

## AGENDA

### GOVERNANCE COMMITTEE MEETING OF THE EL CAMINO HOSPITAL BOARD

**Tuesday, April 4, 2017 – 5:30 pm**

El Camino Hospital | Conference Rooms A (ground floor)  
2500 Grant Road, Mountain View, CA 94040

Peter Moran will be participating via teleconference from Abingdon Road, Oxford OX1 4PS.

**MISSION:** To advise and assist the El Camino Hospital (ECH) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, i.e., the nomination and appointment/reappointment process. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>1. CALL TO ORDER / ROLL CALL</b>	Peter Fung, MD, Chair		<b>5:30 – 5:32 pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Peter Fung, MD, Chair		<b>5:32 – 5:33</b>
<b>3. PUBLIC COMMUNICATION</b> a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed 3 minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Peter Fung, MD, Chair	<i>public comment</i>	<b>information</b> <b>5:33 – 5:36</b>
<b>4. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> <b>Approval</b> a. <a href="#">Minutes of the Open Session of the Governance Committee Meeting (February 7, 2017)</a> b. <a href="#">Proposed FY18 Governance Committee Dates</a> <b>Information</b> c. <a href="#">Progress Against FY17 Governance Committee Goals</a> d. <a href="#">Article of Interest</a>	Peter Fung, MD, Chair	<i>public comment</i>	<b>motion required</b> <b>5:36 – 5:37</b>
<b>5. REPORT ON BOARD ACTIONS</b> a. Hospital Board Actions b. District Board Actions <a href="#">ATTACHMENT 5</a>	Peter Fung, MD, Chair		<b>information</b> <b>5:37 – 5:47</b>
<b>6. ECH COMMITTEE RECRUITMENT UPDATE</b> <a href="#">ATTACHMENT 6</a>	Cindy Murphy, Board Liaison		<b>information</b> <b>5:47 – 5:52</b>
<b>7. ECH BOARD RECRUITMENT UPDATE</b> <a href="#">ATTACHMENT 7</a>	David Reeder, District Ad Hoc Committee Chair; Peter Fung, MD, Chair		<b>information</b> <b>5:52 – 5:57</b>
<b>8. ECH BOARD DIRECTOR COMPENSATION</b> <a href="#">ATTACHMENT 8</a>	Cindy Murphy, Board Liaison	<i>public comment</i>	<b>possible motion</b> <b>5:07 – 6:07</b>

A copy of the agenda for the Regular Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at 650-988-7504 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
9. <b>PROPOSED REVISED ECH BOARD OFFICER ELECTION PROCEDURE</b> <a href="#">ATTACHMENT 9</a>	Mary Rotunno, General Counsel	<i>public comment</i>	<b>possible motion</b> <b>6:07 – 6:17</b>
10. <b>PROPOSED FY18 BOARD &amp; COMMITTEE MASTER CALENDAR</b> <a href="#">ATTACHMENT 10</a>	Cindy Murphy, Board Liaison		<b>discussion</b> <b>6:17 – 6:27</b>
11. <b>BOARD ADVISORY COMMITTEE GOAL SETTING PROCESS</b> <a href="#">ATTACHMENT 11</a>	Peter Fung, MD, Chair	<i>public comment</i>	<b>possible motion</b> <b>6:27 – 6:37</b>
12. <b>ADJOURN TO CLOSED SESSION</b>	Peter Fung, MD, Chair		<b>motion required</b> <b>6:37 – 6:38</b>
13. <b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Peter Fung, MD, Chair		<b>6:38 – 6:39</b>
14. <b>CONSENT CALENDAR</b> <i>Any Committee Member may remove an item for discussion before a motion is made.</i>  <i>Approval</i> <i>Gov't Code Section 54957.2.</i> a. Minutes of the Closed Session of the Governance Committee Meeting (February 7, 2017)	Peter Fung, MD, Chair		<b>motion required</b> <b>6:39 – 6:40</b>
15. <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: - Annual Board Self-Assessment Results	JoAnn McNutt, Nygren Consulting		<b>discussion</b> <b>6:40 – 7:00</b>
16. <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: - Draft Strategic Planning Oversight Committee Charter	Peter Fung, MD, Chair		<b>discussion</b> <b>7:00 – 7:10</b>
17. <b>ADJOURN TO OPEN SESSION</b>	Peter Fung, MD, Chair		<b>motion required</b> <b>7:10 – 7:11</b>
18. <b>RECONVENE OPEN SESSION / REPORT OUT</b>  To report any required disclosures regarding permissible actions taken during Closed Session.	Peter Fung, MD, Chair		<b>7:11 – 7:12</b>
19. <b>POSSIBLE RECOMMENDATION FOR DRAFT STRATEGIC PLANNING OVERSIGHT COMMITTEE CHARTER</b>	Peter Fung, MD, Chair	<i>public comment</i>	<b>possible motion</b> <b>7:12 – 7:14</b>
20. <b>FY17 PACING PLAN</b> <a href="#">ATTACHMENT 20</a>	Peter Fung, MD, Chair	<i>public comment</i>	<b>possible motion</b> <b>7:14 – 7:16</b>
21. <b>ROUND TABLE DISCUSSION</b>	Peter Fung, MD, Chair		<b>discussion</b> <b>7:16 – 7:19</b>
22. <b>ADJOURNMENT</b>	Peter Fung, MD, Chair		<b>motion required</b> <b>7:19 – 7:20 pm</b>

**Upcoming Meetings**

- June 6, 2017



**Minutes of the Open Session of the Governance Committee**  
**Tuesday, February 7, 2017**  
**El Camino Hospital | Conference Room A (ground floor)**  
**2500 Grant Road, Mountain View, CA 94040**

**Members Present**

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

**Members Absent**

None

<b>Agenda Item</b>	<b>Comments/Discussion</b>	<b>Approvals/Action</b>
<b>1. CALL TO ORDER/ ROLL CALL</b>	Committee Chair Peter C. Fung, MD called the Governance Committee of El Camino Hospital to order at 5:33pm. All members were present.	
<b>2. POTENTIAL CONFLCITS OF INTEREST DISCLOSURES</b>	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.	
<b>3. PUBLIC COMMUNICATION</b>	None.	
<b>4. CONSENT CALENDAR</b>	<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><b>Motion:</b> To approve the consent calendar: Minutes of the Governance Committee Meeting of November 10, 2016.</p> <p><b>Movant:</b> Moran  <b>Second:</b> Kalbach  <b>Ayes:</b> Chen, Fung, Kalbach, Lai, Moran, and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p> <p>Cindy Murphy, Board Liaison, gave a report on the Advisory Committee Recruitment as presented in the Committee materials, noting that the Executive Compensation Committee will be interviewing candidates on February 16, 2017.</p>	<i>Consent Calendar approved</i>
<b>5. REPORT ON EL CAMINO HOSPITAL BOARD ACTIONS</b>	Chair Fung referred to the written report in the Committee materials and commented that the Hospital Board is engaged in a series of strategic planning sessions.	
<b>6. REPORT ON EL CAMINO HOSPITAL BOARD ACTIONS</b>	Chair Fung reported actions taken by the District Board including scheduling an additional meeting in May to review the FY18 Community Benefit Plan and consider appointment of a new Hospital Board member.	
<b>7. DISTRICT AD HOC COMMITTEE REPORT ON ECH BOARD MEMBER RECRUITMENT</b>	David Reeder, Chair of the District Ad Hoc Committee, reported that the District Board has engaged Witt/Kieffer to assist with the recruitment of a new Hospital Board member and that the position description has been finalized and will be circulated to the Advisory Committee members. He explained that healthcare experience, while	

	<p>important, is not required, and noted that perhaps a Medical Staff leader or a candidate with nursing experience might make a good candidate. He noted that staff has also been asked to provide a complete list of current Advisory Committee members to the recruiting firm. The Committee members discussed how conflict of interest issues related to having physicians on the Board could be managed.</p>	
<p><b>8. ECH BOARD MEMBER COMPENSATION POLICY</b></p>	<p>Ms. Murphy reviewed the current provisions of the Board Director Compensation Policy as well as the history of revisions to the policy. She noted that the Executive Compensation Committee has discussed whether it should have oversight of the policy and some Board members have raised issues related to the whether the level of compensation is adequate and whether there should continue to be a limit to the number of times per month Board members can be compensated for teleconference participation in meetings. The Committee members discussed whether oversight of the policy belongs to the Governance Committee or the Executive Compensation Committee, noting that the Governance Committee Charter provides for oversight of governance policies and the Executive Compensation Committee Charter does not address the issue.</p> <p><b>Motion:</b> To reaffirm that the Governance Committee handles issues related to Board Director Compensation.</p> <p><b>Movant:</b> Chen  <b>Second:</b> Kalbach  <b>Ayes:</b> Chen, Fung, Kalbach, Lai, Moran, and Reeder  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p> <p>The Committee also discussed whether the compensation provisions in the policy should be revised to provide for an increase in stipend payments for Board Directors or Board Officers. The Committee requested that staff bring back research findings regarding Board Director Compensation rates and differences in compensation for the Board Chair. Don Sibery, Interim CEO suggested that ECH's Executive Compensation Consultant might have readily available data and that other sources of information might be the Leadership Institute or the Governance Institute.</p>	
<p><b>9. NON-DISTRICT BOARD MEMBER ELECTION/ RE-ELECTION PROCESS</b></p>	<p>The Committee discussed the process adopted by the District Board as well as the Competency Matrix used in 2016 to assess the ECH Board's competencies. Mr. Reeder commented that he believes the Competency Matrix is still valid based on what the Board has learned in its strategic planning sessions with Manatt.</p> <p>No action was taken.</p>	
<p><b>10. ANNUAL REVIEW OF ADVISORY COMMITTEE COMPOSITION</b></p>	<p>Ms. Murphy reviewed the reports received from the Committee Chairs regarding any gaps in competencies and skill sets on the Committees. Mr. Reeder suggested that it might be beneficial to get more nurses and/or physicians involved in the governance of the hospital. Chair Fung commented that clinicians are unlikely to be interested in serving on committees other than governance or quality, and that the Quality Committee could benefit from</p>	

