



BOARD OF DIRECTORS: Peter C. Fung, MD | Julia E. Miller | Carol A. Somersille, MD | George O. Ting, MD | John L. Zoglin

AGENDA
MEETING OF THE
EL CAMINO HEALTHCARE DISTRICT BOARD OF DIRECTORS
Tuesday, November 18, 2025 – 5:30 pm

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

THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION PORTION OF THE MEETING LIVE AT THE ADDRESS ABOVE
OR VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 925 6033 5530#. No participant code. Just press #.

To watch the meeting, please visit:

[ECHD Meeting Link](#)

Please note that the livestream is for **meeting viewing only** and there is a slight delay; to provide public comment, please use the phone number listed above.

NOTE: In the event that there are technical problems or disruptions that prevent remote public participation, the Chair has the discretion to continue the meeting without remote public participation options, provided that no Board member is participating in the meeting via teleconference.

TIME ESTIMATES: Except where noted as TIME CERTAIN, listed times are estimates only and are subject to change at any time, including while the meeting is in progress. The Board reserves the right to use more or less time on any item, to change the order of items and/or to continue items to another meeting. Particular items may be heard before or after the time estimated on the agenda. This may occur in order to best manage the time at a meeting.

A copy of the agenda for the Special Board Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at **(650) 988-3218** prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1.	CALL TO ORDER/ROLL CALL	John Zoglin, Board Chair	Information	5:30
2.	CONSIDER APPROVAL FOR AB 2449 REQUESTS	John Zoglin, Board Chair	Possible Motion	5:30
3.	SALUTE TO THE FLAG	John Zoglin, Board Chair	Information	5:30
4.	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	John Zoglin, Board Chair	Information	5:30
5.	PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons desiring to address the Board on any matter within the subject matter jurisdiction of the Board that is not on this agenda. Speakers are limited to three (3) minutes each.</i> b. Written Public Comments <i>Comments may be submitted by mail to the El Camino Hospital District Board of Directors at 2500 Grant Road, Mountain View, CA 94040. Written comments will be distributed to the Board as quickly as possible. Please note it may take up to 24 hours for documents to be posted to the agenda.</i>	John Zoglin, Board Chair	Information	5:30 – 5:35
6.	<u>FY27 COMMUNITY BENEFIT PLAN PRELIMINARY DISCUSSION</u>	Jon Cowan, Executive Director, Government Relations and Community Partnerships	Discussion	5:35 – 6:00

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	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
7.	<u>ECHD POPULATION HEALTH UPDATE</u>	Dan Woods, CEO Jon Cowan, Executive Director, Government Relations and Community Partnerships	Discussion	6:00 – 6:20
8.	<u>ECHD BOARD TERM LIMITS</u>	Julia Miller, Secretary/Treasurer Theresa Fuentes, CLO	Discussion	6:20 – 6:40
9.	ECHD BOARD PRIORITIES AND PACING	John Zoglin, Board Chair	Discussion	6:40 – 7:00
10.	FY26 ECHB DIRECTOR REAPPOINTMENT AD HOC COMMITTEE VERBAL UPDATE Reappointment Consideration – Wayne Doiguchi – Bob Rebitzer	Carol Somersille, M.D., Ad Hoc Committee Chair	Possible Motion	7:00 – 7:15
11.	RECESS TO CLOSED SESSION	John Zoglin, Board Chair	Motion Required	7:15 – 7:16
12.	APPROVE MINUTES OF THE CLOSED SESSIONS OF THE DISTRICT BOARD MEETINGS a. Minutes of the Closed Session of the District Board Meeting (10/14/2025) <i>Report involving Gov't Code Section 54957.2 for closed session minutes.</i>	John Zoglin, Board Chair	Motion Required	7:16 – 7:18
13.	EXECUTIVE SESSION <i>Report involving Gov't Code Section 54957 for discussion and report on personnel performance matters – CEO</i>	John Zoglin, Board Chair	Discussion	7:18 – 7:25
14.	RECONVENE OPEN SESSION	John Zoglin, Board Chair	Motion Required	7:25 – 7:26
15.	CLOSED SESSION REPORT OUT	Gabe Fernandez, Governance Services Coordinator	Information	7:27 – 7:28
16.	CONSENT CALENDAR <i>Items removed from the Consent Calendar will be considered separately.</i> a. <u>Approve Minutes of the Open Session of the District Board Meeting (10/14/2025)</u> b. <u>Receive ECHD Sponsorships (July-October)</u> c. <u>Receive FY26 YTD Financials</u> d. <u>Receive FY26 Pacing Plan</u> e. <u>Approve Proposed Revisions to Amended and Restated Bylaws for El Camino Hospital as approved by the El Camino Hospital Board on November 12, 2025</u>	John Zoglin, Board Chair	Motion Required	7:28 – 7:30
17.	BOARD ANNOUNCEMENTS	John Zoglin, Board Chair	Information	7:30 – 7:35
18.	ADJOURNMENT Appendix	John Zoglin, Board Chair	Motion Required	7:35 pm

Next Meetings: February 10, 2026; March 10, 2026; May 19, 2026; June 23, 2026

Next Site Visit Meetings: December 12, 2025; February 6, 2026; March 20, 2026



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING COVER MEMO

To: El Camino Healthcare District Board of Directors
From: Jon Cowan, Executive Director, Government Relations and Community Partnerships
Carlos Bohorquez, Chief Financial Officer
Michael Walsh, Controller
Date: November 18, 2025
Subject: ECHD Community Benefit Plan Preliminary Discussion

Purpose:

To begin discussion of the FY2027 Community Benefit potential budget with a goal of incorporating board feedback and aligning on the total maximum funds that will be available for Community Benefit by the end of February 2026.

Summary:

- In FY2025, the District Board signaled its desire to maximize the Community Benefit budget for FY2026 and in future years. This led to the District Board approving spending a maximum of \$10 million for FY2026.
- In order to further plan for deploying the maximum funds that may be available, the District Board signaled their desire to discuss the potential FY2027 budget for Community Benefit in November 2025 with a goal of providing board feedback and aligning on the total funds that will be available for Community Benefit by the end of February 2026.
- Management and staff were asked to develop multiple scenarios that could be shared with the District Board in November 2025 to solicit feedback.

Authority: The Board will review and provide feedback on the proposed budget scenarios for FY2027.

Background: Staff developed three scenarios as well as a recommendation in the attached presentation.

Outcomes: Staff will incorporate board feedback and continue to execute on the development of the Community Benefit maximum budget for FY2027.

List of Attachments:

1. ECHD Community Benefit Plan Preliminary Discussion Presentation

Suggested Board Discussion Questions:

1. What feedback do board members have on the developed scenarios as well as the staff's recommendation?
2. Are there any additional factors that should be considered as we continue developing the FY 2027 Community Benefit budget and plan?



ECHD Community Benefit Plan Preliminary Discussion

Jon Cowan
Carlos Bohorquez
Mike Walsh
November 18, 2025

ECHD Community Benefit Budget and Available Funds

Fiscal Year	Gann Limit for ECHD Operational Expenses	Projected Operating Expenses (Estimate)	Projected Available for Community Benefit	Budgeted to Be Spent on Community Benefit
2027	\$12,832,424	\$1,400,000	\$11,432,424	<i>See Scenarios and Recommendation</i>
2026	\$12,221,357	\$943,000	\$11,278,000	\$10,000,000
2025	\$11,449,782	\$978,000	\$10,472,000	\$8,050,000
2024	\$11,047,648	\$422,000	\$11,525,000	\$7,950,000
2023	\$10,601,332	\$744,000	\$9,089,000	\$7,850,000
2022	\$9,804,247	\$494,000	\$9,310,000	\$7,807,000
2021	\$9,221,451	\$943,000	\$8,578,000	\$7,664,519



Key Assumptions for FY2027 Community Benefit Budget

- Gann Limit blended average growth year-over-year of 5%
- Operating expenses will be higher in FY2027 due to election costs and additional reconciliation of El Camino Health employee services provided to ECHD
- Scenarios presented on subsequent slide developed based on spending close to the Gann limit for FY2027 as opposed to anchoring on FY2026 Community Benefit budget. Underlying rationale is to increase the ability to recommend high-quality Community Benefit grant applications for funding
- Management and staff view what is approved by the ECHD Board as a ceiling and remain committed to rigorous review of Community Benefit grant applications. Only grant applications and funding amounts that staff believes in its analysis can be properly spent in alignment with the Community Benefit program will be recommended for funding



ECHD Community Benefit Budget Proposed Scenarios for FY2027

Scenario	Budgeted to Be Spent on Community Benefit	Logic
Maximum Growth	\$11,432,424	•\$10,432,424 with minimal placeholder for grants (\$100k) and \$90k for sponsorships •\$1,829,424 for additional grants, a 21.7% increase over FY 2026 of \$8,413,000 grants awarded •Maintain \$1 million for population health work
Moderate Growth	\$11,000,000	•\$10.0 million with minimal placeholder for grants (\$100k) and \$90k for sponsorships •\$1,397,000 for additional grants, a 16.6% increase over FY 2026 of \$8,413,000 grants awarded •Maintain \$1 million for population health work
Lower Growth	\$10,500,000	•\$9.5 million with minimal placeholder (\$100k) and \$90k for sponsorships •\$897,000 for additional grants, a 10.7% increase over FY 2026 of \$8,413,000 grants awarded •Maintain \$1 million for population health work



