



**Minutes of the Open Session of the
Special Meeting of the
El Camino Healthcare District Board of Directors
Monday, May 20, 2019**

El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040
Conference Rooms E&F (ground floor)

Board Members Present

Peter C. Fung, MD, Chair
Gary Kalbach
Julia E. Miller, Vice Chair
George O. Ting, MD
John Zoglin, Secretary/Treasurer

Board Members Absent

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 5:31pm by Chair Fung. A silent roll call was taken. All Board members were present.	
2. 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.	
3. PUBLIC COMMUNICATION	None.	
4. ECH BOARD MEMBER ELECTION AD HOC COMMITTEE CHAIR REPORT	<p>Director Miller, Chair of the ECH Board Member Election Ad Hoc Committee, discussed the activities of the Ad Hoc Committee, its consideration of Jeffrey Davis, MD for reappointment, and its unanimous recommendation not to reappoint Dr. Davis. She commented that overturning the Ad Hoc Committee's process would establish a bad precedent and suggested that Dr. Davis complete an application and interview with the Ad Hoc Committee to maintain equity with the other candidates.</p> <p>Director Zoglin commented that he had repeatedly conveyed to the Ad Hoc Committee that Dr. Davis continued to express interest in reappointment.</p> <p>The Board discussed Dr. Davis' involvement in the reappointment and application processes, the role of the Ad Hoc Committee, the District Standards of Conduct, and putting the best candidates forward for the organization.</p>	
5. PROPOSAL TO CONSIDER JEFFREY DAVIS, MD AS A CANDIDATE TO BE INTERVIEWED FOR THE ECH BOARD OF DIRECTORS	<p>Motion: To include Dr. Davis among the other candidates tomorrow night for the two open positions and that he be considered the same as the other candidates presented before the Board.</p> <p>Movant: Zoglin Second: Ting</p> <p>The Board discussed Dr. Davis' qualifications and his inclusion in the pool of candidates, the tools for evaluating competencies, and further discussed the reappointment process and Ad Hoc Committee operations.</p> <p>Ayes: Kalbach, Ting, Zoglin Noes: Fung, Miller Abstentions: None Absent: None Recused: None</p> <p>Motion: To have Dr. Davis be interviewed by the Ad Hoc Committee and</p>	<i>Dr. Davis to be included as a candidate to be interviewed on May 21, 2019</i>

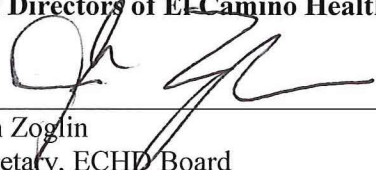
	<p>go through the process.</p> <p>Movant: Miller Second: Ting</p> <p>Director Zoglin expressed concerns having Dr. Davis interview with the Ad Hoc Committee again. Director Miller commented that Dr. Davis could be considered for an upcoming vacancy, rather than the seats up for consideration at the May 21, 2019 District Board meeting.</p> <p>Director Ting expressed concerns about why Dr. Davis had not submitted an application.</p> <p>Mary Rotunno, General Counsel, advised that this motion was not on the agenda.</p> <p>There was no vote on the motion.</p>	
<p>6. ECH BOARD MEMBER ELECTION AD HOC COMMITTEE COMPOSITION</p>	<p>Director Miller requested the appointment of a new Ad Hoc Committee member.</p> <p>Motion: To replace Director Zoglin with another member on the Ad Hoc Committee.</p> <p>Cindy Murphy, Director of Governance Services, explained that staff have coordinated with Dr. Davis regarding his availability and that he is available to interview at the May 21, 2019 District Board meeting.</p> <p>Movant: Miller Second: Fung</p> <p>Director Fung noted that there are two parts to the motion: A) asking Dr. Davis complete an application and interview with the Ad Hoc Committee before his consideration tomorrow night and B) considering the Ad Hoc Committee composition.</p> <p>Ms. Rotunno advised that there was only one motion on the agenda.</p> <p>Chair Fung restated the motion on the table:</p> <p>Restated Motion: A) To ask that Dr. Davis complete an application and interview with the Ad Hoc Committee first like all other candidates and B) to consider changing the composition of the Ad Hoc Committee and to discuss the specifics of the change subsequent to the motion.</p> <p>In response to Director Ting's question, Director Fung noted that Dr. Davis should submit an application and interview with the Ad Hoc Committee before the May 21, 2019 District Board meeting.</p> <p>Ayes: Fung, Miller, Ting Noes: Kalbach, Zoglin Abstentions: None Absent: None Recused: None</p> <p>Director Ting commented that asking Dr. Davis to submit an application and interview with the Ad Hoc Committee is cumbersome but fair.</p> <p>The Board discussed scheduling an interview with Dr. Davis and the Ad Hoc Committee before the District Board meeting the following day.</p> <p>The Board discussed the Ad Hoc Committee composition.</p> <p>Motion: To replace Director Zoglin for tomorrow.</p> <p>Movant: Miller</p>	

	<p>Second: Fung</p> <p>Director Zoglin suggested either changing the entire Committee composition (to Directors Kalbach and Ting) or to keep the same composition as before.</p> <p>Ayes: Fung Noes: Kalbach, Zoglin Abstentions: Miller, Ting Absent: None Recused: None</p> <p>No changes were made to the Ad Hoc Committee's composition, including for the interview with Dr. Davis.</p>	
7. ADJOURNMENT	<p>Motion: To adjourn at 6:32pm.</p> <p>Movant: Ting Second: Kalbach Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Meeting adjourned at 6:32pm</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