



**Minutes of the Open Session of the
El Camino Hospital Board of Directors
Wednesday, March 14, 2018
2500 Grant Road, Mountain View, CA 94040
Conference Rooms F&G (ground floor)**

Board Members Present

Lanhee Chen, Chair
Jeffrey Davis, MD
Neysa Fligor
Peter C. Fung, MD
Gary Kalbach
Julie Kliger, RN
Julia E. Miller, Secretary/Treasurer
Bob Rebitzer (via teleconference)
David Reeder
John Zoglin, Vice Chair

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 5:30pm by Chair Chen. A verbal roll call was taken. All Board members were present at roll call with Director Rebitzer participating via teleconference.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Chen asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were reported.	
3. BOARD RECOGNITION	<p>Motion: To approve <i>Resolution 2018-03</i>.</p> <p>Movant: Kalbach Second: Miller Ayes: Chen, Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>Cheryl Reinking, RN, CNO, recognized the Emergency Department physicians and staff for providing compassionate, personalized care for patients during this winter's severe flu season.</p>	
4. QUALITY COMMITTEE REPORT	<p>Director Reeder, Chair of the Quality Committee, shared a patient story from the Committee's materials that described negative feedback and ECH's response related to a patient's experience on observation status.</p> <p>He described the Committee's robust discussion regarding its Committee Self-Assessment and areas for improvement, including more ties to strategy and focusing discussion related to the quality dashboard.</p> <p>Director Reeder noted that the Committee would like feedback from the Board regarding the "Big Dot" of Patient and Family-Centered Care. The Board discussed aligning the Big Dot with ECH's current strategic plan and suggested that more background information may be needed for the Board. In response to Director Fung's questions, Mary Rotunno, General Counsel, advised that closed session discussion from the Board may be shared with the Committees, but should be evaluated on a case by case basis. In response to Director Fligor's question, Ms. Reinking described the HCAPS</p>	"Big Dot" <i>discussion to be paced, potentially in April</i>

	<p>surveys conducted for all discharged patients and the organizational goal related to patient satisfaction. Board members suggested that this topic and its history be discussed further for how to subsequently direct the Committee. Director Chen noted that he will work with staff to pace the topic, potentially for the April meeting.</p> <p>Director Reeder explained that the only area of concern on the quality dashboard is related to catheter infections, which will be the focus of a deep dive discussion at the Committee's next meeting.</p>	
5. COMPLIANCE TRAINING	<p>Mary Rotunno, General Counsel, and Diane Wigglesworth, Sr. Director of Corporate Compliance presented annual compliance training, which covered the following:</p> <ul style="list-style-type: none"> - Fiduciary responsibilities of Directors include: duty of care (an "ordinarily prudent person": acting in good faith, asking questions, making informed decisions, and allowing appropriate time for deliberation), duty of loyalty (putting organizational interests above individual interests), and the business judgment rule (receiving sufficient information and acting in the best interests of the organization). - The purpose of a Compliance program is to identify and reduce risks; the government reviews an organization's likelihood to detect fraud and abuse and how it acts on those concerns. ECH uses an advisory committee, policies, processes, and procedures, education and training, routine auditing and monitoring, and open lines of communication (<i>i.e.</i>, with management, through an anonymous hotline) in its Compliance program. Ms. Wigglesworth noted that every concern is investigated and corrective actions are implemented and validated. - Compliance risks to ECH include: documentation/coding, billing, physician relationships, physician financial arrangements, and patient privacy. - The Board can hold management accountable for an effective compliance program that minimizes organizational risk by consistently asking questions and encouraging a culture of accountability. <p>Director Rebitzer suggested that any Compliance reports should highlight the critical issues and what governance-level questions the Board should be considering.</p> <p>The Board and staff discussed the Board's responsibility related to supervising and evaluating senior management.</p> <p>In response to Director Zoglin's question, the Board and staff discussed the appropriate level of review for policies and the volume currently reviewed and approved by the Board. Ms. Rotunno explained The Joint Commission and Title 22 require that clinical policies are reviewed by the Board. She noted that there have been process changes, so that procedures are no longer reviewed by the Board to reduce the volume of what the Board is reviewing. The Board discussed how to address the requirements, what must be reviewed and monitored, and requested additional information from staff for how to streamline the process further.</p> <p>Director Davis commended Ms. Wigglesworth for her work.</p>	<i>Staff to review Policy on Policies</i>
6. PUBLIC COMMUNICATION	None.	
7. ADJOURN TO	Motion: To adjourn to closed session at 6:16 pm pursuant to <i>Gov't Code</i>	<i>Adjourned</i>

<p>CLOSED SESSION</p>	<p><i>Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (February 14, 2018), 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>Gov't Code Section 54957.6</i> for a conference with labor negotiator Kathryn Fisk regarding SEIU/UHW West, Local 715 and Professional Resource-Nurses: Labor Negotiations Update; pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: IT Security Status Update; pursuant to <i>Health & Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets and <i>Gov't Code Sections 54957</i> and <i>54957.6</i> for report and discussion on personnel matters: CEO Report on New Services and Programs and Personnel Matters; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters: Executive Session – Senior Management.</p> <p>Movant: Davis Second: Fung Ayes: Chen, Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>to closed session at 6:16 pm</i></p>
<p>8. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 8:22 pm by Chair Chen. Agenda items 8-15 were addressed in closed session. Directors Fung, Kalbach, and Kliger were absent at the beginning of the second open session and rejoined the meeting during Agenda Item 18: CEO Report.</p> <p>During the closed session, the Board approved the Minutes of the Closed Session of the Hospital Board Meeting (February 14, 2018) and the Medical Staff Report by a unanimous vote in favor of all members present (Directors Chen, Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer (via teleconference), Reeder, and Zoglin).</p>	
<p>9. AGENDA ITEM 18: CEO REPORT</p>	<p>This item was taken out of order.</p> <p>Dan Woods, CEO, highlighted current progress toward achievement of the FY18 organizational goals, preparation for The Joint Commission's upcoming survey, the introduction of leader rounding, and the philanthropic success of the El Camino Heritage Golf Tournament and the 6th annual Norma's Literary Luncheon. He also recognized the Auxiliary's contribution of 7,154 volunteer hours in January.</p>	
<p>10. AGENDA ITEM 17: CONSENT CALENDAR</p>	<p>Chair Chen asked if any member of the Board or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Hospital Board Meeting (February 14, 2018); Community Benefit Mid-Year Metrics; Resolution 2018-04: Required by Premier, Inc. Listing the CEO and CFO as Authorized Individuals to Sell Stock; and the Medical Staff Report; and for information: FY18 Period 7 Financials.</p> <p>Movant: Miller Second: Fung Ayes: Chen, Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin Noes: None Abstentions: None Absent: None</p>	<p><i>Consent calendar approved</i></p>

	Recused: None	
11. AGENDA ITEM 19: BOARD COMMENTS	There were no additional comments from the Board.	
12. AGENDA ITEM 20: ADJOURNMENT	Motion: To adjourn at 8:26 pm Movant: Fligor Second: Kalbach Ayes: Chen, Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None	Meeting adjourned at 8:26 pm

Attest as to the approval of the foregoing minutes by the Board of Directors of El Camino Hospital:



Lanhee Chen
Chair, ECH Board of Directors



Julia E. Miller
Secretary, ECH Board of Directors

Prepared by: Cindy Murphy, Director of Governance Services
Sarah Rosenberg, Contracts & Board Services Coordinator