



**Minutes of the Open Session of the
El Camino Hospital Board of Directors
Wednesday, March 13, 2019
2500 Grant Road, Mountain View, CA 94040
Conference Rooms F&G (ground floor)**

Board Members Present

Lanhee Chen, Chair
 Jeffrey Davis, MD
 Peter C. Fung, MD
 Gary Kalbach
 Julia E. Miller, Secretary/Treasurer
 George O. Ting, MD
 John Zoglin, Vice Chair**

Board Members Absent

Julie Kliger
 Bob Rebitzer

Members Excused

None

**via teleconference

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 5:30pm by Chair Chen. A verbal roll call was taken. Director Zoglin participated via teleconference. Directors Kliger and Rebitzer were absent. All other Board members were present at roll call.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Chen asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were reported.	
3. BOARD RECOGNITION	<p>Motion: To approve <i>Resolution 2019-04</i>.</p> <p>Movant: Miller Second: Kalbach Ayes: Chen, Davis, Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: Kliger, Rebitzer Recused: None</p> <p>Kelsey Martinez, Director, Marketing and Communications, recognized the ASPIRE team, Marketing & Communications team, Fremont Union High School District (FUHSD) administration, and Kelly Troiano, MD for their suicide prevention work for the teachers, parents, and students of FUHSD.</p> <p>Trudy Gross, FUSHD Associate Superintendent, thanked the Board and recognized the FUSHD Board members in attendance.</p>	
4. QUALITY COMMITTEE REPORT	<p>Mark Adams, MD, CMO, provided an overview of the organizational goals on the Quality Dashboard and highlighted the rolling 12-month formatting. He described 1) the uptick in mortality related to patients with terminal cancer and sepsis; 2) reductions in volatility for throughput; 3) efforts to improve HCAHPS for staff responsiveness.</p> <p>Dr. Adams reported that ECH has received a 4-star CMS Star Rating and reviewed the scores for the Hospital’s local competitors.</p> <p>He also described the Committee’s discussions on the Culture of Safety, “What Is Quality,” and upcoming review of medical directorships. He explained that starting in FY19, all medical directors have one of the organizational goals as one of their quality incentive goals.</p> <p>In response to Director Ting’s question, Dr. Adams further explained the calculation of the mortality index and risk of mortality (ROM) score.</p>	

	<p>In response to Director Fung’s question, Dr. Adams outlined areas for improvement where the Hospital could potentially increase its CMS Star Rating: Medicare efficiency ratings, patient experience, and ED throughput.</p> <p>In response to Director Miller’s question, Dr. Adams described the behavioral health services, highlighting inpatient and outpatient services and Electroconvulsive Therapy (ECT) used to treat depression.</p>	
<p>5. COMPLIANCE AND AUDIT COMMITTEE REPORT</p>	<p>Diane Wigglesworth, Sr. Director, Corporate Compliance, described the Committee’s recommended structure for how the Committee and the Board should oversee Enterprise Risk Management, including use of a scoring tool. She explained that the Committee discussions would focus on any elevating risks and reviewing management’s mitigation efforts and the Hospital Board’s discussions should be with the executive team regarding alignment and urgency.</p> <p>In response to Director Fung’s question, Ms. Wigglesworth explained that the risk evaluation tool includes the organization’s expanding ambulatory structure.</p> <p>Motion: To formally adopt the structure and guidance for Enterprise Risk Management oversight as outlined by the Committee in the materials (Section 4 of the memo).</p> <p>Movant: Kalbach Second: Miller Ayes: Chen, Davis, Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: Kliger, Rebitzer Recused: None</p>	<p><i>ERM oversight structure approved</i></p>
<p>6. GOVERNANCE COMMITTEE REPORT</p>	<p>Director Fung, Chair of the Governance Committee, reported that the Committee unanimously recommended adding an eleventh seat to the Hospital Board for the CEO.</p> <p>Motion: To have the 11th member on the Hospital Board, and to have Mr. Dan Woods, the CEO, to be on the Hospital Board.</p> <p>Movant: Fung</p> <p>Director Zoglin requested additional data about CEO service on other organization’s boards. Director Fung described the data from other health systems and affiliates reviewed by the Committee, noting that over 75% have a CEO on the board.</p> <p>Director Kalbach further described the Committee’s discussion and commented that the Board can better recruit and retain strong CEO candidates if the CEO serves on the Board.</p> <p>Director Miller expressed concerns about 1) the balance of the Board being primarily non-District Board members and 2) conducting a performance review of another Board member. She suggested that Mr. Woods would be a good candidate for the currently vacant 10th seat on the Board. She commented that there should be public input on this topic.</p> <p>Director Davis described his experience in health systems where CEOs serve on the Board, noting that 1) CEOs and the Board are an integral part of the strategic development and direction of the organization, 2) he has not encountered conflicts of interest in this area, and 3) boards can govern effectively when a CEO is part of the Board.</p> <p>Directors Chen and Fung and Cindy Murphy, Director of Governance</p>	<p><i>Bylaws revision authorized</i></p>

