



AGENDA

GOVERNANCE COMMITTEE OF THE EL CAMINO HOSPITAL BOARD OF DIRECTORS

Monday, March 17, 2025 – 5:30 pm

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

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: 991 1857 2058#. No participant code. Just press #.

To watch the meeting, please visit: [GC Meeting Link](#)

NOTE: In the event that there are technical problems or disruptions that prevent remote public participation, the Chair has the discretion to continue the meeting without remote public participation options, provided that no Board member is participating in the meeting via teleconference.

A copy of the agenda for the Committee Meeting will be posted and distributed at least seventy-two (72) 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 |
|---|---|---|------------------------|--------------------|
| 1 | CALL TO ORDER/ROLL CALL | Lanhee Chen, Chair | | 5:30 pm |
| 2 | CONSIDER AB 2449 REQUESTS | Lanhee Chen, Chair | Possible Motion | 5:30 |
| 3 | POTENTIAL CONFLICT OF INTEREST DISCLOSURES | Lanhee Chen, Chair | Information | 5:30 |
| | PUBLIC COMMUNICATION | | | 5:30 |
| | 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> | | | |
| 4 | 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 | <u>HOSPITAL COMMITTEE STREAMLINING</u> | Theresa Fuentes, CLO | Discussion | 5:30 – 5:50 |
| 6 | FY26 GOVERNANCE COMMITTEE PLANNING ITEMS: a. Committee Dates b. Committee Goals and Pacing Plan | Lanhee Chen, Chair | Motion Required | 5:50 – 6:00 |
| 7 | <u>FY26 BOARD ASSESSMENT PLAN</u> | Anne Yang, Executive Director, Governance Services | Discussion | 6:00 – 6:15 |
| 8 | EI CAMINO HOSPITAL BYLAWS VERBAL UPDATE | Don Watters, Chair, ECHB Bylaws Review Ad Hoc Committee | Information | 6:15 – 6:20 |
| 9 | RECESS TO CLOSED SESSION | Lanhee Chen, Chair | Motion Required | 6:20 – 6:21 |

Governance Committee Meeting Agenda
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| | AGENDA ITEM | PRESENTED BY | ACTION | ESTIMATED TIMES |
|----|---|--|------------------------|------------------------|
| 10 | REVIEW PROGRESS OF ENTERPRISE STRATEGIC VISION 2027 <i>Health and Safety Code Section 32106(b) for a report and discussion involving healthcare facility trade secrets</i> | Dan Woods, CEO AJ Reall, VP, Strategy | Discussion | 6:21 – 6:40 |
| 11 | RECONVENE TO OPEN SESSION | Lanhee Chen, Chair | Motion Required | 6:41 – 6:42 |
| 12 | CLOSED SESSION REPORT OUT | Tracy Fowler, Director, Governance Services | Information | 6:42 – 6:43 |
| 13 | CONSENT CALENDAR ITEMS: a. Approve Minutes of the Open Session of the Governance Committee Meeting (12/2/2024) b. Receive FY25 Pacing Plan c. Receive Report on Progress on FY25 Committee Goals d. Education Article: Board Strategies for Resilience | Lanhee Chen, Chair | Motion Required | 6:43 – 6:46 |
| 14 | COMMITTEE ANNOUNCEMENTS | Lanhee Chen, Chair | Information | 6:46 – 6:50 |
| 15 | ADJOURNMENT | Lanhee Chen, Chair | Motion Required | 6:50 |

Next Meetings: June 3, 2025



**EI CAMINO HOSPITAL
GOVERNANCE COMMITTEE
AGENDA MEMORANDUM**

To: El Camino Hospital Governance Committee
From: Theresa Fuentes, Chief Legal Officer
 Anne Yang, Executive Director, Governance Services
 Tracy Fowler, Director, Governance Services
Date: March 17, 2025
Subject: Update on Hospital Board Committee Streamlining and FY26 Hospital Board and Committee Calendar

Purpose:

To provide the Governance Committee with an update on the FY26 master calendar progress.

Summary:

In response to recommendations identified through various governance and committee assessments, a comprehensive review by staff and executive sponsors was conducted to identify potential streamlining opportunities for the FY26 board and committee calendar. Opportunities were identified through: (1) restructuring the calendar so that most committee meetings are held in the first two weeks of the same months; (2) moving the board meetings to later in the month so there is sufficient time and opportunity to flow committee materials to the board for approval; and (c) reducing the number of committee meetings and, over a multi-year period, standardizing committees to a quarterly schedule if possible.

