

**Minutes of the Regular Meeting**  
**El Camino Healthcare District Board of Directors**  
**Tuesday, January 20, 2015**  
**El Camino Hospital 2500 Grant Road, Mountain View, CA 94040**  
**Conference Rooms E, F and G**

1. **Call to Order.** The Open Session meeting was called to order by Chair Julia Miller at 5:30 pm.
2. **Salute to the Flag.** At Chair Miller's request, Director Chiu led the Board, staff and members of the public present in reciting the Pledge of Allegiance.
3. **Roll Call.**  
**Board Members Present:** Dennis Chiu; Peter Fung, MD; Julia Miller; David Reeder; and John Zoglin.  
**Board Members Absent:** None

Chair Miller congratulated Director Fung on his election to the Board and as Secretary Treasurer of the Board. She also congratulated Director Chiu on his election as Vice Chair of the Board. Chair Miller commented on the Board members' responsibilities, commitment to the mission of the El Camino Healthcare District, the need to work together with integrity, compassion and understanding of different points of views and the need to stay focused on the best interests of the community and the District.

4. **Public Communication.** None.
5. **Potential Conflict of Interest Disclosures.** Chair Miller asked if any Board member or anyone in the audience believes that a Board member may have a conflict of interest on any of the items on the agenda. No conflict was reported.
6. **Special Order of the Day: Community Benefit Spotlight – Sunnyvale Community Services.** Barbara Avery, Director of Community Benefit, presented Resolution 2015-01 to Marie Bernard, Executive Director of Sunnyvale Community Services. Ms. Bernard thanked the Board for the recognition and gave a presentation that described the professional case management and comprehensive emergency assistance with health related needs that ECHD's funding in the amount of \$140,000 enables her organization to provide to those in need. The Directors complimented and thanked Ms. Bernard for her good work and the work of Sunnyvale Community Services in the community.

**Motion:** To approve Resolution 2015-01  
**Movant:** Reeder  
**Second:** Chiu  
**Ayes:** Chiu, Fung, Miller, Reeder and Zoglin  
**Noes:** None  
**Abstentions:** None  
**Absent:** None  
**Recused:** None

7. **Consent Calendar.**

**Motion:** To approve the Consent Calendar (Minutes of the Regular Meeting December 9, 2014).

**Movant:** Reeder

**Second:** Chiu

**Ayes:** Chiu, Fung, Miller, Reeder and Zoglin

**Noes:** None

**Abstentions:** None

**Absent:** None

**Recused:** None

8. **Draft ECHD Bylaws Revisions.** Mary Rotunno, Associate General Counsel, explained the draft revisions that were presented in the Board materials. The Directors discussed electing Board officers at the end of the District's fiscal year rather than in July. Director Zoglin suggested that Article III, Section 1 be revised to reflect that the Chair "leads" the evaluation of the Board Chair, the CEO and the CFO rather than performs this independently. Director Reeder suggested that Article III, Section 6 be revised to require only a majority vote to remove an officer. Director Chiu suggested that the first sentence in Article III Section 6 be revised by inserting a period after the word time followed by the words "Any Director . . ."

**Motion:** To further revise Article III, Section 1 of the Draft Revised ECHD Bylaws to reflect that the Board Chair will "lead" the evaluation of the El Camino Hospital Board Chair and District CEO and CFO.

**Movant:** Zoglin

**Second:** Chiu

**Ayes:** Chiu, Fung, Miller, Reeder and Zoglin

**Noes:** None

**Abstentions:** None

**Absent:** None

**Recused:** None

**Motion:** To further revise Article III, Section 5 of the Draft Revised ECHD Bylaws to state "Before July 1st of every odd numbered year . . ."

**Movant:** Zoglin

**Second:** Chiu

**Ayes:** Chiu, Fung, Miller, Reeder and Zoglin

**Noes:** None

**Abstentions:** None

**Absent:** None

**Recused:** None

**Motion:** To further revise Article III, Section 6 of the Draft Revised ECHD Bylaws as follows: "Any officer may resign at any time. Any officer may be removed by the majority vote of the District Directors . . ."

