

**AGENDA**  
**REGULAR MEETING OF THE**  
**EL CAMINO HOSPITAL BOARD OF DIRECTORS**  
**Wednesday, June 28, 2017 – 5:30 pm**  
Conference Rooms A&B; E&F (ground floor)  
2500 Grant Road, Mountain View, CA 94040

**MISSION:** To be an innovative, publicly accountable, and locally controlled comprehensive healthcare organization which cares for the sick, relieves suffering, and provides quality, cost competitive services to improve the health and well-being of our community.

AGENDA ITEM	PRESENTED BY	ESTIMATED TIMES
<b>1. CALL TO ORDER / ROLL CALL</b>	Neal Cohen, MD, Board Chair	<b>5:30 – 5:32 pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Neal Cohen, MD, Board Chair	<b>5:32 – 5:33</b>
<b>3. ADJOURN TO CLOSED SESSION</b>	Neal Cohen, MD, Board Chair	<b>motion required 5:33 – 5:34</b>
<b>4. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Neal Cohen, MD, Board Chair	<b>5:34 – 5:35</b>
<b>5. CONSENT CALENDAR</b> <i>Any Board Member may remove an item for discussion before a motion is made.</i>  <b>Approval</b> <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the Hospital Board Meeting (June 14, 2017)	Neal Cohen, MD, Board Chair	<b>motion required 5:35 – 5:36</b>
<b>6.</b> Discussion involving <i>Health and Safety Code 32106(b)</i> for report involving health care facility trade secrets: - Strategic Framework	Donald Sibery, Interim CEO; Jonah Frohlich, Manatt; Tom Enders, Manatt; William Faber, MD, CMO; Kathryn Fisk, CHRO; Cheryl Reinking, CNO; Mick Zdeblick, COO	<b>discussion 5:36 – 7:36</b>
<b>7.</b> Report involving <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters: - Approval of Draft Resolution 2017-07: Delegation of Authority to Appoint Interim Administrator or Appointment of Interim Administrator	Neal Cohen, MD, Board Chair; Mary Rotunno, General Counsel	<b>possible motion 7:36 – 7:46</b>
<b>8.</b> Report involving <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters: - Executive Session	Neal Cohen, MD, Board Chair	<b>discussion 7:46 – 7:50</b>
<b>9. ADJOURN TO OPEN SESSION</b>	Neal Cohen, MD, Board Chair	<b>motion required 7:50 – 7:51</b>

A copy of the agenda for the Regular Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at (650) 988-7504 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>10. RECONVENE OPEN SESSION / REPORT OUT</b>	Neal Cohen, MD, Board Chair		<b>7:51 – 7:52</b>
To report any required disclosures regarding permissible actions taken during Closed Session.			
<b>11. CONSENT CALENDAR ITEMS:</b> <i>Any Board Member or member of the public may remove an item for discussion before a motion is made.</i>	Neal Cohen, MD, Board Chair	<i>public comment</i>	<b>motion required 7:52 – 7:53</b>
<b>Approval</b> a. <a href="#">Minutes of the Open Session of the Hospital Board Meeting (June 14, 2017)</a>			
<b>12. PUBLIC COMMUNICATION</b> a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed 3 minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Neal Cohen, MD, Board Chair		<b>information 7:53 – 7:56</b>
<b>13. APPROVAL OF STRATEGIC FRAMEWORK</b>	Michelle McGowen, Director, Strategic Planning	<i>public comment</i>	<b>possible motion 7:56 – 8:04</b>
<b>14. RESOLUTION 2017-08</b> <a href="#">ATTACHMENT 14</a>	Dennis Chiu, Board Vice Chair	<i>public comment</i>	<b>possible motion 8:04 – 8:09</b>
<b>15. BOARD COMMENTS</b>	Neal Cohen, MD, Board Chair		<b>information 8:09 – 8:14</b>
<b>16. ADJOURNMENT</b>	Neal Cohen, MD, Board Chair		<b>motion required 8:14 – 8:15pm</b>

**Upcoming Meetings (FY18)**

- August 9, 2017
- September 13, 2017
- October 11, 2017
- November 8, 2017
- January 10, 2018
- February 14, 2018
- March 14, 2018
- April 11, 2018
- May 9, 2018
- June 13, 2018



