



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

Wednesday, December 1, 2021 – 7:00pm

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

PURSUANT TO GOVERNMENT CODE SECTION 54953(e)(1), EL CAMINO HEALTH **WILL NOT BE PROVIDING A PHYSICAL LOCATION TO THE PUBLIC FOR THIS MEETING**. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 948-3559-8863#. 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	Julia Miller, Board Chair		7:00 – 7:01pm
2. SALUTE TO THE FLAG	Julia Miller, Board Chair		7:01 – 7:03pm
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Julia Miller, Board Chair		information 7:03 – 7:04
4. 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	Julia Miller, Board Chair		information 7:04 – 7:05
5. 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. Continuation of Resolution 2021-10 of the Board of Directors Making Findings and Determinations Under AB 361 for Teleconference Meetings b. Minutes of the Open Session of the District Board Meeting (10/19/21) Information c. FY22 Pacing Plan	Julia Miller, Board Chair	<i>public comment</i>	motion required 7:05 – 7:06
6. APPOINTMENT OF FY22 EL CAMINO HOSPITAL BOARD MEMBER ELECTION AD HOC COMMITTEE MEMBERS AND ADVISORS	Julia Miller, Board Chair	<i>public comment</i>	motion required 7:06 – 7:14
7. APPOINTMENT OF FY22 EL CAMINO HEALTHCARE DISTRICT POLICY & BYLAW REVIEW AD HOC COMMITTEE MEMBERS	Julia Miller, Board Chair	<i>public comment</i>	motion required 7:14 – 7:22
8. ADJOURN TO CLOSED SESSION	Julia Miller, Board Chair	<i>public comment</i>	motion required 7:22 – 7:23
9. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Julia Miller, Board Chair		information 7:23 – 7:24

A copy of the agenda for the Regular Board Meeting will be posted and distributed at least seventy-two (72) 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.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
10. CONSENT CALENDAR <i>Any Board Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the District Board Meeting (10/19/21)	Julia Miller, Board Chair		motion required 7:24 – 7:25
11. ADJOURN TO OPEN SESSION	Julia Miller, Board Chair		motion required 7:25 – 7:26
12. RECONVENE OPEN SESSION/ REPORT OUT	Julia Miller, Board Chair		information 7:26 – 7:27
To report any required disclosures regarding permissible actions taken during Closed Session.			
13. BOARD COMMENTS	Julia Miller, Board Chair		information 7:27 – 7:29
14. ADJOURNMENT	Julia Miller, Board Chair	<i>public comment</i>	motion required 7:29 – 7:30pm

Regular Meetings: January 25, 2022; March 15, 2022; May 17, 2022; June 14, 2022

Special Meetings: Joint Board & Committee Education- Date TBD; Board Retreat- February 23, 2022, Joint Board & Committee Education- April 27, 2022



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING MEMO

To: El Camino Healthcare District (ECHD) Board of Directors
From: Mary Rotunno, General Counsel
Date: December 1st, 2021
Subject: Continuation of Resolution 2021-10 of the Board of Directors Making Findings and Determinations Under AB 361 for Teleconference Meetings

Recommendation: To continue the determination made by the Board of Directors at its meeting on October 19, 2021 in Resolution 2021-10 acknowledging that there still exists a state of emergency due to the COVID-19 pandemic and to continue the findings by the Board of Directors to allow continued public participation by teleconference in Board and Advisory Committee meetings in accordance with the recommendation of the Santa Clara County Health Officer.

Summary:

1. **Situation:** At the October 19, 2021 Board Meeting, the Board of Directors adopted Resolution 2021-10, which made findings to continue holding virtual public meetings under the Ralph M. Brown Act based on the continued state of emergency due to the COVID-19 pandemic and that either (a) the state of emergency continues to directly impact the ability to meet safely in person, or (b) state or local officials continue to impose or recommend measures to promote social distancing.

This Resolution relies on the September 21, 2021 recommendation by the Health Officer of the County of Santa Clara that public bodies continue to meet remotely due to their unique characteristics, such as the increased mixing associated with bringing together people from across the community, the need to enable those who are immunocompromised or unvaccinated to be able to safely continue to fully participate in public governmental meetings, and the challenges with fully ascertaining and ensuring compliance with vaccination and other recommendations at such meetings.

2. **Authority:** On March 17, 2020, in response to the COVID-19 pandemic, Governor Newsom issued Executive Order N-29-20 suspending certain provisions of the Brown Act in order to allow local legislative bodies to conduct meetings telephonically or by other means.

On June 11, 2021, Governor Newsom issued Executive Order N-08-21, which placed an end date of September 30, 2021, for agencies to meet remotely.

On September 16, 2021, Governor Newsom signed Assembly Bill 361 (2021) ("AB 361") which allows for local legislative and advisory bodies to continue to conduct meetings via teleconferencing if the Board of Directors, by majority vote, make the findings set forth in paragraph 1 above, not later than thirty (30) days after teleconferencing for the first time under the AB 361 rules, and every 30 days thereafter.

