

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

Thursday, November 4, 2021 – 4:00 pm

El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040

PURSUANT TO GOVERNMENT CODE SECTION 54953(e)(1), EL CAMINO HEALTH **WILL NOT BE PROVIDING A PHYSICAL LOCATION TO THE PUBLIC FOR THIS MEETING**. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 927 4723 5609#. 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.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Bob Miller, Chair		4:00 - 4:01pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Miller, Chair		4:01 – 4:02
3. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Bob Miller, Chair		information 4:02 – 4:05
4. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the ECC Meeting (09/28/2021) b. Minutes of the Open Session of the Special ECC Meeting (10/20/2021) Information c. Progress against FY22 Committee Goals	Bob Miller, Chair	<i>public comment</i>	motion required 4:05 – 4:06
5. REPORT ON BOARD ACTIONS	Bob Miller, Chair; Julie Kliger, Vice Chair		information 4:06 – 4:11
6. EXECUTIVE COMPENSATION COMMITTEE CANDIDATE INTERVIEWS a. Job Specification & Candidate Information	Bob Miller, Chair		discussion 4:11 – 4:56
7. RECOMMEND TO APPOINT EXECUTIVE COMPENSATION COMMITTEE MEMBERS	Bob Miller, Chair	<i>public comment</i>	possible motion 4:56 – 5:06
8. EXECUTIVE RELOCATION PROGRAM	Greg Souza, Interim CHRO Heidi O'Brien, Mercer	<i>public comment</i>	motion required 5:07 – 5:17
9. FY21 CEO PERFORMANCE REVIEW PROCESS AND FY22 RECOMMENDATIONS	Bob Miller, Chair Heidi O'Brien, Mercer	<i>public comment</i>	possible motion 5:17 – 5:27
10. ADJOURN TO CLOSED SESSION	Bob Miller, Chair		motion required 5:27 – 5:28

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
11. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Miller, Chair		information 5:28 – 5:29
CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the ECC Meeting (09/28/2021) b. Minutes of the Closed Session of the Special ECC Meeting (10/20/2021) Information <i>Gov't Code Section 54957 for a report on personnel matters:</i> c. Letter of Rebuttable Presumption of Reasonableness	Bob Miller, Chair		motion required 5:29 – 5:32
12. <i>Gov't Code Code Section 54957 and 54957.6 for a report on personnel matters and labor negotiations:</i> - Individual Executive Goals Update	Dan Woods, CEO		motion required 5:32 – 5:47
13. ADJOURN TO OPEN SESSION	Bob Miller, Chair		motion required 5:47 – 5:48
14. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Bob Miller, Chair		information 5:48 - 5:49
15. FY21 PACING PLAN AND GOALS	Bob Miller, Chair		discussion 5:49 – 5:54
16. SEMI-ANNUAL EXECUTIVE COMPENSATION CONSULTANT REVIEW	Bob Miller, Chair		discussion 5:54 – 5:57
17. CLOSING COMMENTS	Bob Miller, Chair		discussion 5:57 – 5:59
18. ADJOURNMENT	Bob Miller, Chair	<i>public comment</i>	motion required 6:00 pm

Upcoming Regular Meetings: March 3, 2022; May 18, 2022

Upcoming Board & Committee Education Meetings: April 27, 2022



**Minutes of the Open Session of the
Executive Compensation Committee
of the El Camino Hospital Board of Directors
Tuesday, September 28, 2021**

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

Bob Miller, Chair**
Julie Kliger, Vice-Chair**
George Ting, MD**
Teri Eyre**
Jaison Layney**
 **via teleconference

Members Absent

None

Others Present

Dan Woods, CEO
Greg Souza, Interim CHRO
Julie Johnston, Director, Total Rewards
Heidi O'Brien, Mercer**
Rob Kirkpatrick, Mercer**
Hope Walczak, Director, Total Rewards**
Stephanie Iljin, Supervisor
Shiraz Ali, Director, Office of the CEO

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	<p>The open session meeting of the Executive Compensation Committee of El Camino Hospital (the "<u>Committee</u>") was called to order at 4:03 pm by Chair Bob Miller. 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.</p> <p>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.</p>	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Miller asked the Committee members for declarations of conflict of interest with any agenda items, and none were noted.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Miller asked if a member of the Committee or the public wished to remove an item from the consent calendar; none were removed. Jaison Layney recommended minor edits to motions where committee members were listed as absent but had voted in favor of the motion.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meeting (5/27/2021), Policy Revisions; and for information: Progress Against FY21 Committee Goals.</p> <p>Movant: Layney Second: Eyre Ayes: Eyre, Miller, Ting, Kliger Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Miller asked the Committee for feedback and/or questions on the Report on the Board Actions, as further detailed in the packet.	
6. PROPOSED FY21 ORGANIZATIONAL PERFORMANCE	Dan Woods, CEO, presented the FY21 organizational performance incentive plan score to the Committee.	

<p>INCENTIVE PLAN SCORE</p>	<p>Motion: To recommend the Organizational Performance Incentive Plan Score to the El Camino Health Board for approval.</p> <p>Movant: Ting Second: Layney Ayes: Eyre, Miller, Ting, Layney Noes: None Abstentions: Kliger Absent: None Recused: None</p>	
<p>7. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 4:35 pm.</p> <p>Movant: Ting Second: Kliger Ayes: Eyre, Miller, Ting, Layney, Kliger Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Adjourned to closed session at 4:35 pm</i></p>
<p>8. AGENDA ITEM 16: PROPOSED FY21 PERFORMANCE INCENTIVE PLAN PAYOUTS</p>	<p>The open session was reconvened at 5:34 pm. Agenda items 8-15 were addressed in the closed session. During the closed session, the Committee approved the Closed Session minutes of the 5/27/2020 ECC Meeting, Proposed FY21 Individual Executive Performance Incentive Plan Goals, and discussed Proposed FY21 Performance Incentive Payout Plans, FY22 Executive Base Salaries and Salary Ranges.</p> <p>Motion: To approve proposed Proposed FY21 Performance Incentive Plan Payouts with removal of payouts for Chief Medical Officer and Chief Nursing Officer</p> <p>Movant: Layney Second: Kliger Ayes: Eyre, Miller, Ting, Layney, Kliger Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Approved FY21 Performance Incentive Plan Payouts</i></p>
<p>9. AGENDA ITEM 17: PROPOSED FY22 EXECUTIVE SALARY RANGES</p>	<p>Motion: To approve Proposed FY22 Executive Salary Ranges</p> <p>Movant: Eyre Second: Layney Ayes: Eyre, Miller, Ting, Layney, Kliger Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Approved Proposed FY22 Executive Salary Ranges</i></p>

<p>10. AGENDA ITEM 18: PROPOSED FY22 EXECUTIVE BASE SALARIES</p>	<p>Motion: To approve Proposed FY22 Executive Base Salaries Movant: Layney Second: Kliger Ayes: Eyre, Miller, Ting, Layney, Kliger Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Approved Proposed FY22 Executive Base Salaries</i></p>
<p>11. AGENDA ITEM 19: AD HOC COMMITTEE REPORT</p>	<p>Jaison Layney and Teri Eyre provided an update on the Ad Hoc Committee’s efforts towards finding a Community Member to add to the Executive Compensation Committee. The Ad Hoc Committee expects to bring forward two finalists at the next Committee meeting for the Committee’s review and selection of a Community Member.</p>	
<p>12. AGENDA ITEM 20: FY22 PACING PLAN AND GOALS</p>	<p>The Committee reviewed the FY22 Pacing Plan and Goals. The Committee agreed to submit a recommended change of process to the Governance Committee for approval. This change would remove the need to approve the Letter of Reasonableness for either the Committee or the Board of Directors.</p>	
<p>13. AGENDA ITEM 21: CLOSING COMMENTS</p>	<p>Per Teri’s request, at a future meeting, the Committee will review the process for compensating new executives that are hired mid-year and balancing the hiring bonus with incentive pay. Chair Miller thanked the Committee, all staff and other participants for their work and insights.</p>	
<p>14. AGENDA ITEM 22: ADJOURNMENT</p>	<p>Motion: To adjourn at 5:43 pm. Movant: Kliger Second: Ting Ayes: Eyre, Miller, Ting, Layney, Kliger Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Meeting adjourned at 5:43 pm</i></p>

