



**Minutes of Open Session**  
**REGULAR MEETING OF THE BOARD OF DIRECTORS**  
**El Camino Healthcare District**  
**Tuesday, March 15, 2016, 5:30 p.m.**  
 El Camino Hospital, Conference Rooms E, F & G (ground floor)  
 2500 Grant Road, Mountain View, California

**Board Members Present**

Dennis Chiu  
 Peter Fung  
 Julia Miller  
 David Reeder  
 John Zoglin

**Board Members Absent**

AGENDA ITEM	Comments/Discussion	Approvals/Action
1. <b>CALL TO ORDER</b>	Board Chair Peter C. Fung, MD, called to order the Open Session meeting of the El Camino Healthcare District Board of Directors at 5:30 pm.	
2. <b>SALUTE TO THE FLAG</b>	Director Zoglin led the Board members, staff and members of the public present in the Pledge of Allegiance.	
3. <b>ROLL CALL</b>	Silent roll call was taken. All Board members were present.	
4. <b>PUBLIC COMMUNICATION</b>	None.	
5. <b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Fung asked if any Board member may have a conflict of interest with any of the items on the agenda. No conflict of interest was reported.	
6. <b>COMMUNITY BENEFIT SPOTLIGHT: THE LIVING CLASSROOM RESOLUTION 2016-02</b>	<p>Barbara Avery, Director of Community Benefit introduced Vicki Moore, Executive Director of the Living Classroom.</p> <p>Ms. Moore reported that the Living Classroom is a garden based academic educational program, partially funded by an ECHD grant, which helps children connect to the outdoors and develop healthy eating habits. She reported that the program, currently in Transitional Kindergarten through 4<sup>th</sup> grade in the Mountain View - Whisman school district, will be extended to 5<sup>th</sup> grade next year. Ms. Moore described the Farm to Lunch program, a new component this year, which has served 1500 students this year and produced over 140 pounds of produce to date. She also explained that due to media publicity, the community has become increasingly aware of the program.</p> <p>In response to Director Miller's question, Ms. Moore reported that they are considering expanding into the MV-Whisman middle schools and down the road into other school districts within the ECHD.</p> <p>Ms. Avery presented Resolution 2016-02 to Ms. Moore.</p>	<i>Resolution 2016-02 was approved.</i>

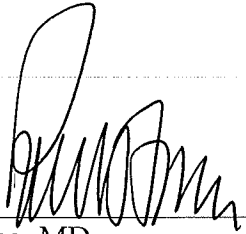
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<p>7. <b>CONSENT CALENDAR ITEMS:</b></p>	<p><b>Motion:</b> To Approve Resolution 2016-02 recognizing the Living Classroom for its service to the Farm to Lunch Program  <b>Movant:</b> Reeder  <b>Second:</b> Miller  <b>Ayes:</b> Chiu, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p> <p><b>Motion:</b> To Approve the Consent Calendar: Minutes of the Regular Meeting of the District Board of January 19, 2016; Resolution 2016-03: Calling General Election on November 8, 2016; Resolution 2016-04: Request for and Consent to Consolidation of November 8, 2016 Election; Specification of the Election Order; and Community Benefit Mid-Year Metrics.  <b>Movant:</b> Miller  <b>Second:</b> Zoglin  <b>Ayes:</b> Chiu, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p> <p>Tomi Ryba, CEO, reported that going forward the staff will provide not only year over year trending of the Community Benefit Grant Metrics, but also year to date. She also asked the Board if it would be helpful to provide the Board with information about how the Community Benefit staff might enhance the validation of Community Benefit partners' outcome metrics.</p> <p>Director Reeder commented that he did not perceive a need to generate more data. Director Zoglin commented that additional validation data might be helpful. Ms. Ryba agreed to bring back additional information about how outcome measures might be audited to the June meeting.</p>	<p><i>Consent Calendar Approved</i></p>
<p>8. <b>ECHD FINANCIALS FY2016 YTD</b></p>	<p>Iftikhar Hussain, Chief Financial Officer, reported that the consolidated results for all entities is \$1 million behind budget, and El Camino Hospital is \$2.9 million behind target through the end of January, but is offset by favorable results at CONCERN.</p> <p>With respect to the District Stand-Alone Financials, Mr. Hussain explained some changes in the format of the report to enhance its readability. He also explained that the District currently has a negative fund balance because as the levies are made the fund balance comes down. He</p>	<p><i>Financial Report approved</i></p>

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	<p>also explained how tax funds are allocated.</p> <p>In response to Chair Fung’s question, Mr. Hussain explained that the \$24 million non-operating loss is due to short term investment losses but that since inception the fund has gained 4.4%.</p> <p>Chair Fung requested further detail on the purchased services and professional fees at a future meeting.</p> <p>In response to Director Miller’s question, Mr. Hussain explained that the District’s practice has been to allocate excess funds over Gann limit to Capital projects and recently those funds have been allocated to the El Camino Hospital’s planned new Behavioral Health Service building.</p> <p><b>Motion:</b> To approve the ECHD Financial Report YTD.  <b>Movant:</b> Zoglin  <b>Second:</b> Chiu  <b>Ayes:</b> Chiu, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<p>9. ECH BOARD MEMBER ELECTION AD HOC COMMITTEE REPORT</p>	<p>Director Miller deferred making the report to Director Zoglin who reported that he, Director Miller and Gary Kalbach of the El Camino Hospital Governance Committee interviewed two new candidates for the position of El Camino Hospital Board Director. He also reported that it is the Ad Hoc Committee’s unanimous recommendation to re-elect Jeffrey Davis, MD, to the El Camino Hospital Board of Directors.</p> <p>Director Miller stated that the Committee followed the Board’s established policy and process.</p>	
<p>10. POSSIBLE ELECTION OF ECH BOARD MEMBER</p>	<p><b>Motion:</b> To elect Dr. Jeffrey Davis, MD to the El Camino Hospital Board of Directors.  <b>Movant:</b> Miller  <b>Second:</b> Reeder  <b>Ayes:</b> Chiu, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>Jeffrey Davis, MD was elected to the El Camino Hospital Board of Directors</i></p>
<p>11. APPOINTMENT OF CBAC LIAISON</p>	<p>Chair Fung noted that the District Board appointed Director Miller to the Community Benefit Advisory Council (“CBAC”) on March 19, 2013 and that her 3-year term will be ending this month. Director Zoglin expressed interest in serving as the liaison, but noted that he had</p>	<p><i>Director Miller appointed as CBAC Liaison</i></p>

