



**AGENDA
SPECIAL MEETING OF THE
EL CAMINO HEALTHCARE DISTRICT
BOARD OF DIRECTORS**

Tuesday, May 16, 2023 – 8:00 pm

El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040 | Sobrato Board Room 1

THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING LIVE OR VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 953 4186 4287#. No participant code. Just press #.

Supplemental Materials shared in person during the meeting will be available upon request at the Administration office.

AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Julia Miller, Chair		8:00 – 8:01 pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Julia Miller, Chair	Information	8:01 – 8:02 pm
3. CONSIDERATION OF <u>RESOLUTION</u> OF THE BOARD OF DIRECTORS OF EL CAMINO HEALTHCARE DISTRICT CENSURING DIRECTOR JULIA MILLER FOR VIOLATIONS OF THE DISTRICT BOARD'S STANDARDS OF CONDUCT a. Introduction <i>Those Directors or that Director of the Board of Directors of the El Camino Healthcare District proposing the adoption of the proposed resolution to censure Director Julia Miller shall introduce the proposed resolution and shall set forth its contents, the basis thereof, and any reports or other factual assertions in connection therewith.</i>	Peter C. Fung, M.D., Vice Chair John Zoglin, Board Member	Information	8:02 – 8:17 pm
b. <u>Initial Opportunity to Respond</u> <i>Director Julia Miller shall be afforded an opportunity to respond to the proposed resolution, its contents, the basis thereof, and any reports or other factual assertions in connection therewith.</i>	Julia Miller, Chair	Information	8:18 – 8:33 pm
c. Initial Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement (e.g., not to exceed three (3) minutes) on issues or concerns relating to the proposed resolution, its contents, the basis thereof, and any reports or other factual assertions in connection therewith.</i>	Peter C. Fung, M.D., Vice Chair	<i>public comment</i>	8:33 – 9:03 pm

A copy of the agenda for the Special Board Meeting will be posted and distributed at least twenty-four (24) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at **(650) 988-8254** prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
<p>d. Written Correspondence</p> <p><i>Written correspondence relating to the proposed resolution, its contents, the basis thereof, and any reports or other factual assertions in connection therewith shall be introduced.</i></p>	Peter C. Fung, M.D., Vice Chair		9:03 – 9:13 pm
<p>e. Closing Statements</p> <p><i>The proponent(s) of the resolution and Director Miller shall be afforded an equal amount of time to make closing statements (e.g., 10 minutes for each of the proponent(s) of the resolution and Director Miller, respectively).</i></p>	<p>John Zoglin, Board Member</p> <p>Julia Miller, Chair</p>	Information	<p>9:13 – 9:18 pm</p> <p>9:18 – 9:23 pm</p>
<p>f. Deliberation and Motion</p> <p><i>Upon the conclusion of closing statements, the Board of Directors shall deliberate and may upon motion take action authorized by law, including by way of illustration and not limitation, adopting the draft resolution with modifications made to the resolution on the actual deliberations made at the hearing.</i></p>	Peter C. Fung, M.D., Vice Chair	Possible Motion	9:23 – 10:02 pm
4. ADJOURNMENT	Peter C. Fung, M.D., Vice Chair	Motion Required	10:02 – 10:03 pm

Upcoming Meetings: June 20, 2023

RESOLUTION NO. 2023-04

**RESOLUTION OF THE BOARD OF DIRECTORS OF EL
CAMINO HEALTHCARE DISTRICT CENSURING
DIRECTOR JULIA MILLER FOR VIOLATIONS OF THE
DISTRICT BOARD'S STANDARDS OF CONDUCT**

WHEREAS, the Board of Directors (the "Board") of the El Camino Healthcare District (the "District"), as a legislative body, has the inherent power to censure its members for violations of its rules and disorderly behavior;¹ and

WHEREAS, the District has received complaints of inappropriate behavior by Director Julia Miller ("Director Miller"), to wit, that Director Miller was engaged in harassing and unprofessional behavior toward three employees of El Camino Hospital (the "Complaints"); and

WHEREAS, the District Board has been informed of the results of the Hospital's investigation of the Complaints (referred to herein as the "Report"), including the conclusion set forth therein finding that Director Miller violated the District Board's Standards of Conduct (the "Standards of Conduct") requiring directors to "communicate with respect and behave professionally"; and

WHEREAS, the Standards of Conduct provide in pertinent part:

As a member of the District Board of Directors I agree to the following commitments while serving the District:

[...]

