



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

Wednesday, July 15, 2020 – 5:30pm

El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040

PURSUANT TO STATE OF CALIFORNIA EXECUTIVE ORDER N-29-20 DATED MARCH 18, 2020, THE EL CAMINO HEALTHCARE DISTRICT **WILL NOT BE PROVIDING A PHYSICAL LOCATION FOR THIS MEETING**. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 369-007-4917#. No participant code. Just press #.

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	Gary Kalbach, Board Chair		5:30 – 5:31pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Gary Kalbach, Board Chair		5:31 – 5:32
3. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Gary Kalbach, Board Chair		information 5:34 – 5:37
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. Minutes of the Open Session of the District Board Meeting (6/16/2020)	Gary Kalbach, Board Chair	public comment	motion required 5:37 – 5:38
5. DISTRICT COVID-19 TESTING PROGRAM STATUS REPORT ATTACHMENT 5	Deb Muro, CIO; Omar Chughtai, Vice President of Operations		information 5:38 – 5:48
6. APPOINTMENT OF AD HOC COMMITTEE TO REVIEW COMPLIANCE ISSUE ATTACHMENT 6	Gary Kalbach, Board Chair	public comment	motion required 5:48 – 6:29
7. ADJOURNMENT	Gary Kalbach, Board Chair	public comment	motion required 6:29 – 6:30pm

Upcoming Meetings: August 12, 2020; October 20, 2020; December 8, 2020; January 26, 2020; March 16, 2021; May 18, 2021; June 15, 2021



**Minutes of the Open Session of the Special Meeting of the
El Camino Healthcare District Board of Directors
Tuesday, June 16, 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

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 Kalbach. A verbal roll call was taken. Chair Kalbach reviewed the logistics for the meeting. 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.	
2. SALUTE TO THE FLAG	Dan Woods, CEO, led the Board members, staff, and members of the public present in the Pledge of Allegiance.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	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.	
4. PUBLIC COMMUNICATION	None.	
5. CONSENT CALENDAR	<p>Chair Kalbach asked if any member of the Board or the public wished to remove an item from the consent calendar.</p> <p>Chair Kalbach requested removal of Agenda Item 5b: Resolution 2020-05: Setting Regular Meeting Dates and Director Miller requested removal of Item 5c: FY20 Pacing Plan.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the District Board Meeting (5/19/2020).</p> <p>Movant: Fung Second: Miller Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>Chair Kalbach requested removal of the August 11, 2020 District Board meeting from the list of proposed dates.</p> <p>Motion: To approve the consent calendar: Resolution 2020-05b: Setting Regular Meeting Dates without an August 11, 2020 meeting.</p> <p>Movant: Miller Second: Zoglin</p>	<i>Consent calendar approved</i>

	<p>Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>There was no motion on the FY20 Pacing Plan.</p>	
<p>6. COMMUNITY BENEFIT SPOTLIGHT</p>	<p>Motion: To approve <i>Resolution 2020-06</i>. Movant: Miller Second: Fung Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>Barbara Avery, Director of Community Benefit, introduced Kathy Forward, Former Executive Director and Consultant to NAMI – Santa Clara County. Ms. Forward described NAMI’s programming designed to remove stigma around mental health conditions, including their Warmline Help Line and Community Peer Program. She highlighted that this work helps reduce hospital readmissions.</p> <p>Director Miller thanked Ms. Forward and the team for their work.</p>	<p><i>Resolution 2020-06 approved</i></p>
<p>7. FY20 YTD FINANCIALS (PERIOD 10)</p>	<p>Michael Moody, Interim CFO, provided an overview of the year-to-date District financials:</p> <ul style="list-style-type: none"> - On the consolidated balance sheet, the increase in cash and investments (up to \$400 million) was driven by CARES Act funding in April and Medicare Advance payments, which will El Camino Hospital will begin to pay back in July. - Patient Accounts Receivable is down due to the reduction in volume. Mr. Moody noted that volume began to recover in May. - The significant variance of Other Accounts and Notes Receivable and Accounts Payable and Accrued Expenses is due to inter-company payables and receivables between El Camino Hospital and its affiliated entities, which will be offset in June. - On the income statement, supplies and purchased services have unfavorable variances from budget; management continues to focus on these areas. - Overall, the organization is \$36 million behind plan. Mr. Moody projected that there will be positive operating income at end of fiscal year, but the organization will not meet budget targets. - The non-operating income loss is due to the market downturn. Mr. Moody commented that investment performance has recovered in April 2020, much more so in May 2020, and the portfolio has once again been valued at over \$1 billion. - He reviewed adjustments and items on the District standalone balance sheet, including short term investments, bond interest payments, and the capital appropriation fund. - The District recently received matching IGT payments. - Net income is \$13.2 million. <p>On outstanding items from the May meeting, Mr. Moody reported that 1) there is no breakdown available for prior postage expenses, but those expenses will be broken down going forward and 2) the team is working</p>	<p><i>FY20 YTD financials approved</i></p> <p><i>Amortization schedules to be included in next report</i></p>

