



**Minutes of the Open Session of the
Meeting of the El Camino Healthcare District Board of Directors
Tuesday, January 28, 2020**
El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040
Conference Rooms F&G (ground floor)

Board Members Present

Peter C. Fung, MD
Gary Kalbach, Chair
Julia E. Miller, Secretary/Treasurer
George O. Ting, MD, Vice Chair
John Zoglin

Board Members Absent

None

Members Excused

None

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the El Camino Healthcare District Board of Directors (the "Board") was called to order at 5:30pm by Chair Kalbach. A silent roll call was taken. All Board members were present at roll call.	
2. SALUTE TO THE FLAG	Chair Kalbach led the Board members, staff, and members of the public present in the Pledge of Allegiance.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Kalbach 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	None.	
5. CONSENT CALENDAR	<p>Chair Kalbach asked if any member of the Board or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the District Board Meeting (12/11/2019); and for information: Sponsorships (11/2019 – 01/2020).</p> <p>Movant: Miller Second: Ting Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent calendar approved</i>
6. COMMUNITY BENEFIT SPOTLIGHT: CHAC	<p>Barbara Avery, Director, Community Benefit, introduced Marsha Deslauries, Executive Director, Community Health Awareness Council (CHAC).</p> <p>Ms. Deslauries provided an overview of CHAC, an organization that provides a variety of counseling services. She described their programming: (1) at their community clinic in Mountain View: a family resource center, Latinx Program, counseling, substance and technology abuse program, an assessment clinic, and LGBTQ+ groups and (2) for the Sunnyvale School District regarding prevention and intervention.</p> <p>She thanked the Board and the Community Benefit team for their support.</p> <p>In response to Director Zoglin's questions, Ms. Deslauries described trainings related to vaping and the sliding fee scale (on average \$33/hour) for services provided at CHAC's facility. She also noted that there is a 4-week waiting list for services.</p>	<i>Resolution 2020-01 approved</i>

	<p>In response to Director Ting's question, Ms. Deslauries noted that partnerships are crucial for CHAC's work, including with the After-School Program Interventions and Resiliency Education® (ASPIRE) Program and the mental health and addiction services staff at ECH.</p> <p>The Board thanked Ms. Deslauries her work.</p> <p>Motion: To approve <i>Resolution 2020-01</i>.</p> <p>Movant: Miller Second: Zoglin Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>7. FY20 YTD FINANCIALS</p>	<p>Iftikhar Hussain, CFO, provided an overview of the Period 6 District financials, highlighting:</p> <ul style="list-style-type: none"> - The consolidated balance sheet is strong, with a good cash position. - Operating margin is \$6 million ahead of budget, driven by stronger revenues, which in turn are driven by Hospital volume. - The variance on the standalone balance sheet is primarily due to 1) the distribution of funds to the Hospital for the Women's Hospital capital project, which was approved by the Board in June 2019 and 2) tax monies coming in that will be set aside for community benefit. - The District's revenue is favorable, due to timing differences in IGT matching funds. Also, expense variance is primarily due to outlays for Community Benefit programming, which are paid twice annually, but are budgeted evenly over the year. <p>Motion: To approve the ECHD FY20 Year-to-Date Financials.</p> <p>Movant: Miller Second: Ting Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY20 YTD Financials approved</i></p>
<p>8. EXISTING MAYVIEW COMMUNITY CLINIC GRANT FUNDING TRANSFER TO RAVENSWOOD</p>	<p>Cecile Currier, VP, Corporate & Community Health Services and President, CONCERN:EAP, explained that Ravenswood, a family health center in East Palo Alto, will be acquiring MayView. She noted that MayView's services provided, patients served, and locations will remain the same (clinics in Mountain View and Sunnyvale, and corporate offices and clinic in Palo Alto).</p> <p>The targeted transition of Ravenswood's acquisition of MayView is on track for April 1, 2020.</p> <p>Ms. Currier reported that community benefit grants are paid in two installments (in January and July) and that \$300,000 (the last three months of the grant year) was held back from MayView's second payment. She explained that the request before the Board is to authorize the CEO to execute a Consent Agreement for Ravenswood to receive the remaining funds for the MayView clinics; Ravenswood will assume MayView's responsibilities for their grant. She noted that with the support from</p>	<p><i>Authorization approved</i></p>

