

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, June 1, 2021 – 5:30pm

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: 979-9312-8485#. 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		5:30 – 5:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 5:32 – 5:33
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 5:33 – 5:36
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 Committee Meeting (3/23/2021) Information b. FY21 Pacing Plan	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 5:36 – 5:38
5. REPORT ON BOARD ACTIONS	Peter C. Fung, MD, Chair		information 5:38 – 5:41
6. PROGRESS AGAINST FY21 COMMITTEE GOALS	Peter C. Fung, MD, Chair		information 5:41 – 5:51
7. PROPOSED FY22 MASTER CALENDAR	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 5:51 – 6:01
8. PROPOSED FY22 GOVERNANCE COMMITTEE GOALS	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:01 – 6:16
9. PROPOSED FY22 ADVISORY COMMITTEE GOALS	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:16 – 6:31
10. PROPOSED FY22 COMMITTEE AND LIAISON ASSIGNMENTS	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:31 – 6:41

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
11. GOVERNANCE COMMITTEE CONSULTANT INTERVIEWS a. Via Consulting b. Spencer Stuart COMMITTEE DELIBERATION	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:41 – 7:51 6:41-7:06 7:06-7:31 7:31-7:51
12. ADJOURN TO CLOSED SESSION	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 7:51-7:52
13. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 7:52-7:53
14. 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> – Minutes of the Closed Session of the Governance Committee Meeting (3/23/2021)	Peter C. Fung, MD, Chair		motion required 7:53-7:54
15. ADJOURN TO OPEN SESSION	Peter C. Fung, MD, Chair		motion required 7:54 – 7:55
16. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Peter C. Fung, MD, Chair		information 7:55 – 7:56
17. FY22 PACING PLAN	Peter C. Fung, MD, Chair		discussion 7:56 – 7:57
18. ROUND TABLE DISCUSSION	Peter C. Fung, MD, Chair		discussion 7:57 – 8:00
19. ADJOURNMENT	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 8:00pm

Upcoming Meetings: August 3, 2021, October 5, 2021



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, March 23, 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

Ken Alvares**
Peter C. Fung, MD, 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 5:32 pm by Chair Fung. A verbal roll call was taken. Ms. Lai joined the meeting at 5:40pm during Agenda Item 6: Planning Board Education. All other Committee members were present at roll call. All Committee members participated via videoconference pursuant to Santa Clara County’s shelter in place order. A quorum was present pursuant to State of California Executive Orders N-25-20 dated March 12, 2020 and N-29-20 dated March 18, 2020.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Fung asked if any member of the Committee or the public wished to remove an item from the consent calendar. Mr. Alvares requested an amendment to the time of Adjournment (Item 17) in the Minutes of the Open Session of the Governance Committee Meeting (02/02/2021) from 5:45 to 6:45.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (02/02/2021) as amended, FY22 Governance Committee Meeting Dates and for information: FY21 Pacing Plan.</p> <p>Movant: Kasperzak Second: Moran Ayes: Alvares, Fung, Kasperzak, Moran, Rebitzer Noes: None Abstentions: None Absent: Lai Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Fung reported that the Hospital Board is meeting to discuss the strategic plan.	

<p>6. PLANNING BOARD EDUCATION</p>	<p>Christina Lai joined at 5:40 pm.</p> <p>Chair Fung explained that the cancelled “systemness” education discussion on February 24, 2021 should be re-visited and led by Dan Woods, CEO, who is more knowledgeable about the topic than the Board members. He requested that some literature or other reading material be provided to the Board before the next Board meeting, so the Board can be prepared.</p> <p>Dan Woods, CEO, suggested that “systemness” can be covered in the April 28, 2021 education meeting and fits well alongside an update on and socialization of strategy.</p>	
<p>7. ASSESS GOVERNMENT STRUCTURE RESILIENCY DURING COVID-19 PANDEMIC RESPONSE AND RECOVERY</p>	<p>Chair Fung asked Mr. Moran to explain his proposition to engage in dialogue regarding how effective the Hospital Board was in assisting management during the shock that was the Covid-19 pandemic. When asked about how this dialogue should be presented, Mr. Moran mentioned that speaking with Dan Woods, CEO, and management about what did and did not work would be an effective start due to the fact that the pandemic is still ongoing and this conversation will likely happen again in the future.</p> <p>Dan Woods, CEO, said he believes it should be a double-sided conversation, allowing the Hospital Board and Committees to express what worked and did not work for them as well.</p> <p>Chair Fung said this conversation can begin in a CEO report at the Hospital Board Meeting on April 7, 2021.</p>	
<p>8. APPOINTMENT OF RFP AD HOC COMMITTEE RE: GOVERNANCE CONSULTANT AND COMMITTEE REPORT</p>	<p>Mr. Alvares expresses his disappointment with the fact that only two consultants are submitting proposals for an outside governance consultant role. He believes this is a desirable position if it is well presented to the right people. Dan Woods, CEO, agrees and proposes to adjust the time frame to get two additional consultants to respond.</p> <p>In response to Ms. Lai’s question, Mr. Woods, CEO, stated that he will reach out to a national network of CEOs and some executive search firms.</p> <p>Motion: To appoint Dr. Peter Fung and Mr. Ken Alvares to the Governance Consultant RFP Ad Hoc Committee.</p> <p>Movant: Rebitzer Second: Moran Ayes: Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Approval of adding Chair Fung and Mr. Alvares to the ad hoc committee</i></p>
<p>9. PROPOSED RESOLUTION 2021-04 PROPOSED (TEMPORARY) SUSPENSION OF EL CAMINO HOSPITAL BYLAWS ARTICLE VIII, SECTION 8.3</p>	<p>Mr. Woods explained that the current bylaws provide that the Chair of the Board can serve 2 two-year terms. The current Chair is nearing the end of his second two-year term, but because the Hospital Board is in the midst of strategic planning process and because of the desired development of a succession plan, it is beneficial to have a runway into selecting a new Chair. A resolution is being proposed to temporarily suspend the two two-year term limit and allow for an additional one year extension depending on the time needed to create the succession plan.</p> <p>Mr. Kasperzak and Mr. Moran questioned why it is essential, and why this was not addressed earlier.</p> <p>Mr. Woods explained that it is beneficial to have someone identified as an incoming chair from a good governance perspective, even though it has not been the Hospital Board’s practice in the past. Mr. Woods suggested that,</p>	<p><i>Proposed suspension of the Hospital bylaws Article VIII, Section 8.3 recommended for approval</i></p>

