

**SPECIAL MEETING AGENDA
EXECUTIVE COMPENSATION COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS**

Thursday, February 15, 2024 – 12:00pm

El Camino Hospital | Administration Conference Room 1 | 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: 972 0414 5509#. No participant code. Just press #.

PURPOSE: To assist the El Camino Hospital (ECH) Board of Directors (“Board”) in its responsibilities related to the Hospital’s executive compensation philosophy and policies. The Executive Compensation Committee shall advise the Board to meet all applicable legal and regulatory requirements as it relates to executive compensation.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1	CALL TO ORDER/ROLL CALL	Bob Miller, Chair		12:00 - 12:01pm
2	CONSIDER APPROVAL FOR AB 2449 REQUESTS	Bob Miller, Chair	Possible Motion	12:01 – 12:03
3	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Miller, Chair	Information	12:03 – 12:04
4	PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons to address the Committee on any matter within the subject matter jurisdiction of the Committee 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 Executive Compensation 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>	Bob Miller, Chair	Information	12:04 – 12:07
5	CONSIDER RECOMMENDATIONS FROM AD HOC COMMITTEE AND CONDUCT INTERVIEWS OF NOMINEES FOR THE EXECUTIVE COMPENSATION COMMITTEE a. Todd Shaw b. Mary Hassett c. Tom Asmar	Teri Eyre, Ad Hoc Committee Chair	Discussion	12:08 – 1:00
6	RECOMMEND TO EL CAMINO HOSPITAL BOARD APPROVAL OF CANDIDATES FOR APPOINTMENTS TO EXECUTIVE COMPENSATION COMMITTEE	Bob Miller, Chair	Motion Required	1:00 – 1:14
7	ADJOURNMENT	Bob Miller, Chair	Motion Required	1:15 pm

Upcoming Regular Meetings: March 21, 2024, June 6, 2024

TODD SHAW - Overview

Todd Shaw is an independent management consultant and former Human Resources (HR) executive. He has partnered with C-level leaders for 30 years to help them **build outstanding leadership teams, align culture with strategy, and drive change to achieve business plans**. He has helped build organizations that **delivered organic growth** (PayPal revenue more than doubled during his tenure) and **acquisition-driven growth** (Bank of America revenues nearly tripled from 1996-2006). He **led global HR operations** for 11 years, including 3.5 years living in Asia. To enable these results, he **transformed multiple HR groups** to deliver the required solutions and services. Todd's corporate roles were most often HR leadership roles for businesses, but his career included deep focus in the area of talent acquisition, organization & leadership development and compensation. His consulting work is focused on **deep, multi-month engagements such as interim leadership roles or large-scale change projects**.

Industry Experience

Shaw Organization Design	Management Consulting	Founder & President	2018 to present
CentralSquare Technologies	Enterprise Software – Public Safety & Administration	Chief Human Resources Officer	2019 to 2020
Verifone	Payments Hardware & Software	Chief Human Resources Officer	2014 to 2017
PayPal	Payments	VP Human Resources	2010 to 2014
Bank of America	Financial Services	Various HR Executive Roles	1996 to 2010
Taco Bell	Quick Service Restaurants	Regional Training and HR Management Roles	1991 to 1996

Education

- MBA, University of Michigan, concentrations in HR and Finance
- BSBA, Drake University, majors in Finance and Information Systems
- Advanced HR Executive Program, University of Michigan
- Stanford Directors College (2017) and Continuing Studies Courses

Practice Areas

- **Translating strategy to results:** Clarifying strategy and business plans and ensuring effective education and communication. Doing the talent, organization and culture work to move large-scale change plans forward to achieve goals in the strategic plan.
- **Building high performing organizations:** Consider all aspects of effective organization design that is integral to the company strategy, with focuses on **shaping organization culture** and on **building high performing leadership teams**.
- **Build HR organizations** - including interim CHRO , VP Talent /Culture leadership roles

Consulting Engagement Examples

Enterprise software company, UCaaS (\$1.6 billion revenue, 30% growth, public)

- Org Design: Helped new CMO articulate vision, goals; mapped to re-organization plan
- Culture: Interim VP Talent & Culture. Coached new leaders through DEI roadmap, employee communications roadmap; updated engagement measurement system and completed custom analysis to inform retention investments. Drove adoption of front-line leader development program.

