

**Minutes of the Open Session of the**  
**Regular Meeting of the El Camino Hospital Board of Directors**  
**Wednesday, June 8, 2016**  
**El Camino Hospital, 2500 Grant Road, Mountain View California**  
**Conference Rooms E, F & G**

**Board Members Present**

Lanhee Chen (arrived at 5:43 pm)  
 Dennis Chiu  
 Neal Cohen, MD  
 Jeffrey Davis, MD  
 Peter Fung, MD  
 Julia Miller  
 David Reeder  
 Tomi Ryba  
 John Zoglin

**Board Members Absent**

None

**Members Excused**

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 5:32 pm by Chair Cohen. A silent roll call was taken.	
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Director Cohen asked if any Board members may have a conflict of interest on any of the items on the agenda. No conflicts were noted.	
<b>3. BOARD RECOGNITION</b>	<p><b>Motion:</b> To approve Resolution 2016-07.</p> <p><b>Movant:</b> Fung  <b>Second:</b> Zoglin  <b>Ayes:</b> Chiu, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p> <p>Russ Satake, Chair of the El Camino Hospital Foundation Board of Directors presented Resolution 2016-05 to Michele Kirsch and Nahid Aliniaze for their commitment and dedication to enhancing patient care and quality for the patients ECH serves. He specifically highlighted their generosity, leadership, and vision, in co-chairing the El Camino Hospital Foundation 2016 Sapphire Soirée, the Foundation's signature annual fundraiser.</p> <p>Director Miller thanked the co-chairs for their efforts to provide additional fund for the cancer program. Director Reeder complimented the moving presentation featuring El Camino Hospital cancer patients. Director Ryba commended Dr. Singhal, Medical Director of the Cancer Center.</p>	<i><b>Resolution 2016-07 approved</b></i>

<p><b>4. FY16 PERIOD 10 FINANCIALS</b></p>	<p>Iftikhar Hussain, CFO, noted that there was no quorum at the May 31, 2016 Finance Committee meeting, but that the Period 9 and 10 financials have been reviewed by the Committee and the Committee members present had no objections to presentation to the Board for approval.</p> <p>He reported that volumes were low, due to fewer deliveries. In the month of April, ECH had an unfavorable variance of \$800,000, and a year-to-date unfavorable variance of \$4 million. Mr. Hussain described positive early May results that are progressing toward targets. Productivity has improved after Epic Go-Live, but remains unfavorable compared to budget. Accounts Receivable days continue to improve after Epic Go-Live.</p> <p>In response to Director Cohen’s question, Mr. Hussain explained that other than a shift in business for obstetrics as a result of fewer deliveries, there has been no shift in payor mix.</p> <p><b>Motion:</b> To approve the FY16 Period 10 Financials.</p> <p><b>Movant:</b> Chiu  <b>Second:</b> Zoglin  <b>Ayes:</b> Chiu, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><i><b>FY16 Period 10 Financials approved</b></i></p>
<p><b>5. PROPOSED FY17 OPERATIONAL AND CAPITAL BUDGET</b></p>	<p>Director Chen joined the meeting at 5:43pm.</p> <p>Director Ryba reported that the Proposed FY17 Budget is based on the alignment of strategic priorities, organizational goals, and operational priorities. The FY17 strategic priorities revolve around four themes: quality aim, integrated care, smart volume growth, and a high performance organization. She explained that this year, to improve the process, there are specific items to accomplish and an outlined, disciplined approach for tracking progress against each strategic priority.</p> <p>Director Cohen commented on the HCAPHS scores for pain; as the national conversation continues regarding pain management and measurement, he hopes to see an improvement in the metrics and availability of alternatives to best meet patients’ needs. Director Reeder agreed, explaining that the Quality Committee discussed this point at their meeting, and they are working on a counter-goal of reducing the use of opioids in pain management. Director Ryba noted that palliative care is an important component in a strong pain management program, and described recruitment efforts to develop ECH’s resources in this area.</p> <p>Mr. Hussain reviewed the Proposed FY17 operating budget,</p>	<p><i><b>FY17 Operational and Capital Budget approved</b></i></p>



