

**AGENDA**  
**GOVERNANCE COMMITTEE OF THE**  
**EL CAMINO HOSPITAL BOARD OF DIRECTORS**

**Tuesday, March 29, 2022– 5:30 pm**

El Camino Hospital | 2500 Grant Road Mountain View, CA 94040

PURSUANT TO GOVERNMENT CODE SECTION 54953(e)(1), EL CAMINO HEALTH **WILL NOT BE PROVIDING A PHYSICAL LOCATION TO THE PUBLIC FOR THIS MEETING**. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

**1-669-900-9128**, MEETING CODE: **999-9643-4793#**. No participant code. Just press #.

**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>	Don Watters, Chair		<b>5:30 – 5:32pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Don Watters, Chair		<b>information</b> <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	Don Watters, Chair		<b>information</b> <b>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 (02/01/2022)</a> <b>Information</b> b. <a href="#">FY22 GC Committee Goals</a> c. <a href="#">FY22 Pacing Plan</a> d. <a href="#">Education Planning Update</a>	Don Watters, Chair	<i>public comment</i>	<b>motion required</b> <b>5:36 – 5:38</b>
<b>5. <u>REPORT ON BOARD ACTIONS</u></b>	Don Watters, Chair		<b>information</b> <b>5:38 – 5:43</b>
<b>6. <u>GOVERNANCE AD HOC COMMITTEE</u></b> a. Develop recommendations for Board Composition and Succession Planning	Don Watters, Chair	<i>public comment</i>	<b>motion required</b> <b>5:43 – 5:48</b>
<b>7. <u>POLICY REVIEW</u></b> a. Hospital Board Advisory Committee Community Member Nomination and Selection Procedure	Dan Woods, Chief Executive Officer	<i>public comment</i>	<b>motion required</b> <b>5:48 – 5:53</b>
<b>8. ADJOURN TO CLOSED SESSION</b>	Don Watters, Chair	<i>public comment</i>	<b>motion required</b> <b>5:53 – 5:54</b>

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
9. <b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Don Watters, Chair		<b>information</b> 5:54 – 5:55
10. <b>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> Gov't Code Section 54957.2: – Minutes of the Closed Session of the Governance Committee Meeting (02/01/22)	Don Watters, Chair		<b>motion required</b> 5:55 -5:57
11. <i>Health and Safety Code Section 32106(b) for a report and discussion involving health care facility trade secrets:</i> <b>ENTERPRISE STRATEGY</b>	Dan Woods, Chief Executive Officer		<b>information</b> 5:57 – 6:17
12. <b>ADJOURN TO OPEN SESSION</b>	Don Watters, Chair		<b>motion required</b> 6:17 – 6:18
13. <b>RECONVENE OPEN SESSION/ REPORT OUT</b>	Don Watters, Chair		<b>information</b> 6:18 – 6:19
To report any required disclosures regarding permissible actions taken during Closed Session.			
14. <b><u>GOVERNANCE BEST PRACTICES</u></b> a. Committee Pacing Plans b. Review Advisory Committee Structure c. Assess Governance Structure Resiliency	Don Watters, Chair	<i>public comment</i>	<b>possible motion</b> 6:19 – 6:49
15. <b><u>ROUND TABLE DISCUSSION</u></b>	Don Watters, Chair		<b>discussion</b> 6:49 – 6:57
16. <b>ADJOURNMENT</b>	Don Watters, Chair	<i>public comment</i>	<b>motion required</b> 6:57 – 7:00pm

**Upcoming Committee Meetings:** May 31, 2022

**Upcoming Retreat/Education Sessions:** April 27, 2022 (Education)



**Minutes of the Open Session of the  
Governance Committee of the  
El Camino Hospital Board of Directors  
Tuesday, February 1, 2022**

Pursuant to Government Code Section 54953(e)(1), 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\*\***  
**Michael Kasperzak\*\***  
**Christina Lai\*\***  
**Bob Rebitzer\*\***  
**Don Watters\*\***, Chair