Enterprise software company, public safety & administration (PE-owned 3-company roll-up)

- Interim CHRO for 6 months (transitioned to employee for additional 6 months)
- Culture: Competed 1st comprehensive employee engagement survey, launched ongoing improvement process. Revamped internal job movement and career development tools.
- Talent: Managed successful searches for CFO, General Counsel. Drove improvements in recruiting performance to fill key revenue-linked roles.
- HR Transformation: Established people operations team to serve employee needs. Pulled recruiting team into workforce planning. Shifted L&D team from tactical training to org development priorities.

Insurance company, commercial property & casualty (\$2 billion premiums, mutual)

- Culture: upgrade of employee engagement & experience measurement & improvement system
- Strategy to Results: Architected, program managed launch of \$30 million of efficiency initiatives
- Strategy to Results: Architected and built experience to engage all employees in multi-year strategy.

Payments company, B2B services (\$1.5 billion revenue, 15% growth, public)

- Org Design: Partnered with CTO to update org design, make leadership changes and upgrades, accelerate transformation to agile (SAFe) product development.



Name: Todd Shaw
Date: January 16, 2024

**El Camino Hospital Board of Directors
Executive Compensation Committee Candidate Questionnaire**

1. Please describe how your professional background demonstrates your knowledge and experience with the following:

- a. Your experience with developing a compensation philosophy, development of executive compensation program, review of the CEO's incentive programs, benefits, perquisites and contractual terms.

My deepest and broadest experience with these programs was as the Chief Human Resources Officer of Verifone. At the time, Verifone was \$2 billion in revenue and a public company – subject to all public company regulations and disclosures regarding executive compensation. I tackled two challenges in executive compensation during my tenure. First, we moved “Say on Pay” shareholder support from 45% to 92%. This was accomplished through altering several of our executive compensation practices – including CEO pay - to align with best practices. Second, we designed and implemented changes in executive compensation to attract and retain executive talent during a turnaround and business model transformation. This included gaining Board support for an attractive compensation program while simultaneously aligning executive incentive plan design with the new business model and strategy. This alignment between strategy and executive compensation design is central to the effectiveness of any executive compensation program.

- b. Establishing salary ranges for each executive and placement in the range for the CEO and other executives eligible for the plan.

At Verifone, these activities were a normal part of our annual process of reviewing and gaining Board support for the target compensation package for the CEO and the entire c-suite. I partnered closely with the executive compensation advisors that had been hired by the Board. During my brief stint as CHRO at CentralSquare – a private equity owned company – I ran this annual cycle once, with a focus on equity holdings for key c-suite positions. In my consulting practice, I helped a small and growing medical service provider establish its first executive compensation program for the c-suite. If good market data is available and utilized effectively, question “b” becomes one of the easier aspects of the compensation program.

- c. Making recommendations to a Board for salary changes and/or any performance incentive payouts based on the evaluation of the CEO's performance.

At Verifone, the CEO leaned on me to manage the mapping of the company scorecard to c-suite performance goals, track progress towards those goals on a quarterly basis, and provide both quarterly and annual summaries of c-suite performance to the Board. As we evolved the executive compensation program, the determination of annual incentives was largely formulaic based on performance on the assigned metrics. This system included the CEO's goals and incentive plan. I provided the Board with everything required to make their final determination of the CEO's annual incentive and equity grant - and had private conversations with the Chair of the Compensation Committee and the Chairman of the Board about CEO compensation.

- d. Making recommendations of cost and reasonableness of severance and benefits for executives.

In my CHRO roles and in my consulting practice, every organization I've worked with has frowned on "perquisites" for the CEO and c-suite and provided them with the same health care benefits as all salaried employees. With regards to severance...At Verifone, I initiated a standard executive severance program. This was an important component of our overall compensation program during a challenging turnaround and business model transformation period. This program was based on market practices, was supported by the Board, and factored into the shareholder "Say on Pay" vote given its application to the Section 16 officers.