ECHD Community Benefit Budget Recommendation

Scenario	Budgeted to Be Spent on Community Benefit	Logic
Maximum Growth	\$11,732,424	•\$10,432,424 with minimal placeholder for grants (\$100k) and \$90k for sponsorships •\$1,829,424 for additional grants, a 21.7% increase over FY 2026 of \$8,413,000 grants awarded •Maintain \$1 million for population health work

Rationale:

- In order to support the District's Community Benefit program and the District's Strategic Framework, the District Community Benefit budget should allow for the maximum growth of effective and impactful programs

Supporting Logic:

- The maximum budget is a **ceiling** for FY2027 and staff will continue to rigorously evaluate grant applications. No expenditure will be recommended for approval that staff has not vetted and assessed in its professional opinion for: alignment, addressing community needs, applicant capability, proposal quality, impact and evaluation plan, budget request, evidence-based programming, financial need of applicant, and brand alignment (i.e. will not reflect negatively on reputation, brand)
- Maximum budget will allow ECHD to support impactful programs facing cuts from other government entities, agencies showing that they can grow or add impactful programs, new innovative grant ideas staff seeks to develop, and population health work



Board Discussion





EL CAMINO HEALTHCARE DISTRICT BOARD MEETING COVER MEMO

To: El Camino Healthcare District Board of Directors
From: Dan Woods, Chief Executive Officer
Jon Cowan, Executive Director, Government Relations and Community Partnerships
Date: November 18, 2025
Subject: ECHD Population Health Update

Purpose: To review progress against the ECHD Population Health Strategy, and to provide feedback to management and staff.

Summary:

- In FY2024, the District Board adopted a Strategic Framework which included the development of an ECHD Population Health Strategy to develop a foundation for identifying and intervening to improve health of “rising risk” patients who live, work, or go to school within the District.
- In FY2025, in service to these strategic priorities, staff, including the incumbent Population Health Program manager, conducted a District population data analysis, created a Population Health profile to inform strategic decisions, and developed a Strategy Roadmap to move the project forward to execution and delivery steps.
- In FY2026, staff began executing on the strategy which was reviewed on June 17, 2025. Staff will provide updates to the ECHD Board twice per fiscal year (October/November, and March), and the Board shall have an opportunity to provide management and staff with feedback.

Authority: The Board will review and provide feedback on execution plan and progress to-date in FY2026.

Background: Staff developed a strategic approach to support future Population Health initiatives. The **Population Health 3-5 Year Strategy Roadmap** will serve as the longer-horizon vision, while the **FY2026 Execution Priorities** have been defined to inform our focus for the current fiscal year.

(1) Population Health 3-5 Year Strategic Roadmap

- a. The initial 3-5 year strategy proposed three distinct programming workstreams. Additionally, we have added a cross-cutting Foundational layer to drive execution
 - i. **Foundational:** Awareness & Execution Enablement
 - ii. **Workstream 1:** Individual self-management program for adults
 - iii. **Workstream 2:** Group/social programming to enhance peer support effects
 - iv. **Workstream 3:** Education-centric approach to encourage healthy habits in children and adolescents
- b. **Timing:** The Roadmap kicks off workstreams in a phased approach, with Workstream 1 moving into Delivery phase in FY2026, while Workstream 2 and 3 are in a Planning phase first before moving to Delivery later in FY2026 and FY2027.

(2) FY2026 Execution Priorities

In July, staff identified and aligned on three key priorities necessary for execution success in FY2026.

ECHD Population Health Update November 18, 2025

- #1 - Prediabetes Risk Awareness Campaign & Marketing
- #2 - Virtual Dietitian Vendor Implementation
- #3 - Future Workstream Program Design & Development

The first two will work closely together with the Prediabetes Risk Awareness Campaign helping to drive awareness to the condition and the program, as well as serving as an enrollment funnel drive into the Virtual Dietitian program.

a. #1 - Prediabetes Risk Awareness Campaign

- i. This additional element for FY2026 was included to move the initial engagement point further upstream. The goal of the Risk Awareness Campaign is to drive: (1) personal risk awareness as 80% of adults with prediabetes are unaware that they have it, (2) program awareness, and (3) enrollment funnel volume.
- ii. Through a selection process, MacKenzie SF was chosen to support the development of Campaign theme, messaging, visual identity, creative assets, and a channel placement media plan.

b. #2 – Virtual Dietitian Program: Season Health

- i. In July, Season Health was selected as our vendor partner following a thorough RFP process.
- ii. Season dietitians will provide Medical Nutrition Therapy (MNT) to ECHD participants who enroll in the program. ECHD funds will be used to cover the program cost for individuals not covered (or partially covered) by insurance.

c. Q1-Q2 FY2026 Progress to date

- i. Through this point in FY2026, we have selected vendors through rigorous evaluation processes and completed contracting for both the Prediabetes Risk Awareness Campaign and the Virtual Dietitian Program.
- ii. We are currently in the middle of development and implementation for both engagements, with targets of the following:
 - 1. **End of November:** Complete Prediabetes Risk Awareness campaign development
 - 2. **Mid-to-late December:** Complete Season Health implementation for initial launch
 - 3. **Jan 2026 through remainder of FY2026:** Further, this work will require an iterative product development approach, and we plan to scope & execute **quarterly product development cycles** to drive vendor product improvements, refine clinical referrals pathways, and optimize patient enrollment flow.
- iii. The initial launch of mid-to-late December is slightly later than the original stretch goal of launching by October. This is largely due to the complexities staff have uncovered related to physician referral requirements in the State of California, and the related impacted to user-experience pathways.
 - 1. We plan to launch in two phases that set a foundation for an ongoing, iterative approach to build & launch. The initial launch in December will

ECHD Population Health Update November 18, 2025

maintain an orientation toward implementation and go-to-market, while a second phase of launch in March-April will focus on improving user experience and referral pathways.

2. This represents a Product Development style approach with iterative Product Improvement Lifecycles occurring at a regular, approximately quarterly cadence. The approach allows for iterative product development while balancing the need to get something tangible in the market to test and improve upon.

Other Reviews: On June 17, 2025, staff presented Population Health profile and strategy content to El Camino Healthcare District board for review and feedback.

Outcomes: Staff will incorporate board feedback and continue to execute on the strategy. The next update will be shared with the Board at the March 10, 2026, meeting.

List of Attachments:

1. ECHD Population Health Update Presentation

Suggested Board Discussion Questions:

1. Are there any additional factors that should be considered as we continue execution on the Population Health Strategy in FY2026?
2. Are there additional types of information you'd like to receive in the semi-annual Population Health status update reporting?



ECHD Population Health Update

Dan Woods, Chief Executive Officer
Jon Cowan, Executive Director, Government
Relations & Community Partnerships

November 18, 2025

Agenda

Population Health Strategy & Prediabetes Program Design Update

- Flows from ECHD Board Approved Strategic Framework
- Develop foundation for identifying and intervening to improve health of “rising risk” patients who live, work, or go to school within the district
- Aspiration of being “healthiest healthcare district in America”

Today’s Purpose

- Provide an update on the execution, timeline, and progress of the Population Health Strategy



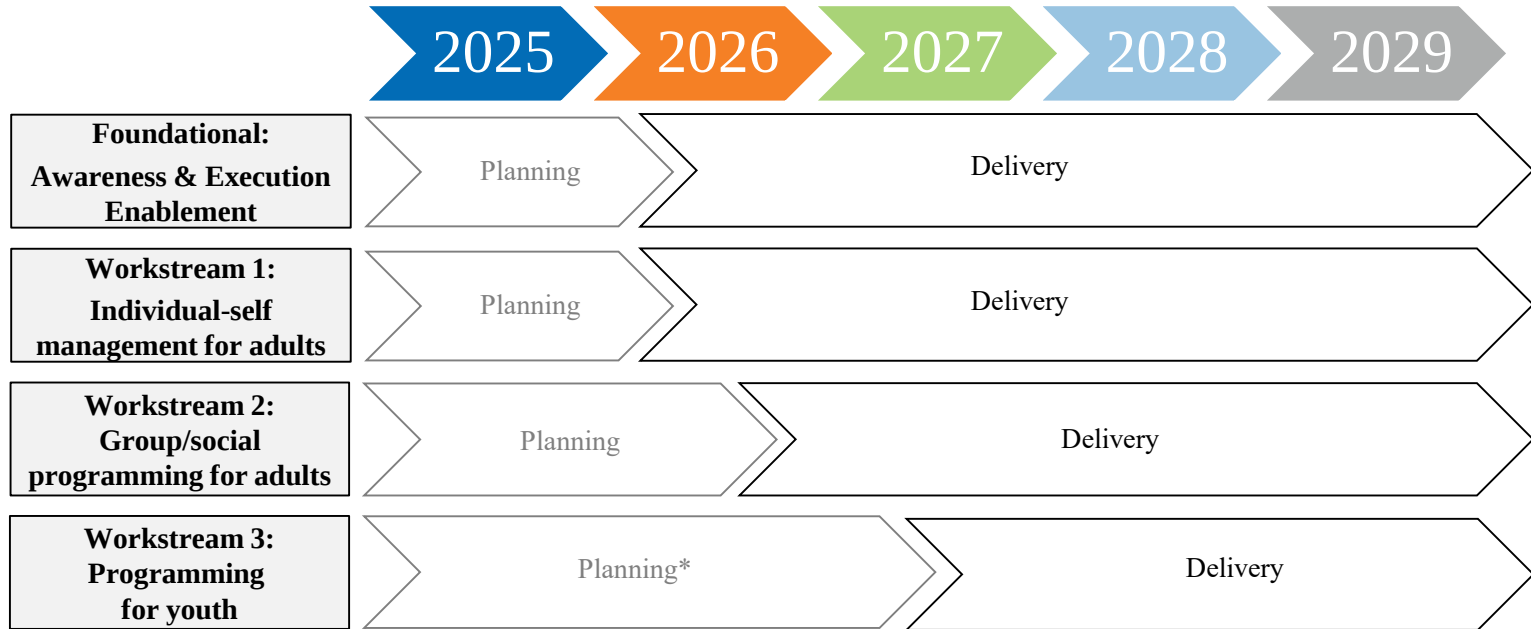
Population Health – 3-5 Year Strategy for Prediabetes