	<p>although it has not been done by this organization, it should be done because it provides a smooth continuity of governance and oversight of the organization; even though it is a “strong preference” rather than an “emergency”.</p> <p>Mr. Rebitzer commented that he does believe the organization is in an emergency because of the Covid-19 pandemic and believes in the development of a transition plan because of the unique nature of the Chair’s role. He also commented that these changes should not be taken lightly, however, and the extended term should be as short as possible.</p> <p>Mary Rotunno, General Counsel, clarified from a legal perspective that the time frame should be shorter rather than longer, and should primarily match the expected need.</p> <p>Chair Fung, recommended putting this language in the Policy and Procedure section (next agenda item) to present to the Hospital Board. He clarified that this is just a recommendation to the Hospital Board.</p> <p>No public comment.</p> <p>Motion: To temporarily suspend the existing bylaws provision on this term for a period of 12 months, provided that the Hospital Board simultaneously is agreeing to put in place a structure where the Vice-Chair will automatically take over as Chair at the end of the current term.</p> <p>Movant: Moran Second: Alvares Ayes: Alvares, Fung, Lai, Moran, Rebitzer Noes: Kasperzak Abstentions: None Absent: None Recused: None</p>	
<p>10. PROPOSED REVISED BOARD OFFICER NOMINATION AND SELECTION PROCEDURE</p>	<p>Mr. Woods presented the proposed updates to the Hospital Board Officers Nomination and Selection Procedures and proposed adding language to make the Vice-Chair the Chair’s successor.</p> <p>Ms. Rotunno proposed adding an item to the Hospital Vice-Chair section of Hospital Board Officers Nomination and Selection Procedures. It can be kept flexible so whether the Hospital Board approves of suspension of the bylaws or not, it will create a succession plan moving forward. This item will be number “4” in the Hospital Board Officers Nomination and Selection Procedures.</p> <p>No further discussion.</p> <p>Motion: To add that the Vice-Chair is the presumptive Chair at the end of the Chair’s current term to the, “Hospital Vice-Chair” section of the Hospital Board Officer’s Nomination and Selection Procedures.</p> <p>Movant: Moran Second: Alvares Ayes: Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Proposed addition to the Hospital Board Officer’s Nomination and Selection Procedures for approval.</i></p>
<p>11. REVISED ADVISORY</p>	<p>Mr. Woods highlighted that there are approximately over 60 meetings scheduled (with the addition of special meetings) for District, Hospital, and Committees in this organization. This is a lot more meetings than other</p>	

<p>COMMITTEE STRUCTURE/ OPERATION</p>	<p>hospitals. The meetings are also all outside of business hours, which can be difficult for every meeting.</p> <p>Mr. Rebitzer points out that he believes the amount of meetings being had is putting a lot of stress on the Executives, Board Members, and Committees and proposes having less meetings that are more efficient.</p> <p>Mr. Kasperzak mentions that in terms of time, however, 5:30 is an appropriate time because the public being able to join is a priority.</p> <p>Mr. Woods, commented that the District and Hospital Board meetings being at night is a good thing. However, some meetings like Governance, Executive Compensation, or Investment can be scheduled during business hours. Mr. Woods also mentioned sticking to the agenda planning and modifying how time is budgeted can be executed in a more efficient manner.</p>	
<p>12. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 6:59 pm.</p> <p>Movant: Kasperzak Second: Moran Ayes: Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Adjourned to closed session at 6:59pm</i></p>
<p>13. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 7:03. Agenda items 14-15 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (02/02/2021) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer).</p>	
<p>14. AGENDA ITEM 17: AD HOC COMMITTEE APPOINTMENT: COMMITTEE MEMBER RECRUITMENT</p>	<p>Chair Fung deferred this item to the next meeting.</p>	<p><i>Item 17 added to the next Governance Committee Meeting</i></p>
<p>15. AGENDA ITEM 18: ROUND TABLE DISCUSSION</p>	<p>The Governance Committee reviewed the effectiveness of the meeting, noting that there was more confusion than usual. Chair Fung mentioned that it was good to move two difficult motions without too many problems. The agenda should focus on what is being asked of the committee for clarity purposes.</p>	
<p>16. AGENDA ITEM 19: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:12pm.</p> <p>Movant: Kasperzak Second: Moran Ayes: Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Meeting adjourned at 7:12 pm</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

Updated May 25, 2021

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 - Review Policy and Procedure for Advisory Committee Member Nomination and Selection - February Board Retreat Planning - Governance Committee Self-Assessment Results <p style="text-align: center; color: orange;">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

Updated May 25, 2021

FY21 GC Pacing Plan – Q3		
January 2021	February 2, 2021	March 23, 2021
<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Planning April Education Session - Assess Progress on FY21 Board Action Plan - FY21 Board Member Competencies - Board Education (1 and 2) - Delegation of Authority to Approve ECH Community Benefit Grant Funding to the Finance Committee (Revise CB Policy) 	<ul style="list-style-type: none"> - Set FY22 Governance Committee Dates - 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 - Board Education (3-8) - Review Advisory Committee Structure - Discuss RFP – Appoint Committee - Possible Bylaws Suspension - Review Board Officer Nomination and Selection Procedures
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 - Develop FY22 GC Committee Goals - 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 - Board Education - Assessing Board Diversity - Review and Recommend Annual Board Self-Assessment Tool - Interview Board Governance Finalists
<p>Wed. 4/28/2021 Board & Committee Educational Gathering</p>		

**El Camino Hospital
Board Education Topics for Consideration during FY21**

At its October 13, 2020 meeting, the Governance Committee approved the following topics and requested that they be paced for discussion throughout the year. The Committee will review each topic and make recommendations as to how to best educate the Board in these areas.