**Members Absent**  
**\*\*via teleconference**

Agenda Item	Comments/Discussion	Approvals/ Action
1. <b>CALL TO ORDER/ ROLL CALL</b>	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 5:31 pm by Chair Watters. A verbal roll call was taken. A quorum was present under Government Code Section 54953(e)(1). Mr. Rebitzer was absent at the time of roll call.	<b><i>Called to order at 5:31 pm</i></b>
2. <b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Watters asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. <b>PUBLIC COMMUNICATION</b>	None.	
4. <b>CONSENT CALENDAR</b>	<p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (10/21/2021), and for information: FY22 Committee Goals and Pacing Plan.</p> <p><b>Movant:</b> Kasperzak  <b>Second:</b> Alvares  <b>Ayes:</b> Alvares, Fung, Kasperzak, Lai, Watters  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Rebitzer  <b>Recused:</b> None</p>	<b><i>The Consent Calendar was approved.</i></b>
5. <b>REPORT ON BOARD ACTIONS</b>	Chair Watters reported on the Board Actions as detailed in the packet materials, and specifically noted the reappointment of Director Po to the Hospital Board for an additional 3-year term, beginning July 2022.	
6. <b>EDUCATION PLANNING</b>	<p>Dan Woods, CEO, provided an overview of the proposed education planning for the remaining of FY22. Mr. Woods reviewed the plan to discuss the strategic planning process at the board retreat on February 23<sup>rd</sup> and to provide an overview of the overall strategy and direction of the organization at the April 27<sup>th</sup> session.</p> <p>Mr. Alvares asked for an update on the Board Governance Consultant. Chair Watters stated he had met with the consultant and Mr. Woods noted that he is impressed with the outcome of the engagement at this point.</p> <p>Ms. Lai stated her concern for educational topics such as diversity, technology, and cyber security.</p>	

	<p>Mr. Shiraz Ali confirmed these topics will be up for discussion before the fiscal year ends.</p> <p><i>*Director Rebitzer joined the meeting at 5:37 pm.</i></p>	
<p><b>7. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 5:51 pm.</p> <p><b>Movant:</b> Lai <b>Second:</b> Alvares <b>Ayes:</b> Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	<p><b><i>Adjourned to closed session at 5:51 pm</i></b></p>
<p><b>8. AGENDA ITEM 12: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>The open session was reconvened at 6:52 pm. Agenda items 8-11 were addressed in the closed session. During the closed session, the Committee discussed the Board Assessment Update and Governance Best Practices. Committee members Alvares, Fung, Kasperzak, Lai, Rebitzer, and Watters were present.</p>	
<p><b>9. AGENDA ITEM 13: ROUND TABLE DISCUSSION</b></p>	<p>The Committee reviewed the effectiveness of the meeting and overall felt that the meeting was successful.</p> <p>Feedback included the following:</p> <ul style="list-style-type: none"> <li>• Concise material was explained clearly by Shiraz Ali and Dan Woods, CEO.</li> <li>• The level of discussion was productive with concise agenda items.</li> <li>• The level of discussion was presented in detail and allowed time for great quality conversation.</li> </ul> <p><i>*Director Rebitzer left the meeting at 6:55 pm.</i></p>	
<p><b>10. AGENDA ITEM 14: ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 6:57 pm.</p> <p><b>Movant:</b> Fung <b>Second:</b> Alvares <b>Ayes:</b> Alvares, Fung, Kasperzak, Lai, Watters <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Rebitzer <b>Recused:</b> None</p>	<p><b><i>The meeting was adjourned at 6:57 pm.</i></b></p>

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

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Don Watters  
Chair, Governance Committee

## FY22 COMMITTEE GOALS

### Governance Committee

#### PURPOSE

The purpose of the Governance Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital 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 function at the highest level of governance standards.

**STAFF:** **Dan Woods**, Chief Executive Officer (Executive Sponsor)

The CEO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
<b>1.</b> Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies	Q1 FY22	- Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board
	Q4 FY22	- Chair nominates Governance Committee member to serve on District Board Ad Hoc Committee and participate in the Non-District Board Member recruitment/interview process as requested by the District Board
	Q1 FY22	- Assess implementation of changes to ECH Board Structure and make recommendations
<b>2.</b> Promote, enhance, and sustain competency-based, efficient, effective governance	Q4 FY21 – Q1 FY23	- FY21 Self-Assessment Survey Completed (Q1 FY22) - FY22 Self-Assessment Tool recommended to the Board (Q3) and survey completed (Q4 FY22 – Q1 FY23)
	Q2- FY22	- Reports are completed and made available to the Board and the District Board (Q1) - Develop FY22 Board Action Plan (Q2)
<b>3.</b> Develop Board and Committee Education Plan for FY21	Q2 FY22	- Develop and recommend FY22 Board and Committee Education Plan
	Q1 FY22	- Recommend FY22 Annual Retreat Agenda to the Board
<b>4.</b> Propose a strategy to increase diversity to the Hospital Board and Committees	Q2 FY22	- Develop and recommend a strategy to the Hospital Board on increasing diversity to the Hospital Board of Directors and the committees

