



**Minutes of the Open Session of the  
El Camino Hospital Board of Directors  
Wednesday, October 12, 2022**

Pursuant to Government code section 54953(e)(1), El Camino Health did not provide a physical location to the public for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

**Board Members Present**

**Bob Rebitzer**, Chair  
**Jack Po, MD, Ph.D.**, Vice-Chair\*  
**Julia E. Miller**,  
 Secretary/Treasurer  
**Peter Fung, MD**  
**Julie Kliger, MPA, BS**  
**Carol A. Somersille, MD**  
**George O. Ting, MD**  
**Don Watters**  
**John Zoglin**

**Others Present**

**Dan Woods**, CEO  
**Deanna Dudley**, CHRO  
**Meenesh Bhimani, MD**, COO  
**Omar Chughtai**, CGO  
**Carlos Bohorquez**, CFO\*\*  
**Deb Muro**, CIO\*\*  
**Christine Cunningham**, CXO\*\*  
**Vineeta Hiranandani**, VP of  
 Marketing and Communication\*\*  
**Andreu Reall**, VP of Strategy  
**Mary Rotunno**, General Counsel

**Others Present (cont.)**

**Shahab Dadjou**, Interim President,  
 El Camino Health Medical Network  
**Shreyas Mallur, MD**, Associate  
 Chief Medical Officer  
**Bob Miller**, Chair, Executive  
 Compensation Committee  
**Stephanie Iljin**, Manager of  
 Administration  
**Brian Richards**, Information  
 Technology  
**Marianne Vicencio, Via**  
 Healthcare Consulting (Via)\*\*  
**Abigail Suarez**, Via Healthcare  
 Consulting (Via)\*\*

**Board Members Absent**

**Lanhee Chen, JD, PhD**

\*\*via telepresence

\*Director Po joined the meeting  
 via Zoom at 5:33 pm

Agenda Item	Comments/Discussion	Approvals/ Action
<b>1. CALL TO ORDER/ ROLL CALL</b>	Chair Bob Rebitzer called the open session meeting of the Board of Directors of El Camino Hospital (the Board”) to order at 5:30 p.m. A verbal roll call was taken. All Board members were present at roll call except for Jack Po, MD, who joined via Zoom at 5:33 pm, and Lanhee Chen, who was absent. Chair Rebitzer 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.	<b>Meeting was called to order at 5:33 p.m.</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Rebitzer asked the Board for declarations of conflict of interest with any items on the agenda. None were reported.	
<b>3. PUBLIC COMMUNICATION</b>	Chair Rebitzer invited the members of the public to address the Board, and no comments were made.	<i>Public communication occurs during the second open session, agenda item 14.</i>
<b>4. FY22 AUDITED FINANCIAL REPORT</b>	Carlos Bohorquez, CFO, introduced independent auditor Joelle Pulver, Moss Adams, LP CPA, who reviewed the FY22 audited financial statements for El Camino Health (ECH). Ms. Pulver reported that Moss Adams issued an unmodified audit opinion that the consolidated financial statements are fairly presented in accordance with generally accepted accounting principles.  The following information was included in the agenda packet:	