	<p>Services, discussed the motion on the floor and the required approvals for the proposed change.</p> <p>Clarified Motion: To recommend to the District Board that there be an 11th Hospital Board seat created and that that seat be held as a voting seat by the CEO.</p> <p>Movant: Fung</p> <p>Director Fung commented that the District Board has reserved powers.</p> <p>Friendly Amendment (Miller): To put a public notice in the local paper ahead of the April Hospital Board meeting of the proposed change.</p> <p>Director Fung accepted the Friendly Amendment.</p> <p>Second: Miller Ayes: Chen, Davis, Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: Kliger, Rebitzer Recused: None</p>	
<p>7. NURSE PRACTITIONER COMPENSATION FOR ASPIRE PROGRAM</p>	<p>Jim Griffith, COO, described the After-School Program Interventions and Resiliency Education (ASPIRE) program and the proposed compensation for an El Camino Medical Associates-employed nurse practitioner.</p> <p>In response to Director Ting’s question, Mr. Griffith explained that the proposed compensation is over the 90th percentile and described market factors in the area for child and adolescent psychology and the qualifications of the candidate.</p> <p>Motion: To approve compensation under the Professional Services Agreement (PSA) with ECH for an El Camino Medical Associates, P.C.-employed Nurse Practitioner at a rate of \$98/hour as a provider of youth services in the ASPIRE program.</p> <p>Movant: Fung Second: Miller Ayes: Chen, Davis, Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: Kliger, Rebitzer Recused: None</p>	<p><i>NP compensation approved</i></p>
<p>8. PUBLIC COMMUNICATION</p>	<p>Rena Schwartzberg expressed concerns about the retention of San Jose Medical Group employees.</p> <p>Andrew Barragan encouraged the Board to work with the bargaining team and support healthcare workers.</p>	
<p>9. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 6:40pm pursuant to <i>Gov’t Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (February 13, 2019); pursuant to <i>Health and Safety Code Section 32155</i> for a report of the Medical Staff; deliberations concerning reports on Medical Staff quality assurance matters: Medical Staff Report; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: SVMD Acquisition Update; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: Los Gatos Campus Services and Programs; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets and <i>Gov’t Code Section 54956.9(d)(2)</i> – conference with legal</p>	<p><i>Adjourned to closed session at 6:40pm</i></p>

