



**Minutes of the Open Session of the
El Camino Hospital Board of Directors
Wednesday, October 13th, 2021**

Pursuant to Government code section 54953(e)(1), El Camino Health will not be providing a physical location to the public for this meeting. Instead, the public is invited to join the open session meeting via teleconference at:

Board Members Present

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

**via teleconference

Board Members Absent

Julie Kliger, MPA, BS

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 5:30 pm by Chair Chen. A verbal roll call was taken. All Board members were present at roll call, excluding Director Kliger. Director Rebitzer joined at 6:24pm. 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 CONFLICT OF INTEREST DISCLOSURES	Chair Chen asked the Board of Directors for declarations of conflict of interest with any items on the agenda, and none were reported.	
3. AB 361 RESOLUTION ADOPTING FINDINGS TO CONTINUE VIRTUAL PUBLIC MEETINGS DURING STATE OF EMERGENCY	<p>Motion: To approve the resolution 2021-10 with findings under AB 361 to allow the board and advisory committees to meet in-person with teleconference participation for the public due to the ongoing state of emergency for the COVID-19 pandemic and the recommendation of the Santa Clara County Health Officer.</p> <p>Movant: Miller</p> <p>Second: Fung</p> <p>Ayes: Chen, Fung, Miller, Po, Somersille, Ting, Watters, Zoglin</p> <p>Noes: None</p> <p>Absentions: None</p> <p>Absent: Kliger and Rebitzer</p> <p>Recused: None</p>	
4. PUBLIC COMMUNICATION	None	
5. BOARD ASSESSMENT PROGRESS UPDATE	<p>Dan Woods, CEO, opened the discussion introducing George Anderson from SpencerStuart.</p> <p>George Anderson presented the 1st year Milestones and the 5 emerging themes of the Board Review. The 5 emerging themes are:</p> <ul style="list-style-type: none"> • Board dialogue and alignment on strategy • Select board meeting practices 	

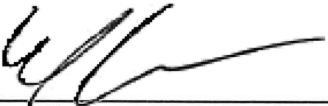
	<ul style="list-style-type: none"> • Board composition and succession • Use of board committees • Boardroom working dynamics 	
<p>6. QUALITY COMMITTEE REPORT</p>	<p>Director Ting spoke in the absence of Director Kliger. Director Ting shared that the COVID Pandemic is viewed as Chronic Vs Acute and quality monitoring and analysis planning should be thought of that way. Director Ting shared a patient letter that lauded the fanstastic care at El Camino Health but also highlighted some areas of opportunity, for example, the discharge instructions.</p> <p>Director Fung requested for follow up regarding the patient letter and attention to the continuation of care.</p> <p>Director Ting continued the discussion by sharing the results of the Press Ganey Engagement survey and highlighted areas of opportunity including staffing feeling safe to address issues and teams working well together.</p>	
<p>7. FY22 PERIOD 2 FINANCIALS</p>	<p>Carlos Bohorquez, CFO, opened the discussions by presenting the August 2021 financial results and highlighted the following:</p> <ul style="list-style-type: none"> • Strong operating / financial results for Period 2 were attributed to the following: <ul style="list-style-type: none"> ○ Despite being out-of-network with Anthem, August gross charges were favorable to budget and higher than the same period last year ○ Strong volume / patient activity was attributed to ER visits which are consistent with pre-Covid levels, continued strong procedural volumes at both campuses and improvement in payor mix • Total gross charges, a surrogate for volume, were favorable to budget by \$42.9M / 11.4% and \$79.5M / 23.4% higher than the same period last year • Net patient revenue was favorable to budget by \$9.1M / 9.6% and \$18.8M / 22.0% higher than the same period last year • Operating expenses were \$1.7M / 1.9% unfavorable to budget, which is primarily attributed to higher than expected volume versus budget and increase in ED visits in August • Operating margin was favorable to budget by \$5.8M / 130.4% and \$12.7M / 1956.2% better than the same period last year • Operating EBIDA was favorable to budget by \$9.1M / 70.3% and \$14.5M / 196.3% better than the same period last year 	
<p>8. FY21 AUDITED FINANCIAL REPORT</p>	<p>Carlos Bohorquez, CFO, opened the discussion by introducing Joelle Pulver from Moss Adams to present on the FY21 Audited Financial Report.</p> <p>Joelle Pulver shared a brief overview of the 2021 Audit Results which included:</p> <ul style="list-style-type: none"> • Scope of Services • Auditor Report of the Consolidated Financial Statements • Asset and Deferred Outflows • Liabilities, Deferred Inflows and Net Position • Net Patient Service Accounts Receivable • Income Statements Year to Year Comparison • Community Benefit Expense • Significant Audit Adjustments & Unadjusted Differences Considered by Management to Be Immaterial • Deficiencies in Internal Control. 	

