

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, October 13, 2020 – 4:30pm
 El Camino Hospital | 2500 Grant Road Mountain View, CA 94040

PURSUANT TO STATE OF CALIFORNIA EXECUTIVE ORDER N-29-20 DATED MARCH 18, 2020, EL CAMINO HEALTH WILL NOT BE PROVIDING A PHYSICAL LOCATION FOR THIS MEETING. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 369-007-4917#. No participant code. Just press #.

PURPOSE: To advise and assist the El Camino Hospital (ECH) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/ reappointment process. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Peter C. Fung, MD, Chair		4:30 – 4:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 4:32 – 4:33
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	Peter C. Fung, MD, Chair		information 4:33 – 4:36
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 Governance Cmte Meeting (8/4/2020) Information b. FY21 Pacing Plan c. Board and Committee Recruitment Update d. Article of Interest	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 4:36 – 4:38
5. REPORT ON BOARD ACTIONS ATTACHMENT 5	Peter C. Fung, MD, Chair		information 4:38 – 4:43
6. FINAL PLANNING FOR OCTOBER 2020 JOINT BOARD AND COMMITTEE EDUCATION SESSION ATTACHMENT 6	Cindy Murphy, Director of Governance Services	<i>public comment</i>	possible motion 4:43 – 4:58
7. FY21/22 BOARD EDUCATION PLAN ATTACHMENT 7	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 4:58 – 5:08
8. FEBRUARY 2021 BOARD RETREAT AGENDA ATTACHMENT 8	Dan Woods, CEO	<i>public comment</i>	possible motion 5:08 – 5:18
9. POLICY AND PROCEDURE FOR ADVISORY COMMITTEE NOMINATION AND SELECTION ATTACHMENT 9	Cindy Murphy, Director of Governance Services	<i>public comment</i>	possible motion 5:18 – 5:33

A copy of the agenda for the Regular Committee Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at (650) 988-7504 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
10. GOVERNANCE COMMITTEE SELF-ASSESSMENT RESULTS ATTACHMENT 10	Peter C. Fung, MD, Chair		discussion 5:33 – 5:51
11. ADJOURN TO CLOSED SESSION	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 5:51 – 5:52
12. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 5:52 – 5:53
13. 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 Governance Cmte Meeting (8/4/2020)	Peter C. Fung, MD, Chair		motion required 5:53 – 5:54
14. ADJOURN TO OPEN SESSION	Peter C. Fung, MD, Chair		motion required 5:54 – 5:55
15. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Peter C. Fung, MD, Chair		information 5:55 – 5:56
16. ROUND TABLE DISCUSSION ATTACHMENT 16	Peter C. Fung, MD, Chair		discussion 5:56 – 5:59
17. ADJOURNMENT	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 5:59 – 6:00pm



**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	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. 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. Movant: Kasperzak Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	Consent Calendar approved
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	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. 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>PLAN</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>Ms. Osborne noted that while there has been improvement, there is still opportunity to refine materials and presentations.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>Ms. Osborne suggested and the Committee agreed that a draft Education Plan should be included in the Board Action Plan.</p>	
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	<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>	
<p>7. FY20/FY21 BOARD MEMBER COMPETENCIES</p>	<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>	
<p>8. OCTOBER 2020 BOARD AND COMMITTEE EDUCATION SESSION</p>	<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>	<p><i>Education Session agenda recommended for approval</i></p>
<p>9. FEBRUARY 2021 BOARD RETREAT PLANNING</p>	<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>	

<p>10. ADJOURN TO CLOSED SESSION</p>	<p>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</p>	<p><i>Adjourned to closed session at 6:53pm</i></p>
<p>11. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>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).</p>	
<p>12. AGENDA ITEM 15: FY21 PACING PLAN</p>	<p>There were no comments on the pacing plan.</p>	
<p>13. AGENDA ITEM 16: ROUND TABLE DISCUSSION</p>	<p>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.</p> <p>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.</p>	
<p>14. AGENDA ITEM 17: ADJOURNMENT</p>	<p>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</p>	<p><i>Meeting adjourned at 7:07pm</i></p>

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

 Peter C. Fung, MD
 Chair, Governance Committee

Governance Committee

Approved June 2, 2020 (September 1, 2020)

FY21 GC Pacing Plan – Q1		
July 2020	August 4, 2020	September 2020
<p style="text-align: center;"><i>No scheduled meeting</i></p> <p><i>At each meeting:</i></p> <p>Regular Consent Calendar Items: Minutes, Committee Recruitment Update, Article of Interest</p> <p>Other Regular Items:</p> <ul style="list-style-type: none"> - Board Recruitment Update - Report on Board Actions - FY21 Pacing Plan - Roundtable <p style="color: red;">Launch Board and Committee Self-Assessments</p>	<ul style="list-style-type: none"> - Consider Hospital Board Member Competencies for FY21/22 - Planning for October Joint Education Session - Planning for February Board Retreat - Review Annual Board and Committee Self-Assessment (BSA) Results and Develop Action Plan for the Board 	<p style="text-align: center;"><i>No scheduled meeting</i></p>
FY21 GC Pacing Plan – Q2		
October 6, 2020	November 2020	December 2020
<ul style="list-style-type: none"> - Final Planning for October Joint Education Session - FY21/22 Board Education Plan - <u>Review Policy and Procedure for Advisory Committee Member Nomination and Selection</u> - <u>February Board Retreat Planning</u> - <u>Governance Committee Self-Assessment Results</u> <p style="text-align: center;">Wed. 10/28/2020 Board & Committee Joint Education Session</p>	<p style="text-align: center;"><i>No Scheduled Meeting</i></p>	<p style="text-align: center;"><i>No scheduled meeting</i></p>

