



**Minutes of the Open Session of the
Meeting of the El Camino Healthcare District Board of Directors
Tuesday, May 15, 2018
El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040
Conference Rooms F&G (ground floor)**

Board Members Present

Neysa Fligor
Peter C. Fung, MD, Chair
Julia E. Miller, Vice Chair
David Reeder
John Zoglin, Secretary/Treasurer

Board Members Absent

None

Members Excused

None

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the El Camino Healthcare District Board of Directors (the "Board") was called to order at 5:32pm by Chair Fung. A silent roll call was taken. All Board members were present.	
2. SALUTE TO THE FLAG	Chair Fung led the Board members, staff, and members of the public present in the Pledge of Allegiance.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were noted.	
4. PUBLIC COMMUNICATION	There were no comments from the public.	
5. CONSENT CALENDAR	<p>Chair Fung asked if any member of the Board or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the District Board Meeting (March 20, 2018); Draft Revised ECH Bylaws Sections 5.1 and 5.2; and Draft Revised Process for Election and Re-Election of Non-District Board Members.</p> <p>Movant: Zoglin Second: Fligor Ayes: Fligor, Reeder, Fung, Miller, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent calendar approved</i>
6. COMMUNITY BENEFIT SPOTLIGHT: SUNNYVALE COMMUNITY SERVICES	<p>Motion: To approve <i>Resolution 2018-06</i>.</p> <p>Movant: Reeder Second: Miller Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>Barbara Avery, Director, Community Benefit, introduced Marie Bernard, Executive Director of Sunnyvale Community Services.</p> <p>Ms. Bernard thanked the Board for their support and provided an overview of Sunnyvale Community Services' work preventing homelessness and hunger through their programs (comprehensive emergency financial and food assistance, intensive social work case</p>	<i>Resolution 2018-06 approved</i>

	<p>management) and advocacy efforts.</p> <p>The Board thanked Ms. Bernard and staff for their work.</p>	
<p>7. DRAFT REVISED ECHD COMMUNITY BENEFIT GRANTS POLICY</p>	<p>Director Fligor proposed a series of semantic and grammatical changes and the following revision to the policy:</p> <p>Include a provision (which would be “Number 9” in the policy) where, “All CBAC members are required to comply with this policy and to conduct themselves in a manner consistent with certain standards of conduct.”</p> <p>She suggested that the CBAC members comply with values like those articulated in the District Board’s Standards of Conduct.</p> <p>Cecile Currier, VP, Corporate and Community Health Services, reported that all CBAC members sign a Confidentiality Agreement, but do not currently sign any Standards of Conduct.</p> <p>The Board discussed approving the policy pending legal review.</p> <p>Colin Coffey, outside counsel from Archer Norris, noted that it was his understanding that the Board wants CBAC to remain a staff committee and explained that including that kind of requirement in the policy might change the characterization of CBAC. He commented that the entity that operates a Committee would be the entity that should install Standards of Conduct for its members.</p> <p>Motion: To approve the Proposed ECHD Community Benefit Grants Policy, incorporating all proposed edits from Director Fligor, subject to review and approval from counsel.</p> <p>Movant: Fligor Second: Reeder</p> <p>The Board further discussed the advice from counsel.</p> <p>Friendly Amendment (Miller): To approve the policy with grammatical edits, but omitting the proposed Number 9.</p> <p>The Board and Ms. Currier discussed presenting a Code or Standards of Conduct to the CBAC for consideration at their next meeting rather than incorporating those standards in the policy.</p> <p>Director Fligor accepted the friendly amendment.</p> <p>Second: Zoglin</p> <p>Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Revised ECHD Community Benefit Grants Policy approved</i></p>
<p>8. FY18 COMMUNITY BENEFIT MID-YEAR METRICS</p>	<p>Barbara Avery, Director of Community Benefit, summarized the midterm status of the FY18 grantees’ metrics. There were 58 grant programs for FY18, with 72% of grant programs meeting at least 80% of their program’s metrics.</p> <p>In response to Director Reeder’s question, Ms. Avery explained that the application forms are adjusted annually and now require grantees to include targets and outcomes from prior years. Grantees who are not meeting metrics are evaluated on a case-by-case basis and are asked to provide explanations for missed metrics in their reports.</p>	

