

## AGENDA

### GOVERNANCE COMMITTEE OF THE EL CAMINO HOSPITAL BOARD OF DIRECTORS

**Tuesday, August 7, 2018 – 5:30pm**

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

Pete Moran will be participating via teleconference from 50 Nohea Kai Dr., Unit 502 Lahaina, HI 96761.

**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
<b>1. CALL TO ORDER/ROLL CALL</b>	Peter C. Fung, MD, Chair		<b>5:30 – 5:32pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Peter C. Fung, MD, Chair		<b>5:32 – 5:33</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	Peter C. Fung, MD, Chair		<b>information 5:33 – 5:36</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. <a href="#">Minutes of the Open Session of the Governance Committee Meeting (June 5, 2018)</a> <b>Information</b> b. <a href="#">Article of Interest</a>	Peter C. Fung, MD, Chair	<i>public comment</i>	<b>motion required 5:36 – 5:38</b>
<b>5. REPORT ON BOARD ACTIONS</b> <a href="#">ATTACHMENT 5</a>	Peter C. Fung, MD, Chair		<b>information 5:38 – 5:43</b>
<b>6. FY19/20 HOSPITAL BOARD COMPETENCIES</b> <a href="#">ATTACHMENT 6</a>	Dan Woods, CEO	<i>public comment</i>	<b>possible motion 5:43 – 6:03</b>
<b>7. BOARD ORIENTATION PROGRAM</b> <a href="#">ATTACHMENT 7</a>	Dan Woods, CEO	<i>public comment</i>	<b>possible motion 6:03 – 6:18</b>
<b>8. BOARD AGENDA AND PACKET REVIEW</b> <a href="#">ATTACHMENT 8</a>	Erica Osborne, Via Healthcare Consulting		<b>discussion 6:18 – 6:43</b>
<b>9. FY19 BOARD GOAL ACHIEVEMENT PLAN</b> <a href="#">ATTACHMENT 9</a>	Dan Woods, CEO	<i>public comment</i>	<b>possible motion 6:43 – 6:58</b>
<b>10. FY19 BOARD EDUCATION PLAN</b> <a href="#">ATTACHMENT 10</a>	Dan Woods, CEO	<i>public comment</i>	<b>possible motion 6:58 – 7:18</b>
<b>11. ADJOURN TO CLOSED SESSION</b>	Peter C. Fung, MD, Chair		<b>motion required 7:18 – 7:19</b>

A copy of the agenda for the Regular Committee Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at (650) 988-7504 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>12. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Peter C. Fung, MD, Chair		<b>7:19 – 7:20</b>
<b>13. 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> <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the Governance Committee Meeting (June 5, 2018)	Peter C. Fung, MD, Chair		<b>motion required</b> <b>7:20 – 7:21</b>
<b>14. ADJOURN TO OPEN SESSION</b>	Peter C. Fung, MD, Chair		<b>motion required</b> <b>7:20 – 7:21</b>
<b>15. RECONVENE OPEN SESSION/ REPORT OUT</b>  To report any required disclosures regarding permissible actions taken during Closed Session.	Peter C. Fung, MD, Chair		<b>7:21 – 7:22</b>
<b>16. FY19 COMMITTEE PACING PLAN</b> <a href="#"><u>ATTACHMENT 16</u></a>	Peter C. Fung, MD, Chair		<b>discussion</b> <b>7:22 – 7:24</b>
<b>17. ROUND TABLE DISCUSSION</b> <a href="#"><u>ATTACHMENT 17</u></a>	Peter C. Fung, MD, Chair		<b>discussion</b> <b>7:24 – 7:29</b>
<b>18. ADJOURNMENT</b>	Peter C. Fung, MD, Chair	<i>public comment</i>	<b>motion required</b> <b>7:29 – 7:30pm</b>

#### Upcoming Meetings

- October 2, 2018
- February 5, 2019
- April 2, 2019
- June 4, 2019

#### Board/Committee Educational Gatherings

- October 24, 2019
- April 24, 2019



**Minutes of the Open Session of the  
Governance Committee  
Tuesday, June 5, 2018**

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

**Members Present**

**Peter C. Fung, MD, Chair**  
**Gary Kalbach, Vice Chair**  
**Christina Lai**  
**Peter Moran**  
**Bob Rebitzer**

**Members Absent**

None

Agenda Item	Comments/Discussion	Approvals/ Action
<b>1. CALL TO ORDER/ ROLL CALL</b>	The open session meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:30pm by Chair Fung. A silent roll call was taken. Ms. Christina Lai arrived at 5:31pm during Agenda Item 4: Consent Calendar. Mr. Bob Rebitzer arrived at 5:36pm during Agenda Item 6: Advisory Committee Progress Against FY18 Goals. All other Committee members were present at roll call.	
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Fung asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
<b>3. PUBLIC COMMUNICATION</b>	None.	
<b>4. CONSENT CALENDAR</b>	<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>Chair Fung thanked the Committee members for their continued service.</p> <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (April 3, 2018); Proposed FY19 Board and Committee Meeting Calendar; Proposed FY19 Committee Chair and Committee Assignments; and for information: Report on ECH Board Self-Assessment Provided to the District Board and Articles of Interest.</p> <p><b>Movant:</b> Moran <b>Second:</b> Kalbach <b>Ayes:</b> Fung, Lai, Kalbach, Moran <b>Noes:</b> None <b>Abstain:</b> None <b>Absent:</b> Rebitzer <b>Recused:</b> None</p>	<b><i>Consent Calendar approved</i></b>
<b>5. REPORT ON BOARD ACTIONS</b>	Chair Fung referred to the written report in the packet, highlighting the Hospital Board’s approval of the delegation of authority to the Executive Compensation Committee and the District Board’s appointment of an Ad Hoc Committee on which Ms. Lai serves as an advisor.	
<b>6. ADVISORY COMMITTEE PROGRESS AGAINST FY18 GOALS</b>	<p>Dan Woods, CEO reported that the Committees are on track to achieve their FY18 goals as further detailed in the packet.</p> <p>There were no questions or comments from the Committee.</p>	
<b>7. ANNUAL ECH BOARD AND</b>	JoAnn McNutt of Nygren Consulting described the abbreviated, high level review conducted in this year’s assessment, noting that the Board continues	

<p><b>BOARD CHAIR ASSESSMENT</b></p>	<p>to make progress. She explained that the opportunities for improvement remain the same as prior years: keeping the Board at a strategic/governance level rather than getting into management/operational-level detail. The Committee and staff discussed ways to address this concern: 1) the Board Chair course correcting “real time” during meetings; 2) involving the CEO in concert with the Board Chair (if appropriate); 3) reducing the level of operational detail in the materials provided to the Board to focus discussion; 4) Board members holding each other accountable; and 5) evaluating processes and discussions with a short conversation or survey following each Board meeting.</p> <p>Staff noted that the Board materials review is scheduled for the Committee’s August meeting.</p> <p>Ms. McNutt also reviewed the abbreviated FY18 Board Chair Assessment highlighting opportunities for improvement, and emphasizing that there must be alignment with the Board Chair regarding the definitions of governance versus management.</p> <p>Ms. McNutt commented that to see the fastest change the Governance Committee and the Board should work on improving the meeting materials and the culture simultaneously.</p>	
<p><b>8. ADVISORY COMMITTEE CHARTER REVIEW</b></p>	<p>Mr. Woods reported that the following Committees requested changes to their charters: Compliance (name change, fleshed out responsibilities related to IT Security), Executive Compensation (delegation of authority), and Governance Committee (adopting, rather than recommending an orientation program).</p> <p><b>Motion:</b> To recommend that the Board approve the proposed changes to the Compliance, Executive Compensation, and Governance Committee Charters.</p> <p><b>Movant:</b> Kalbach <b>Second:</b> Moran <b>Ayes:</b> Fung, Lai, Kalbach, Moran, Rebitzer <b>Noes:</b> None <b>Abstain:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	<p><i>Charters recommended for approval</i></p>
<p><b>9. PROPOSED FY19 BOARD GOALS</b></p>	<p>Mr. Woods described the process of Proposed FY19 Board Goal development from verbatim Board comments at the Board Retreat through themes to the proposed goals in the packet. He emphasized the need for a coaching/collaborative mentality between Board members and members of the executive team.</p> <p>The Committee discussed reducing the volume of Board materials and including supplemental information beyond the 50-page proposed limit in an optional appendix. Ms. McNutt suggested developing and using one-page dashboards for each Committee.</p> <p>Chair Fung suggested making materials available to the Board more than 1 week ahead of the meeting. Cindy Murphy, Director of Governance Services, described the process of putting together Board materials and the cadence of meetings, noting that it would not be feasible to provide fresh materials to the Board any earlier. She also described the re-engagement of Via Healthcare Consulting to work with the executive team on materials and presentations. Ms. Murphy proposed that Via Healthcare Consulting come to the Committee’s August meeting to discuss their work and help the</p>	<p><i>FY19 Board Goals recommended for approval</i></p>