	Meeting Date	Education Topic	Presenter
1.	February 2021	Building an Outpatient Strategy	
2.	February 2021	Understanding System-ness and Promoting System Alignment	
3.	March 2021	Building a Reliable Culture of Safety	
4.	March 2021	Board Oversight of Quality in the Telehealth Era	
5.	February 2021	Technology and Cyber Security	
6.	June 2021	Assessing and Renewing Board Governance	
7.	June 2021	Diversity	
8.	June 2021	Best Practices in Board Succession Planning	

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

To: Governance Committee Meeting
From: Stephanie Iljin, Supervisor Administrative Services
Date: June 1, 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 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 Meeting, the Hospital Board has met two times, and the District Board has met two times. In addition, since the Board has delegated specific 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	April 7, 2021	<ul style="list-style-type: none"> - Resolution 2021-03: Board Recognition of the COVID-19 Vaccination Program Team - Quality Committee Report - FY21 Period 7 and 8 Financials - Resolution 2021-04: Temporary Suspension of El Camino Hospital Bylaws Article VIII. Section 8.3 - Revised Board Officer Nomination & Selection Procedures - Closed Session Quality Committee Report including Credentials and Privileges Report & Quality Council Minutes - Annual Summary of Physician Financial Arrangements - Medical Staff Report - Revised FY21 Advisory Committee Assignments - Letters of Reasonableness - Urology Call Panel - Acute Rehab Professional Services Agreement and Community Benefit Grant
	May 12, 2021	<ul style="list-style-type: none"> - Medical Staff Credentials and Privileges Report - Quality Council Minutes - FY21 Period 8 Financials - Medical Staff Report

Report on Board Actions
May 20, 2021

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board Education Sessions	April 14, 2021	N/A
	April 28, 2021	N/A
ECHD Board	April 7, 2021	- Proposed Resolution 2021-06: (Temporary Suspension of El Camino Hospital Bylaws Article VIII, Section 8.3
Compliance and Audit Committee	March 18, 2021	- Progress against FY21 Committee Goals - FY22 Committee Meeting Dates - FY22 Committee Goals
Finance Committee	March 29, 2021	- FY21 Period 7 and 8 Financial Report - FY22 Committee Meeting Dates - Progress Against FY21 Committee Goals - FY21 Community Benefit Grant - Closed Session Minutes of the Finance Committee (1/25/2021) - Closed Session Minutes of the Joint Finance and Investment Committees (1/25/2021) - LG Urology Call Panel Renewal - LG Acute Rehab Professional Services Agreement Renewal
	April 26, 2021	- Progress Against FY21 Committee Goals - Major Capital Projects in Process - FY21 Period 9 Financials

List of Attachments: None.

Suggested Committee Discussion Questions: None.

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Dan Woods, CEO
Date: June 1, 2021
Subject: Progress Against Committees' FY 21 Goals

Purpose: To update the Governance Committee on the status of the FY21 Committee Goals

Summary:

1. **Situation:** Annual review of progress towards completion of Committee goals is conducted by the Governance Committee at its last meeting of each fiscal year.
2. **Authority:** Governance Committee Charter
3. **Background:** All FY21 Committee Goals are complete or on track to be completed by the end of the fiscal year, with the exception of:

Finance Committee:

- Review and evaluate ongoing customer service/patient experience tactics and metrics for the Revenue Cycle; deferred to March 2022

Governance Committee:

- Assess implementation of changes to the ECH Board Structure; deferred until engagement of consultant.
- Self-Assessment Tool recommended to the Board, survey completed, and reports made available to the Board and the District Board; deferred until engagement of consultant

Investment Committee:

- Investment Policy Review deferred until August 2021
- ERM Framework deferred until August 2021 due to economic climate and market conditions.

4. **Other Reviews:** N/A
5. **Outcomes:** N/A

List of Attachments:

1. Progress Against FY21 Compliance and Audit Committee Goals
2. Progress Against FY21 Executive Compensation Committee Goals
3. Progress Against FY21 Finance Committee Goals
4. Progress Against FY21 Governance Committee Goals
5. Progress Against FY21 Investment Committee Goals
6. Progress Against FY21 Quality, Patient Care and Patient Experience Committee Goals

Suggested Committee Discussion Questions: Does the Committee have any questions or concerns about the Committee Goals that were deferred?