Governance Committee

Approved June 2, 2020 (September 1, 2020)

FY21 GC Pacing Plan – Q3		
January 2021	February 2, 2021	March 30, 2021
<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Planning April Education Session - Final Planning for February Board Retreat - Review and Recommend Annual Board Self-Assessment Tool - Assess Progress on FY21 Board Action Plan - <u>Review Board Officer Nomination and Selection Procedures</u> - <u>FY21 Board Member Competencies</u> 	<ul style="list-style-type: none"> - Set FY22 Governance Committee Dates - Develop FY22 Governance Committee Goals - Final Planning April Education Session - Review Process for Election and Re-Election of NDBM's to the ECH Board - Assess Governance Structure Resiliency During COVID-19 Pandemic Response and Recovery
FY20 GC Pacing Plan – Q4		
April 2021	May 2021	June 1, 2021
<i>No scheduled meeting</i>	<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Review and Recommend all FY22 Committee Goals to Board - Assess Progress on FY21 Board Action Plan - Review Proposed FY22 Advisory Committee and Committee Chair Assignments - Review Committees' progress against FY21 Goals - Confirm Self-Assessment Sent to District (from GC charter) - Finalize FY22 Master Calendar (for Board approval in June) - Assess ECH Board Structure
<p>Wed. 4/28/2021 Board & Committee Educational Gathering</p>	<p>Launch Board Self-Assessment</p>	

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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: October 13, 2020
Subject: Update on Board and Advisory Committee Recruitment

Purpose:

To inform the Governance Committee regarding recruitment efforts for the Board and Board's Advisory Committees.

Summary:

1. Situation:
 - A. Advisory Committees: On September 9, 2020, the Board appointed Wayne Doiguchi to the Finance Committee. In addition, the Board appointed Rich Juelis to the Investment Committee. Mr. Juelis resigned from the Finance Committee which now consists of three Board members and 3 Community members.
 - B. Board of Directors: Director Watters' first term expires in December 2020; he is eligible for three additional three-year terms. Director Kalbach's first term expires on June 30, 2021; he is eligible for two additional three-year terms, and perhaps a third two and one – half year term. Director Kalbach has chosen not to run for election to the District Board in November. Director Chen's second term expires on June 30, 2021. He is eligible for two additional three-year terms.
2. Authority: Review of Board and Advisory Committee composition are within the Governance Committee's chartered responsibilities.
3. Background:
 - A. Advisory Committees: Per its Charter the Finance Committee may have up to four Community members. It is actively recruiting for a candidate that would add gender diversity to the Committee.
 - B. Board of Directors: The District Board's Pacing Plan allows for the appointment of an Ad Hoc Committee in October to consider and make recommendations regarding the re-election of Directors Kalbach, Watters, and Chen. If the Ad Hoc Committee is appointed, it could begin its work shortly thereafter, or may choose to wait until after the November 2020 election when the composition of the Board is clear.
4. Assessment: N/A
5. Other Reviews: N/A
6. Outcomes: N/A

List of Attachments: None.

Trustee Insights

LEVERAGING TECHNOLOGY



The Socially Distant Board Room: Maximizing Virtual Governance

Embracing the realities of virtual governance structures

BY LAURA ORR

Gone are the days of “that would never work.” Despite strained systems and great disruption, the COVID-19 public health crisis has yielded benefits across many facets of daily work and life. For health care organizations, the crisis revealed a heightened and profound ability to adapt quickly and embrace rapid cycle improvement.

Health care governing bodies are rooted in traditional structure and process, and board cultures are fostered through group dialogue and relationship building. As safety

measures were implemented to manage viral spread, board rooms across the country went dark. At the same time, the need for board involvement greatly increased. Organizations reacted quickly to adopt virtual meeting platforms, adapting practices to maintain effective governance. As it becomes clear the social distancing impact of COVID-19 will be sustained, now is the time to evaluate and enhance the virtual experience.

Board meetings have traditionally been the primary mechanism for sharing information, making decisions and creating connection. The sudden transition to virtual meetings created change and challenge. Board members and senior executives alike are adapting to

new logistics and unfamiliar ways of interacting. And yet, an engaged and effective board has never been more important. Against this backdrop, it is imperative to maximize board meetings in a virtual environment. With a few months of experience, executive teams and board chairs should collaborate on ways to reenergize the dialogue and interaction.

Meeting Frequency and Timing

Take a fresh look at the frequency and timing of board meetings. Virtual meetings may foster a sense of disconnection, and it may be necessary to increase the frequency of meetings with board members. This could mean shorter, more frequent meetings, or adding educational opportunities between formal meetings. Also evaluate the timing of regularly scheduled meetings. If board meetings are typically scheduled over lunch or dinner, those times may not be optimal when you are not physically sharing a meal. Instead, consider a meeting time that best suits remote work schedules, and always allocate breaks during long meetings. Making small tweaks to the current meeting schedule could yield increased participation and engagement.

