



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, March 29, 2022**

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.

<u>Members Present</u>	<u>Members Absent</u>	<u>Others Present</u>
Ken Alvares** Michael Kasperzak** Christina Lai Don Watters, Chair	Peter C. Fung, MD <i>*Director Rebitzer was absent during roll call.</i>	Dan Woods, CEO Shiraz Ali, Director, Office of the CEO

**via teleconference

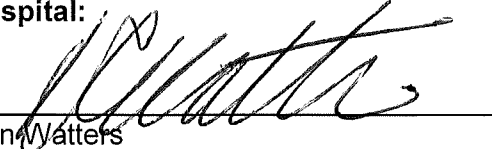
Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the "Committee") was called to order at 5:30 pm by Chair Watters. A verbal roll call was taken. A quorum was present under Government Code Section 54953(e)(1).	<i>Called to order at 5:30 pm</i>
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	Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (02/01/2022), and for information: FY22 Committee Goals, Pacing Plan, and Education Planning Update. Movant: Kasperzak Second: Alvares Ayes: Alvares, Kasperzak, Lai, Watters Noes: None Abstentions: None Absent: Rebitzer, Fung Recused: None	<i>The Consent Calendar was approved.</i>
5. REPORT ON BOARD ACTIONS	Chair Watters reported on the Board Actions, as detailed in the packet materials, and noted the Board and District Board approved the Strategic framework for El Camino Health.	
6. GOVERNANCE AD HOC COMMITTEE	Shiraz Ali detailed the action items delegated to the Governance Committee regarding the Governance Assessment performed by Spencer Stuart and requested the creation of an Ad Hoc Committee to develop recommendations to implement the proposed next steps in the Board Action Plan around Board composition and succession. Mr. Ali nominated Ken Alvares and Christina Lai to serve on this Committee and formalize the recommendations. Motion: To approve forming a Governance Ad Hoc Committee, with Christina Lai and Ken Alvares as members. Movant: Alvares Second: Kasperzak Ayes: Alvares, Kasperzak, Lai, Watters	<i>The Governance Ad Hoc Committee was approved.</i>

	<p>Noes: None Abstentions: None Absent: Rebitzer, Fung Recused: None</p>	
<p>7. POLICY REVIEW</p>	<p>Dan Woods, CEO, provided the Committee with an update regarding the Hospital Board Advisory Committee Community Member Nomination and Selection Procedure.</p> <p>Mr. Dan Woods noted a minor modification to reflect three members of the nomination committee versus two members in the original policy.</p> <p>Motion: Motion to approve the revised Hospital Board Advisory Committee Community Member Nomination and Selection Procedure.</p> <p>Movant: Lai Second: Kasperzak Ayes: Alvares, Kasperzak, Lai, Rebitzer, Watters, Noes: None Abstentions: None Absent: Fung Recused: None</p> <p><i>*Director Rebitzer joined the meeting at 5:37 pm.</i></p>	<p>Revised Hospital Board Advisory Committee Community Member Nomination and Selection Procedure was approved.</p>
<p>8. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 5:39 pm.</p> <p>Movant: Alvares Second: Kasperzak Ayes: Alvares, Kasperzak, Lai, Watters, Rebitzer Noes: None Abstentions: Absent: Fung Recused: None</p>	<p>Adjourned to closed session at 5:39 pm</p>
<p>9. AGENDA ITEM 13: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>The open session was reconvened at 6:05 pm. Agenda items 9-12 were addressed in the closed session. During the closed session, the Committee approved the Closed Session Minutes of the 02/01/22 Governance Committee meeting by a unanimous vote of all the Committee members present; Committee members Alvares, Kasperzak, Lai, Rebitzer, and Watters were present. Director Fung was absent.</p>	

<p>10. AGENDA ITEM 14: GOVERNANCE BEST PRACTICES</p>	<p>Shiraz Ali, Director of the Office of the CEO, provided a summary of the Committee Pacing Plans to improve Governance Best Practices. Mr. Ali explained how the pacing plans needed more flexibility to facilitate the agendas. He further explained the extensive research with legal, internal Executive sponsors, and outside governance consultants (Spencer Stuart) to abide by all legal requirements and other non-profit Boards for best practices.</p> <p>Mr. Ali further noted the Committee Pacing Plan’s review schedule had been addressed at all Committees, and it is ready to present at the next Board meeting on June 8th. Mr. Ali asked the committee members for their feedback, and a discussion ensued. There was consensus on the direction of Committee Pacing Plans.</p> <p>The committee has suggested reducing the amount of Committee meetings and ensuring the quality and agenda items are thoroughly discussed. Director Rebitzer has advised waiting to hear feedback from the Board first and then aligning the proposal accordingly.</p> <p>Motion: To approve a proposed Committee Pacing Plans.</p> <p>Movant: Alvares Second: Kasperzak Ayes: Alvares, Kasperzak, Lai, Watters, Rebitzer Noes: None Abstentions: Absent: Fung Recused: None</p>	<p><i>Revised Committee Pacing Plans were approved.</i></p>
<p>11. AGENDA ITEM 15: ROUND TABLE DISCUSSION</p>	<p>Shiraz Ali, Director of the Office of the CEO, provided a summary regarding the Committee Pacing Plan and Goals assessment based on Spencer Stuart’s recommendation to include the following questions:</p> <ul style="list-style-type: none"> – Should every Committee be required to submit goals? – Should the Governance Committee require every Committee to conduct a ‘charter review’ annually? – Do the revised Pacing Plans help support the implementation of the new strategy? Will they allow more time for strategic conversations at the Committee and Board levels? <p>The Committee reviewed the effectiveness of the meeting and overall felt that the meeting was successful.</p> <p>Feedback included the following:</p> <ul style="list-style-type: none"> – The quality of discussion has improved, as well as the time allotment for more dialogue and moving to the next agenda item in a timely fashion and less reporting. – Appreciate the support and advice by Director Rebitzer and the sequence of keeping on track with the Committee discussions. 	

12. AGENDA ITEM 16: ADJOURNMENT	Motion: To adjourn at 6:49 pm. Movant: Alvares Second: Lai Ayes: Alvares, Kasperzak, Lai, Watters, Rebitzer Noes: None Abstentions: None Absent: Fung Recused: None	<i>The meeting was adjourned at 6:49 pm.</i>
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Attest as to the approval of the preceding minutes by the Governance Committee of El Camino Hospital:



Don Watters
Chair, Governance Committee