Foundational: Awareness & Execution Enablement		
• What: Drive awareness of Population Health initiative <u>and</u> Prediabetes Risk Awareness campaign; plus resourcing & staffing alignment • Approach: Develop campaign with strong call-to-action for personal risk awareness; addressing resourcing needs		
Workstream 1: Individual-self management for adults	Workstream 2: Group/social programming for adults	Workstream 3: Programming for youth
• What: Tech-forward solution to help people self-manage their own health and prediabetes risk • Key considerations: Focus on Food is Health, single behavior change • Approach: Virtual dietitian / MNT vendor offering appointments, goal setting, behavior & food tracking, biometric tracking	• What: Group-based approach to enhance peer support effects • Key considerations: Maximize impact through collaborating with existing grantees and new partners to activate the network • Approach: Investigate the most promising interventions for building social support and addressing time demands, e.g. education, peer / social support, and challenges/rewards	• What: Education-centric approach to encourage healthy habits in children and adolescents • Key considerations: Goal is to address healthy habits early, before chronic conditions start to develop • Approach: Partner with existing grantees or new partners. Consult the schools, camps, etc. on their desire for programming, what gaps exist

* 3-5 Year Strategy and Profile shared at June 2025 ECHD Board Meeting



Roadmap and Timeline (Fiscal Year):



Planning phases: Analysis, Design, Fund

Delivery phases: Structure, Partner, Execute, Outreach, Evaluate, Iterate

* Planning in Workstream 3 is anticipated to last longer due to researching existing school offerings, assessing desire for partnership, creating alignment with the district and individual schools, and designing an appropriate and additive and supplementary programming.



Population Health Scope has grown & evolved from FY25 → FY26

	FY25	FY26
Primary Workstreams / Priorities	ECHD Population Analysis & Strategy Development	- Prediabetes Risk Awareness Campaign & Marketing - Prediabetes Vendor Program Implementation & Launch - Scoping & Design of 2nd and 3rd Pillars of Pop Health Strategy
Work Focus / Scope	Internally focused; accomplished largely via internal resources on research and strategy	Externally focused for risk awareness campaign, vendor management, stakeholder / local partnership building & management
Team scope / staffing requirements	Small core team; no major cross-functional dependencies	- Significant cross-functional and external stakeholders / dependencies - Core team scope must match the volume of work and speed to execute
Key team competencies / skills required	- Research, data analysis, and long-term strategic planning - Discrete project ownership by individual	- Project Management & Execution (i.e. rapidly advancing multiple projects with dependencies) - Marketing-specific expertise for campaign strategy definition & deployment - Workstream-level project scoping, design, project planning, and event planning
Deliverables	Population Health Profile & 3-5 year Strategy Roadmap	- Full-scale risk-awareness campaign design & launch - Virtual Dietitian Program Vendor (Season Health) Implementation & Launch - Define Workstream 2&3 scoping & roadmap for FY27 - Host Population Health Symposium in Spring 2026 - Build metrics & measurement infrastructure & reporting capabilities - Community-focused partnership development for screening and enrollment



FY 2026 Execution Priorities

#1: Prediabetes Risk Awareness Campaign & Marketing (Foundational)

- Public health style awareness campaign
- Contact lists & targeted outreach
- Prediabetes Symposium event

#2: Virtual Dietitian Vendor Implementation (Workstream 1)

- Vendor contracting & InfoSec review
- Implementation with Vendor team
- Define referral pathways & key workstream elements
- Launch preparation

#3: Future Workstream Program Design & Development (Workstreams 2 & 3)

- Scope requirements
- Plan with existing and new partners
- Research adult group & youth programming



Design of Prediabetes Risk Awareness Campaign & Program

- Key elements of the program currently being implemented are: (#1) a Prediabetes Risk Awareness Campaign (Foundational) and (#2) Virtual Dietitian Program (Workstream 1)
- Initial indicators of success aligned with launching the Prediabetes Risk Awareness Campaign and the Season Health program solution
- After several months of sustained program enrollment & engagement, we will further include metrics and targets related to program outcomes.

**#1: Prediabetes Risk
Awareness Campaign
(Foundational)**



**#2: Virtual
Dietitian
Program
(Workstream 1)**

Partner	Indicator of Success	Target for 12 mo. Post-launch
MacKenzie SF	# of individuals who become aware of their personal prediabetes risk	1,000 to 10,000 Individuals <i>(Note: est. ~80k adults in ECHD are unaware of prediabetes risk status)</i>
Season Health	# of individuals who enroll in Season Health	100 to 500 enrollments



#1: Prediabetes Risk Awareness Campaign (Foundational)

“If ~80% don’t know they have Prediabetes, why / how would they enroll in a program to address Prediabetes?”

- Included an additional necessary element to the program to move the initial engagement point further upstream.
- Scoped a Risk Awareness campaign to drive: (1) personal risk awareness, (2) program awareness, (3) enrollment funnel volume
- Through a selection process, MacKenzie SF was chosen to support the Prediabetes Risk Awareness Campaign
 - High quality proposal, strong references, opportunity for synergies with ECHD Newsletter

MacKenzie SF

What are they delivering?

1. Campaign theme & messaging
2. Visual Identity
3. Creative assets & production
4. Paid and Earned Media Plan
(including digital media, traditional media, out-of-home, etc.)

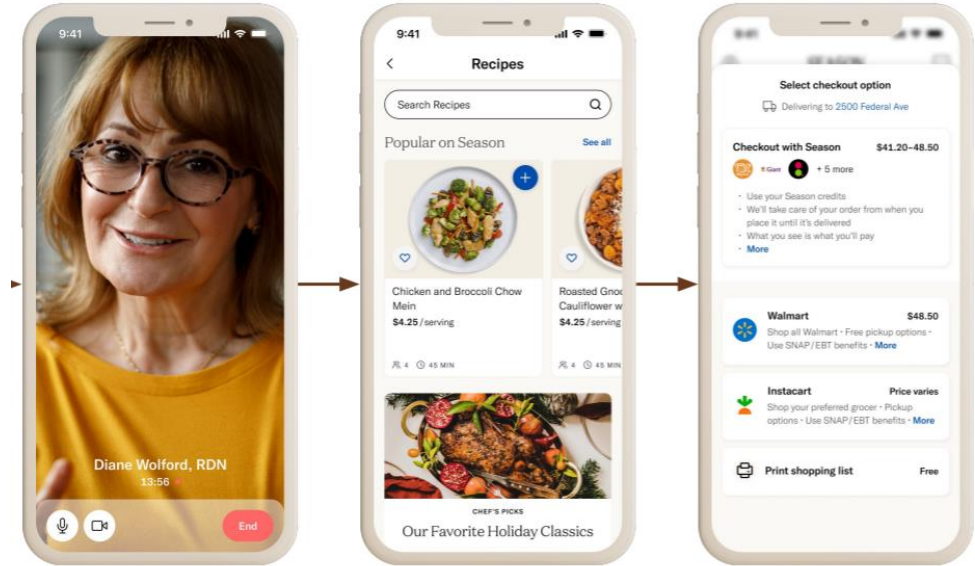
Status & Timing

- Project kicked off in October
- Campaign development in progress
- Timing of Deliverables:
 - Final strategy, visual identity and design by end of November
 - Creative deliverables ready for use in December



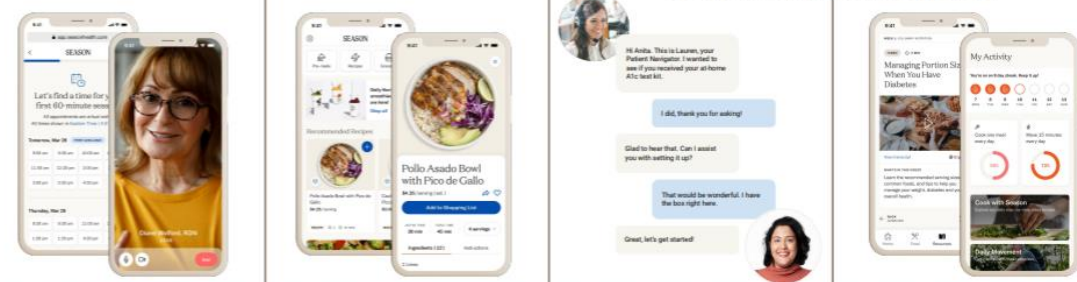
#2: Virtual Dietitian Program: Season Health (Workstream 1)

