

AGENDA
GOVERNANCE COMMITTEE MEETING
OF THE EL CAMINO HOSPITAL BOARD

Tuesday, August 2, 2016 – 5:30 pm

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

Lanhee Chen will be participating via teleconference from 7860 Granite Road Teton Village, WY 83025

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
1. CALL TO ORDER / ROLL CALL	Peter Fung, MD, Chair		5:30 – 5:32 pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter Fung, MD, Chair		5:32 – 5:33
3. PUBLIC COMMUNICATION	Peter Fung, MD, Chair		information 5:33 – 5:36
4. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> <u>Approval</u> a. Meeting Minutes of the Open Session of the Governance Committee (5/24/16) b. Draft Revised Finance Committee Charter <u>Information</u> c. Report on Board and Committee Recruitment d. Update on Governance Process Assessment Work e. FY17 Pacing Plan	Peter Fung, MD, Chair	<i>public comment</i>	motion required 5:36 – 5:39
5. REPORT ON BOARD ACTIONS <u>ATTACHMENT 5</u>	Peter Fung, MD, Chair		information 5:39 – 5:44
6. REVIEW ECH BOARD COMPETENCY MATRIX <u>ATTACHMENT 6</u>	Peter Fung, MD, Chair		possible motion 5:44 – 6:04
7. SEMI-ANNUAL BOARD AND COMMITTEE EDUCATIONAL TOPICS <u>ATTACHMENT 7</u>	Tomi Ryba, President and CEO		possible motion 6:04 – 6:14
8. CONSIDER BOARD OVERSIGHT OF INFORMATION TECHNOLOGY <u>ATTACHMENT 8</u>	Dave Reeder, iCare Ad Hoc Committee Chair	<i>public comment</i>	possible motion 6:14 – 6:29

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
9. ADJOURN TO CLOSED SESSION	Peter Fung, MD, Chair	motion required 6:29 – 6:30
10. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter Fung, MD, Chair	6:30 – 6:31
11. CONSENT CALENDAR <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 (5/24/16)	Peter Fung, MD, Chair	motion required 6:31 – 6:32
12. <i>Health & Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets: - District Board Update on Competency-Based Governance	Peter Fung, MD, Chair	information 6:32 – 6:37
13. ADJOURN TO OPEN SESSION	Peter Fung, MD, Chair	motion required 6:37 – 6:38
14. RECONVENE OPEN SESSION / REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Peter Fung, MD, Chair	6:38 – 6:39
15. ROUND TABLE DISCUSSION	Peter Fung, MD, Chair	discussion 6:40 – 6:44
16. ADJOURNMENT	Peter Fung, MD, Chair	motion required 6:44 – 6:45 pm

Upcoming Governance Committee Meetings in FY17:

- September 14, 2016 (*Joint meeting with the Board*)
- 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 (5/24/16)**

**Minutes of the Open Session of the
Governance Committee**
Tuesday, May 24, 2016 **5:30 p.m.**
El Camino Hospital
Conference Room A, Ground Level
2500 Grant Road, Mountain View, California

Members Present

Lanhee Chen
Gary Kalbach
Christina Lai
Pete Moran
David Reeder

Members Absent

Peter C. Fung, MD

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER/ ROLL CALL	Vice Chair Gary Kalbach called the Governance Committee of El Camino Hospital to order at 5:30 p.m. A quorum was present. Committee Chair Fung was absent, all other members were present.	
2. POTENTIAL CONFLCITS FO INTEREST DISCLOSURES	Vice Chair Kalbach asked if any Committee member may have a conflict of interest on any of the items on the agenda. No Conflicts were reported.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	Motion: To approve the consent calendar (Minutes of the Governance Committee meeting of March 29, 2016, Proposed FY17 Governance Committee Meeting Dates and Proposed FY17 Master Board and Committee Calendar). Movant: Reeder Second: Moran Ayes: Chen, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Recused: None Absent: Fung	Consent Calendar approved
5. REPORT ON BOARD ACTIONS	Mr. Reeder reported that the Hospital is currently not meeting FY16 budget due to lower than expected volumes, partially due to decreased deliveries (births) at the Los Gatos campus. Investment returns are also lower than budgeted. He reported that the Board has received reports on physician recruitment activities and that the Board expects to be asked to approve funding for an expansion to the North Parking Garage, a new Behavioral Health Services Building and an Integrated Medical Office building over the next few months.	
6. PROMOTING ENHANCED AND SUSTAINED COMPETENCY BASED GOVERNANCE	Mr. Kalbach and Mr. Reeder advised the Committee members that the District Board will be reviewing the Annual El Camino Hospital ("ECH") Board Self-Assessment with Nygren Consulting and considering possible structural changes to the ECH Board membership at its June meeting. The Committee discussed whether the District Board would be meeting its duty to the public if fewer	