	<p>on a risk assessment for investments to include in future reports.</p> <p>In response to Director Fung’s question related to District bonds, Mr. Moody explained that interest accrues on a monthly basis and payments are made twice per year. Director Fung requested annual amortization schedules by year from present until the bonds are paid off.</p> <p>Motion: To approve the FY20 YTD financials.</p> <p>Movant: Fung Second: Ting Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>8. DISTRICT CAPITAL OUTLAY FUND APPROVAL</p>	<p>Ken King, CASO, explained that the Women’s Hospital Expansion project is in the plan review and permitting stage; Mr. King anticipates an early 2021 project start date.</p> <p>In response to questions from the Board, Mr. King described 1) the review of potential projects for this funding, noting that radiation oncology, catheterization laboratory, and imaging equipment do not qualify; generally, a project must have a minimum 10-year life span (brick and mortar projects are often most suitable), 2) other upcoming projects, including campus completion and demolition of the Old Main Hospital, and 3) the relocation of physician tenants from the Women’s Hospital to the Sobrato Pavilion.</p> <p>Motion: To designate the FY2018 funds totaling \$7,830,671 in its Capital Outlay Fund in support of the Women’s Hospital Expansion renovation/reconstruction project, bringing the total fund to \$30,261,134.</p> <p>Movant: Miller Second: Zoglin Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None</p>	<p><i>Women’s Hospital Expansion funds designated</i></p>
<p>9. PROPOSED MODIFICATION TO DISTRICT-FUNDING COMMUNITY TESTING PROGRAM AUTHORIZATION</p>	<p>Dan Woods, CEO, explained that the COVID-19 testing program as approved by the District Board at its May 2020 meeting authorized \$1.2 million to be used by the end of FY20 (June 30, 2020). As the program cannot ramp up that quickly in the remainder of June, the proposed modification would allow for pre-payment of the FY20 approved funding of \$1.2 million to support the program’s operations in FY21.</p> <p>Director Fung encouraged using local media to increase awareness of the program and to make it as user-friendly as possible. Mr. Woods reported that there have been digital media announcements, an interview with the Los Altos Town Crier, and the team is exploring other avenues.</p> <p>In response to Director Zoglin’s questions, staff described fees and billing (\$100 per test, insurance is billed when possible), volumes (currently 30 individuals per day), and expansion plans, including other identified testing sites. Cindy Murphy, Director of Governance Services, reported that the team is working with local school districts on potential testing.</p> <p>Omar Chugtai, VP of Operations, described digital marketing efforts and collaboration with the County so the District site will be listed in their</p>	<p><i>Modification approved</i></p>

