

AGENDA
SPECIAL MEETING OF THE
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Thursday, June 2, 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: **962-9399-5804#**. 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
1. CALL TO ORDER/ROLL CALL	Don Watters, Chair		5:30 – 5:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Don Watters, Chair		information 5:32 – 5:33
3. PUBLIC COMMUNICATION 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		information 5:33 – 5:36
4. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the Governance Committee Meeting (03/29/2022) Information b. FY22 Pacing Plan	Don Watters, Chair	<i>public comment</i>	motion required 5:36 – 5:38
5. REPORT ON BOARD ACTIONS	Don Watters, Chair		information 5:38 – 5:43
6. COMMITTEE ASSIGNMENTS a. Approve FY23 Advisory Committee, Committee Chair, and Liaison assignments	Dan Woods, Chief Executive Officer	<i>public comment</i>	motion required 5:43 – 5:53
7. COMMITTEE CHARTER UPDATES a. Quality Committee b. Executive Compensation Committee	Dan Woods, Chief Executive Officer	<i>public comment</i>	motion required 5:53 – 5:58
8. COMMITTEE GOALS a. Review progress against FY22 goals b. Approve proposed FY23 goals	Dan Woods, Chief Executive Officer	<i>public comment</i>	motion required 5:58 – 6:13

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
9. <u>COMMITTEE PACING PLANS</u> a. Approve proposed FY23 Committee Pacing Plans b. Approve proposed FY23 Master Calendar	Don Watters, Chair	<i>public comment</i>	motion required 6:13 – 6:28
10. <u>GOVERNANCE BEST PRACTICES</u> a. Review recommendations for FY23 Board Skills Matrix b. Assess progress on FY22 Board Action Plan	Don Watters, Chair	<i>public comment</i>	motion required 6:28 – 6:43
11. <u>FY 23 BOARD OFFICER ELECTION PROCEDURE</u>	Dan Woods, Chief Executive Officer	<i>public comment</i>	possible motion 6:43 – 6:53
12. ADJOURN TO CLOSED SESSION	Don Watters, Chair	<i>public comment</i>	motion required 6:53 – 6:54
13. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Don Watters, Chair		information 6:54 – 6:55
14. <i>Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters</i> DIVERSITY, EQUITY, AND INCLUSION	Brickson Diamond, Spencer Stuart		information 6:55 – 7:20
15. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> – Minutes of the Closed Session of the Governance Committee Meeting (03/29/22)	Don Watters, Chair		motion required 7:20 – 7:22
16. ADJOURN TO OPEN SESSION	Don Watters, Chair		motion required 7:22 – 7:23
17. RECONVENE OPEN SESSION/ REPORT OUT <i>To report any required disclosures regarding permissible actions taken during Closed Session.</i>	Don Watters, Chair		information 7:23 – 7:24
18. <u>ROUNDTABLE DISCUSSION</u>	Don Watters, Chair		discussion 7:24 - 7:29
19. ADJOURNMENT	Don Watters, Chair	<i>public comment</i>	motion required 7:29 – 7:30pm

Upcoming Committee Meetings: TBD

Upcoming Retreat/Education Sessions: TBD



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, March 29, 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.

<u>Members Present</u>	<u>Members Absent</u>	<u>Others Present</u>
Ken Alvares** Michael Kasperzak** Christina Lai Bob Rebizer; was absent during roll call. Don Watters, Chair	Peter C. Fung, MD **via teleconference	Dan Woods, CEO Shiraz Ali, Director, Office of the CEO

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 “Committee”) was called to order at 5:30 pm by Chair Watters. A verbal roll call was taken. A quorum was present under Government Code Section 54953(e)(1).	Called to order at 5:30 pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	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. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (02/01/2022), and for information: FY22 Committee Goals, Pacing Plan, and Education Planning Update. Movant: Kasperzak Second: Alvares Ayes: Alvares, Kasperzak, Lai, Watters Noes: None Abstentions: None Absent: Rebizer, Fung Recused: None	The Consent Calendar was approved.
5. REPORT ON BOARD ACTIONS	Chair Watters reported on the Board Actions, as detailed in the packet materials, and noted the Board and District Board approved the Strategic framework for El Camino Health.	
6. GOVERNANCE AD HOC COMMITTEE	Shiraz Ali detailed the action items delegated to the Governance Committee regarding the Governance Assessment performed by Spencer Stuart and requested the creation of an Ad Hoc Committee to develop recommendations to implement the proposed next steps in the Board Action Plan around Board composition and succession. Mr. Ali nominated Ken Alvares and Christina Lai to serve on this Committee and formalize the recommendations. Motion: To approve forming a Governance Ad Hoc Committee, with Christina Lai and Ken Alvares as members. Movant: Alvares Second: Kasperzak Ayes: Alvares, Kasperzak, Lai, Watters	The Governance Ad Hoc Committee was approved.

	<p>Noes: None Abstentions: None Absent: Rebitzer, Fung Recused: None</p>	
<p>7. POLICY REVIEW</p>	<p>Dan Woods, CEO, provided the Committee with an update regarding the Hospital Board Advisory Committee Community Member Nomination and Selection Procedure.</p> <p>Mr. Dan Woods noted a minor modification to reflect three members of the nomination committee versus two members in the original policy.</p> <p>Motion: Motion to approve the revised Hospital Board Advisory Committee Community Member Nomination and Selection Procedure.</p> <p>Movant: Lai Second: Kasperzak Ayes: Alvares, Kasperzak, Lai, Rebitzer, Watters, Noes: None Abstentions: None Absent: Fung Recused: None</p> <p><i>*Director Rebitzer joined the meeting at 5:37 pm.</i></p>	<p>Revised Hospital Board Advisory Committee Community Member Nomination and Selection Procedure was approved.</p>
<p>8. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 5:39 pm.</p> <p>Movant: Alvares Second: Kasperzak Ayes: Alvares, Kasperzak, Lai, Watters, Rebitzer Noes: None Abstentions: Absent: Fung Recused: None</p>	<p>Adjourned to closed session at 5:39 pm</p>
<p>9. AGENDA ITEM 13: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>The open session was reconvened at 6:05 pm. Agenda items 9-12 were addressed in the closed session. During the closed session, the Committee approved the Closed Session Minutes of the 02/01/22 Governance Committee meeting by a unanimous vote of all the Committee members present; Committee members Alvares, Kasperzak, Lai, Rebitzer, and Watters were present. Director Fung was absent.</p>	

<p>10. AGENDA ITEM 14: GOVERNANCE BEST PRACTICES</p>	<p>Shiraz Ali, Director of the Office of the CEO, provided a summary of the Committee Pacing Plans to improve Governance Best Practices. Mr. Ali explained how the pacing plans needed more flexibility to facilitate the agendas. He further explained the extensive research with legal, internal Executive sponsors, and outside governance consultants (Spencer Stuart) to abide by all legal requirements and other non-profit Boards for best practices.</p> <p>Mr. Ali further noted the Committee Pacing Plan’s review schedule had been addressed at all Committees, and it is ready to present at the next Board meeting on June 8th. Mr. Ali asked the committee members for their feedback, and a discussion ensued. There was consensus on the direction of Committee Pacing Plans.</p> <p>The committee has suggested reducing the amount of Committee meetings and ensuring the quality and agenda items are thoroughly discussed. Director Rebitzer has advised waiting to hear feedback from the Board first and then aligning the proposal accordingly.</p> <p>Motion: To approve a proposed Committee Pacing Plans.</p> <p>Movant: Alvares Second: Kasperzak Ayes: Alvares, Kasperzak, Lai, Watters, Rebitzer Noes: None Abstentions: Absent: Fung Recused: None</p>	<p><i>Revised Committee Pacing Plans were approved.</i></p>
<p>11. AGENDA ITEM 15: ROUND TABLE DISCUSSION</p>	<p>Shiraz Ali, Director of the Office of the CEO, provided a summary regarding the Committee Pacing Plan and Goals assessment based on Spencer Stuart’s recommendation to include the following questions:</p> <ul style="list-style-type: none">– Should every Committee be required to submit goals?– Should the Governance Committee require every Committee to conduct a ‘charter review’ annually?– Do the revised Pacing Plans help support the implementation of the new strategy? Will they allow more time for strategic conversations at the Committee and Board levels? <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">– The quality of discussion has improved, as well as the time allotment for more dialogue and moving to the next agenda item in a timely fashion and less reporting.– Appreciate the support and advice by Director Rebitzer and the sequence of keeping on track with the Committee discussions.	

12. AGENDA ITEM 16: ADJOURNMENT	Motion: To adjourn at 6:49 pm. Movant: Alvares Second: Lai Ayes: Alvares, Kasperzak, Lai, Watters, Rebitzer Noes: None Abstentions: None Absent: Fung Recused: None	<i>The meeting was adjourned at 6:49 pm.</i>
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Attest as to the approval of the preceding minutes by the Governance Committee of El Camino Hospital:

Don Watters
Chair, Governance Committee

FY2022 Governance Committee Pacing Plan

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

FY2022 Governance Committee Pacing Plan
FY2022 GC Pacing Plan – Q3

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

FY2022 GC Pacing Plan – Q4

April 2022	May 31, 2022	June 02, 2022
<p align="center">April Joint Education Session 4/27</p>	<p align="center">No Scheduled Governance Committee Meeting</p>	<p>Approval Items</p> <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) <p>Discussion Items</p> <ul style="list-style-type: none"> • Develop FY23 GC Goals • Assess progress on FY22 Board Action Plan • Review Advisory Committee and Committee Chair Assignments • Review Committee Progress against FY22 Goals • Finalize FY23 Master Calendar

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

To: Governance Committee
From: Don Watters, Chair
Date: June 2, 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 has met twice and the District Board has met once. 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.

