

**Minutes of the Open Session of the
El Camino Hospital Board of Directors
Tuesday, September 27, 2016
2500 Grant Road, Mountain View, CA 94040
Conference Rooms A&B (ground floor)**

Board Members Present

Lanhee Chen
Dennis Chiu
Neal Cohen, MD
Jeffrey Davis, MD (via teleconference,
joined at 5:40 pm)
Julia Miller
David Reeder
John Zoglin (via teleconference)

Board Members Absent

Peter Fung, MD
Tomi Ryba

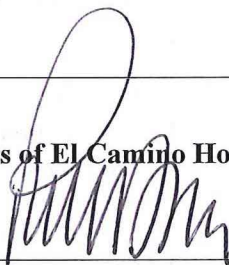
Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Board of Directors of El Camino Hospital (the "Board") was called to order at 5:30 pm by Chair Cohen. A verbal roll call was taken. Directors Fung and Ryba were absent. Director Zoglin participated via teleconference. Director Davis joined the meeting via teleconference at 5:40 pm during the closed session. All other Board members were present.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	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.	
3. AGENDA ITEM 3: PUBLIC COMMUNICATION	There were no comments from the public.	
4. AGENDA ITEM 4: ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 5:33 pm pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters: Appointment of Interim CEO; pursuant to <i>Gov't Code Sections 54957 and 54957.6</i> for discussion and report on personnel matters: Approval of Interim CEO Contractual Terms; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters and <i>Health and Safety Code 32106(b)</i> for report involving health care facility trade secrets: CEO Search Discussion Including CEO Search Ad Hoc Committee; pursuant to <i>Gov't Code Sections 54657 and 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 Performance Incentive Compensation Bonus.</p> <p>Movant: Reeder Second: Chiu Ayes: Chen, Chiu, Cohen, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: Davis, Fung, Ryba Recused: None</p>	Adjourned to closed session at 5:33 pm

<p>5. AGENDA ITEM 11: RECONVENE OPEN SESSION/REPORT OUT</p>	<p>Open session was reconvened at 6:33pm.</p> <p>During the closed session, the Board appointed Donald C. Sibery as El Camino Hospital's Interim CEO by a unanimous vote of all members present (Directors Chen, Chiu, Cohen, Davis, Miller, Reeder, and Zoglin (by phone)). Directors Fung and Ryba were absent. The Board also approved the Interim CEO's contractual terms in concept, subject to the Board's considerations, and delegated authority to Board Chair Cohen and Director Chen to negotiate the final contract by a unanimous vote of all members present (Directors Chen, Chiu, Cohen, Miller, Reeder, and Zoglin (by phone). Directors Davis (mistakenly verbally announced as voting in favor at the conclusion of the closed session), Fung and Ryba were absent.</p>	
<p>6. AGENDA ITEM 12: PROPOSED FY16 PERFORMANCE INCENTIVE COMPENSATION BONUS</p>	<p>Motion: To accept the recommendation of the Executive Compensation Committee that there be no Executive Performance Incentive Payout for the Chief Strategy Officer for FY16.</p> <p>Movant: Chen Second: Reeder Ayes: Chen, Chiu, Cohen, Davis, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: Fung, Ryba Recused: None</p>	
<p>7. AGENDA ITEM 13: ADJOURNMENT</p>	<p>Motion: To adjourn at 6:37 pm.</p> <p>Movant: Chiu Second: Chen Ayes: Chen, Chiu, Cohen, Davis, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: Fung, Ryba Recused: None</p>	<p><i>Meeting adjourned at 6:37 pm.</i></p>

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, Contracts & Board Services Coordinator