

## AGENDA

### EXECUTIVE COMPENSATION COMMITTEE OF THE EL CAMINO HOSPITAL BOARD OF DIRECTORS

**Thursday, May 24, 2018 – 3:30pm**

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

**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
<b>1. CALL TO ORDER/ROLL CALL</b>	Bob Miller, Chair		<b>3:30-3:32pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Bob Miller, Chair		<b>3:32 – 3:33</b>
<b>3. PUBLIC COMMUNICATION</b> 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		<b>information</b> <b>3:33 – 3:36</b>
<b>4. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> <b>Approval</b> a. Minutes of the Open Session of the Executive Compensation Committee Meeting (March 22, 2018) <b>Information</b> b. Progress Against FY18 Committee Goals c. Article of Interest d. Report on Educational Activity	Bob Miller, Chair	<i>public comment</i>	<b>motion required</b> <b>3:36 – 3:37</b>
<b>5. REPORT ON BOARD ACTIONS</b>	Bob Miller, Chair		<b>information</b> <b>3:37 – 3:40</b>
<b>6. PROCESS FOR ANNUAL CEO PERFORMANCE EVALUATION</b>	Bruce Barge, Mercer		<b>information</b> <b>3:40 – 4:00</b>
<b>7. DRAFT REVISED EXECUTIVE COMPENSATION POLICIES AND COMMITTEE CHARTER</b>	Julie Johnston, Director, Total Rewards; Mitch Olejko, Buchalter	<i>public comment</i>	<b>possible motion(s)</b> <b>4:00 – 4:10</b>
<b>8. FY19 ORGANIZATIONAL GOALS</b>	Dan Woods, CEO; Cheryl Reinking, RN, CNO; Kathryn Fisk, CHRO; Mark Adams, MD, Interim CMO	<i>public comment</i>	<b>possible motion</b> <b>4:10 – 4:30</b>
<b>9. ADJOURN TO CLOSED SESSION</b>	Bob Miller, Chair		<b>motion required</b> <b>4:30 – 4:31</b>
<b>10. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Bob Miller, Chair		<b>4:31 – 4:32</b>

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<p><b>11. CONSENT CALENDAR</b>  <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i></p> <p><b>Approval</b>  <i>Gov't Code Section 54957.2:</i></p> <p>a. Minutes of the Closed Session of the Executive Compensation Committee Meeting (March 22, 2018)</p>	Bob Miller, Chair		<b>motion required</b> <b>4:32 – 4:33</b>
<p><b>12.</b> <i>Gov't Code Sections 54957 and 54957.6 for report and discussion on personnel matters:</i></p> <ul style="list-style-type: none"> <li>- Market Review</li> </ul>	Stephen Pollack and Lisa Stella, Mercer		<b>discussion</b> <b>4:33 – 5:03</b>
<p><b>13.</b> <i>Gov't Code Section 54957.6 for a conference with labor negotiator Dan Woods:</i></p> <ul style="list-style-type: none"> <li>- Proposed FY19 Executive Salary Ranges</li> </ul>	Dan Woods, CEO		<b>discussion</b> <b>5:03 – 5:13</b>
<p><b>14.</b> <i>Gov't Code Section 54957.6 for a conference with labor negotiator Dan Woods:</i></p> <ul style="list-style-type: none"> <li>- Proposed FY19 Executive Base Salaries</li> </ul>	Dan Woods, CEO		<b>discussion</b> <b>5:13 – 5:28</b>
<p><b>15.</b> <i>Health &amp; Safety Code 32016(b) for a report and discussion involving health care facility trade secrets; Gov't Code Section 54957.6 for a conference with labor negotiator Dan Woods:</i></p> <ul style="list-style-type: none"> <li>- Proposed FY19 Individual Executive Incentive Goals</li> </ul>	Dan Woods, CEO		<b>possible motion</b> <b>5:28 – 5:48</b>
<p><b>16.</b> <i>Gov't Code Section 54957.6 for a conference with labor negotiator Dan Woods:</i></p> <ul style="list-style-type: none"> <li>- Proposed FY19 CHRO Salary Range and Base Salary</li> </ul>	Dan Woods, CEO		<b>discussion</b> <b>5:48 – 5:53</b>
<p><b>17.</b> <i>Health &amp; Safety Code 32016(b) for a report and discussion involving health care facility trade secrets; Gov't Code Section 54957.6 for a conference with labor negotiator Dan Woods:</i></p> <ul style="list-style-type: none"> <li>- Proposed FY19 CHRO Incentive Goals</li> </ul>	Dan Woods, CEO		<b>possible motion</b> <b>5:53 – 5:58</b>
<p><b>18.</b> <i>Gov't Code Section 54957.6 for a conference with labor negotiator Bob Miller:</i></p> <ul style="list-style-type: none"> <li>- Proposed FY19 CEO Salary Range and Base Salary</li> </ul>	Stephen Pollack and Lisa Stella, Mercer		<b>discussion</b> <b>5:58 – 6:03</b>
<p><b>19. ADJOURN TO OPEN SESSION</b></p>	Bob Miller, Chair		<b>motion required</b> <b>6:03 – 6:04</b>
<p><b>20. RECONVENE OPEN SESSION/ REPORT OUT</b></p> <p>To report any required disclosures regarding permissible actions taken during Closed Session.</p>	Bob Miller, Chair		<b>6:04 – 6:05</b>
<p><b>21. PROPOSED FY19 EXECUTIVE SALARY RANGES</b></p>	Dan Woods, CEO	<i>public comment</i>	<b>possible motion</b> <b>6:05 – 6:07</b>
<p><b>22. PROPOSED FY19 EXECUTIVE BASE SALARIES</b></p>	Dan Woods, CEO	<i>public comment</i>	<b>possible motion</b> <b>6:07 – 6:09</b>

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>23. PROPOSED FY19 CHRO SALARY RANGE AND BASE SALARY</b>	Dan Woods, CEO	<i>public comment</i>	<b>possible motion 6:09 – 6:11</b>
<b>24. PROPOSED FY19 CEO SALARY RANGE AND BASE SALARY</b>	Bob Miller, Chair	<i>public comment</i>	<b>possible motion 6:11 – 6:13</b>
<b>25. FY19 COMMITTEE GOALS</b>	Kathryn Fisk, CHRO	<i>public comment</i>	<b>possible motion 6:13 – 6:15</b>
<b>26. FY19 PACING PLAN</b>	Bob Miller, Chair	<i>public comment</i>	<b>possible motion 6:15 – 6:17</b>
<b>27. APPOINTMENT OF AD HOC COMMITTEE</b>	Bob Miller, Chair	<i>public comment</i>	<b>possible motion 6:17 – 6:22</b>
<b>28. CLOSING COMMENTS</b>	Bob Miller, Chair		<b>discussion 6:22 – 6:24</b>
<b>29. ADJOURNMENT</b>	Bob Miller, Chair	<i>public comment</i>	<b>motion required 6:24 – 6:25pm</b>

**Upcoming Meetings** (pending Board approval)

- September 20, 2018
- November 8, 2018
- March 28, 2019
- May 23, 2019

**Board/Committee Educational Gatherings** (pending Board approval)

- October 24, 2018
- April 24, 2019