

**MEETING AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS**

Tuesday, December 12, 2023– 6:00 pm

El Camino Health | 2500 Grant Road Mountain View, CA 94040 | Sobrato Boardroom 2

THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION PORTION OF THE MEETING LIVE AT THE ADDRESS ABOVE OR VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 972 9159 6645#. No participant code. Just press #.

COMMITTEE 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 that the Board and Committees are functioning at the highest level of governance standards.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1	CALL TO ORDER/ROLL CALL	Lanhee Chen, Chair	Information	6:00 – 6:01 pm
2	CONSIDER AB 2449 REQUESTS	Lanhee Chen, Chair	Possible Motion	6:01 – 6:02
3	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Lanhee Chen, Chair	Information	6:02 – 6:03
4	PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons to address the Board on any matter within the subject matter jurisdiction of the Board that is not on this agenda. Speakers are limited to three (3) minutes each.</i> b. Written Public Comments <i>Comments may be submitted by mail to the El Camino Hospital Governance Committee at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Board as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.</i>	Lanhee Chen, Chair	Information	6:04 – 6:07
5	CONSENT CALENDAR ITEMS: <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> a. Approve Minutes of the Open Session of the Governance Committee Meeting (08/29/2023) b. Approve Minutes of the Closed Session of the Governance Committee Meeting (08/29/2023)	Lanhee Chen, Chair	Motion Required	6:07 – 6:10
6	GOVERNANCE COMMITTEE PROGRESS a. FY24 Governance Committee Goals b. FY24 Governance Committee Pacing Plan	Tracy Fowler, Director Governance Services	Discussion	6:10 – 6:15
7	FY24 BOARD AND COMMITTEE ASSESSMENT PLAN UPDATE a. Board Assessment b. Committee Assessments c. Governance Committee Assessment	Dan Woods, Chief Executive Officer	Discussion	6:15 – 6:30

A copy of the agenda for the Special Committee Meeting will be posted and distributed at least twenty four (24) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at **(650) 988-8254** prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
8	GOVERNANCE COMMITTEE RECRUITMENT	Lanhee Chen, Chair	Possible Motion	6:30 – 6:40
9	ECH BOARD POLICIES a. Review and Recommend for ECHB Approval Updated ECHB Guidelines for Communication with the CEO and Other El Camino Hospital Staff b. Receive ECHB Policy Overview	Dan Woods, Chief Executive Officer Tracy Fowler, Director Governance Services	Motion Required	6:40 – 6:55
10	COMMITTEE ANNOUNCEMENTS	Lanhee Chen, Chair	Discussion	6:55 – 7:05
11	ADJOURNMENT	Lanhee Chen, Chair	Motion Required	7:05pm

Upcoming Committee Meetings: February 7, 2023; May 2, 2023

**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, August 29, 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
Julia Miller
Christina Lai
Don Watters **

Members Absent
Michael Kasperzak

Others Present
Dan Woods, CEO
David Reis, Arnold Porter **
Tracy Fowler, Director, Governance Services
Gabriel Fernandez, Coordinator, Governance Services

**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 6:01 pm by Chair Lanhee Chen. A verbal roll call was taken. Ms. Lai was absent at roll call but joined the meeting at 6:04 pm. A quorum was present under Government Code Section 54953(e)(1).	<i>Called to order at 6:01 pm</i>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Chair Chen announced in accordance with AB 2449 there were no requests received today for Just Cause. No motion was necessary.	
3. 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.	
4. PUBLIC COMMUNICATION	Chair Chen invited the members of the public to address the Committee, no members of the public were in attendance and no comments were provided.	
5. CONSENT CALENDAR	Motion: To approve the consent calendar which includes the Minutes of the Open Session of the Governance Committee Meeting (5/2/2023) Movant: Watters Second: Lai Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None	<i>The Consent Calendar was approved.</i>
6. ECH JOINT EDUCATION SESSION PLANNING	Mr. Woods and Ms. Fowler led an open discussion with the Committee regarding planning the Joint Education Session. The Committee expressed interest in a session that would facilitate discussion, be led by a designated discussion leader, and include two segments; one segment which is governance focused and one that is a strategically decided topic that would allow board growth through better understanding.	

