



**Minutes of the Open Session of the  
El Camino Healthcare District Board of Directors  
Tuesday, October 18, 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  
**George O. Ting, MD**  
**John Zoglin**

**Board Members Absent**

None

**Others Present**

**Dan Woods**, CEO  
**Carlos Bohorquez**, CFO  
**Deanna Dudley**, CHRO  
**Meenesh Bhimani, MD**, COO  
**Omar Chughtai**, VP Operations\*\*  
**Priya Shah**, Assistant General Counsel  
**Jon Cowan**, Senior Director, Government Relations and Community Partnerships

\*\*via telepresence

**Others Present (cont.)**

**Tracy Fowler**, Director, Governance  
**Stephanie Iljin**, Manager, Administration  
**Brian Richards**, Information Technology  
**Luis Corroero**, Programs Coordinator, Day Worker Center of Mountain View\*\*  
**Maria Marroquin**, Executive Director, Day Worker Center of Mountain View\*\*  
**Joelle Pulver**, Moss Adams

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.	<b>Call to Order at 5:30 pm.</b>
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.	
5. COMMUNITY BENEFITS SPOTLIGHT RESOLUTION 2022-11: DAY WORKER CENTER OF MOUNTAIN VIEW	Jon Cowan, Senior Director, Government Relations and Community Partnerships and Maria Marroquin, Executive Director, and Luis Corroero, Programs Coordinator of Day Worker Center of Mountain View, presented an overview of the work they do for the community as a result of the grant partnership they received from El Camino Healthcare District.  A brief discussion ensued. There was consensus and agreement with the direction of the program.  <b>Motion:</b> To approve the resolution 2022-11 recognizing the service to the community provided by the Day Worker Center of Mountain View.  <b>Movant:</b> Somersille <b>Second:</b> Fung	<b>Spotlight Resolution 2022-11 was approved.</b>

	<p><b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<p><b>6. CONSENT CALENDAR</b></p>	<p>Chair Miller asked if any member of the Board or the public wished to remove an item from the consent calendar.</p> <p>Director Zoglin requested to remove items 5c, 5d, 5e, and 5f for discussion. A brief conversation ensued, and these items were addressed.</p> <p>The Board of Directors expressed appreciation for the Covid-19 Testing and Vaccination Program and its continued impact on the community.</p> <p>Director Fung thanked Director Zoglin for the AHA educational event summary and expressed interest in attending future events.</p> <p><b>Motion:</b> To approve the consent calendar.</p> <ul style="list-style-type: none"> <li>a. Continuation of Resolution 2021-10; AB361</li> <li>b. Minutes of the Open Session of the District Board Meeting (06/147/22)</li> <li>c. Resolution 2022-08: Appointment of FY23 El Camino Hospital Board Member Ad Hoc Committee Advisory Members</li> <li>d. FY22 Year-End Community Benefit Report  <b>Information</b></li> <li>e. Community Benefit Sponsorship Report</li> <li>f. Report on Covid-19 Community Program</li> <li>g. FY23 Pacing Plan</li> <li>h. Board Educational Activity Report – Director Zoglin</li> <li>i. Board Educational Activity Report – Director Somersille</li> </ul> <p><b>Movant:</b> Zoglin  <b>Second:</b> Fung  <b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><b><i>The consent calendar was approved.</i></b></p>
<p><b>7. EL CAMINO HEALTHCARE DISTRICT POSSIBLE COMPENSATION MODIFICATION</b></p>	<p>On March 15, 2022, the El Camino Healthcare District Board approved resolution 2022-02, increasing compensation for district board members' attendance at meetings from \$100 to \$105 per day in accordance with Health and Safety code § 32103.</p> <p>Chair Miller invited Director Zoglin to discuss this agenda item.</p>	



