

AGENDA

REGULAR MEETING OF THE EL CAMINO HOSPITAL BOARD OF DIRECTORS

Wednesday, February 14, 2018 – 5:30pm

El Camino Hospital | Conference Rooms A&B, F&G (ground floor)
2500 Grant Road Mountain View, CA 94040

Jeffrey Davis, MD will be participating via teleconference from Blvd Diamanté s/n Col. Los Cangrejos, Cabo San Lucas B.C.S., C.P.

MISSION: To heal, relieve suffering, and advance wellness as your publicly accountable health partner.

| AGENDA ITEM | PRESENTED BY | | ESTIMATED TIMES |
|--|---|-----------------------|--|
| 1. CALL TO ORDER/ROLL CALL | Lanhee Chen, Board Chair | | 5:30 – 5:32pm |
| 2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES | Lanhee Chen, Board Chair | | 5:32 – 5:33 |
| 3. QUALITY COMMITTEE REPORT | David Reeder, Quality Committee Chair | | information 5:33 – 5:43 |
| 4. FY18 PERIOD 6 FINANCIALS | Iftikhar Hussain, CFO | <i>public comment</i> | possible motion 5:43 – 5:53 |
| 5. ADVISORY COMMITTEE SELF-ASSESSMENTS | Peter Fung, MD, Governance Committee Chair; JoAnn McNutt, Nygren Consulting | | discussion 5:53 – 6:23 |
| 6. EXECUTIVE COMPENSATION COMMITTEE REPORT a. Proposed Revisions to Executive Compensation and Benefits Policies | Bob Miller, Executive Compensation Committee Chair | <i>public comment</i> | possible motion 6:23 – 6:43 |
| 7. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence | Lanhee Chen, Board Chair | | information 6:43 – 6:46 |
| 8. ADJOURN TO CLOSED SESSION | Lanhee Chen, Board Chair | | motion required 6:46 – 6:47 |
| 9. POTENTIAL CONFLICT OF INTEREST DISCLOSURES | Lanhee Chen, Board Chair | | 6:47 – 6:48 |
| 10. CONSENT CALENDAR <i>Any Board Member may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the Hospital Board Meeting (January 10, 2018) b. Minutes of the Closed Session of the Special Meeting to Conduct a Study Session of the Hospital Board (January 20, 2018) c. Minutes of the Closed Session of the Executive Compensation Committee Meeting (November 9, 2017) Information <i>Health and Safety Code Section 32155 for a report of the Medical Staff; deliberations concerning</i> | Lanhee Chen, Board Chair | | motion required 6:48 – 6:50 |

A copy of the agenda for the Regular Board 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.

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| reports on Medical Staff quality assurance matters: d. Organizational Clinical Risks <i>Gov't Code Section 54957.6</i> for a conference with labor negotiator Dan Woods: e. Labor Negotiations Update | | | |
| 11. <i>Health and Safety Code Section 32155</i> for a report of the Medical Staff; deliberations concerning reports on Medical Staff quality assurance matters: - Medical Staff Report | Rebecca Fazilat, MD, Mountain View Chief of Staff; J. Augusto Bastidas, MD, Los Gatos Chief of Staff | | motion required 6:50 – 7:00 |
| 12. <i>Gov't Code Sections 54957 and 54957.6</i> for report and discussion on personnel matters: - FY18 CIO Base Salary | Dan Woods, CEO; Bob Miller, Executive Compensation Committee Chair | | discussion 7:00 – 7:05 |
| 13. <i>Gov't Code Sections 54957 and 54957.6</i> for report and discussion on personnel matters: - FY18 SVMD President Base Salary | Dan Woods, CEO | | discussion 7:05 – 7:10 |
| 14. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: - Consider Delegation of Authority to Executive Compensation Committee | Bob Miller, Executive Compensation Committee Chair; Mitch Olejko, Buchalter | | discussion 7:10 – 7:35 |
| 15. <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trades secrets: - Marketing and Branding Education | Kelsey Martinez, Director, Marketing & Communications | | discussion 7:35 – 8:00 |
| 16. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation; <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trades secrets: - CEO Report on New Services and Programs and Legal Issues | Dan Woods, CEO | | discussion 8:00 – 8:30 |
| 17. <i>Gov't Code Sections 54957 and 54957.6</i> for report and discussion on personnel matters: - Proposed First Amendment to Executive Employment Agreement | Lanhee Chen, Board Chair | | discussion 8:30 – 8:35 |
| 18. Report involving <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters: - Executive Session | Lanhee Chen, Board Chair | | discussion 8:35 – 8:40 |
| 19. ADJOURN TO OPEN SESSION | Lanhee Chen, Board Chair | | motion required 8:40 – 8:41 |
| 20. RECONVENE OPEN SESSION/ REPORT OUT | Lanhee Chen, Board Chair | | 8:41 – 8:42 |