<p>7. GOVERNANCE COMMITTEE PLANNING</p>	<p>Ms. Fowler led an open discussion with the Committee regarding the aimed progress of the Governance Committee for FY24. Also discussed, for possible motion, was the direction of staff (by the committee) to amend the FY24 Governance Committee Goals, Pacing Plan, and Committee Charter.</p> <p>Motion: To direct staff to amend the Governance Committee Charter to include provisions relating to the role of the committee in providing advice and counsel on board member vacancies.</p> <p>Movant: Miller Second: Alvares Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<p>Motion approved</p> <p>Action: Staff to amend Charter to account for Governance Committee’s role in filling board vacancies. Staff also to add ‘Revision of Bylaws’ to FY24 Committee Goal 2’s metrics.</p>
<p>8. BOARD AND COMMITTEE ASSESSMENTS</p>	<p>Ms. Fowler presented a plan to perform 360 board assessments for the ECH Boards and Committees in order to provide a holistic view of board performance.</p> <p>Motion: To direct staff to implement assessments for ECH Boards and Committees.</p> <p>Movant: Miller Second: Alvares Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<p>Motion approved</p>
<p>9. ECH BOARD POLICY UPDATE</p>	<p>Mr. Woods and Ms. Fowler presented updates to the ECHB Code of Conduct and El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure</p> <p>Motion: To recommend approval of policies for Board approval:</p> <p style="padding-left: 40px;">a) ECHB Code of Conduct</p> <p>Movant: Alvares Second: Watters Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p> <p>Motion: To recommend approval of policies for Board approval:</p>	<p>Motions approved.</p> <p>Actions:</p> <p>Staff to add amendment for Chief Human Resources Officer to be added as an individual of recourse to 9a) Code of Conduct.</p> <p>Staff to revise item 9b) El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure</p>

	<p>a) El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure</p> <p>Movant: Alvares Second: Miller Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<p><i>with suggested revisions from the committee.</i></p>
<p>10. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 7:07 pm.</p> <p>Movant: Miller Second: Watters Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<p><i>Adjourned to close session at 7:07 pm.</i></p>
<p>11. AGENDA ITEM 14: RECONVENE OPEN SESSION / REPORT OUT</p>	<p>During the closed session, the Governance Committee approved the Closed Session Consent Calendar which includes the Minutes of the Closed Session of the Governance Committee Meeting (5/2/2023).</p>	
<p>12. AGENDA ITEM 15: ROUNDTABLE</p>	<p>Director Miller suggested Director Chen serve as facilitator of the board education session. Mr. Alvares endorsed the idea of external assessment facilitator providing director coaching.</p>	
<p>13. AGENDA ITEM 16: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:11 pm.</p> <p>Movant: Watters Second: Alvares Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak, Recused: None</p>	<p><i>Meeting Adjourned at 7:11 pm</i></p>

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

 Gabriel Fernandez
 Coordinator, Governance Services

Prepared by: Gabriel Fernandez, Coordinator, Governance Services
 Reviewed by: Tracy Fowler, Director, Governance Services

CONFIDENTIAL

**Minutes of the Closed Session of the
El Camino Hospital Board of Directors
Meeting of the Governance Committee
Tuesday, August 29, 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.

<u>Members Present</u>	<u>Members Absent</u>	<u>Others Present</u>
Ken Alvares Lanhee Chen , Chair Christina Lai Julia Miller Don Watters **	Michael Kasperzak **via videoconference	Dan Woods , CEO Tracy Fowler , Director, Governance Services Gabriel Fernandez , Coordinator, Governance Services

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER	Chair Lanhee Chen called the closed session to order at 6:07 pm. A quorum was present pursuant to State of California Executive Orders N-25-20, dated March 12, 2020, and N-29-20, dated March 18, 2020.	<i>Called to order at 6:07 pm</i>
2. AGENDA ITEM 11: POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Chen asked if any of the Committee members had a conflict of interest with any of the items on the agenda. No conflicts were reported.	
3. AGENDA ITEM 12: CONSENT CALENDAR	Motion: To approve the consent calendar which includes the Minutes of the Closed Session of the Governance Committee Meeting (5/2/2023) Movant: Miller Second: Watters Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None	<i>Consent Calendar approved.</i>
4. AGENDA ITEM 13: ADJOURN TO OPEN SESSION	Motion: To adjourn to open session at 6:08 pm. Movant: Watters Second: Miller Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None	<i>Adjourned to open session at 6:08 pm</i>

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

 Gabriel Fernandez, Coordinator, Governance Services

Prepared by: Gabriel Fernandez, Coordinator, Governance Services
 Reviewed by: Tracy Fowler, Director, Governance Services

FY24 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. Foster a culture of continuous learning	Q1 – Q3	<ul style="list-style-type: none"> - Review and approve Board Orientation content if any new material is to be included. - Recommend resource communication plan for board approval to include method of sharing articles of interest, conference calendar, and reports from attendees of conferences - Recommend FY24 Annual Retreat Agenda to the Board - Recommend FY24 Joint Education session topics to the Board
2. Improve board and Committee Effectiveness	Q2	- FY24 Board and Committee Assessment Plan – comprehensive assessment of board, committees and executives
	Q3	- Review and revision of ECHB Bylaws.
	Q4	- Develop Board Action plan - based on assessment results recommended to board
3. Promote ethical behavior and ensuring that the organization is acting in accordance with its values and principles.	Q1	- Develop and implement ECHB Code of Conduct
	Q4	- Propose annual acknowledgement process for ECHB Code of Conduct
	Q4	- Monitor the frequency of Code of Conduct revision to ensure it remains current with the organization's culture and external factors

