



**AGENDA
REGULAR MEETING OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS**

Wednesday, November 8, 2023 – 5:30 pm

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

THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION PORTION OF THE MEETING LIVE AT THE ADDRESS ABOVE OR VIA TELECONFERENCE AT: **1-669-900-9128, MEETING CODE: 939 2476 5447# No participant code. Just press #.**

To watch the meeting, please visit: [ECH Board Meeting Link](#)

Please note that the link is for **meeting viewing only**, and there is a slight delay; to provide public comment, please use the phone number listed above.

MISSION: To heal, relieve suffering, and advance wellness.

EL CAMINO HEALTH VALUE PROPOSITION STATEMENT: Setting the Standard for the best healthcare experience in the Bay Area by delivering dependable clinical excellence in a caring, convenient way

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1	CALL TO ORDER/ROLL CALL	Bob Rebitzer, Board Chair	Information	5:30 – 5:31 pm
2	AB 2449 – REMOTE PARTICIPATION	Bob Rebitzer, Board Chair	Possible Motion	5:31 – 5:32
3	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Rebitzer, Board Chair	Information	5:32 – 5:33
4	PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons to address the Board on any matter within the subject matter jurisdiction of the Board that is not on this agenda. Speakers are limited to three (3) minutes each.</i> b. Written Public Comments <i>Comments may be submitted by mail to the El Camino Hospital Board of Directors at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Board as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.</i>	Bob Rebitzer, Board Chair	Information	5:33 – 5:36
5	VERBAL MEDICAL STAFF REPORT	Prithvi Legha, MD MV Chief of Staff Philip Ho, MD LG Chief of Staff	Information	5:36 – 5:45
6	APPROVE ECHB CODE OF CONDUCT	Lanhee Chen, Director, Governance Committee Chair Theresa Fuentes, Chief Legal Officer	Motion Required	5:45 – 6:05
7	RECESS TO CLOSED SESSION	Bob Rebitzer, Board Chair	Motion Required	6:05 – 6:06
8	<i>Health and Safety Code Section 32106(b) for a report and discussion involving healthcare facility trade secrets:</i> QUARTERLY FINANCIAL AND STRATEGIC ALIGNMENT UPDATE	Carlos Borhorquez, Chief Financial Officer	Discussion	6:06 – 6:21

A copy of the agenda for the Regular Board Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at **(650) 988-3218** prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
9	<p><i>Gov't Code Section 54956.9(d)</i> – conference with legal counsel – pending or threatened litigation ACCEPT QUALITY COMMITTEE REPORT</p> <ul style="list-style-type: none"> - FY24 Q1 STEEEP UPDATE - FOCUSED REVIEW: SEPSIS 	<p>Carol Somersille, MD Quality Committee Chair; Holly Beeman, MD Chief Quality Officer Theresa Fuentes, Chief Legal Officer</p>	Motion Required	6:21 – 6:51
10	<p><i>Gov't Code Section 54956.9(d)</i> – conference with legal counsel – pending or threatened litigation: ANNUAL CORPORATE COMPLIANCE SUMMARY FY23</p>	<p>Diane Wigglesworth, Sr. Director, Corporate Compliance Theresa Fuentes, Chief Legal Officer</p>	Discussion	6:51 – 7:01
11	<p><i>Health and Safety Code Section 32106(b)</i> Report on health facility trade secrets regarding new services or programs: STRATEGY UPDATE</p>	<p>Dan Woods, Chief Executive Officer</p>	Discussion	7:01 – 7:21
12	<p><i>Health and Safety Code Section 32106(b)</i> Report on health facility trade secrets regarding new services or programs: VERBAL CEO REPORT</p>	<p>Dan Woods, Chief Executive Officer</p>	Information	7:21 – 7:25
13	<p><i>Health & Safety Code Section 32155 and Gov't Code Section 54957</i> Report regarding personnel performance for a report of the Medical Staff; deliberations concerning reports on Medical Staff quality assurance matters: APPROVE CREDENTIALING AND PRIVILEGES REPORT</p>	<p>Bob Rebitzer, Board Chair</p>	Motion Required	7:25 – 7:28
14	<p><i>Health and Safety Code Section 32106(b)</i> Report on health facility trade secrets regarding new services or programs:</p> <ul style="list-style-type: none"> a. MV OB/GYN Panel Agreements b. Professional services agreement with Silicon Valley Medical Development (SVMD) for a Hospice and Palliative care physician c. Professional Services Agreement with SVMD for Neurology and Neurocritical Care Physician – current physician d. Professional Services Agreement with SVMD for Neurology and Neurocritical Care Physician – new physician 	<p>Mark Adams, M.D. Chief Medical Officer</p>	Discussion	7:28 – 7:35
15	<p><i>Gov't Code Section 54957</i> Report regarding personnel performance – Chief Executive Officer EXECUTIVE SESSION</p>	<p>Bob Rebitzer, Board Chair</p>	Discussion	7:35 – 7:40
16	RECONVENE TO OPEN SESSION	<p>Bob Rebitzer, Board Chair</p>	Motion Required	7:40 – 7:40
17	<p>CLOSED SESSION REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.</p>	<p>Bob Rebitzer, Board Chair</p>	Information	7:41 – 7:42
18	<p>CONSENT CALENDAR ITEMS: <i>Items removed from the Consent Calendar will be considered at the end of the regular agenda. .</i></p> <ul style="list-style-type: none"> a. Approve Hospital Board Open Session Minutes (10/19/23) b. Approve Minutes of the Closed Session of the Hospital Board (10/19/2023) c. Approve Executive Compensation Delegation of Authority (09/28/23) d. Approve Policies, Plans, and Scope of Services as Reviewed and Recommended for Approval by the Medical Executive Committee e. Approve delegation to Chief Executive Officer to execute OB/GYN Call Panel Agreements 	<p>Bob Rebitzer, Board Chair</p>	Motion Required	7:42 – 7:45

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
	f. Approve Resolution 2023-02 Regarding OB/GYN Call Panel Agreement with Dr. Somersille g. Approve delegation to Chief Executive Officer to execute an amendment to the professional services agreement with Silicon Valley Medical Development (SVMD) for hospice and palliative care physician h. Approve delegation to Chief Executive Officer to execute an amendment to the professional services agreement with Silicon Valley Medical Development (SVMD) for neurology and neurocritical care physician – current physician i. Approve delegation to Chief Executive Officer to execute an amendment to the professional services agreement with Silicon Valley Medical Development (SVMD) for neurology and neurocritical care physician – new physician j. Receive Updated FY24 Committee and Liaison Assignments			
19	CEO REPORT a. Update b. Pacing Plan	Dan Woods, Chief Executive Officer	Information	7:45 – 7:50
20	BOARD ANNOUNCEMENTS	Bob Rebitzer, Board Chair	Information	7:50 – 7:55
21	ADJOURNMENT APPENDIX	Bob Rebitzer, Board Chair	Motion Required	7:55

Next ECHB Regular Meetings: December 6, 2023; February 7, 2024; March 13, 2024; April 17, 2024; May 8, 2024; June 12, 2024

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
MEETING MEMO**

To: El Camino Hospital Board of Directors
From: Theresa Fuentes, Chief Legal Officer
Date: November 8, 2023
Subject: Board of Directors Code of Conduct Policy Update

Recommendation(s):

To recommend the following policy for Board approval:

- 1) El Camino Hospital Board of Directors Code of Conduct

Summary:

The proposed El Camino Hospital Board of Directors Code of Conduct (“Code”) is intended to promote and maintain the highest standards of personal and professional behavior among Board and Board Committee members in the conduct of the Board’s business. The Code includes practical strategies for addressing ethical questions, a useful framework for decision-making and handling the operations of the Board, and enforcement mechanisms in the event of a report of unethical or unprofessional conduct.

The Code was prepared by the Governance Committee, with an initial version approved at the August 29, 2023 Governance Committee meeting and discussed at the September and October Board meetings. Further edits to the Code were requested by the Board on October 19, 2023.

The proposed revised policy includes input from Director Lanhee Chan, Director Don Watters, and Theresa Fuentes, Chief Legal Officer, to address comments at the October 19, 2023 Board meeting, including: (1) guidelines for addressing requests for information from Board and Committee members to Hospital staff (Section IV.D and attachment); (2) process for sharing investigation findings with the Board (Section IV.H.3); and (3) involvement of Board Chair in decisions to use outside counsel (Section IV.H.1). Additional edits are recommended to clarify language regarding: (1) when a conflict of interest may exist (Section IV.C); (2) the ability to suspend and dismiss sanctions imposed (Section IV.H.4); and (3) informal resolution as an option before convening formal investigation (Section IV.H.1).

Policy	Changes	Effective Date
Board of Directors Code of Conduct	NEW POLICY. For best governance practices there should be a Code of Conduct for the El Camino Hospital Board of Directors	After ECHB approval – next meeting November 8, 2023

List of Attachments:

1. DRAFT El Camino Hospital Board of Directors Code of Conduct

TITLE: Board of Directors Code of Conduct

CATEGORY: Administrative

LAST APPROVAL:

TYPE: Policy Protocol Scope of Service/ADT
 Procedure Standardized Process/Procedure

SUB-CATEGORY: Board

OFFICE OF ORIGIN: Administration

ORIGINAL DATE: February 15, 2023

I. COVERAGE:

All Members of the El Camino Hospital Board of Directors and Board Advisory Committees

II. PURPOSE:

The El Camino Hospital Board of Directors (“Board”) has adopted this Code of Conduct (“Code”) to provide clear, positive standards of ethical and professional behavior reflecting the core values of El Camino Hospital (the “Hospital” or “ECH”), and the communities it serves. The Code is intended to promote and maintain the highest standards of personal and professional behavior among Board and Board Committee members (collectively “Board members”) in the conduct of the Board's business. The Code includes practical strategies for addressing ethical questions, a useful framework for decision-making and handling the operations of the Board, and enforcement mechanisms in the event of a report of unethical or unprofessional conduct. Each Board member is required to subscribe to these standards, understand them, apply them to their work as a Board member, comply with them in letter and in spirit, and commit to them in writing annually.

