



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, March 31, 2020**

Pursuant to State of California Executive Order N-29-20 dated March 18, 2020, El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

Members Present

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

Members Absent

None

**via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 5:30pm by Chair Fung. A verbal roll call was taken. All Committee members were present and participated via teleconference and videoconference pursuant to Santa Clara County's shelter in place order. Mr. Rebitzer joined the meeting at 5:31pm during Agenda Item 4: Consent Calendar. A quorum was present pursuant to State of California Executive Orders N-25-20 dated March 12, 2020 and N-29-20 dated March 18, 2020.	
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	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. Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (2/4/2020). Movant: Moran Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	There were no questions from the Committee.	
6. FY20 BOARD AND COMMITTEE SELF- ASSESSMENT TOOLS	Erica Osborne from Via Healthcare Consulting (participating by video and teleconference) reviewed the changes to the proposed FY20 Board and Committee Self-Assessment Tools requested by the Committee at its February 4, 2020 meeting. The Board Self-Assessment additions included questions on desired education topics (including a list of proposed topics and a general open-ended question) and preferred modalities. The Committee discussed the proposed topics, stressing the importance of framing the education for	<i>Board and Committee Self- Assessment Tools recommended for approval</i>

	<p>oversight at a governance rather than management level.</p> <p>Ms. Osborne suggested and the Committee agreed to add a proposed education topic to the list on the Board’s role in disaster planning/crisis management. Mr. Kalbach requested revising the first bullet in Question 41 to read, “Governance Effectiveness (vs Management), Board Roles and Fiduciary Responsibilities.”</p> <p>In response to questions from the Committee, Ms. Osborne explained that the education topics were derived from common themes from the American Hospital Association (AHA) and The Governance Institute resources as well as from other Via Healthcare Consulting clients, but noted that topics specific to ECH (like further education on California public meeting laws) could be added.</p> <p>On the Committee Self-Assessment, Dr. Fung requested that question 17 be rephrased as “The Committee regularly receives feedback and information that informs its work.”</p> <p>Motion: To recommend that the Board approve the Proposed FY20 Board and Committee Self-Assessment Tools, including the revisions noted above.</p> <p>Movant: Moran Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>7. BEST PRACTICES FOR EXECUTIVE SESSIONS AT BOARD AND COMMITTEE MEETINGS</p>	<p>Ms. Osborne explained that there is a desire for executive sessions to be used consistently. She suggested that a policy could outline common topics of discussion and set ground rules for who will be in the room and how executive sessions are used.</p> <p>In response to Committee questions, Ms. Osborne explained that the common topics as further outlined in the materials are typically seen with other organizations, but they are not specific to entities that are subject to the Brown Act. She recommended deferring to legal counsel on executive session agendas and their compliance with the Brown Act.</p> <p>The Committee, staff, and Ms. Osborne engaged in a robust discussion about the use of executive sessions at Board and Committee meetings, including:</p> <ul style="list-style-type: none"> - Allowing for flexibility and the ability to adjust to new situations. - How executive sessions should be agendized; Committee members noted that executive sessions should be a standing topic so that it is not more difficult or sensitive to ask for one. - Historical use of executive sessions by the Hospital and District Boards and Compliance & Audit and Finance Committees. - Setting expectations between the Committees, Board, and management of what to expect. - Ensuring that there is appropriate communication from the Board/Committee back to staff, especially the CEO, if there is summary or action items relevant to their work. - Ensuring compliance with the Brown Act and avoiding creation of what could be perceived as a separate process away from the public view; discussions should be limited to personnel performance per the exception used on the agenda. - Emphasizing that sessions should be productive and focused, but length should not be a determining factor; executive sessions should 	<p><i>Chair to discuss next steps and potential policy with staff and legal counsel</i></p>

	<p>be as long as they need to be.</p> <ul style="list-style-type: none"> - Including the CEO in applicable discussions and excusing other staff. - Identifying specific staff to be present for each topic as determined by their subject matter expertise. <p>Mr. Woods commented that the overall goals are to address consistency (usage and purpose) and improve communication back to the appropriate staff members, including the CEO.</p> <p>Ms. Lai noted that there is an educational opportunity for Board and Committee members to explain what are the appropriate topics for executive sessions, when to use it, and who is involved.</p> <p>Chair Fung requested discussing the issue with legal counsel and Ms. Murphy to come up with an appropriate and concise policy.</p>	
8. ASSESS PROGRESS ON BOARD ACTION PLAN	<p>Cindy Murphy, Director of Governance Services, reported on two areas of the plan where progress has stalled:</p> <ul style="list-style-type: none"> - <u>Quality Oversight</u>: The arrival of a permanent Chief Quality Officer (CQO) has also been delayed, which impacted additional work in this area. - <u>Ongoing Education/Training</u>: Due to the COVID-19 pandemic, the April 22, 2020 Joint Session with Board and its Committees has been cancelled. <p>Ms. Murphy suggested and the Committee agreed that the individual Committees should still complete the e-Learning course on “Management vs. Governance” and complete their education on Achieving Optimal Governance on their own.</p> <p>In response to questions from the Committee, Ms. Murphy explained that there is an Interim CQO in place. There was an offer made to a candidate for the permanent CQO position, but the offer was subsequently declined.</p>	
9. FY21 COMMITTEE PLANNING	<p>Ms. Murphy explained that the Hospital Board approves its calendar for the next fiscal year and all of the annual Committee goals at its June meeting each year.</p> <p>Ms. Murphy asked for feedback on the Committee goals if there is additional work that the Committee would like to take on. There were no further comments on the goals or the Pacing Plan from the Committee.</p> <p>Chair Fung requested that the meeting proposed on March 30, 2021 be moved up one week to March 23, 2021.</p> <p>Motion: To approve the proposed FY21 meeting dates (as revised above), FY21 Committee Goals, and FY21 Pacing Plan.</p> <p>Movant: Kalbach Second: Alvares Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p> <p>Ms. Osborne discontinued participation in the meeting at 6:24 pm.</p>	<i>FY21 dates, goals, and pacing plan approved</i>
10. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 6:24 pm.</p> <p>Movant: Kalbach Second: Moran</p>	<i>Adjourned to closed session at 6:24 pm</i>

	Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	
11. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT	Open session was reconvened at 7:04pm. Agenda items 11-14 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (2/4/2020) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer).	
12. AGENDA ITEM 16: FY20 PACING PLAN	There were no comments from the Committee.	
13. AGENDA ITEM 17: ROUND TABLE DISCUSSION	The Committee and staff discussed the effectiveness of the meeting; Mr. Woods noted that organization is transitioning to Zoom. Ken Alvares suggested deferring the Board Self-Assessment in light of the COVID-19 pandemic.	
14. AGENDA ITEM 18: ADJOURNMENT	Motion: To adjourn at 7:08pm. Movant: Alvares Second: Lai Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>Meeting adjourned at 7:08pm</i>

Attest as to the approval of the foregoing minutes by the Governance Committee of El Camino Hospital:

DocuSigned by:

Peter Fung

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Peter C. Fung, MD
Chair, Governance Committee