	<p>media.</p> <p>Motion: To approve the modification to the District-funded community testing program as proposed.</p> <p>Movant: Miller</p> <p>Second: Fung</p> <p>Ayes: Fung, Kalbach, Miller, Ting, Zoglin</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: None</p>	
10. COMMUNITY BENEFIT SPONSORSHIPS (May-June 2020)	<p>Barbara Avery, Director, Community Benefit, reported that there have been fifteen sponsorships in FY20, including one successful virtual event for Bay Women's Sports Initiative (BAWSI) in May 2020. She noted that many events have been canceled or moved to the fall.</p> <p>Director Miller described the success of BAWSI's virtual event.</p>	
11. FY21 COMMUNITY BENEFIT PLAN	<p>Barbara Avery, Director of Community Benefit, described the survey of grantees to understand how programs are addressing the COVID-19 pandemic, including Shelter in Place orders and social distancing requirements, and how it will impact their programming for 2020. Responses indicated that there is high need for these programs, services are adapting to include telehealth, virtual classes, curbside services, sanitation and testing, and schools expressed strong desire to retain their grant programs. 90% of grantees reported they would spend the money they would receive for the first half of the year with the intended population.</p> <p>Ms. Avery reported that there were 63 proposals received, with a total of \$8.6 million requested, and \$7.4 million was available for FY21. She reviewed the largest proposals over \$200,000.</p> <p>She provided an overview of the process, including 1) geography requirement for District grantees; in the application, applicants must attest to and report on how District funds will serve only those who live, work, or go to school in the District, 2) the definition of "healthcare" in this context, based on the Community Health Needs Assessment (CHNA) and 3) the Community Benefit Advisory Council (CBAC) discussions, designed to solicit input about community needs.</p> <p>Motion: Do Not Fund Canopy, \$280,000 for CHAC, \$270,000 for Momentum, and \$30,000 for WomenSV.</p> <p>Movant: Miller</p> <p>Second: Ting</p> <p>In response to Director Ting's questions, Director Miller described the discussions at the CBAC meeting regarding WomenSV and allocation of funding to other organizations; at the meeting, CBAC raised questions about WomenSV staff training. Ms. Avery explained that following the CBAC meeting staff conducted interviews and found that WomenSV's supervision and training is appropriate and adequate.</p> <p>Director Zoglin expressed concerns about asking for CBAC feedback and time if the Board does not accept their recommendations, especially when those recommendations affect 1% of the plan funding. Chair Kalbach commented that this question should be addressed by the District's Community Benefit Ad Hoc Committee chaired by Director Miller.</p> <p>The Board discussed the review process, including staff and CBAC and</p>	<p>FY21 Community Benefit Plan as modified approved</p>