	<ul style="list-style-type: none"> <li>• Auditor opinion and report</li> <li>• Significant risks identified</li> <li>• Matters to be communicated to the governing body</li> <li>• Statements of net position</li> <li>• Operations</li> </ul> <p>Discussion topics included changes in investment balances due to market volatility and changes in ECH risk tolerance for net patient accounts receivable.</p>	
<p><b>5. ADJOURN TO CLOSED SESSION</b></p>	<p>Before the meeting adjourned to closed session, a community member who had called into the meeting reported that the posted call-in phone number was not accurate on the El Camino Health website.</p> <p>Motion to adjourn to closed session at 5:50 p.m. <i>pursuant to Gov't Code Section 54957.2 for approval of the minutes of the Closed Session of the Hospital Board (09/12/22); pursuant to Health and Safety Code Section 32155 for a report of the Medical Staff; deliberations concerning reports on Medical Staff quality assurance matters: (Medical Staff Credentialing &amp; Privileges Report; Exception to Physician Financial Arrangements Policy); pursuant to Health and Safety code Section 32106(b) Physician Contracts (MV Otolaryngology ED and Inpatient Call Panel Renewal, Enterprise Neurology, Neurodiagnostic, and Neurohospitalist Coverage); pursuant to Gov't Code Section 54957 for discussion and report on personnel performance matters –Senior Management (for discussion of FY22 Audited Financial Statements); pursuant to Gov't Code Section 54957(b) for a report on personnel performance matters (Executive Compensation Committee Approvals); pursuant to Health and Safety code Section 32106(b) for a report and discussion involving health care facility trade secrets: (FY22 Year in Review and Strategy Forward); pursuant to Gov't Code Section 54957(b) and 54956.9(d) for discussion and report on personnel matters and conference with Legal Counsel (CEO Report); pursuant to Gov't Code Section 54957 for discussion and report on personnel performance matters and 54957.6 for a conference with labor negotiator (FY22 CEO Performance Incentive Individual Score and FY23 CEO Base Salary and Range).</i></p> <p><b>Motion:</b> to adjourn to closed session at 5:50 p.m.</p> <p><b>Movant:</b> Somersille  <b>Second:</b> Kliger  <b>Ayes:</b> Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><b>Follow-up:</b>  <i>Ensure the call-in number for board meetings is accurately posted on the ECH website.</i></p> <p><b>Adjourned to closed session at 5:50 p.m.</b></p>
<p><b>6. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>Open Session was reconvened at 7:20 p.m. by Chair Rebitzer. Agenda Items 7 -14 were addressed in closed session.</p> <p>During the closed session, the El Camino Hospital Board of Directors approved the FY22 CEO Performance Incentive</p>	<p><b>Follow-up:</b>  <i>Ms. Iljin to connect community member to the</i></p>

	<p>Individual Score, the minutes of the Closed Session of the Hospital Board (09/12/22), and the Credentials and Privileges Report by a unanimous vote of all Directors present (Directors Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters, and Zoglin). Director Chen was absent.</p> <p>A community member called into the board meeting to request help reporting her concerns about her care. The caller was advised to contact Stephanie Iljin in administration, who will assist her in resolving her concerns.</p>	<p><i>proper personnel to resolve concerns.</i></p>
<p><b>7. AGENDA ITEM 16:                  CONSENT                  CALENDAR ITEMS</b></p>	<p>Chair Rebitzer asked if any member of the Board or the public wished to remove an item from the consent calendar for discussion.</p> <p>A board member pulled the Open Session minutes of the 09/12/2022 ECH Board meeting and requested that they be amended to reflect that Dr. Ho was introduced as the new Chief of Staff of the Los Gatos campus.</p> <p><b>Motion:</b> to approve the consent calendar, with the provision that the Open Session minutes of 09/12/22 be amended to include the introduction of Dr. Ho, to include:</p> <ul style="list-style-type: none"> <li>a. Continuation of Resolution 2021-10 of the Board of Directors Making Findings and Determinations Under AB 361 for Teleconference Meetings</li> <li>b. Minutes of the Open Session of the Hospital Board (09/12/2022) – to be amended</li> <li>c. Exception to Physician Financial Arrangements Policy</li> <li>d. Policies, Plans, and Scope of Services</li> <li>e. MV Otolaryngology ED and Inpatient Call Panel Renewal</li> <li>f. Enterprise Neurology, Neurodiagnostic, and Neuro-hospitalist Coverage</li> </ul> <p><b>Movant:</b> Miller  <b>Second:</b> Fung  <b>Ayes:</b> Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><b>Consent calendar approved</b></p>
<p><b>8. AGENDA ITEM 17:                  FY22 AUDITED                  FINANCIAL REPORT</b></p>	<p>Motion to approve FY22 Audited Financial Report</p> <p><b>Movant:</b> Watters  <b>Second:</b> Fung  <b>Ayes:</b> Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><b>FY22 Audited Financial Report was approved</b></p>
<p><b>9. AGENDA ITEM 18:                  FY22 CEO</b></p>	<p>Motion to approve FY22 CEO Performance Incentive Plan Payout at a score of 83.9%</p>	<p><b>FY22 CEO Performance</b></p>