**Minutes of the Open Session of the  
El Camino Hospital Board of Directors  
Wednesday, June 14, 2017  
2500 Grant Road, Mountain View, CA 94040  
Conference Rooms E, F & G (ground floor)**

**Board Members Present**

Lanhee Chen  
Dennis Chiu, Vice Chair  
(via videoconference)  
Neal Cohen, MD, Chair  
Jeffrey Davis, MD  
Peter Fung, MD  
Julia Miller  
John Zoglin

**Board Members Absent**

David Reeder

**Members Excused**

None

Agenda Item	Comments/Discussion	Approvals/ Action
<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 participated via videoconference. Director Davis arrived at 5:37 pm during Agenda Item 4: FY17 Period 10 Financials. Director Reeder was absent.	
<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. BOARD RECOGNITION</b>	<p><b>Motion:</b> To approve <i>Resolution 2017-05</i>.</p> <p><b>Movant:</b> Zoglin <b>Second:</b> Chen <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Reeder <b>Recused:</b> None</p> <p>Cheryl Reinking, RN, CNO recognized the individuals involved with launching the pilot of the Getting to Know You Volunteer Program for their commitment to providing excellent, personalized care.</p>	<b><i>Resolution 2017-05 approved</i></b>
<b>4. FY17 PERIOD 10 FINANCIALS</b>	<p>Helen Tam, Director of Decision Support &amp; Business Analytics, outlined the FY17 Period Financials noting that:</p> <ul style="list-style-type: none"> <li>- Inpatient acute Medical Surgical discharges exceeded budget by 4%.</li> <li>- YTD Delivery and Rehab volumes were both lower than budget</li> <li>- Outpatient volume was ahead of budget primarily due to general surgery and infusion services.</li> <li>- Commercial mix improved from March, as respiratory cases eased with the warm weather. YTD payor mix is still under budget due to higher Medicare.</li> <li>- EBITDA is 12% for the month, 17% YTD, compared to budget of 13%.</li> <li>- Net days in AR are ahead of target and improved further in April; total cash on hand is still at an all-time high of 429 days in April.</li> </ul> <p>Ms. Tam also provided an overview of some monthly trends, noting that April is the first month that operating income has dropped below budget, ECH is expecting an IGT payment in June, and the Medicare payor mix</p>	<b><i>FY17 Period 10 Financials</i></b>

	<p>continues to trend upward.</p> <p>Iftikhar Hussain, CFO (via teleconference) commented that ECH continues to have a very good year.</p> <p>In response to the Board’s questions, Mr. Hussain explained that 1) spending projections for facilities projects are revised every quarter and 2) the IGT payment is approximately \$6.5 million per year and CMS approves whether or not to continue funding each year.</p> <p><b>Motion:</b> To approve the FY17 Period 10 Financials</p> <p><b>Movant:</b> Fung  <b>Second:</b> Miller  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p>	
<p><b>5. PROPOSED FY18 OPERATIONAL CAPITAL BUDGET</b></p>	<p>Don Sibery, Interim CEO, explained that the new proposed vision statement is to lead the transformation of health care in Silicon Valley. He noted that the Finance Committee made recommendations on the proposed budget at its meeting on May 30, 2017, and those have been addressed in the revised budget presentation.</p> <p>He outlined assumptions embedded in the proposed FY18 budget and provided an overview of the Finance Committee recommendations and questions raised at the Joint meeting that have been incorporated in the proposal:</p> <ul style="list-style-type: none"> <li>- In the first quarter, staff will review and identify overhead reductions simultaneously with work redesign or work elimination. Mr. Sibery described how new FTEs have been budgeted, and how ECH compares to other organizations in FTEs per adjusted occupied bed.</li> <li>- He described the development of the \$5 million allocated for a strategic planning fund.</li> <li>- He noted that staff reviewed benchmarking for marketing department budgets at other comparable organizations.</li> </ul> <p>Mr. Hussain noted that due to the favorable investment conditions this year, staff is recommending that the Board-Designated Community Benefit Endowment Fund be increased by \$6 million.</p> <p>In response to Director Zoglin’s questions, Mr. Hussain and Mr. Sibery described a breakdown of the Marketing Department’s budget; Mr. Zdeblick further described the analysis of the loss of market share in imaging and outpatient laboratory.</p> <p>In response to Director Chiu’s question, Mr. Sibery explained that strategic planning funding allocation will be at the discretion of the Board and the permanent CEO. Mr. Chiu reported that the Finance Committee suggested having guidelines in place to ensure that the budgeted fund is reserved specifically for strategic purposes.</p> <p><b>Motion:</b> To approve the FY18 Operational and Capital Budget</p> <p><b>Movant:</b> Fung  <b>Second:</b> Chen  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin  <b>Noes:</b> None</p>	<p><b><i>FY18 Operational and Capital Budget approved</i></b></p>