Chair: Lanhee Chen

Executive Sponsor: Dan Woods

FY24 Governance Committee Pacing Plan

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	8/15	SEP	OCT	NOV	12/12	JAN	2/6	MAR	APR	MAY	6/4
STANDING AGENDA ITEMS												
Standing Consent Agenda Items		✓				✓		✓				✓
Minutes		✓				✓		✓				✓
GS Report Out		✓				✓		✓				✓
APPROVAL ITEMS												
Board Education		✓										
Board Assessment		✓										
Review GC Assessment Questions						✓						
Review Progress Against Goals						✓		✓				
Develop next FY GC Goals								✓				
Review Advisory Committee and Committee Chair Assignments												✓
Finalize Next FY Master Calendar												✓
DISCUSSION ITEMS												
Plan for Joint Education Session		✓						✓				
Plan for Board Retreat												✓
ECHB Policy Review						✓						

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

To: Governance Committee
From: Tracy Fowler, Director of Governance Services
Date: December 12, 2023
Subject: FY24 Board and Committee Assessment Update

Summary:

Board Assessment

In the August 29, 2023 Governance Committee meeting, we discussed the ongoing implementation of a comprehensive board assessment, aligning with our commitment to governance excellence. We've reached out to a range of governance experts, including the National Association of Corporate Directors, The Sorrel Group (our partner for director executive coaching), The Governance Institute, National Council for Non-Profits, and Spencer Stuart for board assessment proposals. This diverse input will allow us to develop a comprehensive evaluation that best suits El Camino Health's unique needs.

The board assessment is pivotal for several reasons. It fosters enhanced self-awareness among board members, provides valuable insights into our collective strengths, and identifies areas for growth. This process is crucial for improving board dynamics and overall effectiveness. Furthermore, it underscores our dedication to adopting best practices and pursuing continuous improvement. Importantly, it also bolsters transparency and credibility with our community, employees, and other key stakeholders, reflecting our commitment to high governance standards.

Committee Assessments

We have initiated the Committee self-assessments, which are designed to set a performance baseline. This process involves a thorough evaluation where responses and feedback will pinpoint our strengths, highlight areas needing attention, and uncover opportunities for enhancement. These insights will enable each Committee to devise a strategic plan for growth and progress, in alignment with their specific charter and objectives.

This self-assessment phase is scheduled to occur from now until the end of February. The survey results will guide each committee as they formulate their goals for FY25. This approach ensures that our committees are not only aligned with their immediate objectives but are also strategically positioned for future success.

List of Attachments:

1. Governance Committee Assessment Baseline Survey

Report for FY24 Governance Committee Assessment Survey

Survey Description

By answering these questions honestly and thoroughly, the Governance Committee can identify strengths, weaknesses, and areas for improvement, and develop a plan to continuously enhance its effectiveness and impact on patient care quality and safety. The answers for FY24 will help the Committee set FY25 target for assessment.

Section 1: Purpose and Scope		3 Questions	
Question 1 of 3 1 response		Answered: 1	Skipped: 0
Q1 The Governance Committee has clearly defined its purpose, scope, goals, and objectives.			
Response Choices			
Strongly Disagree		0 Responses	0%
Disagree		0 Responses	0%
No Opinion		0 Responses	0%
Agree		0 Responses	0%
Strongly Agree		1 Response	100%
Question 2 of 3 1 response		Answered: 1	Skipped: 0
Q2 The Governance Committee's responsibilities and authority are well-understood and documented.			
Response Choices			
Strongly Disagree		0 Responses	0%
Disagree		0 Responses	0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 3 of 3 | 1 response

Answered: 1

Skipped: 0

Q3 The Governance Committee is aligned with the hospital's overall strategic goals and objectives.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 2: Membership and Composition

2 Questions

Are the members of the Governance Committee well-qualified, diverse, and representative of the hospital's stakeholders?

Question 1 of 2 | 1 response

Answered: 1

Skipped: 0

Q1 Members of the Governance Committee are well-qualified, diverse, and have expertise in the subject matters overseen by the Governance Committee.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 2 of 2 | 1 response

Answered: 1

Skipped: 0

Q2 Members are appointed or elected according to established procedures.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 3: Governance Committee Oversight

3 Questions

Question 1 of 3 | 1 response

Answered: 1

Skipped: 0

Q1 Governance initiatives are measurable, achievable, relevant, and time-bound.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 2 of 3 | 1 response

Answered: 1

Skipped: 0

Q2 The impact of Governance initiatives is regularly evaluated and reported.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 3 of 3 | 1 response

Answered: 1

Skipped: 0

Q3 The Governance Committee is aware of and in compliance with relevant regulations, standards, and guidelines related to their remit.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 4: Collaboration and Governance

3 Questions

Question 1 of 3 | 1 response

Answered: 1

Skipped: 0

Q1 The Governance Committee collaborates effectively with other hospital staff, other committees, and/or stakeholders.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 2 of 3 | 1 response

Answered: 1

Skipped: 0

Q2 There are established protocols for resolving conflicts and addressing issues that arise during collaboration.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 3 of 3 | 1 response

Answered: 1

Skipped: 0

Q3 The Governance Committee understands the role of effective governance and oversight of quality improvement initiatives and serves as an advisor to hospital management.