FY21 COMMITTEE GOALS

Compliance and Audit Committee

PURPOSE

The purpose of the Compliance and Audit Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its exercise of oversight of Corporate Compliance, Privacy, Internal and External Audit, Enterprise Risk Management, and Information Technology (IT) Security. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the internal auditor and external auditor. The Committee assists the Board in oversight of any regulatory audit and in assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

STAFF: **Diane Wigglesworth**, Sr. Director, Corporate Compliance (Executive Sponsor)

The Sr. Director, Corporate Compliance 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. Additional members of the Executive Team or outside consultants may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review Hospital and SVMD Compliance Work Plan for FY 2021.	Q1 FY21	Committee reviews and provides recommendations to the Compliance Officer. (Reviewed and discussed at the 8/20/20 meeting)
2. Review Business Continuity and Disaster Recovery Plan with focus on effectiveness and appropriateness of COVID – 19 pandemic response and recovery.	Q3 FY21	Committee reviews and provides a report to the Board and recommendations to the COO that include assessment of COVID-19 response and recovery as well as a look back at preparedness had the anticipated "surge" occurred in FY 20 Q3 and Q4. (Reviewed and discussed at the 1/28/21 meeting)
3. Participate in education session presented by Legal Counsel regarding revisions to Stark Law and Anti-Kickback Statute	Q3 FY21 (deferred to Q4 FY21)	Committee receives education and recommends information to be presented to the Board. (Education deferred to the 5/20/21 meeting)
4. Review ECH's IT Security Strategic Plan.	Q4 FY21	Committee reviews and provides recommendations to CIO. (Review scheduled for 5/20/21 meeting)

SUBMITTED BY:

Chair: Sharon Anolik Shakked

Executive Sponsor: Diane Wigglesworth

FY21 COMMITTEE GOALS

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: **Kathryn Fisk**, Chief Human Resources Officer (Executive Sponsor); **Julie Johnston**, 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
1. Provide oversight and approvals for compensation-related decisions, including performance incentive goal-setting and plan design	Q1	<ul style="list-style-type: none"> - Review and approve FY21 executive base salaries (not including the CEO) - completed - Review and recommend FY20 Organizational Incentive Score- completed - Approve FY20 individual executive payout amounts (pending Board approval of incentive score) - completed
	Q3	<ul style="list-style-type: none"> - Review and recommend approval of letter of reasonableness – completed
	Q4	<ul style="list-style-type: none"> - Review and recommend proposed FY22 organizational incentive goals – on May agenda - Review and approve FY22 individual executive incentive goals – on May agenda
2. Review executive benefits design	Q4	<ul style="list-style-type: none"> - Review (November 2020) and recommend benefit policy changes to the Board – on May agenda
3. Evaluate the effectiveness of the independent compensation consultant	Q2/Q4	<ul style="list-style-type: none"> - Conduct semi-annual evaluation of ECC consultant – Q2 completed
	Q1 – Q4	<ul style="list-style-type: none"> - Appoint an Ad Hoc Committee (if desired) - completed - Conduct Interviews - completed - Interview finalists with the whole Committee - completed - Select consultant and sign contract - completed
4. Review Executive Leadership Development Plan/Succession Planning	Q3	<ul style="list-style-type: none"> - Presentation in March 2021 – completed
5. Evaluate the effectiveness of the Committee	Q1	<ul style="list-style-type: none"> - Complete Committee Self-Assessment – completed

SUBMITTED BY: Chair: Bob Miller | **Executive Sponsor:** Kathryn Fisk

Approved by the ECH Board of Directors 6/10/2020

FY21 COMMITTEE GOALS

Finance Committee

PURPOSE

The purpose of the Finance Committee (the “Committee”) is to provide oversight, information sharing, and financial reviews related to budgeting, capital budgeting, long-range financial planning and forecasting, and monthly financial reporting for the El Camino Hospital (ECH) Hospital Board of Directors (“Board”). In carrying out its review, advisory, and oversight responsibilities, the Finance Committee shall remain flexible in order to best define financial strategies that react to changing conditions.

STAFF: **Carlos Bohorquez**, Chief Financial Officer (Executive Sponsor)

The CFO 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. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Evaluate and monitor COVID-19 Recovery Plan	Q1, Q2, Q3 and Q4	Presentations in July (2020), September (2020) Included in Financial Reporting , November (2020, January (2021) and March (2021) Completed
2. Capital Deployment Methodology & Reporting	Q1	Receive project completion reports on Taube and Sobrato Pavilions including performance against budget in July Completed
	Q1 and Q3	Review (September) and approve (November) a revised policy and procedure regarding an enterprise wide capital deployment and reporting. Completed
3. Review strategy, goals, and performance of business affiliates and service lines: 1) Oncology, 2) Behavioral Health, 3) MCH, 4) SVMD	Q1	SVMD (July), Oncology Service Line (September) - Completed
	Q2	Maternal Child Health Service Line and SVMD (November) - Completed
	Q3	Behavioral Health Service Line (April), SVMD (March) - Completed
	Q4	SVMD (May) - Completed
4. Review and evaluate ongoing customer service/patient experience tactics and metrics for the Revenue Cycle – possibly combined statements for SVMD & ECH	Q2 and Q4	Monitor customer service and patient satisfaction metrics – Deferred to March 2022

SUBMITTED BY: **Chair:** John Zoglin | **Executive Sponsor:** Carlos Bohorquez, CFO

FY21 COMMITTEE GOALS

Governance Committee

PURPOSE

The purpose of the Governance Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital 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.

STAFF: **Dan Woods**, Chief Executive Officer (Executive Sponsor)

The CEO 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. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies	Q1 FY21	- Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board - Completed
	Q4 FY21	- Chair nominates Governance Committee member to serve on District Board Ad Hoc Committee and participate in the Non-District Board Member recruitment/interview process as requested by the District Board - Completed
	Q1 FY21	- Assess implementation of changes to ECH Board Structure and make recommendations – Deferred for engaged consultants
2. Promote, enhance, and sustain competency-based, efficient, effective governance	Q4 FY21 – Q1 FY22	- FY20 Self-Assessment Survey Completed (Q1 FY21) - Completed
	Q2- FY21	- FY21 Self-Assessment Tool recommended to the Board (Q3) and survey completed (Q4 FY21 – Q1 FY22) – Deferred for engaged consultants - Reports are completed and made available to the Board and the District Board (Q1) – Deferred for engaged consultants - Develop FY21 Board Action Plan (Q2) - Completed
3. Develop Board and Committee Education Plan for FY21	Q2 FY21	- Develop and recommend FY21 Board and Committee Education Plan - Completed
	Q1 FY21	- Recommend FY21 Annual Retreat Agenda to the Board - Completed

SUBMITTED BY: Chair: Peter C. Fung, MD, **Executive Sponsor:** Dan Woods

To be approved by the ECH Board of Directors June 2020

FY2021 COMMITTEE GOALS

Investment Committee

PURPOSE

The purpose of the Investment Committee is to develop and recommend to the El Camino Hospital (ECH) Board of Directors ("Board") the investment policies governing the Hospital's assets, maintain current knowledge of the management and investment funds of the Hospital, and provide oversight of the allocation of the investment assets.

