



**Minutes of the Open Session of the
Executive Compensation Committee**

Thursday, February 16, 2017

El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040

Conference Rooms A (ground floor)

Members Present

Lanhee Chen, Chair
Teri Eyre
Bob Miller, Vice Chair
Julia Miller

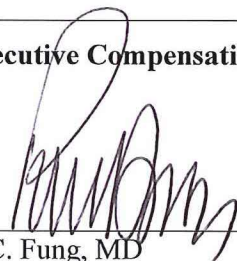
Members Absent

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Executive Compensation Committee of El Camino Hospital (the "Committee") was called to order at 3:03pm by Chair Chen. All Committee members were present.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Chen asked if any Committee members may have a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Chen asked if any member of the Committee or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meeting (November 16, 2016).</p> <p>Movant: J. Miller Second: Eyre Ayes: Chen, Eyre, B. Miller, J. Miller Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent calendar approved</i>
5. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 3:03pm.</p> <p>Movant: J. Miller Second: B. Miller Ayes: Chen, Eyre, B. Miller, J. Miller Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 3:03pm.</i>
6. AGENDA ITEM 11: RECONVENE OPEN SESSION/ REPORT OUT	<p>Agenda items 6-10 were addressed in closed session. Open session was reconvened at 4:52 pm.</p> <p>During the closed session, the Committee approved the Minutes of the Closed Session of the Executive Compensation Committee Meeting of November 16, 2016 and recommended for approval the Revised FY17 VP of Corporate & Community Health & President, CONCERN:EAP Goals, and the FY17 Chief Medical Officer Goals as amended, by a unanimous vote in favor of all members present (Chen, Eyre, B. Miller, J. Miller).</p>	

7. AGENDA ITEM 12: COMMITTEE RECRUITMENT	<p>Motion: To recommend that the Board appoint Mr. Jaison Layney to the Executive Compensation Committee for a term of service expiring June 30, 2017, renewable annually.</p> <p>Movant: B. Miller Second: T. Eyre Ayes: Chen, Eyre, B. Miller, J. Miller Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Mr. Layney recommended for appointment</i></p>
8. AGENDA ITEM 13: FY17 PACING PLAN	<p>Ms. Eyre left the meeting at 4:52.</p> <p>Mr. Miller provided written comments and notes to staff for minor changes on the pacing plan. The next Executive Compensation Committee meeting will be on March 23, 2017.</p>	
9. AGENDA ITEM 14: CLOSING COMMENTS	<p>There were no additional comments.</p>	
10. AGENDA ITEM 15: ADJOURNMENT	<p>Motion: To adjourn at 4:53 pm.</p> <p>Movant: B. Miller Second: Chen Ayes: Chen, B. Miller, J. Miller Noes: None Abstentions: None Absent: Eyre Recused: None</p>	<p><i>Meeting adjourned at 4:53 pm.</i></p>

Attest as to the approval of the foregoing minutes by the Executive Compensation Committee and the Board of Directors of El Camino Hospital.


 Lanhee Chen
 Chair, Executive Compensation Committee


 Peter C. Fung, MD
 Secretary, ECH Board of Directors

Prepared by: Sarah Rosenberg, Board Services Coordinator