



**Minutes of the Open Session of the  
El Camino Hospital Board of Directors  
Wednesday, November 9, 2016  
2500 Grant Road, Mountain View, CA 94040  
Conference Rooms E, F & G (ground floor)**

**Board Members Present**

Lanhee Chen  
Dennis Chiu, Vice Chair  
Neal Cohen, MD, Chair  
Jeffrey Davis, MD  
Peter Fung, MD  
Julia Miller  
David Reeder  
John Zoglin

**Board Members Absent**

None

**Members Excused**

None

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 6:31pm by Chair Cohen. A silent roll call was taken. All Board members were present.  Director Cohen introduced and welcomed Don Sibery, Interim CEO.	
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. BOARD RECOGNITION	<b>Motion:</b> To approve Resolution 2016-14. <b>Movant:</b> Miller <b>Second:</b> Chiu <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Davis <b>Recused:</b> None  William Faber, MD, CMO, acknowledged the Infection Prevention Team at ECH for their work to enhance patient experience by achieving the zero hospital-onset C. diff infection goal in the months of August and September 2016.  Director Cohen and Director Reeder commended staff for their efforts and success combating a difficult issue.	<b>Resolution 2016-14 approved</b>
4. QUALITY COMMITTEE REPORT	Dave Reeder, Chair of the Quality Committee, reported that the Committee received a review of the Oncology Service Line. He also reported that seven metrics remain stable, but there has been an upward trend in patient falls. He noted that while ECH's overall performance in falls still exceed national benchmarks, nursing administration is exploring ways to mitigate this trend, including visual monitoring.  He described the changes to the exception report in defining medication errors, which may affect the related FY17 organizational goal. This topic will be discussed at the Committee's next meeting.  He also reported that RJ Salus, Director of Patient Experience, has left the	

	organization. He described recent progress on the Patient and Family Centered Care project, including nurse manager rounds, care team coaching, and process improvements.	
<b>5. BOARD-DESIGNATED COMMUNITY BENEFIT FUND</b>	<p>Iftikhar Hussain, CFO, described the \$10 million Board Designated Fund that the Board established in 2015 to generate investment income to be used to partially fund the Hospital's Community Benefit Plan. He reported that \$500,000 was committed to Community Benefit for FY17, but the actual interest income through September 2016 was only \$235,000. He recommended that there be no additional commitment from the Board Designated Fund in FY18 to allow the investment earnings of the fund to catch up to existing commitments.</p> <p>Director Fung commented that one of the missions of the Hospital is to provide community benefit and that certain programs were dependent on the Hospital community benefit funding because their services fall outside of the District. He commented that this funding should not be dependent on investment income.</p> <p><b>Motion:</b> To make a minimum commitment of \$500,000 per year instead of the amount of interest earned, even if that involves using some of the \$10 million principal amount.</p> <p><b>Movant:</b> Fung</p> <p>There was no second for Director Fung's motion.</p> <p>In response to the Board's questions, Mr. Hussain clarified that the intent is to use interest income to fund community benefit, but that there is a planning cycle delay. He reported that \$500,000 has already been committed prior to any report on the earnings on the fund, but only \$235,000 has been earned, and the deficit of \$265,000 came out of the principal.</p> <p>The Board discussed the timing for allocating funding (prior to approving the community benefit funding for the upcoming fiscal year), the amount to be allocated each year, and the measurement period for determining investment income.</p> <p>Director Zoglin commented that the Board spent a significant amount of time in 2015 determining the set up for the fund, specifically so that the process would not need to change every year. He suggested maintaining the process as is, especially since it is the first year of using this method of funding.</p> <p><b>Motion:</b> To make a commitment of \$500,000, and if investment income does not cover the full amount, to find the difference elsewhere (not using principal).</p> <p><b>Movant:</b> Miller</p> <p>Director Miller withdrew her motion.</p> <p>Donald Sibery, Interim CEO, commented that the grant-making time period is out of sync with the performance of portfolio. He suggested a one-time true up, so portfolio performance can lead the grant allocation decision, otherwise the discrepancy in allocating and earning may happen every year.</p> <p><b>Motion:</b> To ask Staff to come back to the Board in the next couple of</p>	



	<p>months with a revised plan for allocating earnings on the 10 million dollar fund, so that it is clear for next year's community benefit funding how much interest has been earned and how much is available to be allocated.</p> <p><b>Movant:</b> Reeder  <b>Second:</b> Chen  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<b>6. PUBLIC COMMUNICATION</b>	None.	
<b>7. ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 7:01pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Closed Session Minutes of the Hospital Board Meeting of October 12, 2016; pursuant to <i>Health and Safety Code 32106(b)</i> for a report involving health care facility trade secrets: Annual Safety Report for Environment of Care; 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: Integrated Performance Improvement Plan; 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 32106(b)</i> for a report involving health care facility trade secrets: Strategic Priorities; pursuant to <i>Gov't Code Sections 54657</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code 32106(b)</i> for a report involving health care facility trade secrets: Proposed FY17 Executive Base Salary Ranges; pursuant to <i>Gov't Code Sections 54657</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code 32106(b)</i> for a report involving health care facility trade secrets: Proposed FY17 Executive Base Salaries; pursuant to <i>Gov't Code Sections 54657</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code 32106(b)</i> for a report involving health care facility trade secrets: Proposed FY16 Executive Incentive Goal Scores; pursuant to <i>Gov't Code Sections 54657</i> and <i>54957.6</i> for report and discussion on personnel matters and <i>Health and Safety Code 32106(b)</i> for a report involving health care facility trade secrets: Proposed FY16 Executive Incentive Payouts; 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 a report involving health care facility trade secrets: Informational Items; 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 a report involving health care facility trade secrets: CEO Search Update; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters: Executive Session.</p> <p><b>Movant:</b> Chen  <b>Second:</b> Zoglin  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None</p>	<p><i>Adjourned to closed session at 7:01 pm.</i></p>