Following the Governance Committee's direction in December 2024, staff have taken steps to discuss the streamlining proposals with the committee chairs, and in some cases, with the committees themselves. Staff have also polled other hospitals regarding their processes for approving medical staff credentials and privileges and confirmed that many similarly situated hospital boards utilize a subcommittee of the board for this function.

An updated proposed FY26 calendar for hospital board and committees is attached based on feedback received, including the following:

1. The Compliance and Audit Committee is reducing the number of annual meetings from 5 to 4, and the committee has approved the FY26 proposed meeting calendar dates, which are reflected in the attached proposed FY26 calendar.
2. The Finance Committee is reducing the number of annual meetings from 6 (plus joint meeting with Investment Committee) to 5 (plus joint meeting with Investment Committee). The proposed dates have been approved by the Executive Sponsor and will be submitted to the committee for approval.
3. The Investment Committee currently meets quarterly plus a joint meeting with Finance Committee. There are no proposed changes to the committee's meeting cadence. The proposed dates for FY26 have been approved by the Executive Sponsor and will be submitted to the committee for approval.
4. The Governance Committee currently meets quarterly and there are no proposed changes to the committee's meeting cadence. The committee can approve the proposed dates as reflected on the proposed FY26 calendar.
5. The Quality Committee reviewed its meeting cadence, with some committee members in favor of reducing the number of committee meetings, and others not. Given the discussion, the chair has suggested reducing the number of annual meetings this year

Proposed FY26 Committee Meeting Dates
March 17, 2025

from 8 to 7, with further review next year. The committee was generally not in favor of establishing a separate committee to review the medical staff credentials, preferring instead to retain the current structure with the credentials going to both the committee and the board, and the board only on months when the committee does not meet. The committee requested further discussion at their next meeting.

6. The Executive Compensation Committee has approved its proposed meeting dates on Thursdays at 4:00 pm, which is reflected in the proposed FY26 calendar.
7. No committee chairs have expressed interest in moving their current committee meeting times to earlier in the day. Staff will continue to explore opportunities with the committees for earlier meeting times.

Next Steps

Staff will incorporate final recommendations into the master FY26 calendar and bring the final FY26 calendar to the governance committee and hospital board for approval.

Attachment

1. Proposed FY26 Master Calendar – Hospital Board and Committees only

JULY 2025 Keeping July dark

| S | M | T | W | T | F | S |
|----|----|----|----|----|-----------------|----|
| | | 1 | 2 | 3 | 4 Indep. Day | 5 |
| 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| 13 | 14 | 15 | 16 | 17 | 18 | 19 |
| 20 | 21 | 22 | 23 | 24 | 25 | 26 |
| 27 | 28 | 29 | 30 | 31 | | |

AUGUST 2025 Removed QC

| S | M | T | W | T | F | S |
|---------|--------------|----|----------------|----|----|----|
| | | | | | 1 | 2 |
| 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| 10 | 11 IC - 1 | 12 | 13 | 14 | 15 | 16 |
| 17 | 18 | 19 | 20 | 21 | 22 | 23 |
| 24 / 31 | 25 FC-1 | 26 | 27 ECHB - 1 | 28 | 29 | 30 |

SEPTEMBER 2025

| S | M | T | W | T | F | S |
|----|----------------|-----------|----------------|-------------|----|----|
| | 1 Labor Day | 2 | 3 | 4 | 5 | 6 |
| 7 | 8 QC - 1 | 9 GC-1 | 10 | 11 | 12 | 13 |
| 14 | 15 | 16 | 17 | 18 | 19 | 20 |
| 21 | 22 | 23 | 24 ECHB - 2 | 25 ECC-1 | 26 | 27 |
| 28 | 29 CAC-1 | 30 | | | | |

OCTOBER 2025 Removed FC

| S | M | T | W | T | F | S |
|----|--------------------|----|---------------------|----|----|----|
| | | | 1 Yom Kippur | 2 | 3 | 4 |
| 5 | 6 | 7 | 8 | 9 | 10 | 11 |
| 12 | 13 Columbus Day | 14 | 15 ECHB - 3 | 16 | 17 | 18 |
| 19 | 20 | 21 | 22 Rosh Hashanah | 23 | 24 | 25 |
| 26 | 27 | 28 | 29 | 30 | 31 | |