- e. Providing input into the CEO's recommendations regarding annual organization goals and measures for executive performance incentive plans.

In my experience, questions "e" and "f" are intertwined. As mentioned above, my experience at Verifone included every aspect of these questions – mapping strategic scorecard to c-suite performance goals, using the company strategy and scorecard to adjust compensation design, and determining final variable compensation payments based on actual performance.

- f. Providing input into the CEO's and executive team's annual performance incentive goals to execute a strategic plan, and then recommending these goals for approval by the Board.

In my consulting practice, I've recently worked on clarification of goals and performance evaluation for the CEO of a \$2 billion revenue commercial property & casualty insurance company (a mutual structure). The CEO sought more clarity and structure to his performance discussions with the Board. We helped him translate the company scorecard into his goals and finalize a performance evaluation approach which the Board adopted. We are currently helping him cascade this approach to goal setting for his direct reports.

- g. The annual review of the CEO's own succession plan. This includes a leadership and development plan.

In my experience, questions "g" and "h" happen together. At Verifone, I initiated discussions with the Compensation Committee that led to them expanding their formal charter to include executive talent management and development. Our first deliverable under this new charter was a succession plan for the CEO and his direct reports. I had extensive experience in succession planning and leadership development - at a business unit level - earlier in my career at Bank of America.

- h. The annual review of the CEO's succession plan for the executive team, thereby identifying and developing potential executives.

One aspect of my experience to add to my answer to question "g" is that I've been intimately involved with external hiring of c-suite executives when internal talent is not ready, and the need is immediate. For example...At Verifone I quarterbacked successful searches for a new Chief Product & Technology Officer and a new LATAM Regional President. At CentralSquare I quarterbacked successful searches for the CFO and General Counsel.

2. Why are you interested in being considered for a position on El Camino Hospital's Executive Compensation Committee?

I am participating in the Leadership Los Gatos program with the goal to find the best way to give back more to the community. I recently heard Jon Cowan talk to the program participants about El Camino Health and was moved by a recognition of the importance of having a high-quality not-for-profit health care system serving our community. Jon mentioned a periodic need for new contributors to the Executive Compensation Committee – and I felt this could be a way to use specific experiences I bring to the table to support El Camino – and in doing so, support our community with continued quality health care.

3. Are there any civil, employment related or criminal incidents in your background that we may uncover in a reference or background check?

No

4. Have you ever been involved in a government investigation for business related issues (e.g. SEC)?

No

5. Would this position create a conflict of interest with any of your other commitments?

No

6. Are you able to make the necessary time Commitment (4-6 meetings per year)?

Yes

7. The El Camino Hospital Executive Compensation Committee membership position is non compensated and has one-year renewable terms. Is this acceptable?

Yes. I presume that expenses associated with any requested travel outside of the Bay Area (offsites, conferences, etc.) would be reimbursed. I would be interested to learn more about the governance structure, and how the role of this Committee relates to the Board. Depending on that relationship and the liability associated with it, I might need to know more about your D&O insurance coverage for the committee.

MARY T. HASSETT

LOS ALTOS HILLS, CALIFORNIA 94022

December 13, 2023

El Camino Hospital Board of Directors
El Camino Hospital
2500 Grant Road
Mountain View, CA 94040

Re: *Executive Compensation Committee Candidate Questionnaire.*

VIA ELECTRONIC MAIL.

Dear Members of the Board of Directors:

Thank you for considering my application for your Executive Compensation Committee. Below, please find my answers to the questions in the application.

"1. Please describe how your professional background demonstrates your knowledge and experience with the following:"

"a. Your experience with developing a compensation philosophy, development of executive compensation program, review of the CEO's incentive programs, benefits, perquisites and contractual terms."

My professional background, as outlined in my recently updated profile, demonstrates extensive knowledge and experience in various aspects of executive compensation, strategic planning, and leadership development, crucial for effective human resources management at an executive level.

