



**El Camino Healthcare District Board of Directors
Open Session Meeting Minutes
Tuesday, May 19, 2026**

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
Deanna Dudley, CHRO
Theresa Fuentes, CLO
Ken King, CASO
Tracey Lewis Taylor, COO
Andreu Reall, VP Strategy
Mike Walsh, Controller
Jon Cowan, Executive Director, Government Relations and Community Partnerships

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; all Directors were present, constituting a quorum.	Call to Order at 5:30 p.m.
2. SALUTE TO THE FLAG	Chair Zoglin led the Pledge of Allegiance.	
3. 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.	
4. 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 present online requesting to speak. A member of the public was present in person and did not request to speak.	
5. ECHD COMMUNITY BENEFIT	Mr. Cowan presented the proposed FY27 Community Benefit Plan, including an overview of the recommended grants, sponsorships, placeholders, and population health initiatives totaling \$11.43 million — reflecting approximately a 20% increase in funding over the prior year. Mr. Cowan highlighted the stability and consistency of the recommended portfolio, noting that the allocations were within plus or minus one percent of the percentages approved by the Board in the fall, with 49% for healthcare access and delivery, 25% for behavioral health, 14% for diabetes and obesity, and 8% for economic stability. He noted that economic stability funding rose slightly above the 5% target, and that the American Heart Association's policy change to no longer accept government grants resulted in a modest reduction in the chronic conditions category. Mr. Cowan highlighted new workforce initiatives, including an expansion of the college student internship program and a proposed partnership with the Foothill De Anza Community College Foundation to develop healthcare careers for students within the District. He also described the proposed two-year grant structure, noting that 51% of the portfolio	<p>Actions: Staff to develop and present more outcome-oriented, intelligent metrics for each program, including prior year performance, for Board review.</p> <p>Staff to include discussion of CHI and SAHC funding at the June meeting.</p>

