



**Minutes of the Open Session of the  
El Camino Hospital Board of Directors  
Wednesday, January 16, 2019  
2500 Grant Road, Mountain View, CA 94040  
Conference Rooms F&G (ground floor)**

**Board Members Present**

Lanhee Chen, Chair  
Jeffrey Davis, MD  
Peter C. Fung, MD  
Gary Kalbach  
Bob Rebitzer (via teleconference)  
George O. Ting, MD  
John Zoglin, Vice Chair

**Board Members Absent**

Julie Kliger  
Julia E. Miller, Secretary/Treasurer

**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 5:34pm by Vice Chair Zoglin. A verbal roll call was taken. Director Davis joined the meeting at 5:39pm during Agenda Item 3: Board Recognition. Director Rebitzer participated via teleconference and joined the meeting at 5:43pm during Agenda Item 4: FY19 Period 4 Financials. Chair Chen joined the meeting during the closed session. Directors Kliger and Miller were absent. All other Board members were present at roll call.	
2. <b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Vice Chair Zoglin 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>Cheryl Reinking, RN, CNO, recognized the ECH NICU team, volunteers, and staff for providing compassionate, personalized care to one very special baby and the group's dedication to helping a baby grow and thrive.</p> <p><b>Motion:</b> To approve <i>Resolution 2019-01</i>.</p> <p><b>Movant:</b> Kalbach <b>Second:</b> Fung <b>Ayes:</b> Davis, Fung, Kalbach, Rebitzer, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Chen, Miller, Kliger <b>Recused:</b> None</p> <p>Director Fung commended all of those involved for their work.</p>	<b><i>Resolution 2019-01 approved</i></b>
4. <b>FY19 PERIOD 4 FINANCIALS</b>	<p>Iftikhar Hussain, CFO, reviewed ECH's financial performance in FY19 Period 4 as further detailed in the packet, highlighting:</p> <ul style="list-style-type: none"> <li>- Volume (inpatient and outpatient) and financial performance are favorable to budget; payor mix is close to budget</li> <li>- Revenue cycle operations are running very well</li> <li>- There is more volatility in the market. He noted that ECH's investment strategy is long-term.</li> </ul> <p>In response to Director Fung's questions, Mr. Hussain described IT maintenance fees and billing timing.</p> <p>Director Zoglin noted that FY19 Period 5 Financials were included in the packet for the Board's information and will be reviewed by the Finance Committee at its next meeting. He noted that there may be opportunity to</p>	<b><i>FY19 Period 4 Financials approved</i></b>

	<p>review the timing of financial reporting to the Board.</p> <p><b>Motion:</b> To approve the FY19 Period 4 Financials.</p> <p><b>Movant:</b> Fung</p> <p><b>Second:</b> Kalbach</p> <p><b>Ayes:</b> Davis, Fung, Kalbach, Rebitzer, Ting, Zoglin</p> <p><b>Noes:</b> None</p> <p><b>Abstentions:</b> None</p> <p><b>Absent:</b> Chen, Miller, Kliger</p> <p><b>Recused:</b> None</p>	
<p><b>5. QUALITY COMMITTEE REPORT</b></p>	<p>Mark Adams, MD, CMO, reported that the Committee discussed:</p> <ul style="list-style-type: none"> <li>- The cadence of Quality Dashboard reporting. He reported that the Committee has decided to display the data quarterly as well as on a rolling 12 month basis.</li> <li>- PSI-90 (patient safety index), which includes a composite of patient safety and adverse events. Dr. Adams explained that the measures are weighted, reported to CMS and The Joint Commission, and have some overlap with hospital acquired infections that are tracked on the quality dashboard. Dr. Adams noted that ECH's score of 0.71 is better than average, but higher than the top decile score of 0.57.</li> <li>- The Culture of Safety surveys of employees and physicians (which had a more limited response rate)</li> </ul> <p>Director Davis and Dr. Adams further described the Committee's discussion surrounding the display and frequency of dashboard reporting.</p> <p>In response Dr. Fung's question, Ms. Reinking reported that HCAHPS scores are trending upward quarter over quarter.</p> <p>Director Rebitzer commended the Committee for moving toward quarterly reporting; he also commented that as ECH grows its services offered, he is looking forward to see how outpatient and ambulatory metrics can be incorporated into the organization's tracking and evaluation of quality.</p>	
<p><b>6. PUBLIC COMMUNICATION</b></p>	<p>None.</p>	
<p><b>7. ADJOURN TO CLOSED SESSION</b></p>	<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 (December 5, 2018); 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>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: Surgery Center Transaction; pursuant to <i>Health and Safety Code Section 32106(b)</i> for a report and discussion involving health care facility trade secrets: SVMMD 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> Kalbach</p> <p><b>Second:</b> Ting</p> <p><b>Ayes:</b> Davis, Fung, Kalbach, Rebitzer, Ting, Zoglin</p>	<p><b>Adjourned to closed session at 6:17pm</b></p>