3. **Background:** ECH outside counsel at Best Best & Krieger, LLP ("BB&K"), reviewed the legislation and prepared Resolution 2021-10.

List of Attachments:

1. Resolution 2021-10 - Resolution of the Board of Directors of El Camino Health District Making Findings and Determinations Under AB 361 for Teleconference Meetings

AB 361 - Continuation of Resolution 2021-10
December 1, 2021

Suggested Board Discussion Questions:

1. None

RESOLUTION 2021-10

**RESOLUTION OF THE BOARD OF DIRECTORS OF
EL CAMINO HEALTHCARE DISTRICT
MAKING FINDINGS AND DETERMINATIONS
UNDER AB 361 FOR TELECONFERENCE MEETINGS**

WHEREAS, all meetings of the El Camino Hospital's Board of Directors are open and public, as required by the Ralph M. Brown Act (Cal. Gov. Code §§ 54950 – 54963), so that any member of the public may attend, participate, and watch the Board of Directors conduct their business;

WHEREAS, such meetings ordinarily take place on the campus of El Camino Hospital, located at 2500 Grant Road, Mountain View, California, 94040, in the County of Santa Clara;

WHEREAS, ordinarily, the Ralph M. Brown Act imposes certain requirements on local agencies meeting via teleconference;

WHEREAS, the Legislature recently enacted Assembly Bill 361 (AB 361), which amended Government Code section 54953 to allow local agencies to use teleconferencing without complying with the requirements of paragraph (3) of subdivision (b) of section 54953 of the Government Code if the legislative body holds a meeting during a proclaimed state of emergency and determines by majority vote that, as a result of the emergency, either (a) meeting in person would present imminent risks to the health and safety of attendees, or (b) state or local official continue to impose or recommend measures to promote social distancing;

WHEREAS, the Governor issued a proclamation declaring a state of emergency on March 4, 2020 due to the COVID-19 pandemic, pursuant to section 8625 of the California Emergency Services Act, and this proclaimed state of emergency currently remains in effect;

WHEREAS, on August 2, 2021, in response to the Delta variant, the Health Officer of the County of Santa Clara ordered all individuals to wear face coverings when inside public spaces;

WHEREAS, on September 21, 2021, the Health Officer of the County of Santa Clara issued a recommendation that public bodies continue to meet remotely due to their unique characteristics, such as the increased mixing associated with bringing together people from across the community, the need to enable those who are immunocompromised or unvaccinated to be able to safely continue to fully participate in public governmental meetings, and the challenges with fully ascertaining and ensuring compliance with vaccination and other recommendations at such meetings;

WHEREAS, AB 361 requires compliance with separate procedures for teleconference meetings during a state of emergency, found in subdivision (e) of Government Code section 54953;

WHEREAS, AB 361 requires that the legislative body using the teleconferencing procedures of AB 361 make renewed findings by majority vote, not later than every thirty (30) days, that the legislative body has reconsidered the circumstances of the state of emergency, and that either (a) the state of emergency continues to directly impact the ability of the members to

meet safety in person, or (b) state or local officials continue to impose or recommend measures to promote social distancing;

WHEREAS, the Board of Directors of the District desires to make findings and determinations consistent with AB 361 to utilize the special procedures for teleconferencing provided by AB 361 due to imminent risks to the health and safety of attendees, as well as Hospital staff and patients;

WHEREAS, in response to the COVID-19 pandemic, District staff has set up hybrid in-person/teleconference public meetings, whereby members of the Board of Directors and certain staff that can attend the meeting in-person on the campus of the Hospital can do so, while members of the public have the full ability to observe and comment on the meetings off-campus through the District's virtual meeting platforms;

WHEREAS, the Board of Directors fully supports the public's right to participate in all Board meetings, but acknowledges that it cannot require members of the public who wish to attend meetings in-person to submit proof of vaccination or negative test results; and

WHEREAS, it is important that the Board of Directors ensure that Board members and District staff have a safe workplace and Hospital patients have a safe environment to receive care, to the maximum extent possible; and

WHEREAS, the Board of Directors desires to balance the rights of members of the public to participate in all Board meetings with the rights of the Board of Directors and District staff to conduct the meetings in a safe environment.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of El Camino Healthcare District, that:

1. The Board of Directors finds and determines that, as a result of the COVID-19 pandemic emergency, meetings in which the public attends in-person on the campus of the Hospital would present imminent risks to the health and safety of the Board of Directors, District staff, members of the public, Hospital staff and patients of the Hospital.
2. The Board of Directors finds and determines that conducting meetings in a hybrid in-person/teleconference model provides the safest environment for the Board of Directors and District staff to conduct business, while allowing for maximum public participation.
3. The Board of Directors finds and determines that the Health Officer of the County of Santa Clara has recommended measures to promote social distancing as one means to reduce the risk of COVID-19 transmission.
4. The Board of Directors shall conduct teleconference meetings under AB 361 in accordance with the requirements of AB 361, found in subdivision (e) of Government Code section 54953.