Board/ Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	April 27, 2022	<ul style="list-style-type: none"> - Education Session to discuss the Enterprise Strategy with the Board and Advisory Committee Members <ul style="list-style-type: none"> o Strategic Framework focused on the three major areas (ACE) <ul style="list-style-type: none"> o Alignment with Physicians o Leadership in Clinical Program o Expanding our Reach
	May 11, 2022	<ul style="list-style-type: none"> - Board Officer Elections Procedure - Resolution 2022-06: Approving OB/GYN Call Panel Agreement for Carol A. Somersille, MD
ECHD Board	May 17, 2022	<ul style="list-style-type: none"> - Resolution 2022-04: El Camino Health District Mission Statement Review Ad Hoc Committee Formation, Appointment of Director John Zoglin - FY 23 El Camino Healthcare District Policy Bylaw Review Ad-Hoc Committee Recommendation: <ul style="list-style-type: none"> o P.2 Compliance Review Process o P.3 Director Compensation Policy o P.6 Appointment of Board Members to El Camino Hospital Board

Report on Board Actions
June 2nd, 2022

Board/ Committee	Meeting Date	Actions (Approvals unless otherwise noted)
Executive Compensation Committee	May 18, 2022	<ul style="list-style-type: none">- Proposed FY23 Organizational Performance Incentive Goals- Proposed FY 23 Individual Executive Strategic Pick Goals- Proposed Salary Range Change & Base Salary Change for VP Payor Relations- Executive Performance Incentive Plan
Compliance and Audit Committee	May 19, 2022	<ul style="list-style-type: none">- Review Internal Audit Assessment & Proposed FY 23 Internal Audit Work Plan- Compliance Work Plan Updates FY 22
Finance Committee	- N/A	

List of Attachments: None.

Suggested Committee Discussion Questions: None.

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

To: Governance Committee
From: Dan Woods, Chief Executive Officer
Date: June 2, 2022
Agenda Item: Proposed FY23 Committee and Liaison Assignments

Recommendation:

To recommend the Board approve the Proposed FY23 Committee and Liaison Appointments.

Summary:

1. **Situation:** Each year, the Board Chair submits a proposed slate of Committee and Liaison assignments for approval.
2. **Authority:** Each of the Board Advisory Committee Charters state: “All Committee members, with the exception of new Community members, shall be appointed by the Board Chair, subject to approval by the Board. New Community members shall be appointed by the Committee, subject to approval of the Board. All Committee appointments shall be for a term of one year expiring on June 30th each year, renewable annually.”

Pursuant to the Governance Committee’s Charter, the Committee “shall review and make recommendations to the Board regarding the Board Chair’s appointments of Advisory Committee Chairs and Advisory Committee members.”

3. **Background:** Each Committee is comprised of El Camino Hospital Board Directors and Community Members. The Chiefs and Vice Chiefs of the Medical Staff serve as members and alternates of the Quality, Patient Care and Patient Experience Committee. Pursuant to the Advisory Committee Charters, Community Members may serve as Chair of any Committee except the Governance Committee. The proposed changes include the following:
 - **Lanhee Chen:** Will serve as Chair of the Governance Committee
 - **Peter Fung, MD:** Transferring from the Governance Committee to the Investment Committee
 - **Julie Kliger:** Transferring from the Quality Committee to the Compliance and Audit Committee
 - **Julia Miller:** Will serve on the Governance Committee
 - **Carol Somersille, MD:** Will serve as Chair of the Quality Committee; transferring from the Investment Committee to Executive Compensation Committee
 - **George Ting, MD:** Transferring from the Quality Committee to the Medical Network Board.
 - **John Zoglin:** Transferring from the Finance Committee to the Quality Committee
 - **Don Watters:** Will serve as Chair of the Finance Committee
4. **Assessment:** N/A

Proposed FY23 Committee and Liaison Assignments
June 2, 2022

5. Other Reviews: The Board Chair has proposed this “slate” after reviewing the needs of the organizations and the interests of the Board members.
6. Outcomes: N/A

List of Attachments:

1. Proposed Slate for FY23 Committee and Liaison Assignments

Suggested Committee Discussion Questions:

1. Do the proposed changes leave any important and avoidable gaps on any of the Committees?

FY23 El Camino Hospital Board of Directors Advisory Committee & Liaison Appointments

COMMITTEE APPOINTMENTS							
COMMITTEE	COMPLIANCE & AUDIT	EXEC COMPENSATION	FINANCE	GOVERNANCE	INVESTMENT	QUALITY	MEDICAL NETWORK
CHAIR	Jack Po, MD	Bob Miller	Don Watters	Lanhee J. Chen	Brooks Nelson	Carol Somersille, MD	Bob Rebitzer
BOARD MEMBERS	Lanhee J. Chen	Julie Kliger	Peter C. Fung, MD	Don Watters	Peter C. Fung, MD	Jack Po, MD	Peter C. Fung, MD
	Julie Kliger	George O. Ting, MD		Julia E. Miller	John Zoglin	John Zoglin	George O. Ting, MD
	Julia E. Miller	Carol Somersille, MD					
COMMUNITY MEMBERS	Lica Hartman	Teri Eyre	Joseph Chow	Christina Lai	Nicola Boone	Alyson Falwell	
	Sharon Anolik Shakked	Jaison Layney	Wayne Doiguchi	Ken Alvares	John Conover	Krutica Sharma	
	Christine Sublett	Estrella Parker	Bill Hooper	Mike Kasperzak	Richard Juelis	Melora Simon	
		Alessandra Yockelson	Cynthia Stewart				
MEDICAL STAFF OFFICERS & MEDICAL NETWORK BOARD MEMBERS						Terrigal Burn, MD	Mark Adams, MD
						Prithvi Legha, MD	Holly Beeman, MD
						Philip Ho, MD	Carlos Bohorquez
						Steve Xanthopoulos, MD <i>Alternate</i>	Shabnam Husain, MD
						Shahram Gholami, MD <i>Alternate</i>	Vince Manoogian
							Dan Woods
LIAISON APPOINTMENTS				LEGEND: *Hospital Board Members *District Board Members *Community & Staff Members			
COMMUNITY BENEFIT ADVISORY COUNCIL (CBAC) (Liaison)		Carol Somersille, MD	ECH FOUNDATION BOARD OF DIRECTORS (Liaison)			Julia E. Miller	

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

To: Governance Committee
From: Dan Woods, CEO
Date: June 2, 2022
Subject: Approval of Advisory Committee Charters

Recommendation: (motion required)

To recommend approval of the attached Advisory Committee Charters, as revised.

Summary:

1. **Situation:** The attached Advisory Committee Charters for the Quality Committee and Executive Compensation Committee require revision as follows:
 - Quality Committee: change executive sponsor from Chief Medical Officer (CMO) to Chief Quality Officer (CQO).
 - Executive Compensation Committee: update the number of Community Members and change requirements around the approval of the Letter of Reasonableness.
2. **Authority:** It is within the Governance Committee's Charter to (a) monitor and recommend improvements or changes to the ongoing 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:** None.
4. **Assessment:** None.
5. **Other Reviews:** None.
6. **Outcomes:** None.

List of Attachments:

1. Quality Committee Charter
2. Executive Compensation Committee Charter

Suggested Committee Discussion Questions:

1. None.

El Camino Hospital Board of Directors Quality, Patient Care and Patient Experience Committee Charter

Purpose

The purpose of the Quality, Patient Care and Patient Experience Committee (“Quality Committee” or the “Committee”) is to advise and assist the El Camino Hospital Board of Directors (“Board”) in constantly enhancing and enabling a culture of quality and safety at El Camino Hospital and its affiliated entities where ECH is the sole corporate member (“the Organization”). The Committee will work to ensure that the staff, medical staff and management team are aligned in operationalizing the tenets described in the Organization’s strategic plan related to delivering high quality healthcare to all patients. High quality care is defined as care that is: safe, timely, effective, efficient, equitable, and person-centered.

The Organization will provide to the Committee standardized quality metrics with appropriate benchmarks so that the Committee can adequately assess the level of quality care being provided.

Authority

All governing authority for the Organization resides with the Hospital Board for ECH and with the boards of the affiliated entities except that which may be lawfully delegated to a specific board committee. The Committee will report to the Board at the next scheduled meeting any action or recommendation taken within the Committee’s authority. The Committee has the authority to select, recommend engagement, and supervise any consultant hired by the Board to advise the Board or Committee on issues related to clinical quality, safety, patient care and experience, risk prevention/risk management, and quality improvement. In addition, the Committee, by resolution, may adopt a temporary advisory committee (ad hoc) of less than a quorum of the members of the Committee. The resolution shall state the total number of members, the number of board members to be appointed, and the specific task or assignment to be considered by the advisory committee.

Voting members of the Committee shall include the directors assigned to the Committee, *ex-officio* members and alternates and external (non-director) members appointed to the Committee.

Membership

- The Committee shall be comprised of two (2) or more Hospital Board members. The Chair of the Committee shall be appointed by the Board Chair, subject to approval by the Board. All members of the Committee shall be eligible to serve as Chair of the Committee.
- The Committee shall also include the Enterprise Chief of the Medical Staff and the Los Gatos Campus Chief of Staff as *ex officio* voting members of the Committee. The Enterprise Vice Chief of Staff or the Los Gatos Vice Chief of Staff shall serve as alternate voting members of the Committee and replace, respectively the Enterprise Chief of Staff or the Los Gatos Chief of Staff if such person is absent from a Committee meeting.
- The Quality Committee may also include 1) no more than nine (9) Community members¹ with expertise in assessing quality indicators, quality processes (*e.g.*, LEAN), patient safety, care

¹ Community Members are defined as Members of the Committee who are not El Camino Hospital Board Directors or *ex-officio* members or alternates.

integration, payor industry issues, customer service issues, population health management, alignment of goals and incentives, or medical staff members, and members who have previously held executive positions in other hospital institutions (*e.g.*, CNO, CMO, HR) and 2) no more than two (2) patient advocate members who have had significant exposure to ECH as a patient and/or family member of a patient. Approval of the full Board is required if more than nine Community members are recommended to serve on this Committee.

- All Committee members, with the exception of new Community members, *ex-officio* members and alternates, shall be appointed by the Board Chair, subject to approval by the Board. New Community members shall be appointed by the Committee, subject to approval of the Board. All Committee appointments shall be for a term of one year expiring on June 30th each year, renewable annually.
- It shall be within the discretion of the Chair of the Committee to appoint a Vice Chair from among the members of the Committee. If the Chair of the Committee is not a Hospital Board Director, the Vice Chair of the Committee shall be a Hospital Board Director.

Staff Support and Participation

The Chief Medical-Quality Officer (CQMO) shall serve as the primary staff support to the Committee and is responsible for drafting the committee meeting agenda for the Committee Chair's consideration. Additional clinical representatives as well as members of the executive team may participate in the Committee meetings upon the recommendation of the CQMO and subsequent approval from both the CEO and Committee Chair..

