



**Minutes of the Open Session of the
El Camino Healthcare District Board of Directors
Tuesday, January 25, 2022**

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**

John Zoglin**

Board Members Absent

George O. Ting, MD

**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 the roll call 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, excluding Director Ting.	<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. PUBLIC COMMUNICATION	There was no public communication. Chair Miller asked Vice-Chair Fung to continue on her behalf until she was able to reconnect to the meeting.	
5. CONSENT CALENDAR	Vice-Chair Fung asked if any member of the Board or the public wished to remove an item from the consent calendar. Director Zoglin requested to remove 5b – Minutes of the Open Session of the District Board Meeting (12/01/21) Motion: To approve the consent calendar excluding item 5b to include: a. Continuation of Resolution 2021-10 of the Board of Directors Making Findings and Determinations Under AB 361 for Teleconference Meetings Movant: Zoglin Second: Somersille Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None Chair Miller returned and called for discussion regarding agenda item 5b the open session minutes of the 12/1/21 District Board Meeting. Director Zoglin responded that on item number 7 of the 12/01/21 open session minutes, his position was not correctly reflected	<i>The consent calendar was approved</i>

	<p>and expressed concern that this motion could lead to the potential or real conflict of interest.</p> <p>Motion: To table the approval of 5b until it can be reviewed by Director Zoglin, Director Somersille, and Ms. Iljin.</p> <p>Movant: Somersille Second: Miller Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None</p> <p><i>*Item 5b will be brought back for approval at the 3/15/21 meeting.</i></p>	
6. COVID-19 TESTING AND VACCINATION PROGRAM REPORT	<p>Omar Chughtai, VP of Operations shared an update regarding the COVID-19 Testing and Vaccination Program and highlighted the following:</p> <ul style="list-style-type: none"> • 44,798 tests completed through 1/10/22 • 4.8% COVID+ rate as of 1/7/22 • \$1.137K District Funds used as of 10/31/21 • 58,004 total doses delivered by ECH • An order of 15,000 Antigen Test Kits placed in January 2022 is pending delivery and will help supplement the Outpatient Lab Program 	
7. COMMUNITY BENEFIT SPOTLIGHT: MOUNTAIN VIEW POLICE DEPARTMENT'S YOUTH SERVICES UNIT DREAMS & FUTURES CAMP <i>Resolution 2022-01</i>	<p>Chair Miller asked for a motion to approve Resolution 2022-01 Youth Services Unit Dreams & Futures Camp.</p> <p>Motion: To approve Resolution 2022-01 recognizing Youth Services Unit Dreams & Futures Camp</p> <p>Movant: Fung Second: Somersille Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None</p> <p>Chair Miller introduced Jon Cowan, Senior Director, Government Relations & Community Partnerships who introduced Sergeant Scott Thomas from the Mountain View Police department.</p> <p>Sergeant Scott Thomas provided an overview of the Dreams & Futures program and highlighted the following:</p> <ul style="list-style-type: none"> • A brief history of the program • What Dreams and Futures is about • COVID-19 Impact and Current Trends • A look at what they do <p>Chair Miller thanked Sergeant Scott Thomas for joining the meeting and for the service and dedication exhibited by the Mountain View police.</p>	Resolution 2022-01 was approved
8. COMMUNITY BENEFIT STRATEGIC UPDATE	<p>Dan Woods, CEO opened the discussion with a summary of what was presented in September 2021 and asked that the board provide feedback regarding the approach for the strategic planning session.</p> <p>Jon Cowen, Senior Director, Government Relations and Community Partnerships presented on the Community Benefit Strategic Assessment and reviewed the following:</p> <ul style="list-style-type: none"> • Timeline for the District Community Benefit 	