5. Through the duration of the state of emergency, if the Board of Directors desires to continue utilizing teleconferencing meetings under the special provisions of AB 361, the Board of Directors will make findings by majority vote not later than thirty (30) days after this meeting (or, if there is no meeting within thirty (30) days of this meeting, at the start of the next meeting), and not later than every thirty (30) days thereafter (or, if there is no meeting within thirty (30) days thereafter, at the start of the next meeting), that the Board of Directors has reconsidered the circumstances of the state of emergency and that either (a) the state of emergency continues to directly impact the ability of the public to meet safely in person, or (b) that state or local officials continue to impose or recommend measures to promote social distancing.

PASSED AND ADOPTED at the regular meeting of the Board of Directors of El Camino Healthcare District held on October 19, 2021 by the following vote:


AYES:

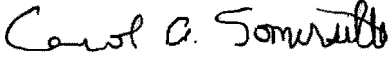
NOES:

ABSENT:

ABSTAIN:

ATTEST:

DocuSigned by:

306E6DD0439C4ED...
El Camino Healthcare District,
Chair

DocuSigned by:

A56D6F7947A140G...
El Camino Healthcare District,
Secretary



**Minutes of the Open Session of the
El Camino Healthcare District Board of Directors
Tuesday, October 19, 2021**

Pursuant to Government code section 54953(e)(1), El Camino Health will not be providing a physical location to the public for this meeting. Instead, the public is invited to join the open session meeting via teleconference at:

Board Members Present

Peter C. Fung, MD Vice-Chair
Julia E. Miller, Chair
Carol A. Somersille, MD
Secretary/Treasurer
George O. Ting, MD**
John Zoglin

Board Members Absent

**via teleconference

Members Excused

None

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	Chair Miller called to order the open session of the Regular Meeting of the El Camino Healthcare District Board of Directors (the "Board") at 5:30 pm and reviewed the logistics for the meeting. A verbal roll call was taken; all Board members were present at roll call excluding Director Ting, and 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.	<i>Call to Order at 5:30 pm</i>
2. SALUTE TO THE FLAG	Chair Miller asked Dan Woods, CEO to lead all present in the Pledge of Allegiance.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Miller asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were noted.	
4. AB 361 RESOLUTION ADOPTING FINDINGS TO CONTINUE VIRTUAL PUBLIC MEETINGS DURING STATE OF EMERGENCY	Chair Miller asked if any member of the Board or General Counsel wished to comment on the AB 361 Resolution adopting findings to continue virtual public meetings during State of Emergency. No comments were made. Motion: To approve AB 361 Resolution adopting findings to continue virtual public meetings during State of Emergency. Movant: Zoglin Second: Somersille Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None	<i>AB 361 Resolution Adopting Findings to Continue Virtual Public Meetings During State of Emergency approved</i>
5. PUBLIC COMMUNICATION	There was no public communication.	
6. CONSENT CALENDAR	Chair Miller asked if any member of the Board or the public wished to remove an item from the consent calendar. Director Zoglin requested to remove 6e – FY21 Year-End Community Benefit Report. Motion: To approve the consent calendar excluding item 6e.	<i>Consent calendar approved</i>

	<p>Movant: Fung Second: Somersille Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None</p> <p>Chair Miller called for the discussion regarding agenda item 6e.</p> <p>Director Zoglin requested further clarification regarding different organizations that were under target and what were the next steps and/or modifications to meet goal. He further noted that a couple organizations cost per person seemed higher than most programs. A brief discussion ensued.</p> <p>Director Ting joined the meeting at 5:48pm.</p> <p>Motion: To approve 6e – FY21 Year-End Community Benefit Report</p> <p>Movant: Zoglin Second: Fung Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>7. FY21 YEAR END ECHD STAND-ALONE FINANCIALS</p>	<p>Carlos Bohorquez, CFO, reviewed the FY21 Year End ECHD Stand-Alone Financials and highlighted the following areas:</p> <ul style="list-style-type: none"> • Year over Year increase by 8.9M. • Short Term Investments increased from 5.7M to 12M. • Other Assets 3.1M – Related to refund made to the state tied to IGT. • Assets (Capitol Appropriation Fund) decreased from 24.5M to 18.7M. Decrease is tied to renovation of Women's Hospital. • Budgeting for tax receipts for FY21 was 28.7M, received 32.5M. Increase is tied to overall assets (Real estate value within district) • IGT/PRIME funding was budgeted at 2.6M, actual was 4.4M <p>Motion: To approve the FY21 Year End ECHD Stand-Alone Financials.</p> <p>Movant: Fung Second: Ting Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY21 Year End ECHD Stand-Alone Financials approved</i></p>
<p>8. FY21 AUDITED FINANCIAL REPORT</p>	<p>Carlos Bohorquez, CFO, opened the discussion by introducing Joelle Pulver from Moss Adams to present on the FY21 Audited Financial Report.</p>	

