



**Minutes of the Open Session of the
El Camino Hospital Board of Directors
Wednesday, February 12, 2020
2500 Grant Road, Mountain View, CA 94040
Conference Rooms F&G (ground floor)**

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
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 silent roll call was taken. Director Ting arrived at 5:31pm during Agenda Item 4: Quality Committee Report. All other Board members were present at roll call.	
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 reported.	
3. AGENDA ITEM 4: QUALITY COMMITTEE REPORT	<p>This item was taken out of order.</p> <p>Director Kliger, Quality Committee Chair, described the new proposed dashboard that is 1) based on the STEEP (Safe, Timely, Effective, Efficient, Equitable and Patient-Centered) framework, 2) designed for quarterly Board review, and 3) is highlighting areas that fall outside of expected performance. She noted that the Quality Committee will be finalizing the metric set. The updated dashboard will be displayed by category, color-coded by performance, include peer group/competitor benchmarks, explain the significance of the data/indicator, and describe management efforts in each area.</p> <p>Director Kliger recognized ECH's achievement of a 5-star CMS rating and listing on the California Patient Safety Honor Roll.</p> <p>Mark Adams, MD, CMO, provided an overview of the CMS 5-Star rating, which evaluates 57 quality measures across seven categories. He reviewed the distribution across the country and the ratings of ECH's competitors. Dr. Adams commented that ECH's work on mortality has contributed to this rating.</p> <p>He also described the methodology for selecting representative metrics (including ambulatory, hospital-based, and enterprise measures) and overall development of the STEEEP dashboard. He noted that the Quality Committee will be reviewing this revised proposed dashboard at its next meeting.</p> <p>Dr. Adams updated the Board on the coronavirus, including confirmed cases (13 in the United States and two in Santa Clara County), transmissibility, infection rate versus mortality rate, pathogen comparisons (to Ebola, SARS, etc.), precautions taken in facilities where infected patients are being treated,</p>	

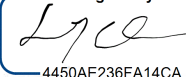
	<p>and general preventative measures to take during flu season.</p> <p>Director Rebitzer commended the organization for the 5-Star CMS rating. In response to Director Rebitzer’s question, Dr. Adams described the improvement in 18 of the 57 measures, including improved mortality indices, readmission indices, patient safety indicators, and efficiency in CT scanning.</p>	
<p>4. AGENDA ITEM 5: FY20 PERIOD 6 FINANCIALS</p>	<p>Iftikhar Hussain, CFO, highlighted the following in the Period 6 Financials:</p> <ul style="list-style-type: none"> - Though payor mix is yellow on the dashboard, the month-by-month trend has been improving; in December, the commercial mix was ahead of plan. - Volume is about 8% higher than budget (12% higher than FY19). - ECH is \$5.5 million ahead of plan on operating margin <p>Mr. Hussain also reviewed monthly trends, noting strong performance in December 2019 and good preliminary numbers for January 2020.</p> <p>In response to Director Watters’ question, Mr. Hussain explained that the industry standard for utilization is to measure against licensed beds; Los Gatos has a high count as the rooms are licensed for four patients, but are rarely used at full capacity. Mr. Hussain noted that if the number is adjusted for what is practically available, it is closer to 50% occupancy.</p> <p>Motion: To approve the FY20 Period 6 Financials.</p> <p>Movant: Kalbach Second: Watters Ayes: Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY20 Period 6 Financials approved</i></p>
<p>5. AGENDA ITEM 3: PUBLIC COMMUNICATION</p>	<p>Rena Schwartzberg from SEIU-UHW expressed concerns about the compensation and benefits for SVMD clinic healthcare workers.</p>	
<p>6. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 6:21pm pursuant to <i>Gov’t Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (12/11/2019); Minutes of the Closed Session of the Executive Compensation Committee Meeting (9/19/2019); 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: Enterprise Quality Council Minutes; <i>Gov’t Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Quarterly ERM Report; 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: SVMD Update; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: FY20 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 and report involving <i>Gov’t Code Section 54957.6</i> for conference with labor negotiator Dan Woods: CEO Report; pursuant to <i>Gov’t Code Section 54957.6</i> for conference with labor negotiator</p>	<p><i>Adjourned to closed session at 6:21pm</i></p>