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| To report any required disclosures regarding permissible actions taken during Closed Session. | | | |
| 21. CONSENT CALENDAR ITEMS: <i>Any Board Member or member of the public may remove an item for discussion before a motion is made.</i> | Lanhee Chen, Board Chair | <i>public comment</i> | motion required 8:42 – 8:44 |
| <p>Approval</p> <p>a. Minutes of the Open Session of the Hospital Board Meeting (January 10, 2018)</p> <p>b. Minutes of the Open Session of the Special Meeting to Conduct a Study Session of the Hospital Board Meeting (January 20, 2018)</p> <p>Reviewed and Recommended for Approval by the Corporate Compliance/Privacy and Internal Audit Committee</p> <p>c. Government Investigations Policy</p> <p>d. Physician Financial Arrangements Policy</p> <p>Reviewed and Recommended for Approval by the Executive Compensation Committee</p> <p>e. Minutes of the Open Session of the Executive Compensation Committee Meeting (November 9, 2017)</p> <p>Reviewed and Recommended for Approval by the Finance Committee</p> <p>f. PACS and Image Archive System Replacement (\$2.2 million)</p> <p>g. Acute Rehabilitation Agreement (LG)</p> <p>h. ED On-Call Interventional Radiology Panel (LG)</p> <p>i. ED On-Call Interventional Radiology Panel (MV)</p> <p>j. ED On-Call Urology Panel (MV)</p> <p>k. ED On-Call Urology Panel (LG)</p> <p>l. Community Benefit Grants Policy</p> <p>m. FY18 Period 5 Financials</p> <p>Reviewed and Recommended for Approval by the Governance Committee</p> <p>n. Appointment of Directors to Advisory Committees</p> <p>o. Approval of Revised Board and Committee Education Policy</p> <p>Reviewed and Recommended for Approval by the Medical Executive Committee</p> <p>p. Medical Staff Report</p> | | | |
| 22. APPROVAL OF FY18 CIO BASE SALARY | Dan Woods, CEO | <i>public comment</i> | possible motion 8:44 – 8:46 |
| 23. APPROVAL OF FY18 SVMD PRESIDENT BASE SALARY | Dan Woods, CEO | <i>public comment</i> | possible motion 8:46 – 8:48 |
| 24. CONSIDER DELEGATION OF AUTHORITY TO EXECUTIVE COMPENSATION COMMITTEE | Lanhee Chen, Board Chair | <i>public comment</i> | possible motion 8:48 – 8:53 |
| 25. PROPOSED FIRST AMENDMENT TO EXECUTIVE EMPLOYMENT AGREEMENT | Lanhee Chen, Board Chair | <i>public comment</i> | possible motion 8:53 – 8:55 |
| 26. APPROVAL OF ED ON-CALL STROKE & NEUROLOGY PANEL | Lanhee Chen, Board Chair | <i>public comment</i> | possible motion 8:55 – 8:57 |

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| 27. CEO REPORT | Dan Woods, CEO | | information 8:57 – 9:01 |
| 28. BOARD COMMENTS | Lanhee Chen, Board Chair | | information 9:01 – 9:04 |
| 29. ADJOURNMENT | Lanhee Chen, Board Chair | | motion required 9:04 – 9:05 pm |

Upcoming Meetings: March 14, 2018, April 11, 2018, May 9, 2018, June 13, 2018
Board/Committee Educational Gatherings: April 25, 2018