General Responsibilities

The Committee's primary role is to develop a deep understanding of the Organizational strategic plan, the quality plan, and associated risk management/prevention and performance improvement strategies and to advise the management team and the Board on these matters. With input from the Committee and other key stakeholders, the management team shall develop dashboard metrics that will be used to measure and track quality of care and outcomes, and patient satisfaction for the Committee's review and subsequent approval by the Board. It is the management team's responsibility to develop and provide the Committee with reports, plans, assessments, and other pertinent materials to inform, educate, and update the Committee, thereby allowing Committee members to engage in meaningful, data-driven discussions. Upon careful review and discussion and with input from management, the Committee shall then make recommendations to the Board. The Committee is responsible for 1) ensuring that performance metrics meet the Board's expectations; 2) align those metrics and associated process improvements to the quality plan, strategic plan, organizational goals; and 3) ensuring that communication to the Board and external constituents is well executed.

Specific Duties

The specific duties of the Committee include the following:

- Oversee management's development of a multi-year strategic quality plan (PaCT).
- Review and approve an annual "Quality Dashboard" for tracking purposes.

- Oversee management’s development of the Organization’s goals encompassing the measurement and improvement of safety, risk, efficiency, patient-centeredness, patient satisfaction, and the scope of continuum of care services.
- Review reports related to Organization-wide quality and patient safety initiatives in order to monitor and oversee the quality of patient care and service provided. Reports will be provided in the following areas:
 - Organization-wide performance regarding the quality care initiatives and goals highlighted in the strategic plan.
 - Organization-wide patient safety goals and hospital performance relative to patient safety targets.
 - Organization-wide patient safety surveys (including the culture of safety survey), sentinel event and red alert reports, and risk management reports.
 - Organization-wide LEAN management activities and cultural transformation work.
 - Organization-wide patient satisfaction and patient experience surveys.
 - Organization-wide physician satisfaction surveys.
- Ensure the organization demonstrates proficiency through full compliance with regulatory requirements, to including, but limited to, The Joint Commission (TJC), Department of Health and Human Services (HHS), California Department of Public Health (CDPH), and Office of Civil Rights (OCR).
- In cooperation with the Compliance Committee, review results of regulatory and accrediting body reviews and monitor compliance and any relevant corrective actions with accreditation and licensing requirements.
- Review Sentinel Events (SE), Seriously Safety Events (SSE), and red alerts as per the hospital and board policy.
- Oversee organizational quality and safety performance improvement for both the Organization’s and medical staff activities.
- Ensure that the Organization’s scope of service and community activities and resources are responsive to community need.
- Review the Medical Executive Committee’s monthly credentialing and privileging reports and make recommendations to the Board.

Committee Effectiveness

The Committee is responsible for establishing its annual goals, objectives and work plan in alignment with the Board and the Organization’s strategic goals. The Committee shall be focused on continuous improvement with regard to its processes, procedures, materials, and meetings, and other functions to enhance its contribution to the full Board. Committee members shall be responsible for keeping themselves up to date with respect to drivers of change in healthcare and their impact on quality activities and plans.

Meetings and Minutes

The Committee shall meet at least once per quarter. The Committee Chair shall determine the frequency of meetings based on the Committee's annual goals and work plan. Minutes shall be kept by the assigned staff and shall be delivered to all members of the Committee when the agenda for the subsequent meeting is delivered. The approved minutes shall be forwarded to the Board for information.

Meetings and actions of all committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of the Bylaws, concerning meetings and actions of directors. Special meetings of committees may also be called by resolution of the Board or the Committee Chair. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the Committee. Notice of any special meetings of the Committee requires a 24-hour notice.

El Camino Hospital Board of Directors Executive Compensation Committee Charter

Purpose

The purpose of the Executive Compensation Committee (“Committee”) is to assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in its responsibilities related to the Hospital’s executive compensation philosophy and policies. The Committee shall advise the Board to meet all applicable legal and regulatory requirements as it relates to executive compensation.

Authority

All governing authority for ECH resides with the Hospital Board except that which may be lawfully delegated to a specific Board committee. The Committee will report to the full Board at the next scheduled meeting any action or recommendation taken within the Committee’s authority. The Committee has the authority to select, engage and supervise a consultant to advise the Board and the Committee on executive compensation issues. In addition, the Committee, by resolution, may adopt a temporary advisory committee (ad hoc) of less than a quorum of the members of the Committee. The resolution shall state the total number of members, the number of board members to be appointed, and the specific task or assignment to be considered by the advisory committee.

Membership

- The Executive Compensation Committee shall be comprised of two (2) or more Hospital Board members. The Committee may also include 2-54 Community¹ members with knowledge of executive compensation practices, executive leadership and/or corporate human resource management.
- Executive compensation consultants will be retained as appropriate and participate as directed.
- The Chair of the Committee shall be appointed by the Board Chair, subject to approval by the Board. All members of the Committee shall be eligible to serve as Chair of the Committee.
- All Committee members, with the exception of new Community members, shall be appointed by the Board Chair, subject to approval by the Board. New Community members shall be appointed by the Committee, subject to approval of the Board. All Committee appointments shall be for a term of one year expiring on June 30th, renewable annually.
- It shall be within the discretion of the Chair of the Committee to appoint a Vice-Chair from among the members of the Committee. If the Chair of the Committee is not a Hospital Board member, the Vice-Chair must be a Hospital Board member.
- All members of the Committee must be independent directors with no conflict of interest regarding compensation or benefits for the executives whose compensation is reviewed and recommended by the Committee. Should there be a potential conflict, the determination regarding independence shall follow the criteria approved by the Board and as per the Independent Director Policy (*see* attached Appendix).

¹ Community Members are defined as Members of the Committee who are not El Camino Hospital Board Directors.

Staff Support and Participation

The Chief Human Resources Officer shall serve as the primary staff support to the Committee and is responsible for drafting the committee meeting agenda for the Committee Chair's consideration. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may attend meetings at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing their individual compensation.

General Responsibilities

The Committee is responsible for recommending to the full Board policies, processes and procedures related to executive compensation philosophy, operating performance against standards, executive development and succession planning.

Specific Duties

The El Camino Hospital Board has adopted Resolution 2018-05 delegating certain decision-making authority to the Executive Compensation Committee. Resolution 2018-05 controls in the case of any inconsistency between this Charter and the Resolution or attachments to the Resolution. The specific duties of the Executive Compensation Committee include the following:

A. Executive Compensation

- Develop a compensation philosophy that clearly explains the guiding principles on which executive pay decisions are based. Recommend the philosophy for approval by the Board.
- Develop executive compensation policies to be approved by the Board.
- Review and maintain an executive compensation and benefit program consistent with the executive compensation policies, which have been approved by the Board. Recommend any material changes in the program for approval by the Board.
- Review the CEO's salary range, performance incentive program, benefit plan, and perquisites. Recommend to the Board any salary change to base salary range and/or base salary as well as performance incentive payouts based on organizational performance.
- Review the CEO's recommendations regarding salary and performance incentive payouts for the upcoming year for the executives whose compensation is subject to review by the Committee based on the CEO's evaluation of the executives' individual performance. Approve recommendations for any salary range or base salary changes and/or any performance incentive payouts within established guidelines based on the CEO's evaluation of the executives' individual performance. Recommend to the Board any salary changes and/or performance incentive payments that are outside established guidelines.
- Periodically evaluate the executive compensation program, including the charter, policies, and philosophy on which it is based, to assess its effectiveness in meeting the Hospital's needs for recruiting, retaining, developing, and motivating qualified leaders to execute the Hospital's strategic and short term objectives..

- ~~• Periodically review the total value, cost and reasonableness of severance and benefits for executives.~~
- ~~• Annually review and present for Board acceptance the letter of rebuttable presumption of reasonableness.~~
- Review market analyses and recommendation of the Committee's independent executive compensation consultant.
- Approve salary ranges for each new executive and approve placement in the range for those executives eligible for the plan within established guidelines. Recommend a salary range to the Board and placement therein for the CEO and or actions for other executives that are outside established guidelines.

B. Performance Goals Setting and Assessment

- Review and provide input into the CEO's recommendations regarding annual organization goals and measures used in the Executive Performance Incentive Plan. Recommend organizational performance incentive goals and measurements for approval by the Board.
- Provide input into establishing the CEO's annual individual performance incentive goals and performance appraisal process to execute the Hospital's strategic plan. Recommend the CEO's individual annual goals and measures for approval by the Board.
- Provide input into establishing the executive team's annual performance incentive goals to execute the Hospital's strategic plan and approve the annual goals and measures.

C. Executive Succession and Development

- Review annually the CEO's own succession plan, including a leadership and professional development plan based on the previous year's talent assessment.
- Review annually the CEO's succession plan for the executive team members, which shall include the process by which potential executives are identified and developed.

Committee Effectiveness

The Committee is responsible for establishing its annual goals, objectives and workplan in alignment with the Board and Hospital's strategic goals. The Committee shall be focused on continuous improvement with regard to its processes, procedures, materials, and meetings, and other functions to enhance its contribution to the full Board. In addition, the Committee shall provide counsel and advice to the Board as requested.

Meetings and Minutes

The Committee shall meet at least once per quarter. The Committee Chair shall determine the frequency of meetings based on the Committee's annual goals and work plan. Minutes shall be kept by the assigned staff and shall be delivered to all members of the Committee when the agenda for the subsequent meeting is delivered. The approved minutes shall be forwarded to the Board for information.



Meetings and actions of all advisory committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of the Bylaws, concerning meetings and actions of directors. Special meetings of advisory committees may also be called by resolution of the Board and the Committee Chair. Notice of any special meetings of the Committee requires a 24 hour notice.

