



**Minutes of the Open Session of the
El Camino Hospital Board of Directors
Wednesday, February 10, 2021**

Pursuant to State of California Executive Order N-29-20 dated March 18, 2020, El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

Board Members Present

Lanhee Chen, Chair**
Peter C. Fung, MD**
Julie Kliger**
Julia E. Miller, Secretary/Treasurer**
Jack Po, MD, PhD**
Bob Rebitzer**
George O. Ting, MD**
Carol A. Somersille, MD**
John Zoglin, Vice Chair**

Board Members Absent

None

**via teleconference

Members Excused

None

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Board of Directors of El Camino Hospital (the "Board") was called to order at 5:30pm by Chair Chen. A verbal roll call was taken. Director Po joined the meeting at 5:31pm during the call to order. All other Board members were present at roll call. All members participated via videoconference pursuant to Santa Clara County's shelter in place order. Chair Chen reviewed the logistics for the meeting. A quorum was present pursuant to State of California Executive Orders N-25-20 dated March 12, 2020 and N-29-20 dated March 18, 2020.	
2. POTENTIAL CONFLICTS OF INTEREST DISCLOSURES	Chair Chen asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	None.	
4. BOARD RECOGNITION	<p>Dan Woods, CEO, recognized frontline healthcare workers for their continuous commitment to El Camino Health's patients and the community since the pandemic began and for meeting the continuous challenges presented by the pandemic with steadfast resolve.</p> <p>Motion: To approve <i>Resolution 2020-09</i> recognizing the El Camino Health Foundation.</p> <p>Movant: Fung Second: Miller Ayes: Chen, Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>The Board commended the workers, including the representatives in attendance, for their tremendous efforts and dedication during this time.</p>	
5. QUALITY COMMITTEE REPORT	Director Kliger, Quality Committee Chair, commended Cheryl Reinking, RN, CNO, and her team for a fourth successful Magnet re-certification from the American Nurses Credentialing Center (ANCC).	

	<p>She also provided an overview of the discussion at the February 1, 2021 Quality Committee meeting:</p> <ul style="list-style-type: none"> - The Committee reviewed and discussed the El Camino Health Medical Network’s quality and service performance, including developments in infrastructure, governance, and leadership; new and more robust targets will be established in June 2021. - On the Board quality dashboard, results are mixed. The organization is performing well on readmissions and there is opportunity for improvement in sepsis mortality, elective delivery prior to 39 weeks, C-section, throughput, and likelihood to recommend. - There was a follow up discussion on health equity and the Committee continues to explore how we can improve equity within the community and with patients. 	
<p>6. FY21 PERIOD 6 FINANCIALS</p>	<p>Carlos Bohorquez, CFO, provided an overview of the FY21 Period 6 Financials. He noted that the budget was developed during a period of uncertainty and the performance has been favorable to budget in a variety of areas. He highlighted:</p> <ul style="list-style-type: none"> - Average Daily Census (ADC) and length of stay have increased. - Total and adjusted discharges have decreased year over year due to hesitancy to seek care due to the pandemic and shifting of inpatient surgical procedures to an outpatient setting. - The organization is managing operations well; FTEs and productive hours per adjusted patient day were both favorable to budget and the prior year. - Cost per adjusted discharge has increased from the prior year due to the cost of personal protective equipment (PPE) and increased usage of PPE, and additional expenses associated with the pandemic including testing for patients and employees. - Financial performance was solid in this period, with operating income of almost \$7 million and EBIDA of 14.6%. <p>He also reviewed financials year-to-date, noting strong performance overall. Mr. Bohorquez noted that there was a significant wave of COVID-19 patients in January 2021 and as a result, the Operating Room capacity in Mountain View needed to be reduced, which negatively impacted revenue and will be reflected in the next financial presentation to the Board.</p> <p>Director Zoglin discussed comments from the Finance Committee including 1) the development of new projections and 2) the suggestion to discuss the role of financial performance in incentivizing executives with the Executive Compensation Committee. He suggested that the Board consider how it reviews regular and adjusted discharges given the organizational shift to telehealth services and split inpatient/outpatient services.</p> <p>In response to Director Fung’s question, Mr. Bohorquez explained that the Mountain View and Los Gatos campuses are on the same hospital license, so transfers between campuses would have only one discharge.</p> <p>Motion: To approve the FY21 Period 6 Financials.</p> <p>Movant: Po Second: Fung Ayes: Chen, Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None</p>	<p><i>FY21 Period 6 Financials</i></p>