	<p>highlighting projected healthy growth and revenue (projected to increase by 4.8%) and contained expenses (projected to increase by 3.1%). He outlined the various revenue streams such as growth and price changes, PRIME program participation, inter-governmental transfer, Medi-Cal additional revenue as well as expenses, including pharmaceutical inflation and property taxes on the Santa Teresa property, anticipated for FY17.</p> <p>Director Fung suggested that if the barriers physicians face when referring patients to the ECH outpatient neuroimaging lab were removed, volume would increase. Staff will review this concern.</p> <p><b>Motion:</b> To approve the proposed FY17 Operational and Capital Budget.</p> <p><b>Movant:</b> Fung <b>Second:</b> Chiu <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	
<p><b>6. QUALITY COMMITTEE REPORT</b></p>	<p>Dave Reeder, Chair of the Quality Committee, reported that there were no new red or orange alerts. The Committee, per its self-assessment, is working to generate more discussion among its members. The Committee discussed increasing the percentage of time (to 10%) that the Board spends on quality-related topics. One suggestion was to bring in physicians, beginning in August, to highlight achievements and gaps in care.</p> <p>He also reported that there was an update regarding the Patient and Family Advisory Council's (PFAC) personnel and process transitions. Regarding the exception report, Director Reeder described the proposal to replace specimen labeling errors with a new sepsis metric since specimen labeling errors have been resolved.</p> <p>Director Cohen suggested, in addition to physicians presenting successes to the Committee and the Board, asking physicians to identify barriers they have overcome and in order to apply approaches/lessons learned to other areas of the Hospital. Directors Miller, Reeder, Ryba, and Fung discussed the type of reporting the Quality Committee should be bringing to the Board, including presentations from physicians (identifying successes and areas of improvement).</p> <p>Director Reeder explained that Lisa Freeman is stepping down from the Committee and thanked her for her contributions to the Committee.</p>	

<p><b>7. iCARE AD HOC COMMITTEE REPORT</b></p>	<p>Mick Zdeblick, Chief Operating Officer, reported that iCare continues to run smoothly, with the number of tickets opened declining. He noted that the system is due for a software upgrade (versions 2015 and 2016, to be completed as quickly as possible). These upgrades were reviewed by the Finance Committee and are on the Board's consent calendar for approval. Highlights since the last formal Board update in March 2016 include:</p> <ul style="list-style-type: none"> <li>- The project will come in within budget by making use of planned contingency spending.</li> <li>- Beacon Implementation for Oncology went live at the end of April, and has been very successful. Pathways and Hospice are on track for go-live in November.</li> <li>- e-Prescribing requires continued, focused attention to address ongoing physician workflow challenges.</li> <li>- Dr. West is working with Physician Champions to focus on order sets now that systems are implemented.</li> </ul> <p>In response to Director Miller's question, Mr. Zdeblick explained that the Epic version upgrades are required to meet meaningful use requirements and to avoid \$12 million in reimbursement penalties.</p> <p>Director Miller acknowledged Director Reeder for his efforts chairing the iCare Ad Hoc Committee. Director Reeder thanked Director Zoglin and Madeleine Fackler, IT advisor to the iCare Project, for their work with the Committee.</p>	
<p><b>8. FY17 COMMUNITY BENEFIT PLAN</b></p>	<p>Cecile Currier, Director of Corporate and Community Health Services, provided an overview of the 2016 Community Health Needs Assessment, conducted with the Department of Public Health and other local hospitals and non-profits. The results guide the Community Benefit (CB) department's efforts for the next 3 years. She reported that 18 needs were identified, and the Community Benefit Advisory Council (CBAC) was involved in selecting the health needs ECH will address: 12 needs mapped to 3 priority areas (healthy body, healthy mind, and healthy community).</p> <p>She explained that proposed community benefit plan invests \$3.3 million, including \$3.1 million in grant funding to serve 30,000 community members across 17 school districts and 10 cities with 37 partners. She noted that every year ECH's commitments to community benefit, through grants and sponsorship, has increased, helping ECH do more in the community.</p> <p>Ms. Currier reviewed the areas where CB has been focusing efforts and energy: school-based services (nurses, counselors, healthy eating and physical activity programs), mental health initiatives, and pre-diabetes initiatives. She also described the new partners for 2016 and the audit plan to review the top four funded grants in FY17, looking at qualitative and</p>	<p><i>FY17 Community Benefit Plan approved</i></p>