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.*

("Board Standard No. 6"); and

WHEREAS, on May 16, 2023, the Board, at an open public meeting, provided Director Miller with notice of this Resolution and an opportunity to refute the allegations in the Report and this Resolution; and

¹ See Joseph Story, *Commentaries on the Constitution of the United States* § 419 (1833) (cited with approval by a unanimous United States Supreme Court in *Houston Community College System v. Wilson* (2022) 212 L.Ed.2d 303 (internal citations omitted)) ("censures along these lines have proven more common yet at the state and local level. As early as 1833, Justice Story observed that even "[t]he humblest assembly" in this country historically enjoyed the power to prescribe rules for its own proceedings. And throughout our history many state and local bodies have employed that authority to prescribe censure processes for their members."))

WHEREAS, at such meeting, the Board duly considered the information and comments presented in support of the allegations for censure, the comments and response by Director Miller, and comments by the public; and

WHEREAS, this Board concludes that the Report is true and correct, that Director Miller violated the Standards of Conduct by engaging in the conduct described therein as substantiated, and finds it necessary and prudent to declare (1) its strong disapproval of such conduct and (2) that the Board does not condone or approve this type of conduct and behavior; and

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF EL CAMINO HEALTHCARE DISTRICT AS FOLLOWS:

SECTION 1. The above recitals are true and correct and are incorporated herein by this reference.

SECTION 2. The Board adopts the findings set forth in the Report as its own.

SECTION 3. The Board hereby censures Director Julia Miller in the strongest possible terms for the conduct described in the Report and expresses the strongest possible disapproval and disavowal thereof.

SECTION 4. Given the serious nature of the conduct described herein, the Board hereby takes the following actions:

_____.²

SECTION 5. The Board admonishes Director Julia Miller to exercise caution and seek advice where needed regarding the requirements of the Standards of Conduct, and directs Director Julia Miller to cease and desist from further violations of the Standards of Conduct.

SECTION 6. It is the intent of the Board, in the event of future improper and unprofessional conduct by Director Julia Miller in violation of the terms of this Resolution, to pursue legal remedies to prohibit such conduct.

SECTION 7. If any provision of this Resolution or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect other provisions or

² Potential actions may include supervision of engagement with Hospital employees, or removal from existing or future District Board committees, the El Camino Hospital Board of Directors, Director Miller's role as Chairperson of the District Board, or any other duties other than Director Miller's duties as a District Board Member.

applications, and to this end the provisions of this Resolution are declared to be severable.

SECTION 8. This Resolution shall become effective immediately.

APPROVED and **ADOPTED** by the Board of Directors on this 16th day of May 2023 by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

Peter Fung, M.D.
Vice Chairperson
El Camino Healthcare District

Carol A. Somersille, M.D.
Secretary
El Camino Healthcare District

Agenda Item 3b - Initial Opportunity to Respond

The following letter to the board was provided by Chair Miller as part of her materials. Employee names and mobile phone numbers have been redacted.

Dear Board Colleagues

Below are the details of my interaction with a [REDACTED] employee on August 10 and the results thereafter, culminating in Director Zoglin's request for a special meeting..

BACKGROUND:

An employee was offended by my conversation with her when I asked her to stay at an ECH [REDACTED] sponsored event. The employee reported my interaction with her to her supervisor about my request to stay and meet the producer and a reporter from a local paper for next year's planning. She added to her complaint that I appeared inebriated in public. (This claim was not substantiated by outside investigator and in conclusion was determined to be a false accusation.) [REDACTED] then joined the complaint along with another [REDACTED] colleague regarding negative comments I made publicly regarding the performance of the [REDACTED]. All three went to Compliance and filed an anonymous complaint.