	<p>Director Zoglin asked that the Board of Directors consider changing the wording to “up to \$105” rather than the fixed amount.</p> <p>Chair Miller called for discussion. There was a consensus to proceed with the approved resolution as is.</p>	
<p><b>8. EL CAMINO HEALTHCARE DISTRICT BOARD MEMBER’S TRANSITION TO W-2 EMPLOYEES – DISTRICT BOARD MEMBER’S HEALTHCARE BENEFITS</b></p>	<p>Deanna Dudley, CHRO, briefly discussed the possibility of Board members’ participation in certain benefits offered to El Camino Health employees with El Camino’s insurance broker.</p> <p>Potential offerings being investigated are:</p> <ul style="list-style-type: none"> <li>• Medical Insurance through Aetna</li> <li>• Dental Insurance through MetLife</li> <li>• Vision Insurance through VSP</li> <li>• Basic Life Insurance</li> </ul> <p>Chair Miller asked the directors for their feedback. There was consensus from the Board of Directors for further information on Vision, Dental, and Medical insurance offerings.</p>	<p><b>Action Item:</b> <i>Bring back further medical, dental, and vision insurance information at the 2/8/23 meeting.</i></p>
<p><b>9. ECHD FY22 FINANCIALS</b></p>	<p>Carlos Bohorquez reviewed the FY23 YTD Financials Period 02 and noted:</p> <ul style="list-style-type: none"> <li>• Slight increase in Patient Account Receivables, attributed to an increase in ADC of 14%.</li> <li>• Designated Assets increased by 40M, attributed to the recalculation of the Facilities Replacement Fund.</li> <li>• Liabilities show a slight decrease in accounts payables associated with the Women’s Hospital.</li> <li>• Operating Revenue favorable to budget by 3% and last FY by 10%.</li> <li>• Operating Income favorable to budget by 7M</li> <li>• Net Income favorable to budget by 9M</li> </ul> <p>Director Miller asked for clarification on page 10 of the standalone financial statement regarding legal fees. Mr. Bohorquez responded that page 7 reflects legal fees for FY22, and page 10 reflects FY23. This will be a line item in the future.</p> <p><b>Motion:</b> To approve the FY23 YTD Financials Period 02.</p> <p><b>Movant:</b> Fung <b>Second:</b> Ting <b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	<p><b>ECHD FY23 YTD Financials Period 02 approved</b></p>

<p><b>10. FY22 AUDITED FINANCIAL REPORT</b></p>	<p>Carlos Bohorquez, CFO, opened the discussion by introducing Joelle Pulver from Moss Adams to present on the FY22 Audited Financial Report.</p> <p>Joelle Pulver shared a brief overview of the 2022 Audit Results – District specific which included:</p> <ul style="list-style-type: none"> <li>• Auditor Opinion and Report</li> <li>• Significant Risks Identified</li> <li>• Assets and Deferred Outflows</li> <li>• Liabilities, Deferred Inflows, and Net Position</li> <li>• Income Statement Year-to-Year Comparison</li> </ul> <p>Detailed materials are available in the public packet.</p>	
<p><b>11. COMMUNITY BENEFITS</b></p>	<p>Jon Cowen, Senior Director, Government Relations and Community Partnerships, presented the FY24 Community Benefit Board Policy Guidance and FY23 Update. He reviewed the implemented changes as previously requested by the Board of Directors. A brief discussion ensued, and the Board of Directors thanked Mr. Cowan for incorporating their suggestions into the policy.</p> <p><b>Motion:</b> To approve the Community Benefits Report to include:</p> <ol style="list-style-type: none"> <li>Annual Adoption of Community Benefit Grants Policy</li> <li>FY24 Community Benefit Board Policy Guidance and FY23 Update</li> </ol> <p><b>Movant:</b> Fung  <b>Second:</b> Somersille  <b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><b><i>FY24 Community Benefit Board Policy Guidance and Community Benefits Report were approved.</i></b></p>
<p><b>12. ADJOURN TO CLOSED SESSION</b></p>	<p>To adjourn to closed session at 7:10 pm pursuant to Gov't Code Section 54957.2 for approval of the Minutes of the Closed Session of the District Board Meeting (06/14/2022), pursuant to Gov't Code Section 54957 for discussion on personnel performance matters, an Executive Session with the CEO.</p> <p><b>Motion:</b> To approve to adjourn to closed session at 7:10 pm.</p> <p><b>Movant:</b> Ting  <b>Second:</b> Zoglin  <b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><b><i>Adjourned to closed session at 7:10 pm.</i></b></p>
<p><b>13. AGENDA ITEM 19: RECONVENE TO</b></p>	<p>The open session of the El Camino Healthcare District Board of Directors was reconvened at 7:37 pm. Agenda items 13-18 were addressed in the closed session.</p>	<p><b><i>Open Session reconvened at 7:37 pm.</i></b></p>

<b>OPEN SESSION/ REPORT OUT</b>	During the closed session, the Board approved the closed session minutes of the May 17, 2022, El Camino Healthcare District Board of Directors by all Board Members present. (Directors Fung, Miller, Somersille, Ting, and Zoglin).	
<b>14. AGENDA ITEM 20: FY22 AUDITED FINANCIAL REPORT</b>	<b>Motion:</b> To approve the FY22 Audited Financial Report. <b>Movant:</b> Fung <b>Second:</b> Ting <b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<b><i>The FY22 Audited Financial Report was approved.</i></b>
<b>15. AGENDA ITEM 21: BOARD COMMENTS</b>	Director Miller asked that Jon Cowan provide further clarification on possible changes to the Brown Act.	<b><i>Action Item: Clarification on Brown Act Requirements</i></b>
<b>16. AGENDA ITEM 22: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 7:58 pm. <b>Movant:</b> Ting <b>Second:</b> Fung <b>Ayes:</b> Fung, Miller, Somersille, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<b><i>Meeting adjourned at 7:58 pm.</i></b>

**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  
Reviewed by: Tracy Fowler, Director, Governance Services