	<p>Several Board members discussed various reviewing various areas of interest about grantees and grant allocation: 1) geographic breakdown of grant allocations based on each grantee's physical location; 2) geographic breakdown of grant allocations based on the population served by District grant funds (percentages by city); and 3) verification of District residency of grantee program participants. Ms. Currier commented that it would be unduly burdensome for staff and/or grantees to compile that information. She also noted that all District grantees must use grant funds to provide services to people who live, work, or go to school in the District. Chair Fung noted that he will discuss the matter further with staff.</p> <p>In response to Director Fligor's question, Ms. Avery explained that the CBAC reviews historical performance, including the failure to meet metrics, when considering funding for the next year.</p>	
<p>9. PROPOSED FY19 COMMUNITY BENEFIT GRANTS</p>	<p>Ms. Avery provided an overview of the grant application process and evaluation of grants (release of application, submission, review by staff, CBAC, and District Board approval). She also described the new online platform used for grant submissions and the FY19 grant guidebook. She highlighted the expertise of the members of the Community Benefit Advisory Council (CBAC).</p> <p>She described historical funding requests and funding approvals and a summary of the FY19 proposals. Ms. Avery reported that ECHD received 58 proposals, with a total of \$8,316,105 in requested funding.</p> <p>Ms. Avery thanked Anne Boyd Rabkin and Sharan Johal, Sr. Community Benefit Specialists for their work.</p> <p>Director Reeder commended staff and the CBAC for their diligent work in developing recommendations.</p> <p>In response to Director Fligor and Director Zoglin's questions, Ms. Avery described the work with the Controller to develop the amount of total funding that can be allocated to Community Benefit in each fiscal year, including funding held in reserve (about 26% of the plan).</p> <p>In response to Director Miller's questions, Ms. Currier described the partnership between the Hospital and Lyft and Roadrunner's door-to-door services to support seniors with mobility issues.</p> <p>In response to Director Fligor, Ms. Avery described the feedback that Community Benefit staff provides to grantees when grant applications are denied.</p> <p>Cindy Murphy, Director of Governance Services, noted that the FY19 Community Benefit Plan will be a motion item at the June 19, 2018 District Board meeting.</p>	
<p>10. RESOLUTION 2018-07</p>	<p>Director Fung announced the appointment of Director Miller as the Chair and Director Fligor as the second member of the District's El Camino Hospital Board Member Election Ad Hoc Committee. Director Fung, as Governance Committee Chair, recommended appointment of Governance Committee member Christina Lai as an advisor to the Ad Hoc Committee.</p> <p>Director Fung reported that he is waiting for a nomination from the Chair of the Hospital Board for an El Camino Hospital Director who is not a member of the District Board to serve as an advisor.</p> <p>Motion: To approve <i>Resolution 2018-07</i>, appointing the individuals mentioned above.</p>	<p><i>Resolution 2018-07 approved</i></p>

	<p>Movant: Fung Second: Miller Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
11. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 6:55pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of Minutes of the Closed Session of the District Board Meeting (March 20, 2018); pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters – Senior Management: Executive Session.</p> <p>Movant: Miller Second: Fligor Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 6:55pm</i>
12. AGENDA ITEM 16: RECONVENE OPEN SESSION/REPORT OUT	<p>Open session was reconvened at 7:28pm. Agenda items 12-15 were addressed in closed session.</p> <p>During the closed session, the Board approved the Minutes of the Closed Session of the District Board Meeting (March 20, 2018) by a unanimous vote in favor of all members present (Directors Fligor, Fung, Miller, Reeder, and Zoglin).</p> <p>Director Fligor requested one blank field in the approved revisions to the Community Benefit Grants policy from earlier in the meeting be filled in as follows, "New grants up to \$50,000 must be approved by the CEO and new grants in excess of \$50,000 require the approval of the ECHD Board."</p> <p>Motion: To amend the draft policy to include the individual, the CEO, to approve new grants up to \$50,000.</p> <p>Movant: Fligor Second: Zoglin</p> <p>The Board discussed whether the VP, Corporate & Community Health Services or the CEO should be the individual to approve new grants up to \$50,000.</p> <p>Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
13. AGENDA ITEM 17: FY18 PACING PLAN	<p>Director Fung reported that the District Board will review the ECH Board and Board Chair Assessment recently completed by the Hospital Board members (including all five District Directors) and ECH staff. He explained that Nygren Consulting will separate out the District Board members' responses and provide a summary report of that information to the District Board for review.</p> <p>There were no additional comments from the Board.</p>	

14. AGENDA ITEM 18: ADJOURNMENT	Motion: To adjourn at 7:36pm. Movant: Zoglin Second: Reeder Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None	Meeting adjourned at 7:36pm.
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Attest as to the approval of the foregoing minutes by the Board of Directors of El Camino Healthcare District:



Peter C. Fung, MD
Chair, ECHD Board



John Zoglin
Secretary, ECHD Board

Prepared by: Cindy Murphy, Director of Governance Services
Sarah Rosenberg, Contracts & Board Services Coordinator