**Chair:** Don Watters

**Executive Sponsor:** Dan Woods

**FY2022 Governance Committee Pacing Plan**

<b>FY2022 GC Pacing Plan – Q1</b>		
<b>July 2021</b>	<b>August 3, 2021</b>	<b>September 2021</b>
<b>No Scheduled Governance Committee Meeting</b>	<b>Approval Items</b> <ul style="list-style-type: none"> <li>• Standing Consent Agenda Items</li> <li>• Minutes (motion)</li> </ul> <b>Discussion Items</b> <ul style="list-style-type: none"> <li>• Consider Hospital Board Member Competencies FY22/23 - deferred</li> <li>• Planning for October Joint Education Session</li> <li>• Report on Board Actions</li> <li>• Board Education</li> <li>• Assess ECH Board Structure – deferred</li> <li>• Review Annual Board and Committee Self-Assessment Results and Develop Action Plan for Board - deferred</li> <li>• Confirm Self-Assessment sent to District (GC Charter) - deferred</li> </ul>	<b>No Scheduled Governance Committee Meeting</b>
<b>FY2022 GC Pacing Plan – Q2</b>		
<b>October 21, 2021</b>	<b>November 2021</b>	<b>December 2021</b>
<b>Approval Items</b> <ul style="list-style-type: none"> <li>• Standing Consent Agenda Items</li> <li>• Minutes (motion)</li> </ul> <b>Discussion Items</b> <ul style="list-style-type: none"> <li>• Final Planning for November Joint Education Session (11/21/21)</li> <li>• Planning for February Board Retreat</li> <li>• GC Self-Assessment Results</li> <li>• Assess Board Diversity</li> <li>• FY 22/23 Board Education Plan</li> <li>• Review Policy and Procedure for Advisory Committee Member Nomination Selection</li> <li>• Board Member Benefits</li> </ul>	<b>No Scheduled Governance Committee Meeting</b>	<b>No Scheduled Governance Committee Meeting</b>

**FY2022 Governance Committee Pacing Plan**
**FY2022 GC Pacing Plan – Q3**

January 2022	February 1, 2022	March 29 <del>2</del> , 2022
<p align="center"><b>No Scheduled Governance Committee Meeting</b></p>	<p><b>Approval Items</b></p> <ul style="list-style-type: none"> <li>• Standing Consent Agenda Items</li> <li>• Minutes (motion)</li> </ul> <p><b>Discussion Items</b></p> <ul style="list-style-type: none"> <li>• Planning April Education Session</li> <li>• Assess Progress FY22 Board Action Plan</li> <li>• FY22 Board Member Competencies</li> <li>• Board Education</li> <li>• <del>Delegation of Authority to Approve ECH Community Benefit Grant Funding to Finance Committee</del></li> <li>• FY23 Board Meeting Schedule</li> </ul>	<p><b>Approval Items</b></p> <ul style="list-style-type: none"> <li>• Standing Consent Agenda Items</li> <li>• Minutes (motion)</li> </ul> <p><b>Discussion Items</b></p> <ul style="list-style-type: none"> <li>• Set FY22 GC Committee Dates</li> <li>• Assess Governance Structure Resiliency</li> <li>• Board Education</li> <li>• Review Advisory Committee Structure</li> </ul>

**FY2022 GC Pacing Plan – Q4**

April 2022	May 31, 2022	June 2022
<p align="center"><b>April Joint Education Session 4/27</b></p>	<p><b>Approval Items</b></p> <ul style="list-style-type: none"> <li>• Standing Consent Agenda Items</li> <li>• Minutes (motion)</li> </ul> <p><b>Discussion Items</b></p> <ul style="list-style-type: none"> <li>• Develop FY23 GC Goals</li> <li>• Assess progress on FY22 Board Action Plan</li> <li>• Review Advisory Committee and Committee Chair Assignments</li> <li>• Review Committee Progress against FY22 Goals</li> <li>• Finalize FY23 Master Calendar</li> </ul>	<p align="center"><b>No Scheduled Governance Committee Meeting</b></p>

**EL CAMINO HOSPITAL BOARD OF DIRECTORS  
COMMITTEE MEETING MEMO**

**To:** Governance Committee  
**From:** Dan Woods, CEO  
**Date:** March 29, 2022  
**Subject:** Education Planning

**Purpose:** To inform the Governance Committee that the recommendation to include Diversity as an agenda item for the Hospital Board will be on an agenda for discussion in FY 2022.

**Summary:**

1. **Situation:** The Board continues to request ongoing education to support its work. As well, ongoing Board education is considered a best practice, vital to effective Board functioning.
2. **Authority:** It is within the Committee's chartered responsibilities to recommend activities to facilitate Hospital Board and Committee member education, training, and development.
3. **Background:** At the February Governance Committee meeting, the Committee agreed to forgo the topic of Cyber Security as an agenda topic for the remaining Study Session in lieu of presenting the El Camino Health Strategic Framework. The Committee also recommended that the topic of Diversity be considered as a topic for the Hospital Board in the current fiscal year and not be deferred to FY 2023.
4. **Assessment:** None.
5. **Other Reviews:** None.
6. **Outcomes:** The recommendation of the Governance Committee was discussed by the CEO, Chair, and Vice-Chair of the Hospital Board during their agenda planning session for the Hospital Board. The recommendation to utilize the remaining education session on 4/27/2022 to present the El Camino Health Strategy.