In my roles at Lam Research and Hewlett Packard Enterprise (HPE), I developed a comprehensive understanding of compensation philosophy. As CHRO for Lam Research I am accountable for developing and overseeing executive compensation programs and reviewing incentive programs for the CEO. This involves a deep dive into benefits, perquisites, and contractual terms to ensure alignment with business goals and market competitiveness.

"b. Establishing salary ranges for executives, including the CEO, has been a key part of my responsibility. This involved analyzing market data, company performance, and individual contributions to determine appropriate salary bands and positioning of each executive within these ranges."

Establishing salary ranges for executives, including the CEO, has been a key part of my responsibility. This involved analyzing market data, company performance, and individual contributions to determine appropriate salary bands and positioning of each executive within these ranges.

“c. Making recommendations to a Board for salary changes and/or any performance incentive payouts based on the evaluation of the CEO’s performance.”

I have extensive experience in making recommendations to Boards regarding salary changes and performance incentive payouts. This process was based on a thorough evaluation of the CEO's performance, ensuring that recommendations were aligned with both organizational objectives and market practices.

“d. Making recommendations of cost and reasonableness of severance and benefits for executives.”

In terms of severance and benefits for executives, I have been involved in making recommendations about the cost and reasonableness. This required a balanced approach, considering the financial implications for the company and the need to provide fair and competitive exit packages.

“e. Providing input into the CEO’s recommendations regarding annual organization goals and measures for executive performance incentive plans.”

Providing input into the CEO’s recommendations for annual organization goals and executive performance incentive plans has been a significant aspect of my role. This involved working closely with the CEO to align these goals with the broader strategic objectives of the organization.

“f. Providing input into the CEO’s and executive team’s annual performance incentive goals to execute a strategic plan, and then recommending these goals for approval by the Board.”

My role also entailed contributing to the development of the CEO’s and executive team’s annual performance goals. This process was critical in executing the strategic plan. I recommended these goals for Board approval, ensuring they were challenging, achievable, and aligned with long-term strategic objectives.

“g. The annual review of the CEO’s own succession plan. This includes a leadership and development plan.”

The annual review of the CEO’s own succession plan was a critical task. This included creating and updating a leadership and development plan, ensuring a pipeline of capable leaders ready to step into key roles as needed.

“h. The annual review of the CEO’s succession plan for the executive team, thereby identifying and developing potential executives.”

I am accountable for the annual review of the CEO's succession plan for the executive team. This important task involves identifying potential executives and implementing development plans to prepare them for these critical leadership roles. The goal is to ensure a seamless transition and minimize the risk associated with all CEO staff succession.

Overall, my experience in these areas reflects a comprehensive skill set in executive compensation, strategic planning, and leadership development, which are essential for effective management and success in today's dynamic business environment.

"2. Why are you interested in being considered for a position on El Camino Hospital's Executive Compensation Committee?"

My interest in joining the Executive Compensation Committee at El Camino Hospital stems from a deep-seated commitment to effective human resources management and a desire to contribute my extensive experience in executive compensation and strategic HR planning to the healthcare sector.

My professional journey, particularly at Lam Research and Hewlett Packard Enterprise (HPE), has equipped me with a robust skill set in developing and managing executive compensation programs, aligning them with organizational goals and market standards. This expertise is crucial for a role in the Executive Compensation Committee, where understanding the nuances of compensation philosophy, executive incentives, and benefits is paramount.

At Lam Research, I was responsible for HR strategy and execution for a growing workforce, where I developed a 3-year strategic plan that included comprehensive changes in people practices. This experience would be invaluable in offering insights into establishing effective compensation strategies that not only attract but also retain top executive talent, a key aspect for any thriving organization, including El Camino Hospital.

Moreover, my role in making recommendations to the board on salary changes, incentive payouts, and executive severance and benefits at Lam Research highlights my ability to balance organizational objectives with competitive compensation packages. Such experience is directly relevant to the responsibilities of the Executive Compensation Committee, ensuring that El Camino Hospital remains a leading employer while maintaining fiscal responsibility.

