



**El Camino Healthcare District Board of Directors
Open Session Meeting Minutes**

Tuesday, October 17, 2023

El Camino Hospital | Sobrato Boardroom 1 | 2500 Grant Road, Mountain View, CA

Board Members Present

George O. Ting, MD, Chair
Carol A. Somersille, MD, Vice Chair
Julia E. Miller
John Zoglin, Secretary/Treasurer

Board Members Absent

Peter C. Fung, MD

Others Present

Dan Woods, CEO
Carlos Bohorquez, CFO
Theresa Fuentes, Chief Legal Officer
Jon Cowan, Senior Director, Government Relations and Community Partnerships

Others Present (cont.)

Tracy Fowler, Director, Governance Services
Stephanie Iljin, Manager, Administration
Gabriel Fernandez, Governance Services Coordinator
Brian Richards, Information Technology
Joelle Pulver, Moss Adams

**via teleconference*

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	Chair Ting 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; Directors Miller, Somersille, Ting and Zoglin were present, constituting a quorum. Director Fung was absent. Chair Ting then asked Mr. Woods to introduce Ms. Fuentes, the new Chief Legal Officer for El Camino Health and El Camino Healthcare District.	<i>Call to Order at 5:30 pm.</i>
2. CONSIDER AB 2449 REQUESTS	Chair Ting asked the Board for declarations of AB2449 request for approval. None were noted.	
3. SALUTE TO THE FLAG	Chair Ting asked Dan Woods, CEO, to lead all present in the Pledge of Allegiance.	
4. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Ting asked if any Board members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
5. PUBLIC COMMUNICATION	Chair Ting asked if there were any members of the public with comments for any items not listed on the agenda. There were no members of the public present.	
6. CONSENT CALENDAR	<p>Chair Ting inquired if any member of the Board or the public intended to remove any item from the consent calendar. The following items were removed for discussion: 6e – FY23 Year-End Community Benefit Report, 6f - ECHD Board Policy for Director Compensation, 6j – FY2023 Period 12 Stand Alone Financials and 6l – FY22-FY23 Chair Accomplishments.</p> <p>Regarding item 6e, Director Zoglin raised a question about challenges with certain contracts, particularly those that were not meeting their goals. Mr. Cowan explained that the organizations with two-year grants were selected because they were strong performers and that there were built-in processes to monitor their performance. He also mentioned that there was flexibility to change if there were challenges. Mr. Cowan</p>	<i>The consent calendar was approved, including receipt of items 6h, 6i, 6j, 6k, and 6l as informational.</i>

	<p>explained the breakdown of expenses for the community benefit program, including salaries and miscellaneous legal expenses. Director Somersille asked the same question with regards to Los Altos school system and if we had picked it up or it was brought to our attention. Mr. Cowan addressed this question sharing that it had been picked up during proactive standardization of metrics and reporting.</p> <p>Regarding item 6f, Director Zoglin asked for purpose and context of the policy regarding the number of meetings for which reimbursement is allowed. Ms. Fuentes responded with an explanation that if more than 5 meetings per month were needed the statutory authority requires the Board to make findings that such meetings are necessary. Ms. Fuentes agreed to add language to make it clear that if there is compensation for more than five meetings the Board will need to make findings. The policy was approved with that revision.</p> <p>Regarding item 6l, Director Zoglin expressed concerns regarding the document and the appropriateness of posting it on the agenda for approval. Director Miller indicated that it is an informational report and asked for a parliamentary ruling as she did not hear item 6l removed from consent for discussion. Chair Ting explained that the document was included on the consent calendar to acknowledge receipt of the document and to move forward.</p> <p>Regarding item 6j, Director Somersille asked for a breakdown of operating expenses. Mr. Bohorquez responded with an overview of the stand-alone financial statement.</p> <p>Motion: To approve the consent calendar items, including those that were discussed:</p> <p>Movant: Somersille Second: Miller Ayes: Miller, Somersille, Ting Noes: Zoglin Abstentions: None Absent: Fung Recused: None</p>	<p>Action: Add language to Compensation Policy to make it clear that if there is compensation for more than five meetings the Board will need to make findings.</p>
7. COMMUNITY BENEFIT	<p>Mr. Cowan gave an update on Community Benefit which included the annual approval of the Community Benefit Grant Policy and the FY25 Community Benefit Board Policy Guidance Principles. Mr. Cowan highlighted the importance of the annual grants policy approval as per state law and discussed the guiding principles for the program and the ranked and prioritized health needs. He also touched on the accomplishments of the previous</p>	<p>The Board approved the Annual Community Benefit Grant Policy and the FY25 Community</p>

