

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, March 12, 2024– 6:00 pm
 El Camino Hospital | 2500 Grant Road Mountain View, CA 94040

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: 982 8776 0551#. No participant code. Just press #.

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. 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 | | 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 |
| | PUBLIC COMMUNICATION | | | 6:04 – 6:07 |
| 4 | 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 | |
| 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 (12/12/2023) | Lanhee Chen, Chair | Motion Required | 6:07 – 6:10 |
| 6 | GOVERNANCE COMMITTEE PROGRESS a. FY24 Governance Committee Goals b. FY24 Governance Committee Pacing Plan c. FY24 GC Action Tracker | Tracy Fowler, Director Governance Services | Discussion | 6:10 – 6:15 |
| 7 | BOARD TRAINING AND DEVELOPMENT a. Education Planning b. May 2024 Joint Board and Committee Education Session | Dan Woods, CEO | Discussion | 6:15 – 6:30 |
| 8 | FY25 COMMITTEE PLANNING ITEMS: a. Committee Dates b. Committee Goals c. Pacing Plan d. GC Charter | Lanhee Chen, Chair | Motion Required | 6:30 – 6:50 |

A copy of the agenda for the Committee Meeting will be posted and distributed at least twenty-four (24) hours prior to the meeting. In compliance 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 |
|----|--|--------------------------------------|-----------------|------------------------|
| 9 | BOARD AND COMMITTEE ASSESSMENTS PLAN UPDATE | Lanhee Chen, Chair Dan Woods, CEO | Information | 6:50 – 6:55 |
| 10 | <u>ECH BOARD POLICIES</u> a. Review and Recommend for ECHB Approval New El Camino Hospital Board Committee Governance Policy b. Review and Recommend for ECHB Approval Updated Board and Advisory Committee Continuing Education Policy | Theresa Fuentes, CLO | Possible Motion | 6:55 – 7:15 |
| 11 | COMMITTEE ANNOUNCEMENTS | Lanhee Chen, Chair | Discussion | 7:15 – 7:25 |
| 12 | ADJOURNMENT | Lanhee Chen, Chair | Motion Required | 7:25 |
| | <u>APPENDIX</u> | | | |

Upcoming Committee Meetings: June 4, 2024

Upcoming Education/Retreat Sessions: May 16, 2024 (Joint Board & Committee Education)

**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, December 12, 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 Michael Kasperzak Julia Miller Don Watters | Christina Lai | Dan Woods, CEO Theresa Fuentes, CLO Tracy Fowler, Director, Governance Services Gabriel Fernandez, Coordinator, Governance Services |

| 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 6:09 pm by Chair Lanhee Chen. A verbal roll call was taken. Ms. Lai was absent. A quorum was present under Government Code Section 54953(e)(1). | <i>Called to order at 6:09 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 (08/29/2023) and Minutes of the Closed Session of the Governance Committee Meeting (08/29/2023)</p> <p>Movant: Watters Second: Kasperzak Ayes: Alvares, Chen, Kasperzak, Miller, Watters Noes: None Abstentions: None Absent: Lai Recused: None</p> | <i>The Consent Calendar was approved.</i> |
| 6. GOVERNANCE COMMITTEE PROGRESS | Ms. Fowler shared the FY24 Governance Committee Goals and Pacing Plan and noted that the Committee was on track. There was a discussion about the committee's progress and goals, with suggestions for more definitive timelines and tracking mechanisms. Director Miller suggested adding review of the committee charter on the next agenda. | <i>Action: Add Governance Charter review to next meeting.</i> |
| 7. FY24 BOARD AND COMMITTEE ASSESSMENT PLAN UPDATE | Mr. Woods led a robust conversation with the Committee regarding the plan for the full board assessment. Discussion focused on the board and committee assessment plan, including the process of obtaining and reviewing RFPs and the concept of syncing up the assessment of the board, | |

| | | |
|---|---|---|
| | <p>committees, and CEO. Staff will incorporate the suggestions for the RFPs and bring the final draft to the Committee for review. The Committee agreed to have some individual evaluation questions included in the Governance Committee assessment to be a test for other advisory committees.</p> | |
| <p>8. GOVERNANCE COMMITTEE RECRUITMENT</p> | <p>Chair Chen opened the discussion that included, but was not limited to, suggestions for improvements in board recruitment processes, including maintaining an updated applicant pool and inviting potential candidates to hospital events for engagement.</p> | |
| <p>9. ECH BOARD POLICIES</p> | <p>Mr. Woods opened the discussion with a brief history behind the current policy update request. The Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members are referenced in the recently adopted Code of Conduct and it was recommended that this policy be updated. Ms. Fuentes continued the discussion on revising the board communication policy and emphasized the value of integrating the existing policies of the hospital board and the district board into a unified approach. During Committee discussion, the committee members considered the latest amendments and requested language requiring approval from the Chief Legal Officer (CLO) or Chief Executive Officer (CEO) before engaging with external legal counsel. This addition has been incorporated into the policy draft to be shared with the ECH and ECHD boards for approval.</p> <p>Motion: To recommend approval of Guidelines for Board and Committee Member Communication with the CEO and Other El Camino Hospital Staff Members and consolidation of ECHB and ECHD policies with revision requiring CEO or CLO approval before contacting external legal counsel:</p> <p>Movant: Alvares Second: Watters Ayes: Alvares, Chen, Kasperzak, Miller, Watters Noes: None Abstentions: None Absent: Lai Recused: None</p> | <p><i>Motion approved.</i></p> |
| <p>10. COMMITTEE ANNOUNCEMENTS</p> | <p>Chair Chen opened the floor for comments from the Committee. The Committee was appreciative of the policy work done by Ms. Fuentes and having her as part of the discussion.</p> | |
| <p>11. ADJOURNMENT</p> | <p>Motion: To adjourn at 7:01 pm.</p> <p>Movant: Alvares Second: Miller Ayes: Alvares, Chen, Kasperzak, Miller, Watters Noes: None Abstentions: None Absent: Lai Recused: None</p> | <p><i>Meeting Adjourned at 7:01 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: Lanhee Chen, Committee Chair; Dan Woods, CEO; Theresa Fuentes, CLO; Tracy Fowler, Director, Governance Services