III. REFERENCES:

1. Director Confidentiality Statement
2. ECH Discrimination and Harassment Policy – PolicyStat ID 8055045
3. [Hospital Guidelines - Communication with the CEO and Other El Camino Hospital Staff Members – PolicyStat ID 6935028](#)

IV. PROCEDURE:

- A. **Meetings:** The basic manner in which members fulfill their office must be at a regular, special, committee, or workshop meetings, and will be a matter of public record. The method of participation is discussion, deliberation, debate and voting. All members, including the Board Chair, are expected to participate fully and thoughtfully in deliberation and voting. They are expected to prioritize meeting attendance and come prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- B. **Action and Service:** Board members' decisions and actions shall best serve the needs of the community and Hospital patients and staff in light of available

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

TITLE: Board of Directors Code of Conduct

CATEGORY: Administrative

LAST APPROVAL:

resources and information available to the Board at the time such decisions or actions are made. Board members shall place the Hospital's best interests above their own, positively promote the purpose of the Hospital as stated in its Bylaws, forego personal interests when making decisions as a Board member, and act as a fiduciary of the Hospital in financial matters and decisions that may have material affect.

- C. Conflicts:** Each Board member shall avoid any conflicts of interest or appearance of any conflicts of interest between them and the Hospital or any matter before the Board. Any situation that involves, or may reasonably be expected to involve, a conflict of interest between a Board member and the Hospital or any matter before the Board should be disclosed promptly to the Board Chair. Conflicts of interest shall be declared into the public record. Any Board member having a conflict of interest shall not vote on, deliberate on, or participate in any way, or use their personal influence to address, the matter, and shall recuse themselves from the portion of the meeting where the matter is addressed
- D. Requests from Board members and Board Committee members to obtain information from Hospital staff.** Any questions or requests for information from Hospital staff that are relevant to a matter on an upcoming Board or Board Committee agenda shall be raised by the inquiring Board member at the Board or Committee meeting where the item is discussed or considered. Any follow-up for staff after discussion of the item shall be addressed by the Chair during the Board or Committee meeting. In the rare situation where information may be needed from staff prior to the Board or Committee meeting, the inquiring Board member shall contact the Board or Committee Chair. If the Board or Committee Chair agrees, the Chair shall contact the Chief Executive Officer to discuss the information needed prior to the Board or Committee meeting. Requests for information that are not related to an item on an upcoming Board or Committee meeting agenda shall be addressed only in accordance with the Guidelines for Communication with the CEO and Other El Camino Hospital Staff Members referenced in Section III.3 above ("Guidelines"). To the extent that the Guidelines and this Code of Conduct conflict, this Code of Conduct controls.
- E. Conduct:** The Board members shall observe the following standards designed to guide their actions in carrying out their responsibilities. A Board member must:
- Comply with laws, rules, and regulations applicable to the Hospital, as well as the Hospital's Bylaws;
 - Recognize that Board members have no individual authority or legal status to speak on behalf of or bind the Board and/or Hospital without approval from the Board;

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

TITLE: Board of Directors Code of Conduct

CATEGORY: Administrative

LAST APPROVAL:

-
- Understand that their basic function is policy and not administration or operations;
 - Refrain from engaging in administrative or operational issues that are the responsibility of the CEO and management, except to monitor the results and ensure that procedures are consistent with Board policy;
 - Communicate professionally and respectfully, whether in person, by telephone or videoconference, or in writing, with the CEO, other Board members, community members, and staff, and comply with guidelines for communication with the CEO and Hospital staff members (e.g., observe common standards of decorum and decency, express disagreement without being uncivil or disrespectful, and refrain from shouting, using profanity, or engaging in personal attacks); and
 - Promptly report any behavior or activities that they believe to be illegal or unethical to appropriate personnel and fully cooperate in any internal or external investigation by or on behalf of the Hospital.
- F. **Confidentiality:** Board members should not disclose to anyone any confidential financial, personnel or other matters or information concerning the organization, donors, staff or clients/consumers included in Board materials or discussions. Board members must also maintain confidentiality with respect to all closed session Board meeting discussions and materials. All Board members should abide by the Director Confidentiality Statement whether in a meeting or in public.
- G. **Board Discrimination and Harassment Policy:** It is the policy of the Board to provide an environment free from discrimination, harassment or retaliation as defined by the El Camino Hospital Discrimination and Harassment Policy and federal and state statutes such as Title VII of the Civil Rights Act of 1964, Equal Employment Opportunity Commission (EEOC) Regulations, California Government Code section 12940(h), and California Civil Rights Department Regulations. All Board members should abide by El Camino Hospital's Discrimination and Harassment Policy.
- H. **Enforcement**
1. **Reporting:** Any suspected violations of this Code should be communicated promptly to the Board Chair, the Hospital's Chief Legal Officer, the Hospital's Chief Human Resources Officer, or the Hospital's Director of Corporate Compliance, and can be raised by Board members or others, including Hospital employees or members of the community. The Board Chair (or the Vice Chair, if the Board Chair is conflicted) shall initially review the complaint to determine if the allegations are plausible, and if the alleged conduct, if substantiated, would constitute a breach of the Board member's duties or responsibilities. If so, the Board Chair (or

TITLE: Board of Directors Code of Conduct

CATEGORY: Administrative

LAST APPROVAL:

Vice Chair, as appropriate) shall consult with the Hospital's Chief Legal Officer and the Hospital Chief Human Resources Officer to determine the appropriate course of action, which may include an informal resolution of the matter through mediation, discussion, or otherwise. If the matter is unable to be resolved informally, an individual or Ad Hoc Committee may be appointed by the Board Chair ~~person~~ to investigate the complaint. The Hospital's Chief Legal Officer and the Board Chair will determine when or if to include the Hospital's outside counsel.

2. Investigation: The investigator designated by the Board Chair (or Vice Chair, as appropriate) shall gather information relevant to the allegations, afford the named Board member an opportunity to respond to the allegations, and make a written report of the review and findings within 30 days, unless the Board Chair (or Vice Chair, as appropriate) determines that the circumstances warrant a longer period.

3. Sharing of Investigation Findings. If an investigator is appointed, any findings by that investigator, including information supporting the findings, and response by the named Board member, shall be shared with the full Board in an appropriate manner as recommended by counsel to preserve any applicable privileges, confidentiality, or privacy.

2.4. Remedies: If the investigation does not substantiate the allegations, the Board Chair (or Vice Chair, as appropriate) may close the matter or determine that some corrective action short of formal discipline is appropriate. If the investigation has determined by a preponderance of the evidence that the Board member breached their duties or responsibilities, the Board Chair (or Vice Chair, as appropriate) can then recommend an appropriate sanction to the Board, which can accept the recommendation or impose a different sanction.

The Board may suspend ~~waive or limit~~ any sanction on the condition that the named Board member perform some specified action(s) designed to address the conduct and/or to prevent future conduct. ~~Such actions may include, but are not limited to, compliance with a commitment not to repeat the inappropriate conduct, or some other act to make whole the injury caused by the Board member's action and/or to prevent future inappropriate action.~~ If the imposition of the sanction is ~~suspended~~ waived or limited by the Board, the subsequent failure by the named Board member to perform the required act or otherwise comply with the conditions of the waiver will subject the Board member to implementation of the underlying sanction, without further process. Compliance with all

TITLE: Board of Directors Code of Conduct

CATEGORY: Administrative

LAST APPROVAL:

conditions to the satisfaction of the Board will result in the dismissal of any sanction(s).

More than one sanction may be imposed. The severity and type of sanction must be appropriately related to the nature and circumstances of the offense, and may include:

- Mandatory counseling or coaching;
- Reprimand;
- Removal or suspension of Board member from their position as a member, Chair, or Vice Chair of any Committee or Sub-Committee;
- Removal or suspension of the Board member from any liaison role(s);
- Public Censure by the Board; and/or
- Recommendation to the District Board of Directors that the Board member be removed from the Hospital Board.

The Board reserves the right to take action in response to breaches of this Code of Conduct, including the above examples, without following the enforcement procedures set forth above.

5. Retaliation: Board members shall not retaliate against anyone for reporting actual or suspected violations of this Code in good faith. Any suspected retaliation should be reported to the Board Chair, the Hospital's Chief Legal Officer, the Hospital's Chief Human Resources Officer, or the Hospital's Director of Corporate Compliance. Any such report shall be shared with the Board in closed session.

- I. **Questions:** No code or policy can anticipate every situation that may arise. Directors are encouraged to bring questions about particular circumstances that may implicate one or more provisions of this Code to the attention of the Board Chair, the Hospital's Chief Legal Officer, or the Hospital's Director of Corporate Compliance, who may consult with legal counsel as appropriate.
- J. **Waiver:** Any waiver of this Code must be approved by the Board.

TITLE: Board of Directors Code of Conduct

CATEGORY: Administrative

LAST APPROVAL:

V. APPROVAL:

APPROVING COMMITTEES AND AUTHORIZING BODY	APPROVAL DATES
Originating Committee or UPC Committee	Governance Committee
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A
Medical Executive Committee:	N/A
Board of Directors:	

Historical Approvals:

VI. ATTACHMENTS (attachments may be modified from time to time; check current versions for any updates):

1. Director Confidentiality Statement
2. ECH Discrimination and Harassment Policy – PolicyStat ID 8055045
3. Guidelines for Communication with the CEO and Other El Camino Hospital Staff Members – PolicyStat ID [6935028](#)

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

CONFIDENTIALITY STATEMENT (2.01)

As an El Camino Hospital Board Member, Advisor to the Board, employee, medical staff, allied health professional, volunteer, student, intern, instructor, person employed through a registry/temporary agency or under contract services, or vendor or other observer, you have a legal and ethical responsibility to protect the privacy of patients and the confidentiality of their health information. All information that you see or hear regarding patients or other proprietary, non-public information shared with you directly or indirectly, is completely confidential and must not be discussed, viewed, or released in any form, except when required in the performance of your duties.