NOVEMBER 2025 Moved FC and GC from Dec. to Nov. and moved Board mtg later

| S | M | T | W | T | F | S |
|---------|--------------|--------------------|----------------|--------------------|----|----|
| | | | | | | 1 |
| 2 | 3 QC - 2 | 4 GC - 2 | 5 CAC - 2 | 6 ECC - 2 | 7 | 8 |
| 9 | 10 IC - 2 | 11 Veterans Day | 12 | 13 | 14 | 15 |
| 16 | 17 FC - 2 | 18 | 19 ECHB - 4 | 20 | 21 | 22 |
| 23 / 30 | 24 | 25 | 26 | 27 Thanksgiving | 28 | 29 |

DECEMBER 2025; Moved FC and GC to November

| S | M | T | W | T | F | S |
|-----------------------|------------------------|----|--------------------------------|------------|----|----|
| | 1 QC - 3 | 2 | 3 | 4 | 5 | 6 |
| 7 | 8 | 9 | 10 ECHB-5 holiday dinner | 11 | 12 | 13 |
| 14 Hanukkah Begins | 15 | 16 | 17 | 18 | 19 | 20 |
| 21 | 22 Hanukkah Ends | 23 | 24 Xmas Eve | 25 Xmas | 26 | 27 |
| 28 | 29 | 30 | 31 NYE | | | |

JANUARY 2026 Keeping Jan dark; Removed FC

| S | M | T | W | T | F | S |
|----|-----------|----|-----------|----------|----|----|
| 28 | 29 | 30 | 31 NYE | 1 NYD | 2 | 3 |
| 4 | 5 | 6 | 7 | 8 | 9 | 10 |
| 11 | 12 | 13 | 14 | 15 | 16 | 17 |
| 18 | 19 MLK | 20 | 21 | 22 | 23 | 24 |
| 25 | 26 | 27 | 28 | 29 | 30 | 31 |

FEBRUARY 2026 Removed QC; Moved CAC to March; Board meeting later

| S | M | T | W | T | F | S |
|----------------|-------------------------|---------------------------|----------------|----|----|-----------------------|
| 1 | 2 FC - 3 | 3 QC - 4 | 4 | 5 | 6 | 7 |
| 8 | 9 IC - 3 | 10 | 11 | 12 | 13 | 14 Valentine's Day |
| 15 Ski Week | 16 Presidents Day | 17 Chinese New Year | 18 | 19 | 20 | 21 |
| 22 | 23 | 24 | 25 ECHB - 6 | 26 | 27 | 28 |

MARCH 2026

| S | M | T | W | T | F | S |
|----|-----------------------|-------------|--------------------|--------------|----|----|
| 1 | 2 QC - 5 | 3 GC - 3 | 4 CAC - 3 | 5 ECC - 3 | 6 | 7 |
| 8 | 9 Joint IC / FC | 10 | 11 | 12 | 13 | 14 |
| 15 | 16 | 17 | 18 Ramadan Ends | 19 | 20 | 21 |
| 22 | 23 FC - 4 | 24 | 25 ECHB - 7 | 26 | 27 | 28 |
| 29 | 30 | 31 | | | | |

APRIL 2026 Removed CAC

| S | M | T | W | T | F | S |
|--------------------------|-------------------|-------------------|----------------|----------------------|----|----|
| | | | 1 Passover | 2 | 3 | 4 |
| 5 Easter/ Passover | 6 | 7 Spring Break | 8 | 9 Passover End | 10 | 11 |
| 12 | 13 | 14 | 15 | 16 | 17 | 18 |
| 19 | 20 Eid al-Fitr | 21 | 22 ECHB - 8 | 23 | 24 | 25 |
| 26 | 27 | 28 | 29 | 30 | | |

MAY 2026

**Committees must meet and approve FY2027 committee goals*

| S | M | T | W | T | F | S |
|---------|----------------|----|--------------|----|----|----|
| 26 | 27 | 28 | 29 | 30 | 1 | 2 |
| 3 | 4 QC - 6 | 5 | 6 | 7 | 8 | 9 |
| 10 | 11 IC - 4 | 12 | 13 | 14 | 15 | 16 |
| 17 | 18 FC - 5 | 19 | 20 | 21 | 22 | 23 |
| 24 / 31 | 25 Mem. Day | 26 | 27 ECHB-9 | 28 | 29 | 30 |