FY24 GOVERNANCE COMMITTEE GOALS

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.

| GOALS | METRICS | STATUS |
|---|--|--|
| 1. Foster a culture of continuous learning | <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 | <ul style="list-style-type: none"> - Board onboarding material was reviewed by GC in 2023. Materials have been successfully implemented in onboarding QC, CAC, and ECC committee members and an ECHB Director. For FY25 we are suggested implementation of mentorship as part of onboarding as well. - Boardvantage dashboard contains a list of conferences and resources. We have used the educational activity report template at ECHB meetings to get information from conference participants. - April 23, 2024 ECHB strategy meeting has been scheduled on basis of discussion from GC for strong strategy alignment. |
| 2. Improve board and Committee Effectiveness | <ul style="list-style-type: none"> - FY24 Board and Committee Assessment Plan – comprehensive assessment of board, committees and executives | <ul style="list-style-type: none"> - GC Chair Lanhee Chen is meeting with Spencer Stuart on the board and committee assessment plan. - Feedback from the ECHD Reappointment Process will be included as part of the plan |
| | <ul style="list-style-type: none"> - Review and revision of ECHB Bylaws. - Develop Board Action plan - based on assessment results recommended to board | <ul style="list-style-type: none"> - Paced for June 2024 GC meeting - This will be done following the board and committee assessments. |
| 3. Promote ethical behavior and ensuring that the organization is acting in accordance with its values and principles. | <ul style="list-style-type: none"> - Develop and implement ECHB Code of Conduct - Propose annual acknowledgement process for ECHB Code of Conduct - Monitor the frequency of Code of Conduct revision to ensure it remains current with the organization's culture and external factors | <ul style="list-style-type: none"> - Complete - Paced for June 2024 GC meeting - Ongoing |

FY24 Governance Committee Pacing Plan

| AGENDA ITEM | Q1 | | | Q2 | | | Q3 | | | Q4 | | |
|---|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| | JUL | AUG | SEP | OCT | NOV | DEC | JAN | FEB | MAR | APR | MAY | JUN |
| STANDING AGENDA ITEMS | | | | | | | | | | | | |
| Standing Consent Agenda Items | | ✓ | | | | ✓ | | | ✓ | | | ✓ |
| Minutes | | ✓ | | | | ✓ | | | ✓ | | | ✓ |
| 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 | | | | | | ✓ | | | ✓ | | | |

FY24 GOVERNANCE COMMITTEE MEETING FOLLOW UP ITEMS

| <u>Subject</u> | <u>Actions</u> | <u>Notes</u> | <u>Status</u> |
|--------------------------------------|----------------|---|--|
| Logistics | Off Agenda | Check with Security badging for access times on board member badges | Complete |
| Governance Committee Progress | Next meeting | Add Governance Charter review to the next agenda | Paced for March 12, 2024 GC Meeting |
| | Next meeting | Provide more details in report out on goals – itemize actions Share more than quarterly timelines. | Paced for February 27, 2024 GC Meeting |
| Board Assessment | Next report | Connect the CEO and BOD assessments in content as well as timing. | In progress |
| | Off Agenda | Consultant Suggestions: Allow room for the consultants to speculate about what else can be done. Evaluate their insight rather than just tell them what you want. Include questions that are self-reflecting. | In progress |
| | Next report | Add some self-evaluation questions to the Governance Committee assessment | In progress |
| Recruitment | Next report | Provide overview of recruitment and vacancies | In progress |
| | Off agenda | Create a repository of vetted candidates | In progress |
| | Off agenda | Share recruitment links with Foundation Board as well as ECHB and ECHD. | Noted and added to process |
| | Off agenda | Look for opportunities to engage qualified, non-selected candidates – community outreach, foundation events, social events, etc. | In progress |

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

To: Governance Committee
From: Dan Woods, CEO
Date: March 12, 2024
Subject: Education Planning

Purpose: To keep the Governance Committee informed of ongoing board education plans and resources and get input for additional topics or conferences that should be communicated to the Board.

Summary:

The Board continues to request ongoing education to support its work. As well, ongoing Board education is considered a best practice, vital to effective Board functioning. It is within the Committee’s chartered responsibilities to recommend activities to facilitate Hospital Board and Committee member education, training, and development.