Response Choices

Strongly Disagree	0 Responses 0%
Disagree	0 Responses 0%
No Opinion	0 Responses 0%
Agree	0 Responses 0%
Strongly Agree	1 Response 100%

Section 5: Evaluation and Improvement

3 Questions

Question 1 of 3 | 1 response

Answered: 1

Skipped: 0

Q1 The Governance Committee regularly evaluates its own performance, processes, and activities.

Response Choices

Strongly Disagree	0 Responses 0%
Disagree	0 Responses 0%
No Opinion	0 Responses 0%
Agree	0 Responses 0%
Strongly Agree	1 Response 100%

Question 2 of 3 | 1 response

Answered: 1

Skipped: 0

Q2 Assessment results are used to identify areas for improvement and implement changes.

Response Choices

Strongly Disagree	0 Responses 0%
Disagree	0 Responses 0%
No Opinion	0 Responses 0%
Agree	0 Responses 0%
Strongly Agree	1 Response 100%

Question 3 of 3 | 1 response

Answered: 1

Skipped: 0

Q3 There a culture of continuous improvement within the Governance Committee.

Response Choices

Strongly Disagree	0 Responses 0%
Disagree	0 Responses 0%
No Opinion	0 Responses 0%
Agree	0 Responses 0%
Strongly Agree	1 Response 100%

Section 6: Meetings and Communication

3 Questions

Question 1 of 3 | 1 response

Answered: 1

Skipped: 0

Q1 The Governance Committee meets regularly and as needed.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 2 of 3 | 1 response

Answered: 1

Skipped: 0

Q2 Meetings are well-organized, with clear agendas, minutes, and action items.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 3 of 3 | 1 response

Answered: 1

Skipped: 0

Q3 Governance Committee members are provided with the necessary information and resources to prepare for meetings.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 7: Resources and Support

2 Questions

Question 1 of 2 | 1 response

Answered: 1

Skipped: 0

Q1 The Governance Committee is provided with the necessary resources and support to fulfill its mission and responsibilities effectively.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 2 of 2 | 1 response

Answered: 1

Skipped: 0

Q2 Governance Committee members are provided with adequate training, education, and development opportunities.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 8: Comments and Suggestions

2 Questions

Question 1 of 2 | 1 response

Answered: 1

Skipped: 0

Q1 Do you have any actionable suggestions for Governance Committee improvements?

Question 2 of 2 | 1 response

Answered: 1

Skipped: 0

Q2 How would you like to provide subject matter expertise at the governance level to advance the excellence of El Camino Health?

EL CAMINO HOSPITAL GOVERNANCE COMMITTEE

To: El Camino Hospital Governance Committee
From: Theresa Fuentes, Chief Legal Officer
Date: December 12, 2023
Subject: Recommendation to Update Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members (“Guidelines”)

Recommendation(s): Recommend to the El Camino Hospital Board (ECHB) to approve the proposed updates to the ECHB Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members to ensure it reflects current practices and standards. The Guidelines as proposed will also apply to the El Camino Healthcare District Board (ECHD) upon ECHD approval.

Background:

The existing ECHB Guidelines are due for an update, as the current version was last approved June 13, 2018. In addition, the ECHB recently approved the ECHB Code of Conduct, which incorporates the Guidelines. The ECHB requested that the Guidelines be reviewed and updated as well.

The El Camino Healthcare District (ECHD) communication guidelines mirror the ECHB guidelines. In order to ensure efficient and consistent communication processes, the Guidelines combine the two separate ECHB and ECHD documents into one document that will apply to both the ECHB and the ECHD. Once approved by the Governance Committee and the ECHB, the Guidelines will be submitted to ECHD for approval.

Next Steps:

1. **Upon approval by the Governance Committee, the Guidelines will be presented to the ECHB for approval.**
2. **Upon approval by the ECHB, the Guidelines will be presented to the ECHD for approval.**
3. **Upon approval by the ECHD, the separate ECHD guidelines will be retired.**
4. **Governance:** After approval from ECHB and ECHD, the Guidelines will serve as the guidelines for both ECHD and ECHB. This will ensure uniformity in communication guidelines across the two entities.

