

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, February 1, 2022– 5:30 pm

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

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

1-669-900-9128, MEETING CODE: **983-0613-8227#**. 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	Don Watters, Chair		5:30 – 5:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Don Watters, 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	Don Watters, 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 (10/21/2021) Information b. FY22 GC Committee Goals c. FY22 Pacing Plan	Don Watters, Chair	<i>public comment</i>	motion required 5:36 – 5:37
5. REPORT ON BOARD ACTIONS	Don Watters, Chair		information 5:37 – 5:45
6. EDUCATION PLANNING a. 2/23/22 Board Retreat b. 4/27/22 Education Session	Dan Woods, Chief Executive Officer		discussion 5:45 – 6:00
7. ADJOURN TO CLOSED SESSION	Don Watters, Chair	<i>public comment</i>	motion required 6:00 – 6:01
8. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Don Watters, Chair		information 6:01 – 6:02

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<p>9. <i>Report involving Gov't Code Section 54957(b) for discussion and report on personnel performance matters:</i> BOARD ASSESSMENT UPDATE a. Review proposed Action Plan b. Discuss timeline for Action Areas</p>	Dan Woods, Chief Executive Officer		discussion 6:02 – 6:32
<p>10. <i>Report involving Gov't Code Section 54957(b) for discussion and report on personnel performance matters:</i> GOVERNANCE BEST PRACTICES a. Review Pacing Plan Project Recommendations</p>	Dan Woods, Chief Executive Officer		information 6:32 – 7:02
<p>11. ADJOURN TO OPEN SESSION</p>	Don Watters, Chair		motion required 7:02 – 7:03
<p>12. RECONVENE OPEN SESSION/ REPORT OUT</p>	Don Watters, Chair		information 7:03 – 7:04
<p>To report any required disclosures regarding permissible actions taken during Closed Session.</p>			
<p>13. ROUND TABLE DISCUSSION</p>	Don Watters, Chair		discussion 7:04 – 7:09
<p>14. ADJOURNMENT</p>	Don Watters, Chair	<i>public comment</i>	motion required 7:09 – 7:10pm

Upcoming Committee Meetings: March 22, 2022, May 31, 2022

Upcoming Retreat/Education Sessions: February 2, 2022(Retreat), April 27, 2022(Education)



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Thursday, October 21, 2021**

Pursuant to Government Code Section 54953(e)(1), 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**
Michael Kasperzak
Christina Lai**
Bob Rebitzer
Don Watters, Chair

Members Absent
****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 " <u>Committee</u> ") was called to order at 5:31 pm by Chair Watters. A verbal roll call was taken. A quorum was present under Government Code Section 54953(e)(1). Mr. Rebitzer was absent at the time of roll call.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Watters 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>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (08/03/2021), and for information: FY21 Pacing Plan.</p> <p>Movant: Kasperzak Second: Alvares Ayes: Alvares, Fung, Lai, Kasperzak, Moran, Watters Noes: None Abstentions: None Absent: Rebitzer Recused: None</p>	<i>The Consent Calendar was approved.</i>
5. REPORT ON BOARD ACTIONS	<p>Chair Watters reported on the Board Actions as detailed in the packet materials.</p> <p><i>*Director Rebitzer joined the meeting at 5:36 pm.</i></p>	

<p>6. GOVERNANCE BEST PRACTICES</p>	<p>Dan Woods, the CEO, provided an update on the ongoing Board Assessment and current efforts toward advancing Diversity. He further detailed the following tactics and initiatives that are underway towards advancing our governance standards to the highest levels:</p> <ul style="list-style-type: none"> • Engaged an independent consulting firm to conduct a Governance assessment to promote optimal processes and practices. • Taskforce initiated to evaluate current Pacing Plans for the Hospital Board and its Advisory Committees. The agenda topics should be judged for legal need and compared with industry best practices for Board Governance. Ultimately, the task force should put forth a recommendation to facilitate the Board and Committees are functioning at the highest level of governance standards. <p>Mr. Woods asked the committee for their feedback, and discussion ensued.</p> <p>Dr. Fung asked for clarification on taskforce participants. Mr. Woods clarified that management staff and the consulting firm would participate in this exercise.</p> <p>Mr. Kasperzak recommended that agendas be action-oriented and driven toward oversight and discussion.</p> <p>Director Rebitzer advised a deliberate approach to pacing agenda items versus standardized regulatory approvals.</p> <p><i>Action Item: Send out the Spencer Stuart timeline to the committee members.</i></p>	
<p>7. EDUCATION PLANNING</p>	<p>Dan Woods, the CEO, reviewed the proposed agendas for the October Board Education Session, December Board & Committee Education Session, and the February Annual Board Retreat and asked for the Committee’s feedback. There was consensus from the Committee members with the proposed educational topics.</p> <p>The Committee members discussed Physician engagement and how we can further engage Physician Leadership. Dr. Fung encourages high-level discussions with each of the three physician groups.</p>	
<p>8. POLICY REVIEW</p>	<p>Motion: To approve the revised Hospital Board Advisory Committee Nomination and Selection Policy and Procedure</p> <p>Movant: Rebitzer Second: Fung Ayes: Alvares, Fung, Lai, Kasperzak, Moran, Rebitzer, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>The revised Hospital Board Advisory Committee Nomination and Selection Policy and Procedure was approved.</i></p>
<p>9. CHARTER REVIEW</p>	<p>Motion: To approve the revised Executive Compensation Committee Charter.</p> <p>Movant: Kasperzak Second: Alvares Ayes: Alvares, Fung, Lai, Kasperzak, Moran, Rebitzer, Watters</p>	<p><i>The Revised Executive Compensation Committee</i></p>