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	<p>served on the CBAC in 2011 and if there was another Board member such as Director Chiu or Reeder who has not served recently and would be interested that should be considered as well.</p> <p>Director Reeder requested that the CBAC Charter be updated to reflect that the CBAC is a staff Committee and that Board members serve as liaisons not committee members, and asked staff to work on that over the coming year. Tomi Ryba, CEO, agreed to do so.</p> <p>In response to Chair Fung’s questions Cecile Currier, VP of Corporate and Community Giving, explained (1) that the three year term in the Charter was derived from what other similar councils do, but that some use 2 year terms as well and (2) that it takes a year (one grant cycle) to become familiar with the grant making process, and perhaps longer to become familiar with the grantees.</p> <p>Director Chiu thanked Director Zoglin for suggesting he might be appointed but commented that he did not believe it appropriate for him to serve on a committee that is advisory to staff. He also noted Director Miller had expressed interest in serving as the liaison.</p> <p>The Board discussed whether the term of service as liaison to the Community Benefit Advisory Council (“CBAC”) should be two or three years. The Board members also discussed whether it would be beneficial to rotate the appointment rather than re-appointing the same Director for a second term.</p> <p>Director Miller expressed her interest in serving as the liaison and noted that she has time to serve as she is only serving on one Hospital Board Committee at this time.</p> <p>Director Chiu nominated Director Miller (2<sup>nd</sup> by Chair Fung). Director Reeder nominated Director Zoglin (2<sup>nd</sup> by Director Zoglin). The Board voted as follows:                      Chiu: Miller                      Fung: Miller                      Miller: Miller                      Reeder: Zoglin                      Zoglin: Zoglin</p> <p>Director Miller was appointed to serve as the Board’s Liaison to the CBAC.</p>	
<p><b>12. PACING PLAN</b></p>	<p>The Board directed staff to cancel and remove the May 17, 2016 meeting from the Pacing Plan.</p>	
<p><b>13. BOARD COMMENTS</b></p>	<p>Director Reeder commented that the Board has had a norm that sitting Board members not endorse candidates running</p>	

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	<p>for the ECHD Board and he requested that none of the sitting Board members endorse candidates running for the District Board in the November 2016 election. Director Reeder expressed concern with the way elections are run in this country as a result of the U.S. Supreme Court decision in <i>Citizens United</i> and requested that an agenda item to discuss and possibly take action on a voluntary spending limit for the November 2016 District Board election be added to the June meeting. He noted he would propose some ideas and asked to work with the Board Liaison and General Counsel before the next meeting to determine whether it would require a Bylaws amendment or Board approval of a Resolution.</p> <p>Director Fung commented that he believed the Board members are entitled to endorse candidates and that it would be difficult to define reasonable spending limits in light of Super PAC expenditures to oppose candidates.</p> <p>Director Chiu commented that he also disagrees with the decision in <i>Citizens United</i>. He also described the expenses associated with running a campaign and noted that a limit on spending in the 2016 election could make it very difficult for ECHD candidates to get their message to the public given the large number of other local and state offices up for election.</p> <p>Director Miller commented that she would like to have a discussion about voluntary spending limits, and noted that it costs a candidate \$3000 to have his or her name placed on the ballot. Director Zoglin commented that he would like to see the topic on June’s agenda and Chair Fung commented that it would be a good discussion.</p>	
<p><b>14. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 6:44 pm  <b>Movant:</b> Miller  <b>Second:</b> Chiu  <b>Ayes:</b> Chiu, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>Adjourned to Closed Session at 6:44 p.m.</i></p>
<p><b>15. RECONVENE OPEN SESSION</b></p>	<p>Open Session was reconvened at 7:03 pm. Chair Fung reported that the Minutes of the Closed Session Meeting of January 19, 2016 were approved by a vote of 5 directors in favor (Chiu, Fung, Miller, Reeder, Zoglin).</p> <p>Chair Fung requested that staff place the signed District Standards of Conduct on the District’s website. Cindy Murphy, Board Liaison, confirmed it had already been done.</p>	

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16. ADJOURNMENT	<b>Motion:</b> To adjourn the meeting at 7:05 pm <b>Movant:</b> Reeder <b>Second:</b> Zoglin <b>Ayes:</b> Chiu, Fung, Miller, Reeder, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<i>Meeting adjourned at 7:05 pm.</i>



Peter Fung, MD  
Chair, ECHD Board of Directors



Julia Miller  
Secretary, ECHD Board of Directors

Prepared by: Cindy Murphy, Board Liaison