My interest also extends to the unique challenges and opportunities in the healthcare industry. The evolving nature of healthcare, especially in the wake of the pandemic, calls for innovative compensation strategies that can adapt to changing circumstances. My background in driving change and implementing new initiatives, such as the Workwise program at Lam, underlines my capability to bring fresh perspectives to the committee.

Furthermore, being part of the Executive Compensation Committee at El Camino Hospital aligns with my personal commitment to the health sector, demonstrated by my avid interest in holistic medicine and children's health. It presents an opportunity to contribute to an industry that resonates with my personal values and interests.

In summary, my desire to join the Executive Compensation Committee is driven by my extensive experience in strategic HR leadership, a keen understanding of executive

compensation dynamics, and a personal commitment to the healthcare industry. I believe that my background and skills will add significant value to the committee and, by extension, to El Camino Hospital as a whole.

"3. Are there any civil, employment related or criminal incidents in your background that we may uncover in a reference or background check?"

I had a difficult and contentious divorce in 2019. My ex-husband filed a separate civil lawsuit during that divorce against HPE (*where we both worked*) and against me. HPE settled with my ex-husband, which led to the dismissal of the case against both HPE and against me.

"4. Have you ever been involved in a government investigation for business related issues (e.g. SEC)?"

No.

"5. Would this position create a conflict of interest with any of your other commitments?"

No.

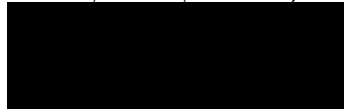
"6. Are you able to make the necessary time Commitment (4-6 meetings per year)? "

Yes.

"7. The El Camino Hospital Executive Compensation Committee membership position is non compensated and has one-year renewable terms. Is this acceptable?"

Yes.

Very Truly Yours,

A black rectangular redaction box covering the signature of Mary Hassett.

Mary Hassett

Enclosure: *Resume.*

MARY HASSETT

CELL: [REDACTED]
LOS ALTOS HILLS, CA
[REDACTED]

SUMMARY

A multi-national CHRO with over 25 years' experience across Asia, Australia, Europe and the US. Mary has a strong passion for people and a deep understanding of business that enables her to drive systematic transformation and business outcomes that matter.

PROFESSIONAL EXPERIENCE

LAM RESEARCH

Chief Human Resources Officer **Fremont, CA** Aug 2020 – present

Responsibility for Lam's HR strategy and execution for its 18,000+ growing workforce with a revenue of 19B+. The charter of the role is to enable business growth, by elevating Lam's people practices, driving strategic advantage for the company in every country where it operates.

- Built out a 3-year strategy and operational plan to drive systematic change in Lam's people practices; Includes an elevated Inclusion and Diversity strategy and a holistic approach to the management and development of Lam's Talent.
- Rolled out a new initiative (Workwise) to focus on Employee Health and Wellbeing and increase productivity. Driving change in how Lam thinks about return to work post pandemic using the opportunity to elevate Lam's brand as an Employer of Choice particularly for diverse talent.
- Driving a new approach to workforce productivity at Lam which looks more holistically at people, financial and business metrics.

HEWLETT PACKARD ENTERPRISE

Senior Vice President **Palo Alto, CA** Nov 2018 – Aug 2020
Human Resources, Hybrid IT

Responsibility for HR for HPE's largest business of more than 43,000 employees across the globe. The Hybrid IT organization is comprised of the Global Sales organization, all hardware and software businesses in addition to Services and Global Operations.

The charter in this role is to help make Hewlett Packard Enterprise a leader in the industry, through a high productive, engaged and diverse workforce.

- Led the set-up of the HiT organization, bringing together businesses from different parts of the organization in a seamless way with significant upgrading of the leadership team.
- Drove significant cultural change, driving empowerment in the organization and holding leaders accountable for results.
- Heavily influence the new parental leave and time off policies for the company and has made significant progress in all inclusion and diversity metrics.

