

## AGENDA

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

**Thursday, September 20, 2018 – 4:00pm**

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>4:00-4:02pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Bob Miller, Chair		<b>4:02 – 4:03</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 4:03 – 4:06</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 (May 24, 2018)  <b>Information</b> b. Article of Interest	Bob Miller, Chair	<i>public comment</i>	<b>motion required 4:06 – 4:07</b>
<b>5. REPORT ON BOARD ACTIONS</b>	Bob Miller, Chair		<b>information 4:07 – 4:10</b>
<b>6. FY18 ORGANIZATIONAL SCORE</b>	Dan Woods, CEO		<b>discussion 4:10 – 4:20</b>
<b>7. AD HOC COMMITTEE REPORT</b>	Teri Eyre and Jaison Layney, Ad Hoc Committee Members	<i>public comment</i>	<b>possible motion 4:20 – 4:45</b>
<b>8. FY18 CEO EVALUATION PROCESS REVIEW</b>	Bob Miller, Chair		<b>discussion 4:45 – 4:55</b>
<b>9. EXECUTIVE BENEFIT PLAN POLICY</b>	Kathryn Fisk, CHRO	<i>public comment</i>	<b>possible motion 4:55 – 5:05</b>
<b>10. ADJOURN TO CLOSED SESSION</b>	Bob Miller, Chair		<b>motion required 5:05 – 5:06</b>
<b>11. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Bob Miller, Chair		<b>5:06 – 5:07</b>

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<p><b>12. 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>                      a. Minutes of the Closed Session of the Executive Compensation Committee Meeting (May 24, 2018)</p> <p><b>Information</b>  <i>Gov't Code Section 54957.6 for a conference with labor negotiator Dan Woods:</i>                      b. FY19 CMO Base Salary</p>	Bob Miller, Chair		<b>motion required</b> <b>5:07 – 5:08</b>
<p><b>13.</b> <i>Health &amp; Safety Code 32016(b)</i> for a report and discussion involving health care facility trade secrets; <i>Gov't Code Section 54957.6</i> for a conference with labor negotiator Dan Woods:                      - Proposed FY19 CMO Incentive Goals</p>	Dan Woods, CEO		<b>motion required</b> <b>5:08 – 5:13</b>
<p><b>14.</b> <i>Gov't Code Section 54957.6</i> for a conference with labor negotiator Dan Woods:                      - Proposed FY19 COO Base Salary</p>	Dan Woods, CEO		<b>discussion</b> <b>5:13 – 5:18</b>
<p><b>15.</b> <i>Health &amp; Safety Code 32016(b)</i> for a report and discussion involving health care facility trade secrets; <i>Gov't Code Section 54957.6</i> for a conference with labor negotiator Dan Woods:                      - Proposed FY18 Individual Executive Incentive Goal Scores</p>	Dan Woods, CEO		<b>motion required</b> <b>5:18 – 5:38</b>
<p><b>16.</b> <i>Gov't Code Section 54957.6</i> for a conference with labor negotiator Dan Woods:                      - Proposed FY18 Individual Executive Incentive Plan Payouts</p>	Dan Woods, CEO		<b>discussion</b> <b>5:38 – 5:43</b>
<p><b>17.</b> <i>Health &amp; Safety Code 32016(b)</i> for a report and discussion involving health care facility trade secrets; <i>Gov't Code Section 54957.6</i> for a conference with labor negotiator Dan Woods:                      - Proposed FY18 CHRO Incentive Goal Scores</p>	Dan Woods, CEO		<b>motion required</b> <b>5:43 – 5:48</b>
<p><b>18.</b> <i>Gov't Code Section 54957.6</i> for a conference with labor negotiator Dan Woods:                      - Proposed FY18 CHRO Incentive Plan Payout</p>	Dan Woods, CEO		<b>discussion</b> <b>5:48 – 5:52</b>
<p><b>19. ADJOURN TO OPEN SESSION</b></p>	Bob Miller, Chair		<b>motion required</b> <b>5:52 – 5:53</b>
<p><b>20. RECONVENE OPEN SESSION/                  REPORT OUT</b>                  To report any required disclosures regarding permissible actions taken during Closed Session.</p>	Bob Miller, Chair		<b>5:53 – 5:54</b>

<b>AGENDA ITEM</b>	<b>PRESENTED BY</b>		<b>ESTIMATED TIMES</b>
<b>21. FY19 COO BASE SALARY</b>	Dan Woods, CEO	<i>public comment</i>	<b>possible motion 5:54 – 5:55</b>
<b>22. FY18 INDIVIDUAL EXECUTIVE INCENTIVE PAYOUT AMOUNTS</b>	Dan Woods, CEO	<i>public comment</i>	<b>possible motion 5:55 – 5:56</b>
<b>23. FY19 PACING PLAN</b>	Bob Miller, Chair		<b>discussion 5:56 – 5:58</b>
<b>24. CLOSING COMMENTS</b>	Bob Miller, Chair		<b>discussion 5:58 – 5:59</b>
<b>25. ADJOURNMENT</b>	Bob Miller, Chair	<i>public comment</i>	<b>motion required 5:59 – 6:00pm</b>

**Upcoming Meetings:** November 8, 2018 | March 28, 2019 | May 23, 2019

**Educational Gatherings:** October 24, 2018 | April 24, 2019