



**El Camino Healthcare District Board of Directors  
Open Session Meeting Minutes  
Tuesday, November 18, 2025**

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

**Board Members Present**

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

**Others Present**

Dan Woods, CEO  
Theresa Fuentes, CLO  
Mark Klein, CCMO  
Jon Cowan, Executive Director, Government Relations and Community Partnerships  
Tim Daubert, Director Community Partnerships  
Stephanie Cash, ECH District Population Health Program Manager\*\*

**Others Present**

Tracy Fowler, Director, Governance Services  
Gabriel Fernandez, Governance Services Coordinator  
Brian Richards, Audio Visual Services Program Manager

**Board Members Absent**

None

*\*\*Via teleconference*

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER/ ROLL CALL	Chair Zoglin called to order the open session of the Regular Meeting of the El Camino Healthcare District Board of Directors (the "Board") at 5:30 p.m. and reviewed the logistics for the meeting. A verbal roll call was taken; Directors Fung, Miller, Ting, and Zoglin were present, constituting a quorum. Director Somersille joined at 5:32 p.m.	<b>Call to Order at 5:31 p.m.</b>
2. CONSIDER AB 2449 REQUESTS	Chair Zoglin asked if any members of the Board were appearing remotely per AB 2449. All directors were present in person.	
3. SALUTE TO THE FLAG	Chair Zoglin asked Director Fung to lead the Pledge of Allegiance.	
4. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Zoglin 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 Zoglin 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 requesting to speak.	
6. FY27 COMMUNITY BENEFIT PLAN PRELIMINARY DISCUSSION	<p>Mr. Cowan provided brief introductory remarks, noting that this discussion was scheduled earlier in the fiscal year to obtain Board feedback on the maximum Community Benefit funds that may be available for FY27. He summarized the three scenarios and staff recommendation included in the packet.</p> <p>Chair Zoglin reviewed the discussion process and reminded the Board that the randomizer would be used to determine speaking order for each topic going forward.</p> <p>Director Miller inquired about the staffing levels underlying the projected District operating expenses reflected in the scenarios. Mr. Cowan confirmed that the Community Partnerships team consists of five staff members, and that the staffing level is expected to remain stable through FY27, though additional temporary support may be needed should grant volume increase significantly.</p>	<b>Actions:</b> <i>Staff to return in February 2026 meeting with clarification on prior year unspent funds; balance sheet implications; a framework for balancing support for underserved and the broader community</i>

	<p>Chair Zoglin referenced the historical overview in the packet and observed that the District has underspent its Gann-limit-allowable funds by approximately \$10 million over the past five years. He commented that while the District is not required to spend the full amount of available tax revenue, the Board may wish to consider whether unspent funds could be deployed over the next several years to support community need. He expressed overarching support for being as aggressive as possible in establishing the FY27 ceiling, while maintaining the District's standards for grant review and approval.</p> <p>Vice Chair Somersille expressed support for the maximum-growth scenario and noted that some grant recipients return funds each year when milestones are not met. She stated that, given the District's accumulated unspent funds, the Board should consider setting the highest ceiling.</p> <p>Director Fung asked whether new community services, including potential clinical services, could be funded through Community Benefit. Mr. Cowan confirmed there are no exclusions so long as the expenditure aligns with program criteria. Director Fung noted he would revisit this topic with examples at a future meeting.</p> <p>Director Ting emphasized the importance of maintaining flexibility regarding the use of accumulated reserves and noted that the Board must balance serving the underserved with meeting the needs of the broader District population.</p> <p>Following discussion, Chair Zoglin requested that staff return in February 2026 with:</p> <ul style="list-style-type: none"> <li>(1) clarification regarding prior-year unspent funds and potential balance-sheet options;</li> <li>(2) additional framing on how to balance services for underserved populations and the broader District community; and</li> <li>(3) updated information to support determining the FY27 maximum funds available.</li> </ul>	
<p><b>7. ECHD POPULATION HEALTH UPDATE</b></p>	<p>focuses on preventing chronic illness within the District through risk screening, awareness, and targeted interventions. He highlighted the progress to date, including development of the Prediabetes Risk Awareness Campaign, vendor selection and implementation of the Virtual Dietitian program (Season Health), and the phased product-development approach that will begin with an initial launch later this calendar year.</p> <p>Chair Zoglin asked how program awareness will be measured and emphasized the importance of establishing clear KPIs to ensure responsible use of taxpayer funds. He encouraged staff to sharpen the proposed metrics, consider additional indicators, and engage the Chief Clinical and Medical Officer to support the evaluation framework.</p>	<p><b>Actions:</b> <i>Return in February 2026 with more specific goals and KPIs for the Prediabetes / chronic-disease prevention initiative. Ensure involvement of Marketing in</i></p>