	<p><b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p>	
<p><b>6. QUALITY COMMITTEE REPORT</b></p>	<p>Jeffrey Davis, MD, reported that the Quality Committee received a presentation from Dharshi Sivakumar, MD, about the Mountain View NICU.</p> <p>Director Davis also reported that there were no outliers on the quality dashboard. He explained that the Committee had a robust discussion around using standardized infection rates (SIR) in the proposed FY18 organizational goal; ultimately the Committee supported the staff recommendation. He noted that William Faber, MD, CMO is reviewing options and staff will come back next year with information that may lead to a different efficiency goal in FY19 around total cost of care.</p> <p>Cheryl Reinking, RN, CNO described the achievement of Baby Friendly status on the Los Gatos campus as reported to the Committee.</p>	
<p><b>7. RESOLUTION 2017-06: DRAFT REVISED ECH BYLAWS</b></p>	<p>Director Fung and Mary Rotunno, General Counsel, introduced the proposed bylaws revisions that implement the action the District Board took at its May 15, 2017 meeting including the addition of two new “2017 Directors.” Ms. Rotunno explained that, pursuant to California Corporation Code as amended January 2016 an individual who is not given a vote on the Board is not a Director. Therefore, the proposed revisions do not provide for Board membership for the CEO.</p> <p>The Board members discussed the proposed revisions, specifically those that would remove that CEO’s ex-officio voting seat on the Board, and whether or not they agreed with that approach. Comments included discussion of:</p> <ul style="list-style-type: none"> <li>- Perspectives from Nygren, potential CEO candidates</li> <li>- Comparable organizations and their board structures</li> <li>- Relationships between management and the Board</li> <li>- The balance of appointed and elected Board members and potential tie-breaking scenarios</li> <li>- Significant concerns from the Governance Committee about having a Board seat</li> <li>- Comments from the public present at the May 15, 2017 District Board meeting</li> </ul> <p>Directors Chen, Cohen, and Davis voiced their opposition to the revisions that remove the Board seat from the CEO. Directors Chiu, Fung, Miller, and Zoglin expressed their support of the revisions.</p> <p>The Board also discussed breaking up the two main revisions into two separate motions.</p> <p><b>Motion:</b> To approve Resolution 2017-06.</p> <p><b>Movant:</b> Fung  <b>Second:</b> Miller</p> <p>The Board discussed the Hospital Board’s role in reviewing and implementing direction from the District Board.</p> <p><b>Ayes:</b> Chiu, Fung, Miller, Zoglin  <b>Noes:</b> Chen, Cohen  <b>Abstentions:</b> Davis  <b>Absent:</b> Reeder</p>	<p><b>Resolution 2017-06 not approved</b></p>