	<p>recommendations, and the motion on the floor.</p> <p>Director Miller restated her motion: Do Not Fund Canopy, to fund CHAC at the staff recommendation, to fund Momentum at the staff recommendation, and to fund WomenSV with an increase to their requested amount.</p> <p>Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None</p> <p>Director Miller expressed concerns about increasing funding to RoadRunners and asked for staff comment on ridership. Ms. Avery described the volume in rides, which had temporarily decreased due to COVID-19, and the annual target metrics of 9,000 rides and 860 people served.</p> <p>Motion: To decrease RoadRunners funding by \$10,000:</p> <p>Movant: Miller Second: Fung</p> <p>The Board discussed the plan approval process, including consideration of modifications. Chair Kalbach described his intent to ask for approval of the plan with exceptions, rather than going through each individual grant proposal. He commented that the full plan has been approved and the motion on the floor is for another modification.</p> <p>There was no vote on the motion. Director Fung withdrew his second and Director Miller withdrew her motion.</p> <p>Director Miller expressed concerns about funding RoadRunners at \$240,000.</p> <p>Motion: To fund Sunnyvale Police and Fire Foundation at their requested amount of \$25,000.</p> <p>Movant: Miller Second: Fung</p> <p>Director Miller expressed concerns about the recommendation not to fund the Sunnyvale Police and Fire Foundation and stated that staff misrepresented the services that the Foundation provides. She commented that the District's Community Benefit grant funding should be geographically distributed across the District, and believes that Sunnyvale is underrepresented in this distribution.</p> <p>Director Zoglin expressed concerns about one member putting forth one particular grant organization and suggested deferring to the recommendations that came through the process.</p> <p>In response to Director Miller's comments, Ms. Avery quoted from the Sunnyvale Police and Fire Foundation's grant application and line-item budget, including \$5,000 for one individual's support as a canine officer and supplements to active and retired police and fire for the City of Sunnyvale. Ms. Avery commented that while it is a valuable program, it did not necessarily fit the core mission of District Community Benefit program, and there is limited funding for the whole plan.</p> <p>Director Ting voiced his support of staff recommendation.</p> <p>Ayes: Fung, Kalbach, Miller Noes: Ting, Zoglin</p>	
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	<p>Abstentions: None Absent: None</p> <p>In response to Director Fung’s question, Chair Kalbach commented that the District’s Ad Hoc Committee, chaired by Director Miller, is working with Dan Woods, CEO, on Community Benefit process improvements and will make recommendations at future Board meeting sometime between August and October 2020.</p>	
<p>12. FY21 CBAC LIAISON APPOINTMENT</p>	<p>Chair Kalbach recommended re-appointment of Director Miller as the FY21 Liaison.</p> <p>Motion: To appoint Director Miller as FY21 CBAC Liaison.</p> <p>Movant: Fung Second: Ting</p> <p>The Board discussed the position: Director Zoglin commented that service should rotate among the five members over time. Director Ting declined to participate in this role. Director Zoglin noted that he would be open to participating as the District Board CBAC Liaison, but he is currently the liaison for the Hospital Board. Director Fung commented that there is a learning curve to the position.</p> <p>Ayes: Fung, Kalbach, Miller, Ting Noes: None Abstentions: Zoglin Absent: None</p>	<p><i>Director Miller appointed as CBAC Liaison</i></p>
<p>13. FY21 PACING PLAN</p>	<p>The Board discussed the pacing plan, including the need to reschedule the Board meeting currently scheduled for August 19, 2020.</p> <p>Motion: To approve the FY21 Pacing Plan with the following changes: to remove the August 11, 2020 meeting, to remove reference to “August 19th” and leave it as “August 2020,” and to update the October 20, 2020 meeting with the Ad Hoc Committee Community Benefit Report.</p> <p>Movant: Miller Second: Zoglin Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None</p>	<p><i>FY21 Pacing Plan approved as amended</i></p>
<p>14. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 7:22pm.</p> <p>Movant: Fung Second: Ting Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None</p>	<p><i>Adjourned to closed session at 7:22pm</i></p>
<p>15. AGENDA ITEM 19: RECONVENE OPEN SESSION REPORT OUT</p>	<p>Open session was reconvened at 7:31pm by Chair Chen. Agenda Items 15-18 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 (1/28/2020) by a unanimous vote in favor of all members participating in the meeting (Directors Fung, Kalbach, Miller, Ting, and Zoglin).</p>	
<p>16. AGENDA ITEM 20: BOARD</p>	<p>Director Miller reported that she attended an event for Cristo Rey.</p> <p>Director Miller noted that Congressman John Garamendi (D-CA) has</p>	

COMMENTS	introduced a bill to support Special Districts and asked for staff comment. Ms. Murphy commented that the federal bill would provide funding for Special Districts similar to the CARES Act. She explained that she has not conducted research on pursuing this funding, but can do so if desired by the Board. Ms. Murphy described the initial impressions from the Interim Director of Government & Community Relations and Interim CFO on the bill.	
17. AGENDA ITEM 21: ADJOURNMENT	Motion: To adjourn at 7:44pm. Movant: Ting Second: Fung Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None	Meeting adjourned at 7:44pm

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

Gary Kalbach
Chair, ECHD Board

Julia E. Miller
Secretary, ECHD Board

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



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING MEMO

To: El Camino Healthcare District (“District”) Board of Directors
From: Deb Muro, CIO; Omar Chughtai, Vice President of Operations
Date: July 15, 2020
Subject: Status Report on District-Funded Community COVID-19 Testing Program

Purpose: To provide the Board with a report on the progress of the District Board authorized Community COVID-19 Testing Program and to receive any additional guidance from the Board.