	<p>Noes: None Abstentions: None Absent: None Recused: None</p>	Charter was approved.
10. GOVERNANCE COMMITTEE RECRUITMENT	<p>Chair Watter discussed the potential opportunity to pursue the recruitment of an additional community member to the Governance Committee and asked to defer recruitment at this time.</p> <p>The Committee's consensus was to defer the recruitment of an additional committee member.</p>	
11. BOARD MEMBER RECRUITMENT AND BENEFIT	<p>Greg Souza, Interim CHRO, reported that the Board would like the Governance Committee to recommend tactics that attract exceptionally qualified appointed Board and Community Members. These tactics could include healthcare benefits and other forms of compensation but are not limited to. Mr. Souza presented Mercer's findings in the packet materials, and a brief discussion ensued.</p> <p>The Governance Committee does not recommend adding benefits to the Board recruitment packet.</p>	
12. ROUND TABLE DISCUSSION	<p>The Committee members felt like the meeting overall was successful. Feedback included the following:</p> <ul style="list-style-type: none"> • Hybrid model can be complex, challenging to know who is talking; please announce yourself. • Agenda Planning: Substantive Topics, Times adjustments 	
13. ADJOURNMENT	<p>Motion: To adjourn at 6:22 pm.</p> <p>Movant: Kasparzak Second: Fung Ayes: Alvares, Fung, Lai, Kasperzak, Moran, Rebitzer, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	The meeting was adjourned at 6:22 pm.

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

Don Watters
 Chair, Governance Committee

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	- Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board
	Q4 FY22	- 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
	Q1 FY22	- 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	- FY21 Self-Assessment Survey Completed (Q1 FY22) - FY22 Self-Assessment Tool recommended to the Board (Q3) and survey completed (Q4 FY22 – Q1 FY23)
	Q2- FY22	- 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	- Develop and recommend FY22 Board and Committee Education Plan
	Q1 FY22	- Recommend FY22 Annual Retreat Agenda to the Board
4. Propose a strategy to increase diversity to the Hospital Board and Committees	Q2 FY22	- Develop and recommend a strategy to the Hospital Board on increasing diversity to the Hospital Board of Directors and the committees

Chair: Don Watters

Executive Sponsor: Dan Woods

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 - deferred • Planning for October Joint Education Session • Report on Board Actions • Board Education • Assess ECH Board Structure – deferred • Review Annual Board and Committee Self-Assessment Results and Develop Action Plan for Board - deferred • Confirm Self-Assessment sent to District (GC Charter) - deferred 	No Scheduled Governance Committee Meeting
FY2022 GC Pacing Plan – Q2		
October 21, 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 November Joint Education Session (11/21/21) • 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 • Board Member Benefits 	No Scheduled Governance Committee Meeting	No Scheduled Governance Committee Meeting

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 • FY23 Board Meeting Schedule 	<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: Don Watters, Chair
Date: February 1st, 2022
Subject: Report on Board Actions

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

Summary:

1. **Situation:** It is essential to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive; still, it includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.
2. **Authority:** This is being brought to the Committees at the request of the Board and the Committees.
3. **Background:** Since the last time we provided this report to the Governance Committee, the Hospital Board and the District Board have met 3 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	December 8 th , 2021	- Executive Compensation Committee Community Member Composition & new Community Member Appointments
ECHD Board	December 1 st , 2021	- Appointment of FY21 El Camino Hospital Board Member Election Ad Hoc Committee Member and Advisors - Appointment of FY22 El Camino Healthcare District Policy Review Ad Hoc Committee Chair and Members
Executive Compensation Committee	November 4 th , 2021	- Individual Executive Goals Update
Compliance Committee	January 27 th , 2022	- Appointment of Ad Hoc Committee for Recruitment of New Member - Physician Financial Arrangements
Investment Committee	January 31 st , 2022	- Investment Advisor RFP (Request for Proposal) Decision

List of Attachments: None.

Suggested Committee Discussion Questions: None.

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

To: Governance Committee
From: Dan Woods, CEO
Date: February 1st, 2022
Subject: Education Planning

Recommendation(s):

To recommend that the Board approve the proposed agendas for the upcoming the February Annual Board Retreat and the April Board & 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 activities to facilitate Hospital Board and Committee member education, training, and development.
3. **Background:** Through guidance from recent Board meetings, the October 2021 education session was utilized for a review of the role of the Medical Executive Committee. This education session included the Hospital Board and the Quality Committee.
4. **Assessment:** Since the previous education session was utilized for an alternate topic, the Board and Committees did not receive education on the previously agreed upon topics of Diversity and Technology & Cyber Security. Moving forward, since there are only one remaining education sessions in the fiscal year and there is a need for the governance structure to be properly briefed on the strategic direction of the organization. Consequently, the recommendation is to forgo scheduling an additional education session to discuss the topics of Diversity and Technology & Cyber Security.
5. **Other Reviews:** None.
6. **Outcomes:** Since the Hospital Board will likely finalize and approve an updated the El Camino Health Strategy in the upcoming fiscal year, the recommendation is to utilize the remaining education session to focus on below are previously approved agenda items for upcoming education sessions:
 - a. Board Retreat (02/23/22): El Camino Health Strategy - Understanding System-ness & Promoting System Alignment
 - b. Board & Committee Education Session (04/27/22): El Camino Health Strategy - Understanding System-ness & Promoting System Alignment

List of Attachments: None.

Suggested Committee Discussion Questions:

1. Does the Committee agree that these are the appropriate topics for the February Annual Board Retreat and the April Board & Committee Education Session?
2. Does the Committee agree that we forgo scheduling an additional education session to discuss the topics of Diversity and Technology & Cyber Security?