



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, August 4, 2020**

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**
Gary Kalbach, Vice Chair**
Michael Kasperzak**
Christina Lai**
Peter Moran**
Bob Rebitzer**

Members Absent

None
 **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 “Committee”) was called to order at 5:30pm by Chair Fung. A verbal roll call was taken. All Committee members were present and participated via teleconference and 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 (6/2/2020) and for information: FY21 Pacing Plan; Board and Committee Recruitment Update; Article of Interest.</p> <p>Movant: Kasperzak Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Fung reported on the recent Joint Meeting of the Hospital Board and the Finance Committee to review the FY21 Budget & Forecast, which will be approved by Hospital Board at its August 12, 2020 meeting. He also noted that the District Board appointed an Ad Hoc Committee at a Special Meeting on July 15, 2020.	
6. ANNUAL BOARD AND COMMITTEE ASSESSMENT RESULTS AND BOARD ACTION	<p>Erica Osborne from Via Healthcare Consulting introduced the Board and Committee Assessment Results. She suggested that Committees should focus on one or two recommendations for the coming year.</p> <p>Ms. Osborne noted that the Board Assessment tool is the same as last year, and provides a year-over-year comparison. She explained that several</p>	

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comments mentioned strategy and the need to revisit the strategic plan as the survey was conducted before the July 8th Hospital Board meeting, which kicked off a new strategic planning process.

The Committee and staff discussed the channels of communication between the Committees and the Board. Chair Fung expressed concerns about placing Committee items on the consent calendar for the Hospital Board meetings and lack of communication between the Committee Chairs and the Hospital Board Chair. Committee members commented that 1) the Board agendas should be prioritized, with less reporting out and more discussion; 2) the Board should trust Committee recommendations and not repeat their work; 3) there are avenues to learn more outside of a meeting and 4) any items of concern can be pulled for discussion. Ms. Lai suggested that if Committees understanding strategic priorities of the Board, that will better inform future Committee work and that Committees can identify which recommendations would benefit from Board-level discussion and direction and which are more routine.

Ms. Osborne noted that one of Via's recommendations is to promote more intentional Board/Committee recruitment to include diversity in experience, background, and perspective.

Cindy Murphy, Director of Governance Services, described the guiding principles for developing the Board agendas; the intent is to avoid repeating the Committees' work and to allow more time for strategic conversations. Ultimately, the Hospital Board Chair and the CEO set the agenda. She noted that approvals and transactions with high dollar value or wide-reaching impacts are put on the agenda for Board discussion.

Ms. Murphy suggested implementing processes with the Committee Chairs to 1) follow up post-meeting about how Committee recommendations should be proposed for the Board agenda and 2) provide talking points for the Report on Board Actions with pertinent points of Board discussion.

Ms. Osborne noted that while there has been improvement, there is still opportunity to refine materials and presentations.

In response to Mr. Moran's question, Board members described the launch of the strategic planning process, noting that the July 8th Board meeting was not a conclusion or findings-oriented meeting, but instead laid out the direction for the next several months.

Ms. Osborne commented that four of six Committees see themselves working well; there is work being done with the Quality and Finance Committees to sharpen materials and discussion to focus on governance-level issues. In response to Ms. Lai's question, Ms. Osborne further described the ratings for those two committees and the relatively small number of respondents.


The Committee, Ms. Osborne, and staff discussed the approach and timing for bringing these materials to the Board and other Committees. Mr. Moran recommended sending only the executive summaries rather than the full assessments to the Board. Ms. Murphy suggested that she, Ms. Osborne, Mr. Woods, and Chair Fung could review a proposed Board Action Plan based on the Self-Assessment recommendations for presentation to the Board at its September 9th meeting. The Committee requested that the individual results be provided to each Committee as soon as possible.

Ms. Osborne suggested and the Committee agreed that a draft Education Plan should be included in the Board Action Plan.