	<p>— totaling \$5.18 million — would be in two-year grants for FY27 if the Board approved the plan.</p> <p>Directors provided extensive feedback during two rounds of structured discussion. Dr. Fung commended the improved organization of the program over recent years and suggested development of intelligent outcome metrics for each grant program, presented in a consolidated spreadsheet with prior year performance data, to better inform the Board’s review of recommended grantees. Chair Zoglin asked about the percentage of funds directed to new programs and new agencies, and Mr. Cowan confirmed that approximately 10% of funds on a dollar basis were allocated to new programs and 3% to new agencies. Chair Zoglin also asked about common areas for improvement for unfunded applicants; Mr. Cowan noted that newer agencies that applied without prior outreach to staff tended to be less familiar with the funding criteria and process, and that individualized feedback sessions were offered to help organizations strengthen future applications.</p> <p>Director Miller asked clarifying questions about the total funding for diabetes-related programs, including the Togethering vendor relationship supporting the prediabetes campaign, and agreed to discuss the details with Mr. Cowan offline. Director Miller also raised the Board’s prior direction regarding national organizations and noted certain national organizations remained in the funding portfolio. Dr. Ting commended the comprehensiveness of the program materials and asked for a clearer summary of which organizations were or were not receiving funding, specifically regarding Second Harvest Food Bank. Mr. Cowan explained that Second Harvest funding had been reallocated in the prior year to local agencies Sunnyvale Community Services and Community Services Agency of Mountain View/Los Altos.</p> <p>Dr. Somersille raised questions about the proposed El Camino Healthcare District intern program and asked for metrics on how many intern students ultimately worked within the District geography. Dr. Somersille also asked about the use and impact of patient navigator programs, requesting additional outcome metrics such as decreased readmission rates, and raised questions about funding levels for dual-funded programs including the Chinese Health Initiative (CHI) and South Asian Heart Center (SAHC), noting an impression that such funding was intended to be reduced. Mr. Cowan clarified that funding decisions are based on program impact and that staff do not favor hospital-affiliated programs over community programs. Dr. Fung echoed concerns about the dual-funded programs and asked for more detailed data and reasoning to support the funding levels for CHI and SAHC. The Board requested staff schedule time at the June meeting to further discuss funding for CHI and SAHC. Directors also discussed the library’s continued funding level, digital literacy programming, and the marketing budget, with Director Miller asking about oversight of marketing expenses and</p>	<p><i>Director Miller to discuss Togethering vendor details with Mr. Cowan offline</i></p>
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	<p>who would impose a cap if warranted. Chair Zoglin noted the importance of the District’s ability to expand funding and expressed support for the program. Mr. Cowan thanked the Board for its feedback.</p>	
<p>6. ECHD FINANCIALS</p>	<p>Mr. Walsh presented the FY26 Period 9 financial report for the El Camino Healthcare District. Mr. Walsh noted a \$5 million variance in net income, driven primarily by timing differences in property tax receipts, with May receipts tracking strongly and the variance expected to normalize by fiscal year-end. He noted that Medi-Cal IGT results were unfavorable but offset by community benefit spending, and that the balance sheet remained strong. Directors asked clarifying questions regarding the property tax variance, marketing expenditures, and supply and other expense variances. Dr. Somersille had no questions. Dr. Fung asked whether total tax revenue was projected to increase; Mr. Walsh confirmed that revenues are expected to go up approximately 1–2% based on property value assessments, though the exact figure is not yet known. Director Miller asked about variances in supplies and other expenses, and Mr. Walsh explained that approximately \$119,000 relates to marketing costs including postal mailings; Director Miller asked about the process for setting a cap on such expenditures, and Mr. Walsh noted the budget process for the next fiscal year would provide an opportunity for Board input. Dr. Ting confirmed that the revenue shortfall was strictly a timing issue, which Mr. Walsh affirmed.</p> <p>Mr. Walsh also presented a preliminary FY27 budget preview. He noted projected revenues of approximately \$10.3 million in FY26 compared to projected net income of approximately \$8.5 million in FY27, reflecting an anticipated shortfall of approximately \$1.8 million. The increase in expenses is driven primarily by a \$3 million rise in geo-tax bond expense, approximately \$450,000 for the November 2026 election, an increased management fee to account for District use of hospital staff resources, and additional marketing and community benefit expenditures. Mr. Walsh presented a new restricted versus unrestricted funds slide (page 62) that aligned revenues and expenses by category, distinguishing unrestricted operational funds from restricted capital outlay and geo-tax bond funds. The restricted funds — approximately \$16 million — may be used only for capital outlay or debt retirement. Mr. Walsh noted that retiring the bond is not currently financially advantageous because the District’s investment income rate exceeds the bond interest rate. Chair Zoglin asked about staff time resources and the management fee, noting the District’s increasing use of hospital staff. Dr. Fung noted that the restricted/unrestricted slide was the most important slide in the presentation and observed it was not included in the original materials packet. Mr. Walsh confirmed it was a late addition. Director Miller noted the red numbers on page 61 and asked whether they would turn to black; Mr. Walsh explained that increased expenses reflect increased community benefit spending as directed by the Board, which accounts for approximately 75% of the expense</p>	

	<p>variance. Dr. Ting commended the new slide 62 as a helpful presentation of financial information. Chair Zoglin asked that staff identify page numbers for updated materials when posting agenda supplements so Directors can more easily locate changes.</p>	
<p>7. DISTRICT REAL ESTATE DISCUSSION</p>	<p>Mr. King presented an overview of the FY24 Capital Outlay Funds totaling \$14,278,340, which must be allocated to qualifying projects before the end of the current fiscal year. Mr. King described the qualifying projects, which included the Mountain View Willow Pavilion Modernization Project, the Campus Completion Project (Wing J), the Cancer Center, and proposed tenant improvement projects at 399 W. El Camino Real and 595 Lawrence Expressway. Mr. King noted that the funds must be allocated to an identified capital project but that prior allocations may be reallocated if needed. Directors discussed the relative timing and urgency of each project. Dr. Somersille asked which project was farthest from needing the funds; Mr. King identified the Willow Pavilion Modernization Project, estimated at between \$50 million and \$75 million with early-stage planning underway. Chair Zoglin asked about the timeline for spending allocated funds and whether prior allocations could be reallocated; Mr. King confirmed that reallocation is possible and noted that historically dollars have been reallocated within two to three years of original allocation. Dr. Fung asked for rough estimates and timing information for the tenant improvement projects at 399 W. El Camino and 595 Lawrence Expressway to help the Board understand the magnitude and schedule. Dr. Ting noted that the District does not have a designated office visible to the public and suggested that a sign identifying the El Camino Healthcare District would be helpful. Director Miller raised the status of the Women’s Hospital donor recognition tiles and was informed by Mr. King that tile installation is expected to be completed by mid-July. Chair Zoglin reminded the Board that the tile matter was not part of the current agenda item. Director Miller confirmed that the Campus Completion Project (Wing J) had previously been approved by both boards and that district capital outlay funds would be applied as a funding source toward that approved project.</p> <p>Dr. Somersille moved to allocate the funds to the Mountain View Willow Pavilion Modernization Project; Director Miller seconded for purposes of discussion. Director Miller offered an amendment to split the funds between the Willow Pavilion and the Cancer Center; the amendment was not accepted by the movant. After discussion, including comments from Dr. Fung that the tenant improvement projects at both ambulatory locations may be more immediately needed given ongoing physician hiring, the motion failed as set forth below. Directors confirmed that 595 Lawrence Expressway is within the Healthcare District. Dr. Fung stated the tenant improvements are needed in the near term and that Willow Pavilion could be addressed at a later time. Director Miller stated the motion is a good one to get both facilities upgraded so that facilities staff have clarity on available funds. Dr. Ting asked whether additional information would be available before the next meeting; Mr. King indicated a rough scope or program could potentially be provided. Chair Zoglin noted that the</p>	