- Season Health selected as vendor partner for digital health virtual dietitian offering
- Season dietitians will provide Medical Nutrition Therapy (MNT) to ECHD participants who enroll in the program
- ECHD funds will be used to cover the program cost for individuals not covered (or partially covered) by insurance
- Key program features:
 - 1:1 dietitian Medical Nutrition Therapy offered virtually
 - Asynchronous coach messaging
 - Accountability tools (e.g., Goal setting, weight tracking, meal tracking, etc.)
 - Tailored, culturally competent, preference-based nutrition guidance, plus tech-enabled food / nutrition support through in-app experience



Season Health – User Experience & Mock-ups

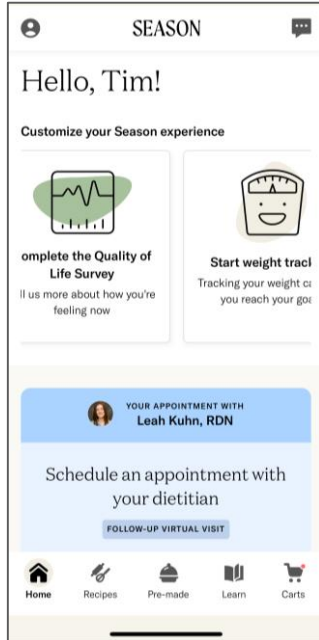
User Experience from Season

	Care		Ongoing Management	
Anita's Patient Experience	Anita onboards to Season and meets with a Registered Dietitian (RD)	Anita tries new recipes that fit her and her family's needs and messages her RD to share progress	Anita's RD helped schedule regular lab testing for HbA1c and fasting glucose	Anita has developed sustainable behavior changes to help manage her diabetes
The Season Experience	 Ongoing communication between Anita's RD and PCP			
The Season Impact	In-Network across major plans	19.5 interactions with RDs over 6 months	76% capture rate for HbA1C over 6 months	1.6 point drop in HbA1c for patients with starting HbA1c ≥ 8

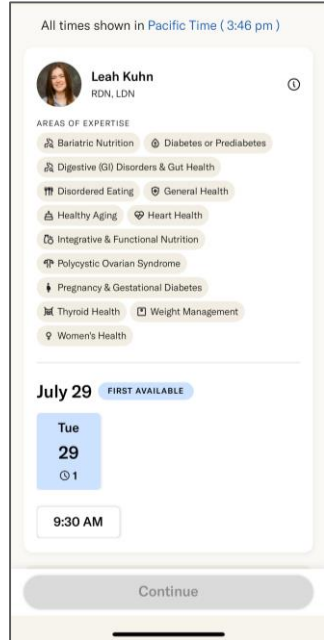
Season Health – User Experience & Mock-ups

Screenshots of actual Season Health App from ECH staff's demo / trial

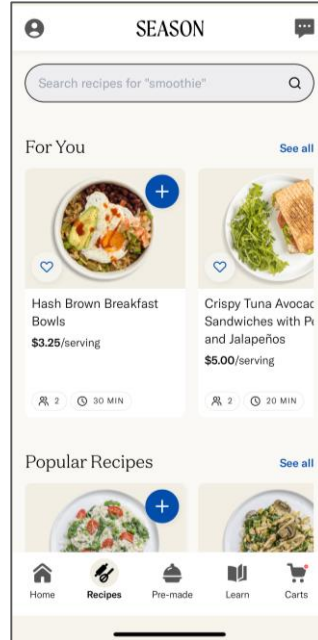
Home Screen



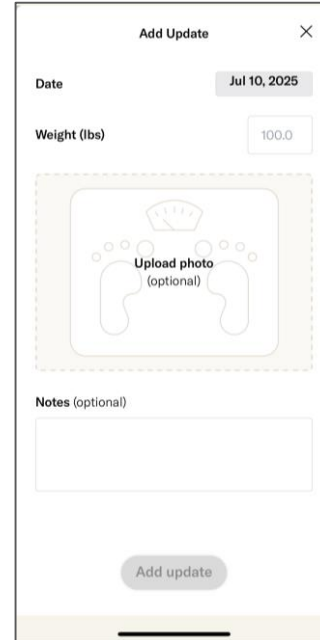
Appointment Booking



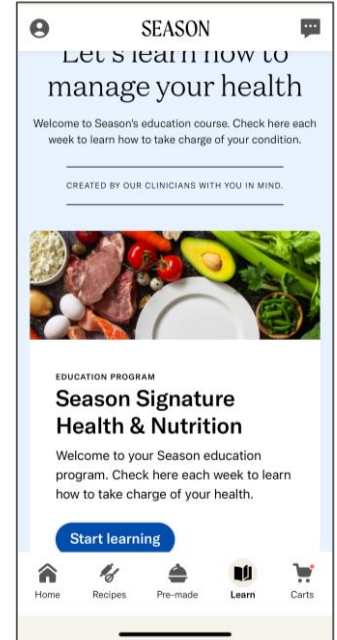
Recipe Bank



Weight Tracking



Education Program Sign-up



Implementation and Execution: Q1-Q2 FY2026 Progress to date

- **Completed:**
 - Prediabetes Risk Awareness Campaign scoped, Marketing Agency partner selected; agreement executed late September
 - Virtual Dietitian Vendor selection finalized (Season Health); implementation planning began in August, with partner agreement executed first week of November
 - Scoped resource model for initiative, and aligned on operational and execution resourcing and staffing needs
- **In progress**
 - Original plan to launch Virtual Dietitian Vendor is delayed from original October target (see next slide)
 - Prediabetes Risk Awareness campaign development occurring in parallel with Vendor implementation
- **Next Steps**
 - **End of November:** Complete Prediabetes Risk Awareness campaign development in prep for December initial launch
 - **Mid-to-late Dec:** Complete Season Health implementation for initial launch
 - **Jan 2026 through remainder of FY2026:** Scope & execute **quarterly product development cycles** for further vendor product improvements, refinement of clinical referrals, and optimizing patient enrollment flow



Sources of Complexities & Risks/Delays and Mitigation Steps

Risks/Delays	Mitigation Steps
Clinical referral pathways Significant Legal/Compliance complexities (<i>See next slide for further detail</i>)	- Consulted multiple different parties (e.g. CMIOs at hospital and medical network) to generate creative workaround ideas - Maintained constant collaborative communication with Legal and Compliance teams
Prediabetes Risk Awareness Campaign & Marketing Additional time needed to align on scope and ownership	- Selected external partner to accelerate work and innovate new public-health style Prediabetes Risk Awareness campaign content - Accelerated timeline with external partner
Complexity and Novelty of Arrangement New delivery model (D2C vs. existing patient), and nature of product vs. service line (not just plug-and-play software implementation or Epic module integration)	- Continuing to partner with multiple internal and external stakeholders to creatively problem solve new approaches - Facilitating stakeholder discussions and working groups as needed
Resourcing Identified vast body of work that exceeded capacity of current team	Refined resourcing plan to better align talents and identify efficiencies



Closer Look: Clinical Referral Pathways for Digital MNT

Complexities & Challenges Uncovered:

- California requires a referral for Medical Nutrition Therapy (MNT) (California BPC §2586).

What we're trying to solve for:

- Meeting the California state mandate (California BPC § 2586) to have a referral with a written prescription (diagnosis + diet objective/order) for Medical Nutrition Therapy (MNT) (digital or otherwise)
- California BPC § 2586 does not require the referrer to be the individual's PCP. Medicare FFS requires the referrer be a physician (MD/DO) and that documentation reside in the referrer's record; but no visit required
- Smooth participant experience and minimizing drop-off due to multiple steps during intake process

What has been investigated:

- Minimum necessary requirements to meet referral mandate (Season Health is the at-risk provider in this case)
- Capabilities of Season Health to solve this on their end (e.g. contracting with a third-party provider who can offer independent on-demand referrals)
- Pathways that meet ECH legal and compliance standards and requirements
- Participant intake workflow and ease of enrollment



Planned Approach for launch

Due to the complexities of the referral pathway and implementation timing, staff considered two primary Phases for launch that balance go-to-market velocity against optimizing referral workflows and other market readiness considerations.

	Phase 1: Prioritize Initial Launch	Phase 2: Prioritize referral pathway improvements
<i>Description</i>	Target initial launch of Season Health program in December, with a user experience step that requires participant obtaining a provider referral.	Build toward March-April target to give time to find a more optimal referral pathway, and conduct more pre-market physician alignment & comms.
<i>Rationale</i>	• Maintains critical positive momentum toward incremental implementation steps • Allows a path to an earlier launch, with a product offering in market that can be improved upon	• Allows more time to solve and build for better user experience (UX) • Builds in time for additional Physician buy-in step prior to happen prior to broader launch
<i>Considerations</i>	• Anticipated lower enrollment rates in initial phase • Parallel communications still required to local physician market; potentially less time for achieving buy-in	• Optimizing the referral pathway will be an iterative process, continuing even beyond March-April.
<i>Timing & Assessment</i>	Early calendar year 2026 • Keeps orientation toward rapid execution; allows for something tangible (rather than hypothetical) to improve on • Introduction of Quarterly Product Iteration Cycles with Season Health commitment will support iterative approach • Can control the level of marketing and/or degree of targeting to manage concerns about broad reach, UX, and physician alignment.	March-April 2026 • Optimized referral pathway will be a priority for first Product Iteration Cycle. • UX and physician alignment will continue to be a focus, and we will continue scoping iterative improvements in future cycles.



