



**Minutes of the Open Session of the  
El Camino Hospital Board of Directors  
Wednesday, August 21, 2019  
2500 Grant Road, Mountain View, CA 94040  
Conference Rooms F&G (ground floor)**

**Board Members Present**

Lanhee Chen, Chair  
Peter C. Fung, MD  
Gary Kalbach  
Julie Kliger  
Julia E. Miller, Secretary/Treasurer  
Jack Po, MD, PhD  
Bob Rebitzer  
George O. Ting, MD  
John Zoglin, Vice Chair

**Board Members Absent**

Don Watters

**Members Excused**

None

Agenda Item	Comments/Discussion	Approvals/ Action
<b>1. CALL TO ORDER/ ROLL CALL</b>	The open session meeting of the Board of Directors of El Camino Hospital (the "Board") was called to order at 5:30pm by Chair Chen. A silent roll call was taken. Director Watters was absent. All other Board members were present at roll call.	
<b>2. POTENTIAL CONFLICTS OF INTEREST DISCLOSURES</b>	Chair Chen asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were reported.	
<b>3. PUBLIC COMMUNICATION</b>	Raina Schwartzberg spoke regarding the negotiations between SEIU-UHW and Silicon Valley Medical Development and expressed concerns about compensation and benefits for healthcare workers.  Henry Li voiced his support for workers at the SVMMD clinics and the education fund.	
<b>4. QUALITY COMMITTEE REPORT</b>	Director Kliger reported that there are four new unanimously-recommended candidates for appointment to the Quality Committee for the Board's consideration and introduced the two present in the audience.  Mark Adams, MD, CMO, explained that the final FY19 dashboard will be available in September. He described the Committee's deep dives into patient safety indices (PSI-4, PSI-18, and PSI-19) as further detailed in the packet.  Dr. Adams also discussed the national definition of quality in healthcare: Safe, Timely, Effective, Efficient, Equitable, Patient-Centered Care (STEEEP).  In response to Board questions, Dr. Adams described year-to-date organizational performance on quality measures. The Board suggested 1) addressing the lag in the data, 2) using a format of reporting that is more understandable and actionable, 3) inclusion of metrics that are not organizational goals, and 4) more education and context for how to review quality from a governance level. Director Kliger noted that she and Dr. Adams have discussed an organizational scorecard to present this information differently.	
<b>5. FY19 YEAR-END FINANCIAL REPORT</b>	Iftikhar Hussain, CFO, provided an overview of the year-end financials: <ul style="list-style-type: none"><li>- Adjusted discharges (aggregate measure) are 0.7% below budget.</li><li>- There has been a reduction in commercial payor mix related to the</li></ul>	<b><i>FY19 Period 12 Financials approved</i></b>

	<p>decline in deliveries.</p> <ul style="list-style-type: none"> <li>- Operating margin is \$23 million ahead of budget due to 1) non-recurring and unusual items (IGT payments, Medi-Cal supplemental payment program related to managed care) and 2) strong revenue cycle operations.</li> <li>- Cash position is strong.</li> <li>- Capital spending for the year was \$183 million; the variance was \$65 million in placeholders for potential projects and \$56 million due to the delay in the BHS and IMOB projects.</li> </ul> <p>In response to Director Miller's question, Mr. Hussain described the construction related to seismic updates for the parking lot, noting that the Finance Committee will be reviewing the major capital projects update at its next meeting in September.</p> <p>In response to Board questions, Mr. Hussain noted that there are growth plans for the Maternal Child Health Service Line, including OB recruitment. He also discussed the overall decline in volume and changes in the market.</p> <p><b>Motion:</b> To approve the FY19 Period 12 Financials</p> <p><b>Movant:</b> Fung  <b>Second:</b> Kalbach  <b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Watters  <b>Recused:</b> None</p>	
<p><b>6. FY19 BOARD SELF-ASSESSMENT REPORT AND ACTION PLAN</b></p>	<p>Erica Osborne from Via Healthcare Consulting, reviewed the findings and recommendations from the FY19 Board Self-Assessment. She facilitated a discussion with the Board, including the following areas:</p> <ul style="list-style-type: none"> <li>- <b>Quality Oversight:</b> using STEEEP definition for quality, updating quality reporting, incorporating more Board education on quality, defining the Board's role in quality and implementing a quality governance framework (IHI, HRO, Lean, etc.)</li> <li>- <b>Board/Executive Team Relations:</b> streamlining presentations, providing materials with context and identifying strengths/weaknesses, question framing (engaging rather than adversarial), the process of building trust</li> <li>- <b>Meeting Effectiveness:</b> more discussion rather than reporting out, frequency of meetings, post-meeting evaluations, consideration of and opportunities for delegation of authority, information flows between the Committees and the Board, continuing education at each meeting</li> </ul> <p>Dan Woods, CEO, noted that ECH will be recruiting for a Chief Quality Officer who will report to the Chief Medical Officer.</p> <p>The Board discussed a proposed action plan focused on 1) training and education, 2) meeting conduct and efficiency, and 3) quality:</p> <ul style="list-style-type: none"> <li>- Conduct post-meeting surveys to assess meeting effectiveness</li> <li>- Create customized approach to quality oversight</li> <li>- Restructure board presentations to improve focus and promote dialogue</li> <li>- Evaluate the number of agenda items and meeting frequency</li> <li>- Encourage more social board gatherings to enhance Board culture</li> </ul>	



