

AGENDA

EXECUTIVE COMPENSATION COMMITTEE OF THE EL CAMINO HOSPITAL BOARD OF DIRECTORS

Wednesday, January 31, 2017 – 4:00pm

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

Julia Miller will be participating via teleconference from Apartamento 7-B Cangrejo 507 Oceanica, Panamá, República de Panamá.

PURPOSE: To assist the El Camino Hospital (ECH) Board of Directors (“Board”) in its responsibilities related to the Hospital’s executive compensation philosophy and policies. The Executive Compensation Committee shall advise the Board to meet all applicable legal and regulatory requirements as it relates to executive compensation.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Bob Miller, Chair		4:00-4:02pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Miller, Chair		4:02 – 4:03
3. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Bob Miller, Chair		information 4:03 – 4:06
4. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the Executive Compensation Committee Meeting (November 9, 2017) Information b. Progress Against FY18 Committee Goals c. Article of Interest	Bob Miller, Chair	<i>public comment</i>	motion required 4:06 – 4:07
5. REPORT ON BOARD ACTIONS	Cindy Murphy, Director of Governance Services; Bob Miller, Chair		information 4:07 – 4:10
6. REVIEW OF ECH EXECUTIVE COMPENSATION AND BENEFITS PROGRAM AND POLICIES a. Compensation Philosophy b. Base Salary Administration: Total Cash Positioning and Total Remuneration c. Incentive (Bonus) Plan Design Changes	Bob Miller, Chair; Stephen Pollack and Lisa Stella, Mercer	<i>public comment</i>	possible motion 4:10 – 5:00
7. ADJOURN TO CLOSED SESSION	Bob Miller, Chair		motion required 5:00 – 5:01
8. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Miller, Chair		5:01 – 5:02

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<p>9. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i></p> <p>Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the Executive Compensation Committee Meeting (November 9, 2017)</p>	Bob Miller, Chair		motion required 5:02 – 5:03
<p>10. <i>Gov't Code Sections 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> - Consider Delegation of Authority to Executive Compensation Committee</p>	Bob Miller, Chair; Mitch Olejko, Buchalter		discussion 5:03 – 5:33
<p>11. <i>Gov't Code Sections 54957 and 54957.6 for report and discussion on personnel matters:</i> - FY18 Base Salary: CIO</p>	Dan Woods, CEO		discussion 5:33 – 5:43
<p>12. ADJOURN TO OPEN SESSION</p>	Bob Miller, Chair		motion required 5:43 – 5:44
<p>13. RECONVENE OPEN SESSION/ REPORT OUT</p> <p>To report any required disclosures regarding permissible actions taken during Closed Session.</p>	Bob Miller, Chair		5:44 – 5:45
<p>14. CONSIDER DELEGATION OF AUTHORITY TO EXECUTIVE COMPENSATION COMMITTEE</p>	Bob Miller, Chair; Mitch Olejko, Buchalter	<i>public comment</i>	possible motion 5:45 – 5:47
<p>15. FY18 BASE SALARY: CIO</p>	Bob Miller, Chair		possible motion 5:47 – 5:49
<p>16. FY18 COMMITTEE PACING PLAN</p>	Bob Miller, Chair		discussion 5:49 – 5:52
<p>17. CLOSING COMMENTS</p>	Bob Miller, Chair		discussion 5:52 – 5:54
<p>18. ADJOURNMENT</p>	Bob Miller, Chair		motion required 5:54 – 5:55pm

Upcoming Meetings

- March 22, 2018
- May 24, 2018

Board/Committee Educational Gatherings

- April 25, 2018