FACTORS:

When someone complains about you, it is all confidential You are not allowed a written copy of the complaint or the names of the accusers. Given the involvement of a board member and an employee this incident went directly to outside counsel.

My second mistake was being emotional and assertive during the zoom interview with outside counsel when she read what I considered to be outrageous false complaints against me. These were found untrue and unsubstantiated but very upsetting, attacking my reputation, years of public service and my character. Outside counsel, then concluded that during the interview that I was emotional and assertive. True, I was shocked by these bizarre accusations. Her judgment was correct. I was emotional about these false untrue accusations. I was totally unaware she would judge me in writing to David Reis.

Due to these complaints a mediation was scheduled, by outside counsel Ruben Duran, Vice Chair Fung and myself. Peter asked me to agree to 4 items, which have been completed.

- *Four hours of a communication/anger management course.
- *Resign from my position of Chair of the Ad Hoc Committee.
- *Agree to not hold an ECHD officer position through November 2024.
- *Send apology letters to two employees, one is no longer an employee.

After the outside investigator had concluded, I received letters of support from physicians and friends. These letters have never been released. They include two from the doctors I was with the evening of Aug 10 and witness to the interaction with the [REDACTED] that filed the initial complaint, and others to validate my character and ethics.

My interaction asking the employee to stay at an event which was wrong. I have apologized. I spoke to her for no more than 5 to 10 mins as she did not stay. When I said let me Introduce myself as she was leaving, she turned and said "I know who you are". I am a direct communicator, and if she perceived this as too direct and outside of our Code of Conduct I have apologized in writing. That was my only in person communication with her.

The second complaint was on the email sent to [REDACTED] without a copy to Dan, only [REDACTED]. I will provide on request.

I don't communicate with [REDACTED] and have not as her complaint led to an email from Dan not to write to her. I received a second accusation that I am a "racist [REDACTED]". The investigation concluded this was also a false accusation.

I am writing to you individually to express my sincerest apologies for my behavior that was outside the code of conduct. Names and accusations should not be made in a public meeting. I am truly sorry. I hope we can move forward for the District and the hospital.

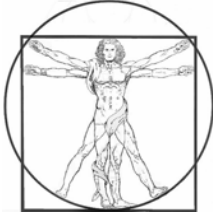
"A house divided against
itself cannot stand"

Regards,
Julia Miller
Chair, El Camino Healthcare District

Agenda Item 3b - Initial Opportunity to Respond

The following letters and emails of support were provided by Chair Miller as part of her materials.

Employee names and mobile phone numbers have been redacted.



Michael E. Kan, MD
1390 S WINCHESTER BLVD
SUITE 1

San Jose California 95128

Phone (408) 378-2900 Fax (408) 378-2039

6 Mar 2023

Dan Wood, CEO El Camino Health
El Camino Hospital
2500 Grant Road
Mountain View, CA 94040

Dear Sir:

It was my great honor and privilege to represent El Camino Health at 2 of the “Jazz in the Park” series concerts this past summer. At both events, I was with Julia Miller, member of the El Camino Board of Directors. As representatives of the chief sponsor, El Camino Health, we were some of the first to arrive and last to leave. I have just become aware of accusations of public drunkenness and disorderly conduct at the event myself and Dr. Malleur were at together.

I have over 10 years experience as an emergency room physician and have hundreds of encounters with acutely intoxicated patients. The Board and you know me well after a 2 year term as Chief of Staff. I spent greater than 99% of the time at concert in question in Ms Miller’s company.

At no time was Ms Miller intoxicated nor inappropriate. She was at all times an appropriate representative of El Camino and behaved in an appropriate and dignified manner at all times while I was there. She did act as an assertive advocate over El Camino and did point out deficiencies in the marketing of El Camino to the staff of both our hospital and the concert management given our position as the major sponsor. These were valid criticisms and were delivered with a professional and nonderogatory nor inappropriate mood or manner.

In summary, I refute in the strongest terms possible any allegations of inappropriate behavior or state of intoxication as both a witness and a professional highly experienced physician. I would be happy address the board or any other body in her defense.