	<p>than all of the District Board members served on the Hospital Board, what a completely competency based Board might look like (including representation of ECH’s partner(s) in the market, payers and maybe Pathways) the importance of having very qualified Board members, and the importance of educating the public about the District and the difference between the two Boards.</p>	
<p>7. REVIEW COMMITTEES’ PROGRESS AGAINST FY17 GOALS</p>	<p>Cindy Murphy, Board Liaison reported that all of the Committees have met FY16 Goals, and that the Joint meeting with the Compliance Committee will be held in August rather than in June due to availability of committee members.</p>	
<p>8. REVIEW DRAFT COMMITTEE CHARTER REVISIONS</p>	<p>Ms. Murphy reported that the Finance Committee will review its Charter on May 31st and any recommendations for revisions will be presented to the Board without Governance Committee Review. The Committee members reviewed and discussed the Draft Revised Executive Compensation Committee Charter. Ms. Murphy also reported that, although each of the other Board committees completed the biennial review of their charters at recent meetings, none of the other committees had submitted proposed revisions for Governance Committee review.</p> <p>Motion: To Recommend that the Board approve the Draft Revised Executive Compensation Committee Charter.</p> <p>Movant: Moran Second: Lai Ayes: Chen, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Recused: None Absent: Fung</p>	<p><i>Recommended the Board approve the Draft Revised Executive Compensation Committee Charter</i></p>
<p>9. REVIEW DRAFT FY17 ADVISORY COMMITTEE GOALS</p>	<p>The Committee members reviewed the proposed Committee Goals. Tomi Ryba, CEO, suggested that the Quality Committee’s Goal #2 should have a metric for frequency of demonstrating that it has been apprised of implementation efforts of changes to the peer review process. Mr. Reeder who also serves as Chair of the Quality Committee agreed to take the goal back to the Quality Committee for further review.</p> <p>Motion: To recommend that the Board approve the Proposed FY17 Committee Goals, but for the Quality Committee to consider adding further specificity to its Goal #2.</p> <p>Movant: Moran Second: Lai Ayes: Chen, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Recused: None Absent: Fung</p>	
<p>10. REVIEW PROPOSED FY17 COMMITTEE APPOINTMENTS</p>	<p>The Committee members reviewed and discussed the Board Chair’s proposed slate of Committee Chairs, Committee Members and Liaisons for FY17. The slate was complete with the exception of a proposed liaison appointment to the El Camino Hospital Foundation Board of Directors which was noted as “TBD.” The Committee members did not state any objections to the proposed slate but noted that many of the assignments for FY17 were unchanged from FY16</p>	<p><i>Recommended the Board approve the Proposed FY17 Committee Appointments</i></p>

	<p>and commented that in the future consideration should be given to rotating assignments.</p> <p>Motion: To recommend approval of the Proposed FY17 Committee Appointments.</p> <p>Movant: Reeder Second: Lai Ayes: Chen, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Recused: None Absent: Fung</p>	
<p>11. FY17 BOARD EDUCATION PLAN</p>	<p>The Committee members discussed the proposed Board Education Plan and suggested that the Board could derive the most benefit from a joint off-site retreat with the ELT with specifically selected topics. The Committee requested that staff bring back a list of suggested topics and speakers in August for the Committee’s consideration. The Committee also requested that the rounding with ELT include rounding on patients in addition to staff.</p> <p>Motion: To recommend approval of the Proposed Board Education Plan to include patient and staff rounding in clinical areas with ELT, presentation of clinical programs at the semi-annual Board and Committee sessions, and an off- site overnight retreat with the Board and Executive Leadership team.</p> <p>Movant: Reeder Second: Lai Ayes: Chen, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Recused: None Absent: Fung</p>	<p><i>Recommended the Board approve the Board Education Plan</i></p>
<p>12. FY17 PACING PLAN</p>	<p>The Committee requested that Board Education Plan be added to the Pacing Plan for August to discuss possible speakers and topics for the Board Retreat.</p> <p>Motion: To adopt the proposed Pacing Plan with the addition of the Board Education Plan to the August.</p> <p>Movant: Chen Second: Lai Ayes: Chen, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Recused: None Absent: Fung</p>	<p><i>Revised FY17 Pacing Plan approved</i></p>
<p>13. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 6:29 pm.</p> <p>Movant: Reeder Second: Lai Ayes: Chen, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Recused: None Absent: Fung</p>	