priority is to allocate the funds before the June 30 deadline and that reallocations are possible in the future.

There were two motions proposed for the allocation of funds as noted below.

Motion: To allocate the FY24 Capital Outlay Funds totaling \$14,278,340 to the Mountain View Willow Pavilion Modernization project.

Movant: Somersille

Second: Miller

Ayes: Somersille, Zoglin

Noes: Fung, Miller, Ting

Abstentions: None

Absent: None

Recused: None

The motion did not pass.

Motion: To allocate the FY24 Capital Outlay Funds totaling \$14,278,340 to the tenant improvement projects for 399 W. El Camino Real and 595 Lawrence Expressway.

Movant: Fung

Second: Miller

Ayes: Fung, Miller, Ting , Zoglin

Noes: Somersille

Abstentions: None

Absent: None

Recused: None

Workforce Housing Assessment: Mr. King also presented an update on the Initial Findings of the Workforce Housing Assessment. Mr. King presented a rental market analysis showing vacancy rates below 5% across both the Mountain View and Los Gatos campuses, with average monthly rents exceeding \$4,800 in Mountain View and \$2,800 in Los Gatos. A demand analysis based on employee survey responses indicated a calculated demand of 908 units, with consultant projections of actual demand between 130 and 180 units accounting for historical follow-through rates.

Directors discussed the approximately 20% survey response rate and its implications for the validity of the findings. Director Miller commended the work and suggested consideration of the South Drive property. Mr. King noted the South Drive site could be studied but may be undersized for workforce housing needs. Dr. Fung expressed questions about the validity of the study given the response rate and suggested the District's resources may be better directed toward evaluating use of existing real estate. Chair Zoglin noted he was uncertain about the value of proceeding to the next

	<p>phase at an estimated cost of approximately \$62,000, but also saw value in gathering more data. Dr. Ting shared similar concerns about the response rate but suggested more data would be preferable to drawing conclusions from limited information, noting that the level of interest among respondents is itself a data point. Dr. Somersille expressed appreciation for the thoroughness of the assessment and provided context about the importance of workforce housing for healthcare workers, citing local housing instability, rising rents, long commutes, and impacts on work-life balance and patient care quality.</p> <p>Dr. Somersille asked for additional data on the number of employees at or below 100% of area median income, and requested a copy of the relevant chart. The Board deferred further discussion and decision on next steps to the June meeting, when the full consultant report is expected to be presented.</p>	
<p>8. PUBLIC HEARING TO CONSIDER ADOPTION OF A RESOLUTION INCREASING BOARD MEMBER COMPENSATION FROM \$121.28 PER MEETING TO \$127.34 PER MEETING</p>	<p>Chair Zoglin opened the public hearing. No members of the public were present online or in person to comment. The public hearing was closed. Chair Zoglin asked if there was a motion to adopt Resolution 2026-05 and whether any Director wished to comment. There was no additional discussion.</p> <p>Motion: To adopt Resolution 2026-05 increasing compensation to \$127.34 per meeting for up to five meetings per month in accordance with California Health and Safety Code § 32103(b).</p> <p>Movant: Miller Second: Somersille Ayes: Miller, Somersille, Ting, Zoglin Noes: None Abstentions: Fung Absent: None Recused: None</p>	<p><i>Resolution 2026-05 was adopted.</i></p>
<p>9. ECHD COMPENSATION POLICY</p>	<p>Ms. Fuentes presented the proposed revisions to the El Camino Healthcare District Board Policy for Director Compensation and Reimbursement. She explained that the current policy does not fully align with the intent of the relevant government code provisions regarding which meetings and events are compensable, and that the primary revision would require Board approval for compensable events and reporting at subsequent meetings.</p> <p>Chair Zoglin expressed support for the revisions, noting the importance of financial cleanliness and of clearly distinguishing between the District and the hospital when determining what constitutes compensable activities. He further noted that staff should not be placed in the difficult position of determining which meetings are compensable without clear policy guidance.</p> <p>Dr. Somersille expressed disagreement with the changes, stating that the revised policy would hamper Directors' ability to be compensated for activities that increase their visibility as District representatives, and that Directors should not be required to submit</p>	<p><i>Revisions to El Camino Healthcare District Board Policy for Director Compensation and Reimbursement were approved.</i></p>