A patient whose medical information has been unlawfully used or released may recover actual damages as well as punitive damages, plus attorney fees and court costs. Unauthorized disclosure of medical information is also criminally punishable as a misdemeanor. The mere acknowledgement that a patient is being treated, for psychiatric disorders, drug abuse, or alcohol abuse, may expose the hospital and the person making the unauthorized disclosure to substantial fines and liability.

If you are assigned a computer code that allows access to patient information, the code gives you access to confidential information that should only be used in caring for patients. Access codes are assigned based on the need to have information in order to carry out assigned responsibilities as determined by your manager.

All system passwords use a unique identification code that serves as a signature when entering the particular system. It is your responsibility to keep your passwords strictly confidential. Under no circumstances may you give your passwords to someone else.

If you have access to employee information, El Camino Hospital financial information or any other proprietary information, you are expected to treat the confidentiality of such information in the same manner as patient information.

Additionally, protection of confidentiality is required when transmitting sensitive data outside El Camino Hospital.

Refer requests for medical records to:	Health Information Management	650-940-7066
Refer media requests for information to:	Marketing and Community Relations	650-988-7767

Confidentiality of Patient Information

1. I understand that access to patient information may be required for me to do my job, and that I am only permitted to access patient information to the extent necessary for me to provide patient care and perform my duties. Therefore, I will treat all patient, physician, employee, and hospital business information (e.g., medical, social, financial, and emotional) acquired during the course of my work as strictly confidential.
2. I understand that “confidential” means that patient information must not be revealed, posted, or discussed with other patients, friends, relatives, or anyone else outside of the El Camino Hospital health care environment. In other words, a patient’s personal and medical information can only be discussed in private with appropriate individuals who have a medical and/or business related need to know, whether on duty or off.
3. I will not view, release, or disclose patient information or access my own information, unless my job requires it, and then will disclose only minimum necessary patient information needed to carry out my responsibilities for El Camino Hospital. I will not disclose identifying information (e.g. name, date of birth, etc.) if the information can be removed and is not essential to the analysis. If I am not sure whether the information should be released, I will refer the request to the appropriate department (e.g. Health Information Management) or appropriate individual (e.g. Compliance Officer).
4. I will appropriately dispose of patient information and reports in a manner that will prevent a breach of confidentiality (e.g. Shred-it container). I will never discard confidential or patient identifiable information in the trash, unless it has been shredded.
5. I understand that I have a duty to protect El Camino Hospital patient information from loss, misuse, unauthorized access, alteration or unauthorized modification, and as soon as I become aware I have a duty to immediately disclose to El Camino Hospital any breach of patient confidentiality.
6. I will access patient information or my own information only when needed in order to do my job, and understand that retrieving/viewing/printing or copying information (computerized or paper), on other patients such as family, friends, relatives, neighbors, celebrities, co-workers, or myself is a breach of confidentiality and may subject me to immediate termination of employment or association with El Camino Hospital, as well as civil sanctions and/or criminal penalties.

Confidentiality of Business/Research Information

1. I understand that information regarding the business/research and operations of El Camino Hospital is confidential, and that such information is owned by and belongs to El Camino Hospital.
2. I understand that I am only authorized to access business/research information if it is required for me to perform my duties. This information must not be revealed or discussed with others within or outside of El Camino Hospital except to the extent that this discussion is necessary to perform my duties.
3. I understand that I have a duty to protect El Camino Hospital business/research information from loss, misuse, unauthorized access, alteration or unauthorized modification, and that I have a duty to immediately disclose to El Camino Hospital any breach of business/research information confidentiality.
4. I understand that failure to follow this agreement may subject me to immediate termination of employment or association with El Camino Hospital, as well as civil sanctions and/or criminal penalties.

Assignment of Inventions

1. I will disclose to El Camino Hospital all potentially patentable inventions conceived or first reduced to practice in whole or in part in the course of my professional responsibilities or with more than incidental use of hospital resources. I hereby assign to El Camino Hospital all my right, title and interest in such patentable inventions and to execute and deliver all documents and do any and all things necessary and proper on my part to effect such assignment.

Information System Security

1. I understand that El Camino Hospital's information systems are company property and are to be used only in accordance with the hospital's policies. I also understand that I may be given access codes or passwords to El Camino Hospital information systems, and that I may use my access security codes or passwords only to perform my duties.
2. I acknowledge that I am strictly prohibited from disclosing my security codes or passwords to anyone, including my family, friends, fellow workers, supervisors, and subordinates for any reason. I will keep my security codes and passwords in confidence and will not disclose them to anyone (including the System Security Administrator) for any reason.
3. I agree that I will not breach the security of the information systems by using someone else's security codes or passwords, nor will I attempt in any way to gain access to any unauthorized system. Also, I will not allow anyone else to access the information systems using my security codes or passwords.
4. If I leave my workstation for any reason, I will initiate security measures in accordance with hospital procedures so no unauthorized person may access patient or business information or enter information under my security codes or passwords; I will make sure the system screen or paper record is not left open and unattended in areas where unauthorized people may view it.
5. I will not misuse or attempt to alter information systems in any way. I understand that inappropriate use of any information system is strictly prohibited. "Inappropriate use" includes:
 - (a.) personal use which inhibits or interferes with the productivity of employees or others associated with El Camino Hospital, or which is intended for personal gain.
 - (b.) transmission of information, which is disparaging to others based on race, national origin, sex, sexual orientation, age, disability or religion, or which is otherwise offensive, inappropriate or in violation of the mission and values of El Camino Hospital.
 - (c.) disclosure of confidential information to any individual, inside or outside the organization, who does not have a legitimate business-related need to know; and
 - (d.) the unauthorized reproduction of information system software.
6. Only El Camino Hospital approved, and officially licensed software may be added to El Camino Hospital systems.
7. I understand that I will be held accountable for all work performed or changes made to the systems or databases under my security codes, and that I am responsible for the accuracy of the information I put into the systems.
8. If my employment or association with El Camino Hospital ends, I will not access any El Camino Hospital information systems that I had access to and acknowledge that legal action may result if I do.

9. I understand that El Camino Hospital reserves the right to audit, investigate, monitor, access review and disclose information obtained through the organization's information systems at any time, with or without advance notice to me and with or without my knowledge.
10. I understand that I have a duty to protect El Camino Hospital information systems from loss, misuse, unauthorized access, alteration or unauthorized modification, and that I have a duty to immediately disclose to El Camino Hospital any breach of information system security (for example, if the confidentiality of my or another's password has been broken) or any inappropriate use of information systems.
11. I understand that a violation of computer security or any component of this agreement is considered a violation of hospital policies and may subject me to immediate termination of employment or association with El Camino Hospital, as well as civil sanctions and/or criminal penalties.

I will ask my supervisor for clarification if there are any items I do not understand before signing this agreement. My signature below acknowledges that I have read and understand this agreement and realize it is a condition of my employment/association with El Camino Hospital. I also acknowledge that I have received a copy of this signed agreement.

Signature: _____ Date: _____

Print Name: _____



Origination 09/1994
Last Approved 10/2020
Effective 10/2020
Last Revised 10/2020
Next Review 10/2023

Owner Gwen Chambers:
Interim Director
Human Resources
Area Human Resources
Document Types Procedure

Discrimination and Harassment

COVERAGE:

El Camino Hospital employees, students, interns, contracted and temporary staff independent contractors, volunteers, any other caregivers, and those otherwise doing business within the hospital in patient care areas and non-patient care areas. Refer to the Medical Staff Code of Conduct and Professional Behavior procedure for medical staff members.

PURPOSE:

El Camino Hospital is committed to providing a work environment free of all forms of discrimination and harassment, including sexual harassment. El Camino Hospital considers harassment of any nature (physical, sexual, verbal, etc.) to be misconduct and such behaviors will not be tolerated.

El Camino Hospital strictly prohibits discrimination or harassment in the workplace because of race, ancestry, national origin, color, sex, sexual orientation, gender identity, religion, disability (including AIDS and HIV diagnosis), marital status, age, medical condition (rehabilitated cancer and genetic characteristics), inappropriate refusal of protected leaves, in retaliation for engaging in any activity protected by law, status as a victim of domestic violence, sexual assault or stalking, enrollment in a public assistance program, or based on any other status protected by federal, state or local law, ordinance or regulation. El Camino Hospital also prohibits discrimination or harassment based on the perception that anyone has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics. Similarly, El Camino Hospital will not tolerate harassment by its employees of non-employees with whom El Camino Hospital has a patient care, business, service or professional relationship. El Camino Hospital also will attempt to protect employees from harassment by non-employees in the workplace.

In order to quickly and fairly resolve complaints, all El Camino Hospital employees or others should report any incidents of discrimination or harassment in the workplace immediately to her/his manager or to any other manager that is readily available, or to a Human Resources Business Partner; and/or Director HR Operations or to any Human Resources representative.

STATEMENT:

This policy is written to insure compliance with the laws and regulations of Title VII of the Civil Rights Act of 1964, the California Fair Employment and Housing Act, specifically Government Code §12940(a), (h) and (i), and the Ralph Civil Rights Act, which prohibits hate violence, and to ensure that all covered personnel are aware of expected conduct as well of their right to raise complaints for review.

PROCEDURE:

A. Sexual Harassment Defined

1. California law defines sexual harassment as unwanted sexual advances or visual, verbal or physical conduct of a sexual nature. This definition includes many forms of offensive behavior. The following is a partial list:
 - a. Unwanted sexual advances;
 - b. Offering employment benefits in exchange for sexual favors;
 - c. Making or threatening reprisals after a negative response to sexual advances;
 - d. Visual conduct such as leering, making sexual gestures, displaying sexually suggestive objects or pictures, cartoons or posters;
 - e. Verbal conduct such as making or using derogatory comments, epithets, slurs, and jokes;
 - f. Verbal sexual advances or propositions;
 - g. Verbal abuse of a sexual nature or use of sexually degrading words to describe an individual;
 - h. Suggestive or obscene letters, messages, notes or invitations or, graphic verbal commentary about an individual's body:
 - i. Physical conduct such as touching, assault, impeding or blocking movements
 - ii. It is unlawful for males to sexually harass females or other males, and for females to sexually harass males or other females, regardless of the sexual orientation or gender identity of the harasser or the person being harassed..
 - iii. Sexual harassment on the job is unlawful whether it involves co-worker harassment, harassment by a supervisor or manager, harassment by patients or visitors, or by persons doing business with or for El Camino Hospital.

