



AGENDA

SPECIAL MEETING OF THE EL CAMINO HEALTHCARE DISTRICT BOARD OF DIRECTORS

Monday, May 20, 2019 – 5:30pm

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

PURPOSE: The purpose of the District shall be (i) to establish, maintain and operate, or provide assistance in the operation of, one or more health facilities (as that term is defined in California Health and Safety Code Section 1250) or health services at any location within or without the territorial limits of the District, for the benefit of the District and the people served by the District; (ii) to acquire, maintain and operate ambulances or ambulance services within or without the District; (iii) to establish, maintain and operate, or provide assistance in the operation of free clinics, diagnostic and testing centers, health education programs, wellness and prevention programs, rehabilitation, aftercare, and such other health care services provider, groups, and organizations that are necessary for the maintenance of good physical and mental health in the communities served by the District; and (iv) to do any and all other acts and things necessary to carry out the provisions of the District's Bylaws and the Local Health District Law.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Peter C. Fung, MD, Board Chair		5:30 – 5:31pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Board Chair		5:31 – 5:32
3. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Peter C. Fung, MD, Board Chair		information 5:32 – 5:35
4. EL CAMINO HOSPITAL BOARD MEMBER ELECTION AD HOC COMMITTEE CHAIR REPORT <u>ATTACHMENT 4</u>	Julia E. Miller, ECH Board Member Election Ad Hoc Committee Chair		information 5:35 – 5:47
5. PROPOSAL TO CONSIDER JEFFREY DAVIS, MD AS A CANDIDATE TO BE INTERVIEWED FOR THE ECH BOARD OF DIRECTORS <u>ATTACHMENT 5</u>	John Zoglin, Board Member	<i>public comment</i>	possible motion 5:47 – 6:17
6. ECH BOARD MEMBER ELECTION AD HOC COMMITTEE COMPOSITION	Peter C. Fung, MD, Board Chair; Julia E. Miller, ECH Board Member Election Ad Hoc Committee Chair	<i>public comment</i>	possible motion 6:17 – 6:29
7. ADJOURNMENT	Peter C. Fung, MD, Board Chair		motion required 6:29 – 6:30pm

Upcoming Meetings: May 21, 2019, June 18, 2019, October 22, 2019



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING COVER MEMO

To: El Camino Healthcare District Board of Directors
From: Julia Miller, El Camino Hospital Board Member Election Ad Hoc Committee Chair
Date: May 20, 2019
Subject: El Camino Hospital Board Member Election Ad Hoc Committee Chair Report

Purpose: If the ECHD Board votes to recommend and that any additional candidate(s) for the El Camino Hospital Board of Directors current openings be interviewed by the Board, that the candidate(s) be required to submit an application and be interviewed by the El Camino Hospital Board Member Election Ad Hoc Committee.

Summary:

1. **Situation:** There is currently one vacancy on the El Camino Hospital ("ECH") Board of Directors with a term expiring on December 4, 2020 and one "2012 Director" seat with a term expiring on June 30, 2019.
2. **Authority:** The El Camino Healthcare District ("ECHD") has the authority to elect Directors to the El Camino Hospital Board of Directors pursuant to the El Camino Hospital Bylaws, Article III Section 3.12.
3. **Background:**

The El Camino Hospital Board Member Election Ad Hoc Committee, composed of former Board member Neysa Fligor and myself, met with our advisors, Julie Kliger and Christina Lai, on November 26, 2018 and reached a unanimous consensus to recommend that the District Board not re-elect Jeffrey Davis, MD to the El Camino Hospital Board of Directors.

I reported this recommendation to the District Board at its December 5, 2018 meeting. Because of Neysa Fligor's departure from the Board, a new Ad Hoc Committee composed of me and Director Zoglin, was appointed to recruit for the vacancy that would be created when Dr. Davis leaves the Board on June 30, 2019 as well as the current vacancy. It was mentioned at the meeting that Dr. Davis was eligible to apply as the process should be open and transparent.

Dr. Davis did not respond to advertisements in local newspapers, did not submit an application, and did not make known to the Chair of the Committee that he was still interested in applying at any time after December 5, 2018.

4. **Comments:**

It is important to understand for the Board that approving the motion to add Dr. Davis to the list of candidates to be interviewed on May 21st would be counter to the decision of the Ad Hoc Committee, and damage the integrity of the established process and procedure, setting an unethical precedent.

