



**Minutes of the Open Session of the
Special Meeting to Conduct a Study Session of the
El Camino Hospital Board of Directors
Saturday, January 20, 2018**

Los Altos Golf & Country Club | 1560 Country Club Drive Los Altos, CA 94024

Board Members Present

Lanhee Chen, Chair
 Jeffrey Davis, MD
 Neysa Fligor
 Peter C. Fung, MD
 Gary Kalbach
 Julie Kliger, RN
 Julia Miller
 Robert Rebitzer
 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 of the Special Meeting to Conduct a Study Session of the Board of Directors of El Camino Hospital (the “Board”) was called to order at 8:30am by Chair Chen. A silent roll call was taken. All Board members were present at roll call.	
2. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 8:31 am pursuant to <i>Health and Safety Code 32106(b)</i> for a report involving health care facility trade secrets: Development of New Services and Programs.</p> <p>Movant: Reeder Second: Miller Ayes: Chen, Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 8:31 am</i>
3. AGENDA ITEM 6: RECONVENE OPEN SESSION/ REPORT OUT	Open session was reconvened at 12:30pm. Agenda items 4-5 were addressed in closed session. There were no actions taken by the Board in closed session.	
4. AGENDA ITEM 7: 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 noted.	
5. AGENDA ITEM 8: GOVERNANCE BEST PRACTICES	Guy Masters from Premier, Inc. reviewed governance best practices with the Board and facilitated a conversation with the Board about communication, efficiency of board meetings, strategic and efficient agenda setting, shorter and more appropriate Board materials, how to avoid micromanaging, how to take advantage of committee work, Board accountability, and bridging the gap between the Board and management. The Board asked CEO Dan Woods and the Director of Governance Services Cindy Murphy to bring a proposed policy or procedure that would address how Board members communicate and interact with senior staff to the Governance Committee.	
6. AGENDA ITEM 9: RECESS	Recess was not taken.	

7. AGENDA ITEM 10: GOVERNING STRATEGICALLY (PART 1)	Mr. Masters facilitated a conversation with Board members about the difference between governance and management and how to govern strategically.	
8. AGENDA ITEM 11: ADJOURN TO CLOSED SESSION	The Board did not adjourn to closed session.	
9. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT	Since the Board not adjourn to closed session this agenda item was not completed.	
10. AGENDA ITEM 15: GOVERNING STRATEGICALLY (PART 3): GOAL- ORIENTED GOVERNANCE	Mr. Masters led the Board in discussion about governance goals. Each Board Member articulated one or two governance goals that the Board could work toward completing by the end of FY19.	
11. AGENDA ITEM 16: IMPLEMENTING NEXT STEPS	Ms. Murphy to synthesize proposed Board Goals for Governance Committee. Mr. Woods to meet with the leadership team and explore ways to close the gap between management and the Board.	
12. AGENDA ITEM 17: ADJOURNMENT	<p>Motion: To adjourn at 3:30pm.</p> <p>Movant: Fung</p> <p>Second: Kalbach</p> <p>Ayes: Chen, Davis, Fligor, Fung, Kalbach, Kliger, Miller, Rebitzer, Reeder, Zoglin</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: None</p> <p>Recused: None</p>	<p><i>Meeting adjourned at 3:30 pm.</i></p>

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 Miller
 Secretary, ECH Board of Directors

Prepared by: Cindy Murphy, Director of Governance Services