We currently have two meetings scheduled for board and committee development. The ECH Board will have a Meeting on April 23, 2024 focused on strategy. The Boards and Advisory Committees will have a Joint Education Session on May 16, 2024. The timing and topics of both sessions are timed to bring clarity and alignment to the cadence of FY25 planning.

A list of conferences, resources, and newsletters is maintained on the dashboard of Boardvantage.

Conferences, Resources, and Newsletters

Please let the Governance Services team know if you are interested in attending any of these events.

[American Hospital Association 2024 Annual Membership Meeting](#)

April 14-16, 2024, Washington, DC

[American Hospital Association Leadership Summit](#)

July 21-23, 2024, San Diego, CA

[Association of California Healthcare Districts Annual Meeting](#)

September 25-27, 2024, Sacramento, CA

The Governance Institute Events: [Events](#) - [The Governance Institute](#)

NRC Health: [Resources](#) - [NRC Health](#)

Board Newsletters: [Newsletter Archive](#) | [National Council of Nonprofits](#)

We track inputs and requests from Board and Committee meetings, Directors and Committee Members to ensure that we are staying abreast of both needs and interest.

| | |
|--------------------|--|
| Conferences | |
| Memberships | |
| Newsletters | |
| Topics of Interest | |

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

To: Governance Committee
From: Dan Woods, CEO
Date: March 12, 2024
Subject: May 16, 2024 Joint Board and Committee Education Planning Session

Recommendation(s):

To recommend that the Committee approve the topic for the Agenda for the Joint Board and Committee Education Session.

Summary:

The Board continues to request ongoing education to support its work. Ongoing Board education is also considered a best practice, vital to effective Board functioning.

It is within the Committee's chartered responsibilities to recommend educational activities for Hospital Board and Committee member education, training, and development.

It is recommended that "Future of Healthcare - Examining National and Local Perspectives" to be the topic of discussion at the May 2024 Joint Board and Committee Education Session. We are planning on engaging two subject matters experts who are part of our Board and Committees to facilitate discussions.

Governance Committee Meetings
Proposed FY2025 Dates

| RECOMMENDED GC DATES TUESDAYS – THIRD MONTH OF EACH QUARTER |
|--|
| Tuesday, September 10, 2024 |
| Tuesday, December 3, 2024 |
| Tuesday, March 25, 2025 |
| Tuesday, June 3, 2025 |

PROPOSED FY25 COMMITTEE GOALS

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.

| GOALS | ACTIONS/METRICS | STATUS |
|---|--|--------|
| 1. Enhance Board Composition, Development, and Effectiveness | <ul style="list-style-type: none"> - In conjunction with the ECHD Re-Appointment and Recruitment, provide a method for regular competency and skills assessment of the Board. - Organize education sessions on industry trends and best governance practices. - Maintain resource section on Boardvantage of pertinent conferences, resources, newsletters, and professional organizations. - Implement regular and comprehensive board and committee assessments. - Develop Board Action plan - based on assessment results. - Develop onboarding mentorship program pairing experienced and new Board/Committee members. | - |
| 2. Review and Update Governance Documents and Policies | <ul style="list-style-type: none"> - Schedule regular reviews of Bylaws and policies. - Develop communication and/or training as necessary for policy updates. | - |
| 3. Support Board Advisory Committee Alignment with Organizational Strategy and Goals | <ul style="list-style-type: none"> - Ensure regular review of Advisory Committee goals and charters. - Hold joint education sessions between Board, Advisory Committees, and organizational leadership to ensure alignment with organizational needs. | - |
| 4. Promote ethical behavior and ensuring that the organization is acting in accordance with its values and principles. | <ul style="list-style-type: none"> - Monitor the frequency of Code of Conduct revision to ensure it remains current with the organization's culture and external factors - Monitor the annual acknowledgement of Conflict of Interest policy. | - |

Proposed FY25 Governance Committee Pacing Plan

| AGENDA ITEM | Q1 | | | Q2 | | | Q3 | | | Q4 | | |
|---|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| | JUL | AUG | SEP | OCT | NOV | DEC | JAN | FEB | MAR | APR | MAY | JUN |
| Minutes | | | ✓ | | | ✓ | | | ✓ | | | ✓ |
| Review Progress Against Goals | | | ✓ | | | ✓ | | | ✓ | | | ✓ |
| Board Action Plan Development | | | ✓ | | | | | | | | | |
| ECHD Reappointment Support | | | ✓ | | | | | | | | | |
| Board/Committee Onboarding Plan | | | ✓ | | | | | | | | | |
| ECHB Policy Review | | | | | | ✓ | | | | | | |
| Board Education | | | | | | ✓ | | | | | | |
| Board Assessment Plan Overview | | | | | | | | | ✓ | | | |
| Plan for Joint Education Session | | | | | | | | | ✓ | | | |
| Develop next FY GC Goals | | | | | | | | | ✓ | | | |
| Review Advisory Committees Next FY Goals | | | | | | | | | | | | ✓ |
| Review Advisory Committee and Committee Chair Assignments | | | | | | | | | | | | ✓ |
| Finalize Next FY Master Calendar | | | | | | | | | | | | ✓ |

El Camino Hospital Board of Directors Governance Committee Charter

Purpose

The purpose of the Governance Committee (“Committee”) is to advise 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 and succession planning for the Board) for El Camino Hospital and its affiliated entities where ECH is the sole corporate member (“the Organization”). The Governance Committee ensures the Board is functioning at the highest level of governance standards.