Appendix

Definition of Independent Director – Compensation Committee

1. An independent director is a more limited and narrow classification of director than otherwise required by law and is not meant to expand or limit the definition of interested director for purposes of the El Camino Hospital Conflict of Interest Policy or to expand or reduce the scope of any legal duty or otherwise applicable legal obligation of a director. The Board of Directors, by separate resolution, may determine to limit membership on particular committees to independent directors to avoid even the appearance of a conflict of interest.
2. A member of the Board of Directors of El Camino Hospital shall be deemed to be an independent director so long as such director (and any spouse, sibling, parent, son or daughter, son- or daughter-in-law or grandparent or descendant of the director):
 - i. has not, within the preceding twelve (12) months, received payments from El Camino Hospital, a subsidiary or affiliate of El Camino Hospital in excess of Ten Thousand Dollars (\$10,000), excluding reimbursement of expenses or other permitted payments to a director related to service as a director;
 - ii. does not own an interest in an entity, or serve as a Board member or executive of an entity, that is a direct competitor of El Camino Hospital (or an entity controlling, controlled by or under common control with El Camino Hospital) for patients or services, located within ten (10) miles of El Camino Hospital (or an entity controlling, controlled by or under common control with El Camino Hospital). An entity is not a direct competitor if it provides competing services in the above area that do not exceed ten percent (10%) of such entity's revenues.
3. If a director is an owner of an entity, then the amount received from El Camino Hospital during any period shall be determined by multiplying the percentage ownership interest of the director in such entity by the total amount paid by El Camino Hospital to such entity during such period.
4. Each director appointed to the Compensation Committee and the Compliance and Internal Audit Committee shall be, at the time of appointment and while a member of such Committee, an independent director as defined above.
5. **Note:** Other laws may prohibit certain contracts or interests in their entirety and this definition is not intended to narrow or otherwise limit the application of any such law.

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Dan Woods, CEO
Date: June 2, 2022
Subject: Review FY22 Committee Goals and Approve Proposed FY23 Committee Goals

Purpose: To review progress toward FY22 committee goals and obtain the Governance Committee's recommendation that the Board approves the proposed FY23 committee goals.

Summary:

1. **Situation:** Annual review of progress towards completion of Committee goals is conducted by the Governance Committee at its last meeting of each fiscal year. Additionally, each Committee has developed proposed goals for FY23. To ensure that the Board has oversight of the areas of focus for each Committee, the goals are brought forward through the Governance Committee each year for approval.
2. **Authority:** It is within the Governance Committee's Charter to (a) monitor and recommend improvements or changes to the ongoing 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:** All FY22 Committee Goals are complete or on track to be completed by the end of the fiscal year, with the exception of:

Finance Committee:

- Review strategy, goals, and performance of business affiliates and service lines: Joint Venture – Satellite Healthcare
- Review and evaluate ongoing customer service/patient experience tactics/metrics and use of AI to improve the process and customer experience for the Revenue Cycle

Every year, each of the Advisory Committees develops goals for the upcoming fiscal year. All of the committees have done so for FY23; their recommended goals are attached.

4. **Assessment:** All Governance Committee Goals for FY22 are replicated for FY23 with the exception of the Diversity goal. Since completing an initial engagement with Spencer Stuart, it is expected the Hospital Board will continue to push that effort forward in FY23.
5. **Other Reviews:** All Committees have reviewed their respective FY23 Committee Goals and progress towards FY22 Committee Goals.
6. **Outcomes:** N/A

List of Attachments:

Committee Goals
June 2, 2022

1. FY22 Committee Goals
2. Proposed FY23 Committee Goals

Suggested Committee Discussion Questions:

1. Does the Committee have any questions or concerns about the FY22 Committee Goals that were deferred?
2. Are the proposed FY23 Committee goals at the correct strategic level? Do they reflect essential strategic issues facing ECH in FY23?

FY22 COMMITTEE GOALS

Compliance and Audit Committee

PURPOSE

The purpose of the Compliance and Audit Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its exercise of oversight of Corporate Compliance, Privacy, Internal and External Audit, Enterprise Risk Management, and Information Technology (IT) Security. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the internal auditor and external auditor. The Committee assists the Board in oversight of any regulatory audit and in assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

STAFF: **Diane Wigglesworth**, Sr. Director, Corporate Compliance (Executive Sponsor)

The Sr. Director, Corporate Compliance 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 or outside consultants may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Provide guidance to the organization on risk tolerance related to Enterprise Risk Management.	Q1 FY22 (Presenting 9/30/21) Revised to present on 11/18/21	Committee reviews and provides recommendations to the Compliance Officer and recommends if any information should be presented to the Board. Reviewed on 11/18/21
2. Receive education on new OIG guidance regarding compliance programs and fraud alerts.	Q3 FY22 (Presenting 1/27/22)	Committee receives education and recommends information that should be presented to the Board. Education presented on 1/27/22
3. Review identified cyber risks for the organization in the context of critical business functions and how the cybersecurity plan and initiatives are protecting critical business activities within the IT strategic plan.	Q4 FY22 (Presenting 5/19/22)	Committee reviews and provides recommendations to the CIO and CISO. Reviewed on 5/19/22

SUBMITTED BY:

Chair: Jack Po, MD

Executive Sponsor: Diane Wigglesworth

FY22 COMMITTEE GOALS AND PACING PLAN

Executive Compensation Committee

The purpose of the Executive Compensation Committee (the "Committee") is to assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its responsibilities related to the Hospital's executive compensation philosophy and policies. The Committee will advise the Board to meet all legal and regulatory requirements as it relates to executive compensation.

STAFF: **Greg Souza**, Interim Chief Human Resources Officer (Executive Sponsor)

The CHRO 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 and for developing and disseminating in a timely manner management's recommendations to the Committee and appropriate supporting information to facilitate the Committee's deliberations and exercise of its responsibilities. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may participate at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing their individual compensation.

GOALS	TIMELINE	METRICS/PACING PLAN
1. Provide oversight and approvals for compensation-related decisions, including performance incentive goal-setting and plan design	Q1 09/28/21	<ul style="list-style-type: none"> - Review and approve FY22 executive base salaries- COMPLETED - Review and recommend FY21 Organizational Incentive Score- COMPLETED - Review and approve FY21 individual incentive scores- COMPLETED - Review and approve FY21 executive payout amounts - COMPLETED
	Q2 11/04/21	<ul style="list-style-type: none"> - Review and approve of letter of reasonableness – COMPLETED
	Q3 03/03/22	<ul style="list-style-type: none"> - Recommend FY23 Committee goals - COMPLETED - Receive update leadership development - COMPLETED - Receive update on strategic plan - COMPLETED - Review potential policy changes – N/A
	Q4 05/18/22	<ul style="list-style-type: none"> - Review and recommend proposed FY23 organizational incentive goals - COMPLETED - Review and approve FY23 individual executive strategic pick goals - COMPLETED
2. Evaluate the effectiveness of the independent compensation consultant	Q2 11/04/21 Q4 05/18/22	<ul style="list-style-type: none"> - Conduct semi-annual evaluation of ECC consultant - COMPLETED

SUBMITTED BY: Chair: Bob Miller | **Executive Sponsor:** Greg Souza

Last revised: 05-26-22

FY2022 COMMITTEE GOALS

Finance Committee

PURPOSE

The purpose of the Finance Committee (the “Committee”) is to provide oversight, information sharing, and financial reviews related to budgeting, capital budgeting, long-range financial planning and forecasting, and monthly financial reporting for the El Camino Hospital (ECH) Hospital Board of Directors (“Board”). In carrying out its review, advisory, and oversight responsibilities, the Finance Committee shall remain flexible in order to best define financial strategies that react to changing conditions.

STAFF: **Carlos Bohorquez**, Chief Financial Officer (Executive Sponsor)

The CFO 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
1. Evaluate Financial Performance Compared to Budget and Moody’s ‘A1’ Medians	Q1, Q2, Q3 and Q4	Presentations in August -2021, September - 2021 November - 2021, January - 2022 , March - 2022, April - 2022, May - 2022
2. Evaluate FY2023 Operating and Capital Budget Assumptions	Q3 and Q4	March - 2022, April - 2022, May - 2022
3. Review Progress on Opportunities / Risks identified by Management for FY2022	Q2	November - 2021
4. Review strategy, goals, and performance of business affiliates and service lines: 1) Joint Venture – Satellite Healthcare, 2) Orthopedics, 3) Cardiology, 4) Joint Venture – Pathways, 5) ECHMN, 6) CONCERN, 7) Hospital Community Benefits Program	Q1	Joint Venture - Satellite (August - 2021), ECHMN (September -2021)
	Q2	Orthopedics (November 2021)
	Q3	Cardiology and ECHMN (January - 2022), CONCERN (March 2022), Hospital Community Benefits Program (May 2022)
	Q4	ECHMN (April -2022), Joint Venture – Pathways (May - 2022)
5. Review and evaluate ongoing customer service/patient experience tactics / metrics and use of AI to improve the process and customer experience for the Revenue Cycle	Q3	Monitor customer service and patient satisfaction metrics – March (2022)

SUBMITTED BY: **Chair:** John Zoglin | **Executive Sponsor:** Carlos Bohorquez, CFO

FY2022 COMMITTEE GOALS

Investment Committee

PURPOSE

The purpose of the Investment Committee is to develop and recommend to the El Camino Hospital (ECH) Board of Directors ("Board") the investment policies governing the Hospital's assets, maintain current knowledge of the management and investment funds of the Hospital, and provide oversight of the allocation of the investment assets.

STAFF: Carlos Bohorquez, Chief Financial Officer (Executive Sponsor)

The CFO 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 or hospital staff may participate in the meetings upon the recommendation of the CFO and at the discretion of the Committee Chair. The CEO is an ex-officio member of this Committee.

GOALS	TIMELINE	METRICS
1. Review performance of consultant recommendations of managers and asset allocations	Each quarter - ongoing	Committee to review selection of money managers and make recommendations to the CFO Completed
2. Education Topic: Investment Allocation in Uncertain Times	FY2022 Q1	Complete by the August 2021 meeting Completed
3. Asset Allocation, Investment Policy Review and ERM framework including Efficient Frontier	FY2022 Q3	Completed by March 2022 June 2022 Completed

SUBMITTED BY:

Chair: Brooks Nelson

Executive Sponsor: Carlos Bohorquez, CFO



FY22 COMMITTEE GOALS

Quality, Patient Care and Patient Experience Committee

PURPOSE

The purpose of the Quality, Patient Care and Patient Experience Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in constantly enhancing and enabling a culture of quality and safety at ECH, to ensure delivery of effective, evidence-based care for all patients, and to oversee quality outcomes of all services of ECH. The Committee helps to assure that exceptional patient care and patient experiences are attained through monitoring organizational quality and safety measures, leadership development in quality and safety methods, and assuring appropriate resource allocation to achieve this purpose.

