



**Minutes of the Open Session of the
Governance Committee
Tuesday, August 7, 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
Julia E. Miller
Peter Moran (via teleconference)
Bob Rebitzer

Members Absent

Christina Lai

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:32pm by Chair Fung. A verbal roll call was taken. Mr. Peter Moran participated via teleconference. Ms. Lai was absent. All other Committee members were present at roll call.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<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>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (June 5, 2018); and for information: Articles of Interest.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Moran, Rebitzer Noes: None Abstain: Miller Absent: Lai Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Fung referred to the written report in the packet, highlighting the discussion of the Hospital Board goals, the approval of the FY19 Community Benefit plans, and recent District Board approvals.	
6. FY19/20 HOSPITAL BOARD COMPETENCIES	<p>Dan Woods, CEO, outlined the list of proposed competencies as further detailed in the packet, highlighting the new proposal of other Board experience and experience leading a high performing organization.</p> <p>Cindy Murphy, Director of Governance Services, reviewed materials from the Governance Institute’s Support Forum, which focused on:</p> <ul style="list-style-type: none"> - Embracing lessons learned from other industries that have handled disruptions/transformation - Competencies/attributes that hospital boards should consider <p>Mr. Rebitzer cautioned that the health care industry may not be changing as completely or as quickly as those referenced in the materials.</p> <p>The Committee discussed including competencies related to 1)</p>	<i>Competencies recommended for approval</i>

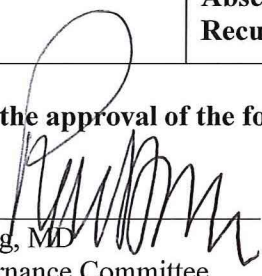
	<p>understanding disruption/change and change management and 2) Board-level experience.</p> <p>The Committee also discussed a competency area related to physician engagement and whether that should be present on the Board or management team.</p> <p>Mr. Woods described the consideration of cybersecurity competencies, noting that there is currently that expertise on the Compliance and Audit Committee.</p> <p>Motion: To recommend the following FY19 priorities for ECH Board Member Competencies: 1) understanding of complex market partnerships; 2) long-range strategic planning; 3) finance/entrepreneurship; and 4) experience leading a high performing organization, healthcare-related or other industry, including Board-level experience.</p> <p>Movant: Moran Second: Kalbach</p> <p>The Committee discussed the use of the priorities in developing a competency matrix that will be approved by the Hospital and District Boards and used by the District's Ad Hoc Committee. Mr. Rebitzer suggested maintaining separation between Board evaluation tools and criteria (or analyses) used for recruitment purposes.</p> <p>Ayes: Fung, Kalbach, Miller, Moran, Rebitzer Noes: None Abstain: None Absent: Lai Recused: None</p>	
<p>7. BOARD ORIENTATION PROGRAM</p>	<p>Mr. Woods reviewed the orientation agenda and materials used to on-board Directors Kalbach and Kliger. He noted that staff would like to implement a 90-day check in following orientation.</p> <p>The Committee discussed opportunities for improvement, including: 1) more emphasis on strategy; 2) more coherence and building the schedule/agenda around an educational objective; 3) ensuring the following are incorporated: financial state of the organization, meetings with key members of the management team who regularly interface with the Board, and strategic direction; 4) Brown Act education very early in orientation; and 5) streamlined and fewer sessions to allow for longer, deeper dives on certain topics.</p> <p>Erica Osborne of Via Healthcare Consulting explained that some of Via's clients break orientation into multiple sessions that are held once per quarter, which are open to new and existing board members (who may want to brush up on topics). Topics may include Governance, Quality, Finance, and Strategy.</p> <p>Mr. Moran suggested providing new Board members with packets from the last two or three meetings to review and acquaint themselves with processes and materials when they first get started.</p> <p>Staff noted that it will incorporate the Committee's feedback and bring a formal proposal back to the Committee for review in October.</p>	