STAFF: Carlos Bohorquez, Chief Financial Officer (Executive Sponsor)

The CFO 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. Additional members of the Executive Team or hospital staff may participate in the meetings upon the recommendation of the CFO and at the discretion of the Committee Chair. The CEO is an ex-officio member of this Committee.

GOALS	TIMELINE	METRICS
1. Review performance of consultant recommendations of managers and asset allocations	Each quarter - ongoing	Committee to review selection of money managers and make recommendations to the CFO - Completed
2. Education Topic: Investment Allocation in Uncertain Times	FY2021 Q1	Complete by the August 2020 meeting - Completed
3. Asset Allocation, Investment Policy Review and ERM framework including Efficient Frontier	FY2021 Q3	Completed by March 2021 – Deferred to August 2021

SUBMITTED BY:

Chair: Brooks Nelson

Executive Sponsor: Carlos Bohorquez, CFO

FY21 COMMITTEE GOALS

Quality, Patient Care and Patient Experience Committee

PURPOSE

The purpose of the Quality, Patient Care and Patient Experience Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in constantly enhancing and enabling a culture of quality and safety at ECH, to ensure delivery of effective, evidence-based care for all patients, and to oversee quality outcomes of all services of ECH. The Committee helps to assure that exceptional patient care and patient experiences are attained through monitoring organizational quality and safety measures, leadership development in quality and safety methods, and assuring appropriate resource allocation to achieve this purpose.

STAFF: **Mark Adams, MD**, Chief Medical Officer (Executive Sponsor)

The CMO 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. Additional clinical representatives and members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair. These may include: the Chiefs/Vice Chiefs of the Medical Staff, physicians, nurses, and members from the community advisory councils, or the community at-large.

GOALS	TIMELINE	METRICS
1. Review the Hospital’s organizational goals and scorecard and ensure that those metrics and goals are consistent with the strategic plan and set at an appropriate level as they apply to quality	- FY20 Achievement and Metrics for FY21 (Q1 FY21) - FY22 Goals (Q3 – Q4)	Review management proposals; provide feedback and make recommendations to the Board - Completed
2. Alternatively (every other year) review peer review process and medical staff credentialing process; monitor and follow through on the recommendations	Q2	- Receive update on implementation of peer review process changes (FY22) On Track - Review Medical Staff credentialing process (FY21) Completed
3. Review Quality, Patient Care and Patient Experience reports and dashboards	- FY21 Quality Dashboard (Q1-Q2 proposal; monthly for review and discussion, if needed) - CDI Core Measures, PSI-90, Readmissions, Patient Experience (HCAHPS), ED Patient Satisfaction (x2 per year) - Leapfrog survey results and VBP calculation reports (annually)	Review reports per Pacing Plan timeline – Completed
4. Review Effectiveness of Board Dashboard using STEEEP Methodology and propose changes if appropriate	Semi – Annually Q2 and Q4	Review Dashboard and Recommend Changes - Completed
5. All committee members regularly attend and are engaged in committee meeting preparation and discussions	Using closing wrap up time, review quarterly at the end of the meeting	Attend 2/3 of all meetings in person Completed Actively participate in discussions at each meeting Completed

SUBMITTED BY: Chair: Julie Kliger, MPA, BSN
Executive Sponsor: Mark Adams, MD, CMO

Approved by the El Camino Hospital Board of Directors 6/10/2020

DRAFT FY22 ECHD and ECH Board & Committee Master Calendar
May 13, 2021

*The Finance Committee will have its own separate meeting following the Joint Meetings on 1/31/2022 (with IC) and 5/23/2021 (with ECHB).

*Federal Holiday

*School Dates

JULY 2021

S	M	T	W	T	F	S
27	28	29	30	1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

AUGUST 2021

S	M	T	W	T	F	S
1	2 QC	3 GC	4	5	6	7
8	9 FC	10	11	12	13	14
15	16 IC	17	18 ECHB	19 CAC	20	21
22	23	24	25	26	27	28
29	30	31	1	2	3	4

SEPTEMBER 2021

S	M	T	W	T	F	S
29	30	31	1	2	3	4
5	6 Labor Day	7 QC	8	9	10	11
12	13	14	15 ECHB	16 ECC	17	18
19	20	21	22	23	24	25
26	27 FC	28	29	30 CAC	1	2

OCTOBER 2021

S	M	T	W	T	F	S
26	27	28	29	30	1	2
3	4 QC	5 GC	6	7	8	9
10	11	12	13 ECHB	14	15	16
17	18	19 ECHD	20	21	22	23
24/31	25	26	27 Education	28	29	30

NOVEMBER 2021

S	M	T	W	T	F	S
31	1 QC	2	3	4 ECC	5	6
7	8 IC	9	10 ECHB	11	12	13
14	15	16	17	18 CAC	19	20
21	22 FC	23	24	25 Thanksgiving	26	27
28	29	30	1	2	3	4

DECEMBER 2021

S	M	T	W	T	F	S
28	29	30	1	2	3	4
5	6 QC	7	8 ECHB	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24 Xmas Eve	25 Xmas
26	27	28	29	30	31 NYE	1

