



**Minutes of the Open Session of the
Governance Committee**

Tuesday, October 3, 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
Christina Lai
Peter Moran (via teleconference)
Robert Rebitzer

Members Absent

None

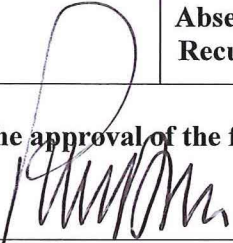
Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:34pm by Chair Fung. A verbal roll call was taken. Mr. Moran participated via teleconference. Mr. Rebitzer arrived at 6:22pm during Agenda Item 8: Annual Board and Committee Self-Assessment results. 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 (August 1, 2017); and for information: Progress Against FY18 Goals, El Camino Hospital Committee Recruitment, and Article of Interest.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Lai, Kalbach, Moran Noes: None Abstain: None Absent: Rebitzer Recused: None</p>	Consent Calendar approved
5. REPORT ON BOARD ACTIONS	Chair Fung referred to the written reports and highlighted the Hospital Board’s approval of the educational plan, additional funds for the IMOB and BHS construction projects, and the District Board’s appointment of Ms. Neysa Fligor to the District and Hospital Boards. Cindy Murphy, Director of Governance Services, described the attendee list for the upcoming Estes Park Conference.	
6. PROPOSED REVISED ECH BOARD MEMBER ELECTION AND RE-ELECTION PROCESS	Ms. Murphy reported that the District Ad Hoc Committee met in August and proposed revisions to the ECH Board Member Re-Election Process, specifically including feedback from non-District Board members in the competency surveys. She noted that the District Board ultimately owns the process, even though it is being reviewed by the Governance Committee and the Hospital Board. She explained that the survey results compiled by Nygren include two versions, one with the additional Hospital Board member	ECH Board Member Election and Re-Election Process recommend- ed for

	<p>feedback, and one with only the District Board's evaluations. This provides the District Board with the option to incorporate this data at its October 17th meeting if the District Board accepts the proposed revisions to the policy.</p> <p>She also noted that additional changes to the policy include flexibility in the recruitment timeline, addressing unexpected mid-term vacancies or new Board seats, and adding a Hospital Board Director who is not a District Board member as an additional advisor to the Committee.</p> <p>Ms. Murphy also described the ECH Board Member Re-Election Report Survey, also used to evaluate members for re-election, and the proposed process change to allow the Ad Hoc Committee to determine whether or not it is useful in a given year.</p> <p>JoAnn McNutt from Nygren Consulting commented that including the perspectives of non-District Board members in competency evaluation is beneficial to the process.</p> <p>Director Fung requested that the word "unanimously" be removed from Section A(3)(a)(i).</p> <p>Motion: To recommend that the ECH Board recommend to the El Camino Healthcare District Board that it approves the Proposed Revised ECH Board Member Election and Re-Election Process (omitting the word "unanimously").</p> <p>Movant: Kalbach Second: Lai Ayes: Fung, Lai, Kalbach, Moran Noes: None Abstain: None Absent: Rebitzer Recused: None</p>	<i>approval</i>
7. COMPETENCY MATRIX SURVEY RESULTS & ECH BOARD MEMBER (NDBM) POSITION SPECIFICATION	<p>JoAnn McNutt of Nygren Consulting explained that the survey was the same as last year. She reported that areas with the lowest aggregate scores included finance and complex partnerships with clinicians.</p> <p>The Committee discussed how to rank the competencies for FY18 including considerations of 1) focusing on the areas with the lowest scores on the survey; 2) linking recruitment efforts with the strategic plan; 3) dynamics in the market that the Board is facing and will continue to face; 4) perspectives/skills that are transferrable from industries other than health care; and 5) changing priorities over time and year-to-year. The Committee also discussed how the number of competencies should stay limited to ensure that the list is meaningful.</p> <p>Mr. Kalbach commented that the CEO's competencies and strengths should be considered when evaluating Board competencies.</p> <p>The Committee noted that the highest-scoring competencies (3.5) and the lowest-scoring competencies (3.04) were not significantly differentiated.</p> <p>Following discussion, even though some of the other survey items received lower ratings, the Committee agreed that the Draft Revised ECH Board Member Position Description for FY18 should include the same five top priority competencies as FY17.</p>	<i>ECH Board Member Position Spec recommended for approval</i>
8. ANNUAL BOARD AND COMMITTEE SELF-	<p>Ms. McNutt recommended not repeating the same Board Assessment this year. Last year, the Board conducted only the Board and Board Chair Self-Assessment, and a decision was made to delay taking action on the results</p>	<i>FY18 Board and Committee</i>

