



**Minutes of the Open Session of the
Meeting of the El Camino Healthcare District Board of Directors
Tuesday, March 20, 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 E. Miller, Vice Chair
David Reeder
John Zoglin, Secretary/Treasurer

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 5:30pm 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. PUBLIC COMMUNICATION	There were no comments from the public.	
5. CONSENT CALENDAR	<p>Chair Fung asked if any member of the Board or the public wished to remove an item from the consent calendar. Director Fligor requested that Agenda Item 5c: Draft Revised ECHD Community Benefit Grants Policy and Director Miller requested that Agenda Item 5b: <i>Resolution 2018-03: Resolution and Order Calling a District General Election and Resolution 2018-04: Request for Consent to Consolidation of Elections</i> be pulled for discussion.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the District Board Meeting (January 16, 2018).</p> <p>Movant: Miller Second: Zoglin Ayes: Fligor, Reeder, Fung, Miller, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>Resolution 2018-03: Resolution and Order Calling a District General Election and Resolution 2018-04: Request for Consent to Consolidation of Elections</p> <p>In response to Director Miller and Chair Fung's questions, Cindy Murphy, Director of Governance Services, explained that the resolution used the same language as the prior resolutions for election years. She noted that the only difference is that one of the terms is for two years (due to the appointment to fill a vacancy) and the rest are for four years. Ms. Murphy explained that the resolutions were reviewed by outside legal counsel. Mary Rotunno, General Counsel, noted that the language in the resolution "or until his or her successor is elected and has qualified" could be earlier than the last Friday of November referenced in the</p>	<i>Consent calendar approved; CB Grants Policy approval paced for May meeting</i>

	<p>Resolution. Ms. Murphy also explained that the Resolution provided an alternative procedure for conducting the election if it was not consolidated with the statewide election.</p> <p>Draft Revised ECHD Community Benefit Grants Policy</p> <p>In response to Director Fligor’s questions, Ms. Rotunno explained that outside counsel provided an opinion on the new requirements of the Health & Safety Code and recommended changes to the policy to meet statutory requirement. She noted that current practice already met the requirements. The original document was adopted in March 2014, and was drafted by Barbara Avery, Director of Community Benefit, and Cecile Currier, VP of Corporate and Community Health Services.</p> <p>Director Fligor requested that the policy be revised to include a section that outlines the Board’s expectations and the responsibilities of the independent body administering the Community Benefit program, the Community Benefit Advisory Council (CBAC). She also requested the following clarifications:</p> <ul style="list-style-type: none"> - C (Policy), Section 2: Increases to previously awarded grants below \$50,000 are approved by the VP of Corporate and Community Health Services and that these increases are within the approved total Community Benefit annual budget. - Any references to Board say “ECHD Board.” - C (Policy), Section 3: New grants are also within the approved total Community Benefit annual budget. <p>Motion: To approve the consent calendar: <i>Resolution 2018-03:</i> Resolution and Order Calling a District General Election and <i>Resolution 2018-04:</i> Request for Consent to Consolidation of Elections.</p> <p>Movant: Reeder Second: Fligor Ayes: Fligor, Reeder, Fung, Miller, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>The Board deferred Approval of Agenda Item 5c: Draft Revised ECHD Community Benefit Grants Policy to the Board’s next meeting.</p>	
<p>6. COMMUNITY BENEFIT SPOTLIGHT: HYPERTENSION INITIATIVE</p>	<p>Barbara Avery, Director, Community Benefit, and Anne Boyd Rabkin, Sr. Community Benefit Specialist, recognized the American Heart Association for its commitment to providing multilingual blood pressure screenings and hypertension management classes to community members.</p> <p>Ms. Rabkin described the performance of the public awareness campaign of the District’s Hypertension Initiative.</p> <p>Mike Gonzalez, Senior Director of Community Health thanked the Board for their partnership, and provided an overview of Community Heart Health Hubs (screening events), the Check.Change.<i>Control</i> treatment program, and their work in creating Northern Santa Clara County Collaborative.</p> <p>The Board thanked Mr. Gonzalez and staff for their work. Chair Fung highlighted the prevalence of hypertension and the importance of this work.</p> <p>Director Reeder and Mr. Gonzalez discussed the need to increase</p>	<p><i>Resolution 2018-05 approved</i></p>

