

**Minutes of the Regular Meeting**  
**El Camino Healthcare District Board of Directors**  
**Monday, August 25, 2014**  
**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 Patricia A. Einarson, MD at 5:33 pm.

2. **Roll Call.**

**Board Members Present:** Dennis Chiu; Patricia A. Einarson, MD; Julia Miller; David Reeder; and John Zoglin.

**Board Members Absent:** None

3. **Potential Conflict of Interest Disclosures.** Chair Einarson 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.

4. **Consent Calendar.** Chair Einarson asked if any Board member or member of the public wished to remove an item from the consent calendar. Director Miller requested that items c and d be removed from the consent calendar.

Director Miller commented that the Hospital Board will be considering whether to change Board planning processes from a fiscal year to a calendar year and she asked that the same issue be on the agenda for the October District Board meeting. Director Miller noted that having brought this matter to the attention of the Board she has no objection to approving consent calendar items c and d.

**Motion:** To approve the consent calendar: Minutes of the Regular Meeting of the District Board Meeting of June 17, 2014; Biennial Review of the Conflict of Interest Code including Draft Revised Conflict of Interest Code: Resolution 2014-9 and Exhibit A; Two Year ECHD Planning Calendar; and ECHD Pacing Plan;

**Movant:** Miller

**Second:** Chiu

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

**Noes:** None

**Abstentions:** None

**Absent:** None

**Recused:** None

5. **District: Accountability and Purpose.**

a. **District Purpose.** Director Einarson asked the Board members to consider what the District Board is accountable for and, aspirationally, what the District's purpose should be. The Board members discussed the chart "El Camino Healthcare District: Mission and Purpose" that was included in the Board's packet. Director Miller suggested that the Community Benefit Advisory

Council should be reflected on the chart. Directors Zoglin and Reeder each commented that the document correctly reflects the District's accountability at a high level and additional detail is not necessary.

Directors Chiu and Miller suggested that the provision "acquire and maintain ambulances" in the District's stated purpose (ECHD bylaws Article I) should be reconsidered. Director Reeder commented that District's "purpose" as stated on the document was likely written many years ago, many of the provisions are historical, and the purpose should probably be revised.

Director Einarson asked if any of the Board members had any additional comments on the District's mission and purpose. Directors Chiu, Miller and Einarson requested that staff undertake to modernize the "purpose". Director Zoglin suggested that any revisions should encompass changes over the last few decades and should take into account the change in the governance structure of El Camino Hospital.

Tomi Ryba, CEO requested that one or more of the Board members partner with she and the Board Liaison to draft and bring back a proposed revision to the Board either in October or at a future meeting. Mary Rotunno, Associate General Counsel, commented that the bylaws would need to be amended to change the District's stated purpose. Director Einarson noted that she would take under advisement when a full bylaws review should be completed, depending on when consideration of this might fit into the Board's pacing plan.

b. Community Benefit Plan: Funding of Hospital Operated Programs in FY 2016. Director Miller stated that the Community Benefit Advisory Council is meeting on September 17, 2014, and asked for the background of this agenda item. Cecile Currier, VP, Corporate and Community Health Services & President, Concern EAP, explained that puts forward a policy/guideline issue for the Board to consider. The Board has approved FY15 funding for Community Benefit and that funds have been distributed to the programs. If there is to be a change in policy with regard to District funds being available for Hospital-operated programs for FY16, the staff would need to know that before FY16.

Director Miller asked that the Board discuss, but not decide, this issue until after the CBAC meets and she is able to report back to the Board.

Director Reeder stated that he did not recall any discussion or decision by the Board to prohibit funding of Hospital-operated community benefit programs. Director Miller noted that both the District and the Hospital contribute funds to Hospital operated programs. Director Reeder commented with respect to Hospital operated programs that receive funds from both sources, District funds have always been used to serve District residents, and Hospital funds may be used for District and non-district residents.

Director Chiu commented that if he would want his decision on this issue to be informed by information regarding any tax implications and Gann Act implications.

Ms. Currier stated that if District funds were not available to fund Hospital-operated community benefit programs, it would result in an additional cost of approximately \$2.1m to the Hospital, if the Hospital maintained the current level of services provided by those programs. Ms. Ryba offered to bring back some information to the District Board and to the Hospital Board regarding the effect of such a decision.