	<p>Joelle Pulver shared a brief overview of the 2021 Audit Results – District specific which included:</p> <ul style="list-style-type: none"> • Scope of Services • Auditor Report on the Consolidated Financial Statements • Assets and Deferred Outflows • Liabilities, Deferred Inflows and Net Position • Income Statement Year to Year Comparison: Sources of Nonoperating Revenues • Income Statement Year to Year Comparison: Outflow of Expenses • Our Responsibility • Significant Accounting Policies & Unusual Transactions • Management Judgments & Accounting Estimates • Significant Audit Adjustments & Unadjusted Differences Considered by Management to Be Immaterial • Deficiencies in Internal Control <p>For further details, please review the distributed material.</p>	
<p>9. ECHD FY22 YTD FINANCIALS PERIOD 02</p>	<p>Carlos Bohorquez reviewed the FY22 YTD Financials Period 02 and noted:</p> <ul style="list-style-type: none"> • Reduction in Cash and Investments attributed to the recouping of the Medicare advance that was received in April/May of 2020. • Patient Account Receivables is higher than budgeted but expected to decrease • Facilities and Replacement Fund increased by 13M due to District to Hospital transfer for Women's hospital project. • Operating income Favorable by 15M <p>Motion: To approve the FY22 YTD Financials Period 02.</p> <p>Movant: Fung Second: Zoglin Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>ECHD FY22 YTD Financials Period 02 approved</i></p>
<p>10. FY22 COMMUNITY BENEFIT BOARD POLICY GUIDANCE</p>	<p>Jon Cowen, Senior Director, Government Relations and Community Partnerships presented on the following and asked the Board of Directors for their feedback.</p> <ul style="list-style-type: none"> • Guiding Principles: Definition • Discussion Draft: Guiding principles for evaluating and prioritizing appropriateness of grant proposals • Current Health Needs Come from 2019 Community Health Needs Assessment (CHNA) • Process for Reaching the Proposed Ranked and Prioritized Health Needs • Health Needs Identification Criteria • How ECH considered which health need to focus on • ECH's Selected Health Needs to Focus On • Discussion Draft: ECHD Ranked & Prioritized Health Needs 	<p><i>FY22 Community Benefit Board Policy Guidance approved</i></p>

	<ul style="list-style-type: none"> • ECHD Grants Grouped by Health Need • Staff-initiated community benefit grant proposals being investigated (Draft) <p>A brief discussion ensued. There was consensus and agreement with the new direction of the program.</p> <p>Motion: To approve FY22 Community Benefit Board Policy Guidance</p> <p>Movant: Fung Second: Somersille Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
11. REPORTING ON COVID-19 COMMUNITY TESTING PROGRAM	<p>Omar Chughtai, Vice President of Operations at Los Gatos, updated the Board of Directors on the current efforts and statistics of the ECHD COVID-19 Community Testing & Vaccination Program, noting the following. Additional details are available in the distributed materials.</p> <ul style="list-style-type: none"> • 42,148 District tests completed through 10/4/21 • .5% COVID positive rate 5/1/20-9/30/21 • \$1,125,944 District Funds used as of 8/31/21 	
12. APPOINTMENT OF EL CAMINO HOSPITAL BOARD MEMBER ELECTION ADHOC COMMITTEE CHAIR	<p>Chair Miller reviewed the re-election of non-district Board Member policy and the upcoming need for reappointment of two Board members in July 2022. She further advised that both directors are interested in continuing their service with the Hospital. A discussion occurred regarding the re-appointments.</p> <p>Chair Miller also shared that she has appointed herself Chair of the AdHoc Committee.</p> <p>Director Zoglin expressed concern around the self-appointment which led to Chair Miller requesting Mary Rotunno, General Counsel to speak to the Bylaws which allow this to occur.</p> <p>Mary Rotunno, General Counsel, shared that the Bylaws of the District state that the Board Chair can appoint the chair of any ADHOC Committee or special committee. Appointment of the committee members must be approved by the full Board.</p> <p>Director Zoglin recommended to present this to the Governance Committee and ask for their advise regarding best practices with appointing the ADHOC Committee Chair.</p> <p>It was reiterated that according to the Bylaws Chair Miller could appoint herself as Chair of the AdHoc Committee.</p>	
13. ADJOURN TO CLOSED SESSION	<p>Motion: To approve to adjourn to closed session at 7:22 pm.</p> <p>Movant: Ting Second: Miller Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	Adjourned to closed session at 7:22 pm