B. Discrimination in Employment and Harassment on the basis of any protected characteristic is

strictly prohibited. Under this policy, Discrimination in Employment and Harassment on the basis of any protected characteristic is strictly prohibited. Under this policy,

1. Harassment is verbal, written or physical conduct that denigrates or shows hostility or aversion toward an individual because of his or her race, color, religion, sex, sexual orientation, gender identity or expression, national origin, age, disability, marital status, citizenship, genetic information, or any other characteristic protected by law, or that of his or her relatives, friends or associates, and that:
 - a. has the purpose or effect of creating an intimidating, hostile or offensive work environment
 - b. has the purpose or effect of unreasonably interfering with an individual's work performance
 - c. otherwise adversely affects an individual's employment opportunities.
2. Harassing conduct includes epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes; and written or graphic material that denigrates or shows hostility or aversion toward an individual or group that is placed on walls or elsewhere on the employer's premises or circulated in the workplace, on company time or using company equipment by e-mail, phone (including voice messages), text messages, social networking sites or other means.

C. Complaint Procedure

1. The complaint procedure is established to allow for an immediate, thorough and objective investigation of sexual or other harassment claims, appropriate disciplinary action against one found to have engaged in prohibited harassment, and appropriate remedies to any victim of harassment.
2. Employees who believe they have been harassed on the job, including by persons doing business with or for El Camino Hospital, should provide a written or verbal complaint to her/his manager or to any other manager readily available, or to a Human Resources Business Partner; and/or the Director HR Operations or any Human Resources representative, as soon as possible. The complaint should include details of the incident(s), names of individuals involved, and the names of any witnesses. Managers must immediately refer all harassment complaints to a Human Resources Business Partner; and/or Director HR Operations.
3. If you find conduct in the workplace to be unwelcome or offensive, you may, but are not required to, immediately inform the person engaging in the conduct in a clear and unambiguous manner that the conduct is unwelcome or offensive and that you want the conduct to stop.
4. All incidents of sexual or other harassment that are reported must be investigated. The HR Business Partner; and/or Director HR Operations or designated representative, will promptly undertake an effective, thorough and objective investigation of the harassment allegations. The investigation will be completed and a determination regarding the harassment alleged will be made.
5. If the HR Business Partner and/or Director HR Operations determines that harassment has occurred, the HR Business Partner and/or Director HR Operations will take effective remedial action commensurate with the circumstances.

Appropriate action will also be taken to deter any future harassment. If a complaint of harassment is substantiated, appropriate disciplinary action, up to and including termination, will be taken.

6. The employee who made the complaint will be informed of the progress of the investigation, and if it is determined that harassment did occur, what actions are being taken to prevent further incidents of harassment.

D. Protection Against Retaliation

1. In accordance with applicable laws, El Camino Hospital prohibits retaliation against any employee by another employee or by El Camino Hospital for using this complaint procedure or for filing, testifying, assisting or participating in any manner in any investigation, proceeding or hearing conducted by a federal or state enforcement agency, or for engaging in any activity protected by law. Prohibited retaliation includes, but is not limited to, demotion, suspension, failure to hire or consider for hire, failure to give equal consideration in making employment decisions, failure to make employment recommendations impartially, adversely affecting working conditions or otherwise denying any employment benefit the employee may otherwise be entitled to.
2. Once El Camino Hospital knows of the occurrence of harassment, action will be taken to prevent further harassment, and El Camino Hospital will not knowingly permit any retaliation against any employee who complains of harassment or who participates in an investigation.
3. In accordance with applicable laws, El Camino Hospital also prohibits retaliation against any employee who opposes harassment. Opposition includes, but is not limited to: seeking advice or assisting or advising any person in seeking advice of an enforcement agency regardless of whether a complaint is filed or, if filed, substantiated; opposing employment practices that an employee reasonably believes to be unlawful; participating in an activity perceived to be opposition to discrimination by an employer covered by the law; or contacting, communicating with or participating in any federal, state, or local human rights or civil rights agency proceedings.
4. Any report of retaliation by the one accused of harassment, or by coworkers, supervisors or managers, will also be immediately, effectively and thoroughly investigated in accordance with El Camino Hospital's investigation procedure outlined above. If a complaint of retaliation is substantiated, appropriate disciplinary action, up to and including termination, may be taken.

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

Approval Signatures

Step Description

Approver

Date

Publish	Jeanne Hanley: Projects Coordinator	10/2020
MEC	Catherine Carson: Senior Director Quality [JH]	10/2020
ePolicy Committee	Jeanne Hanley: Projects Coordinator	09/2020
HR Leaders including CHRO	Tamara Stafford: Dir Talent Development & EWHS	07/2020
Contributor Input	Beth Shafran-Mukai: Director HR Operations	07/2020
	Beth Shafran-Mukai: Director HR Operations	07/2020

COPY

TITLE:	Guidelines for Communication with the CEO and Other El Camino Hospital Staff Members
CATEGORY:	Administrative
LAST APPROVAL:	June 13, 2018

TYPE:	<input checked="" type="checkbox"/> Policy	<input type="checkbox"/> Protocol	<input type="checkbox"/> Scope of Service/ADT
	<input checked="" type="checkbox"/> Procedure	<input type="checkbox"/> Standardized Process/Procedure	
SUB-CATEGORY:	<i>Board</i>		
OFFICE OF ORIGIN:	Administration		
ORIGINAL DATE:	January 14, 2015		

- I. COVERAGE:** Members of the El Camino Hospital Board of Directors
- II. PURPOSE:** To provide an efficient process for individual Board and Advisory Committee members to request or share information and for Board members to request and obtain staff assistance with research or projects.
- III. POLICY STATEMENT:** It is the policy of the El Camino Hospital Board of Directors that staff be available to (1) individual Board and Advisory Committee members pursuant to reasonable requests to obtain or share information and (2) to individual Board members for assistance with research or projects, and that the Board Chair be kept informed of such requests. This policy shall not apply to requests for staff work on behalf of a Board Advisory Committee made by the Committee or the Committee Chair.
- IV. DEFINITIONS:**
N/A
- V. REFERENCES:**
N/A
- VI. PROCEDURE:**
- A. Communication Generally:** The Director of Governance Services or, in the prolonged absence of the Director of Governance Services, a specific designee, shall serve as the first and primary point of contact between the Board and Advisory Committee Members and staff. The Director of Governance Services, when at all possible, is expected to (1) return phone calls and e-mails within 2 business days and (2) notify Board and Advisory Committee Members in advance of planned absences greater than two business days. Exceptions include:
1. Board Members may contact the CEO directly. Regarding substantive matters related to committee work, Advisory Committee Members may contact their Committee Chair directly.

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

TITLE:	Guidelines for Communication with the CEO and Other El Camino Hospital Staff Members
CATEGORY:	Administrative
LAST APPROVAL:	June 13, 2018

2. For routine clerical matters, the Board and Advisory Committee members should first contact the Board Services Coordinator, or the Executive Assistant who supports their assigned Board Advisory Committee, but may always refer a matter to the Director of Governance Services at their discretion.
3. Chairs of the Advisory Committees may contact the Executive Sponsor of their assigned Committee directly regarding the business related to the Committee.
4. To schedule a 1:1 appointment with the CEO, Board members should contact the El Camino Hospital employee who manages the CEO's calendar, but may always refer a matter to the Director of Governance Services at their discretion.
5. In the case of an extreme emergency after business hours or on a holiday or weekend, Board and Advisory Committee members should contact the Administrator on Call (AOC) by calling the House Supervisor at (650) 336-4933. Contact information for the AOC will also be maintained in the Board Portal.
6. When acting as a member of the public, and not in their role as a member of the Board or an Advisory Committee, Board and Advisory Committee members may interact with Hospital staff directly. For example, if a member is a patient, or has a family member who is a patient, the Board member should interact with staff as necessary and appropriate related to patient care.

B. Board Member Requests for Staff Work:

1. If a request for staff work is made to the CEO by a Board member other than the Board Chair, the Board member shall communicate that request via e-mail to the CEO, the Director of Governance Services, and the Board Chair. The CEO will evaluate the staff time required to fulfill the request. If the CEO estimates that a request will require more than 2.5 hours of staff work, the CEO will inform the Board Chair prior to beginning the work. The Chair will either authorize the work or add the request to the agenda for the next meeting. Each Board member may make one such request between Board meetings.
2. If a request for staff work on an item is made to the CEO by two or more Board members, those Board members shall communicate that request via email to both the CEO, the Director of Governance Services, and the Board Chair. The CEO shall evaluate the staff time required to comply with the request. If the CEO estimates that a request will require more than 5 hours of

TITLE:	Guidelines for Communication with the CEO and Other El Camino Hospital Staff Members
CATEGORY:	Administrative
LAST APPROVAL:	June 13, 2018

staff work, the CEO will inform the Board Chair prior to beginning the work. The Chair will either authorize the work or agendaize the topic for the next meeting. Each Board member may initiate one such request between Board meetings.

- C. The CEO shall not honor requests for staff work from individual or groups of two Board members on matters that the Board has considered and voted not to approve or pursue.
- D. The CEO will keep the Board Chair informed in regards to all requests for staff work from Board members other than the Board Chair.

VII. APPROVAL:

APPROVING COMMITTEES AND AUTHORIZING BODY	APPROVAL DATES
Originating Committee or UPC Committee	N/A
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A
Medical Executive Committee:	N/A
Board of Directors:	6/13/2018
Historical Approvals:	1/14/15; 6/13/2018

VIII. ATTACHMENTS:

N/A

***NOTE:** Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.*



**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
 **
Andreu Reall, VP of Strategy
Cheryl Reinking, CNO **
Theresa Fuentes, CLO
Deanna Dudley, CHRO

***via teleconference*

Others Present (cont.)