	<p><b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Chen, Miller, Kliger  <b>Recused:</b> None</p>	
<p><b>8. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>Open session was reconvened at 8:37pm by Chair Chen. Agenda items 8-15 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 (December 5, 2018) and the Medical Staff Report, including the credentials and privileges report, by a unanimous vote in favor of all members present (Directors Chen, Davis, Fung, Kalbach, Rebitzer (via teleconference), Ting, and Zoglin). Directors Kliger and Miller were absent.</p>	
<p><b>9. AGENDA ITEM 17: CONSENT CALENDAR</b></p>	<p>Chair Chen asked if any member of the Board or the public wished to remove an item from the consent calendar. Chair Chen removed item 17b for discussion.</p> <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Hospital Board Meeting (December 5, 2018); Los Gatos Cancer Center Funding; Revised Signature Authority Policy; Revised Corporate Compliance; Physician Financial Arrangements Policy; Revised Finance Committee Charter; Revised Board of Director Approval of Hospital Policies; Medical Staff Report; and for information: FY19 Period 5 Financials; Report on Major Capital Projects in Progress.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Zoglin  <b>Ayes:</b> Chen, Davis, Fung, Kalbach, Rebitzer, Ting, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Miller, Kliger  <b>Recused:</b> None</p> <p><b>Agenda Item 17b: Proposed Revised FY19 Committee Assignments</b></p> <p>Chair Chen recommended that Director Ting be appointed to the Quality, Patient Care, and Patient Experience Committee and the Investment Committee.</p> <p><b>Motion:</b> To approve the Proposed Revised FY19 Committee Assignments, as amended to include Director Ting's assignments as noted above.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Fung  <b>Ayes:</b> Chen, Davis, Fung, Kalbach, Rebitzer, Ting, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Miller, Kliger  <b>Recused:</b> None</p>	<p><i>Consent calendar approved</i></p>
<p><b>10. AGENDA ITEM 18: SURGERY CENTER TRANSACTION</b></p>	<p>Iftikhar Hussain, CFO, provided an overview of the El Camino Ambulatory Surgery Center (ECASC), currently operating as a joint venture with an outside management company and physician partners, and the proposed transaction for the Hospital to purchase the remaining interests of ECASC and make it part of the Hospital license.</p> <p><b>Motion:</b> To approve the purchase of the remaining interest in El Camino Ambulatory Surgery Center not to exceed \$3 million and \$6.2 million in capital improvements to bring the facility to California Office of Statewide</p>	<p><i>Surgery Center Transaction approved</i></p>

	Health Planning and Development (OSHDP) hospital standards. <b>Movant:</b> Kalbach <b>Second:</b> Fung <b>Ayes:</b> Chen, Davis, Fung, Kalbach, Rebitzer, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Miller, Kliger <b>Recused:</b> None	
<b>11. AGENDA ITEM 19: LEADERSHIP UPDATE</b>	Dan Woods, CEO, highlighted the success of The Joint Commission's recent survey, investment in a new robot for orthopedic surgery, project planning for the new ERP system, implementation of MyChart Bedside, the online Community Benefit annual report, and STOP-D programming through the South Asian Heart Center (SAHC).  He also acknowledged the Foundation's recent fundraising efforts and Auxiliary's contribution of over 5,000 volunteer hours in December 2018.	
<b>12. AGENDA ITEM 20: BOARD COMMENTS</b>	None.	
<b>13. AGENDA ITEM 21: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 8:46pm. <b>Movant:</b> Fung <b>Second:</b> Kalbach <b>Ayes:</b> Chen, Davis, Fung, Kalbach, Rebitzer, Ting, Zoglin <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Miller, Kliger <b>Recused:</b> None	<i>Meeting adjourned at 8:46pm</i>

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