STAFF: **Holly Beeman, MD, MBA** Chief Quality Officer (Executive Sponsor)

The CMO 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 clinical representatives and 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. These may include: the Chiefs/Vice Chiefs of the Medical Staff, physicians, nurses, and members from the community advisory councils, or the community at-large.

GOALS	TIMELINE	METRICS
1. Review the Hospital’s organizational goals and scorecard and ensure that those metrics and goals are consistent with the strategic plan and set at an appropriate level as they apply to quality	- FY21 Achievement and Metrics for FY22 (Q1 FY22) - FY23 Goals (Q3 – Q4)	Review management proposals; provide feedback and make recommendations to the Board Completed
2. Alternatively (every other year) review peer review process and medical staff credentialing process; include OPPE and FPPE education	Q2, Q3	- Receive update on implementation of peer review process changes (FY22) - Completed - Receive update on OPPE and FPPE (FY22) - Completed
3. Review Quality, Patient Care and Patient Experience reports and dashboards	- FY22 Quality Dashboard (Q1-Q2 review; monthly consent for review and discussion, if needed) - CDI Core Measures, PSI-90, Readmissions, Patient Experience (HCAHPS), - Leapfrog, CMS Star, Readmission Penalty, HAC penalty, VBP results annually	Review reports per Pacing Plan timeline – Completed
4. Review Board Dashboard using STEEEP Methodology and propose changes as appropriate	Semi – Annually Q2 and Q4	Review Dashboard and Recommend Changes to the Board - Completed
5. All committee members regularly attend and are engaged in committee meeting preparation and discussions	Using closing wrap up time, review quarterly at the end of the meeting	Attend 2/3 of all meetings in person - N/A (AB361) Actively participate in discussions at each meeting - Completed

SUBMITTED BY: Chair: Julie Kliger, MPA, BSN
Executive Sponsor: Holly Beeman, MD, MBA, CQO

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
1. 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 (Completed)
	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 (Completed)
	Q1 FY22	- Assess implementation of changes to ECH Board Structure and make recommendations (Completed)
2. Promote, enhance, and sustain competency-based, efficient, effective governance	Q4 FY21 – Q1 FY23	- FY21 Self-Assessment Survey Completed (Q1 FY22) (Completed) - FY22 Self-Assessment Tool recommended to the Board (Q3) and survey completed (Q4 FY22 – Q1 FY23) (Completed)
	Q2- FY22	- Reports are completed and made available to the Board and the District Board (Q1) (Completed) - Develop FY22 Board Action Plan (Q2) (Completed)
3. Develop Board and Committee Education Plan for FY21	Q2 FY22	- Develop and recommend FY22 Board and Committee Education Plan (Completed)
	Q1 FY22	- Recommend FY22 Annual Retreat Agenda to the Board (Completed)
4. 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 (Completed)

Chair: Don Watters

Executive Sponsor: Dan Woods

FY23 COMMITTEE GOALS

Compliance and Audit Committee

PURPOSE

The purpose of the Compliance and Audit Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in its exercise of oversight of Corporate Compliance, Privacy, Internal and External Audit, Enterprise Risk Management, and Information Technology (IT) Security. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the internal auditor and external auditor. The Committee assists the Board in oversight of any regulatory audit and in assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

STAFF: **Diane Wigglesworth**, Sr. Director, Corporate Compliance (Executive Sponsor)

The Sr. Director, Corporate Compliance, 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 or outside consultants may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review the results of an enterprise Compliance Program Effectiveness Review for the hospital and all affiliated entities conducted by a third party.	Q2 FY23	Committee reviews report and gap analysis and provides recommendations to the Compliance Officer.
2. Review and evaluate the enterprise’s standardized due diligence pre-acquisition process for physician mergers, acquisitions, or individual recruitment into affiliated medical groups.	Q3 FY22	Committee reviews and provides recommendations to the Compliance Officer and CEO.

SUBMITTED BY:

Chair: Jack Po, MD

Executive Sponsor: Diane Wigglesworth

FY23 COMMITTEE GOALS AND PACING PLAN

Executive Compensation Committee

The purpose of the Executive Compensation Committee (the "Committee") is to assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its responsibilities related to the Hospital's executive compensation philosophy and policies. The Committee will advise the Board to meet all legal and regulatory requirements as it relates to executive compensation.

STAFF: **Greg Souza**, Interim Chief Human Resources Officer (Executive Sponsor)

The CHRO 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 and for developing and disseminating in a timely manner management's recommendations to the Committee and appropriate supporting information to facilitate the Committee's deliberations and exercise of its responsibilities. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may participate at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing their individual compensation.

GOALS	TIMELINE	METRICS/PACING PLAN
1. Provide oversight and approvals for compensation-related decisions, including performance incentive goal-setting and plan design	Q1	<ul style="list-style-type: none"> - Review and approve FY23 executive base salaries - Review and recommend FY22 Organizational Incentive Score - Review and approve FY22 individual incentive scores - Review and approve FY22 executive payout amounts
	Q3	<ul style="list-style-type: none"> - Recommend FY24 Committee goals - Receive update leadership development - Receive update on strategic plan - Review potential policy changes
	Q4	<ul style="list-style-type: none"> - Review and recommend proposed FY24 organizational incentive goals - Review and approve FY24 individual executive strategic pick goals
2. Evaluate the effectiveness of the independent compensation consultant	Q4	<ul style="list-style-type: none"> - Conduct annual evaluation of ECC consultant

SUBMITTED BY: Chair: Bob Miller | **Executive Sponsor:** Greg Souza

FY2023 COMMITTEE GOALS

Finance Committee

PURPOSE

The purpose of the Finance Committee (the “Committee”) is to provide oversight, information sharing, and financial reviews related to budgeting, capital budgeting, long-range financial planning and forecasting, and monthly financial reporting for the El Camino Hospital (ECH) Hospital Board of Directors (“Board”). In carrying out its review, advisory, and oversight responsibilities, the Finance Committee shall remain flexible in order to best define financial strategies that react to changing conditions.

STAFF: **Carlos Bohorquez**, Chief Financial Officer (Executive Sponsor)

The CFO 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
1. Summary of Physician Financial Agreements	Q3	March 2023
2. Review Progress on Opportunities / Risks identified by Management for FY2023 and Managed Care Update	Q2, Q3	Progress on Opportunities / Risks (November 2022), Managed Care update (January 2023)
3. Review strategy, goals, and performance of business affiliates and service lines: 1) Joint Venture – Satellite Healthcare, 2) Orthopedics, 3) Cardiology, 4) Joint Venture – Pathways, 5) ECHMN, 6) CONCERN, 7) Hospital Community Benefits Program, 8) Foundation Performance to Target, and 3-5 year strategic plan 9) Urology 10) Oncology	Q1	Service Line Overview: CONCERN (August 2022), Urology (September 2022), ECHMN (September 2022)
	Q2	Service Line Overview: Orthopedics (November 2022), Hospital Community Benefits Program (November 2022), Philanthropy Foundation (November 2022)
	Q3	Service Line Overview: ECHMN (January 2023), Cardiology (January 2023), Hospital Community Benefits Program (March 2023), Oncology (March 2023)
	Q4	ECHMN (May 2023), Joint Venture – Pathways (May 2023)
4. Review and evaluate ongoing customer service/patient experience tactics/metrics and use of AI to improve the process and customer experience for the Revenue Cycle	Q3	Monitor customer service and patient satisfaction metrics (March 2023)

SUBMITTED BY: **Chair:** John Zoglin | **Executive Sponsor:** Carlos Bohorquez, CFO

FY23 COMMITTEE GOALS

Investment Committee

PURPOSE

The purpose of the Investment Committee is to develop and recommend to the El Camino Hospital (ECH) Board of Directors ("Board") the investment policies governing the Hospital's assets, maintain current knowledge of the management and investment funds of the Hospital, and provide oversight of the allocation of the investment assets.

STAFF: Carlos Bohorquez, Chief Financial Officer (Executive Sponsor)

The CFO 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 or hospital staff may participate in the meetings upon the recommendation of the CFO and at the discretion of the Committee Chair. The CEO is an ex-officio member of this Committee.

GOALS	TIMELINE	METRICS
1. Review performance of consultant recommendations of managers and asset allocations	Each quarter - ongoing	Committee to review selection of money managers and make recommendations to the CFO
2. Education Topic: Investment Allocation in Uncertain Times	FY23 Q1	Complete by the August 2022 meeting
3. Asset Allocation, Investment Policy Review and ERM framework including Efficient Frontier	FY23 Q3	Completed by March 2023

SUBMITTED BY:

Chair: Brooks Nelson

Executive Sponsor: Carlos Bohorquez, CFO

FY23 COMMITTEE GOALS

Quality, Patient Care and Patient Experience Committee

PURPOSE

The purpose of the Quality, Patient Care and Patient Experience Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in constantly enhancing and enabling a culture of quality and safety at ECH, to ensure delivery of effective, evidence-based care for all patients, and to oversee quality outcomes of all services of ECH. The Committee helps to assure that exceptional patient care and patient experiences are attained through monitoring organizational quality and safety measures, leadership development in quality and safety methods, and assuring appropriate resource allocation to achieve this purpose.

