



AGENDA
SPECIAL MEETING OF THE
EL CAMINO HEALTHCARE DISTRICT
BOARD OF DIRECTORS

Wednesday, January 25, 2017 – 5:15 pm

El Camino Hospital | Conference Rooms A&B (ground floor)
 2500 Grant Road, Mountain View, CA 94040

John Zoglin will be participating via videoconference from 481 8th Avenue New York, NY 10001.

PURPOSE: The purpose of the District shall be (i) to establish, maintain and operate, or provide assistance in the operation of, one or more health facilities (as that term is defined in California Health and Safety Code Section 1250) or health services at any location within or without the territorial limits of the District, for the benefit of the District and the people served by the District; (ii) to acquire, maintain and operate ambulances or ambulance services within or without the District; (iii) to establish, maintain and operate, or provide assistance in the operation of free clinics, diagnostic and testing centers, health education programs, wellness and prevention programs, rehabilitation, aftercare, and such other health care services provider, groups, and organizations that are necessary for the maintenance of good physical and mental health in the communities served by the District; and (iv) to do any and all other acts and things necessary to carry out the provisions of the District's Bylaws and the Local Health District Law.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Peter Fung, MD, Chair		5:15 – 5:16 pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter Fung, MD, Chair		5:16 – 5:17
3. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed 3 minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Peter Fung, MD, Chair		information 5:17 – 5:20
4. CONSENT CALENDAR: <i>Any Board Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. <i>Resolution 2017-01:</i> To clarify membership on the Hospital Board Member Election Ad Hoc Committee b. Draft Revised Process for Re-Election and Election of Non-District Board Members to the El Camino Hospital Board ATTACHMET 4	Peter Fung, MD, Chair	<i>public comment</i>	motion required 5:20 – 5:29
5. ADJOURNMENT	Peter Fung, MD, Chair		motion required 5:29 – 5:30 pm

A copy of the agenda for the Special Meeting will be posted and distributed at least twenty four (24) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at (650) 988-7504 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

ECHD BOARD MEETING AGENDA ITEM COVER SHEET

Item:	<p>Consent Calendar:</p> <ul style="list-style-type: none"> a. Resolution 2017-01 To Clarify Membership on the Hospital Board Member Election Ad Hoc Committee b. Draft Revised Process for Re-Election and Election of Non-District Board Members to the El Camino Hospital Board <p>El Camino Healthcare District Board of Directors January 25, 2017</p>
Responsible party:	Cindy Murphy, Board Liaison
Action requested:	For Approval
<p>Background: The attached proposed resolution and revised process document provide clarification that a member of the El Camino Hospital Governance Committee shall be appointed to advise the Ad hoc Committee in keeping with the past practice of the Board of Directors at the time Resolution 2016-08 was adopted.</p>	
<p>Committees that reviewed the issue and recommendation, if any: None</p>	
<p>Summary and Session Objectives:</p> <p>To obtain Board approval of Resolution 2017-01 and the Draft Revised Process for Re-Election and Election of Non-District Board Members to the El Camino Hospital Board.</p>	
<p>Suggested discussion questions: None. This is a Consent Item.</p>	
<p>Proposed Board motion(s), if any:</p> <ul style="list-style-type: none"> 1. To approve Draft Resolution 2017-01 2. To approve the Draft Revised Process for Re-Election and Election of Non-District Board Members to the El Camino Hospital Board. 	
<p>LIST OF ATTACHMENTS:</p> <ul style="list-style-type: none"> 1. Draft Resolution 2017-01 2. To approve the Draft Revised Process for Re-Election and Election of Non-District Board Members to the El Camino Hospital Board. 	

DRAFT

**EL CAMINO HEALTH CARE DISTRICT
RESOLUTION 2017-01**

WHEREAS, the Board of Directors has previously adopted Resolution 2016-08 providing for the appointment of the El Camino Hospital Board Member Election Ad Hoc Committee (“Ad Hoc Committee”);

WHEREAS, Resolution 2016-08 needs to be clarified with respect to the membership of the Committee so that it reflects the intent and past practice of the Board of Directors as of the date of its adoption; now therefore be it

RESOLVED, that Julia E. Miller and David Reeder are the sole members of the Ad Hoc Committee; be it further

RESOLVED, that Gary Kalbach shall serve as Advisor to the Committee pursuant to a designation by the Governance Committee Chair of El Camino Hospital to be Advisor to be consistent with the applicable District Policy.