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

Bob Miller
Chair, Executive Compensation Committee

Julia E. Miller
Secretary, ECH Board of Directors

Prepared by: Shiraz Ali, Director, Office of the CEO



**Minutes of the Open Session of the
Executive Compensation Committee
of the El Camino Hospital Board of Directors
Wednesday, October 20, 2021**

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
Bob Miller, Chair**
George Ting, MD**
Jaison Layney**

Members Absent
Julie Kliger, Vice-Chair**
Teri Eyre**
 **via teleconference

Others Present
Dan Woods, CEO
Greg Souza, Interim CHRO
Julie Johnston, Director, Total Rewards**
Hope Walczak, Director, Total Rewards**
Stephanie Iljin, Supervisor
Shiraz Ali, Director, Office of the CEO

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	<p>The open session meeting of the Executive Compensation Committee of El Camino Hospital (the "<u>Committee</u>") was called to order at 12:31 pm by Chair Bob Miller. A verbal roll call was taken. All Committee members that were present participated via teleconference and videoconference pursuant to Santa Clara County's shelter in place order; Julie Kliger, Vice-Chair, and Teri Eyre were absent.</p> <p>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.</p>	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	<p>Chair Miller asked the Committee members for declarations of conflict of interest with any agenda items, and none were noted.</p>	
3. PUBLIC COMMUNICATION	<p>None.</p>	
4. FY21 ORGANIZATIONAL GOAL RESULTS	<p>Chair Miller presented, to the Committee, the background on discovery of an error in the organization goal results when it was presented to the El Camino Health Board of Directors. Since the FY21 Performance Incentive Plan Payouts were previously approved by the Committee utilizing the incorrect score, this topic is being brought back at this time for clarification and re-approval.</p> <p>Dan Wood, CEO, explained that the only adjustment to the calculation was with the weighted score for the 'LTR – El Camino Health Medical Network' that resulted in the organizational score to be revised from 104% to 97%.</p>	
5. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 12:48 pm.</p> <p>Movant: Ting Second: Layney Ayes: Miller, Ting, Layney Noes: None Abstentions: None Absent: Kliger, Eyre Recused: None</p>	<p><i>Adjourned to closed session at 12:48 pm</i></p>

<p>6. AGENDA ITEM 9: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>The open session was reconvened at 12:51 pm. Agenda items 6-8 were addressed in the closed session. During the closed session, the Committee reviewed the Proposed FY21 Individual Executive Performance Incentive Plan Goals.</p>	
<p>7. AGENDA ITEM 10: PROPOSED FY21 PERFORMANCE INCENTIVE PLAN PAYOUTS</p>	<p>Chair Miller discussed process improvements to ensure accuracy of results and possibly adopting clawback provisions and with the Committee.</p> <p>Motion: To approved the Proposed FY21 Performance Incentive Plan Payouts</p> <p>Movant: Ting Second: Layney Ayes: Miller, Ting, Layney Noes: None Abstentions: None Absent: Kliger, Eyre Recused: None</p>	<p><i>Proposed FY21 Individual Executive Performance Incentive Plan Payouts approved</i></p>
<p>8. AGENDA ITEM 11: ADJOURNMENT</p>	<p>Motion: To adjourn at 1:03 pm.</p> <p>Movant: Layney Second: Ting Ayes: Miller, Ting, Layney Noes: None Abstentions: None Absent: Kliger, Eyre Recused: None</p>	<p><i>Meeting adjourned at 1:03 pm</i></p>

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

 Bob Miller
 Chair, Executive Compensation Committee

 Julia E. Miller
 Secretary, ECH Board of Directors

Prepared by: Shiraz Ali, Director, Office of the CEO

FY22 COMMITTEE GOALS AND PACING PLAN

Executive Compensation Committee

The purpose of the Executive Compensation Committee (the "Committee") is to assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its responsibilities related to the Hospital's executive compensation philosophy and policies. The Committee will advise the Board to meet all legal and regulatory requirements as it relates to executive compensation.

STAFF: **Greg Souza**, Interim Chief Human Resources Officer (Executive Sponsor);
 Julie Johnston, Director, Total Rewards; **Hope Walczak**, Director, Total Rewards

The CHRO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration and for developing and disseminating in a timely manner management's recommendations to the Committee and appropriate supporting information to facilitate the Committee's deliberations and exercise of its responsibilities. The CEO, and other staff members as appropriate, may serve as a non-voting liaison to the Committee and may participate at the discretion of the Committee Chair. These individuals shall be recused when the Committee is reviewing their individual compensation.

GOALS	TIMELINE	METRICS/PACING PLAN
1. Provide oversight and approvals for compensation-related decisions, including performance incentive goal-setting and plan design	Q1 09/28/21	<ul style="list-style-type: none"> - Review and approve FY22 executive base salaries- COMPLETED - Review and recommend FY21 Organizational Incentive Score- COMPLETED - Review and approve FY21 individual incentive scores- COMPLETED - Review and approve FY21 executive payout amounts - COMPLETED
	Q2 11/04/21	<ul style="list-style-type: none"> - Review and approve of letter of reasonableness
	Q3 03/03/22	<ul style="list-style-type: none"> - Recommend FY23 Committee goals - Receive update leadership development - Receive update on strategic plan - Review potential policy changes
	Q4 05/18/22	<ul style="list-style-type: none"> - Review and recommend proposed FY23 organizational incentive goals - Review and approve FY23 individual executive incentive goals
2. Evaluate the effectiveness of the independent compensation consultant	Q2 11/04/21 Q4 05/18/22	<ul style="list-style-type: none"> - Conduct semi-annual evaluation of ECC consultant

SUBMITTED BY: Chair: Bob Miller | **Executive Sponsor:** Greg Souza

Last revised: 9-17-21



**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING MEMO**

To: Executive Compensation Committee
From: Dan Woods, CEO
Date: November 4, 2021
Subject: Report on Board Actions

Purpose: To keep the Committee informed regarding actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

Summary:

1. **Situation:** It is essential to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive; still, it includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.
2. **Authority:** This is being brought to the Committees at the request of the Board and the Committees.
3. **Background:** Since the last time we provided this report to the Executive Compensation Committee, the Hospital Board and the District Board have met three times. In addition, since the Board has delegated specific authority to the Compliance and Audit Committee, the Quality Committee, the Governance Committee, the Finance Committee & Investment Committee approvals are also noted in this report.

Board/ Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	September 22, 2021	<ul style="list-style-type: none"> - FY22 Period 1 Financials - Quality Committee Report - Credentials and Privileges Report - Medical Staff Report - Hospital Policy Approvals - Annual FY21 Enterprise Patient Safety Report - Inpatient Rehabilitation Joint Venture - Mountain View Cathlab Replacement Project - Pyxis MedStation Replacement Project - Medical Staff Development Plan
	October 13, 2021	<ul style="list-style-type: none"> - AB 361 Resolution adopting Findings to continue virtual Public meetings during State of Emergency - FY22 Period 2 Financials - Quality Committee Report - Credentials and Privileges Report - FY21 Audited Financial Report - FY21 Annual Organizational Goal Results - FY21 CEO Incentive Compensation Payment - NICU Professional Agreement - Real Estate Strategy - Radiation Oncology Recruitment Loan Agreement - Hospital Policy Approvals

Report on Board Actions
 October 21, 2021

Board/ Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECHD Board	October 19, 2021	<ul style="list-style-type: none"> - FY21 Year-End Consolidated Financials - FY21 Year-End Community Benefit Report - FY21 Year-End ECHD Standalone Financials - FY21 Audited Financial Report - FY22 YTD ECHD Financials - FY22 Community Benefit Board Policy Guidance - Community Benefits Allocation Committee Policy
Compliance Committee	September 30, 2021	<ul style="list-style-type: none"> - Consolidated Financial Statements, 403(b) and Cash Balance Audit Results
Governance Committee	October 21, 2021	<ul style="list-style-type: none"> - Approved changes to the Executive Compensation Committee Charter - Approved change to the Election & Re-election Process of Non-District Board Members to the El Camino Hospital Board
Finance Committee	N/A	
Investment Committee	N/A	
Quality Committee	N/A	

List of Attachments: None.

