

## AGENDA

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

**Thursday, November 10, 2016 – 5:30 pm**

El Camino Hospital, CEO Conference Room (administration)  
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>	Peter Fung, MD, Chair		<b>5:30 – 5:32 pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Peter Fung, MD, Chair		<b>5:32 – 5:33</b>
<b>3. PUBLIC COMMUNICATION</b>	Peter Fung, MD, Chair		<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> <b>Approval</b> a. <a href="#">Meeting Minutes of the Open Session of the Governance Committee (August 2, 2016)</a> <b>Information</b> b. <a href="#">FY17 Pacing Plan</a>	Peter Fung, MD, Chair	<i>public comment</i>	<b>motion required 5:36 – 5:39</b>
<b>5. REPORT ON BOARD ACTIONS</b> <a href="#">ATTACHMENT 5</a>	Peter Fung, MD, Chair		<b>information 5:39 – 5:44</b>
<b>6. REVIEW OF ANNUAL ECH BOARD ASSESSMENT TOOL</b> <a href="#">ATTACHMENT 6</a>	JoAnn McNutt, Nygren Consulting	<i>public comment</i>	<b>possible motion 5:44 – 6:04</b>
<b>7. BOARD AND COMMITTEE SUCCESSION PLANNING</b> a. Committee Recruitment  b. Board Recruitment  <a href="#">ATTACHMENT 7</a>	Peter Fung, MD, Chair  Cindy Murphy, Board Liaison  David Reeder and Gary Kalbach, Governance Committee Members	<i>public comment</i>	<b>possible motion 6:04 – 6:14</b>
<b>8. ADJOURN TO CLOSED SESSION</b>	Peter Fung, MD, Chair		<b>motion required 6:14 – 6:15</b>
<b>9. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Peter Fung, MD, Chair		<b>6:15 – 6:16</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>10. CONSENT CALENDAR</b> <i>Any Committee Member may remove an item for discussion before a motion is made.</i> <b>Approval</b> Gov't Code Section 54957.2 a. Meeting Minutes of the Closed Session of the Governance Committee (August 2, 2016)	Peter Fung, MD, Chair		<b>motion required</b> <b>6:16 – 6:17</b>
<b>11. Health and Safety Code Section 32106(b)</b> for a report and discussion involving health care facility trade secrets: - Strategic Planning	Michelle McGowen, Director of Strategic Planning		<b>information</b> <b>6:17 – 6:32</b>
<b>12. Health and Safety Code Section 32106(b)</b> for a report and discussion involving health care facility trade secrets: - Competency-Based Government Update	Peter Fung, MD, Chair		<b>information</b> <b>6:32 – 6:42</b>
<b>13. ADJOURN TO OPEN SESSION</b>	Peter Fung, MD, Chair		<b>motion required</b> <b>6:42 – 6:43</b>
<b>14. RECONVENE OPEN SESSION / REPORT OUT</b> To report any required disclosures regarding permissible actions taken during Closed Session.	Peter Fung, MD, Chair		<b>6:43 – 6:44</b>
<b>15. ROUND TABLE DISCUSSION</b>	Peter Fung, MD, Chair		<b>discussion</b> <b>6:44 – 6:49</b>
<b>16. ADJOURNMENT</b>	Peter Fung, MD, Chair		<b>motion required</b> <b>6:49 – 6:50 pm</b>

**Upcoming Meetings in FY17:**

- February 7, 2017
- April 4, 2017
- April 26, 2017 (*Board & Committee Educational Gathering*)
- June 6, 2017

**a. Meeting Minutes of the Open Session of the  
Governance Committee (August 2, 2016)**



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

**Tuesday, August 2, 2016**

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

**Members Present**

**Lanhee Chen** (via teleconference)  
**Peter C. Fung, MD**  
**Gary Kalbach, Vice Chair**  
**Christina Lai**  
**Pete Moran**  
**David Reeder**

**Members**

**Absent**

None

<b>Agenda Item</b>	<b>Comments/Discussion</b>	<b>Approvals/Action</b>
<b>1. CALL TO ORDER/ ROLL CALL</b>	Committee Chair Peter C. Fung, MD called the Governance Committee of El Camino Hospital to order at 5:31 p.m. All members were present, Lanhee Chen participated via teleconference.	
<b>2. POTENTIAL CONFLCITS OF INTEREST DISCLOSURES</b>	Chair Fung asked if any Committee member may have a conflict of interest with any of the items on the agenda. No conflicts were reported.	
<b>3. PUBLIC COMMUNICATION</b>	None.	
<b>4. CONSENT CALENDAR</b>	<p><b>Motion:</b> To approve the consent calendar (Minutes of the Governance Committee meeting of May 24, 2016; Draft Revised Finance Committee Charter).</p> <p><b>Movant:</b> Moran <b>Second:</b> Kalbach <b>Ayes:</b> Chen, Fung, Kalbach, Lai, Moran and Reeder <b>Noes:</b> None <b>Abstain:</b> None <b>Absent:</b> None <b>Recused:</b> None</p> <p>The Committee discussed whether or not there is a need for a joint meeting with the Board to discuss competency-based Board structure. Chair Fung suggested that the Pacing Plan be revised to possibly schedule a joint meeting with the Board in January or February 2017.</p>	<i>Consent Calendar approved</i>
<b>5. REPORT ON BOARD ACTIONS</b>	<p>Chair Fung reported on some highlights provided in the written committee materials. Ms. Lai commented that the written report in the materials is a very useful summary.</p> <p>Tomi Ryba, CEO, reported that the Board has engaged a firm to assist it to assess market partners and that the Board will be evaluating its strategic plan at its 2017 Board Retreat.</p>	
<b>6. REVIEW ECH BOARD COMPETENCY MATRIX</b>	Chair Fung asked the Committee to consider whether the three previously identified Board member competencies are still the highest priorities. The Committee discussed the competency matrix and which of the listed competencies are most important in the	<i>Board Member competencies recommended for approval</i>

