



**Minutes of the Open Session of the  
El Camino Hospital Board of Directors  
Wednesday, November 11, 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
1. <b>CALL TO ORDER/ ROLL CALL</b>	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 Rebitzer joined the meeting at 5:32pm 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. He also recognized Veterans' Day and thanked veterans for their service. 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. <b>POTENTIAL CONFLICTS OF INTEREST DISCLOSURES</b>	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. <b>PUBLIC COMMUNICATION</b>	None.	
4. <b>BOARD RECOGNITION</b> <i>Resolution 2020-10</i>	Ken King, CASO, recognized Brian Richards for his steadfast audio visual support of the Board and El Camino Health, including the unique needs during the COVID-19 pandemic. <b>Motion:</b> To approve <i>Resolution 2020-10</i> recognizing the Brian Richards. <b>Movant:</b> Kalbach <b>Second:</b> Miller <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  The Board commended Mr. Richards for his work, and Mr. Richards thanked the Board.	<b>Resolution 2020-10 approved</b>
5. <b>QUALITY COMMITTEE REPORT</b>	Director Kliger, Quality Committee Chair, provided an overview of the discussion at that November 2, 2020 Quality Committee meeting:  - Medical Staff leadership recently initiated new processes for	

	<p>Clinical Documentation Integrity, contributing to high response and agreement rates.</p> <ul style="list-style-type: none"> <li>- If any metrics are marked red on the STEEEP dashboard for multiple reporting periods, the Committee will review and discuss those in depth.</li> <li>- The Committee discussed health equity measurements and approaches (what the organization can do) for staff, physicians and patients they serve, 2) to improve the health of the community, including those who may not be patients, and 3) to work with other organizations in the regions to raise health broadly)</li> <li>- There was a robust discussion about the quarterly SVMD quality update, including concerns about electronic medical record (EMR) optimization to capture patient care data. Director Kliger noted that this is an important area of focus.</li> </ul> <p>Mark Adams, MD, CMO, highlighted the reference article, “The High-Performing Medical Group, From Aggregation of Employed Practices to an Integrated Enterprise.” He and the Board further discussed the article and Director Kalbach requested copies for the Board members.</p> <p>Dr. Adams noted that there has been a significant change in San Jose Medical Group’s compensation over the last year (40% are recent additions). He commented that, in addition to metrics, the culture of a physician group is also critically important.</p> <p>He explained that the Committee reviewed the annual Safety Report, noting that there were fewer OSHA reportable incidents, but an increase in workplace violence, which has increased nationwide.</p> <p>Chair Chen commented that the STEEEP dashboard is helpful and Director Rebitzer commended the level of detail in the Committee report.</p> <p>Director Fung thanked the physicians for their level of engagement, evident in the documentation response rates.</p> <p>In response to Director Ting’s question, Dr. Adams further described the establishment of the mortality index baseline, which is recalculated each year based on Premier’s top tier performers out of approximately 1,000 hospitals.</p>	
<p><b>6. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 5:53pm pursuant to <i>Gov’t Code Section 54957.6</i> for a conference with labor negotiator Lanhee Chen: FY21 CEO Base Salary; pursuant to <i>Gov’t Code Section 54957.6</i> for a conference with labor negotiator Lanhee Chen: FY20 CEO Incentive Compensation Individual Score and Payout; pursuant to <i>Gov’t Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (10/14/2020), Minutes of the Special Meeting to Conduct a Study Session of the Hospital Board (10/28/2020), Minutes of the Closed Session of the Executive Compensation Committee Meeting (7/28/2020) and Minutes of the Closed Session of the Executive Compensation Committee Meeting (9/22/2020); 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>Gov’t Code Section 54957.6</i> for a conference with labor negotiator Dan Woods: FY20 Executive Performance Incentive Scores and Payouts; pursuant to <i>Gov’t Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: ECHMN Compliance Report. pursuant to <i>Health and Safety Code Section 32155</i> for a report of the</p>	<p><i>Adjourned to closed session at 5:53pm</i></p>