Suggested Committee Discussion Questions: None.

Position Specification

El Camino Health Board Executive Compensation Committee Member

Ad Hoc Selection Committee Members: Jaison Layney, Teri Eyre

Executive Compensation Committee Members

Chair: Bob Miller

Members: Teri Eyre, Julie Kliger, Jaison Layney, George O. Ting, MD

POSITION

Role & Responsibilities:

El Camino Health is governed by a publicly-elected Board of Directors and community members who are appointed to serve on the Board and/or one of several governing committees. The Executive Compensation Committee provides the Board with insights and recommendations with regards to a range of human resources matters, including executive compensation and benefits, development, and succession. Additionally, the Board Committee has the responsibility to review and approve management decisions with regards to executive compensation as outlined in the Committee Charter.

The Board seeks to fill an opening for a member of the Executive Compensation Committee with a community member with depth of expertise in strategic human resource management, performance measurement, executive development and succession, and executive compensation. Successful candidates are likely to have current or recent experience as a Chief Human Resources Officer (CHRO) or consulting on Human Resources topics across other healthcare or consumer based service industries. Candidates will have demonstrated knowledge of executive compensation and benefits practices, executive leadership and/or corporate human resource management. Candidates will also possess the abilities to conceptualize information from compensation experts so that they may provide meaningful insight and recommendations to the Board and management. Prior board experience is preferred but not required.

Candidates will have a demonstrated ability to facilitate and challenge an organization to adapt to changing business models, and a willingness to help El Camino Health move forward in its continuing growth as an industry leader.

Other highly valued attributes include:

- Background in or an understanding of the healthcare sector
- Large complex organization growth strategy experience
- Healthcare compensation experience
- Experience in a large corporate environment
- Healthcare provider experience (preferably hospital / health system)

Irrespective of his/her industry background the ideal candidate will have express experience (and an appreciation of) an environment that places a high value on service and service excellence. ECH values diversity and seeks candidates who represent the broad and diverse nature of its customers and employees.

Responsibilities and expectations include, but are not limited to:

- Actively participating in regularly scheduled Committee meetings;
- Guide, not decide”: be a collaborative resource for the Board and ECH’s management team, with specific emphasis on the executive compensation strategy and program, providing experience-based insight to ECH’s business challenges and strategic issues;
- Offering strategic guidance regarding the total remuneration strategy to attract and retain executives;
- Engaging in ECH’s strategic planning process.

Personal Characteristics:

The ideal candidate will have the following critical characteristics and behaviors:

- An impeccable reputation for honesty and integrity;
- Collaborative nature;
- Solid communication and interpersonal skills, with the ability to be effective with other Board members and executive management. Someone who has the ability to convey executive compensation information to those who do not have a strong compensation grounding;
- High energy and sense of urgency;
- Innovative, creative and imaginative;
- Mission driven;
- Comfortable with change.

MEETINGS

The Executive Compensation Committee generally meets four times annually and jointly with the Board of Directors for educational sessions two to three times annually.

Participation may, from time to time, be by telephone or video conference. Occasional additional meetings are held as required for non-scheduled matters.

ABOUT EL CAMINO HEALTH

El Camino Health provides a personalized healthcare experience at two not-for-profit acute care hospitals in Los Gatos and Mountain View and at primary care, multi-specialty care, and urgent care locations across Santa Clara County. For nearly sixty years, the organization has grown to meet the needs of individuals and communities it serves. Bringing together the best in new technology and advanced medicine, the network of nationally recognized physicians and care teams deliver high quality, compassionate care. Key service lines include behavioral health, cancer, heart and vascular, mother-baby, neurology, orthopedics, spine, urology and women's

health. The hospitals have earned numerous awards for clinical excellence, including being named as a top 100 hospital in the nation by Fortune/IBM Watson Health and Newsweek, Best Maternity Care Hospital for Los Gatos hospital by Newsweek, and earning a 5-Star Overall Hospital Quality Rating from Centers for Medicare & Medicaid Services (CMS). El Camino Health has earned four consecutive American Nurses Credentialing Center Magnet Recognitions for nursing excellence and quality patient care.

El Camino Health Fiscal Year 2021 Facts:

- Number of beds: 454
- Employees: 3,626
- Number of physicians: 1,508
- Inpatient volume: 19,157
- Outpatient volume: 238,932
- Number of deliveries: 4,244
- Annual revenue: \$1,095.3M

Alessandra Yockelson,
Ph.D.

CHRO, catalyst for business growth and performance
cultures, stewarding diversity, equity, and inclusion

Senior Global Human Capital Executive, Diversity, Equity & Inclusion Thought Leader, and Independent Board Member who leads business transformation to drive profitable growth for major multinational brands, including Pure Storage, Hewlett Packard Enterprise, Diageo, Avon, Philips, and Volkswagen. International enterprise leader experienced in strategy development across B2C and B2B businesses, evolving governance, culture, organization, and talent to mobilize workforces to win. As a recognized leader in diversity, equity, and inclusion, introduces effective solutions that strengthen environmental, social, and governance performance. Expert in elevating CEO and Executive Committee leadership to drive change. Serves as trusted advisor to boards, CEOs, and top management teams on building high performance cultures. Independent Board Member of iCIMS (a high growth pre-IPO SaaS Talent Cloud platform portfolio company of Vista Equity Partners), serving in the Audit committee.

Highlights:

- **Board Service:** Independent board director at iCIMS (Vista Equity Partners portfolio company).
- **Board Experience:** Trusted advisor to Pure Storage's Board of Directors, directing CEO, EC, and Section 16(b) officers' succession, talent and DE&I strategies, working with the Nominating & Governance committee on skills matrix and board composition and the Compensation Committee on C-suite performance and executive rewards. Similar experience with HPE's Board of Directors.
- **Business Transformation Executive:** Led collaborative complex global organization design interventions at Philips, Avon, Diageo, and HPE to effectively deliver on business growth imperatives, including Philips' shift from high volume consumer electronics to healthcare solutions, Avon's pursuit of strategic alternatives and performance culture, Diageo's digital transformation, and HPE's as-a-Service business model expansion. Experienced in M&A and divestitures, as well as in rapidly scaling up or rightsizing organizations.
- **Award-winning HR and DE&I Thought Leader:** Member of management teams in charge of strategy development, consistently raising the bar on human capital practices to meet business needs. Oversees sizable global HR teams and budgets. Enhances HCM technologies that digitalize employee experience. Introduces data-driven, comprehensive DE&I strategies that enhance ESG performance. Widely recognized through high profile awards, including "50 Out Front for Diversity Leadership."
- **Business Excellence Champion:** Spearheaded the innovation and business excellence program at Avon, leveraging financial acumen, Design Thinking, Agile, and Lean Six Sigma skills to improve time-to-market, customer satisfaction, and cost of non-quality in key processes, resulting in benefits of \$200M in 2 years.

Professional Experience

Pure Storage, (NYSE: PSTG), Silicon Valley, California July, 2021 – Present
High growth enterprise data services and technology company with \$2B in annual revenue.

CHIEF HUMAN RESOURCES OFFICER

Recruited to ready Pure Storage to scale in tandem with its high growth trajectory.

- **HR Transformation:** partnering with CEO and C-suite in rethinking talent, leadership, and organization policies, processes, programs, technology, and capabilities and driving the implementation of a global, best in class human capital function that seeds a growth mindset performance culture.

Hewlett Packard Enterprise, (NYSE: HPE), Silicon Valley, California 2018 – 2021
Enterprise information technology company with \$30B in annual revenue and 60K employees globally.

SVP, HEAD OF HR FOR BUSINESS UNITS AND TECHNOLOGY FUNCTION AND CHIEF TALENT OFFICER

Recruited to lead vision and strategy for HPE's multi-year talent transformation as the company transitions its business model to as-a-Service (aaS).