	<p>current healthcare environment. Following discussion, the Committee focused on the following five competencies:</p> <ol style="list-style-type: none"> <li>1. Complex market partnerships</li> <li>2. Long range strategic planning</li> <li>3. Healthcare Insurance Payor</li> <li>4. Finance/Entrepreneurship</li> <li>5. Clinical Integration/Continuum of Care</li> </ol> <p><b>Motion:</b> To recommend that the Hospital Board recommend that the District Board adopt the five listed competencies as the highest priority.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Reeder  <b>Ayes:</b> Chen, Fung, Kalbach, Lai, Moran and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<b>7. SEMI-ANNUAL BOARD AND COMMITTEE EDUCATIONAL TOPICS</b>	<p>The Committee members discussed which of the proposed clinical program presentations might be most relevant strategically and to the work of the Board's Advisory Committees. Chair Fung suggested that, in addition to the topics listed, Behavioral Health should be considered.</p> <p>The Committee directed staff to determine the availability of presenters in the areas of Behavioral Health, Minimally Invasive Program, Lung Program, and Cath Lab/HVI.</p>	
<b>8. CONSIDER BOARD OVERSIGHT OF INFORMATION TECHNOLOGY</b>	<p>Mr. Reeder described the history and function of the iCare Ad Hoc Committee and explained that it has been disbanded. He reported that Committee's recommendation is for the leadership team to present an annual technology plan to the full Board and for the discussions about IT plans and strategy be at the Board level twice per year, rather than at the committee level. Chair Fung commented that it will be important for the Board to continue oversight of iCare. IT security and spending would still be reviewed by the Compliance and Finance Committees respectively.</p> <p><b>Motion:</b> To support the iCare Ad Hoc Committee's recommendation to disband the iCare Ad Hoc Committee and utilize a semi-annual review of the Technology Plan as a means of providing Board oversight of Information Technology investments and strategic imperatives.</p> <p><b>Movant:</b> Reeder  <b>Second:</b> Kalbach  <b>Ayes:</b> Chen, Fung, Kalbach, Lai, Moran and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<i>Technology Plan recommended for approval</i>
<b>9. ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 6:31pm.</p> <p><b>Movant:</b> Moran  <b>Second:</b> Kalbach</p>	<i>Adjourned to closed session at 6:31pm</i>

	<b>Ayes:</b> Chen, Fung, Kalbach, Lai, Moran and Reeder <b>Noes:</b> None <b>Abstain:</b> None <b>Absent:</b> None <b>Recused:</b> None	
<b>10. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT</b>	Open session was reconvened 6:41pm. Committee Member Chen did not participate in the second open session. During the closed session the Committee approved the Closed Session Minutes of the Committee's May 24, 2016 meeting by a unanimous vote of 6 members present (Chen (by phone), Fung, Kalbach, Lai, Moran, Reeder).	
<b>11. AGENDA ITEM 15: ROUNDTABLE DISCUSSION</b>	Mr. Moran commented that it would be interesting if there was a District Board member who chose not to serve on the Hospital Board.	
<b>12. AGENDA ITEM 16: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 6:42 pm. <b>Movant:</b> Moran <b>Second:</b> Reeder <b>Ayes:</b> Fung, Kalbach, Lai, Moran and Reeder <b>Noes:</b> None <b>Abstain:</b> None <b>Absent:</b> None <b>Recused:</b> None	<i>Meeting adjourned at 6:42pm</i>

