



**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