



**Minutes of the Open Session of the Special Meeting of the
El Camino Healthcare District Board of Directors
Wednesday, May 16, 2023 – 8:00 PM**

**El Camino Hospital | Sobrato Boardroom 1
2500 Grant Road, Mountain View, CA 94040**

Board Members Present

Julia E. Miller, Chair
Peter C. Fung, MD Vice-Chair
Carol A. Somersille, MD
 Secretary/Treasurer
George O. Ting, MD
John Zoglin

Board Members Absent

None

Others Present

Dan Woods, CEO
Diane Wigglesworth, Compliance
 and Privacy Officer
Alison Bassett, BBK Law*
Ruben Duran, BBK Law*
Tracy Fowler, Director,
 Governance Services
Stephanie Iljin, Manager,
 Administration
Julie Kliger, Director, ECHB*

Members of the Public


Barbara Avery
 Bill James*
 Gary Kalbach
 Malea Martin
 Cindy Murphy
 David Reeder
 Brenda Taussig

**via teleconference*

	Agenda Item	Comments/Discussion	Approvals/ Action
1.	Call to Order/Roll Call	Chair Miller called to order the open session of the Special Meeting of the El Camino Healthcare District Board of Directors (the “Board”) at 8:00 pm. A verbal roll call was taken; all Board members were present at the roll call, and a quorum was present.	Call to Order at 8:00pm.
2.	Potential Conflict of Interest Disclosures	Chair Miller recused herself as Chair of the meeting and Vice Chair Fung led the remainder of the meeting.	
3.	Consideration of Resolution of the Board of Directors of El Camino Healthcare District Regarding Censuring Director Julia Miller for Violations of the District Board’s Standards of Conduct.		
3a.	Introduction	Director Zoglin introduced the proposed resolution and highlighted a pattern of inappropriate behavior by Director Miller towards fellow elected directors, committee members, employees, and community members over a decade.	
3b.	Initial Opportunity to Respond	Director Miller addressed the accusations against her regarding inappropriate behavior. She shared complying with four items negotiated by Director Fung in mediation with outside counsel.	
3c.	Initial Oral Comments	Members of the public commented on the matter before the District Board of Directors. Some shared their positions in favor of censure and one person shared their position against the censure action.	
3d.	Written Correspondence	Ms. Fowler read the submitted written statements that were not included in the posted meeting materials. Statements were submitted by five (5) people as opponents of the censure and five (5) people as proponents of the censure.	
3e.	Closing Statements	Closing statements made by Director Zoglin included recognizing Director Miller’s accomplishments and diligence for the District Board, but emphasizing that positive actions do not excuse misuse of power or inappropriate treatment of others. He asked outside counsel to confirm there were no Brown Act violations concerning the Special Meeting scheduling. Mr. Duran confirmed there was none.	

		<p>Director Miller began her statement by questioning the legality of the proceedings, noting that the process was not specified in the ECHD bylaws. When she asked Mr. Duran for his opinion, the Vice Chair initially disallowed the response, as it was not an agenda item. However, with no comments against allowing the question, the Vice Chair allowed Mr. Duran to answer. Mr. Duran clarified that the censure process did not have to be mentioned in the bylaws.</p>	
3f.	Deliberation and Motion	<p>Director Fung asked for deliberation and motion. Director Somersille stated that her vote would reflect what was best for the members of the District. Director Miller shared that she was not in favor of the resolution because there was no policy that allowed it but she would agree to the first two actions.</p> <p>Director Zoglin restated his motion with two actions:</p> <p>Motion: To approve Resolution 2023-04 for censure of Director Miller with the following actions:</p> <ul style="list-style-type: none"> a. Director Miller shall be removed from her appointment on any District standing or ad hoc committee and shall lose the privilege of holding any District Board standing or ad hoc committee position through the duration of her current elected term; b. Director Miller shall lose the privilege of holding any District Board officer position through the duration of her current elected term, which expires in November 2024. <p>Movant: Zoglin Second: Ting Ayes: Fung, Somersille, Ting, Zoglin Noes: Miller Abstentions: None</p>	<p>Resolution 2023-04 was approved by majority vote.</p>
4.	Adjournment	<p>Motion: To adjourn at 9:47 pm.</p> <p>Movant: Zoglin Second: Ting Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None</p>	<p>Meeting adjourned at 9:47 pm</p>

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


 Carol Somersille, MD
 Secretary/Treasurer, ECHD Board

Prepared by: Stephanie Iljin, Manager, Administration
 Reviewed by: Tracy Fowler, Director, Governance Services