**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

**FY17 Pacing Plan**

**GOVERNANCE COMMITTEE**  
**FY2017 PACING PLAN REVISED October 17, 2016**

FY2017 Q1		
JULY 2016	AUGUST 2, 2016	SEPTEMBER 2016
No Board or Committee Meetings	<ol style="list-style-type: none"> <li>1. Any new committee members and Chair affirm pacing plan and FY 2017 Governance Committee goals.</li> <li>2. Consider Hospital Board Member competencies.</li> <li>3. Consider education topics for Semi-Annual Board and Committee Gatherings.</li> <li>4. Update on Governance Processes Assessment Work</li> <li>5. Board and Committee Recruitment Update</li> <li>6. Consider IT Oversight by the Board</li> </ol>	No Meeting
FY2017 Q2		
OCTOBER 4, 2016	NOVEMBER 10, 2016	DECEMBER 2016
	<ol style="list-style-type: none"> <li>1. Review and Recommend Annual Board Self-Assessment Tool.</li> <li>2. Confirm Annual Board Retreat Agenda</li> <li>3. Board and Committee Recruitment Update</li> <li>4. Discuss Competency Based Governance</li> <li>5. Board and Committee Succession Planning</li> </ol>	No Board or Committee Meetings



FY2017 Q3		
JANUARY 3, 2017	FEBRUARY 7, 2017	MARCH 2017
	<ol style="list-style-type: none"> <li>1. Discuss Goal #2 – Promote Enhanced and Sustained Competency Based Governance</li> <li>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> <li>• NDBM Position Specification and Job Description</li> </ul> </li> <li>3. Annual Review of Advisory Committee Composition</li> </ol>	No Meeting
FY2016: Q4		
APRIL 4, 2017	MAY 2017	JUNE 6, 2016
<ol style="list-style-type: none"> <li>1. Review Draft Board and Committee Self-Assessment Results.</li> <li>2. Board and Committee Recruitment Update</li> <li>3. Set FY 2018 Governance Committee Goals.</li> <li>4. Set FY 2018 Governance Committee Calendar.</li> <li>6. Participate in NDBM Recruitment/Interview Effort as Requested by the District Board</li> <li>7. Update on Governance Processes Assessment Work</li> </ol>	No Meeting	<ol style="list-style-type: none"> <li>1. Review and recommend all Committee FY2017 Committee Goals to Board</li> <li>2. Board and Committee Recruitment Update</li> <li>3. Review Board Committee Chair assignments</li> <li>4. Review Committees' progress against FY2017 goals</li> <li>5. Confirm Self-assessment sent to District (from GC Charter)</li> <li>6. Prepare FY 2018 Master Calendar for Board Approval in June</li> <li>7. FY18 Board Education Plan</li> <li>8. Enhanced and Sustained Competency Based Governance</li> </ol>

## ATTACHMENT 5

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Report on Board Actions Governance Committee November 10, 2016
<b>Responsible party:</b>	Cindy Murphy, Board Liaison
<b>Action requested:</b>	For Information
<b>Background:</b> <p>In FY16, we added this item to each Board Committee 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.</p>	
<b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b> <p>None.</p>	
<b>Summary and session objectives :</b> <p>To inform the Committee about recent Board actions.</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>Report on August, September and October 2016 Board Actions</p>	

## **August, September, and October 2016 Board Actions\***

1. August 10, 2016 El Camino Hospital Board Approvals
  - a. FY 16 Period 12 Financials (FY16 Budget was met)
  - b. Approved final funding for the following projects:
    - i. Behavioral Health Services Building - \$72,500,000
    - ii. Integrated Medical Office Building - \$247,000,000
    - iii. Central Plant Upgrades ( to support new construction) - \$7,500,000
  - c. Appointed two new members to the Finance Committee – Joseph Chow and Boyd Faust
  - d. Disbanded the Board’s iCare Ad Hoc Committee
  - e. Recommended the District Board adopt the following as the highest priority Hospital Board member competencies for FY2017 –
    - i. Understanding of complex market partnerships
    - ii. Long-range strategic planning
    - iii. Healthcare insurance industry experience
    - iv. Finance experience/entrepreneurship
    - v. Experience in clinical integration/continuum of care
2. August 10, 2016 El Camino Healthcare District Board meeting Approvals: Approved final funding for the following projects that exceeded \$25,000,000 in a single transaction.
  - a. Behavioral Health Services Building - \$72,500,000
  - b. Integrated Medical Office Building - \$247,000,000
3. August 27, 2016 – El Camino Hospital Board voted not to renew the CEO’s contract. Ms. Ryba’s last day of employment will be October 31, 2016.
4. September 14, 2016 El Camino Hospital Board Actions
  - a. FY 16 Organizational Goal Achievement @ 67% (slightly above target)
  - b. FY17 Organizational Goal Metrics
  - c. ED Gastroenterology and Neuro-Interventional On-Call Panel Agreements
  - d. CEO Search Ad Hoc Committee of the Board
  - e. FY17 Internal Audit Work Plan
  - f. Silicon Valley Medical Development Primary Care Clinic and Physician Contracts
  - g. FY 16 CEO Incentive Plan Payment
  - h. FY 17 CEO Salary Range
5. September 27, 2016 El Camino Hospital Board
  - a. Appointment of Donald C. Sibery as ECH’s Interim CEO

