



**Minutes of the Open Session of the Special Meeting of the  
El Camino Healthcare District Board of Directors  
Thursday, September 10, 2020**

Pursuant to State of California Executive Order N-29-20 dated March 18, 2020, El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

**Board Members Present**

**Peter C. Fung, MD\*\***

**Gary Kalbach, Chair\*\***

**Julia E. Miller, Secretary/Treasurer\*\***

**George O. Ting, MD, Vice Chair\*\***

**John Zoglin\*\***

**Board Members Absent**

None

\*\*via teleconference

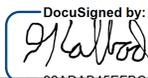
**Members Excused**

None

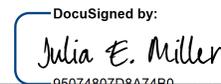
<b>Agenda Item</b>	<b>Comments/Discussion</b>	<b>Approvals/ Action</b>
<b>1. CALL TO ORDER/ ROLL CALL</b>	The open session meeting of the El Camino Healthcare District Board of Directors (the "Board") was called to order at 6:37pm by Chair Kalbach. Chair Kalbach reviewed the logistics for the meeting. A verbal roll call was taken. All Board members were present and participated via teleconference and videoconference pursuant to Santa Clara County's shelter in place order. A quorum was present pursuant to State of California Executive Orders N-25-20 dated March 12, 2020 and N-29-20 dated March 18, 2020.	<b><i>Call to Order at 6:30 pm</i></b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Kalbach asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were noted.	
<b>3. PUBLIC COMMUNICATION</b>	None.	
<b>4. CONSENT CALENDAR</b>	Chair Kalbach asked if any member of the Board or the public wished to remove an item from the consent calendar. No items were removed.  <b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the District Board Meeting (8/12/2020).  <b>Movant:</b> Zoglin <b>Second:</b> Ting <b>Ayes:</b> Fung, Kalbach, Miller, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<b><i>Consent calendar approved</i></b>
<b>5. COMPLIANCE ISSUE REVIEW AD HOC COMMITTEE REPORT AND RECOMMEND- ATIONS</b>	Director Kalbach, Chair of the Ad Hoc Committee, described the investigation by the Ad Hoc Committee (comprised of Directors Kalbach and Ting), including engagement of outside counsel and interviews with five attendees from the June 16, 2020 District Board meeting and Director Miller.  He reported that Director Miller has resigned from her position as the District's Community Benefit Ad Hoc Committee Liaison.  Director Kalbach explained that the Ad Hoc Committee is not submitting a written report and not recommending any action to the full Board at this time.  The floor was opened for any public comment:	

	<ul style="list-style-type: none"> <li>- Mr. Gary Kremen expressed concerns about the appointment and timing of the Ad Hoc Committee and the lack of a report for the public.</li> <li>- Ms. Jean Cohen from the South Bay Labor Council voiced her support of Director Miller.</li> <li>- Mr. Clark Kent spoke in support of Director Miller's work and expressed concerns about the allegations.</li> </ul> <p>Director Miller requested that written correspondence sent to the Board Chair and distributed to the Board be read into the record (<i>see attached</i>). Staff read a communication from Gary Kremen expressing concerns about the appointment of the Ad Hoc Committee and voiced support for Director Miller.</p> <p>Director Fung expressed 1) concerns about the timing of the Ad Hoc Committee appointment given the election and 2) disappointment with the Ad Hoc Committee's process and lack of detail.</p> <p>The Board further discussed the investigation process including: the selection of the Ad Hoc Committee members, the Ad Hoc Committee's interview with Director Miller, anonymity of the complainants, the steps in the Board-approved process for reviewing a compliance issue, selection of an outside attorney for independence, Board accountability and transparency, the lack of written report, and proximity to the election.</p> <p>The Board members also discussed the vacancy in the Community Benefit Advisory Committee liaison position due to Director Miller's resignation. Mary Rotunno, General Counsel, explained that the Board can agendaize filling the vacancy at its next meeting in October 2020.</p> <p>Director Kalbach commented that the investigation is closed and there is no further action on this complaint. He noted the Ad Hoc Committee has fulfilled purpose and is now disbanded.</p> <p>Director Ting described his experience with the investigation process as a member of the Ad Hoc Committee and voiced his support of the outcome from the Ad Hoc Committee for no recommended action.</p> <p>Director Miller thanked Director Ting and Director Fung for their support.</p>	
<b>6. BOARD COMMENTS</b>	None.	
<b>7. AGENDA ITEM: ADJOURNMENT</b>	<p><b>Motion:</b> To adjourn at 7:23pm.</p> <p><b>Movant:</b> Miller</p> <p><b>Second:</b> Ting</p> <p><b>Ayes:</b> Fung, Kalbach, Miller, Ting, Zoglin</p> <p><b>Noes:</b> None</p> <p><b>Abstentions:</b> None</p> <p><b>Absent:</b> None</p> <p><b>Recused:</b> None</p>	<p><i>Meeting adjourned at 7:23pm</i></p>

**Attest as to the approval of the foregoing minutes by the Board of Directors of El Camino Healthcare District:**

DocuSigned by:  


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 Gary Kalbach  
 Chair, ECHD Board

DocuSigned by:  


96074807D8A74B0...  
 Julia E. Miller  
 Secretary, ECHD Board

Dear Chair Kalback and honorable board members:

I am writing in support of board member Julia Miller. Ms. Miller has proudly served this community on board for many years.

I have watched the entire meeting that her "behavior" was supposed to be unacceptable and disrespectful. I have also shown it to others and have not seen any unacceptable behavior other than Ms. Miller representing her constituents zealously.

As a fellow elected official, it is our sworn duty to question staff on issues even if uncomfortable. It is also within our job to disagree with staff, even strongly disagree. If an elected public servant does not make themselves clear, they are not doing their job. That is not about disrespect, as reasonable people can see situations differently.

By saying Ms. Miller by doing her sworn job is an "ethics violation" is itself an ethics violation. These actions are pure election politics that have no place in our Health Care District. My belief that certain current board members and candidates are doing a classic hatchet job as part of their objection to a strong progressive woman up for re-election

This spectacle is putting at risk funding the District and its credibility with patients, community members, regulators, funders, employees and other stakeholders. Please let this witch hunt stop as there will clearly be adverse consequences.

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Gary Kremen | + 1 415 305 3052

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