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

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	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. 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>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><i>Adjourned to closed session at 5:48 p.m.</i></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><i>Reconvened Open Session at 7:28 p.m.</i></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><i>The consent calendar was approved</i></p> <p><i>The ECHB Code of Conduct was removed for discussion and revisions were requested by the Board to be updated by the next meeting.</i></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.</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: To approve the FY24 salary range for the CEO.</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 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 Ayes: Chen, Fung Miller, Po, Rebitzer, Somersille, Ting,</p>	<p><i>The FY23 CEO incentive payment was approved.</i></p>

	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

**EL CAMINO HOSPITAL
BOARD COMMITTEE MEETING COVER MEMO**

To: El Camino Hospital Board of Directors
From: Deanna Dudley, CHRO
Date: November 8, 2023
Subject: CEO Approval of New Hire Executive Base Salary

Recommendation(s): To approve CEO approval of executive base salaries up to median as recommended by Executive Compensation Committee.

Summary:

Per ECH Policy, the Executive Compensation Committee (ECC) has the delegated authority to approve changes to the Executive Team's (except for the CEO) base salary ranges and base salaries.

Our current "Executive Base Salary Administration" policy has set clear guidelines for determining the executive salary range. According to the findings of our compensation consultant, the midpoint of this range is determined by the median of comparable hospitals, adjusted for the cost of labor. This range, which has been deemed by both the Board and the ECC as the "reasonable compensation" for any executive role, is set at +/- 20% of the median.

We request the authorization for the CEO to approve executive compensation offers for established roles that:

- (1) Do not exceed the median as defined by the aforementioned policy.
- (2) Remain within the previously agreed upon "reasonable compensation" range set by the Board and ECC.

This modification would streamline the executive hiring process, allowing our organization to react more quickly in a competitive market. The ECH Board has already established and agreed upon what constitutes reasonable compensation for executive roles. Granting the CEO this authority simply underscores the trust that the Board has in our CEO's judgment and allows us to move strategically to close employment offers. In today's fast-paced market, the ability to extend offers quickly and within established guidelines is paramount to attracting top talent.

Department	Policy Name	Revised?	Doc Type	Notes	Committee Approvals
New Business					
Compliance	1. Email Transmitting Protected Health Information (PHI)	New	Procedure	1. None	<ul style="list-style-type: none"> • Compliance Dir • ePolicy

RESOLUTION 2023-02
BOARD OF DIRECTORS
EL CAMINO HOSPITAL

WHEREAS, Dr. Carol A. Somersille (“Dr. Somersille”) became a member of the Board of Directors of El Camino Hospital on December 4, 2020;

WHEREAS, El Camino Hospital management has proposed entering into a OB/GYN Call Panel physician agreement with Dr. Somersille with terms, including payments terms, that are similar to those entered into with other physicians;

WHEREAS, El Camino Hospital management has determined that entering into a OB/GYN Call Panel Agreement with Dr. Somersille is fair and in the interests of El Camino Hospital and El Camino Hospital could not have obtained a more advantageous arrangement; and

WHEREAS, Dr. Somersille has recused herself from voting or otherwise participating in this matter;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board of Directors finds that the proposed contract with Dr. Somersille is fair and in the interests of El Camino Hospital and El Camino Hospital could not have obtained a more advantageous arrangement; be it further

RESOLVED, that the proposed agreement with Dr. Somersille is hereby approved and the CEO is authorized to execute and deliver such agreement on behalf of El Camino Hospital.

AYES:

NOES:

ABSTAIN:

RECUSED: Somersille

Julia E. Miller, Secretary/Treasurer



EL CAMINO HOSPITAL BOARD OF DIRECTORS BOARD MEETING COVER MEMO

To: El Camino Hospital Board of Directors
From: Bob Rebitzer, Board Chair
Date: November 8, 2023
Agenda Item: Updated FY24 Committee and Liaison Assignments

Summary:

The El Camino Healthcare District Board appointed Wayne Doiguchi to the El Camino Hospital Board of Directors on October 19, 2023.

Mr. Doiguchi already serves on the Finance Committee and I have asked him to serve on the Compliance and Audit Committee as well.

COMMITTEE APPOINTMENTS						
COMMITTEE	COMPLIANCE & AUDIT	EXEC COMPENSATION	FINANCE	GOVERNANCE	INVESTMENT	QUALITY
CHAIR	Jack Po, MD	Bob Miller	Don Watters	Lanhee J. Chen	Brooks Nelson	Carol Somersille, MD
VICE CHAIR		George O. Ting, MD				Melora Simon
BOARD MEMBERS	Wayne Doiguchi	Carol Somersille, MD	Wayne Doiguchi	Don Watters	Peter C. Fung, MD	Jack Po, MD
	Julia E. Miller		Peter C. Fung, MD	Julia E. Miller	John Zoglin	John Zoglin
COMMUNITY MEMBERS	Lica Hartman	Teri Eyre	Bill Hooper	Christina Lai	Nicola Boone	Krutica Sharma
	Sharon Anolik Shakked	Estrella Parker	Cynthia Stewart	Ken Alvares	John Conover	Pancho Chang
	Christine Sublett			Mike Kasperzak	Robin Driscoll	
MEDICAL STAFF OFFICERS & MEDICAL NETWORK BOARD MEMBERS					Ken Frier	Prithvi Legha, MD
						Philip Ho, MD
						Steve Xanthopoulos, MD <i>Alternate</i>
						Shahram Gholami, MD <i>Alternate</i>
LIAISON APPOINTMENTS				LEGEND: *Hospital Board Members *District Board Members *Community & Staff Members		
COMMUNITY BENEFIT ADVISORY COUNCIL (CBAC) (Liaison)			Carol Somersille, MD	ECH FOUNDATION BOARD OF DIRECTORS (Liaison)		Julia E. Miller

CEO Report
November 8, 2023
Dan Woods, Chief Executive Officer

Operations

Ortho/Spine Service Line ascended to #1 in market share for both inpatient and outpatient hip & knee replacements in our primary service areas and reached a new annual volume milestone of ortho joint replacements exceeding 1,200 cases per year.

Key Q1 takeaways: 1. Hospital performance in August improved compared to July as margins continue to stabilize. While margins are still below historical levels, there is less variance and an overall trend of positive margins. 2. Lengths of stay in 2023 continue to decline. Patients continue to resume more normal patterns of accessing care. 3. Expenses increased but were offset by increased revenue. Labor expenses also declined alongside less contract labor utilization, reflecting overall financial stability.

For the sixth consecutive year, El Camino Health has been honored as one of the top performing large community hospitals in the United States. El Camino Health was named one of the nation's 100 Top Hospitals® according to an independent quality analysis provided by PINC AI™ and reported by Fortune.

El Camino Health is also the only hospital in California to earn an additional distinction as an Everest Award winner, and just one of 29 hospitals nationwide to receive this prestigious honor. Everest Award winners represent a special group of the 100 Top Hospitals® recipients that have also been showcased for achieving top rate of improvement. Using a five-year (2017 -2021) trending methodology, recipients of the Everest Award have shown the fastest, most consistent improvement rates on the same balanced scorecard of performance measures. Both the 100 Top Hospitals® program and the Everest Award reflect performance across the whole organization, including clinical, operational, financial, and patient perception.

Information Services

El Camino Health again received the designation of Most Wired, Level 9 for both Acute Care and Ambulatory Care. Most Wired identifies, recognizes, and certifies the adoption, implementation and exceptional dedication to excellence in digital health. Level 9 designees are considered healthcare leaders who actively push the industry forward by driving change while leveraging technologies in innovative ways. Among the more than 55,000 organizations surveyed, El Camino Health achieved rankings above peers in several categories including analytics and data management, population health, infrastructure and patient engagement.

Corporate Health Services

The Chinese Health Initiative hosted its annual in-person Chinese-Speaking Physician Network Appreciation Dinner with 29 attendees from various specialties. Dr. Adams, chief medical officer of El Camino Health, presented on "The El Camino Health Journey to High Reliability & COVID-19 Status". CHI continues the monthly emotional well-being webinar series, focused on "Managing Anxiety" in October and partnered with local schools to broaden outreach efforts.

Foundation

In September, El Camino Health Foundation secured \$405,126 in donations. The Foundation has raised a total of \$1,552,159 in the first three periods of FY 2024, which is 16% of the fiscal year fundraising goal.

The Foundation held the 27th Annual El Camino Heritage Golf Tournament on October 23, 2023. Funds raised will build up a dedicated fund to support training for the next generation of bedside nurses and nurse leaders, adopting and advancing the latest standards of evidence-based practice, investing to meet the rigorous requirements for maintaining Magnet status, and ensuring El Camino Health has the resources to respond as the nursing profession evolves. The guests raised their paddles for more than \$90,000 during the fund-in-need appeal. Full proceeds from sponsorships, raffle sales, silent auction, and additional donations will be calculated over coming weeks.

El Camino Hospital Board												
AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	8/9	9/13	10/11	11/8	12/6	JAN	2/7	3/13	4/17	5/8	6/12
STANDARD												
Public Communication		✓	✓	✓	✓	✓		✓	✓	✓	✓	✓
Committee Reports (Informational and Consent item, unless requested)		✓	✓	✓	✓	✓		✓	✓	✓	✓	✓
Consent Approvals		✓	✓	✓	✓	✓		✓	✓	✓	✓	✓
Executive Session		✓	✓	✓	✓	✓		✓	✓	✓	✓	✓
CEO Report		✓	✓	✓	✓	✓		✓	✓	✓	✓	✓
COMPLIANCE												
Annual Corporate Compliance Summary					✓							
EXECUTIVE PERFORMANCE												
CEO Assessment Results Discussion			✓									
CEO Performance Evaluation & Compensation				✓								
Executive Incentive Approvals				✓								
FINANCE												
Financials		✓		✓				✓			✓	
Budget Review & Approval												✓
MEDICAL NETWORK												
Bi-Annual Report			✓						✓			
STRATEGY												
Strategy Update, Strategic Vision					✓			✓			✓	
Board Retreat									✓			
QUALITY												
Quality Committee Focused Review			✓		✓			✓			✓	
Medical Staff Report			✓		✓			✓		✓		
GOVERNANCE												
Board Self-Assessment & Action Plan										✓		
Director, Committee Member, and/or Chair Appointments					✓							✓
Committee Charter Review												✓

Last Update: 10/19/2023

A09a3. non-ventilator Hospital Acquired Pneumonia.Diagnostic Criteria.ECHFY24

Criteria for the Diagnosis of non-ventilator Hospital Acquired Pneumonia
El Camino Health
October 2023

These criteria are used to reclassify all FY23 nvHAP cases and are in use for FY24 going forward.