JUNE 2026

| S | M | T | W | T | F | S |
|----|-------------|-----------|-----------------|----|----|----|
| 31 | 1 QC - 7 | 2 GC-4 | 3 CAC - 4 | 4 | 5 | 6 |
| 7 | 8 | 9 | 10 ECC - 4 | 11 | 12 | 13 |
| 14 | 15 | 16 | 17 | 18 | 19 | 20 |
| 21 | 22 | 23 | 24 ECHB - 10 | 25 | 26 | 27 |
| 28 | 29 | 30 | | | | |

CURRENT

| District Board ECHD | Hospital Board ECHB | Executive Comp ECC | Finance FC | Quality QC | Compliance CAC | Governance GC | Investment IC | ECHMN |
|--|--------------------------------|------------------------|---|--|-----------------------------|------------------------|--|--|
| 7x per even years; 6x per odd years, plus site visits | 10x per year | 4x per year | 6x per year plus joint meeting with IC | 8x per year | 5x per year | 4x per year | 4x per year plus joint meeting with FC | 5x per year |
| August, October, December (election year only), February, March, May, June | All months except Jan and July | Sept, Nov, March, June | Aug, Oct, Dec, Jan, March, May plus Combined FC-IC in Mar | Aug, Sept, Nov, Dec, Feb, March, May, June | Sept, Nov, Feb, April, June | Sept, Dec, March, June | Aug, Nov, Feb, May Combined FC-IC in Feb | August, November, February, March, May |

PROPOSED:

| District Board ECHD | Hospital Board ECHB | Executive Comp ECC | Finance FC | Quality QC | Compliance CAC | Governance GC | Investment IC | ECHMN |
|-----------------------|-----------------------|----------------------|--|--|--|--|--|--------------------|
| | 10x per year | 4x per year | 5x per year plus joint meeting with IC | 7x per year | 4x per year | 4x per year | 4x per year plus joint meeting with FC | |
| TBD by ECHD Board | No Change | No Change | Remove Oct. Shift Dec to Nov and Jan to Feb. Aug, Nov, Feb, March, May plus Combined FC-IC in Feb | Remove Aug, Sept, Nov, Mar, May, June | Shift Feb to March, remove April Sept, Nov, March, June | Shift Dec to Nov Sept, Nov, March, June | No change | TBD by ECHMN board |



Governance Committee
Proposed FY2026 Meeting Dates

| RECOMMENDED GC DATES | CORRESPONDING HOSPITAL BOARD DATE |
|-----------------------------------|--|
| Tuesday, September 9, 2025 | Wednesday, September 24, 2025 |
| Tuesday, November 4, 2025 | Wednesday, November 19, 2025 |
| Tuesday, March 3, 2026 | Wednesday, March 25, 2026 |
| Tuesday, June 2, 2026 | Wednesday, June 24, 2026 |



PROPOSED FY26 GOVERNANCE COMMITTEE GOALS AND PACING PLAN

The purpose of the Governance Committee (“Committee”) is to advise the El Camino Hospital (“Hospital”) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition for El Camino Hospital and the Hospital’s affiliated entities where the Hospital is the sole corporate member pursuant to the operating agreements and governance documents of those entities (“the Organization”). The Governance Committee ensures the Organization is functioning at the highest level of governance standards.

STAFF: **Dan Woods**, Chief Executive Officer (Executive Sponsor)

| 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 Ad Hoc Committee, provide a method for regular competency and skills assessment of the Board. - 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, as needed, 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. | - |

SUBMITTED BY: Chair: Lanhee Chen | Executive Sponsor: Dan Woods



EL CAMINO HOSPITAL BOARD OF DIRECTORS COMMITTEE MEETING MEMO

To: Governance Committee
From: Anne Yang, Executive Director, Governance Services
 Tracy Fowler, Director, Governance Service
Date: March 17, 2025
Subject: Board and Committees Assessment Update

Purpose:

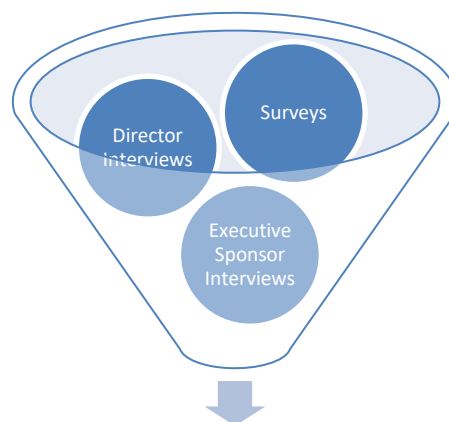
To provide an overview of the annual Board and Committees Self-Assessment for FY26 and get Committee input for suggested changes.