	<p>accessibility to blood pressure screening technologies and AHA's work in this area. Director Reeder commented that there is a unique opportunity to check blood pressure at libraries and noted that free blood pressure screenings are offered at El Camino Hospital's Library and Resource Center.</p> <p>Motion: To approve <i>Resolution 2018-05</i>.</p> <p>Movant: Fligor Second: Miller Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>7. ECHD FY18 FINANCIALS YTD</p>	<p>Iftikhar Hussain presented the FY18 YTD consolidated and standalone Financials for the District highlighting the following:</p> <ul style="list-style-type: none"> - Consolidated results are favorable compared to budget and to last year, especially in revenues (Hospital operations: 5% growth in volume, good revenue cycle operations, and unusual, non-recurring items) and expenses are close to budget; - On the consolidated, non-operating side, there is \$32m in investment income, which is ahead of plan; - For the District's standalone financials, he noted that the fund balance will increase as tax levies are made for debt service. He also explained that the variance is due to M&O taxes coming in higher than expected, and timing of Community Benefit donations, which are paid primarily in August and February, but spread out evenly in the budget. <p>In response to Chair Fung's question, Mr. Hussain described several IGT programs and the expectations for funding this year, which is approved by CMS each year.</p> <p>Motion: To approve the ECHD FY18 Year-to-Date Financials.</p> <p>Movant: Zoglin Second: Reeder Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY18 ECHD YTD Financials approved</i></p>
<p>8. ECH BOARD CHAIR ASSESSMENT AND ECH BOARD EVALUATION</p>	<p>Chair Fung requested feedback from the Board about the process the District Board would prefer to use to conduct an evaluation of the ECH Board Chair and the Hospital Board.</p> <p>Ms. Murphy described the Hospital Board's abbreviated process for evaluating itself this year. She noted that the survey will be launched in April, will go to the Governance Committee and the Hospital Board at their June meetings and can be brought to the District Board if requested.</p> <p>Director Zoglin commented that, in the past, the District Board Chair has had a discussion with the Hospital Board Chair about the Chair's and the Hospital Board's performance.</p> <p>The Board discussed methods of reviewing the Hospital Board and whether or not that process should be independent from the Hospital</p>	

	<p>Board's assessment of itself and its Chair.</p> <p>Director Fligor suggested not relying solely on the Hospital Board's assessment, but rather to add questions from District perspective. Directors Reeder and Zoglin suggested breaking out the opinions of the 5 District Board members from the already written, soon to be deployed Hospital Board assessment.</p> <p>Chair Fung instructed staff not to take any action at this time and to await further direction from the Board Chair.</p>	
<p>9. EL CAMINO HEALTHCARE DISTRICT BYLAWS REVIEW</p>	<p>Director Miller reviewed the proposed changes to the bylaws:</p> <ul style="list-style-type: none"> - Review CEO and CFO; - Clarification of the Board officers (Secretary/Treasurer); - CEO attendance at District Board Committee meetings; and - Voting of stocks owned by the District. <p>The Board discussed whether or not the provision in the bylaws regarding "Voting of Stocks owned by District" should be removed. Chair Fung noted that the District does not own stocks. In response to Director Reeder's questions, Mr. Hussain explained that the bylaws provision is related to the purchase or sale of individual stocks, but that all of the District's investments are managed through pool funds. Director Fligor commented that if it is possible for the District to own individual stocks, she would prefer to keep the provision in the bylaws and requested clarification of the words "stocks." Mr. Hussain noted that there are investment rules and laws that apply to the District, so it can only invest in debt instruments (<i>i.e.</i>, treasuries). Ms. Rotunno reported that she reviewed the language with outside counsel, Mitch Olejko, and that he noted that it was boilerplate language found in bylaws and has not been applicable to the District.</p> <p>Motion: To approve the proposed revisions to the bylaws, with the exception of the proposal to remove Article 9, Section 2 (Voting of Stocks Owned by District).</p> <p>Movant: Reeder Second: Miller</p> <p>Formal Amendment (Fligor): Instead of combining the sections on the Board Office roles of Secretary and Treasurer, to add a sentence along the lines of "To the extent that the District Board has a person serving in both roles of Secretary and Treasurer, that individual would have the combined responsibilities."</p> <p>There was no second to the amendment.</p> <p>The Board discussed the process to direct that an item requested by one Board member not be added to an agenda as detailed in Article 6, Section 4. In response to Director Fligor's question, Ms. Rotunno clarified that a resolution is a vote of the Board.</p> <p>Friendly Amendment (Fligor): To state that Special Committees of the District Board shall have up to 2 District Board members, so as not to have a quorum of the Board.</p> <p>Directors Reeder (Movant) and Miller (Second) accepted the amendment.</p> <p>Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None</p>	

	<p>Recused: None</p> <p>Director Miller thanked staff for their help in preparing the proposed revisions.</p>	
10. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 6:47pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of Minutes of the Closed Session of the District Board Meeting (January 16, 2018); pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Compliance Matter; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters – Senior Management: Executive Session.</p> <p>Movant: Zoglin Second: Fligor Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 6:47pm</i>
11. AGENDA ITEM 16: RECONVENE OPEN SESSION/REPORT OUT	<p>Open session was reconvened at 7:16pm. Agenda items 11-15 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 (January 16, 2018) by a unanimous vote in favor of all members present (Directors Fligor, Fung, Miller, Reeder, and Zoglin).</p>	
12. AGENDA ITEM 17: FY18 PACING PLAN	<p>Director Reeder expressed concerns about the delay in the pacing of the District Director Vacancy policy.</p> <p>Director Zoglin requested confirmation about the scheduling of the May District Board meeting. Ms. Murphy discussed that 1) the meeting was scheduled per Chair Fung's direction on May 15th, 2) with the Board's permission, the agenda can include review of the Community Benefit Grants Policy, and 3) the materials will be provided to the Board one week ahead of the meeting.</p>	
13. AGENDA ITEM 18: ADJOURNMENT	<p>Motion: To adjourn at 7:25pm.</p> <p>Movant: Fligor Second: Zoglin Ayes: Fligor, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Meeting adjourned at 7:25pm.</i>

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