JANUARY 2022

S	M	T	W	T	F	S
26	27	28	29	30	31	1 NYD
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17 MLK	18	19	20	21	22
23	24	25 ECHD	26	27 CAC	28	29
30	31 IC FC*	1	2	3	4	5

FEBRUARY 2022

S	M	T	W	T	F	S
30	31	1 GC	2	3	4	5
6	7 QC	8	9 ECHB	10	11	12
13	14 IC	15	16	17	18	19
20 break	21 Pres. Day	22	23 Retreat	24	25	26
27	28	1	2	3	4	5

MARCH 2022

S	M	T	W	T	F	S
27	28	1	2	3 ECC	4	5
6	7 QC	8	9 ECHB	10	11	12
13	14	15 ECHD	16	17	18	19
20	21	22 GC	23	24 CAC	25	26
27	28 FC	29	30	31	1	2

APRIL 2022

S	M	T	W	T	F	S
27	28	29	30	31	1	2
3	4 QC	5	6	7	8	9
10 break	11	12	13 ECHB	14	15	16
17	18	19	20	21	22	23
24	25 FC	26	27 Education	28	29	30

MAY 2022

S	M	T	W	T	F	S
1	2 QC	3	4	5	6	7
8	9 IC	10	11 ECHB	12	13	14
15	16	17 ECHD	18 ECC	19 CAC	20	21
22	23 ECHB FC*	24	25	26	27	28
29	30 Mem. Day	31 GC	1	2	3	4

JUNE 2022

S	M	T	W	T	F	S
29	30	31	1	2	3	4
5	6 QC	7	8 ECHB	9	10	11
12	13	14 ECHD	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	1	2

District Board ECHD	Hospital Board ECHB	Compliance CAC	Executive Comp ECC	Finance FC	Governance GC	Investment IC	Quality QC	Educational Sessions	Board Retreat
5x per year 3 rd Tuesday	10x per year 2 nd Wednesday	6x per year 3 rd Thursday	4x per year Thursdays	7x per year 4 th or Last Monday	5x per year 1 st Tuesday	4x per year 2 nd Monday	10x per year 1 st Monday	2x per year 4 th Wednesday	1x per year

Commented [S11]: Proposing 6/13 or 6/20

PROPOSED FY22 COMMITTEE GOALS

Governance Committee

PURPOSE

The purpose of the Governance Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital 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 function at the highest level of governance standards.

STAFF: **Dan Woods**, Chief Executive Officer (Executive Sponsor)

The CEO 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. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies	Q1 FY22 Q4 FY22 Q1 FY22	<ul style="list-style-type: none"> - Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board - Chair nominates Governance Committee member to serve on District Board Ad Hoc Committee and participate in the Non-District Board Member recruitment/interview process as requested by the District Board - Assess implementation of changes to ECH Board Structure and make recommendations
2. Promote, enhance, and sustain competency-based, efficient, effective governance	Q4 FY21 –Q1 FY23 Q2- FY22	<ul style="list-style-type: none"> - FY21 Self-Assessment Survey Completed (Q1 FY22) - FY22 Self-Assessment Tool recommended to the Board (Q3) and survey completed (Q4 FY22 – Q1 FY23) - Reports are completed and made available to the Board and the District Board (Q1) - Develop FY22 Board Action Plan (Q2)
3. Develop Board and Committee Education Plan for FY21	Q2 FY22 Q1 FY22	<ul style="list-style-type: none"> - Develop and recommend FY22 Board and Committee Education Plan - Recommend FY22 Annual Retreat Agenda to the Board

SUBMITTED BY:

Chair: Peter C. Fung, MD

Executive Sponsor: Dan Woods

To be approved by the ECH Board of Directors June 2021

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Peter Fung, MD, Governance Committee Chair
Date: June 1, 2021
Subject: Proposed FY22 Committee Goals

Purpose:

To obtain the Governance Committee's recommendation that the Board approve the proposed FY22 committee goals.

Summary:

1. Situation: Each Committee has developed proposed goals for FY22. To ensure that the Board has oversight of the areas of focus for each Committee, the goals are brought forward through the Governance Committee each year for approval.
2. Authority: Governance Committee Charter
3. Background: Every year, each of the Advisory Committees develops goals for the upcoming fiscal year. All of the committees have done so for FY22; their recommended goals are attached.
4. Assessment: N/A
5. Other Reviews: All Committees
6. Outcomes: N/A

List of Attachments:

1. Proposed FY22 Compliance and Audit Committee Goals
2. Proposed FY22 Executive Compensation Committee Goals
3. Proposed FY22 Finance Committee Goals
4. Proposed FY22 Governance Committee Goals
5. Proposed FY22 Investment Committee Goals
6. Proposed FY22 Quality, Patient Care and Patient Experience Committee Goals

Suggested Committee Discussion Questions:

1. Are the proposed Committee goals at the correct strategic level?
2. Do they reflect essential strategic issues facing the Board in FY22?
3. Are the proposed Committee goals "SMART" (Specific, Measurable, Relevant, Attainable, Time-Bound)?

FY22 COMMITTEE GOALS

Compliance and Audit Committee

PURPOSE

The purpose of the Compliance and Audit Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its exercise of oversight of Corporate Compliance, Privacy, Internal and External Audit, Enterprise Risk Management, and Information Technology (IT) Security. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the internal auditor and external auditor. The Committee assists the Board in oversight of any regulatory audit and in assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

STAFF: **Diane Wigglesworth**, Sr. Director, Corporate Compliance (Executive Sponsor)

The Sr. Director, Corporate Compliance 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. Additional members of the Executive Team or outside consultants may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review the Hospital and SVMD Compliance Work Plans for FY 2022.	Q1 FY22	Committee reviews and provides recommendations to the Compliance Officer.
2. Receive education on new OIG guidance regarding compliance programs and fraud alerts.	Q2 FY22	Committee receives education and recommends information that should be presented to the Board.
3. Review identified cyber risks for the organization in the context of critical business functions and how the cybersecurity plan and initiatives are protecting critical business activities.	Q3 FY22	Committee reviews and provides recommendations to the CIO.
4. Review ECH's IT Security Strategic Plan.	Q4 FY22	Committee reviews and provides recommendations to the CIO.