	<p>Committee make recommendations regarding Board materials.</p> <p>The Committee discussed potentially reducing the number of Board meetings. Ms. McNutt commented that if a Board is meeting monthly, it is much more likely they are veering into management work rather than working at the governance level.</p> <p>Chair Fung requested Committee dashboard samples. Ms. McNutt suggested an exercise for identifying the top 3-5 governance areas of interest.</p> <p>The Committee discussed the opportunity for Board education regarding what it means for the Board to be exercising oversight. Committee members suggested training about the kinds of questions to be asking in various areas and issues the Board should be reviewing.</p> <p><b>Motion:</b> To recommend that the Board approve the proposed FY19 Board Goals.</p> <p><b>Movant:</b> Kalbach <b>Second:</b> Fung</p> <p><b>Friendly Amendment (Moran):</b> To add a fifth proposed tactic to Goal #1: “Create a governance coaching program for the Board.”</p> <p>The Committee discussed engaging a third party for this work and how the education would be both at the group and individual level, and requested that the goal language remain broad to cover both.</p> <p><b>Ayes:</b> Fung, Lai, Kalbach, Moran, Rebitzer <b>Noes:</b> None <b>Abstain:</b> None <b>Absent:</b> None <b>Recused:</b> None</p> <p>Ms. McNutt left the meeting at 6:23pm.</p>	
<b>10. PROPOSED FY19 GOVERNANCE COMMITTEE GOALS</b>	<p>Chair Fung requested and the Committee agreed to revise the first metric for Goal #1 to read, “Recommendation for high-priority <b>Hospital</b> Board member competencies made to Hospital and District Board.”</p> <p><b>Motion:</b> To recommend that the Board approve the proposed FY19 Governance Committee Goals, amended as noted above.</p> <p><b>Movant:</b> Kalbach <b>Second:</b> Moran <b>Ayes:</b> Fung, Lai, Kalbach, Moran, Rebitzer <b>Noes:</b> None <b>Abstain:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	<i><b>FY19 Governance Committee goals recommended for approval</b></i>
<b>11. PROPOSED FY19 ADVISORY COMMITTEE GOALS</b>	<p>Ms. Murphy noted that the Quality Committee made additional changes to its Charter at its June 4, 2018 meeting, including: 1) omitting reference to the Greeley recommendations, which have already been implemented and 2) adding oversight of LEAN activities and cultural transformation work.</p> <p><b>Motion:</b> To recommend that the Board approve the proposed FY19 Compliance, Executive Compensation, Finance, Investment, and Quality Committee Goals.</p> <p><b>Movant:</b> Kalbach <b>Second:</b> Fung <b>Ayes:</b> Fung, Lai, Kalbach, Moran, Rebitzer</p>	<i><b>FY19 Advisory Committee goals recommended for approval</b></i>

	<p><b>Noes:</b> None  <b>Abstain:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<p><b>12. ASSESSING EFFECTIVENESS OF THE EL CAMINO HEALTHCARE DISTRICT BOARD RESTRUCTURING PLAN</b></p>	<p>Chair Fung noted that the Board's expansion was favorably received, highlighting the commentary in the Board's 2018 Self-Assessment.</p> <p>The Committee discussed the dynamics between the 5 publicly-elected Board members and the 5 appointed Board members, noting that on most issues, the full Board reaches agreement. Mr. Rebitzer commented that the areas where he has seen the most disagreement between Board members revolve around executive compensation..</p> <p>Ms. Murphy commented that adding two more Board members has prolonged the length of Board discussions, but Chair Chen and Vice Chair Zoglin work to run meetings as efficiently as possible.</p> <p>The Committee and staff discussed the effect of eliminating the CEO seat on the Board. The Committee discussed the possible timing of revisiting this issue requested information on benchmarks and best practice for CEO service on Boards when the topic is discussed again.</p>	
<p><b>13. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 6:40pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Governance Committee Meeting (April 3, 2018).</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Lai  <b>Ayes:</b> Fung, Lai, Kalbach, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>Adjourned to closed session at 6:40pm.</i></p>
<p><b>14. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>Open session was reconvened at 6:41pm. Agenda items 14-16 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (April 3, 2018) by a unanimous vote in favor of all members present (Fung, Kalbach, Lai, Moran, and Rebitzer).</p>	
<p><b>15. AGENDA ITEM 18: FY19 COMMITTEE PACING PLAN</b></p>	<p>The Committee requested that a discussion about CEO service on Boards be paced for February 2019 meeting.</p> <p>Ms. Murphy noted that 1) the details regarding the specific tactics for achieving the Board Goals can be fleshed out after the Board finalizes and approves them at their June 13, 2018 meeting; 2) Via Healthcare Consulting will come to the Committee's August meeting; and 3) the revised Compensation and Reimbursement and Education Policies will be brought for review to better reflect escalating prices for travel and education.</p> <p><b>Motion:</b> To approve the FY19 Pacing Plan with the changes noted above.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Lai  <b>Ayes:</b> Fung, Lai, Kalbach, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstain:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>FY19 Pacing Plan approved</i></p>

<b>16. AGENDA ITEM 18: ROUND TABLE DISCUSSION</b>	The Committee reviewed the meeting, highlighting the Articles of Interest, the efficient, professional discussion, and the unique and diverse comments from each Committee member.	
<b>17. AGENDA ITEM 19: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 6:52pm. <b>Movant:</b> Kalbach <b>Second:</b> Moran <b>Ayes:</b> Fung, Lai, Kalbach, Moran, Rebitzer <b>Noes:</b> None <b>Abstain:</b> None <b>Absent:</b> None <b>Recused:</b> None	<i>Meeting adjourned at 6:52pm.</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



A SERVICE OF  
**nrc**  
HEALTH

**E-Briefings**

Volume 15, No. 3, May 2018

## Welcome to The Governance Institute's E-Briefings!

This newsletter is designed to inform you about new research and expert opinions in the area of hospital and health system governance, as well as to update you on services and events at The Governance Institute.

### In this issue:

The Governance Challenge in Hospital Turnaround and Transformation  
Culture Alignment, High-Performing Healthcare Organizations, and the Role of the Governing Board  
*Part Two: Setting a Culture of High Performance and the Responsibility of Governing Boards*  
Board Lessons from Recent Non-Profit Scandals

## The Governance Challenge in Hospital Turnaround and Transformation

By Jeff Goldsmith and Scott Ransom, M.D., *Navigant*

Hospitals and health systems large and small are experiencing sudden operational headwinds that pose significant threats to their organizations.<sup>1</sup> In confronting these challenges, governing boards face a major leadership dilemma. It may be that the task of a turnaround and significant strategic transformation requires a leadership change. In some circumstances, a different type of CEO may be required to turn the organization around and lead change than the one who can incrementally grow and improve the stabilized enterprise. Confronting this dilemma will require boards to rethink the organization's leadership strategy as well as their governance model.

### Stopping the Bleeding and Leading Strategic Transformation

Before hospital enterprises can address their market's current challenges, they must stop major bleeding and accomplish clinical and management leadership transitions. This often requires setting stringent short-term (60–90 day) performance improvement goals, as well as arranging the departure of established clinical and operating senior managers who stand in the way of longer-term success.

<sup>1</sup> Jeff Goldsmith, "How U.S. Hospitals and Health Systems Can Reverse Their Sliding Financial Performance," *Harvard Business Review*, October 5, 2017.

### Key Board Takeaways

Boards of hospitals and health systems considering a turnaround or transformation should ask the following questions:

1. Does your organization have expectations to change net income greater than 5 percent or lead a significant transformation?
2. Does the current CEO have the expertise and mind-set to lead your organization's turnaround or transformation?
3. Does the organization's senior management team have the expertise and mind-set to support the turnaround or transformation?
4. Did the current CEO or senior management team realize the troubled situation requiring a turnaround?
5. Does management have specific and actionable 30–90 days goals, strategies, and tactics to begin the transformational journey?
6. Has the board agreed upon the requirements and priorities for the transformational CEO?
7. Is the board ready to support the CEO and management team through the expected conflict and other challenges associated with transformation?



Boards have at least three choices for how to bring about this transformational leadership:

1. Initiate a formal search for a turnaround CEO, recognizing that this will likely be a one-to-three-year appointment due to significant short-term conflicts and strained relationships resulting from the turnaround process.
2. Hire an interim CEO to do the difficult turnaround and transformational work while simultaneously recruiting a permanent long-term CEO through the traditional search process.
3. Hire a turnaround firm or professionals with a strong transformation portfolio to drive organizational change that reports to the board while simultaneously recruiting the permanent CEO.

Options one and two will often require external assistance to analyze performance data, and help create performance targets and a dashboard to enable the board to evaluate progress and aggressively implement the strategy.

### **Leadership Requirements for the Task at Hand**

Arresting sudden operating losses typically require a CEO with a thick hide, tolerance for interpersonal conflict, and the tenacity to break through organizational barriers that stand in the way of improved performance. It is rare that the senior team that led the organization into trouble can be counted upon to right the ship and steer it in a sustainable direction. Thus, the turnaround CEO may, in this process, need to part company with long-time senior clinical chiefs and managers. These actions involve incurring political costs, which can burden this CEO in building relationships for the longer term.

Having stabilized the organization financially, the turnaround CEO can then turn his or her attention to whether the market supports the organization's strategic priorities, or whether it needs to reposition itself in payer or physician marketplaces. With the turnaround CEO's help, the board should also evaluate new service offerings and organizational assets (e.g., hospitals, physician practices, IT, long-term care facilities, etc.) to determine if they merit continued investment. Finally, the board should reassess capital spending plans, including IT procurement and implementation plans to ensure that they are sustainable and are likely to generate an adequate return.

Achieving positive financial results, clarifying the organization's strategic direction, and pruning back

operational deadwood carries political costs, which may ultimately handicap the turnaround CEO from leading the organization longer term. The board can cushion some of the blow by formally establishing their expectation that the "change maker" CEO is in place for at most one to three years, at which time they will seek to fill the job with a longer-term CEO who can consolidate gains made in the turnaround. People from clinical, operations, or administration positions who are promoted into senior management to support the turnaround and repositioning can be evaluated for their fitness for permanent appointment, or even promotion based upon exemplary performance.