14. AGENDA ITEM 17: RECONVENE OPEN SESSION/REPORT OUT	Open Session was reconvened at 6:31 pm. During the closed session the Committee approved the Closed Session Minutes of the Committee’s March 29, 2016 meeting by a unanimous vote of 5 members present (Chen, Kalbach, Lai, Moran, Reeder) and one member absent (Fung).	
15. AGENDA ITEM 18: ROUNDTABLE DISCUSSION	Mr. Moran suggested that the Committee should consider what would be different if the Board structure changed. Ms. Lai requested to be sent articles from other committees. Ms. Ryba suggested that one possible educational topic might be to have a large employer representative speak to the Board about what they are looking for in terms of healthcare services and plans for their employees. Vice Chair Kalbach commented that he is pleased the Committee is delving into substantive Governance issues.	
16. AGENDA ITEM 19: ADJOURNMENT	Motion: To adjourn at 6:42 pm. Movant: Chen Second: Moran Ayes: Chen, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Recused: None Absent: Fung	

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

Peter C. Fung, MD
Chair, ECH Governance Committee

Draft Revised Finance Committee Charter

ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Draft Revised Finance Committee Charter Governance Committee August 2, 2016
Responsible party:	Cindy Murphy, Board Liaison
Action requested:	For Information
Background:	The Finance Committee is in the process of recruiting new members. The Finance Committee's Charter currently allows for 2-3 external (non-Hospital Board member) advisors with expertise relevant to the Committee's areas of responsibility. If the Committee recommends that the Board appoint more than one new member, the Charter will require revision. If the total Committee membership is increased to six, four members will need to be present within the District at each meeting to constitute a quorum.
Other Board Advisory Committees that reviewed the issue and recommendation, if any:	Finance Committee
Summary and session objectives :	To revise the Committee Charter, if necessary and appropriate.
Suggested discussion questions:	None.
Proposed Committee motion, if any:	To approve the Draft Revised Finance Committee Charter.
LIST OF ATTACHMENTS:	<ol style="list-style-type: none"> 1. Draft Revised Finance Committee Charter

Finance Committee Charter

Draft Revised 8-1-16

Purpose

The purpose of the Finance Committee (the “Committee”) is to provide oversight, information sharing and financial reviews related to operating and capital budgeting, financial planning, financial reporting, capital structure, banking relationships and certain contractual agreements for El Camino Hospital (ECH) Board of Directors (“Board”). In carrying out its review, advisory and oversight responsibilities, the Committee shall remain flexible in order to best define financial strategies that react to changing conditions.

Authority

All governing authority for ECH resides with the Board and the Committee serves as an advisory body only. The Committee will report to the Board at the next scheduled meeting any recommendation made within the Committee’s authority. The Committee has the authority to select, engage, and supervise any consultant it deems necessary to advise the Committee on issues related to its responsibilities. 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.

Voting members of the Committee shall include the directors assigned to the Committee and external (non-director) members appointed to the Committee.

Membership

- The Committee shall be comprised of two (2) or more Hospital Board members. 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.
- The Finance Committee may also include 2-~~4~~3 external (non-Hospital Board member) members with expertise which is relevant to the Committee’s areas of responsibility, such as banking, financial management, planning and real estate development, etc.
- All Committee members shall be appointed by the Board Chair, subject to approval by the Board, for a term of one year expiring on June 30th each year, renewable annually.

- 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.

Staff Support and Participation

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 executive team may participate in the Committee meetings as deemed necessary.

General Responsibilities

The Committee's primary role is to provide oversight and to advise the management team and the Board on matters brought to this Committee. With input from the Committee, the management team shall develop dashboard metrics that will be used to measure and track financial performance for the Committee's review. It is the management team's responsibility to develop and provide the Committee with reports, plans, assessments, and other pertinent materials to inform, educate, and update the Committee, thereby allowing Committee members to engage in meaningful, data-driven discussions. Upon careful review and discussion and with input from management, the Committee shall then make recommendations to the Board. The Committee is responsible for ensuring that performance metrics which are not being met to the Board's expectations are reported to the Board.

Specific Duties

The specific duties of the Committee are:

A. Budgeting

- Review the annual operating and capital budgets for alignment with the mission and vision of ECH and make recommendations to the Board.
- Review any financial requests in excess of the CEO's signing authority and make recommendations to the Board.
- Review ECH's long-range forecasts and financial plans and make recommendations to management regarding steps advisable to improve ECH's financial strength.

B. Financial Reporting

- Review each accounting period's financial statements and ensure the Board is advised of any necessary corrective actions.
- Obtain a clear understanding of ECH's financial reporting process by reviewing the hospital's dashboard items and periodic financial reports and advise management on how to improve its financial reporting in order to improve accountability and ease of reading and understanding.