Planned Approach for Launch (cont.)

- The two phases on the prior slide represent an incremental approach to build & launch, and will allow us to maintain momentum and stay focused on speed to market. The initial target of a mid-to-late December launch will be for an initial version, and will be piloted and/or targeted to a narrower audience to begin.
- This initiative will require a Product Development style approach with iterative Product Improvement Lifecycles occurring at a regular, ~quarterly cadence. This approach allows for iterative product development, while balancing a need to get something tangible in the market to test and improve upon.
- To ensure physician alignment, we plan to build initial communication elements ahead of any launch, and can control the breadth of reach by dialing up/down marketing as needed.



Progress Dashboards



Purpose of Dashboards

- These Dashboards show the framework we plan use to track and communicate progress to the ECHD Board on a semi-annual cadence.
- Dashboards:
 - Operational
 - Budget
 - Outcomes/Metrics
- The Operational and Budget dashboard slides reflect current work and progress, while the Outcomes/Metrics Dashboard serves as a template since outcome metrics are not available yet.



Operations Dashboard

Category	Progress since June 2025	Risks and Mitigations	Next Steps / Actions
Foundational	- Resources secured for FY26+ execution plan - Marketing agency identified, Scope of Work signed, development by end-Nov 2025	Additional time needed to align on scope, bandwidth, and ownership	Complete campaign strategy & design by end of Nov 2025
Workstream 1 (Adult self-mgmt, virtual dietitian platform vendor)	- Vendor partner identified and approved - Security Risk Assessment completed - Contracting / Service Agreement completed	State of California requirement for Medical Nutrition Therapy complicates the participant enrollment process. Exploring creative solutions and phased launch approaches.	Launch initial iteration of Virtual Dietitian product before the end of Dec 2025
Workstream 2 (Adult group/social programming)	Initial research conducted	Intentionally slower development while staff focuses on Foundational & Workstream 1 execution	Continue interim research; increase focus in late Q2 / early Q3 FY26
Workstream 3 (Youth programming)	Initial conversations with select potential partners conducted	Intentionally slower development while staff focuses on Foundational & Workstream 1 execution	Continue interim research; increase focus in late Q2 / early Q3 FY26



Current Budget Dashboard

- Target: achieve ~\$1M run rate for Population Health workstreams by end of FY2026 to sustain into future years

Group / Area	Item	Budget Range	Status
Foundational	Risk Awareness Campaign & Marketing Development	\$80,000	Contract Signed
Foundational	Marketing Campaign – Channel Placement	\$100,000- \$200,000	Planned for FY26 (run rate)
Foundational	Additional Supporting Personnel / Resources	\$200,000	Planned for FY26 (run rate)
Workstream 1	Subsidized Vendor Program Costs	\$180,000 - \$240,000	Estimated (variable based on enrollment)
	Marketing Spend for Vendor Enrollment	\$100,000 - \$140,000	Anticipated (further scoping required)
	Screening Events for Enrollment	\$20,000 - \$40,000	Anticipated (further scoping required)
Workstream 2 & 3	Prediabetes Food-is-Health Event / Fair	\$50,000 - \$100,000	Anticipated (further scoping required)

Key Takeaways

- Current line of sight to **\$480,000** in defined spend and run-rate
- Largest allocation is for the vendor program costs and supporting enrollment efforts; however, much of this is variable based on enrollment
- Second largest allocation is for the Foundational Marketing / Awareness Campaign, plus channel placement of awareness
- Additional spend categories are to support program awareness and future workstream development, but expected relatively low in FY26



Outcomes/Metrics Dashboard

Category	Indicators	Target	Actual (TBD)	Notes
Foundational	# of people with improved knowledge of individual Prediabetes risk	1,000-10,000* (est.) in first 12 months		Via a 7-question prediabetes risk screener (demographics, lifestyle)
Workstream 1 (Adult self-management, virtual dietitian platform vendor)	# of Vendor program enrollments	100-500* (est.) in first 12 months		Based on number successfully enrolled in Season Health and completing at least 1 visit.
Workstream 2 (Adult group/social programming)	Program enrollment metrics, knowledge metrics	TBD		Workstream development in progress; final metrics to be determined after further research
Workstream 3 (Youth programming)	Program enrollment metrics, knowledge metrics	TBD		Workstream development in progress; final metrics to be determined after further research



Next Steps and Dialogue



Dialogue prompts

Objective: To gather board feedback on the El Camino Healthcare District's Population Health and prediabetes strategy and program design.

1. Are there any additional factors that should be considered as we continue execution on the Population Health Strategy in FY2026?
2. Are there additional types of information you'd like to receive in the semi-annual Population Health status update reporting?



Appendix



Workstream 1: Individual self-management for adults

[Program description]

- After a thorough vendor market assessment, as well as research/literature-based analysis of options, we identified the Food-is-Health (or Food-as-Medicine) category of vendor as the most well-aligned with the goals of our program and the ECHD population.
- A formal RFP process is in-progress with a final decision expected by end of FY2025.

Key Program element	Description	Empirical evidence examples / supporting literature	Fit for ECHD and additional considerations
"Food-is-Health" digital health offering	• Digitally-delivered nutrition and diet support from a Registered Dietitian • Program will be delivered primarily through digital interface, including virtual dietitian / nutrition coaching, goal setting, food tracking, biometric data integration, and more.	- Focusing on a single behavior change (vs. Multiple behavior changes) can increase uptake & adherence, reduce cognitive load, and increase self-efficacy, leading to a greater chance of success than other more intensive programs ⁽¹⁾ - Single lifestyle change may be more feasible to promote ^(1,2,3) - Food-as-medicine / Food-is-Health as an approach is seeing increased investment, ination and national focus	• Greater chance of reaching a broader audience & driving awareness • Food is approachable and relatable ("everybody eats") • Food-is-Health vendors have broader insurance coverage = better for ECHD cost management



Workstream 1: Individual self-management for adults

[Measurement]

Measures of success will include a subset of the following:

- Enrollment, engagement, and retention metrics
- Knowledge of prediabetes risk factors and other education metrics, and awareness of prevention-based healthy lifestyle practices
- Awareness of their prediabetes status
- Adherence rates to diet & nutrition plans (e.g. servings of fruits and vegetables, water intake)
- Adherence to and consistency in recording meals, activity, and other metrics that are known to enhance program success
- Improvement in health measures (e.g. weight, glucose, HbA1C, via device integrations and/or self-reported outcomes)
- Cross-participation between programs in Workstream 1 (individual self-management) and Workstream 2 (group/social programming).
- Physician follow-up (e.g. likelihood of follow up with physician as result of program)



Workstream 2: Group/social programming for adults

[Program description]

Ideas to Investigate	Description	Empirical evidence examples / supporting literature	Fit for ECHD and additional considerations
Healthy cooking & nutrition education	- Hands-on cooking classes - Prediabetes-friendly recipes - Covers label reading, meal planning - Education on how to select healthy eating options if not cooking and eating out or getting food delivered	- Healthier meal prep and consumption; ↑ Veg intake, ↓ sugar/fats [1] - A1c improvements in virtual/in-person settings [2]	- High fit; peer-focused, engaging - Hosts: local restaurants, rec centers, library, stores, churches/religious organizations - Consider cultural tailoring (e.g. Latino/Asian meals) - Partner with local chefs or nonprofits
Peer support and coaching groups	- Trained peer mentors or group check-ins, buddy program for accountability - Share meals, goals, tips - Low-cost, potentially high engagement	- Boosts diet change & diabetes prevention program enrollment (2.4×↑) [3] - Improves self-efficacy, support [3]	- High fit; aligns with focus on peer support - Community-based or virtual - Leverage local diversity
Healthy eating challenge	- 4–6 week challenge to increase produce intake, water, or home-cooked meals - Points earned for logging meals, recipes, photos - Rewards: grocery gift cards, cookware, wellness swag	- Gamification & incentives improve diet engagement [4] - Weight loss & behavior change sustained better with goal tracking & social rewards [5]	- High fit; adds fun, social motivation layer - Can run online, via workplace, library, churches/religious organizations or other community gathering hub - Appeals to tech-savvy, goal-oriented populations



Workstream 2: Group/social programming for adults [Measurement]

Measures of success will include a subset of the following:

- Participation metrics (e.g. number of individuals who participate, number of repeat participants)
- Services delivered
- Self-reported increases in education and understanding of risk factors for prediabetes and development of diabetes
- Self-reported behavior change metrics
 - E.g. Proportion of participants making healthy food choices, Number of participants who report consuming at least 3 servings of fruits and vegetables per day
- Self-reported health outcome metrics for longer-term programs targeting behavior change
 - E.g. Self-reported improvement in health measures (e.g. weight, glucose, HbA1C)
- Cross-participation between programs in Workstream 1 (individual self-management) and Workstream 2 (group/social programming).
- Physician follow-up (e.g. likelihood of follow up with physician as result of program)



Workstream 3: Programming for youth

[Program description]

- **Goal:** Build lifelong nutrition literacy to prevent chronic disease
- **Core themes:** Hands-on learning, peer leadership, cultural relevance
- **Approach**
 - Evaluate existing offerings, gaps, and opportunities.
 - Incorporate in-school lessons, after-school clubs, and family engagement.

