

**Minutes of the Open Session of the  
El Camino Hospital Board of Directors  
Wednesday, September 14, 2016  
2500 Grant Road, Mountain View, CA 94040  
Conference Rooms E, F & G**

**Board Members Present**

Lanhee Chen  
Neal Cohen, MD  
Jeffrey Davis, MD  
Peter C. Fung, MD  
Julia Miller  
David Reeder  
Tomi Ryba  
John Zoglin (via videoconference)

**Board Members Absent**

Dennis Chiu

**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 5:30pm by Chair Cohen. A verbal roll call was taken. Director Chiu was absent. Director Zoglin participated via videoconference. All other Board members were present.	
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Director Cohen 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. AGENDA ITEM 3: BOARD RECOGNITION</b>	Cheryl Reinking, CNO, acknowledged the Orthopedic Institute at El Camino Hospital for their continued efforts to provide high quality personalized care to patients undergoing orthopedic, joint, and spine procedures and its recent re-accreditation by The Joint Commission.  Director Cohen commended staff on the tremendous accomplishments coordinating orthopedic care.	<b>Resolution 2016-08 approved</b>
<b>4. AGENDA ITEM 4: FY16 ORGANIZATIONAL GOAL ACHIEVEMENT</b>	Mick Zdeblick, COO, explained that ECH achieved both threshold goals for FY16 – Budgeted Operating Margin and Joint Commission Accreditation.  He outlined the results for the Patient Safety and iCare Goals: <ul style="list-style-type: none"> <li>- Medication Reconciliation at Discharge: exceeded goal</li> <li>- Achieve Medicare Length of Stay and Maintain Current Readmission Rates: exceeded goal; also an FY17 goal</li> </ul> Mr. Zdeblick reported that the organization did not meet its Smart Growth goal, partially due to physician retirements and split times with other organizations that were not foreseen when the goal metrics were established.  Mr. Zdeblick explained that the weighted average organizational score is 67%.  <b>Motion:</b> To approve the FY16 Organizational Goal scores.  <b>Movant:</b> Chen <b>Second:</b> Ryba	<b>FY16 Organizational Goal Scores approved</b>

	<p><b>Ayes:</b> Chen, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chiu  <b>Recused:</b> None</p>	
<p><b>5. AGENDA ITEM 5: FY17 ORGANIZATIONAL GOAL METRICS</b></p>	<p>Mick Zdeblick, COO, explained that the metrics for the Pain Management goal have been developed with extensive engagement from the Quality Committee. The Committee challenged the Pain Reassessment minimum, maximum, and target goals, and staff have brought new goals to the Board incorporating this feedback from the Quality Committee. Mr. Zdeblick outlined two options for moving forward: 1) to approve the FY17 Organizational Goals as presented or 2) to defer approval until the October Board meeting, after the next Quality Committee meeting.</p> <p>In response to Dr. Cohen's question, Cheryl Reinking, CNO, explained the upcoming consolidation in iCare for documenting pain reassessment to increase compliance scores. She also clarified the window in which to collect data and measure of pain after medication has been administered and taken effect (5-60 minutes, depending on the type of medication).</p> <p>Director Reeder recommended approving the FY17 organizational goals as presented and noted that if the Quality Committee has any concerns, those comments will be brought to the Board.</p> <p><b>Motion:</b> To approve the FY17 Organizational Goal metrics, including the Pain Management Goal.</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> Chiu  <b>Recused:</b> None</p>	<p><b><i>FY16 Organizational Goal Metrics approved</i></b></p>
<p><b>6. AGENDA ITEM 6: RESOLUTION 2016-09</b></p>	<p>Iftikhar Hussain, CFO, outlined Resolution 2016-09 regarding extension of letter credit related to Series 2009A Revenue Bonds. Since the 2009A bonds were issued, Wells Fargo Bank has provided the required credit facility in the form of a Letter of Credit in the amount of \$50 million. He reported that the current Letter of Credit expires on April 6, 2017. He explained that if the remaining term of the Letter of Credit is one year or longer, the amount owed on the 2009A Bonds can be classified as long-term debt for accounting purposes.</p> <p><b>Motion:</b> To approve Resolution 2016-09.</p> <p><b>Movant:</b> Fung  <b>Second:</b> Chen  <b>Ayes:</b> Chen, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chiu  <b>Recused:</b> None</p>	<p><b><i>Resolution 2016-09 approved</i></b></p>