- b. Delegated Authority to Board Chair Cohen and ECC Chair Lanhee Chen to negotiate a final contract with interim CEO
  - c. Approved CEO's FY17 Incentive Compensation Bonus
- 6. October 12, 2016 El Camino Hospital Board
  - a. Approved 2016 Plan of Finance (Revenue Bonds) and related transactions for funding of MV Campus Projects, not to exceed \$325,000,000.
  - b. Approved Revised Budget to allow for interest related to Revenue Bonds
  - c. Approved FY16 Community Benefit Report
  - d. Approved CEO Separation Agreement
  - e. Authorized the CHRO to negotiate a contract with CEO Search Firm Russell Reynolds
  - f. Approved the FY 16 Financial Audit
- 7. October 18, 2016 District Board Meeting
  - a. Approved FY16 Community Benefit Report
  - b. Approved the FY 16 Financial Audit
  - c. Approved Revised Budget to allow for interest related to Revenue Bonds

\*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

<b>Item:</b>	Annual Board Self-Assessment Governance Committee November 10, 2016
<b>Responsible party:</b>	Cindy Murphy, Board Liaison
<b>Action requested:</b>	Information
<b>Background:</b> <p>Each year, the Board engages in a Board Self-Assessment and Board Chair Assessment process facilitated by Nygren Consulting, LLC. Committee self-assessments are done every other year. The Assessment tools presented are unchanged from FY16. JoAnn McNutt of Nygren Consulting, LLC will join the Committee by phone to facilitate discussion.</p> <p>Following recommendation by this Committee, the Board will have an opportunity to review and approve the assessment tools at its January meeting and the surveys will be launched in February. Results will be brought back to this Committee in March and to the Board in April.</p>	
<b>Committees that reviewed the issue and recommendation, if any:</b> <p>None.</p>	
<b>Summary and Session Objectives:</b> <ul style="list-style-type: none"> <li>• To review the attached tools.</li> <li>• To request any desired changes to the tools.</li> <li>• To recommend approval of the tools to the Board.</li> </ul>	
<b>Suggested discussion questions:</b> <p>None.</p>	
<b>Proposed Committee motion, if any:</b> <p>To approve the FY17 Board Self-Assessment and Board Chair Assessment Tools.</p>	
<b>LIST OF ATTACHMENTS:</b> <p>Proposed FY17 Annual Board and Board Chair Self-Assessment Tools</p>	

## **El Camino Hospital**

### Board and Committee Assessment 2017

Prepared for: ECH Hospital Board and Committees

For Internal Use Only - Do Not Distribute



## Board Competency Areas

1. Fiduciary Oversight
2. Strategic Oversight
3. Quality Oversight
4. Management Oversight
5. Board Development
6. Board Culture and Dynamics
7. Information and Decision Making

## Survey Components

There will be separate links for each survey. This will break up the length and make it easier to track who has completed the following surveys:

- **Board Assessment.** This will be completed by the Hospital Board of Directors, the Executive Leadership Team and Chiefs of Staff.
- **Board Chair Assessment.** This will be completed by the Hospital Board of Directors, the Executive Leadership Team and Chiefs of Staff.

## Board Assessment

This section is to be completed by the Hospital Board of Directors, the Executive Leadership Team and Chiefs of Staff.

<b>Fiduciary Oversight</b>
1. The board continually ensures that the organization's mission is being followed.
2. The board effectively monitors the organization's financial performance against goals.
3. The board carefully evaluates whether a major initiative aligns to the organization's mission, vision, values and strategy and presents positive net value before approving it.
4. The board regularly assesses the adequacy of its conflict-of-interest/confidentiality policies and procedures.
5. The board's actions ensure ECH remains a valuable asset to the community.
<b>Strategic Oversight</b>
6. The board is engaged at the appropriate level in establishing the organization's strategic direction.
7. The board ensures that all plans in the organization (e.g., financial, capital, operational, quality improvement) are aligned with the organization's overall strategic plan/direction.
8. The board discusses the needs of all key stakeholders (i.e., patients, physicians, employees and the community) when setting the strategic direction for the organization.
9. The board ensures that major strategic projects specify both measurable criteria for success and a detailed plan for implementation.
10. The board effectively evaluates proposed new programs or services on factors such as financial feasibility, market potential, impact on quality and patient safety, customer service, etc.
11. The board is effectively guiding ECH away from hospital centric care and towards the continuum of care.
<b>Quality Oversight</b>
12. The board carefully evaluates and approves annual strategic initiatives for quality that include specific top-level aims/goals for quality improvement in the organization.
13. The board carefully reviews quality performance to identify needs for corrective action.
14. The board seeks a high level of physician involvement in governance (e.g., strategic planning, capital planning, quality, patient safety, etc.).

