



**Minutes of the Open Session of the  
El Camino Hospital Board of Directors  
Wednesday, April 15, 2020**

Pursuant to State of California Executive Order N-29-20 dated March 18, 2020, El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

**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**  
**Don Watters\*\***  
**John Zoglin\*\***, Vice Chair

**Board Members Absent**

None  
 \*\*via teleconference

**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 verbal roll call was taken. A verbal roll call was taken. Chair Chen reviewed the logistics for the meeting. Director Ting participated with staff onsite at El Camino Hospital. All other Board members were present and participated via teleconference and videoconference pursuant to Santa Clara County’s shelter in place order. A quorum was present pursuant to State of California Executive Orders N-25-20 dated March 12, 2020 and N-29-20 dated March 18, 2020.	
<b>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. Director Fung reported conflicts with Agenda Items 12 (Closed Session – Physician Contracts), 19 (Physician Contracts), and 20 (Resolution 2020-03) in the second open session. Director Ting reported that he is listed as Medical Director, in the Summary of Physician Financial Arrangements in the closed session material, but he does not perform those duties or receive any funds.	
<b>3. AGENDA ITEM 4: QUALITY COMMITTEE REPORT</b>	<p>Director Kliger, Quality Committee Chair, highlighted the following from the Quality Committee’s discussion at its April 2, 2020 meeting:</p> <ul style="list-style-type: none"> <li>- In CMS’ annual Value-Based Purchasing Program, ECH will experience a penalty of approximately \$200,000. This is an improvement over last year. ECH scored well in clinical care, average in safety and patient experience, and poorly in efficiency, which is Medicare beneficiary per-year spending.</li> <li>- Management proposed the following quality, safety, and patient experience-related organizational goals for FY21: reducing 1) the readmission index and 2) rate of serious safety events (SSEs), improving 3) HEDIS score (an outpatient measurement set) and 4) the HCAHPS score for “likelihood to recommend.” The Committee will be discussing methodology at its May meeting.</li> <li>- The Board-level quality dashboard has been finalized and the Committee will be discussing how often the Board will review this document and criteria to identify and flag topics for discussion at the Board level.</li> </ul> <p>Mark Adams, MD, CMO, described the Quality/Performance Improvement and Patient Safety Plan (QAPI), which requires Board approval to meet</p>	<b><i>QAPI approved</i></b>

	<p>CMS and The Joint Commission requirements. He explained that it is comprehensive plan, includes the introduction of high reliability (HRO) and the STEEEP framework, and was reviewed and recommended for approval by the Quality Committee.</p> <p><b>Motion:</b> To approve the QAPI (the Quality/Performance Improvement and Patient Safety Plan).</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Miller  <b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<p><b>4. AGENDA ITEM 5:  FY20 PERIOD 8  FINANCIALS</b></p>	<p>Michael Moody, Interim CFO, provided an overview of the FY20 Period 8 Financials and highlighted the following:</p> <ul style="list-style-type: none"> <li>- Mr. Moody commended the management team for level of growth in first 8 months in FY20. February 2020 volume was strong, which led to a favorable variance of almost \$11 million.</li> <li>- There was an operating gain of \$7.8 million versus budget of \$1.8 million for February. Year-to-date, ECH is \$14 million ahead (29%) ahead of plan, which has been driven by growth.</li> <li>- For non-operating income, there was a loss in February; the markets began to turn due to COVID-19. Even with that loss in February, ECH was still on budget in this area. However, March, took a toll on the investment portfolio.</li> </ul> <p>Director Kalbach further described ECH's investment income as of March 31, 2020, which has not been reviewed by the Investment Committee yet. He reported that the decline in the quarter resulted in a 13% loss (\$37 million in cash account, the defined benefit pension fund and \$114 million in the surplus cash account). Director Kalbach noted that this loss is still within the asset allocation set by the Board, so there is no immediate need to talk about rebalancing. At the Investment Committee meeting in May 2020, the Committee will discuss and consider alternative investments and bring forward any proposed changes to the Board for review and approval.</p> <p>Director Miller suggested moving the Investment Committee meeting earlier. Director Kalbach commented that in consultation with the investment advisors, the scheduled May meeting will work.</p> <p>Mr. Moody described additional funding for the Hospital, including:</p> <ul style="list-style-type: none"> <li>- Medicare Advance funding, an interest-free loan for services that will be provided later in the year (\$40 million).</li> <li>- CARES Act Provider Fund, \$100 billion allocated for healthcare providers for expenses and lost revenue; this is a direct grant, and the first \$30 billion was released and distributed to all Medicare providers. ECH received \$13.7 million and is currently completing attestations and paperwork.</li> <li>- FEMA, whether or not the organization will apply for this funding is currently being assessed.</li> </ul> <p>In response to Director Rebitzer's question, Dr. Adams explained that ECH is communicating with independent physician practices and providing information on how they can access funds, including loans and grants from</p>	<p><i><b>FY20 Period  8 Financials  approved</b></i></p>

