

**Minutes of the Joint Meeting of the
 El Camino Hospital Board of Directors
 and the Executive Compensation Committee
 Wednesday, April 13, 2016
 El Camino Hospital, 2500 Grant Road, Mountain View California
 Conference Rooms E, F & G**

Board Members Present

Lanhee Chen
 Dennis Chiu
 Neal Cohen
 Jeffrey Davis, MD
 Peter Fung, MD
 Julia Miller
 David Reeder
 Tomi Ryba
 John Zoglin

Committee Members Absent

Jing Liao

Members Excused

None

Committee Members Present

Teri Eyre
 Bob Miller
 Prasad Setty

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER	The Joint Session meeting of the Board of Directors of El Camino Hospital (the “Board”) and the Executive Compensation Committee (the “Committee”) was called to order at 5:30 pm by Chair Cohen.	
2. ROLL CALL	A silent roll call was taken. All Board and Committee members were present, with the exception of Jing Liao. Director Fung arrived at 5:40 pm and Mr. Setty arrived at 5:35 pm.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Director Cohen asked if any Board or Committee member may have a conflict of interest on any of the items on the agenda. No conflicts were noted.	
4. EXECUTIVE INCENTIVE GOAL SETTING PHILOSOPHY	<p>Jeff Davis, Chair of the Executive Compensation Committee, introduced the Committee and praised the knowledge and proactive nature of the Committee members. Committee members Terry Eyre, Prasad Setty, and Bob Miller introduced themselves to the Board. Chair Davis provided a brief introduction of Committee member Jing Liao who was absent.</p> <p>Bob Miller, Vice Chair of the Executive Compensation Committee, described Mercer – the newly engaged executive compensation consultants – and their recommendations and findings on the goal setting philosophy and process. These recommendations were based on interviews with the Board Chair, leadership team, members of the committee, and Mercer’s depth and breadth of experience in working with numerous</p>	

