



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

Wednesday, April 7, 2021 – 7:15pm
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: 603-158-1129#. No participant code. Just press #.

To watch the meeting livestream, please visit: <http://www.elcaminohealthcaredistrict.org/meetingstream>

Please note that the livestream is for **meeting viewing only** and there is a slight delay; to provide public comment, please use the phone number listed above.

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	George O. Ting, MD, Board Chair		7:15 – 7:17pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	George O. Ting, MD, Board Chair		7:17 – 7:18
3. PROPOSED EL CAMINO RESOLUTION 2021-06: PROPOSED SUSPENSION OF EL CAMINO HOSPITAL BYLAWS ARTICLE VIII, SECTION 8.3 ATTACHMENT 3	Peter C. Fung, MD, Member, ECHD Board of Directors and Chair, El Camino Hospital Board of Directors Governance Committee	<i>public comment</i>	motion required 7:18 – 7:28
4. ADJOURNMENT	George O. Ting, MD, Board Chair	<i>public comment</i>	motion required 7:28 – 7:29pm

Upcoming Meetings: May 18, 2021; June 15, 2021

**EL CAMINO HEALTHCARE DISTRICT BOARD OF DIRECTORS
BOARD MEETING MEMO**

To: El Camino Healthcare District Board of Directors
From: Peter Fung, M.D., Member, ECHD Board of Directors and Chair, El Camino Hospital Board of Directors Governance Committee
Date: April 7, 2021
Subject: Resolution 2021-06: Suspension of Section 8.3 of the Hospital Bylaws

Recommendation:

At its April 7 meeting, the El Camino Hospital Board is voting to approve Resolution 2021-04 suspending Section 8.3 of the Hospital bylaws thereby allowing the current Hospital Board Chair to serve as chairperson for an additional one year past the two-term limit, which expires June 30, 2021. This action is recommended by the El Camino Hospital Board of Directors Governance Committee for the purpose of facilitating continuity of Board leadership during the COVID-19 pandemic, implementation of the Hospital's updated strategic plan and Hospital Board Chair succession planning. The Governance Committee also recommended that the Hospital Board approve that the Vice Chair shall be the presumptive Chairperson at the end of the current Chairperson's extended term on June 30, 2022.

It is recommended that the El Camino Healthcare District Board approve this suspension of Section 8.3 of the Hospital Bylaws for a twelve-month period as set forth in the attached Resolution 2021-06.

Summary:

1. **Situation:** The current Hospital Board Chair has served as Chairperson for two terms and his second two-year term is expiring on June 30, 2021. To preserve continuity in Board leadership for the Hospital, it is in the best interests of the organization to have the current Board Chair serve an additional one year term to ensure continuity during COVID-19 pandemic, oversee implementation of the updated strategic plan and development of a Board Chair succession plan.
2. **Authority:** Section 8.3 of the Hospital bylaws states that a Director may not serve more than two consecutive terms as chairperson. Section 18.1 of the Hospital bylaws provides that the Hospital bylaws may be adopted, repealed, amended or restated upon a majority vote of Directors and approval of the District.
3. **Background:** Hospital Bylaws Sections 8.3 and 18.1 are set forth below for your reference:

8.3 **Term of Board Officers.** Each officer shall hold office for a two (2) year term or until his or her successor is elected and qualified, subject to any employment agreement; provided that a Director may not serve more than two (2) consecutive terms as Chairperson.

18.1 **Amendments.** The Articles or these Bylaws may be adopted, repealed, amended or restated or new Articles or Bylaws may be adopted upon a majority vote of the authorized number of Directors (excluding vacancies and Directors with a conflict of interest). No such adoption, repeal, amendment, restatement or new Articles or Bylaws shall be effective until approved by the Member. Moreover, the Articles and Bylaws may be adopted, repealed, amended or restated or new Bylaws adopted upon the vote of the Member.

Resolution 2021-06 Temporary Suspension of Section 8.3 of the Hospital Bylaws
April 7, 2021

4. Assessment: Rather than a permanent amendment to the bylaws, the Hospital Board can adopt a resolution to temporarily suspend Section 8.3 of the bylaws and extend the term of the current board chair for an additional one year. This action requires a majority vote of Hospital Directors and approval by the District Board.
5. Outside Counsel Legal Review. Colin Coffey at Best, Best & Krieger, LLP reviewed the Hospital bylaws and advised that a motion or resolution for a temporary suspension of Section 8.3 of the bylaws allowing a one-time extension for a one year term for the current Board Chair is legally permissible. Even though this is not a formal amendment to the bylaws, outside counsel recommends obtaining District Board approval because it is a significant departure from the current bylaws.

Attachment

1. Resolution 2021-06

DRAFT RESOLUTION 2021-06

RESOLUTION OF THE BOARD OF DIRECTORS OF EL CAMINO HEALTHCARE DISTRICT REGARDING TEMPORARY SUSPENSION OF EL CAMINO HOSPITAL BYLAWS ARTICLE VIII., SECTION 8.3

WHEREAS, Article VIII, Section 8.3 of the Amended and Restated Bylaws of El Camino Hospital (the “Hospital Bylaws”) provides that each officer shall hold office for a two (2) year term or until his or her successor is elected and qualified, subject to any employment agreement; provided that a director may not serve more than two (2) consecutive terms as Chairperson;

WHEREAS, the Board of Directors of El Camino Hospital (the “Hospital Board”) wishes to have the flexibility to extend the term of the current Chairperson for an additional one (1) year period to facilitate continuity of Hospital Board leadership during the COVID-19 pandemic, implementation of Hospital’s updated strategic plan and Hospital Board chair succession planning;

WHEREAS, the Hospital Board voted to approve the temporary suspension of the provisions set forth in Article VIII., Section 8.3 of the Hospital Bylaws that require that each officer shall hold office for a two (2) year term and that a director may not serve more than two (2) consecutive terms as Chairperson;

WHEREAS, the Hospital Board voted to approve that the temporary suspension of the provisions set forth in Article VIII, Section 8.3 of the Hospital Bylaws shall continue for a period of twelve (12) months;

WHEREAS, the Hospital Board also voted to amend the Hospital Board Officer Nomination and Selection Procedures policy to provide that the Vice Chair shall be the presumptive Chairperson at the end of the current Chairperson’s term;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of El Camino Healthcare District hereby approves of the temporary suspension of the provisions set forth in Article VIII, Section 8.3 of the Hospital Bylaws that require that each officer shall hold office for a two (2) year term and that a director may not serve more than two (2) consecutive terms as Chairperson, in order to give the Hospital Board the flexibility to extend the term of the current Chairperson for an additional one (1) year period; and

BE IT FURTHER RESOLVED, that the temporary suspension of the provisions set forth in Article VIII, Section 8.3 of the Hospital Bylaws shall continue for a period of twelve (12) months.

[Continued on the following page]

DULY PASSED AND ADOPTED at a Regular Meeting held on the 7th day of April, 2021 by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

By: _____

Julia E. Miller Secretary, ECHD Board of Directors