	<p>the Small Business Administration (SBA) like disaster loan programs and payroll protection plans.</p> <p><b>Motion:</b> To approve the FY20 Period 8 Financials.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Miller  <b>Ayes:</b> Chen, Fung, Kalbach, Klinger, Miller, Po, Rebitzer, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<p><b>5. AGENDA ITEM 6: RESOLUTION 2020-02: DECLARING A LOCAL EMERGENCY</b></p>	<p>Mary Rotunno, General Counsel, explained that the purpose of declaring an emergency on behalf of the Hospital corporation is to support any potential application for Federal Emergency Management Agency (FEMA) funding to recover costs associated with COVID-19. There were no questions from the Board.</p> <p><b>Motion:</b> To approve Resolution 2020-02.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Kalbach  <b>Ayes:</b> Chen, Fung, Kalbach, Klinger, Miller, Po, Rebitzer, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>Resolution 2020-02 approved</i></p>
<p><b>6. AGENDA ITEM 3: PUBLIC COMMUNICATION</b></p>	<p>Cindy Murphy, Director of Governance Services, read a written communication from Kathleen King, CEO of the Healthier Kids Foundation Santa Clara County, a recipient of a Community Benefit sponsorship. The letter detailed gratitude from families who have received care packages and assistance during this stressful time.</p>	
<p><b>7. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 6:04pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (3/11/2020) and Minutes of the Closed Session of the Executive Compensation Committee Meeting (11/7/2019); pursuant to <i>Health and Safety Code Section 32155</i>: Enterprise Quality Council Minutes; pursuant to <i>Gov't Code Section 54956.9(d)(2)</i>: Summary of Physician Financial Arrangements; 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 and <i>Health and Safety Code Section 32155</i> for a report of the Medical Staff; deliberations concerning reports on Medical Staff quality assurance matters: COVID-19 – Impact on Organizational Prioritization; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: Physician Contracts (Enterprise Telestroke Agreement and Neurology Inpatient Consult Panel); 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 counsel – pending or threatened litigation: SVM Update; 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</i></p>	<p><i>Adjourned to closed session at 6:04pm</i></p>