14. AGENDA ITEM 20: RECONVENE TO OPEN SESSION/ REPORT OUT	The open session of the El Camino Healthcare District Board of Directors was reconvened at 7:40 pm. The closed session minutes of the 6/29/2021 El Camino Healthcare District Board of Directors were approved.	<i>Open Session reconvened at 7:40 pm</i>
15. AGENDA ITEM 21: FY21 AUDITED FINANCIAL REPORT	Chair Miller and Board had a discussion in closed session regarding the FY21 Audited Financial Report. Motion: To accept the FY21 Audited Financial Report Movant: Somersille Second: Fung Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None	<i>FY21 Audited Financial Report approved</i>
16. AGENDA ITEM 22: BOARD COMMENTS	None were noted.	
17. AGENDA ITEM 23: ADJOURNMENT	Motion: To adjourn at 7:41 pm. Movant: Fung Second: Miller Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None	<i>Meeting adjourned at 7:41 pm</i>

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

Julia E. Miller
Chair, ECHD Board

Carol Somersille, MD
Secretary/Treasurer, ECHD Board

Prepared by: Nicole Hartely, Executive Assistant II

**EL CAMINO HEALTHCARE DISTRICT BOARD
FY22 PACING PLAN**

FY22 Q1		
JULY 2021	AUGUST 12, 2021	SEPTEMBER 2021
No Meeting	No Meeting	No Meeting
<u>Standing Items</u> <ul style="list-style-type: none"> • Approval of Minutes • Recognition (as needed) • Community Benefit Spotlight • Sponsorship Report • Pacing Plan 		
FY22 Q2		
OCTOBER 19, 2021	NOVEMBER 2021	DECEMBER 8, 2021
<ul style="list-style-type: none"> • FY22 YTD ECHD Financials • FY21 Financial Audit Presentation – Consolidated ECH District Financials • FY21 Year End Community Benefit Year-End Report • Approve FY21 Hospital Audit • Appointment of FY22 El Camino Hospital Board Member Election Ad Hoc Committee Chair • FY21 CEO Performance Review • Update on COVID-19 Community Testing Program • CBAC Policy – Annual Approval 	No Meeting	No Meeting

**EL CAMINO HEALTHCARE DISTRICT BOARD
FY22 PACING PLAN**

FY22 Q3		
JANUARY 25, 2022	FEBRUARY 10, 2022	MARCH 15, 2022
<ul style="list-style-type: none"> • FY22 YTD ECHD Financials • Appointment of FY22 El Camino Hospital Board Member Election Ad Hoc Committee Member and Advisors • COVID-19 Testing and Vaccination Program Report • Development of Patient and Family Residence • Policy Updates • Review Officer Job Descriptions 	<p style="text-align: center;">No Meeting</p>	<ul style="list-style-type: none"> • FY22 YTD ECHD Financials • El Camino Hospital Board Member Election Ad Hoc Committee Report • Possible Election of El Camino Hospital Board Member • COVID-19 Testing and Vaccination Program Report • Development of Patient and Family Residence
FY22 Q4		
APRIL 2022	MAY 17, 2022	JUNE 14, 2022
<p style="text-align: center;">No Meeting</p>	<ul style="list-style-type: none"> • FY23 Community Benefit Plan Study Session • Community Benefit Mid-Year Metrics • FY23 ECHD Standalone Budget Allocations Preview (CB and Fees) • Confirm Process for Board Officer Election • Report -- Covid-19 Testing and Vaccination Program • Capital Building Expense Approval Process • Spotlight Recognition 	<ul style="list-style-type: none"> • FY22 YTD ECHD Financials • District Capital Outlay Funds • Tax Appropriation for FY23 • Approval of FY22 Community Benefit Plan • Approval of ECH FY23 Budget • Approval of ECHD FY23 Budget • Appointment of Liaison to the Community Benefit Advisory Council • Appoint FY23 Hospital Board Member Election Ad Hoc Committee • Approval of FY23 Pacing Plan • Resolution – FY23 Regular Meeting Dates • Elect District Board Officers



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING MEMO

To: El Camino Healthcare District Board (ECHD) of Directors
From: Julia E. Miller, Chair
Date: December 1st, 2021
Subject: Appointment of FY21 El Camino Hospital ("ECH") Board Member Election Ad Hoc Committee Member and Advisors

Recommendation: To approve draft of Resolution 2022-01

Summary:

1. **Situation:** One of the current El Camino Hospital ("ECH") Board Member's (Jack Po) term is expiring on June 30, 2021.
2. **Authority:** Pursuant to the Board-approved "Process for Re-Election and Election of Non-District Board Members to the El Camino Hospital Board of Directors" (the "Process"), each year the ECHD Board appoints an Ad Hoc Committee to consider the re-election of ECH Board members whose terms are set to expire at the end of the upcoming fiscal year.
3. **Background:** The Process provides that the Committee will consist of two members of the ECHD Board. It also provides that the ECHD Board will appoint up to two advisors:
 - One member of the ECH Governance Committee nominated by the Chair of the Governance Committee; and
 - One ECH Board Director (who is not an ECHD Director) nominated by the El Camino Hospital Board Chair.