**List of Attachments:**

1. None.

**Suggested Committee Discussion Questions:**

2. None



**EL CAMINO HOSPITAL BOARD OF DIRECTORS  
COMMITTEE MEETING MEMO**

**To:** Governance Committee  
**From:** Don Watters, Chair  
**Date:** March 29, 2022  
**Subject:** Report on Board Actions

**Purpose:** To keep the Committee informed regarding actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

**Summary:**

1. **Situation:** It is essential to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive; still, it 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.
2. **Authority:** This is being brought to the Committee at the request of the Board and the Committees.
3. **Background:** Since the last time we provided this report to the Governance Committee, the Hospital Board and the District Board have met 3 times. In addition, since the Board has delegated specific authority to the Executive Compensation Committee, the Compliance and Audit Committee, and the Finance Committee, those approvals are also noted in this report.

<b>Board/ Committee</b>	<b>Meeting Date</b>	<b>Actions</b> (Approvals unless otherwise noted)
<b>ECH Board</b>	February 9 <sup>th</sup> , 2022 March 9 <sup>th</sup> , 2022	- Approval of Strategic Framework
<b>ECHD Board</b>	March 15 <sup>th</sup> , 2021	- Approval of Strategic Framework

**List of Attachments:** None.

**Suggested Committee Discussion Questions:** None.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS  
COMMITTEE MEETING COVER MEMO**

**To:** Governance Committee  
**From:** Don Watters, Chair  
**Date:** March 29, 2022  
**Subject:** Appointment of Ad Hoc Search Committee

**Recommendation(s):** (Possible Motion)

To approve the creation on an Ad Hoc Committee to develop recommendations to implement the proposed next steps in the Board Action Plan around Board composition and succession.

**Summary:**

1. Situation: The Hospital Board of Directors utilized the services of an independent consulting firm to conduct a Governance Assessment to promote optimal processes and practices.
2. Authority: The Governance Committee goals includes to promote, enhance, and sustain competency-based, efficient, effective governance.
3. Background: The Governance Assessment reviewed the actions taken by the El Camino Hospital Board of Directors to address strategic planning, operational topics, corporate governance matters, administrative matters and written reports. The assessment included Director and Management interviews.
4. Assessment: The Governance Committee would review and assess the efficacy of the proposals presented and discuss the timeline moving forward.
5. Other Reviews: N/A
6. Outcomes: The Governance Committee would make recommendations to the Board for further action.

**List of Attachments:**

1. None

**Suggested Committee Discussion Questions:**

1. None

**EL CAMINO HOSPITAL BOARD OF DIRECTORS  
COMMITTEE MEETING MEMO**

**To:** Governance Committee  
**From:** Dan Woods, CEO  
**Date:** March 29, 2022  
**Subject:** Approval of Draft Revised Advisory Committee Community Member Nomination and Selection Policy and Procedure (P&P)

**Recommendation:** (possible motion)

To recommend approval of the attached P&P, as revised.

**Summary:**

1. **Situation:** The attached P&P was last reviewed & approved by the Governance Committee in October 2021. The current practice of having three Ad Hoc Committee members does not match the policy parameters of limiting to two members.
2. **Authority:** It is within the Governance Committee's Charter to (a) monitor and recommend improvements or changes to the on-going governance process and procedures of the Hospital Board to enhance the overall efficiency of the Board and Advisory Committee Structure and (2) recommend updates to the Organization's governance policies where necessary and as required by legal and regulatory agencies.
3. **Background:** The P&P was developed by this Committee and approved by the Board in FY13. They were subsequently revised in FY15, FY20, and FY21 to reduce inefficiencies in the Procedures. It has been implemented numerous times in recruitments for each of the Board's Advisory Committees.
4. **Assessment:** The proposed revisions reflect a shift from two to three members on the Ad Hoc Committee to represent current practice.
5. **Other Reviews:** None.
6. **Outcomes:** Additional consistency and clarity of the Policy and Procedure for Nomination and Selection of Community Members of the Board's Advisory Committees.

**List of Attachments:**

1. Advisory Committee Community Member Nomination and Selection Policy and Procedure (P&P)

**Suggested Committee Discussion Questions:**

1. None



EL CAMINO HOSPITAL  
HOSPITAL BOARD ADVISORY COMMITTEE COMMUNITY MEMBER NOMINATION  
AND SELECTION PROCEDURES  
Adopted February 12, 2014  
Revised (Approved) April 8, 2015  
Draft Revised 10\_13\_20

**01.07 HOSPITAL BOARD ADVISORY COMMITTEE COMMUNITY MEMBER  
NOMINATION AND SELECTION PROCEDURES**

- A. Coverage: El Camino Hospital Board Advisory Committees
- B. Adopted: 2/12/2014
- C. Procedure Summary:

The nomination and selection of each Hospital Board Advisory Committee (Advisory Committee) member (Member) shall follow the procedures below.