Authority

All governing authority for the Organization resides with the Hospital Board for ECH and with the boards of the affiliated entities except that which may be lawfully delegated to a specific board committee. The Committee will report to the Board at the next scheduled meeting any action or recommendation taken within the Committee’s authority. The Committee has the authority to select, recommend engagement, and supervise any consultant hired by the Board to advise the Board or Committee on governance-related issues. In addition, the Committee, by resolution, may adopt a temporary advisory committee (ad hoc) of less than a quorum of the members of the Committee. The resolution shall state the total number of members, the number of board members to be appointed, and the specific task or assignment to be considered by the advisory committee.

Membership

- The Governance Committee shall be comprised of two (2) or more Hospital Board members. The Chair of the Committee shall be a Hospital Board director.
- The Governance Committee may also include 2-4 Community members¹ with expertise in governance, organizational leadership or as a hospital or health system executive.
- All Committee members shall be appointed and removed pursuant to the Committee Governance Policy and the Community Member Nomination and Selection Procedures.
- The Governance Committee Chair shall review and make recommendations to the Board regarding the Board Chair’s appointments of Advisory Committee Chairs and Advisory Committee members.
- It shall be within the discretion of the Chair of the Committee to appoint a Vice-Chair from among the members of the Committee.
- All members of the Governance Committee shall be independent.

¹ Community Members are defined as Members of the Committee who are not El Camino Hospital Board Directors.

Staff Support and Participation

The CEO shall attend meetings and serve as the primary staff support to 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 Committee meetings upon the recommendation of the CEO and at the discretion of the Committee Chair.

General Responsibilities

The Committee is responsible for recommending to the Board policies, processes and procedures related to board development, board effectiveness, board composition and other governance matters for the Organization.

Specific Duties

The specific duties of the Governance Committee include the following:

- A. Board Composition, Development, and Effectiveness:** Ensure that the Board and the boards of the affiliated entities are committed to the discipline of doing the right things the right way.

Composition

- Define the necessary skill sets, diversity and other attributes required for Board members to support Hospital strategy, goals, community needs and current market conditions.
- Make recommendations to the Board regarding Board Composition.

Orientation, Education and Development

- Adopt the orientation program for newly-appointed members to the Hospital Board of Directors and newly-appointed Board Committee members.
- Recommend a policy, budget and annual plan for Hospital Board and Committee member education, training and development.

Board Evaluation

- Recommend an evaluation instrument and process to be used by the Hospital Board for evaluation of Board governance.
- Ensure there is a board performance evaluation completed on an annual basis, and as appropriate, evaluation of the individual directors, committees and their chairs, and the Board Chair.
- Ensure submission of Hospital Board's annual self-evaluation to the El Camino Healthcare District Board of Directors.

Board Efficiency

- Monitor and recommend improvements or changes to the on-going governance process and procedures of the Hospital Board in order to enhance overall efficiency of the Board and Advisory Committee Structure.
- Ensure the Board develops a master Board meeting calendar to establish a cadence of information flow and dialogue, such that the Board has sufficient time to review the minutes

and recommendations of the committees. The cadence must accommodate a flow of approvals from Committee to the full Board.

B. Support of Board Advisory Committee Alignment with Organizational Strategy and Goals

Development of Process for Advisory Committee Review of Advisory Committee Goals and Charters

- Recommend process for the development of annual Board Advisory Committee goals which includes: 1) Linkage of committee goals to organizational goals and committee charter; and 2) the Board's review and approval.
- Ensure all Board Advisory committees conduct at least a biennial review of Advisory committee charters and recommend any changes to the Board for approval.

Development of Board Advisory Committee Membership Succession and Recruitment

- Ensure membership succession and recruitment activities consider organizational strategy and goals.
- Develop process for Advisory committee use to identify a need for increase or change in membership to further alignment with organizational strategy and goals.

C. Articles of Incorporation, Bylaws, and Policies

- Provide for a review of the Hospital's Articles of Incorporation and Bylaws at least once every three years.
- Provide for a review of Articles of Incorporation and Bylaws of affiliated entities as needed
- Monitor legal and regulatory issues affecting governance of the Organization.
- Recommend updates to the Organization's governance policies where necessary and as required by legal and regulatory agencies.

Committee Effectiveness

The Committee is responsible for establishing its annual goals, objectives and pacing plan in alignment with the Board and the Organization's strategic goals. The Committee shall be focused on continuous improvement with regard to its processes, procedures, materials, and meetings, and other functions to enhance its contribution to the full Board.

Meetings and Minutes

The Committee shall meet at least once per quarter. The Committee Chair shall determine the frequency of meetings based on the Committee's annual goals and work plan. Minutes shall be kept by the assigned staff and shall be delivered to all members of the Committee when the agenda for the subsequent meeting is delivered. The approved minutes shall be forwarded to the Board for information.