<p><b>7. AGENDA ITEM 7: QUALITY COMMITTEE REPORT</b></p>	<p>Dave Reeder, Chair of the Quality Committee, reported that the Committee is continuing to discuss pain management and pain reassessment. On the exception report, seven metrics are stable. He explained that there has been positive progress on communication regarding medication and general responsiveness of staff, but they still remain areas for improvement. He reported that average length of stay and readmissions are on target.</p> <p>Director Reeder described the presentation on sepsis from Kelley Nguyen, RN, noting that in the US, a person is hospitalized for sepsis every 20 seconds, and a person dies from sepsis every 2 minutes. He described ECH statistics regarding sepsis and treatment options, and that sepsis is a proposed new metric on the exception report.</p> <p>He also reported that ECH is working with Planetree on Patient and Family-Centered Care. He provided a summary of their initial report highlighting: 1) strengths: customer loyalty, staff professionalism, and clinical excellence; 2) areas of opportunity: voice of the patients families, standardized policies; and 3) recommendations: electronic medical records, transition of care teams.</p> <p>He explained that proposed changes to the Medical Staff peer review process will be brought to the Quality Committee and there will be in-depth review in the spring.</p> <p>Director Cohen commented that treating and measuring sepsis is a challenge, citing antibiotic resistance, changing definitions, and difficulty in identifying the appropriate population to follow.</p>	
<p><b>8. AGENDA ITEM 8: INVESTMENT COMMITTEE REPORT</b></p>	<p>Jeff Davis, member of the Investment Committee, reported that the Committee is on track to meet all of its goals, and received an education session from Pavilion, ECH's investment advisors, on investment strategies in low-return environments. The Committee considered private equity investment options, but opted not to make any changes to the asset allocation policy at this time.</p>	
<p><b>9. AGENDA ITEM 9: PUBLIC COMMUNICATION</b></p>	<p>There were no comments from the public.</p>	
<p><b>10. AGENDA ITEM 10: ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 5:55pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Closed Session Minutes of the Hospital Board Meetings of August 10, 2016 and August 27, 2016; pursuant to <i>Gov't Code Sections 54957</i> and <i>54957.6</i> for a report involving personnel matters: VP, Corporate &amp; Community Health Services &amp; President of CONCERN:EAP FY17 Incentive Goal Revision; pursuant to <i>Health and Safety Code 32155</i> for deliberations concerning reports on Medical Staff quality assurance matters: Medical Staff Report; pursuant to <i>Health and Safety Code 32155</i> for deliberations concerning reports on Medical Staff quality assurance matters: Organizational Clinical Risks; pursuant to <i>Health and Safety Code 32106(b)</i> for a report involving health care facility trade secrets: Review of Physician Contracts; pursuant to <i>Gov't Code Section 54957.6</i> for a conference with labor negotiator Kathryn Fisk: Labor Relations Update; pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> for a report involving conference with legal counsel – pending or threatened litigation: FY16 Compliance Program Summary; pursuant to <i>Gov't Code Sections 54957</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety</i></p>	<p><b><i>Adjourned to closed session at 5:55 pm.</i></b></p>

	<p><i>Code 32106(b)</i> for report involving health care facility trade secrets: Informational Items; pursuant to <i>Health and Safety Code 32106(b)</i> for a report involving health care facility trade secrets: Strategic Priorities; pursuant to <i>Gov't Code Section 54956.8</i> – conference with real estate negotiator Ken King regarding property (APN 279-08-017); pursuant to <i>Health and Safety Code 32106(b)</i> for a report involving health care facility trade secrets: El Camino Ambulatory Surgery Center Transaction; pursuant to <i>Gov't Code Sections 54957</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code 32106(b)</i> for report involving health care facility trade secrets: Proposed FY16 CEO Incentive Compensation Payout Amount; pursuant to <i>Gov't Code Sections 54957</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code 32106(b)</i> for report involving health care facility trade secrets: Proposed FY17 CEO Salary Range; pursuant to <i>Gov't Code Sections 54957</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code 32106(b)</i> for report involving health care facility trade secrets: Interim CEO Search Ad Hoc Committee Report; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters: Executive Session.</p> <p><b>Movant:</b> Fung  <b>Second:</b> Ryba  <b>Ayes:</b> Chen, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chiu  <b>Recused:</b> None</p>	
<p><b>11. AGENDA ITEM 27: RECONVENE OPEN SESSION/REPORT OUT</b></p>	<p>Open session was reconvened at 9:27pm.</p> <p>During the Closed Session, the Board approved the Closed Session Minutes of the Hospital Board Meetings of August 10, 2016 and August 27, 2016 as amended, the FY17 Incentive Goals Draft Revised VP, Corporate &amp; Community Health Services &amp; President, CONCERN: EAP, the FY16 Compliance Program Summary, and the Medical Staff Report by a vote in favor of all members present (Directors Chen, Cohen, Davis, Fung, Miller, Ryba, Reeder, and Zoglin, by phone). Director Chiu was absent.</p>	
<p><b>12. AGENDA ITEM 28: CONSENT CALENDAR</b></p>	<p>Director Cohen asked if any member of the Board or the public wished to remove an item from the consent calendar. .</p> <p>Director Ryba requested that Item C, Revised El Camino Hospital Foundation Bylaws be removed.</p> <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Hospital Board Meetings of August 10, 2016 and August 27, 2016; <i>Resolution 2016-10</i>: Appointing Interim CEO Search Ad Hoc Committee; <i>Resolution 2016-11</i>: Appointing CEO Search Ad Hoc Committee; Physician Contracts – ED On-Call Neuro-Interventional Panel (MV) and ED On-Call Gastroenterology Panel (MV); FY17 Internal Audit Work Plan; and the Medical Staff Report.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Fung  <b>Ayes:</b> Chen, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin  <b>Noes:</b> None</p>	<p><i>Consent calendar approved</i></p>