	<p><b>Recused:</b> None</p> <p>The motion failed. Although a majority of a quorum voted in favor of the Resolution, pursuant to Article XVIII Section 18.1 of the El Camino Hospital Bylaws, a majority vote of the authorized number of Directors was required to approve the Resolution.</p>	
<p><b>8. FY18 COMMUNITY BENEFIT PLAN</b></p>	<p>Barbara Avery, Director of Community Benefit, thanked Chair Cohen for his service on the Board.</p> <p>She provided an overview of the grant timeline and process. She highlighted the grant information workshop for potential grantees, which was attended by 60 grantees and 43 agencies.</p> <p>She noted that ECH received 53 proposals (a 26% increase) for FY18 for a total of \$4,078,298 in requested grant funding. Ms. Avery explained that the proposed Community Benefit Plan includes a total of \$3,288,773; she outlined the distribution across the health priority areas: Healthy Mind, Healthy Body, and Healthy Community, and highlighted proposals on youth mental health, culturally relevant services, and pre-diabetes services.</p> <p>In response to Director Davis’ question, Ms. Avery clarified the criteria used for identifying pre-diabetic patients and the aggressive target for a grantee reducing BMI.</p> <p>Director Fung commented that there is always more to be done for Community Benefit.</p> <p>In response to Director Zoglin’s questions, Ms. Avery clarified the grants for medical respite and measurement of the success of a diabetes awareness campaign.</p> <p><b>Motion:</b> To approve the FY18 Community Benefit Plan.</p> <p><b>Movant:</b> Fung  <b>Second:</b> Miller  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p>	<p><b><i>FY18 Community Benefit Plan approved</i></b></p>
<p><b>9. PUBLIC COMMUNICATION</b></p>	<p>None.</p>	
<p><b>10. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 7:01 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 10, 2017), Minutes of the Closed Session of the Joint Meeting of the CEO Search Committee and Hospital Board (May 10, 2017), Minutes of the Closed Session of the Special Hospital Board Meeting (May 22, 2017), Minutes of the Closed Session of the Special Hospital Board Meeting (May 25, 2017), Minutes of the Closed Session of the Hospital Board Meeting (June 2, 2017), Minutes of the Closed Session of the Executive Compensation Committee Meeting (March 23, 2017); pursuant to <i>Health and Safety Code 32106(b)</i> for a report involving health care facility trade secrets: Semi-Annual Physician Contract Report; 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>Gov’t Code Section 54957</i> and <i>54957.6</i> for discussion and report on personnel performance matters and <i>Health and Safety Code</i></p>	<p><b><i>Adjourned to closed session at 7:01 pm.</i></b></p>

	<p>32106(b) for a 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 Planning Update; pursuant to <i>Gov't Code Section 54957</i> and <i>54957.6</i> for discussion and report on personnel performance matters: Proposed Executive Benefit Design Plan Changes; pursuant to <i>Gov't Code Section 54957</i> and <i>54957.6</i> for discussion and report on personnel performance matters: Proposed FY18 Executive Incentive Goals; pursuant to <i>Gov't Code Section 54957</i> and <i>54957.6</i> for discussion and report on personnel performance matters: Proposed FY18 Executive Salary Ranges; pursuant to <i>Gov't Code Section 54957</i> and <i>54957.6</i> for discussion and report on personnel performance matters: Proposed FY18 Executive Base Salaries; pursuant to <i>Gov't Code Section 54957</i> and <i>54957.6</i> for discussion and report on personnel performance matters: Proposed FY18 CEO Salary Range; pursuant to <i>Gov't Code Section 54957.6(a)</i> – conference with designated representatives Lanhee Chen and Neal Cohen, MD: CEO Search Committee 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> Miller  <b>Second:</b> Chen  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p>	
<p><b>11. AGENDA ITEM 25:                  RECONVENE                  OPEN SESSION/                  REPORT OUT</b></p>	<p>Open session was reconvened at 10:00pm. Agenda items 11-24 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 (May 10, 2017), the Minutes of the Closed Session of the Joint Meeting of the CEO Search Committee and the Hospital Board (May 10, 2017), the Minutes of the Closed Session of the Special Hospital Board Meeting (May 22, 2017), the Minutes of the Closed Session of the Special Hospital Board Meeting (May 25, 2017), the Minutes of the Closed Session of the Hospital Board Meeting (June 2, 2017), the Minutes of the Closed Session of the Executive Compensation Committee (March 23, 2017), the Semi-Annual Physician Contract Report and the Medical Staff Report by a unanimous vote in favor of all members present (Directors Chen, Chiu, Cohen, Davis, Fung, Miller, and Zoglin). Director Reeder was absent.</p>	
<p><b>12. AGENDA ITEM 19:                  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. The Board requested that Item 26h: Draft Revised Executive Benefits Design Policy be pulled.</p> <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Hospital Board Meeting (May 10, 2017); Minutes of the Open Session of the Joint Meeting of the CEO Search Committee and the Hospital Board (May 10, 2017); Minutes of the Open Session of the Special Hospital Board Meeting (May 22, 2017); Minutes of the Open Session of the Special Hospital Board Meeting (May 25, 2017); Minutes of the Open Session of the Hospital Board Meeting (June 2, 2017); Medical Staff Report; Minutes of the Open Session of the Executive Compensation Committee (March 23, 2017); FY17 Period 9 Financials; Capital Funding Request – Xi DaVinci Robot; Capital Funding Request – 828 Winchester Tenant Improvements; Capital Funding Request – Los Gatos MRI</p>	<p><i>Consent calendar approved</i></p>