Meetings and actions of all Advisory committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of the Bylaws, concerning meetings and actions of directors. Special meetings of Advisory committees may also be called by resolution

of the Board and the Committee Chair. Notice of any special meetings of the Committee requires a 24-hour notice.

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

To: Governance Committee
From: Lanhee Chen, Governance Chair
Date: March 12, 2024
Subject: Board and Committees Assessment Update

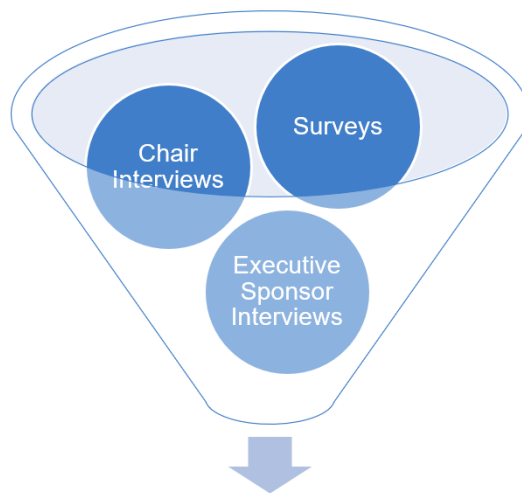
Purpose:

To provide an update on progress with the annual Board and Committees Self-Assessment.

Summary:

The purpose of the Governance Committee is to advise and assist the El Camino Health Hospital Board of Directors in matters related to governance, board development, board effectiveness, and board composition. The Governance Committee ensures the Board and Committees are function at the highest level of governance standards.

The Hospital Board of Directors is currently utilizing the services of an independent consulting firm, SpencerStuart, to conduct a Governance assessment to promote optimal processes and practices for the Board and the Advisory Committees. SpencerStuart has experience with our Board and will work with us on a streamlined plan to conduct the board and committee self-assessment process with a combination of surveys and interviews that will provide the necessary information for a Board Action Plan that will be paced for the Governance Committee to review and recommend to the Board. The surveys and questions will be reviewed and approved by this Committee at the next meeting in June.



FY25-27 Board Action Plan

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

To: Governance Committee
From: Tracy Fowler, Director of Governance Services
Date: March 12, 2024
Subject: ECH Board Policy Update

Recommendation(s):

To recommend approval of policies for Board approval:

- 1) El Camino Hospital Board Committee Governance Policy
- 2) Board and Advisory Committee Continuing Education Policy

Summary:

El Camino Hospital Board Committee Governance Policy

This policy will ensure transparent, accountable Committee operations, subject to periodic review for relevance and operational efficiency. An overarching Committees Policy complements bylaws and charters by offering a more detailed and flexible framework for committee operations. It contributes to organizational effectiveness, alignment with strategic goals, and enhanced governance.

Board and Advisory Committee Continuing Education Policy

This policy was last approved in 2023. The only change for this one is to update the budget year for FY25.

| Policy | Changes | Effective Date |
|--|--|--------------------------------------|
| El Camino Hospital Board Committee Governance Policy | NEW POLICY. For best governance practices to ensure consistency around the governance of committees. | After ECHB approval – April 10, 2024 |
| Board and Advisory Committee Continuing Education Policy | UPDATE. Updating budget to FY25. No material changes. | After ECHB approval – April 10, 2024 |

List of Attachments:

1. DRAFT El Camino Hospital Board Committee Governance Policy
2. El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure

TITLE: El Camino Hospital Board Committee Governance Policy

CATEGORY: Administrative

FIRST APPROVAL:

Coverage:

All Members of the El Camino Hospital Board of Directors (“Board”) and Board Advisory Committees (“Committees”). The Governance Committee shall review this policy at least every three (3) years to ensure that it remains relevant and appropriate.

Authority:

The Board has established the following standing Advisory Committees pursuant to Article 7.6 of the El Camino Hospital Bylaws: Compliance and Audit Committee; Executive Compensation Committee; Finance Committee, Governance Committee, Investment Committee; and Quality, Patient Care, and Patient Experience Committee. The Committees have the authority granted to them per the Bylaws and the Committee Charter. Committees may study, advise and make recommendations to the Board on matters within the committee’s area of responsibility as stated in the Committee Charter. The authority of committees is limited to advisory recommendations except in responsibilities directly delegated by the Board. Committees may provide recommendations for the Board to consider, which recommendations may be considered, adopted, amended or rejected by the Board in the Board’s sole discretion. Committees shall have no authority to take action or otherwise render decisions that are binding upon the Board or staff except as otherwise stated in the Bylaws, the Committee’s Charter, or majority action of the Board. To the extent of any conflict with the Committee Charter, this policy controls.

Membership:

Each committee shall have the membership as stated in the Committee Charter but must be composed of at least two members of the Board (“Directors”), as well as people who are not members of the Board. Director membership on any single Committee shall not constitute a quorum of either Board or Healthcare District Board membership. The Chair of a committee is its presiding officer. In the absence of the Chair, the Vice-Chair (or if no Vice-Chair, any member of the Committee as determined by the Chair or the Board) shall perform the duties of the Chair.