Article VII, Section 1 of the El Camino Healthcare District Bylaws as well as the Process provide for the Board Chair to appoint the Chairperson of the Committee. The Process provides for the Board to appoint the other member of the Committee and up to two advisors.

- Julia Miller is the self-appointed Chairperson of the Committee.
 - Don Watters, Chair of the Governance Committee, nominated Mike Kasperzak, to be an advisor to the Committee.
 - Lanhee Chen, El Camino Hospital Board Chair, nominated Bob Rebitzer, to be an advisor to the Committee.
4. **Assessment:** None
 5. **Other Reviews:** None.
 6. **Outcomes:** Appointment of an Ad Hoc Committee led by Julia Miller, consisting of one additional District Board member and advised by Mike Kasperzak and Bob Rebitzer.

List of Attachments:

1. Draft of Resolution 2022-01
2. Process for Re- Election and Election of Non-District Board Members to the El Camino Hospital Board of Directors
3. Minutes of the Open Session of the District Board Meeting held on March 16th, 2021

Ad Hoc Committee Appointment
December 1, 2021

Suggested Board Discussion Questions:

1. None.

**EL CAMINO HEALTHCARE DISTRICT
RESOLUTION 2022-01
APPOINTMENT OF SPECIAL ADVISORY COMMITTEE FOR
LIMITED PURPOSE AND LIMITED DURATION**

WHEREAS, the Board of Directors has determined it is necessary to carefully consider and prepare for the re-election or election of Directors to the El Camino Hospital Board,

WHEREAS, such work can be undertaken by a special advisory committee for presentation to and consideration by the Board of Directors at a future meeting; now, therefore, be it

RESOLVED, that a temporary advisory special committee (the “El Camino Hospital Board Member Election Ad Hoc Committee”), consisting of two members is hereby established pursuant to Article VII, Section 1 of the Bylaws of the El Camino Healthcare District, to carefully consider and prepare for the FY 2022 election or re-election of one or more Directors to the El Camino Hospital Board.

RESOLVED, that the Chairperson Julia Miller of the temporary advisory special committee shall determine the time, place, date and frequency of such committee meetings; be it further

RESOLVED, that, Director _____ is appointed as a member of the temporary advisory special committee; be it further

RESOLVED, that Mike Kasperzak shall serve as an advisor of the Committee, having been nominated by the Chair of the El Camino Hospital Board’s Governance Committee; be it further

RESOLVED, that Bob Rebitzer shall also serve as an advisor to the Committee, having been nominated by the Chair of the El Camino Hospital Board of Directors.

DULY PASSED AND ADOPTED at a meeting held on December 1, 2021, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

Carol Sommersille , Secretary
ECHD Board of Directors



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

BOARD OF DIRECTORS

Peter C. Fung, MD
Gary Kalbach
Julia E. Miller
George O. Ting, MD
John L. Zoglin

**Process for Re- Election and Election
of Non-District Board Members
to the El Camino Hospital Board of Directors.***

A. Timeline

1. Previous FYQ4 –

- a. The District Board Chair shall appoint a District Director as Chair of an Ad Hoc Committee. In addition to serving as a member of the Ad Hoc Committee, the Ad Hoc Committee Chair's role shall be to set the Ad Hoc Committee's meeting agendas, work with staff to set meeting dates and facilitate the meetings.
 - b. The Board shall approve the appointment of one additional District Director as a member of the Committee.
 - c. The Board shall also approve the appointment of up to two advisors to the Ad Hoc Committee. One advisor should be a Non Hospital Director member of the El Camino Hospital Governance Committee (who has been referred by the Chair of the Governance Committee) and the other should be a Hospital Director who is not a member of the District Board (who has been referred by the Chair of the El Camino Hospital Board).
 - d. The District Board, on the recommendation of the Hospital Board and Hospital Governance Committee, shall approve a Hospital Board Competency Matrix and a Hospital Non District Board Member ("NDBM") Position Description for the upcoming fiscal year.
- 2. FYQ1 –** The District Board Chair (i) asks the El Camino Hospital Director(s), who is an NDBM whose term is next to expire to declare interest and (ii) informs the Chair of the Ad Hoc Committee of intent.
- 3. FYQ1/Q2 – Regular District Board Meeting:**
- a. Prior to the Meeting:
 - i. District and Hospital Board Members: Complete the ECH Board Competency Matrix Survey and, unless the Ad Hoc Committee votes not to use it in a given year, ECH Board Member Re-Election Report Survey.
 - ii. Ad Hoc Committee analyzes survey results, interviews the NDBM, reviews candidate profile (updated resume, candidate questionnaire and attendance report), and develops a recommendation regarding re-election of the NDBM to the Hospital Board