	<p>quantitative data in more depth to promote accountability and validate report data. She highlighted positive testimonials from program participants illustrating the tangible community benefits.</p> <p>After consulting with Mary Rotunno, General Counsel, about a conflict of interest with AACI, a proposed grantee, Director Chiu recused himself.</p> <p>Director Miller requested that the addresses of grant recipients be presented in the plans moving forward.</p> <p>Director Fung commended the efforts and passion of the staff and CBAC members, including Ms. Currier and Barbara Avery's leadership.</p> <p>In response to Director Zoglin's question, Ms. Currier described how ECH's Community Benefit department helps grantees with outreach, survey data, staffing, and engagement in addition to granting funding. She also clarified that economic support is provided through CSA food distributions and vouchers for medication.</p> <p>Director Davis expressed concern about accountability and outcomes. He applauded the audit efforts planned for FY17, but asked for further clarification on the process. Ms. Currier explained that the year-end report of each program's metrics is received in July and the subsequent data analysis from that report will be brought to the Board for review and guidance on next steps.</p> <p><b>Motion:</b> To approve the proposed FY17 Community Benefit Plan.</p> <p><b>Movant:</b> Davis  <b>Second:</b> Fung  <b>Ayes:</b> Chen, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> Chiu</p>	
<p><b>9. GUIDELINES FOR DISTRIBUTION OF INFORMATION TO THE MEDIA</b></p>	<p>Kelsey Martinez, Interim Director of Marketing and Communications, explained that since there was not a process or protocol in place for distribution of information to the media regarding Board members, staff are recommending clarifying guidelines be added to the Release of Information to the Media policy.</p> <p>Director Miller suggested including a provision prohibiting distribution of information about political issues or campaigns. The Board discussed that the existing recommended provision requiring compliance with California Fair Political Practices Commission (FPPC) regulations</p>	<p><i>Amended media distribution guidelines approved</i></p>

	<p>addresses this concern.</p> <p>Director Chiu recommended adding efforts related to the Healthcare District and compliance with IRS and California Franchise Tax Board regulations with regards to non-profit status and political communications.</p> <p><b>Motion:</b> To accept the revisions (adding efforts related to the Healthcare District and compliance with the Internal Revenue Service and State of California Franchise Tax Board regulations for a 501(c)(3) organization) and approve the policy as amended.</p> <p><b>Movant:</b> Ryba <b>Second:</b> Miller</p> <p>In response to Dr. Fung's question, Cindy Murphy, Board Liaison, explained that staff would be bringing a similar policy to the District Board for approval.</p> <p><b>Friendly Amendment:</b> To only accept the IRS and CA Franchise Tax Board additions to the Hospital guidelines.</p> <p><b>Movant:</b> Ryba <b>Second:</b> Miller <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	
<b>10. PUBLIC COMMUNICATION</b>	<p>Ms. Sarah Gentile thanked the Board for mentioning youth mental health patients in previous discussions. She and Ms. Susan Weistart urged the Board to address the critical need for inpatient psychiatric services for teens as well as children under 12 in Santa Clara County.</p> <p>Mr. Geoffrey Mangers spoke regarding his concerns as mentioned in his prior written communication with Board.</p>	
<b>11. ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 7:02 pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (May 11, 2016) and the Minutes of the Closed Session of the Executive Compensation Committee Meeting (March 24, 2016); pursuant to <i>Health and Safety Code Section 32155</i> for deliberations concerning reports on Medical Staff quality assurance matters: Medical Staff Report; pursuant to <i>Health and Safety Code Section 32155</i> for deliberations concerning reports on Medical Staff quality assurance matters: Organizational Clinical Risks; pursuant to <i>Gov't Code Section 54957.6</i> for a conference with labor negotiator Kathryn Fisk: Labor Relations Update; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets and <i>Health and Safety Code</i></p>	<i>Meeting adjourned to closed session</i>



