

**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
<b>1. CALL TO ORDER/ ROLL CALL</b>	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.	
<b>2. POTENTIAL CONFLICTS OF INTEREST DISCLOSURES</b>	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.	
<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 March 29, 2016, Proposed FY17 Governance Committee Meeting Dates and Proposed FY17 Master Board and Committee Calendar).</p> <p><b>Movant:</b> Reeder  <b>Second:</b> Moran  <b>Ayes:</b> Chen, Kalbach, Lai, Moran and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Recused:</b> None  <b>Absent:</b> Fung</p>	<b><i>Consent Calendar approved</i></b>
<b>5. REPORT ON BOARD ACTIONS</b>	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.	
<b>6. PROMOTING ENHANCED AND SUSTAINED COMPETENCY BASED GOVERNANCE</b>	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	

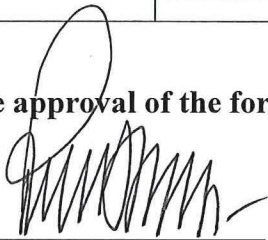
	than all of the District Board members served on the Hospital Board, what a completely competency based Board might look like (including representation of ECH's partner(s) in the market, payers and maybe Pathways) the importance of having very qualified Board members, and the importance of educating the public about the District and the difference between the two Boards.	
<b>7. REVIEW COMMITTEES' PROGRESS AGAINST FY17 GOALS</b>	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.	
<b>8. REVIEW DRAFT COMMITTEE CHARTER REVISIONS</b>	<p>Ms. Murphy reported that the Finance Committee will review its Charter on May 31<sup>st</sup> 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><b>Motion:</b> To Recommend that the Board approve the Draft Revised Executive Compensation Committee Charter.</p> <p><b>Movant:</b> Moran  <b>Second:</b> Lai  <b>Ayes:</b> Chen, Kalbach, Lai, Moran and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Recused:</b> None  <b>Absent:</b> Fung</p>	<i>Recommended the Board approve the Draft Revised Executive Compensation Committee Charter</i>
<b>9. REVIEW DRAFT FY17 ADVISORY COMMITTEE GOALS</b>	<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><b>Motion:</b> 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><b>Movant:</b> Moran  <b>Second:</b> Lai  <b>Ayes:</b> Chen, Kalbach, Lai, Moran and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Recused:</b> None  <b>Absent:</b> Fung</p>	
<b>10. REVIEW PROPOSED FY17 COMMITTEE APPOINTMENTS</b>	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	<i>Recommended the Board approve the Proposed FY17 Committee Appointments</i>



	<p>and commented that in the future consideration should be given to rotating assignments.</p> <p><b>Motion:</b> To recommend approval of the Proposed FY17 Committee Appointments.</p> <p><b>Movant:</b> Reeder  <b>Second:</b> Lai  <b>Ayes:</b> Chen, Kalbach, Lai, Moran and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Recused:</b> None  <b>Absent:</b> Fung</p>	
<b>11. FY17 BOARD EDUCATION PLAN</b>	<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><b>Motion:</b> 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><b>Movant:</b> Reeder  <b>Second:</b> Lai  <b>Ayes:</b> Chen, Kalbach, Lai, Moran and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Recused:</b> None  <b>Absent:</b> Fung</p>	<i>Recommended the Board approve the Board Education Plan</i>
<b>12. FY17 PACING PLAN</b>	<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><b>Motion:</b> To adopt the proposed Pacing Plan with the addition of the Board Education Plan to the August.</p> <p><b>Movant:</b> Chen  <b>Second:</b> Lai  <b>Ayes:</b> Chen, Kalbach, Lai, Moran and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Recused:</b> None  <b>Absent:</b> Fung</p>	<i>Revised FY17 Pacing Plan approved</i>
<b>13. ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 6:29 pm.</p> <p><b>Movant:</b> Reeder  <b>Second:</b> Lai  <b>Ayes:</b> Chen, Kalbach, Lai, Moran and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Recused:</b> None  <b>Absent:</b> Fung</p>	

<b>14. AGENDA ITEM 17: RECONVENE OPEN SESSION/REPORT OUT</b>	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).	
<b>15. AGENDA ITEM 18: ROUNDTABLE DISCUSSION</b>	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.	
<b>16. AGENDA ITEM 19: ADJOURNMENT</b>	Motion: To adjourn at 6:42 pm.  <b>Movant:</b> Chen <b>Second:</b> Moran <b>Ayes:</b> Chen, Kalbach, Lai, Moran and Reeder <b>Noes:</b> None <b>Abstain:</b> None <b>Recused:</b> None <b>Absent:</b> Fung	

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



Peter C. Fung, MD  
Chair, ECH Governance Committee