**Movant:** Fung

**Second:** Reeder

**Ayes:** Fung, Reeder and Zoglin

**Noes:** Chiu and Miller

**Abstentions:** None

**Absent:** None

**Recused:** None

**Motion:** To approve the Draft Revised ECHD Bylaws as presented in the staff report with the changes adopted by the previous motions.

**Movant:** Chiu

**Second:** Miller

**Ayes:** Chiu, Fung, Miller, Reeder and Zoglin

**Noes:** None

**Abstentions:** None

**Absent:** None

**Recused:** None

9. **ECHD Financials FY 2015 YTD.** Iftikhar Hussain, CFO, reported on the ECHD Consolidated Statement of Revenue and Expenses, noting that the balance sheet is still very strong with over a year of cash available. He noted that ECH revenue is very soft due to decrease in volume of patients at the hospital and an increase in percentage of Medicare and MediCal patients.

He also reported on the ECHD Stand-Alone Balance Sheet, explained that he expects the state funds for the MediCal Intergovernmental Funds Transfer program will be received, and he explained that program.

**Motion:** To accept Financial Report FY 2015 YTD **Movant:** Fung

**Second:** Chiu

**Ayes:** Chiu, Fung, Miller, Reeder and Zoglin

**Noes:** None

**Abstentions:** None

**Absent:** None

**Recused:** None

10. **Community Benefit Hospital Operated Programs.** Chair Miller, Liaison to the Community Benefit Advisory Council ("CBAC"), reported that, at its January 13, 2015 meeting, the CBAC discussed but did not resolve the issue of ECHD funding of Community Benefit Hospital Operated Programs. She reported that the CBAC members agreed that the programs need to be supported and that the ECH programs should submit proposals and be considered just as any other community organization is. She also reported that the FY16 grant making process

has been revised to provide earlier and deeper involvement of the CBAC, which will make recommendations that will form the Community Benefit Plans that will be presented to the Hospital and District Boards in June for approval.

Director Zoglin suggested the Board should consider further discussions at some point about the role of the Board in relationship to the CBAC and whether it should be functioning like a Board committee. Director Fung agreed it is important for the District Board to be involved in these discussions. Director Chiu also agreed that the Board should have further conversations about the role of the Board in relation to the CBAC. Director Reeder stated that he is not opposed to discussing this at a future meeting, but he thinks the CBAC is functioning well as it is, and discussing whether or not it should become a Board committee is not a high priority. Chair Miller suggested it could be added to the pacing plan and Director Zoglin agreed that while it is not a high priority, Chair Miller might look at the pacing plan and add it as the Board's agenda permits.

Chair Miller requested that staff add the appointment of Laura Macias to the CBAC to the Pacing Plan for the March Board meeting.

11. **Policy Discussion: Term Limits for ECHD Board.** Chair Miller reviewed the staff report with the Board members and commented that she does not believe that term limits are appropriate for Healthcare District Boards due to the complexity of the healthcare industry. Director Reeder agreed and noted that during the last public election none of the members of the public he encountered raised the issue of term limits with him. Director Chiu and Director Zoglin commented that they would be willing to discuss the issue further but it is not a priority for them.

12. **Hospital Board Member Election Ad Hoc Committee Report.** Referring to the "Process for Re-Election and Election of Non-District Board Members to the El Camino Hospital Board of Directors" that the ECHD Board adopted on December 9, 2014 ("the process"), Director Zoglin suggested that items 6a and 6b should be revised to provide for the Ad Hoc committee to filter resumes, but the entire Board should participate in interviewing the candidates. The Board members also discussed how the Governance Committee of the El Camino Hospital Board might be involved in the process if recruitment of a new ECH Director becomes necessary.

At Chair Miller's request, Director Reeder explained the ECH Board's recommendation regarding prioritization of competencies for Non-District Board Member's serving on the ECH Board.

