



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

**Board Members Present**

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

**Board Members Absent**

Lanhee Chen, Chair

**Members Excused**

None

Agenda Item	Comments/Discussion	Approvals/ Action
1. <b>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 Vice Chair Zoglin. A silent roll call was taken. Director Davis joined the meeting at 5:41pm during Agenda Item 5: Quality Goal Setting. Board Chair Chen was absent. All other Board members were present at roll call.	
2. <b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	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. <b>BOARD RECOGNITION</b>	<p><b>Motion:</b> To approve <i>Resolution 2018-11</i>.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Fung  <b>Ayes:</b> Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p> <p>Mark Adams, MD, CMO, recognized Ganesh Krishna, MD, Medical Director of Interventional Pulmonology, for his forward thinking and his leadership in the field of Interventional Pulmonology, a subspecialty of pulmonary medicine that uses advanced diagnostic and therapeutic interventions to care for patients with lung conditions.</p> <p>Dr. Krishna thanked the Board for the recognition and described interventional pulmonology programmatic developments.</p>	<b><i>Resolution 2018-11 approved</i></b>
4. <b>QUALITY COMMITTEE REPORT</b>	<p>Director Kliger, Chair of the Quality Committee, reported that the Committee discussed:</p> <ul style="list-style-type: none"> <li>- The zero Central Line Associated Blood Stream Infections (CLABSIs), Catheter Associated Urinary Tract Infections (CAUTIs), and C. Difficile Infections in September, a noteworthy achievement;</li> <li>- Physician quality improvement efforts, with a presentation from Daniel Shin, MD, Medical Director of Quality and Physician Services;</li> <li>- "What is Quality," an overarching conversation in the spirit of continuous improvement.</li> </ul> <p>Mark Adams, MD, CMO noted that the Board materials were updated to</p>	

	include the October 2018 data on the quality dashboard.	
<b>5. QUALITY GOAL SETTING PROCESS</b>	<p>Dr. Adams described the methodology for setting the quality organizational goals related to mortality and readmissions including 1) criteria for consideration (alignment with mission, impact on patients, level of employee engagement, financial impact, reliable measurements, national benchmarks); 2) use of ECH's data partner, Premier, to align performance with top tier members; and 3) incremental goals over multiple years.</p> <p>In response to Director Miller's question, Dr. Adams described the integration of LEAN processes in working toward quality goals.</p> <p>In response to Board questions, Dr. Adams described various industry definitions and measurements of quality. He noted that the organization should be thinking about what those varying definitions mean to ECH.</p> <p>In response to Director Zoglin's questions, Dr. Adams noted 1) that alignment with the organization's strategy was a consideration in quality goal setting and 2) that staff have increased use of indices for mortality and readmissions goals due to their stability.</p> <p>Dr. Adams thanked Director Miller for her recent rounding with staff.</p>	
<b>6. GOVERNANCE COMMITTEE REPORT</b>	<p>Director Fung provided an overview of the Board Orientation Plan and the Annual Board Self-Assessment, which the Governance Committee had recommended be facilitated by Via Healthcare Consulting.</p> <p>Director Fung described the improvements in efficiency of Board materials and discussion. He noted that next steps will focus on issue-focused agendas and generative governance.</p> <p>The Board discussed the proposal to have quality and finance reporting on a quarterly basis, including 1) the appropriate frequency for quality reporting, 2) overall meeting length, 3) interest in best practices of other boards, 4) reporting out versus in-depth discussion, 5) the percentage of Board time that should be spent on quality, 6) having philosophical dialogue on quality at the Board level, and 7) transparency with the community.</p> <p>Director Reeder suggested that the Governance Committee review the closed session agenda items/materials for opportunities to improve efficiency.</p> <p>Director Fung noted that an efficient, effective meeting should have 1) less reporting and more discussion, 2) balance between governance and management, and 3) collaboration between the Board and its Committees.</p> <p><b>Motion:</b> 1) To delegate to the Finance Committee the same authority to approve physician financial arrangements that is currently reserved to the Board in accordance with the Physician Financial Arrangements Policy, but that do not exceed the 75<sup>th</sup> percentile of fair market value and 2) to delegate authority to review and approve the Annual Report of Physician Financial Arrangements to the Compliance and Audit Committee and Finance Committee.</p> <p><b>Movant:</b> Fung <b>Second:</b> Kalbach</p> <p>In response to Director Kliger's question, Director Rebitzer, Governance Committee member, noted that delegations of authority establish well-defined parameters for Committee work to better rely on Committee expertise and reduce duplicated efforts at the Board level.</p> <p>Director Davis noted that Committee time could be included in the calculation of Board time spent on quality.</p>	<i>Delegations of Authority approved</i>



