



**Minutes of the Open Session of the  
Executive Compensation Committee  
of the El Camino Hospital Board of Directors  
Thursday, March 16, 2023**

**El Camino Hospital, Sobrato Boardroom 1, 2500 Grant Road, Mountain View, CA 94040**

**Members Present**

**Bob Miller**, Chair  
**Julie Kliger**, Vice-Chair\*\*  
**Teri Eyre**  
**Estrella Parker**  
**Carol Somersille**  
**George Ting**, MD

**Members Absent**

**Jaison Layney**  
  
\*\*via teleconference

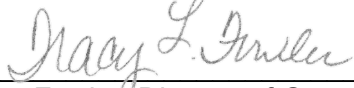
**Others Present**

**Dan Woods**, CEO  
**Deanna Dudley**, CHRO  
**Ed Braxton**, Director, Total Rewards\*\*  
**Tracy Fowler**, Director, Governance Services  
**Stephanie Iljin**, Manager, Administration  
**Heidi O'Brien**, Partner, Mercer\*\*  
**Rob Kirkpatrick**, Senior Associate, Mercer\*\*

Agenda Item	Comments/Discussion	Approvals/ Action
1. <b>CALL TO ORDER/ ROLL CALL</b>	The open session meeting of the Executive Compensation Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 4:00 p.m. by Chair Bob Miller. A verbal roll call was taken. A quorum was present.	
2. <b>CONSIDER APPROVAL FOR AB 2449 REQUESTS</b>	Director Kliger participated remotely using Just Cause. No Emergency Circumstances needed approval.	
3. <b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	No conflicts of interest.	
4. <b>PUBLIC COMMUNICATION</b>	None.	
5. <b>CONSENT CALENDAR</b>	<p>Chair Miller asked if any member of the Committee or the public wished to remove an item from the consent calendar for further discussion. No items were removed.</p> <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meetings (11/3/2022)</p> <p><b>Movant:</b> Eyre <b>Second:</b> Ting <b>Ayes:</b> Eyre, Kliger, Miller, Parker, Somersille, Ting <b>Noes:</b> None <b>Abstentions:</b> <b>Absent:</b> Layney <b>Recused:</b> None</p>	<b>Consent calendar approved</b>
6. <b>REPORT ON BOARD ACTIONS</b>	Chair Miller asked the Committee for any questions or feedback regarding the Report on the Board Actions, as further detailed in the packet. One question was asked regarding the board approval of the Board and Advisory Committee Education Policy. Dan Woods and Tracy Fowler Services gave additional details about direction from Governance Committee about orientation and training for all board and committee members.	

<p><b>7. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 5:08 p.m.  <b>Movant:</b> Ting  <b>Second:</b> Kliger</p> <p><b>Ayes:</b> Eyre, Kliger, Miller, Parker, Somersille, Ting  <b>Noes:</b> None  <b>Abstentions:</b>  <b>Absent:</b> Layney  <b>Recused:</b> None</p>	<p><b>Adjourned to closed session at 4:13 p.m.</b></p>
<p><b>8. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>The open session was reconvened at 5:08 p.m.                  Agenda items 8-14 were addressed in the closed session.                  During the closed session, the Committee approved the following by a unanimous vote of all members present: Eyre, Kliger, Miller, Parker, Somersille, and Ting.</p> <ul style="list-style-type: none"> <li>The Closed Session Minutes of the 11/6/2022 ECC meeting</li> </ul>	
<p><b>9. AGENDA ITEM 15: COMMITTEE UPDATE</b></p>	<p>Bob Miller provided an overview of the FY23 goals and proposed FY24 goals, along with the proposed committee dates. He explained the changes to the timing of the benefits discussion and asked for any conflicts with the proposed dates. He also shared a summary of the CEO review process and an amended schedule for the process. The Governance Committee requested Mercer to review and compare the El Camino Hospital Board Director Compensation and Reimbursement Policy with market data, and to bring the market data back at the May meeting. Some minor comments were made, including a request to clarify that this only applies to the hospital board, and to include ride share costs.</p>	<p><b>Action:</b> Mercer to compile market data for board compensation and bring back to May meeting.</p> <p>Include ride share costs as expenses.</p>
<p><b>10. AGENDA ITEM 16: CLOSING COMMENTS</b></p>	<p>There was one comment from Director Ting to suggest changing the name of a new management committee which shares the ECC acronym with this Committee.</p>	<p><b>Action:</b> Management to re-name internal committee to eliminate confusion with Executive Compensation Committee.</p>
<p><b>11. AGENDA ITEM 17: ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 5:31 p.m.  <b>Movant:</b> Kliger  <b>Second:</b> Ting</p> <p><b>Ayes:</b> Eyre, Kliger, Miller, Parker, Somersille, Ting  <b>Noes:</b> None  <b>Abstentions :</b> None  <b>Absent :</b> Layney  <b>Recused:</b> None</p>	<p><b>Meeting adjourned at 5:31 p.m.</b></p>

Attest as to the approval of the foregoing minutes by the Executive Compensation Committee of El Camino Hospital.



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Tracy Fowler, Director of Governance Services

Prepared by: Tracy Fowler, Director of Governance Services

Reviewed by: Stephanie Ijtin, Manager, Administration