Sincerely Yours,

Michael E Kan, MD
Immediate Past Chief of Staff

From: Arash Padidar <padidar@evsurgery.com>
Sent: Monday, March 6, 2023 6:53 PM
To: [REDACTED]
Subject: Julia Miller

WARNING: This email originated outside of the El Camino Hospital email system!
DO NOT CLICK links if the sender is unknown, and never provide your User ID or Password.

To whom it may concern:

Ms. Julia Miller has been an icon at El Camino Health and a large supporter of many of its programs. She has Championed many programs and fundraising events that have benefited this district and hospital. Even though many of us much younger than she would retire and think of our golden years, Ms. Miller has dedicated her life and time to this district and hospital. She does this giving without any significant demand. She has pushed for a comprehensive stroke center when many of the people involved have not wanted to proceed. She simply wishes her community to become better. I have always seen Ms. Miller as a mentor, champion, leader, and developer. She has been able to make programs happen where others have failed. I ask you, would you be giving to the community when you become her age? There are always misunderstandings. We should all be cohesive, try to come together and make our hospital and district shine. We all loose if we fight . Ms. Miller certainly does this duty from her heart and is a true giver. I hope the rest of us could appreciate and learn from her. If we fight only outsiders would benefit.

Respectfully,

Arash M Padidar, MD, MSC

:

Arash Malian Padidar, MD, MSC
Minimally Invasive Surgical Solutions
www.endovascularsurgery.com
105 N. Bascom Ave, Suite 104
San Jose, CA 95128
T:(408) 918-0405
M:(415) 860-2800
F:(508) 918-0409



From: Lynette Lee Eng <lynetteleeeng@gmail.com>
Sent: Tuesday, March 7, 2023 7:55 PM
To: [REDACTED]
Subject: Support for Boardmember Julia Miller

WARNING: This email originated outside of the El Camino Hospital email system! DO NOT CLICK links if the sender is unknown, and never provide your User ID or Password.

To whom it may concern,

I am writing this email to speak to the character of Boardmember Julia Miller. She is a respected community leader. She is a very respectful and sensitive individual. I question the false accusations made against her. It is very troubling to learn that a request made to a staff to remain at a sponsored event would be interpreted as a demand and disrespectful. Employees, staff and Boardmembers work together as a team to ensure that organizational functions are successful. If there is any misunderstanding an individual could request clarification. It is unfortunate that a request to assist has been taken out of context and may warrant an apology but not any action blown out to embarrass or disrespect a fellow boardmember.

Please utilize valuable time to focus on important work of the board. Thank your time and attention.

Kind regards,
Lynette Lee Eng

From: michael jacobi <jazzstandards3@gmail.com>
Sent: Tuesday, March 7, 2023 8:27 AM
To: [REDACTED]
Subject: CHARACTER REFERENCE FOR JULIA MILLER

WARNING: This email originated outside of the El Camino Hospital email system!
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To whom it may concern,

I am writing this email in reference to the character, both personally and professionally, of my friend Julia Miller.

To be completely honest, I am more than a little taken back that anyone would question her integrity in the first place.

Having been one of the founders and Executive Producer of Jazz on the Plazz in Los Gatos for the past twenty years, I had more than a few interactions with Ms. Miller.

She was integral in El Camino Heath's decision to partner with Jazz this past decade. Further, she has always been willing to go the proverbial extra mile to arrange for staff on stage appearances and interviews.

Bottom line, she has always been the consummate professional. Working with her and subsequently becoming friends has been a distinct pleasure.

Best Regards,

Michael Jacobi
Executive Producer/Artistic Director
Jazz at the Ranch
Rancho Cielo Salinas

www.ranchocieloyc.org
[REDACTED]

