



**Minutes of the Open Session of the
Executive Compensation Committee
of the El Camino Hospital Board of Directors
Tuesday, June 13, 2023**

El Camino Hospital, Sobrato Boardroom 1, 2500 Grant Road, Mountain View, CA 94040

Members Present

Bob Miller, Chair
Julie Kliger, Vice-Chair**
Teri Eyre
Estrella Parker
Carol Somersille, MD
George Ting, MD

Members Absent

**via teleconference

Others Present

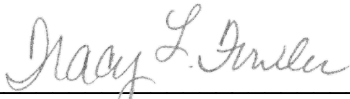
Dan Woods, CEO
Deanna Dudley, CHRO
Ed Braxton, Director, Total Rewards
Tracy Fowler, Director, Governance Services
Stephanie Iljin, Manager, Administration
Heidi O'Brien, Partner, Mercer**
Rob Kirkpatrick, Principal, Mercer**
Hannah Kim, Executive Assistant

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Executive Compensation Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 4:05 p.m. by Chair Bob Miller. A verbal roll call was taken. Ms. Parker was absent at roll call. A quorum was present.	
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Director Kliger participated remotely using Just Cause. No Emergency Circumstances needed approval.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	No conflicts of interest.	
4. PUBLIC COMMUNICATION	None.	
5. CONSENT CALENDAR	<p>Chair Miller asked if any member of the Committee or the public wished to remove an item from the consent calendar for further discussion. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meetings (03/16/2023)</p> <p>Movant: Ting Second: Somersille Ayes: Eyre, Kliger, Miller, Somersille, Ting Noes: None Abstentions: None Absent: Parker Recused: None</p>	Consent calendar approved
6. REPORT ON BOARD ACTIONS	Mr. Woods gave an update on recent board actions and discussions which included, but were not limited to, workforce challenges the industry is facing, FY23 strategic metrics, and health system development. Ms. Fowler shared that for FY24 board actions would be maintained on a dashboard on Boardvantage.	

<p>7. APPOINTMENT OF AD HOC COMMITTEE FOR RECRUITMENT OF NEW MEMBER(S)</p>	<p>Chair Miller asked for the formation of an ad hoc committee to recruit new member(s).</p> <p>Motion: To approve the formation of recruitment ad hoc committee with Mr. Miller, Ms. Eyre, and Ms. Parker as members.</p> <p>Movant: Kliger Second: Ting Ayes: Eyre, Kliger, Miller, Somersille, Ting Noes: None Abstentions: None Absent: Parker Recused: None</p>	<p><i>Recruitment Ad Hoc Committee formed consisting of Mr. Miller, Ms. Eyre and Ms. Parker.</i></p>
<p>8. APPOINTMENT OF COMMITTEE VICE CHAIR</p>	<p>Chair Miller informed the members that Director Kliger's term is set to expire at the end of June 2023. Consequently, he extended an invitation to Director Ting to assume the role of Vice Chair.</p> <p>Motion: To approve appointment of Director Ting to serve as Vice Chair of Executive Compensation Committee.</p> <p>Movant: Somersille Second: Eyre Ayes: Eyre, Kliger, Miller, Somersille, Ting Noes: None Abstentions: None Absent: Parker Recused: None</p>	<p><i>Director Ting was appointed Vice Chair of Executive Compensation Committee.</i></p>
<p>9. RECOMMEND PROPOSED FY24 ORGANIZATIONAL PERFORMANCE GOALS</p>	<p>Chair Miller reviewed the proposed FY24 Organizational Goals and deferred to Deanna Dudley, CHRO, for further discussion. Ms. Dudley shared the history and methodology of calculating scores and the recommendations from Press Ganey. Committee discussion included, but was not limited to, committee scope on content of goals, measurement of goals and the delineation between governance and management approvals.</p> <p>Motion: To approve proposed FY24 Organizational Goals for ECHB approval.</p> <p>Movant: Parker Second: Ting Ayes: Eyre, Kliger, Miller, Parker, Somersille, Ting Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Proposed FY24 Organizational Goals were approved.</i></p>
<p>10. DIRECTOR COMPENSATION POLICY</p>	<p>Heidi O'Brien from Mercer shared the results of their market research on board member compensation. It was noted that the policy was shared with ECC from the Governance Committee for market review. ECH Director compensation was found to be aligned with other healthcare boards but there were opportunities for streamlining. The recommendation was made to switch to a retainer-based compensation structure. This would simplify administration and could be implemented without significantly increasing costs.</p>	

<p>11. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 4:54 p.m. Movant: Ting Second: Kliger</p> <p>Ayes: Eyre, Kliger, Miller, Parker, Somersille, Ting Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Adjourned to closed session at 4:54 p.m.</i></p>
<p>12. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>The open session was reconvened at 5:47 p.m. Agenda items 13-15 were addressed in the closed session. During the closed session, the Committee approved the following by a unanimous vote of all members present: Eyre, Kliger, Miller, Parker, Somersille, and Ting.</p> <ul style="list-style-type: none"> • The Closed Session Minutes of the 3/16/2023 ECC meeting • Correction of Deb Muro FY23 Strategic Pick 	
<p>13. AGENDA ITEM 18: PROPOSED FY24 INDIVIDUAL EXECUTIVE STRATEGIC PICK GOALS</p>	<p>Motion: To approve Proposed FY24 Individual Executive Strategic Pick Goals. Movant: Parker Second: Ting</p> <p>Ayes: Eyre, Kliger, Miller, Parker, Somersille, Ting Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Proposed FY24 Individual Executive Strategic Pick Goals were approved.</i></p>
<p>14. AGENDA ITEM 19: ANNUAL EXECUTIVE COMPENSATION CONSULTANT REVIEW</p>	<p>Chair Miller asked Ms. O'Brien and Mr. Kirkpatrick to recuse themselves from the remainder of the meeting. He led the discussion in the review of Mercer's role as ECH Executive Compensation consultants. Discussion among Committee members and executive staff was candid with a favorable consensus with comments made on the high quality of the work they produced on behalf of ECH and their level of responsiveness.</p>	
<p>15. AGENDA ITEM 20: CLOSING COMMENTS</p>	<p>The comments focused on the discussion around goals and the appreciation for context and ongoing calibration.</p>	
<p>16. AGENDA ITEM 21: ADJOURNMENT</p>	<p>Motion: To adjourn at 6:05 p.m. Movant: Ting Second: Parker</p> <p>Ayes: Eyre, Kliger, Miller, Parker, Somersille, Ting Noes: None Abstentions : None Absent : None Recused: None</p>	<p><i>Meeting adjourned at 6:05 p.m.</i></p>

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



Tracy Fowler, Director of Governance Services

Prepared by: Tracy Fowler, Director of Governance Services

Reviewed by: Stephanie Iljin, Manager, Administration