



**Minutes of the Open Session of the
El Camino Healthcare District Board of Directors**

Tuesday, March 14, 2017

El Camino Hospital | 2500 Grant Road, Mountain View, CA 94040
Conference Rooms E, F & G

Board Members Present

Dennis Chiu, Vice Chair
Peter Fung, MD, Chair
Julia Miller
David Reeder
John Zoglin

Board Members Absent

None

Members Excused

None

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER	The open session meeting of the El Camino Healthcare District Board of Directors (the "Board") was called to order at 5:30pm by Chair Fung.	
2. SALUTE TO THE FLAG	Director Fung led the Board members, staff, and members of the public present in the Pledge of Allegiance.	
3. ROLL CALL	A silent roll call was taken. Director Miller arrived at 5:32pm during Agenda Item Agenda Item 6: Consent Calendar. All other Board members were present.	
4. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were noted.	
5. PUBLIC COMMUNICATION	There were no comments from the public.	
6. CONSENT CALENDAR	<p>Chair Fung 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 (January 17, 2017); Minutes of the Open Session of the District Board Meeting (January 25, 2017).</p> <p>Movant: Reeder Second: Chiu Ayes: Chiu, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent calendar approved</i>
7. RESOLUTION 2017-03: COMMUNITY BENEFIT SPOTLIGHT	Barbara Avery, Director, Community Benefit, introduced Ede Yau, Director of Diversity and Inclusion at the Alzheimer's Disease and Related Disorders Association. Ms. Yau highlighted the two specific projects funded by the District's Community Benefit grant: the Asian Dementia Initiative and Latino Family Connections. She explained that these programs provide resources in native languages and general support to caregivers through educational classes, respite grants, and care consultations. She shared the story of program participants who have benefitted from the Association's support and services. The presentation noted that since FY12, 5,249 community members have been served.	

	Directors Reeder and Fung thanked Ms. Lau for the Association's support of caregivers.	
8. FY17 YTD FINANCIALS	<p>Iftikhar Hussain, CFO, reported that, for the District's consolidated statements, the District is \$17 million ahead of plan on revenues, \$17 million ahead of plan on operating expenses, and \$16 million ahead on investment income.</p> <p>He noted that, on March 15th, of the District's \$130 million in general obligation bonds, \$95 million are callable and will be priced and refinanced for savings of approximately 7% that will be passed on to District property owners.</p> <p>Mr. Hussain explained that, on the District's standalone statements YTD, variance is due to property taxes coming in higher than expected. He also referred to a summary in the materials that described sources and uses of tax receipts.</p> <p>In response to Director Miller's question, Mr. Hussain clarified that the \$182,000 YTD in administrative support covers resources (including portions of staff salaries) that support the Community Benefit program.</p> <p>Motion: To approve the FY17 YTD Financials.</p> <p>Movant: Chiu Second: Reeder Ayes: Chiu, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	FY17 YTD Financials approved
9. COMMUNITY BENEFIT ADVISORY COUNCIL COMPOSITION	<p>Donald Sibery, Interim CEO, provided background on the Community Benefit Advisory Council (CBAC). He explained that in August 2015, the Hospital Board confirmed that the CBAC was a staff committee and the Board member appointed as liaison served as non-voting advisor to the Committee. He noted that the District has not yet given any direction on these questions.</p> <p>Mr. Sibery explained that staff recommended that the District adopt the same position as the Hospital Board regarding CBAC, so that CBAC can operate under one set of rules for all grant applications it reviews. He commented that it would be difficult to operationalize two sets of rules for a District CBAC and a Hospital CBAC and that different direction from the District creates unnecessary distinction and possibly two entirely separate committees. He also noted that it would be a burden for grantees to comply with the Brown Act during the application process, especially as the applications often include proprietary information.</p> <p>He explained that if the District confirms the CBAC as a staff committee, management would appoint members to the Committee and would welcome Board members appointed as liaisons by both the District and Hospital Boards.</p> <p>In response to Director Chiu's question, Ms. Avery clarified the requests for specific grantee employee salary information to better understand positions to be subsidized or funded by the grants. She noted that it would be burdensome for grantees to have that kind of</p>	