STAFF: **Holly Beeman, MD, MBA,** Chief Quality Officer (Executive Sponsor)

The CQO and Senior Director of Quality shall serve as the primary staff to support the Committee and are responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional clinical representatives and 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. These may include: the Chiefs/Vice Chiefs of the Medical Staff, physicians, nurses, and members from the community advisory councils, or the community at-large. The

GOALS	TIMELINE	METRICS
1. Review the Hospital’s organizational goals and scorecard and ensure that those metrics and goals are consistent with the strategic plan and set at an appropriate level as they apply to quality	- FY22 Achievement and Metrics for FY22 (Q1 FY23) - Review FY23 Incentive Goal recommendations for Quality, Safety and Patient Experience measures	Review management proposals; provide feedback and make recommendations to the Board
2. Every other year, review peer review process and medical staff credentialing process; include OPPE and FPPE education. FY22 process review completed and animated.	FY24 review peer review and credentialing process.	- n/a
3. Review Quality, Patient Care and Patient Experience reports and dashboards	- Review reports per Pacing Plan timeline.	Explanation of measure methodology and benchmarks included with each report.
4. Review Board Dashboard using STEEEP Methodology and propose changes as appropriate	Semi – Annually Q2 and Q4	Review Dashboard and Recommend Changes to the Board
5. All committee members regularly attend and are engaged in committee meeting preparation and discussions	Using closing wrap up time, review quarterly at the end of the meeting	Attend 2/3 of all meetings in person Actively participate in discussions at each meeting

SUBMITTED BY: Chair: Julie Kliger, MPA, BSN

Executive Sponsor: Holly Beeman, MD, MBDA, Chief Quality Officer

FY23 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
1. Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies	Q1 FY23	- Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board
	Q4 FY23	- 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 FY23	- Assess implementation of changes to ECH Board Structure and make recommendations
2. Promote, enhance, and sustain competency-based, efficient, effective governance	Q4 FY23 – Q1 FY23	- FY22 Self-Assessment Survey Completed (Q1 FY23) - FY23 Self-Assessment Tool recommended to the Board (Q1) and survey completed (Q4 FY23 – Q1 FY24)
	Q2- FY23	- Reports are completed and made available to the Board and the District Board (Q1) - Develop FY23 Board Action Plan (Q2)
3. Develop Board and Committee Education Plan for FY23	Q2 FY23	- Develop and recommend FY22 Board and Committee Education Plan
	Q1 FY23	- Recommend FY23 Annual Retreat Agenda to the Board

Chair: Don Watters

Executive Sponsor: Dan Woods

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

To: Governance Committee
From: Dan Woods, CEO
Date: June 2, 2022
Subject: FY23 Committee Pacing Plans

Purpose: 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.

Recommendation: To approve the FY23 Committee Pacing Plans and recommend to El Camino Hospital Board for approval.

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 pacing plans set by each 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	9	Reduce by 1
Education Sessions	2	1	Reduce by 1
Board Retreat	1	1	No Change
Total	49	43	Reduce by 6

FY23 Committee Pacing Plans
June 2, 2022

5. Other Reviews: The Hospital Board approved the FY23 Hospital Board Pacing Plan and all Committees have reviewed and approved their respective FY23 Pacing Plans.
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. FY23 Committee Pacing Plans
2. FY23 Master Calendar

Suggested Committee Discussion Questions:

1. Would the Committee recommend the Hospital Board adopt the proposed FY23 Committee Pacing Plans?
2. 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?
3. In FY23, how can the Governance Committee evaluate the effectiveness of these pacing plans?

FY23 COMMITTEE GOALS AND PACING PLAN

Executive Compensation Committee

The purpose of the Executive Compensation Committee (the "Committee") is to assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its responsibilities related to the Hospital's executive compensation philosophy and policies. The Committee will advise the Board to meet all legal and regulatory requirements as it relates to executive compensation.

STAFF: **Greg Souza**, Interim Chief Human Resources Officer (Executive Sponsor)

The CHRO 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 and for developing and disseminating in a timely manner management's recommendations to the Committee and appropriate supporting information to facilitate the Committee's deliberations and exercise of its responsibilities. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may participate at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing their individual compensation.

GOALS	TIMELINE	METRICS/PACING PLAN
1. Provide oversight and approvals for compensation-related decisions, including performance incentive goal-setting and plan design	Q1	<ul style="list-style-type: none"> - Review and approve FY23 executive base salaries - Review and recommend FY22 Organizational Incentive Score - Review and approve FY22 individual incentive scores - Review and approve FY22 executive payout amounts
	Q3	<ul style="list-style-type: none"> - Recommend FY24 Committee goals - Receive update leadership development - Receive update on strategic plan - Review potential policy changes
	Q4	<ul style="list-style-type: none"> - Review and recommend proposed FY24 organizational incentive goals - Review and approve FY24 individual executive strategic pick goals
2. Evaluate the effectiveness of the independent compensation consultant	Q4	<ul style="list-style-type: none"> - Conduct annual evaluation of ECC consultant

SUBMITTED BY: Chair: Bob Miller | **Executive Sponsor:** Greg Souza

FY2023 Finance Committee Pacing Plan

FY2023 FC Pacing Plan – Q1		
July 2022	August 15, 2022	September 27, 2022
No Scheduled Finance Committee Meeting	<p>Approval Items</p> <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) • Candidate Interviews and Recommendation to Appoint • Financial Report (FY2022 Periods 11 and 12) <p>Discussion Items</p> <ul style="list-style-type: none"> • Financial Report (Pre-Audit Fiscal Year End 2022 Results) • Service Line / Business Affiliate Review: CONCERN • Medical Staff Development Plan • Report on Board Actions • Other Standing Agenda Items • Executive Session • Post Implementation Review (“PIR”) Per Attached Schedule 	<p>Approval Items</p> <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) • Financial Report (FY2023 Periods 1 and 2) • Financial Report Fiscal Year End 2022 Results <p>Discussion Items</p> <ul style="list-style-type: none"> • Service Line / Business Affiliate Review: ECHMN Update & Urology • Progress Against FY2023 Committee Goals & Pacing Plan • Project Update: Women’s and Newborn Hospital Project • PIR • Report on Board Actions • Other Standing Agenda Items • Executive Session
FY2023 FC Pacing Plan – Q2		
October 2022	November 21, 2022	December 2022
No Scheduled Finance Committee Meeting	<p>Approval Items</p> <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) • Financial Report (FY2023 Periods 3 and 4) <p>Discussion Items</p> <ul style="list-style-type: none"> • Service Line Review: Orthopedics • Foundation Strategic Plan Update • FY2024 Community Benefit Grant Application Guiding Principles / Process • Review Progress on Opportunities / Risks Identified for FY2023 • Strategic Plan Update • PIR • Report on Board Actions • Other Standing Agenda Items • Executive Session 	No Scheduled Finance Committee Meeting

FY2023 Finance Committee Pacing Plan

FY2023 FC Pacing Plan – Q3		
January 30, 2023	February 2023	March 27, 2023
<p>5:30pm Joint Meeting with the Investment Committee: Topic: Long Term Financial Forecast</p> <p>6:30pm Approval Items</p> <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) • Financial Report (FY2023 Periods 5 and 6) <p>Discussion</p> <ul style="list-style-type: none"> • Service Line / Business Affiliate Review: ECHMN Quarterly Financial Update & Cardiology • Managed Care Update • PIR • Report on Board Actions • Other Standing Agenda Items • Executive Session 	<p>No Scheduled Finance Committee Meeting</p>	<p>Approval Items</p> <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) • Financial Report (FY2023 Periods 7 and 8) <p>Discussion Items</p> <ul style="list-style-type: none"> • FY2024 Budget Preview: Key Operating Assumptions / Target • FY2024 Community Benefit Grant Program Update • Summary Physician Financial Arrangements (Year-End) • Service Line Report: Oncology • FY2024 Committee Planning: Goals, Pacing Plan and Meeting Dates • Revenue Cycle Update • PIR • Report on Board Actions • Other Standing Agenda Items • Executive Session
FY2023 FC Pacing Plan – Q4		
April 24, 2023	May 22, 2023	June 2023
<p>No Scheduled Finance Committee Meeting</p>	<p>Approval Items</p> <ul style="list-style-type: none"> • Financial Report (FY2023 Period 9 & 10) • Progress Against FY2023 Committee Goals & Pacing • FY2024 Organizational Goals • FY2024 Committee Planning: Goals, Pacing Plan and Meeting Dates • FY2024 El Camino Hospital Community Benefit Grant Program <p>Discussion Items</p> <ul style="list-style-type: none"> • FY2024 Budget: Review Prior to Submission to BOD for Approval • Service Line Report: Pathways JV & ECHMN Quarterly Financial Update • PIR • Report on Board Actions • Other Standing Agenda Items • Executive Session 	<p>No Scheduled Finance Committee Meeting</p>

FY2023 INVESTMENT COMMITTEE PACING PLAN
Proposed 2/14/2022

DRAFT

FY2023 - Q1		
JULY - NO MEETING	AUGUST 8, 2022 Meeting	SEPTEMBER - NO MEETING
Participate in Committee Self-Assessment Survey	<ul style="list-style-type: none"> ▪ Capital Markets Review and Portfolio Performance ▪ Tactical Asset Allocation Positioning and Market Outlook ▪ Education Topic: Investing In Uncertain Times ▪ CFO Report Out – Open Session Finance Committee Materials 	N/A
FY2023 - Q2		
OCTOBER - NO MEETING	NOVEMBER 14, 2022 Meeting	DECEMBER - NO MEETING
<i>Board and Committee Educational Session</i>	<ul style="list-style-type: none"> ▪ Capital Markets Review and Portfolio Performance ▪ Tactical Asset Allocation Positioning and Market Outlook ▪ Investment Policy Review ▪ CFO Report Out – Open Session Finance Committee Materials 	N/A
FY2023 - Q3		
JANUARY 23, 2023	FEBRUARY 13, 2023 Meeting	MARCH - NO MEETING
<i>Joint Finance Committee and Investment Committee meeting: Long Range Financial Forecast</i>	<ul style="list-style-type: none"> ▪ Capital Markets Review and Portfolio Performance ▪ Tactical Asset Allocation Positioning and Market Outlook ▪ CFO Report Out – Open Session Finance Committee Materials ▪ Proposed FY2024 Goals/Pacing Plan/Meeting Dates ▪ Asset Allocation and ERM Framework 	N/A
FY2023 - Q4		
APRIL - NO MEETING	MAY 8, 2023 Meeting	JUNE - NO MEETING
<i>Board and Committee Educational Session</i>	<ul style="list-style-type: none"> ▪ Capital Markets Review and Portfolio Performance ▪ Tactical Asset Allocation Positioning and Market Outlook ▪ CFO Report Out – Open Session Finance Committee Materials ▪ 403(b) Investment Performance ▪ Approve FY2024 Committee Goals ▪ Review status of FY2023 Committee Goals 	N/A