	membership of more physicians actively practicing at ECH. Mr. Sibery suggested clinicians might be interested in serving on a strategic planning committee if it were created.	
<b>11. ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 6:19pm.</p> <p><b>Movant:</b> Kalbach</p> <p><b>Second:</b> Chen</p> <p><b>Ayes:</b> Chen, Fung, Kalbach, Lai, Moran, and Reeder</p> <p><b>Noes:</b> None</p> <p><b>Abstain:</b> None</p> <p><b>Absent:</b> None</p> <p><b>Recused:</b> None</p>	<i>Adjourned to closed session at 6:19pm.</i>
<b>12. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT</b>	<p>Agenda items 12-15 were addressed in closed session.</p> <p>Open session was reconvened 7:10 pm. Mr. Chen was not present when the open session reconvened.</p> <p>During the closed session the Committee approved the Closed Session Minutes of the Committee’s November 10, 2016 meeting by a unanimous vote of 6 members present (Chen, Fung, Kalbach, Lai, Moran, and Reeder).</p>	
<b>13. AGENDA ITEM 17: ROUND TABLE DISCUSSION</b>	No comments were made.	
<b>14. AGENDA ITEM 18: ADJOURNMENT</b>	<p><b>Motion:</b> To adjourn at 7:10 pm.</p> <p><b>Movant:</b> Kalbach</p> <p><b>Second:</b> Lai</p> <p><b>Ayes:</b> Fung, Kalbach, Lai, Moran, and Reeder</p> <p><b>Noes:</b> None</p> <p><b>Abstain:</b> None</p> <p><b>Absent:</b> Chen</p> <p><b>Recused:</b> None</p>	<i>Meeting adjourned at 7:10 pm.</i>

**Attest as to the approval of the foregoing minutes by the Governance Committee of El Camino Hospital:**

\_\_\_\_\_  
 Peter C. Fung, MD  
 Chair, ECH Governance Committee

Recommended Governance Committee Date	Corresponding Hospital Board Date
July 2017 – No Meeting	July 2017 – No Meeting
<b>August 1, 2017</b>	August 9, 2017
No September Meeting	
<b>October 3, 2017</b>	October 11, 2017
No November Meeting	
December 2017 – No Meetings	December 2017 – No meetings
No January Meeting	
<b>February 6, 2018</b>	February 14, 2018
No March Meeting	
<b>April 3, 2018</b>	April 11, 2018
No May Meeting	
<b>June 5, 2018</b>	June 13, 2018

## Governance Committee Goals for FY 2017

### Purpose

The purpose of the Governance Committee (“Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, i.e., the nomination and appointment/reappointment process. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.

### Staff: Tomi Ryba, CEO

*The CEO shall serve as the primary staff support to the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional members of the executive team or outside consultants may participate in the Committee meetings upon the recommendation of the CEO and at the discretion of the Committee Chair.*

Goals	Timeline by Fiscal Year <small>(Timeframe applies to when the Board approves the recommended action from the Committee, if applicable.)</small>	Metrics
<ul style="list-style-type: none"> <li>▪ Review the governance structure of the Hospital Board, conduct research and make recommendations on preferred competencies.</li> </ul>	<ul style="list-style-type: none"> <li>▪ Q1 FY 2016</li> <li>▪ Q4 FY 2016 and FY 2017</li> </ul>	<ul style="list-style-type: none"> <li>▪ Recommendation for high-priority Board member competencies made to Hospital Board and District Board. <b>Complete</b></li> <li>▪ Chair nominates Governance Committee Member to serve on District Board Ad Hoc Committee and participate in Non-District Board Member recruitment/interview process as requested by the District Board. <b>Complete in Q4 FY 16; Need to Consider for FY18 in June 2017</b></li> <li>▪ Make Recommendation regarding structural changes to the Hospital Board – Q3 <b>Incomplete. Not requested by Hospital or District Board.</b></li> </ul>

Goals	Timeline by Fiscal Year (Timeframe applies to when the Board approves the recommended action from the Committee, if applicable.)	Metrics
<ul style="list-style-type: none"> <li>Promote Enhanced and Sustained Competency Based Effective Governance</li> </ul>	<ul style="list-style-type: none"> <li>Q1 - Q4 FY 2017</li> </ul>	<ul style="list-style-type: none"> <li>FY 17 Self- Assessment Tool Recommended to the Board and Survey Completed – Q1 – Q2 <b>Complete</b></li> <li>Reports are completed and made available to the Board and the District Board – Q3 – Q4 <b>Complete</b></li> <li>Monitor Effectiveness of Board Processes Work (Via Consulting) Q3 <b>Paced for Q4</b></li> </ul>
<ul style="list-style-type: none"> <li>Develop Board and Committee Education Plan for FY 2017</li> </ul>	<ul style="list-style-type: none"> <li>Q1 – Q2 FY 2017</li> </ul>	<ul style="list-style-type: none"> <li>Recommend Annual Retreat Agenda to the Board – Q2 – <b>Board engaged in Strategic Planning Process</b></li> <li>Make Recommendation Regarding Conference Attendance for the Full Board – Q1 – <b>Board Education Satisfied By Engagement in Strategic Planning Process. Conference attendance available to individual Board members.</b></li> </ul>
<ul style="list-style-type: none"> <li>Ensure Advisory Committee Composition and Member Competencies are Adequate to Support the Board.</li> </ul>	<ul style="list-style-type: none"> <li>Q2 FY 2017</li> </ul>	<ul style="list-style-type: none"> <li>Review Advisory Committee Composition and Make Recommendations to the Board regarding skill gaps - Q2 <b>Complete</b></li> </ul>

**Submitted by:**

Peter C. Fung, MD, Chair, Governance Committee  
Tomi Ryba, Executive Sponsor, Governance Committee

Approved by the El Camino Hospital Board of Directors June 8, 2016



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## Selecting & Preparing a Chair Elect

By Barry S. Bader

If hiring and overseeing the CEO is a governing board's "number one" responsibility, as Peter Drucker once said it was, then number two has to be selection and evaluation of the Board Chairperson.

A chairperson plays a powerful role as the individual who sets meeting agendas, determines board work, and presides over the executive committee. The chair is the primary liaison with and sounding board for the CEO, and leads the CEO evaluation process. The chair is a role model, enforces the code of board conduct, appoints committee members and committee chairs subject to board approval, and acts as the external "voice" of the Board. A board chair leads the board – and in turn must have the confidence of the board and the respect of the CEO.

Despite the importance of the role, many boards do not give selection and preparation of the board chair the attention they should. In a recent survey by The Governance Institute, 64% of boards said they had established an explicit process for selection of the board chair but these processes often are little more than a thoughtful conversation among the executive or governance committee about the next chair. Just 28% formally name a "chair-elect" at least a year in advance to allow time for preparation. Only 29% have identified a "pipeline" of potential future chairs and support their development.

### Selecting the Next Chair

Today, governance experts recommend that the selection process for a Chair embody these principles:

- 1. Recruitment.** Seek individuals with the ability to serve as a chair one day. Some boards make this a criterion for *every* new member.
- 2. Transparency.** Document the process for selecting the chair in a policy so it's known to all members.
- 3. Inclusion.** Give all board members an opportunity for input into the process. For example, the current chair can interview board members about their preferences and personal aspirations, and then make a report to a

governance committee or special nominating committee.

**4. Criteria.** Choose a chair based on objective criteria, such as exemplary service on the board, integrity, executive leadership experience, and communications ability.

**5. Succession planning.** Maintain a "pipeline" of members who have expressed their willingness to serve as chair in the future if asked. Give these members receive appropriate development, such as important committee chairmanships, education or special assignments. At least a year in advance of an anticipated vacancy in the office, the board should formally name a chair-elect.

### Preparing the Next Chair

It's easy to assume that an individual so highly regarded that she's named chair-elect is ready to accept the torch with little fuss. The assumption is risky. The failure to plan for a new chair can result in many problems, such as:

- The new chair and CEO differ on important process matters, such as how often to confer and how they'll plan board meeting agendas.
- The new chair lacks a deep appreciation of the work of committees on which she hasn't served.

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- The new chair is unaware of some confidential projects or problems.

Different individuals will require different types and amounts of preparation. In addition to committee chairmanships or special assignments, the chair-elect's preparatory year also may include:

- Meeting with the CEO to craft their working relationship

- Meeting with the outgoing chair and CEO to be briefed on confidential matters

- Attending at least one meeting of each committee, and meeting with each of the committee chairs to discuss their future plans

Sound like a lot of work? It is, but spaced over a year, it's workable.

The homework is critical and can facilitate a seamless transition from one leader's watch to the next.