	<p>Vice Chair Somersille commended staff for focusing on early process measures and asked about the selection of MacKenzie as the vendor for the awareness campaign. Mr. Cowan shared that MacKenzie had completed similar work in the Bay Area and was chosen following a rigorous RFP process. Vice Chair Somersille noted the importance of designing the campaign to support knowledge and behavior change and referenced comparable public-health efforts.</p> <p>Director Ting expressed support for the pioneering nature of the program and encouraged staff to plan for data collection and analysis to enable future publication of findings. He emphasized the importance of demonstrating measurable value.</p> <p>Director Miller praised the quality of the materials and asked for additional details regarding the use of consultants and whether the program's tools and applications would be free to participants, including uninsured individuals. Mr. Cowan confirmed that there would be no cost to participants and that uninsured individuals would receive at least one visit through the program. Director Miller requested that staff return with mid-year metrics.</p> <p>Additional Board comments included encouragement to convene existing grantees so that related work is not conducted in silos, recognition of the District's trailblazing approach to chronic-disease prevention, and the importance of holistic evaluation across partner organizations.</p> <p>At the conclusion of the discussion, Chair Zoglin requested that staff return in February 2026 with more specific goals and KPIs for the campaign and that the semi-annual metrics update be presented at the March 2026 meeting.</p>	<p><i>developing KPIs for the awareness campaign.</i></p> <p><i>Return in March 2026 with the semi-annual Population Health update, including performance metrics.</i></p> <p><i>Incorporate a literature review and consider potential publishing opportunities.</i></p>
<p><b>8. ECHD BOARD TERM LIMITS</b></p>	<p>Director Miller thanked Ms. Fuentes and her team for the comprehensive background materials and noted that external advisors, including SpencerStuart, as well as some Hospital Board members, raised the question of whether the District Board should consider adopting term limits. She stated that the purpose of tonight's discussion was to hear initial perspectives from each Director, with the intention to return in February 2026 for a decision regarding whether to pursue a ballot measure.</p> <p>Director Ting remarked that he has reflected on the topic for some time. He acknowledged that while term limits may be beneficial in certain governmental contexts, the steep learning curve and complexity of healthcare district governance make continuity valuable. He emphasized the need to balance the benefits of fresh perspectives with the importance of retaining experienced Directors.</p> <p>Director Fung thanked staff for the materials and noted that no healthcare district board in California currently has term limits. He commented that District boards are typically low-politics, highly</p>	<p><b>Actions:</b> Staff to include item on February 2026 agenda with (1) the administration's position on term limits; (2) any additional requested information; and (3) the item listed as a motion item for Board vote.</p>

	<p>technical, and mission-driven bodies, and that it took him a full term to become fully effective. He expressed concern that imposing term limits could result in the loss of Directors at their peak effectiveness and noted the challenges of recruiting qualified candidates. Director Fung also stated his belief that the hospital administration may feel more secure with a stable District Board, and he requested that staff include the administration's perspective on this question when the item returns in February.</p> <p>Vice Chair Somersille stated that the concept of an imbalance of power had not been evident from her experience on the Board. She underscored the value of institutional knowledge and encouraged a thoughtful, data-informed approach.</p> <p>Chair Zoglin commented that he remains open-minded but is currently leaning against imposing term limits. He acknowledged the benefits of board renewal while noting the risk of losing experienced governance leaders. He also referenced the potential timing options, including placement on the 2026 or 2028 ballot.</p> <p>Director Miller noted that term limits would not affect current Directors immediately, as implementation would be prospective and staggered. She highlighted the importance of weighing the benefits of new perspectives against the need to maintain continuity and encouraged Directors to consider the long-term needs of the enterprise rather than personal preferences. Director Miller asked the Board to carefully consider this item and the materials presented and come prepared to vote on a motion at the next meeting.</p> <p>Following discussion, Chair Zoglin confirmed that staff will return in February 2026 with:</p> <ul style="list-style-type: none"> <li>(1) the administration's position on term limits (as requested by Director Fung);</li> <li>(2) any additional requested information; and</li> <li>(3) the item listed as an action item for potential Board direction.</li> </ul>	
<p><b>9. ECHD BOARD PRIORITIES AND PACING</b></p>	<p>Chair Zoglin introduced the item and invited Directors to identify potential topics for inclusion in the Board's pacing calendar.</p> <p>Vice Chair Somersille requested that the Board schedule a broader discussion regarding real estate, noting that it would be helpful for the District Board to understand its role and expectations in this area. She also expressed interest in the Board establishing a clearer purpose statement and recommended engaging a consultant to support that effort.</p> <p>Director Miller agreed that developing a purpose statement would be beneficial but expressed that the Board should be able to conduct this work without hiring a consultant, preferring that the effort be completed internally.</p>	<p><b>Actions:</b> <i>Update pacing plan with the following: Real Estate discussion in February Healthcare District Strategy Discussion.</i></p> <p><i>Directors Zoglin and Somersille to work on District Purpose</i></p>