### **Growth from a Sustainable Platform**

Having achieved defined performance goals and righted the ship, the board may then launch a search for a permanent CEO who can consolidate the short-term performance gains and move the organization toward sustainability and growth. This new leader would start with a clean slate, and a longer time horizon. This may well be the time for the board to consider a generational change, appointing a leader that could conceivably head the organization for 10 or even 20 years.

This CEO might well have a different personality and leadership style than the short-term turnaround leader being replaced. They should be relationship-oriented and have a collaborative leadership style with an eye to long-term success. The new CEO should also be an effective recruiter that can articulate a compelling long-term vision for the organization and attract talented senior leaders and clinicians committed to that vision.

### **Board Challenges in the Turnaround Process**

Board awareness of the stresses in this process can be useful in supporting the turnaround process. To help ease challenges, boards must:

1. Be unified in defining the turnaround and transformational challenge. Strong board leadership is required to ensure that support for non-incremental improvement is provided for the turnaround CEO including weathering the inevitable conflicts.
2. Reach consensus around the type of leader(s) they want, and be prepared to back them in the tasks needed.
3. Have a dashboard and performance metrics to evaluate the leader's performance and hold the CEO accountable for meeting expected outcomes.

4. Be prepared for pushback from the organization's multiple publics (clinical staff and faculty, employees, vendors and contractors, community leaders, donors, shareholders, press, and payers) and have a consistent messaging and communications strategy to present to the media and key stakeholders.

Guiding an organization through turnaround and significant transformation is one of the most stringent tests of a healthcare organization's governance. Understanding the magnitude of changes required is the key to evaluating whether one CEO can accomplish all that needs to be done, or whether the job should be split between two people with very different qualities and backgrounds.

*The Governance Institute thanks Jeff Goldsmith, National Advisor, and Scott Ransom, M.D., Managing Director, at Navigant for contributing this article. They can be reached at [dr.scott.ransom@gmail.com](mailto:dr.scott.ransom@gmail.com) and [tcoyote@msn.com](mailto:tcoyote@msn.com).*





A SERVICE OF  
**nrc**  
HEALTH

**E-Briefings**

Volume 14, No. 4, July 2017

## Welcome to The Governance Institute's E-Briefings!

This newsletter is designed to inform you about new research and expert opinions in the area of hospital and health system governance, as well as to update you on services and events at The Governance Institute.

### In this issue:

The Imperative for Disruptive Leadership in the Boardroom

2018 Alert: Essential Governance Considerations for MACRA and the Quality Payment Program

Governance Institute Advisor Spotlight: Mark Grube

---

## The Imperative for Disruptive Leadership in the Boardroom

*By Carol Geffner, Ph.D., Newpoint Healthcare Advisors, LLC*

Imagine a healthcare system that provides patients with a clinical guarantee, ensuring perfect outcomes and no charge for readmission in the event of an associated problem. Or imagine the design of a "Medical Main Street" where healthcare services representing the continuum of care are integrated into city planning and redesign to build healthy communities for the future.

These are only two examples of innovations within the industry that continue to reshape the delivery of care locally and globally. In the new business paradigm, innovation is becoming a strategic lever for sustainability and growth. Drug therapies will increasingly be based upon genetic profiling. Mobile technology is on its way to becoming the primary communication and education mechanism for patients and medical care teams. Provider teams are already linking information across delivery systems to improve patient outcomes and the overall care experience. The historically staid healthcare industry is being upended by disruptive solutions that are transforming how we think about and deliver the continuum of care.

### Moving to Disruptive Leadership

How, then, is this new reality changing the shape of governance? Traditionally, boards of directors have been relatively conservative and risk-adverse in enhancing long-term shareholder value and/or ensuring quality and access of care. More often than not, they have focused on the financial health of the business

and have been less concerned with breakthrough thinking at the governance level. Financial and legal expertise often dominate board composition. While these capabilities remain critical, for the sake of future sustainability they must be balanced with expertise in disciplines known for innovation and disruptive thinking.

Research confirms that highly innovative organizations create cultures that nurture experimentation, courage, creativity, and actively seek talent that excels at associative thinking, questioning, and extreme curiosity. These are essential skills for businesses that disrupt the status quo. Such organizations need thinking and action that anticipate marketplace needs and create solutions ahead of customer demand.

While operationalizing an innovative culture is within a management team's purview, the responsibility for providing strategic oversight and policy advice resides in the boardroom. This implies that boards of all healthcare systems and hospitals need not only to understand innovation and disruptive action, they must model this sort of thinking and behavior. Even in small critical access hospitals, long-term sustainability relies on boards that are well-informed about the trends and emerging models of forward-thinking hospitals. While these and other community-based hospitals may not have adequate resources to produce digital innovations, it is their capacity to think broadly and creatively about quality and customer needs that will give

them an edge in a radically changing environment. This may present governing bodies with uncomfortable challenges, such as the need to deeply examine the quality of care delivery while insisting on shaking up the status quo in service to long-term value and sustainability.

## Questions for the Board

To build a board that can successfully govern in a rapidly changing ecosystem, there are several categories of questions that boards should be asking and challenging themselves with on a regular basis. Those questions include:

1. **Definition of the business:** What business are we in and does our definition need to change? What alternative perspectives should we entertain to break through insular thinking?
2. **Competitive ecosystem:** Who do we believe are our competitors? Are there any others that could emerge in the next five to 10 years as a competitive force? How are they changing their business models? What can we learn by looking to other industries? What do we know about governance of highly successful and innovative enterprises?
3. **Customer evolution:** Who are our customers of the future? What do they value? Is the organization positioning itself to meet their emerging needs?
4. **Management expertise:** Have we hired the right CEO? Does the CEO have a record of leading rapidly changing businesses that have innovated their products or services? What do we expect from the CEO relative to positioning the business for long-term growth and success? Where does this talent reside on the executive team?
5. **Board culture:** What is the assessment of our board culture? Are we transparent and candid with one another? What kind of innovation is needed in the business to ensure sustainability? What questions or topics should the board address that might

be difficult or controversial? What is our capacity to think associatively and challenge our existing business model? What do we do when confronted with uncomfortable issues? How do we get information on the impact we have on the organization's culture and capacity to innovate?

6. **Board leadership:** Does the chair set a tone of openness and ensure that sidebar discussions are proscribed? Does the chair proactively facilitate conversations that force us to deal with difficult, new, and unfamiliar ideas that support organizational growth and sustainability? Does the board chair have an open and trusting relationship with the CEO that fosters conversations that are critical but uncomfortable?
7. **Board agenda:** When will the board have time to discuss possible innovations and emerging business models? How much do we know about innovation strategies and plans? How frequently should we have extended meetings in which detailed discussions occur about our performance as a board, developmental and learning needs, and our impact on the organization?

In summary, boards must not underestimate the influence they exert on a business' capacity to continuously improve, transform, and position for the future. The dynamics and leadership practiced by the board channel through the organization in ways that may be invisible to them, but have a significant impact on the culture, operations, and success of the business. As a result, boards must exert leadership that not only demonstrates vigilance about the financial health of the organization, but also pushes an agenda of change, innovation, and creation of value in emerging markets. This means boards must become comfortable with shaking up the status quo and challenging themselves and the organization's management team to think and act as leaders of an emerging future.

*The Governance Institute thanks Carol J. Geffner, Ph.D., President of Newpoint Healthcare Advisors, LLC, for contributing this article. She is also Professor of the Practice of Governance, Management, and Policy and Director of the Executive Master of Leadership program at the University of Southern California Sol Price School of Public Policy. She can be reached at [cgeffner@usc.edu](mailto:cgeffner@usc.edu).*



## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Report on ECH and ECHD Board Actions Governance Committee August 7, 2018
<b>Responsible party:</b>	Cindy Murphy, Director of Governance Services
<b>Action requested:</b>	For Information
<b>Background:</b> <p>In FY16, we added this item to each Board Committee agenda to keep Committee members informed about Board actions via a verbal report by the Committee Chair. This written report is intended to supplement a verbal report by the Chair of the Committee and/or Board members who also serve on the Committee.</p>	
<b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b> <p>None.</p>	
<b>Summary and session objectives:</b> <p>To inform the Committee about recent Board actions.</p>	
<b>Suggested discussion questions:</b> None.	
<b>Proposed Committee motion, if any:</b> None. This is an informational item.	
<b>LIST OF ATTACHMENTS:</b> <ol style="list-style-type: none"> <li>Report on June 2018 ECH and ECHD Board Actions</li> </ol>	

### **ECH Board Actions\***

1. June 13, 2018
  - a. Approved the following Finance Committee Recommendations:
    - i. FY 18 Period 9 and 10 Financials
    - ii. Proposed FY19 ECH Capital and Operating Budget
    - iii. \$9.6 million Purchase of Enterprise Resource Planning System
    - iv. Revised Charity Care Policy
    - v. Medical Director Agreement Renewals
  - b. Approved the following Governance Committee Recommendations:
    - i. Guidelines for Communication with Staff
    - ii. FY19 Board Goals
    - iii. FY19 Master Calendar
    - iv. FY19 Advisory Committee Goals
    - v. Revised Governance, Compliance and Audit, and Executive Compensation Committee Charters
    - vi. FY19 Slate of Advisory Committee Chairs and Members
  - c. Approved the FY19 ECH Community Benefit Plan awarding a total of \$3,565,000 in funding to 49 grantees
  - d. Approved Revised Executive Compensation Policies in accordance with previously approved delegation of authority to the Executive Compensation Committee
  - e. Approved FY19 Auxiliary Slate of Officers