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 function at the highest governance standards.

Currently, the Board utilizes SpencerStuart, an independent consulting firm, to conduct a governance assessment designed to promote optimal processes and practices for the Board and Advisory Committees. This fiscal year marked the second year of a survey-only approach facilitated by SpencerStuart, and feedback from Board and Committee members on the process was favorable.

Looking ahead to the next assessment cycle, it is important to include director interviews to provide a deeper understanding of overall board health. Additionally, Committees have requested survey questions that more closely align with their specific work areas. Although survey questions remained unchanged in FY25 to effectively track trends and progress, the Committee should consider whether to continue collaborating with SpencerStuart or explore alternative resources. Staff can provide the Governance Committee with other assessment options and sample surveys at the upcoming June meeting for discussion and subsequent recommendation to the Board. This topic is intended for discussion at this time, not approval.



FY2026 Board Action Plan



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Monday, December 2, 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

** 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 5:30 pm by Chair Lanhee Chen. A verbal roll call was taken, and a quorum was present. Director Miller was out of the room at the roll call and re-entered at 5:31 p.m. | Called to order at 5:30 p.m. |
| 2. CONSIDER APPROVAL FOR AB 2449 REQUESTS | Chair Chen announced that no requests to appear remotely for Just Cause or Emergency were received, so no motion was necessary. Chair Chen participated remotely under Brown Act teleconferencing rules. | |
| 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. CONFLICT OF INTEREST POLICY MODIFICATIONS AND REVIEW PROCESS | <p>Ms. Wigglesworth opened with an overview of the process, emphasizing the integration of online training and talking points to address gaps in understanding, particularly around financial disclosures. Committee members provided input on key areas which included training details, the need for clearer definitions of "positions of influence", alignment between the policy and its cover memo, proposed shifting from annual to continual disclosures, adding identifiers to the form for clarity, and making it clear that the policy applies to all employees. The committee agreed to incorporate recommendations into the final policy draft before its presentation to the hospital board.</p> <p>Motion: To recommend the Conflict of Interest policy with edits to the Board for approval.</p> <p>Movant: Kasperzak Second: Miller Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None</p> | Action: Staff to update the memo to incorporate changes before sharing with the Board. |