- **Board, CEO, and EC Advisor:** Valued advisor to Board and Nominating & Governance Committee on strategy for board and Section 16(b) officers' assessment and succession. Proctors the HR & Compensation Committee and collaborates closely on talent and executive rewards. Partners with CEO to enhance EC team effectiveness and operating rhythm. Member of Enterprise Risk Management and ESG committees.
- **Seasoned HR Leader at Scale:** Global SVP of HR for ~30K employees worldwide. Heads DE&I and drives innovations in Recruitment, Performance Management, Succession and Talent Management, and Learning.
- **DE&I Transformation:** Spearheaded the DE&I strategy across Talent, Workplace, Community, and Reputation. Thought leader in establishing a multi-year, data-driven, systemic plan, which halved female attrition and positioned HPE ahead of the industry. Chaired the Women Leaders in Technology network.

Diageo North America, (NYSE: DEO), Norwalk, Connecticut 2016 – 2018
Global beverage alcohol company with \$12.87B in annual revenue and 200+ brands, including Johnnie Walker, Guinness, and Smirnoff.

EXECUTIVE VICE PRESIDENT OF HUMAN RESOURCES

Oversaw organization and talent for a major digital transformation that drove mid-single digit revenue growth.

- **Collaborative Organizational Design:** Drove deep collaboration with key employees and external experts on digital enterprises to address the talent implications of digital transformation. Designed for proper alignment of organizational structures, attracting the necessary staffing and upskilling the legacy workforce. Partnered with distributors on go-to-market setup alignment and to enhance sales effectiveness through insights at POS derived from predictive analytics.
- **DE&I Leadership:** Improved overall representation of diversity in senior leadership roles. Increased people managers' capabilities to lead inclusively. Partnered with CEO and leadership team peers to ensure that Marketing, Category Management, R&D, and Customer Facing roles were held by diverse multicultural talents that reflected Diageo's consumer base.
- **Enhanced HR:** Made bold changes to attract top diverse talents. Introduced scorecards on operational HR metrics, assessed and improved HR practices against industry maturity models, overcame labor relations issues, replaced legacy HR technology, and focused on early career development.

Avon Products, Inc., South America, (NYSE: AVP), São Paulo, Brazil 2013 – 2016
\$10B beauty, household, and personal care direct selling company with 6M representatives in South America.

VICE PRESIDENT OF HUMAN RESOURCES & CHAIR OF AVON FOUNDATION

HR leader of the largest and most profitable market for Avon, hired to introduce HR strategies to rejuvenate the brand, evolve the direct selling model toward digital and omnichannel, and streamline the supply chain.

- **Innovation and Business Excellence:** Spearheaded business excellence to increase innovation, effectiveness, and efficiency via Design Thinking, Agile, Lean Six Sigma methodologies. Focused on streamlining key business processes, resulting in financial benefits of \$200M in 2014-2015.
- **Enhanced Brand:** Orchestrated an employer reputation strategy to position the company as the employer of choice for women, LGBTQ, and millennials. Modernized the value proposition and amplified it internally and externally in a joint effort with Marketing, Communications, Government Affairs/ESG, and Sales.
- **Accountability Culture:** Partnered with CEO and leadership team to lead a multi-year culture shift program that instilled a sense of accountability in the workforce through new rituals, powerful storytelling, leadership training, rewards differentiation, and infusion of high caliber senior and early career talent.

- **DE&I Expert:** Restructured DE&I to improve hiring, retention, promotion, and pay equity processes for gender and ethnic diversity. Leveraged “The Company for Women” purpose, intertwining community, talent, and brand plans. Collaborated with international DE&I think tanks to introduce flexible work arrangements and enhance workplace infrastructure for working parents.
- **Board Service:** Chair of the Avon Foundation for Women in Brazil. Led Board activities and fundraising strategy, increasing from BRL4M to BRL10M.

Philips Healthcare (previously Philips Electronics) (NYSE: PHG), Brazil – The Netherlands – USA 2000 – 2012
Healthcare, consumer electronics, and lighting company with over \$21B in annual revenue.

VICE PRESIDENT OF HUMAN RESOURCES

Held roles in HR M&A, Global Talent Management, VP of HR for LatAm, and Strategy and Business Excellence Lead for LatAm as Philips transformed from a \$37B high-volume electronics business to a leading life science company.

- **Acquisitions and Post-Merger Integrations:** Oversaw HR due diligence and post-merger integration for \$3.4B M&As, including the largest acquisition made by the company at the time. Oversaw culture, executive rewards, talent assessment and retention, and back-office integration of acquired companies.
- **Divestiture Experience:** Executed the HR implications of the divestiture of the Consumer Electronics division (40% of the conglomerate revenue) and implemented a successful 2-year business turnaround program that rightsized the go-forward organization.
- **Emerging Markets:** Led the organization and staffing efforts to rapidly set up and scale Philips Sourcing Groups in Shanghai, China and manufacturing facilities in Eastern Europe. Implemented early career recruitment and development programs in India and Latin America.
- **Creating an Award-Winning HR Strategy:** Fostered and introduced HR and leadership practices to enable Philips to be selected for the first time as one of the “*Best Companies to Work for in Brazil.*”
- **Board Service:** Served as President of the Phillips Pension Fund Management Committee in Brazil.

Earlier career included roles with Volkswagen and Banco de Crédito Nacional (Financial Services).

Education

Doctor in Business Administration (Ph.D.), Fundação Getúlio Vargas,
 Escola de Administração de Empresas, São Paulo, Brazil

Master of Business Administration (MBA), Fundação Getúlio Vargas, Escola de Administração de Empresas, São Paulo, Brazil; Exchange program with University of Chicago Booth School of Business, Chicago, IL, USA

Master of Human Resources Management, Universidade Presbiteriana Mackenzie, São Paulo, Brazil

Bachelor of Science in Information Science, Universidade Paulista, São Paulo, Brazil

Awards, Thought Leadership, & In the News

Speaker, HPE ESG Living Progress Report, Morgan Stanley Investors Webcast, 2020

Chair and Speaker, Women Leaders in Technology, HPE Discover, 2020 & 2019

Speaker, Better Together, Women at Microsoft (WAM), 2019

Alessandra Ginante Yockelson Scouts Tech Talent the Smart Way, Hispanic Executive, 2019

Diageo North America Named to Diversity MBA’s “50 Out Front for Diversity Leadership” List, 2018