4. **FYQ2** – Regular District Board Meeting:
 - a. District Board considers re-election of NDBM.
 - b. If NDBM is re-elected, the Hospital Board shall be notified.
 - c. If NDBM is not re-elected, the District Board will authorize external recruitment of a new NDBM.
 - d. If there are any mid-term vacancies or other open seats on the Hospital Board the District Board will authorize a timeline for recruitment to fill those seats. Any individual may apply and staff shall solicit applications from the public, the ECH Board, the ECH Foundation Board, ECH Board Advisory Committees and the Executive Leadership Team.
5. **FYQ2 or Q3** – Begin external search as authorized in Section 4(c) and (d).
6. **FYQ2 or Q3** – 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. **FYQ3 or Q4** – 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(s) 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 the Ad Hoc Committee as described in #1 above.

B. General (Primary) 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. 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
- 4. Commitment to continuing learning.
- 5. Demonstrated strategic thinking.
- 6. 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 (Secondary) 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.

**Approved 12/9/2014; revised 3/17/2015; revised 6/14/2016; revised 1/25/2017, revised 10/17/2017; 5/15/2018; 1/28/2020*



**Minutes of the Open Session of the
El Camino Healthcare District Board of Directors
Tuesday, March 16, 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

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the El Camino Healthcare District Board of Directors (the "Board") was called to order at 5:30pm by Chair Ting. Chair Ting reviewed the logistics for the meeting. A verbal roll call was taken. All Board members were present at roll call 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.	<i>Call to Order at 5:30pm</i>
2. SALUTE TO THE FLAG	Dan Woods, CEO, led all present in the Pledge of Allegiance.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	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.	
4. PUBLIC COMMUNIATION	There was no public communication.	
5. CONSENT CALENDAR	<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 that item 5c, Community Benefit Sponsorship Report, be removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the District Board Meeting (2/10/2021) and Pacing Plan.</p> <p>Movant: Miller Second: Zoglin Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>Director Miller noted that there is only one sponsorship in the report and asked about Santa Clara County Status of Women Event. Barbara Avery, Director Community Benefit, explained that was in a previous meeting and was a hospital (not District) sponsorship.</p> <p>Motion: To approve the consent calendar item 5c (for information): Community Benefit Sponsorship Report</p>	<i>Consent calendar approved</i>

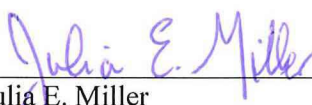
	<p>Movant: Miller Second: Zoglin Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>6. RESOLUTION 2021-03: COMMUNITY BENEFIT SPOTLIGHT: STANFORD TEEN HEALTH VAN</p>	<p>Ms. Avery introduced Arash Anoshiravani, MD, Medical Director, Stanford Teen Health Van. Dr. Anoshiravani described the program including where services are delivered, what services are provided, program response to COVID-19, and future plans. He also answered Board members' questions about focus on adolescents, ability to provide services to younger children, and need to increase both funding and staff resources to expand services.</p> <p>Motion: To approve Resolution 2021-03: Community Benefit Spotlight: Stanford Teen Health Van.</p> <p>Movant: Fung Second: Miller Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>7. ECHD FY21 YTD FINANCIALS</p>	<p>With respect to the ECHD Consolidated Financials, Carlos Bohorquez, CFO, reported that overall cash through the end of January is up \$150 million YOY. He explained that revenue is very good; exceeding budget except in the emergency department. He also reported that "other operating revenues" are down due to loss of a hospitalist contract and operating expenses are up due to approximately \$1 million/month related to COVID-19 for additional PPE, vaccinations, testing, extra staff, and screening visitors. Mr. Bohorquez also reported that, YOY, the investment portfolio is up \$89 million. With respect to the District Stand-Alone Financials, Mr. Bohorquez reported that the District has \$37.8 million in total cash.</p> <p>In response to questions, he explained that wages and benefits are unfavorable to budget because volume exceeded budget requiring more resources including regular, premium and overtime pay as well as contract labor. Mr. Bohorquez noted that the volume of COVID-19 patients decreased dramatically in February resulting in a 50% decrease in overtime pay in the last two pay periods.</p> <p>Motion: To approve the FY21 ECHD Period 7 Financials.</p> <p>Movant: Fung Second: Miller Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>8. REPORT ON COVID-19 COMMUNITY TESTING AND</p>	<p>Deb Muro, CIO, updated the Board on the status of the COVID-19 Testing and Vaccination Program and reported that, as of March 8, 2021, the District provided over 25,000 tests. She also reported that the organization is opening up vaccine appointments as soon as vaccines become available</p>	