### **ECHD Board Actions\***

1. June 19, 2018
  - a. Approved Proposed FY19 ECH Capital and Operating Budget, Consolidated, and ECHD Stand Alone Budget
  - b. Approved ECHD FY 18 YTD Financials
  - c. Allocated \$6,174, 000 to the ECH Women's Hospital Expansion Project
  - d. Approved the ECHD FY19 Community Benefit Plan – awarding \$7,499,335 including awards to 54 grantees as well as sponsorships
  - e. Approved Guidelines for Communication with Staff
  - f. Appointed Neysa Fligor as the District Board's Liaison to the Community Benefit Advisory Council
  - g. Appointed Julie Kiger as an advisor to the FY19 El Camino Hospital Board Member Election and Re-Election Ad Hoc Committee.
  - h. Approved a District Director Vacancy Policy (identified as Alternative A in the Board materials)

\*This list is not meant to be exhaustive, but includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	El Camino Hospital Board Competencies Governance Committee August 7, 2018
<b>Responsible party:</b>	Dan Woods, CEO
<b>Action requested:</b>	For Approval
<p><b>Background:</b></p> <p>For the past two years, the Governance Committee has recommended and the Board has adopted a Board competency matrix that included the following top 5 priority areas:</p> <ol style="list-style-type: none"> <li>1. Understanding of complex market partnerships</li> <li>2. Long-range strategic planning</li> <li>3. Healthcare insurance industry experience</li> <li>4. Finance experience/entrepreneurship</li> <li>5. Experience in clinical integration/continuum of care</li> </ol> <p>The ECHD Board used the matrix it to conduct a competency gap analysis with the assistance of Nygren Consulting. The gap analysis was then used to inform ECH Board member retention and recruitment. This year, the ECHD Board will consider electing Dr. Jeffrey Davis to a 4<sup>th</sup> term.</p> <p>The Committee might consider the following five priority areas for FY19:</p> <ol style="list-style-type: none"> <li>1. Understanding of complex market partnerships</li> <li>2. Long-range strategic planning</li> <li>3. Experience leading high performing organizations in other industries</li> <li>4. Finance experience/entrepreneurship</li> <li>5. Board experience</li> </ol>	
<p><b>Other Board Advisory Committee(s) that reviewed the issue and recommendation, if any:</b></p> <p>None.</p>	
<p><b>Summary and session objectives:</b></p> <p>To identify top priorities for FY19 ECH Board Member Competencies and to make a recommendation for timing of the competency gap analysis.</p>	
<p><b>Suggested discussion questions:</b></p> <ol style="list-style-type: none"> <li>1. Is the Draft Competency Matrix (identical to FY18 with the exception of Board Member identities) adequate for FY19, or should #3 and #5 be replaced as suggested above?</li> <li>2. What are the top priority Board competencies for FY19?</li> <li>3. Since there are three District Board seats up for election in November 2018 (final candidate pool will be known August 15<sup>th</sup>), should the District Board delay the competency gap analysis until after the election?</li> </ol>	
<p><b>Proposed Committee motion(s), if any:</b></p> <ol style="list-style-type: none"> <li>1. To recommend the following FY19 priorities for ECH Board Member Competencies:</li> </ol>	

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

	<hr/> <p>2. To recommend that the ECH Board recommend that the ECHD Board conduct the gap analysis at the following time:</p>
	<p><b>LIST OF ATTACHMENTS:</b></p> <ul style="list-style-type: none"><li>1. Draft FY19 Board Competency Matrix</li><li>2. Trustee Mag article, Trustee reappointment</li></ul>



## **DRAFT** FY19 Competency Matrix Rating Tool & Rating Scale

[illegible]

# Trustee reappointment

---

**T** [trusteemag.com/articles/1363-trustee-reappointment-a-key-process-for-supporting-governance-excellence](https://trusteemag.com/articles/1363-trustee-reappointment-a-key-process-for-supporting-governance-excellence)

When hospital or health system boards think about key practices that support effective governance, considerations such as board recruitment and selection, orientation and continuing education, and board evaluation often come to mind. Rarely, it seems, does board member reappointment make the list.

Unlike the often more formal processes for bringing new individuals onto a board, building their governance knowledge and skills, or assessing and improving board performance, trustee reappointment can be a perfunctory activity. For some boards, reappointing members amounts to little more than reviewing a list of trustees whose terms have expired and voting to approve them for an additional term of service.

It's not hard to understand why some boards view member reappointment as a routine item for approval. Finding individuals with the specific competencies, skills and time required for board service can be difficult, especially in small towns and rural areas where boards may consider themselves fortunate to retain existing members. Some nonprofit boards, especially those that do not compensate their members, may believe that a thorough reappointment process — embodying elements often included in workplace-performance review — is too rigorous or is inappropriate for reappointing volunteers.

Recent data also may indicate a deeper, more widespread concern. Survey findings from the American Hospital Association in 2014 indicate that the percentage of board members 51 and older continues to increase, while the percentage of those 50 and younger continues to decline. The aging of boards likely is due to several factors. The troubling decline in the number of younger board members, however, suggests that it may be getting more difficult to attract younger individuals to board service, let alone retain them.

Despite these issues, boards that take a bird-in-the-hand, rubber-stamp approach to member reappointment may be missing an important opportunity to support governance excellence based on a solid, continuing commitment to board service and ongoing adherence to established expectations for behavior and performance. Ultimately, the strength of a board depends on the productive and meaningful contributions of each individual member. Therefore, a disciplined, candid board member-reappointment process is a key vehicle for ensuring excellent board performance.

## Handling changes in board composition

---

Boards that lack a thoughtful, formal process and supporting resources for reappointing their members also likely will find themselves in unknown territory when faced with impending or unexpected change. Consider these situations:

**Scenario 1:** A freestanding hospital decided to join a health system as part of an affiliation agreement. The hospital board had no term limits and always appointed and reappointed its own members. Typically, only when an individual no longer wanted or was unable to continue board service would the board decide not to reappoint someone.

The terms of the affiliation agreement required several changes to the hospital's governance, including staggered terms of service for all hospital board members — with a maximum of three consecutive three-year terms — and system board approval of appointment and reappointment of all hospital board members. The roles and responsibilities of the hospital board going forward would primarily focus on oversight for quality and safety, medical staff credentialing and community relationships.

The system board therefore had employed a competency-driven process for hospital board member appointment and reappointment based on the skills and perspectives necessary for the board to discharge its more focused roles and responsibilities. The system board's approach resulted in proposed changes to the hospital board's size and composition that some board members did not anticipate.

**Scenario 2:** The bylaws of a multibillion-dollar health system required that a consumer representative serve on the system's parent board. The parent board had three members who were up for reappointment, one of whom was the sole consumer representative.

As this board member's term of service progressed, it became clear that the individual did not understand the distinction between governance and management, despite participating in opportunities for mentoring and education tailored to his specific needs. Board leaders realized that reappointing this member would not be in the best interest of either the board or the individual.

Lacking a formal reappointment process, a board member-expectations agreement or a board member-evaluation process, the board's governance committee decided to call a special meeting to determine how to handle this issue. The committee's meeting led to a broader board-level conversation about whether an ex-officio seat on the parent board was the best way to incorporate the consumer point of view.

These scenarios illustrate some situations in which an established board member-reappointment process and supporting resources could have provided insight or guidance for improving board effectiveness. Other situations that could have a bearing on reappointment include noncompliance with board requirements related to conflicts of interest and confidentiality of board proceedings; lack of attendance at board and committee meetings or educational events; behavior resulting in suboptimal board performance; or fear of losing high-performing board members due to retention of low performers.

Having in place an explicit process and supporting resources for routine member reappointment can provide a more solid foundation for handling changes in board composition if current trends continue or special circumstances arise.

For example, as more hospitals join health systems, the need for board members with different skills and perspectives, as well as members who serve on multiple boards at multiple levels of system governance, is likely to increase. New skill sets not currently available within existing boards may be needed, while other skills no longer may be needed, if board decision-making and authority become largely or completely centralized at the system level. This already has occurred within some larger health systems.

As the health sector shifts toward population health management, many boards have recognized that they are missing some of the competencies needed to oversee the full continuum of care in a risk-based environment. Moreover, as systems expand their scale and scope, greater diversity in board member age, gender, ethnicity, geographic location and other characteristics may be required to reflect the needs of populations served.

If regulatory pressure for greater governance accountability, performance and transparency continues, health care boards may need to adopt higher standards of performance that some board members will be unable to meet. In many of these situations, a formal reappointment process could help to clarify how to effectively deal with necessary changes in board composition in ways that are sensitive to the needs of the individual, the board and the organization.

## Reappointment basics

---

Ideally, board-member reappointment, while applied in a different context with different ramifications, shares some common characteristics with reappointment of medical-staff members — a process familiar to most boards. Both processes occur at regular intervals: typically every two years for medical-staff members; and once every term, usually every two or three years, for board members. Both reappointment processes should incorporate objective, performance-based assessments: for example, determining the extent to which members meet pre-established behavior and performance expectations.

In both reappointment processes, taking an evidence-based approach requires identifying and gathering information for evaluation. Both processes derive their integrity from following clearly defined steps, supported by assessment of performance information against established criteria or standards, and resulting in an explicit decision about whether reappointment should be approved.