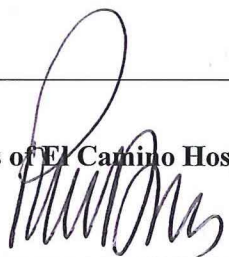


	<p><b>Abstentions:</b> None  <b>Absent:</b> Chiu  <b>Recused:</b> None</p> <p>Director Ryba clarified that the cover sheet for the Revised Foundation Bylaws should read that the Hospital Board Liaison to the Foundation is appointed each year by the Chair of the Hospital Board of Directors in coordination with the Foundation President and Chair of the Foundation Board of Directors.</p> <p><b>Motion:</b> To approve Item C, Revised El Camino Hospital Foundation Bylaws.</p> <p><b>Movant:</b> Miller  <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> Chiu  <b>Recused:</b> None</p>	
<b>13. AGENDA ITEM 29: RETENTION OF CEO SEARCH RECRUITMENT FIRM</b>	This agenda item was deferred.	<i>Topic deferred</i>
<b>14. AGENDA ITEM 30: APPROVAL OF SVMD PRIMARY CARE CLINIC AND PHYSICIAN CONTRACTS</b>	<p><b>Motion:</b> To approve Professional Service/Employment Agreements for total compensation with the physician members of the Hamilton Medical Group as follows:</p> <p>Internal Medicine Physician #1: \$325,000/annually  Internal Medicine Physician #2: \$295,000/annually  Family Practice Physician #1: \$295,000/annually  Internal Medicine Physician #3: \$130,000/annually</p> <p><b>Movant:</b> Ryba  <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> Chiu  <b>Recused:</b> None</p>	<i>Physician Agreements for the Hamilton Group approved</i>
<b>15. AGENDA ITEM 31: APPROVAL OF ECASC TRANSACTION</b>	This agenda item was deferred.	<i>Topic deferred</i>
<b>16. AGENDA ITEM 32: PROPOSED FY16 CEO INCENTIVE COMPENSATION PAYOUT AMOUNT</b>	<p><b>Motion:</b> To approve the FY16 CEO Incentive Payout in the amount of \$223,673.00.</p> <p><b>Movant:</b> Chen  <b>Second:</b> Reeder  <b>Ayes:</b> Chen, Cohen, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> Davis, Ryba  <b>Absent:</b> Chiu  <b>Recused:</b> None</p>	<i>FY16 CEO Incentive Payout approved</i>
<b>17. AGENDA ITEM 33: PROPOSED FY17 CEO SALARY RANGE</b>	<p><b>Motion:</b> To approve the FY17 CEO Salary Range in the amount of \$775,200 to \$1,162,800.</p> <p><b>Movant:</b> Chen</p>	<i>FY17 CEO Salary Range approved</i>

	<b>Second:</b> Fung <b>Ayes:</b> Chen, Cohen, Davis, Fung, Miller, Reeder, Ryba <b>Noes:</b> Zoglin <b>Abstentions:</b> None <b>Absent:</b> Chiu <b>Recused:</b> None	
<b>18. AGENDA ITEM 34: INFORMATIONAL ITEMS</b>	There were no questions comments on the informational items.	
<b>19. AGENDA ITEM 35: BOARD COMMENTS</b>	There were no additional comments from the Board.	
<b>20. AGENDA ITEM 36: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 9:33pm. <b>Movant:</b> Fung <b>Second:</b> Davis <b>Ayes:</b> Chen, Cohen, Davis, Fung, Miller, Reeder, Ryba, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Chiu <b>Recused:</b> None	<b>Meeting adjourned at 9:33 pm.</b>

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