



**Minutes of the Open Session of the  
El Camino Healthcare District Board of Directors  
Tuesday, January 26, 2021**

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\*\***  
**Julia E. Miller**, Vice Chair and  
 Secretary/Treasurer\*\*  
**Carol A. Somersille, MD\*\***  
**George O. Ting, MD**, 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 5:31pm by Chair Ting. Chair Ting reviewed the logistics for the meeting. A verbal roll call was taken. Director Fung joined the meeting at 5:34pm during Agenda Item 5: Consent Calendar. Director Zoglin joined the meeting at 5:46pm during Agenda Item 6: Community Benefit Spotlight. All other Board members were present at roll call. All Board members were present and participated via 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 5:31pm</i></b>
<b>2. SALUTE TO THE FLAG</b>	Sarah Rosenberg, Contracts Administrator/Governance Services EA, led all present in the Pledge of Allegiance.	
<b>3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Ting asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were noted.	
<b>4. PUBLIC COMMUNICATION</b>	None.	
<b>5. CONSENT CALENDAR</b>	<p>Chair Ting asked if any member of the Board or the public wished to remove an item from the consent calendar. Director Miller requested removal of Item 5c: FY21 Pacing Plan.</p> <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the District Board Meeting (12/4/2020); Minutes of the Open Session of the District Board Meeting (12/29/2020); and for information: Community Benefit Sponsorship Report; Silicon Valley Tobacco Securitization Authority and Santa Clara County Tobacco Securitization Corporation Report.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Fung  <b>Ayes:</b> Fung, Miller, Somersille, Ting  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Zoglin  <b>Recused:</b> None</p>	<b><i>Consent calendar approved</i></b>

	<p><b>Motion:</b> To approve the consent calendar: FY21 Pacing Plan, modified to add “Election of District Board Officers” under the meeting of June 15, 2021.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Somersille  <b>Ayes:</b> Fung, Miller, Somersille, Ting  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Zoglin  <b>Recused:</b> None</p>	
<p><b>6. COMMUNITY BENEFIT SPOTLIGHT: MOMENTUM FOR HEALTH</b></p>	<p><b>Motion:</b> To approve <i>Resolution 2021-01</i> recognizing Momentum for Health.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Somersille  <b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p> <p>Barbara Avery, Director of Community Benefit, introduced Jim Millsap, CPRP, Executive Director, La Selva Group/Momentum for Health. Mr. Millsap described Momentum’s programming to deliver psychiatric services and medication management for underinsured and uninsured community members. He also described COVID-19 impacts on mental health and how Momentum for Health has adapted its services during the pandemic.</p> <p>Director Fung suggested doing in-person outreach to the community including the homeless for Momentum for Health’s services. Mr. Millsap noted that he will take that proposal back to his team.</p> <p>The Board thanked Mr. Millsap and the team for their work.</p>	<p><b><i>Resolution 2021-01 approved</i></b></p>
<p><b>7. ECHD FY21 YTD FINANCIALS</b></p>	<p>Carlos Bohorquez, CFO, provided an overview of the FY21 Period 6 Financials (through December 31, 2020), including:</p> <ul style="list-style-type: none"> <li>- Consolidated balance sheet: The total fund balance grew by \$156 million due to strong operations and positive cash flow across all entities.</li> <li>- Consolidated income statement: Results showed a strong rebound from the impact of the COVID-19 pandemic in FY20 Q4. Mr. Bohorquez highlighted the favorable variance to budget for revenue and the bottom line. Non-operating revenue included strong results related to the returns on the investment portfolio in the final quarter of the calendar year.</li> <li>- Standalone District balance sheet: There was a reduction in the total fund balance of approximately \$2 million, primarily due to a reduction in the capital appropriation fund (\$8 million) related to the completion of the Sobrato Pavilion and expenditures for the Women’s Hospital project.</li> <li>- Standalone District income statement: He noted 1) the significantly low amount of investment income due to lower bond yields, 2) on expenses, interest is unfavorable to budget, which will be corrected in subsequent budget years, and 3) community benefit expenditures are higher than budget to date, but on track for the full fiscal year.</li> </ul>	<p><b><i>YTD Financials approved</i></b></p>