**Preparing for board-member reappointment:** As is often the case with any process, the quality of the outcome is influenced by the quality of the preparation that preceded it. Therefore, boards that want to formalize their ongoing member-reappointment process first should consider whether any aspects of governance have or should change. Questions boards might ask include:

- Is our current board size adequate to govern effectively? If not, what size would be more appropriate, and would a change in our bylaws be required to achieve it?
- How many ex-officiomembers currently serve on our board? Should we change the

number or type of ex-officio members and, if so, how?

- Does our board comply with Internal Revenue Service requirements for board member independence? Is there a written board policy providing parameters regarding what percentage of the board must be independent?
- Does our board have the range of member skills and perspectives it needs to govern our organization effectively today and into the future? Specifically, does our board have the right mix of physician/clinician members?
- Do our current board member term lengths and limits provide for a regular infusion of new energy and fresh perspectives for board deliberations and decision-making?
- Are we lacking diversity in board member age, gender, geography, ethnicity and other characteristics necessary to understand and address the health needs of all the populations our organization serves?

Guidance for answering these and other questions the board might consider before embarking on the reappointment process often can be found in a variety of tools and resources boards already may have developed for use in other governance practices, such as member recruitment and evaluation or succession planning. These resources can include, but are not limited to:

**Board-composition policy:** This policy outlines the board's philosophy regarding its composition; the essential steps for ensuring the board's desired composition through processes such as member selection and reappointment; the role of the governance committee, the CEO and other board members in conducting these processes; and the competencies required of each individual, as well as those that the board as a whole should possess collectively. This policy also includes a list of disabling conflicts, i.e., those conflicts of interest considered so severe that the individual is deemed unsuitable for board service. An excerpt from a sample board-composition policy that addresses reappointment is in the sidebar below. You can review the entire sample policy [here](#).

**Board-competency profile:** Typically depicted as a grid or matrix, this resource indicates the key competencies and personal characteristics/capabilities and perspectives the board desires in its members and then displays how they are reflected across all board members. These matrices sometimes include additional categories for information such as employment relationships or health sector experience, or service on other health care organization boards. A profile of current membership helps boards to identify gaps that relate to the board's desired composition, as outlined in its composition policy.

Some boards compare their current member profile with the organization's strategic plan. This comparison helps to determine whether a board may want to acquire or retain certain member skills to enhance its capacity to provide strategic oversight. Conducting a gap analysis can provide useful information regarding whether the individuals who are eligible for reappointment have needed skills, or redundant competencies or perspectives.

**Board job description:** This document states the board's legal duties (e.g., fiduciary duties of care, obedience and loyalty). It also details core roles and responsibilities, such as oversight of the organization's CEO and medical staff; patient safety and the quality of care, treatment and service; financial health and viability; mission and strategic priorities; and governance effectiveness. One of the reasons the board job description is an important tool in the reappointment process is that it includes key expectations for the trustee, such as maintaining confidentiality and disclosing potential conflicts of interest.

**Board member-expectations agreement:** Many high-performing health care organizations and their boards codify the expectations they have of board members, and what board members should expect of the organization, in an agreement or compact. These documents often go beyond measurable requirements (e.g., meeting attendance) and describe specific behaviors that are expected of the trustee (e.g., preparation for meetings, active participation in discussions and respectful interactions).

Typically, each board member is asked to review and sign this agreement before joining the board and again annually. In doing so, board members acknowledge their awareness of and willingness to meet these expectations throughout board service. This agreement, in effect, provides criteria that assist not only in evaluating board members' performance, but also in determining whether they should be reappointed to additional terms of service.

**Results of individual board-member evaluations:** Some boards create an opportunity, usually near the end of each term, for individual board members to review and reflect on feedback about their board performance and service.

Based on a summary of board-member compliance with board expectations and service requirements, the board member-performance evaluation often involves each trustee's candidly assessing and discussing with board leadership (the chair of the governance committee, the board chair or another designated board officer) how well he or she has performed as a board member. This process also may involve sharing feedback from board peers about the individual's participation in and contributions to board work. Through participating in this assessment, trustees also learn how their specific skills and competencies match the governance committee's assessment of the needs of the entire board over the next few years.

Results of the board-member evaluation can include identification of a personal development plan to further strengthen board-member knowledge and skills, as well as confirmation about whether the board member desires to continue serving on the board — outcomes that also can be used as input for the reappointment process.

## Criteria for reappointment

---

There is a wealth of data that can be useful in the reappointment process. Boards, however, need to focus on information that will be of the most value in providing an objective and well-rounded view of each reappointment candidate. Developing a set of reappointment criteria can

help boards to select and assemble information on each candidate that provides insights into performance the board considers most relevant to reappointment. Using a predetermined set of criteria also helps to establish a consistent approach to candidate evaluation.

While board members will need to identify the criteria they believe are most critical, the following categories of reappointment criteria may be useful:

**Compliance with fiduciary/legal duties:** Does the board member comply with relevant board policies, such as those related to conflicts of interest and confidentiality, and adhere to requirements related to the duties of care, loyalty and obedience? outlined in the board job description? Has anything changed regarding the board member's employment or investments that would create a disabling conflict of interest moving forward?

**Adherence to board-service requirements:** Does the board member consistently meet expectations for board service, as outlined in the board member-expectations agreement?

**Board-performance requirements:** Does the board member act in ways that demonstrate productive engagement in and positive contributions to governance? Actions can include: avoiding disruptive behavior; respecting the governance/management distinction; preparing for and participating in board and committee meetings; and fulfilling other responsibilities, expectations and requirements outlined in the board job description and expectations agreement.

**Competencies/personal characteristics:** Does the individual continue to possess competencies and personal capabilities/characteristics, as outlined in the board-competency profile, that the board needs to govern effectively today and into the future? For example, changes in a board member's job status, family obligations, health, age, geographic location and other factors may have a bearing on continued board service.

Working with staff to prepare a summary that indicates how each reappointment candidate meets these criteria can help to streamline the reappointment process.

## Reappointment process

---

The board's governance committee typically is responsible for the board member-reappointment process. Essential steps in the process, including both preparation and then determining reappointment recommendations for full-board approval, are summarized in a sidebar below.

Governance committee members will review each candidate summary to determine whether he or she meets the criteria for reappointment. If the criteria are satisfactorily met, the governance committee will confirm the candidate's continued willingness to serve on the board and recommend approval by the full board for reappointment. If there are questions or concerns about whether a candidate meets the criteria, the governance committee chair may

meet with the candidate to determine his or her ability and willingness to address any concerns, and to determine whether the candidate wants to continue to be considered for reappointment.

For example, if a candidate has been unable to meet attendance requirements during the past year of his or her term because of extraordinary work commitments or family obligations, the governance committee chair should determine whether these commitments are likely to continue. If so, the board member and the board might be better served if the member resigned from the board and, if interested, continued to serve on a board committee as a nonboard member until the individual can be considered again for board service.

To ensure that the board's reappointment process continues to serve the needs of both the board and its members, the governance committee should review this process annually.

## Other issues for consideration

---

This workbook discusses a board member-reappointment process and supporting resources that could apply to boards of freestanding hospitals or boards of hospitals within systems that have retained substantial decision-making authority. Revisions to the process and resources discussed in this article may be required for boards whose roles and responsibilities have changed.

For example, the board-competency profile may need to be modified for a system hospital board that is primarily responsible for oversight of local care and service quality, and medical staff credentialing, as outlined in Scenario 1. An expanded board-competency profile also may need to be created to incorporate greater membership diversity for boards governing an expanding system. Similarly, the board member-expectations agreement would need to be revised for a hospital board within a system that has reduced or completely eliminated committees at the local board level.

## Keys to successful reappointment

---

Because board member reappointment can substantially influence governance effectiveness, boards cannot afford to conduct this process in a perfunctory manner.

Having in place a comprehensive and thoughtful approach to reappointment, supported by policies and resources that allow for objective assessment and consideration of both the individual's and the board's needs, strengthens the foundation for good governance and the potential for optimizing board performance, and helps to ensure that all parties are treated fairly and with respect. This approach also provides an opportunity for both the full board and its members to reflect on the quality of board member performance and mutually arrive at decisions about continued service that are in the best interests of both the individual trustees and the board as a whole.



**Mary K. Totten** (*marykaytotten@gmail.com*) is a senior consultant on governance for the American Hospital Association and a member of the board of Silver Cross Hospital in New Lenox, Ill. **Pamela R. Knecht** (*pknecht@accordlimited.com*) is president and CEO of ACCORD LIMITED, a national strategy and governance consulting firm based in Chicago.

---

## Excerpt of a sample board composition policy on reappointment

---

The governance committee will evaluate the performance of members who are eligible for reappointment. This review will include attendance, participation, interpersonal relationships, compliance with policies on conflict of interest and confidentiality, philanthropic contributions and community outreach. The committee also will consider whether the member brings a competency that is still needed on the board or a committee. Based on this review, the governance committee will determine if the member should be recommended for another term and, if so, will verify the member's interest in serving another term prior to forwarding the nomination to the full board.

---

## The (basic) reappointment process

---

The governance committee is responsible for leading the following process, with appropriate input from the CEO:

1. Confirm or update basic policies and documents that could influence the reappointment process (e.g., size of the board, competencies matrix, independence requirements).
2. Contact the individuals who are eligible for reappointment to explain the process that will be utilized.
3. Conduct an assessment of each reappointment candidate's performance based on the board's reappointment criteria and applicable documentation (e.g., board job description, board member-expectations agreement, etc.).
4. Discuss a summary of the assessment results during a governance committee meeting at which the committee determines the individuals it would like to invite to serve another term and those who may be asked to play other roles.
5. Share the results of the assessment individually with each candidate, including learning about their interest in continuing to serve.
6. Provide to the full board the governance committee's written recommendation regarding which board members to reappoint and, if appropriate, what type of new board members should be recruited to ensure appropriate board composition.