SUBMITTED BY:

Chair: Sharon Anolik Shakked

Executive Sponsor: Diane Wigglesworth

FY22 COMMITTEE GOALS

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: **Kathryn Fisk**, Chief Human Resources Officer (Executive Sponsor); 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	<ul style="list-style-type: none"> - Review and approve FY22 executive base salaries - Review and recommend FY21 Organizational Incentive Score - Review and approve FY21 individual incentive scores - Review and approve FY21 executive payout amounts (pending Board approval of incentive score)
	Q2	<ul style="list-style-type: none"> - Review and approve of letter of reasonableness (<i>ECC's future role to be determined</i>)
	Q3	<ul style="list-style-type: none"> - Recommend FY23 Committee goals - Receive update leadership development - Receive update on strategic plan - Review potential policy changes
	Q4	<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/Q4	<ul style="list-style-type: none"> - Conduct semi-annual evaluation of ECC consultant

SUBMITTED BY: Chair: Bob Miller | **Executive Sponsor:** Kathryn Fisk

Recommendations to be made to the El Camino Hospital Board of Directors

Last revised: 5-10-21

FY2022 COMMITTEE GOALS

Finance Committee

PURPOSE

The purpose of the Finance Committee (the “Committee”) is to provide oversight, information sharing, and financial reviews related to budgeting, capital budgeting, long-range financial planning and forecasting, and monthly financial reporting for the El Camino Hospital (ECH) Hospital Board of Directors (“Board”). In carrying out its review, advisory, and oversight responsibilities, the Finance Committee shall remain flexible in order to best define financial strategies that react to changing conditions.

STAFF: **Carlos Bohorquez**, Chief Financial Officer (Executive Sponsor)

The CFO 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. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Review of Medical Directorships – Benchmark analysis for ECH compared to similar health systems	Q3	January 2022
2. Marketing – Correlation of plan with service line development	Q2	November 2021
3. Review Progress on Opportunities / Risks identified by Management for FY2022 and Managed Care Update	Q2, Q3	Progress on Opportunities / Risks (November 2021), Managed Care update (January 2022)
4. Review strategy, goals, and performance of business affiliates and service lines: 1) Joint Venture – Satellite Healthcare, 2) Orthopedics, 3) Cardiology, 4) Joint Venture – Pathways, 5) ECHMN, 6) CONCERN, 7) Hospital Community Benefits Program, 8) Foundation Performance to Target and 3-5 year strategic plan	Q1	Joint Venture - Satellite (August 2021), ECHMN (September 2021)
	Q2	Orthopedics (November 2021)
	Q3	Cardiology and ECHMN (January -2022), Foundation (January 2022), CONCERN (March 2022), Hospital Community Benefits Program (March 2022),
	Q4	ECHMN (April 2022), Joint Venture – Pathways (May 2022)
5. Review and evaluate ongoing customer service/patient experience tactics / metrics and use of AI to improve the process and customer experience for the Revenue Cycle	Q3	Monitor customer service and patient satisfaction metrics (March 2022)

SUBMITTED BY: **Chair:** John Zoglin | **Executive Sponsor:** Carlos Bohorquez, CFO

FY2022 COMMITTEE GOALS

Investment Committee

PURPOSE

The purpose of the Investment Committee is to develop and recommend to the El Camino Hospital (ECH) Board of Directors ("Board") the investment policies governing the Hospital's assets, maintain current knowledge of the management and investment funds of the Hospital, and provide oversight of the allocation of the investment assets.

STAFF: Carlos Bohorquez, Chief Financial Officer (Executive Sponsor)

The CFO 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. Additional members of the Executive Team or hospital staff may participate in the meetings upon the recommendation of the CFO and at the discretion of the Committee Chair. The CEO is an ex-officio member of this Committee.

GOALS	TIMELINE	METRICS
1. Review performance of consultant recommendations of managers and asset allocations	Each quarter - ongoing	Committee to review selection of money managers and make recommendations to the CFO
2. Education Topic: Investment Allocation in Uncertain Times	FY2022 Q1	Complete by the August 2021 meeting
3. Asset Allocation, Investment Policy Review and ERM framework including Efficient Frontier	FY2022 Q3	Completed by March 2022

SUBMITTED BY:

Chair: Brooks Nelson

Executive Sponsor: Carlos Bohorquez, CFO



FY22 COMMITTEE GOALS

Quality, Patient Care and Patient Experience Committee

PURPOSE

The purpose of the Quality, Patient Care and Patient Experience Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in constantly enhancing and enabling a culture of quality and safety at ECH, to ensure delivery of effective, evidence-based care for all patients, and to oversee quality outcomes of all services of ECH. The Committee helps to assure that exceptional patient care and patient experiences are attained through monitoring organizational quality and safety measures, leadership development in quality and safety methods, and assuring appropriate resource allocation to achieve this purpose.

STAFF: **Mark Adams, MD**, Chief Medical Officer (Executive Sponsor)

The CMO 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. Additional clinical representatives and members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair. These may include: the Chiefs/Vice Chiefs of the Medical Staff, physicians, nurses, and members from the community advisory councils, or the community at-large.