Rationale:

This recommendation will increase efficiency, consistency and clarity for Board members, Advisory Committee members and Staff regarding communication processes. Creating one set of Guidelines for ECHB and ECHD will make it easier for staff and stakeholders to understand and follow the guidelines.

List of Attachments:

1. ECHB and ECHD: Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members – Clean

2. ECHB and ECHD: Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members - Redline
ECHD: Guidelines for Communication with the CEO and Other El Camino Hospital Staff Members – Current Version

09a1. Communication with the CEO and Staff (2023-12-12) _Clean

TITLE:	Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members
CATEGORY:	Administrative
ORIGINAL DATE:	January 14, 2015
LAST APPROVAL:	June 13, 2018

- I. **COVERAGE:** Members of the El Camino Hospital Board of Directors and Advisory Committees and El Camino Healthcare District Board of Directors
- II. **PURPOSE:** To provide an efficient process for individual Board and Advisory Committee members to request information or assistance from Hospital staff relating to agenda items, governance, or interpretations of policy and other board requirements.
- III. **POLICY STATEMENT:** It is the policy of the El Camino Hospital Board of Directors and the El Camino Healthcare District that staff be available to individual Hospital Board, District Board and Advisory Committee members (collectively “Board members”) to respond to reasonable requests for information or assistance, and that the Board or Committee Chair be kept informed of such requests. This policy shall not apply to requests for staff work on matters that have been approved by a Board or Committee, and the request is made by the Board or Committee Chair on behalf of the Board or Committee.
- IV. **PROCEDURE:**
 - A. **Communication Generally:** All Board member general requests for information or assistance from Hospital staff shall be as follows:
 - a. All communications to the Chief Executive Officer shall be submitted directly to the Chief Executive Officer.
 - b. All requests for legal advice and support shall be submitted directly to the Chief Legal Officer.
 - c. Chairs of the Advisory Committees may contact the Executive Sponsor of their assigned Committee directly regarding the business related to the Committee
 - d. Routine clerical requests, such as for clarification of meeting dates and locations and access to items in the Board portal, should be directed to the Executive Assistant, Director of Governance Services, or other person assigned to support the Board or Committee.
 - e. All other requests **shall be in writing through email** to the Director of Governance Services, with a copy to the Board or Committee Chair.

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.



TITLE:	Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members
CATEGORY:	Administrative
ORIGINAL DATE:	January 14, 2015
LAST APPROVAL:	June 13, 2018

- i. The Director of Governance Services shall consult with the Chief Executive Officer and the Chief Legal Officer as appropriate to ensure that the response is consistent with governing documents, policy, and practice,
 - ii. The Director of Governance Services, or designee, shall respond **in writing** to the request, with a copy to the Board or Committee Chair, **within 2 business days**. If additional time is needed for response, the Director of Governance shall respond with an estimate of approximate time for response.
 - iii. The Director of Governance Services, or designee, shall log the request and the response on the Board Information Response log, which shall be available on the Board portal.
- f. In the case of an emergency after business hours or on a holiday or weekend, Board and Advisory Committee members can contact the Administrator on Call (AOC) by calling the Hospital Operator at 650-940-7000 and asking for the AOC.
 - g. When acting as a member of the public, and not in their role as a member of the Board, members may interact with Hospital staff directly. For example, if a member is a patient, or has a family member who is a patient, the member should interact with staff as necessary and appropriate related to patient care.

B. Board or Committee Member Requests for Substantive Staff Work Within the Scope of the Board or Committee:

- 1. If a request for substantive staff work within the scope of the Board or Committee is made to the CEO by a Board member other than the Chair, the Board member shall communicate that request via e-mail to the CEO, the Board or Committee Chair and the Director of Governance Services. The CEO will evaluate the staff time required to fulfill the request. If the CEO estimates that a request will require more than 2.5 hours of staff work, the CEO will inform the Chair prior to beginning the work. The Chair will either authorize the work or add the request to the agenda for an upcoming Board or Committee meeting.
- 2. The CEO shall not honor requests for staff work on matters that the Board has considered and voted not to approve or pursue.

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TITLE:	Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members
CATEGORY:	Administrative
ORIGINAL DATE:	January 14, 2015
LAST APPROVAL:	June 13, 2018

- The CEO will keep the Board or Committee Chair informed of all requests for staff work from Board members other than the Board or Committee Chair.