C. Financial Planning and Forecasting

- Semi - Annually, receive an update on management's assessment of expected results as well as potential risks related to the payor contracts.
- Evaluate the financial implications of emerging payment processes and provide advice to management regarding associated risk management concerns.
- Evaluate financial planning and forecasting to help ensure it remains in alignment with the mission and strategic direction of ECH.

D. Treasury, Pension Plans & Contracting Concerns

- Review and make recommendations to the Board regarding all new debt issuances and derivative instruments in excess of \$1m.
- Monitor compliance with debt covenants and evaluate ECH's capital structure.
- Review and make recommendations to the Board regarding changes in banking relationships, including, without limitation, depository accounts, investment accounts and major credit facilities. The term "major credit facilities" does not include management-approved trade credit facilities offered in the ordinary course of business by vendors to the hospital. The Committee may recommend delegation of approval authority for specified changes to the CFO, but must maintain reporting and oversight of any such changes.
- Review and make recommendations to the Board regarding proposed plan design or benefit design changes in excess of management authority limits to employee retirement plans, excluding changes to investments within those plans.
- Review and make recommendations to the Board regarding contractual agreements with persons considered to be "insiders" under IRS regulations, and those which are in excess of the CEO's signing authority.

E. Capital and Program Analysis

- Review and make recommendations to the Board with respect to the business plans of all capital items or proposed business ventures in excess of the CEO's signing authority, and all variances to budget in excess of the CEO's signing authority on projects in process.
- Review retrospective analyses of all strategic business ventures and all strategic capital expenditures in excess of \$2.5 million, as presented by management or as per the review schedule set forth by the Committee, to assess the reasonableness of business plans that were developed at the time of original approval and to promote learning as a result of any identified issues or concerns.
- Review and approve the acquisition or disposition of any real property which is in excess of the CEO's signing authority.

F. Financial Policies

- Review and recommend approval of any Board-level financial policies, excluding any financial policies for which responsibility has been specifically assigned to another Board Committee.

G. Ongoing Education

- Endorse and encourage Committee education and dialog relative to emerging healthcare issues that will impact the viability and strategic direction of ECH.

H. Management Partnership

- Work in partnership with the CFO and other hospital executives to assist in the development of financial policies which will help ensure organizational success.
- Provide ongoing counsel to the CFO regarding areas of opportunity for either personal or organizational improvement.

Committee Effectiveness

The Committee is responsible for establishing its annual goals, objectives and workplan in alignment with the Board and ECH's strategic goals. The Committee strives for continuous improvement with regard to its processes, procedures, materials, and meetings, and other functions to enhance its contribution to the Board.

Meetings and Minutes

The Committee shall meet at least once per quarter. The Committee Chair shall determine the frequency of meetings based on the Committee's annual goals and work plan and the operational requirements of the organization. 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 the advisory committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of the Bylaws. Special meetings of the committees may also be called by resolution of the Board or the Committee Chair. Notice of special meetings of the advisory committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the Committee. Notice of any special meetings of the Committee requires a 24 hour notice.

Approved as Revised: June 8, 2016

c. Report on Board and Committee Recruitment

ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Report on Board and Committee Recruitment Governance Committee August 2, 2016
Responsible party:	Sarah Rosenberg, Contracts & Board Services Coordinator
Action requested:	Information
Background:	
<p>1. El Camino Hospital Board of Directors –</p> <p>Governance Committee Chair Peter Fung appointed Directors Dave Reeder and Julia Miller as well as Governance Committee Vice Chair Gary Kalbach to the District Board’s FY17 ECH Board Director Election Ad Hoc Committee at the June 14, 2016 District Board meeting.</p> <p>2. Board Advisory Committees –</p> <p><u>Corporate Compliance, Privacy and Internal Audit Committee</u> – At its May 19, 2016 meeting, the Compliance Committee appointed an ad hoc committee to recruit an additional 1-2 members; they are working with a recruiter to find candidates, following internal efforts, publication in local and print media, and advertising on LinkedIn. The Board Liaison, Cindy Murphy, Executive Sponsor, Diane Wigglesworth, and the recruiter have identified four candidates, and by August 2, all interviews with the ad hoc committee are expected to be completed. It is anticipated that the ad hoc committee will bring recommendations/finalists to the August 18th Compliance Committee meeting.</p> <p><u>Finance Committee</u> – The appointed ad hoc committee of the Finance Committee has interviewed candidates and will bring two finalists to the Finance Committee meeting on August 1, 2016. The Finance Committee is amending its charter to allow recruitment of more than 1 new member, in case the Committee would like to recommend both candidates to the Board for appointment.</p>	
Board Advisory Committees that reviewed the issue and recommendation, if any: None.	
Summary and session objectives :	
To update the Governance Committee on the status of Board and Advisory Committee recruitment activities.	
Suggested discussion questions:	
None. This is an information item.	
Proposed Committee motion, if any:	
None.	
LIST OF ATTACHMENTS: None.	