Appointment and Removal:

The Board Chair shall appoint and remove the Director Members and Committee Chairs, subject to approval of the Board. Committee Chairs may appoint and remove a Vice-Chair at the Committee Chair’s discretion. If the Committee Chair is not a Board Director, a Vice Chair must be appointed who is a Director, in which case the Director Vice-Chair shall be appointed the same as any other Director.

Term

Members of the committee, including the Chair and Vice-Chair, serve a term of *one* full or partial fiscal year depending on date of appointment, renewable annually, at the pleasure of the Board. The Board has authority to remove committee members at any time either with or without the Committee’s recommendation, in the Board’s sole discretion. Members of committees, including the Chair and Vice-Chair shall serve until such time as the Committee member resigns, is not reappointed, is removed, or is otherwise unable to serve.

TITLE: El Camino Hospital Board Committee Governance Policy

CATEGORY: Administrative

FIRST APPROVAL:

If a community member wishes to vacate a position, the committee member shall submit a written resignation letter addressed to the Chair of the Committee and the Chair of the Board, with a copy to the CEO and Governance Services.

Attendance:

Committee members are expected to attend in person and meaningfully participate in all committee meetings absent extenuating circumstances. Remote virtual participation is generally only allowed for just cause or emergency situations such as physical or family medical emergency, childcare, illness, disability, or Board or Committee related travel. Remote virtual participation must comply with the requirements of the Ralph M. Brown Act. Committee members may be removed from the Committee for repeated failure to satisfy attendance requirements.

If a member is absent or virtual for two meetings in a calendar year, the Committee Chair shall contact that member and remind the member of this policy. If the member continues to be absent or virtual despite the warning, the Committee shall consider a recommendation to the Board for removal.

Meetings:

All Committees shall have a Committee Charter approved by the Board.

Committee meetings shall be open to the public except for items permitted to be discussed in closed session and held in accordance with the provisions of the Ralph M. Brown Act. At least 72 hours before a committee meeting, Governance Services shall post an agenda containing a brief, general description of each item of business to be discussed at the committee meeting. The posting shall be accessible to the public.

The minutes of each committee meeting, including any recommendation of a committee, shall include a summary of the information presented and the recommended actions. ECHB staff will prepare minutes of each meeting. Draft minutes will be provided to the committee at the next available committee meeting for committee member review and approval. Once approved, minutes will be made a part of the Board's permanent records.

A majority of the members of each committee shall constitute a quorum for the transaction of business.

Only members of the committee are entitled to make, second or vote on any motion or other action of the committee. Each committee member shall be entitled to one vote on all matters considered by the committee. A simple majority vote of the members of the Committee shall designate approval of a motion.

All committee communications must go through the designated committee Chair.

The specific committees and their respective responsibilities are as stated in the Charter for each Committee.

TITLE: Board and Advisory Committee Continuing Education Policy

CATEGORY: Administrative

LAST APPROVAL: ~~February 15, 2023~~ April 10, 2024

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

SUB-CATEGORY: Board

OFFICE OF ORIGIN: Administration

ORIGINAL DATE: November 14, 2012

I. COVERAGE:

All Members of the El Camino Hospital Board of Directors and Board Advisory Committees

II. PURPOSE:

- 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.

III. POLICY STATEMENT: It is the policy of the El Camino Hospital Board of Directors to provide Board Directors and Advisory Committee Members with ongoing governance and healthcare education, to strengthen the skill set of each Director and Committee member, and to ensure the Board and its Committees are maintaining contemporary knowledge on topics of general Board duties, changes in the healthcare industry, healthcare governance and other areas specific to Committee responsibility.

IV. DEFINITIONS:

N/A

V. REFERENCES:

Appendices A and B attached.

VI. PROCEDURE:

- A. **Board and Advisory Committee Education Goals:** The Board and Advisory Committees will identify their educational goals both individual and collective, and submit them to the Governance Committee on an annual basis. These

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: Board and Advisory Committee Continuing Education Policy

CATEGORY: Administrative

LAST APPROVAL: ~~February 15, 2023~~ April 10, 2024

goals should in alignment with Board, Committee, or Hospital goals. The Board and Committees should also identify the programs or training opportunities (in-house or off-site) to fulfill their learning objectives.

B. Expectations of Board and Advisory Committees:

1. Board of Directors:
 - a. Group Education: El Camino Hospital (“ECH”) will coordinate occasional group training where the full Board, along with the senior management team, can receive education on the latest trends in the healthcare industry and further their understanding of governance. At the Board’s discretion, committee members may be invited to partake in the event.
 - b. Individual Education: Board directors are encouraged to individually attend one off-site program at ECH’s expense, on an annual basis, that best suits their development as a Director.
2. Board Advisory Committees:
 - a. Group Education: In addition to any committee-specific in-house training provided by ECH throughout the year, committees are expected to identify how they can achieve their educational goals. For example, a committee may elect to attend an off-site training event or collaborate with another committee to invite a guest speaker.
 - b. Individual Education: While it is the expectation of the Board that outside committee members keep up with their own continuing education in their professions, the Board recognizes that additional education and training will further enhance their ability to serve on the committees. As such, outside committee members who wish to individually attend an education program/conference may submit a request for funding to their committee chair.