	<p>Replacement; Capital Funding Request – Approval to Proceed with Initial Development Steps for Patient Family Residence; Professional Service Agreement: Pre-Employment Evaluations &amp; Clearances; Medical Director Agreement: Utilization Management; Medical Director Agreement: Interventional Pulmonology; Proposed FY18 Slate of Advisory Committee Chairs and Members; Proposed FY18 Board/Committee Master Calendar; Proposed FY18 Advisory Committee Goals; InfoSec Policy: 1.04 Network Access Control; InfoSec Policy: 1.02 Authorized Access to Information Systems; InfoSec Policy: 0.01 Information Security Management Program; InfoSec Policy: 1.01 Business Requirement for Access Control; InfoSec Policy: 1.03 User Responsibilities; and Draft Management of Serious Safety Events and Red Alert Patient Safety Events Policy.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Zoglin  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p> <p><b>Motion:</b> To approve the Draft Revised Executive Benefits Design Policy, amended to accept only the proposed revisions in Section D (2) (b) (regarding long-term disability) and to remove Section 5(c) which can be removed, as all of the Capital Accumulation Accounts have vested and been distributed as of January 1, 2017.</p> <p><b>Movant:</b> Chen  <b>Second:</b> Fung  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p>	
<p><b>13. AGENDA ITEM 27:                  FY18                  ORGANIZATIONAL                  GOALS</b></p>	<p><b>Motion:</b> To approve the Proposed FY18 Organizational Goals.</p> <p><b>Movant:</b> Fung  <b>Second:</b> Miller  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p>	
<p><b>14. AGENDA ITEM 28:                  PHYSICIAN                  FINANCIAL                  ARRANGEMENTS                  – REVIEW AND                  APPROVAL                  POLICY</b></p>	<p>Larry Trilops, Interim Physician Strategy Executive, explained that proposed revisions to the policy would raise the threshold for total cash compensation for employed physicians that would require Board approval; currently any physician agreements over \$250,000 must be approved by the ECH Board. The revisions allow for the CEO to approve total cash compensation up to the 75<sup>th</sup> percentile or not to exceed \$1,000,000. He noted that the current approval limit impedes the timely and efficient recruitment of physician candidates for SVPMG.</p> <p>In response to the Board’s questions, Mr. Trilops explained that the 75<sup>th</sup> percentile is determined in a market survey dependent on the physician’s specialty.</p> <p><b>Motion:</b> To approve the proposed revisions to Policy 51.00: Physician</p>	