- D. Procedure for Nominating and Appointing an Advisory Committee Community Member:

**1. Eligibility and Qualifications**

Each Advisory Committee shall determine minimum qualifications and competencies for its Members. In addition, the Governance Committee will periodically conduct a strategic assessment of the respective Advisory Committee's membership needs and ensure that it evolves with the Hospital's strategy.

**2. Nomination and Declaration**

- a. Nominations for Advisory Committee Community Membership may be received from any source.
- b. The Director, Officer of the CEO will notify the Board, the Advisory Committee members, the Executive Leadership Team and the public of all vacancies for which new Advisory Committee Community Members are being recruited.
- c. A candidate shall submit an application to the Director, Office of the CEO that includes reason(s) the candidate wishes to serve, the candidate's relevant experience and qualifications, potential conflicts of interest including any personal or professional connections to ECH, a release to permit ECH Human Resources to conduct a background

check, and specifies which Advisory Committees that the candidate wishes to be considered for.

- d. If the interested candidate is currently serving on another Advisory Committee at ECH, the candidate shall notify the Chair(s) of the Advisory Committee with a vacancy and the Advisory Committee on which they are serving. The interested candidate shall also notify the Director, Office of the CEO, provide all application materials, and be subject to all other requirements of this procedure.
- e. All candidates will be considered in the candidate due diligence process.
- f. In the event that no qualified candidates can be found through the routine recruitment procedures of the Hospital, the Committee may, in its discretion, obtain the services of a recruiting firm to identify qualified candidates.

### **3. Review of Candidates and Selection of New Members.**

- a. Any committee recruiting new members shall appoint an Ad Hoc Committee comprised of ~~two~~three members to recruit new members. The Committee Chair shall be given first right of refusal to serve as a member of the Ad hoc Committee,
- b. The Director, Office of the CEO will forward the names and resumes of all applicants to the Executive Sponsor and the members of the Ad hoc Committee for review.
- c. The Ad hoc Committee, in consultation with the Executive Sponsor, shall (1) select and interview first round candidates and (2) select finalists for interview by the full Committee.
- d. The Committee will interview finalists and recommend appointments to the Board for approval
- e. The Board shall appoint the Advisory Committee Members in accordance with the Hospital Bylaws.

### **4. Obtaining Approval to Increase the number of Community Members of an Advisory Committee**

- a. If an Advisory Committee Chair proposes to increase the number of Community Members of such Chair's Advisory Committee, then the Advisory Committee Chair must submit a brief description of the need (e.g., gap in skill-set) for an increase in membership to the Governance Committee.
- b. Upon review of the request, the Governance Committee shall make a recommendation to the Board whether the Community membership of such Advisory Committee should be increased.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS  
COMMITTEE MEETING MEMO**

**To:** Governance Committee  
**From:** Dan Woods, CEO  
**Date:** March 29, 2022  
**Subject:** Governance Best Practices

**Recommendation:** To provide an update on progress on the Board Assessment Action Plan, in particular with regards to the Pacing Plan Project, and efforts towards improving governance.

**Summary:**

1. **Situation:** The Governance Committee is tasked with developing recommendations for the ECH Board and Committees to improve its governance practices. It aims to achieve that purpose through the FY22 goals set by the committee in conjunction with the CEO.
2. **Authority:** The purpose of the Governance Committee is to advise and assist the El Camino Health Hospital Board of Directors in matters related to governance, board development, board effectiveness, and board composition. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.
3. **Background:** The Governance Committee commissioned a multi-disciplinary task force that evaluated the Pacing Plan for the ECH Hospital Board and all its Advisory Committees. This evaluation included a legal review, a comparison to the practices of other Healthcare Districts plus best practices established by non-profit Hospital Boards.

At the February meeting, the committee was presented with a revised Hospital Board pacing plan with recommended reduction in meetings and changed in the frequency of various topics. The goal was to increase the time allotted for strategic discussions.

4. **Assessment:** The project has yielded a new Master Calendar for the Hospital Board and Committee meetings for Fiscal Year 2023. This recommended proposal impacts meeting frequency and the fixed topics pre-scheduled for each meeting. For each El Camino Board Advisory Committee, Spencer Stuart reviewed committee charters, pacing plans, documents provided by outside counsel and incorporated feedback from Executive Sponsor(s). The resulting pacing plans carry over all topics of discussion, while recommending changes to the frequency of each topic, to allow additional time for strategic discussions.