Vice President Human Resources **Palo Alto, CA** Nov 2017 – Nov 2018
HPE Pointnext Services

HR leader for the HPE Pointnext Division, one of HPE's primary Revenue and Income Divisions with over 25,000 people World-wide. Pointnext is the Global provider for Enterprise Technology and Hardware Services Support including Advisory & Professional Services.

- Led the successful outsourcing of our low end services business to 3rd parties in the US and Europe and completed a major transformation of the organization to significantly improve profitability.

Vice President HR **Singapore** Nov 2016 – Nov 2017
Asia Pacific and Japan, Global Sales

Responsible for HR for HPE's Enterprise business across all of Asia Pacific and Japan.

- Significant transformation of the sales culture to enable better business performance across all countries in the Geo.

Vice President HR, Global Operations **Singapore** May 2012 – Nov 2016

HR leader for all businesses across Asia Pacific and Japan, leading a team of over 400 HR professionals.

- Led the separation of HP into Two Fortune 100 companies (HPE and HP Inc.) for more than 90,000 employees in APJ and subsequently managed the spin-off of the Enterprise Services Business with DXC and the spin-off of the software business with Microfocus.

Vice President HR **Sydney, Australia** Nov 2011 – May 2012
Inkjet Products Business

HR leader for the \$4B Asia Pacific business with more than 1500 employees.

- Led the consolidation of the printer and the PC business into one Global business.

Vice President HR **Sydney, Australia** Nov 2010 – May 2012
WW Finance & APAC Global Functions

Responsible for the worldwide Finance organization of -10,000 employees which included responsibility for HR for HP's Financial Services Business and HP's Global Real Estate Organization.

Moved to Asia and took on additional responsibilities for HR for HP's Global Functions (IT, Finance, Legal, Office of strategy and Technology, Marketing and Communications) (-7,500 employees) for Asia Pacific and Japan.

Vice President Human Resources **Palo Alto, CA** Aug 2007 – Nov 2010
Worldwide Finance

Responsible for Human Resources for the world wide finance organization

- Led a major workforce transformation initiative where centers of excellence were set up in all Geos and > 20% of the workforce was moved to low cost locations.

Director HR **Palo Alto, CA** Feb 2003 – Aug 2007

Various HR leadership roles in Global Functions and in the PC business

HP Ireland **Kildare, Ireland** Nov 1995- Feb 2003

Various roles including Total Rewards & Talent Acquisition.

EDUCATION

University of Limerick, Ireland, Bachelor of Business Studies & Majoring in French with Human Resources.

BOARD EXPERIENCE

Board of Mphasis – India.

PERSONAL INTERESTS

Spending time with family. Playing tennis, walking the dogs. Avid reader on topics of children's health, holistic medicine and spirituality.

Thomas M. Asmar

[REDACTED], Los Altos, CA 94024 [REDACTED]

PROFESSIONAL EXPERIENCE

BAKER & MCKENZIE LLP, Palo Alto, CA

January 2020 – Present

Executive Compensation and Benefits Attorney, Partner

Serves as managing partner on employee benefits and compensation matters in corporate transactions

- Represents public and private companies with respect to all employee benefits and compensation issues arising in mergers, acquisitions, public offerings, spinoffs, financings and other corporate transactions
- Designs, negotiates and implements various compensation arrangements for executives and employees, including equity plans and awards, employment agreements, severance and change in control arrangements and incentive compensation programs
- Advises public companies on SEC compliance issues relating to executive and director compensation, including disclosure in annual proxy statements, 8-K filings and securities registration forms
- Counsels clients on design and implementation of deferred compensation arrangements for compliance with Code Section 409A and tax matters arising under Code Sections 280G and 162(m).
- Advises executive, legal, tax, human resources and accounting personnel on compensation matters
- Drafts board and committee resolutions, employee communications and other correspondence regarding adoption, amendment and termination of equity and non-equity compensation arrangements

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP, Palo Alto, CA

2016 – 2020

Executive Compensation and Benefits Attorney, Counsel

Served as managing attorney on employee benefits and compensation matters in corporate transactions.