	<p>Financial Arrangements – Review and Approval.</p> <p><b>Movant:</b> Zoglin  <b>Second:</b> Fung  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p>	
<p><b>15. AGENDA ITEM 29: PROPOSED FY18 EXECUTIVE AND CEO SALARY RANGES</b></p>	<p>Director Cohen noted that Ms. Murphy had copies of the proposal available for the public to review.</p> <p><b>Motion:</b> To approve the FY18 Executive and CEO Salary Ranges as recommended by the Executive Compensation Committee.</p> <p><b>Movant:</b> Chen  <b>Second:</b> Zoglin  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p>	<p><i><b>FY18 Executive and CEO Salary Ranges approved</b></i></p>
<p><b>16. AGENDA ITEM 30: PROPOSED FY18 EXECUTIVE BASE SALARIES</b></p>	<p>This item was deferred.</p>	<p><i><b>Deferred</b></i></p>
<p><b>17. AGENDA ITEM 31: INFORMATIONAL ITEMS</b></p>	<p>There were no questions or additional comments on the CEO Report.</p>	
<p><b>18. AGENDA ITEM 32: APPROVAL OF EMPLOYMENT CONTRACT INCLUDING CEO COMPENSATION TERMS</b></p>	<p>Director Cohen noted that Ms. Murphy had copies of the proposal available for the public to review.</p> <p><b>Motion:</b> To approve the appointment of Dan Woods as El Camino Hospital’s Chief Executive Officer and the proposed Executive Employment Agreement, which provides for a base salary for FY18 of \$850,000.</p> <p><b>Movant:</b> Cohen  <b>Second:</b> Chen  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p>	<p><i><b>Employment Contract and CEO Base Salary approved</b></i></p>
<p><b>19. AGENDA ITEM 21: BOARD COMMENTS</b></p>	<p>The Board thanked Director Cohen for his service on the Board and as Chair and Director Chiu for his service as Vice Chair.</p>	
<p><b>20. AGENDA ITEM 22: ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 10:15pm.</p> <p><b>Movant:</b> Zoglin  <b>Second:</b> Fung  <b>Ayes:</b> Chen, Chiu, Cohen, Davis, Fung, Miller, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Reeder  <b>Recused:</b> None</p>	<p><i><b>Meeting adjourned at 10:15 pm.</b></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 of Directors

\_\_\_\_\_  
Peter C. Fung, MD  
Secretary, ECH Board of Directors

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

*DRAFT*

# EL CAMINO HOSPITAL BOARD

RESOLUTION 2017-08

## RESOLUTION OF THE BOARD OF DIRECTORS OF EL CAMINO HOSPITAL REGARDING RECOGNITION OF SERVICE TO THE COMMUNITY

**WHEREAS**, the Board of Directors of El Camino Hospital values and wishes to recognize the contribution of individuals who enhance the experience of the hospital's patients, their families, the community and the staff, as well as individuals who in their efforts exemplify El Camino Hospital's mission and values.

**WHEREAS**, the Board wishes to honor Neal H. Cohen, MD, for his five years of service to El Camino Hospital as a Hospital Board member, four of which he served in the role of Board Chair.

Dr. Cohen shared his strategic thinking and leadership skills with the Board of Directors and applied his valuable experience in medicine, health policy and the healthcare marketplace. His deep knowledge brought fresh perspectives to the Board in its role of overseeing hospital operations, the Medical Staff, quality of care, and strategic planning.

As a consensus builder among the Board members, Dr. Cohen drew on his expertise to see the Board through a period of Board expansion and transition. As well, Dr. Cohen was instrumental in leading the Board approval process of funding the Mountain View campus expansion that will allow El Camino Hospital to better serve the community with improved facilities for mental health and addiction services, maternal child healthcare and medical practice. In addition to those accomplishments, Dr. Cohen helped the Board understand the importance of expanding the organization's ability to provide services to the broader Silicon Valley community through the purchase of land in the Santa Teresa area of San Jose.

During his term, Dr. Cohen served as a mentor to members of the executive leadership team, saw the team through a period of interim leadership, and played a vital role in the recruitment of El Camino Hospital's incoming Chief Executive Officer. He also served as a member of the Hospital Board's Quality, Patient Care and Patient Experience Committee and Strategic Ad Hoc Committee, as well as the Silicon Valley Medical Development Corporation's Board of Directors.

**WHEREAS**, the Board would like to thank Neal H. Cohen, MD, for his contribution and service as an El Camino Hospital Board Director and Board Chair.

**NOW THEREFORE BE IT RESOLVED** that the Board does formally and unanimously pay tribute to:

**Neal H. Cohen, MD**

**FOR HIS LEADERSHIP.**

**IN WITNESS THEREOF**, I have here unto set my hand this **28TH DAY OF JUNE, 2017.**

**EL CAMINO HOSPITAL BOARD OF DIRECTORS:**

Lanhee Chen, JD, PhD  
Dennis Chiu, JD  
Neal Cohen, MD

Jeffrey Davis, MD  
Peter Fung, MD  
Julia Miller

David Reeder  
John Zoglin

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**PETER FUNG, MD**  
**SECRETARY/TREASURER,**  
**EL CAMINO HOSPITAL BOARD OF DIRECTORS**

