



**Minutes of the Open Session of the
Meeting of the El Camino Healthcare District Board of Directors
Tuesday, January 16, 2018
El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040
Conference Rooms F&G (ground floor)**

Board Members Present

Neysa Fligor
Peter Fung, MD, Chair
Julia Miller
David Reeder
John Zoglin, Vice Chair

Board Members Absent

None

Members Excused

None

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the El Camino Healthcare District Board of Directors (the "Board") was called to order at 5:29pm by Chair Fung. A silent roll call was taken. All Board members were present.	
2. SALUTE TO THE FLAG	Chair Fung led the Board members, staff, and members of the public present in the Pledge of Allegiance.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were noted.	
4. PRESENTATION OF SDLF CERTIFICATE OF TRANSPARENCY	Colleen Haley, Public Affairs Field Coordinator, from the California Special Districts Association presented the El Camino Healthcare District with a Transparency Certificate of Excellence from the Special District Leadership Foundation.	
5. PUBLIC COMMUNICATION	There were no comments from the public.	
6. Consent Calendar	Chair Fung deferred this item to the second open session.	
7. AGENDA ITEM 7: AFFIRMATION AND SIGNING OF DISTRICT STANDARDS OF CONDUCT	The Board Members signed the District Standards of Conduct, which will be posted on the District's website.	
8. AGENDA ITEM 8: ECHD FY18 FINANCIALS YTD	<p>Iftikhar Hussain presented the FY18 YTD consolidated and standalone Financials for the District highlighting the following:</p> <p>He noted that FY18 has been an outstanding year so far:</p> <ul style="list-style-type: none"> - For consolidated operation results, net income is \$62 million ahead of plan, with most of the operating variance from the revenue side (\$10 million in unusual items like IGT payments) and higher volume (which is 2.3% ahead of plan). - The District's standalone financials are \$2.7 million ahead of plan. He explained that revenue variance is due to IGT funding, and expense variance is largely due to the timing of Community Benefit donations, which are paid primarily in August and February, but spread out evenly in the budget. <p>In response to Director Fung's question, Mr. Hussain explained that the \$154,000 in administrative support listed in the District's standalone</p>	<p><i>FY18 ECHD YTD Financials approved</i></p> <p><i>Staff to detail "Other Income" in future financials</i></p>

	<p>financials covers resources (including portions of staff salaries) that support the District's Community Benefit program.</p> <p>In response to Director Miller's questions, Mr. Hussain and Matt Harris, Controller, reviewed the Board-Designated Assets, which are primarily Hospital assets.</p> <p>Director Fligor suggested adding a note clarifying or renaming the line item "Other Income." Matt Harris, Controller, discussed the redevelopment taxes included in this line item.</p> <p>Motion: To approve the ECHD FY18 Year-to-Date Financials.</p> <p>Movant: Zoglin Second: Fligor Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>9. AGENDA ITEM 9: ECH BOARD MEMBER ELECTION AD HOC COMMITTEE REPORT</p>	<p>Director Zoglin, Chair of the Ad Hoc Committee, reported that the Ad Hoc Committee recommends filling two vacancies at this time and also proposed a voting procedure. He highlighted the advantages of a simultaneous, written, publicly-reported vote.</p> <p>Motion: To approve the recommendations as presented by the Ad Hoc Committee: 1) to fill both vacancies on the El Camino Hospital Board of Directors and 2) to approve the Proposed Voting Procedures as further described in the packet.</p> <p>Movant: Zoglin Second: Reeder</p> <p>The Board discussed the number of questions that Board Members can ask during the candidate interviews. In response to Director Miller's question, Director Zoglin reviewed the competencies being used to evaluate the candidate pool. The Board discussed the process for how the written votes would be cast, collected, and reported.</p> <p>Director Reeder commented that there is an excellent pool of candidates.</p> <p>Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>10. AGENDA ITEM 10: EL CAMINO HOSPITAL BOARD DIRECTOR CANDIDATE INTERVIEWS</p>	<p>The Board interviewed four candidates: Mr. Boyd Faust, Dr. Anula Jayasuria, Mr. Gary Kalbach, and Ms. Julie Kliger for a position on the El Camino Hospital Board of Directors. Each candidate gave a presentation and answered questions from the Board about their experience and their interest in the role.</p>	
<p>11. AGENDA ITEM 11: ELECTION OF ELCAMINO HOSPITAL BOARD DIRECTOR(S) AND ADOPTION OF PROPOSED DRAFT</p>	<p>For Candidate 1, Round 1, the Directors cast the following votes by written vote, which were immediately reported by staff, attributing each vote to each Director:</p> <p>Director Fligor: Gary Kalbach Director Fung: Julie Kliger Director Miller: Julie Kliger Director Reeder: Gary Kalbach</p>	<p><i>Resolution 2018-01 and 2018-02 approved, electing Mr. Gary</i></p>

