

**AGENDA**  
**EXECUTIVE COMPENSATION COMMITTEE OF THE**  
**EL CAMINO HOSPITAL BOARD OF DIRECTORS**

**Thursday, November 30, 2023 – 4:00pm**

El Camino Hospital | Sobrato Board Room 2 | 2500 Grant Road, Mountain View, CA 94040

THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION PORTION OF THE MEETING LIVE AT THE ADDRESS ABOVE OR VIA TELECONFERENCE AT:

**1-669-900-9128**, MEETING CODE: **952 4529 0224#**. No participant code. Just press #.

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

	<b>AGENDA ITEM</b>	<b>PRESENTED BY</b>	<b>ACTION</b>	<b>ESTIMATED TIMES</b>
1	<b>CALL TO ORDER/ROLL CALL</b>	Bob Miller, Chair		<b>4:00 - 4:01pm</b>
2	<b>AB 2449 – REMOTE PARTICIPATION</b>	Bob Miller, Chair	<b>Possible Motion</b>	<b>4:01 – 4:03</b>
3	<b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Bob Miller, Chair	<b>Information</b>	<b>4:03 – 4:04</b>
4	<b>PUBLIC COMMUNICATION</b> a. Oral Comments <i>This opportunity is provided for persons to address the Committee on any matter within the subject matter jurisdiction of the Committee that is not on this agenda. Speakers are limited to three (3) minutes each.</i> b. Written Public Comments <i>Comments may be submitted by mail to the El Camino Hospital Executive Compensation Committee at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Board as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.</i>	Bob Miller, Chair	<b>Information</b>	<b>4:04 – 4:07</b>
5	<b>CONSENT CALENDAR ITEMS:</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> a. Approve Minutes of the Open Session of the ECC Meeting (09/28/2023) b. Approve Minutes of the Closed Session of the ECC Meeting (09/28/2023) c. Receive Progress against FY24 Committee Goals/Pacing Plan d. Receive El Camino Hospital Section 457(f) Supplemental Executive Retirement Plan Legal Documents-Technical Updates	Bob Miller, Chair	<b>Motion Required</b>	<b>4:07 – 4:10</b>
6	<b>ECC RECRUITMENT UPDATE</b>	Teri Eyre, Ad Hoc Committee Chair	<b>Possible Motion</b>	<b>4:10 – 4:15</b>
7	<b>RECESS TO CLOSED SESSION</b>	Bob Miller, Chair	<b>Motion Required</b>	<b>4:15 – 4:16</b>
8	<i>Gov’t Code Section 54957 and 54957.6 for a report and discussion on personnel matters:</i> <b>ECHB Report Out – FY23 Incentive Score, CEO Compensation and CEO Incentive Approvals</b>	Deanna Dudley, CHRO	<b>Information</b>	<b>4:16 – 4:21</b>

	<b>AGENDA ITEM</b>	<b>PRESENTED BY</b>	<b>ACTION</b>	<b>ESTIMATED TIMES</b>
9	<i>Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters:</i> <b>Succession Management: Talent &amp; Leadership Development Update</b>	Dan Woods, CEO Deanna Dudley, CHRO	<b>Discussion</b>	<b>4:21 – 4:46</b>
10	<i>Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters:</i> <b>Performance Management</b> a. CEO b. Executives	Dan Woods, CEO Deanna Dudley, CHRO	<b>Discussion</b>	<b>4:46 – 5:06</b>
11	<i>Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters:</i> <b>Severance Benefits Review</b>	Rob Kirkpatrick, Mercer	<b>Discussion</b>	<b>5:06 – 5:15</b>
12	<i>Gov't Code Section 54957 and 54957.6 for a report and discussion on personnel matters:</i> <b>ECH Foundation FY24 Goal</b>	Dan Woods, CEO	<b>Discussion</b>	<b>5:15 – 5:20</b>
13	<b>RECONVENE TO OPEN SESSION</b>	Bob Miller, Chair	<b>Motion Required</b>	<b>5:20 - 5:21</b>
14	<b>REPORT OUT FROM CLOSED SESSION</b>	Gabe Fernandez, Governance Services Coordinator	<b>Information</b>	<b>5:21 – 5:22</b>
15	<b>RECOMMEND BOARD APPROVAL OF ECH FOUNDATION FY24 GOAL</b>	Bob Miller, Chair	<b>Motion Required</b>	<b>5:22 – 5:23</b>
16	<b>CLOSING COMMENTS</b>	Bob Miller, Chair	<b>Discussion</b>	<b>5:23 – 5:29</b>
17	<b>ADJOURNMENT</b>	Bob Miller, Chair	<b>Motion Required</b>	<b>5:30 pm</b>

**Upcoming Regular Meetings:** March 21, 2024; June 6, 2024