Meeting	Current	FY 2023 Proposal	Change / Impact
El Camino Health Hospital Board	10	9	Reduce by 1
Compliance and Audit Committee	6	5	Reduce by 1
Executive Compensation Committee	4	4	No Change
Finance Committee	7	6	Reduce by 1
Governance Committee	5	4	Reduce by 1
Investment Committee	4	4	No Change
Quality Committee	10	8	Reduce by 2
Education Sessions	2	1	Reduce by 1
Board Retreat	1	1	No Change
<b>Total</b>	<b>49</b>	<b>42</b>	<b>Reduce by 7</b>

5. **Other Reviews:** None.

6. Outcomes: Based on the recommendation of this committee, the proposed FY23 Hospital and Committee Pacing Plans would be presented to the Hospital Board for approval.

**List of Attachments:**

1. Committee Pacing Plan Report
2. Committee & Board Pacing Plan Recommendations

**Suggested Committee Discussion Questions:**

1. Would the Committee recommend the Hospital Board adopt the proposed FY23 Board and Committee Pacing Plans?
2. Should every Committee be required to submit goals? Are Committee goals necessary for each committee if they replicate the charter?
3. Should the Governance Committee require every Committee to conduct a 'charter review' annually?
4. Do the revised Pacing Plans help support implementation of the new strategy? Will they allow more time for strategic conversations at the Committee and Board level?

DRAFT

# Committee Pacing Plans

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Prepared for the El Camino Health Governance Committee

March 2022



# Committee Pacing Plans: Guiding Principles

## » Committee Charters Establish the Foundation

- The charter defines the committee's scope of authority and lays out the responsibilities of the committee.
- Charters are enduring and unlikely to change on a year over year basis.

## » Committee Goals Deliver on Charter and Reflect Circumstances

- Committee goals are set to deliver on the responsibilities defined in the charter.
- The committee charter may be sufficient to guide the committee's annual activity or, in some cases, the committee may identify specific goals or areas of focus to reflect facts and circumstances. New goals may or may not be necessary each year.

## » Agenda Items Align with Charter and Goals

- Agenda items flow into a pacing plan that address the requirements defined by the charter and any specific goals for the year.
- Agenda items must balance the committee's oversight function with the committee's capacity to advise and contribute. Where possible, limit the amount of meeting time spent purely to inform the committee (i.e. move to a read-ahead or consent agenda).
- Committee Chairs and Sponsors collect input from the Hospital Board on what information the Board would like to see from the committee and the responsibilities dedicated to it.

# Committee Pacing Plans: Suggested Changes (1 of 2)

For each El Camino Board Advisory Committee, Spencer Stuart reviewed committee charters, pacing plans, and documents provided by outside counsel as well as speaking with the Executive Sponsor(s), and others as appropriate.

## » Compliance and Audit Committee

- Consider reducing meeting frequency by one meeting, e.g., drop August, move content to September, and shift the May meeting to June to lessen the gaps between meetings.
- Conduct “IT Security Program Status” every other meeting, or as needed (currently every meeting).
- Conduct “ERM Review” semiannually, or as needed (currently quarterly).
- Add any items required by Legal Review findings, e.g., “Make recommendations to the Board regarding external financial audit firm selection.”

## » Executive Compensation Committee

- Move the agenda item called “Review CEO FY Performance Review Process” from November to March to align with current board pacing plan.
- Conduct review of the ECC consultant annually (currently semiannually).

## » Finance Committee

- Consider reducing meeting frequency by one meeting by combining the March and April meetings and holding one meeting in late March.
- Conduct “Service Line Review” quarterly, or as needed (currently every meeting).
- Increase financial threshold for Post Implementation Review (currently \$1 million; continue to provide the information between \$1 million and the new threshold to the committee via consent agenda).
- Add any items required by Legal Review findings, e.g., “Review contractual arrangements with persons considered to be ‘insiders’ under IRS regulations, and those which are in excess of the CEO’s signing authority.”

# Committee Pacing Plans: Suggested Changes (2 of 2)

For each El Camino Board Advisory Committee, Spencer Stuart reviewed committee charters, pacing plans, and documents provided by outside counsel as well as speaking with the Executive Sponsor(s), and others as appropriate.

## » Governance Committee

- Consider reducing meeting frequency by combining the February and March meetings and holding one meeting in February.
- Add any items required by Legal Review findings, e.g., “Develop process for Advisory Committee use to identify a need for increase or change in membership.”

## » Investment Committee

- Add any items required by Legal Review findings, e.g., “Monitor the performance of the investment managers through reports from the independent investment advisor.”

## » Quality, Patient Care, Patient Experience Committee

- Conduct “Board Actions” quarterly (currently every meeting).
- Conduct “FY Pacing Plan” (consent item) semiannually (currently quarterly).
- Consider moving “Credentials and Privileges Report” to a consent agenda item.
- Add any items required by Legal Review findings, e.g., “Ensure that the Organization’s scope of service and community activities and resources are responsive to community need.”