	<p><i>Section 32155</i> for deliberations concerning reports on Medical Staff quality assurance matters: Proposed FY17 Organizational Goals, CEO Report, and Pacing Plan; pursuant to <i>Gov't Code Section 54957</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets: Proposed FY17 Executive Incentive Goals; pursuant to <i>Gov't Code Section 54957</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets: Proposed FY17 Executive Salary Ranges; pursuant to <i>Gov't Code Section 54957</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets: Proposed FY17 Executive Base Pay; pursuant to <i>Gov't Code Section 54957</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets: Proposed FY17 CEO Salary and Salary Range; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters: Executive Session.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Chiu  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<b>12. AGENDA ITEM 24: RECONVENE OPEN SESSION</b>	<p>Open session was reconvened at 9:08 pm.</p> <p>During the closed session, the Board approved the Minutes of the Closed Sessions of the May 11, 2016 Hospital Board Meeting and the March 24, 2016 Executive Compensation Committee Meeting and the Medical Staff Report by a unanimous vote in favor of all members present (Directors Chen, Chiu, Cohen, Davis, Fung, Miller, Ryba, Reeder, and Zoglin). The Board also approved the FY17 individual executive goals by a vote of 8 members present (Directors Chen, Chiu, Cohen, Fung, Miller, Ryba, Reeder, and Zoglin; Director Davis recused himself).</p>	
<b>13. AGENDA ITEM 25: CONSENT CALENDAR</b>	<p>Director Cohen asked if any member of the Board or the public wished to remove an item from the consent calendar. Director Zoglin requested that Item F (Physician Contracts) be pulled.</p> <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Hospital Board Meeting of May 11, 2016; Minutes of the Open Session of the Executive</p>	<i>Consent calendar approved</i>

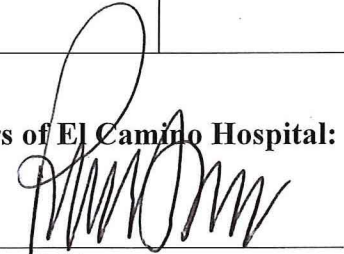
	<p>Compensation Committee Meeting of March 24, 2016; Minutes of the Joint Board and Executive Compensation Committee Meeting of April 13, 2016; FY16 Period 9 Financials; Mountain View Facilities Funding Requests; Epic Version 2015 &amp; 2016 Upgrades; Proposed Revised Finance Committee Charter; FY17 Finance Committee Goals; Proposed FY17 Slate of Advisory Committee Chairs and Members; Proposed FY17 Board and Committee Master Calendar; Proposed Revised Executive Compensation Committee Charter; Proposed FY17 Advisory Committee Goals; Proposed FY17 Board Education Plan; the following policies: Electronic Signature, HR – Educational Programs; and the Medical Staff Report.</p> <p><b>Movant:</b> Chiu  <b>Second:</b> Fung  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p> <p>Director Zoglin requested a summary of which physicians are meeting their goals, including a comparison of fair market value (maximum potential income) with actual pay (where 5-20% of compensation is not received if goals are met). Director Davis questioned how information from the requested report would be used. Staff was asked to evaluate how much effort would be required to compile this report and how it might be used.</p> <p><b>Motion:</b> To approve the Physician Contracts (Item F on the consent calendar).</p> <p><b>Movant:</b> Zoglin  <b>Second:</b> Chiu  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
14. AGENDA ITEM 26: APPROVAL OF PRN CONTRACT	Approval of the PRN Contract was deferred.	<i>PRN contract deferred</i>
15. AGENDA ITEM 27: PROPOSED FY17 ORGANIZATIONAL GOALS	<p><b>Motion:</b> To approve the proposed FY17 Organizational Goals as reviewed.</p> <p><b>Movant:</b> Ryba  <b>Second:</b> Chen</p>	<i>FY17 FY17 Organizational Goals approved</i>



	<b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	
<b>16. AGENDA ITEM 28: PROPOSED FY17 EXECUTIVE BASE SALARY AND SALARY RANGES</b>	Approval of the proposed FY17 executive base salaries and salary ranges was deferred.	<i>FY17 executive base salaries and salary ranges deferred</i>
<b>17. AGENDA ITEM 29: PROPOSED FY17 CEO BASE SALARY AND SALARY RANGE</b>	Approval of the proposed FY17 CEO base salary and salary range was deferred.	<i>FY17 CEO base salary and salary range deferred</i>
<b>18. AGENDA ITEM 30: INFORMATIONAL ITEMS</b>	There were no additional items discussed.	
<b>19. AGENDA ITEM 31: BOARD COMMENTS</b>	Director Miller commended Director Chiu for his award as the Association of California Healthcare Districts' Trustee of the Year. She also acknowledged Mike and Mary Ellen Fox for their donation to the Foundation.	
<b>20. AGENDA ITEM 32: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 9:15 pm. <b>Movant:</b> Miller <b>Second:</b> Fung <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<i>Meeting adjourned at 9:15 pm.</i>

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

  
 Neal Cohen, MD  
 Chair, ECH Board

  
 Peter C. Fung, MD  
 ECH Board Secretary

Prepared by: Cindy Murphy, Board Liaison  
 Sarah Rosenberg, Board Services Coordinator