| | | |
|--|---|--|
| <p>6. HOSPITAL COMMITTEE STREAMLINING</p> | <p>Ms. Fuentes opened the discussion by highlighting opportunities to streamline the committee structure through a more standardized calendar that would enhance workflow to the board. A key piece in the proposal is to form a credentials committee to review credentials similar to those of other hospitals. During the discussion, the Committee emphasized the importance of understanding the rationale behind these changes and recommended evaluating credentialing practices at other hospitals, including top-tier hospitals, to ensure the proposal aligns with best practices. Concerns were raised about maintaining oversight of critical areas such as patient experience, which is integral to the hospital's strategic plan. While streamlining was broadly supported to improve staff and management efficiency, it was recommended that the proposal clearly outline the necessity for these changes and address any potential concerns. The inclusion of committee chairs in the review process was deemed essential to ensure alignment and input, and broader evaluations of the committee structure were also discussed.</p> | <p>Actions: Staff to provide comparative data on credentialing practices at other hospitals and a clear rationale for the proposed changes.</p> <p>Staff to engage committee chairs in the review process</p> |
| <p>7. EI CAMINO HOSPITAL BYLAWS REVIEW</p> | <p>Ms. Fuentes opened the discussion of the Committee's triannual review of the hospital's bylaws, focusing on updates to ensure alignment with governance best practices and legal requirements. She highlighted the complexities of the current term limit provisions, and the fact that the hospital board term limits do not align with district board as the district board does not have term limits. She also pointed out that the term limit provisions do not distinguish between district board and non-district board members and several current district board members will be termed out of the hospital board in the next few years even if they are re-elected to district board. This could significantly alter the board's composition and structure, and as a result, the board should consider potential changes to address these issues. The ensuing discussion addressed refining language regarding the term limits, and to clarify roles, responsibilities, and processes, resolving ambiguities in decision-making authority, and streamlining the process for bylaw amendments. To address these matters more comprehensively, the committee recommended forming an ECHB Ad Hoc Committee at the next board meeting to work with staff to further review and propose changes to the bylaws.</p> | <p>Actions: Recommend the formation of ECHB Ad Hoc Committee for Bylaws Review</p> <p>Staff to share annotated versions with explanatory comments along with redlines of proposed changes to the bylaws.</p> |
| <p>8. ECHD AD HOC COMMITTEE (REAPPOINTMENT/ RECRUITMENT) REPORT</p> | <p>Mr. Kasperzak provided a report on the recent meeting of the ECHD Ad Hoc Committee for Reappointment/Recruitment, which included an interview with Jack Po. The ad hoc committee unanimously agreed to recommend Jack Po's reappointment to the Hospital Board and asked that the matter be addressed during the December District Board meeting rather than delaying it until February. The Ad Hoc Committee comprised Dr. Fung as chair, with Director Zoglin serving as member, with advice from Chair Rebitzer and Mr. Kasperzak .</p> | <p>Reappointment of Jack Po included in December District Board agenda.</p> |
| <p>9. BOARD MEMBER TRAINING AND EDUCATION</p> | <p>Ms. Fowler opened the discussion focused on enhancing board education through a proposed program offered by a third party, recommended for its flexibility and governance focus. She highlighted advantages of the program including allowing members to access on-demand, tailored educational</p> | <p>Action: Staff to share portal login for further review.</p> |

| | | |
|---|---|---|
| | <p>content, including short videos on topics like credentialing, with a survey feature to identify specific needs. This approach aims to accommodate varying educational requirements among board members and committees.</p> <p>Suggestions included integrating feedback questions into future board self-assessments to evaluate the program's impact and inform its continuation. The committee agreed to review the program further and provide feedback to staff.</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 (09/17/2024)</p> <p>Received: b) FY25 Pacing Plan, c) Report on Progress on FY25 Committee Goals, d) ECHB Committee Slate</p> <p>Movant: Miller Second: Watters Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>Consent Calendar approved.</i></p> |
| <p>10. COMMITTEE ANNOUNCEMENTS</p> | <p>Chair Chen opened the discussion about March meeting dates due to member non-availability. He suggested that the meeting be moved to March 17th. Committee will confirm availability with staff.</p> | |
| <p>11. ADJOURNMENT</p> | <p>Motion: To adjourn at 6:46 pm.</p> <p>Movant: Watters Second: Miller Ayes: Alvares, Chen, Kasperzak, Lai, Miller, Watters Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>Meeting Adjourned at 6:46 pm</i></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: Tracy Fowler, Director, Governance Services
 Reviewed by: Theresa Fuentes, CLO



FY25 GOVERNANCE 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. | <ul style="list-style-type: none"> - On track. Next year assessment will include interviews. On track. |
| 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. | <ul style="list-style-type: none"> - On track. Review on current agenda |
| 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. | <ul style="list-style-type: none"> - On track. - Strategy update being rolled out to Committees instead of one joint meeting. |
| 4. Promote ethical behavior and ensuring that the organization is acting in accordance with its value 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. | <ul style="list-style-type: none"> - Paced for June meeting |

Playing the Long Game: Board Strategies for Resilience

By Remi Patel and Maulik Joshi, Dr.P.H., Meritus Health

With the rapid waves of challenges plaguing healthcare organizations today, change is essential for those who want to swim rather than sink. To successfully navigate this complexity, boards play a critical role in making sure their organization can survive short-term challenges and achieve success in the long run. By embedding a long-term view into strategic decision making, healthcare leaders can build resilience, allowing their organization to adapt to rapid changes and thrive in the future. The following strategies outline actionable steps for boards to shift their mindset towards a long-term perspective, thus positioning themselves for success.