**RESOLUTIONS 2018-01
AND 2018-02**

Director Zoglin: Anula Jayasuriya, MD

For Candidate 1, Round 2, the Directors cast the following votes by written vote, which were immediately reported by staff, attributing each vote to each Director:

Director Fligor: Gary Kalbach

Director Fung: Julie Kliger

Director Miller: Julie Kliger

Director Reeder: Gary Kalbach

Director Zoglin: Anula Jayasuriya, MD

For Candidate 1, Round 3, the Directors cast the following votes by written vote, which were immediately reported by staff, attributing each vote to each Director:

Director Fligor: Gary Kalbach

Director Fung: Anula Jayasuriya, MD

Director Miller: Anula Jayasuriya, MD

Director Reeder: Gary Kalbach

Director Zoglin: Gary Kalbach

Mr. Gary Kalbach achieved a majority of votes in Round 3.

For Candidate 2, Round 1, the Directors cast the following votes by written vote, which were immediately reported by staff, attributing each vote to each Director:

Director Fligor: Julie Kliger

Director Fung: Anula Jayasuriya, MD

Director Miller: Julie Kliger

Director Reeder: Boyd Faust

Director Zoglin: Anula Jayasuriya, MD

For Candidate 2, Round 2, the Directors cast the following votes by written vote, which were immediately reported by staff, attributing each vote to each Director:

Director Fligor: Julie Kliger

Director Fung: Julie Kliger

Director Miller: Julie Kliger

Director Reeder: Boyd Faust

Director Zoglin: Anula Jayasuriya, MD

Ms. Julie Kliger achieved a majority of votes in Round 2.

Motion: To approve Resolution 2018-01 electing Gary Kalbach to the El Camino Hospital Board of Directors for a term effective January 16, 2018 through June 30, 2021.

Movant: Reeder

Second: Zoglin

Ayes: Fligor, Fung, Miller, Reeder, Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

Motion: To approve Resolution 2018-02 electing Julie Kliger to the El Camino Hospital Board of Directors for a term effective January 16, 2018 through June 30, 2020.

Movant: Miller

*Kalbach
and Ms.
Julie Kliger
to the El
Camino
Hospital
Board of
Directors*

	<p>Second: Zoglin Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>Directors Fung and Miller suggested that the newly appointed El Camino Hospital Board Directors participate in an official swearing in and take an oath of office. The Board discussed whether or not this had been done historically for other Hospital Board Directors.</p> <p>Chair Fung called for a motion. Mary Rotunno, General Counsel, advised that this was not an agendized item on which action could be taken at this meeting.</p>	
12. AGENDA ITEM 12: DRAFT DISTRICT DIRECTOR VACANCY POLICY	<p>Director Fung requested that Agenda Item 12: Draft District Director Vacancy Policy be deferred until he finishes additional research on the topic.</p>	<i>Agenda Item 12: Draft District Director Vacancy Policy deferred</i>
13. AGENDA ITEM 13: FY18 PACING PLAN	<p>The Board discussed the pacing of the District Director Vacancy policy.</p> <p>Chair Fung asked the Board for a motion in support of his request to defer the Draft District Director Vacancy Policy.</p> <p>Motion: To defer the agenda item to a later meeting.</p> <p>Movant: Miller Second: Zoglin Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>Motion: To approve the FY18 Pacing Plan.</p> <p>Movant: Miller Second: Zoglin Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Pacing Plan approved</i>
14. AGENDA ITEM 14: BOARD COMMENTS	<p>There were no additional comments from the Board.</p>	
15. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 7:45pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of Minutes of the Closed Session of the District Board Meeting (October 17, 2017); pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Governance and Communication; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters: Executive Session.</p> <p>Movant: Fligor Second: Zoglin</p>	<i>Adjourned to closed session at 7:45pm</i>