d. Update on Governance Process Assessment Work

COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Report on Board Processes Assessment Work Governance Committee August 2, 2016
Responsible party:	Sarah Rosenberg, Contracts & Board Services Coordinator
Action requested:	For Discussion Only
<p>Background: In May 2015, the Board adopted Via Healthcare Consulting’s recommendations for Board process improvements. Since that time, Board and staff have worked to implement the recommendations. While significant progress has been made, opportunities still exist.</p> <p>Action Plan Key:</p> <p>Green/Complete: Complete, need to continue, but no further action required at this time</p> <p>Green/ Underway: Significant progress made, but continued vigilance necessary</p> <p>Blue/Underway: Some progress being made, continued effort needed</p> <p>Red: Not addressed, action required</p> <p>A report detailing length of Board meetings and progress towards decreasing volume of Board materials is also provided. This summary also notes time spent in open session (generally on more administrative matters) versus time in closed session (generally on more strategic matters).</p>	
Committees that reviewed the issue and recommendation, if any: None.	
<p>Summary and Session Objectives:</p> <p>To update the Committee on progress implementing Via’s recommendations and to get the Committee’s feedback and advice.</p>	
<p>Suggested discussion questions:</p> <ol style="list-style-type: none"> 1. Do the Committee members share staff’s assessment of progress implementing the recommendations? 2. What advice does the Committee have to further these efforts? 	
Proposed Committee motion, if any: None.	
<p>LIST OF ATTACHMENTS:</p> <ol style="list-style-type: none"> 1. Work Plan Update 2. Board Meeting Times and Trends 	

Governance Process Action Plan (Updated 7/25/16)

	What (brief description of action item or step)	Who (Individual or Committee)	By when (date)	Current status (Underway, completed, etc.)
Immediate Impact				
1.	Empower senior executives who provide expertise and support to the board and its committees to. <ol style="list-style-type: none"> a. Discuss the current process for preparing for board and committee meetings. b. Identify barriers to optimal board-executive interactions. c. Develop guidelines for board meeting preparation process that can be shared with the board for its input and approval. d. Develop templates for presentations, minutes and reports that the executives could present for board approval then implement 	Cindy Murphy	August	Complete/ New Templates In Use
2.	Implement board agenda item guidelines regarding: <ol style="list-style-type: none"> a. Presentation of materials b. Use of cover sheet to clearly identify the governance level implications and action requested c. Use an appendix for supporting materials 	Cindy Murphy	August	Complete
3.	Have Board Liaison restate any motion immediately prior to the vote	Cindy Murphy	August	Stating proposed motions in cover memos has made this unnecessary
4.	Consider adopting a zero-based board packet, adding back materials as necessary	Neal Cohen, MD and Tomi Ryba	August	Complete
5.	Remove information-only items from consent agenda and place in appendix	Cindy Murphy	August	Complete
6.	Consider having board members complete board meeting evaluation forms during implementation of these recommendations to track the effectiveness of and satisfaction with new practice	Board Services Coordinator	August and January	Completed in April 2016; Nygren suggested alternative method for evaluation, evaluations prepared for August

	What (brief description of action item or step)	Who (Individual or Committee)	By when (date)	Current status (Underway, completed, etc.)
7.	Include the following in meeting minutes: <ul style="list-style-type: none"> a. what was <i>done</i>, not a summary of what was <i>said</i>, b. comments that introduce the rationale behind a point of view or refer to adverse points of view c. text of the main motion as it stood when finally voted on 	Cindy Murphy	August	Complete
8.	Ensure that action items, strategic issues and time-sensitive topics are placed at the top of the agenda.	Neal Cohen, MD and Tomi Ryba	August	Underway
Ongoing/Process Development				
9.	Empower the board chair to facilitate board discussions more actively including moving off an issue if most but not all board members concur	Neal Cohen, MD	August	Underway
10.	Ensure that each board member has a chance to speak once before giving members a second chance to weigh in	Neal Cohen, MD	August	Underway
11.	Request that board members consider whether their point has already been made and if so, refrain from restating it	Neal Cohen, MD	August	Underway
12.	Schedule board meetings to last no more than 3 hours and adhere to stated start and end times for agenda items and meeting	Neal Cohen, MD and Tomi Ryba	August	Underway
13.	Review the CEO's current approval levels and consider establishing limits that delegate more authority, as appropriate	Finance Committee and Iftikhar Hussain	August	Complete
14.	Assess and revise, as necessary, committee meeting timing so that the preparation of committee deliverables (e.g., minutes, reports, recommendations) coincide with the deadlines for board meeting packet preparation and decision timelines	Tomi Ryba and Cindy Murphy	June	Complete
15.	Offer optional individual coaching to board members on board roles for their enhanced effectiveness	Via Consulting	September – October	Underway – Will Continue to Assess Interest