Discuss Opportunities Early

Strategic planning begins with identifying and exploring opportunities at their earliest stage. Bringing high-level ideas to the board, before they are fully developed, allows for collaborative input, broader perspectives, and alignment with organizational goals before any decisions are made. At a recent meeting, Meritus board members and leadership discussed nine potential strategic opportunities spanning the next five years, with investments ranging from a few million to over 100 million dollars. Board members were given only three slides of background material on each opportunity, which culminated in a discussion of each one. Through these generative conversations, two opportunities were prioritized for deeper evaluation. By being open to discussing opportunities early on, healthcare organizations can leverage the board's expertise and ensure well-informed decisions are made before strategies move forward.

Be Bold

While remaining realistic is important, building a culture of bold decision making can help healthcare leaders drive transformation. Bold leadership includes stepping outside of the comfort zone and driving transformation with new payment models, innovations, service lines, partnerships, or technologies to stay ahead of emerging challenges. For example, Meritus Health exemplifies boldness through its 2030 Bold Goals, which aim to improve the health of our community. These include having zero patient harm, becoming the lowest total cost of care provider in Maryland, and having zero suicides in our community. Each Bold Goal has short- and long-term goals, clear and measurable metrics for

success, organizational champions, and implementation strategies. While others may see the Bold Goals as overly ambitious, they have allowed Meritus to prioritize impactful initiatives rather than misaligned, fragmented, and reactive projects. Setting aspirational goals as a board and as leadership encourages innovation and forward-thinking.

Set Long-Term Measurable Goals

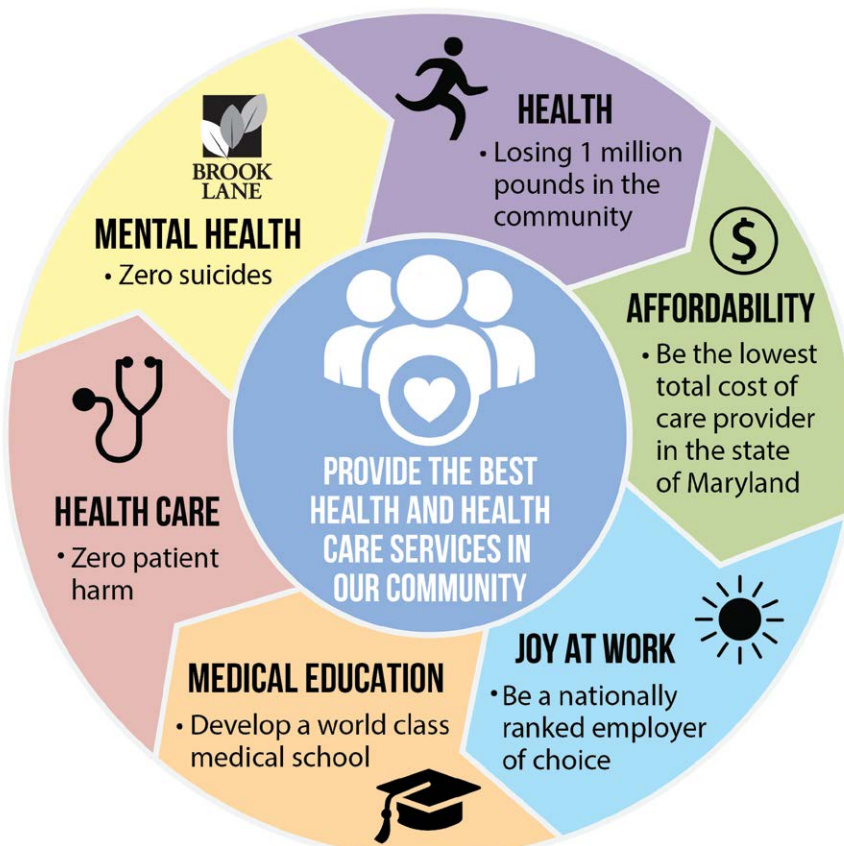
Setting long-term measurable goals is essential for healthcare leaders seeking sustainable progress. It can be difficult to set goals that will be achieved five to 10 years into the future, especially amidst current-day challenges, but sustainable changes require planning, refinement, and measurable milestones. For example, the Meritus Health 2030 Bold Goals include a campaign to engage the community, businesses, and organizations in Washington County to lose 1 million pounds by the year 2030. The goal stems from the acknowledgement of obesity and diabetes as significant population health challenges, and the need for a measurable goal that will unify the community and ignite action. This campaign introduced an innovative Web-based weight tracker that allows users to enter their current weight in a