Executive Producer Emeritus
jazz on the plazz
Los Gatos
A Production of Los Gatos Music & Arts

www.jazzontheplazz.com

To,
The Board of Directors
El Camino Healthcare District.
Mountain View, CA

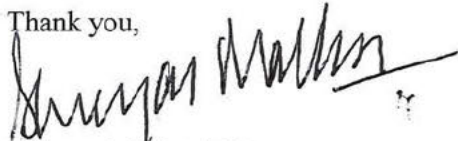
March 7, 2023

Dear Members of the Board of Directors,

I am writing this letter in support of Julia Miller, Chair El Camino Health Care District Board. I became aware of an allegation against Director Miller for an alleged incident on August 10th 2022. The event was Jazz on Plazz organized by the Town of Los Gatos. I was sitting next to Director Miller during the duration of the concert along with another physician. At no time during the event was she intoxicated or exhibited even remote signs of intoxication. She was professional and personable towards me and others that she interacted with while I was sitting next to her throughout the event. I did not see any other behavior exhibited by Director Miller which would have put El Camino Health in a bad light. I have known Director Miller for more than 10 years now, and for all these years in all my interactions with her, she has been nothing but exemplary in her conduct towards me and in my observation to members of the public and El Camino Health Staff as well. She goes out of her way to help people in need and she has reached out to me multiple times to help patients who are at El Camino Hospital.

I have nothing but the highest regard for Director Miller. I would be happy to answer any questions that the Board may have of me and I invite you to either email me at Shreyas_mallur@elcaminohealth.org or call me on my cell phone at [REDACTED] at any time.

Thank you,



Shreyas Mallur, M.D
Associate Chief Medical Officer,
El Camino Health.

From: Michelle Pezzani
Sent: Tuesday, March 7, 2023 11:22 AM
To: [REDACTED]
Subject: re: Julia Miller

Hello and good morning

Please accept this email as a testament to Julia Miller's integrity, loyalty, and dedication regarding her position as a board member and representative of El Camino Hospital.

I have had the pleasure of knowing Julia Miller both personally and professionally for almost 10 years. I have witnessed Julia as honest, and have seen Julia be tough and diligent but not rude and disrespectful. When Julia tackles and solves a problem, she reviews it thoroughly, assesses it from all angles, and gives sage advice, based on her experiences, and she is rarely incorrect.

I think El Camino Hospital is fortunate to have such a compassionate and dedicated board member as Julia Miller, who is a great representative of El Camino Health. She has done great things for our hospital. We have received several millions of dollars in donations because of her upstanding character and reputation in our community, through her years of public service.

I have not seen Julia be disrespectful, but she is passionate about ECH. I have seen her be compassionate, not rude. I have seen Julia as sage and wise, not cynical—please understand that a leader with integrity must possess these characteristics and stand tall in places where others are uncomfortable to stand up.

Respectfully,

Michelle Pezzani, MD

Enterprise Medical Director, Utilization Management

Medical Director, First Street Clinics

2500 Grant Road

Sobrato Building, Suite 425

Mountain View, CA 94040

650-962-4942 Office

650-279-5143 Direct

Michelle_Pezzani@elcaminohealth.org

From: Liz Figueroa <lasenadora1@hotmail.com>
Sent: Wednesday, March 8, 2023 6:03 PM
To: [REDACTED]
Subject: El Camino Hospital Board Member Julia Miller

WARNING: This email originated outside of the El Camino Hospital email system! DO NOT CLICK links if the sender is unknown, and never provide your User ID or Password.

Seldom am I given the opportunity to publicly acknowledge my admiration & support of a friend & colleague . Julia Miller and I met over 25 years ago while she served in several capacities. I have long admired Julia's passion for serving her community while working on "The San Francisco Bay Area Trail, Sunnyvale City Council, Sunnyvale Mayor & most recently on the El Camino Hospital Board of Directors.

Julia's unwavering commitment to whatever position she occupies is seldom seen in these perilous times. During these years I have personally witnessed her ability to effortlessly work with a variety of diverse community members and groups. You can always count on your board member to represent the hospital at a wide range of community events and political gatherings. She is well connected and highly respected amongst her elected peers. She serves the board exceptionally well.

Might I also add that Julia has the rare ability to speak her mind, demonstrate her high work standards for herself and others all without taking self serving political stances. A quality which I personally find rare these days.

I am sending this not only as a character statement on Ms. Miller but as proud community member whom which she serves to the upmost of her abilities.

Please feel free to contact me if you need any further statements on Ms. Miller's professionalism or character.