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Board Orientation Plan Governance Committee August 7, 2018
<b>Responsible party:</b>	Dan Woods, CEO
<b>Action requested:</b>	Possible Motion
<b>Background:</b> <p>Per the Committee's charter, the Governance Committee has the authority to adopt a Board Orientation Plan.</p> <p><b><u>Some Important Aspects of a Board Orientation Plan</u></b></p> <ol style="list-style-type: none"> <li>1. Identified purpose: Prepare to assume leadership role and fill in knowledge gaps</li> <li>2. Identify measures of success</li> <li>3. Recognize it's an ongoing process, not an event</li> <li>4. Focus on board culture and dynamics – encourage respectful inquiry</li> <li>5. Create opportunities for self-directed learning</li> </ol>	
<b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b> <p>None.</p>	
<b>Summary and session objectives:</b> <ol style="list-style-type: none"> <li>1. To discuss and identify important aspects and components of a Board Orientation Plan.</li> <li>2. To review and revise the current Board Orientation Plan.</li> </ol>	
<b>Suggested discussion questions:</b> <ol style="list-style-type: none"> <li>1. What are the important and necessary components of a Board Orientation Plan?</li> <li>2. What is/was effective about our current Board Orientation Plan? What could be improved? What is missing?</li> </ol>	
<b>Proposed Committee motion, if any:</b> <p>None proposed, at the discretion of the Committee.</p>	
<b>LIST OF ATTACHMENTS:</b> <ol style="list-style-type: none"> <li>1. FY18 Board Orientation Meeting Schedule (used to orient Directors Kliger and Kalbach)</li> <li>2. FY18 Board Orientation Binder Table of Contents</li> </ol>	

**Thursday, February 1, 2018**

\*Unless otherwise noted, all meetings are in the **El Camino Hospital Administration Conference Room 1**.

10:30 – 11:00am	<b>Introduction</b> <b>Dan Woods</b> , Chief Executive Officer
11:00 – 11:30am	<b>Financial Performance</b> <b>Iftikhar Hussain</b> , Chief Financial Officer
11:30 – 12:00pm	<b>Workforce</b> <b>Kathryn Fisk</b> , Chief Human Resources Officer
12:00 – 1:30pm	<b>Strategic Plan</b> High Performance Organization (HPO), Consumer/Payer/Employer, Physician Integration * <b>Lunch</b> will be served *This meeting will be held in the <b>CEO Conference Room</b> <b>Dan Woods</b> , Chief Executive Officer <b>David Clark</b> , Interim Chief Executive Officer <b>Cheryl Reinking, RN</b> , Chief Nursing Officer <b>William Faber, MD</b> , Chief Medical Officer
1:30 – 2:15pm	<b>Mountain View Site Tour</b> <b>Ken King</b> , Chief Administrative Services Officer <b>Dan Woods</b> , Chief Executive Officer
2:15 – 2:45pm	<b>MV Site Facilities Master Plan/Construction Projects</b> <b>Ken King</b> , Chief Administrative Services Officer
2:45 – 3:15pm	<b><i>Break and get ID badges</i></b>
3:15 – 4:15pm	<b>Board Processes</b> <b>Cindy Murphy</b> , Director of Governance Services
4:15pm	<b>Technology Orientation</b> <b>Sarah Rosenberg</b> , Contracts & Board Services Coordinator

**Friday, February 9, 2018**

\*Unless otherwise noted, all meetings are in the **El Camino Hospital CEO Conference Room**.

- 9:30 – 10:30am      **Headshots**, with Mike Ichikawa  
\***Park Pavilion** (across the street, same building as the Foundation)  
1<sup>st</sup> Floor, entrance from Cuesta Park  
  
Business formal attire should be worn for these photo shoots. Any suit color is okay, but it is optimal to avoid wearing stripes, herringbone, or other patterns. White or color (not black) shirts are also optimal.  
  
The new portrait studio location is on the first floor of Park Pavilion on North Drive. Entry is through the sliding doors that face Cuesta Park. The studio door is directly ahead as one enters Park Pavilion through this back entrance.
- 10:30 – 11:00am      **David Reeder**, ECH and ECHD Board Member
- 11:00 – 12:00pm      **CONCERN and Community Benefit**  
**Cecile Currier**, President, CONCERN:EAP and VP, Corporate & Community Health Svcs.  
**Barbara Avery**, Director, Community Benefit
- 12:00 – 12:30pm      **Quality Dashboard**  
**William Faber, MD**, Chief Medical Officer  
**Catherine Carson**, Sr. Director of Quality Improvement and Patient Safety
- 12:30 – 1:30pm      **ECH Foundation**  
\***Lunch** will be served  
**Jodi Barnard**, President, ECH Foundation  
**Lane Melchor**, Chair, ECH Foundation Board of Directors
- 1:30 – 2:00pm      **Dan Woods**, Chief Executive Officer
- 2:00 – 3:00pm      **Legal and Compliance**  
Compliance Program, Governance/Fiduciary Duty, Brown Act  
**Mary Rotunno**, General Counsel  
**Diane Wigglesworth**, Sr. Director, Corporate Compliance
- 3:00 – 4:00pm      **Lanhee Chen**, ECH Board Chair
- 4:00 – 4:30pm      **Julia Miller**, ECH Secretary/Treasurer and ECHD Vice Chair
- 4:30 – 5:00pm      **John Zoglin**, ECH Vice Chair and ECHD Secretary/Treasurer
- 5:00 – 5:30pm      **Neysa Fligor**, ECH and ECHD Board Member

# **El Camino Hospital and El Camino Healthcare District**

## **Reference and On-Boarding Materials**

---

### **TABLE OF CONTENTS**

---

#### **I. GENERAL INFORMATION**

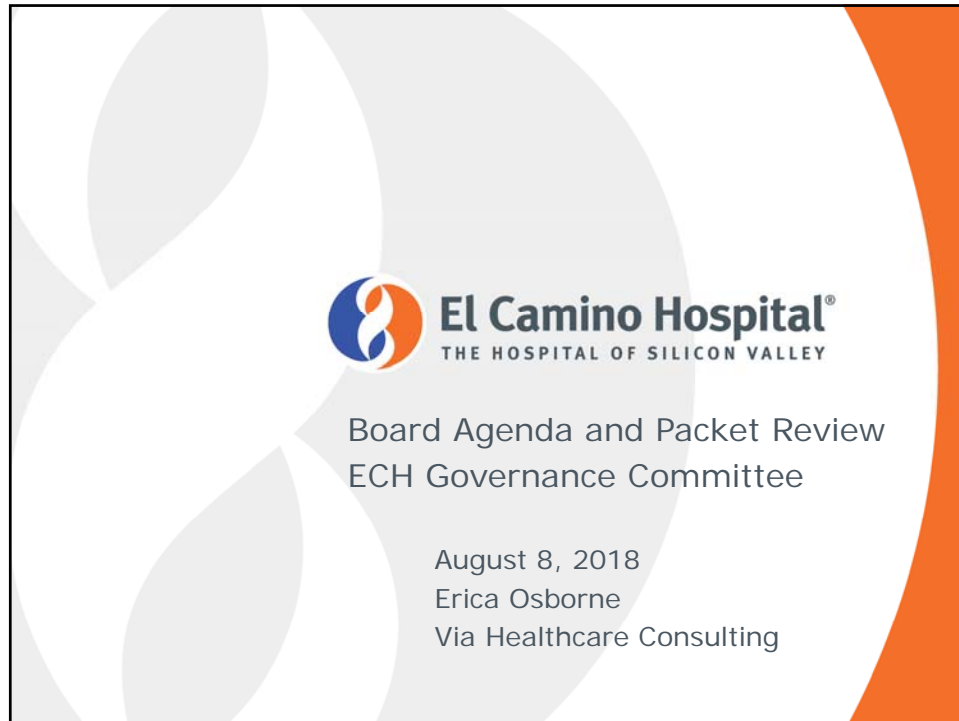
1. Directors' and Officers' Liability Insurance
2. ECH Board Member Bios

#### **II. EL CAMINO HOSPITAL BOARD – Background Information**

3. Hospital Board Overview – Roles and Responsibilities  
Hospital Governance Model, Hospital Structure, and Brown Act  
Compliance Training and Physician Transaction Compliance Education
4. Hospital Bylaws (approved 06.28.2017)
5. Board of Directors Rules of Order (08.19.2008); Board-Management Compact
6. Community Benefit Program (FY18 Plan)
7. Advisory Committees
  - a. Slate of Appointments and Contact List
  - b. FY18 Master Calendar
  - c. Charters and Goals  
(1) Corporate Compliance/Privacy and Internal Audit, (2) Executive Compensation,  
(3) Finance, (4) Governance, (5) Investment, and (6) Quality Committees
8. Policies
  - a. Compensation and Reimbursement (Policy and Procedure)
  - b. Communication Guidelines with CEO
  - c. Committee Member Nomination and Selection (Policy and Procedure)
  - d. Board Officers Nomination and Selection Procedures
  - e. Continuing Education
  - f. Process for Re-Election and Election of NDBM to ECH Board
  - g. ECH Board Member Job Description