	<p>Recused: None</p>	
<p>7. GOVERNANCE COMMITTEE REPORT</p>	<p>a. Draft Resolution 2021-02: Delegating Authority to the ECH Board Finance Committee; Proposed Revised ECH Community Benefit Policy; and Proposed Revised Finance Committee Charter</p> <p>Director Fung described the two sources of Community Benefit funding: 1) Hospital dollars and 2) taxpayer dollars for the District. He described the proposal to create a committee under the CEO’s purview to review Hospital Community Benefit grant funding, which would make a recommendation to the Hospital Board’s Finance Committee for approval not to exceed an annual plan amount of \$5 million. This would be reported to the Board for information.</p> <p>Chair Chen commented that this work is to ensure that the material the Board is reviewing and discussing is at a governance level. This area was identified as a potential opportunity.</p> <p>The Board engaged in a robust discussion about the composition of the reviewing body (hospital executives and middle management), feedback and input from the Community Benefit Advisory Council (CBAC), alignment with community and hospital objectives, inclusion of community comments, and the parallel review of the process for District Community Benefit funding.</p> <p>Barbara Avery, Director of Community Benefit, commented that the change in approvals does not concern her as long as the intent of the process remains the same, to provide funding to organizations that support the most at-risk in the community. Mr. Woods and Ms. Avery explained that the guidelines for allocating grant funding are based on prioritized identified needs in a triennial Community Health Needs Assessment. Cecile Currier, VP, Corporate & Community Health Services and President CONCERN:EAP, noted that the intent at the heart of a community benefit program is to provide greater access to care.</p> <p>Motion: To approve (1) Resolution 2021-02: Delegating Authority to the El Camino Hospital Board Finance Committee, (2) the Proposed Revised El Camino Hospital Community Benefit Policy and (3) the Proposed Revised Finance Committee Charter.</p> <p>Movant: Fung Second: Miller Ayes: Chen, Fung, Miller, Rebitzer, Somersille, Ting Noes: Zoglin Abstentions: Kliger, Po Absent: None Recused: None</p> <p>b. Proposed FY21 ECH Board Member Competencies</p> <p>Director Fung noted that the District Board’s Ad Hoc Committee will use this competency list to evaluate candidates to fill the current vacancy on the Hospital Board. He described the Committee’s robust discussion about including diversity on the list and the Committee’s agreement to delay that addition until the Committee has time to have a thoughtful and informed decision on the definition of diversity.</p> <p>Director Somersille suggested that the Board include diversity as one of the competencies to represent in some way the community it serves. She noted that it is important to address unconscious biases.</p>	<p><i>Resolution 2021-02, Revised ECH Community Benefit Policy, and Revised FC Charter approved</i></p>

	<p>The Board discussed the Governance Committee’s deliberations, the need to clearly define and address diversity, and whether diversity should be a competency or a general condition of consideration.</p> <p>Directors Miller and Somersille voiced their support of adding diversity to the list.</p> <p>Motion: To recommend that the District Board approve the Proposed FY21 Hospital Board Competency Matrix.</p> <p>Movant: Fung Second: Kliger</p> <p>Amendment (Miller): To recommend that the District Board approve the Proposed FY21 Hospital Board Competency Matrix with the addition of the word diversity as one of the factors listed on the matrix itself.</p> <p>Director Fung accepted the amendment; Director Somersille seconded the amendment.</p> <p>The Board further discussed the amended substitute motion. In response to Director Kliger’s question, Director Miller commented that the definition of diversity is being left open. Director Zoglin expressed concerns about evaluating Board members on diversity as a competency on the matrix. Director Kliger noted that this would be contrary to the Governance Committee’s determination.</p> <p>Ayes: Miller, Rebitzer, Somersille Noes: Chen, Zoglin Abstentions: Fung, Kliger, Po, Ting Absent: None Recused: None</p> <p>Director Po commented that addressing diversity is important, but it was not clear what it meant to add the word diversity to the matrix.</p> <p>The amended motion failed and the Board voted on the original motion: To recommend that the District Board approve the Proposed FY21 Hospital Board Competency Matrix as drafted and proposed originally.</p> <p>Ayes: Chen, Fung, Kliger, Po, Rebitzer, Ting, Zoglin Noes: Somersille Abstentions: Miller Absent: None Recused: None</p>	<p><i>FY21 ECH Board Member Competencies approved</i></p>
<p>8. ADJOURN TO CLOSED SESSION</p>	<p>Chair Chen thanked Sarah Rosenberg, Contracts Administrator/Governance Services EA, for her service to ECH.</p> <p>Motion: To adjourn to closed session at 6:37pm pursuant to <i>Gov’t Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (12/9/2020); pursuant to <i>Health and Safety Code Section 32155</i> for a report of the Medical Staff; deliberations concerning reports on Medical Staff quality assurance matters: Quality Committee Report (Medical Staff Credentials and Privileges Report, Quality Council Minutes); pursuant to <i>Health and Safety Code Section 32155</i> for a report of the Medical Staff; deliberations concerning reports on Medical Staff quality assurance matters: Medical Staff Report; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: FY21 Q2 Strategic Plan Metrics; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: Strategic Planning Update; pursuant to</p>	<p><i>Adjourned to closed session at 6:37pm</i></p>