V. APPROVAL:

APPROVING COMMITTEES AND AUTHORIZING BODY	APPROVAL DATES
Governance Committee Originating Committee or UPC Committee	12/12/2023
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A
Medical Executive Committee:	N/A
Hospital Board of Directors:	[02/07/24]
District Board of Directors:	[02/13/24]
Historical Approvals:	1/14/15; 6/13/2018

VI. ATTACHMENTS:

N/A

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09a2. Communication with the CEO and Staff (2018.06.13) _Combined Redline

TITLE: Guidelines for **Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members**

CATEGORY: Administrative

ORIGINAL DATE: January 14, 2015

LAST APPROVAL: **June 13, 2018**

TYPE: Policy Protocol Scope of Service/ADT
 Procedure Standardized Process/Procedure

SUB-CATEGORY: *Board*

OFFICE OF ORIGIN: **Administration**

ORIGINAL DATE: **January 14, 2015**

- I. **COVERAGE:** Members of the El Camino Hospital Board of Directors and Advisory Committees and El Camino Healthcare District Board of Directors
- II. **PURPOSE:** To provide an efficient process for individual Board and Advisory Committee members to request ~~or share~~ information or assistance from Hospital staff relating to agenda items, governance, or interpretations of policy and other board requirements, and for Board members to request and obtain staff assistance with research or projects.
- III. **POLICY STATEMENT:** It is the policy of the El Camino Hospital Board of Directors and the El Camino Healthcare District that staff be available to ~~(1) individual Hospital Board, dDistrict Board~~ and Advisory Committee members (collectively "Board members") to respond to pursuant to reasonable requests to obtain for information or assistance or share information and (2) to individual Board members for assistance with research or projects, and that the Board or Committee Chair be kept informed of such requests. This policy shall not apply to requests for staff work on matters that have been approved by a Board or Committee, and the request is made by the Board or Committee Chair on behalf of the Board or a Board Advisory Committee, made by the Committee or the Committee Chair.
- IV. **DEFINITIONS:**
N/A
- V. **REFERENCES:**
N/A

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TITLE:	Guidelines for <u>Board and Committee Member</u> Communication with the CEO and Other El Camino Hospital Staff Members
CATEGORY:	Administrative
<u>ORIGINAL DATE:</u>	<u>January 14, 2015</u>
<u>LAST LAST</u>	
<u>APPROVAL:</u>	June 13, 2018

VI. **PROCEDURE:**

- A. Communication Generally: All Board member general requests for information or assistance from Hospital staff shall be as follows:
- a. All communications to the Chief Executive Officer shall be submitted directly to the Chief Executive Officer.
 - b. All requests for legal advice and support shall be submitted directly to the Chief Legal Officer.
 - c. Chairs of the Advisory Committees may contact the Executive Sponsor of their assigned Committee directly regarding the business related to the Committee.
 - d. Routine clerical requests, such as for clarification of meeting dates and locations and access to items in the Board portal, should be directed to the Executive Assistant, Director of Governance Services, or other person assigned to support the Board or Committee.
 - e. All other requests **shall be in writing through email** to the Director of Governance Services, with a copy to the Board or Committee Chair.
 - i. The Director of Governance Services shall consult with the Chief Executive Officer and the Chief Legal Officer as appropriate to ensure that the response is consistent with governing documents, policy, and practice.
 - ii. The Director of Governance Services, or designee, shall respond **in writing** to the request, with a copy to the Board or Committee Chair, **within 2 business days**. If additional time is needed for response, the Director of Governance shall respond with an estimate of approximate time for response.

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TITLE:	Guidelines for <u>Board and Committee Member</u> Communication with the CEO and Other El Camino Hospital Staff Members
CATEGORY:	Administrative
ORIGINAL DATE:	<u>January 14, 2015</u>
LAST LAST APPROVAL:	June 13, 2018

iii. The Director of Governance Services, or designee, shall log the request and the response on the Board Information Response log, which shall be available on the Board portal.

f. In the case of an emergency after business hours or on a holiday or weekend, Board and Advisory Committee members can contact the Administrator on Call (AOC) by calling the House Supervisor at (650) 336-4933 Hospital Operator at 650-940-7000 and asking for the AOC.

g. When acting as a member of the public, and not in their role as a member of the Board, members may interact with Hospital staff directly. For example, if a member is a patient, or has a family member who is a patient, the member should interact with staff as necessary and appropriate related to patient care.

~~The Director of Governance Services or, in the prolonged absence of the Director of Governance Services, a specific designee, shall serve as the first and primary point of contact between the Board and Advisory Committee Members and staff.~~

~~—The Director of Governance Services, when at all possible, is expected to (1) return phone calls and e-mails within 2 business days and (2) notify Board and Advisory Committee Members in advance of planned absences greater than two business days. Exceptions include:~~

~~0. Board Members may contact the CEO directly with the Board Chair on copy. Regarding substantive matters related to committee work, Advisory Committee Members may contact their Committee Chair directly.~~

~~0. For routine clerical matters, the Board and Advisory Committee members should first contact the Board Services Coordinator, or the~~

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TITLE:	Guidelines for <u>Board and Committee Member</u> Communication with the CEO and Other El Camino Hospital Staff Members
CATEGORY:	Administrative
<u>ORIGINAL DATE:</u>	<u>January 14, 2015</u>
<u>LAST LAST APPROVAL:</u>	June 13, 2018