	<p>reports for attending events. She indicated her preference that the policy be revised to address forward-facing events and stated that attendance at community events benefits the District.</p> <p>Director Miller expressed strong support for clarifying the policy and emphasized that elected Directors serve as ambassadors and that the policy should reflect the value of relationship-building activities. Director Miller stated she did not support requiring compensation approval by Board colleagues, requested that the specific statutory language be provided to Directors, and asked for clarity on compensation payment timelines. Ms. Fuentes noted that her review of the applicable law confirmed that certain community events are not compensable and that the District must comply with the law.</p> <p>Motion: To approve the revised El Camino Healthcare District Board Policy for Director Compensation and Reimbursement.</p> <p>Movant: Zoglin Second: Ting Ayes: Fung, Ting, Zoglin Noes: Miller, Somersille Abstentions: None Absent: None Recused: None</p>	<p>Actions: Staff to share the applicable statutory language with the Board.</p>
<p>10. ECHD BOARD TERM LIMITS BALLOT MEASURE</p>	<p>Ms. Fuentes reviewed the four options before the Board regarding the term limits ballot measure, including whether partial terms would count toward the limit and whether a cooling-off period would apply. Directors discussed the options in structured order. Chair Zoglin stated his view that partial terms should count and that he remained opposed to placing the measure on the ballot, characterizing term limits as a solution without a problem and noting the estimated cost of approximately \$300,000. Dr. Somersille expressed support for Options 1 or 3 and asked whether a cooling-off period could be included. Director Miller stated her objective was to keep the measure simple for voters and indicated her preference for Option 3, with partial terms not counting and no cooling-off period. Dr. Ting indicated he had no objection to the concept and noted that term limits would serve as a safeguard against future governance issues. Dr. Fung noted that if Options 2 or 4 were selected, a break period amount would also need to be specified.</p> <p>Motion: To adopt Resolution 2026-06 (Option 3) submitting a proposal to the District's regularly scheduled election on Tuesday, November 3, 2026, to limit the number of terms a Director of the District may serve to four full four-year terms (16 years total) providing that partial terms do not count toward the limit, and requesting consolidation and performance of services from the county of Santa Clara Registrar of Voters.</p> <p>Movant: Miller Second: Somersille</p>	<p>Resolution 2026-06 was adopted.</p> <p>Action: Staff will bring the proponent statement for board review to the June meeting.</p>