	<p>Dan Woods: Proposed FY20 CQO Base Salary and Salary Range; 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: Kalbach Second: Kliger Ayes: Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>7. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 8:59pm by Chair Chen. Agenda items 7-15 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 (12/11/2019), the Minutes of the Closed Session of the Executive Compensation Committee Meeting (9/19/2019), the Enterprise Quality Council Minutes, the Quarterly ERM Report, and the Medical Staff Report, including the credentials and privileges report, by a unanimous vote in favor of all members present (Directors Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, and Zoglin).</p>	
<p>8. AGENDA ITEM 17: 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.</p> <p>Director Fung requested that Item J (Proposed Procedure for Delegation of Authority to the Board's Committees) Item K (Appointment of Community Members to the Governance Committee) and Item L (Board Education Plan) be removed for discussion.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Hospital Board Meeting (12/11/2019); Minutes of the Open Session of the Hospital Board Meeting (12/16/2019); <i>Resolution 2020-01</i>: Approving Stroke Panel On-Call Arrangement with Peter C. Fung, MD; Appointments to Silicon Valley Medical Development (SVMD), LLC Board of Managers; Proposed Revised FY20 Committee Appointments; Draft Revised Executive Compensation Philosophy; FY20 Period 5 Financials: MV Bariatric Surgery Call Panel; MV Interventional Radiology Call Panel; Draft Revised Quality Committee Charter; Medical Staff Report; and for information: Update on Major Capital Projects; Finance Committee Approvals.</p> <p>Movant: Miller Second: Kalbach Ayes: Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>Director Fung welcomed new appointees Mike Kasperzak and Ken Alvarez to the Governance Committee.</p> <p>He commented that the February 26, 2020 Board Retreat will be postponed pending further development. He highlighted the readings, conferences, and webinars that are part of the Proposed Board Education Plan.</p> <p>Motion: To approve the consent calendar: Proposed Procedure for</p>	<p><i>Consent calendar approved</i></p>

	<p>Delegation of Authority to the Board's Committees; Appointment of Community Members to the Governance Committee; and Board Education Plan.</p> <p>Movant: Fung Second: Kalbach Ayes: Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>9. AGENDA ITEM 18: PROPOSED FY20 CQO BASE SALARY AND SALARY RANGE</p>	<p>Motion: To approve the FY20 CQO Base Salary Range with a minimum of \$422,000, midpoint of \$528,000, and maximum of \$633,600 and a FY20 Base Salary of \$540,000.</p> <p>Movant: Kalbach Second: Watters Ayes: Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY20 CQO Base Salary and Salary Range approved</i></p>
<p>10. AGENDA ITEM 19: CEO REPORT</p>	<p>Dan Woods, CEO, reported that ECH has submitted its fourth application for Magnet Designation. He also highlighted the 54th Annual Employee Service Awards, a grocery store tour hosted by the Chinese Health Initiative, the recent launch of El Camino Health's ad campaign, and text updates available to patients in the Emergency Room.</p> <p>Mr. Woods commended the recent philanthropy work of the Foundation (73% of its annual goal) and the December and January volunteer hours from the Auxiliary.</p>	
<p>11. AGENDA ITEM 20: BOARD COMMENTS</p>	<p>There were no comments from the Board.</p>	
<p>12. AGENDA ITEM 21: ADJOURNMENT</p>	<p>Motion: To adjourn at 9:06pm.</p> <p>Movant: Zoglin Second: Kalbach Ayes: Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Meeting adjourned at 9:06pm</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
Sarah Rosenberg, Contracts Administrator/Governance Services EA