



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

Tuesday, May 23, 2017

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

Medical Staff Conference Room (administration)

Members Present

Lanhee Chen, Chair
Jaison Layney
Bob Miller, Vice Chair

Members Absent

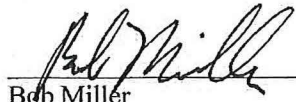
Teri Eyre
Pat Wadors

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 10:06am by Chair Chen. Ms. Eyre and Ms. Wadors were absent. All other 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 (March 23, 2017).</p> <p>Movant: Miller Second: Layney Ayes: Chen, Layney, Miller Noes: None Abstentions: None Absent: Eyre, Wadors Recused: None</p>	<i>Consent calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Chen reported that the District Board made a decision to expand the Hospital Board to 10 members and make the CEO a non-voting ex-officio member and referred the Committee members to the packet for further details on the Boards' recent actions.	
6. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 10:12 am.</p> <p>Movant: Miller Second: Layney Ayes: Chen, Layney, Miller Noes: None Abstentions: None Absent: Eyre, Wadors Recused: None</p>	<i>Adjourned to closed session at 10: 12am.</i>
7. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT	<p>Open session was reconvened at 11:55 am. Agenda items 7-16 were addressed in closed session.</p> <p>During the closed session, the Committee approved the Minutes of the Closed Session of the Executive Compensation Committee Meeting of March 23, 2017 and voted to recommend Board approval of the Proposed FY18 Executive Incentive Goals by a unanimous vote in favor of all</p>	

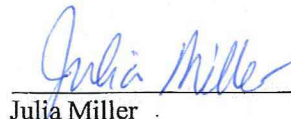
	members present (Chen, Layney, Miller). Ms. Eyre and Ms. Wadors were absent.	
8. AGENDA ITEM 18: PROPOSED FY18 ORGANIZATIONAL GOALS	<p>Motion: To recommend that the Board approve the Proposed FY18 Organizational Performance Incentive Plan Goals modified to reflect a straight line relationship with respect to the deltas between minimum and target and target and maximum.</p> <p>Movant: Miller Second: Layney Ayes: Chen, Layney, Miller Noes: None Abstentions: None Absent: Eyre, Wadors Recused: None</p>	<i>FY18 Organizational Goals recommended for approval</i>
9. AGENDA ITEM 19: FY18 CEO AND EXECUTIVE SALARY RANGES	<p>Motion: To recommend that the Board approve the proposed FY18 executive salary ranges subject to a 10% cap on CNO FY18 increase and no change to the CASO ranges for FY18.</p> <p>Movant: Miller Second: Chen Ayes: Chen, Layney, Miller Noes: None Abstentions: None Absent: Eyre, Wadors Recused: None</p>	<i>FY18 Executive Salary Ranges recommended for approval</i>
10. AGENDA ITEM 20: FY18 EXECUTIVE BASE SALARIES	<p>Motion: To recommend that the Board approve the proposed FY18 executive base salaries with the following modifications: No lump sum for CASO (\$296,140) or VP Payor Relations (\$266,530).</p> <p>Movant: Miller Second: Layney Ayes: Chen, Layney, Miller Noes: None Abstentions: None Absent: Eyre, Wadors Recused: None</p>	<i>FY18 Executive Base Salaries recommended for approval</i>
11. AGENDA ITEM 21: DRAFT REVISED EXECUTIVE BENEFIT POLICY	<p>Motion: To recommend that the Board approve the proposed Executive Benefit Plan Policy Revisions (Severance, SERP, and Long-Term Disability) effective January 1, 2018.</p> <p>Movant: Chen Second: Miller Ayes: Chen, Layney, Miller Noes: None Abstentions: None Absent: Eyre, Wadors Recused: None</p>	<i>Executive Benefit Plan policy revisions recommended for approval</i>
12. AGENDA ITEM 22: PROPOSED FY18 COMMITTEE PACING PLAN	<p>The Committee members requested that the topic of compensation policies be moved from November to September in the Proposed FY18 Committee Pacing Plan.</p> <p>Motion: To approve the FY18 Pacing Plan as modified.</p> <p>Movant: Chen Second: Miller Ayes: Chen, Layney, Miller</p>	<i>FY18 Pacing Plan approved</i>

	Noes: None Abstentions: None Absent: Eyre, Wadors Recused: None	
13. AGENDA ITEM 23: CLOSING COMMENTS	None.	
14. AGENDA ITEM 24: ADJOURNMENT	Motion: To adjourn at 12:10 pm Movant: Miller Second: Chen Ayes: Chen, Layney, Miller Noes: None Abstentions: None Absent: Eyre, Wadors Recused: None	<i>Meeting adjourned at 12:10 pm.</i>

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



Bob Miller
Chair, Executive Compensation Committee



Julia Miller
Secretary, ECH Board of Directors

Prepared by: Cindy Murphy, Director of Governance Services