Ideas to investigate

- | | |
|---|---|
| <ul style="list-style-type: none"> • RD-led classroom visits + tasting challenges • Cooking & garden clubs • Family nights with simple recipes • Food + science tie-ins (e.g. sugar experiments) • Junior Chef Club, student-run garden stands | <ul style="list-style-type: none"> • Healthy habit challenges for families • Electives on food & health, student-led cafés • Culinary medicine clubs, peer nutrition leaders • Community expos led by teens • Subsidies for healthy school lunch choices |
|---|---|



Workstream 3: Programming for youth [Measurement]

Measures of success will include a subset of the following:

- Participation metrics (e.g. number of individuals who participate, number of repeat participants)
- Services delivered
- Self-reported increases in education and understanding of risk factors for health
- Self-reported behavior change metrics
 - E.g. Proportion of participants making healthy food choices, Number of participants who report consuming at least 3 servings of fruits and vegetables per day
- Self-reported health outcome metrics for longer-term programs targeting behavior change
 - E.g. Self-reported improvement in health measures (e.g. weight)



Anticipated interactions with existing programs & initiatives

- Approximately ~30% of the addressable population is either South Asian or Chinese, and we expect will potentially overlap with the target populations of the South Asian Heart Center (SAHC) and Chinese Health Initiative (CHI)
- Staff have engaged in initial conversations with SAHC and CHI program leads about possible ways these programs could leverage opportunities to both supplement and complement existing programs.

Workstream	Opportunity for collaboration	Description
Workstream 1 – Vendor Self-Management for adults	Yes, complementary	• Expected program design differs in intervention style and intensity (SAHC core DPP program is a more intensive program; CHI is predominantly group-based and doesn't include 1:1 coaching; neither program is digital/virtual-first) • Opportunity for cross-referrals since CHI and SAHC don't currently have a nutrition-specific curricula
Workstream 2 - Group / social programming for adults	Yes, supplementary	• Existing group-based elements for CHI and SAHC could serve as model for some group / social programming • Opportunity for joint group-based programming, particularly if continuing Food-is-Health focus in Workstream 2
Workstream 3 – Programming for youth	Unlikely	• Workstream 3 is focused on youth, and therefore is unlikely to target existing populations served by SAHC or CHI





EL CAMINO HEALTHCARE DISTRICT BOARD MEETING MEMO

To: El Camino Healthcare District Board of Directors
From: Julia Miller, El Camino Healthcare District Director
Theresa Fuentes, Chief Legal Officer
Date: November 18, 2025
Subject: District Board Term Limits

Purpose: To provide information to assist District Board discussion regarding potential adoption of term limits for District Board members. To determine if there is interest in imposing term limits, and if so, what additional information would be needed by the Board to take a vote at a future District Board meeting to place a measure on the ballot for November 2026, or a future election, as directed.

Summary: All District Board members currently serve on the El Camino Hospital Board, along with other appointed directors. The Hospital Board imposes term limits of 12 years on its appointed directors, and recent discussions arising out of the Hospital Board assessment and Bylaws revision suggested that the District Board review whether term limits should apply to the District Board.

Background:

Legal Authority

Health and Safety Code § 32100 sets a standard four-year term for healthcare district directors but does not place any limits on consecutive terms. Government Code § 53077 permits the governing body of a district to adopt a resolution to limit the number of terms that a district board member may serve with a majority vote by the electorate. Specifically, this provision states:

- (a) Notwithstanding any other provision of law, the governing body of a district may adopt or the residents of a district may propose, by initiative, a proposal to limit or repeal a limit on the number of terms a member of the governing body of the district may serve on the governing body of the district. Any proposal to limit the number of terms a member of the governing body of the district may serve on the governing body of the district shall apply prospectively and shall not become operative unless it is submitted to the electors of the district at a regularly scheduled election and a majority of the votes cast on the question favor the adoption of the proposal.
- (b) For purposes of this section, the term "district" shall mean an agency of the state, formed pursuant to general law or special act, for the performance of governmental or proprietary functions within limited boundaries.

Examples from Local Public Agencies

We are not aware of any healthcare districts that have imposed term limits on their board members. As such, we compiled examples from local cities and special districts (non-healthcare) that have imposed term limits on their board members, including through ballot measures. This summary is included in Attachment A.

- Santa Clara Valley Water District – Measure A (2022): Extended term limits from three to four consecutive four-year terms.
- South Bay Union School District – Measure X (2020): Established a lifetime limit of three elected terms (partial terms not counted).

Memo – District Term Limits November 18, 2025

- Los Altos – Measure G (1999): Adopted two consecutive four-year term limits.
- Sunnyvale – Measure B (2020): Amended the City Charter to set a three-term limit (four years per term) within a 16-year period, requiring a four-year break before re-eligibility.
- Mountain View – Charter Amendment (2023): Reinforced two term limit (four years per term).
- Los Gatos - Measure B (2020): Adopted two consecutive four-year term limits. After serving two consecutive terms, a member must wait at least four years before being eligible to serve again.

Publications Regarding Pros and Cons of Term Limits

For informational purposes, several publications discuss the pros and cons of term limits for board members of public entities. These publications are itemized in Exhibit B. In general, the pros and cons discussed in these publications include:

Pros of Term Limits

- **Board Renewal:** Ensures regular turnover, bringing in new members and fresh perspectives.
- **Increased Diversity:** Provides opportunities for a wider range of backgrounds, skills, and viewpoints.
- **Prevention of Entrenchment:** Limits the risk of individuals holding power for too long, reducing stagnation and dominance.
- **Enhanced Accountability:** Promotes responsiveness to the public or stakeholders.
- **Encourages Broader Participation:** Opens the door for more people to serve, fostering civic engagement.

Cons of Term Limits

- **Loss of Institutional Knowledge:** Experienced members leave, resulting in diminished historical perspective and expertise.
- **Reduced Expertise:** Frequent turnover can lead to less experienced leadership and weaker policy outcomes.
- **Disruption of Continuity:** Ongoing projects and initiatives may be interrupted or lose momentum.
- **Increased Turnover:** Creates a constant need for onboarding and training new members, which can strain resources.
- **Potential for Short-Term Focus:** Members may prioritize immediate results over long-term planning due to limited time in office.

Costs of Ballot Measure to Impose Term Limits

We have requested information from the County of Santa Clara regarding the estimated cost for the district to include term limits on the November 2026 ballot. That estimate is pending as of this writing, and we will forward information to the Board as soon as it is received. The November 2024 election cost the district approximately \$450,000.00.

Memo – District Term Limits
November 18, 2025

Next Steps

The Board should determine whether it is interested in pursuing term limits, and whether any additional information is needed to assist in this determination. If the Board decides to move forward with term limits, the board can consider a resolution at a future meeting, and once approved, we will work with elections counsel to prepare a ballot measure for November 2026, or a future election, as directed.

If the Board is interested in term limits, questions for consideration include:

- How many terms would be allowed? To align with Hospital Board, one option could be 3 four-year terms, for a total of 12 years.
- Should term limits be staggered to limit the number of board members termed out at the same time? The ballot measure will apply prospectively to all future term limits, however, if the board desired, for current directors who choose to seek re-election at the end of their current term, shorter term limits could be imposed.
- Will board members who are termed out be eligible for re-election or appointment after a certain period of time?
- Will term limits apply to consecutive terms only, or lifetime?
- Will partial terms count, and if so, how long of a partial term?
- Will there be any exceptions, such as a waiver if nobody else steps up to run, or if the district boundaries change?

Attachments:

1. Examples of City and Special District Term Limits (October 2025)
2. Examples of Publications re Term Limits for Public Entities

ATTACHMENT A

EXAMPLES of City and Special Districts Term Limits on Council and Board Members

Mountain View

In Mountain View, City Councilmembers can serve a maximum of two consecutive four-year terms. Most board and commission members also serve four-year terms, but term limits are not specified by the same municipal code that limits the council. In 2023, the city amended the term limits for the mayor.

City Council term limits

- **Term length:** Four years.
- **Limit:** Councilmembers are limited to two consecutive full terms.
- **Mayor:** An amendment to the City Charter, effective November 7, 2023, limits the Mayor to three four-year terms. A person appointed to the position for less than a year to fill a vacancy does not have that time counted toward the limit.
- **Staggered terms:** Elections are staggered, with three or four council seats open every two years.

Boards and commissions term limits

- **Term length:** Members of most boards and commissions serve four-year terms, with the exception of the Downtown Committee, whose members serve three-year terms.
- **Limit:** The city's website for boards, commissions, and committees does not specify any term limits for these volunteer positions. Members are appointed by the City Council.