	<p>year, including the implementation of metrics, reporting, and standardization. Lastly, he mentioned a meeting planned for early 2024 to address challenges that agencies have in referring clients and patients to other agencies and services. Discussion included, but was not limited to, guiding principles, health needs, improving agency referrals, updating mission statements in the grant policy, and not funding drives or political actions. The direction of the community benefits program is praised, and plans for a convening event in early 2024 are mentioned. Further discussions revolve around analyzing trends, upgrading service quality at schools, measuring collective impact, and improving referral practices.</p> <p>Director Somersille requested two corrections on the policy: (1) the mission statement to be updated on paragraph #7 of the policy to reflect current ECHD mission statement and (2) remove the "Do not fund drives or political initiatives" from guiding principle #6 as it is not preferred it is actually a requirement to not fund these things.</p> <p>Motion: To approve the Annual Community Benefit Grant Policy with requested edits.</p> <p>Movant: Miller Second: Somersille Ayes: Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: Fung Recused: None</p> <p>Motion: To approve FY25 Community Benefit Board Policy Guidance Principles with requested edits.</p> <p>Movant: Somersille Second: Miller Ayes: Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: Fung Recused: None</p>	<p>Benefit Board Policy Guidance Principles.</p> <p>Action: <i>Update Community Benefit Grant Policy paragraph #7 with the current ECHD mission statement.</i></p> <p>Action: <i>Delete "Do not fund drives or political initiatives" from guiding principle #6.</i></p>
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<p>8. CONSIDER RECOMMENDATIONS FROM AD HOC COMMITTEE AND CONDUCT INTERVIEWS OF NOMINEES FOR THE EL CAMINO HOSPITAL BOARD</p>	<p>Chair Ting described the selection process for the three candidates, including the role of the committee members and advisors in the process. The committee used a scoring matrix based on five categories to evaluate the candidates, including their profile, leadership experience, soft skills, culture fit, and interview performance. The final three candidates were identified as Scott Barclay, Wayne Doiguchi and Christina Lai.</p> <p>Mr. Barclay appeared in person and provided a detailed introduction about his background, experience, and professional accomplishments, emphasizing his focus on healthcare and data management. Mr. Barclay also expressed his commitment to the community and his belief in the future of healthcare. The Board members had an opportunity to ask questions and engage in further discussion.</p> <p>The Board reviewed a video of Mr. Doiguchi's interview with the Ad Hoc Committee. In the video Mr. Doiguchi expressed his belief in the importance of good management for a company based on his experience in with a bank's board. He also discussed the potential for expansion and the need to diversify revenue streams for the institution. Despite his retirement, he expressed interest in staying involved due to his confidence in the institution's potential. There was discussion about Mr. Doiguchi's valuable contribution to the Finance Committee, noting his commitment to El Camino.</p> <p>Ms. Lai appeared via teleconference. Ms. Lai confirmed her interest in running for the board due to her deep connection with the hospital and her desire to contribute more after years of service on the Governance Committee. She highlighted the challenges facing the hospital, including competition from larger healthcare organizations, changing patient needs, evolving workforce relationships, and technology changes. She also identified opportunities for El Camino due to its smaller size, enabling more flexibility and the ability to take different risks. The Board members had an opportunity to ask questions and engage in further discussion.</p>	
<p>9. ELECT EL CAMINO HOSPITAL BOARD MEMBER</p>	<p>Chair Ting called for a ballot vote. There were two votes for Wayne Doiguchi, one vote for Scott Barclay and one vote for Christina Lai. Chair Ting asked for second round of ballot vote and the votes were unchanged.</p> <p>Motion: To appoint Wayne Doiguchi to the El Camino Hospital Board.</p> <p>Movant: Miller Second: Somersille Ayes: Miller, Somersille Noes: Ting</p>	<p><i>The motion to add Wayne Doiguchi to the El Camino Hospital Board did not pass.</i></p> <p><i>The motion to move this agenda item to a Special Meeting agenda passed.</i></p>