	What (brief description of action item or step)	Who (Individual or Committee)	By when (date)	Current status (Underway, completed, etc.)
16.	Identify continuing education goals for board members and track performance	Governance Committee	June	Underway - FY17 Board Education Plan approved at May meeting, to include patient and staff rounding in clinical areas with ELT, presentation of clinical programs at semi-annual gatherings and an overnight retreat with the Board and ELT
17.	Include information about the board's role and governance responsibilities in the new board member orientation	Mary Rotunno to develop; Governance Committee reviews	October	Pending – Will be complete by August 2016; in process
18.	Design board meeting agendas more explicitly around strategic plan priorities and board responsibilities	Neal Cohen, MD and Tomi Ryba	August	Underway
19.	Develop a goal for how much of board meeting time should be focused on quality and begin working toward it	Quality Committee	August	Underway - The Quality Committee discussed this item at its June 1, 2016 meeting, suggesting 10%. Further dialog was requested at the August 1st QC meeting.

	What (brief description of action item or step)	Who (Individual or Committee)	By when (date)	Current status (Underway, completed, etc.)
20.	Consider explicitly separating steps of the board’s deliberative process: a. Focus on understanding b. Articulate alternatives c. Weigh alternatives d. Make decision	Executive Leadership Team in preparation of materials; Neal Cohen, MD in facilitation of meetings	August	Complete
21.	Redesign regular board reports/dashboards for better transparency and accountability	Tomi Ryba and Iftikhar Hussain	September	Complete
22.	Increase board focus on community benefit, population health and the mission	Tomi Ryba	September	Complete
23.	Remove committee minutes from consent agenda (they do not require board approval) and include in appendix	Cindy Murphy	August	Complete
24.	Create a standardized format/template for board committees’ quarterly reports	Cindy Murphy	October	Complete

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

Month	Planned End Time	Actual End Time	Joint Meeting Preceding Board	Length of Board Meeting (hr:min)*	Minutes Over Plan	Time in Open Session (Admin)	Time in Closed Session (Strategic)	% of time in Closed Session	Materials # of Pages**	Materials less "unusual" submissions
FY15 Q3 - Q4										
January	9:44	10:10	No	4:40	26	1:35	3:05	66.07%	444	444
February	9:01	8:57	No	3:31	-4	1:43	1:48	51.18%	279	279
March	9:44	9:20	No	3:50	-24	1:55	1:55	50%	241	241
April	9:28	9:56	District (.25 hrs)	4:11	28	1:16	2:55	69.72%	460	260
May	9:43	10:12	FC (1.0 hrs)	3:42	29	2:17	1:25	38.29%	285	285
June	10:18	10:35	CC (1.25 hrs)	3:54	17	1:46	2:08		366	366
Average				3:58	12	1:45	2:12	55.05%	346	312.5

FY16 YTD										
August	8:40	11:17	No	5:37	157	2:24	3:13	57.27%	279	279
September	8:55	10:15	No	4:45	140	2:13	2:32	53.33%	361	261
October	8:44	10:42	No	5:12	118	1:42	3:30	67.31%	553	253
November	8:45	9:45	No	4:15	60	1:25	2:50	66.67%	275	275
January	8:37	10:25	No	4:55	108	0:50	4:05	83.05%	489	289
February	8:57	8:03	No	2:33	-54	0:23	2:10	84.97%	292	187
March	8:00	8:47	No	3:17	47	0:53	2:24	73.10%	173	173
April	9:45	10:29	ECC (1.25)	3:44	29	0:49	2:55	78.13%	307	207
May	9:30	10:41	No	5:10	70	1:33	3:37	70%	186	186
June	8:40	9:15	No	3:43	25	1:42	2:01	54.26%	497	386
June (added)	5:40	5:38	No	0:08	-2	0:08	0:00	0%	8	8
Average				3:56	63	1:16	2:39	62.55%	311	228