Local measures

The term limits were established by amendments to the Mountain View City Charter rather than specific ballot measures named for term limits

- **2023 Charter Amendment:** The limit for the mayoral term was established by a Charter election on November 7, 2023

City Election Information

The City of Mountain View is a Charter city with a Council-Manager form of government. Seven Councilmembers are elected at-large by City voters in November of even-numbered years. Each Councilmember may serve a maximum of two consecutive four-year terms.

The next General Municipal Election will be held on November 3, 2026

Sunnyvale

Sunnyvale voters passed [Measure B](#) in March 2020, establishing term limits for the City Council.

- **Maximum Service:** Council members can serve a maximum of three consecutive four-year terms within any sixteen-year period.
- **"Cooling-off" Period:** After reaching the three-term limit, a person must wait at least four years before being eligible to serve on the council again.

MEASURE B

IMPARTIAL ANALYSIS

PREPARED BY THE SUNNYVALE CITY ATTORNEY

The City Council placed Measure B on the ballot to ask voters if the City Charter should be amended to change how the City elects councilmembers.

Historically, Sunnyvale's seven City councilmembers have been elected in an 'at-large with numbered seats' system, meaning each is elected to a specific seat by the voters of the entire City and can live anywhere in the City. The Council selects one of its members to serve as Mayor for a two-year term.

Agencies throughout California with at-large election systems have been increasingly threatened with lawsuits under the California Voting Rights Act ('CVRA') claiming at-large systems illegally dilute minority votes, and impair the ability of minority groups to elect candidates of their choice because of racially polarized voting. In September 2018, the Council reviewed the legal risk from the CVRA and initiated a public process for input on transitioning to district-based elections to avoid potential CVRA issues. In October 2018, the City received a Notice of CVRA Violation from potential plaintiffs alleging the City's at-large system dilutes the voting strength of Asian American voters. After months of City outreach and public input on the change and establishing district boundaries, the Council placed Measure B on the ballot.

Measure B proposes three key changes to Charter Article VI:

- (1) Six city council districts. Measure B would establish six City Council electoral districts. Voters of each district would elect one councilmember who must live in that district. The Council adopted an ordinance establishing the district boundaries that will become effective if Measure B passes.
- (2) Mayor directly elected. Measure B would establish a directly elected Mayor with a four- year term. The Mayor could live anywhere in the City and all voters would vote for the Mayor regardless of where they live.
- (3) Increase total term limits. Currently, City councilmembers may not serve more than two consecutive four-year terms.

Measure B would allow members to serve up to three consecutive four-year terms, with no more than two terms as council member or mayor. A 'YES' vote means you want to change the City's electoral system from 'at-large with seven numbered seats' to 'by-district' with six councilmember districts and a directly elected Mayor. Three districts and the Mayor office will be on the November 2020 ballot. Current councilmembers with time remaining in office will continue to serve until they complete their respective terms. The other three districts will be on the 2022 ballot.

A 'NO' vote means you want the City to retain its at-large with numbered seats electoral system with the Mayor selected by the Council.

BALLOT QUESTION

Shall Article VI of the City of Sunnyvale Charter be amended to establish "by-district" elections for six Council members required to be residents of a district and elected only by the voters of that district, and one Mayor who will be directly elected by all City voters; change term limits to permit service on the Council for three consecutive terms but only two as Council member or Mayor; and make other conforming amendments?

Los Altos

Los Altos has existing term limits for its City Council, which were approved by voters in 1999 (Measure G).

- **Maximum Service:** Council members are limited to serving no more than two consecutive four-year terms.
 - **Consecutive, not Cumulative:** The limit is for consecutive terms, meaning a person can serve another two terms after a break in service.
 - **Recent Activity:** In February 2025, the Los Altos City Council considered a charter amendment to change the term limits but decided not to place a measure on the ballot at that time. Any change to the term limits would require voter approval.
-

Cupertino

There are no term limits for Cupertino City Council members, who are elected at-large to four-year terms.

Los Gatos

Town Council members are limited to serving no more than two consecutive four-year terms. After serving two consecutive terms, a member must wait at least four years before being eligible to serve on the Council again. This term limit was established by voters through the approval of Measure B in November 2020.

Prior to the passage of Measure B, there were no term limits for the Town Council. Council members are elected "at large" (representing the entire community) for staggered four-year terms.

MEASURE B

TOWN ATTORNEY'S IMPARTIAL ANALYSIS

The Los Gatos Town Council consists of five members, each elected by the voters to serve for a four-year term. The Town does not currently impose term limits on its Town Council Members.

Measure "B" proposes the adoption of an Ordinance which would establish term limits for Town Council Members as set forth below.

If Measure "B" is approved, no person who has served two consecutive four-year terms on the Town Council will be permitted to seek nomination or election for a new term until he or she has stayed off the Council for at least four years after the expiration of his or her second consecutive term. Partial terms (two years or less) to fill Council vacancies will not count against the term limit. Therefore, someone who has served a prior partial term of two years or less could still serve two consecutive four-year terms. However, a person could not serve two consecutive four-year terms and then serve a partial term unless and until four years have passed from the end of the person's two consecutive full four-year terms and the beginning of the partial term. Any member of the Town Council who leaves office during a term shall be deemed to have served the entirety of their term.

If Measure "B" is approved, it would apply prospectively to all future four-year Town Council terms starting with those elected at the November 3, 2020 election.

A "yes" vote on Measure "B" will authorize the term limits on Town Council service as set forth above.

A "no" vote on Measure "B" will not authorize the term limits on Town Council service as set forth above.

Measure "B" will be approved if it receives a simple majority of "Yes" votes.

BALLOT QUESTION

Shall the measure proposing a term limit ordinance to require that after serving two (2) four (4) year terms, a Town Council Member is not eligible to run for the Town Council or to be appointed to a vacancy unless a period of four years has elapsed since their last service on Town Council, be adopted?

La Palma (Orange County)

In the November 2024 general election, La Palma voters passed Measure W, which increased the term limits for city council members. The new rules allow members to serve up to three consecutive four-year terms, followed by a mandatory four-year break. This replaced the previous limit of two consecutive four-year terms.

Details on the term limit change

- **Previous limit:** Two consecutive four-year terms, for a total of eight years.
- **New limit (Measure W):** Three consecutive four-year terms, for a total of twelve years.
- **Post-service rules:** Following their consecutive terms, a council member must be out of office for at least four years before they are eligible to run again.

MEASURE W

Background

In the last 5 years, the City of La Palma has consistently made strides to change how representatives are elected to serve as city council members. In 2022, the City shifted its council elections from at-large to by-district elections in which each council member represents a different geographic area of La Palma. November 2024 will be the first election in which some members of the council are elected from districts. With the shift to by-district elections, the City is now looking to reform term limits, initially adopted in 1982, to further adapt to the by-district elections model.

The City Council has placed Measure W on the November 2024 General Election ballot to seek additional reforms to how council members represent residents. The reforms seek to update the term limits to be three consecutive terms on the City Council with a four-year out-of-office period before the clock resets on serving on the City Council.

In advancing this item for consideration by voters, the City Council noted the reasons for consideration:

- La Palma's districts are quite small and the pool of candidates is small as well. There are concerns that a reduced candidate pool could leave voters with few choices on the ballot.
- Regional politics and Sacramento continue to impact local residents, and the City's influence could be enhanced with council members who have time and seniority among regional leaders to gain critical positions on the regional board and protect La Palma. For example, the next process to require more housing units in La Palma could be assisted if the City can place an elected leader on the regional governance board to ensure La Palma is not forced to significantly upzone neighborhoods and affect our quality of life. Regional boards also address homelessness, transportation projects and regional fund allocations for investments in local projects.
- This update preserves term limits while balancing the realities of the new by-district election process.

As La Palma has recently transitioned to district elections to enhance local representation, the City is also reconsidering its term limits to broaden the pool of candidates. This change is partly driven by the need for effective representation in regional organizations that influence local quality of life through policies on homelessness, housing development, and the reinvestment of regional funds into local projects. These regional bodies are often governed by city leaders who have longer durations on their city councils. The La Palma City Council has observed that longer-duration city council members gather more regional relationships and position appointments to help advocate for their city on these regional matters.

Residents will have a chance to vote on this change at the ballot box in November 2024 during the General Election. Since term limits were initially adopted by the voters of La Palma, it is also in the hands of La Palma voters to amend the term limits. The power rests with the voters.

BALLOT QUESTION

To expand the ability of La Palma voters to choose who is elected to city council; provide the opportunity for more consistent community leadership; and broaden the candidate pool for newly created district elections; shall voters limit city council members to three consecutive terms in

office with a mandatory four year out of office period, which will expire if council elections return to at-large elections?

Long Beach

In November 2018, Long Beach voters passed Measure BBB, which increased the term limit for the Mayor and City Council members from two to three four-year terms, for a maximum of 12 years.

Changes to term limits under Measure BBB

- **Three-term limit:** Measure BBB allows the Mayor and City Council members to serve a maximum of three four-year terms. Previously, officials were limited to two terms.
- **Elimination of the write-in loophole:** Under the previous term limits, officials could run for additional, unlimited terms as write-in candidates after their two regular terms were complete. Measure BBB eliminated this loophole, making the three-term limit a firm cap on service.
- **Effective date:** The term limits took effect for all service *after* November 6, 2018, meaning that terms served before this date do not count toward the new limit.