Agenda Development

Under the best of circumstances, it is challenging to create a board meeting agenda that allows for infor-

mation sharing, education and strategic dialogue while also addressing fiduciary obligations.

The virtual meeting platform is an opportunity for senior executives and board chairs to reevaluate meeting agendas. If meetings feel rushed, without enough time for strategic dialogue, reduce agenda content by 25%. Critically evaluate potential topics and reserve the agenda for those requiring discussion and action. While it can be challenging at first, allowing ample discussion is critical for strategic alignment and engaged decision-making.

If fewer topics will be addressed during the meeting, it is crucial to ensure the board receives other key updates and information. Provide executive summary briefings on key topics in the meeting materials circulated in advance. Provide enough context and content to be meaningful and also be brief enough to be engaging. Preread materials can replace traditional agenda items such as committee reports, market updates and timely operational changes. These preread materials become critical for education and information sharing and to enable maximum utilization of prime meeting time. Try it. Ask for feedback. Keep adjusting.

Relationship Building

Casual conversations as people are gathering for a meeting or lingering afterward cannot be completely replaced. Sharing stories about family, current events and work builds camaraderie and trust. Get creative in leveraging virtual meeting

platforms for this softer but critically important element of effective governance. Partner with internal or external IT resources to bring innovation to virtual board meetings. Open the meeting early to allow casual dialogue among board members and staff as they join the session. Build time into the agenda for intentional informal connection.



Consider using breakout functionality within the virtual platform for small group chats and provide questions to facilitate these brief conversations. Embrace the opportunity to interact with colleagues and board members in personal settings. Have some fun and don't be afraid to comment on the dog walking across the screen or the snack the board chair is enjoying.

You may find that virtual meetings bring improved attendance as members don't have to add in driving or transition time to attend. Get creative and leverage this shift to enhance governance and engagement.

Connection Outside of Meetings

While board meetings are the cornerstone of governance activity, connection outside of meetings is now increasingly important.

Consider adding brief check-in calls between formal meetings. These calls should be optional with a brief agenda and time for questions and

interaction. The senior leadership team and board chair also can hold individual calls with board members to solicit feedback and provide updates. By rotating these touchpoints among the team, the time commitment is modest and the opportunity to build stronger board relationships extends across the leadership team. Regular email updates are another opportunity to stay connected with the board. While email does not provide the same level of interaction, key operational and strategic updates can foster a sense of connection to the work within

the organization.

Board Member Responsibilities

The fiduciary duty of care requires board members to commit the necessary time, attention and curiosity to advance the organization's mission. Governance supported by a virtual or hybrid platform requires trustees to recommit and potentially expand the behaviors associated with this important responsibility.

Preparing for meetings by reading any advanced materials is more important than ever, to enable efficiency and the opportunity to seek clarifications in advance

or during the meeting. It also is important for members to interact as they would during a traditional meeting. While this interaction may be through a chat box or a virtual hand raise, it is necessary to ensure a two-way dialogue. A virtual meeting platform can make it easy and tempting to multitask. Members should approach the virtual meeting with the same attention and focus as if they were in the board room. Finally, members

should proactively reach out to the senior leadership team with questions or feedback to enhance the governance experience.

In a time when strong leadership is paramount, we must embrace the realities of virtual governance structures, and adapt just as we have done so during this time to serve our patients and protect our staff. If we are intentional and creative, we

can keep board members informed and engaged while maintaining relationships and infusing the “humaness” factor into governance.

Laura Orr (LOrr@chw.org) is chief strategy and governance officer at Children's Wisconsin, based in Milwaukee.

Please note that the views of authors do not always reflect the views of the AHA.



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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: October 13, 2020
Subject: Report on Board Actions

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

Summary:

1. **Situation:** It is important to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive, but 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 Governance Committee, the Hospital Board has met twice and the District Board has met twice. In addition, since the Board has delegated certain authority to the Executive Compensation Committee, the Compliance and Audit Committee, and the Finance Committee, those approvals are also noted in this report.

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	August 12, 2020	<ul style="list-style-type: none"> - FY21 Organizational Performance Goals - FY20 Period 12 Financials - FY21 Capital and Operating Budget - Increased Funding For Radiation Oncology Equipment - Medical Staff Report Including Credentials and Privileges Report
	September 9, 2020	<ul style="list-style-type: none"> - FY21 Period 1 Financials - Medical Staff Report Including Credentials and Privileges Report - Appointment of Rich Juelis to the Investment Committee - Appointment of Wayne Doiguchi to the Finance Committee
ECHD Board	August 12, 2020	<ul style="list-style-type: none"> - FY21 ECHD Consolidated and Stand Alone Budgets - Resolution Setting Annual Tax Appropriation Limit (Gann Limit)
	September 10, 2020	<ul style="list-style-type: none"> - Disbanded Compliance Issue Ad Hoc Committee
Executive Compensation Committee	July 28, 2020	<ul style="list-style-type: none"> - FY21 CFO Base Salary
	September 22, 2020	<ul style="list-style-type: none"> - FY20 (Non-CEO) Executive Goal Scores and Performance Incentive Plan Payouts - FY21 (Non-CEO) Executive Base Salaries
Compliance and Audit Committee	N/A	

Report on Board Actions
October 13, 2020

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
Finance Committee	July 27, 2020	- Funding for Replacement Sterile Processing Equipment NTE \$1.85 million
	September 29, 2020	- Recommended for Approval – FY21 Period 2 Financials (including COVID-19 Recovery Plan)

List of Attachments: None.

