

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

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

El Camino Hospital

Conference Room A, Ground Level

2500 Grant Road, Mountain View, California

Christina Lai participated via teleconference from the following address:

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

Peter Moran participated via teleconference from the following address:

110 Sioux Lane, Los Altos, CA 94022

Members Present

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

Members Absent

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER	Chair Peter C. Fung, MD, called the Governance Committee of El Camino Hospital to order at 5:30 p.m. A quorum was present.	
2. ROLL CALL	All members were present, in person or by teleconference.	
3. POTENTIAL CONFLICTS OF INTEREST DISCLOSURES	Chair Fung asked if any Committee member may have a conflict of interest on any of the items on the agenda. No Conflicts were reported.	
4. PUBLIC COMMUNICATION	None.	
5. CONSENT CALENDAR	Motion: To approve the consent calendar (Minutes of the Governance Committee meeting of November 3, 2015 and Proposed FY17 Meeting Dates). Movant: Kalbach Second: Moran Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Nays: None Abstain: None Recused: None Absent: None	<i>Consent Calendar Approved</i>

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