* Does Not Include Joint Meeting Time

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

Unusual Submissions

200 pp. Bond Documents

> 100 pp. Marketing Materials

300 pp. Medical Staff Report

200 pp. Medical Staff Report (incl. policies)

105 pp. Marketing Report

100 pp. Board Assessment Reports

100+ pp. Community Benefit Plan (incl. needs assessment)

FY17 Pacing Plan

GOVERNANCE COMMITTEE
FY2017 PACING PLAN

FY2017: Q1		
JULY 2016	AUGUST 2, 2016	SEPTEMBER 2016
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 6. Consider IT Oversight by the Board Possible Joint Meeting With Board 9/14/16	No Meeting
FY2017: Q2		
OCTOBER 4, 2016	NOVEMBER 3, 2016	DECEMBER 2016
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"> • NDBM RE-Election Process • ECH Board Competency Matrix • ECH Board Member Re-Election Report Surveys • 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. 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. FY18 Board Education Plan 8. Enhanced and Sustained Competency Based Governance

ATTACHMENT 5

ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Report on Board Actions Governance Committee August 2, 2016
Responsible party:	Cindy Murphy, Board Liaison
Action requested:	For Information
Background:	In FY16, staff added this item to each Board Committee’s agenda to keep Committee members informed about Board actions via a verbal report by the Committee Chair. Recently, staff was asked to supplement the Chair’s verbal report with the attached written report.
Other Board Advisory Committees that reviewed the issue and recommendation, if any:	None.
Summary and session objectives :	To inform the Committee about recent Board actions.
Suggested discussion questions:	None.
Proposed Committee motion, if any:	None. This is an informational item.
LIST OF ATTACHMENTS:	Report on May and June 2016 Board Actions

Report on May and June 2016 Board Actions

1. May 11, 2016 El Camino Hospital Board Meeting Approvals
 - a. FY16 Period 9 Financial Report
 - b. Recognized Tehila and Saul Eisenstat, MD were for their years of service to the Hospital and patients
 - c. Hospital Bylaws amended to provide consistent rules for contracting/employment relationships between El Camino Hospital and Board member who are members of the District Board and those who are not.
2. June 8, 2016 El Camino Hospital Board Meeting Approvals
 - a. Recognized Michele Kirsch and Nahid Aliniabee for Co-Chairing the 2016 Sapphire Soiree which generated the highest yield in revenue over the history of the event. Over \$520,000 will go directly to the ECH Cancer Center.
 - b. FY17 Operating and Capital Budget
 - c. Over \$3 million in Community Benefit Grants
 - d. Disbanded its iCare Ad hoc Committee of the Board
 - e. The FY17 Organizational and Individual Executive Incentive Goals. Important Changes this year were
 - i. Removing Joint Commission Certification as a trigger goal
 - ii. Reducing the number of individual goals for each executive
 - iii. Making individual goals more specific to each executive's area of accountability
 - f. Incremental funding for Women's Hospital Renovations and new Behavioral Health Services Building
 - g. Final Funding for the North Parking Garage Expansion
 - h. Epic 2015 and 2016 Upgrades
 - i. FY16 Committee Goals
 - j. Minor Revisions to the Finance Committee and Executive Compensation Committee Charters
 - k. 6 Physician Contract Renewals
 - l. Approved the Board Chair's slate of Committee members and Chairs for FY17. Some Board member assignments were changed. Director Chen was appointed as Chair of the Executive Compensation Committee.
3. June 14, 2016 El Camino Healthcare District Board meeting Approvals
 - a. Approved Amendment (above to the ECH Bylaws)
 - b. Approved Revised Process for Election and Re-Election of Non-District Board Members to the Hospital Board (Provides for appointment of Chair of the Committee and clarifies that a member of the ECH Governance Committee serves as member of the Committee)
 - c. Approved the FY17 District and Hospital Budgets

- d. Designated \$9.3 million of tax revenue from the FY 2014 and FY 2015 funds in its Capital Appropriation Fund to the Women's Hospital Expansion Renovation/Reconstruction Project.
- e. Approved \$6.4 million in Community Benefit Grants
- f. Authorized the Mountain View Campus Development Proposal (North Parking Garage, Behavioral Health Services Building, Integrated Medical Office Building, Central Utility Plant Upgrades, Women's Hospital Expansion, Demolition of Old Main Hospital and Associated Work). This was approval to build on District owned land as required by the ground lease. Funding approval will come later where required.
- g. Appointed Director Reeder (Chair), Director Miller and Gary Kalbach as members of the ECH Board Member Election Ad hoc Committee for FY17.

*This list is not meant to be exhaustive, but includes agenda items the Board s voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.