KEY BOARD TAKEAWAYS

- **Discuss opportunities early.** Encourage open, generative discussions early on to evaluate strategic opportunities.
- **Be bold.** Embrace aspirational goals that can drive transformation.
- **Set long-term measurable goals.** Develop and track actionable goals with clear metrics to drive sustainable progress and engagement.
- **Practice patience.** Balance long-term vision with short-term wins and recognize that change takes time.
- **Cultivate cultural expectations.** Foster a culture of open-mindedness, aspiration, discipline, and patience to support forward-thinking decision making.

confidential account that automatically records pounds lost with a date. As of November 2024, over 159,000 pounds have been lost, with participation from 55 community partners and over 7,700 individuals. Meritus recognized the value of using a simple metric of "total weight lost," and how it has allowed stakeholders to easily view our progress as a community and remain engaged with the program. Staying disciplined to

Meritus Health 2030 Bold Goals



measurable goals allows leaders to create a roadmap for success while ensuring that stakeholders stay focused, engaged, and motivated towards achieving these goals.

Patience Is Key

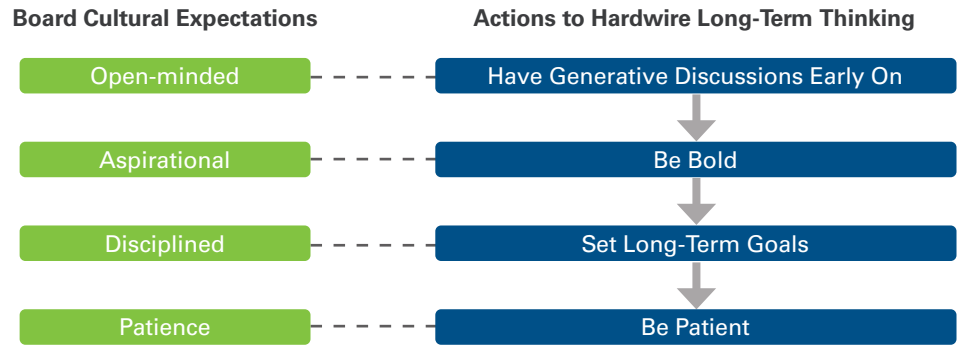
Finally, patience is key for boards committed to achieving long-term success. Significant results can take years to achieve, and celebrating small wins is one way to cultivate patience within an organization. For example, with the Bold Goal of inspiring the community to lose 1 million pounds, an incremental milestone of losing 200,000 pounds by the end of FY25 was set to keep stakeholders engaged and motivated. With 159,000 pounds already lost, this steady progress emphasizes the importance of balancing long-term vision with short-term wins. By fostering patience, leaders can keep stakeholders focused on overarching goals while making sustainable progress.

Conclusion

Adopting a long-term perspective is essential for healthcare organizations to navigate the ever-changing challenges of the modern world. By utilizing these strategies to embed long-term planning into their culture, boards can lead with agility, positioning their organizations for resiliency and sustainable success.

These actions to hardwire long-term thinking require a different

How Boards Can Build a Long-Term Mindset



mindset at each stage. Having generative discussion early on requires an open-minded approach. This may seem straightforward, but one must remember that it is often very easy to say why something might not work, and one “no” can change the tenor of a conversation. Boards must be open-minded in thinking about possibilities iteratively. As we get to the “be bold” stage, board members should be aspirational in their vision. Coupled with aspiration, however, is discipline. A long-term goal 10 years out can be audacious, but there must be discipline expected from leadership to have measures along the way that are meaningful, measurable, and demonstrate progress to the aspirational goal. Finally, it is important to be patient

as these strategies play out. This can be a challenge when organizations are striving for immediate results. In order to implement strategies for resilience, boards must play the long game. Open-mindedness, aspirational, disciplined, and patience are cultural expectations for boards to hardwire long-term thinking and position themselves for future success.

TGI thanks Remi Patel, Administrative Fellow, Meritus Health, and Maulik Joshi, Dr.P.H., President and CEO, Meritus Health, President, Meritus School of Osteopathic Medicine, for contributing this article. They can be reached at remi.patel@meritushealth.com and maulik.joshi@meritushealth.com.