- ~~Executive Assistant who supports their assigned Board Advisory Committee, but may always refer a matter to the Director of Governance Services at their discretion.~~
- ~~1. Chair of the Advisory Committee may contact the Executive Sponsor of their assigned Committee directly regarding the business related to the Committee.~~
 - ~~1. To schedule an 1:1 appointment with the CEO, Board members should contact the El Camino Hospital employee who manages the CEO's calendar, but may always refer a matter to the Director of Governance Services at their discretion.~~

~~In the case of an extreme emergency after business hours or on a holiday or weekend, Board and Advisory Committee members should contact the Administrator on Call (AOC) by calling the House Supervisor at 650) 336-4933. Contact information for the AOC will also be maintained in the Board Portal.~~
 - ~~1. When acting as a member of the public, and not in their role as a member of the Board or an Advisory Committee, Board and Advisory Committee members may interact with Hospital staff directly. For example, if a member is a patient, or has a family member who is a patient, the Board member should interact with staff as necessary and appropriate related to patient care.~~

B. Board or Committee Member Requests for Substantive Staff Work Within the Scope of the Board or Committee:

1. If a request for substantive staff work within the scope of the Board or Committee is made to the CEO by a Board member other than the Board Chair, the Board member shall communicate that request via e-mail to the CEO, the Board or Committee Chair and the Director of Governance Services, and the Board Chair. The CEO will evaluate the staff time required to fulfill the request. If the CEO estimates that a request will require more than 2.5 hours of staff work, the CEO will inform the Board Chair prior to beginning the work. The Chair will either authorize the work or add the request to the agenda for an upcoming Board or

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TITLE:	Guidelines for <u>Board and Committee Member</u> Communication with the CEO and Other El Camino Hospital Staff Members
CATEGORY:	Administrative
<u>ORIGINAL DATE:</u>	<u>January 14, 2015</u>
<u>LAST LAST APPROVAL:</u>	June 13, 2018

- ~~Committee meeting, the next meeting. Each Board member may make one such request between Board meetings.~~
- ~~— If a request for staff work on an item is made to the CEO by two or more Board members, those Board members shall communicate that request via email to both the CEO, the Board Chair and the Director of Governance Services, and the Board Chair. The CEO shall evaluate the staff time required to comply with the request. If the CEO estimates that a request will require more than 5 hours of staff work, the CEO will inform the Board Chair prior to beginning the work. The Chair will either authorize the work or agendaize the topic for the next meeting. Each Board member may initiate one such request between Board meetings.~~
2. The CEO shall not honor requests for staff work ~~from individual or groups of two Board members~~ on matters that the Board has considered and voted not to approve or pursue.
3. The CEO will keep the Board or Committee Chair informed ~~in regards to~~ of all requests for staff work from Board members other than the Board or Committee Chair.

VII. APPROVAL:

APPROVING COMMITTEES AND AUTHORIZING BODY	APPROVAL DATES
<u>Governance Committee</u> Originating Committee or UPC Committee	<u>12/12/2023</u> N/A
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A
Medical Executive Committee:	N/A
<u>Hospital</u> Board of Directors:	February date <u>02/07/24?</u> 6/13/2018

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TITLE: Guidelines for **Board and Committee Member**
Communication with the CEO and Other El Camino Hospital
Staff Members

CATEGORY: Administrative

ORIGINAL DATE: January 14, 2015

**LAST
LAST
APPROVAL:** June 13, 2018

District Board of Directors:	<u>[February date 202/13/24]</u>
Historical Approvals:	1/14/15; 6/13/2018

VIII. ATTACHMENTS:
N/A

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09a3. ECHD Guidelines for Communication (2022.01.25)

ID #: 4.00
Adopted: 06/18/2018
Last Approved: 06/18/2018
Reviewed: 01/25/2022
Area: District Board
Category: Policy