QUALITY, PATIENT CARE, AND PATIENT EXPERIENCE COMMITTEE
FY23 Pacing Plan - DRAFT

FY2023 Q1		
JULY 2022	AUGUST 1, 2022	SEPTEMBER 6, 2022
<p align="center">No Committee Meeting</p> <p><u>Routine (Always) Consent Calendar Items:</u></p> <ul style="list-style-type: none"> ▪ Approval of Minutes ▪ Report on Board Actions ▪ FY 23 Enterprise Quality Dashboard ▪ Progress Against FY 2023 Committee Goals (Quarterly) ▪ FY23 Pacing Plan (Quarterly) ▪ Med Staff Quality Council Minutes (Closed Session) ▪ Quality Committee Follow-Up Items 	<p>Standing Agenda Items:</p> <ol style="list-style-type: none"> 1. Consent Calendar <ol style="list-style-type: none"> a. FY23 Pacing Plan 2. Patient Story 3. Serious Safety/Red Alert Event as needed 4. Credentials and Privileges Report <p>Special Agenda Items</p> <ol style="list-style-type: none"> 5. Health Care Equity 6. Q4 FY22 STEEEP Dashboard Review 7. EL Camino Health Medical Network Report 8. Q4 FY22 Quarterly Quality and Safety Review of reportable events 	<p>Standing Agenda Items:</p> <ol style="list-style-type: none"> 1. Consent Calendar <ol style="list-style-type: none"> a. ED Patient Satisfaction b. Progress Against FY 2023 Committee Goals 2. Patient Story 3. Serious Safety/Red Alert Event as needed 4. Credentials and Privileges Report <p>Special Agenda items:</p> <ol style="list-style-type: none"> 5. Annual Patient Safety Report 6. Pt. Experience (HCAHPS) 7. High Reliability progress
FY2023 Q2		
OCTOBER 2022	NOVEMBER 7, 2022	DECEMBER 5, 2022
<p align="center">No Committee Meeting</p>	<p>Standing Agenda Items:</p> <ol style="list-style-type: none"> 1. Consent Calendar <ol style="list-style-type: none"> a. CDI Dashboard b. Core Measures c. FY23 Pacing Plan d. Safety Report for the Environment of Care 2. Patient Story 3. Serious Safety/Red Alert Event as needed 4. Credentials and Privileges Report <p>Special Agenda Items:</p> <ol style="list-style-type: none"> 5. Culture of Safety Survey Results 6. Q1 FY23 Quarterly STEEEP Dashboard Review 7. EL Camino Health Medical Network Report 8. Q1 FY23 Quarterly Quality and Safety Review of reportable events 9. Medical Staff Office Audit Report 	<p>Standing Agenda Items:</p> <ol style="list-style-type: none"> 1. Consent Calendar <ol style="list-style-type: none"> a. Progress Against FY 2023 Committee Goals 2. Patient Story 3. Serious Safety/Red Alert Event as needed 4. Credentials and Privileges Report <p>Special Agenda items:</p> <ol style="list-style-type: none"> 5. Report on Medical Staff Peer Review Process 6. Safety Report for the Environment of Care 7. PSI Report 8. Readmission Dashboard 9. Sepsis Mortality Index

QUALITY, PATIENT CARE, AND PATIENT EXPERIENCE COMMITTEE
FY23 Pacing Plan - DRAFT

FY2023 Q3		
JANUARY 2023	FEBRUARY 6, 2023	MARCH 6, 2023
<p align="center">No Committee Meeting</p> <p><u>Routine (Always) Consent Calendar Items:</u></p> <ul style="list-style-type: none"> ▪ Approval of Minutes ▪ Report on Board Actions ▪ FY 23 Enterprise Quality Dashboard ▪ Progress Against FY 2023 Committee Goals (Quarterly) ▪ FY23 Pacing Plan (Quarterly) ▪ Med Staff Quality Council Minutes (Closed Session) ▪ Quality Committee Follow-Up Items 	<p>Standing Agenda Items:</p> <ol style="list-style-type: none"> 1. Consent Calendar <ol style="list-style-type: none"> a. FY23 Pacing Plan 2. Patient Story 3. Serious Safety/Red Alert Event as needed 4. Credentials and Privileges Report <p>Special Agenda Items:</p> <ol style="list-style-type: none"> 5. Q2 FY23 STEEP Dashboard Review 6. EL Camino Health Medical Network Report 7. Q2 FY23 Quarterly Quality and Safety Review of reportable events 	<p>Standing Agenda Items:</p> <ol style="list-style-type: none"> 1. Consent Calendar <ol style="list-style-type: none"> a. Progress Against FY 2023 Committee Goals 2. Patient Story 3. Serious Safety/Red Alert Event as needed 4. Credentials and Privileges Report <p>Special Agenda Items:</p> <ol style="list-style-type: none"> 5. Health Care Equity 6. High Reliability progress
FY2023 Q4		
APRIL 3, 2023	MAY 1, 2023	JUNE 5, 2023
<p>Standing Agenda Items:</p> <ol style="list-style-type: none"> 1. Consent Calendar 2. Patient Story 3. Serious Safety/Red Alert Event as needed 4. Credentials and Privileges Report <p>Special Agenda Items:</p> <ol style="list-style-type: none"> 5. Value Based Purchasing Report 6. Propose FY24 Quality Committee Goals 7. Propose FY24 Committee Meeting Dates 8. Propose FY24 Enterprise Organizational Goals 	<p>Standing Agenda Items:</p> <ol style="list-style-type: none"> 1. Consent Calendar <ol style="list-style-type: none"> a. CDI Dashboard b. Core Measures c. FY23 Pacing Plan 2. Patient Story 3. Serious Safety/Red Alert Event as needed 4. Credentials and Privileges Report <p>Special Agenda Items:</p> <ol style="list-style-type: none"> 5. Q3 FY23 STEEP Dashboard Review 6. Approve FY24 Organizational Goals, QC Charter, FY24 Pacing Plan, and FY24 QC dates 7. EL Camino Health Medical Network Report 8. Q3 FY23 Quarterly Quality and Safety Review of reportable events 	<p>Standing Agenda Items:</p> <ol style="list-style-type: none"> 1. Consent Calendar <ol style="list-style-type: none"> a. Leapfrog b. Progress Against FY 2023 Committee Goals 2. Patient Story 3. Serious Safety/Red Alert Event as needed 4. Credentials and Privileges Report <p>Special Agenda Items:</p> <ol style="list-style-type: none"> 5. Medical Staff Credentialing Process 6. Approve Quality Assessment and Performance Improvement Plan (QAPI)

Governance Committee

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
STANDING AGENDA ITEMS												
Consent Agenda items		✓		✓				✓			✓	
Approve Minutes		✓		✓				✓			✓	
DISCUSSION ITEMS / COMMITTEE ACTIONS												
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											✓	
PLANNING SESSIONS												
Plan for October Joint Education Session		✓		✓								
Board Education Plan				✓								
Plan for February Board Retreat				✓								
Plan for April Board Education Session								✓				

JULY 2022

S	M	T	W	T	F	S
26	27	28	29	30	1	2
3	4 Independ. Day	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24/31	25	26	27	28	29	30

AUGUST 2022

S	M	T	W	T	F	S
31	1 QC	2 GC	3	4 ECHMN	5	6
7	8	9	10	11	12	13
14	15 FC	16	17 ECHB	18	19	20
21	22 IC	23	24	25	26	27
28	29	30	31	1	2	3

SEPTEMBER 2022

S	M	T	W	T	F	S
28	29	30	31	1	2	3
4	5 Labor Day	6 QC	7	8	9	10
11	12	13	14 ECHB	15	16	17
18	19	20	21	22 ECC	23	24
25	26 Rosh Hashanah	27 FC	28 CAC	29	30	1

OCTOBER 2022

S	M	T	W	T	F	S
25	26	27	28	29	30	1
2	3	4	5 Yom Kippur	6	7	8
9	10 Columbus Day	11	12 ECHB	13	14	15
16	17	18 ECHD	19	20 ECHMN	21	22
23/30	24/31	25 GC	26	27	28	29

NOVEMBER 2022

S	M	T	W	T	F	S
30	31	1	2	3 ECC	4	5
6	7 QC	8	9 ECHB	10	11 Veterans Day	12
13	14 IC	15	16	17	18	19
20	21 FC	22	23	24 Thanksgiving	25	26
27	28	29	30 CAC	1	2	3

DECEMBER 2022

S	M	T	W	T	F	S
27	28	29	30	1 ECHMN	2	3
4	5 QC	6	7 ECHB	8	9	10
11	12	13 ECHD	14	15	16	17
18	19 Hanukkah Begins	20	21	22	23	24 Xmas Eve
25 Xmas	26 Kwanzaa	27	28	29	30	31 NYE

JANUARY 2023

S	M	T	W	T	F	S
1 NYD	2	3	4	5	6	7
8	9	10	11	12 ECHMN	13	14
15	16 MLK	17	18 ED Session	19	20	21
22 Chinese New Year	23	24	25	26	27	28
29	30 FC IC	31	1	2	3	4

FEBRUARY 2023

S	M	T	W	T	F	S
29	30	31	1	2	3	4
5	6 QC	7 GC	8	9	10	11
12	13 IC	14	15 ECHB	16	17	18
19 Ski Week	20 Pres. Day	21	22 CAC	23	24	25
26	27	28 ECHD	1	2	3	4

MARCH 2023

S	M	T	W	T	F	S
26	27	28	1	2 ECC	3	4
5	6 QC	7	8 Retreat	9	10	11
12	13	14	15	16 ECHMN	17	18
19	20	21	22	23 Ramadan Begins	24	25
26	27 FC	28 ECHD	29	30	31 Cesar Chavez	1

APRIL 2023

S	M	T	W	T	F	S
26	27	28	29	30	31	1
2	3 QC	4	5 ECHB	6 Passover	7	8
9 Easter	10 Spring Break	11	12	13	14	15
16	17	18	19	20	21 Ramadan Ends	22 Eid al-Fitr
23/30	24	25	26 CAC	27	28	29

MAY 2023

S	M	T	W	T	F	S
30	1 QC	2 GC	3	4 ECC	5	6
7	8 IC	9	10 ECHB	11	12	13
14	15	16 ECHD	17	18	19	20
21	22 FC	23	24	25	26	27
28	29 Mem. Day	30	31	1	2	3

JUNE 2023

S	M	T	W	T	F	S
28	29	30	31	1 ECHMN	2	3
4	5 QC	6	7	8	9	10
11	12	13	14 ECHB	15	16	17
18	19 Juneteenth	20 ECHD	21	22	23	24
25	26	27	28 CAC	29	30	1

District Board ECHD	Hospital Board ECHB	ECH Board Retreat	Educational Sessions	Executive Comp ECC	Finance FC	Quality QC	Compliance CAC	Governance GC	Investment IC	ECHMN
5x per year 3 rd Tuesday 1x Study Session	9x per year 2 nd Wednesday	1x per year	1x per year 4 th Wednesday	4x per year Thursdays	7x per year 4 th or Last Monday	9x per year 1 st Monday	5x per year 3 rd Thursday	4x per year 1 st Tuesday	4x per year 2 nd Monday	6x per year Thursdays

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

To: Governance Committee
From: Don Watters, Chair
Date: June 2, 2022
Subject: Governance Best Practices

Recommendation: To provide an update on progress on the Board Assessment Action Plan, in particular with regards to the FY23 Board Skills Matrix 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 an ad hoc committee that worked on updating the FY21 Competency Matrix based on recommendations from the Leadership Institute network (including recommendations from Fairview Health Services, Baystate Health, Main Line Health, Inova Health System) to create an ECH FY23 Skills Matrix.
4. **Assessment:** None.
5. **Other Reviews:** None.
6. **Outcomes:** Based on the recommendation of this committee, the proposed FY23 Board Skills Matrix will be presented to the District Board for utilization this fall.