Respectfully,
Senator Liz Figueroa (retired)

Sent from my iPhone - Liz Figueroa
please excuse errors with auto- correct or voice generated communications.

From: [El Camino Network Physician Anonymous account](#)
To: julia@juliamiller.net; [Dan Woods](#); [Tracy Fowler](#)
Subject: Letter of Support Regarding Ms Miller
Date: Saturday, May 13, 2023 11:42:03 PM

WARNING: This email originated outside of the El Camino Hospital email system!
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TO WHOM IT MAY CONCERN,

I am writing this letter in support of Julia Miller, the El Camino Hospital Board of Directors Chair. I have known her as her physician and met her initially in El Camino Health related networking events before she sought my medical help, I have had the privilege of interacting with her over the past 3-4 years on a personal level and while attending to her medical needs and we had developed a friendly relationship,

Recently, Ms. Miller reached out to me asking for a reference to defend her character as she has been accused of being disrespectful and rude to the network staff and I was made aware that she was subject to possible censuring hearing.

While I can not speak to the specifics of the accusations I am happy to share my own experiences; in all of my interactions with Ms. Miller, she has been nothing but courteous, respectful, gracious, kind and friendly to me and my office staff. I find it difficult to believe she is subject to this situation.

I have also reached out to colleague physicians whom I referred Ms. Miller to for additional medical care, and they too has had a similar experience with her at the personal level and with their staff. They all felt she was a warm and gracious individual appreciative of the medical personnel taking care of her.

I believe that she is very personable, kind individual and a person of integrity and deserves the benefit of the doubt in this matter, understanding her perspective.

Please know that I am writing this letter anonymously to protect Ms. Miller's medical details from being disclosed as they may be conferred from my specialty and I prefer to remain anonymous. I hope that this letter provides some clarity and reassurance regarding Ms. Miller's character perceived by physicians and her interactions with their medical staff.

Sincerely,

EHMN Physician

CAPITOL OFFICE
1021 O STREET
SUITE 7250
SACRAMENTO, CA 95814
(916) 651-4013

DISTRICT OFFICE
1528 S. EL CAMINO REAL
SUITE 303
SAN MATEO, CA 94402
(650) 212-3313

SENATOR.BECKER@SENATE.CA.GOV
WWW.SENATE.CA.GOV/BECKER

California State Senate

SENATOR
JOSH BECKER

THIRTEENTH SENATE DISTRICT



STANDING COMMITTEES
BUDGET & FISCAL REVIEW
BUSINESS, PROFESSIONS &
ECONOMIC DEVELOPMENT
ENERGY, UTILITIES & COMMUNICATIONS
TRANSPORTATION

SUBCOMMITTEE
BUDGET & FISCAL REVIEW
SUBCOMMITTEE #2 ON
RESOURCES, ENVIRONMENTAL
PROTECTION, AND ENERGY
CHAIR

SELECT COMMITTEES
NON-PROFIT SECTOR

JOINT COMMITTEE
LEGISLATIVE BUDGET

May 14, 2023

Chair of the District Board of Directors
El Camino Healthcare District
2500 Grant Rd – M/S 1C31
Mountain View, CA 94040

Dear Chair and Board members:

Thank you for allowing me to write in concerning the allegations made against Director Julia Miller. I have known Director Miller for over 15 years and have the utmost respect for her dedication and commitment to El Camino Healthcare District and the surrounding community. She always goes above and beyond for the District and holds herself and others to a high standard.

Frankly, I am quite surprised and confused by the censure resolution.

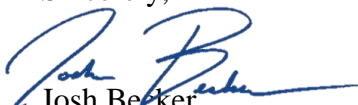
First, I have interacted with Director Miller at community, political and social settings during our time knowing each other. At these countless meetings, I have never seen her exhibit rude behavior or otherwise behave in an unacceptable way.

Second, the highly regarded doctors that were with her that day have clearly disputed the allegations. It is my understanding that they were not included in the investigation which is baffling to me. One, the Immediate Past Chief of Staff, has said that at no time was director Miller intoxicated nor inappropriate. "She was at all times an appropriate representative of El Camino and behaved in an appropriate and dignified manner at all times while I was there." The doctor also notes he spent "greater than 99% of the time at concert" in Ms. Miller's company.