Summary:

- Situation:** As reported to you in May, management estimates that the District will have surplus funds and could allocate spending up to \$1.5 million dollars for initiatives related to COVID-19 response in FY20 and again in FY21 without exceeding the Gann Limit. On May 19, 2020, the District Board approved funding for a free Community COVID-19 testing program for asymptomatic individuals who live, work, or go to school in the District. Thereafter, on June 16, 2020, the District Board modified the approval to authorize (1) prepaying of \$1.2 million in FY20 to El Camino Health to support the District funded Community COVID-19 testing program in FY20 and FY21 and (2) distribution of \$1.2 million in FY21 to support the District funded Community COVID-19 testing program in FY21.
- Authority:** As stated in its Bylaws, “the purpose of the District shall be to establish, maintain and operate, or provide assistance in the operation of, one or more health facilities (as that term is defined in the 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, and to do any and all other acts and things necessary to carry out the provisions of the District’s Bylaws and the Local Health Care District Law.” The District Board has authority to authorize the CEO to distribute funding and manage public health initiatives in furtherance of this purpose.
- Background:** Pursuant to a Services Agreement with El Camino Health to execute the program on behalf of the District, tests are currently being performed at the El Camino Health Mountain View Hospital campus. To provide good stewardship of the District’s tax revenues, El Camino Health is billing third party insurance and reserving District funds to cover the costs of testing when insurance is not available. As of July 8, 2020, 773 tests have been provided. Since implementing our marketing and communications plan, which includes radio, social, and print media, we have seen a dramatic increase in the number of tests requested and are expanding hours of operations at the MV hospital campus to meet demand.

We are now focused on expanding the program to additional sites throughout the District in ways that will be of greatest benefit to the District. To that end, we are working with leaders of the Mountain View, Sunnyvale, and Los Altos Chambers of Commerce to provide mobile testing sites within the District’s business districts, particularly for employees of small businesses who are less likely to have insurance and whose work schedules make traveling to the El Camino Hospital campus impractical. We are also working with public school districts that have school sites within the District boundaries to plan for testing of all school district personnel in advance of potential school re-openings in August as well as repeat testing during the school year. The timing of the intervals as well as the duration of the program has yet to be determined. We are monitoring third party insurance reimbursement for re-testing as that will impact how far we are

Status Report on District Funded Community COVID-19 Testing Program
July 15, 2020

able to stretch the District funds. Finally, we are working with Santa Clara County to identify “hot-spots” of infection within the District where additional mobile sites may provide added benefit.

4. Assessment: COVID-19 Testing Program operations in place, now being expanded.
5. Other Reviews: N/A
6. Outcomes: Addressing the COVID-19 pandemic through providing community testing to decrease spread of COVID-19 in the community

List of Attachments: None.

Suggested Board Discussion Questions:

1. Does the Board have any concerns or suggestions about the implementation of the program?



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING MEMO

To: El Camino Healthcare District Board of Directors
From: Gary Kalbach, Chair
Date: July 8, 2020
Subject: Motion to Approve an Ad Hoc Committee Pursuant to the District's Compliance Issue Review Policy

Recommendation: To consider a motion establishing an ad hoc committee pursuant to the District's Compliance Issue Review Process in response to a complaint regarding unprofessional and disrespectful conduct of a District Board member at a District Board meeting.

Summary:

1. **Situation:** The District Board met on June 16, 2020. Following that meeting, Chair Gary Kalbach received a complaint alleging that Director Julia Miller's conduct towards persons at the meeting was contrary to the attached District Standards of Conduct, specifically #6 in that Director Miller's communications at the meeting were not professional and/or respectful.
2. **Authority:** The attached District Compliance Issue Review Process (0003) ("Policy") establishes a procedure for addressing compliance issues raised by Board members, members of the public and others concerning conduct by a District Board member that is contrary to law, District Bylaws, District Conflict of Interest Code or "other similar requirements", such as the Standards of Conduct. The District Standards of Conduct were adopted "to promote and maintain the highest standards of personal and professional behavior in the conduct of the District's business."
3. **Background:** A complaint was received by Gary Kalbach, District Board Chair, regarding the conduct of Director Miller during the June 16, 2020 District Board meeting, specifically that her communications with certain participants in the meeting did not comply with the Standards of Conduct adopted by the District Board on March 17, 2015 and acknowledged by Director Miller most recently on December 7, 2018.