C. Budget and Delegated Authority:

1. The Governance Committee, in collaboration with the CEO and Finance Committee, will develop a budget for Board and committee member education for adoption by the Board, which shall be reviewed in conjunction with review of this policy every third year. This budget will enable both collective and individual educational opportunities. The amounts will be based on market data, while taking into consideration the needs of the Board and committee members.

TITLE: Board and Advisory Committee Continuing Education Policy

CATEGORY: Administrative

LAST APPROVAL: ~~February 15, 2023~~ April 10, 2024

2. The Board will delegate authority to the Board Chair (and to the Chair of the Governance Committee in the case of the Board Chair's requests) to approve requests for education by a Board member that exceed the per member/per event limits in the budget. The Board will delegate authority to each committee chair to approve education and training requests up to a specific amount, which the Board will establish annually. The Board will delegate authority to the Board Chair to consider and approve or reject any request above this amount.
3. The total annual budget for Board and Committee member education, as well as the approval limit for Committee chairs, as approved by the Board will be noted, and updated as necessary, in the appendix of this policy.
4. The Governance Committee will recommend to the Board how remaining funds, if any, should be managed. Unused funds may not be rolled over into the next fiscal year.
5. ECH shall pay all costs associated with the program, i.e., registration fees, travel and lodging. Directors and Committee members shall adhere to the ECH reimbursement policy.

D. Requesting Funding for Training:

1. Directors need only inform the Board Chair of their request to participate in a training event provided that the total fees do not exceed the established event limitation amount set forth in the Appendix to this Policy. If the amount exceeds this limit, the request will be reviewed by the Board Chair and approved, conditioned (e.g., reducing the amount allocated to the Director by the amount of the excess), modified or rejected.
2. Committee members shall submit to their Committee chair a request for training no less than 30 days prior to the program's registration deadline. Upon consideration, the Committee chair may approve the request for training provided that the total costs do not exceed the per Committee member event limit established by the Board. If the amount requested exceeds the limit, the request will be sent to the Board Chair for consideration.
3. Any requests made by the Board Chair for approval of amounts in excess of the limits set forth in the Appendix to this Policy shall be submitted to the Chair of the Governance Committee for approval.
4. Board or Committee members shall request reimbursement by submitting Form 2085 to the CEO for approval within 30 days of completing training.

TITLE: Board and Advisory Committee Continuing Education Policy
CATEGORY: Administrative
LAST APPROVAL: ~~February 15, 2023~~ April 10, 2024

E. **Point of Contact:** The Director of Governance Services is the primary point of contact for Board and Committee members with respect to the process concerning continuing education and training for Board and Committee members.

VII. APPROVAL:

| APPROVING COMMITTEES AND AUTHORIZING BODY | APPROVAL DATES |
|--|--|
| Originating Committee or UPC Committee | Governance Committee |
| (name of) Medical Committee (if applicable): | N/A |
| ePolicy Committee: | N/A |
| Pharmacy and Therapeutics (if applicable): | N/A |
| Medical Executive Committee: | N/A |
| Board of Directors: | |
| Historical Approvals: | 11/14/12, 3/12/14, 8/13/14, 5/13/15, 2/15/23, <u>4/10/24</u> |

VIII. ATTACHMENTS (if applicable):

Appendix A - Budget for FY ~~2024~~2025
 Appendix B – Report on Educational Activity

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.

10b1. Board and Committee Education Policy - Appendix A

Appendix A

Fiscal Year: 2024-2025

| | Limit Amount |
|---|-----------------------|
| Total Annual Training Budget for Board and Committees | \$90,000 |
| Individual Limit for Hospital Directors | \$5,000 per person |
| Committee Chair Approval Limit | \$5,000 per committee |

10b2. Report on Educational Activity (ECHB) Template - Appendix B

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

To: El Camino Hospital Board of Directors
From: Name, Board/Committee Member
Date: Board Meeting Date
Subject: Report on Educational Activity

Purpose: For information.

Summary:

Conference Title: AHA Leadership Summit

Sponsoring Organization: American Hospital Association

1. Key Educational Points, Lessons Learned: (Please use as much space as necessary)

- Point 1

- Point 2

- Point 3

2. Has the conference improved your ability to fulfill your obligations as a member of the ECH Board or Committees? If so, how?

Answer goes here

3. Were there speakers that ECH should consider inviting for ongoing professional development?

Yes No

4. Do you recommend this conference to other members of the Board?

Yes No

El Camino Hospital Board of Directors Governance Committee Charter

Purpose

The purpose of the Governance Committee (“Committee”) is to advise 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 and succession planning for the Board) for El Camino Hospital and its affiliated entities where ECH is the sole corporate member (“the Organization”). The Governance Committee ensures the ~~Organization Board~~ is functioning at the highest level of governance standards.

Authority

All governing authority for the Organization resides with the Hospital Board for ECH and with the boards of the affiliated entities except that which may be lawfully delegated to a specific board committee. The Committee will report to the Board at the next scheduled meeting any action or recommendation taken within the Committee’s authority. The Committee has the authority to select, recommend engagement, and supervise any consultant hired by the Board to advise the Board or Committee on governance-related issues. In addition, the Committee, by resolution, may adopt a temporary advisory committee (ad hoc) of less than a quorum of the members of the Committee. The resolution shall state the total number of members, the number of board members to be appointed, and the specific task or assignment to be considered by the advisory committee.

