



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Wednesday, February 1, 2023**

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
Lanhee Chen, Chair
Michael Kasperzak
Christina Lai
Julia Miller
Don Watters**

Members Absent

None

**via teleconference

Others Present

**Dan Woods, CEO
Tracy Fowler, Director, Governance Services
Jennifer Bettendorf, Committee Liaison**

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 5:30 pm by Lanhee Chen, Chair. 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 Chen 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	Chair Chen invited the members of the public to address the Committee, and no comments were made.	
4. CONSENT CALENDAR	<p>Motion: To approve the consent calendar which includes the Minutes of the Open Session of the Governance Committee Meeting (10/25/2022), the Revised Investment Committee Charter, and for information, the Report of Board Actions, and the FY23 Pacing Plan.</p> <p>Movant: Mr. Kasperzak Second: Director Watters Ayes: Alvares, Chen, Kasperzak, Watters Noes: None Abstentions: Miller Absent: Lai Recused: None</p> <p>Christina Lai arrived at 5:35 pm</p>	<i>The Consent Calendar was approved.</i>

5. FY23 BOARD ACTION PLAN

Dan Woods, CEO, presented the Progress Against FY23 Board Action Plan, where he asked look at three particular items (agendas, materials, questions), reviewed them, and recommended action on them. Mr. Kasperzak pointed out that he has witnessed reports that give recommendations and such, but the actual analysis and discussion of how that recommendation was made, is missing. Mr. Woods shared that the Investment Committee has used this practice recently. This format leads to very conducive conversations without wasting committee member's times. Mr. Alvares shared that giving too much information could also cause an issue if the Chair does not "keep the committee out of the weeds" of information. Mr. Woods agreed and explained that is the reason why the onboarding properly is important, and the presentation shown today will be used across the board to ensure proper onboarding continues. Director Miller expressed her concern that the ECH memo template is redundant and repetitive and proposed that the memo template be revised. Tracy Fowler confirmed that memo templates are under review. Mr. Woods then shared the Board Skills Matrix and asked the committee members for feedback to make sure these are the right set of competencies. Mr. Woods also shared that this could also show if a committee candidate could potentially move up to the board. Mr. Alvares questioned if when this data is collected, is it useful or insightful? If not, then it could be a lot of work for not a lot of return. Director Watters shared that the universal attributes listed are much more useful, as it shows HOW they use their brain, rather than just showing what they have done in the past. These universal skills can be added to job descriptions to show what we are looking for. Ms. Lai shared that recruiters can help by telling us what are some basic experience and attributes that you would want on a hospital board, then take those against the strategic plan and decide what attributes would be most useful to get the plan done efficiently. Director Chen noted that there is not a need for an Ad Hoc Committee, and the recommendations should be suggested from staff. Finally, Director Chen suggested the onboarding packet that Ms. Fowler put together for new committee members as a resource. Director Chen asked that this definitely be given to all committee chairs. Mr. Kasperzak asked Ms. Fowler if the board and committee members do AB1234 training, which is required training every other year on payment and reimbursement of committee/board members. Ms. Fowler confirmed that along with the required training mentioned by Mr. Kasperzak, the education calendar in

Action: Update board bios on website to be consistent and current.

Include universal attributes on recruiting items.

<p>6. BOARD TRAINING AND DEVELOPMENT</p>	<ul style="list-style-type: none">• Mr. Woods explained the next Board Training is set for March 8, where the focus would be a review of where we are in our strategic goals, plans, what is happening in the landscape, the workforce, inflation, and quality. Mr. Woods briefly reviewed why our patient experience and quality scores are lower than normal and short discussion ensued. Going back to the education calendars that were touched upon earlier, Mr. Woods stated that an idea could be having incoming committee or board members attend some of the education/training opportunities that could potentially benefit them. A committee member present informed Ms. Fowler that most committee or board members do not look on Boardvantage if they do not need to. Stating that another communication style notifying about potential education opportunities would be preferred. Ms. Lai suggested that articles of interest be sent to the committee members as they are found, sharing that it does not necessarily have to be in a “formal” matter.	
<p>7. FY24 GOVERNANCE COMMITTEE DATES</p>	<p>Director Chen reviewed the proposed FY24 Governance Committee dates and shared his conflicts. Ms. Fowler explained this was the beginning of picking dates for next fiscal year, and at our next governance meeting, there will be a motion to approve the revised dates for FY24 and the dates for FY23 will also be shown for reference. Ms. Fowler asked the committee members to email her with any concerns regarding the proposed dates.</p>	<p><i>Action: Update proposed FY24 dates and present with full calendar for final approval at next Committee meeting.</i></p>

<p>8. POLICY UPDATES</p>	<p>Ms. Fowler presented the 3 minor policy changes she is proposing, which are the following:</p> <ol style="list-style-type: none"> 1. From the Rules of Order of the Board of Directors of El Camino Hospital Policy, a line was added regarding dress code to ensure the Hospital Board and the District Board are consistent. 2. From the Board and Advisory Committee Education Policy, the Estes Park Institute was changed to the California Special Districts Association, as the Estes Park Institute is no longer in existence. 3. From the El Camino Hospital Board Director Compensation and Reimbursement Policy, the requirement of two signatures would be no longer needed. <p>Discussion amongst the committee members ensued, regarding compensation and Ms. Fowler and Mr. Woods deferred this conversation, as it pertains to the Executive Compensation Committee and their duties.</p> <p>Motion: Motion to approve policy updates.</p> <p>Movant: Mr. Kasperzak Second: Director Watters Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>The proposed policy changes were approved.</i></p>
<p>9. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 6:40 pm.</p> <p>Movant: Director Miller Second: Mr. Kasperzak Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Adjourned to closed session at 6:40 pm.</i></p>
<p>10. AGENDA ITEM 13: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>The open session was reconvened at 6:41 pm. Agenda items 10 and 11 were addressed in the closed session. During the closed session, the Committee approved the Closed Session Minutes of the 10/25/2022 Governance Committee meeting by a unanimous vote of all the Committee members present. Committee members Alvares, Chen, Kasperzak, Lai, Miller, and Watters were present.</p>	
<p>11. AGENDA ITEM 14: ROUND TABLE DISCUSSION</p>	<p>A short roundtable discussion ensued.</p>	

12. AGENDA ITEM 15: ADJOURNMENT	Motion: To adjourn at 6:42 pm. Movant: Mr. Alvares Second: Director Chen Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None Recused: None	<i>The meeting was adjourned at 6:42 pm.</i>
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Attest as to the approval of the preceding minutes by the Governance Committee of El Camino Hospital:

Jennifer Bettendorf
Committee Liaison, Governance Committee

Prepared by: Jennifer Bettendorf, Committee Liaison
Reviewed by: Tracy Fowler, Director, Governance Services