



**Minutes of the Open Session of the  
Governance Committee of the  
El Camino Hospital Board of Directors  
Wednesday, August 31, 2022**

Pursuant to Government Code Section 54953(e)(1), El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

**Members Present**

**Ken Alvares\*\***  
**Lanhee Chen, Chair**  
**Michael Kasperzak**  
**Julia Miller**  
**Don Watters\*\***

**Members Absent**

**Christina Lai**

**\*Director Kasperzak was absent  
during roll call; but arrived at 5:31  
pm**

**\*\*via teleconference**

**Others Present**

**Dan Woods, CEO**  
**George Anderson, Spencer Stuart**  
**Holly Beeman, MD, Chief Quality**  
**Officer**  
**Erica Osborne, Via Healthcare**  
**Consulting (Via)**  
**Marianne Vicencio, Via**

| Agenda Item  | Comments/Discussion  | Approvals/<br>Action  |
|--|--|---|
| 1. <b>CALL TO ORDER/<br/>ROLL CALL</b>                           | 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 Lanhee Chen, Chair. A verbal roll call was taken. A quorum was present under Government Code Section 54953(e)(1).  | <b>Called to order<br/>at 5:30 pm</b>   |
| 2. <b>POTENTIAL<br/>CONFLICT OF<br/>INTEREST<br/>DISCLOSURES</b> | Chair Chen asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.   |   |
| 3. <b>PUBLIC<br/>COMMUNICATION</b>                               | None.  |   |
| 4. <b>CONSENT<br/>CALENDAR</b>                                   | <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (06/02/2022), and for information: Pacing Plan.</p> <p>Director Watters requested that agenda item 4a. <i>Minutes of the Open Session of the Governance Committee Meeting (06/02/2022)</i> be revised to reflect that the Committee Goals (#8) and Committee Pacing Plans (#9) were approved with the provision that all the committees revise both their goals/pacing plans to reflect the strategic framework and value proposition that were approved by the board. This is to be done by the end of the calendar year.</p> <p>The discussion of revised committee goals and pacing plans will be added to the next governance committee meeting agenda.</p> <p><b>Movant: Watters</b><br/><b>Second: Miller</b><br/><b>Ayes:</b> Alvares, Chen, Kasperzak, Miller, Watters<br/><b>Noes:</b> None<br/><b>Abstentions:</b> None<br/><b>Absent:</b> Lai<br/><b>Recused:</b> None</p> | <p><b>The Consent Calendar was approved.</b></p> <p><b>Follow up:</b><br/>The discussion of revised committee goals and pacing plans will be added to the next governance committee meeting agenda.</p> |

|   |  |  |
|---|--|--|
| <p><b>5. GOVERNANCE<br/>BEST PRACTICE</b></p>                   | <p>Dan Woods, CEO, introduced George Anderson from Spencer Stuart who provided a debrief on the annual board self-assessment results.</p> <p>Mr. Anderson reported the annual assessment was complete with a 100% response rate from the board. All board members were asked questions regarding the board, while committee questions were answered only by board members that sat on that committee.</p> <p>Key takeaways include:</p> <ul style="list-style-type: none"> <li>• The board strives for and is making steady improvements in overall performance. This is reflected by the high aggregate scores on individual contributions to the board and that the board and executive management exhibit mutual trust and respect.</li> <li>• Succession planning for the board and its committees was identified as the greatest area of opportunity. It was included on board action plan approved by the board on December 8, 2021 and remains a work in progress.</li> <li>• Additional areas of opportunity explored by the committee included:             <ul style="list-style-type: none"> <li>○ The need for continued focus on the distinction between governance versus management.</li> <li>○ The onboarding process for new board members, including education on the role of the board</li> </ul> </li> </ul> |  |
| <p><b>6. REPORT ON<br/>BOARD ACTIONS</b></p>                    | <p>Chair Chen reported on the Board Actions, as detailed in the packet materials. Mr. Woods reported he is pleased to have a new chief operating officer and soon, a new chief human resources officer on the leadership team.</p>   |  |
| <p><b>7. VICE CHAIR<br/>APPOINTMENT</b></p>                     | <p>Chair Chen recommended that Don Watters be appointed to vice chair of the committee. No discussion or public comment.</p> <p><b>Motion:</b> To approve appointing Don Watters as vice chair of the Governance Committee.<br/> <b>Movant:</b> Chen<br/> <b>Second:</b> Miller<br/> <b>Ayes:</b> Alvares, Chen, Kasperzak, Miller, Watters<br/> <b>Noes:</b> None<br/> <b>Abstentions:</b> None<br/> <b>Absent:</b> Lai<br/> <b>Recused:</b> None</p>   |  |
| <p><b>8. DIVERSITY,<br/>EQUITY, AND<br/>INCLUSION (DEI)</b></p> | <p>Mr. Woods reported that the organization is in the process of developing a new request for proposal (RFP) for a new DEI consultant.</p> <p>Holly Beeman, MD, chief quality officer, explained the strategy that is being employed to identify gaps in health equity in patient outcomes.</p>  |  |