	<p>information laid out so publicly.</p> <p>Director Zoglin voiced his support of staff's recommendation. He suggested reserving more time at each Board meeting for reports from Director Miller on CBAC activities. He asked for better engagement at the strategic level and to have background information for potential appointments to the Committee.</p> <p>In response to Director Zoglin's question, Mary Rotunno, General Counsel noted that since the District has not voted to confirm that the CBAC is a staff committee it is not clear how members should be appointed. She noted that if the Board approves the staff recommendation, there would be no need for Board approval of new Committee members.</p> <p>Ms. Rotunno explained that if the Board approves the Committee's composition, that could potentially trigger the Brown Act.</p> <p>Director Reeder noted that he supports the staff recommendation, just as he supported the Hospital Board's confirmation that CBAC is a staff committee.</p> <p>Director Miller commented that she welcomed Director Zoglin's suggestion to include CBAC liaison reports to the District Board at subsequent meetings. She also commented that she would like the Board members currently appointed as liaisons to serve as full voting members of the CBAC.</p> <p>Director Fung noted that there are two distinct sources of funding that are treated differently. He commented that there may need to be a difference in the approval process for these two funding sources.</p> <p>Director Chiu noted that the District grants are funded by tax dollars, and that he did not support the staff recommendation.</p> <p>Director Reeder commented that that Board will be approving the FY18 Community Benefit Plan in the spring, so confirming the CBAC as a staff committee would not diminish approval authority or oversight.</p> <p>Ms. Rotunno clarified that there are two conditions that would trigger the Brown Act (as confirmed by outside counsel): 1) if the District Board is approving the members or 2) if one District Board member is serving on the Committee in a voting capacity. In response to Ms. Miller's question, Ms. Rotunno explained that a similar issue came up with the District Ad Hoc Committee, which prompted staff to look at the CBAC governance more closely.</p> <p>Motion: To confirm the CBAC as a staff committee and that Board members serve as liaisons to the council.</p> <p>Movant: Zoglin Second: Reeder Ayes: Zoglin, Reeder Noes: Chiu Abstentions: Miller, Fung Absent: None Recused: None</p> <p>The motion failed.</p> <p>The Board discussed bringing the topic up again at its May 22nd</p>	
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	<p>meeting with additional information.</p> <p>Motion: To ask staff to create a proposal that would allow the District Board to directly oversee CBAC as a committee of the District Board and to create a separate process for applications from grantees for tax monies that the District receives.</p> <p>Director Chiu clarified that this proposal should include implications of triggering the Brown Act and everything required to operationalize.</p> <p>Movant: Chiu Second: Miller</p> <p>Director Chiu commented that this would be a separate body from the Hospital's CBAC and he requested that the staff proposal at an upcoming meeting include a logistical plan that fully envisions the CBAC as a Board Committee required to follow the Brown Act.</p> <p>Mr. Sibery commented that whatever the Board decides, he hopes that it would not preempt or interrupt the current grant cycle, which would be untenable for staff and the grantees. He noted that many grantees submit applications to both the Hospital and the District. He suggested delaying the conversation until after the May meeting to best use staff resources.</p> <p>Friendly Amendment by Director Chiu: To indicate that the proposal if implemented would be for the FY19 grants.</p> <p>Second: Miller Ayes: Chiu, Miller, Fung Noes: Reeder, Zoglin Abstentions: None Absent: None Recused: None</p>	
10. AFFIRM PROCESS FOR JUNE BOARD OFFICER ELECTION	<p>Director Fung provided an overview of the Board officer election process historically and three potential options for the process going forward.</p> <p>Directors Zoglin, Miller, and Chiu voiced their support for the option of nominations from the floor for all offices, the same process as the previous officer election. Director Reeder agreed, but also suggested the addition of presentations from the nominees to mirror how the Hospital Board selects its officers.</p> <p>Director Fung noted that the Board will use nominations from the floor for all offices at its June officer election.</p>	
11. ECH BOARD MEMBER ELECTION AD HOC COMMITTEE	<p>Director Reeder, ECH Board Member Election Ad Hoc Committee Chair, reported that there is an impressive list of potential candidates currently being reviewed by Jim Gauss of Witt/Kieffer. The Committee will be meeting in a few weeks to select candidates for interview and then bring finalists to the Board for consideration in May or June.</p>	
12. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 6:28 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 (January 17, 2017) <i>Health & Safety Code 32106(b)</i> for a report on involving health care facility trade secrets: El Camino Hospital Governance; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel performance</p>	<p>Meeting adjourned to closed session at 6:28pm.</p>

	<p>matters: Executive Session.</p> <p>Movant: Chiu Second: Zoglin Ayes: Chiu, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
13. AGENDA ITEM 18: RECONVENE OPEN SESSION/ REPORT OUT	<p>Open session was reconvened at 8:08 pm. Agenda items 13-17 were covered in closed session.</p> <p>During the closed session, the Board approved the Minutes of the Closed Session of the District Board Meeting of January 17, 2017 by a unanimous vote in favor of all Directors present (Directors Chiu, Fung, Miller, Reeder, Zoglin).</p>	
14. AGENDA ITEM 19: PACING PLAN	<p>There were no comments or changes to the Pacing Plan.</p>	
15. AGENDA ITEM 20: BOARD COMMENTS	<p>Director Miller announced that ACHD is having its annual legislative convention on April 2-4, 2017 in Sacramento. She invited Director Fung and others to join her at the convention.</p>	
16. AGENDA ITEM 21: ADJOURNMENT	<p>Motion: To adjourn at 8:10 pm.</p> <p>Movant: Miller Second: Chiu Ayes: Chiu, Fung, Miller, Reeder, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Meeting adjourned at 8:10 pm.</i></p>

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


Peter C. Fung, MD
Chair, ECHD Board


Julia Miller
ECHD Board Secretary

Prepared by: Cindy Murphy, Board Liaison
Sarah Rosenberg, Board Services Coordinator