	<p>Chair Fung requested that the Governance Committee Self-Assessment be paced for October 2020.</p> <p>Ms. Osborne discontinued participation in the meeting.</p>	
7. FY20/FY21 BOARD MEMBER COMPETENCIES	<p>The Committee discussed Chair Fung’s suggestion to add a competency related to “understanding of current health issues and medical trends.” Mr. Rebitzer commented that there are healthcare competencies on the management team and there is a need to balance governance-level thinking with an understanding of operations.</p> <p>Ms. Murphy explained there is an annual process where current Hospital Board members rate each other using the competency matrix and review a report that illustrates the potential competency gaps without the members whose terms are expiring (there are two in June 2021 – Gary Kalbach and Lanhee Chen).</p> <p>Mr. Woods suggested that there is beneficial, transferrable knowledge from other industries (experience with complex partnerships could be merger and acquisitions; patient care could be quality assurance), so a Board member may not need to have healthcare-specific experience.</p> <p>The Committee discussed the timing for refining the tool. The Committee requested that the tool be reviewed in February 2021, closer to when it is needed and after the November 2020 election.</p> <p>Chair Fung requested that a notated tool with questions to consider be provided to the Committee about a month before the meeting.</p>	
8. OCTOBER 2020 BOARD AND COMMITTEE EDUCATION SESSION	<p>Ms. Murphy reviewed the proposed agenda for the Joint Board and Committee Education Session, including 1) a conversation regarding achieving optimal governance (deferred from April 2020) and 2) an update on the strategic plan implementation and introduction to the strategic planning process (to incorporate feedback from Committee Self-Assessments).</p> <p>She explained that there would be a full Zoom meeting for the strategic plan overview and breakouts into smaller groups for interactive discussion of governance vs. management led by Governance Committee members.</p> <p>Mr. Rebitzer cautioned that productive virtual large group meetings are difficult to facilitate and offered support in developing the meeting format.</p> <p>Motion: To recommend that the Board adopt the proposed Board and Committee Education Session agenda.</p> <p>Movant: Kasperzak Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Education Session agenda recommended for approval</i>
9. FEBRUARY 2021 BOARD RETREAT PLANNING	<p>Dan Woods reviewed the education topics highlighted in the Board and Committee Self-Assessments, how those topics are being addressed, and asked for the Committee’s feedback on the topic for the Board Retreat.</p> <p>The Committee noted that the world may be very different in February 2021, and directed staff to develop a Board Retreat agenda focused on the current status of the strategic work and understanding “systemness” and promoting system alignment.</p>	

10. ADJOURN TO CLOSED SESSION	Motion: To adjourn to closed session at 6:53 pm. Movant: Kasperzak Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>Adjourned to closed session at 6:53pm</i>
11. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT	Open session was reconvened at 6:56pm. Agenda items 11-13 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (6/2/2020) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer).	
12. AGENDA ITEM 15: FY21 PACING PLAN	There were no comments on the pacing plan.	
13. AGENDA ITEM 16: ROUND TABLE DISCUSSION	Dan Woods, CEO, provided an organizational update, noting that general volumes are picking back up and the number of COVID patients are at an all-time high (currently 13). He also described projected peak hospitalizations in the County in August. Mr. Woods noted that ECH is managing within normal operations, there is sufficient personal protective equipment (PPE), testing employees and physicians about once per month. Mr. Woods and Ms. Murphy also described the District COVID-19 community testing program, where over 2,000 residents have been tested. In response to questions from the Committee, they described operations (online scheduling, extended hours), partnerships with school districts, downtown districts, and chambers of commerce on popup testing sites, insurance reimbursement, and outsourced laboratory costs and turnaround times. Mr. Woods reported that ECH is investing in a microbial laboratory platform so there can be in-house, onsite testing in the future.	
14. AGENDA ITEM 17: ADJOURNMENT	Motion: To adjourn at 7:07pm. Movant: Kasperzak Second: Kalbah Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>Meeting adjourned at 7:07pm</i>

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

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Peter C. Fung, MD
Chair, Governance Committee