	<ul style="list-style-type: none"> • Description of what a Community Benefit Implementation Strategy is • Strategic Assessment to Reach Future State • Implementation Strategy Framework • Example presented: Diabetes & Obesity Health Need <p>A brief discussion ensued. There was consensus and agreement with the direction of the program.</p>	
9. ECHD FY22 YTD FINANCIALS	<p>Carlos Bohorquez, Chief Financial Officer presented the FY22 YTD Financials and highlighted the following:</p> <ul style="list-style-type: none"> • \$3.299B in total Assets as of November 30, 2021 • \$2.377B in total Fund Balance as of November 30, 2021 • Cash and investments decreased by 69 million dollars due to reallocation to Board Designated • Board Designated Assets increased by 100 million dollars due to Operational Reserve Fund increase and Facilities Replacement Fund Increase • Deferred Revenue decreased by 22 million • Revenue is up 18% YoY attributed to a strong rebound with inpatient and outpatient services • Investment income lower than expected due to volatility of the capital market <p>A brief discussion ensued.</p> <p>Motion: To approve FY22 YTD Financials</p> <p>Movant: Fung Second: Zoglin Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None</p>	<i>ECHD FY22 YTD Financials were approved</i>
10. EL CAMINO HEALTHCARE DISTRICT BOARD HEALTH AND SAFETY CODE RESOLUTION: <i>Resolution 2022-02</i>	<p>Chair Miller presented on the Health and Safety Code and debriefed the Board on proposed changes that could be made to bring the District into full compliance.</p> <p>Ms. Mary Rotunno, General Counsel, confirmed that the District Board is currently in full compliance with A, B, and C of the California Health and Safety Code and the question is about a 5% increase of compensation for board members and whether to increase the number of meetings.</p> <p>Motion: Motion to officially draft Resolution 2022-02 regarding Health and Safety Code, publish public notices, and conduct a public hearing at the 3/15/21 meeting.</p> <p>Movant: Fung Second: Somersille Ayes: Fung, Miller, Somersille Noes: Zoglin Abstentions: None Absent: Ting Recused: None</p>	<i>Motion to draft Resolution 2022-02 regarding Health and Safety Code, publish public notices, and conduct a public hearing at the 3/15/21 meeting</i>
11. EL CAMINO HEALTHCARE DISTRICT BOARD MEMBERS TRANSITION TO W-2 EMPLOYEES & WORKERS'	<p>Greg Souza, Chief Human Resources Officer, and Mary Rotunno, General Counsel, presented on the El Camino Healthcare District Board Members Transition to W-2 Employees & Workers Compensation Insurance. A discussion ensued.</p> <p>Dr. Somersille suggested adding the word "eligible" which would designate between those receiving stipend and those opting out.</p>	<i>Resolution 2022-03 was approved</i>

<p>COMPENSATION INSURANCE: <i>Resolution 2022-03</i></p>	<p>Ms. Mary Rotunno, General Counsel, confirmed that “edit” was an appropriate revision.</p> <p>Dr. Fung would like legal confirmation around what steps he needs to take to ensure he complies with the Worker’s Compensation requirements due to him opting out of the stipend.</p> <p>Motion: To approve resolution 2022-03 with the requested revision.</p> <p>Movant: Somersille Second: Miller Ayes: Miller, Somersille, Zoglin Noes: None Abstentions: Fung Absent: Ting Recused: None</p> <p><i>*Chair Miller and Vice-Chair Fung asked that the W2 and 1099 Requirement be agendized at the next meeting.</i></p>	
<p>12. FY22 EL CAMINO HOSPITAL BOARD MEMBER ELECTION AD HOC COMMITTEE RECOMMENDATION</p>	<p>Chair Miller presented the recommendation made by the Ad-Hoc committee. The Ad-Hoc committee consisted of Director Miller, Director Zoglin, Governance Committee member Mike Kaspernak, and Hospital Board member, Bob Rebitzer. There was a consensus to reappoint Director Jack Po for an additional 3-year term, beginning July 1, 2022.</p> <p>Motion: To reappoint Director Jack Po for an additional 3-year term on the El Camino Health Hospital Board, beginning July 1, 2022.</p> <p>Movant: Zoglin Second: Fung Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None</p>	<p><i>Motion to reappoint Director Po for an additional 3-year term was approved</i></p>
<p>13. FY22 EL CAMINO HEALTHCARE DISTRICT POLICY BYLAW REVIEW AD HOC COMMITTEE RECOMMENDATIONS</p>	<p>Chair Miller presented the recommendations made by the District Policy Bylaw Review Ad-Hoc Committee as further detailed in the packet materials. A robust discussion ensued and the following revisions were requested:</p> <p><u>Bylaws of El Camino Healthcare District</u></p> <p>Director Zoglin recommended revising Article VII, Section 1, line 1 as follows: the addition of “by the District Board” after the word “created”.</p> <p>Director Somersille recommended revising Article VIII, Section 1 as follows:</p> <ul style="list-style-type: none"> Line 9 – “He or She” shall act as the duly authorized representative” revised to The District Director. <p>Director Zoglin recommended revising Article IX, Section 2, line 5 amended to end after the statement “to do so by resolution of the District Board”.</p> <p><u>J.1 District Board Chair – Job Description</u></p> <p>Director Somersille recommended J.1 as follows:</p> <ul style="list-style-type: none"> Page 3, Item 14; remove “his or her”. <p>Director Somersille also requested revision to the mission statement captured on the District Board Chair Job Description</p>	<p><i>FY22 El Camino Healthcare District Policy Bylaw AdHoc Committee Recommendations Approved</i></p>

and was advised by Chair Miller that the Mission statement could not be altered at this time but would be revisited at the next District Board Meeting.