<i>Clinical features of NV-HAP</i>	
Inclusion criteria	≥ 3 days hospitalization Not receiving mechanical ventilation
Worsening oxygenation sustained for ≥2 calendar days	Drop in pulse oximetry from ≥95% on ambient air to <95% on ambient air, or New initiation of supplemental oxygen, or Escalation of supplemental oxygen: o increase in flow rate of ≥3L/min for nasal cannula, ≥4L/min for face mask, or o Escalation of oxygen delivery device. Escalation of devices was in accordance with the following hierarchy: mechanical ventilation > BIPAP > non-rebreather > high flow nasal cannula > oxygen conserving device > simple face mask > nasal cannula > none.
Fever, OR abnormal white blood cell count (WBC)	Temperature ≤36 or ≥38 °C, or WBC <4,000 or ≥12,000 cells/mm ³
<i>Recognition/response by clinical team</i>	
Performance of chest imaging	Evidence of order or procedure code for chest X-ray or computerized tomography of the chest
Initiation of new antibiotics	Administration of selected antimicrobials (e-Table 3) not previously administered in past 2 days and continued for ≥3 days (changes in antibiotics permitted during the 3-day period so long as each new agent was not used in the preceding 2 days).

A09b2. Surviving-Sepsis-Campaign-Hour-1-Bundle graphic

Hour-1 Bundle

Initial Resuscitation for Sepsis and Septic Shock



Initiate bundle upon recognition of sepsis/septic shock.

May not complete all bundle elements within one hour of recognition.

1

Measure lactate level.
Remeasure lactate if initial lactate elevated (> 2 mmol/L).

2

Obtain blood cultures before administering antibiotics.

3

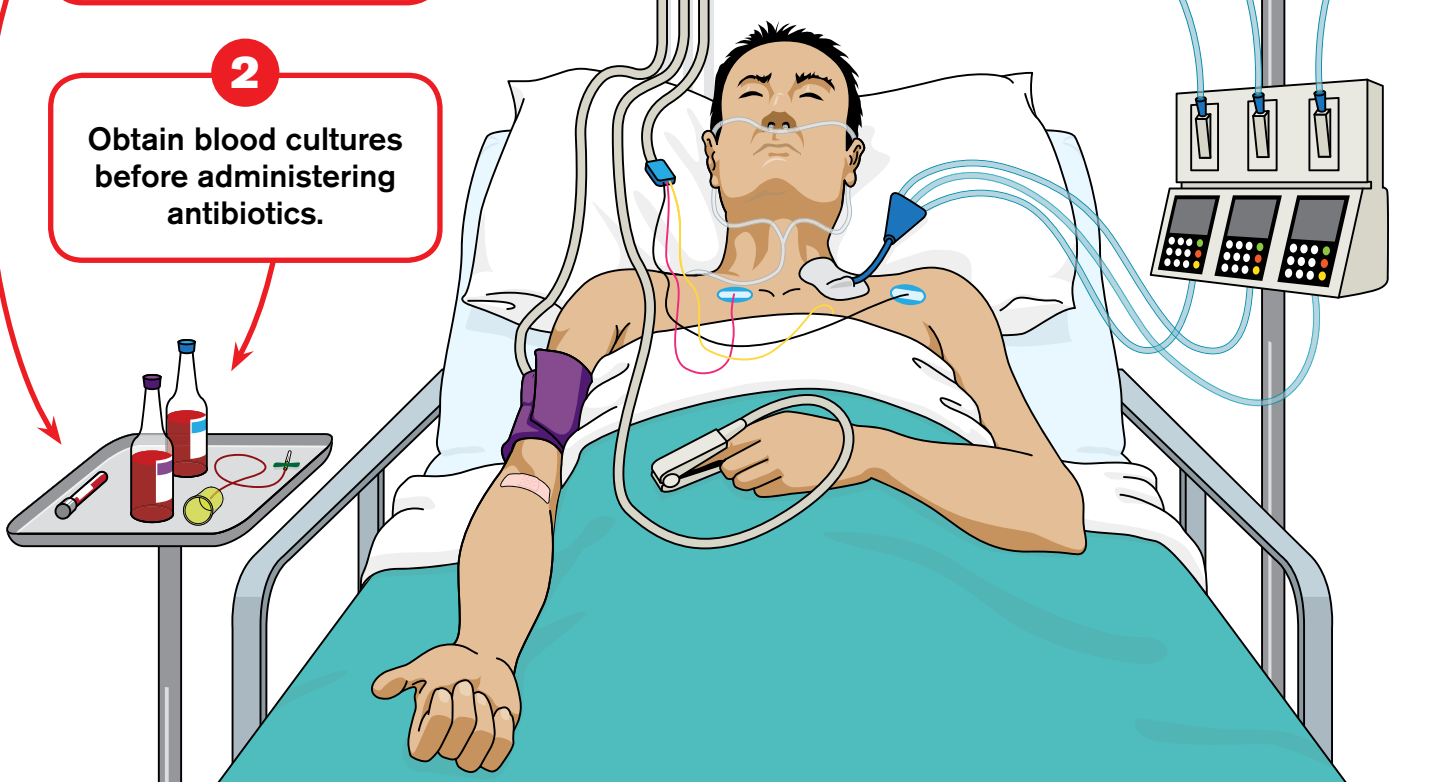
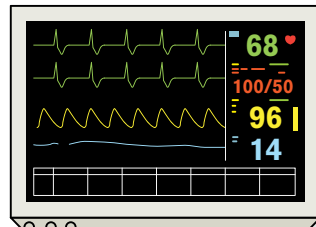
Administer broad-spectrum antibiotics.

4

Begin rapid administration of 30 mL/kg crystalloid for hypotension or lactate ≥ 4 mmol/L.

5

Apply vasopressors if hypotensive during or after fluid resuscitation to maintain a mean arterial pressure ≥ 65 mm Hg.



Bundle: SurvivingSepsis.org/Bundle

Complete Guidelines: SurvivingSepsis.org/Guidelines

HOURLY-1 BUNDLE: INITIAL RESUSCITATION FOR SEPSIS AND SEPTIC SHOCK:

- 1) Measure lactate level.*
- 2) Obtain blood cultures before administering antibiotics.
- 3) Administer broad-spectrum antibiotics.
- 4) Begin rapid administration of 30mL/kg crystalloid for hypotension or lactate ≥ 4 mmol/L.
- 5) Apply vasopressors if hypotensive during or after fluid resuscitation to maintain a mean arterial pressure ≥ 65 mm Hg.

*Remeasure lactate if initial lactate elevated (> 2 mmol/L).

Surviving Sepsis Campaign®

1. *Act quickly upon sepsis & septic shock recognition
2. Minimize time to treatment - sepsis & septic shock are medical emergencies
3. Monitor closely for response to interventions
4. Communicate sepsis status in hand-offs

*All elements of the Hour-1 bundle may or may not be completed in the first hour after sepsis recognition

HOURLY-1 BUNDLE: INITIAL RESUSCITATION FOR SEPSIS AND SEPTIC SHOCK:

- 1) Measure lactate level.*
- 2) Obtain blood cultures before administering antibiotics.
- 3) Administer broad-spectrum antibiotics.
- 4) Begin rapid administration of 30mL/kg crystalloid for hypotension or lactate ≥ 4 mmol/L.
- 5) Apply vasopressors if hypotensive during or after fluid resuscitation to maintain a mean arterial pressure ≥ 65 mm Hg.

*Remeasure lactate if initial lactate elevated (> 2 mmol/L).



Surviving Sepsis Campaign®

1. *Act quickly upon sepsis & septic shock recognition
2. Minimize time to treatment - sepsis & septic shock are medical emergencies
3. Monitor closely for response to interventions
4. Communicate sepsis status in hand-offs

*All elements of the Hour-1 bundle may or may not be completed in the first hour after sepsis recognition

survivingsepsis.org

A09b3. Impact of Accurate Documentation on Mortality Index as Calculated by RA Premier.final

Impact of Accurate Documentation on Mortality Index as Calculated by RA Premier

Analysis by Cornel Delogramatic, Director Clinical Documentation Integrity

Documentation of **Palliative care consultation** and **Do Not Resuscitate (DNR)** status has a significant impact on the accuracy of expected mortality for our patients.

Observations:

1. For the Palliative care encounter and DNR status to impact the RA Premier methodology both must be documented within 24 hours of the admission. Having these conditions documented in the medical record prior to admission equally impacts the 'expected' rate of mortality.
2. For the ICD-10 codes to be assigned as present on admission the services must be provided within the 24 hours from the time the admission order was placed or before the order.
3. A DNR status established within 24 hours of the admission almost doubles the expected risk of mortality.
4. A palliative encounter within 24 hours increases the expected risk of mortality almost 7-fold.
5. **DNR status and a palliative encounter** provided and documented within the first 24 hours of patient admission **increases the risk of mortality 16-fold**. (See the slides below)

In summary:

1. Providing palliative care services early in a patient's admission for sepsis, when appropriate, is the right thing to do to support end of life care for our patients and their families. Documenting this timely palliative care service also significantly impacts expected mortality.
2. Since the Enterprise Mortality and Sepsis Mortality has increased within the past 5 months, having an early DNR status discussion, and being seen promptly by Palliative Care clinician can positively impact our Mortality O/E.

Example:

The case used to model the scenario in the graphics below is an actual patient. He is a 78 y/o male who was admitted with sepsis due to aspiration pneumonia and had septic encephalopathy as comorbidity. The patient had a 10-day length of stay and was discharged alive home.