	<p><i>Section 54957</i> for discussion and report on personnel performance matters – Senior Management: CEO Report on New Programs; 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> Miller  <b>Second:</b> Kalbach  <b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<b>8. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT</b>	<p>Open session was reconvened at 9:30pm by Chair Chen. Agenda Items 8-16 were addressed in closed session. Director Miller was absent at the beginning of the second open session and rejoined the meeting via teleconference during Agenda Item 20 (Resolution 2020-03).</p> <p>During the closed session, the Board approved the Minutes of the Closed Session of the Hospital Board Meeting (3/11/2020), Minutes of the Closed Session of the Executive Compensation Committee Meeting (11/7/2019) and the Medical Staff Report, including the credentials and privileges report, by a unanimous vote in favor of all members participating in the meeting (Directors Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, and Zoglin).</p>	
<b>9. AGENDA ITEM 18: CONSENT CALENDAR</b>	<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 (3/11/2020); Medical Staff Report; Proposed Revised Medical Staff Bylaws; Proposed Revised Policies (Executive Compensation Philosophy, Base Salary Administration Policy, Executive Performance Incentive Plan Policy); Minutes of the Open Session of the Executive Compensation Committee Meeting (11/7/2019); FY20 Period 7 Financials; Urology On-Call Panel (MV); Urology On-Call Panel (LG); Infection Control Medical Director Hours Increase; Proposed FY20 Board and Committee Self-Assessment Tools; and for information: Progress on FY20 Board Action Plan; Update on Major Capital Projects in Progress; and Finance Committee Approvals.</p> <p><b>Movant:</b> Zoglin  <b>Second:</b> Kliger  <b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Po, Rebitzer, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Miller  <b>Recused:</b> None</p>	<i>Consent calendar approved</i>
<b>10. AGENDA ITEM 19: PHYSICIAN CONTRACTS</b>	<p>Director Fung recused himself from this topic.</p> <p>Jim Griffith, COO, asked for approval of two physician contract arrangements: 1) an enterprise telestroke agreement and 2) neurology inpatient consult panel agreements.</p> <p><b>Motion:</b> To approve delegating to the CEO the authority to execute a two-year enterprise Neurology Telemedicine Services Agreement and two-year enterprise neurology inpatient consultation non-emergency coverage agreements as further outlined in the memo in the Board packet.</p>	<i>Physician contracts approved</i>

	<p><b>Movant:</b> Kalbach  <b>Second:</b> Po  <b>Ayes:</b> Chen, Kalbach, Kliger, Po, Rebitzer, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Miller  <b>Recused:</b> Fung</p>	
<p><b>11. AGENDA ITEM 20:                  RESOLUTION                  2020-03</b></p>	<p>Director Miller rejoined the meeting. Director Fung recused himself from this topic.</p> <p><b>Motion:</b> To approve Resolution 2020-03: Approving Neurology Inpatient Consult Panel Agreement for Peter C. Fung, MD.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Watters  <b>Ayes:</b> Chen, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> Fung</p>	<p><i>Resolution                  2020-03                  approved</i></p>
<p><b>12. AGENDA ITEM 21:                  CEO REPORT</b></p>	<p>Dan Woods, CEO, described the census of COVID-19 patients and the universal masking and no visitor policies, noting that any and all patients coming to the hospital receive safe and quality care. He reported that the organization is prepared for a surge and is constantly monitoring community statistics and internal supply levels; there is an adequate supply of personal protective equipment (PPE) on hand. He further described various testing platforms available to ECH and the inventory and utilization of test kits, which is monitored daily.</p> <p>Mr. Woods reported that ECH has partnered with YMCA for Kids Camps to provide care for children of healthcare workers.</p> <p>Mr. Woods recognized Erika Richards, a volunteer at the medical and patient libraries at ECH for over 20 years, and the \$50,000 donation to the Health Library in her memory.</p> <p>The latest information updates on COVID-19 is available on the El Camino Health website.</p> <p>He thanked ECH's neighbors and the community for their overwhelming support and reported that the Foundation has received in excess of \$2 million as well as in-kind donations. He commended the Auxiliary for their service in February and March, noting that volunteers have been asked to stay home during the shelter in place order.</p>	
<p><b>13. AGENDA ITEM 23:                  BOARD                  COMMENTS</b></p>	<p>Director Miller thanked the Foundation for their work facilitating the donations from the community.</p>	
<p><b>14. AGENDA ITEM 22:                  ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 9:45pm.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Miller  <b>Ayes:</b> Chen, Fung, Kalbach, Kliger, Miller, Po, Rebitzer, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>Meeting                  adjourned at                  9:45pm</i></p>

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

DocuSigned by:  


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Lanhee Chen  
Chair, ECH Board of Directors

DocuSigned by:  


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Julia E. Miller  
Secretary, ECH Board of Directors

Prepared by: Cindy Murphy, Director of Governance Services  
Sarah Rosenberg, Contracts Administrator/Governance Services EA