List of Attachments:

1. FY21 Board Skills Matrix
2. FY23 Board Skills Matrix
3. FY22 Board Action Plan

Suggested Committee Discussion Questions:

1. What changes, if any, would members of the Governance Committee recommend to the FY23 Board Skills Matrix?
2. In addition to Board Composition and Succession Planning, what other areas of focus should the Governance Committee consider for FY23?
3. How should the Governance Committee approach FY23 to improve governance practices at ECH?

El Camino Health - Board Review – Action Plan

Presented review and approval - December 8, 2021

Action Area	Proposed Next Step	Complete By	Responsible	
Meeting practices	<ul style="list-style-type: none"> Create guidelines for question submission/agenda input (in order to support time management in the meetings) 	<ul style="list-style-type: none"> Jan 2022 	<ul style="list-style-type: none"> Lanhee and Bob 	
Strategy	<ul style="list-style-type: none"> Drop one meeting in 2022 Conduct review of meeting agendas; reduce time on standing items; increase time on strategy 	<ul style="list-style-type: none"> March 2022 	<ul style="list-style-type: none"> Dan, Governance Committee 	Complete - Approved by Hospital Board
Committees	<ul style="list-style-type: none"> Refine committee “pacing plan” 	<ul style="list-style-type: none"> March 2022 	<ul style="list-style-type: none"> Dan, Governance Committee 	Complete - being presented today for approval
	<ul style="list-style-type: none"> Review board agendas and committee remits; identify items to be delegated to committee 	<ul style="list-style-type: none"> March 2022 	<ul style="list-style-type: none"> Dan, Lanhee, Bob, Committee Chairs 	
Board composition, succession	<ul style="list-style-type: none"> Review, update the board skills matrix 	<ul style="list-style-type: none"> May 2022 	<ul style="list-style-type: none"> Governance Committee 	In Progress - on track to be completed in FY23
	<ul style="list-style-type: none"> Review, update onboarding process for new directors; focus on role of the board 	<ul style="list-style-type: none"> July 2022 	<ul style="list-style-type: none"> Governance Committee 	
	<ul style="list-style-type: none"> Develop list of future board candidates for appointed seats; consider committee members as potential board members 	<ul style="list-style-type: none"> Nov 2023 	<ul style="list-style-type: none"> All board members, Governance Committee 	
Committees	<ul style="list-style-type: none"> Develop a succession plan for each committee. 	<ul style="list-style-type: none"> Dec 2023 	<ul style="list-style-type: none"> Committee Chairs 	

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

To: Governance Committee
From: Dan Woods, CEO
Date: June 2, 2022
Subject: Board Officer Elections

Purpose: To provide an update on the FY22 Board Officer Election process. To discuss and possibly approve additional changes for the FY23 Board Officer Election procedure.

Summary:

1. **Situation:** The Hospital Board Officers Nomination and Selection Procedure was approved at the May 11, 2022, El Camino Hospital Board (ECHB) meeting. Board Officers include Board Chair, Vice-Chair, and Secretary. The revised procedure shifts the elections from May to June and allows optionality with Directors providing position statements.
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:** Board Officer Elections were historically held in odd Fiscal Years (i.e., FY 2019, FY 2017, FY 2015, etc.). Since FY 2013, elections have always been held during the May ECHB meeting, and Committee Assignments have subsequently been communicated at the June ECHB meeting.

Board Officer Elections were last held in May 2021. The results were as follows:

- Director Lanhee Chen as ECH Board Chair for a one-year term of service, effective July 1, 2021.
- Director Bob Rebitzer as ECH Board Vice-Chair for a two-year term of service, effective July 1, 2021.
- Director Julia Miller as ECH Board Secretary/Treasurer for a two-year term of service, effective July 1, 2021.

Per the Hospital Board Officer Nomination and Selection Procedure, the current Vice-Chair is the presumptive Chair and the end of the Chair's term.

4. **Assessment:** None.
5. **Other Reviews:** None.
6. **Outcomes:** None.

List of Attachments:

1. Board Officer Elections Procedure (Revised)

Suggested Committee Discussion Questions:

1. Should the Board Officer Elections Procedure undergo additional changes in FY23?

**HOSPITAL BOARD OFFICERS
NOMINATION AND SELECTION PROCEDURES
FOR FY21**

Draft Revised 05/12/2021

Any current ~~D~~irector of the El Camino Hospital Board is eligible to serve as a Hospital Board Officer. The new Hospital Board Officer terms begin ~~the 1st day of July 1, 2021.~~ El Camino Hospital Board Officer elections shall be held in ~~June annually (if needed) May of odd numbered years.~~ Following the election, it shall be the role of the Board Chair-Elect to work with the Hospital CEO in May and June to develop a slate of Board Advisory Committee Chairs and members for the following fiscal year and to present the slate to the Board for approval in June.

Hospital Board Chair:

1. Interested Directors will declare their interest to the CEO or designee by ~~close of business no later than the 1st day of April 22, 2021. The CEO or designee will notify the Board of all declarations of interest by close of business April 23, 2021. Any other interested Directors will then declare their interest to the CEO or designee by close of business on April 26, 2021. The CEO or designee will notify the Board of any additional declarations of interest by close of business April 27, 2021. If requested by the CEO, i~~Interested Directors will prepare a one-page Position Statement that summarizes the candidate's interest and relevant experience as it relates to the attached Hospital Board Chair competencies, no later than ~~the 15th day of close of business April 1529, 2021.~~
2. Position Statements will be distributed to Board members along with other routine Hospital Board materials one week in advance of the ~~June May 12, 2021~~ meeting.
3. Position Statements will be made available to the public and posted on the El Camino Hospital website when the Hospital Board materials are issued to the Board.
4. Standard questions for Hospital Board Chair:
 - a. What do you see as the ECH strategic priorities over the coming two years?
 - b. Name three defining roles of an effective Board Chair.
 - c. How would you judge the success of your leadership and the Board at the end of your term?
5. At the ~~June May 12, 2021~~ meeting, ~~i~~Interested ~~D~~irectors will present the information below, in public session, in the sequence outlined. Approximately 25 minutes will be allocated to each ~~i~~Interested Director: five (5) minutes for the Position Statement, ten (10) minutes for responses to standard questions, and (10) ten minutes to respond to general questions from the board and public:
 - a. Each interested ~~D~~irector will read his or her Position Statement
 - b. Each interested ~~D~~irector will provide responses to the standard questions. (Directors will present one question at a time in random order.)
 - c. The Public will be invited to ask ~~i~~Interested Directors any questions related to the candidate's interest in the position, and relevant experience as it relates to the Hospital Board Chair competencies
 - d. The Board will be invited to ask ~~i~~Interested Directors any additional questions related to an ~~i~~Interested Director's candidacy.

6. Upon review and discussion of the candidates, the Board will vote in public session. The current Chair will facilitate the discussion and voting process.
7. The Hospital Board Chair will be elected by the Board in accordance with the following procedure at a meeting where a quorum is present.
 - a. Preliminary Balloting
 - i. Each Board member shall vote for a candidate via electronic submission or paper ballot simultaneously to a neutral party who will announce the vote cast by each Director.
 - ii. In the event a majority is not achieved, the vote will be announced for each candidate and the candidate receiving the lowest number of votes will be dropped from the next ballot.
 - iii. This procedure will continue until one candidate receives a majority of the votes cast.
 - iv. In the event a tie vote occurs (e.g., 3-3 or 4-2-2), Interested Directors may be asked additional questions by Hospital Board members and the balloting -procedure will continue until a majority is achieved by one candidate.
 - b. Selection of a Board Chair
 - i. Following the preliminary balloting, the Board shall consider a motion to elect the candidate who has received the majority of the votes in his/her favor.
 - ii. If a motion pursuant to Section 7(b)(i) is not adopted by a majority of the Board members present at the meeting when a quorum is present, the Board shall continue to consider motions until a Board Chair is elected.

Hospital Vice-Chair:

1. At the ~~June May 12, 2021~~ Hospital Board meeting, Interested Directors will announce their candidacy and/or nominations taken from the floor following the successful election of the Hospital Board Chair.
2. Interested Directors will be asked questions, which relate to the candidate's experience, by other Hospital Board members in public session.
3. Voting will follow the same procedure as described in the Hospital Board Chair selection and appointment process above.
4. The Vice Chair is the presumptive Chair at the end of the current Chair's term.

Hospital Secretary/Treasurer:

1. At the ~~June May 12, 2021~~ Hospital Board meeting, Interested Directors will announce their candidacy and/or nominations taken from the floor following the successful election of the Hospital Board Chair and the Hospital Vice-Chair.
2. Interested Directors will be asked questions, which relate to the candidate's experience, by other Hospital Board members in public session.

3. Voting will follow the same procedure as described in the Hospital Board Chair selection and appointment process above.

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Don Watters, Governance Committee Chair
Date: June 2, 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?