	<p>Ravenswood’s size and infrastructure MayView clinics will be able to install Epic and provide dental services.</p> <p>In response to Director Miller’s question, Ms. Currier explained that:</p> <ul style="list-style-type: none">- The District Board approved an additional \$500,000 for MayView in June 2019 to support them through a transitional period with a difficult cash position.- The Consent Agreement will be signed between MayView, Ravenswood, and ECH, and will require that grant funding be designated for the Mountain View and Sunnyvale MayView clinics and be used for the provision of care to patients who live, work, or go to school in the El Camino Healthcare District. <p>The Board expressed concerns about tracking these funds and ensuring that they go to District residents. Ms. Currier commented that the staff will largely be the same and those reports will be monitored closely.</p> <p>Director Fung expressed concerns about the recent increase in funding to MayView and the lack of acknowledgement of an acquisition by Ravenswood. Ms. Currier noted that MayView had submitted a formal application to become a Federal Qualified Health Center (FQHC), but were not granted that status. She commented that the patients remain the same – uninsured patients who need primary care services – and she would encourage an application from Ravenswood for continued grant funding to support the MayView clinics.</p> <p>In response to Director Miller’s question, Ms. Currier noted that, from her understanding, Ken Graham will probably be leaving MayView, but the rank and file staff (providing clinical, finance, and patient services) will remain the same.</p> <p>Director Miller suggested learning more about the proposed County clinic in the area and what kinds of services it will be providing.</p> <p>Motion: To authorize the CEO to execute the proposed Consent to Assignment of Grant Agreement.</p> <p>Movant: Zoglin Second: Ting Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>9. COMMUNITY BENEFIT AD HOC COMMITTEE REPORT</p>	<p>Director Fung, Ad Hoc Committee member, described the Ad Hoc Committee’s research into what makes a successful Community Benefit program including review of literature on this topic and meetings with staff. He commented that the desire is to establish the best Community Benefit program, with optimal utilization of tax dollars to promote health and wellness in the community.</p> <p>Director Fung expressed concerns about 1) “rubber stamping” the recommendations forwarded by the CBAC for the Board’s consideration, 2) that there is only one District Board liaison to the CBAC, 3) the infrequency of reporting/feedback through the Board liaison between the CBAC and the Board, and 4) the discussions where the CBAC reviews grant applications.</p> <p>Director Fung described areas of opportunity identified by the Ad Hoc Committee: 1) Board oversight and accountability, 2) public transparency,</p>	

and 3) effectiveness. He reported that the Ad Hoc Committee’s recommendation is to make the Community Benefit Advisory Council (CBAC) a Committee of the District Board, with two district Board members utilizing the same members from community and support staff.

Director Fung noted that less ideal options would be to 1) have more frequent CBAC presentations to the Board or 2) to have the CBAC continue as a staff committee but with two liaisons from the District Board. Director Fung suggested that, regardless of the option chosen, 1) the CBAC meetings should have regular public notices, disclosures, and input from the community and 2) there should be a clear mission and vision statement.

Directors Zoglin, Kalbach, and Ting expressed their opposition to the CBAC becoming a District Board committee.

Board discussion included the following topics: 1) wanting to clearly identify the problem that needs to be solved, 2) the specific charge for the Ad Hoc Committee’s work, 3) concerns about elected officials using the CBAC to support organizations in their personal interest, 4) the desire to have more frequent dialogue at the District Board level about the CBAC’s work, 5) soliciting broader input and increasing outreach efforts, and 6) developing a more strategic multi-year plan and partnerships in addition to aligning efforts with the triennial Community Health Needs Assessment (CHNA).

Dan Woods, CEO, commented that:

1. Regarding accountability: the grantees’ metrics (over 200 metrics for 54 grants) that are tracked by the organizations and staff are developed using the SMART (Specific, Measureable, Achievable, Realistic, Timeframe) goal-setting methodology.
2. On transparency: the study session provides an opportunity to be transparent and solicit additional feedback; he noted that the CBAC was set up as working committee for the Board and it is up to the Board how much detail they would like to review following the CBAC’s review.
3. He is in favor of developing a robust multi-year strategic approach that also measures the impact of the Community Benefit program.