*Barry S. Bader is a governance consultant based in Potomac, Maryland and is the publisher of Great Boards.*

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Report on El Camino Hospital Board and El Camino Healthcare District Board Actions  Governance Committee  April 4, 2017
<b>Responsible party:</b>	Cindy Murphy, Board Liaison
<b>Action requested:</b>	For Information
<b>Background:</b>	In FY16, we added this item to each Board Committee agenda to keep Committee members informed about Board actions via a verbal report by the Committee Chair. This written report is intended to supplement the Chair’s verbal report.
<b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b>	None.
<b>Summary and session objectives:</b>	To inform the Committee about recent Board actions.
<b>Suggested discussion questions:</b>	None.
<b>Proposed Committee motion, if any:</b>	None. This is an informational item.
<b>LIST OF ATTACHMENTS:</b>	<ol style="list-style-type: none"> <li>1. Report on January - March ECH Board Actions</li> <li>2. Report on March ECHD Board Actions</li> </ol>

## **January – March 2017 ECH Board Actions\***

1. January 25, 2017
  - a. Closed session study session on strategic priorities held
2. February 8, 2017
  - a. Approved Extension of MOU with SEIU/UHW – 3% across the board increases for two years and market adjustments for 12 difficult to recruit for positions.
  - b. Approved FY 17 period 6 Financials.
  - c. Approved funding of \$400,000 from the Board-Designated Community Benefit Fund in FY18 and no changes to the endowment principal.
  - d. Approved amendment to contract with Stanford to provide PT and OT services in the NICU
  - e. Board of Director Approval of Policies;
  - f. Approved 2 policies: Board of Director Approval of Policies and Policy and Procedure Formulation, Approval, and Distribution (Policy on Policies).
  - g. Approved Orthopedic Co-Management Agreement.
  - h. Approved Funding for Replacement of 28 Ventilators
3. February 15, 2017
  - a. Closed session study session on strategic priorities is scheduled for this date.
4. March 3, and 4, 2017 – Board Retreat - Closed session study session on strategic priorities held
5. March 8, 2017
  - a. 2017 Plan of Finance (Revenue Bonds)
  - b. FY17 CMO Incentive Plan Goals
  - c. Revised VP, Corporate and Community Health Services, President Concern FY 17 Incentive Goals
  - d. Appointment of ECC Member Jaison Layney

\*This list is not meant to be exhaustive, but includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.

## **March 2017 ECHD Board Actions\***

1. March 8, 2017 –
  - a. Approved the 2017 General Obligation (GO) Bond Refinancing
2. March 14, 2017 –
  - a. Approved the District Financials FY17 YTD
  - b. Asked the staff to bring back proposals for Community Benefit Advisory Council Structure
  - c. Affirmed District Board Officers will be elected through nominations from the floor at its June 20, 2017 meeting
  - d. Received Ad Hoc Committee Report: Working with executive recruiting firm to identify candidates for the El Camino Hospital Board of Directors. Expect to bring forward finalists to the District Board for interview on May 22, 2017.

\*This list is not meant to be exhaustive, but includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Report on Committee Recruitment Governance Committee April 4, 2017
<b>Responsible party:</b>	Cindy Murphy, Board Liaison
<b>Action requested:</b>	Information
<b>Background:</b>	<p><u>Executive Compensation Committee</u></p> <p>Following Prasad Setty’s resignation from the Committee, staff advertised the open position in local newspapers as well as internally to Board, Advisory Committee members, Foundation Board members, and the Executive Team. Subsequently, Jing Liao also resigned from the Committee. The Committee interviewed two candidates on February 16<sup>th</sup> and recommended that the Board appoint Jaison Layney (resume attached). The Board approved the appointment on March 8<sup>th</sup> and Mr. Layney attended his first meeting on March 23<sup>rd</sup>.</p> <p>The Committee interviewed a third candidate on March 23<sup>rd</sup> and voted to recommend that the Board appoint Patricia Wadors (resume attached). The recommendation will be presented to the Board for approval on April 12<sup>th</sup>.</p>
<b>Board Advisory Committees that reviewed the issue and recommendation, if any:</b>	None.
<b>Summary and session objectives :</b>	To update the Governance Committee on the status of Advisory Committee recruitment activities.
<b>Suggested discussion questions:</b>	None. This is an informational item.
<b>Proposed Committee motion, if any:</b>	None.
<b>LIST OF ATTACHMENTS:</b>	<ol style="list-style-type: none"> <li>1. Resume – Jaison Layney</li> <li>2. Resume – Patricia Wadors</li> </ol>

## SUMMARY

Independent consultant and former corporate compensation executive with nineteen years experience working with companies in the financial services, high tech, biotechnology, retail and utility industries on all aspects of compensation for executives, employees and Boards of Directors. Specific skills include: developing comprehensive compensation strategies, designing pay structures for executives and employees, managing annual compensation planning processes and advising Boards of Directors and executives on all compensation related issues.

## EXPERIENCE

### **Independent Compensation Consultant** *San Francisco, California*

*January 2013 – present*

Retained by the Chief Administrative Officer and EVP of Human Resources at Bank of the West, a large commercial and retail bank, to consult on a variety of executive compensation and broader HR-related projects. Specifically:

- Project manager for all aspects of company-wide career framework (job titling, leveling, career streams and job families) and salary broad band initiative covering all functions and business lines (10,000+ employees)
- On behalf of the CEO and EVP Human Resources, developed responses to federal regulatory requests (FDIC, Federal Reserve Board and Federal Advisory Council)
- Developed Compensation Committee materials in collaboration with EVP Human Resources and SVP Total Rewards; prepared Committee meeting minutes and other Committee communications
- Recommended new hire packages (cash, equity, etc.) for all SVP and above hires

### **Union Bank, N.A.** *San Francisco, California*

*June 2011 – January 2013*

*Vice President, Executive Compensation.* Led the executive compensation function for one of the nation's largest commercial banks with 12,000+ employees and over \$100B in assets. Led team responsible for managing all executive compensation programs and processes across the enterprise for 550+ executives, including annual and long-term incentive plans, job leveling, promotions, competitive benchmarking, new hire offers, incentive accruals, special retention arrangements, and change-in-control agreements.

- Managed all aspects of highly complex performance cash and restricted stock unit plans, including plan design, grant guidelines, budgeting, accruals, vesting/payments and third-party administrator relationship. Developed and led new processes for annual and off-cycle long-term incentive grants
- Led first comprehensive executive benchmarking review that company had completed in nearly 10 years. Proposed and implemented changes to annual and long-term incentive targets to align with competitive market practices
- Co-led annual compensation planning/focal review process, working with vendor to implement significant changes to compensation management tool (Workscape). Oversaw monthly annual and long-term incentive plan accrual processes
- Consulted with Bank senior leadership and HR partners on all executive compensation issues to develop solutions to meet strategic business needs while remaining fiscally responsible; partnered with senior leadership to drive executive workforce diversity initiative
- Served as HR/compensation program subject matter expert for merger and acquisition due diligence. Developed global mobility template to manage movement of employees across newly-created holding company entity and other subsidiaries of parent company

### **Allianz of America Corporation** *Novato, California*

*October 2007 – January 2011*

*Senior Director, Compensation.* Led the compensation function for Allianz of America, a \$10+ billion dollar insurance and financial services organization comprised of Fireman's Fund Insurance Company (Novato, CA) and Allianz Life Insurance Company (Minneapolis, MN). Responsible for administering all compensation programs and processes for 6,000+ employees in both locations and over \$450M in cash compensation expenses. Specifically:

#### **Executive Compensation**

- Led all aspects of executive compensation programs, including annual and long-term incentive plans, job leveling and titling, competitive benchmarking, special incentive and retention arrangements and deferred compensation
- Managed highly complex parent company mid-term and long-term incentive programs consisting of performance cash, restricted stock units and stock appreciation rights
- Developed and implemented comprehensive changes to long-term incentive and deferred compensation programs to drive executive attraction and retention and align with competitive market practices

#### **Broad Based Employee Compensation**

- Led annual compensation planning and performance management processes and provided day to day consulting support to HR business partners on compensation related issues

#### **Compensation Governance**

- Developed all Compensation Committee materials and provided support at all Committee meetings; prepared Committee minutes
- Represented the Americas on global compensation task force for European parent company, Allianz SE, a *Fortune* Global 20 company; instrumental in developing compensation minimum standards and best practices that were leveraged across the globe

## **Towers Perrin San Francisco, California**

*June 1998 – October 2007*

*Senior Consultant, Executive Compensation and Rewards.* Responsible for leading complex client engagements and teams on large-scale compensation projects and generating \$850,000 in new business revenue on an annual basis. Project work included advising Boards of Directors and management on:

- Total compensation strategies for executives, Boards of Directors and employees
- Annual and long-term incentive program design that links compensation to client business strategy
- Competitive pay structures and performance management programs
- Competitiveness of cash and equity programs compared to peer organizations
- Stock grant guidelines, stock ownership strategies and incentive payout schedules
- Incentive plan performance measure selection and calibration and long-term incentive valuations
- Executive retention strategies, severance arrangements and change-in-control provisions
- SEC and FASB regulations related to executive and Board of Directors compensation, including proxy disclosure requirements

*Client engagements included:*

### **Biotechnology/Pharmaceutical Company**

Consulted directly with the Chairman of the Compensation Committee, CEO and Vice President of Human Resources in auditing the total compensation programs for the company's executives, employees and Board of Directors.

- Evaluated the design of the annual incentive program and developed recommendations regarding target awards, eligibility, financial and operational performance measures, performance measure weightings, plan funding and administration
- Developed competitive equity grant guidelines for executives and employees, including a mix of stock options and restricted stock units; tested these guidelines against the annual stock option dilution for selected peer companies
- Evaluated competitiveness of total direct compensation levels for executives and employees by overseeing competitive pay analysis for positions covering over 75% of the organization and made recommendations for pay adjustments

### **Private Financial Services Company**

Worked with Senior Vice President of Human Resources to assess the design and competitiveness of numerous employee rewards programs.

- Designed comprehensive performance management system, including scale and definition of new performance ratings, target ratings distribution, year-end performance calibration and translating ratings into annual incentive payouts
- Reviewed salary structure and provided recommendations on number of grades in the structure, midpoint progression, range spread, grade compression, career pathing and geographic differentials for each of the company's 15 U.S. markets
- Reviewed the structure of the organization's annual incentive plan, including plan mechanics and target levels by grade, and provided recommendations for managing a broad-based incentive program in a high-performance culture

### **Wholesale Distribution Company**

Consulted with the Chairman of the Compensation Committee, CEO and Executive Vice President of Human Resources of *Fortune 500* company to design new equity compensation program, develop executive and outside director stock ownership guidelines, and provide expertise regarding proxy disclosure guidelines.