15. The board places the right amount of emphasis on quality and patient care.
16. The board has mechanisms in place to effectively oversee quality.
17. The board effectively reviews and suggests amendments to the overarching medical staffing plan to assure that there is sufficient medical staff to meet the needs of the community.
18. The board effectively reviews and oversees the physician credentialing process.
19. The board's oversight of performance improvement includes initiatives designed to reduce cost (i.e. lean initiatives, fewer labs).
<b>Management Oversight</b>
20. The board has a fair and effective procedure for evaluating the CEO's performance.
21. The board has an effective working relationship with the CEO.
22. The board carefully reviews the organization's top management succession plan.
23. The board oversees management at the appropriate governing level.
24. The board ensures that management has a formal, detailed, and up-to-date compliance plan for the organization.
<b>Board Development</b>
25. The board has an effective orientation program for new board and committee members.
26. The board has an effective annual education plan to ensure ongoing board and committee member education.
27. The board regularly reviews necessary competencies and skill gaps resulting in the use of the right competency-based criteria when appointing new board and committee members and identifying recruiting needs.
28. The board fosters a culture of continuous learning and improvement.
29. An annual goal-setting process for board performance is treated as a top priority by the board.
<b>Board Culture and Dynamics</b>
30. Board members display professional courtesy and respect when interacting with others.
31. The board has frank and open discussions.
32. Board members work well as part of a team.
33. Board members exhibit a willingness to challenge traditional thinking.

34. The board effectively demonstrates its commitment to creating a culture of transparency and integrity.
<b>Information and Decision Making</b>
35. Strategic alignment and quality serve as the framework for all decision making.
36. The board is effective at making decisions in line with board committee recommendations.
37. The board seeks the appropriate level of information from staff to govern effectively.
38. The board is effective at reaching consensus on key strategic decisions.
<b>Open-Ended</b>
39. What is working well in terms of board performance?
40. What are the one or two things the board did in the past year that made a positive difference for the hospital?
41. What specific strategic issues or goals would you like to see the board address this year?
42. What are one or two things that the board MUST improve on in the coming year?
43. What is the risk to the board/organization if these things are not accomplished?

## Board Chair Performance

This section is to be completed by the Hospital Board of Directors, the Executive Leadership Team and Chiefs of Staff.

<b>The Board Chair...</b>
1. Ensures the board leverages the individual skills and expertise of directors and committee chairs.
2. Structures the agenda such that there is adequate time for in-depth discussion on important matters.
3. Is effective in creating consensus on the board.
4. Ensures board meetings successfully integrate the work of all committees.
5. Ensures that non value-added work is actively identified and eliminated.
6. Interacts with others in a fair, honest and respectful manner.
7. Sets a high standard for the board's general conduct, especially in areas such as conflicts of

interest, confidentiality, etc.
8. Leads the board in generative thinking.
9. Works diligently to facilitate productive discussion in the board room.
10. Understands the board's role in governance and does not inappropriately intervene in areas delegated to management.
11. Ensures that the hospital's policies and procedures reinforce positive behaviors and high performance.
12. Effectively oversees the selection of committee chairs.
13. Effectively mentors committee chairs.
14. Has a strong understanding of committee dynamics.
15. Clearly understands each committee's recruiting needs.
16. Attends committee meetings frequently enough to understand the work of the committees.
17. Open-Ended: What are the Board Chair's strengths?
18. Open-Ended: In what ways can he improve his effectiveness as a Board Chair?
19. Open-Ended: If you marked a 1 or 2 on any of the items above, please provide an explanation.

# ATTACHMENT 7

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Report on Board and Committee Recruitment Governance Committee November 10, 2016
<b>Responsible party:</b>	Cindy Murphy, Board Liaison
<b>Action requested:</b>	Information
<p><b>Background:</b></p> <p><b>a. Board Advisory Committees</b></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 work on recruitment additional 1-2 members. The Ad Hoc Committee has interviewed a number of candidates by telephone and is bringing forward at least 2 and as many as 4 candidates for the full Committee to interview at its November 9<sup>th</sup> meeting.</p> <p><u>Finance Committee</u> – The Board appointed Joseph Chow and Boyd Faust to the Finance Committee at its August meeting. Both members have healthcare finance backgrounds. Their resumes are attached.</p> <p><u>Executive Compensation Committee</u> – Member Prasad Setty resigned from the Committee. The Committee will discuss recruitment of a new member at its November 16<sup>th</sup> meeting.</p> <p><b>b. El Camino Hospital Board of Directors</b></p> <p>El Camino Hospital Board Chair Neal Cohen, MD informed the El Camino Healthcare District Board's ECH Board Member Election Ad Hoc Committee that he will not seek reappointment to the Board when his current term ends on June 30, 2017. At the District Board's October 18, 2016 meeting, the Ad Hoc Committee recommended that recruitment for Dr. Cohen's replacement be started in Q3 2017 (January) consistent with the Board's approved process. Staff understands that the Ad Hoc Committee will schedule a meeting in late December or early January to resume its work.</p>	
<b>Board Advisory 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>	
<b>Suggested discussion questions:</b> None. This is an informational item.	
<b>Proposed Committee motion, if any:</b> None.	
<p><b>LIST OF ATTACHMENTS:</b></p> <ol style="list-style-type: none"> <li>1. Resume – Boyd Faust</li> <li>2. Resume – Joseph Chow</li> </ol>	

JOSEPH CHOW  
905 Elsinore Drive  
Palo Alto, CA 94303  
[jchow7419@gmail.com](mailto:jchow7419@gmail.com)  
650-862-8841

Joseph Chow has spent over 20 years in the healthcare industry. He has held various senior executive roles in both public and privately held companies. His clients represent organizations across the world including hospitals, health systems, academic medical centers, physician practices, medical device, government, and digital content companies. His scope of work has included strategy, financial turnaround, operational performance improvement, technology solutions and services, business process outsourcing, and human capital transformation.