Candidate Questionnaire

El Camino Hospital Board of Directors || Executive Compensation Committee Member

Name:	Alessandra Yockelson
Email Address:	[REDACTED]
City of Residence:	[REDACTED]
Do you feel you have adequate flexibility in your schedule for this commitment? (4 ECC meetings & 2 Board Education Sessions annually from 530-730p)	Yes
Are there any civil, employment-related or criminal incidents in your background that we may uncover in a reference or background check? Have you ever been involved in a government investigating for business related issues (e.g. SEC)? (Note: Disclosure of a civil, employment-related, criminal incident(s) or government investigation will not necessarily disqualify you from appointment. The nature and timeframe will be taken into consideration.)	No
Would this position create a conflict of interest with any of your other commitments?	No
The El Camino Health Executive Compensation Committee Member position is a non-compensated (i.e. volunteer) and has one-year renewable terms. Is this acceptable?	Yes
Please specify how you found out about this position?	The Board List
<p><i>Why are you interested in being considered for Committee Member position as part of the Executive Compensation Committee at El Camino Health?</i></p> <p>First and foremost, I am looking for an opportunity to help the local community. Before immigrating to the United States in 2016, I was very active in supporting gender equity causes through the Avon Foundation for Women in Brazil (my home country) and I miss it. For the past years I have been focused on settling in the country (new job, finishing my Ph.D., serving on my first board as an independent director, getting married) and now that I have these milestones behind me, I want to invest some of my time in service of others. In addition, I have made a few cross-industry career moves from CPG to Financial Services, Automotive, and Technology and I am very intrigued with the opportunity to learn more about healthcare.</p>	
<p><i>Please describe a specific instance in which you were instrumental in developing an executive compensation strategy for an organization. What factors did you consider in determining the elements of the strategy? What obstacles did you encounter in gaining consensus on the strategy? How did you deal with them? What was the outcome?</i></p> <p>Developing and evolving the executive compensation strategy for an organization is part of my accountabilities on an ongoing basis. I will highlight two instances that were particularly critical. Philips Electronics acquired a public company in the US, and I worked together with two colleagues on creating and implementing a multi-year transition plan that harmonized the executive total rewards strategy and practices across the two organizations. Given the myriad of differences between the two companies (national and organization cultures, business strategies and models, pay philosophies, operational capabilities) and the competitive market dynamics, it was not only critical to stay focused on shareholder value creation to guide our recommendations, but also to have an intentional change management & communication strategy not to risk top talent retention.</p> <p>The second example was about ensuring that executive compensation remained strongly linked to the most pressing priorities for the business in the short-term without impacting long-term priorities and the plan design at HPE during the COVID-19 pandemic. Typical business performance indicators could not be relied upon as metrics for short and long-term incentives and priorities such as the health and safety of the employees as well as customer orders fulfillment became the new business imperatives in 2020. It was important for the Compensation committee to be agile and decisive so that new KPIs and targets were re-defined as early as possible in the year. On the other hand, the committee did not compromise on design features that ultimately the shareholders would not support.</p> <p>In summary, context matters tremendously, and one needs to remain flexible whilst developing an executive compensation strategy that is fit for purpose in the specific situation but does not compromise governance requirements. The thought process I tend to use considers the internal congruency between strategy-culture</p>	

Candidate Questionnaire

El Camino Hospital Board of Directors || Executive Compensation Committee Member

(Is the company a growth or value organization? Individual or team accountability? Is ESG as important as EVA?)-key business metrics-SMART targets-right incentive (base pay, bonus, LTI, perks) and leverages **external validity** (executive total rewards market practices, labor and talent market dynamics, corporate governance requirements/ISS). Lastly, equally important to developing the strategy is advising management on how it will be managed year-round so that the pay for performance as a philosophy is truly systematized and executives see it visibly and constantly.

Please describe a specific instance in which you had to make recommendations of cost and reasonableness of severance and benefits for executives.

Ideally the governance around what the organization “does not do” in terms of severance is clearly articulated away before severance situations occur. Moreover, especially in the rare cases in which employment contracts are in place, it is very important for the general counsel and the CHRO to work very closely with the chair of the board and the human capital/compensation committee on all clauses, including parameters for change in control. I have had to set severance policies and employment contracts in past experiences and, when done well, they proved to protect the organization as well as properly manage expectations by the executive involved.

Making benefits recommendations not only for executives but for large employee populations has been part of my job in years now.

Please describe a specific instance in which you had to provide input into the CEO and executive team’s annual performance goals to execute a strategic plan, and then recommending these goals for approval by the Board.

Both at HPE and at Pure Storage, working with the CEO and CFO have been a core part of my areas of accountability. I was particularly successful not only in aligned individual goals to payouts but also to ensure that there is cross-functional alignment at the executive committee level to avoid siloed optimization of results.

This is not directly linked to the question, but my Ph.D. dissertation is about how CEOs can create superior performance for their firms and many of the findings where related to linking vision to strategy and goals, and embedding them in the company’s operating model to accelerate execution.

Please describe a specific situation in which you were asked to develop an executive development and succession planning process. How did you advise the organization as to which elements to evaluate for suitability for advancement? How did you recommend those elements be assessed in individual executives? How were those elements woven into individual development plans?

I held two global Talent Management roles in large organizations. Before becoming the CHRO of Pure Storage, I was HPE’s Chief Talent Officer for 3 years (60,000 employees - \$29Billion in annual revenues). I was also the Global Head of Talent Management for Philips Electronics’ Lighting Division based in the Netherlands (45,000 – EUR7Billion in annual revenues). My roles ranged from shaping and executing talent strategies and working with the board of directors in CEO and c-suite succession planning to coaching senior executives and successors in their own growth journey.

Firstly, it is important to understand which are the key organizational capabilities that are crucial for the company to win in the marketplace. Once the organizational capabilities are identified, competency profiles – both leadership but also knowledge and skills – need to be clearly articulated ideally in various levels of complexity so that everyone in the organization receives direction related to which behaviors, experiences, knowledge, skills they should possess to perform well, and develop to further progress in their career. It is important to hardwire individual development plans (ideally based on the 70-20-10 learning model for adults) in the annual

Candidate Questionnaire

El Camino Hospital Board of Directors || Executive Compensation Committee Member

performance and development management process, in which performance and development goals are set, and leaders and employees check-in frequently to discuss progress. I believe that stronger succession plans are attained if the entire organization is part of this structured learning ecosystem. Specifically on the succession planning aspect of the question, using the competency profiles to project who the best bets are to hold the most senior roles in the future is very important to minimize subjectivity. It is also important by design to promote internal mobility at the top layers of the structure so that top talent does not get discouraged by the lack of future opportunities. Lastly, I have created and implemented succession planning approaches for large enterprises for many years now and, in addition to thoughtful design components, it is crucial that leaders role model and are held accountable for driving the process and own talent mobility.

Do you have experience serving on committees and boards in the human resources or executive compensation advisory capacity?

As part of senior management in the CHRO capacity, I work extremely closely with the Human Resources & Compensation Committee at Pure Storage. I worked closely with HPE's compensation committee in all aspects of the committee's charter, spanning from executive compensation to board and C-suite succession, ESG/DEI, culture & employee engagement, technical and business skills of the future. I am an independent board member of a Talent Cloud company called iCIMS (a Vista Equity Partners company pre-IPO, \$350M in annual revenue, ~40%CAGR) and I serve on the audit committee.

Are there any other aspects of the position description that you have experience with that are not specifically called out above? If so, please describe that experience.

I consider myself very experienced with leading organization design transformation to support evolving business strategies that require business model shifts. For ~2,5 years I left HR and ran Strategy and Business Excellence (Lean Six-Sigma/Agile) for Philips Lighting in Latin America. That experience taught me how to engage the workforce in a mindset of continuous improvement that enhances services for customers and enables productivity gains through streamlined simple processes.

Estrella Parker

Email: [REDACTED]

SUMMARY

Strategic human capital executive and business partner with demonstrated strengths in leadership and team development, culture and business transformation, strategic planning, organization development, change management, talent management, executive coaching, total rewards, operations and shared service management, systems development and large scale program management. Ability to engage with top leadership on business issues involving strategic alignment, growth, revenue enhancement, operations improvement, and restructuring.

ACCOMPLISHMENT AND EXPERIENCE OVERVIEW

CUPERTINO ELECTRIC INC.

July 2021 - Present

Chief People Officer. Reporting to the CEO, chief executive responsible for building upon and improving the existing HR and marketing infrastructure at CEI. Charged to develop and implement innovative people programs that can be scaled to support growth and business expansion. Working closely with the CEI executive team to establish the people and brand strategy including culture, DEI, talent management, organizational development, performance management, total rewards, HR operations, marketing/PR and community affairs.

SATELLITE HEALTHCARE

2015 - 2021

Chief Human Resources Officer. Reporting to the CEO, chief executive responsible for providing strategic leadership and direction to maximize employee engagement and contribution, while driving workforce excellence and productivity. Provides leadership and oversight for all human resources functions and programs including Total Rewards, Talent Acquisition and Management, Employee Relations, Organization Development, Training, and Workforce Planning.

Plays an active role in ensuring that Satellite Healthcare's senior leaders work as a cohesive and collaborative executive team.

Successfully completed the reinvention of the human resources organization and people practices to ensure that Satellite Healthcare has a pulse on the future direction of the healthcare industry and its workforce while supporting the organization's aggressive growth plans. Results include a successful rollout of leadership development programs, a talent management strategy and transformation of performance management, ramp up of talent acquisition programs, revamped total rewards strategy and programs, increased employee engagement, improved employment brand, enhancement of culture resulting in the organization topping industry quality standards and double digit growth. Was actively involved in furthering the strategic impact of people and culture strategies for a reinvigorated vision and industry disruptive strategy for the expansion of the company's mission in a highly dynamic healthcare industry landscape.