#### **III. EL CAMINO HOSPITAL – Background Information**

9. Strategic Framework (adopted 06.28.2017)
10. FY18 Organizational Goals
11. Hospital Overview
12. Latest Hospital Financials (presented to the Finance Committee and the Board)
13. Medical Staff Bylaws (approved 02.13.2013)



## Project Objectives

- Review board meeting packets for content, focus, and presentation
- Identify areas for refinement and/or consolidation
- Present best practices and recommendations

## Background

- Boards are responsible for providing oversight, making informed decisions
- Effective meeting packets should:
  - *Provide the information/analysis necessary to fulfill these responsibilities*
  - *Maintain board members' focus on strategic issues*
  - *Increase/validate board confidence in committees and staff, strengthen board-staff relations*

## Packet Reviews: What We Found

- More context and/or consistent use of executive summaries would better inform board decisions
- Less operational information would enable more strategic/level focus
- “Bottom line” often implied or buried in attachments
- Duplicate materials and presentations included in both committee and board packets
- Board spends time on matters that might be better delegated to committees

## October 11 Board Meeting Packet

- **FY17 Audit** (Item #5, pgs. 29-129)
  - *Revise cover sheet to summarize key findings and recommendations*
  - *Include link to full report, attach only "Communications to Those Charged with Governance" letters*
- **Governance Committee Report** (Item #7, pgs. 133-163)
  - *Report A: Include redline version of Re-Election Process only*
  - *Report B: Remove blank survey, summarize the results*
  - *Report B and C: Consider delegating responsibilities with report out to the board*
- **FY17 Compliance Report** (Item # 13, pgs. 175-196)
  - *Include key points in coversheet and focus on outcomes*
  - *Consider putting information in report form, highlighting process, training, areas of risk, and plans to address*

## March 14 Board Meeting Packet

- **Compliance Training** (Item #5, pgs. 9-54)
  - *Curate and distill information into fewer slides with fewer words*
  - *Reframe slides under "Key Questions" section beginning on pg. 25, so Bottom Line is upfront*
- **Community Benefit Mid-Year Metrics** (Item # 17, pgs. 116-125)
  - *Revise or remove FY18 CB Midterm Year over Year Dashboard*
- **Medical Staff Report** (Item #17, pgs. 128-184)
  - *Consider delegating authority for approval of patient care policies to subcommittee of quality*



## June 13 Board Meeting Packet

- Quality, Patient Care, Patient Experience Committee Report (Item #3, pgs. 5-33)
  - *Revise coversheet to:*
    - *Include only action or discussion items*
    - *Add executive summary to support informed discussion and decisions*
  - *Include committee reports and informational material in consent agenda*
- FY19 Community Benefit Plan (Item # 6, pgs. 133-292)
  - *Reframe coversheet to:*
    - *Include information on CB strategy design and impact*
    - *Include information linking grants to community health needs*
  - *Remove detail on individual application process*
  - *Remove the proposal summaries*
- CEO Report (Item # 12, pgs. 323-343)
  - *Incorporate strategic dashboard to track progress on high level indicators*
  - *Remove pacing plan from packet or revise to highlight only key actions and areas of focus for board*

## Consultant Recommendations: Ensuring Effective Packet Materials

- Design agendas to limit verbal reports, increasing time for strategic/generative discussions
- Ensure materials are strategically focused (i.e. what we're accomplishing" vs. "how we're doing it")
- Use PowerPoint's handout master format for slide presentations

## **Consultant Recommendations: Ensuring Effective Packet Materials**

- Limit duplication of committee presentations in board packets
- Design materials to be Board focused
  - Use “BLUF” – Bottom Line Up First
  - Present material that supports, validates and encourages trust in the recommendations
  - Ensure materials are concise, easy to read
    - Help reader skim for content, key points
    - Utilize bullets, headings/sub-heads, white space

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	FY19 Board Goals Achievement Plan Governance Committee August 7, 2018
<b>Responsible party:</b>	Dan Woods, CEO
<b>Action requested:</b>	For Discussion
<b>Background:</b> <p>At its June 13, 2018 meeting, the Board approved the Proposed FY19 Board Goals as recommended by the Governance Committee with the following modifications to the Proposed Tactics: 1) Include a tactic for Goal #2 that Board members will conduct themselves in accordance with the Standards of Conduct * and 2) Delete the Proposed Tactic of increasing the number of Board members on key committees. The Board also requested that the Governance Committee review the Goals and Tactics and consider 1) how best to measure the goals, including potentially using a SMART (specific measurable, attainable, relevant, time-bound) goal format, 2) if the goals are too process versus outcome based, and 3) how best to reflect the Board's strategic and oversight roles in the Board's goals.</p> <p>A Proposed Plan to achieve the Board's FY19 Goals is embedded in the Attached version of the Goals.</p> <p>*Staff assumes this was a reference to the Standards of Conduct adopted by the District Board.</p>	
<b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b> None.	
<b>Summary and session objectives:</b> To develop a plan to Achieve the FY19 Board Goals	
<b>Suggested discussion questions:</b> <ol style="list-style-type: none"> <li>1. Is the Proposed Plan meaningful, reasonable and achievable?</li> <li>2. What suggestions does the Committee have for Goal #1 Tactic #5 and Goal #3 Tactic #1?</li> </ol>	
<b>Proposed Committee motion, if any:</b> To direct staff to proceed with necessary work to implement the Proposed Plan (or as modified).	
<b>LIST OF ATTACHMENTS:</b> <ol style="list-style-type: none"> <li>1. District Board Standards of Conduct</li> <li>2. Approved FY19 Board Goals With Achievement Plan</li> <li>3. Meeting Evaluation Form</li> </ol>	



2500 Grant Road  
Mountain View, CA 94040  
Phone: 650-940-7300  
www.elcaminohealthcaredistrict.org

## Standards of Conduct


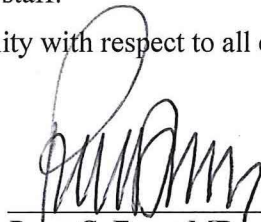
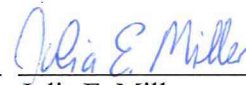
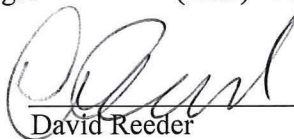
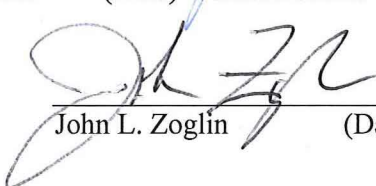
Adopted March 17, 2015  
Affirmed - December 6, 2016  
Affirmed - January 16, 2018

### BOARD OF DIRECTORS

Neysa Fligor  
Peter C. Fung, MD  
Julia E. Miller  
David Reeder  
John L. Zoglin

**Preamble:** The proper operation of democratic government requires that decision makers be independent, impartial, and accountable to the community they serve. The El Camino Healthcare District ("District") has adopted these Standards of Conduct to promote and maintain the highest standards of personal and professional behavior in the conduct of the District's business. Each District Board member is required to subscribe to these standards, understand them, apply them to his or her work as a Board member, and commit to them in writing annually. As a member of the District Board of Directors I agree to the following commitments while serving the District:

1. To place the community's best interests above my own; to positively promote the purpose of the District as stated in the Bylaws; to forego personal interests when making decisions as a Board member; to act as a fiduciary of the District in financial matters and decisions that may have material effect; and to comply with the District's Conflict of Interest Code as amended biennially.
2. To engage in lawful acts to the best of my ability and to comply with the governing documents of the District and the law.
3. To maintain a high standard of conduct that is above reproach and to avoid the appearance of impropriety.
4. To demonstrate mutual respect for my fellow Board members, and to respect decisions passed by the required number of votes of the Board. If I disagree with a vote of the Board, I will communicate with respect and behave professionally.
5. To prepare for, attend and participate thoughtfully in all meetings of the Board to the best of my ability; to allow the Chair of the meeting to do so and refrain from interrupting.
6. To communicate professionally and respectfully, whether in person, by telephone, by electronic mail or in writing, with the other Directors, community members, and District and El Camino Hospital staff.
7. To maintain confidentiality with respect to all closed session Board meeting discussions and materials.