Membership

- The Governance Committee shall be comprised of two (2) or more Hospital Board members. The Chair of the Committee shall be a Hospital Board director, ~~who shall be appointed by the Board Chair, subject to approval by the Board, and shall serve on an annual renewable basis unless the Chair resigns the position, is removed from the Committee, or is otherwise unable to serve. All members of the Committee shall be eligible to serve as Chair of the Committee. If the Chair of the Committee is not a Hospital Board director, the Vice Chair of the Committee must be a Hospital Board member.~~
- The Governance Committee may also include 2-4 Community members¹ with expertise in governance, organizational leadership or as a hospital or health system executive.
- All Committee members ~~shall be appointed and removed pursuant to the Committee Governance Policy and the Community Member Nomination and Selection Procedures, with the exception of new Community members, shall be appointed by the Board Chair, subject to approval by the Board. New Community members shall be appointed by the Committee, subject to approval of the Board. All Committee appointments shall be for a term of one year expiring on June 30th each year, renewable annually.~~

¹ Community Members are defined as Members of the Committee who are not El Camino Hospital Board Directors.

- The Governance Committee Chair shall review and make recommendations to the Board regarding the Board Chair's appointments of Advisory Committee Chairs and Advisory Committee members.
- It shall be within the discretion of the Chair of the Committee to appoint a Vice-Chair from among the members of the Committee.
- All members of the Governance Committee shall be independent.

Staff Support and Participation

The CEO shall attend meetings and serve as the primary staff support to 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 Committee meetings upon the recommendation of the CEO and at the discretion of the Committee Chair.

General Responsibilities

The Committee is responsible for recommending to the Board policies, processes and procedures related to board development, board effectiveness, board composition and other governance matters for the Organization.

Specific Duties

The specific duties of the Governance Committee include the following:

- A. Board Composition, Development, and Effectiveness:** Ensure that the Board and the boards of the affiliated entities are committed to the discipline of doing the right things the right way.

Composition

- Define the necessary skill sets, diversity and other attributes required for Board members to support Hospital strategy, goals, community needs and current market conditions.
- Make recommendations to the Board regarding Board Composition.

Orientation, Education and Development

- Adopt the orientation program for newly-appointed members to the Hospital Board of Directors and newly-appointed Board Committee members.
- Recommend a policy, budget and annual plan for Hospital Board and Committee member education, training and development.

Board Evaluation

- Recommend an evaluation instrument and process to be used by the Hospital Board for evaluation of Board governance.
- Ensure there is a board performance evaluation completed on an annual basis, and as appropriate, evaluation of the individual directors, committees and their chairs, and the Board Chair.

- Ensure submission of Hospital Board's annual self-evaluation to the El Camino Healthcare District Board of Directors.

Board Efficiency

- Monitor and recommend improvements or changes to the on-going governance process and procedures of the Hospital Board in order to enhance overall efficiency of the Board and Advisory Committee Structure.
- Ensure the Board develops a master Board meeting calendar to establish a cadence of information flow and dialogue, such that the Board has sufficient time to review the minutes and recommendations of the committees. The cadence must accommodate a flow of approvals from Committee to the full Board.

B. Support of Board Advisory Committee Alignment with Organizational Strategy and Goals

Development of Process for Advisory Committee Review of Advisory Committee Goals and Charters

- Recommend process for the development of annual Board Advisory Committee goals which includes: 1) Linkage of committee goals to organizational goals and ~~strategy, to the Board committee charter~~; and 2) the Board's review and approval.
- Ensure all Board Advisory committees conduct at least a biennial review of Advisory committee charters and recommend any changes to the Board for approval.

Development of Board Advisory Committee Membership Succession ~~Plan~~ and

Recruitment

- Ensure membership succession ~~and recruitment plan activities~~ considers organizational strategy and goals.
- Develop process for Advisory committee use to identify a need for increase or change in membership to further alignment with organizational strategy and goals.

C. Articles of Incorporation, Bylaws, and Policies

- Provide for a review of the Hospital's Articles of Incorporation and Bylaws at least once every three years.
- Provide for a review of Articles of Incorporation and Bylaws of affiliated entities as needed
- Monitor legal and regulatory issues affecting governance of the Organization.
- Recommend updates to the Organization's governance policies where necessary and as required by legal and regulatory agencies.

Committee Effectiveness

The Committee is responsible for establishing its annual goals, objectives and pacing plan in alignment with the Board and the Organization's strategic goals. The Committee shall be focused on continuous improvement with regard to its processes, procedures, materials, and meetings, and other functions to enhance its contribution to the full Board.

Meetings and Minutes

The Committee shall meet at least once per quarter. The Committee Chair shall determine the frequency of meetings based on the Committee's annual goals and work plan. Minutes shall be kept by the assigned staff and shall be delivered to all members of the Committee when the agenda for the subsequent meeting is delivered. The approved minutes shall be forwarded to the Board for information.

Meetings and actions of all Advisory committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of the Bylaws, concerning meetings and actions of directors. Special meetings of Advisory committees may also be called by resolution of the Board and the Committee Chair. Notice of any special meetings of the Committee requires a 24-hour notice.