



**Minutes of the Open Session of the  
Executive Compensation Committee  
of the El Camino Hospital Board of Directors  
Thursday, September 28, 2023**

El Camino Hospital, Sobrato Boardroom 2, 2500 Grant Road, Mountain View, CA 94040

**Members Present**

Bob Miller, Chair  
George Ting, MD, Vice-Chair  
Estrella Parker  
Carol Somersille, MD\*\*

**Members Absent**

Teri Eyre

\*\*via teleconference

**Others Present**

Dan Woods, CEO  
Deanna Dudley, CHRO  
Ed Braxton, Director, Total Rewards  
Tracy Fowler, Director, Governance Services  
Gabriel Fernandez, Governance Services Coordinator  
Heidi O'Brien, Partner, Mercer\*\*  
Rob Kirkpatrick, Principal, Mercer\*\*

Agenda Item	Comments/Discussion	Approvals/ Action
1. <b>CALL TO ORDER/ ROLL CALL</b>	The open session meeting of the Executive Compensation Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 4:00 p.m. by Chair Bob Miller. A verbal roll call was taken. Ms. Eyre and Ms. Parker were absent at roll call. A quorum was present. Ms. Parker joined the meeting at 4:26 p.m.	
2. <b>CONSIDER APPROVAL FOR AB 2449 REQUESTS</b>	Director Somersille participated remotely using Just Cause. No Emergency Circumstances needed approval.	
3. <b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Miller asked if any of the Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
4. <b>PUBLIC COMMUNICATION</b>	None.	
5. <b>CONSENT CALENDAR</b>	<p>Chair Miller asked if any member of the Committee or the public wished to remove an item from the consent calendar for further discussion. No items were removed.</p> <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meetings (06/13/2023)</p> <p><b>Movant:</b> Ting <b>Second:</b> Miller <b>Ayes:</b> Miller, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Eyre, Parker <b>Recused:</b> None</p>	<b>Consent calendar approved</b>
6. <b>ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 4:04 p.m.</p> <p><b>Movant:</b> Ting <b>Second:</b> Somersille <b>Ayes:</b> Miller, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None</p>	<b>Adjourned to closed session at 4:04 p.m.</b>

	<p><b>Absent:</b> Eyre, Parker <b>Recused:</b> None</p>	
<p><b>7. AGENDA ITEM 18: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>The open session was reconvened at 6:07 p.m. Agenda items 8-16 were addressed in the closed session. During the closed session, the Committee approved the following by a unanimous vote of all members present: Miller, Parker, Somersille, and Ting.</p> <ul style="list-style-type: none"> <li>• The Minutes of the Closed Session of the June 13th, 2023 Meeting</li> <li>• Proposed CEO Approval of New Hire Executive Base Salary for Board Approval</li> <li>• Proposed FY23 Culture of Safety Results for Board Approval</li> <li>• Proposed FY23 Organizational Performance Incentive Plan Score, the</li> <li>• Proposed FY23 Executive Individual Incentive Scores</li> <li>• Proposed FY23 Performance Incentive Plan Payouts</li> <li>• Proposed FY24 Executive Base Salaries</li> </ul>	
<p><b>8. AGENDA ITEM 19: PROPOSED FY23 ORGANIZATIONAL PERFORMANCE INCENTIVE PLAN SCORE</b></p>	<p><b>Motion:</b> To recommend the Board approval of the Proposed FY23 Organizational Performance Incentive Plan Score of 77.7%. <b>Movant:</b> Ting <b>Second:</b> Parker <b>Ayes:</b> Miller, Parker, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Eyre <b>Recused:</b> None</p>	<p><i>Proposed FY23 Organizational Performance Incentive Plan Score of 77.7% was approved.</i></p>
<p><b>9. AGENDA ITEM 20: PROPOSED FY24 CEO BASE SALARY RANGE</b></p>	<p><b>Motion:</b> To recommend Board approval of the Proposed FY24 CEO Base Salary Range as recommended by Mercer. <b>Movant:</b> Ting <b>Second:</b> Somersille <b>Ayes:</b> Miller, Parker, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Eyre <b>Recused:</b> None</p>	<p><i>Proposed FY24 CEO Base Salary Range was approved as recommended by Mercer for Board approval.</i></p>
<p><b>10. AGENDA ITEM 21: CLOSING COMMENTS</b></p>	<p>The comments focused on the discussion around goals and the appreciation for context and ongoing calibration.</p>	
<p><b>11. AGENDA ITEM 22: ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 6:09 p.m. <b>Movant:</b> Ting <b>Second:</b> Parker <b>Ayes:</b> Miller, Parker, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Eyre <b>Recused:</b> None</p>	<p><i>Meeting adjourned at 6:09 p.m.</i></p>

**Attest as to the approval of the foregoing minutes by the Executive Compensation Committee of El Camino Hospital.**



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Tracy Fowler, Director of Governance Services