- Developed recommendations for a new equity compensation program for the company's executives and directors, including overall pool of shares for plan funding, allocation of shares within the plan, eligibility and participation provisions, vesting schedule and other design features
- Provided guidance to the Compensation Committee and management regarding proxy disclosure guidelines, including elements for inclusion in the Compensation Discussion and Analysis report and preparation of SEC-mandated tables

## **Hay Group Philadelphia, Pennsylvania**

*January 1997 – June 1998*

*Project Manager* at international management consulting firm specializing in human resources planning and development, organizational design and compensation and benefits planning. Served as Project Manager for three nationally recognized compensation and pay practices surveys involving thirty organizations in the natural gas and energy industries. Developed trend analyses and statistical interpretation of survey results and drafted final client reports with recommendations for using competitive market data to implement new compensation administration policies.

## **EDUCATION**

### **University of Pennsylvania Philadelphia, Pennsylvania**

Bachelor of Arts Degree in Diplomatic History with minor in International Relations

Post-Baccalaureate coursework at the University of California at Berkeley

## **AFFILIATIONS**

Active member of WorldatWork and Bay Area Compensation Association (BACA)



# Patricia Wadors

968 Manor Way, Los Altos, CA 94024  
Cell 408 203-2351

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## Summary:

Results-oriented, business focused leader with over 26 years of progressive experience in Human Resources Management, Executive Coaching, organization effectiveness, program management, change management, and strategic communications. Possess an excellent combination of strategic vision, leadership, and operational execution, with the ability to communicate and influence effectively from line staff to executive management. Have held several leadership roles both in HR as well as line operational functions in major corporations. Seen as a key business leader, talent visionary and a trusted partner.

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## **LinkedIn, Mountain View, California ( now MSFT 12/8/16)**

**2/13 - Present**

### **Senior Vice President of Global Talent Organization (CHRO)**

- Report to the CEO / Employee base is ~ 10,000 globally with a multinational footprint.
- Work closely with the Comp Committee, BOD and Executive team driving to business results.
- Created and launched a new Employee Value Proposition in 2013 that informed our 3 year HR strategy roadmap.
- LinkedIn recognized as the Employee Choice for 2016 as voted in Glassdoor by our employees.
- Engagement score is in the top 5 percentile of the world based on Sirota benchmarking for the last two years.
- Increased female leadership > 10pts in the last two years; increased overall diversity footprint YOY with key initiatives around Belonging, Breaking Bias and community outreach.
- Recognized as CHRO of the Year 2016; Top 50 Women in Tech 2015, 2016 as recognized by the National Diversity Council as well as Top Women in Tech Northern CA 2016.
- Proud to have published on LinkedIn, Huffington Post, HBR and Forbes. Excited to explore new ideas and solve talent challenges.

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## **PLANTRONICS, Santa Cruz, California**

**4/10 – 2/2013**

### **Senior Vice President of Human Resources and Facilities**

- Reported to the CEO and responsible for people and places.
- Employee base ~ 3,500 globally with a multinational footprint.
- Worked closely with the Comp Committee and Executive team driving to business results.
- Re-designed the workplace and our work philosophy to align with our vision of “Simply Smarter Working”; focusing on leveraging social networking/ systems and technologies to enable employees to do their job anywhere and at anytime.

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## **TWITTER, San Francisco, California**

**8/11 – Present**

### **Executive Advisor to CEO and VP HR**

- Support the Board, CEO and Head of HR to achieve their business goals – creating a scalable high performing organization that can execute the business strategy with quality.
- Focus – organizational design, talent strategies and corporate culture transformation.

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## **YAHOO! INC., Sunnyvale, California**

**11/05 – 4/10**

### **Senior Vice President of Human Resources**

- Reported to the Chief People Officer of Yahoo!
- Was responsible for leading the HR Business Partner function for the entire global business line. This equated to over 14,500 employees in over 17 locations. Promoted two times since joining Yahoo!
- Was responsible for Compensation, Benefits, HR Programs/ Operations, and lead the HR efforts for the Microsoft Integration for our Search Business.
- Key responsibilities/ accomplishments:
  - Coached and on-boarded our new CTO; partnered with the President and sat on her staff.
  - Led the change management function for Yahoo! during significant organizational transformations (2 CEO changes and our most recent company-wide organizational redesign.)
  - Manage a cross functional HR global team of approximately 135 HR professionals.
  - Interface with the Comp Committee, CEO staff on a regular basis.
  - Key partner in strategic acquisitions.
  - Led three global reductions in force in the last 18 months

- Worked across the CEO organization on executive on-boarding, org design and change management efforts.
- Re-designed the line HR function establishing a centralized services/ PMO team to focus on efficiencies and quality

**ALIGN TECHNOLOGY, INC., Santa Clara, California**

**12/03 – 11/05**

**Vice President of Global Human Resources**

- Led the Global Human Resource function a high growth company with over 1100 employees worldwide.
- Reported directly to the CEO / President with a strong working relationship to the Board of Directors and the Compensation Committee.
- Implemented a new Health Benefits Program and a new 401K plan
- Designed and implemented new compensation and incentive plans – Sales, Executives, General
- Equity Compensation management – Plan redesign as a result of FASB101.
- Designed and implemented a global workforce strategy and organizational capability cycle/ development model.

**APPLIED MATERIALS, INC., San Jose, CA**

**96 –1/04**

**TCG/ PDC Product Groups, Hayward, CA**

**9/01 – 12/03**

**Senior Director of Human Resources**

- Led a global Human Resource organization with over 1,600 employees worldwide
- Partnered and coached Group Presidents to define culture, organizational goals and communication strategies.
- Led workforce planning strategies – right people, in the right role, at the right time
- Managed over 8 reductions in force over the last two and a half years. No legal issues resulting from reductions

**Dielectric Systems and Modules Product Division**

**9/00 – 9/01**

**Senior Director Operations - Head of Business Process and eBusiness Strategies**

- Led development and execution of e-Business roadmap for \$1.8B global business unit including design collaboration, supply chain management, employee collaboration, customer relationship management
- Re-engineered the engineering design business processes – product commercialization process (concept, advanced development, new product ramp, and production/operations)
- Matrix managed three engineering teams to evaluate new engineering design process and implement key technologies to better deliver value to customers
- Served as Program Manager for pilot implementation (to over 100 engineers) of AutoDesk CAD system and new intellectual property management system;
- Partnered with GM, VP of Operations and other senior management to co-lead order-to-cash business process reengineering resulting in on-time delivery increased to 95% from 35%; revenue increased 37% to \$51m
- Led creation and implementation of first cross-business unit collaboration community
- Coached key management on people, organization and business strategy for optimal performance

**Senior Director Change Management**

**12/96-9/00**

**Product Manager of HR Systems and**

**Director of Human Resources**

- Developed succession plans, mapping of talent to needs and coaching on employee relation issues
- Led team that developed and institutionalized program and change management business process methodology and tools for global IT/eBusiness and business initiatives
- Led the Oracle Change Management Program Office, which was the company's first global Change Management/ Business Readiness model to be successfully implemented
- Consulted with individual project teams to incorporate change management solutions to meet targets
- Led the design, maintained and implemented the Human Resource IT systems around the globe. This included People Soft as well as several web-based tools to administer global compensation programs, manage performance and the tracking of labor
- Led the Software Training organization

**Chemical Vapor Dielectric Product Group**

**Senior Human Resources Manager**

- Performed generalist HR functions for a 500+ employee population located in both SCLA and Texas
- Integrated change management methodologies into HR management programs
- Conducted organizational effectiveness evaluations and created programs to improve results

**ADVANCE MICRO DEVICES, INC., Sunnyvale, CA**

**1/96 – 12/96**

**Employee Relations Representative**

- General employee relations

- Policy and Procedure creation and training
- Created and launched key employee programs to foster employee engagement
- Won the Presidents Award for excellence

**MERCK PHARMACEUTICAL/ MEDCO, New Jersey**

**3/92 – 12/95**

**Senior Account Coordinator/ Sales support**

- Senior Account Coordinator –one year of experience in the sales force to model the right language for the sales force to improve their overall effectiveness in selling to HR professionals
- Learned product line, how to manage the selling, and implementation of mail order pharmaceutical benefit plans
- Worked on site with customer to roll out new benefit plans to employees – coordinated communications with employee base
- Worked with sales force to position key benefits to hiring HR professional

**Manager of Employee Relations/ Recruiting (Medco which was acquired by Merck)**

- Manager of Employee Relations & Recruiting – Corporate
- Had a lead integration role with the acquisition team led by Merck
- Led the design of the first automated compensation tool kit for the company

**VIACOM INTERNATIONAL, New York, NY**

**4/89 – 3/92**

**Senior Compensation Analyst and 401K Administrator**

- Developed compensation programs for the company
- Co-led the implementation of restricted stock and phantom stock to retain key employees
- Managed the compensation focal for the company – Viacom, Nickelodeon, MTV, VH-1 and the broadcasting groups

**CALVIN KLEIN COSMETICS, New Jersey**

**88 – 89**

**Manager of Human Resources**

- Managed the Human Resources function for a site of 350 employees

**BS, Business Administration 1987**

**Ramapo College, Mahwah, NJ**

**Transferred from Louisiana State University**

**Major Human Resources Management and Minor in Psychology**

**Formal Training**

Systems Thinking

Human Performance Design

Presentation Skills

Large Scale Intervention

Project Management Training

Change Management Methodology

Member of SHRM, WITI, and NASPP

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	El Camino Hospital Board Member Election Ad Hoc Committee Report Governance Committee April 4, 2017
<b>Responsible party:</b>	David Reeder, Ad Hoc Committee Chair
<b>Action requested:</b>	For Discussion
<p><b>Background:</b> As I reported at our February 7, 2017 meeting, in anticipation of Dr. Neal Cohen leaving his position as a member of the El Camino Hospital Board of Directors, the District Board Ad Hoc Committee has begun work on the process of recruiting a replacement.</p> <p>The Committee, with Gary Kalbach as our advisor, met with Jim Gauss of the Witt/Kieffer search firm last on February 7<sup>th</sup> and will meet with him again on March 30<sup>th</sup> to review candidate profiles. We expect to adhere to the following timeline:</p> <p style="padding-left: 40px;"><b>April 2017:</b> Ad Hoc Committee interviews candidates.</p> <p style="padding-left: 40px;"><b>May 22, 2017:</b> District Board interviews candidates and makes appointment for a 3-year term effective July 1, 2017.</p>	
<b>Committees that reviewed the issue and recommendation, if any:</b> None.	
<b>Summary and Session Objectives:</b> To update the Committee on El Camino Hospital Board Recruitment.	
<b>Suggested discussion questions:</b> None, this is an informational item.	
<b>Proposed Board motion(s), if any:</b> None, this is an informational item.	
<b>LIST OF ATTACHMENTS:</b> None.	

