



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, September 17, 2024**

Members Present

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

Members Absent

None

Others Present

Dan Woods, CEO
Theresa Fuentes, CLO **
Tracy Fowler, Director, Governance Services
Gabriel Fernandez, Coordinator, Governance Services
George Anderson, Spencer Stuart **

** 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 5:31 pm by Vice Chair Christina Lai. A verbal roll call was taken, and a quorum was present. Chair Chen and Mr. Alvares were absent at the roll call. Mr. Chen arrived at 5:36 p.m. and Mr. Alvares arrived at 5:41 p.m.	<i>Called to order at 5:31 p.m.</i>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Vice Chair Lai announced that no requests to appear remotely for Just Cause or Emergence were received, so no motion was necessary.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Vice Chair Lai 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	Vice Chair Lai invited the members of the public to address the Committee; no members of the public were in attendance, and no comments were provided.	
5. BOARD UPDATE	Vice Chair Lai announced that the agenda was being taken out of order to allow the full Committee to be present when agenda item 5 – Board and Committee Assessments Results would be discussed. She asked Mr. Woods to share the information for agenda item 8 – Board Update. Mr. Woods reported on two recent board approvals that would impact the Committee – the approval of the Committee Governance Policy at the August meeting and the approval of the Joint Venture for Project Development of a Rehabilitation Hospital at the September 11, 2024 meeting.	

<p>6. BOARD AND COMMITTEE ASSESSMENTS RESULTS</p>	<p>Dan Woods, CEO, introduced George Anderson from Spencer Stuart who provided a debrief on the annual board self-assessment results.</p> <p>Mr. Anderson reported that the annual assessment was complete, with a 100% response rate from the board. All board members were asked questions regarding the board, while committee questions were answered only by board members who sat on that committee. The committees each received surveys for their committee, and all community members except for one participated in the survey.</p> <p>Mr. Anderson presented the results of the Full Board and Governance Committee surveys, highlighting areas of high agreement and disagreement. He praised the board for their commitment to having productive meetings and noted improvements in the comfort level of expressing views openly. He identified areas for improvement, which were discussed as opportunities for further development. Chair Chen questioned the materiality of small differences in scores, and the committee decided to raise a point of concern about the board's evaluation of the organization's performance in relation to community healthcare needs. The team also discussed the issue of board members being organized properly into appropriate committees based on their background and expertise. Staff was asked to have committee effectiveness added to the Governance Committee pacing plan.</p>	<p>Actions: <i>Staff to add committee effectiveness to the Governance Committee pacing plan and bring it back to discuss at future meeting.</i></p> <p>Recommendations: <i>Ask Committee Chairs to have conversations with community members about their committee involvement.</i></p>
<p>7. ECHD AD HOC COMMITTEE (REAPPOINTMENT/ RECRUITMENT) SUPPORT</p>	<p>Mr. Woods shared the status of the current ECHD ad hoc committee in evaluating current board members for reappointment and the Governance Committee's role in providing support for that process. Mr. Alvares and Mr. Woods shared their experiences with the previous process, with Mr. Wood bringing up the use of a competency matrix for objective evaluation. A robust discussion ensued, including viewpoints that the process was unnecessary, an exercise in futility, and a critical component to maintaining objective judgment in discussions. The topic ended in agreeing a simpler version of the matrix would help identify the skills and competencies required for different roles within the organization, particularly for the board and committees. They agreed that such a tool would help avoid bias in the selection process and ensure a well-rounded team. The committee also discussed the importance of having a clear understanding of the organization's needs and gaps, and the need for leadership of the Board Chair and the CEO to guide the process. The conversation ended with a decision to move forward with the development of the competency matrix.</p>	<p>Action: <i>Staff to revisit the competency matrix for committee effectiveness topic and ECHD ad hoc committee support.</i></p>

<p>8. BOARD MEMBER ONBOARDING PROCESS</p>	<p>Ms. Fowler shared the onboarding plans for new directors for ECHB and ECHD and noted that the full materials are currently under revision. She asked for any comments, questions, or feedback from the committee. The feedback was positive, with a recommendation to make site visits required rather than optional.</p>	<p>Actions: <i>Add the Rehabilitation Center to the list of related entities' visits.</i></p>
<p>9. CONSENT CALENDAR</p>	<p>Motion: To approve the Open Session consent calendar.</p> <p>For Approval: a) Minutes of the Open Session Governance Committee Meeting (06/11/2024)</p> <p>Movant: Watters Second: Alvares Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Consent Calendar approved.</p>
<p>10. COMMITTEE ANNOUNCEMENTS</p>	<p>Chair Chen opened the discussion about future meeting dates due to member non-availability. He suggested that the timing of the March meeting be discussed at the December meeting.</p> <p>Motion: To approve the date change for the December 3rd meeting to December 2nd.</p> <p>Movant: Miller Second: Alvares Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None</p>	<p>December 3rd Governance Committee was moved to December 2nd.</p>
<p>11. ADJOURNMENT</p>	<p>Motion: To adjourn at 7:07 pm.</p> <p>Movant: Miller Second: Watters Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Meeting Adjourned at 7:07 pm</p>

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

Tracy Fowler
Director, Governance Services

Prepared by: Gabriel Fernandez, Coordinator, Governance Services
Reviewed by: Theresa Fuentes, CLO; Tracy Fowler, Director, Governance Services