**Motion:** To approve the Governance Committee recommended competencies that were approved by the ECH Board at the January 15, 2015 meeting as directed by this Board in December 2014. They are:

1. Assumption of risk for population health (pacing)
2. Experience in specific areas of the continuum of care (e.g. SNFs and HHC)
3. Healthcare IT Transformation/EMR

**Movant:** Reeder  
**Second:** Miller  
**Ayes:** Chiu, Fung, Miller, Reeder and Zoglin  
**Noes:** None  
**Abstentions:** None  
**Absent:** None  
**Recused:** None

13. **Process for Bi-Annual Election of Board Officers.** Chair Miller noted that there is not currently an existing policy that sets forth the process for the bi-annual election of officers and that creating such a policy is before the Board. Director Reeder suggested that the District Board use the same process that the ECH Board used in 2013 for election of the Board Chair based on competencies. Director Zoglin agreed.

Directors Fung and Chiu commented that the competency for serving as an officer of the District Board might be different than the competencies for the Hospital Board. Director Chiu also commented that he would prefer not to adopt a competency-based process at this time, but to agendize the adoption of a competency-based approach separately with the benefit of a staff report on the duties of a District Board officer and what important competencies might be. Directors Zoglin and Reeder agreed that the competencies would be different for the two Boards but the process could be the same. The Directors further discussed the pros and cons of using a competency-based process to elect

**Motion:** To table this item until the next District Board meeting and ask staff to provide copies of the process used by the ECH Board in 2013 to elect the Board Chair.

**Movant:** Reeder  
**Second:** Zoglin  
**Ayes:** Fung, Reeder and Zoglin  
**Noes:** None  
**Abstentions:** Chiu and Miller  
**Absent:** None  
**Recused:** None

14. **Pacing Plan.** At Chair Miller's request, Cindy Murphy, Board Liaison, explained the changes to the pacing plan. Tomi Ryba, CEO, offered to provide the Board with the District's current conflict of interest code and rules of order as well as similar policies in place at ECH to inform the Board's discussion regarding revisions to the District's policies or rules in March. Chair Miller requested that the "Board Processes" item be kept on the pacing plan until she has a chance to consider it prior to the next meeting and possible revisions to the District's Rules of Order be added.

15. **Board Comments.** Director Chiu requested a short recess before going into closed session.

16. **Adjourn to Closed Session.**

**Motion:** To adjourn to closed session at 7:10 pm for a report pursuant to *Gov't Code Section 54957.2*: Approval of the Closed Session Minutes of December 9, 2014; and for a report pursuant to *Health and Safety Code Section 32106(b)*: Property Planning.

**Movant:** Chiu

**Second:** Fung

**Ayes:** Chiu, Fung, Miller, Reeder and Zoglin

**Noes:** None

**Abstentions:** None

**Absent:** None

**Recused:** None

*Agenda Items 17-21 were considered in closed session.*

**Agenda Item 22 – Reconvene Open Session.** Open Session was reconvened at 7:28 pm. During the closed session, the Board approved the closed session minutes of the December 9, 2014 meeting by a vote of all Directors present in favor (Chiu, Fung, Miller, Reeder and Zoglin).

15. **Agenda Item 23 – Adjournment.**

**Motion:** To adjourn at 7:28 pm

**Movant:** Zoglin

**Second:** Fung

**Ayes:** Chiu, Fung, Miller, Reeder and Zoglin

**Noes:** None

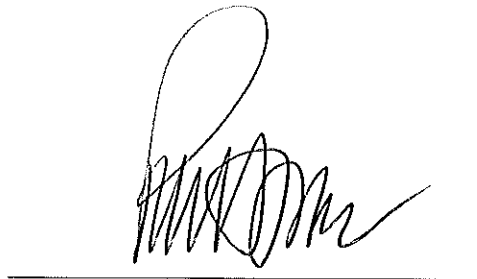
**Abstentions:** None

**Absent:** None

**Recused:** None



Julia Miller  
Chair, ECHD Board of Directors



Peter C. Fung, MD  
ECHD Board Secretary/Treasurer