	<p>Director Fung recommended that the Board undertake a discussion on District strategy, emphasizing that such a review should extend beyond the use of Community Benefit funds and should consider the District's broader responsibilities in coordination with the Hospital's strategic direction.</p> <p>Director Ting supported revisiting the District's broader role and function, noting that the question of "what the District should be doing" should be examined periodically. He commented that the Board's role can become unclear ("nebulous") without intentional, recurring discussion.</p> <p>Following discussion, Chair Zoglin proposed that he and Vice Chair Somersille work together to draft a proposed purpose statement for the District Board and bring it to the February 2026 meeting for consideration. The Board expressed support for this approach.</p>	<p><i>Statement.</i> <i>Add to January agenda review meeting.</i></p>
<p><b>10. FY26 ECHB DIRECTOR REAPPOINTMENT AD HOC COMMITTEE VERBAL UPDATE</b></p>	<p>Vice Chair Somersille provided a brief update on the FY26 ECHB Director Reappointment Ad Hoc Committee. She reported that the Committee will meet with Director Doiguchi prior to the next District Board meeting and will bring its recommendations to the December 2025 meeting.</p>	
<p><b>11. RECESS TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To recess to closed session at 6:48 p.m.</p> <p><b>Movant:</b> Miller <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><i>Recessed to closed session at 6:48 p.m.</i></b></p>
<p><b>12. AGENDA ITEM 15: CLOSED SESSION REPORT OUT</b></p>	<p>The open session was reconvened at <b>7:32 p.m.</b> by Chair Zoglin. Agenda Items 12–13 were addressed in closed session.</p> <p>Mr. Fernandez reported that during closed session, the ECHD Board approved the closed session minutes of the October 14, 2025, meeting. No other reportable actions were taken.</p>	<p><b><i>Reconvened open session at 7:32 p.m.</i></b></p>
<p><b>13. AGENDA ITEM 16: CONSENT CALENDAR</b></p>	<p>Chair Zoglin asked if any items should be removed from the consent calendar for separate discussion. Vice Chair Somersille and Chair Zoglin requested that item (a) <i>Minutes of the Open Session of the District Board Meeting (10/14/2025)</i> be removed. Chair Zoglin invited Vice Chair Somersille to proceed with her comments.</p> <p>Vice Chair Somersille requested that the minutes be amended to include her comments regarding the process for selecting experts. Chair Zoglin added that he had also requested an edit to ensure that the summary of item 13 (newsletter) reflected the process previously suggested and agreed upon.</p>	<p><b><i>Consent calendar approved.</i></b>  <i>- Minutes of the Open Session of the District Board Meeting (10/14/2025) as amended</i>  <i>- Received ECHD Sponsorships (July – October)</i>  <i>- Received FY26 YTD Financials</i>  <i>- Received FY26 Pacing Plan</i></p>

	<p>Vice Chair Somersille read the suggested edits aloud, and both Directors confirmed that the revised language accurately reflected the Board's prior discussion.</p> <p><b>Motion:</b> To approve the consent calendar item (a) Minutes of the Open Session of the District Board Meeting (10/14/2025) as amended.</p> <p><b>Movant:</b> Somersille  <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>- Proposed Revisions to Amended and Restated Bylaws for El Camino Hospital as approved by the El Camino Hospital Board on November 12, 2025 were approved.</p>
<p><b>14. AGENDA ITEM 17: BOARD ANNOUNCEMENTS</b></p>	<p>Director Miller reported that she recently attended her annual tobacco serialization meetings and shared that she had been re-elected as chair of one board (Santa Clara County Tobacco Securitization Corporation Board of Directors) and vice president of another (Silicon Valley Tobacco Securitization Authority Board of Directors). She noted that the upcoming year may be challenging due to efforts to pay down debt on one of the boards, with the county anticipating a significant financial impact.</p> <p>No other announcements were made.</p>	
<p><b>15. AGENDA ITEM 18: ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 7:00 p.m.  <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</p>	<p><b>Meeting adjourned at 7:00 p.m.</b></p>

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

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 Julia Miller  
 Secretary/Treasurer, ECHD Board

Prepared by: Tracy Fowler, Director, Governance Services  
 Reviewed by: Theresa Fuentes, Chief Legal Officer