

**Minutes of the Open Session of the
Executive Compensation Committee**

Tuesday, May 17, 2016

**El Camino Hospital, 2500 Grant Road, Mountain View California
Conference Room C**

Members Present

Lanhee Chen
Teri Eyre
Bob Miller, Vice Chair
Julia Miller
Prasad Setty

Members Absent

Jeffrey Davis, MD, Chair
Jing Liao

Others Present

Kathryn Fisk, CHRO
(via phone)
Julie Johnston,
Director of Total Rewards
Cindy Murphy, Board Liaison
Steven Pollack, Mercer, LLC
Tomi Ryba, CEO
Lisa Stella, Mercer, LLC
Mick Zdeblick, COO

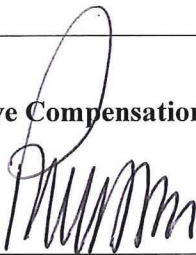
Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER	The Open Session meeting of the Executive Compensation Committee of El Camino Hospital (the "Committee") was called to order at 4:33 pm by Vice Chair Bob Miller.	
2. ROLL CALL	A silent roll call was taken. Chair Davis and Ms. Liao were absent. All other Committee members were present.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Vice Chair Miller asked if any Committee members may have a conflict of interest with any of the items on the agenda. No conflicts were noted.	
4. PUBLIC COMMUNICATION	None.	
5. CONSENT CALENDAR	<p>Vice Chair Miller asked if any member of the Committee or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meeting of March 24, 2016 and Minutes of the Open Session of the Joint Hospital Board and Executive Compensation Committee Meeting of April 13, 2016.</p> <p>Movant: Chen Second: J. Miller Ayes: Chen, Eyre, B. Miller, J. Miller, Setty Noes: None Abstentions: None Absent: Davis, Liao Recused: None</p>	<i>Consent calendar approved</i>
6. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 4:36 pm.</p> <p>Movant: Eyre Second: J. Miller Ayes: Chen, Eyre, B. Miller, J. Miller, Setty Noes: None Abstentions: None</p>	<i>Adjourned to closed session at 4:36pm.</i>

	<p>Absent: Davis, Liao Recused: None</p>	
<p>7. AGENDA ITEM 18: RECONVENE OPEN SESSION/ REPORT ON BOARD ACTIONS</p>	<p>Open Session was reconvened at 6:30 pm.</p> <p>During the closed session, the Committee approved the Minutes of the Closed Session of the Executive Compensation Committee Meeting of March 24, 2016, by vote of 5 members present (Chen, Eyre, B. Miller, J. Miller, Setty) and two absent (Davis, Liao).</p> <p>The Committee voted to recommend the following to the Board for approval by a vote of 5 members present (Chen, Eyre, B. Miller, J. Miller, Setty) and two absent (Davis, Liao).</p> <ul style="list-style-type: none"> - Proposed FY17 executive salary ranges and midpoints with geographic market differential - Proposed FY17 executive base salary increases - Proposed FY17 CEO salary range and midpoint with geographic market differential - Proposed FY17 Organizational Goals - Proposed FY17 executive individual performance incentive goals 	
<p>8. AGENDA ITEM 19: FY17 PACING PLAN</p>	<p>Ms. Ryba explained that the Committee has a budget for educational events or conferences, if members would like to participate. This fund has never been used.</p> <p>Motion: To approve the FY17 pacing plan.</p> <p>Movant: J. Miller Second: Chen Ayes: Chen, Eyre, B. Miller, J. Miller, Setty Noes: None Abstentions: None Absent: Davis, Liao Recused: None</p>	<p><i>FY17 Pacing Plan approved</i></p>
<p>9. AGENDA ITEM 20: CLOSING COMMENTS</p>	<p>There were no additional comments.</p>	
<p>10. AGENDA ITEM 21: ADJOURNMENT</p>	<p>Motion: To adjourn at 6:41 pm.</p> <p>Movant: J. Miller Second: Chen Ayes: Chen, Eyre, B. Miller, J. Miller, Setty Noes: None Abstentions: None Absent: Davis, Liao Recused: None</p>	<p><i>Meeting adjourned at 6:41 pm.</i></p>

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



 Lanhee Chen
 Chair, Executive Compensation Committee



 Peter C. Fung, MD
 Secretary, ECH Board of Directors