It is also critical that the same process be applied to all candidates to ensure the integrity of the process. If, during the next agenda item, the Board approves a motion to add Dr. Davis to the list of candidates to be considered, we should follow the same process as we did with the other

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candidates. We should ask him to submit an application and interview before the El Camino Hospital Board Member Election Ad Hoc Committee. At the completion of this process it is possible he would be advanced for consideration for re-election.

5. Assessment: N/A
6. Other Reviews: None.
7. Outcomes: Discussion regarding whether additional candidates for the El Camino Hospital Board of Directors (beyond those specifically listed by name on the May 21st Agenda) should be required to submit an application and interview with the El Camino Hospital Board Member Election Ad Hoc Committee.

List of Attachments:

1. Reasons for Ad Hoc Committee Vote Not to Reappoint

Suggested Board Discussion Questions: None.

Question: Why Did the Ad Hoc Committee Unanimously Vote Not to Reappoint Jeffrey Davis, MD to the Hospital Board?

Answer: See Below:

The Ad Hoc Committee met three times. Its members were Neysa Fligor and myself, Chair. We were joined by advisors Christina Lai, from the Hospital's Governance Committee and Julie Kliger, representing the Hospital Board.

Our last meeting was on December 3rd when a unanimous decision was reached to recommend the Board not reappoint Dr. Davis for an additional three year term to the El Camino Hospital Board. All members were present in person along with staff members Cindy Murphy and Dan Woods, and Nygren Consultant Joann McNutt.

We followed guidance that it is important for the Board to assess members of the El Camino Hospital Board on the "Above the Surface Competencies", which include expertise in various disciplines such as healthcare, finance, quality, and knowledge of the market. Based on the strategic direction of ECH, the ideal board composition should include various disciplines to create a well-rounded board, enabling informed decision-making and strategic dialogue. In addition to diversity with respect to the objective and technical competencies described above, healthy boards are also diverse in terms of gender, ethnicity, generation, geography, etc. We also followed guidance that it is equally important when selecting high-performing directors, to look "below the surface" to understand the person's motivation to serve, what they value and believe, the goodness of fit with the board's culture and organization's core values, their self-perception of their role in society, participation, and ultimately, the value they bring to the board and the organization. The competencies are indeed subjective, and require assessment through interview, observation and survey to determine a director's degree of strength in these "soft skills."

When the Ad Hoc committee considered all of these factors* it arrived at a consensus for a unanimous recommendation to not re-appoint.

***Detailed deliberations of the Ad Hoc Committee do not need to be made public.**



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING COVER MEMO

To: El Camino Healthcare District Board of Directors
From: John Zoglin, El Camino Hospital Board Member Election Ad Hoc Committee Member
Date: May 20, 2019
Subject: Proposal to Consider Jeffrey Davis, MD as a Candidate to be interviewed for the ECH Board of Directors

Purpose: To approve adding Jeffrey Davis, MD to the list of candidates for the ECH Board of Directors to be interviewed by the District Board.

Summary:

1. **Situation:** Dr. Davis' current term on the ECH Board of Directors expires on June 30, 2019.
2. **Authority:** The El Camino Healthcare District ("ECHD") has the authority to elect Directors to the El Camino Hospital Board of Directors pursuant to the El Camino Hospital Bylaws, Article III Section 3.12.
3. **Background:** In the fall of 2018, Dr. Davis expressed his interest in being re-elected to another term on the ECH Board of Directors when his current term expires next month. Dr. Davis submitted an updated resume and responded to a questionnaire as requested by the El Camino Hospital Board Member Election Ad Hoc Committee. The Committee also interviewed him. Since that time, Dr. Davis has continually expressed his interest in being considered for re-election to me and I have communicated that regularly at Ad Hoc Committee meetings and to the Board Chair. With the exception of one candidate who withdrew, the District Board is scheduled to interview all other candidates who submitted information and were interviewed as requested by the Ad Hoc Committee. Neither the Board nor the Ad Hoc Committee asked Dr. Davis to submit additional information or to participate in another interview with it.
4. **Assessment:** The goal of the District Board in electing Non-District Board Members to the ECH Board of Directors is to secure the most qualified members possible. Consideration of all possible candidates can only improve the likelihood that the best candidates will be elected.
5. **Other Reviews:** None.
6. **Outcomes:** The District Board will be able to consider Dr. Davis as a candidate for re-election to the ECH Board

List of Attachments: None.

Suggested Board Discussion Questions: None.