Mortality (Logistic Regression) CCSR_DX_INF002

SEPTICEMIA
A41.9

N = 1,481,446

chi-square = 15131.5/ df = 35/ P < 0.001

Mean = 12.33%

C-statistic = 0.923

DVF = 1.051

-4.57

1.03%

Logit

Expected Mortality

Risk Contributions **Entry Log**

ICD Code	Description	POA	Procedure Date	ICD Type	Include	Delete
A41.9	SEPSIS UNSP ORGISM	Y		Diagnosis	<input checked="" type="checkbox"/>	
G93.41	METAB ENCEPHALOPATHY	Y		Diagnosis	<input checked="" type="checkbox"/>	
J69.0	PNEUMONITIS D/T INHAL FOOD&VOMIT	Y		Diagnosis	<input checked="" type="checkbox"/>	
Z66	DO NOT RESUSCITATE	Y		Diagnosis	<input type="checkbox"/>	

Mortality (Logistic Regression) CCSR_DX_INF002

SEPTICEMIA
A41.9

N = 1,481,446

chi-square = 15131.5/ df = 35/ P < 0.001

Mean = 12.33%

C-statistic = 0.923

DVF = 1.051

-3.72

2.36%

Logit

Expected Mortality

Risk Contributions **Entry Log**

ICD Code	Description	POA	Procedure Date	ICD Type	Include	Delete
A41.9	SEPSIS UNSP ORGISM	Y		Diagnosis	<input checked="" type="checkbox"/>	
G93.41	METAB ENCEPHALOPATHY	Y		Diagnosis	<input checked="" type="checkbox"/>	
J69.0	PNEUMONITIS D/T INHAL FOOD&VOMIT	Y		Diagnosis	<input checked="" type="checkbox"/>	
Z66	DO NOT RESUSCITATE	Y		Diagnosis	<input checked="" type="checkbox"/>	

Mortality (Logistic Regression) CCSR_DX_INF002

SEPTICEMIA
A41.9

N = 1,481,446 chi-square = 15131.5/ df = 35/ P < 0.001 Mean = 12.33%
C-statistic = 0.923 DVF = 1.051

-2.46 7.89%
Logit Expected Mortality

Risk Contributions **Entry Log**

Upload ICD Codes ↑ Add Diagnosis Code Add Procedure Code

ICD Code	Description	POA	Procedure Date	ICD Type ▲	Include	Delete
A41.9	SEPSIS UNSP ORGISM	Y		Diagnosis	<input checked="" type="checkbox"/>	
G93.41	METAB ENCEPHALOPATHY	Y		Diagnosis	<input checked="" type="checkbox"/>	
J69.0	PNEUMONITIS D/T INHAL FOOD&VOMIT	Y		Diagnosis	<input checked="" type="checkbox"/>	
Z66	DO NOT RESUSCITATE	Y		Diagnosis	<input type="checkbox"/>	
Z51.5	ENCTR PALLIATIVE CARE	Y		Diagnosis	<input checked="" type="checkbox"/>	

Mortality (Logistic Regression) CCSR_DX_INF002

SEPTICEMIA
A41.9

N = 1,481,446 chi-square = 15131.5/ df = 35/ P < 0.001 Mean = 12.33%
C-statistic = 0.923 DVF = 1.051

-1.61 16.60%
Logit Expected Mortality

Risk Contributions **Entry Log**

Upload ICD Codes ↑ Add Diagnosis Code Add Procedure Code

ICD Code	Description	POA	Procedure Date	ICD Type ▲	Include	Delete
A41.9	SEPSIS UNSP ORGISM	Y		Diagnosis	<input checked="" type="checkbox"/>	
G93.41	METAB ENCEPHALOPATHY	Y		Diagnosis	<input checked="" type="checkbox"/>	
J69.0	PNEUMONITIS D/T INHAL FOOD&VOMIT	Y		Diagnosis	<input checked="" type="checkbox"/>	
Z66	DO NOT RESUSCITATE	Y		Diagnosis	<input checked="" type="checkbox"/>	
Z51.5	ENCTR PALLIATIVE CARE	Y		Diagnosis	<input checked="" type="checkbox"/>	

A18a. DRAFT 2023-10-19 ECHB Minutes (Open)



**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
 **
Andreu Reall, VP of Strategy
Cheryl Reinking, CNO **
Theresa Fuentes, CLO
Deanna Dudley, CHRO

***via teleconference*

Others Present (cont.)

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

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	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. 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>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><i>Adjourned to closed session at 5:48 p.m.</i></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><i>Reconvened Open Session at 7:28 p.m.</i></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><i>The consent calendar was approved</i></p> <p><i>The ECHB Code of Conduct was removed for discussion and revisions were requested by the Board to be updated by the next meeting.</i></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.</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: To approve the FY24 salary range for the CEO from a minimum of 1.17 million to a maximum of 1.75 million, and that we further approve a base salary for FY 24 of 1.3 million.</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 from a minimum of 1.17 million to a maximum of 1.75 million was approved. and that we further approve a base salary for FY24 CEO base salary was approved at 1.3 million.</i></p>
<p>12. AGENDA ITEM 17: APPROVE FY23 CEO PERFORMANCE INCENTIVE PLAN PAYOUT</p>	<p>Motion: To approve the CEO FY23 incentive payment of \$323,621 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 Ayes: Chen, Fung Miller, Po, Rebitzer, Somersille, Ting,</p>	

	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:

 Gabriel Fernandez, Governance Services Coordinator

A18b. DRAFT 2023-10-19 ECHB Minutes (Closed)

CONFIDENTIAL

**Minutes of the Closed 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
 **
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

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER	Chair Bob Rebitzer called the closed-session meeting of the El Camino Hospital Board of Directors to order at 5:48 p.m. A quorum was present.	<i>Called to order at 5:48 pm.</i>
2. AGENDA ITEM 6: FY23 AUDITED FINANCIAL REPORT	Ms. Pulver opened with a closed-session discussion regarding the FY23 Audited Financial Report. Staff exited at 5:49 p.m. to allow for a direct discussion with Ms. Pulver regarding the report. Ms. Pulver exited at 5:59 p.m. to allow the board to have an executive session. Staff rejoined the closed session at 6:08 p.m.	
3. AGENDA ITEM 7: FY2023 STRATEGIC OPERATING FINANCIAL PERFORMANCE OVERVIEW	Mr. Bohorquez presented the FY2023 Strategic Operating / Financial Performance Overview. Discussion included, but was not limited to, the current state of healthcare in the Bay Area, key quality, operating, and financial trends from FY2023, and payor mix.	

<p>4. AGENDA ITEM 8: CEO REPORT – FY23 YEAR IN REVIEW</p>	<p>Chair Rebitzer asked that the Board provide any questions or discussion points regarding Mr. Woods’ CEO Report. Chair Rebitzer noted that there is an opportunity for there to be improvements in how the enterprise measures various metrics of progress. Chair Rebitzer went on to state the overall feeling is that the current metrics are not as informative as they would like them to be but noted that the process is a difficult one as there has been a shift into new measurements. Chair Rebitzer also mentioned the importance of setting ‘stretch goals’ and setting goals that actively incentivize movement towards progress. Dr. Adams provided response to points from Directors Zoglin and Fung regarding the importance of the Culture of Safety metric and how it acts as the ‘pathway’ to the desired safety outcomes.</p>	
<p>5. AGENDA ITEM 9: FY23 ORGANIZATION PERFORMANCE INCENTIVE PLAN SCORE & EXECUTIVE COMPENSATION COMMITTEE REPORT</p>	<p>Ms. Dudley provided the Organization Performance Incentive Plan Score for FY23. Ms. Dudley noted that while the metric set was 3.99, the organization attained a 3.98 despite factors within the healthcare industry that could not be foreseen and not using the previous score of 3.96 as the threshold number per usual practice. It was noted that ECH scored above the national average for healthcare. Ms. Dudley also noted that the Executive Compensation Committee provided a unanimous vote to support the recommendation to the Board. The Board raised points that highlighted being wary of the moving metrics at the end of the fiscal year and greater emphasis on goal setting at the outset.</p>	
<p>6. AGENDA ITEM 10: EXECUTIVE PERFORMANCE REVIEW SESSION</p>	<p>Ms. Dudley introduced the topic for Executive Performance Review Session with the Board. Mr. Kirkpatrick from Mercer led the discussion. In this discussion, the FY23 CEO Performance Incentive Individual Score and the FY24 CEO Base Salary and Range were reviewed. All staff exited at 7:08 p.m. Staff returned at 7:24 p.m.</p>	
<p>7. AGENDA ITEM 11: ENTERPRISE UTILIZATION MANAGEMENT MEDICAL DIRECTOR SERVICES</p>	<p>Motion: To approve delegating to the Chief Executive Officer the authority to execute an Enterprise Utilization Management Medical Director agreement for an annual not-to-exceed \$208,000.</p> <p>Movant: Watters Second: Fung Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None</p>	<p><i>Motion was approved and reported in Open Session.</i></p>

CONFIDENTIAL

	<p>Absent: None Recused: None</p>	
<p>8. AGENDA ITEM 12: APPROVE CREDENTIALING AND PRIVILEGES REPORT</p>	<p>Motion: To approve the Credentialing and Privileges report Movant: Chen Second: Po Ayes: Chen, Fung, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Motion was approved and reported in Open Session</i></p>
<p>9. AGENDA ITEM 13: RECONVENE TO OPEN SESSION</p>	<p>Motion: To reconvene to open session at 7:27 p.m. Movant: Ting Second: Po Ayes: Chen, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin Noes: None Abstentions: None Absent: Chen, Fung Recused: None</p>	<p><i>Adjourned to open session at 7:27 p.m.</i></p>

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

 Gabriel Fernandez, Governance Services Coordinator

A18d2. Email Transmitting Protected Health Information -PHI-History-Changes



Origination	N/A
Last Approved	N/A
Effective	Upon Approval
Last Revised	N/A
Next Review	3 years after approval

Owner	Ketul Patel: Manager Privacy
Area	Corporate Compliance

Email Transmitting Protected Health Information (PHI)

COVERAGE:

This policy applies to all employees, contractors, and volunteers at El Camino **HealthHospital (ECH)** who have access or transmit PHI outside of the ECH network through the use of email.

