



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

Tuesday, January 17, 2017

El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040
Conference Rooms E, F & G

Board Members Present

Dennis Chiu, Vice Chair
(via videoconference)
Peter Fung, MD, Chair
Julia Miller
David Reeder
John Zoglin

Board Members Absent

None

Members Excused

None

| Agenda Item | Comments/Discussion | Approvals/Action |
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| 1. CALL TO ORDER | The open session meeting of the El Camino Healthcare District Board of Directors (the "Board") was called to order at 5:31pm by Chair Fung. | |
| 2. SALUTE TO THE FLAG | Director Fung led the Board members, staff, and members of the public present in the Pledge of Allegiance. | |
| 3. ROLL CALL | A verbal roll call was taken. All Board members were present. Director Chiu participated via videoconference. | |
| 4. 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. | |
| 5. PUBLIC COMMUNICATION | There were no comments from the public. | |
| 6. CONSENT CALENDAR | <p>Chair Fung asked if any member of the Board or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Sessions of the District Board Meeting (December 6, 2016).</p> <p>Cindy Murphy, Board Liaison, reported that the copy of the minutes for approval and signature at the meeting included a request from Director Miller in the section to accept the Santa Clara County Board of Supervisors' Resolution. Director Miller requested that the words "those individuals" be deleted and substituted with "Directors" for a more accurate of reflection of what was said at the meeting.</p> <p>Movant: Miller Second: Zoglin Ayes: Chiu, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | <i>Consent calendar approved</i> |
| 7. FY17 YTD FINANCIALS | <p>Iftikhar Hussain, CFO, reported that the numbers presented included combined results for the Hospital and District and detailed financial information for the District.</p> <p>He noted that, as of November, the consolidated income statement was</p> | <i>FY17 YTD Financials approved</i> |

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| | <p>\$26 million ahead of budget. Revenues were \$14 million ahead of budget, including \$6 million due to IGT payments that were expected last year and received this year. He also described the operating revenues of the PRIME program, a program designed to improve the care of Medi-Cal patients. The remaining variance was due to improved revenue cycle operations, including good work by clinical and revenue cycle teams.</p> <p>In the District Standalone financials, Mr. Hussain noted that the variance was due to the PRIME program and timing variance for the Community Benefit program.</p> <p>In response to Director Miller's question, Mary Rotunno, General Counsel, reported that legal fees are for outside counsel, Mitchell Olejko, of Buchalter Nemer and his work on matters related to the District. She explained that the District is invoiced monthly.</p> <p>In response to Director Fung's question, Mr. Hussain clarified the IGT program including timing of payments. He also further explained the PRIME program.</p> <p>Motion: To approve the FY17 YTD Financials.</p> <p>Movant: Reeder Second: Zoglin Ayes: Chiu, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | |
| <p>8. ADJOURN TO CLOSED SESSION</p> | <p>Motion: To adjourn to closed session at 5:42 pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the District Board Meeting (December 6, 2016); pursuant to <i>Gov't Code Section 54956(d)(2)</i> – conference with legal counsel – pending or threatened litigation and <i>Health & Safety Code 32106(b)</i> for a report on involving health care facility trade secrets: El Camino Hospital Governance; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters: Executive Session.</p> <p>Movant: Miller Second: Reeder Ayes: Chiu, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>Meeting adjourned to closed session at 5:42pm.</i></p> |
| <p>9. AGENDA ITEM 14: RECONVENE OPEN SESSION/REPORT OUT</p> | <p>Open session was reconvened at 7:55 pm.</p> <p>During the closed session, the Board approved the Minutes of the Closed Session of the District Board Meeting of December 6, 2016 with an addendum with regards to a request by a Board member by a vote in favor by four Directors in favor (Directors Chiu, Fung, Miller, Zoglin). Director Reeder opposed.</p> | |
| <p>10. AGENDA ITEM 15: ECH BOARD MEMBER</p> | <p>David Reeder, ECH Board Member Election Ad Hoc Committee Chair, reported that an RFP was issued to six search firms, and based on interviews with two firms, the Committee recommended selecting</p> | |

**ELECTION AD HOC
COMMITTEE
REPORT**

Witt/Kieffer to conduct a Hospital Board member search.

Director Miller commented that she would have preferred a soft recruitment (using contacts in the community). She voiced her concerns about spending money on an outside firm rather than a recruiter based in the area.

Director Zoglin encouraged the Committee to negotiate the fees and get clarity on placements (and associated fees). Kathryn Fisk, CHRO, clarified that there will be one fee regardless of the number of candidates selected. She also explained that there is a guarantee – if the initial search is not successful in finding a candidate, the firm will redo the search gratis.

In response to Director Chiu's question, Director Reeder described his reasoning for recommending Witt/Kieffer, including specialized work in healthcare, large support staff, and good industry contacts. The Board and Ms. Fisk discussed the principal's experience with Board-specific searches and ECH's past experience with the firm.

In response to Director Miller's question, Cindy Murphy, Board Liaison, reported that references have not been checked, as staff were waiting for the Board to take action.

Motion: To approve the Draft Revised Position Description.

Movant: Reeder

Second: Miller

Ayes: Chiu, Fung, Miller, Reeder, Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

Motion: To engage Witt/Kieffer to assist the Board with the selection of new El Camino Hospital Board members.

Movant: Reeder

Second: Zoglin

Director Chiu expressed concerns about working with Witt/Kieffer, given ECH's past experience with the firm.

In response to Director Fung's question, Director Reeder described the Ad Hoc Committee's assessment of the alternative candidate (local contact, retired, one to two searches performed per year, more limited breadth). Director Miller commented that Mr. Gregory would provide a local perspective for the search. Director Zoglin commented he supports the Committee's recommendation. Director Fung noted that he also supports the recommendation of the Committee.

Movant: Reeder

Second: Zoglin

Ayes: Fung, Reeder, Zoglin

Noes: Miller

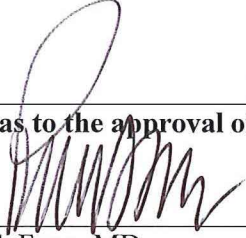
Abstentions: Chiu


Absent: None

Recused: None

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| 11. AGENDA ITEM 16: PACING PLAN | <p>Chair Fung explained that an additional District Board meeting could be advantageous to 1) interview potential Hospital Board member finalists brought forward by the Ad Hoc Committee and 2) to receive CBAC's report and recommendations (to allow for more time between the Board's decision and the beginning of a grantee's year for programming starting on July 1st). He suggested Tuesday, May 16, 2017 as a potential date.</p> <p>Director Miller asked to give an ACHD update at either the March or May District Board meeting. The Board discussed the District's membership in ACHD, timing of dues payment, and the best time to evaluate membership for the next year.</p> <p>Motion: To add a District Board meeting on May 16th (agenda items to include: potential Hospital Board member finalist interviews, CBAC grant report (in lieu of the report in June), ACHD report, and membership dues review).</p> <p>Movant: Miller Second: Zoglin Ayes: Chiu, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>Pacing Plan approved</i></p> |
| 12. AGENDA ITEM 17: BOARD COMMENTS | <p>There were no additional comments from the Board.</p> | |
| 13. AGENDA ITEM 18: ADJOURNMENT | <p>Motion: To adjourn at 8:20 pm.</p> <p>Movant: Miller Second: Zoglin Ayes: Chiu, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>Meeting adjourned at 8:20 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


Julia Miller
ECHD Board Secretary

Prepared by: Cindy Murphy, Board Liaison
Sarah Rosenberg, Board Services Coordinator