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	El Camino Hospital Board Member Compensation Governance Committee April 4, 2017
<b>Responsible party:</b>	Cindy Murphy, Board Liaison
<b>Action requested:</b>	For Information
<p><b>Background:</b></p> <p><b>February 2014:</b> ECH Board Adopts Board Director Compensation and Reimbursement Policy and Procedure (“policy”): \$100 stipend per event up to 5 events per month. Events included Board and Committee meetings as well as other meetings attended by a Director at the express request of the Board.</p> <p><b>June 2015:</b> The Governance Committee (“GC”) recommended a revised policy. Adopting some of the Committee’s recommendations, the ECH Board approved the following revisions to the policy:</p> <ul style="list-style-type: none"> <li>• Compensation for attendance at up to 7 events per month.</li> <li>• \$200 stipend per Board meeting.</li> <li>• \$100 stipend per other approved event (Standing Committees, CBAC, Foundation Board, Ad Hoc Committees and PAMF/ECH JOC).</li> <li>• To receive compensation attendance must be in person, except once per month.</li> <li>• No additional stipend for Board Chair or other Officers.</li> </ul> <p>Staff has been advised that there may be some interest by Board members to revise the policy to:</p> <ul style="list-style-type: none"> <li>• Provide for an increase in the stipend paid for Board Meetings; and</li> <li>• Always allow compensation for participation by phone.</li> </ul> <p>Actual Calendar Year 2016 ECH Board Compensation under current policy:</p> <ul style="list-style-type: none"> <li>• 2 Board members do not accept the stipend</li> <li>• Average compensation received for Hospital Board Service: \$4,200</li> <li>• Board Chair received less compensation than any other Board member.</li> </ul> <p>At its February 7, 2017 meeting, the Committee asked staff to provide additional research into current board compensation trends using data available from ECH’s Executive Compensation Consultant (Source A), National Organizations (Source B), and an organization in which ECH is a member (Source C).</p> <ul style="list-style-type: none"> <li>• <u>Source A:</u> Data not readily available. Cost to produce and present data \$10,000 - \$15,000.</li> <li>• <u>Source B:</u> 2015 data shows the following:</li> </ul>	

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

	<ul style="list-style-type: none"> <li>- Board Chair Compensation: 11% provide compensation. Of those, 61% pay less than \$5000 annually.</li> <li>- Other Board Members' Compensation: 11% provide compensation, generally less than \$5000 annually.</li> <li>- Systems and government sponsored hospitals are more likely to compensate board members than independent and subsidiary hospitals.</li> <li>• <u>Source C</u>: Of 71 member hospitals/health systems only 3 provide any Board Member compensation.</li> </ul>
	<p><b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b> None.</p>
	<p><b>Summary and session objectives :</b> To consider whether the Committee recommends any revisions to the current policy.</p>
	<p><b>Suggested discussion questions:</b></p> <ol style="list-style-type: none"> <li>1. Does the Governance Committee want to undertake review of the policy at this time?</li> <li>2. If yes, what revisions does the Committee recommend?</li> </ol>
	<p><b>Proposed (Possible) Committee motion, if any:</b> At the Discretion of the Committee:</p> <ol style="list-style-type: none"> <li>1. To direct staff to draft the following revisions to the policy for the Committee's consideration at its June 6, 2017 meeting: _____.</li> </ol>
	<p><b>LIST OF ATTACHMENTS:</b></p> <ol style="list-style-type: none"> <li>1. El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure (as revised/approved June 2015)</li> </ol>

<b>TITLE:</b>	Board- El Camino Hospital Board Director Compensation and Reimbursement
<b>CATEGORY:</b>	Administration
<b>LAST APPROVAL:</b>	June 10, 2015

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<b>TYPE:</b>	<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Protocol <input type="checkbox"/> Scope of Service/ADT <input checked="" type="checkbox"/> Procedure <input type="checkbox"/> Standardized Process/Procedure
<b>SUB-CATEGORY:</b>	<b>Board</b>
<b>OFFICE OF ORIGIN:</b>	<b>Administration</b>
<b>ORIGINAL DATE:</b>	February 12, 2014 (applicable to events after 1/8/14)

I. **COVERAGE:** All Members of the El Camino Hospital Board of Directors with the exception of the Chief Executive Officer.

II. **PURPOSE:**

- A. To define the events for which Board Directors other than the CEO shall receive compensation and reimbursement.
- B. To define the amount of compensation Board Directors shall receive.
- C. To define the procedures necessary to implement this policy.

III. **POLICY STATEMENT:**

- A. El Camino Hospital shall pay members of its Board of Directors, for in person attendance at each of the events listed below, not to exceed seven events per month. However, one of the compensable events per month may be attended by teleconference. Members of the Board of Directors who do not wish to receive such payments may notify the Board Liaison and the CEO by submitting a “Board of Directors’ Compensation Op-Out” form. Any member not receiving compensation may request to receive such compensation for attendance at future events by notifying the Board Liaison and the CEO.
- B. Events which are subject to compensation include:
  - 1. Board members shall be paid \$200 for attendance at Regular, Special and Emergency Meetings of the El Camino Hospital Board of Directors.
  - 2. Board members shall be paid \$100 for attendance at meetings of the Standing Board Advisory Committees of which the Director is a member or an alternate.
  - 3. In addition to the foregoing meetings, the Board, by adoption of this policy, declares that the following events constitute performance of official duties by a member of the Board of Directors for which Board members shall be paid \$100 for attending:

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***NOTE:** Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.*

<b>TITLE:</b>	Board- El Camino Hospital Board Director Compensation and Reimbursement
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- a. Meetings of the Board’s Ad Hoc Committee established by the Board of which the Director is a member.
  - b. Meetings of the El Camino Hospital Foundation, when the Director is then serving as an ex-officio member of the Foundation Board.
  - c. Meetings of the Community Benefit Advisory Council (“CBAC”) if the Director has been appointed to the CBAC by the El Camino Hospital Board of Directors.
  - d. Meetings of the PAMF/ECH Joint Operating Council if the Director has been appointed as the Board’s liaison to the Council.
- C. El Camino Hospital shall also pay to members of its Board of Directors (who request such payment reimbursement and submit the required form) an amount equal to his or her actual necessary travel and incidental expenses, including but not limited to travel, lodging and meals incurred (1) as a result of attending events specified in Section B above and (2) as a result of attending educational events funded by El Camino Hospital.
- D. Board members who reside within the El Camino Healthcare District shall not be eligible for reimbursement for mileage to events at El Camino Hospital.
- E. Board members are expected to use prudent judgment in selecting their travel accommodations and otherwise incurring expenses which will be reimbursed by the Hospital.
- F. This policy shall be implemented in accordance with the procedures described in Section VI below.

**IV. DEFINITIONS (if applicable):**

N/A

**V. REFERENCES:**

N/A

**VI. PROCEDURE:**

A. Stipends

- 1. Hospital staff will track Board members’ attendance at meetings and, on a monthly basis, provide Board members who have not opted out of the



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policy with a “Meeting Attendance Report Confirmation” Form for signature.

2. Upon receipt of the signed Meeting Attendance Report Confirmation and following approval of the Board Chair, (or the Vice Chair, in the case of the Chair’s compensation) Hospital staff will forward the document to accounting.
3. Stipends paid to Directors are IRS Form 1099 – Miscellaneous reportable. Directors who have not opted out of participation (See, Section III A) and are accepting stipend payments must submit IRS FORM W-9 to ECH Accounting before receiving payment. Annually, ECH will provide IRS Form 1099-Miscellaneous to Directors receiving stipend compensation in excess of \$600.00 in a calendar year.

B. Use of Personal Vehicle for attendance at meetings or educational events.

1. The Hospital will pay the current IRS mileage rate for miles actually traveled, but not more than, from the Board member’s home or usual place of business within California to events as defined in Section III B and to educational events funded by the Hospital. Board members who reside within the El Camino Healthcare District shall not be eligible for reimbursement for mileage traveled to events at El Camino Hospital.
2. To be reimbursed, the Board member must complete the Mileage Reimbursement form provided by the Board Liaison. The form must be signed by the Board Chair (or the Vice Chair in the case of the Chair’s reimbursement) and sent to accounting (OAK200) for processing.

C. Educational seminars, conferences, events etc. attended for the benefit of the Hospital and in accordance with the Board and Committee Education Policy.