Suggested Committee Discussion Questions: None.

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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: October 13, 2020
Subject: October 2020 Joint Board and Committee Education Session

Recommendation(s):

To recommend that the Board approve the revised agenda for the Joint Board and Committee Education Session.

Summary:

1. **Situation:** The Board continues to request ongoing education to support its work. As well, ongoing Board education is considered a best practice, vital to effective Board functioning.
2. **Authority:** It is within the Committee's chartered responsibilities to recommend educational activities, Hospital Board and Committee member education, training, and development.
3. **Background:** During the joint educational session in April 2020, which was canceled due to the pandemic, we had planned to discuss "Achieving Optimal Governance" during which we hoped to engage in a discussion comparing and contrasting the roles of management, the Committees and the Board. In addition, the community members of the Board's Advisory Committees continue to express interest in at least annual updates on the Strategic Plan Implementation. Finally, the organization is undertaking a strategic planning process that we hope will culminate in approval of an updated strategic plan by April 2021.

At this committee's last meeting we discussed the following agenda:

- A. Full Group: Update on the current Strategic Plan implementation by Dan Woods
- B. Full Group: Introduction to current strategic planning process by Dan Woods
- C. Small Group Break-Out Sessions: Achieving Optimal Governance, led by members of the Governance Committee. There is pre-learning material provided by the Governance Institute and staff will prepare presentation materials.

Subsequently, the Board approved the agenda. As well, Dan Woods and I have discussed with several Committee members how to best to utilize the group's time given that we now know the session will be conducted remotely due to the pandemic and the ongoing prohibition against large gatherings.

The current recommendation is as follows:

- A. Full Group: Short presentation on the implementation of the current Strategic Plan
- B. Full Group: Panel Discussion – Panel comprised of Board and Community Committee members to be selected by Peter Fung, Gary Kalbach, and Dan Woods. Moderator to be selected by Dan Woods. Small set of panel questions to be prepared by Dan Woods and Cindy Murphy and submitted to Peter Fung and Gary Kalbach for approval. Questions will also be taken from participants in advance of the meeting

October 2020 Joint Board and Committee Education Session
October 13, 2020

- C. Full Group: Presentation of timeline for Board engagement in the new Strategic Planning Process
 - D. Elimination of the “Achieving Optimal Governance” topic
2. Assessment: N/A
 3. Other Reviews: None.
 4. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions:

1. Does the Committee agree with the proposed agenda?
2. Does the Committee have any suggestions for panel questions?

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

To: El Camino Hospital Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: October 13, 2020
Subject: FY21 Board Education Plan

Recommendation(s):

To recommend that Board adopt the proposed Board Education Plan for the remainder of FY21.

Summary:

1. **Situation:** In the last quarter of FY20 and the first quarter of FY21, the Board participated in a self-assessment facilitated by Via Healthcare Consulting. As part of the assessment, the board was asked to identify major education topic(s) they would like to focus on in the coming year. At its meeting on September 23, 2020, the Board requested that a Board Education Plan be developed as part of its annual Board Action Plan.
2. **Authority:** The Governance Committee is responsible for recommending board education to the Board.
3. **Background:** We are recommending the attached Board Education Plan, based both on the Committee Self-Assessment Results and the recommendations of the Governance Institute. As proposed, the education plan will utilize a variety of external resources. Board members will be asked to review the materials as part of the board meeting packet and come prepared to engage in a group discussion.
4. **Assessment:** The proposed education plan will assist the Board in completing its Action Plan which will be presented at an upcoming Board meeting.
5. **Other Reviews:** None.
6. **Outcomes:** After approval of the proposed education plan by this Committee, the Plan will be proposed to the Board for final approval. Upon final approval by the Board, staff will work to implement the Plan.

List of Attachments:

1. Proposed Board Education Plan

Suggested Committee Discussion Questions:

1. How will each of the proposed components of the plan prepare the Board to satisfy its duties to the organization?
2. Once adopted, should Board members be required to complete the education plan?

El Camino Hospital
2020 Proposed Board Education Plan

Governance best practices recommend that boards dedicate a portion of every board meeting to ongoing education on topics relevant to the hospital and board member interests. Below is a suggested calendar with topics. The board should have a conversation to identify other topics and speakers to further suit their needs and interests.

	Meeting Date	Education Topic	Presenter
1.		Building an Outpatient Strategy	
2.	February Retreat	Understanding System-ness and Promoting System Alignment	
3.		Building a Reliable Culture of Safety	
4.		Board Oversight of Quality in the Telehealth Era	
5.		Technology and Cyber Security	
6.		Assessing and Renewing Board Governance	
7.		The Role of the Board in Employee Engagement	
8.		Best Practices in Board Succession Planning	

Prepared by



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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: October 13, 2020
Subject: Annual Board Retreat

Recommendation(s):

To recommend that the Board approve an agenda for the Annual Board Retreat in February 2021.