	<p><i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation and <i>Gov't Code Section 54957</i> and <i>54957.6</i> for a discussion and report on personnel matters: CEO Report on Legal Services and Personnel Matters; and pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters – Senior Management: Executive Session.</p> <p>Movant: Miller Second: Kliger Ayes: Chen, Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>9. AGENDA ITEM 19: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 9:07pm by Chair Chen. Agenda Items 9-16 were addressed in closed session.</p> <p>During the closed session, the Board approved the Minutes of the Closed Session of the Hospital Board Meeting (12/9/2020), Quality Committee Report, including the Medical Staff Credentials and Privileges Report and the Quality Council Minutes, and the Medical Staff Report by a unanimous vote in favor of all members present and participating in the meeting (Directors Chen, Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, and Zoglin).</p>	
<p>10. AGENDA ITEM 20: CONSENT CALENDAR</p>	<p>Chair Chen asked if any member of the Board or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Hospital Board Meeting (12/9/2020); Board and Advisory Committee Assignments; LPCH NICU Professional Services Payment; FY21 Period 5 Financials; Enterprise Tele psychiatry Services Renewal; Medical Staff Report; El Camion Hospital Medical Staff Bylaws Revisions; and for information: Mountain View Site Plan Status; Finance Committee Approvals.</p> <p>Movant: Miller Second: Rebitzer Ayes: Chen, Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Consent calendar approved</i></p>
<p>11. AGENDA ITEM 20: WOMEN'S HOSPITAL EXPANSION PROJECT FUNDING</p>	<p>Ken King, CASO, provided an overview of the request for \$149 million in funding for expansion and remodel of the Women's Hospital. He reviewed the expansion plan of multiple phases over 38 months:</p> <ul style="list-style-type: none"> - The plan is designed to maintain safety of the environment (three floors of operational space, and two floors of parking), which would still be in operation during construction. - There would be a 44% increase in Mother-Baby rooms and a 20% increase in NICU bed capacity. - The renovated floors would include additional and expanded call rooms and showers for physicians. - About \$37 million of the capital investment would be for building infrastructure needs, including new HVAC equipment, updated electrical equipment, elevator modernizations, new communication 	<p><i>Women's Hospital Expansion funding project approved</i></p>

	<p>systems, and fire alarm upgrades.</p> <p>Motion: To approve the Women’s Hospital Expansion Project at a cost not to exceed \$149 million and to authorize Dan Woods, CEO to execute the construction contracts and other agreements required to successfully complete the project.</p> <p>Movant: Ting Second: Somersille Ayes: Chen, Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
12. AGENDA ITEM 21: CEO REPORT	<p>Dan Woods, CEO, reported that the number of COVID-19 patients has significantly declined. He commended the nursing staff for ECH’s fourth Magnet designation.</p> <p>Mr. Woods explained that Santa Clara County Supervisor Joseph Simitian presented the organization with a Certificate and Medal of Commendation for exemplary service during the pandemic.</p> <p>He thanked the community and donors to the El Camino Health Foundation, noting that fundraising to date is just under \$2 million. He also thanked the Auxiliary for their volunteer services.</p>	
13. AGENDA ITEM 22: BOARD COMMENTS	None.	
14. AGENDA ITEM 23: ADJOURNMENT	<p>Motion: To adjourn at 9:18pm.</p> <p>Movant: Miller Second: Po Ayes: Chen, Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Meeting adjourned at 9:18pm</i>

Attest as to the approval of the foregoing minutes by the Board of Directors of El Camino Hospital:

DocuSigned by:

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 Lanhee Chen
 Chair, ECH Board of Directors



 Julia E. Miller
 Secretary, ECH Board of Directors

Prepared by: Cindy Murphy, Director of Governance Services
 Sarah Rosenberg, Contracts Administrator/Governance Services EA