	1/16/18		1/16/18		1-16-2018
Neysa Fligor	(Date)	Peter C. Fung, MD	(Date)	Julia E. Miller	(Date)
	1/16/18		1/16/18		
David Reeder	(Date)	John L. Zoglin	(Date)		

*Dedicated to improving the health and well-being of the people in our community.*

THEME	<u>GOAL</u>	<u>TACTICS AND PLAN</u>
<b>STRATEGIC GOVERNANCE</b>	<b>GOAL #1:</b> The Board will function at a strategic governance level.	<ol style="list-style-type: none"> <li>1. Meetings are conducted in accordance with issue focused agendas</li> <li>2. Board Meetings are planned to last no more than two hours Governance Committee to review August and September Board agendas and make recommendations for changes at its October Meeting. Continue similar review at subsequent Governance Committee meetings.</li> <li>3. Board packets are no longer than 50 pages with supplemental informational materials provided in an appendix Governance Committee to review three past Board packets at its August meeting and make recommendations for modifications to materials. Re-review at February Meeting.</li> <li>4. Board reviews adherence to core Board values at the conclusion of each meeting and implements changes based on review: 1) value of agenda items; 2) appropriateness of materials; 3) effectiveness of discussions Use attached evaluation for verbal evaluation at conclusion of each Board meeting</li> <li>5. Create a governance coaching program for the Board Staff would appreciate insights from the Committee.</li> </ol>
<b>BOARD CULTURE &amp; DYNAMICS</b>	<b>GOAL #2:</b> The Board will function in an environment that reflects collaboration, mutual respect, and accountability.	<ol style="list-style-type: none"> <li>1. Create more social opportunities for Board members to establish and enhance relationships Staff will plan two (2) events in FY19 (Q2 after November Election and early in Q4). *Question: Should members of the Executive Team be included on one or both events?</li> <li>2. The Board will conduct itself in accordance with the Standards of Conduct – Ask the Board to consider adopting Standards of Conduct identical to the District Board’s OR substitute “Board Management Compact.”</li> <li>3. Board reviews adherence to approved and defined core organizational values at the conclusion of each meeting and implements changes based on review: See #4 above - Quality, Compassion, Community, Collaboration, Stewardship, Innovation, and Accountability</li> </ol>
<b>EFFICIENT, EFFECTIVE USE OF COMMITTEES</b>	<b>GOAL #3:</b> Board Committees will function effectively, efficiently, and communicate appropriately to the Board.	<ol style="list-style-type: none"> <li>1. Committee members are given educational opportunities (internal and/or outside) that focus on effective governance at the Committee level. Staff would appreciate insights from the Committee.</li> <li>2. Create process for Committee members to give feedback on completeness and governance value of committee materials. Governance Committee to review proposed Committee evaluation format at its October meeting and make recommendation to the Board.</li> <li>3. Establish criteria for Committee information to be reported to the Board – Governance Committee to review proposed standardized Committee report format at its October meeting and make recommendation to the Board.</li> <li>4. Enhance Standardization of Reports Via Consulting working with the Executive Team and reporting to the Governance Committee.</li> </ol>

1. Brief discussion topics: what worked well/should be repeated? What should be changed/added/deleted?
2. Were the meeting packet and agenda helpful?
3. Did key issues receive sufficient attention?
4. Did we spend the right amount of time on each issue?
5. Was there a significant amount of discussion (vs. presentation)?
6. Were discussions kept at the governance level?
7. Did all members participate fully?
8. Did we hold ourselves accountable to the rules of engagement?
9. Did we adhere to **core organizational values** (Quality, Compassion, Community, Collaboration, Stewardship, Innovation, and Accountability)?

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Proposed FY19 Board Education Plan Governance Committee August 7, 2018
<b>Responsible party:</b>	Dan Woods, CEO
<b>Action requested:</b>	Possible Motion
<p><b>Background:</b></p> <p>Per the Committee's charter, the Governance Committee is to recommend an annual plan for Hospital Board and Committee Member education, training, and development.</p> <p>ECH's Board and Advisory Committee Continuing Education Policy ("the policy," last revised May 2015) provides an annual budget of \$4,000 per Board Member for individual continuing education and \$4,000 per Committee for either group or individual education. The Committees typically do not use their budgets, but between 1 and 3 Board members use their individual budgets each year. Attendance at the Estes Park Conference is most common and three Board members recently attended the AHA Leadership Summit. In FY18, approximately 20 Board and Committee members attended the Estes Park Conference as a group.</p> <p>The policy also provides for group continuing education. Staff is recommending the following for FY19:</p> <ol style="list-style-type: none"> <li>1. Continue with Semi-Annual Board &amp; Committee Education Session to include Committee roundtable discussion and an educational topic:             <ol style="list-style-type: none"> <li>a. <b>October 24, 2018:</b> Dan Woods, CEO – Strategic Framework Implementation Update</li> <li>b. <b>April 24, 2019</b> - TBD</li> </ol> </li> <li>2. <b>February 27, 2019</b> Board Retreat – What is Quality and How Do We Measure It?</li> <li>3. Encourage interested Board members to attend the open sessions of other committee meetings to enhance their understanding of those topics.</li> </ol>	
<p><b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b> None.</p>	
<p><b>Summary and session objectives:</b></p> <p>To obtain the Committee's recommendation to approve the proposed FY19 Board education plan as well as suggestions for educational topics of interest to the Board and Committees.</p>	
<p><b>Suggested discussion questions:</b></p> <ol style="list-style-type: none"> <li>1. What educational topics are the most important for FY19?</li> </ol>	
<p><b>Proposed Committee motion, if any:</b></p> <ol style="list-style-type: none"> <li>1. To recommend that the Board approve the proposed FY19 Board Education Plan.</li> </ol>	
<p><b>LIST OF ATTACHMENTS:</b> None.</p>	

**Governance Committee**

**Updated June 7, 2018**

<b>FY19 GC Pacing Plan – Q1</b>		
July 2018	August 7, 2018	September 2018
<p><i>No scheduled meeting</i></p> <p><i>At each meeting:</i></p> <p><b>Regular Consent Calendar Items:</b> Minutes, Committee Recruitment Update, Article of Interest</p> <p><b>Other Regular Items:</b></p> <ul style="list-style-type: none"> <li>- Board Recruitment Update</li> <li>- Report on Board Actions</li> </ul>	<ul style="list-style-type: none"> <li>- Consider Hospital Board Member Competencies for FY19/20</li> <li>- FY19 Board Education Plan                             <ul style="list-style-type: none"> <li>o Topics Semi-Annual Board and Committee Education Sessions</li> <li>o Topic for Annual Retreat (February)</li> <li>o Topics For Board Meetings</li> </ul> </li> <li>- Adopt Board Orientation Plan</li> <li>- Develop Specific Plan to Achieve FY19 Board Goals                             <ul style="list-style-type: none"> <li>o Review Past Board Packets</li> </ul> </li> <li>- <b>Via Healthcare Consulting</b></li> </ul>	<p><i>No scheduled meeting</i></p>
<b>FY19 GC Pacing Plan – Q2</b>		
October 2, 2018	November 2018	December 2018
<ul style="list-style-type: none"> <li>- Review and Recommend Annual Board Self-Assessment Tool</li> <li>- Consider Proposed Delegations of Authority to Committees</li> <li>- Adopt Board Orientation Plan</li> <li>- Review Board Reimbursement Policy and Procedure</li> <li>- <b>Review Board and Committee Education Policy</b></li> <li>- Assess Progress on FY19 Board Goals</li> </ul> <p><b>Wed., 10/24/2018</b></p> <p><b>Board &amp; Committee Educational Gathering</b></p>	<p><i>No scheduled meeting</i></p>	<p><i>No scheduled meeting</i></p>



**Governance Committee**

Updated June 7, 2018

FY19 GC Pacing Plan – Q3		
January 2019	February 5, 2019	March 2019
<p><i>No scheduled meeting</i></p>	<ul style="list-style-type: none"> <li>- Annual review of Advisory Committee composition</li> <li>- Finalize Recommendation for Delegations of Authority to the Advisory Committees</li> <li>- Assess Progress on FY19 Board Goals</li> <li>- Discuss CEO Board service</li> </ul> <p><i>Launch Annual Board and Board Chair Assessments</i></p>	<p><i>No scheduled meeting</i></p>
FY19 GC Pacing Plan – Q4		
April 2, 2019	May 2019	June 4, 2019
<ul style="list-style-type: none"> <li>- Set FY20 Governance Committee Dates</li> <li>- Review draft Board and Self-Assessment results</li> <li>- Develop FY20 Governance Committee Goals</li> <li>- Assess Progress on FY19 Board Goals</li> <li>- Develop FY20 Board Goals</li> </ul> <p><b>Wed., 4/24/2019</b> <b>Board &amp; Committee Educational Gathering</b></p>	<p><i>No scheduled meeting</i></p>	<ul style="list-style-type: none"> <li>- Review and Recommend all FY20 Committee goals to Board</li> <li>- Review Advisory Committee and Committee Chair assignments</li> <li>- Review Committees' progress against FY19 goals</li> <li>- Confirm self-assessment sent to District (from GC charter)</li> <li>- Finalize FY20 Master Calendar (for Board approval in June)</li> <li>- Finalize FY19 GC goals</li> <li>- Assess ECH Board Structure</li> </ul>

## ECH BOARD COMMITTEE MEETING AGENDA ITEM COVER SHEET

<b>Item:</b>	Roundtable Discussion Governance Committee Meeting August 7, 2018
<b>Responsible party:</b>	Cindy Murphy, Director of Governance Services
<b>Action requested:</b>	For Discussion
<b>Background:</b> We included an excerpt from the Governance Institute's "Elements of Governance" Series titled "Board Committees" in the Committee's February 6, 2018 packet. Committee Chair Fung asked that we include the questions posed in the "Committee Meeting Effectiveness Assessment Options" section for the Committee to discuss at the conclusion of the meeting.	
<b>Other Board Advisory Committees that reviewed the issue and recommendation, if any:</b> None.	
<b>Summary and session objectives:</b> To assess the effectiveness of the Committee's meeting.	
<b>Suggested discussion questions:</b> <ol style="list-style-type: none"> <li>1. Brief discussion topics: what worked well/should be repeated? What should be changed/added/deleted?</li> <li>2. Were the meeting packet and agenda helpful?</li> <li>3. Did key issues receive sufficient attention?</li> <li>4. Did we spend the right amount of time on each issue?</li> <li>5. Was there a significant amount of discussion (vs. presentation)?</li> <li>6. Were discussions kept at the governance level?</li> <li>7. Did all members participate fully?</li> <li>8. Did we hold ourselves accountable to the rules of engagement?</li> </ol>	
<b>Proposed Committee motion, if any:</b> None. For discussion only.	
<b>LIST OF ATTACHMENTS:</b> None.	