DULY PASSED AND ADOPTED at a Special Meeting held on January 25, 2017 by the following votes:

AYES:

NOES:

ABSTENTIONS:

ABSENT:

Julia E. Miller
Secretary, El Camino Healthcare District



2500 Grant Road
Mountain View, CA 94040
Phone: 650-940-7300
www.elcaminohealthcaredistrict.org

**Process for Re- Election and Election
Of Non-District Board Members
To The El Camino Hospital Board of Directors.***
Draft Revised 1-25-17

BOARD OF DIRECTORS

*Dennis W. Chiu, JD
Patricia A. Einarson, MD
Julia E. Miller
David Reeder
John L. Zoglin*

A. Timeline:

1. Previous FYQ4 – The District Board Chair shall appoint a District Director as Chair of an Ad Hoc Committee and the Board shall approve the appointment of one additional District Director as a member of the Committee. The Board shall also approve the appointment of a member of the El Camino Hospital Governance Committee (who has been referred by the Chair of the Governance Committee) as an advisor to the Ad Hoc Committee.

2. FYQ1 - Regular District Board Meeting –

.-Prior to Meeting, District Board Chair (i) asks the El Camino Hospital Director, who is not also a member of the District Board whose term is next to expire (Non District Board Member “NDBM”) to declare interest and (ii) informs the District Board of intent (via Board packet).

3. FYQ2 - Regular District Board Meeting

- a. Prior to the Meeting, District Board Members:
 - i. Complete the ECH Board Competency Matrix and ECH Board Member Re-Election Report Surveys
 - ii. Review Position Specification in place at time of election to the Hospital Board and the ECH Board Member NDBM Job Description.

b. At the Meeting – Discuss portfolio of skills needs.

4. FYQ2 – Regular District Board Meeting –

- a. Prior to the Meeting:
 - i. Ad Hoc committee analyzes evaluations, (3) (a) above, interviews the NDBM, and develops recommendation regarding re-election of NDBM to the Hospital Board.

ii. Hospital Board develops revised recommended Position Description if the District Board requests it to do so.

- b. At the Meeting:
 - i. District Board considers re-election of NDBM.
 - ii. If NDBM is re-elected, the Hospital Board shall be notified.
 - iii. If NDBM is not re-elected, the District Board will authorize external recruitment of a new NDBM.

5. FYQ3 - Begin external search if necessary.

6. FYQ3 - Regular District Board Meeting –
 - a. Ad Hoc Committee to present an interim update to the District Board.
 - i. Incorporate Board feedback into further recruitment efforts.
 - ii. Plan for interviews – direct staff to schedule.
7. FYQ4 - Regular District Board meeting –
 - a. Prior to the Meeting – Ad Hoc Committee to summarize interviews for the Board packet and make a recommendation to the District Board
 - b. District Board Considers AD Hoc Committee recommendation and votes to elect new NDBM to the Hospital Board.
8. This process to be confirmed by the District Board annually when the process is complete.
9. The following matters are delegated to the El Camino Hospital Board Governance Committee:
 - a. FYQ3 – Review and recommend changes to the survey tools identified in section 3(a)(i).
 - b. FYQ3 – Review and recommend changes to this process.
 - c. FYQ3 – Review and recommend changes to NDBM Position Specification and Job Description.
 - d. Participate in the recruitment effort of new NDBM by referring a member to ~~advise~~ ~~serve on~~ the Ad Hoc Committee as described in #1 above.

B. General Competencies:

1. Understanding of the vital role El Camino Hospital plays in the broader region.
2. Loyalty to El Camino Hospital’s charitable purposes.
3. Knowledge of healthcare reform (Affordable Care Act) implications.
4. Ability to understand and monitor the following:
 - a. Diverse portfolio of businesses and programs
 - b. Complex partnerships with clinicians
 - c. Programs to create a continuum of care
 - d. Investment in technology
 - e. Assumption of risk for population health
 - f. Resource allocation
 - g. Quality metrics
5. Commitment to continuing learning.
6. Demonstrated strategic thinking.
7. Efforts to recruit potential Advisory Committee members.
8. Understanding and support of the role the District Board plays in Governance of the 501(c)(3) corporation.

C. Portfolio Skill Set:

1. Complementary to skill sets of other Board members (gap-filling).
2. Applicable to the then current market. (See, Competency Matrix)

D. Other Criteria:

1. Positive working relationship with other Board members.
2. Productive working relationship with the El Camino Hospital CEO.

3. Attendance at Board and Committee meetings.
4. See, Competency Matrix

*Approved 12/9/14; Revised 3/17/15; Revised 6/14/16