



**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

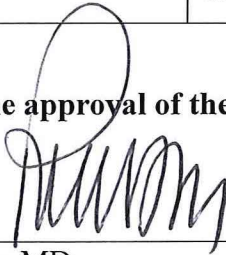
None

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER/ ROLL CALL	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.	
2. POTENTIAL CONFLCITS OF INTEREST DISCLOSURES	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.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Motion: To approve the consent calendar (Minutes of the Governance Committee meeting of May 24, 2016; Draft Revised Finance Committee Charter).</p> <p>Movant: Moran Second: Kalbach Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Absent: None Recused: 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>
5. REPORT ON BOARD ACTIONS	<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>	
6. REVIEW ECH BOARD COMPETENCY MATRIX	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 current healthcare environment. Following	<i>Board Member competencies recommended for approval</i>

	<p>discussion, the Committee focused on the following five competencies:</p> <ol style="list-style-type: none"> 1. Complex market partnerships 2. Long range strategic planning 3. Healthcare Insurance Payor 4. Finance/Entrepreneurship 5. Clinical Integration/Continuum of Care <p>Motion: To recommend that the Hospital Board recommend that the District Board adopt the five listed competencies as the highest priority.</p> <p>Movant: Kalbach Second: Reeder Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Absent: None Recused: None</p>	
7. SEMI-ANNUAL BOARD AND COMMITTEE EDUCATIONAL TOPICS	<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>	
8. CONSIDER BOARD OVERSIGHT OF INFORMATION TECHNOLOGY	<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>Motion: 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>Movant: Reeder Second: Kalbach Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Absent: None Recused: None</p>	<i>Technology Plan recommended for approval</i>
9. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 6:31pm. Movant: Moran</p>	<i>Adjourned to closed session at</i>

	Second: Kalbach Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Absent: None Recused: None	6:31pm
10. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT	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).	
11. AGENDA ITEM 15: ROUNDTABLE DISCUSSION	Mr. Moran commented that it would be interesting if there was a District Board member who chose not to serve on the Hospital Board.	
12. AGENDA ITEM 16: ADJOURNMENT	Motion: To adjourn at 6:42 pm. Movant: Moran Second: Reeder Ayes: Fung, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Absent: None Recused: None	Meeting adjourned at 6:42pm

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



Peter C. Fung, MD
Chair, ECH Governance Committee