Motion: To approve the presented changes to the Bylaws and J.1.

Movant: Miller

Second: Fung

Ayes: Fung, Miller, Somersille, Zoglin

Noes: None

Abstentions: None

Absent: Ting

Recused: None

District Board Vice-Chair & Secretary/Treasurer Job Descriptions

Motion: To delete the District Vice-Chair and Secretary/Treasurer job descriptions.

Movant: Fung

Second: Miller

Ayes: Fung, Miller, Somersille, Zoglin

Noes: None

Abstentions: None

Absent: Ting

Recused: None

J.2 Hospital Board Member Job Description

Director Zoglin requested revising the policy as follows:

Line 1: Attend in-person at least two-thirds of all assigned meetings, unless telepresence is needed.

Motion: To approve J.2 with requested revision.

Movant: Fung

Second: Miller

Ayes: Fung, Miller, Somersille, Zoglin

Noes: None

Abstentions: None

Absent: Ting

Recused: None

P.2 Compliance Issues Review Process

Director Somersille requested clarification regarding the reimbursement to the District Member for out-of-pocket costs during an investigation. A discussion ensued.

Motion: To defer the Compliance Issue Review Process to the next District Meeting and add an Agenda item to discuss the legal protection of a District Board member vs a Hospital Board Member

Movant: Fung

Second: Miller

Ayes: Fung, Miller, Somersille

Noes: None

Abstentions: Zoglin

Absent: Ting

Recused: None

P.4 Guidelines for Communication with the CEO and Other Staff Members

	<p>Director Zoglin's asked for transparency in regards to the work requested by a District Board member. There was consensus from the Board of Directors to revise section B. #2 as follows:</p> <p>The CEO will evaluate the staff time required to comply with the request. The CEO will either authorize the work or agendize the topic for the next meeting "<u>and share the information with the full District Board.</u>"</p> <p>Motion: To approve P.4 with requested revision.</p> <p>Movant: Fung Second: Miller Ayes: Fung, Miller, Somersille Noes: None Abstentions: Zoglin Absent: Ting Recused: None</p> <p><u>P.5 Media Guidelines</u></p> <p>Motion: To approve P.5</p> <p>Movant: Fung Second: Miller Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None</p> <p><i>*O.1 Standards of Conduct, O.2 Conflict of Interest, P.1 Community Benefits Grant, P.6 Re-Election and Election of Non-District Board Members to the El Camino Hospital Board of Directors had no changes.</i></p>	
14. ADJOURN TO CLOSED SESSION	<p>To adjourn to closed session at 8:18 pm pursuant to Gov't Code Section 54957.2 for approval of the Minutes of the Closed Session of the District Board Meeting (12/1/21), pursuant to Gov't Code Section 54957 for discussion on personnel performance matters, an Executive Session with the CEO.</p> <p>Motion: To approve to adjourn to closed session at 8:18 pm.</p> <p>Movant: Zoglin Second: Fung Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None</p>	Adjourned to closed session at 8:18 pm
15. AGENDA ITEM 19: RECONVENE TO OPEN SESSION/ REPORT OUT	<p>The open session of the El Camino Healthcare District Board of Directors was reconvened at 8:32 pm. Agenda items 15-18 were addressed in the closed session.</p> <p>During the closed session, the Board approved the closed session minutes of the 12/01/2021 El Camino Healthcare District Board of Directors by all Board Members present. (Directors Fung, Miller, Somersille, and Zoglin). Director Ting was absent.</p>	Open Session reconvened at 8:32 pm
16. AGENDA ITEM 20: BOARD COMMENTS	None were noted.	
17. AGENDA ITEM 21: ADJOURNMENT	<p>Motion: To adjourn at 8:33 pm.</p> <p>Movant: Zoglin Second: Fung</p>	Meeting adjourned at 8:33 pm

	Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None	
--	---	--

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: Stephanie Iljin, Manager, Administration