	<p>Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>16. AGENDA ITEM 21: RECONVENE OPEN SESSION/REPORT OUT</p>	<p>Open session was reconvened at 8:25 pm. Agenda items 16-20 were addressed in closed session.</p> <p>During the closed session, the Board approved the Minutes of the Closed Session of the District Board Meeting (October 17, 2017) by a unanimous vote in favor of all members present (Directors Fligor, Fung, Miller, Reeder, and Zoglin).</p>	
<p>17. AGENDA ITEM 6: CONSENT CALENDAR</p>	<p>This item was taken out of order having been deferred during the first open session.</p> <p>Chair Fung asked if any member of the Board or the public wished to remove an item from the consent calendar. Director Miller requested that Agenda Item 6a: Minutes of the Open Session of the District Board Meeting (October 17, 2017) be pulled for discussion.</p> <p>In response to Director Miller request to amend Item 9 in the October 17, 2017 Minutes, Director Reeder suggested to separate the sentence “He explained that if ECH had waited to start demolition, site preparation, and utility work until the completion of the permitting process, all of the costs would have escalated” into a new paragraph.</p> <p>Motion: To amend the minutes amended as described above.</p> <p>Movant: Reeder Second: Fligor Ayes: Fligor, Fung, Reeder, Zoglin Noes: None Abstentions: Miller Absent: None Recused: None</p> <p>Motion: To remove the sentence reading “Staff clarified that this governance policy would not be approved by the Board” from Item 23 in the October 17, 2017 minutes.</p> <p>Movant: Miller Second: Fung</p> <p>Director Fligor asked who made the statement. Ms. Rotunno explained that the staff comment was hers. Director Fligor suggested that the wording be changed from “clarified” to “stated.”</p> <p>Friendly Amendment (Fligor): To revise the sentence to change “clarified” to “stated.”</p> <p>Movant: Fligor Second: Reeder</p> <p>The Board discussed whether or not to include the sentence in the minutes. Director Miller did not accept the friendly amendment. Director Fligor withdrew her amendment.</p> <p>Formal Amendment (Reeder): To revise the sentence to change “stated” to “clarified.”</p> <p>Movant: Reeder Second: Zoglin</p>	<p><i>Consent calendar approved</i></p>

	<p>Ayes: Fligor, Reeder, Zoglin Noes: Fung, Miller Abstentions: None Absent: None Recused: None</p> <p>Director Zoglin left the meeting at 8:20pm. Director Miller requested additional information on why the Board Chair attests to the approval of Board minutes in addition to the Secretary.</p> <p>Motion: To approve the Minutes of the Open Session of the District Board Meeting (October 17, 2017) as amended.</p> <p>Movant: Reeder Second: Fligor Ayes: Fligor, Reeder, Fung, Miller Noes: None Abstentions: None Absent: Zoglin Recused: None</p> <p>Director Fligor requested that a future agenda include whether or not the Board needs to approve the governance policy for the Community Benefit Advisory Council's Guiding Principles.</p>	
<p>18. AGENDA ITEM 22: ADJOURNMENT</p>	<p>Motion: To adjourn at 8:26 pm.</p> <p>Movant: Miller Second: Fligor Ayes: Fligor, Fung, Miller, Reeder Noes: None Abstentions: None Absent: Zoglin Recused: None</p>	<p><i>Meeting adjourned at 8:26 pm.</i></p>

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


Peter C. Fung, MD
Chair, ECHD Board


John Zoglin
Secretary, ECHD Board

Prepared by: Cindy Murphy, Director of Governance Services
Sarah Rosenberg, Contracts & Board Services Coordinator