# Committee Effectiveness

The committee pacing plans are one element that contribute to committee effectiveness. To gain an overall perspective of a committee’s effectiveness, additional factors should be assessed and evaluated:

Element	What it Covers	How it is Assessed
<b>Delegation of Authority</b>	<ul style="list-style-type: none"> <li>Responsibilities given to the committee by the Board</li> <li>Trust between the Board and Committee</li> </ul>	<ul style="list-style-type: none"> <li>Document review (charter, bylaws, legal documents)</li> <li>Observe committee meeting</li> <li>Interview key stakeholders</li> </ul>
<b>Committee Charter</b>	<ul style="list-style-type: none"> <li>Duties and responsibilities of the committee</li> <li>Process for annually reviewing the Charter</li> </ul>	<ul style="list-style-type: none"> <li>Legal review</li> <li>Interview key stakeholders</li> </ul>
<b>Focus</b>	<ul style="list-style-type: none"> <li>How much value are we adding to management’s thinking?</li> <li>What is the strength of our oversight?</li> </ul>	<ul style="list-style-type: none"> <li>Interview committee members, management team members, other key stakeholders</li> </ul>
<b>Pacing Plan</b>	<ul style="list-style-type: none"> <li>Meeting frequency</li> <li>Agenda items</li> </ul>	<ul style="list-style-type: none"> <li>Pacing plan review</li> <li>Interview key stakeholders</li> <li>Legal review</li> </ul>
<b>Composition &amp; Succession Planning</b>	<ul style="list-style-type: none"> <li>Skillsets on the committee</li> <li>Member tenure</li> <li>Capacity to serve</li> <li>Process for committee member/Chair additions and departures</li> </ul>	<ul style="list-style-type: none"> <li>Develop and update a skills matrix</li> <li>Develop a succession plan</li> <li>Interview committee members, sponsors, CEO</li> </ul>
<b>Working Dynamics &amp; Relationships</b>	<ul style="list-style-type: none"> <li>Culture, meeting tone, productive dialogue</li> <li>Balance of power</li> <li>Quality of relationships and trust among committee members, Committee Chair, and sponsors</li> </ul>	<ul style="list-style-type: none"> <li>Observe committee meeting</li> <li>Interview committee members, sponsors, other key stakeholders</li> </ul>

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**EL CAMINO HEALTH – HOSPITAL BOARD OF DIRECTORS – PACING PLAN / MASTER CALENDAR**

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
<b>STRATEGY</b>												
Strategic Planning <sup>1</sup>		✓						✓				
CEO Report <sup>2</sup>		✓	✓	✓	✓	✓		✓		✓	✓	✓
Board Retreat									✓			
<b>QUALITY</b>												
Quality Committee Report		✓		✓		✓					✓	
Medical Staff Report <sup>3</sup>		✓		✓		✓					✓	
<b>FINANCE</b>												
Financials <sup>4</sup>			✓		✓			✓				✓
Budget Review & Approval												✓
<b>GOVERNANCE</b>												
Board Self-Assessment & Action Plan				✓	✓							
Director Appointments												✓
Committee Member/Chair Appointments												✓
Director Orientation (as needed)												
Committee Reports (Informational and Consent item, unless requested)		✓	✓	✓	✓	✓		✓		✓	✓	✓
Committee Charter Review												✓
<b>EXECUTIVE PERFORMANCE</b>												
CEO Performance Evaluation & Compensation			✓									
Talent Review (Executive Team)		✓								✓		
<b>STANDARD</b>												
Public Communication		✓	✓	✓	✓	✓		✓		✓	✓	✓
Executive Session		✓	✓	✓	✓	✓		✓		✓	✓	✓
Consent Approvals (recommended by Committees) <sup>3</sup>		✓	✓	✓	✓	✓		✓		✓	✓	✓

1: Includes strategy implementation (as needed), and reports on Performance & Strategic Goals, El Camino Health Medical Network, Enterprise Risk Management, etc.

2: Includes organizational reports on Foundation, CONCERN, Pathways, etc.

3: On off months, materials are provided in the Board meeting packet, but will not be reviewed as part of the agenda.

4: Includes capital expenditures, physician agreements, credentialing and privileging report, polices, etc.

