

Minutes of the Regular Meeting
El Camino Healthcare District Board of Directors
Tuesday, May 19, 2015
El Camino Hospital 2500 Grant Road, Mountain View, CA 94040
Conference Rooms E, F and G
Director Zoglin participated via teleconference from
330 Briarcliffe Road, Teaneck, NJ 07666-3001

1. **Call to Order.** The Open Session meeting was called to order by Chair Julia Miller at 5:30 pm.

2. **Salute to the Flag.** At Chair Miller's request, Director Fung led the Board, staff and members of the public present in reciting the Pledge of Allegiance.

3. **Roll Call.**

Board Members Present: Dennis Chiu; Peter Fung, MD; Julia Miller; David Reeder; and John Zoglin (via teleconference)

Board Members Absent: None.

4. **Public Communication.** None.

5. **Potential Conflict of Interest Disclosures.** Chair Miller asked if any Board member or anyone in the audience believes that a Board member may have a conflict of interest on any of the items on the agenda. No conflict was reported.

6. **Special Order of the Day: Recognizing the El Camino Hospital Auxiliary and its Outgoing Officers.** The Board and others present viewed a video showing the many contributions of the ECH Auxiliary to ECH and the community. Chair Miller read and presented Resolution 2015-03 to the Auxiliary, Chuck Hebel, Mariana Latham and Anne Kusian.

7. **Adjourn to Closed Session.**

Motion: To adjourn to closed session at 5:40 pm

Movant: Fung

Second: Chiu

Ayes: Chiu, Fung, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

8. **Agenda Item 12 – Reconvene Open Session.** Open session was reconvened at 6:48 pm.

Upon motion duly made and seconded, the Minutes of the Closed Session of March 17, 2015 were approved during the closed session by a vote of five directors in favor (Chiu, Fung, Miller, Reeder and Zoglin). No other actions were taken in closed session.

9. **Agenda Item 13 – Consent Calendar.**

Motion: To approve the Consent Calendar (Minutes of April 8, 2015).

Movant: Fung

Second: Reeder

Ayes: Chiu, Fung, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

10. **Agenda item 14 – Directors and Officers Liability Policy.** Mary Rotunno, Associate General Counsel explained who is covered under the District's D&O Policy, the limits of liability and the deductible. She also described the duty to defend claims under the policy, explained how "claim" is defined, what is excluded from the definition, the process for notifying staff of a claim and she offered to provide a copy of the policy to any of the Directors who might want one. In response to Director Fung's question, Ms. Rotunno noted that the policy covers both ECH and ECHD Board members.

11. **Agenda Item 15 - El Camino Hospital Board Member Election Ad Hoc Committee Report.**

A. Status of Recruitment: Director Zoglin reviewed the Board's progress to date with respect to considering the election or re-election of an ECH Board member to a three year term effective July 1, 2015 including (1) the ECH Governance Committee's recommendation of 3 desired competencies and (2) the subsequent approval of those competencies by the ECH and ECHD Boards. He explained that he, Chair Miller and CEO Tomi Ryba have been working with an executive search firm and plan to interview several identified high potential candidates in the coming weeks.

Director Zoglin suggested that, at the June 16th meeting, the Board consider the skill set of current member Nandini Tandon as well as the skill sets of new candidates, although that process may differ from what the Board had discussed at previous meetings. He noted that a member of the ECH Governance Committee was also asked to assist with interviewing the candidates.

The Board members discussed the proposed process.

B. Bylaws Provisions Related to Election of ECH Board Members: Ms. Rotunno described several ECH Bylaws provisions as presented in her written report that may conflict with the Process for Election and Re-Election of Non District Board Members to the ECH Board developed by the District Board. She also explained that, in accordance with the Bylaws, Dr.

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Tandon will remain as a member of the ECH Board until a successor is elected and qualified, unless she resigns or is removed.

The Board members discussed whether it was necessary to revise the ECH Bylaws right away or whether it could be delayed until a complete review of the Bylaws could be done.

No action was taken.

C. Process for Re-Election and Election of Non-District Board members to the El Camino Hospital Board of Directors: The Board members discussed whether to adopt the process described by Director Zoglin in item 15A above.

Motion: To consider the skill set of current member Nandini Tandon as well as the skill sets of new candidates for the ECH Board of Directors at the ECHD Board meeting on June 16, 2015.

Movant: Reeder

Second: Miller

Ayes: Chiu, Fung, Miller, Reeder and Zoglin

Noes: None

Abstentions: None

Absent: None

Recused: None

Director Zoglin asked the Board members to opine on whether the fact that a candidate might be a member of PAMF should disqualify them from consideration for election to the ECH Board. Director Chiu and Director Reeder both commented that it would depend on the candidate and his or her role at PAMF. Director Fung agreed, noting that a PAMF member may be eligible to run for and serve on the ECHD Board, depending on his or her role at PAMF.

12. **Agenda Item 16 - Possible By-Law Change: Regarding Individuals Serving Simultaneously as the Chair of the ECH Board and the Chair of the ECHD Board.** Ms.

Rotunno explained that, at the request of Chair Miller and Director Chiu, she prepared the report regarding a possible amendment to the ECH bylaws that would preclude any individual from serving as Chair of both Boards simultaneously. The Directors discussed the pros and cons of such an amendment including whether it would be unduly restrictive as Board members may still consider this factor when electing officers even if there is no specific restriction in the Bylaws.

No action was taken.

13. **Agenda Item 17 Bi-Annual Board Officer Election.** The Board considered election of Board Officers for a two-year term effective July 1, 2015.

A. Board Chair Election

Nominations:

Director Chiu, seconded by Chair Miller, nominated Director Fung
Director Reeder, seconded by Director Zoglin, nominated Director Chiu
Director Zoglin, seconded by Director Reeder, nominated Director Reeder

Vote:

Chiu: Director Fung
Fung: Director Fung
Miller: Director Fung
Reeder: Director Reeder
Zoglin: Director Reeder

Result: Director Fung

B. Board Vice Chair Election

Nomination:

Director Fung, seconded by Chair Miller, nominated Director Chiu

Vote:

Chiu: Abstained
Fung: Director Chiu
Miller: Director Chiu
Reeder: Director Chiu
Zoglin: Director Chiu

Result: Director Chiu

C. Board Secretary/Treasurer

Nomination:

Director Fung, seconded by Director Chiu, nominated Director Miller

Vote:

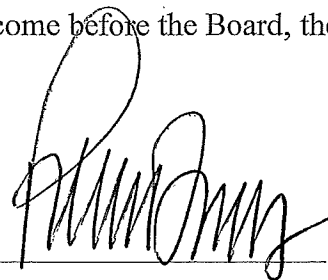
Chiu: Director Miller
Fung: Director Miller
Miller: Director Miller
Reeder: Director Miller
Zoglin: Director Miller

Result: Director Miller

14. **Adjournment.** There being no further business to come before the Board, the meeting was adjourned at 7:36 pm.



Julia Miller
Chair, ECHD Board of Directors



Peter C. Fung, MD
ECHD Board Secretary

Prepared By: Cindy Murphy, Board Liaison