



**Minutes of the Open Session of the
El Camino Hospital Board of Directors
Thursday, October 19, 2023**

El Camino Hospital | 2500 Grant Road Mountain View, CA 94040 | Sobrato Boardroom 1

Board Members Present

Bob Rebitzer, Chair
Julia E. Miller,
 Secretary/Treasurer
Jack Po, MD, Ph.D., Vice-Chair
Carol A. Somersille, MD
George O. Ting, MD
Don Watters
John Zoglin
Lanhee Chen, JD, PhD
Peter Fung, MD

Others Present

Dan Woods, CEO
Mark Adams, MD, CMO
Carlos Bohorquez, CFO
Shahab Dadjou, President, ECHMN
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Andreu Reall, VP of Strategy
Cheryl Reinking, CNO **
Theresa Fuentes, CLO
Deanna Dudley, CHRO

Others Present (cont.)

Tracy Fowler, Director,
 Governance Services
Gabriel Fernandez, Governance
 Services Coordinator
Brian Richards, Information
 Technology
Joelle Pulver, Moss Adams
Rob Kirkpatrick, Mercer **

***via teleconference*

Board Members Absent

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 5:31 p.m. by Chair Bob Rebitzer. Chair Rebitzer reviewed the logistics for the meeting. All Board members were present. Additionally, Director Rebitzer asked for Dan Woods, CEO to introduce El Camino Health's new Chief Legal Officer, Theresa Fuentes.	The meeting was called to order at 5:31 p.m.
2. AB2449 REMOTE PARTICIPATION	Chair Rebitzer asked the Board for declarations of AB2449 request for approval. None were noted.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Rebitzer asked the Board for declarations of conflict of interest with any items on the agenda. None were reported.	
4. PUBLIC COMMUNICATION	Chair Rebitzer invited the members of the public to address the Board, and no comments were made.	
5. AGENDA ITEM 16: FY23 AUDITED FINANCIAL REPORT	<p>Chair Rebitzer took Agenda item 16 out of order to allow for the presentation of the FY23 Audited Financial Report from Ms. Pulver from Moss Adams. Chair Rebitzer asked that the potential vote to accept the report be deferred to the original agenda item placement, following the closed session discussion of the audited report.</p> <p>Ms. Pulver provided an overview of the FY23 Audited Financial Report to the Board. Ms. Pulver highlighted that in their review, the team was issuing an 'unmodified opinion' which serves as the highest level of assurance, meaning that no adjustments needed to be posted to the financial statements provided by El Camino Health's management team.</p>	

<p>6. AGENDA ITEM 5: RECESS TO CLOSED SESSION</p>	<p>Motion to adjourn to closed session at 5:48 p.m. pursuant to <i>Health and Safety Code Section 32106(b)</i> for reports and discussion involving healthcare facility trade secrets for discussion of the strategic environment; and <i>Gov't Code Section 54957</i>; and deliberations concerning reports on Medical Staff quality assurance matters.</p> <p>Motion: to adjourn to closed session at 5:48 p.m.</p> <p>Movant: Miller Second: Po Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Adjourned to closed session at 5:48 p.m.</p>
<p>7. AGENDA ITEM 14: CLOSED SESSION REPORT OUT</p>	<p>The open session was reconvened at 7:28 p.m. by Chair Rebitzer. Agenda Items 6-12 were addressed in closed session.</p> <p>During the closed session, the El Camino Hospital Board of Directors approved The Enterprise Utilization Management Medical Director Agreement and the Credentialing and Privileges Report by a unanimous vote of all Directors present (Directors Chen, Fung, Po, Rebitzer, Somersille, Ting, Watters, and Zoglin).</p>	<p>Reconvened Open Session at 7:28 p.m.</p>
<p>8. AGENDA ITEM 15: CONSENT CALENDAR</p>	<p>Chair Rebitzer asked if any member of the Board wished to raise an item from the consent calendar for discussion. Director Miller asked to discuss d) ECHB Code of Conduct.</p> <p>Discussion for item d) included discussions regarding confidentiality regarding complaints made, as well as including the Board Chair in determinations to include outside counsel when determining the correct entity to investigate reports of suspected violations by Board members. Also discussed was setting formal guidelines for staff and Board member communication.</p> <p>Motion: To approve the consent calendar minus item d) ECHB Code of Conduct, which will be brought to Board for approval at a future meeting.</p> <p>Movant: Miller Second: Watters Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p>The consent calendar was approved</p> <p>The ECHB Code of Conduct was removed for discussion and revisions were requested by the Board to be updated by the next meeting.</p>

<p>9. AGENDA ITEM 16: APPROVE FY23 AUDITED FINANCIAL REPORT</p>	<p>Motion: To approve the FY23 Audited Financial Report</p> <p>Movant: Po Second: Fung Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>The FY23 Audited Financial Report was approved.</i></p>
<p>10. AGENDA ITEM 19: APPROVE FY23 ORGANIZATION PERFORMANCE INCENTIVE PLAN SCORE</p>	<p>Chair Rebitzer rearranged Agenda items 17, 18 and 19 out of order to allow for the approval of the FY23 Organization Performance Incentive Plan Score to come first as it impacted the totals of the FY23 CEO Performance Incentive Plan Payout. Director Zoglin raised the point if we were going to change the performance goals because comparable national benchmarks fell in a year – that we would do the same the other way.</p> <p>Motion: To approve an organizational score of 77.7% (of target) subject to the financial audit confirming the financial results and approve the incentive payout for FY23 People Pillar goal based on ECH achieving the threshold measure for Culture of Safety by improving above the baseline and moving the score above the national healthcare average as approved and recommended by the Executive Compensation Committee on September 28, 2023</p> <p>Movant: Chen Second: Miller Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>The FY23 Organization Performance Incentive Plan Score was approved at 77.7%.</i></p>
<p>11. AGENDA ITEM 18: APPROVE FY24 CEO BASE SALARY</p>	<p>Motion: Motion to approve FY24 CEO Base Salary and Range as disclosed at the meeting.</p> <p>Movant: Chen Second: Zoglin Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>The FY24 CEO salary range and base salary was approved.</i></p>
<p>12. AGENDA ITEM 17: APPROVE FY23 CEO PERFORMANCE INCENTIVE PLAN PAYOUT</p>	<p>Motion: To approve the CEO FY23 incentive payment consistent with a calculation of the discretionary score equaling the organizational score which was just approved at 77.7%.</p> <p>Movant: Chen Second: Miller</p>	<p><i>The FY23 CEO incentive payment was approved.</i></p>

	Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None	
13. AGENDA ITEM 20: CEO REPORT	Dan Woods, CEO, provided a report on a patient story in which a patient was brought to El Camino in a very ill state. Through the hard work and determination of El Camino staff, the patient made a recovery and the patient and husband decided to temporarily relocate to the ECH area to be closer to the care they feel is necessary. Mr. Woods continued to state that stories such as these are a reminder of what the organization is all about.	
14. AGENDA ITEM 21: BOARD COMMENTS ON AGENDA ITEMS	Chair Rebitzer recounted the action items posed by the Board during the meeting. Director Zoglin made a comment regarding Executive Sessions for future meetings. No other Board members had comments.	
15. AGENDA ITEM 22: ADJOURNMENT	Motion: To adjourn at 7:34 p.m. Movant: Miller Second: Ting Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None	<i>The meeting adjourned at 7:34 p.m.</i>

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



Julia Miller, Secretary/Treasurer