



**Minutes of the Open Session of the
Governance Committee
Tuesday, August 1, 2017**

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

Members Present

**Peter C. Fung, MD, Chair
Gary Kalbach
Peter Moran
Robert Rebitzer**

Members Absent

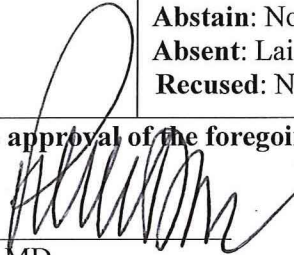
Christina Lai

| Agenda Item | Comments/Discussion | Approvals/ Action |
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| 1. CALL TO ORDER/ ROLL CALL | The open session meeting of the Governance Committee of El Camino Hospital (the "Committee") was called to order at 5:31pm by Chair Fung. A silent roll call was taken. Ms. Lai was absent. All other Committee members were present. | |
| 2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES | Chair Fung 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 Fung 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 Governance Committee Meeting (April 4, 2017); Minutes of the Open Session of the Governance Committee Meeting (June 6, 2017); and for information: Progress Against FY18 Goals and El Camino Hospital Committee Recruitment.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Moran, Rebitzer Noes: None Abstain: None Absent: Lai Recused: None</p> <p>In response to Chair Fung's question, the Committee discussed expanding its membership to include additional expertise and to address quorum issues. There was no action taken.</p> | <i>Consent Calendar approved</i> |
| 5. REPORT ON BOARD ACTIONS | Chair Fung referred to the written reports and highlighted the Board's approvals in June, including the Strategic Framework and new Board officers for the District Board. He reported that Dan Woods, CEO (participating via teleconference) would be starting at ECH at the end of August. He also noted that on August 16 th the District Board will be interviewing candidates to fill the vacancy left by Director Dennis Chiu's departure. | |
| 6. ADJOURN TO CLOSED SESSION | <p>Motion: To adjourn to closed session at 5:38pm.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Moran, Rebitzer</p> | <i>Adjourned to closed session at 5:38pm.</i> |

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| | <p>Noes: None Abstain: None Absent: Lai Recused: None</p> | |
| 7. AGENDA ITEM 12: RECONVENE OPEN SESSION/ REPORT OUT | <p>Open session was reconvened 6:13pm. Agenda items 7-11 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (April 4, 2017) and the Minutes of the Closed Session of the Governance Committee Meeting (June 6, 2017) by a unanimous vote in favor of all members present (Fung, Kalbach, Moran, and Rebitzer). Ms. Lai was absent.</p> | |
| 8. AGENDA ITEM 13: RECOMMENDATION REGARDING ECH BOARD COMPETENCY GAPS | <p>Motion: To recommend that the Board approve the proposed FY18 competency matrix.</p> <p>Movant: Moran Second: Kalbach Ayes: Fung, Kalbach, Moran, Rebitzer Noes: None Abstain: None Absent: Lai Recused: None</p> | |
| 9. AGENDA ITEM 14: ECH BOARD STRUCTURE CHANGES IMPLEMENTATION PLAN | <p>Chair Fung commented that on-boarding several people too quickly at the same time may be difficult and tumultuous for the Board.</p> <p>Cindy Murphy, Director of Governance Services, reported that the District Ad Hoc ECH Board Member Election Committee will be meeting during the week of August 21st.</p> <p>The Committee discussed identifying the competency gaps after the new District Board member has been appointed and potentially elected to the Hospital Board. The members agreed that a slower, more stable introduction of new members to the Board would be beneficial.</p> <p>In response to the Committee's question, Director Fung explained that he spoke with Ms. Gini Deshpande, a recent candidate with for the Hospital Board, to assess her continued interest in a position on the Board, if applicable in the future.</p> <p>Ms. Murphy noted that the District Board will be reviewing Director Lanhee Chen's appointment, as his term expires in June 2018.</p> | |
| 10. AGENDA ITEM 15: FY18 BOARD EDUCATION PLAN | <p>Ms. Murphy provided an summary of previous Board Education Plans Staff suggestions for FY18 include: 1) Board and CEO attendance at the Estes Park Institute Conference in San Francisco (Oct. 29 – Nov. 1, 2017); 2) a Board & Committee Educational Gathering, to include a State of the Hospital and update on the on adopted strategic framework from Dan Woods, CEO (Oct. 25, 2017); and 3) a Board & Committee Educational Gathering, to include Committee roundtables (April 25, 2018).</p> <p>She also reported that Board Chair Lanhee Chen has requested a teambuilding retreat for the Board and has encouraged more social events.</p> <p>The Committee discussed what makes educational events valuable for Committee members. Suggestions for the FY18 plan included: engaging a speaker for the spring educational session on the state of the healthcare marketplace and building in time for socializing.</p> | |
| 11. AGENDA ITEM 16: ASSESSMENT OF EXPANDED | <p>Mr. Moran discussed his proposal to evaluate the expanded Committee structure put in place 2012, evaluating: added value of Committees, efficiency and effectiveness, and whether or not the Board utilizes the Committee</p> | |

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| COMMITTEE STRUCTURE | <p>recommendations and expertise of the non-Director members.</p> <p>The Committee discussed other areas of assessment:</p> <ul style="list-style-type: none"> - How can we improve Committee structure/operations? - Are there areas that would benefit from Committee work and deliberation not covered by the current structure (<i>e.g.</i>, strategic planning)? <p>Ms. Murphy proposed incorporating questions about Committee efficacy in Board/Committee self-assessments (to be performed this year).</p> <p>The Committee requested that Nygren Consulting provide a proposed enhanced self-assessment tool for review at the Committee's October 4th meeting to capture questions including:</p> <ul style="list-style-type: none"> - Do you (Board/Committee member) benefit from Committee work of Committees that you do not sit on? - (Survey for long-term Board members) Have dynamics changed since the Committee expansion? Have the Committees been meeting their intended purpose? - Is there value added from community members? New questions asked? Different recommendations reached? | |
| 12. AGENDA ITEM 17: PACING PLAN | <p>Chair Fung noted that he would discuss the possible Strategic Planning Oversight Committee with Mr. Woods ahead of the Committee's October 3rd meeting to assess whether or not such a Committee would be useful.</p> <p>Motion: To approve the FY17 Pacing Plan.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Moran, Rebitzer Noes: None Abstain: None Absent: Lai Recused: None</p> | |
| 13. AGENDA ITEM 18: ROUND TABLE DISCUSSION | <p>Chair Fung welcomed Mr. Rebitzer to the Committee.</p> | |
| 14. AGENDA ITEM 19: ADJOURNMENT | <p>Motion: To adjourn at 6:57pm.</p> <p>Movant: Moran Second: Kalbach Ayes: Fung, Kalbach, Moran, Rebitzer Noes: None Abstain: None Absent: Lai Recused: None</p> | <p><i>Meeting adjourned at 6:57pm.</i></p> |

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


 Peter C. Fung, MD
 Chair, Governance Committee