THE CLOROX COMPANY

2005 - 2015

Leading member of HR Executive Team overseeing all aspects of HR Function Leadership supporting Clorox Strategies and Operations including Enterprise Strategic Alignment, Capability Development and HR Transformation.

Sr. Director, HR Global Solutions & Specialty Division Business Partner (2009-2015). Led global programs, projects, and business process management to implement Clorox HR Strategic and Business Imperatives. Oversaw roadmap for ongoing HR Transformation efforts. HR Solution Practice Areas include Total Rewards (compensation, benefits and recognition), Talent Management (talent acquisition, learning and development, capability development, succession planning, employee relations, and Workforce Planning), Diversity, Compliance/Risk Management, HR Communications and HR Analytics and Technology.

- Developed consulting and project management practice methodologies and governance that enabled strategic alignment of programs and projects and increased success of projects
- Co-led award winning total rewards (compensation and benefits) portfolio redesign including the rollout of a wellness program
- Upgraded multiple talent programs including global leadership programs, succession planning, performance management, strength of diversity and inclusion, employee engagement, talent acquisition
- Developed HRIT Strategy and oversaw ongoing implementation of roadmap including 2 HRIS implementations
- Developed strategic HR/People Communications Programs
- Led multiple mergers & acquisition/integration (HR/People/Organization segment)

- Program Lead for Culture (Change Roadmap): ongoing work with C-level executives in developing strategies and aligning efforts for culture change
- Strategic HR Business Partner to and expanding \$3BB Business Unit with multiple brands in various categories

Sr. Director, Global HR Business Partnership. (2012-2013). Strategic People and Organization Consulting. Oversaw the application of people and culture related programs, projects, and processes to create strategic business impact. Led team of global HR business partners in working directly with senior business leaders to ensure the alignment of human capital strategies and capability development with business strategies. Strategic Business Partner to Executive/Business Leadership Teams.

Sr. Director, HR Workforce Services (2008-2009). Led all aspects of HR end to end operations including payroll, compensation, benefits, global mobility, total rewards programs, employee relations, talent acquisition, performance management, learning and development, HRIS, HR Portal/Customer Support, and vendor management of outsourced services.

- Led transformation of HR Operations from Center of Expertise Operations to an HR Shared Service Environment.
- Implemented Process Management, Vendor Management, Knowledge Management, Case Management, HR Operations Metrics and various Operational Improvement Initiatives.
- Led HR SAP Functional Enhancement and Expansion.
- Executive talent acquisition.
- Participated in Business Acquisition and integration projects leading HR and organization strategy segments.

Director, HR Operations and Technology/HR MegaProcess Leader (2005-2008). Oversight of HR Technology Initiatives including ERP/HR SAP implementation and HR Operations Turnaround and Process Improvement. Led HR Strategic Planning and Business Process Integration. Provided HR Business Partnership for Europe and Middle East Business/Regions.

KAISER PERMANENTE

1997 - 2003

Vice President, Human Resources & HR Transformation Program Integration (2002-2003). Led development of business case and implementation plan for the enterprise-wide transformation of the HR function for Kaiser's 120,000+ employee organization. Scope included HRIS Implementation (PeopleSoft), consolidation of HR administration, policy development and compliance, redesign of staffing and learning processes, compensation, labor relations, and other HR professional support services. Defined annual saving of \$35MM, means to increase HR strategic impact, and improve workforce development and labor partnership.

Vice President, Human Resources for Enterprise Information Technology (2000-2002). Member of executive leadership for enterprise IT business unit, a \$1B+ function with 5,000+ professionals; led development of comprehensive workforce plans supporting overall IT business strategies; oversaw performance against business goals related to human capital and performance; managed a function of 50+ professionals and a budget of \$20MM+; participated in executive leadership of enterprise HR.

- Developed and implemented aggressive staffing programs, global sourcing, and workforce planning & development programs that generated above industry performance in hiring/staffing, improved talent management and retention, reduced reliance on contractors, reduced labor costs by over \$40M, and enhanced productivity
- Developed and implemented compensation/benefits program, centralized service center, and HRIS
- Developed and implemented a comprehensive process for Restructuring and Workforce Alignment
- Revamped training & development for IT workforce resulting in enhanced training & development usage (20-50% over 3 years), increased employee satisfaction, and reduced training costs by 10-20%
- Enhanced HR consulting capability and managed employee relations issues using a systemic approach that reduced organizational risk exposure
- Developed and implemented Organizational Restructuring and Workforce Reduction programs reducing legal liability and increasing successful employee transitions

Program Director, IT Capabilities Initiative (1999-2000). Led the development and implementation of restructuring initiatives in enterprise IT. Developed a stronger IT linkage to business priorities and focused organization around critical competencies. Improved IT throughput/investment ratio by 20-30% through implementation of enterprise-based business processes, and enhanced workforce capabilities.

Director, Human Resources for Information Technology (1997-1999). Chief HR strategist and functional leader of merger and consolidation of 14 separate IT divisions into an enterprise-based unit; created and managed a function of 30+ professionals and a budget of \$10MM+. Implemented and developed common HR policies, a comprehensive

performance-based market-driven compensation program, streamlined job families and development paths, a performance management system, and training & development services.

THE PRUDENTIAL INSURANCE CO.

1993 - 1997

National Director, Strategic Change (1996-1997). Initiated and developed change management programs associated with business transformation and performance turnaround efforts for Prudential HealthCare, an \$11B business unit of The Prudential; managed a nationally dispersed professional staff of 30+ professionals. Led organizational effectiveness programs and functions including organizational development, training and development, performance consulting, and internal communications. Provided change management, communications, training & development support for the consolidation and reengineering program that achieved 20% cost reductions and increased member satisfaction.

Director, Human Resources and Organizational Effectiveness, Western Group BU (1993-1996).

Managed human resources, management consulting, and training and development functions for Prudential HealthCare's Western Operations, a \$1B business unit. Promoted from Manager, Organizational Effectiveness within 1 year. Managed a staff of 30+ and a budget of \$8MM+.

- Directed business process reengineering of claims and member services, resulting in 5-20% reduced operational costs, higher customer satisfaction, and enhanced sales/marketing capabilities.
- Managed strategy development process for integrated business planning of aggressive market expansion and revenue enhancement targets.
- Implemented a strategic management process, management development program, and a Total Quality Management program.
- Reengineered human resources function, resulting in higher levels of support and alignment of HR initiatives and services with business needs, increased productivity, and higher customer satisfaction.
- Implemented a fully automated market-based performance driven compensation program

GEMINI CONSULTING CO./UNITED RESEARCH CO.

1990 - 1993

Senior Consultant. Started as consultant, merited progressively greater responsibilities in consulting assignments focused on business transformation efforts. Projects included:

- **International Petroleum Company, subsidiary of a multinational chemical company.** Managed redesign of Finance business processes; generating 40% budget reduction; reengineering of Accounts Payable and Travel Reimbursement processes.
- **International Petroleum Company, North America Exploration and Production Division.** Developed a strategic organizational blueprint; focused leasing and bidding processes generating \$140MM sourcing differential with competitors; created a diagnostic program for trending against key competitors; developed organizational effectiveness diagnostics including span of control, culture assessment, and functional decomposition.
- **Leading Tobacco Company - \$28.8B division of a multinational holding company.** Addressed opportunities for increased profitability via business integration; developed tools to optimize purchasing of \$200MM in direct materials with identified \$67MM.
- **Multinational Chemicals and Plastics Co., a \$7.6B subsidiary of an international holding company.** Participated in a major business transformation effort; identified \$75M in savings opportunities, developed project measurement tracking methodologies and Quality Assessment package.

