

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, April 3, 2018 – 5:30pm

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

PURPOSE: To advise and assist the El Camino Hospital (ECH) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, i.e., the nomination and appointment/ reappointment process. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Gary Kalbach, Vice Chair		5:30 – 5:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Gary Kalbach, Vice Chair		5:32 – 5:33
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	Gary Kalbach, Vice Chair		information 5:33 – 5:36
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 Governance Committee Meeting (February 6, 2018) b. Proposed FY19 Governance Committee Meeting Dates c. Draft Revised ECH Bylaws Section 5.1 and 5.2 d. Draft Revised Process for Election and Re-Election of NDBMs to the ECH Board Information e. Progress Against FY18 Committee Goals f. Article of Interest	Gary Kalbach, Vice Chair	<i>public comment</i>	motion required 5:36 – 5:38
5. REPORT ON BOARD ACTIONS	Gary Kalbach, Vice Chair		information 5:38 – 5:43
6. DELEGATION OF AUTHORITY TO BOARD ADVISORY COMMITTEES	Gary Kalbach, Vice Chair	<i>public comment</i>	possible motion 5:43 – 6:03
7. ADJOURN TO CLOSED SESSION	Gary Kalbach, Vice Chair		motion required 6:03 – 6:04
8. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Gary Kalbach, Vice Chair		6:04 – 6:05

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
9. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the Governance Committee Meeting (February 6, 2018)	Gary Kalbach, Vice Chair		motion required 6:05 – 6:06
10. <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters – Senior Management: - Board Governance/Management Relationships and Effectiveness	Gary Kalbach, Vice Chair; Dan Woods, CEO		discussion 6:06 – 6:21
11. ADJOURN TO OPEN SESSION	Gary Kalbach, Vice Chair		motion required 6:21 – 6:22
12. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Gary Kalbach, Vice Chair		6:22 – 6:23
13. PROPOSED PROTOCOL FOR BOARD COMMUNICATION WITH STAFF	Dan Woods, CEO	<i>public comment</i>	possible motion 6:23 – 6:43
14. PROPOSED FY19 BOARD GOALS	Dan Woods, CEO	<i>public comment</i>	possible motion 6:43 – 7:03
15. BIENNIAL REVIEW OF GOVERNANCE COMMITTEE CHARTER	Gary Kalbach, Vice Chair	<i>public comment</i>	possible motion 7:03 – 7:13
16. FY19 GOVERNANCE COMMITTEE GOALS	Gary Kalbach, Vice Chair	<i>public comment</i>	possible motion 7:13 – 7:28
17. FY18 COMMITTEE PACING PLAN	Gary Kalbach, Vice Chair	<i>public comment</i>	possible motion 7:28 – 7:30
18. ROUND TABLE DISCUSSION	Gary Kalbach, Vice Chair		discussion 7:30 – 7:34
19. ADJOURNMENT	Gary Kalbach, Vice Chair	<i>public comment</i>	motion required 7:34 – 7:35pm

Upcoming Meetings

- June 5, 2018

Board/Committee Educational Gatherings

- April 25, 2018