**Quality, Patient Care and Patient Experience Committee**

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
<b>STANDING AGENDA ITEMS</b>												
Board Actions		✓			✓				✓			✓
Consent Calendar <sup>1</sup>		✓	✓		✓	✓		✓	✓	✓		✓
Patient Experience Story		✓	✓		✓	✓		✓	✓	✓		✓
Serious Safety/Red Alert Event (as needed)		✓	✓		✓	✓		✓	✓	✓		✓
QC Follow-up Items		✓	✓		✓	✓		✓	✓	✓		✓
<b>SPECIAL AGENDA ITEMS – MEDICAL STAFF ITEMS</b>												
Medical Staff Office Audit Report						✓						
Report on Medical Staff Peer Review Process						✓						
Medical Staff Credential Process												✓
<b>SPECIAL AGENDA ITEMS – OTHER REPORTS</b>												
Quality & Safety Review		✓			✓			✓		✓		
Board Dashboard Review		✓			✓			✓		✓		
El Camino Health Medical Network Report		✓				✓		✓		✓		
Patient Safety Report			✓									
Patient Experience (HCAHPS)			✓						✓			
Quality Dashboard Results					✓							
Culture of Safety Survey Results					✓							
Safety Report for the Environment of Care					✓							
Readmission Dashboard						✓						✓
PSI Report						✓						✓
Sepsis Mortality Goal/Target Discussion						✓						
Value Based Purchasing Report									✓			
Progress on Quality & Safety Plan												✓
Approve Quality Assessment & Performance Improvement Plan (QAPI)												✓
<b>COMMITTEE/ORGANIZATIONAL GOALS/CALENDAR</b>												
Propose Committee Goals									✓			
Approve Committee Goals										✓		
Propose FY Committee Meeting dates										✓		
Propose Organizational Goals										✓		
Finalize FY23 Organizational Goals												✓
Propose Pacing Plan										✓		
Approve Pacing Plan												✓

1: Includes approval of minutes, current FY quality dashboard, hospital update, med staff quality council minutes (closed session), progress against FY Committee goals (quarterly), current FY pacing plan (biannually), credentials and privileges report







**Governance Committee**

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
<b>STANDING AGENDA ITEMS</b>												
Consent Agenda items		✓		✓				✓			✓	
Approve Minutes		✓		✓				✓			✓	
<b>DISCUSSION ITEMS / COMMITTEE ACTIONS</b>												
Board Education		✓						✓				
Board Actions		✓										
Assess ECH Board Structure		✓										
Confirm Self-Assessment Sent to District		✓										
GC Self-Assessment Results				✓								
Review Policy and Procedure for Advisory Committee Member Nomination Selection				✓								
Assess Progress against Board Against Plan								✓			✓	
Hospital Board Member Competencies, Including Diversity								✓				
Delegation of Authority to Approach ECH Community Benefit Grant Funding to Finance Committee								✓				
Set Gov. Committee Dates								✓				
Assess Governance Structure Resiliency								✓				
Review Advisory Committee Structure								✓				
Develop next FY Gov. Committee Goals											✓	
Review Advisory Committee and Committee Chair Assignments											✓	
Review Progress Against Goals											✓	
Finalize Next FY Master Calendar											✓	
<b>PLANNING SESSIONS</b>												
Plan for October Joint Education Session		✓		✓								
Board Education Plan				✓								
Plan for February Board Retreat				✓								
Plan for April Board Education Session								✓				

Finance Committee

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
<b>STANDING AGENDA ITEMS</b>												
Standing Consent Agenda Items		✓	✓		✓		✓		✓		✓	
Minutes		✓	✓		✓		✓		✓		✓	
Financial Report (Approval)		✓	✓		✓		✓		✓		✓	
Board Actions		✓	✓		✓		✓		✓		✓	
Executive Session		✓	✓		✓		✓		✓		✓	
<b>APPROVAL ITEMS</b>												
Candidate Interviews & Recommendation to Appoint		✓										
Financial Report Year End Results			✓									
Next FY Committee Goals, Dates, Plan											✓	
Next FY Org. Goals											✓	
Next FY Community Benefit Grant Program											✓	
<b>DISCUSSION ITEMS</b>												
Financial Report (Pre-Audit Year End Results)		✓										
Service Line Review		✓			✓				✓		✓	
Medical Staff Development Plan		✓										
Progress Against Committee Goals & Pacing Plan			✓						✓			
Foundation Update					✓							
Community Benefit Grant Application Process					✓							
Review Progress on Opportunities/Risks					✓							
Managed Care Update							✓					
Next FY Budget process									✓			
Community Benefit Grant Program Update									✓			
Summary Physician Financial Arrangements									✓			
Committee Planning (goals, dates, plan)									✓			
Cycle Progress Report									✓			
Post Implementation Review (as needed)												
Other Updates <sup>1</sup> (as needed)												

1: Includes updates on special projects/joint ventures/real estate, ad-hoc updates



**EL CAMINO HOSPITAL  
COMMITTEE MEETING COVER MEMO**

**To:** Governance Committee  
**From:** Don Watters, Governance Committee Chair  
**Date:** March 29, 2022  
**Subject:** Roundation Discussion - Closing Comments

**Purpose:**

To review the effectiveness of the Committee's meeting.

**Summary:**

1. Situation: How effective was this meeting?
2. Authority: N/A
3. Background: N/A
4. Assessment: N/A
5. Other Reviews: N/A
6. Outcomes: N/A

**List of Attachments:** None.

**Suggested Committee Discussion Questions:**

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?