1. **Seminar/conference fees** will be reimbursed in full or at a pro-rated amount in accordance with the Board and Committee Education Policy.
2. **Air travel** will be reimbursed at “coach” airfare rates. No reimbursement should be claimed for personal convenience fees such as those associated with priority boarding or seating upgrades.
3. **Ground travel** to a seminar or a meeting using the Board member's personal vehicle will be reimbursed as noted in item D.1., at the current IRS mileage rate per mile. Board members should consider use of a rental car in cases where the expenses are expected to be less than the reimbursement for a personal vehicle.

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4. **Taxi, bus, rail, limo or rental car service**, if required at the destination, may be reimbursed by the Hospital if necessary for business purposes, as follows:
  - a. Reimbursement for car rental expenses incurred by the Board member will be limited to the amount charged for a standard “intermediate” car unless there is a business need for a larger vehicle (multiple travelers with luggage, for example). If the requester requests a larger automobile than is necessary to meet the business need, he/she is to have the rental agency document what the price would have been for a standard “intermediate” vehicle and seek reimbursement for only the lower amount. If a larger vehicle is required to meet a business need, this need must be documented on the "Business-Education-Travel Reimbursement Authorization" form.
  - b. Limousine service is permitted if it is no more expensive than available alternatives.
  - c. Board members should choose the least expensive available alternative suitable for the purpose and situation.
5. **Lodging** will be reimbursed at the standard private room rate at the selected motel/hotel.
6. **Meals** will be reimbursed at actual cost plus tip (normally 15%). The maximum reimbursement per day is \$95.00. It is the responsibility of the Board member to decide how he/she spends the per day maximum allowable amount for meals. Detailed receipts indicating the items purchased must be submitted.

[Note: Other than contracted medical directors, this policy shall not apply to reimbursement for meals involving physicians, regardless of whether submitted by a physician or a non-physician employee. Refer to Policy 37.00 for expenses involving physicians.]

7. **Alcohol** will not be reimbursed unless approved by the CEO, CFO or Board Chair. Because approval will only be granted in unusual circumstances, it is recommended that Board members request approval in advance of the expenditure. The maximum reimbursement of \$95.00 per day includes any approved expenses for alcohol.

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8. **Telephone calls and Internet Service**, during travel, required for necessary Hospital business will be reimbursed at cost. These expenses should be itemized on the statement. The Hospital will also reimburse expenses for a personal telephone call home each day while on Hospital business. The conversation should be kept to a reasonable length and will be reimbursed at cost.

D. The Hospital will not advance or reimburse for the following:

1. Any expenses of a spouse or other individual who accompanies the Board member on travel.
2. Any additional expenses for travel by business or first class, or any charges for special boarding privileges or seats.
3. Lodging amenities such as subscription television, valet service, cleaning/pressing of clothes (if the function is greater than one week, this service is allowed), concierge, etc. In-room meal service is subject to the normal meal reimbursement rates detailed in D.2.f above.
4. If an offsite event is within a reasonable radius of the Board member's home or usual place of business and the function is starting after 7:30 a.m. and/or will be ending before 11:30 p.m., the Hospital will not pay for overnight accommodations, as it is expected that the Board member will commute that distance to and from the function within that business day.
5. Car rental fees on an individual basis where there is the opportunity to share a rental car for a group of participants.
6. Additional per mileage charge or gasoline expense by a car rental agency for personal pleasure driving.
7. Any entertainment such as theater, tours, nightclubs, etc.
8. Discretionary expenses for another Board member or Hospital staff, such as a birthday, holiday (e.g. Christmas), weddings, child birth, special days (i.e. Administrative Day, or some life event).
9. Professional memberships are generally not reimbursable.

E. Travel Reservations: When booking accommodations and/or air travel, the following points should be noted:

1. If a deposit is required to be made by the Hospital, prior approval of the travel request must be received in sufficient time for Accounting to process

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the request and ensure that the payment reaches its destination by the required date.

2. When booking air travel utilizing a travel agency, the Hospital's current travel agency must be used. Board members may book airfares over the Internet using the employee's personal credit card. The Board member must then seek reimbursement from the Hospital.
3. In most cases, air travel should be booked as a non-refundable fare. The much-lower cost of these non-refundable fares is normally so great that the extra cost, should a trip be re-scheduled, is still much less than paying a full-price fare.

#### F. Expense Account Reporting

1. Expense account reporting must be in conformity with minimum IRS standards and all expenses of \$25.00 or greater must be supported by detailed receipts. Expense reports must indicate as a minimum all of the following:
  - a. Business purpose
  - b. Date and location
  - c. Name and position
2. Noncompliance with the above requirements could cause the reimbursement to be considered as additional compensation to the Board member and thus would become taxable (via a W-2 or Form 1099). To avoid this potential problem, the employee must complete the "Business-Education-Travel Reimbursement Authorization" form and attach all supporting documentation.

#### G. Procedure for Completing Form

1. All Board members must complete the "Business-Education-Travel Reimbursement Authorization" form (Form 2085). Local business mileage reimbursement may be requested via the use of the Mileage Reimbursement form (form #54.00a).
2. Form #2085 is self-explanatory, but listed below are key points to remember.
  - a. All supporting documents must be attached to the request form. Examples of supporting documents include
    - i. Copy of registration form
    - ii. Lodging receipts

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- iii. *Detailed* meal receipts
- iv. Car rental receipts
- v. Parking fee receipts
- b. In circumstances where a receipt is not obtainable (or lost), the Board member must attach a statement detailing the expense as to date, place, reason for expense, and amount. All reports with missing receipts require approval by the CFO or CEO.
- c. Where receipts are given that include non-reimbursable expenses, these expenses must be marked in some fashion and deducted from the total so that only eligible expenses are reimbursed.
- 3. When travel advances are provided, the recipient must submit a final accounting of his/her expenses on the Business, Education, and Travel Expense form and return any excess advance, no later than 120 days from the date of the event. If this is not done, disciplinary action may be taken. In addition, any undocumented advance will be considered additional income to the recipient and reported as a W-2 or Form 1099 transaction.
- 4. Signature Authority (approval) for the completed form, as well as travel agency invoices, is as follows:
  - a. Department Manager/Director - up to \$5,000.00 per activity.
  - b. Department Line Vice President - up to \$50,000.00 per activity.
  - c. CEO - amounts greater than \$50,000.00 per activity.
- 5. A Board Member cannot approve her/his own reimbursement of funds.

H. Exceptions: Because it is impossible to foresee every possible situation, it is recognized that exceptions may sometimes be appropriate. As a result, expenses which are not generally reimbursed under this policy may be reimbursed by the Hospital upon determination of the appropriateness and reasonableness of the expenses by the CEO or CFO. Any such exception, including the justification for the exception, shall be attached to the request for reimbursement.

**VII. APPROVAL:**

APPROVING COMMITTEES AND AUTHORIZING BODY	APPROVAL DATES
Originating Committee or UPC Committee	N/A
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A

**NOTE:** Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

<b>TITLE:</b>	Board- El Camino Hospital Board Director Compensation and Reimbursement
<b>CATEGORY:</b>	Administration
<b>LAST APPROVAL:</b>	June 10, 2015

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Medical Executive Committee:	N/A
Board of Directors:	6/10/15
Historical Approvals:	2/12/14 (applicable to covered events occurring after 1/8/14)

**VIII. ATTACHMENTS (if applicable):**  
N/A

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Proposed Revised Board Officer Election Procedures Governance Committee April 4, 2017
<b>Responsible party:</b>	Cindy Murphy, Board Liaison; Mary Rotunno, General Counsel
<b>Action requested:</b>	Possible Motion
<b>Background:</b>	<p>In May 2013 and 2015, the Board officer election was conducted using the attached procedures and Board Chair competencies that were approved by the Board following the recommendation of this Committee. The next Board Officer election is scheduled for May 10, 2017.</p> <p>We are recommending two revisions to the procedures.</p> <ol style="list-style-type: none"> <li>1. Revised dates for submission of declarations of interest and position statements to the Board Liaison.</li> <li>2. A revised process for voting, that provides for:             <ol style="list-style-type: none"> <li>a. An initial round of preliminary balloting by roll call vote.</li> <li>b. A motion to select each Board Officer. This method of voting will require that Officers are elected as required by law.</li> </ol> </li> </ol>
<b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b>	None.
<b>Summary and session objectives :</b>	To obtain the Committee's recommendation to revise the procedures as recommended.
<b>Suggested discussion questions:</b>	None.
<b>Proposed Committee motion, if any:</b>	To recommend that the Board approve the Draft Revised Hospital Board Officers Nomination and Selection Procedures and Board Chair Competencies.
<b>LIST OF ATTACHMENTS:</b>	<ol style="list-style-type: none"> <li>1. Draft Revised Hospital Board Officers Nomination and Selection Procedures (Clean)</li> <li>2. Draft Revised Hospital Board Officers Nomination and Selection Procedures (Redline)</li> <li>3. Board Chair Competencies</li> </ol>

**HOSPITAL BOARD OFFICERS  
NOMINATION AND SELECTION PROCEDURES  
FOR FY2018**

**Draft Revised for Governance Committee Review April 4, 2017**

*Revised/Approved 4/8/15 by ECH Board of Directors*

Any current director of the El Camino Hospital Board is eligible to serve as a Hospital Board Officer. The new Hospital Board Officer terms begin July 1, 2017. El Camino Hospital Board Officer elections shall be held in May of odd numbered years. Following the election, it shall be the role of the Board Chair-Elect to work with the Hospital CEO in May and June to develop a slate of Board Advisory Committee Chairs and members for the following fiscal year and to present the slate to the Board for approval in June.