## EDUCATION:

B.S. – Biological Sciences, University of California at Davis

## EXPERIENCE:

April 2015 – present: Berkeley Research Group, LLC, Emeryville

### Managing Director

- Berkeley Research Group, LLC is a leading global strategic advisory and expert consulting firm with two primary lines of business – ‘Strategy and Advisory’ and ‘Disputes and Investigations.’ BRG provides a breadth of professional services including strategy consulting, comprehensive performance improvement, service-line planning, regulatory and reimbursement services, market research, data analytics, governance, independent expert testimony, and litigation support. BRG serves hospitals and academic medical centers, institutions of higher education, Fortune 500 corporations, government agencies, law firms, and regulatory bodies around the world.
  - BRG is headquartered in Emeryville, California, with over 1,000 professionals and 35 offices across the United States and in Asia, Australia, Canada, South America, and the United Kingdom.
- Western United States lead healthcare partner with responsibility over business development, client management, and new solution / service line development.
  - Senior partner in multiple cross-sector practices including Strategy, Dynamic Capabilities and Performance Improvement

October 2012 – December 2014: Cerner RevWorks, LLC, Sacramento / Kansas City

### Vice-President & General Manager

- Senior executive (aka President & CEO) responsible for overseeing Cerner RevWorks’ mission, vision, strategy, innovation, execution, business development and financial performance. Responsible for the solution design and implementation across all client facilities.
  - Cerner RevWorks, LLC, a wholly owned subsidiary of Cerner Corporation, was formed in 2012 as a strategic business to complement Cerner’s technology suite of solutions. RevWorks’ scope of services includes business advisory, performance improvement and partial to comprehensive outsourcing solutions.
  - RevWorks is governed by an independent Board of Managers; member of the BOM
- Oversaw more than 3,200 world-wide associates and client employees.
- Led and managed a seasoned executive team with functional responsibilities over all aspects of the business including operations, human resources, finance, legal, compliance, marketing, and sales.
- Sold and led the first RevWorks client engagement – a 19 hospital, \$3.5B health system operating across four western US states.



- Grew and scaled RevWorks' capabilities and resources to support a ten-year, \$2B+ revenue (fees) engagement focused on standardizing, modernizing and consolidating system operations to improve bottom-line performance.
- Presenter and speaker at national and regional health care industry events.

November 2009 – October 2012: Deloitte Consulting LLP, San Jose

Partner

- Member of Strategy and Operations practice area.
  - Responsible for engagement pursuits, sales and delivery
  - Industry focus in healthcare Provider sector and Life Sciences.
- Expertise in organizational turnarounds / business transformation with a focus in revenue management, performance improvement, and extended business office solutions including the supporting technologies.
- Client organizations served include integrated health systems, hospitals, physician groups, academic medical centers, durable medical equipment companies, and healthcare digital solution companies.
- Practice leader with operational responsibility over a 500 person global practice.
  - Extended Business Office Solutions (EBOS) – practice focused on the liquidation of client Accounts Receivable as well as providing resource and technology solutions to high volume transaction issues including financial clearance, denials management, and customer service.
  - EBOS manages over \$5B in outstanding A/R with personnel based across the United States and Hyderabad, India.
  - Responsible for leading the development of an executable strategy to grow and position EBOS in the US marketplace.
  - Partner lead for the development of a US onshore outsourcing capability and infrastructure.
- Representative client engagements
  - Medical device company – Ann Arbor, Michigan. Scope includes revenue cycle (order to cash) transformation and business strategy review.
  - Health care system – Central Illinois. Scope includes A/R and denials management support to help mitigate rising client attrition and payer mix shifts.
  - Hospital – St. Louis, MO. Scope includes EPIC system conversion, ICD-10 planning and remediation, and A/R management support.
  - Medical device company – Vancouver, WA. Scope included A/R recovery and development of a business / technology strategy and implementation roadmap.
  - Provincial government – Canada. Scope included joint venture with a global Fortune 500 company to create a collection strategy and implementation plan for \$1.5B in outstanding government debt.
  - Health care point-of-care digital solutions company – San Francisco. Scope included development of business strategy to increase revenue in existing business lines and to explore initial public offering option.
- Sales and Managed Revenue Achievements
  - FY13 sales revenue \$9M
  - FY12 sales revenue \$6M; managed revenue \$5M.
  - FY11 sales revenue \$4.5M; managed revenue \$2M.
- Other Firm Leadership Roles
  - Partner Champion – LS&HC Experienced Hire Onboarding Initiative across all three sectors (Provider, Health Plan, and Life Sciences).
  - Partner Champion – Deloitte Center for Leadership and Community.
  - Partner Champion – Revenue Cycle Boot Camp.
  - Partner Champion – Revenue Cycle Sales and Marketing.
  - Active Partner in advancing key firm initiatives including Women's Initiative and Diversity & Inclusion.
  - Mentor and counselor for seven senior LS&HC practitioners. Directly responsible for the promotion of several candidates to Partner / Director and Senior Manager levels.