	<p><b>Motion:</b> To approve the District FY21 Period 6 Financials.</p> <p><b>Movant:</b> Fung</p> <p><b>Second:</b> Miller</p> <p><b>Ayes:</b> Fung, Miller, Somersille, 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><b>8. REPORT ON COVID-19 COMMUNITY TESTING AND VACCINATION PROGRAM</b></p>	<p>Omar Chughtai, VP of Operations, provided an update on the District's COVID-19 Community Testing and Vaccination Program. He reported that: 18,748 community members have been tested as of January 15, 2021. There has been a slight uptick in the COVID+ rate, about .55%. Of the \$2.4 million authorized by the District, \$677,671 has been used through December 31, 2020. There are pop-up testing days about four times per week, with 19 days scheduled through the remaining weeks in February 2021 with various schools and downtown associations.</p> <p>He reviewed upcoming enhancements and next steps, including same-day online scheduling and in-house processing of specimens.</p> <p>Dan Woods, CEO, described the proposal to reallocate additional funding (\$900,000) for vaccinations for the community. He noted that this is contingent on the County receiving enough doses. In the meantime, ECH is focused on building the operating structure to be ready when vaccine doses are available. Mr. Woods explained that the total of \$1 million in funding reallocated to vaccinations would cover approximately 150,000 insured and uninsured individuals, including both the cost to administer the vaccine and advertising in social media and local print.</p> <p>Director Fung commended the team for the proposal and the program. He encouraged the team to request additional funding if needed.</p> <p>Director Fung requested that the words "need of" be added in reference to physician orders on the introductory slide.</p> <p>In response to questions from the Board, Mr. Woods clarified that this would be a reallocation of a total of \$1 million (\$900,000 for this specific request) for vaccinations from the \$2.4 million that the District Board had authorized for the testing program.</p> <p>The Board, Mr. Woods, and Mr. Chughtai discussed vaccine availability and administration of vaccines at the N. First Street site. Mr. Chughtai reported that the County would be opening up vaccines to those between the ages of 65 and 75.</p> <p>In response to Director Somersille's questions, Mr. Chughtai and Mr. Woods noted that 1) current efforts are focused on the development of mass vaccination sites, but staff will report back on efforts in collaboration with the County on mobile sites, 2) the team is working on phone signups for vaccinations, and 3) ECH is scaling operations to allow for vaccinations in the evenings and on weekends.</p> <p><b>Motion:</b> To allocate an additional \$900,000 from the testing program to the COVID-19 vaccination program.</p> <p><b>Movant:</b> Miller</p> <p><b>Second:</b> Zoglin</p> <p><b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin</p> <p><b>Noes:</b> None</p> <p><b>Abstentions:</b> None</p>	<p><b><i>\$900,000 reallocated to the COVID-19 Vaccination Program</i></b></p>

	<p><b>Absent:</b> None <b>Recused:</b> None</p>	
<p><b>9. CONSIDERATION OF ELECTION OF LANHEE J. CHEN AND GARY KALBACH TO THE HOSPITAL BOARD OF DIRECTORS AND FOREGOING ALL FURTHER STEPS RELATED TO THE 'PROCESS FOR RE-ELECTION AND ELECTION OF NON-DISTRICT BOARD MEMBERS TO THE EL CAMINO HOSPITAL BOARD OF DIRECTORS' FOR FY21</b></p>	<p>Chair Ting explained that Hospital Board Directors Lanhee Chen and Gary Kalbach have terms that end on June 30, 2021. He noted that the process for evaluating reappointment can be a long and expensive one and suggested consideration of forgoing subsequent steps in the process because these members are well known. If the Board does not want to do that at this time, Chair Ting suggested the next steps would be to fill out the membership of the Election Ad Hoc Committee and proceed with the competency surveys and other steps of the process as usual.</p> <p><b>Motion:</b> To re-elect Lanhee J. Chen and Gary Kalbach to the El Camino Hospital Board of Directors effective July 1, 2021 and foregoing all further steps related to the "Process for Re-Election and Election of Non-District Board Members to the El Camino Hospital Board of Directors" for FY21.</p> <p><b>Movant:</b> Zoglin <b>Second:</b> Ting</p> <p>Director Zoglin commented that both Lanhee Chen and Gary Kalbach possess the competencies used to evaluate Board member candidates. He suggested potentially arranging Board member interviews with Director Somersille to provide more information about Dr. Chen and Mr. Kalbach's Board service.</p> <p>Director Fung noted that the Governance Committee recommends the list of competencies used to evaluate and recruit Hospital Board members. He suggested that there may be new competencies of value and review is needed as there may be good candidates out in the community.</p> <p>Director Fung and Director Miller voiced their support of re-electing Dr. Chen, highlighting his service as Hospital Board Chair.</p> <p>Director Somersille commented that it is important to consider those with a long-standing relationship with the Hospital as well as new perspectives and competencies. She suggested spending more time considering external candidates.</p> <p>Director Miller commented that all qualified candidates and the competency matrices should be considered because the composition of the Board has changed and expressed concerns about bypassing the process. She commented that she would be open to bifurcation.</p> <p>The Board discussed the process for re-electing non-District Board members including recruitment, recommendations from the Ad Hoc Committee, and District Board appointment of the members.</p> <p><b>Ayes:</b> Ting, Zoglin <b>Noes:</b> Fung, Miller, Somersille <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p> <p>The motion failed.</p> <p>Director Miller expressed her support of Lanhee Chen as a Hospital Board member and commented that she would not want to burden him with the re-election process.</p> <p><b>Motion:</b> To reappoint Lanhee Chen to an additional 3-year term to the Hospital Board.</p>	<p><i>Lanhee Chen re-elected to the El Camino Hospital Board of Directors</i></p>



