



AGENDA REGULAR MEETING OF THE EL CAMINO HEALTHCARE DISTRICT BOARD OF DIRECTORS

Monday, December 5, 2022 – 5:30 pm

El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040

PURSUANT TO GOVERNMENT CODE SECTION 54953(e)(1), EL CAMINO HEALTH **WILL NOT PROVIDE A PHYSICAL LOCATION TO THE PUBLIC FOR THIS MEETING.** INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 998-8012-0468#. No participant code. Just press #.

To watch the meeting livestream, please visit: <http://www.elcaminohealthcaredistrict.org/meetingstream>

Please note that the livestream is for **meeting viewing only** and, there is a slight delay; to provide public comment, please use the phone number listed above.

PURPOSE: The purpose of the District shall be to establish, maintain and operate, or provide assistance in the operation of one or more health facilities (as that term is defined in the California Health and Safety Code Section 1250) or health services at any location within or without the territorial limits of the District, for the benefit of the District and the people served by the District, and to do any and all other acts and things necessary to carry out the provisions of the District's Bylaws and the Local Health Care District Law.

| AGENDA ITEM | PRESENTED BY | | ESTIMATED TIMES |
|--|---------------------------------------|-----------------------|--|
| 1. CALL TO ORDER/ROLL CALL | Julia E. Miller, Board Chair | | 5:30 – 5:31 pm |
| 2. SALUTE TO THE FLAG | Dan Woods, Chief Executive Officer | | information 5:31 – 5:33 |
| 3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES | Julia E. Miller, Board Chair | | information 5:33 – 5:34 |
| 4. 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 | Julia E. Miller, Board Chair | | information 5:34 -5:37 |
| 5. <u>RESOLUTION TO ACCEPT THE SANTA CLARA COUNTY BOARD OF SUPERVISOR APPOINTMENTS OF SEPTEMBER 13, 2022</u> | Julia E. Miller, Board Chair | <i>public comment</i> | motion required 5:37 – 5:40 |
| 6. ADMINISTRATION OF OATH OF OFFICE a. Peter C. Fung, MD b. George O. Ting, MD | Julia E. Miller, Board Chair | | information 5:40 – 5:47 |
| 7. <u>STANDARDS OF CONDUCT</u> | Julia E. Miller, Board Chair | | information 5:47 - 5:52 |
| 8. ELECTION OF DISTRICT BOARD MEMBERS TO THE EL CAMINO HOSPITAL BOARD OF DIRECTORS | Julia E. Miller, Board Chair | <i>public comment</i> | motion required 5:52- 5:57 |

| AGENDA ITEM | PRESENTED BY | | ESTIMATED TIMES |
|--|-------------------------------------|------------------------------|---|
| <p>9. CONSENT CALENDAR <i>Any Board Member or member of the public may remove an item for discussion before a motion is made.</i></p> <p>Approval Minutes of the Open Session of the District Board Meeting (10/18/2022)</p> | <p>Julia E. Miller, Board Chair</p> | <p><i>public comment</i></p> | <p>motion required 5:57 – 5:59</p> |
| <p>10. ADJOURNMENT</p> | <p>Julia E. Miller, Board Chair</p> | <p><i>public comment</i></p> | <p>motion required 6:00 pm</p> |

Upcoming Meetings: February 8, 2023; March 28, 2023; May 16, 2023; June 20, 2023

Presenters and speakers: Please remove your masks and enunciate when speaking; thank you.



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING COVER MEMO

To: El Camino Healthcare District Board of Directors
From: Tracy Fowler, Director of Governance Services
Date: December 5, 2022
Subject: Acceptance of the Santa Clara County Board of Supervisors Appointments

Recommendation(s):

To accept the Santa Clara County Appointments of September 13, 2022 and approve the appointments of Peter C. Fung, MD and George O. Ting, MD to the El Camino Healthcare District Board.

Summary:

1. **Situation:** At the close of nominations for the November 8, 2022 General Election, two (2) candidates, Peter C. Fung, MD and George O. Ting, MD, qualified for the two (2) full-term Director elective offices for El Camino Healthcare District.
2. **Authority:** Elections Code 10515 (b) requires the County of Santa Clara Board of Supervisors to appoint any person or persons to the office who is/are qualified on the date when the election would have been held. The person or persons appointed shall qualify and take office and serve exactly as if elected at a general election for the office.
3. **Background:** N/A
4. **Assessment:** N/A
5. **Other Reviews:** N/A
6. **Outcomes:** N/A

List of Attachments:

1. Oath of Office – Peter C. Fung, MD
2. Oath of Office – George O. Ting, MD

Suggested Board Discussion Questions: None

**CERTIFICATE OF APPOINTMENT
BOARD OF SUPERVISORS
COUNTY OF SANTA CLARA, CALIFORNIA**

The Board of Supervisors of Santa Clara County, State of California, does hereby appoint **Peter Fung** to the membership of the **El Camino Healthcare District**.

