



**Minutes of the Open Session of the  
El Camino Hospital Board of Directors  
Wednesday, April 7, 2021**

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.

<u>Board Members Present</u>	<u>Board Members Absent</u>	<u>Members Excused</u>
Lanhee Chen, Chair** Peter C. Fung, MD** Julie Kliger** Julia E. Miller, Secretary/Treasurer** Jack Po, MD, Ph.D.** Bob Rebitzer** George O. Ting, MD** Carol A. Somersille, MD** Don Watters John Zoglin, Vice-Chair**	None   **via teleconference	None

<b>Agenda Item</b>	<b>Comments/Discussion</b>	<b>Approvals/ Action</b>
<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. Director Rebitzer joined at 5:37pm during the Board recognition, and Director Watters joined at 5:57pm during the FY21 Period 8 Financials. All other Board members were present at roll call. All members participated via videoconference pursuant to Santa Clara County's shelter in place order. Chair Chen reviewed the logistics for the meeting. A quorum was present pursuant to State of California Executive Orders N-25-20 dated March 12, 2020, and N-29-20 dated March 18, 2020.	
<b>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 noted.	
<b>3. PUBLIC COMMUNICATION</b>	None.	
<b>4. RESOLUTION 2021- 03: BOARD RECOGNITION</b>	Jim Griffith, Chief Operating Officer, honored and acknowledged the COVID-19 vaccination program team for their service, support, and dedication to the effort to immunize the community.  <b>Motion:</b> To approve Resolution 2021-03 recognizing the El Camino Health vaccine program team.  <b>Movant:</b> Miller <b>Second:</b> Ting <b>Ayes:</b> Chen, Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Watters <b>Recused:</b> None	<i>Motion approved</i>
<b>5. QUALITY COMMITTEE REPORT</b>	Director Kliger, Quality Committee Chair, provided an overview of the discussion at the April 6, 2021, Quality Committee meeting:	

	<ul style="list-style-type: none"> <li>- Discussion ensued regarding indicators moving away from target, which resulted in members inquiring how to decipher what metrics are in control versus out of control. It was agreed that there needs to be further education on this topic, given that it can be challenging to determine which metrics require greater attention and oversight.</li> <li>- The committee is strategizing on ideas to elevate the voice of the patients within the meetings and is an open topic for continued discussion.</li> <li>- The committee reviewed and approved the FY22 strategic goals in principle; there was a divide between members regarding whether mortality should still be considered a strategic goal.</li> </ul> <p>In closing, Director Kliger commended the leadership team and staff for their hard work to ensure a positive bonus on value-based purchasing and noted that El Camino Health received formal recognition for being outstanding in several nursing indicators.</p>	
<p><b>6. FY21 PERIOD 8 FINANCIALS</b></p>	<p>Carlos Bohorquez, Chief Financial Officer, provided an overview of the FY21 Period 8 Financials. He noted that the third wave of COVID-19 case rises drove the financials for this period. He further highlighted the following:</p> <ul style="list-style-type: none"> <li>- Given the increase in COVID-positive patients in January, there was a significant strain on operations to step up and address the community's needs first and foremost. This affected the ability to conduct elective surgery on the Mountain View campus, thus yielding unfavorable outcomes in revenue.</li> <li>- The financial operating budget was prepared conservatively but is overall positive, and further mentioned that there had been a decrease in assets due to the opening of Taube and Sobrato Pavilions.</li> </ul> <p>Mr. Bohorquez stated that despite the uncertainty and volatility in COVID volumes, ECH has successfully adjusted.</p> <ul style="list-style-type: none"> <li>- Mr. Bohorquez explained that Q4 financials are currently being prepared and that COVID is being accounted for. However, since there is high hopes for the vaccine, a fourth wave has not yet been reflected in those financials.</li> <li>- Mr. Bohorquez addressed the dip between the months of February and March, explaining that it is attributed to the overall volume in NICU (newborn intensive care unit). It tends to fluctuate, but nothing that could be identified as a spectacular trend.</li> <li>- Mr. Bohorquez affirmed that the performance aspect of the report has been highly favorable in comparison to the budget. However, he also explained that there might be some challenges associated with the presumed fourth wave of COVID in the weeks to come. Dan Woods, CEO, added that the budget is submitted for regulatory reasons and that it would be unrealistic to assess the current financial performance to the budget. To get a better picture, they have been aligning current forecasts to the year prior, to account for and understand the true implications of COVID.</li> </ul> <p><b>Motion:</b> To approve FY21 Period 8 Financials.</p> <p><b>Movant:</b> Fung  <b>Second:</b> Po  <b>Ayes:</b> Chen, Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b> None</p>	<p><i><b>FY21                  Period 8                  Financials                  were                  approved</b></i></p>