<p>8. BOARD AGENDA AND PACKET REVIEW</p>	<p>Erica Osborne from Via Healthcare Consulting provided an overview of the review she and her team completed of Hospital Board and Committee materials, noting that their work included interviews with the executive team, observational attendance at Board and Committee meetings, and packet and agenda review.</p> <p>Ms. Osborne and the Committee discussed the findings as further detailed in the packet, including focus on 1) the need for Board communication and education to explain the changes/removal of information from the packets; 2) how best to satisfy different areas of interest and potentially different levels of detail needed to make good governing decisions; and 3) whether additional material should be linked to the packet, in appendices, and/or discussed in the meeting.</p> <p>Ms. Osborne noted that any information for the Board should be 1) framed appropriately, 2) at a governance level, 3) understandable and concise, and 4) sufficient for decision making.</p> <p>Mr. Woods commented that materials should enable the Board to test the executive team's process rather than remake the decision.</p> <p>Chair Fung requested additional information on the amount of time spent at Hospital Board meetings on strategic versus operational matters.</p> <p>Ms. Osborne suggested that the Committee review packets again in 6 months. She reviewed Via's specific recommendations based on the 3 Hospital Board packets Via reviewed as further detailed in the materials; some suggestions included:</p> <ul style="list-style-type: none"> - Exploring opportunities for delegation - Redesigning agenda: start with main objectives and build materials from there - Including the "Bottom Line Up Front" (BLUF) - Streamlining policy approvals (potentially a subcommittee of the Quality Committee) - Using Articles of Interest for the Board's education and further information - Clearly identifying Board-sanctioned requests for executive work - Use of a Board Action Plan rather than a Pacing Plan <p>The Committee discussed ideas regarding 1) the appropriate level of detail in materials, 2) collaboration between the Executive Sponsor and Committee Chairs on Committee reports, 3) tracking follow up items, and 4) recalibration of expectations regarding the level of detail in/volume of materials.</p> <p>Mr. Rebitzer suggested using a concrete example with the Board to solicit specific feedback on new/alterred materials.</p>	
<p>9. FY19 BOARD GOAL ACHIEVEMENT PLAN</p>	<p>The Committee reviewed the proposed Board Goal Achievement Plan as further detailed in the packet.</p> <p>The Committees discussed whether or not the Hospital Board should adopt a document regarding Standards of Conduct like the District Board.</p> <p>Ms. Miller suggested that the Governance Committee should report to the District Board.</p> <p>Mr. Rebitzer suggested that the Governance Committee should provide feedback on September and October meeting materials to provide staff with more time to start modifying agendas and materials.</p> <p>The Committee discussed a potential coaching program for the Board,</p>	<p><i>Board Goal achievement plan tactics accepted</i></p>

	<p>including hiring someone like an executive coach or online governance education. Ms. Osborne suggested using GovernWell or iProtean.</p> <p>Mr. Moran discontinued participation in the meeting at 7:37pm.</p> <p>Motion: To accept the tactics recommended by staff as further detailed in the packet.</p> <p>Movant: Kalbach Second: Rebitzer</p> <p>Chair Fung noted that he will raise the question regarding the Standards of Conduct with the Hospital Board.</p> <p>Ayes: Fung, Kalbach, Miller, Rebitzer Noes: None Abstain: None Absent: Lai, Moran Recused: None</p>	
10. FY19 BOARD EDUCATION PLAN	<p>Mr. Woods outlined the proposed education plan. He noted that the April roundtables could provide an opportunity for education on industry changes and trends.</p> <p>Ms. Osborne suggested surveying Board members to select areas of interest for education; the management team can provide a list of 10 topics from which the Board can choose.</p> <p>Motion: To recommend that the Board approve the proposed FY19 Board Education Plan.</p> <p>Movant: Miller Second: Kalbach Ayes: Fung, Kalbach, Miller, Rebitzer Noes: None Abstain: None Absent: Lai, Moran Recused: None</p>	<i>FY19 Board Education Plan recommended for approval</i>
11. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 7:42pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Governance Committee Meeting (June 5, 2018).</p> <p>Movant: Kalbach Second: Miller Ayes: Fung, Kalbach, Miller, Rebitzer Noes: None Abstain: None Absent: Lai, Moran Recused: None</p>	<i>Adjourned to closed session at 7:42pm.</i>
12. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT	<p>Open session was reconvened at 7:54pm. Agenda items 13-15 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (June 5, 2018) by a unanimous vote in favor of all members present (Fung, Kalbach, Miller, Rebitzer). Ms. Lai and Mr. Moran were absent.</p>	
13. AGENDA ITEM 16: FY19 COMMITTEE PACING PLAN	<p>Chair Fung requested that the Committee review Hospital Board agendas at its October meeting.</p> <p>In response to Chair Fung's question, Ms. Murphy explained the "CEO Board service" topic that was paced for the Committee's February meeting</p>	<i>FY19 Pacing Plan approved</i>

	at the Committee's request.	
14. AGENDA ITEM 17: ROUND TABLE DISCUSSION	The Committee reviewed the effectiveness of the discussion and materials for the meeting.	
15. AGENDA ITEM 18: ADJOURNMENT	Motion: To adjourn at 8:01pm. Movant: Miller Second: Kalbach Ayes: Fung, Kalbach, Miller, Rebitzer Noes: None Abstain: None Absent: Lai, Moran Recused: None	<i>Meeting adjourned at 8:01pm.</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