Under the Policy, following notice of such complaint, the District Board, excluding the District Director who is the subject of the complaint, shall hold a meeting to consider whether to establish an ad hoc committee to review the matter further.

If establishing an ad hoc committee is approved by the District Board, the District Board Chair shall appoint no more than two District Board members to the ad hoc committee and appoint the committee chair. The Board Chair can designate himself as a member and/or as chair of the ad hoc committee.

The ad hoc committee is responsible to review and investigate the matter, determine whether a response is warranted and recommend an appropriate response to the District Board with written findings and recommended action which may include a finding that the conduct was not contrary to the Standards of Conduct within 45 days of appointment (subject to extension).

4. **Assessment:** N/A
5. **Other Reviews:** There have been no other reviews.

Motion to Approve an Ad Hoc Committee Pursuant to the District's Compliance Issue Review Policy
July 8, 2020

6. Outcomes: The District Board should determine whether to appoint an ad hoc committee pursuant to the Policy.

List of Attachments:

1. District Standards of Conduct
2. District Policy 0003 – Compliance Issue Review Process

Suggested Board Discussion Questions:

1. Should an Ad Hoc Committee be formed under the Policy to review the complaint?
2. Does Director Miller's conduct at the June 16, 2020 Board meeting warrant further review to determine whether she acted contrary to the Standards of Conduct?
3. Should an Ad Hoc Committee be formed to ensure that the District Board holds itself accountable to the Standards of Conduct?
4. Is public confidence eroded if the District Board does not review complaints under the Policy by forming an Ad Hoc Committee to fully review the matter?



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www.elcaminohealthcaredistrict.org

BOARD OF DIRECTORS

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

EL CAMINO HEALTHCARE DISTRICT [ADMINISTRATIVE POLICIES AND PROCEDURES]

[0003]. Compliance Issue Review Process

This policy ("Policy") establishes a procedure for addressing compliance issues raised by members of the Board of Directors of the District ("Board of Directors" or "Board"), by a member of the public or by other third parties. The procedure is to be used to identify a compliance issue and to determine the appropriate response. This Policy applies to all Board members.

Procedure

Identification of the Issue

A Board member ("reporting Board member"), a member of the public or another third party may question whether another Board member (or members) ("subject Board member") or the District has acted contrary to law, contrary to the duties of a Director, the District Bylaws or the District Conflict of Interest Code or contrary to other similar requirements ("Compliance Issues"). The reporting Board member shall bring the issue to the attention of the Board Chair. (If the Board Chair is the subject Board member, all references to the "Board Chair" in this Policy shall be deemed references to the "Board Vice Chair.") The Board Chair may contact the District's legal counsel after learning of the reported Compliance Issue.

Appointment of Ad Hoc Committee

Following notice of any such event, a Board meeting shall be scheduled to consider whether to appoint an ad hoc committee as described below. If the Board (excluding any subject Board member) approves an ad hoc committee, the Board Chair shall appoint the members of the ad hoc committee ("Ad Hoc Committee"). The Ad Hoc Committee shall review the report regarding the Compliance Issue and determine whether it raises a Compliance Issue. The Ad Hoc Committee shall also determine whether a response is warranted and, if so, recommend an appropriate response.

Dedicated to improving the health and well being of the people in our community.

The Ad Hoc Committee shall be comprised of no more than two (2) Board members. The Ad Hoc Committee may not include the reporting Board member or the subject Board member. The Board Chair shall appoint one of the Ad Hoc Committee members as chairperson of the Ad Hoc Committee (“Committee Chair”). The Board Chair may serve on the Ad Hoc Committee and may be the Committee Chair.