October 18, 2022

Date Appointed

**Oath of Office
County of Santa Clara,
State of California**

I, **Peter Fung**, do solemnly swear (or affirm) that I will support and defend the Constitution of the United States and the Constitution of the State of California against all enemies, foreign and domestic; that I will bear true faith and allegiance to the Constitution of the United States and the Constitution of the State of California; that I take this obligation freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties I am about to enter.

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| A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document |
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Commissioner Signature

Subscribed and sworn to (or affirmed) before me on this _____ day
of _____, 2022, by _____,

Print Commissioner Name

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

(SEAL)

Signature: _____
Deputy Clerk or Notary Public
Administering Oath

**CERTIFICATE OF APPOINTMENT
BOARD OF SUPERVISORS
COUNTY OF SANTA CLARA, CALIFORNIA**

The Board of Supervisors of Santa Clara County, State of California, does hereby appoint **George Ting** to the membership of the **El Camino Healthcare District**.

October 18, 2022

Date Appointed

**Oath of Office
County of Santa Clara,
State of California**

I, **George Ting**, do solemnly swear (or affirm) that I will support and defend the Constitution of the United States and the Constitution of the State of California against all enemies, foreign and domestic; that I will bear true faith and allegiance to the Constitution of the United States and the Constitution of the State of California; that I take this obligation freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties I am about to enter.

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| A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document |
|---|

Commissioner Signature

Subscribed and sworn to (or affirmed) before me on this _____ day

of _____, **2022**, by _____,
Print Commissioner Name

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

(SEAL)

Signature: _____
Deputy Clerk or Notary Public
Administering Oath



2500 Grant Road
Mountain View, CA 94040
Phone: 650-940-7300
www.elcaminohealthcaredistrict.org

Standards of Conduct

Proposed for Affirmation and Signing – December 5, 2022

BOARD OF DIRECTORS

Peter C. Fung, MD
Julia E. Miller
Carol A. Somersille, MD
George O. Ting, MD
John L. Zoglin

Preamble: The proper operation of democratic government requires that decision-makers be independent, impartial, and accountable to the community they serve. The El Camino Healthcare District (“District”) has adopted these Standards of Conduct to promote and maintain the highest standards of personal and professional behavior in the conduct of the District's business. Each District Board member is required to subscribe to these standards, understand them, apply them to his or her work as a Board member, and commit to them in writing annually. As a member of the District Board of Directors I agree to the following commitments while serving the District:

1. To place the community's best interests above my own; to positively promote the purpose of the District as stated in the Bylaws; to forego personal interests when making decisions as a Board member; to act as a fiduciary of the District in financial matters and decisions that may have material effect; and to comply with the District's Conflict of Interest Code as amended biennially.
2. To engage in lawful acts to the best of my ability and to comply with the governing documents of the District and the law.
3. To maintain a high standard of conduct that is above reproach and to avoid the appearance of impropriety.
4. To demonstrate mutual respect for my fellow Board members, and to respect decisions passed by the required number of votes of the Board. If I disagree with a vote of the Board, I will communicate with respect and behave professionally.
5. To prepare for, attend and participate thoughtfully in all meetings of the Board to the best of my ability; to allow the Chair of the meeting to do so and refrain from interrupting.
6. To communicate professionally and respectfully, whether in person, by telephone, by electronic mail or in writing, with the other Directors, community members, and District and El Camino Hospital staff.
7. To maintain confidentiality with respect to all closed session Board meeting discussions and materials.

Peter C. Fung, MD (Date) Julia E. Miller (Date) Carol A. Somersille, MD (Date)

George O. Ting, MD (Date)

John L. Zoglin (Date)

Dedicated to improving the health and well-being of the people in our community.

Adopted March 17, 2015

Affirmed - December 6, 2016; January 16, 2018; December 5, 2018; December 4, 2020



**Minutes of the Open Session of the
El Camino Healthcare District Board of Directors
Tuesday, October 18, 2022**

Pursuant to Government code section 54953(e)(1), El Camino Health will not be providing a physical location to the public for this meeting. Instead, the public is invited to join the open session meeting via teleconference at:

Board Members Present

Peter C. Fung, MD Vice-Chair
Julia E. Miller, Chair
Carol A. Somersille, MD
Secretary/Treasurer
George O. Ting, MD
John Zoglin

Board Members Absent

None

Others Present

Dan Woods, CEO
Carlos Bohorquez, CFO
Deanna Dudley, CHRO
Meenesh Bhimani, MD, COO
Omar Chughtai, VP Operations**
Priya Shah, Assistant General Counsel
Jon Cowan, Senior Director, Government Relations and Community Partnerships

Others Present (cont.)