**Hospital Board Chair:**

1. Interested Directors will declare their interest to the Board Liaison (Cindy Murphy) by close of business April 24, 2017. The Board Liaison will notify the Board of all declarations of interest by close of business April 25, 2017. Any other interested Directors will then declare their interest to the Board Liaison by close of business on April 26, 2017. The Board Liaison will notify the Board of any additional declarations of interest by close of business April 27, 2017. Interested Directors will prepare a one-page Position Statement that summarizes the candidate's interest and relevant experience as it relates to the attached Hospital Board Chair competencies, no later than close of business May 1, 2017.
2. Position Statements will be distributed to Board members along with other routine Hospital Board materials one week in advance of the May 10, 2017 meeting.
3. Position Statements will be made available to the public and posted on the El Camino Hospital web-site when the Hospital Board materials are issued to the Board.
4. Standard questions for Hospital Board Chair:
  - a. What do you see as the ECH strategic priorities over the coming two years?
  - b. Name three defining roles of an effective Board Chair.
  - c. How would you judge the success of your leadership and the Board at the end of your term?
5. At the May 10, 2017 meeting, Interested Directors will present the information below, in public session, in the sequence outlined. Approximately 25 minutes will be allocated to each



Interested Director: five (5) minutes for the Position Statement, ten (10) minutes for responses to standard questions, and (10) ten minutes to respond to general questions from the board and public:

- a. Each interested director will read his or her Position Statement
  - b. Each interested director will provide responses to the standard questions. (Directors will present one question at a time in random order.)
  - c. The Public will be invited to ask Interested Directors any questions related to the candidate's interest in the position, and relevant experience as it relates to the Hospital Board Chair competencies
  - d. The Board will be invited to ask Interested Directors any additional questions related to an Interested Director's candidacy.
6. Upon review and discussion of the candidates, the Board will vote in public session. The CEO will recuse himself or herself from voting. The current Chair will facilitate the discussion and voting process.
7. The Hospital Board Chair will be elected by the Board in accordance with the following procedure at a meeting where a quorum is present.
- a. Preliminary Balloting
    - i. Each Board member shall vote for a candidate via roll call.
    - ii. In the event a majority is not achieved, the vote will be announced for each candidate and the candidate receiving the lowest number of votes will be dropped from the next ballot.
    - iii. This procedure will continue until one candidate receives a majority of the votes cast.
    - iv. In the event a tie vote occurs (e.g., 3-3 or 4-2-2), Interested Directors may be asked additional questions by Hospital Board members and the balloting procedure will continue until a majority is achieved by one candidate.
  - b. Selection of a Board Chair
    - i. Following the preliminary balloting, the Board shall consider a motion to elect the candidate who has received the majority of the votes in his/her favor.
    - ii. If a motion pursuant to Section 7(b)(i) is not adopted by a majority of the Board members present at the meeting when a quorum is present, the Board shall continue to consider motions until a Board Chair is elected.

**Hospital Vice-Chair:**

1. At the May 10, 2017 Hospital Board meeting, Interested Directors will announce their candidacy following the successful election of the Hospital Board Chair.
2. Interested Directors will be asked questions, which relate to the candidate's experience, by other Hospital Board members in public session.
3. Voting will follow the same procedure as described in the Hospital Board Chair selection and appointment process above.

**Hospital Secretary/Treasurer:**

1. At the May 10, 2017 Hospital Board meeting, Interested Directors will announce their candidacy following the successful election of the Hospital Board Chair and the Hospital Vice-Chair.
2. Interested Directors will be asked questions, which relate to the candidate's experience, by other Hospital Board members in public session.
3. Voting will follow the same procedure as described in the Hospital Board Chair selection and appointment process above.

**HOSPITAL BOARD OFFICERS  
NOMINATION AND SELECTION PROCEDURES**

**FOR FY20186**

**Draft Revised for Governance Committee Review April 4, 2017**

*Revised/Approved 4/8/15 by ECH Board of Directors*

Any current director of the El Camino Hospital Board is eligible to serve as a Hospital Board Officer. The new Hospital Board Officer terms ~~are~~ ~~begin~~ effective July 1, 2017~~5~~. El Camino Hospital Board Officer elections shall be held in May of odd numbered years. ~~Following the election, it~~ shall be the role of the Board Chair-Elect to work with the Hospital CEO in May and June to develop a slate of Board Advisory Committee Chairs and members for the following fiscal year and to present the slate to the Board for approval in June.

**Hospital Board Chair:**

1. Interested Directors will declare their interest to the Board Liaison (Cindy Murphy) by close of business April ~~24~~, 2017~~5~~. The Board Liaison will notify the Board of all declarations of interest by close of business April ~~25~~, 2017~~5~~. Any other interested Directors will then declare their interest to the Board Liaison by close of business on April ~~26~~, 2017~~5~~. The Board Liaison will notify the Board of any additional declarations of interest by close of ~~Business~~ April 27, 2017~~5~~. Interested Directors will prepare a one-page Position Statement that summarizes the candidate's interest and relevant experience as it relates to the attached Hospital Board Chair competencies, no later than close of business May 1, 2017~~5~~.
2. Position Statements will be distributed to Board members along with other routine Hospital Board materials one week in advance of the May ~~10~~, 2017~~5~~ meeting.
3. Position Statements will be made available to the public and posted on the El Camino Hospital web-site when the Hospital Board materials are issued to the Board.
4. Standard questions for Hospital Board Chair:
  - a. What do you see as the ECH strategic priorities over the coming two years?
  - b. Name three defining roles of an effective Board Chair.
  - c. How would you judge the success of your leadership and the Board at the end of your term?
5. At the May ~~10~~, 2017~~5~~ meeting, Interested Directors will present the information below, in public session, in the sequence outlined. Approximately 25 minutes will be allocated to each

Interested Director: five (5) minutes for the Position Statement, ten (10) minutes for responses to standard questions, and (10) ten minutes to respond to general questions from the board and public:

- a. Each interested director will read his or her Position Statement
  - b. Each interested director will provide responses to the standard questions. (Directors will present one question at a time in random order.)
  - c. The Public will be invited to ask Interested Directors any questions related to the candidate's interest in the position, and relevant experience as it relates to the Hospital Board Chair competencies
  - d. The Board will be invited to ask Interested Directors any additional questions related to an Interested Director's candidacy.
6. Upon review and discussion of the candidates, the Board will vote in public session. The CEO will recuse himself or herself from voting. The current Chair will facilitate the discussion and voting process.

7. The Hospital Board Chair will be elected by ~~a majority vote of~~ the Board in accordance with the following procedure at a meeting where ~~en~~ a quorum is present.

a. Preliminary Balloting

- i. ~~Each Board member shall vote for a candidate via roll call.~~
- ii. In the event a majority is not achieved, the vote will be announced for each candidate and the candidate receiving the lowest number of votes will be dropped from the next ballot.
- iii. This procedure will continue until one candidate receives a majority of the votes cast ~~(abstentions are not considered to be a vote).~~
- iv. In the event a tie vote occurs (e.g., 3-3 or 4-2-2), Interested Directors may be asked additional questions by Hospital Board members and the balloting ~~voting~~ procedure will continue until a majority is achieved by one candidate. ~~The successful candidate will be announced at the conclusion of the voting process.~~

b. Selection of a Board Chair

- i. ~~Following the preliminary balloting, the Board shall consider a motion to elect the candidate who has received the majority of the votes in his/her favor.~~
- 7-ii. If a motion pursuant to Section 7(b)(i) is not adopted by a majority of the Board members present at the meeting when a quorum is present, the Board shall continue to consider motions until a Board Chair is elected.

**Hospital Vice-Chair:**

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1. At the May ~~10<sup>3</sup>~~, 201~~7~~<sup>5</sup> Hospital Board meeting, Interested Directors will announce their candidacy following the successful election of the Hospital Board Chair.
2. Interested Directors will be asked questions, which relate to the candidate's experience, by other Hospital Board members in public session.
3. Voting will follow the same procedure as described in the Hospital Board Chair selection and appointment process above.

**Hospital Secretary/Treasurer:**

1. At the May ~~10<sup>3</sup>~~, 201~~7~~<sup>5</sup> Hospital Board meeting, Interested Directors will announce their candidacy following the successful election of the Hospital Board Chair and the Hospital Vice-Chair.
2. Interested Directors will be asked questions, which relate to the candidate's experience, by other Hospital Board members in public session.
3. Voting will follow the same procedure as described in the Hospital Board Chair selection and appointment process above.

## **HOSPITAL BOARD CHAIR COMPETENCIES**

Authors: Neal Cohen, MD and Mark Sickles (Former Governance Committee member)

April 10, 2013

### **Leadership Effectiveness**

- Communicates a compelling and inspired vision of the future
- Aligns interests and efforts
- Inspires and motivates
- Orchestrates multiple activities to accomplish goals
- Achieves results representing “business as unusual”
- Engages the entire board in discussion, deliberation and decision making
- Creates a healthy and respectful dissatisfaction with the status quo

### **Innovative and Generative Thinking**

- Engenders creative thinking on the part of all board members and facilitates transformation of ideas into effective actions that produce extraordinary results
- Fosters the creative process in others
- Thoughtfully identifies what may be missing from analysis and decision making to generate renewal and breakthrough

### **Organizational Awareness**

- Enhances performance of people working at all levels of the organization
- Manages the organization at the strategic and systems level to reduce variation and dysfunction and increase predictability, harmony, and sustainable success
- Makes things happen through others without direct involvement
- Leverages people’s strengths while managing their developmental needs

### **Collaborative Spirit**

- Ensures that the organization sets goals and objectives that are developed collaboratively and are supported by the entire organization
- Ensures the nature and degree of teamwork matches the task at hand
- Creates common ground to foster cooperation
- Transforms conflict into breakthrough
- Seeks information from a variety of sources before making decisions

### **Professionalism**

- Maintains the highest level of integrity in all interactions with staff, leadership and the community at large
- Cool under pressure
- Fosters organizational integrity
- Holds things together during tough times
- Engages in fact-based conversations and root cause problem-solving
- Utilizes resources effectively and efficiently to get things done
- Inspires respect and trust throughout the organization that causes loyalty, dedication, and optimal performance