Only the Ad Hoc Committee may review the Compliance Issue on behalf of the Board and only the Ad Hoc Committee may engage any staff member of the District or otherwise expend District resources to conduct a review of the Compliance Issue.

Ad Hoc Review Committee Process

The Ad Hoc Committee may engage external resources, e.g., District, contractors or other individuals who are not employed by the District. Such external resources may include the District’s legal counsel.

The Ad Hoc Committee shall, with the assistance of outside resources, as necessary, investigate (as appropriate in the circumstances in the Ad Hoc Committee’s determination) whether a Compliance Issue exists. The Ad Hoc Committee’s investigation shall include at least one interview by a member of the Ad Hoc Committee with the subject Board member, if any. The Ad Hoc Committee may ask that such investigation be conducted by or under the supervision of counsel.

Within forty-five (45) days of the Ad Hoc Committee’s appointment, the Ad Hoc Committee shall complete its investigation, prepare written findings and determine the recommended action which may include finding that the questioned conduct was not a Compliance Issue. The Ad Hoc Committee may extend the time period to sixty (60) days if more time is needed.

The Ad Hoc Committee shall recommend, among other things, taking specific action, no action, or no action at the current time. The Ad Hoc Committee’s findings shall include a summary of the investigation process. The Ad Hoc Committee’s recommendation shall include the basis for the recommendation and shall be consistent with applicable duties and legal principles. The Ad Hoc Committee may recommend recusal by particular Board members from any Board vote as it deems appropriate.

After the Ad Hoc Committee completes its work, the Board Chair shall place the recommended action on the agenda of the next Board meeting for discussion. The vote of Board members on the recommended action shall comply with the District Bylaws and applicable law.

After the Board has voted on the Ad Hoc Committee’s recommendation, the Ad Hoc Committee shall be disbanded, unless the Board recommends further steps to be taken by the Ad Hoc Committee.

Approved: 3/25/2014



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

Standards of Conduct

Adopted March 17, 2015

Affirmed - December 6, 2016; January 16, 2018; December 5, 2018

BOARD OF DIRECTORS

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George O. Ting, MD
John L. Zoglin

Preamble: The proper operation of democratic government requires that decision makers be independent, impartial, and accountable to the community they serve. The El Camino Healthcare District ("District") has adopted these Standards of Conduct to promote and maintain the highest standards of personal and professional behavior in the conduct of the District's business. Each District Board member is required to subscribe to these standards, understand them, apply them to his or her work as a Board member, and commit to them in writing annually. As a member of the District Board of Directors I agree to the following commitments while serving the District:

1. To place the community's best interests above my own; to positively promote the purpose of the District as stated in the Bylaws; to forego personal interests when making decisions as a Board member; to act as a fiduciary of the District in financial matters and decisions that may have material effect; and to comply with the District's Conflict of Interest Code as amended biennially.
2. To engage in lawful acts to the best of my ability and to comply with the governing documents of the District and the law.
3. To maintain a high standard of conduct that is above reproach and to avoid the appearance of impropriety.
4. To demonstrate mutual respect for my fellow Board members, and to respect decisions passed by the required number of votes of the Board. If I disagree with a vote of the Board, I will communicate with respect and behave professionally.
5. To prepare for, attend and participate thoughtfully in all meetings of the Board to the best of my ability; to allow the Chair of the meeting to do so and refrain from interrupting.
6. To communicate professionally and respectfully, whether in person, by telephone, by electronic mail or in writing, with the other Directors, community members, and District and El Camino Hospital staff.
7. To maintain confidentiality with respect to all closed session Board meeting discussions and materials.

Peter C. Fung, MD (Date) Gary Kalbach (Date) Julia E. Miller (Date)

George O. Ting, MD (Date) John L. Zoglin (Date)

Dedicated to improving the health and well-being of the people in our community.