EDUCATION

MBA, Anderson Graduate School of Management at UCLA
BS, Computer Science, cum laude, University of the Philippines

Professional Coaching Certification, New Ventures West

Clorox Executive Leadership Program, Wharton School of Business Executive Education

Kaiser Permanente Advanced Leadership Program, University of North Carolina Executive Education

OTHER LEADERSHIP and ADVISORY

Board of Trustee, The Oakland Museum of California (2015-present)

Curriculum Advisor and Consultant, Human Resources at College of St. Benilde (2017-present)

Executive Advisor, National Kidney Foundation Northern California (2016-2020)

Consultant/Professor, Strategic Human Resources College of St. Benilde (2018)

Candidate Questionnaire

El Camino Hospital Board of Directors || Executive Compensation Committee Member

Name:	Estrella Parker
Email Address:	[REDACTED]
City of Residence:	[REDACTED]
Do you feel you have adequate flexibility in your schedule for this commitment? (4 ECC meetings & 2 Board Education Sessions annually from 530-730p)	yes
Are there any civil, employment-related or criminal incidents in your background that we may uncover in a reference or background check? Have you ever been involved in a government investigating for business related issues (e.g. SEC)? (Note: Disclosure of a civil, employment-related, criminal incident(s) or government investigation will not necessarily disqualify you from appointment. The nature and timeframe will be taken into consideration.)	no
Would this position create a conflict of interest with any of your other commitments?	no
The El Camino Health Executive Compensation Committee Member position is a non-compensated (i.e. volunteer) and has one-year renewable terms. Is this acceptable?	yes
Please specify how you found out about this position?	Via Jason Layney
<p><i>Why are you interested in being considered for Committee Member position as part of the Executive Compensation Committee at El Camino Health?</i></p> <p>I personally believe in the core importance of health care in creating a vibrant community. Recently, I transitioned to working in a different industry (from healthcare) so this is a way for me stay involved in healthcare. In addition, I feel it is important to serve in organizations such as ECH that are non-profit, mission-based, and community oriented. Lastly, it helps someone in my role and position to be involved in other related endeavors to reinforce a broader perspective in applying HR capabilities/knowledge.</p>	
<p><i>Please describe a specific instance in which you were instrumental in developing an executive compensation strategy for an organization. What factors did you consider in determining the elements of the strategy? What obstacles did you encounter in gaining consensus on the strategy? How did you deal with them? What was the outcome?</i></p> <p>In my last organization, I was the CHRO. As the organization was implementing a new business strategy, I worked with the CEO and the board to develop new elements in the executive compensation programs such as the LTI and annual bonus incentives. In addition, we reviewed the perq's and benefits to ensure we had an understanding of how we stacked against the market. Several factors were considered: how we scope out our market for talent and for the business (market reference) and our current organization's practices. These were considerations in determining how we applied our compensation philosophy. Eventually a compensation committee was established and I worked as management team lead staff for that committee. We first developed a philosophy and used market data and information to determine our baseline relative to the market and relative to our intended application of the philosophy elements. We developed a "system" or cadence for review and adjustment. Some obstacles we encountered pertained to the volatility of the healthcare industry and how difficult it was to have line of sight to long term goals especially when the strategy called for expansion and entry into new areas of services. We eventually realized that because this was an industry dynamic, about 50% of the market transitioned out of the use of LTI and used other mechanisms to ensure the long term line of sight in decision making and rewards. We decided to eliminate the LTI and created board review processes to ensure our goal setting processes were related to multi year strategic plan. In addition, we created more incentives for longer tenure with the use of our executive retirement programs. There were more complexities that we addressed but this example should give you a sense of how I worked with the board. I am happy to discuss further.</p>	

Candidate Questionnaire

El Camino Hospital Board of Directors || Executive Compensation Committee Member

Please describe a specific instance in which you had to make recommendations of cost and reasonableness of severance and benefits for executives.
I would prefer to describe this in a live discussion. In general, I track organization practices (history), check on market practices and do financial projections/analyses, and handle each situation as its own case with historical and other contextual perspective.

Please describe a specific instance in which you had to provide input into the CEO and executive team's annual performance goals to execute a strategic plan, and then recommending these goals for approval by the Board.
I actually led the executive team at Satellite to determine annual goals that align to our overall strategic roadmap, under the guidance and direction of the CEO. I worked with each executive owning each pillar of our strategy to help them with goal setting and we reviewed the goals as a team with the CEO finalizing for recommendation to the board. We would typically bring in the executive subject matter expert for certain goals that may be different from what could be expected but majority of the years it was mostly the CEO and me presenting with occasional support from the CMO (Chief Medical Officer) and CFO.

Please describe a specific situation in which you were asked to develop an executive development and succession planning process. How did you advise the organization as to which elements to evaluate for suitability for advancement? How did you recommend those elements be assessed in individual executives? How were those elements woven into individual development plans?
I actually initiated the succession planning process at Satellite. I worked with the CEO, the board chair who was also eventually the comp committee chair, and the management team to identify key requirements in succession for each role. Over a 3 year period, the team got better at discerning qualities not only as they understood their role currently but also in consideration of the future as defined by our strategy and the industry competitive landscape. We evaluated the status of readiness of internal successors and build development plans to improve their readiness.

Do you have experience serving on committees and boards in the human resources or executive compensation advisory capacity?
I informally advise and participate in matters related to executive compensation for the OMCA in which I currently am on the board of trustees and the governance committee.

Are there any other aspects of the position description that you have experience with that are not specifically called out above? If so, please describe that experience.
My entire career has been shaped by an interest in organization growth and transformation, with a strong affiliation towards organizations that have a strong value for integrity and stakeholder responsibility (not just shareholders but the community, employees, customers, and regarding sustainability). These career

Candidate Questionnaire

El Camino Hospital Board of Directors || Executive Compensation Committee Member

experiences, along with my own personal development interests have provided me with the type of personal characteristics you seek and describe in the position description: high integrity, collaboration, communication, high energy/drive, innovative/creative, mission-driven, change hearty.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Executive Compensation Committee
From: Bob Miller, Chair
Date: November 4, 2021
Subject: Recommend to Appoint Executive Compensation Committee Member

Recommendation:

To recommend for appointment a new Executive Compensation Committee Member to the El Camino Hospital Board of Directors.

Summary:

1. Situation: The Executive Compensation Committee currently has a vacancy for a Community Member.
2. Authority: The Executive Compensation Committee has the authority to select and recommend a Community Member to the Board of Directors for approval.
3. Background: The Ad Hoc Selection Committee reviewed multiple candidates from a variety of sources. Each interested candidate submitted a resume and filled out a questionnaire. From the initial pool of candidates, two finalists were selected to be interviewed by the entire Executive Compensation Committee.
4. Assessment: The Executive Compensation Committee reviewed the resume and questionnaire for the finalists. They interviewed both candidates during the November 4th, 2021 meeting, with the goal of selecting one candidate for recommendation to the board.
5. Other Reviews: N/A
6. Outcomes: Approval of the selected candidate for the vacant Community Member position will be submitted to the El Camino Hospital Board of Directors for final approval.
7. List of Attachments: N/A

Suggested Committee Discussion Questions:

1. N/A

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Executive Compensation Committee
From: Greg Souza, interim CHRO
Date: November 4, 2021
Subject: Executive Relocation Program

Recommendation:

To instruct management to develop an Executive Relocation Policy including those recommendations supported by the Committee.

Summary:

1. **Situation:** El Camino would like to develop a policy regarding a new executive relocation policy to support our ability to attract and retain executive talent. Management wishes to present and discuss recommendations and options and to determine which of those the Committee supports including in the policy.
2. **Authority:** The Committee may develop recommendations and submit executive compensation and benefit policies or policy changes to the Board for approval.
3. **Background:** El Camino Health has current openings for executive positions. The cost-of-living, especially housing, is much higher in the ECH service area than other parts of the country. As ECH conducts executive search nationally, the higher cost of housing makes it difficult to attract a pool of outstanding candidates.
4. **Assessment:** Mercer, independent consultants to the Committee, will present analysis and recommendations for the Committee's consideration on executive relocation benefits.
5. **Other Reviews:** N/A
6. **Outcomes:** To develop a policy including those recommendations supported by the Committee
7. **List of Attachments:**
 - a) Executive Relocation Benefits

Suggested Committee Discussion Questions:

1. Which recommendations does the Committee wish to consider including in the policy?
2. Do the changes proposed support ECH's ability to attract and retain executive talent?
3. Are their suggestions from the Committee to include additional elements in the policy?