	<p><b>Movant:</b> Director Fung accepted the amendment.                  Director Miller withdrew her second to the motion.</p> <p><b>Second:</b> Kliger</p> <p><b>Ayes:</b> Chen, Fung, Kliger, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> Miller  <b>Absent:</b> None  <b>Recused:</b> None</p> <p>Further discussion ensued regarding the elimination of a candidate that receives the fewest votes. However, this suggestion was already reflected within the nominations and selection procedures; thus, no further amendments were necessary.</p>	
<p><b>8. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 5:53pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (03/10/2021); 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 (Medical Staff Credentials and Privileges Report, Quality Council Minutes); 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: Strategic Planning Update; pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation and <i>Gov't Code Section 54957</i> and <i>54957.6</i> for a discussion and report on personnel matters: CEO Report on Legal Services and Personnel 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><b>Movant:</b> Miller  <b>Second:</b> Fung  <b>Ayes:</b> Chen, Fung, Kliger, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>Adjourned to closed session at 5:53 pm</i></p>
<p><b>9. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>Open session was reconvened at 8:05 pm by Vice-Chair Zoglin. Agenda Items 9-14 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 (03/10/2021), Minutes of the Closed Session of the Executive Compensation Committee (11/5/2020), Quality Committee Report, including the Medical Staff Credentials and Privileges Report, and the Annual Summary of Physician Financials by a unanimous vote in favor of all members present and participating in the meeting (Directors Chen, Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, and Zoglin).</p>	
<p><b>10. AGENDA ITEM 16: CONSENT CALENDAR</b></p>	<p>Vice-Chair Zoglin 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</p>	<p><i>Consent calendar approved</i></p>

	<p>the Hospital Board Meeting (03/10/2021); Revised FY21 Advisory Committee Assignments; Letter of Reasonableness; Executive Compensation Open Session Meeting Minutes (11/5/2020); FY21 Period 7 Financials; Urology Call Panel; Medical Staff Report; Finance Committee Approvals (Acute Rehab Professional Services Agreement and Community Benefits Grant).</p> <p><b>Movant:</b> Fung  <b>Second:</b> Watters  <b>Ayes:</b> Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	
<p><b>11. AGENDA ITEM 17:                  CEO REPORT</b></p>	<p>Dan Woods, CEO, reported on relaxing our visitor policy due to improving pandemic conditions, management efforts on DEIB, great results at our Annual Heart Forum, and ECH Los Gatos earned a spot on Newsweek's national Best Maternity Care Hospitals list for 2021.</p>	
<p><b>12. AGENDA ITEM 15:                  BOARD                  COMMENTS</b></p>	<p>None.</p>	
<p><b>13. AGENDA ITEM 16:                  ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 8:18 pm.  <b>Movant:</b> Miller  <b>Second:</b> Po  <b>Ayes:</b> Fung, Kliger, Miller, Po, Rebitzer, Somersille, Ting, Watters, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><i>Meeting                  adjourned at                  8:18 pm</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: Diksha Jagga, Contracts Admin/Governance Services EA