

GOVERNANCE COMMITTEE MEETING MINUTES

June 6, 2023

Board of Directors Boardroom – Gulf Coast Medical Center, 13685 Doctors Way, Fort Myers, Florida 33912 or Teleconference Dial-In # 1 415 655 0002 / Access code: 2303 571 3124#

MEMBERS PRESENT:

Stephen Brown, MD, Committee Chair
Diane Champion, Board Member
David Collins, Board Member
Dan Adler, Board Member
Dane Allen, Board Member

OTHERS PRESENT:

Katie Fournier, Board Office Coordinator
Tracy Pyles, Vice President, Senior Deputy General Counsel
Mary A. McGillicuddy, General Counsel, Administrative Sponsor
George Knott, Board Counsel

The Governance Committee Meeting was called to order at 1:00 p.m. by Dr. Stephen Brown, Committee Chair.

PUBLIC INPUT STATEMENT

Dr. Stephen Brown acknowledged the Public Input Statement.

CONSENT AGENDA

Dr. Stephen Brown asked for approval of the consent agenda:

- A. Committee Meeting Minutes of March 7, 2023;
- B. Board Policies Routine Review Schedule - Fifteen (15) policies will be reviewed annually over a three (3) year period;
- C. Community Health Improvement Committee Charter Revisions; and
- D. Quality, Safety and Patient Experience Committee Charter Revisions

David Collins made a motion to approve the Consent Agenda. The motion was seconded by Diane Champion and carried with no opposition.

BOARD ASSESSMENT EVALUATION SURVEY

The Committee discussed the annual evaluation of performance of the Lee Health Board of Directors and reviewed recent past practice for the assessments. In 2020, the survey focused on the governance work. The 2021 and 2022 surveys focused on Board effectiveness and allowed for the collection of comparative data. The Committee determined to use the same survey as used in 2021 and 2022, which will allow for the continued collection of comparative data, with the addition of three open-ended comment questions seeking feedback on the following topics:

- Ideas about current Committee related items that should have a full presentation to the Board of Directors;
- Interest in a periodic assessment of each Committee's effectiveness; and
- Potential opportunities for more joint meetings of Committees.

Like previous years, the Board's survey will be presented to Board Members through OnBoard and is scheduled for July.

GOVERNANCE WORKSHOP ACTION ITEMS

The Committee reviewed the six (6) Parking Lot Action Items assigned by the Board Chair to the Governance Committee for follow-up, and took the following action:

- **Workshop Action Item:** Determine which issues should be presented to the full Board as well as to the Committee.
 - *Governance Committee Action:* The question will be incorporated into the Board Assessment Evaluation Survey to allow all Board Members the opportunity to provide feedback on the topic.
- **Workshop Action Item:** Discuss CEO evaluation form & short-term incentive plan metrics.
 - *Governance Committee Action:* The Committee reviewed its responsibilities on this topic; is recommending a FY2023 President/CEO performance review form to the Board of Directors; and, will invite the Chief People Officer to its next meeting to begin the dialogue about a new performance evaluation form for FY2024 and several options for short-term incentive plan metrics.
- **Workshop Action Item:** Modify the Board's Omnibus Policy on Committees to allow for the creation of task forces.
 - *Governance Committee Action:* The Committee is bringing recommended policy revisions to the Board for consideration.

- **Workshop Action Item:** Add to presentation topic a slide regarding expected frequency of reporting.
 - *Governance Committee Action:* The Committee discussed the benefit of adding a slide to presentations to the Board with expected frequency of reporting and will work with the Board Office, Board Chair and Lee Health’s leadership team to create and incorporate the process, including adding topics to the Board’s calendar for follow-up.
- **Workshop Action Item:** Ask committee chairs to share key slides with their report/have a more effective way to communicate to full Board the key information shared in committee meetings.
 - *Governance Committee Action:* The Committee recommended that the Board Chair send a memo to Committee Chairs for their consideration.
- **Workshop Action Item:** Discuss how to “assure systems and processes are in place” for key Board responsibilities and strategic initiatives (i.e., access improvement & workforce issues).
 - *Governance Committee Action:* The Committee recognized that this is an ongoing oversight topic for routine consideration and that numerous actions taken by the Committee at its meeting serve to address this Workshop Action Item.

PRESIDENT/CEO EVALUATION AND INCENTIVE PLAN METRICS

The Committee reviewed its oversight responsibilities associated with the President/CEO evaluation and incentive plan metrics, as set forth in its Charter, and considered whether recommendations for the performance evaluation and incentive compensation should flow through the Committee or go directly to the Board for consideration.

The Committee reviewed the history of the most recently used President/CEO performance review form, which was recommended to the Board by the President/CEO Executive Compensation Task Force. After discussion, the Committee determined that it would proceed with making a recommendation for the FY2023 performance review form and voted 5-0 to recommend to the Board of Directors the continued use of the President/CEO performance review document for FY2023, updated to incorporate the Board’s approved FY2023 scorecard metrics. The Committee discussed inviting the Chief People Officer to its next meeting to begin a dialogue about designing a new performance evaluation document for FY2024.

The Committee next discussed the components of the President/CEO’s compensation, including the annual approval of short-term incentive plan metrics. The Committee

determined that at its next meeting it would like the Chief People Officer to present several FY2024 short-term incentive plan options for the Committee's consideration and feedback.

POLICY & PROCEDURE REVIEW

A. Board Policy 10:56E: Board of Directors Omnibus Policy on Committees

The Governance Committee discussed proposed revisions to Board Policy 10.56E, Omnibus Policy on Committees, which provide a framework for the creation of task forces as discussed by the Board at the Board Governance Workshop on May 17, 2023.

David Collins made a motion to recommend approval to the full Board of Directors to revise Board Policy 10.56E, entitled Board of Directors Omnibus Policy on Committees, as presented. The motion was seconded by Dan Adler and carried with no opposition.

B. Board Policy 10:01F: Mission, Vision, Values

The Governance Committee discussed proposed revisions to Board Policy 10.01F, Mission, Vision and Values, updating the statements describing each Value, as presented by Lisa Martinez, Chief Strategy and Innovation Officer.

David Collins made a motion to recommend approval to the full Board of Directors to revise Board Policy 10.01F, entitled Mission, Vision and Values, as presented. The motion was seconded by Dane Allen and carried with no opposition.

Other Governance Matters

The Committee is scheduled to address additional Governance Workshop Parking Lot Action Items at its October 3, 2023, Committee Meeting. The Committee recognized that many of these topics may be addressed during the planned follow-up Governance Workshop with Pam Knecht.

NEXT REGULAR MEETING

The next proposed Governance Committee Meeting will be held on October 3, 2023 at 1:00 p.m. Board of Directors Boardroom – Gulf Coast Medical Center, 13685 Doctors Way, Fort Myers, Florida 33912.

ADJOURNMENT

The Governance Committee Meeting adjourned at 2:15 p.m. by Dr. Stephen Brown, Committee Chair.

Minutes were recorded by Josephine Desibia

Signed by: _____
Dr. Stephen Brown, Committee Chair

Date: _____

A handwritten signature in black ink, appearing to be 'S. Brown', written in a cursive style.

Stephen Brown
11/17/2023 12:28 EST