Executive Relocation Benefits

November 4, 2021

welcome to brighter

Overview

- El Camino is interested in an Executive Relocation Policy, to mitigate the difficulty in recruiting executives from other geographies, and support executive retention
- Relocation assistance can cover costs due to:
 - Relocation expenses (e.g., temporary living, transportation of goods, home finding trips)
 - Closing costs associated with home sale
 - Cost of living differences, particularly housing cost differences (whether renting or buying), between the prior location and the Mountain View area
- Vehicles for providing relocation assistance value include:
 - **Lump sum** upon hire, repaid pro-rata if individual leaves before a certain period of time
 - **Annual payments** over a specific period of time
 - **Promissory note**, where ECH provides a loan to the executive, secured by a deed of trust on the executive's home
 - **ECH home**, which would allow the executive to live in ECH's 3-bedroom Los Gatos home (or others that may be purchased in the future)

In some cases a sign-on bonus serves to capture some of these potential costs, but is likely insufficient for individuals moving from areas where cost of living is far lower than the Bay Area

Comparison of Different Vehicles

	Lump Sum	Annual Installments	Promissory Note / Loan	Use of ECH-Owned Home
Example	<ul style="list-style-type: none"> \$150K payment; repaid pro-rata if exec leaves within 5 years 	<ul style="list-style-type: none"> 7 annual payments declining by \$10K/year \$100K year 1 payment; \$40K by year 7 	<ul style="list-style-type: none"> \$400K loan secured by ECH deed on home Loan is forgiven ratably over years 3-7 of employment Repayment otherwise due upon earlier of home sale, termination of employment, or 15 years 	<ul style="list-style-type: none"> Executive lives in ECH-owned home, on a temporary basis
Pros	<ul style="list-style-type: none"> Simple approach 	<ul style="list-style-type: none"> Spreads out ECH's cash outlay Mitigates clawback concern 	<ul style="list-style-type: none"> Clawback is more enforceable than lump sum, due to the deed 	<ul style="list-style-type: none"> Minimal ECH cost outlay; utilizes existing property
Cons	<ul style="list-style-type: none"> May be difficult to clawback upon termination 	<ul style="list-style-type: none"> May not provide sufficient year 1 value 	<ul style="list-style-type: none"> Potentially complex Future repayment may be challenging for the executive Not available to renters 	<ul style="list-style-type: none"> Property may not be appropriate due to candidate's family size, etc.
Tax Impact *	<ul style="list-style-type: none"> Taxable when paid 	<ul style="list-style-type: none"> Taxable when paid 	<ul style="list-style-type: none"> Any forgiven amount is taxable Any waived loan interest (or amount below the AFR¹) is taxed annually 	<ul style="list-style-type: none"> Equivalent rent value is taxable annually

* Tax implications should be reviewed with tax counsel, as Mercer cannot not provide tax or legal advice

Considerations

- Limited market data exist on relocation values for executives, and national data are not particularly relevant for relocations to the Bay Area
- A relocation policy needs to have flexibility, as some hires may be renting vs. buying, some may be moving from areas where cost of living is similar to the Bay Area, etc.
- The proposed policy outlined on the following slides includes flexibility but remains subject to a maximum value

Relocation Policy Recommendation

Recommended elements of the policy:

- In each instance, one *or a combination* of the following can be used:
 1. **Lump sum** to assist with closing costs and direct relocation costs, *to the extent not already reflected in the sign-on bonus amount*
 2. **Declining annual installments** (over no more than 9 years) to help executive acclimate to higher annual rental/mortgage expense
 3. **Promissory note** (home buyers only), secured by an ECH deed on the home*
 4. **Use of an ECH-owned home**
- Cost of housing variance between Mountain View and candidate's location will be a factor in determining relocation assistance value
- Relocation assistance will be subject to a maximum value, by level (see next slide)
- Retention: lump sum must be repaid pro-rata if termination occurs prior to 5 years of employment; promissory note *may* be forgiven ratably starting no sooner than 3 years of employment, and cannot be fully forgiven prior to 7 years of employment

- Consider engaging a relocation firm to assist in administering the program
 - Firms providing this service *include Aeries, Altair Global, and Bristol Global*

Relocation Policy Recommendation *(cont'd)*

Maximum Value

- Amounts below are recommended policy maximums, *not* guideline amounts

Executive Level	Maximum Value
CEO	\$800K
Other Executives*	\$600K

- Maximum value includes value from any/all sources – promissory note, annual payments, and lump sum
- Maximum values should be revisited every 3-4 years

**All roles included in executive-level benefits and incentives*

Promissory Note Considerations

- Employer provides a loan to the executive, secured by a deed of trust
 - Interest can be paid annually, deferred until loan repayment, or waived altogether (in which case executive is taxed annually on the forgone interest)
 - Loan is due at the earlier of specified repayment date, sale of the home, or termination of employment
- In practice, the loan might not be repaid. The loan may be forgiven over time (taxable to the executive) or executive is later given a retention payment(s) with which to repay the loan
- Prevalence of the arrangements is fairly limited. One reason may be the potential scrutiny associated with loans to executives
 - Publicly traded companies are prohibited from providing loans to executives*
 - Some nonprofits are hesitant to provide loans, as the loan must be disclosed on the Form 990
 - However, neither of these requirements apply to ECH
- A promissory note was provided to ECH's current CEO at the time of hire

Any potential promissory note arrangement should be reviewed by tax and legal counsel prior to implementation



**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Executive Compensation Committee
From: Bob Miller
Date: November 4, 2021
Subject: CEO's Performance Review Process

Recommendation:

To determine a recommendation to the Board regarding the timing of the assessment. Mercer's recommendations are either: 1) Move the Board's self-assessment to July, align CEO and Board assessment timing, or 2) Keep the Board's self-assessment in August; CEO assessment would take place prior to Board assessment.

Summary:

1. **Situation:** The current tools effectively serve the CEO's self-assessment and the Board's assessment of the CEO's job performance. Timing tends to be a challenge given the combination of the June 30 fiscal year-end, the Board's summer break, discussion by the Board(s) as a whole, and compensation decisions at the October board meeting.
2. **Authority:** The Committee annually reviews the process for the Board's assessment of the CEO's performance. The Committee may make recommendations for improvement to the Board for approval.
3. **Background:** At the end of each fiscal year, Mercer has facilitated gathering a self-assessment and feedback from the Directors serving on both the Hospital and District Boards. These assessments are summarized and provided to the Board Chairs, and the Hospital Board chair has conducted the performance review meeting with the CEO. In addition, the process serves to inform the Board's decisions on the CEO's discretionary incentive score and salary increase.
4. **Assessment:** Mercer, independent consultants to the Committee, will present options to the Committee to inform their recommendation
5. **Other Reviews:** N/A
6. **Outcomes:** Recommendation is to establish the FY22 review process to align with the Board's pacing on CEO Score and Payout.
7. **List of Attachments:**
 1. CEO Performance Review Timing

Suggested Committee Discussion Questions:

1. What is the best timing for the CEO's performance assessment?

CEO Performance Evaluation

Timing Review

- For FY2021, decision was made to start the assessment in July (after FY end) rather than June
- At the CEO's request, FY2021 assessment was pushed into August, to better align with the Board's self-assessment
 - With the mid-August start, assessments were completed in September, and Mercer provided results to the Board chairs in early October (in advance of the October Board meeting)
- **Recommendation for FY2022+ is to maintain the updated FY2021 timing (start assessment in August, rather than in July):**
 - August 9th, 2022 – September 9th, 2022: CEO performance assessment period
 - August 2022: Board members' assessment of their own performance
 - Late September, 2022: Mercer reviews CEO assessment with Hospital and District Chairs
 - Early October, 2022: Hospital and District Chairs meet with CEO to conduct performance review
 - October 12th, 2022: ECH Board meeting to review CEO performance and determine discretionary incentive score