Summary:

1. Situation: The Board continues to request ongoing education to support its work. As well, ongoing Board education is considered a best practice, vital to effective Board functioning.
2. Authority: It is within the Committee's chartered responsibilities to recommend educational activities, Hospital Board education, training and development.
3. Background: At its last meeting, the Committee suggested that the annual Board Retreat be focused on the following topics:
 - a. Status of and Board Engagement on the Strategic Planning Work
 - b. Understanding Systemness
 - c. Promoting System Alignment
4. Assessment: N/A
5. Other Reviews: None.
6. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions:

1. Does the Committee still agree that these are the appropriate topics for the February Board Retreat?
2. Assuming the meeting will be held remotely, what format should we use?
3. Should we engage an outside facilitator for items 3b and 3c?

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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: October 13, 2020
Subject: Approval of Draft Revised Advisory Committee Community Member Nomination and Selection Policy and Procedure (P&P)

Recommendation:

To recommend Board approval of the attached P&P, as revised.

Summary:

1. **Situation:** The Committee and the Board last reviewed the attached P&P in 2015. Best practices suggest that policies and procedures should be reviewed regularly to confirm relevance and efficiency. ECH reviews its operational policies and procedures every three years.
2. **Authority:** It is within the Governance Committee's Charter to (a) monitor and recommend improvements or changes to the on-going governance process and procedures of the Hospital Board in order to enhance overall efficiency of the Board and Advisory Committee Structure and (2) recommend updates to the Organization's governance policies where necessary and as required by legal and regulatory agencies.
3. **Background:** The Committee developed the P&P and the Board approved them in 2013. Subsequently, in FY2015, the Board approved the Committee's proposed revisions to reduce inefficiencies in the Procedures. The P&P have been implemented numerous times in recruitments for each of the Board's Advisory Committees.
4. **Assessment:** The proposed revisions reflect how the P&P has been implemented (*i.e.*, the appointment of an ad hoc committee to initiate the recruitment efforts followed by interviews before the whole committee and finally Board approval). The revisions also clarify that the P&P are only applicable to the Community Members of the Committees as defined in the Committee Charters.
5. **Other Reviews:** None.
6. **Outcomes:** Additional consistency for and clarity of the Policy and Procedure for Nomination and Selection of Community Members of the Board's Advisory Committees.

List of Attachments:

1. Policy
2. Procedures

Suggested Committee Discussion Questions:

1. Do the revisions help clarify and provide for additional consistency?
2. Is the Procedure, as revised, a good one for recruiting Community members of the Advisory Committees?



EL CAMINO HOSPITAL
HOSPITAL BOARD ADVISORY COMMITTEE MEMBER NOMINATION AND
SELECTION POLICY

**XX.XX HOSPITAL BOARD ADVISORY COMMITTEE COMMUNITY MEMBER
NOMINATION AND SELECTION POLICY**

A. Coverage:

El Camino Hospital Board Advisory Committees

B. Adopted:

June 12, 2013;

C. Policy:

It is the policy of ECH that appointment of Hospital Board Advisory Committee Community Members to vacant or newly created positions follow the procedure set forth in the attached Document entitled:

**Hospital Board Advisory Committee Community Member Nomination and Selection
Procedure**

1. Length of Service and Term Limits for Committee Members

As provided in the Committee Charters, Committee Community Members will serve a term of one (1) year, renewable annually.

D. Reviewed:

Governance Committee March 31, 2015; October 13, 2020
ECH Board Approved April 8, 2015

**EL CAMINO HOSPITAL
HOSPITAL BOARD ADVISORY COMMITTEE COMMUNITY MEMBER
NOMINATION AND SELECTION PROCEDURES**

Adopted February 12, 2014
Revised (Approved) April 8, 2015
Draft Revised October 13, 2020

**01.07 HOSPITAL BOARD ADVISORY COMMITTEE COMMUNITY MEMBER
NOMINATION AND SELECTION PROCEDURES**

- A. Coverage: El Camino Hospital Board Advisory Committees
- B. Adopted: 2/12/2014
- C. Procedure Summary:

The nomination and selection of each Hospital Board Advisory Committee (Advisory Committee) member (Member) shall follow the procedures below.

D. Procedure for Nominating and Appointing an Advisory Committee Community Member:

1. **Eligibility and Qualifications**

Each Advisory Committee shall determine minimum qualifications and competencies for its Members. In addition, the Governance Committee will periodically conduct a strategic assessment of the respective Advisory Committee's membership needs and ensure that it evolves with the Hospital's strategy.

2. **Nomination and Declaration**

- a. Nominations for Advisory Committee Community Membership may be received from any source.
- b. The Director, Governance Services~~Board Liaison~~ will notify the Board, the Advisory Committee members, the Executive Leadership Team and the public of all vacancies for which new Advisory Committee Community Members are being recruited.
- c. A candidate shall submit an application to the Director, Governance Services~~Board Liaison~~ that includes reason(s) the candidate wishes to serve, the candidate's relevant experience and qualifications, potential conflicts of interest including any personal or professional connections to ECH, a release to permit ECH Human Resources to conduct a background check, and specifies which Advisory Committees that the candidate wishes to be considered for.
- d. -If the interested candidate is currently serving on another Advisory Committee at ECH, the candidate shall notify the Chair(s) of the Advisory Committee with a vacancy and the Advisory Committee on which they are serving. The interested candidate shall also notify the Director, Governance Services~~Board Liaison~~,

provide all application materials, and be subject to all other requirements of this procedure.