	<p><b>Movant:</b> Miller <b>Second:</b> Fung</p> <p>Director Zoglin expressed concerns about making an appointment of only one Board member but not the other and not consistently applying the process, either re-appointing both or performing the gap analysis of all Board competencies.</p> <p>Director Fung voiced his support of Lanhee Chen as a Hospital Board member and leader and commented he does not see another candidate in the community who could do a better job.</p> <p>In response to Director Zoglin's question, Mary Rotunno, General Counsel, stated that Director Miller's motion is an alternative motion related to the previous discussion.</p> <p>Chair Ting noted that neither of the two candidates has reached the term limit for Hospital Board membership, but that Lanhee Chen will be completing his second consecutive term as Hospital Board Chair, which is the maximum currently allowed by the Hospital Board Bylaws.</p> <p><b>Ayes:</b> Fung, Miller, Somersille, Ting <b>Noes:</b> Zoglin <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	
<b>10. DRAFT RESOLUTION 2021-02</b>	<p>Chair Ting reported that he has appointed Director Zoglin as Chair of the El Camino Hospital Board Member Election Ad Hoc Committee. Lanhee Chen, Hospital Board Chair, selected Hospital Board member Bob Rebitzer to serve as an advisor, and Director Fung, Chair of the ECH Governance Committee, selected Governance Committee member Michael Kasperzak to serve as an advisor. Chair Ting asked for nominations from the floor of a District Board member for the available spot on the Ad Hoc Committee.</p> <p>Director Zoglin nominated Director Somersille who declined offer.</p> <p>Director Zoglin nominated Director Fung who declined the offer.</p> <p>Director Fung nominated Director Miller who accepted the nomination.</p> <p><b>Motion:</b> To approve <i>Resolution 2021-02</i>: appointing Director Miller as a member, Director Zoglin as Chairperson, and Mike Kasperzak and Bob Rebitzer as advisors to the FY21 El Camino Hospital Board Member Election Ad Hoc Committee.</p> <p><b>Movant:</b> Fung <b>Second:</b> Somersille <b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	<b><i>Resolution 2021-02 approved</i></b>
<b>11. ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 6:53pm.</p> <p><b>Movant:</b> Miller <b>Second:</b> Zoglin <b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None</p>	<b><i>Adjourned to closed session at 6:53pm</i></b>

	<b>Absent:</b> None <b>Recused:</b> None	
<b>12. AGENDA ITEM 17: RECONVENE OPEN SESSION REPORT OUT</b>	Open session was reconvened at 7:32pm by Chair Ting. Agenda Items 12-16 were addressed in closed session.  During the closed session, the Board approved the Minutes of the Closed Session of the District Board Meeting (10/20/2020) by a unanimous vote in favor of all members participating in the meeting (Directors Fung, Miller, Somersille, Ting, and Zoglin).	
<b>13. AGENDA ITEM 18: BOARD COMMENTS</b>	None.	
<b>14. AGENDA ITEM 19: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 7:33pm. <b>Movant:</b> Zoglin <b>Second:</b> Fung <b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<i>Meeting adjourned at 7:33pm</i>

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

DocuSigned by:  
*George Ting*  
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George O. Ting, MD  
Chair, ECHD Board

*Julia E. Miller*  
Julia E. Miller  
Secretary, ECHD Board

Prepared by: Cindy Murphy, Director of Governance Services  
Sarah Rosenberg, Contracts Administrator/Governance Services EA