<p><b>PERFORMANCE INCENTIVE PLAN PAYOUT</b></p>	<p><b>Movant:</b> Miller  <b>Second:</b> Watters  <b>Ayes:</b> Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><i>Incentive Plan Payout was approved</i></p>
<p><b>10. AGENDA ITEM 19: FY23 CEO BASE SALARY</b></p>	<p>Motion to approve FY23 CEO Base Salary and Range as disclosed at the meeting.  <b>Movant:</b> Miller  <b>Second:</b> Ting  <b>Ayes:</b> Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters  <b>Noes:</b> Zoglin  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><i>FY23 CEO Base Salary and Range was approved</i></p>
<p><b>11. AGENDA ITEM 20: FY22 ORGANIZATION PERFORMANCE INCENTIVE PLAN SCORE</b></p>	<p>Motion to approve FY22 Organization Performance Incentive Plan Score of 83.9%  <b>Movant:</b> Miller  <b>Second:</b> Watters  <b>Ayes:</b> Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b>  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><i>FY22 Organization Performance Incentive Plan Score was approved</i></p>
<p><b>12. AGENDA ITEM 21: CEO REPORT</b></p>	<p>Mr. Woods provided a brief CEO report including the following highlights:</p> <ul style="list-style-type: none"> <li>• Due to increased patient volume, a new observation unit was opened to reduce emergency department boarding.</li> <li>• ECH is hosting the 5<sup>th</sup> annual Maternal Mental Health Symposium for over 1,000 attendees registered, representing eighteen countries.</li> <li>• The Chinese health initiative held the annual event for the Chinese-speaking physician network.</li> <li>• The Heart and Vascular Institute’s remote monitoring initiative is live, enabling ECH to monitor patients’ blood pressures in their homes.</li> <li>• ECH offers a “transitions program” and a new graduate residency program to increase nurse retention.</li> <li>• The ECH Foundation has already achieved 45% of target for the fiscal year.</li> </ul> <p>Discussion:</p> <ul style="list-style-type: none"> <li>• There is a golf-related activity on October 24, 2022. All board members and leadership are invited for dinner and golf.</li> <li>• ECH could be more proactive in promoting its accomplishments and abilities.</li> </ul>	<p><b>Governance Committee Follow-up:</b>  <i>Link Committee goals and pacing plans to ECH strategic plan and value proposition.</i></p>

	<ul style="list-style-type: none"> <li>The group was reminded that board committee goals and pacing plans were approved by the Governance Committee (GC) subject to tying these goals/objectives to ECH's strategic plan. The GC meets on 10/25/2022.</li> </ul>	
<p><b>13. AGENDA ITEM 22: BOARD COMMENTS</b></p>	<p>Directors Zoglin and Somersille attended an American Hospital Association meeting recently. Director Zoglin agreed to write a summary of the event to share with the Board.</p>	
<p><b>14. AGENDA ITEM 23: ADJOURNMENT</b></p>	<p><b>Motion:</b> to adjourn at 7:45 p.m.  <b>Movant:</b> Miller  <b>Second:</b> Kliger  <b>Ayes:</b> Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><b>Meeting adjourned at 7:45 p.m.</b></p>

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



\_\_\_\_\_  
 Bob Rebitzer  
 Chair, ECH Board of Directors



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 Julia E. Miller  
 Secretary, ECH Board of Directors

Prepared by: Marianne Vicencio, Via Healthcare Consulting  
 Reviewed by: Stephanie Iljin, Manager of Administration