



**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	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. 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>	<i>Adjourned to closed session at 12:48 pm</i>

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

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

DocuSigned by:

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Bob Miller
Chair, Executive Compensation Committee


Julia E. Miller
Secretary, ECH Board of Directors

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