<p>9. ADJOURN TO CLOSED SESSION</p>	<p>To adjourn to closed session at 6:30 pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (09/22/21); 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 (Medical Staff Credentials and Privileges Report); pursuant to Gov't Code Section 54957 for discussion on personnel matters, the FY21 Audited Financial Report; pursuant to Gov't Code Section 54956.8, for a conference with Real Property Negotiator; pursuant to Gov't Code Section 54957 for discussion on personnel performance matters, FY21 Individual Performance Incentive Scores and Payouts and FY21 CEO Incentive Individual Score & Payout; pursuant to Gov't Code Section 54957 for discussion on personnel performance matters, an Executive Session with the CEO and a CEO Report.</p> <p>Motion: to adjourn to closed session at 6:30 pm</p> <p>Movant: Miller Second: Watters Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: Kliger Recused: None</p>	<p>Adjourned to closed session at 6:30 pm</p>
<p>10. AGENDA ITEM 20: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open Session reconvened at 8:22 pm by Chair Chen. Agenda items 10-18 were addressed in the closed session.</p> <p>During the closed session, the Board approved the Minutes of the Closed Session of the Hospital Board Meeting (9/22/21), the Credentials and Privileges Report, and the purchase of Parcel number 19326005 for \$14.66 million by a unanimous vote in favor of all members present and participating in the meeting (Director Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters and Zoglin). Director Kliger was absent.</p>	
<p>11. AGENDA ITEM 21: CONSENT CALENDAR ITEMS</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 Somersille pulled item 21b – Policy Revisions and 21c – NICU Professional Agreement for discussion.</p> <p>Chair Chen pulled item 21d – FY21 Annual Organization Goal Results for discussion.</p> <p>Motion: to approve the consent calendar excluding item 21b, 21c and 21d.</p> <p>Movant: Fung Second: Walters Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: Kliger Recused: None</p> <p>Chair Chen called for discussion regarding agenda item 21d.</p>	<p>Consent calendar approved</p>

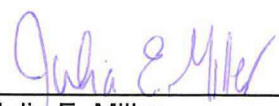
	<p>Chair Chen noted there was a clerical error in the originally published calculations. This has been fixed and resolved.</p> <p>Motion: to approve item 21d - FY21 Annual Organization Goal Results for discussion.</p> <p>Movant: Miller Second: Fung Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: Kliger Recused: None</p> <p>Chair Chen called for discussion regarding agenda item 21b.</p> <p>Director Somersille requests to pull and table the approval of the medical staff peer review policy until after the study session at the end of this month due to missing information.</p> <p>Motion: to table 21b – Peer Review policy until the October 27th study session. All other policies are approved in 21b.</p> <p>Movant: Somersville Second: Miller Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: Kliger Recused: None</p> <p>Chair Chen called for discussion regarding agenda item 21c.</p> <p>Director Somersille asked if the agreement was fair market value, which was confirmed.</p> <p>Motion: to approve 21c - NICU Professional Agreement for discussion.</p> <p>Movant: Somersille Second: Watters Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: Kliger Recused: None</p>	
<p>12. AGENDA ITEM 22: FY21 AUDITED FINANCIAL REPORT</p>	<p>Motion: to approve the FY21 Audited Financial Report</p> <p>Movant: Watters Second: Ting Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: Kliger Recused: None</p>	
<p>13. AGENDA ITEM 23: FY21 CEO</p>	<p>Motion: to approve the FY21 CEO Incentive Compensation Payment in the amount of \$34,931.</p>	

<p>INCENTIVE COMPENSATION PAYMENT</p>	<p>Movant: Chen Second: Miller Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: Kliger Recused: None</p>	
<p>14. AGENDA ITEM 24: CEO REPORT</p>	<p>Dan Woods, CEO, reported that the Los Gatos campus received the the 2021 Maternity Honor Roll Award for reducing caesarean rates among low risk, first births (below 23.9%).</p> <p>El Camino Health Foundation was notified that Judge Lorraine Kendall, who passed away at our Mountain View hospital on June 3, 2021, left a seven figure gift in her will, designated for the Cancer Center.</p> <p>The Chinese Health Initiative launched a comprehensive Physical and Emotional Well-Being Health Education Program taught by registered dietitians and a clinical psychologist. This is in conjunction with the American Heart Association on a Mandarin Hypertension Management Program.</p> <p>Mountain View Mayor Ellen Kamei visited to present a Certificate of Recognition in honor of El Camino Health's 60th anniversary. She commended our dedication to our patients and to the community.</p> <p>El Camino Health announced that it is providing foundational support for local health initiatives by investing \$3.5 million in grants and sponsorships in fiscal year 2022. This translates to support for 44 different programs at school districts, nonprofit organizations, safety-net clinics and community service agencies dedicated to addressing the health needs of local underserved and vulnerable community members.</p> <p>1,890 volunteer hours donated in the month of August.</p>	
<p>15. AGENDA ITEM 25: BOARD COMMENTS</p>	<p>None</p>	
<p>16. AGENDA ITEM 26: ADJOURNMENT</p>	<p>Motion: to adjourn at 8:36 pm. Movant: Zoglin Second: Watters Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: Kliger Recused: None</p>	<p><i>Meeting adjourned at 8:36 pm</i></p>

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



 Lanhee Chen
 Chair, ECH Board of Directors



 Julia E. Miller
 Secretary, ECH Board of Directors