAN**

<b>FY2017: Q1</b>		
<b>JULY 2016</b>	<b>AUGUST 2, 2016</b>	<b>SEPTEMBER 2016</b>
No Board or Committee Meetings	1. Any new committee members and Chair affirm pacing plan and FY 2017 Governance Committee goals. 2. Consider Hospital Board Member competencies. 3. Consider education topics for Semi-Annual Board and Committee Gatherings. 4. Update on Governance Processes Assessment Work 5. Board and Committee Recruitment Update  Possible Joint Meeting With Board 8/9/16	No Meeting
<b>FY2017: Q2</b>		
<b>OCTOBER 4, 2016</b>	<b>NOVEMBER 3, 2016</b>	<b>DECEMBER 2016</b>
1. Review and recommend Annual Board Self-Assessment Tool. 2. Propose Annual Board Retreat Agenda 3. Board and Committee Recruitment Update 4. Discuss Competency Based Governance	No Meeting	No Board or Committee Meetings

FY2017: Q3		
JANUARY 3, 2017	FEBRUARY 7, 2017	MARCH 2017
1. Board and Committee Succession Planning 2. Confirm Annual Board Retreat Agenda 4. Board and Committee Recruitment Update 5. Annual Review of Advisory Committee Composition.	1. Discuss Goal #2 – Promote Enhanced and Sustained Competency Based Governance 2 . Review and Recommend Changes to: <ul style="list-style-type: none"> <li>• NDBM RE-Election Process</li> <li>• ECH Board Competency Matrix</li> <li>• ECH Board Member Re-Election Report Surveys</li> </ul> NDBM Position Specification and Job Description	No Meeting
FY2016: Q4		
APRIL 4, 2017	MAY 2017	JUNE 6, 2016
1. Review Draft Board and Committee Self-Assessment Results. 2. Board and Committee Recruitment Update 3. Set FY 2018 Governance Committee Goals. 4. Set FY 2018 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	No Meeting	1. Review and recommend all Committee FY2017 Committee Goals to Board 2. Board and Committee Recruitment Update 3. Review Board Committee Chair assignments 4. Review Committees' progress against FY2017 goals 5. Confirm Self-assessment sent to District (from GC Charter) 6. Prepare FY 2018 Master Calendar for Board Approval in June 7. Board Education Plan 8. Promote Enhanced and Sustained Competency Based Governance