Director Zoglin commented that it is important to discuss this topic and to consider how the Board is allocating taxpayer dollars in the community. It might be worthwhile to consider whether the composition of the CBAC has kept pace with the size of the program. However, he is comfortable with the way the Board has allocated funds to date, and that the Board has been responsive to the community in this area.

In response to Director Einarson's question, Ms. Currier explained how the staff develops and uses criteria to assess whether a program is "Hospital operated." Director Einarson asked for the Board to be provided with those criteria.

Ms. Currier acknowledged that some members of the CBAC had asked whether District funds should be used for Hospital-operated community benefit programs and noted that it would be helpful to have the District Board's views on that to inform the CBAC, while keeping in mind that the CBAC is advisory only, and the Board is the decision making body.

Director Zoglin noted that the process has to begin with the community needs assessment and then funds should be spent in a way that the District gets the most value for its money. Director Reeder requested that if the CBAC does reach a conclusion on this issue, that it issue a report with its specific recommendation to the Board. Director Miller agreed to prepare a report with the staff's help for the October meeting.

In response to the Board's questions, Ms. Currier explained that the charter and membership of the CBAC are determined by the Board, and the charter will be reviewed by the CBAC at its next meeting and will be brought back to the Board following that meeting.

#### c. California Healthcare District Survey: Governance, Strategy, and Measurements.

Director Einarson called the Board's attention to the research provided regarding other Districts' practices, and asked for comments from the Board. Director Zoglin suggested the Board should more actively engage with other Boards, and Director Miller agreed.

The Board members discussed how the District might measure and impact the health of the District residents without regard to where residents obtain healthcare. Director Einarson suggested that partnering with local employers might be useful. Director Zoglin suggested that the District might consider funding both healthcare services and healthcare education. Director Reeder suggested the Board might consider getting more involved with ACHD to learn best practices. Ms. Ryba agreed to look into the possibility of hosting an ACHD meeting.

Ms. Ryba asked how the Board would like her to proceed in regards to re-framing the District's "purpose." Director Reeder offered to work with staff prior to the October meeting on this issue.

6. **District Boundaries Clarification.** Director Einarson noted that the deadline for declaring candidacy for the upcoming election has passed, that not all of Los Altos Hills is within the District boundary, and that the District's marketing and communication materials will be updated to reflect the boundaries accurately. Director Reeder requested a copy of the detailed map.

7. **Public Communication.** None.

8. **Board Comments.** Director Miller reported that she participated in a teleconference with County staff related to the Tobacco Securitization Authority on which she sits, that there is an upcoming meeting, and that she will report back to the Board in October. She also asked Ms. Ryba about the Hospital's efforts to prevent data breaches and Ms. Ryba gave a high level explanation of the Hospital's compliance program. Director Zoglin noted that the meeting tonight was time well spent.

9. **Adjourn to Closed Session.**

Motion: To adjourn to closed session at 7:10 pm

Movant: Chiu

Second: Reeder

Ayes: Chiu, Einarson, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

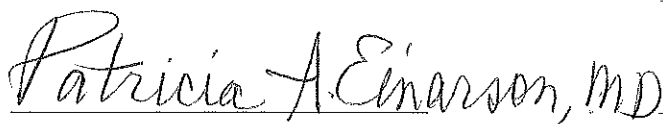
Recused: None

10. **Reconvene Open Session.** Open session was reconvened at 7:17 pm. The Minutes of the closed session of June 17, 2014 were approved during the closed session by a vote of four members in favor (Chiu, Einarson, Miller and Zoglin) and one abstention (Reeder).

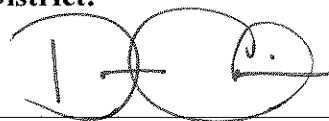
11. **Adjournment.**

Motion: To adjourn at 7:18 pm  
Movant: Reeder  
Second: Chiu  
Ayes: Chiu, Einarson, Miller, Reeder and Zoglin  
Noes: None  
Abstentions: None  
Absent: None  
Recused: None

**Attest as to the approval of the  
foregoing minutes by the Board of  
Directors of El Camino Healthcare  
District:**



Patricia A. Einarson, MD  
Chair, ECHD Board of Directors



Dennis Chiu  
ECHD Board Secretary

Prepared by: Cindy Murphy, Board Liaison