November 2008 – October 2009: Consultant, Palo Alto

Provided business strategy and led performance improvement initiatives across a large San Francisco-based health system.

October 2006 – October 2008: MedAssets, Inc., Palo Alto / Dallas

Publicly traded health care financial services company providing technology and service solutions to over 3,300 clients nationally.

Senior Vice President

- Responsible for providing executive leadership and oversight for the revenue management business in the western United States. Directly responsible for negotiating and executing new business transactions, managing key client relationships and accounts, pipeline development, and sales personnel.
- Co-led the integration of five technology and service companies including staff, product and service lines, reporting, strategy, and marketing / branding initiatives.
- Sold MedAssets' first \$2.5M transformation engagement involving the full product suite of revenue management solutions (professional services and technology). Developed the methodology to pursue and sell these types of transformation engagements and led training for the company.
- Leveraged industry expertise and relationships to sign several new marquee clients and penetrate new geographies.
- Led the identification and due diligence activities in establishing new strategic partnerships with other health care organizations and executives.

Executive Vice President – Xactimed, Inc. (acquired by MedAssets) Dallas

- Healthcare technology company providing product and outsourcing solutions to over 400 clients nationally.
- Member of executive management team that negotiated and performed the due diligence of the XactiMed / MedAssets' merger. Led key activities related to the integration of technology / product offerings, professional services, personnel, and pursuit pipelines.
- Redesigned the sales organization resulting in a 320% sales growth within one year (\$5.8M in 2006 to \$18.6M in 2007). Redesign included the review of sales strategy, account pipelines, sales executives, and data / management reporting.
- Expanded XactiMed's footprint into new geographical markets and introduced its solutions to several organizations including many from the U.S. News & World Report's Top 100 Hospitals.

June 1996 – August 2006: Stockamp & Associates, Inc., Los Angeles

Health care management consulting firm focused on implementing revenue improvement transformation solutions for the nation's most prestigious health care provider organizations Senior Manager.

Associate / Senior Associate / Manager

- Led the business development teams in identifying and assessing prospective clients. Worked with firm leadership to structure deals resulting in over \$95M in revenue.
- Managed multiple consulting teams to deliver complex and lengthy revenue cycle transformation engagements.
- Consistently delivered results, both financial and operational, to both meet and exceed client and firm expectations.
- Developed management and staff through active coaching, mentoring, and role modeling.
- Directly responsible for the promotion of several consultants.
- Representative projects include:
  - Lenox Hill Hospital, New York, NY – Senior Manager: Led the implementation of front-end, middle, and back-end consulting services and technology solutions resulting in over \$8M in annual income statement benefit.
  - Stanford Hospital and Clinics, Palo Alto, CA – Senior Manager: Analyzed patient flow across critical SHC services and developed actionable plans to create capacity in line with SHC's strategic growth plan.
  - Other projects include University of California San Francisco, New York-Presbyterian, Northwestern Memorial Hospital, University of Pennsylvania Health System, Baylor Health Care System, University of Utah Hospital & Clinics, and Inova Health System.

## **AFFILIATION:**

Healthcare Financial Management Association – Member

American College of Healthcare Executives – Member

**Boyd D. Faust, CPA**  
2101 Middlefield Road  
Palo Alto, California 94301  
650-387-7575

***Professional Experience:***

**Access Clinical Partners**

Chief Strategy Officer. Prior Chief Financial Officer December 2012-present  
Responsible for developing the operating model of urgent care clinics and supporting systems to scale for profitable growth. ACP develops and manages urgent care clinics offering high quality, convenient and affordable primary and urgent care through branded networks of facilities in targeted markets. The CFO role included guiding the accounting, cash management, capital planning and financial reporting for all entities and business units for both management and investors as well as fund raising.

**Titan Health Corporation** (now United Surgical Partners Intl)

Chief Financial Officer THS Holdings, LLC November 2011- June 2012

Chief Financial Officer May 2006-Nov 2011

Responsible for the accounting and finance functions of the company as well as strategic development with the senior management team. Titan developed and managed ambulatory surgery centers in partnership with surgeons throughout the United States. Key activities included growing the business through a more disciplined process of recruiting physicians to support existing surgery centers, acquiring accretive centers with growth multiple opportunity, and developing de novo centers. During my tenure, the company doubled the number of physicians and centers. In addition, we broadened the operating model by expanding into hospital joint ventures with physicians.