|   |   |   |
|---|---|---|
|   | <p>Members engaged in discussion, and questions were asked and answered.</p>  |   |
| <p><b>9. EDUCATION PLANNING</b></p>   | <p>The committee then engaged in a discussion regarding board education planning. Mr. Woods reviewed the proposed topics and requested the committee provide feedback on the draft FY23 Board Education Plan which includes the following topics:</p> <ol style="list-style-type: none"> <li>1. Forecasted Trends and Environment Factors; Determining Key Areas of Emphasis for FY24</li> <li>2. FY23 Successes and Lessons Learned.</li> </ol> <p>As part of the discussion, committee members made the following suggestions:</p> <ul style="list-style-type: none"> <li>• Committee members could be brought into these education discussions as a way to better inform and prepare them to step into a board role.</li> <li>• Include a deeper dive into ECH's competition as part of the trends and environmental factors.</li> <li>• Consider taking an "inside-outside" approach to the education sessions. Outside speakers could be engaged to provide a longer term, wider perspective on environment trends and factors while ECH staff could provide context from the inside point of view.</li> </ul> |   |
| <p><b>10. RECOMMENDATION FOR ADVISORS TO THE APPOINTMENT AND RE-APPOINTMENT OF NON-ELECTED / APPOINTED BOARD MEMBERS TO THE EL CAMINO HOSPITAL BOARD OF DIRECTORS</b></p> | <p>Chair Chen stated that this agenda item is not a governance committee item so there was no motion or discussion.</p>   |   |
| <p><b>11. ADJOURN TO CLOSED SESSION</b></p>   | <p><b>Motion:</b> To adjourn to closed session at <b>6:37</b> pm.<br/> <b>Movant:</b> Miller<br/> <b>Second:</b> Chen<br/> <b>Ayes:</b> Alvares, Chen, Kasperzak, Miller, Watters<br/> <b>Noes:</b> None<br/> <b>Abstentions:</b> None<br/> <b>Absent:</b> Lai<br/> <b>Recused:</b> None</p>  | <p><b><i>Adjourned to closed session at 6:37 pm</i></b></p> |
| <p><b>12. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</b></p>  | <p>The open session was reconvened at <b>6:38</b> pm. Agenda items 12 and 13 were addressed in the closed session. During the closed session, the Committee approved the Closed Session Minutes of the 06/02/22 Governance Committee meeting by a unanimous vote of all the Committee members present. Committee members Alvares, Chen, Kasperzak, Miller, and Watters were present. Director Lai was absent.</p>   |   |

|   |  |   |
|---|--|---|
| <b>13. AGENDA ITEM 16:<br/>ROUND TABLE<br/>DISCUSSION</b> | During Covid-19 restrictions, education conferences were cancelled, but there is a desire by the committee to ensure all board members are encouraged to begin attending conferences once again.<br><br>The committee also discussed a desire to have an off-site meeting to allow for more time for input and discussion, and team building activities. |   |
| <b>14. AGENDA ITEM 17:<br/>ADJOURNMENT</b>                | <b>Motion:</b> To adjourn at <b>6:44</b> pm.<br><br><b>Movant:</b> Alvares<br><b>Second:</b> Watters<br><b>Ayes:</b> Alvares, Chen, Kasperzak, Miller, Watters<br><b>Noes :</b> None<br><b>Abstentions:</b> None<br><b>Absent:</b> Lai<br><b>Recused:</b> None   | <b><i>The meeting was adjourned at 6:44 pm.</i></b> |

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

DocuSigned by:



Lanhee Chen

Chair, Governance Committee