

**Minutes of the Regular Meeting
El Camino Healthcare District Board of Directors
Tuesday, December 9, 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 5:30 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. **Public Communication.** Geoffrey Mangers commented on the results of the November 2014 public election, and expressed opinions about litigation, El Camino Hospital's affordability and the November 2016 public election. Chris Ernst provided each of the Board members with a copy of *Joe Public Doesn't Care About Your Hospital A Manifesto for Transforming Healthcare Marketing*, by Chris Bevolo.

5. **Adjourn to Closed Session.**

Motion: To adjourn to closed session at 5:36 pm

Movant: Miller

Second: Chiu

Ayes: Chiu, Einarson, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

Agenda items 6-9 were completed in closed session.

6. **Agenda Item 10 – Reconvene Open Session.** Open Session was reconvened at 5:52 pm. Cindy Murphy, Board Liaison, reported that, during the closed session, the Board approved the Closed Session Minutes of the October 21, 2014 Meeting by a vote of five Directors in favor (Chiu, Einarson, Miller, Reeder and Zoglin), none opposed.

7. **Agenda Item 11 – El Camino Hospital Board Member Election Ad Hoc Committee Report.** Director Zoglin described the Ad hoc Committee's report including the proposed revisions to the El Camino Hospital Board Member Job Description and the Draft Revised Process for Re-Election and Election of Non-District Board Members. The Directors

discussed whether the attendance requirement in the job description should be 2/3 or 75%. Director Zoglin confirmed that the recommendation is for 2/3 attendance at Hospital Board Meetings **and** 2/3 of assigned Standing Advisory Committee meetings. The Directors also discussed removing paragraph 5 and modifying paragraph 4.

Motion: To approve the Draft Revised El Camino Hospital Board Member Job Description with the following amendments: (1) **delete** paragraph 5 "Notice of inability to attend a meeting at all, shall be given to the Chair of the Meeting and to the Board Liaison prior to the beginning of a meeting" and (2) **modify** paragraph 4 to read: "Notice (in accordance with policy) for inability to attend a meeting in person or via teleconference, except in the case of emergency, shall be given to the Board Liaison at least five business days prior to a meeting."

Movant: Reeder

Second: Zoglin

Ayes: Chiu, Einarson, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

Motion: To approve the Draft Revised Process for Re-Election and Election of Non District Board Members to the El Camino Hospital Board of Directors.

Movant: Zoglin

Second: Miller

Ayes: Chiu, Einarson, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

The Board members reviewed the Competency Matrix compiled by Nygren Consulting that summarized the opinions of all District Board members with regards to the competencies and skill sets of the ECH Board members. They also discussed how often the competency matrix should be reviewed or revised, succession planning for the ECH Board, and prioritization of the competencies. Director Zoglin commented that the District Board should request the assistance of the ECH Governance Committee to prioritize the competencies.

8. **Agenda Item 12 – Consider Re-Election of Member of El Camino Hospital Board Director Whose Term Ends June 30, 2015.** The Board members discussed the possible re-election of Nandini Tandon, PHD to the El Camino Hospital ("ECH") Board of Directors. Director Zoglin reported that it is the Ad hoc Committee's recommendation to delay re-election until June 2014 to give Director Tandon an opportunity to understand and comply with the new attendance requirements.

The Board members discussed Dr. Tandon's valuable contributions to the ECH Board and advisory committees when present at meetings, how her skill set enhances the collective

competencies of the Board, the fact that she is a member of three advisory committees, and the fact that she has been unable to attend a number of Board and committee meetings. Chair Einarson reported that Director Tandon conveyed her interest in being re-elected to the ECH Board. The Board members also discussed the importance of communicating the new attendance requirements adopted as part of the ECH Board Member Job Description prior to enforcing it.