	<p>Ayes: Fung, Miller, Somersille Noes: Ting, Zoglin Abstentions: None Absent: None Recused: None</p> <p>The motion passed and Resolution 2026-06 was adopted with Option 3 language.</p>	
<p>11. VERBAL UPDATE FY27 ECHB DIRECTOR AD HOC COMMITTEE</p>	<p>Dr. Somersille noted that there were no updates to report.</p>	
<p>12. ECHD STRATEGY SESSIONS VERBAL UPDATE</p>	<p>Chair Zoglin opened the agenda item and provided a brief overview of work done to date. Mr. Reall presented an update on the strategic planning process, including a review of the project timeline. Directors discussed the structure and purpose of the upcoming June 8 Board retreat and the role of staff in the strategic planning process.</p> <p>Director Miller expressed surprise at the level of staff involvement in the process, noting her expectation that the retreat would focus on team building and Board-level strategy development, and asked whether staff was reinventing an existing strategic framework. Mr. Reall clarified that June 8 is a full-day Board retreat facilitated by the strategic planning consultant, with staff working separately during June 9–16 to develop executable plans based on the Board’s strategic priorities, and that the June 23 meeting will include presentation of a draft strategic plan, including mission, vision, values, and strategic priorities, for Board discussion and approval.</p> <p>Dr. Somersille noted she had expected a different approach, stating she would have preferred to hear Board member opinions before the consultant conducted stakeholder interviews, and asked who the consultant was interviewing. Mr. Reall confirmed that the interviews with stakeholders are separate from the Board retreat.</p> <p>Dr. Fung thanked Mr. Reall for leading the process, noted the importance of focusing the retreat on strategic priorities, and asked whether formal Board action would be required at the June 23 meeting. Chair Zoglin and Director Miller raised questions about the relationship between the strategic planning work and the coaching process underway with the Hospital Board.</p> <p>Mr. Woods clarified that the director coaching is specific to the Hospital Board, and the District’s work is focused on defining the purpose and direction of the District. Director Miller asked how the two processes would interact. Dr. Somersille asked whether both processes could proceed in tandem. The Board reached no formal action on this item.</p>	

<p>13. RECESS TO CLOSED SESSION</p>	<p>Motion: To recess to closed session at 8:19 p.m.</p> <p>Movant: Miller Second: Fung Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Recessed to closed session at 8:19 p.m.</p>
<p>14. AGENDA ITEM 16: RECONVENE OPEN SESSION</p>	<p>The open session was reconvened at 8:33 p.m. by Chair Zoglin. Agenda Items 14-15 were addressed in closed session.</p>	<p>Reconvened open session at 8:33 p.m.</p>
<p>15. AGENDA ITEM 17: CLOSED SESSION REPORT OUT</p>	<p>Mr. Fernandez reported that during closed session, the ECHD Board approved the closed session minutes of the March 10, 2026, meeting. No other reportable actions were taken.</p>	
<p>16. AGENDA ITEM 18: CONSENT CALENDAR</p>	<p>Chair Zoglin asked if any items should be removed from the consent calendar for separate discussion. Director Miller removed item (a) Minutes of the Open Session of the District Board Meeting (03/10/2026).</p> <p>Director Miller shared the three areas that needed to be revised: item 9 needed to have “ Director Miller suggested micro plastics entering our food sources” added to the paragraph; item 11 had an extra “the” before Director Miller and motion noted in the minutes could stand as written. Director Miller also noted that motions must be verbatim in the minutes.</p> <p>Motion: To approve the consent calendar with discussed changes to the open session minutes.</p> <p>Movant: Somersille Second: Miller Ayes: Fung, Miller, Somersille, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Consent calendar approved.</p> <ul style="list-style-type: none"> - Minutes of the Open Session of the District Board Meeting (03/10/2026) - Resolution 2027-07 – FY27 Meeting Dates - Compensation Agreement for Sunnyvale Town Center Parcels - Received ECHD Sponsorships (March - April) - Received FY26 Midyear Grant Performance and Community Benefit Update - Received FY26 Pacing Plan
<p>17. AGENDA ITEM 19: BOARD ANNOUNCEMENTS</p>	<p>Dr. Somersille asked about a recent change to the El Camino Health logo and noted that Board members were not informed of the change in advance. Chair Zoglin noted this is a matter for the Hospital Board. Dr. Ting asked whether the logo had in fact been changed.</p> <p>Director Miller invited the Board to the Threads of India event on June 6 at Cupertino Memorial Park, noting that last year the District had a health and wellness table and that she had been asked to lead the sari parade.</p>	
<p>18. AGENDA ITEM 20: ADJOURNMENT</p>	<p>Motion: To adjourn at 8:40 p.m.</p> <p>Movant: Ting Second: Fung Ayes: Fung, Miller, Somersille, Ting, Zoglin</p>	<p>Meeting adjourned at 8:40 p.m.</p>

	Noes: None Abstentions: None Absent: None Recused: None	
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Attest as to the approval of the foregoing minutes by the Board of Directors of El Camino Healthcare District:



Julia E. Miller
Secretary/Treasurer, ECHD Board

Prepared by: Tracy Fowler, Director, Governance Services

Reviewed by: Julia E. Miller, Secretary/Treasurer, ECHD Board and Theresa Fuentes, Chief Legal Officer