



Minutes of the Open Session of the Governance Committee
Thursday, November 10, 2016
2500 Grant Road, Mountain View, CA 94040
El Camino Hospital | CEO Conference Room

Members Present

Lanhee Chen
 Peter C. Fung, MD, Chair
 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 5:30pm. All members were present.	
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>Chair Fung asked if any member of the Committee wished to remove any items from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Governance Committee meeting of August 2, 2016.</p> <p>Movant: Moran Second: Reeder Ayes: Chen, Fung, Kalbach, Lai, Moran, and Reeder Noes: None Abstain: None Absent: None Recused: None</p> <p>There was no discussion about the Pacing Plan.</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	<p>Chair Fung referred to the written report in the meeting materials, highlighting the Board decisions not to renew Tomi Ryba's contract, to appoint Donald Sibery as the Interim CEO and to ratify the identified board competencies. He also noted that the previous night the Board approved the FY17 Executive Base Salaries and FY16 Executive Incentive Plan Payments and appointed a CEO Search Ad Hoc Committee.</p> <p>Mr. Chen commented that the Board would like to complete the search process within 3 months.</p>	
6. REVIEW OF ANNUAL ECH BOARD ASSESSMENT TOOL	Joann McNutt of Nygren Consulting reported that during the time her firm has been assisting the Board with its annual self-assessment (since 2011) the survey has remained approximately 95% the same with a few modifications each year. She recommended that the Committee revise question	<i>Board Assessment tool recommended for approval</i>

	<p>#24 to clarify its purpose because 3 of 9 Board members skipped the question in the last survey. The Committee members discussed Ms. McNutts's suggestion to modify it to reflect the Board's role in overseeing management's development and execution of a compliance program and directed Ms. McNutt and Cindy Murphy, Board Liaison, to redraft the question in accordance with the Committee's discussion.</p> <p>She also recommended that Question #17 be revised to read as follows: "The board effectively oversees the review and development of the medical staffing plan on a routine basis." The Committee discussed this recommendation.</p> <p>Mr. Moran suggested that the Board Chair assessment be revised since Board Chair Cohen will not be returning as Board Chair in FY18.</p> <p>Following discussion, the Committee asked staff to revise the Board Chair assessment to (1) provide feedback to Chair Cohen on his achievements, positive contributions to the Board, and any advice for his last few months of service, and (2) to inform the incoming Chair regarding the 5 most important skills/ behaviors they might expect of an effective Board Chair and (3) to offer any advice to the incoming chair.</p> <p>Motion: To revise Questions #17 and #24 of the Annual Board Self-Assessment survey and the Board Chair Assessment in accordance with the direction given to staff.</p> <p>Movant: Kalbach Second: Chen Ayes: Chen, Fung, Kalbach, Lai, Moran, and Reeder Noes: None Abstain: None Absent: None Recused: None</p>	
7. BOARD AND COMMITTEE SUCCESSION PLANNING	<p>Ms. Murphy reported that the Board will consider the Compliance Committee's recommendation to appoint a new member at its January meeting. She also reported that the two new Finance Committee members attended their first meeting in September and the Executive Compensation Committee will decide at its November 16th meeting whether to recruit a new member to replace Prasad Setty who recently resigned.</p> <p>Mr. Reeder reported that the District Board will begin working on recruiting a replacement for Board Chair Cohen once the CEO Recruitment has progressed.</p>	
8. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 6:01pm.</p> <p>Movant: Kalbach Second: Moran Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 6:01pm.</i>

9. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT	Open session was reconvened 6:58pm. During the closed session the Committee approved the Closed Session Minutes of the Committee's August 2, 2016 meeting by a unanimous vote of 6 members present (Chen, Fung, Kalbach, Lai, Moran, and Reeder).	
10. AGENDA ITEM 15: ROUNDTABLE DISCUSSION	None.	
11. AGENDA ITEM 16: ADJOURNMENT	Motion: To adjourn at 6:58 pm. Movant: Kalbach Second: Chen Ayes: Chen, Fung, Kalbach, Lai, Moran and Reeder Noes: None Abstain: None Absent: None Recused: None	<i>Meeting adjourned at 6:58pm.</i>

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



Peter C. Fung, MD
Chair, ECH Governance Committee