GOALS	TIMELINE	METRICS
1. Review the Hospital’s organizational goals and scorecard and ensure that those metrics and goals are consistent with the strategic plan and set at an appropriate level as they apply to quality	- FY21 Achievement and Metrics for FY22 (Q1 FY22) - FY23 Goals (Q3 – Q4)	Review management proposals; provide feedback and make recommendations to the Board
2. Alternatively (every other year) review peer review process and medical staff credentialing process; include OPPE and FPPE education	Q2, Q3	- Receive update on implementation of peer review process changes (FY22) - Receive update on OPPE and FPPE (FY22)
3. Review Quality, Patient Care and Patient Experience reports and dashboards	- FY22 Quality Dashboard (Q1-Q2 review; monthly consent for review and discussion, if needed) - CDI Core Measures, PSI-90, Readmissions, Patient Experience (HCAHPS), - Leapfrog, CMS Star, Readmission Penalty, HAC penalty, VBP results annually	Review reports per Pacing Plan timeline –
4. Review Board Dashboard using STEEEP Methodology and propose changes as appropriate	Semi – Annually Q2 and Q4	Review Dashboard and Recommend Changes to the Board
5. All committee members regularly attend and are engaged in committee meeting preparation and discussions	Using closing wrap up time, review quarterly at the end of the meeting	Attend 2/3 of all meetings in person Actively participate in discussions at each meeting

SUBMITTED BY: Chair: Julie Kliger, MPA, BSN

Executive Sponsor: Mark Adams, MD, CMO

Pending approval by the Board June 2021

PLACEHOLDER

This document is in process and will be made available when ready.

You will receive a notification when this is added to the packet.

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

To: Governance Committee
From: Peter Fung, MD, RFP Ad Hoc Committee Chair
Date: June 1, 2021
Subject: Board Governance Consultant Interviews
Purpose:

To interview the two finalists, Spencer Stuart and Via Consulting, and discuss which consultant will be recommended for engagement.

Summary:

1. **Situation:** The Governance Committee periodically conducts a search to ensure that a well-qualified, independent firm is engaged to support the Committee and the Board in continuing the evolution as an effective and efficient governing body.
2. **Authority:** Per its Charter, the Committee has the authority to select, recommend engagement, and supervise consultants to advise the Board and the Committee on governance-related issues.
3. **Background:** The Governance Committee formed an Ad Hoc Committee to conduct a search for a firm that will provide consulting services in board governance. Working with Committee staff, a Request for Proposal (RFP) was sent to five firms, of which all responded. The Ad Hoc Committee reviewed the proposals and selected Spencer Stuart and Via Consulting as the two finalists.
4. **Assessment:** As the current firm is a finalist, the Committee will recommend whether or not to continue with the current firm, or change consulting firms.
5. **Other Reviews:** N/A
6. **Outcomes:** Once selected in open session, Legal will facilitate the consulting agreement or extension.

List of Attachments:

1. Final RFP
2. Spencer Stuart Proposal
3. Via Consulting Proposal
4. Interview Questions
5. Selection Criteria Grid

Suggested Committee Discussion Questions: See attached Interview Question Guide

(DRAFT) FY2022 Governance Committee Pacing Plan

FY2022 GC Pacing Plan – Q1		
July 2021	August 3, 2021	September 2021
No Scheduled Governance Committee Meeting	Approval Items <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) Discussion Items <ul style="list-style-type: none"> • Consider Hospital Board Member Competencies FY22/23 • Planning for October Joint Education Session • Planning for February Board Retreat • Review Annual Board and Committee Self-Assessment Results and Develop Action Plan for Board • Confirm Self-Assessment sent to District (GC Charter) • Report on Board Actions • Board Education • Assess ECH Board Structure • Executive Session 	No Scheduled Governance Committee Meeting
FY2022 GC Pacing Plan – Q2		
October 5, 2021	November 2021	December 2021
Approval Items <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) Discussion Items <ul style="list-style-type: none"> • Final Planning for October Joint Education Session (10/27/21) • Planning for February Board Retreat • GC Self-Assessment Results • Assess Board Diversity • FY 22/23 Board Education Plan • Review Policy and Procedure for Advisory Committee Member Nomination Selection 	No Scheduled Governance Committee Meeting	No Scheduled Governance Committee Meeting

(DRAFT) FY2022 Governance Committee Pacing Plan

FY2022 GC Pacing Plan – Q3		
January 2022	February 1, 2022	March 22, 2022
No Scheduled Governance Committee Meeting	<p>Approval Items</p> <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) <p>Discussion Items</p> <ul style="list-style-type: none"> • Planning April Education Session • Assess Progress FY22 Board Action Plan • FY22 Board Member Competencies • Board Education • Delegation of Authority to Approve ECH Community Benefit Grant Funding to Finance Committee 	<p>Approval Items</p> <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) <p>Discussion Items</p> <ul style="list-style-type: none"> • Set FY22 GC Committee Dates • Assess Governance Structure Resiliency • Board Education • Review Advisory Committee Structure
FY2022 GC Pacing Plan – Q4		
April 2022	May 31, 2022	June 2022
April Joint Education Session 4/27	<p>Approval Items</p> <ul style="list-style-type: none"> • Standing Consent Agenda Items • Minutes (motion) <p>Discussion Items</p> <ul style="list-style-type: none"> • Develop FY23 GC Goals • Assess progress on FY22 Board Action Plan • Review Advisory Committee and Committee Chair Assignments • Review Committee Progress against FY22 Goals • Finalize FY23 Master Calendar 	No Scheduled Governance Committee Meeting

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

To: Governance Committee
From: Peter Fung, MD, Governance Committee Chair
Date: June 1, 2021
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: The Committee reviewed an excerpt from the Governance Institute's "Elements of Governance" Series titled "Board Committees" at the February 6, 2018 meeting. As a result, the Committee adopted a roundtable discussion to review the questions posed in the "Committee Meeting Effectiveness Assessment Options" section 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?