Motion: Director Miller made a motion to delay consideration of the re-election of Nandini Tandon and communicate that the attendance requirement is 2/3 physical attendance at all El Camino Hospital Board Meetings and 2/3 of Finance Committee and Executive Compensation Committee meetings and is expected in the first half of calendar year 2015.

Following discussion on the motion, Director Reeder seconded the motion.

The Directors further discussed the motion. Director Zoglin requested, Director Miller accepted and Director Reeder seconded a friendly amendment to remove the specification regarding which committee, other than the Finance Committee, on which Director Tandon would serve. Chair Einarson requested that Director Miller restate the motion.

Motion: To delay consideration, or the vote, of the re-election of Nandini Tandon and communicate that the attendance requirement is 2/3 physical attendance at the meetings of the El Camino Hospital Board, Finance Committee and a second Committee and is expected through the first half of calendar year 2015.

Movant: Miller

Second: Reeder

Ayes: Chiu, Einarson, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

9. **Agenda Item 13 – Election of New Member to El Camino Hospital Board Member Election Ad hoc Committee.** Chair Einarson noted that with her departure from the Board, there will be a vacancy on the Committee. Director Miller volunteered to serve with Director Zoglin.

Motion: To elect Director Miller to the Ad hoc Committee

Movant: Zoglin

Second: Chiu

Ayes: Chiu, Einarson, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

10. **Agenda Item 14 – Consent Calendar.**

Motion: To approve the consent calendar (Minutes of the Regular ECHD Board meeting October 21, 2014)

Movant: Chiu

Second: Zoglin

Ayes: Chiu, Einarson, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

11. **Agenda Item 15 – Transfer of the Office of the Chair.** Chair Einarson passed the gavel to Director Miller who assumed the office of Board Chair due to the vacancy in the Office created by Chair Einarson's departure from the Board.

12. **Agenda Item 16 - Recognition.** Chair Miller recognized Dr. Einarson's many contributions to the District and El Camino Hospital Boards and presented her with a commemorative plaque. Tomi Ryba, CEO, presented Dr. Einarson with recognitions from several local elected officials. Chair Miller also acknowledged Directors Reeder's re-election and thanked him for his continuing service. Dr. Einarson left the dias.

13. **Agenda Item 17 – Resolution to Accept the Santa Clara County Election Results of November 4, 2014 and Administration of Oath of Office.**

Motion: To accept the statement of votes and certification of election results and declare the total of votes as follows to be the final results of the election of November 4, 2014: Dr. Peter C. Fung received 22,911 votes, Director David Reeder received 22,267 votes and Margaret Abe-Koga received 18,346 votes, with Dr. Fung and Mr. Reeder being elected to the ECHD Board.

Movant: Miller

Second: Chiu

Ayes: Chiu, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

Peter C. Fung, MD took the oath of office administered by Chair Miller and Director Reeder took the oath of office administered by Russell W. Melton. Dr. Fung joined the other Board members on the dias.

14. **Agenda Item 18 – Appointment and Confirmation of Board Officers.** Chair Miller noted that the office of the Vice Chair is now vacant and opened the floor for nominations for Vice-Chair.

Motion: To nominate and elect Dennis Chiu as Vice Chair. (There were no other nominations.)

Movant: Fung

Second: Reeder

Ayes: Chiu, Fung, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

Chair Miller noted that the office of the Secretary/Treasurer is now vacant and opened the floor for nominations for Secretary/Treasurer.

Motion: To nominate and elect Peter Fung as Secretary Treasurer. (There were no other nominations.)

Movant: Chiu

Second: Reeder

Ayes: Chiu, Fung, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

15. **Agenda Item 19 – Election of Directors to El Camino Hospital Board.**

Motion: To elect Directors Fung and Reeder to the El Camino Hospital Board.

Movant: Chiu

Second: Zoglin

Ayes: Chiu, Fung, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

16. **Agenda Item 20 – Resolution 2014-12: Setting Meeting Dates For CY 2015.**

Motion: To approve Resolution 2014-12 setting meeting dates for CY 2015 (January 20th, March 17th, April 21st, June 16th and October 20th).

