



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, December 12, 2023**

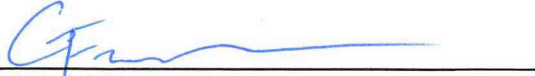
Pursuant to Government Code Section 54953(e)(1), El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

<u>Members Present</u>	<u>Members Absent</u>	<u>Others Present</u>
Ken Alvares Lanhee Chen, Chair Michael Kasperzak Julia Miller Don Watters	Christina Lai	Dan Woods, CEO Theresa Fuentes, CLO Tracy Fowler, Director, Governance Services Gabriel Fernandez, Coordinator, Governance Services

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 6:09 pm by Chair Lanhee Chen. A verbal roll call was taken. Ms. Lai was absent. A quorum was present under Government Code Section 54953(e)(1).	Called to order at 6:09 pm
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Chair Chen announced in accordance with AB 2449 there were no requests received today for Just Cause. No motion was necessary.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Chen asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
4. PUBLIC COMMUNICATION	Chair Chen invited the members of the public to address the Committee, no members of the public were in attendance and no comments were provided.	
5. CONSENT CALENDAR	Motion: To approve the consent calendar which includes the Minutes of the Open Session of the Governance Committee Meeting (08/29/2023) and Minutes of the Closed Session of the Governance Committee Meeting (08/29/2023) Movant: Watters Second: Kasperzak Ayes: Alvares, Chen, Kasperzak, Miller, Watters Noes: None Abstentions: None Absent: Lai Recused: None	The Consent Calendar was approved.
6. GOVERNANCE COMMITTEE PROGRESS	Ms. Fowler shared the FY24 Governance Committee Goals and Pacing Plan and noted that the Committee was on track. There was a discussion about the committee's progress and goals, with suggestions for more definitive timelines and tracking mechanisms. Director Miller suggested adding review of the committee charter on the next agenda.	Action: Add Governance Charter review to next meeting.
7. FY24 BOARD AND COMMITTEE ASSESSMENT PLAN UPDATE	Mr. Woods led a robust conversation with the Committee regarding the plan for the full board assessment. Discussion focused on the board and committee assessment plan, including the process of obtaining and reviewing RFPs and the concept of syncing up the assessment of the board,	

	committees, and CEO. Staff will incorporate the suggestions for the RFPs and bring the final draft to the Committee for review. The Committee agreed to have some individual evaluation questions included in the Governance Committee assessment to be a test for other advisory committees.	
8. GOVERNANCE COMMITTEE RECRUITMENT	Chair Chen opened the discussion that included, but was not limited to, suggestions for improvements in board recruitment processes, including maintaining an updated applicant pool and inviting potential candidates to hospital events for engagement.	
9. ECH BOARD POLICIES	<p>Mr. Woods opened the discussion with a brief history behind the current policy update request. The Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members are referenced in the recently adopted Code of Conduct and it was recommended that this policy be updated. Ms. Fuentes continued the discussion on revising the board communication policy and emphasized the value of integrating the existing policies of the hospital board and the district board into a unified approach. During Committee discussion, the committee members considered the latest amendments and requested language requiring approval from the Chief Legal Officer (CLO) or Chief Executive Officer (CEO) before engaging with external legal counsel. This addition has been incorporated into the policy draft to be shared with the ECH and ECHD boards for approval.</p> <p>Motion: To recommend approval of Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members and consolidation of ECHB and ECHD policies with revision requiring CEO or CLO approval before contacting external legal counsel:</p> <p>Movant: Alvares Second: Watters Ayes: Alvares, Chen, Kasperzak, Miller, Watters Noes: None Abstentions: None Absent: Lai Recused: None</p>	Motion approved.
10. COMMITTEE ANNOUNCEMENTS	Chair Chen opened the floor for comments from the Committee. The Committee was appreciative of the policy work done by Ms. Fuentes and having her as part of the discussion.	
11. ADJOURNMENT	<p>Motion: To adjourn at 7:01 pm.</p> <p>Movant: Alvares Second: Miller Ayes: Alvares, Chen, Kasperzak, Miller, Watters Noes: None Abstentions: None Absent: Lai Recused: None</p>	Meeting Adjourned at 7:01 pm

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



Gabriel Fernandez
Coordinator, Governance Services

Prepared by: Gabriel Fernandez, Coordinator, Governance Services

Reviewed by: Lanhee Chen, Committee Chair; Dan Woods, CEO; Theresa Fuentes, CLO; Tracy Fowler, Director, Governance Services