	<p>Abstentions: Zoglin Absent: Fung Recused: None</p> <p>Motion: To move this agenda item to a Special Meeting agenda.</p> <p>Movant: Zoglin Second: Somersille Ayes: Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: Fung Recused: None</p>	
<p>10. APPROVE FORMATION OF FY24 ECHB REAPPOINTMENT/RECRUITMENT AD HOC COMMITTEE</p>	<p>Chair Ting asked for the formation of an Ad Hoc Committee focused on Reappointment/Recruitment for the ECH Board. ECHB Directors Chen and Watters were noted as the Directors with terms expiring on June 30, 2024. Chair Ting appointed Director Zoglin as Chair of the Ad Hoc Committee and asked if Director Somersille was willing to serve as well. There was discussion about the appointment of the chair before Chair Ting called for a motion to approve.</p> <p>Motion: To approve Resolution 2023-08 establishing the formation of the FY24 Reappointment/ Recruitment Ad Hoc Committee with John Zoglin as Chair and Carol Somersille as the second member.</p> <p>Movant: Ting Second: Zoglin Ayes: Somersille, Ting, Zoglin Noes: Miller Abstentions: None Absent: Fung Recused: None</p>	<p>Resolution 2023-08 establishing the formation of the FY24 Reappointment/ Recruitment Ad Hoc Committee with John Zoglin as Chair and Carol Somersille as the second member was approved.</p>
<p>11. RECEIVE REPORT FY23 AUDITED FINANCIAL REPORT</p>	<p>Chair Ting noted that the agenda item would be discussed first in open session and move to closed session for personnel discussion. A vote for receiving the report would be part of the following open session.</p> <p>Ms. Pulver from Moss Adams presented the fiscal year 23 audited financial report, highlighting the services they provide including an audit of the consolidated financial statements of the district. They plan to issue an unmodified opinion, the highest level of assurance they can provide over the financial statements. She pointed out an emphasis of matter related to a new accounting standard adopted by the district this year related to subscription-based IT services.</p>	

12. RECESS TO CLOSED SESSION	<p>Chair Ting asked for a motion to recess to closed session at 7:18 pm.</p> <p>Motion: To recess to closed session.</p> <p>Movant: Zoglin Second: Somersille Ayes: Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: Fung Recused: None</p>	
13. AGENDA ITEM 15: RECONVENE OPEN SESSION/REPORT OUT	<p>The open session of the El Camino Healthcare District Board of Directors reconvened at 7:33 pm. Agenda item 13 was addressed in the closed session.</p> <p>During the Closed Session, the El Camino Healthcare District Board had no actions.</p>	
14. AGENDA ITEM 16: FY23 AUDITED FINANCIAL REPORT	<p>Chair Ting asked for a motion to approve the FY23 Audited Financial Report. Director Zoglin noted again that this was an incredible audit and congratulated Mr. Bohorquez on a spectacular job</p> <p>Motion: To approve FY23 Audited Financial Report</p> <p>Movant: Somersille Second: Miller Ayes: Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: Fung Recused: None</p>	<p><i>FY23 Audited Financial Report approved</i></p>
15. AGENDA ITEM 17: BOARD COMMENTS ON AGENDA ITEMS	<p>Director Miller noted that there was no Executive Session listed on the agenda and asked if was Chair preference. Ms. Fuentes responded that the executive session would be for purposes of discussing performance matters relating to the CEO. Director Zoglin shared that it is general practice to have them.</p> <p>Chair Ting asked that the Board move forward with positive board interactions and avoid those things that might inhibit productive discussion.</p>	
16. AGENDA ITEM 18: ADJOURNMENT	<p>Motion: To adjourn at 7:38 pm.</p> <p>Movant: Miller Second: Zoglin Ayes: Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: Fung Recused: None</p>	<p><i>Adjourned at 7:38 pm.</i></p>

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



John Zoglin
Secretary/Treasurer, ECHD Board