SIMPSON, THACHER & BARTLETT LLP, Palo Alto, CA

2013 – 2016

LATHAM & WATKINS LLP, Los Angeles, CA

2007 – 2013

Executive Compensation and Benefits Attorney, Associate

Served as first chair on employee benefits and compensation matters in many corporate transactions.

POYNER & SPRUILL LLP, Charlotte, NC

2005 – 2007

MCDERMOTT, WILL & EMERY LLP, Chicago, IL

2001 – 2004

Employee Benefits Attorney, Associate

- Designed, amended, and administered 401(k) plans, pension plans, profit sharing plans, employee stock ownership plans, 403(b) plans, 457 plans, cafeteria plans and welfare benefit plans
- Advised public and private companies and tax-exempt entities on compliance issues under ERISA, Internal Revenue Code, COBRA, HIPAA, FMLA, USERRA and insurance laws, and fiduciary issues
- Resolved plan qualification matters through voluntary correction program or negotiation with IRS and DOL upon plan audit
- Secured favorable determination letter rulings from IRS and prepared related filings
- Reviewed Form 5500 filings and audit reports for legal compliance
- Drafted pension and welfare plan documents, amendments and summary plan descriptions

MCDERMOTT, WILL & EMERY, Chicago, IL

Summer 2000

Summer Associate

COOK COUNTY STATE'S ATTORNEY'S OFFICE, Chicago, IL

Summer 1999

Summer Associate

SELDEN FOX, LTD., Oak Brook, IL
Staff Auditor

1996-1998

- Performed audits in various industries, investigated fraud and advised clients on internal control structure

EDUCATION AND CERTIFICATION

UNIVERSITY OF ILLINOIS COLLEGE OF LAW, Champaign, IL
Juris Doctor, Magna Cum Laude

2001

UNIVERSITY OF ILLINOIS AT URBANA-CHAMPAIGN
Bachelor of Science in Accountancy, with Honors

1996

ADMISSIONS

Licensed to practice law in California

PROFESSIONAL CERTIFICATIONS

Certified Public Accountant, Illinois 1996

- Passed CPA exam on first sitting

PUBLICATIONS AND PROFESSIONAL ACTIVITIES

- Co-authored Chapter 2 (Preparing the Executive Compensation Tables) to “A Practical Guide to SEC Proxy and Compensation Rules,” 6th edition (2020) and 2021 supplement
- Co-authored “Using Purchase Price as Retention Tool,” Bloomberg Law, October 2020
- Authored “Considering Human Capital Management In Proxy Disclosures,” Law360, February 2020
- Co-hosted Skadden annual webinar entitled “Key Trends in Executive Compensation, Employment Law and Compensation Committee Practices” in 2017-2019
- Co-hosted PLI webinar entitled “New IRC 457(f) Deferred Compensation Rules for Nonprofits: Preparing for Major Changes Ahead” in 2016
- Authored and co-authored various articles in external publications, client alerts and newsletters, including Thomson Reuters, the Daily Journal and the Tax Management and Compensation Planning Journal
- Co-authored an article in the Villanova Sports & Entertainment Journal
- Represented pro bono clients in nonprofit executive compensation matter, veteran discharge upgrade application, taxpayer delinquency, divorce and tax-exempt status determination
- Volunteered to teach English in Thailand

1. Please describe how your professional background demonstrates your knowledge and experience with the following:

a. Your experience with developing a compensation philosophy, development of executive compensation program, review of the CEO's incentive programs, benefits, perquisites and contractual terms.

As an executive compensation attorney for over 20 years, I have designed executive compensation programs, including employment, severance and retention agreements, long-term incentives, short-term incentives and employee benefits, for executives and other employees at companies, whether public or private companies, or early stage or mature companies. I also have experience with designing executive compensation programs for non-profit entities, though not a primary area of my practice but would certainly be helpful in serving on the Executive Committee at El Camino Hospital. I have reviewed many CEO contracts from a compensation perspective for my clients in a variety of contexts, including compensation adjustments, setting and evaluating performance goals for incentive compensation, succession planning and mergers, acquisitions and other transactions.

b. Establishing salary ranges for each executive and placement in the range for the CEO and other executives eligible for the plan.