Movant: Fung

Chair Miller opened the floor for discussion. Director Zoglin requested that a meeting be added in August to accommodate possible issues related to the re-election of hospital Board members. The Board members discussed this and Director Fung revised his motion.

Motion: To approve Resolution 2014-12 setting meeting dates for CY 2015 (January 20th, March 17th, April 21st, June 16th, August 18th and October 20th.)

Movant: Fung

Second: Chiu

Chair Miller opened the floor for discussion. Director Reeder noted that in the past, District Board meetings had been held quarterly and limited to 1.5 to 2 hours. He further commented that he has a major concern with preparatory work imposed on staff by additional meetings, especially in light of workload on the CEO, the executive team created by the ECH iCare project. He also commented that he would prefer to avoid adding the burden of preparing for and attending additional meetings to enable the staff to devote their time and focus on ensuring ECH's patient receive quality care, and that he would like to see District meetings go back to quarterly, be less lengthy and focus only on necessary District business. Director Zoglin and Director Miller noted that this was a valid point. Director Zoglin withdrew his request to add a meeting in August.

Motion: To approve Resolution 2014-12, as presented, setting meeting dates for CY 2015 (January 20th, March 17th, April 21st, June 16th, and October 20th).

Movant: Fung

Second: Chiu

Ayes: Chiu, Fung, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

17. **Agenda Item 21 - Pacing Plan.** Director Reeder suggested that the Board focus only on those items that are absolutely necessary. Director Miller noted that she will bring a revised pacing plan to the Board for consideration in January.

18. **Agenda Item 22 – Reorganization of Community Benefit Advisory Council Membership.** Chair Miller reported that she had gathered the suggestions for reorganizing the Community Benefit Advisory Council ("CBAC") contained in her report from having served on the CBAC for two years.

Motion: To direct staff to bring forth recommendations to the CBAC for rebalancing its membership as suggested by the CBAC as noted in Section 1 of Chair Miller's report and to direct staff to adopt the procedures for CBAC meetings listed in Section 2 of Chair Miller's report.

Movant: Chiu

Second: Fung

Following the motion and the second, the Directors discussed various aspects of Director Miller's report including (1) whether the Board should be directing the council, which is an internal hospital committee, not a Board committee, regarding the procedures it should adopt, (2) whether staff should be voting members of the council, and (3) whether status as a member of an ethnic minority (as a personal characteristic as opposed to personal capability) is an appropriate criteria for selection as a member of the council.

Following the discussion, Director Fung withdrew his second and Chair Miller seconded Director Chiu's motion. Following further discussion, Director Chiu requested an amendment to the motion. The motion was then restated as follows:

"To direct staff to bring forth recommendations to the CBAC for rebalancing its membership as suggested by the CBAC as noted in section 1 of Chair Miller's report modified to delete the word "minority" from Section 1(b)(vi) and for staff to consider adopting the suggested procedures for CBAC meetings listed in Section 2 of Chair Miller's report."

Ayes: Chiu, Fung and Miller

Noes: Reeder and Zoglin

Abstentions: None

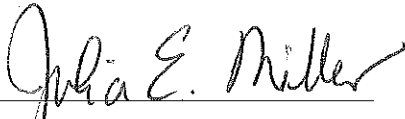
Absent: None

Recused: None

19. **Agenda Item 23 - Board Comments.** Chair Miller commented that she will be attending a meeting on Silicon Valley Tobacco Securitization Authority on December 10, 2014, and that she has attended a number of community functions recently. Director Chiu congratulated Directors Fung and Reeder on their election to the Board.

20. Agenda Item 24 - Adjournment.

Motion: To adjourn at 7:40 pm
Movant: Fung
Second: Chiu
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

Prepared By: Cindy Murphy, Board Liaison