- e. All candidates will be considered in the candidate due diligence process.
- f. In the event that no qualified candidates can be found through the routine recruitment procedures of the Hospital, the ~~Committee~~Board may, in its discretion, obtain the services of a recruiting firm to identify qualified candidates.

3. **Review of Candidates and Selection of New Members.**

- a. ~~Any committee recruiting new members shall appoint an Ad Hoc Committee comprised of two members to recruit new members. The Committee Chair shall be given first right of refusal to serve as a member of the Ad hoc Committee.~~
- b. ~~The Director, Governance Services~~Board Liaison will forward the names and resumes of all applicants to the Executive Sponsor and the members of the Chair of the Advisory Committee with any vacancy or, if appointed by the Committee, to the members of an Ad hoc Committee for review.
- c. ~~The Ad hoc Committee, in consultation with the Executive Sponsor, shall (1) select and interview first round candidates and (2) select ~~finalist~~finalists for interview by the full Committee.~~
- a. ~~The Committee will interview ~~finalists~~finalists and recommend appointments to the Board for approval~~
- b.d. ~~At the request of the Chair of the Advisory Committee, current Advisory Committee Members, and the Advisory Committee Chair shall select and interview the final slate of candidates and will recommend the top finalist(s) to the Board.~~
- e.e. The Board shall appoint the Advisory Committee Members in accordance with the Hospital Bylaws.

4. **Obtaining Approval to Increase the number of Community Members of an Advisory Committee**

- a. If an Advisory Committee Chair proposes to increase the number of Community Members of such Chair's Advisory Committee, then the Advisory Committee Chair must submit a brief description of the need (e.g., gap in skill-set) for an increase in membership to the Governance Committee.
- b. Upon review of the request, the Governance Committee shall make a recommendation to the Board whether the Community membership of such Advisory Committee should be increased.

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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services; Erica Osborne, Via Healthcare Consulting
Date: October 13, 2020
Subject: Governance Committee Self-Assessment Review

Purpose: To discuss the results of the Committee Self- Assessment and reach consensus on: 1) two (2) “Committee Self-Improvements” the Committee as a whole would like to achieve in FY21 and 2) what measures it will take to achieve them.

Summary:

1. **Situation:** Every other year, the El Camino Hospital Board’s Advisory Committees participate in a Self-Assessment. In late June, six of seven committee members responded to a survey administered by Via Healthcare Consulting. The survey consisted of 15 questions and an opportunity for open-ended responses.
2. **Authority:** The Governance Committee Charter provides that it will ensure that each Committee participates in a biennial self-assessment.
3. **Background:** Governance best practices call for boards and their committees to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help a committee ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to the board, the community and external regulators.
4. **Assessment:** The attached report provides a summary of the findings that were identified during the process and includes recommendations for the committee’s consideration.
5. **Other Reviews:** In its August 2020 review, the Governance Committee also reviewed each of the other Committee Self-Assessment reports and agreed that there is an opportunity for more robust communication between the Board and the Committees.
6. **Outcomes:** N/A

List of Attachments:

1. Governance Committee Self-Assessment Report and Executive Summary

Suggested Committee Discussion Questions:

1. What improvements would the Committee like to focus on for FY21?
2. What measures should the Committee take to achieve those improvements?



2020

**Governance Committee Self-
Assessment Report**

Prepared by



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Introduction and Executive Summary

In the interest of enhancing its committee effectiveness, members of the El Camino Hospital (ECH) Governance Committee participated in a committee self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the findings that were identified during the process and includes recommendations for the committee's consideration.

Governance best practices call for boards and their committees to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help a committee ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to board, the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

Executive Summary

GC members strongly believe the committee is performing well as is indicated by ratings of 4.0 or higher in all but one of the areas of focus. Key areas of strength include:

- All members indicate they are confident that the committee understands and effectively and efficiently carries out its responsibilities.
- There is strong agreement that the committee receives sufficient information and education to be able to appropriately assess issues and provide informed recommendations to the board.
- All believe meeting frequency and duration are appropriate and that meetings are effective and promote meaningful discussion.

While the committee believes it is working well, the assessment did identify several opportunities to further strengthen its performance.

- As with all committees, more effective bi-directional communication between the committee and the board would better inform the committee's work.
- Although there is agreement that current composition is appropriate, the group may benefit from even further attention to diversity (i.e., gender, race, ethnicity, age) when recruiting new members.
- The committee would like discussions framed around giving greater consideration to new and different perspectives.
- While most agree that current orientation practices are appropriate, the committee might consider reviewing its process to ensure all members understand what is available. It might also be an opportunity to determine how it could be enhanced.

These results will be discussed with committee members at the October 2020 committee meeting. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the committee as a whole, not of the individual committee members. In addition, it was focused on the governance of the organization, not its management or operations.

Overview of the Process

A customized committee assessment was administered via the Microsoft Forms online survey tool. Committee members were asked to rate their level of agreement with 15 statements of committee effectiveness using a scale of 1-5 from strongly agree to strongly disagree. The self-assessment also invited open-ended responses. Six out of seven GC members responded.

Recommendations

Based on the results of the 2020 ECH Committee Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider the following recommendations. In addition, additional education topics requested are listed.