**EL CAMINO HEALTHCARE DISTRICT BOARD
GUIDELINES FOR COMMUNICATION WITH THE CEO AND OTHER STAFF MEMBERS**

- I. COVERAGE: All Members of the El Camino Healthcare District Board of Directors
- II. PURPOSE: To provide an efficient process for individual Board members to request or share information and obtain staff assistance with research or projects.
- III. POLICY STATEMENT: It is the policy of the El Camino Healthcare District Board of Directors that staff is available to individual Board members (1) pursuant to reasonable requests to obtain or share information and (2) for assistance with research or projects, and that the Board Chair be kept informed of such requests.
- IV. PROCEDURE:
 - A. **Communication Generally:** The Director to the Office of the CEO or, in the prolonged absence of the Director to the Office of the CEO, the Manager of Administration shall serve as the first and primary point of contact between the Board and staff. The Director to the Office of the CEO, when at all possible, is expected to (1) return phone calls and e-mails within 2 business days and (2) notify Board Members in advance of planned absences greater than two business days. Exceptions include:
 1. Board Members may contact the CEO directly.
 2. For routine clerical matters, Board members should contact the Manager of Administration.
 3. To schedule a 1:1 appointment with the CEO, Board members should contact the Manager of Administration.
 4. In the case of an extreme emergency after business hours or on a holiday or weekend, Board members should contact the House Supervisor at (650) 940-7000 to be directed to the Administrator on Call (AOC). A copy of the AOC schedule will be maintained on the Board Portal.
 - B. **Board Member Requests for Staff Work**
 1. If a request for staff work is made to the CEO by a Board member other than the Chair, the Board member shall communicate that request via e-mail to the CEO and the Board Chair. The CEO will evaluate the staff time required to comply with the request. The CEO will either authorize the work or agendaize the topic for the next meeting and share the information with the full District Board
 2. If a request for staff work on an item is made to the CEO by two or more Board members, those Board members shall communicate that request via e-mail to the

CEO and the Board Chair. The CEO will evaluate the staff time required to comply with the request. If the CEO estimates that a request will require more than 5 hours of staff work, the CEO will inform the Board Chair prior to beginning the work. The Chair will either authorize the work or agendaize the topic for the next meeting. Each Board member may initiate one such request between Board meetings.

3. The CEO will not honor requests for staff work from individuals or groups of two Board members on matters that the Board has considered and voted not to approve or pursue.
4. The CEO will keep the Board Chair informed in regards to all requests for staff work from Board members other than the Board Chair.

Policy	Original Date	Coverage	Purpose	Last Renewal	Next Review
Advisory Committee Member Nomination and Selection Policy	June 12, 2013	Advisory Committees	Appointment of Hospital Board Advisory Committee Community Members to vacant or newly created positions follow the procedure set forth in the following policy document entitled: Hospital Board Advisory Committee Community Member Nomination and Selection Procedure	November 11, 2020	As needed
Board and Advisory Committee Continuing Education Policy	November 14, 2012	ECHB and Advisory Committees	<ul style="list-style-type: none"> To set forth the budget parameters for Board and Advisory Committee education, including both in-house training, such as study sessions, and off-site programs offered by institutions such as the California Special Districts Association, the Center for Healthcare Governance and the Governance Institute. To establish procedures for budgeting, reporting back to the Board, and requesting funding and reimbursement for educational activities. 	February 15, 2023	As needed
Hospital Board Officers Nomination and Selection Procedures	April 8, 2015	ECHB	Procedures for ECHB officer nomination and selection.	May 11, 2022	March 2024 ECHB Meeting
Guidelines for Communication with the CEO and Other El Camino Hospital Staff Members	January 24, 2015	ECHB	To provide an efficient process for individual Board and Advisory Committee members to request or share information and for Board members to request and obtain staff assistance with research or projects.	June 13, 2018	December 12, 2023 Governance Committee
Conflict of Interest Policy (Annual Disclosure Form)	May 1998	ECHB and Advisory Committees (and staff)	The purpose of this policy is to encourage disclosure of situations where a person subject to this policy may have an interest in a transaction which is, or could be deemed to be, a conflict of interest so that the situation may be appropriately reviewed and resolved.	May 2022	May 2025 Directors Annual Disclosure Statement is part of this policy

Policy	Original Date	Coverage	Purpose	Last Renewal	Next Review
Procedure for Delegating Specific Authority to Board Advisory Committees		ECHB and Advisory Committees (and staff)	The purpose of this procedure is to ensure efficient and thorough Board-approved procedures for delegating specific authority to the members of the Board Advisory Committees to take action on behalf of El Camino Hospital for the management of certain activities and affairs of El Camino Hospital.	February 12, 2020	
El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure	February 12, 2014	ECHB	A. To define the events for which Board Directors other than the CEO shall receive compensation and reimbursement. B. To define the amount of compensation Board Directors shall receive. C. To define the procedures necessary to implement this policy	September 13, 2023	As needed
Board of Directors Code of Conduct	September 13, 2023	ECHB and Advisory Committees	The El Camino Hospital Board of Directors (“Board”) has adopted this Code of Conduct (“Code”) to provide clear, positive standards of ethical and professional behavior reflecting the core values of El Camino Hospital (the “Hospital” or “ECH”), and the communities it serves. The Code is intended to promote and maintain the highest standards of personal and professional behavior among Board members in the conduct of the Board's business. The Code includes practical strategies for addressing ethical questions, a useful framework for decision-making and handling the operations of the Board, and enforcement mechanisms in the event of a report of unethical or unprofessional conduct. Each Board member is required to subscribe to these standards, understand them, apply them to their work as a Board member, comply with them in letter and in spirit, and commit to them in writing annually.	New policy	