PURPOSE:

- In our continuous commitment to maintaining the highest standards of patient privacy and data security, we are implementing an Use of Email to Transmit Protected Health Information (PHI) policy to ensure that all employees handle Protected Health Information (PHI) with utmost care and compliance with applicable laws and regulations, including the Health Insurance Portability and Accountability Act (HIPAA) and Confidentiality of Medical Information Act (CMIA).

PROCEDURE:

A. Transition of Emails that contain PHI

1. **Authorized Access:** Only authorized personnel with a legitimate business need may access and transmit PHI through email systems.
2. **Encryption:** All emails containing PHI (examples: Patient Name, Address, Medical Record Number (MRN), Date of Birth (DOB), Telephone Number etc) must be encrypted using secure methods provided by El Camino **HealthHospital's** email system when sending to a non-ELCAMINOHEALTH.org email address. Never send PHI in plain text or body of the email, in the subject line or as an unsecured attachment if outside the ECH network.

3. **Access Control:** Employees should never share their email login credentials or access PHI without proper authorization. Do not leave email accounts open and unattended of shared computers.

B. Email Content

1. **Minimize PHI:** When sending emails containing PHI outside of the ECH network, only include the minimum necessary information required for the intended purpose. The primary method of communication with patients containing PHI should be via myCare messaging portal.
2. **Recipient Verification:** Before sending any emails containing PHI always double-check the recipient's email address to ensure it is accurate and belongs to the intended recipient. Verify the email recipient's identity and ensure that the recipient has a legitimate need to access the PHI. Avoid auto-fill suggestions to prevent sending to the wrong recipient.
3. **Use of Subject Line:** Keep the content in the subject line of the email generic. Avoid using terms that directly reference PHI to prevent unauthorized access.
4. **Avoid Bulk or Group Emails:** Minimize the use of group or bulk emails containing PHI. If necessary, use the Bcc (Blind Carbon Copy) field to protect recipients' email address.

C. Email Security

1. **Attachments:** Use secure file transfer methods when sending files containing PHI. Avoid downloading attachments from unknown or suspicious sources.
2. **Phishing Awareness:** Be vigilant against phishing attempts and immediately report any suspicious emails to the IT department.

D. Device Security

1. **Secure Devices:** Ensure that devices used to access hospital email systems are secure and password protected.

E. Incident Reporting

1. **Reporting:** Immediately report any suspected or actual breaches, unauthorized access, or email sent unencrypted, or loss of PHI through email to the Compliance Department.

F. Training and Awareness

1. **Training:** All employees must receive regular training on HIPAA regulations, which includes encrypting emails when appropriate.
 - a. **How to send a secure email**
 - i. Choose one of these options:
 - a. **Use the Send Secure button.** Instead of sending the email as you normally do, find and click the "Send Secure" button when you're ready to send it.
 - b. Add a key word in the subject line. If you include any of

the following key words in the subject line of you email, it will be secured automatically when you sent it:

- i. [encrypt]
- ii. [secure]
- iii. secure
- iv. encrypt

b. Important notes:

- i. Using the button or adding a key word is only necessary when sending an email containing sensitive information to someone outside of El Camino HealthHospital. This step isn't necessary when sending sensitive information from on ECH email address to another. As a reminder, all patient messages should be sent securely via myCare- not via email.
- ii. Also, be aware that you'll need to follow one of these two steps each time you want to secure an email. In other words, just because you send an initial email securely doesn't mean subsequent replies will be secure. Follow these steps with each reply to keep the entire email thread secure.

- 2. **Awareness:** changes to this policy and any amendments to HIPAA regulations will be provided to staff.

G. Consequences of Non-Compliance

- 1. Violations of this policy may result in disciplinary action, up to and including termination, as well as legal consequences for individuals who compromise patient privacy and data security.

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

Approval Signatures

Step Description	Approver	Date
Board	Tracy Fowler: Director Governance Services	Pending
ePolicy Committee	Patrick Santos: Policy and Procedure Coordinator	10/2023
Director of Corporate Compliance	Diane Wigglesworth: Compliance and Privacy Officer	10/2023

History

Created by Patel, Ketul: Manager Privacy on 9/26/2023, 7:32PM EDT

New policy, please review.

Last Approved by Patel, Ketul: Manager Privacy on 9/26/2023, 7:32PM EDT

Last Approved by Wigglesworth, Diane: Compliance and Privacy Officer on 10/6/2023, 4:05PM EDT

Administrator override by Santos, Patrick: Policy and Procedure Coordinator on 10/12/2023, 1:40PM EDT

Health to Hospital

Last Approved by Santos, Patrick: Policy and Procedure Coordinator on 10/16/2023, 10:21AM EDT

ePolicy 10/13/23

COPY



Orchard Pavilion

Apricot Blossom Donor Wall

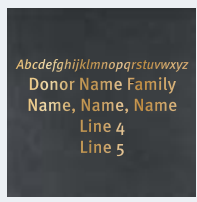
El Camino Health is renovating and expanding the Orchard Pavilion for Women’s and Newborn Services. When construction is complete, our community will have a best-in-class center of excellence that provides the highest quality, most personalized care in an environment that promotes healing and wellness for women, newborns, and families.



- 52 private mother-baby rooms large enough for a partner to comfortably stay overnight.
- More labor and delivery rooms.
- Obstetrics emergency department.
- Dedicated antepartum rooms for women with high-risk pregnancies.
- Enlarged neonatal intensive care unit designed for family-centered care.
- Double pane windows, LED lighting, and other energy efficiency upgrades to make the building eligible for LEED Gold status.

El Camino Health has always provided superb maternal-child healthcare. The remodeled, modernized, and expanded Orchard Pavilion will support continued excellence but in a welcoming, healing environment that better launches more of our community’s young families on the path to a healthy future.

Apricot orchards once blossomed where the Orchard Pavilion now stands. A beautiful, back-lit mosaic outside the state-of-the-art building will evoke this past and acknowledge donors who contribute to provide the best possible care inside. Your family can donate and inscribe a tile. Two sizes are available: 4”x8” tile (\$2,500 donation, 112 tiles available) and 8”x8” tile (\$5,000 donation, 32 tiles available).



Donate and personalize your tile at donate.elcaminohealth.org/apricot
Your gift is an investment in our families, our community, and a new generation.



I would like to inscribe a tile on the apricot blossom donor wall outside the Orchard Pavilion

Customize your tile

(Include spaces in character count)

4" x 8" - \$2,500 each

112 tiles

Maximum 3 lines

Acknowledgment,
Line 1 – 3/8" (italic), maximum 26 characters

Donor Names, Lines 2,3
1/2", maximum 21 characters per line



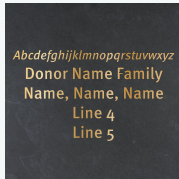
8" x 8" - \$5,000 each

32 tiles

Maximum 5 lines

Acknowledgment,
Line 1 – 3/8" (italic), maximum 26 characters

Donor Names, Lines 2-5
1/2", maximum 21 characters per line



Contact Information

650-940-7154

foundation@elcaminohealth.org

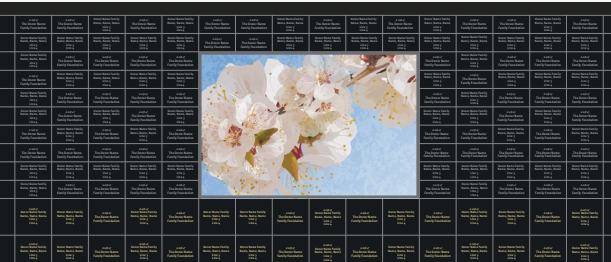
elcaminohealth.org/foundation

donate.elcaminohealth.org/apricot



Orchard Pavilion

Apricot Blossom Donor Wall



The philanthropic seeds planted where apricot trees once stood are bearing new fruit in exceptional care for women and newborns.



Orchard Pavilion

A New Vision for Mother, Baby, and Family Care

El Camino Health is renovating and expanding the Orchard Pavilion for Women’s and Newborn Services. When construction is complete, our community will have a best-in-class center of excellence that provides the highest quality, most personalized care in an environment that promotes healing and wellness for women, newborns, and families.

- 52 private mother-baby rooms large enough for a partner to comfortably stay overnight.
- More labor and delivery rooms.
- Obstetrics emergency department.
- Dedicated antepartum rooms for women with high-risk pregnancies.
- Enlarged neonatal intensive care unit designed for family-centered care.
- Double pane windows, LED lighting, and other energy efficiency upgrades to make the building eligible for LEED Gold status.

Planting Philanthropic Seeds

El Camino Health has always provided superb maternal-child healthcare. The remodeled, modernized, and expanded Orchard Pavilion will support continued excellence but in a welcoming, healing environment that better launches more of our community’s young families on the path to a healthy future. Your gift to support this project is an investment in our families, our community, and a new generation.

Apricot orchards once blossomed where the Orchard Pavilion now stands. A beautiful, back-lit mosaic outside the state-of-the-art building will evoke this past and acknowledge donors who contribute to provide the best possible care for women, newborns and families inside. Your family can donate and inscribe a tile.



Name _____

Address _____

City/State/Zip _____

Home Phone _____

Mobile Phone _____

Email _____

- My check payable to El Camino Health Foundation is enclosed.
- I will pay this gift through my donor advised fund.
- I will pay this gift through stock. Please send instructions.
- I prefer to pay by credit card.
 - American Express Discover
 - MC Visa

Total contribution \$ _____

Acct # _____

Expiration Date _____ CVV _____

Signature _____

- My company has a matching gift program. I will contact them to match my gift. Company name _____

Please clip and mail to:
 El Camino Health Foundation
 Dept. No. 05868
 P.O. Box 885868
 Los Angeles, CA 90088-5868

Or donate online at:
donate.elcaminohealth.org/apricot