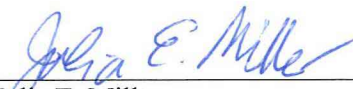
	<p>Ms. Osborne noted that Via will prepare a Board action plan with responsible parties and timeframes for the Governance Committee's review and will bring it to the Board for approval. She recommended that the Governance Committee oversee the execution of the plan on a quarterly basis. Chair Chen requested that the tasks be presented thematically.</p>	
<p><b>7. GOVERNANCE COMMITTEE REPORT</b></p>	<p>Director Fung, Governance Committee Chair, described FY20 Board Education Plan and the FY20 Hospital Board Competencies as further detailed in the packet.</p> <p><b>Motion:</b> To approve the FY20 Board Education Plan.</p> <p><b>Movant:</b> Fung <b>Second:</b> Kalbach</p> <p>Chair Chen suggested incorporating a different topic for the October Educational Session. The Board discussed the conference quality, options for Board attendance (all together, rotating), and visiting other high performing organizations.</p> <p><b>Motion:</b> To approve the FY20 Board Education Plan adding an item F "visitation to high performing health care organizations."</p> <p><b>Movant:</b> Fung <b>Second:</b> Kalbach</p> <p><b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Watters <b>Recused:</b> None</p> <p>The Board requested that the Board Retreat, currently scheduled in February 2020, be moved earlier in the year.</p> <p>Director Fung noted that the District Board Ad Hoc Committee will use these competencies for the evaluation of appointments and re-appointments.</p> <p><b>Motion:</b> To approve the FY20 Hospital Board Competencies.</p> <p><b>Movant:</b> Fung <b>Second:</b> Miller <b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Watters <b>Recused:</b> None</p>	<p><i><b>FY20 ECH Competencies approved</b></i></p> <p><i><b>FY20 Board Education Plan approved</b></i></p>
<p><b>8. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 7:40pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (6/12/2019); 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 32155</i> for a report of the Medical Staff; deliberations concerning reports on Medical Staff quality assurance matters: Quality Committee Report; 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 54957.6</i> for conference with labor negotiator Dan Woods; <i>Gov't Code Section 54956.9(d)(2)</i> for conference with legal counsel – pending or threatened litigation: CEO Report on New Services and Programs, Labor Negotiations, and Legal Update; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on</p>	<p><i><b>Adjourned to closed session at 7:40pm</b></i></p>

	<p>personnel performance matters – CEO: FY19 CEO Performance Review; and pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters – Senior Management: Executive Session.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Rebitzer  <b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Watters  <b>Recused:</b> None</p>	
<p><b>9. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>Open session was reconvened at 9:45pm by Chair Chen. Agenda items 9-16 were addressed in closed session. Directors Kalbach and Po were absent at the start of the second open session.</p> <p>During the closed session, the Board approved the Minutes of the Closed Session of the Hospital Board Meeting (6/12/2019) and the Medical Staff Report, including the credentials and privileges report, by a unanimous vote in favor of all members present (Directors Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, and Zoglin). Director Watters was absent.</p>	
<p><b>10. AGENDA ITEM 18: CONSENT CALENDAR</b></p>	<p>Chair Chen asked if any member of the Board or the public wished to remove an item from the consent calendar. No items were removed.</p> <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Hospital Board Meeting (6/12/2019); Pathways Home Health and Hospice FY20 Budget (June – October); Cardiothoracic Surgery Panel (MV); FY19 Period 11 Financials; Medical Staff Development Plan; Radiation Oncology Equipment Replacement; Emergency Department Remodel Project; Quality Committee Member Appointments; Medical Staff Report (including the Revised Scope of Service – Patient Experience, Medical Staff Peer Review Policy, Revisions to Neurosurgery Delineation of Privileges, Revisions to Pediatrics Delineation of Privileges, FPPE Policy, OPPE Policy, and Policy for Allied Health Professionals); Proposed Revised Medical Staff Bylaws; and for information: Finance Committee Approvals; Major Projects Update.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Kliger  <b>Ayes:</b> Chen, Fung, Kliger, Miller, Rebitzer, Ting, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Kalbach, Po, Watters  <b>Recused:</b> None</p>	<p><i>Consent calendar approved</i></p>
<p><b>11. AGENDA ITEM 19: CEO REPORT</b></p>	<p>Directors Kalbach and Po rejoined the meeting.</p> <p>Dan Woods, CEO, described the American Heart Association's recognition of the Mountain View campus with their "Get With the Guidelines Gold Plus" award. He also described the successful Epic rollout at four of the five San Jose Medical Group clinics.</p> <p>He highlighted CONCERN:EAP's digital therapeutic work, the record donations to the El Camino Health Foundation in FY19, and the June and July contributions from the Auxiliary.</p>	
<p><b>12. AGENDA ITEM 20: BOARD COMMENTS</b></p>	<p>Director Miller recognized Chaplain John Harrison and described her attendance at recent community events.</p>	

<p><b>13. AGENDA ITEM 21:</b> <b>ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 9:48pm. <b>Movant:</b> Miller <b>Second:</b> Kalbach <b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Watters <b>Recused:</b> None</p>	<p><i>Meeting adjourned at 9:48pm</i></p>
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**Attest as to the approval of the foregoing minutes by the Board of Directors of El Camino Hospital:**

  
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Lanhee Chen  
Chair, ECH Board of Directors

  
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Julia E. Miller  
Secretary, ECH Board of Directors

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