## **Strategy**

- Ability to guide the board and leadership in identifying creative approaches to addressing current and anticipated challenges within the organization and, from these, determine the appropriate initiatives to pursue to gain competitive advantage and optimize the likelihood of long term success

## **Fiduciary Responsibilities**

Ability to ensure:

- Maintains a commitment to ensuring positive net present value where operating income exceeds the annual cost of capital to the extent possible
- All work is dedicated to meeting or exceeding the expectations of all stakeholders
- Integrity and accuracy of financial statements and reporting systems

## **Risk & Risk Management**

Ability to ensure the systematic approach to risk assessment and to defining risk management strategies related to the following:

- Investment
- Organizational Structure and Function
- Asset Management
- Strategy
- Operations/Finances
- Size/Diversity
- Compliance
- Reputation

## **Quality and Compliance**

Ability to ensure:

- Internal standards far exceed external compliance standards of governmental and regulatory agencies
- Active identification and elimination of non-value-added work
- Pursuit of six sigma: zero defects, zero variability, and zero lead-times
- A customer-centric culture based on safety, efficacy and affordability

## **Governance**

Ability to ensure:

- Alignment of interests and efforts of all stakeholders
- Shared understanding and pursuit of vision, mission, and strategy
- An approach to governance that causes effective leadership and management throughout the organization

JULY 2017							AUGUST 2017							SEPTEMBER 2017							OCTOBER 2017						
S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S
						1			1 GC	2	3	4	5						1	2	1	2 QC	3 GC	4	5	6	7
2	3	4 Independence Day	5	6	7	8	6	7 QC	8	9 ECHB	10	11	12	3	4 Labor Day	5	6	7	8	9	8	9	10	11 ECHB	12	13	14
9	10	11	12	13	14	15	13	14 IC	15	16	17 CC	18	19	10	11	12 SPC	13 ECHB	14	15	16	15	16	17 ECHD	18	19	20	21
16	17	18 SPC	19	20	21	22	20	21	22	23	24	25	26	17	18	19	20	21 ECC	22	23	22	23	24	25 Bd Cm	26	27	28
23	24	25	26	27	28	29	27	28 QC	29	30	31			24	25 FC	26	27	28 CC	29	30	29	30	31				
30	31 FC																										
NOVEMBER 2017							DECEMBER 2017							JANUARY 2018							FEBRUARY 2018						
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5	6 QC	7	8 ECHB	9 ECC	10	11	3	4 QC	5	6	7	8	9	7	8	9 SPC	10 ECHB	11	12	13	4	5 QC	6 GC	7	8	9	10
12	13 IC	14 SPC	15	16 CC	17	18	10	11	12	13	14	15	16	14	15 MLK Day	16 ECHD	17	18 CC	19	20	11	12 IC	13	14 ECHB	15	16	17
19	20	21	22	23 Thanksgiving	24	25	17	18	19	20	21	22	23	21	22	23	24	25	26	27	18	19 Pres. Day	20	21	22	23	24
26	27 FC	28	29	30			24 Xmas Eve	25 Xmas Day	26	27	28	29	30	28	29 FC IC	30	31				25	26	27	28			
							31																				
MARCH 2018							APRIL 2018							MAY 2018							JUNE 2018						
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				1	2	3 Retreat	1	2 QC	3 GC	4	5	6	7			1	2	3	4	5						1	2
4	5 QC	6	7	8	9	10	8	9	10	11 ECHB	12	13	14	6	7 QC	8 SPC	9 ECHB	10	11	12	3	4 QC	5 GC	6	7	8	9
11	12	13 SPC	14 ECHB	15 CC	16	17	15	16	17	18	19	20	21	13	14 IC	15	16	17 CC	18	19	10	11	12	13 ECHB	14	15	16
18	19	20 ECHD	21	22 ECC	23	24	22	23	24	25 Bd Cm	26	27	28	20	21	22	23	24 ECC	25	26	17	18	19 ECHD	20	21	22	23
25	26 FC	27	28	29	30	31	29	30						27	28 Memorial Day	29 FC ECHB	30	31			24	25	26	27	28	29	30

Hospital Bd   ECHB	District Bd   ECHD	Compliance   CC	Exec Comp   ECC	Finance   FC	Governance   GC	Investment   IC	Strategic Planning   SPC	Quality   QC	Bd/Cm Ed Gatherings	Board Retreat
10x per year 2 <sup>nd</sup> Wednesday	4x per year 3 <sup>rd</sup> Tuesday	6x per year 3 <sup>rd</sup> Thursday	4x per year Thursdays	6x per year Last Monday	5x per year 1 <sup>st</sup> Tuesday	4x per year 2 <sup>nd</sup> Monday	6x per year 2 <sup>nd</sup> Tuesday	10x per year 1 <sup>st</sup> Monday	2x per year 4 <sup>th</sup> Wednesday	1 weekend 1 day



## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Advisory Committee Goal Setting Process Governance Committee April 4, 2017
<b>Responsible party:</b>	Don Sibery, Interim CEO
<b>Action requested:</b>	Possible Motion
<b>Background:</b>	
<p>Near the end of each fiscal year, the Board’s Advisory Committees set goals for their work for the upcoming fiscal year. The goal setting process includes the development of metrics to measure completion of the goals. The Governance Committee reviews and then recommends approval of the goals to the Board. On a few occasions, the Governance Committee and the Board have asked Committees to consider minor revisions to the goals. Each metric is then folded into the Committee’s Pacing Plan, which then guides the agenda development for each Committee meeting. Occasionally, items are added to the Pacing Plans throughout the year in response to the needs of the organization and the Board.</p> <p>Each Board Advisory Committee goals are embedded in their respective pacing plans. We are recommending eliminating this step and including any new goals in the pacing plans and ask each Advisory Committee to highlight any new areas of emphasis/metrics to the Governance Committee before they are sent on to the full ECH Board.</p>	
<b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b>	
None.	
<b>Summary and session objectives:</b>	
To consider making a recommendation to the Board regarding the ongoing use of Advisory Committee Goals.	
<b>Suggested discussion questions:</b>	
Is the development of Committee goals a useful process, or duplicative to the development and use of the Pacing Plans?	
<b>Proposed Committee motion, if any:</b>	
To recommend that the Board’s Advisory Committees rely on Pacing Plans to guide their work and discontinue the development and use of Committee Goals.	
<b>LIST OF ATTACHMENTS:</b> None	

**GOVERNANCE COMMITTEE**  
**FY2017 PACING PLAN REVISED February 22, 2017**

<b>FY2017 Q1</b>		
<b>JULY 2016</b>	<b>AUGUST 2, 2016</b>	<b>SEPTEMBER 2016</b>
No Board or Committee Meetings	<ol style="list-style-type: none"> <li>1. Any new committee members and Chair affirm pacing plan and FY 2017 Governance Committee goals.</li> <li>2. Consider Hospital Board Member competencies.</li> <li>3. Consider education topics for Semi-Annual Board and Committee Gatherings.</li> <li>4. Update on Governance Processes Assessment Work</li> <li>5. Board and Committee Recruitment Update</li> <li>6. Consider IT Oversight by the Board</li> </ol>	No Meeting
<b>FY2017 Q2</b>		
<b>OCTOBER 4, 2016</b>	<b>NOVEMBER 10, 2016</b>	<b>DECEMBER 2016</b>
	<ol style="list-style-type: none"> <li>1. Review and Recommend Annual Board Self-Assessment Tool.</li> <li>2. Confirm Annual Board Retreat Agenda</li> <li>3. Board and Committee Recruitment Update</li> <li>4. Discuss Competency Based Governance</li> <li>5. Board and Committee Succession Planning</li> </ol>	No Board or Committee Meetings

FY2017 Q3		
JANUARY 3, 2017	FEBRUARY 7, 2017	MARCH 2017
	<ol style="list-style-type: none"> <li>1. Discuss Goal #2 – Promote Enhanced and Sustained Competency Based Governance</li> <li>2. Updates on Board and Committee Recruitment</li> <li>3. Review and Recommend Changes to: <ul style="list-style-type: none"> <li>• NDBM RE-Election Process</li> <li>• ECH Board Competency Matrix</li> <li>• ECH Board Member Re-Election Report Surveys</li> <li>• NDBM Position Specification and Job Description</li> </ul> </li> <li>4. Annual Review of Advisory Committee Composition</li> <li>5. ECH Board Compensation Policy</li> </ol>	No Meeting
FY2017 Q4		
APRIL 4, 2017	MAY 2017	JUNE 6, 2017
<ol style="list-style-type: none"> <li>1. Review Draft Board and Committee Self-Assessment Results.</li> <li>2. Board and Committee Recruitment Update</li> <li>3. Set FY18 Governance Committee Calendar</li> <li>4. Participate in NDBM Recruitment/Interview Effort as Requested by the District Board</li> <li>5. FY18 Board and Committee Master Calendar</li> <li>6. Consider Revision to Board Officer Election Procedure</li> <li>7. Review Draft Strategic Planning Oversight Committee Charter</li> <li>8. Review Board Director Compensation Policy</li> </ol>	No Meeting	<ol style="list-style-type: none"> <li>1. Review and recommend all Committee FY18 Committee Goals to Board</li> <li>2. Board and Committee Recruitment Update</li> <li>3. Review Board Committee Chair assignments</li> <li>4. Review Committees' progress against FY17 goals</li> <li>5. Confirm self-assessment sent to District (from GC Charter)</li> <li>6. Prepare FY18 Master Calendar for Board Approval in June</li> <li>7. FY18 Board Education Plan</li> <li>8. Enhanced and Sustained Competency Based Governance</li> <li>9. Set FY18 Governance Committee Goals</li> <li>10. Update on Board Processes Assessment Work</li> </ol>