	<p><b>Ayes:</b> Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p> <p>Director Fung noted that the January 22, 2019 El Camino Healthcare District Board meeting will include discussion regarding delegation of authority to committees.</p>	
<b>7. PUBLIC COMMUNICATION</b>	<p>Ms. Judy van Dyck thanked Director Reeder for his service on the Hospital Board.</p> <p>Mr. Alex Kobayashi representing State Senator Jerry Hill and Assembly Member Marc Berman presented a resolution from the California State Legislature for Director Reeder recognizing his years of public service.</p>	
<b>8. ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 6:17pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Hospital Board Meeting (October 10, 2018) and the Minutes of the Closed Session of the Special Meeting to Conduct a Study Session of the Hospital Board (October 24, 2018); pursuant to <i>Gov't Code Section 54956.8</i> – conference with real estate negotiator Ken King regarding property (APN 406-26-017); Real Estate Opportunity Update; pursuant to <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; pursuant to <i>Gov't Code Section 54956.8</i> – conference with real estate negotiators Bruce Harrison and Ken King regarding lease of space at 4150 N. First Street, San Jose: SVMD Clinic Site Real Estate Lease; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: FY19 Strategy Deployment Metrics Update; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: Market Development/New Services and Programs; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: SVMD Physician Practice Acquisition Update; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets and <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: CEO Report on New Services and Program and Legal Matters; and pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters – Senior Management: Executive Session.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Fung  <b>Ayes:</b> Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><i>Adjourned to closed session at 6:17pm</i></p>
<b>9. AGENDA ITEM 19: RECONVENE OPEN SESSION/ REPORT OUT</b>	<p>Open session was reconvened at 8:47pm by Vice Chair Zoglin. Agenda items 9-18 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 (October 10, 2018), the Minutes of the Closed Session of the Special Meeting to Conduct a Study Session (October 24, 2018), and the Medical Staff Report, including the credentials and privileges report, by a unanimous vote in favor of all members present</p>	

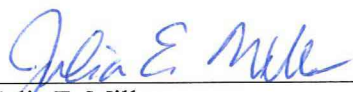
	(Directors Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, and Zoglin). Director Chen was absent.	
<b>10. AGENDA ITEM 20: CONSENT CALENDAR</b>	<p>Chair Chen asked if any member of the Board or the public wished to remove an item from the consent calendar. Director Miller requested that Agenda Item 22c (Proposed Revised Quality, Patient Care and Patient Experience Committee Charter) be removed for discussion.</p> <p><b>Agenda Item 20c: Proposed Revised Quality, Patient Care and Patient Experience Committee Charter</b></p> <p>Director Miller expressed concerns about non-Board members serving as Chair of the Quality Committee.</p> <p>Director Fung noted that the District Board will be discussing delegation of authority at its January 2019 meeting.</p> <p>Cindy Murphy, Director of Governance Services, explained that all of the Hospital Board Committee Charters allow for Board and non-Board Committee members to serve as Chair of each Committee, except for the Governance Committee, which must be chaired by a Board member. She also noted that this feature is already included in the Quality Committee Charter and is not part of the proposed changes for the Board's consideration at this time.</p> <p>The Board discussed the current slate of Committee Chairs, which includes two non-Board Committee members, and the responsibility of the Hospital Board Chair in overseeing Committee appointments.</p> <p>Director Reeder suggested that the Board approve the proposed changes and send the question regarding Board member/non-Board member Chairs to the Quality and Governance Committee.</p> <p><b>Motion:</b> To approve the consent calendar: Proposed Revised Quality, Patient Care and Patient Experience Committee Charter (as presented) and to send the question regarding the Committee Chair service to the Governance Committee for consideration; Minutes of the Open Session of the Hospital Board Meeting (October 10, 2018); Minutes of the Open Session of the Special Meeting to Conduct a Study Session of the Hospital Board (October 24, 2018); Board and Committee Education Policy; Medical Staff Report; FY19 Period 1 Financials.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Fligor  <b>Ayes:</b> Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen  <b>Recused:</b> None</p>	<p><i>Consent calendar approved</i></p> <p><i>Governance Committee to review Committee Chair service</i></p>
<b>11. AGENDA ITEM 21: LEADERSHIP UPDATE</b>	<p>Dan Woods, CEO, described the improvement in hospital safety grades from Leapfrog, the work of the opioid epidemic task force, and participation rates/engagement scores in the Culture of Safety, Engagement Pulse, and Employee Engagement Surveys.</p> <p>Mr. Woods welcomed, Jim Griffith, ECH's new Chief Operating Officer. He also highlighted CONCERN: EAP's pilot of online employee assistance program services.</p> <p>He also acknowledged the Foundation's recent fundraising efforts and Auxiliary's contribution of 6,391 volunteer hours in October.</p>	



<b>12. AGENDA ITEM 22: BOARD COMMENTS</b>	<p>Director Reeder commended ECH for its culture focused on compassionate care for patients, its independence, and success. He suggested that Board members participate in rounding with the executive leadership team.</p> <p>The Board and staff thanked Director Reeder for his service.</p>	
<b>13. AGENDA ITEM 23: ADJOURNMENT</b>	<p><b>Motion:</b> To adjourn at 9:08pm.</p> <p><b>Movant:</b> Kalbach</p> <p><b>Second:</b> Reeder</p> <p><b>Ayes:</b> Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin</p> <p><b>Noes:</b> None</p> <p><b>Abstentions:</b> None</p> <p><b>Absent:</b> Chen</p> <p><b>Recused:</b> None</p>	<p><i>Meeting adjourned at 9:08pm</i></p>

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

  
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 Lanhee Chen  
 Chair, ECH Board of Directors

  
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 Julia E. Miller  
 Secretary, ECH Board of Directors

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