	<p><b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<p><b>8. AGENDA ITEM 23: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>Open session was reconvened at 10:07pm. Director Chen did not join for the second open session. Director Fung rejoined the meeting during Agenda Item 25: FY17 Proposed Executive Base Salary Ranges and Base Pay.</p> <p>During the closed session, the Board approved the Closed Session Minutes of the Hospital Board Meeting of October 12, 2016, the Annual Safety Report for Environment of Care, the Tentative Agreement between ECH and PRN, the Tentative Agreement between ECH and Local 39, and the Medical Staff Report by a unanimous vote in favor of all members present (Directors Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, and Zoglin). The Board also approved the FY16 Executive Incentive Plan Goal Scores by a vote of 6 members in favor (Cohen, Chiu, Chen, Davis, Reeder, and Zoglin) and two abstentions (Fung and Miller).</p>	
<p><b>9. AGENDA ITEM 24: 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. Director Zoglin requested that the Minutes of the Open Session of the Hospital Board Meeting of October 12, 2016 be removed.</p> <p><b>Motion:</b> To approve the consent calendar: Draft Revised Resolution 2016-09 and the Medical Staff Report.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Zoglin  <b>Ayes:</b> Chiu, Cohen, Davis, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen, Fung  <b>Recused:</b> None</p> <p>Director Zoglin requested that the Minutes of the Open Session of the Hospital Board Meeting of October 12, 2016 be amended to reflect that personnel costs increase by 2 percentage points rather than by 2% on Agenda Item 5: FY16 Financial Audit.</p> <p><b>Motion:</b> To approve the Minutes of the Open Session of the Hospital Board Meeting of October 12, 2016, as amended.</p> <p><b>Movant:</b> Chiu  <b>Second:</b> Miller  <b>Ayes:</b> Chiu, Cohen, Davis, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen, Fung  <b>Recused:</b> None</p>	<p><i>Consent calendar approved</i></p>
<p><b>10. AGENDA ITEM 25: PROPOSED FY17 EXECUTIVE SALARY RANGES AND BASE PAY</b></p>	<p>Director Fung returned to the meeting.</p> <p><b>Motion:</b> To approve the FY17 Executive Base Salary Ranges as recommended by the Executive Compensation Committee.</p> <p><b>Movant:</b> Reeder  <b>Second:</b> Zoglin</p> <p>Director Zoglin asked for clarification that a vote to approve required a</p>	<p><i>FY17 Executive Salary Ranges and Base Pay approved</i></p>



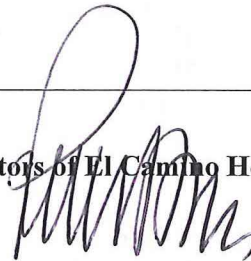
	<p>majority of members present. Director Fung rejoined the meeting as the vote was being taken.</p> <p><b>Ayes:</b> Cohen, Davis, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> Miller, Chiu, Fung  <b>Absent:</b> Chen  <b>Recused:</b> None</p> <p><b>Motion:</b> To approve the FY17 Executive Base Salaries as recommended by the Executive Compensation Committee.</p> <p><b>Movant:</b> Zoglin  <b>Second:</b> Davis  <b>Ayes:</b> Chiu, Cohen, Davis, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	
<b>11. AGENDA ITEM 26: FY16 EXECUTIVE INCENTIVE PLAN PAYOUTS</b>	<p><b>Motion:</b> To approve the FY16 Executive Incentive Plan Payouts as recommended by the Executive Compensation Committee.</p> <p><b>Movant:</b> Reeder  <b>Second:</b> Zoglin  <b>Ayes:</b> Chiu, Cohen, Davis, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> Miller, Fung  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<b><i>FY16 Executive Incentive Plan Payouts approved</i></b>
<b>12. AGENDA ITEM 27: DRAFT RESOLUTION 2016- 15: APPOINTMENT OF CEO SEARCH COMMITTEE</b>	<p><b>Motion:</b> To approve Resolution 2016-15 appointing a CEO Search Ad Hoc Committee, whose members will include:</p> <ol style="list-style-type: none"> <li>1. Lanhee Chen, Chair</li> <li>2. John Zoglin</li> <li>3. David Reeder</li> <li>4. Lane Melchor</li> <li>5. Ramtin Agah, MD</li> <li>6. Karen Pike, MD</li> <li>7. Teri Eyre</li> <li>8. Gary Kalbach</li> </ol> <p><b>Movant:</b> Reeder  <b>Second:</b> Davis  <b>Ayes:</b> Chiu, Cohen, Davis, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<b><i>Resolution 2016-15 approved</i></b>
<b>13. AGENDA ITEM 28: INFORMATIONAL ITEMS</b>	There were no questions or comments on the informational items.	
<b>14. AGENDA ITEM 29: BOARD COMMENTS</b>	Director Reeder requested an agenda item at the next meeting to discuss including an open session item at every meeting or every other Board meeting on a medical topic relevant to the Hospital.	
<b>15. AGENDA ITEM 30:</b>	<b>Motion:</b> To adjourn at 10:14 pm.	<b><i>Meeting</i></b>

<b>ADJOURNMENT</b>	<b>Movant:</b> Fung <b>Second:</b> Chiu <b>Ayes:</b> Chiu, Cohen, Davis, Fung, Miller, Reeder, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Chen <b>Recused:</b> None	<i>adjourned at 10:14 pm.</i>
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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