Tracy Fowler, Director, Governance
Stephanie Iljin, Manager, Administration
Brian Richards, Information Technology
Luis Corroero, Programs Coordinator, Day Worker Center of Mountain View
Maria Marroquin, Executive Director, Day Worker Center of Mountain View
Joelle Pulver, Moss Adams

| Agenda Item | Comments/Discussion | Approvals/ Action |
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| 1. CALL TO ORDER/ ROLL CALL | Chair Miller called to order the open session of the Regular Meeting of the El Camino Healthcare District Board of Directors (the "Board") at 5:30 pm and reviewed the logistics for the meeting. A verbal roll call was taken; all Board members were present at the roll call, and a quorum was present pursuant to State of California Executive Orders N-25-20, dated March 12, 2020, and N-29-20, dated March 18, 2020. | <i>Call to Order at 5:30 pm.</i> |
| 2. SALUTE TO THE FLAG | Chair Miller asked Dan Woods, CEO, to lead all present in the Pledge of Allegiance. | |
| 3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES | Chair Miller asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were noted. | |
| 4. PUBLIC COMMUNICATION | There was no public communication. | |
| 5. COMMUNITY BENEFITS SPOTLIGHT RESOLUTION 2022-11: DAY WORKER CENTER OF MOUNTAIN VIEW | <p>Jon Cowan, Senior Director, Government Relations and Community Partnerships and Maria Marroquin, Executive Director, and Luis Corroero, Programs Coordinator of Day Worker Center of Mountain View, presented an overview of the work they do for the community as a result of the grant partnership they received from El Camino Healthcare District.</p> <p>A brief discussion ensued. There was consensus and agreement with the direction of the program.</p> <p>Motion: To approve the resolution 2022-11 recognizing the service to the community provided by the Day Worker Center of Mountain View.</p> <p>Movant: Somersille Second: Fung</p> | <i>Spotlight Resolution 2022-11 was approved.</i> |

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| | <p>Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | |
| <p>6. CONSENT CALENDAR</p> | <p>Chair Miller asked if any member of the Board or the public wished to remove an item from the consent calendar.</p> <p>Director Zoglin requested to remove items 5c, 5d, 5e, and 5f for discussion. A brief conversation ensued, and these items were addressed.</p> <p>The Board of Directors expressed appreciation for the Covid-19 Testing and Vaccination Program and its continued impact on the community.</p> <p>Director Fung thanked Director Zoglin for the AHA educational event summary and expressed interest in attending future events.</p> <p>Motion: To approve the consent calendar.</p> <ul style="list-style-type: none"> a. Continuation of Resolution 2021-10; AB361 b. Minutes of the Open Session of the District Board Meeting (06/147/22) c. Resolution 2022-08: Appointment of FY23 El Camino Hospital Board Member Ad Hoc Committee Advisory Members d. FY22 Year-End Community Benefit Report <p>Movant: Zoglin Second: Fung Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>The consent calendar was approved.</i></p> |
| <p>7. EL CAMINO HEALTHCARE DISTRICT POSSIBLE COMPENSATION MODIFICATION</p> | <p>On March 15, 2022, the El Camino Healthcare District Board approved resolution 2022-02, increasing compensation for district board members' attendance at meetings from \$100 to \$105 per day in accordance with Health and Safety code § 32103.</p> <p>Chair Miller invited Director Zoglin to discuss this agenda item.</p> <p>Director Zoglin asked that the Board of Directors consider changing the wording to "up to \$105" rather than the fixed amount.</p> <p>Chair Miller called for discussion. There was a consensus to proceed with the approved resolution as is.</p> | |