ATTACHMENT 6

ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Review ECH Board Competency Matrix Governance Committee August 2, 2016
Responsible party:	Peter Fung, MD, Chair
Action requested:	For Possible Motion
Background:	<p>The ECH Board Competency Matrix ranks the most essential competencies that the District Board should consider, in the current healthcare environment, when it elects an individual to serve on the El Camino Hospital Board. The Committee last reviewed the ECH Board Competency Matrix in August 2015.</p> <p>The 3 highest priority competencies identified in FY15 were:</p> <ol style="list-style-type: none"> 1. Assumption of risk for population health (pacing) 2. Experience in specific areas of the continuum of care (e.g. SNFs and HHC) 3. Healthcare IT Transformation/EMR
Other Board Advisory Committees that reviewed the issue and recommendation, if any:	None.
Summary and session objectives :	<ol style="list-style-type: none"> 1. To consider whether the Draft Competency Matrix still correctly reflects relevant prioritized competencies for the El Camino Hospital Board. 2. To revise the Matrix, if necessary and appropriate. 3. To determine next steps.
Suggested discussion questions:	<ol style="list-style-type: none"> 1. Has the healthcare landscape changed in any way that would call for revisions to the competency matrix? 2. Are last year's highest priorities still the highest priority? 3. Are there any missing?
Proposed Committee motion, if any:	To approve the Draft Competency Matrix (as revised, as appropriate).
LIST OF ATTACHMENTS:	ECH Board Competency Matrix

ATTACHMENT 7

ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Semi-Annual Board and Educational Topics Governance Committee August 2, 2016
Responsible party:	Tomi Ryba, President and CEO
Action requested:	For Possible Motion
Background:	<p>At its May 24, 2016 meeting, the Committee directed staff to develop a plan for bringing forth educational topics to the Board and Committees. The semi-annual educational gatherings of the Board and Committees are scheduled for October 26, 2016 and April 26, 2017.</p> <p>Staff proposes highlighting clinical programs with physician presentations, and recommends the following options, pending availability:</p> <ol style="list-style-type: none"> 1) Lung Program – Ganesh Krishna, MD 2) Cath Lab, HVI Service Line – Chad Rammohan, MD 3) Minimally Invasive Program – Sanjay Ramrakhiani, MD 4) Women’s Health Program – Liza Kunz, MD & David Francisco, MD 5) Infectious Disease – Daniel Shin, MD 6) Sleep Program – Tony Masri, MD
Other Board Advisory Committees that reviewed the issue and recommendation, if any:	None.
Summary and session objectives :	To invite the Governance Committee’s feedback on the topics/presentations the executive team is proposing for the Semi-Annual Educational Gatherings of the Board and Committees.
Suggested discussion questions:	<ol style="list-style-type: none"> 1. Is this a relevant priority topic? 2. Will this address knowledge gaps on this topic and serve to advance ECH’s thinking?
Proposed Committee motion, if any:	To recommend that the Board direct staff to engage _____, MD and _____, MD to speak at the upcoming October and April educational gatherings for the Board and Committees.
LIST OF ATTACHMENTS:	None.

ATTACHMENT 8

ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

Item:	Consider Board Oversight of Information Technology Governance Committee August 2, 2016
Responsible party:	Dave Reeder
Action requested:	For Discussion
Background: The iCare Ad Hoc Committee has successfully provided oversight to the iCare Project completed in FY16. The iCare Ad Hoc Committee has achieved the Committee’s scope, purpose and role. During the Committee’s final meeting, a recommendation was made regarding Board oversight of future Information Technology investments and the alignment with strategic imperatives.	
Other Board Advisory Committees that reviewed the issue and recommendation, if any: Discussed at iCare Ad Hoc Committee.	
Summary and session objectives : Approve the Ad Hoc Committee Recommendation for Board Oversight of Information Technology Governance. Specifically, Madeleine Fackler in conjunction with the Ad Hoc Committee recommends the annual provision to the Board of an Information Technology Plan, which enables and supports organizational strategy. The review of the Technology Plan would be included as part of the Budget planning process followed by ongoing status updates at intervals of 1-2 times per year. This approach is in alignment with the precedent set by the annual review of the Marketing Plan.	
Suggested discussion questions: <ol style="list-style-type: none"> 1. Does this approach provide the right amount of oversight to inform and guide IT governance? 2. Does the approach position Information Technology to become an enabler of organizational strategy? 	
Proposed Committee motion, if any: To support the Ad Hoc Committee’s recommendation to successfully discontinue the iCare Ad Hoc Committee and utilize an annual review of the Technology Plan as a means of providing Board oversight of Information Technology investments and strategic imperatives.	
LIST OF ATTACHMENTS: None.	