



**Minutes of the Open Session of the  
Special Meeting of the El Camino Hospital Board of Directors  
Wednesday, September 23, 2020**

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\*\*

Gary Kalbach\*\*

Julie Kliger\*\*

Julia E. Miller, Secretary/Treasurer\*\*

Jack Po, MD, PhD\*\*

Bob Rebitzer\*\*

George O. Ting, MD\*\*

Don Watters\*\*

John Zoglin, Vice Chair\*\*

**Board Members Absent**

None

\*\*via teleconference


**Members Excused**

None


Agenda Item	Comments/Discussion	Approvals/ Action
<p><b>1. CALL TO ORDER/ ROLL CALL</b></p>	<p>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. All Board members were present at roll call, except for Directors Rebitzer and Ting who joined shortly after. All members participated via teleconference and 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.</p>	
<p><b>2. POTENTIAL CONFLICTS OF INTEREST DISCLOSURES</b></p>	<p>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.</p>	
<p><b>3. FY20 BOARD AND COMMITTEE SELF- ASSESSMENT RESULTS</b></p>	<p>Director Fung, Chair of the Governance Committee, introduced the topics for discussion and turned the presentation over to Erica Osborne of Via Healthcare Consulting, the firm that facilitated the FY20 Board and Committee Self- Assessment.</p> <p>Ms. Osborne reviewed the Board and Committee Self-Assessment tool, noting that the Likert scale provides a visual representation of the opinions expressed in the survey. She explained that, since there are a small number of participants and the Board composition has changed, the results are not necessarily statistically significant and the year-over-year (YOY) comparisons could be misinterpreted. Board members expressed concern about quantifying the YOY changes and suggested considering focusing on qualitative responses and using a blended methodology in subsequent years.</p> <p>In regards to quality oversight, Director Po commented that there has been a lot of effort to improve, but communication styles could still be addressed and Director Kalbach commented that he has confidence that the Quality Committee (QC) is looking at the right measurements. Director Kliger noted that the closed session Quality Committee Report is a good addition to the Board's agenda. Director Rebitzer noted that quality oversight has improved because the QC has been able to define a set of metrics for the Board to follow, and the organization needs to do that for the El Camino Health Medical Network.</p> <p>Director Rebitzer also commented that the Board must develop a plan to address diversity on the Board. Director Po commented that a number of</p>	

	<p>organizations have developed plans for this and ECH should look at what others are doing rather than recreate the wheel. Ms. Osborne reported that she is working with a number of Boards that have some best practices around identifying gaps in Board diversity when compared to the communities they serve.</p> <p>Ms. Osborne then reviewed opportunities for improvement as expressed in the survey results. The Board members discussed decreasing the frequency of Quality Committee and financial reports to quarterly, continuing to work on making presentations at the governance level, putting monthly reports on the consent calendar, limiting presentations to 15 minutes and using color coding (red, green, yellow), a summary and questions for discussion to inform the Board where it should be focusing its attention. The Board also discussed potentially decreasing the number of Board meetings, but did not reach a consensus. Director Watters commented that the strategic plan will set the Board's agenda, Director Po noted that the Board will still have to deal with the implications of the COVID-19 pandemic, and Director Kalbach suggested that the Governance Committee should be tasked with developing a plan to achieve diversity on the Board. Director Miller suggested that Board diversity could be addressed at the Committee membership level first.</p> <p>The Board discussed including the following elements in a Board Action Plan for FY21:</p> <ol style="list-style-type: none"> <li>1. Review the pacing plan and past agendas to identify items that could be delegated to create more time for discussion.</li> <li>2. Provide executive summaries and framing questions for each agenda item to focus attention and stimulate discussion.</li> <li>3. Conduct a review of the current committee structure to determine if it is still optimal.</li> <li>4. Create a plan and schedule for Board engagement in the development of a new strategic plan.</li> <li>5. Task the Governance Committee with developing a plan to increase Board diversity.</li> </ol>	
<p><b>4. PROPOSED BOARD ACTION PLAN</b></p>	<p>Chair Chen asked Ms. Osborne to prepare a Board Action Plan, aligned with the foregoing discussion, for presentation and approval at an upcoming Board meeting</p>	
<p><b>5. ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 7:37pm.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Kalbach  <b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>Meeting adjourned at 7:37pm</i></p>

**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