	<p>counsel – pending or threatened litigation: CEO Report on New Services and Program and Legal Matters; and pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters – Senior Management: Executive Session.</p> <p>Movant: Kalbach Second: Ting Ayes: Chen, Davis, Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: Kliger, Rebitzer Recused: None</p>	
<p>10. AGENDA ITEM 18: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 8:30pm by Chair Chen. Agenda items 10-17 were addressed in closed session.</p> <p>During the closed session, the Board approved the Minutes of the Closed Session of the Hospital Board Meeting (February 13, 2019) and the Medical Staff Report, including the credentials and privileges report, by a unanimous vote in favor of all members present (Directors Chen, Davis, Fung, Kalbach, Miller, Ting, and Zoglin). Directors Kliger and Rebitzer were absent.</p>	
<p>11. AGENDA ITEM 21: CEO REPORT</p>	<p>This item was taken out of order.</p> <p>Dan Woods, CEO, highlighted the recent Epic upgrade, 118 community benefit applications, and the annual Heart Forum.</p> <p>Mr. Woods acknowledged the recent commitments to the El Camino Hospital Foundation, including \$5 million from Tad & Diane Taube and \$4 million from Mary & Doug Scrivener for mental health and addiction services. He thanked the Auxiliary for their contribution of over 6,000 hours in February 2019.</p>	
<p>12. AGENDA ITEM 19: CONSENT CALENDAR</p>	<p>Chair Chen asked if any member of the Board or the public wished to remove an item from the consent calendar. Director Zoglin requested that Item 19h: Community Benefit Mid-Year Metrics be pulled for discussion.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Hospital Board Meeting (February 13, 2019); Minutes of the Open Session of the Special Meeting to Conduct a Study Session of the Hospital Board (February 27, 2019); Draft Revised ECH Director Compensation Reimbursement Policy and Procedure; Draft Revised Hospital Board Officer Nomination and Selection Procedures; Revised Surplus Cash Investment Policy; Medical Staff Report; and for information: FY19 Period 7 Financials.</p> <p>Movant: Miller Second: Kalbach Ayes: Chen, Davis, Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: Kliger, Rebitzer Recused: None</p> <p>Director Kalbach left the meeting.</p> <p>In response to Director Zoglin's questions, Anne Rabkin, Sr. Community Benefit Specialist, noted that 1) the achievement of metrics were very similar to the prior year, 2) organizations addressing pre-diabetes, homelessness, and mental health did even better than average on their metrics, 3) 83% of new grants met their metrics, compared to 47% last year at mid-year. She also described examples of the coordination of Hospital</p>	<p><i>Consent calendar approved</i></p>

	<p>resources (care coordination, marketing, government relations, clinical reviews) with community benefit partners. Director Zoglin suggested that future discussion review all of the ways that ECH is providing expertise as well as grant money.</p> <p>Motion: To approve the consent calendar: for information: Community Benefit Mid-Year Metrics.</p> <p>Movant: Fung Second: Ting Ayes: Chen, Davis, Fung, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: Kalbach, Kliger, Rebitzer Recused: None</p>	
<p>13. AGENDA ITEM 20: RESOLUTION 2019-05: APPROVING SPONSORSHIP OF SVMD AS RBO WITH DMHC</p>	<p>Bruce Harrison, President, Silicon Valley Medical Development (SVMD), explained that SVMD is requesting that the Hospital serve as a sponsoring organization related to SVMD becoming a Risk Bearing Organization, so that SVMD can participate in capitated risk contracts with payers. He reported that SVMD has submitted an application with the Department of Managed Healthcare.</p> <p>Motion: To approve Resolution 2019-05: approving sponsorship of SVMD as Risk Bearing Organization with the Department of Managed Healthcare</p> <p>Movant: Fung Second: Miller Ayes: Chen, Davis, Fung, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: Kalbach, Kliger, Rebitzer Recused: None</p>	<p><i>Resolution 2019-05 approved</i></p>
<p>14. AGENDA ITEM 22: BOARD COMMENTS</p>	<p>None.</p>	
<p>15. AGENDA ITEM 23: ADJOURNMENT</p>	<p>Motion: To adjourn at 8:45pm.</p> <p>Movant: Fung Second: Miller Ayes: Chen, Davis, Fung, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: Kalbach, Kliger, Rebitzer Recused: None</p>	<p><i>Meeting adjourned at 8:45pm</i></p>

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



 Lanhee Chen
 Chair, ECH Board of Directors



 Julia E. Miller
 Secretary, ECH Board of Directors

Prepared by: Cindy Murphy, Director of Governance Services
 Sarah Rosenberg, Contracts & Board Services Coordinator