Director Miller discussed potential areas of improvement: mission/vision statement, multi-year planning, CBAC membership, and transparency.

Director Miller suggested returning the subject to the Ad Hoc Committee and having a vote on different options in the future. She commented that the charge for the Ad Hoc Committee was to gather information on improving the Community Benefit program. Director Zoglin suggested have a timeline for reviewing any potential changes to the program in order to make a decision on implementation and move forward.

Director Fung commented that the Ad Hoc Committee has completed its work, “to review this topic and come up with suggestions.” He expressed disappointment that there was no specific direction or resolution from the Board.

Director Fung stepped down from the Ad Hoc Committee and the Board discussed potentially including another member to work with Director Miller. Directors Ting and Zoglin declined to participate.

In response to questions from the Board, Mary Rotunno, General Counsel, confirmed that an Ad Hoc Committee can exist with one Board member;

	<p>there is no requirement for it to have two.</p> <p>The Board requested that the Ad Hoc Committee (consisting of Director Miller) provide a report at the District's May 2020 meeting.</p> <p>Chair Kalbach thanked Director Fung for his work .</p>	
<p>10. DRAFT REVISED PROCESS FOR ELECTION AND RE-ELECTION OF NON DISTRICT BOARD MEMBERS TO THE ECH BOARD</p>	<p>Chair Kalbach explained that this Process was recommended for approval by the Governance Committee and Hospital Board.</p> <p>In response to Director Zoglin's questions, the Board discussed two points of clarification:</p> <ul style="list-style-type: none"> - Section 7: The NDBM Ad Hoc Committee makes a recommendation to the District Board about who should be interviewed rather than selecting a specific candidate for the Board to elect. - Section 4: The process as written does not preclude the District Board from going out and seeking additional candidates if it chooses not to immediately re-appoint a Hospital Board member. The Board discussed how it would be important to be respectful of the current member kept in consideration, and to frame the conversation that the Board is pursuing a particular skill set. <p>Director Ting commented that the process generally should be broad, as the Board cannot anticipate everything that will be needed in the future.</p> <p>The Board did not request any additional changes to the Process beyond the proposed revisions outlined in the materials.</p> <p>Motion: To approve the Revised Process for Election and Re-Election of Non-District Board Members (NDBMs) to the El Camino Hospital Board of Directors ("Process").</p> <p>Movant: Fung Second: Ting Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Revised Process approved</i></p>
<p>11. FY20 PACING PLAN</p>	<p>There were no questions on the pacing plan.</p> <p>Cindy Murphy, Director of Governance Services, noted that an Ad Hoc Committee Report will be paced for the May 2020 meeting.</p>	
<p>12. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 7:01pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of Minutes of the Closed Session of the District Board Meeting (10/22/2019); pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: CEO Report; pursuant to <i>Health & Safety Code Section 32106(b)</i> for a report involving health care facility trade secrets: Real Estate Update; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance matters – Senior Management: Executive Session.</p> <p>Movant: Miller Second: Fung Ayes: Fung, Kalbach, Miller, Ting, Zoglin Noes: None Abstentions: None Absent: None</p>	<p><i>Adjourned to closed session at 7:01pm</i></p>

	Recused: None	
13. AGENDA ITEM 19: RECONVENE OPEN SESSION/ REPORT OUT	Open session was reconvened at 8:06pm. Director Ting was absent at the beginning of the second open session. Agenda items 13-18 were addressed in closed session. During the closed session, the Board approved the Minutes of the Closed Session of the District Board Meeting (10/22/2019) by a unanimous vote in favor of all members present (Directors Fung, Miller, Kalbach, Ting, and Zoglin).	
14. AGENDA ITEM 20: BOARD COMMENTS	There were no comments from the Board.	
15. AGENDA ITEM 21: ADJOURNMENT	Motion: To adjourn at 8:07pm. Movant: Fung Second: Zoglin Ayes: Fung, Kalbach, Miller, Zoglin Noes: None Abstentions: None Absent: Ting Recused: None	<i>Meeting adjourned at 8:07pm</i>

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

DocuSigned by:


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Gary Kalbach
Chair, ECHD Board

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Julia E. Miller
Secretary, ECHD Board

Prepared by: Cindy Murphy, Director of Governance Services
Sarah Rosenberg, Contracts Administrator/Governance Services EA