



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, June 1, 2021**

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

Members Present

Ken Alvares**
Peter C. Fung, MD, Chair**
Michael Kasperzak**
Christina Lai**
Bob Rebitzer**
Don Watters**

Members Absent

Peter Moran

****via teleconference**

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 5:32 pm by Chair Fung. A verbal roll call was taken. Christina Lai joined the meeting at 5:40pm during Agenda Item 5: Report on Board Actions. Peter Moran was absent. All other Committee members were present at roll call. All Committee members participated via videoconference pursuant to Santa Clara County's shelter in place order. A quorum was present pursuant to State of California Executive Orders N-25-20 dated March 12, 2020 and N-29-20 dated March 18, 2020.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Fung asked if any member of the Committee or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (03/23/2021), and for information: FY21 Pacing Plan.</p> <p>Movant: Kasperzak Second: Watters Ayes: Alvares, Fung, Kasperzak, Rebitzer, Watters Noes: None Abstentions: None Absent: Lai, Moran Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	<p>Ms. Lai joined during the Report on Board Actions.</p> <p>Chair Fung reported that the Hospital Board of Directors approved the recommendation to suspend Bylaw Article 8 and Revise Board Officer Nomination and Selection Procedures.</p> <p>Chair Fung also reported that Lanhee Chen was allowed to continue on third term of 1 year as Chair of the Hospital Board of Directors. Chair Fung congratulated Bob Rebitzer for being elected as the Vice Chair. Mr. Rebitzer will be the upcoming Chair of the Hospital Board of Directors the year after per revised procedures.</p>	

	Mr. Rebitzer reported that the Hospital Board has met regarding the strategic plan.	
6. PROGRESS AGAINST FY21 COMMITTEE GOALS	The Committee reviewed the Progress against the FY21 Committee Goals for the all the committees.	
7. PROPOSED FY22 MASTER CALENDAR	<p>Motion: To approve the Master Calendar for FY22.</p> <p>Movant: Rebitzer</p> <p>Second: Watters</p> <p>Ayes: Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: None</p> <p>Recused: None</p>	<i>FY22 Master Calendar approved</i>
8. PROPOSED FY22 GOVERNANCE COMMITTEE GOALS	<p>The Committee reviewed the FY22 Governance Committee Goals.</p> <p>Ms. Lai mentions she is in favor of adding Diversity as Item 4 on the FY22 Governance Committee Goals.</p> <p>Motion: To add a 4th goal to the FY22 Governance Committee Goals which entails proposing a strategy to the Hospital Board on increasing diversity to the Hospital Board of Directors and the committees</p> <p>Movant: Watters</p> <p>Second: Kasperzak</p> <p>Ayes: Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: None</p> <p>Recused: None</p>	<i>The Amended FY22 Governance Committee Goals approved</i>
9. PROPOSED FY22 ADVISORY COMMITTEE GOALS	<p>Motion: To approve the Proposed FY22 Advisory Committee Goals.</p> <p>Movant: Alvares</p> <p>Second: Watters</p> <p>Ayes: Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: None</p> <p>Recused: None</p>	<i>Proposed FY22 Advisory Committee Goals approved</i>
10. PROPOSED FY22 COMMITTEE AND LIASON ASSIGNMENTS	Chair Fung congratulated Don Watters on becoming the Chair of the Governance Committee in FY22.	
11. GOVERNANCE COMMITTEE CONSULTANT INTERVIEWS	<p>Mary Rotunno, General Counsel clarified that this entire discussion and vote would be in Open Session.</p> <p>Dan Woods, CEO reported that the two firms being interviewed are Via Consulting and SpencerStuart. If anyone wants information from their references, they can be spoken to in the future.</p> <p>Chair Fung clarified that each firm will be allotted an equal amount of time.</p> <p>Ken Alvares mentioned that Dan Woods and Lanhee Chen's point of view should have a large influence on the outcome of the firm selection because they will be working with them the most. Chair Fung responded by saying</p>	

	<p>the Committee will take Mr. Woods point of view serious and make an informed recommendation to the Hospital Board of Directors as a group.</p> <p>Don Watters brought up that Mr. Rebitzer will also be in direct contact with this consulting firm once he is the Vice Chair of the Hospital Board of Directors.</p> <p>After the interviews, the Committee chose SpencerStuart as the governance consultant.</p>	
<p>12. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 7:43pm.</p> <p>Movant: Alvares Second: Watters Ayes: Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Adjourned to closed session at 7:43pm</i></p>
<p>13. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 7:45pm. Agenda items 14-15 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (03/23/2021) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters).</p>	
<p>14. AGENDA ITEM 17: FY22 PACING PLAN</p>	<p>The Committee reviewed the FY22 Pacing Plan.</p>	
<p>15. AGENDA ITEM 18: ROUND TABLE DISCUSSION</p>	<p>The Committee members felt like the interviews went well.</p> <p>Ms. Lai is excited that diversity was added as a Committee goal.</p>	
<p>16. AGENDA ITEM 19: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:50pm.</p> <p>Movant: Alvares Second: Watters Ayes: Alvares, Fung, Kasperzak, Lai, Rebitzer, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Meeting adjourned at 7:50pm</i></p>

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



Don Watters
 Chair, Governance Committee