



**Minutes of the Open Session of the  
Executive Compensation Committee  
of the El Camino Hospital Board of Directors  
Thursday, March 4, 2021**

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**

Teri Eyre\*\*

Jaison Layney\*\*

Julie Kliger, Vice-Chair\*\*

Bob Miller, Chair\*\*

George Ting, MD\*\*

Pat Wadors\*\*

**Members Absent**

None


\*\*via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. <b>CALL TO ORDER/ ROLL CALL</b>	<p>The open session meeting of the Executive Compensation Committee of El Camino Hospital (the "<u>Committee</u>") was called to order at 4:04 pm by Chair Bob Miller. 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.</p> <p>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.</p>	
2. <b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Miller asked if any Committee members had a conflict of interest with any of the agenda items. No conflicts were noted.	
3. <b>PUBLIC COMMUNICATION</b>	None.	
4. <b>CONSENT CALENDAR</b>	<p>Chair Miller 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><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meeting (11/5/2020); and for information: Progress Against FY21 Committee Goals; Article of Interest.</p> <p><b>Movant:</b> Eyre  <b>Second:</b> Layney  <b>Ayes:</b> Eyre, Kliger, Layney, Miller, Ting, Wadors  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<i>Consent calendar approved</i>
5. <b>REPORT ON BOARD ACTIONS</b>	<p>Chair Miller asked the Committee for any question or feedback on the Report on the Board Actions as further detailed in the packet.</p> <p>None were noted.</p>	
6. <b>COMMITTEE PLANNING</b>	<p>Chair Miller reviewed the proposed FY22 committee goals and dates noted the February/March outlier date and Mercer's recommendation to combine the committee goals and pacing plan into one document.</p> <p><b>Motion:</b> To approve the proposed FY22 committee goals and dates.</p> <p><b>Movant:</b> Kliger  <b>Second:</b> Ting</p>	<i>FY22 Committee Goals and Dates were approved</i>


	<p><b>Ayes:</b> Eyre, Kliger, Layney, Miller, Ting, Wadors  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<p>7. <b>LETTER OF REBUTTABLE PRESUMPTION OF REASONABLENESS</b></p>	<p>Ms. Heidi O'Brien from Mercer provided an overview of the letter of presumption of reasonableness as further detailed in the submitted materials. She reported the executive compensation levels are reasonable, and noted that reasonableness opinion letter formal approval seems redundant, and recommended this item be removed as a requirement for approval and be addressed as informational for future agenda items.</p> <p>The Committee's consensus was to distribute a summarized letter as informational.</p> <p><b>Motion:</b> To accept the Letter of Reasonableness for outside Board Counsel review and submission for Board acceptance per IRS Section 4958.</p> <p><b>Movant:</b> Layney  <b>Second:</b> Eyre  <b>Ayes:</b> Eyre, Kliger, Layney, Miller, Ting, Wadors  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<p>8. <b>ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 4:18 pm.</p> <p><b>Movant:</b> Layney  <b>Second:</b> Wadors  <b>Ayes:</b> Eyre, Kliger, Layney, Miller, Ting, Wadors  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>Adjourned to closed session at 4:18 pm</i></p>
<p>9. <b>AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>The open session was reconvened at 5:56 pm.</p> <p>Agenda items 9-13 were addressed in the closed session.</p> <p>During the closed session, the Committee approved the Closed Session minutes of the 11/5/2020 ECC Meeting by unanimous vote in favor of all members present by teleconference (Eyre, Kliger, Layney, Miller, Ting, Wadors).</p>	
<p>10. <b>AGENDA ITEM 15: APPOINTMENT OF AD HOC COMMITTEE MEMBER RECRUITING</b></p>	<p>Chair Miller announced Pat Wadors' last meeting of attendance and thanked her for her service on the Committee. He further noted that her vacancy would be filled by an AdHoc Committee and asked those committee members interested in the AdHoc Committee appointment to respond via email or at the May meeting.</p>	
<p>11. <b>AGENDA ITEM 16: FY21 PACING PLAN</b></p>	<p>Chair Miller noted that the CEO Contract Renewal should be paced for the May 27 meeting.</p>	
<p>12. <b>AGENDA ITEM 17: CLOSING COMMENTS</b></p>	<p>There were no additional comments from the Committee.</p>	
<p>13. <b>AGENDA ITEM 18: ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 6:23 pm.</p>	<p><i>Meeting adjourned at</i></p>

	<b>Movant:</b> Wadors <b>Second:</b> Ting <b>Ayes:</b> Eyre, Kliger, Layney, Miller, Ting, Wadors <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	6:23 pm
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Attest as to the approval of the foregoing minutes by the Executive Compensation Committee and the Board of Directors of El Camino Hospital.

DocuSigned by:  
  
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Bob Miller  
Chair, Executive Compensation Committee

  
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Julia E. Miller  
Secretary, ECH Board of Directors

Prepared by: Stephanie Iljin, Supervisor of Executive Administration