VACCINATION PROGRAM	<p>and that eligible individuals can sign up for standby appointments. Ms. Muro informed the Board that ECH opened a mass vaccination center in Sunnyvale on March 15th, administering 100 vaccines the first day, 300 the second day, and continuing to ramp up.</p> <p>In response to questions, Ms. Muro reported that ECH is available to increase testing at school sites, and staff will look at how the program might support COVID-19 related training for school nurses.</p>	
9. EL CAMINO HOSPITAL BOARD OF DIRECTORS RE-ELECTION AND ELECTION AD HOC COMMITTEE	<p>Chair Ting advised the Board to renumber the two Resolutions in this section as 2021-04 and 2021-05.</p> <p>Director Zoglin, Chair of Ad Hoc Committee, explained the process used to arrive at the Proposed Revised El Camino Hospital Board Member Position Description and Application. The Board Members discussed the cost, usefulness, and complexity of the Competency Matrix Survey. Director Zoglin suggested having the Governance Committee work through it.</p> <p>Motion: To approve the Proposed Revised El Camino Hospital Board Member Position Description and the Proposed Revised El Camino Hospital Board Member Application</p> <p>Movant: Zoglin Second: Fung Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>Director Zoglin presented the Ad Hoc Committee’s recommendation to elect Don Watters to fill a current vacancy on the ECH Board of Directors. The Board members discussed the pros and cons of the proposal.</p> <p>Motion: To approve proposed Resolution 2021-04(renumbered) electing Don Watters to fill a “2017 Director” vacancy on the El Camino Hospital Board of Directors for a term expiring on June 30, 2021.</p> <p>Movant: Zoglin Second: Fung Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>The Board members next expressed their opinions and discussed the pros and cons of electing Don Watters to a new term as a “2017 Director” on the El Camino Hospital Board of Directors for a term effective July 1, 2021 and expiring on June 30, 2024. Board members noted that there were good reasons to elect a candidate well known to the Board and good reasons to do a search. Director Somersille commented that it would be very beneficial to vet all candidates and do a transparent search, broadened to include underrepresented subgroups.</p> <p>Motion: To approve proposed Resolution 2021-05(renumbered) electing Don Watters to fill a “2017 Director” seat on the El Camino Hospital Board of Directors for a term effective July 1, 2021 and expiring on June 30, 2024.</p> <p>Movant: Miller Second: Fung Ayes: Fung, Miller, Ting, Zoglin</p>	<p><i>Position Description and Application Approved</i></p> <p><i>Resolution 2021-04 Approved</i></p> <p><i>Resolution 2021-05 Approved</i></p>

	Noes: Somersille Abstentions: None Absent: None Recused: None	
10. ADJOURN TO CLOSED SESSION	Motion: To adjourn to closed session at 6:45pm. Movant: Fung Second: Zoglin Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None	<i>Adjourned to Closed Session at 6:45pm</i>
11. AGENDA ITEM 15: RECONVENE OPEN SESSION AND REPORT OUT	Open Session was reconvened at 7:23pm by Chair Ting. Agenda items 11-14 were addressed during closed session. During the closed session, the Board approved the closed session minutes of January 26, 2021, as amended, by a unanimous vote of all Directors present: Fung, Miller, Somersille, Ting and Zoglin.	<i>Open Session Reconvened at 7:23pm</i>
12. AGENDA ITEM 16: BOARD COMMENTS	None.	
13. AGENDA ITEM 17: ADJOURNMENT	Motion: To adjourn at 7:25pm. Movant: Fung Second: Zoglin Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None	<i>Meeting adjourned at 7:25pm</i>

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

George O. Ting, MD
Chair, ECHD Board



Julia E. Miller
Secretary, ECHD Board

Prepared by: Cindy Murphy, Director of Governance Services



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING MEMO

To: El Camino Healthcare District Board (ECHD) of Directors
From: Julia E. Miller, Chair
Date: December 1st, 2021
Subject: Appointment of FY22 El Camino Healthcare District ("ECHD") Policy Review Ad Hoc Committee Chair and Members

Purpose: To inform the Board of the appointment of myself, Julia Miller, as the FY22 El Camino Healthcare District Board Member Ad Hoc Committee Chair to review all El Camino Health Care District Bylaws and Policies.

Recommendation: To approve the appointment of the one additional ECHD Board Member to the Ad Hoc Committee

Summary:

1. **Situation:** The El Camino Health Care District Board is required to periodically review its Bylaws and Policies.
2. **Authority:** Article VII, Section 1 of our Bylaws gives the Board Chair the authority to appoint the Chair of Special Board Committees.
3. **Background:** None
4. **Assessment:** None
5. **Other Reviews:** None
6. **Outcomes:** Appointment of An Ad Hoc Committee led by Julia Miller, consisting of one additional District Board member.

List of Attachments:

1. None

Suggested Board Discussion Questions:

1. None