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| <p>8. EL CAMINO HEALTHCARE DISTRICT BOARD MEMBER'S TRANSITION TO W-2 EMPLOYEES – DISTRICT BOARD MEMBER'S HEALTHCARE BENEFITS</p> | <p>Deanna Dudley, CHRO, briefly discussed the possibility of Board members' participation in certain benefits offered to El Camino Health employees with El Camino's insurance broker.</p> <p>Potential offerings being investigated are:</p> <ul style="list-style-type: none"> • Medical Insurance through Aetna • Dental Insurance through MetLife • Vision Insurance through VSP • Basic Life Insurance <p>Chair Miller asked the directors for their feedback. There was consensus from the Board of Directors for further information on Vision, Dental, and Medical insurance offerings.</p> | <p>Action Item: <i>Bring back further medical, dental, and vision insurance information at the 2/8/23 meeting.</i></p> |
| <p>9. ECHD FY22 FINANCIALS</p> | <p>Carlos Bohorquez reviewed the FY23 YTD Financials Period 02 and noted:</p> <ul style="list-style-type: none"> • Slight increase in Patient Account Receivables, attributed to an increase in ADC of 14%. • Designated Assets increased by 40M, attributed to the recalculation of the Facilities Replacement Fund. • Liabilities show a slight decrease in accounts payables associated with the Women's Hospital. • Operating Revenue favorable to budget by 3% and last FY by 10%. • Operating Income favorable to budget by 7M • Net Income favorable to budget by 9M <p>Director Miller asked for clarification on page 10 of the standalone financial statement regarding legal fees. Mr. Bohorquez responded that page 7 reflects legal fees for FY22, and page 10 reflects FY23. This will be a line item in the future.</p> <p>Motion: To approve the FY23 YTD Financials Period 02. Movant: Fung Second: Ting Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | <p>ECHD FY23 YTD Financials Period 02 approved</p> |
| <p>10. FY22 AUDITED FINANCIAL REPORT</p> | <p>Carlos Bohorquez, CFO, opened the discussion by introducing Joelle Pulver from Moss Adams to present on the FY22 Audited Financial Report.</p> <p>Joelle Pulver shared a brief overview of the 2022 Audit Results – District specific which included:</p> <ul style="list-style-type: none"> • Auditor Opinion and Report • Significant Risks Identified | |

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| | <ul style="list-style-type: none"> • Assets and Deferred Outflows • Liabilities, Deferred Inflows, and Net Position • Income Statement Year-to-Year Comparison <p>Detailed materials are available in the public packet.</p> | |
| <p>11. COMMUNITY BENEFITS</p> | <p>Jon Cowen, Senior Director, Government Relations and Community Partnerships, presented the FY24 Community Benefit Board Policy Guidance and FY23 Update. He reviewed the implemented changes as previously requested by the Board of Directors. A brief discussion ensued, and the Board of Directors thanked Mr. Cowan for incorporating their suggestions into the policy.</p> <p>Motion: To approve the Community Benefits Report to include:</p> <ol style="list-style-type: none"> Annual Adoption of Community Benefit Grants Policy FY24 Community Benefit Board Policy Guidance and FY23 Update <p>Movant: Fung Second: Somersille Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>FY24 Community Benefit Board Policy Guidance and Community Benefits Report were approved.</i></p> |
| <p>12. ADJOURN TO CLOSED SESSION</p> | <p>To adjourn to closed session at 7:10 pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the District Board Meeting (06/14/2022), pursuant to <i>Gov't Code Section 54957</i> for discussion on personnel performance matters, an Executive Session with the CEO.</p> <p>Motion: To approve to adjourn to closed session at 7:10 pm.</p> <p>Movant: Ting Second: Zoglin Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | <p><i>Adjourned to closed session at 7:10 pm.</i></p> |
| <p>13. AGENDA ITEM 19: RECONVENE TO OPEN SESSION/ REPORT OUT</p> | <p>The open session of the El Camino Healthcare District Board of Directors was reconvened at 7:37 pm. Agenda items 13-18 were addressed in the closed session.</p> <p>During the closed session, the Board approved the closed session minutes of the May 17, 2022, El Camino Healthcare District Board of Directors by all Board Members present. (Directors Fung, Miller, Somersille, Ting, and Zoglin).</p> | <p><i>Open Session reconvened at 7:37 pm.</i></p> |
| <p>14. AGENDA ITEM 20: FY22 AUDITED</p> | <p>Motion: To approve the FY22 Audited Financial Report.</p> <p>Movant: Fung Second: Ting</p> | <p><i>The FY22 Audited</i></p> |

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| <p>FINANCIAL REPORT</p> | <p>Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | <p>Financial Report was approved.</p> |
| <p>15. AGENDA ITEM 21: BOARD COMMENTS</p> | <p>Director Miller asked that Jon Cowan provide further clarification on possible changes to the Brown Act.</p> | <p>Action Item: <i>Clarification on Brown Act Requirements</i></p> |
| <p>16. AGENDA ITEM 22: ADJOURNMENT</p> | <p>Motion: To adjourn at 7:58 pm. Movant: Ting Second: Fung Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> | <p>Meeting adjourned at 7:58 pm.</p> |

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

 Julia E. Miller
 Chair, ECHD Board

 Carol Somersille, MD
 Secretary/Treasurer, ECHD Board

Prepared by: Stephanie Ijlin, Manager, Administration
 Reviewed by: Tracy Fowler, Director, Governance Services