**Alliance Care**

February 2005-February 2006

Chief Operating Officer

Responsible for directing the day-to-day operations and strategies for this full service home health care provider. Services included nursing (Medicare certified and private duty), rehabilitation (PT, OT, and ST), mobile diagnostics, and physician house calls. Alliance Care operated in five states with annual net revenues of \$85 million. The company serviced homebound residents in multiple settings: skilled nursing facilities, assisted and independent living facilities, and individual homes.

**Accomplishments include:**

- Integrating the operations and cultures of two distinct companies from merger
- Developing and implementing a new operating model of coordinated case management throughout the markets
- Implementing mobile point of care technology for all clinicians
- Developing a compensation system focused on optimal clinical outcomes, financial performance and growth

**National Surgical Care** (now AmSurg)

November 2003-December 2004

Chief Operating Officer

Responsible for directing the operations of ambulatory surgery centers on a nationwide basis. NSC acquires, develops and manages freestanding surgery centers in partnership with physicians in their local markets. Duties included day-to-day management of the surgery centers as well as strategic planning with surgeons for profitable growth while ensuring quality care. Key activities involved medical staff recruitment, partnership syndications, clinical specialty expansion, and insurance payer negotiations. Responsibilities also include evaluating prospective acquisition and de novo development opportunities. During this start-up phase of the company, accomplishments included developing an operational structure for the ASCs added to the portfolio and growing the revenue base.

**Spartanburg Regional Healthcare System**

March 1997-April 2002

Senior Vice President

Responsible for strategy, development and operations of the patient service areas of Senior's, Women's and Children's Services as well as a physician network of over 100 physicians. Duties also included strategic hospital system development and management of several system support departments. System is a hospital authority of three hospitals serving as a regional referral center with a resident teaching program and level one trauma center with average census of 500 and revenues of \$800 million.

## Accomplishments include:

- Growing Senior services from 300 to 3000 long term care beds
- Developing physician leaders and operational structure to manage the three service lines which has resulted in dominant market share
- Recruiting over 100 physicians, retention rate of 90% during a 5 year period
- Reversing the financial losses of a regional physician network
- Working closely with our administrative team to achieve a 96 JCAHO score, AA credit rating, and consistent profit margins.

**Ernst & Young, LLC.**

December 1987-March 1997

Senior Manager

Responsible for selling and managing advisory services for healthcare companies in the South and Southeastern regions of the United States. Services focused on both operational and financial issues including loss turnarounds, operations improvements, revenue cycle pricing strategy, feasibility studies for transaction and debt, valuations, strategic assistance and implementation management of strategies.

## Accomplishments include:

- Improving financial stability and future strategic presence of our healthcare clients and developing strong relationship with senior management
- Exceeding sales and chargeability goals each year for the Southern division
- Coaching staff to achieve their goals and develop their skill in consulting
- Promoted three times with added consulting territory and supervisory responsibilities
- Teaching national training courses for new consultants at Corporate Headquarters
- Leading major universities recruiting team for University of Texas and UNC-Chapel

Hill graduate business programs

**Medical Care International** (now Hospital Corporation of America)

Senior Accountant

July 1986-December 1987

Responsible for the financial reporting and treasury decisions of fifteen ambulatory surgery centers. In addition, a development team member involved in acquiring and building ASCs with physician partners in multiple states. Supported development activities by preparing and presenting financial projections related to ASC target acquisitions to prospective physician partners.

**Ernst & Young, LLC**

July 1984-June 1986

Auditor

Responsible for audit tests and evaluation of financial statements for clients varying in both size and industry. Drafted audit opinions for both public and private companies. Also, involved in preparing quarterly audits for 10Q filings and internal control reviews.

***Education and Professional Licenses:***

- Stanford University  
Masters of Science in Management 2003  
Alfred P. Sloan Fellow  
  
University of Texas at Austin  
BBA, Accounting 1984
- Certified Public Accountant. Current license and active since 1986.
- Professional memberships (past and current)  
American College of Healthcare Executives  
Healthcare Financial Management Association  
Medical Group Management Association  
Ambulatory Surgery Center Association  
Urgent Care Association of America

***Speaking Engagements:***

- Arizona Surgery Center Association Annual Conference -June 2009
- InterFace Medical Conference -March 2010
- ASC 100 Conference-March 2007 and March 2009
- Becker's Annual Profitability, Business and Legal ASC Conference -October 2008 & October 2010
- Freestanding Ambulatory Surgery Association(now ASCA)-June 2005

***Recent Committee and Board Advisory Volunteer Appointments***

CareInSync (Acquired by Hearst/Zynx Health)      September 2012-December 2013  
Delivering a real-time multi-disciplinary care collaboration platform for providers  
with a focus on reducing unnecessary hospital readmissions.

StartX Med      March 2012-present  
A non profit organization to accelerate the development of Stanford's top life science  
entrepreneurs through experiential education. StartX provides experienced mentors and  
partners to help Stanford founders grow their ideas quickly.

Satellite Healthcare      April 2012 – present  
Serving on the Audit Committee of a company serving patients needing kidney dialysis  
therapy.