

**Minutes of the Special Meeting
Board of Directors
of the El Camino Healthcare District
Tuesday, March 25, 2014**

1. **Call to Order.** The Open Session meeting of the Board of Directors of the El Camino Healthcare District ("Board") was called to order by Chair Patricia A. Einarson, MD at 5:30 pm on Tuesday March 25, 2014, Conference Rooms E, F and G at El Camino Hospital, 2500 Grant Road, Mountain View, California.

2. **Roll Call.** Roll call was taken. Board members present were Dennis Chiu; Patricia A. Einarson, MD; Julia Miller; David Reeder; and John Zoglin.

3. **Potential Conflict of Interest Disclosures.** Chair Einarson 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.

4. **Consent Calendar.** Director Zoglin made a motion, seconded by Director Reeder and adopted by a vote of five Directors in favor (Chiu, Einarson, Miller, Reeder and Zoglin) to approve the consent calendar (Compliance Issue Review Process).

5. **Process for Interaction Between the El Camino Healthcare District Board and the El Camino Hospital Board.** Steven Valentine of the Camden Group facilitated a discussion regarding best practices for interaction between the two Boards. The Directors discussed a process for interaction between the Board Chairs, a process for evaluation of the Board Chairs, and whether the Hospital Board or the District Board should evaluate the Hospital Board Chair's performance as Chair.

The Directors accepted Mr. Camden's recommendation that the two Chairs meet together with the CEO at least quarterly to discuss issues that may arise involving the two Boards. The Directors also directed staff to develop a draft tool for assessment of the District Board Chair for the Board's consideration at its next meeting.

The Directors commented that since the Hospital Board currently does an annual assessment of the Hospital Board Chair, it is unnecessary for the District to do so.

6. **ECHD Branding Community Value and Visibility.** Chris Ernst, VP of Marketing and Corporate Communications, informed the Board of staff efforts to enhance the visibility of ECHD and to make the community aware of the value the District brings to its community. She then requested feedback from the Directors regarding potential additional efforts. The Directors suggestions included the following: More linkage between ECH and ECHD websites; Posters with ECHD logo in school nurses offices; Vis-Boards at community benefit grantee sites to highlight how District tax revenues are spent; Consider use of advertorials to message the major categories of District expenditures (Community Benefit grants, capital expenditures and Bond payments); Use pictures and testimonials to carry the messages; and consider having an annual recognition ceremony for the District's community benefit partners.

7. **El Camino Hospital Governance.** Mr. Valentine led a discussion about the role of the District Board in El Camino Hospital Governance. The Board members discussed whether the Hospital's Governance Committee should develop a competency based model for selecting and electing members of the El Camino Hospital Board and, if so, whether the model should be applied to all members of the Hospital Board, or only to those members who are not also members of the District Board.

Action: Director Miller made a motion, seconded by Director Zoglin and adopted by a vote of five Directors in favor (Chiu, Einarson, Miller, Reeder and Zoglin) to ask the assistance of the El Camino Hospital Governance Committee in developing a competency based model regarding the three members of the Hospital Board who are not also members of the District Board and, in the future, to participate in preparing a list of potential candidates for the District Board to consider when a vacancy occurs.

8. **Evaluation and Re-Election of Non-District Board Members of the El Camino Hospital Board.** Chair Einarson explained that this topic was on the agenda to give the Board an opportunity to discuss what process it will use to consider re-election of Neal Cohen, MD to the El Camino Hospital Board since his current term expires on June 30, 2014. She noted that the Board could decide whether it was ready to make a decision now or whether an additional meeting or meeting(s) would be warranted to engage in a more developed process with regards to consideration of Dr. Cohen's re-election. The Directors discussed the issues as presented by Chair Einarson.

The Directors also discussed the possibility of referring the process for "Re-election and Election of Non-District Board to the El Camino Hospital Board of Directors" that the District Board adopted at its March 5, 2014 meeting to the El Camino Hospital Governance Committee. Although no objection to that was stated, no action was taken on the particular issue

Action: Director Chiu made a motion, seconded by Director Miller to re-elect Neal Cohen, MD to the El Camino Hospital Board for a three year term effective July 1, 2014. Director Einarson commented that she has confirmed Dr. Cohen's willingness to serve an additional term. The motion was adopted by a vote of five Directors in favor (Chiu, Einarson, Miller, Reeder and Zoglin).

9. **Alternative California District Hospital Structures.** Mr. Valentine suggested that the Board has the option of restructuring the El Camino Hospital Board with regards to the total number of Board members, and the balance of District Board members and non-District Board members. Mr. Valentine also pointed out that the Board could elect a Hospital Board that did not include any of the District Board members. The Directors discussed the options and scenarios that might warrant a change from the current Hospital Board structure. Mr. Valentine also suggested that some or all of the District Board members might consider attending the

Association of California Healthcare Districts annual meeting and have conversations with Board members from other Districts regarding the functioning of their Hospital Board structures. Staff was asked to provide the Board members with information regarding the next ACHD annual meeting.

10. **Competency Based Election of District Board Members To The El Camino Hospital Board.** The Directors commented that this topic was adequately addressed during the discussion of Agenda item 7 and no further discussion was warranted.

No action was taken.

11. **Public Communication.** None.

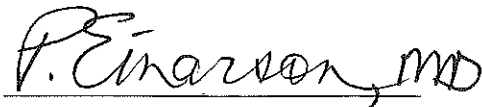
12. **Board Comments.** Director Reeder commented that he will not be present for the June Board meeting.

13. **Adjourn to Closed Session.** Director Miller made a motion seconded by Director Zoglin and adopted by a vote of five Directors in favor (Chiu, Einarson, Miller, Reeder and Zoglin) to adjourn to closed session at 7:15 pm.

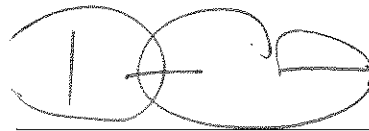
13. **Agenda Item 17 – Reconvene Open Session.** Open session was reconvened at 7:20 pm. No action was taken in the closed session.

14. **Agenda Item 18 – Adjournment.** Director Chiu made a motion seconded by Director Reeder and adopted by a vote of five Directors in favor (Chiu, Einarson, Miller, Reeder and Zoglin) to adjourn the meeting at 7:25 pm.

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



Patricia A. Einarson, MD
Chair, ECHD Board of Directors



Dennis Chiu
ECHD Board Secretary