



**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	<p>Motion: To approve the consent calendar which includes the Minutes of the Open Session of the Governance Committee Meeting (5/2/2023)</p> <p>Movant: Watters Second: Lai Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<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