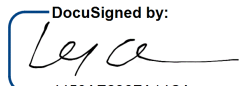
	<p>Medical Staff; deliberations concerning reports on Medical Staff quality assurance matters: Medical Staff Report; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: FY21 Q1 Strategic Plan Implementation Update; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: Semi-Annual ECHMN Report; pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation and <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: CEO Report on Legal Services and New Programs and Services; and pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters – Senior Management: Executive Session.</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><b>7. AGENDA ITEM 17:  RECONVENE OPEN  SESSION/  REPORT OUT</b></p>	<p>Open session was reconvened at 8:12pm by Chair Chen. Agenda Items 7-16 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 (10/14/2020), Minutes of the Special Meeting to Conduct a Study Session of the Hospital Board (10/28/2020), Minutes of the Closed Session of the Executive Compensation Committee Meeting (7/28/2020) Minutes of the Closed Session of the Executive Compensation Committee Meeting (9/22/2020), Closed Session Quality Committee Report, including the Medical Staff Credentials and Privileges Report and the Quality Council Minutes, and the Medical Staff Report by a vote in favor of all members present and participating in the meeting (Directors Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, and Zoglin).</p>	
<p><b>8. AGENDA ITEM 18:  CONSENT  CALENDAR</b></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><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Hospital Board Meeting (10/14/2020); Minutes of the Open Session of the Special Meeting to Conduct a Study Session of the Hospital Board (10/28/2020); Election of Carlos Bohorquez and Deb Muro to Pathways Home Health and Hospice Board of Directors; Pathways FY21 Budget; Board Action Plan; Minutes of the Open Session of the Executive Compensation Committee Meeting (9/22/2020); Draft Revised Policy and Procedures for Nomination and Appointment of Community Members to the Board's Advisory Committees; Board Retreat Agenda; Annual Safety Report for the Environment of Care; Medical Staff Report; and for information: Executive Compensation Committee Report; FY21 Period 3 Financials.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Miller  <b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin  <b>Noes:</b> None</p>	<p><i>Consent calendar approved</i></p>

	<p><b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<b>9. AGENDA ITEM 19: FY21 CEO BASE SALARY</b>	<p><b>Motion:</b> To approve the FY21 CEO base salary of \$1,035,000.  <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>	<i><b>FY21 CEO Base Salary approved</b></i>
<b>10. AGENDA ITEM 20: FY20 CEO INCENTIVE COMPENSATION PAYOUT</b>	<p><b>Motion:</b> To approve the FY20 CEO incentive compensation payout of \$29,850.  <b>Movant:</b> Kalbach  <b>Second:</b> Fung  <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>	<i><b>FY20 CEO Incentive Payout approved</b></i>
<b>11. AGENDA ITEM 21: CEO REPORT</b>	<p>Dan Woods, CEO, highlighted ECH's 2021 Special Clinical Quality Awards from Healthgrades, the ongoing Magnet Designation survey (conducted from November 10-12, 2020), the newly established Diversity and Inclusion Committee; work with the City of Mountain View on an outdoor fitness court at Cuesta Park, and the Patient/Family Residence facilities project.</p> <p>He reported that the El Camino Health Foundation raised \$870,960 through the end of FY21 Period 3, and acknowledged Edward and Pamela Taft for their gift of \$300,000 for nursing research. He thanked the Auxiliary for their 4,892 volunteer hours so far in FY21.</p> <p>In response to Director Miller's question, Kathryn Fisk, CHRO, explained that the cost of the Cuesta Park fitness court for ECH will be approximately \$150,000.</p> <p>Director Ting suggested that the grant funding could be used to research the many kinds of implicit biases in healthcare.</p>	
<b>12. AGENDA ITEM 22: BOARD COMMENTS</b>	None.	
<b>13. AGENDA ITEM 23: ADJOURNMENT</b>	<p><b>Motion:</b> To adjourn at 8:19pm.  <b>Movant:</b> Kalbach  <b>Second:</b> Miller  <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>	<i><b>Meeting adjourned at 8:19pm</b></i>

Open Minutes: ECH Regular Board Meeting

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

DocuSigned by:  
  
4450AE236FA14CA

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