I have worked with many clients to establish the salary ranges for the CEO and other executives. This process often involves reviewing recommendations from a compensation consultant and assessing market data and providing my own recommendations and other information to consider in developing an appropriate compensation package.

c. Making recommendations to a Board for salary changes and/or any performance incentive payouts based on the evaluation of the CEO's performance.

I have attended Board and Compensation Committee meetings during which members discussed making adjustments to the CEO's compensation, including performance incentive payouts. I have also worked with management in making compensation recommendations to the Board or Compensation Committee for consideration. I have also presented to Boards and Compensation Committees my findings and recommendations, as well as giving advice, regarding CEO compensation.

d. Making recommendations of cost and reasonableness of severance and benefits for executives.

I have designed many executive severance plans, programs, policies and agreements for my clients, including making recommendations regarding the cost and reasonableness of severance after performing a review of market data. I also have extensive experience with designing severance in a tax-compliant manner for the executive, while also protecting the employer's interests.

e. Providing input into the CEO's recommendations regarding annual organization goals and measures for executive performance incentive plans.

I have designed many executive performance incentive plans that include organizational performance goals, as well as individual performance goals. In this context, not only do I provide legal advice, but I also work with clients to ensure that the performance goals are designed appropriately to incentivize and retain the executive team from a business perspective.

f. Providing input into the CEO's and executive team's annual performance incentive goals to execute a strategic plan, and then recommending these goals for approval by the Board.

As an attorney advising clients on their executive annual performance incentive goals, I provide input not only from a legal perspective but also from a business perspective regarding the design of the plan. I have attended Board and Compensation Committee meetings where the goals get discussed, sometimes modified, and then eventually approved. I also assist my clients with drafting the annual performance incentive plan to not only reflect the approved goals, but also to ensure that the plan is appropriately designed from a tax and compensation perspective.

g. The annual review of the CEO's own succession plan. This includes a leadership and

development plan.

I have reviewed and advised clients on CEO succession plans from time to time. On many occasions when a CEO succession takes place, I have represented either the employer or the individual, whether that individual is the departing CEO or the successor CEO, in negotiating, drafting and executing the relevant employment and/or severance agreements. I primarily represent employers in this context and the experience I have in this regard is very helpful in reviewing and implementing a CEO succession plan.

h. The annual review of the CEO's succession plan for the executive team, thereby identifying and developing potential executives.

I have worked with the executive team in reviewing and assessing the succession plan for the CEO. I have occasionally assisted clients with identifying potential executives. Most of the time, when a client reaches out to me for advice on a CEO succession matter, the candidate has already been selected. I then work with the executive team, as well as the Board, in negotiating, drafting and executing the relevant employment and/or severance agreements to reflect the agreed-upon terms and provide for a smooth transition.

2. Why are you interested in being considered for a position on El Camino Hospital's Executive Compensation Committee?

I am very interested in serving on El Camino Hospital's Executive Compensation Committee as I have over 20 years of experience as an executive compensation attorney and this would provide a fantastic opportunity to leverage my experience in a new capacity as a Compensation Committee member, assisting in the areas of executive compensation, performance goal setting and evaluation and executive development and succession planning, while also contributing and collaborating with others to help El Camino Hospital achieve its mission to heal, relieve suffering and advance wellness in the community. Also, as a resident of Los Altos, I am very familiar with El Camino Hospital and would be grateful for your consideration.

3. Are there any civil, employment related or criminal incidents in your background that we may uncover in a reference or background check?

No

4. Have you ever been involved in a government investigation for business related issues (e.g. SEC)?

No

5. Would this position create a conflict of interest with any of your other commitments?

No

6. Are you able to make the necessary time Commitment (4-6 meetings per year)?

Yes

7. The El Camino Hospital Executive Compensation Committee membership position is non compensated and has one-year renewable terms. Is this acceptable?

Yes