Dr. Padidar has said "Ms. Julia Miller has been an icon at El Camino Health and a large supporter of many of its programs. ... Ms. Miller has dedicated her life and time to this district and hospital."

As such it is my sincere hope that the censure measure is quickly rejected and attention can go back to serving the public.

Sincerely,


Josh Becker
Senator, 13th District

Agenda Item 3d - Written Correspondence

The following summary letter from legal counsel was provided by Directors Zoglin, Ting and Somersille as part of the materials for the resolution. Employee names and identifying information have been redacted.

February 3, 2023

VIA E-MAIL

El Camino Healthcare District Board

Re: Employee Complaints Against Director Julia Miller

Dear Directors:

On behalf of El Camino Hospital, I write to inform you of the results of a recent investigation regarding Hospital employee complaints of inappropriate behavior by Director Julia Miller. The investigation found that Director Miller communicated in an unprofessional and disrespectful manner. This was inconsistent with the District Board's Standards of Conduct requiring Directors to "communicate with respect and behave professionally." We felt it was important to notify the District Board of these findings in light of the September 2020 agreement between Director Miller and the District Board resolving a prior complaint that she had acted contrary to the Standards of Conduct. In that agreement, Director Miller committed to uphold the Standards of Conduct and acknowledged that the District Board would consider further action if she violated them.

The Employee Complaints and Investigation. The Hospital received the complaints in September and October 2022 from three employees [REDACTED] alleging that Director Miller was engaged in harassing and unprofessional behavior toward them. One employee alleged that Director Miller acted based on her age and her ethnicity/race, and another employee alleged that Director Miller acted based on her race. There was also a complaint that Director Miller contacted Hospital staff directly without going through appropriate channels in violation of Hospital guidelines. The Hospital retained an outside attorney-investigator to conduct an independent and impartial investigation of these complaints. The investigator reviewed a number of documents and conducted seven witness interviews (including the complainants and Director Miller).

The complaints arose out of three incidents. In the first incident, Director Miller was alleged to have treated a Hospital employee inappropriately at [REDACTED] a social event in Los Gatos sponsored by the Hospital in August 2022. The investigator

El Camino Healthcare District Board
February 3, 2023
Page 2

found that Director Miller was loud and aggressive in a public setting, spoke to and treated the employee disrespectfully and unprofessionally, and limited the employee's ability to perform her assigned job duties by insisting that the employee perform other tasks and respond to Director Miller's demands. Although Director Miller denied treating the employee inappropriately, the investigator found the employee more credible than Director Miller because (1) during her own interview with the investigator, Director Miller was loud, aggressive, and highly emotional, including engaging in profane name calling of the complainants, and (2) the employee had given a detailed contemporaneous account of the event. The employee told the investigator that in a prior job as a reporter she had been spat on and treated very poorly, but that Director Miller's treatment of her at this event was the worst conduct she had ever received at work.

In the second incident, another employee alleged that Director Miller was disrespectful in her communications with the employee, and inappropriately escalated concerns to C-Suite executives and other District Board members [REDACTED]

[REDACTED]. With respect to this incident, the investigator found that Director Miller's actions were firm, heavy-handed, and quintessentially political in nature (along with credit for the District, she also was focused on receiving media credit for her own Board stewardship), but that her actions were *not* disrespectful or unprofessional.

The third incident involved a complaint that Director Miller disparaged a Hospital employee publicly at a VIP reception by saying that the employee was "doing a terrible job." The employee also complained that Director Miller inappropriately interferes in operational matters that are beyond her role as a board member and treats the employee as if the employee should respond to Director Miller with immediate subservience. The investigator found that Director Miller did make disrespectful and unprofessional remarks publicly about this employee. The employee's complaints about Director Miller being overly involved in operational matters for a board member were also substantiated by other witnesses. A majority of the witnesses also stated that Director Miller often treated employees in a demeaning and humiliating way, and made them feel like they were beneath her.