<p>ASSESSMENT TOOL</p>	<p>until the new CEO was in place. She suggested conducting a brief, open-ended survey instead for FY18 and returning to the full-fledged survey in FY19.</p> <p>The Governance Committee discussed at length the value of conducting the full Board and Board Chair assessments this year and contributing factors including: 1) delayed action on last year's self-assessment results; 2) the addition of two new Board members; 3) an interim CEO and the hiring of a new CEO; and 4) the recent appointment of Board Chair Chen.</p> <p>Mr. Moran suggested that a short Board Chair Assessment be conducted to provide initial impressions of and feedback to Board Chair Chen. Ms. McNutt suggested an abbreviated Board Chair Assessment that would ask Board members, "what advice do you have for a new Board Chair?"</p> <p>The Committee noted that the enhanced FY18 Committee Assessment Tool developed by Nygren appropriately captured the areas it was interested in reviewing related to the effectiveness of the Advisory Committee structure.</p> <p>Motion: To recommend the Board conduct a regular bi-annual Committee Self-Assessment and an abbreviated Board and Board Chair Self-Assessment in FY18 with only a few open-ended questions.</p> <p>Movant: Kalbach Second: Lai Ayes: Fung, Lai, Kalbach, Moran Noes: None Abstain: None Absent: Rebitzer Recused: None</p> <p>The Committee discussed incorporating a measure into the Committee Assessment Tool to evaluate whether or not Committees are getting appropriate information from staff. Ms. Nygren suggested adding the question, "Is the Committee receiving the right information from management? If not, how can management improve?"</p> <p>Dan Woods, CEO, commented that it is important for him to work with staff to make sure materials are presented to the Board and Committees from a governance perspective rather than a management perspective. The Committee discusses the difficulty of agreeing to and managing the delineation between management and governance. Mr. Kalbach commented that it is the duty of the Board Chairs to guide conversation and make sure that the Board discusses issues of governance. The Committee discussed the need to facilitate conversations so that the Board and staff can work from the same definitions of "management" and "governance." Members suggested the Board use their retreat to work on this topic.</p>	<p><i>Self-Assessment Tools approved</i></p>
<p>9. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 6:50pm.</p> <p>Movant: Kalbach Second: Rebitzer Ayes: Fung, Lai, Kalbach, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p> <p>Ms. McNutt left the meeting.</p>	<p><i>Adjourned to closed session at 6:50pm.</i></p>
<p>10. AGENDA ITEM 12: RECONVENE</p>	<p>Open session was reconvened 6:51pm. Agenda items 9-11 were addressed in closed session. During the closed session, the Committee approved the</p>	

OPEN SESSION/ REPORT OUT	Minutes of the Closed Session of the Governance Committee Meeting (August 1, 2017) by a unanimous vote in favor of all members present (Fung, Kalbach, Lai, Moran, and Rebitzer).	
11. AGENDA ITEM 13: PACING PLAN	<p>Ms. Murphy explained that the Board of Managers of Silicon Valley Medical Development, LLC, an affiliate ECH, is developing defined Reserved Powers vis à vis the Hospital Board. The SVMD Board of Managers would like the Governance Committee to review the draft from legal counsel and make a recommendation to the Hospital Board. She noted that to expedite this process, it may involve moving the Committee's February meeting to January. She will confirm with SVMD what timing is required and will coordinate with the Committee accordingly.</p> <p>Motion: To approve the FY17 Pacing Plan.</p> <p>Movant: Kalbach Second: Lai Ayes: Fung, Lai, Kalbach, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	<i>Pacing Plan approved</i>
12. AGENDA ITEM 14: ROUND TABLE DISCUSSION	The Committee and staff expressed appreciation for the productive discussion at the meeting.	
13. AGENDA ITEM 15: ADJOURNMENT	<p>Motion: To adjourn at 7:04pm.</p> <p>Movant: Lai Second: Kalbach Ayes: Fung, Lai, Kalbach, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	<i>Meeting adjourned at 7:04pm.</i>

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


 Peter C. Fung, MD
 Chair, Governance Committee