



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

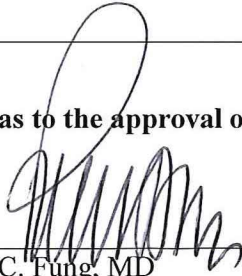
None

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER/ ROLL CALL	Committee Chair Peter C. Fung, MD called the Governance Committee of El Camino Hospital to order at 5:33pm. All members were present.	
2. POTENTIAL CONFLCITS OF INTEREST DISCLOSURES	Chair Fung asked if any Committee member may have a conflict of interest with any of the items on the agenda. No conflicts were reported.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Fung asked if any member of the Committee wished to remove any items from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Governance Committee Meeting of November 10, 2016.</p> <p>Movant: Moran Second: Kalbach Ayes: Chen, Fung, Kalbach, Lai, Moran, and Reeder Noes: None Abstain: None Absent: None Recused: 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>
5. REPORT ON EL CAMINO HOSPITAL BOARD ACTIONS	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.	
6. REPORT ON EL CAMINO HOSPITAL BOARD ACTIONS	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.	
7. DISTRICT AD HOC COMMITTEE REPORT ON ECH BOARD MEMBER RECRUITMENT	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	

	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.	
8. ECH BOARD MEMBER COMPENSATION POLICY	<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>Motion: To reaffirm that the Governance Committee handles issues related to Board Director Compensation.</p> <p>Movant: Chen Second: Kalbach Ayes: Chen, Fung, Kalbach, Lai, Moran, and Reeder Noes: None Abstain: None Absent: None Recused: 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>	
9. NON-DISTRICT BOARD MEMBER ELECTION/ RE-ELECTION PROCESS	<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>	
10. ANNUAL REVIEW OF ADVISORY COMMITTEE COMPOSITION	<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.	
11. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 6:19pm.</p> <p>Movant: Kalbach</p> <p>Second: Chen</p> <p>Ayes: Chen, Fung, Kalbach, Lai, Moran, and Reeder</p> <p>Noes: None</p> <p>Abstain: None</p> <p>Absent: None</p> <p>Recused: None</p>	<i>Adjourned to closed session at 6:19pm.</i>
12. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT	<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>	
13. AGENDA ITEM 17: ROUND TABLE DISCUSSION	No comments were made.	
14. AGENDA ITEM 18: ADJOURNMENT	<p>Motion: To adjourn at 7:10 pm.</p> <p>Movant: Kalbach</p> <p>Second: Lai</p> <p>Ayes: Fung, Kalbach, Lai, Moran, and Reeder</p> <p>Noes: None</p> <p>Abstain: None</p> <p>Absent: Chen</p> <p>Recused: 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