With respect to communications with staff members, the investigator found that, for the most part, Director Miller did go through the appropriate channels before making requests of employees.

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Although disrespectful and unprofessional, the investigator did *not* find that Director Miller's conduct was based on legally-protected categories (*i.e.*, age, race and ethnicity). Even though multiple witnesses characterized Director Miller's communications as attacking, aggressive, bullying, heavy-handed and authoritarian, these same witnesses also said that Director Miller essentially treated everyone the same, including other leaders and their departments, regardless of any protected categories.

Prior Agreements Regarding Similar Complaints. The employee complainants also expressed concern to the investigator that Director Miller had engaged in similar behaviors in the past and that such behavior should not be tolerated. Although only the September 2020 agreement between Director Miller and the District Board has been disclosed publicly, Director Miller has previously been the subject of multiple complaints based on similar alleged inappropriate behaviors, which have resulted in prior investigations and agreements by her to engage in counseling, step down from Committees and liaison roles, and to change her behavior. For example, in April 2015, following an investigation regarding allegations of inappropriate behavior, Director Miller entered into an agreement with the Hospital (signed by then Hospital Board Chair Neal Cohen, M.D., who had personally witnessed similar behaviors) in which she agreed, among other things, to participate in professional coaching regarding her interpersonal skills and interactions as a Hospital Board Member, recuse herself from attending any Hospital committee meetings or serving in any liaison roles for three months, apologize to the employee complainant, and make every effort to treat Hospital employees and others in a professional manner going forward.

Again in March 2017, following another employee complaint and internal investigation, then Hospital Board Chair Peter Fung, M.D. sent a statement to Director Miller, which she signed, stating that she had sent a "very inappropriate and rude email" to an employee, that this was "not an isolated incident," that there had been other recent instances where Director Miller had "engaged in what was perceived as inappropriate, rude and intimidating behavior," and that the "bottom line is that your behavior has crossed the line and it needs to stop." Dr. Fung also stated that "this behavior violates the agreement that you signed in April 2015, governing your interactions with Hospital employees and Hospital-affiliated persons." Dr. Fung warned that in the case of any further "rude, intimidating or disrespectful behavior," he would have no choice but to rescind her liaison roles and, if necessary, recommend to the District Board that she be removed entirely from the Hospital Board.

Again in November 2019, then District Board Chair Gary Kalbach wrote to Director Miller stating that he had personally noticed an increase in her "rude, intimidating and disrespectful" behavior toward others, that others had expressed similar

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concerns to him, and that he was considering following through with the consequences that had been spelled out in Dr. Fung's March 2017 letter if these issues were not remedied immediately. Director Miller believed that a Hospital employee was the source of the complaints raised by Director Kalbach, and she submitted a complaint to the Hospital against that employee, alleging that she (Director Miller) had been treated in a negative and demeaning manner in ten specific ways by the employee because of her age and gender. The Hospital hired an independent outside attorney investigator who, after interviewing 15 witnesses and reviewing many documents, found that the employee did not treat Director Miller in a negative or demeaning manner in any of the ten instances alleged by Director Miller and, in fact, many witnesses said it was Director Miller who had acted aggressively or inappropriately on multiple occasions.

The next complaint, in June 2020, was to the District Board and resulted in the September 2020 agreement referenced above.

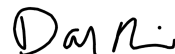
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Director Miller has been informed of the results of the most recent investigation. The Hospital is in the process of revising its policies to address standards of conduct for Hospital Board members, and to improve and clarify its guidelines for board member communications with employees.

The Hospital is also notifying the District Board of the investigation findings given the common interest in having Board members treat employees (and others) professionally and respectfully, and because it follows up on the District's September 2020 agreement with Director Miller, wherein she made various commitments to uphold standards of conduct governing behavior as to employees, among others, and she acknowledged the possibility of further consequences if she failed to live up to those commitments.

Please contact me if you wish to discuss this issue further.

Best regards,



David J. Reis

Cc: Bob Rebitzer, El Camino Hospital Board Chair
Dan Woods, El Camino Hospital CEO
Ruben Duran, Esq.