RECOMMENDATIONS

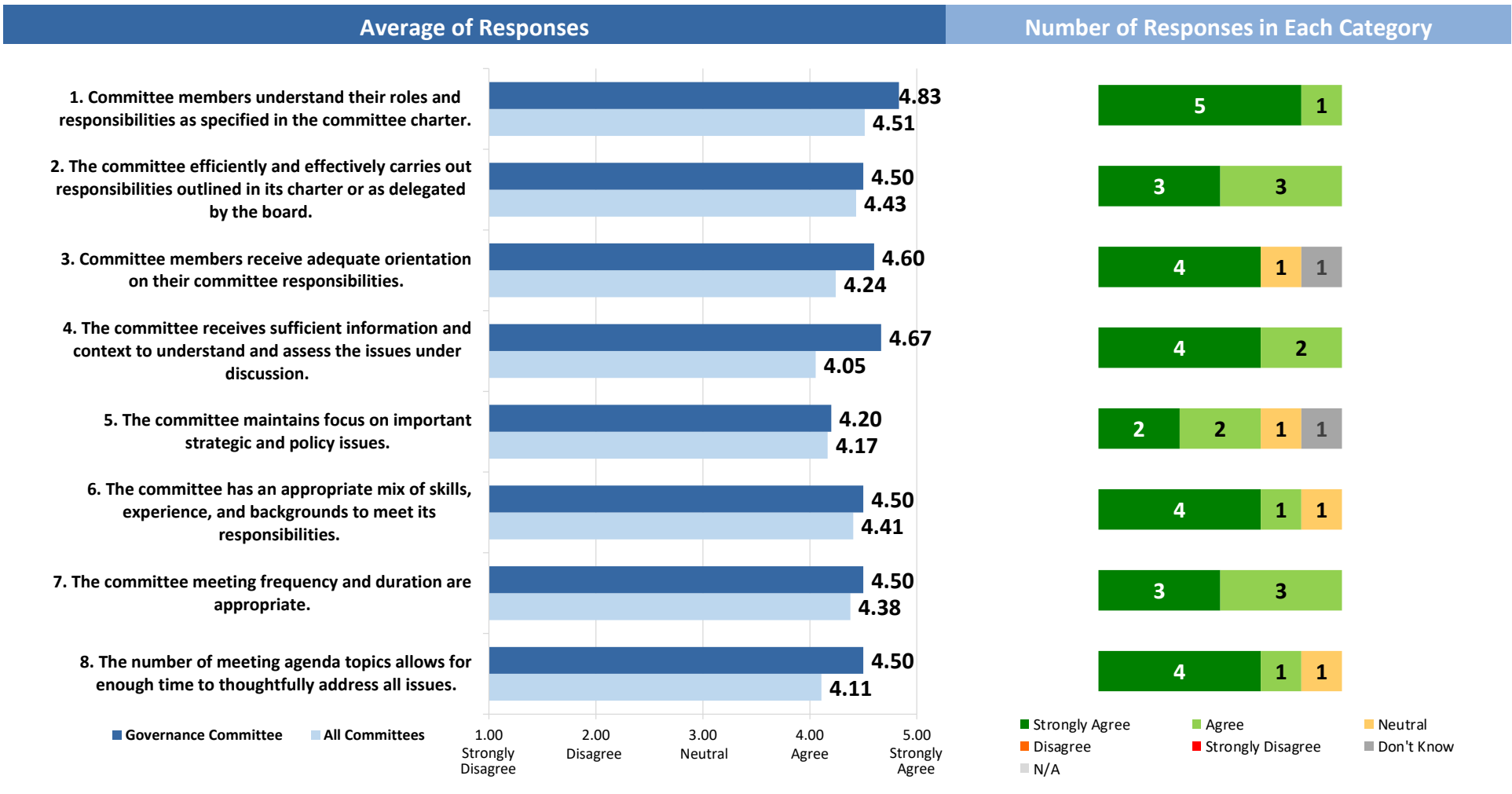
1. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on the Board self-assessment*).
 - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee's work as well as feedback on the committee's performance and the board's rationale for accepting or rejecting committee recommendations.
 - Committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
2. Consider whether all committees would benefit from the development of a more intentional approach to new committee member recruitment that focuses on increasing ethnic and racial diversity while maintaining the caliber of the current membership.
3. Conduct a review of the current committee orientation process to:
 - Ensure members of all committees are aware of and take advantage of this valuable practice
 - Current practices are up to date, comprehensive and utilize best practices.
4. Discuss and identify ways to better engage the board around the issue of governance effectiveness.

ADDITIONAL EDUCATION TOPICS TO BE COVERED OVER THE NEXT YEAR:

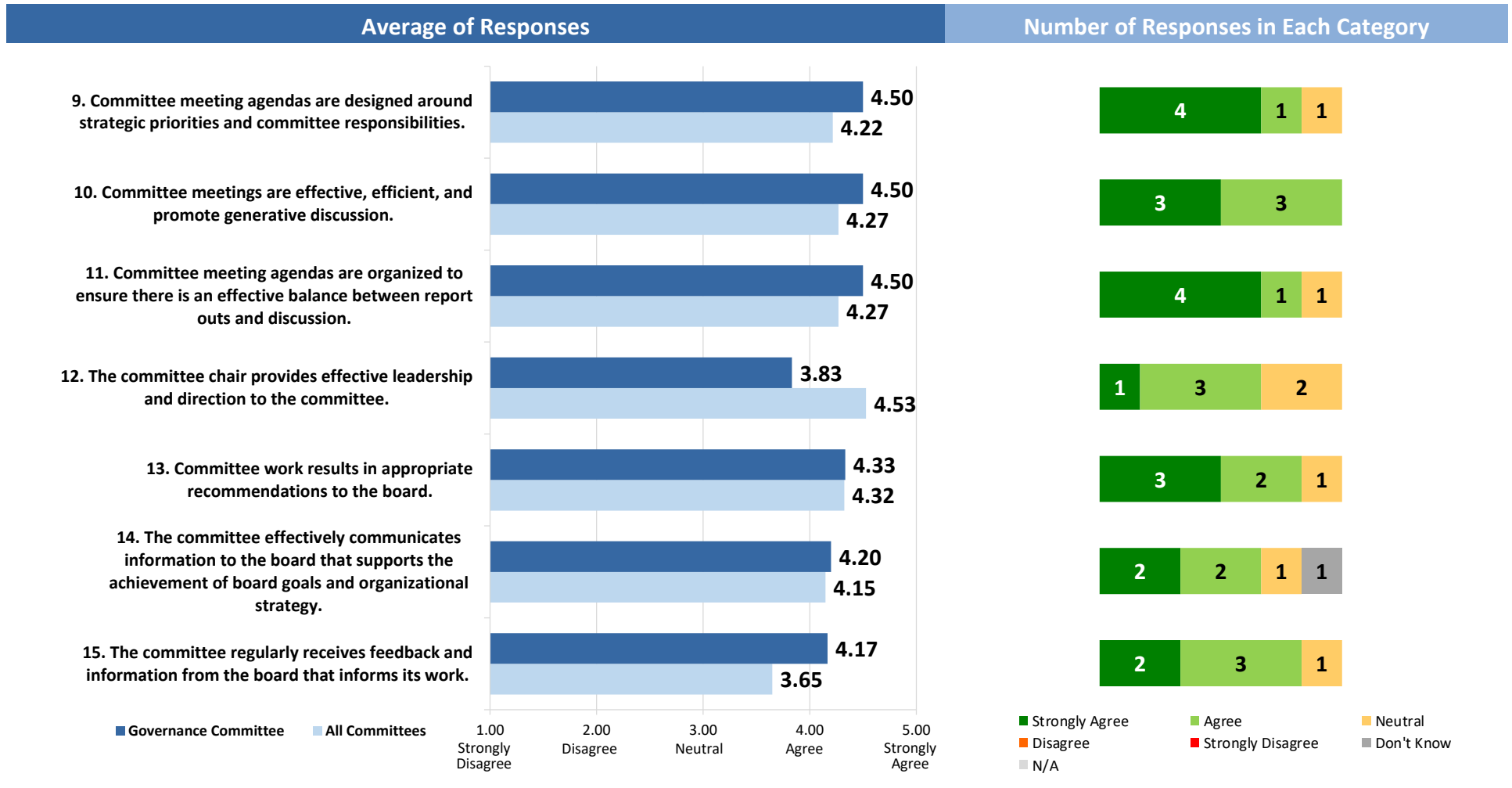
1. Review of the ECH Governance committee orientation process, including topics covered and information shared
2. Industry information, particularly market and trend information

Committee Self-Assessment Survey Results

Governance Committee Self-Assessment Results



Governance Committee Self-Assessment Results (cont.)



Summary of Comments for Committee Performance Improvement:

- Committee is highly effective today, but needs to constantly "sharpen the saw" to make sure we are focused on high value matters. We have recently added two new members and need to make sure we get the most out of them without losing high effectiveness.
- Majority of committee members and staff members have agreed that the Governance Committee is one of the highest performing committees of the Board.
- There may be need for better reporting to the Board rather than items placed on consent agenda without much discussion during the Board meetings.
- The Chair is at times hard to follow. He appears to have pre-conceived opinions and is not always open to new ideas.
- We should give more consideration to diversity (gender, ethnicity, age, experience) when recruiting new members.

Suggestions for Additional Education:

- There have been heavy emphasis on education on Governance issues in the last 1 to 2 years. Hopefully the newer members, as well as the older members, will take advantage of the educational opportunities available.
- More information on what orientation new Governance Committee members received
- Industry information, particularly market and trend information

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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: October 13, 2020
Subject: Roundtable Discussion

Purpose:

To review the effectiveness of the Committee's meeting.

Summary:

1. Situation: How effective was this meeting?
2. Authority: N/A
3. Background: We included an excerpt from the Governance Institute's "Elements of Governance" Series titled "Board Committees" in the Committee's February 6, 2018 packet. Committee Chair Fung asked that we include the questions posed in the "Committee Meeting Effectiveness Assessment Options" section for the Committee to discuss at the conclusion of the meeting.
4. Assessment: N/A
5. Other Reviews: N/A
6. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions:

1. Brief discussion topics: what worked well/should be repeated? What should be changed/added/deleted?
2. Were the meeting packet and agenda helpful?
3. Did key issues receive sufficient attention?
4. Did we spend the right amount of time on each issue?
5. Was there a significant amount of discussion (vs. presentation)?
6. Were discussions kept at the governance level?
7. Did all members participate fully?
8. Did we hold ourselves accountable to the rules of engagement?