MEASURE BBB

IMPARTIAL ANALYSIS

PREPARED BY THE OFFICE OF THE LONG BEACH CITY ATTORNEY

Voter approval of Measure “BBB” would amend Section 214 of the Long Beach City Charter, relating to term limits for the offices of Mayor and City Councilmember.

On August 7, 2018, the Long Beach City Council placed Measure “BBB” on the ballot for the consideration of Long Beach voters. Long Beach City Charter Section 214, “Term Limitations on Ballot Access by Candidates for City Council and Mayor,” currently provides that the Mayor and City Councilmembers may serve no more than two terms in office, unless they run as a write-in candidate. The Charter currently provides no limit on the number of times a candidate may run as a write-in, and further provides that the name of the write-in candidate who has been nominated at a primary election shall appear on the ballot for the general election as if he or she were formally nominated (not a write-in candidate).

The proposed measure would provide that during his or her lifetime, a person may serve no more than three terms, as further defined in the measure, as Mayor, and no more than three terms as City Councilmember. From the November 6, 2018, general municipal election and for all future elections, any write-in candidacy will count towards the three-term limit. The proposed measure would further prohibit any candidate for the office of Mayor who has served three terms or City Councilmember who has served three terms from running as a write-in candidate. Under state law, term limits measures may only apply prospectively.

Measure “BBB” requires simple majority approval of Long Beach voters to pass. If Measure “BBB” does not pass, the current Charter term limits will remain in effect.

BALLOT QUESTION

Shall the City Charter be amended to limit the Mayor and City Councilmembers to serving three terms and to prohibit individuals who have already served three terms from being elected as write-in candidates?

San Diego Unified School District Board of Education

The Board of Education for the San Diego Unified School District has a three-term limit, which took effect following the November 2022 election.

Key details of the policy:

- **Effective date:** The term limits began with the elections held in November 2022.
- **Term length:** Each elected term is four years long.
- **Lifetime limit:** The three-term limit applies to a person's entire service on the board, regardless of which trustee area they represent. Once a person has served three full elected terms, they are prohibited from seeking further election or appointment to the board.
- **Partial terms:** A partial term does not count toward the limit. A person who is appointed or elected to fill a vacancy for less than a full term will not have that partial term counted.

The term limit was enacted by the board and approved by voters in Measure H, consistent with California Education Code.

MEASURE H BALLOT TITLE

Amendments to San Diego City Charter Section 66 to Enact Term Limits for Members of the Board of Education of the San Diego Unified School District

BALLOT SUMMARY PREPARED BY THE SAN DIEGO CITY ATTORNEY

This measure would amend the San Diego City Charter (Charter) to enact term limits for members of the Board of Education of the San Diego Unified School District (School Board).

If approved by voters, Charter section 66 would limit a member of the School Board to serving three four-year terms, beginning in 2020. Those School Board members who hold office on the date of the Municipal General Election in November 2020 would not have their prior or current terms counted for purposes of the new term limit.

The ballot measure was proposed during a process in which members of the public submitted ballot measure proposals for consideration by a Council standing committee and then the full Council. The Council voted to place the measure on the ballot. If approved, the Charter would be amended as of the date the amendments are chaptered by the California Secretary of State.

BALLOT QUESTION

Shall City Charter section 66 be amended to limit a member of the San Diego Unified School District Board of Education from serving more than three four-year terms, beginning in 2020, and

not count prior or current terms for purposes of the term limit for those School Board members who hold office on the date of the Municipal General Election in 2020?

Santa Clara Valley Water District

Voters in Santa Clara County, including those in Sunnyvale, Los Altos, and Cupertino, initially passed term limits in 2010. However, in June 2022, a measure was proposed to extend these term limits.

Details of the Change

- **Before Measure A:** Board members were limited to a maximum of three consecutive four-year terms.
- **After Measure A:** The limit was extended to four consecutive four-year terms.

MEASURE A

Ordinance Amendment
Majority Vote

BALLOT QUESTION

Shall the measure amending the Santa Clara Valley Water District Ordinance 11-01 to limit Board members to four successive four-year terms be adopted?

South Bay Union School District

South Bay Union School District voters approved Measure X in November 2020 limiting board members to three elected terms.

Details of the term limit

- **Effective date:** The term limit applies to any board term that began on or after December 1, 2020.
- **Lifetime limit:** The three-term limit is for a lifetime, meaning a person who has served three elected terms cannot run for re-election.
- **Partial terms:** A partial term (when a person is elected or appointed to fill a vacancy) does not count toward the three-term limit.
- **Incumbents:** Board members who were serving when the measure was approved became eligible to serve up to three additional terms.

MEASURE X (FULL TEXT)

In 1996 the California State Legislature amended specific Government Code and Education Code sections to permit the governing body of a local public agency, such as a school district, to adopt a proposal to limit the number of terms a member of the governing board may serve and to submit that term limit proposal to the electors.

The South Bay Union School District ('District') Board of Trustees ('Board') believes that:

- a) Full and free access to elected offices is a right of all citizens;
- b) Unchecked multiple terms of incumbency allows the entrenchment of politicians creating an inequitable advantage in the electoral process;
- c) Ensuring equal access to the elected positions of the District is a critical public benefit and will reduce the cost of running for this important public office and remove the inherent advantage of incumbency allowing increased public participation in the electoral process;
- d) Setting a limit on the number of terms an individual may serve on the Board will cause a rejuvenation of the Board by bringing fresh ideas and broadening the range of persons making important decisions effecting the District, its students and schools and will create more competitive elections by ensuring that periodically the advantages of incumbency of a Board member will yield to increase citizen participation in seeking elective office.

TERM LIMIT PROPOSAL

Pursuant to Education Code Section 35107, and the findings above, the Board adopted the following proposal to limit the number of terms a member of the Board may serve ('Proposal') on December 19, 2019. This Proposal, if approved, by a majority of the votes cast by the registered voters residing within the boundaries of the District and voting thereon will prohibit an individual from serving more than three (3) elected terms on the Board as follows:

No person may serve for more than three elected terms as a Board member, regardless of trustee area represented. No person who has served for three terms as a Board member may seek election or appointment for additional service as a Board member.

Any person who serves a partial term as a Board member by way of appointment, election, resignation, removal from office, or any combination thereof, shall not be deemed to have served a full term.

The limitation on the number of terms shall apply only to terms that begin on or after December 1, 2020

The limits imposed by this Proposal may only be amended or repealed pursuant to the requirements of the Education Code.

BALLOT QUESTION

Shall the Members of the South Bay Union School District Board of Trustees be limited to three (3) elected terms of office?

ATTACHMENT B

Example Literature on Term Limits for Board Members of Public Entities

National League of Cities (NLC)

Title: Cities 101 — Term Lengths and Limits

Link: <https://www.nlc.org/resource/cities-101-term-lenghts-and-limits/>

Summary: This resource provides an overview of how term lengths and term limits are structured for city council members across the United States. It explains the rationale behind implementing term limits, such as promoting fresh perspectives and preventing entrenchment. The article also discusses the benefits (e.g., increased accountability, regular infusion of new ideas) and drawbacks (e.g., loss of experienced leaders, disruption of continuity) associated with term limits for local elected officials.

2. BoardSource

Title: Terms and Term Limits

Link: <https://boardsource.org/resources/term-limits/>

Summary: BoardSource's article examines the advantages and disadvantages of imposing term limits on board members. It highlights how term limits can foster board renewal and diversity, but may also result in the loss of valuable institutional knowledge. The resource provides practical advice for boards considering term limits, including recommendations for balancing continuity with the need for new perspectives.

3. Public Policy Institute of California (PPIC)

Title: Adapting to Term Limits: Recent Experiences and New Directions

Authors: Bruce E. Cain, Thad Kousser, Karl E. Kurtz

Link: https://www.ppic.org/wp-content/uploads/content/pubs/report/R_1104BCR.pdf

Summary: This report analyzes the impact of term limits on legislative bodies, with findings relevant to public boards. The authors discuss how term limits can lead to reduced expertise among members, increased turnover, and shifts in policy outcomes. The report also explores strategies for adapting to these changes, such as improving onboarding and training for new members to mitigate the loss of institutional knowledge.

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**El Camino Healthcare District Board of Directors
Open Session Meeting Minutes
Tuesday, October 14, 2025**

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

Board Members Present

John Zoglin, Chair
Carol A. Somersille, MD, Vice Chair
Julia E. Miller,
 Secretary/Treasurer**(*joined at 6:38 p.m.*)
Peter C. Fung, MD
George O. Ting, MD

Board Members Absent

None

Others Present

Dan Woods, CEO
Carlos Bohorquez, CFO
Theresa Fuentes, CLO
Ken King, CAO
Mark Klein, CCMO
Tracey Lewis Taylor, COO
Jon Cowan, Executive
 Director, Government Relations
 and Community Partnerships

Others Present

Anne Yang, Executive Director,
 Governance Services **
Tracy Fowler, Director, Governance
 Services
Gabriel Fernandez, Governance
 Services Coordinator
Brian Richards, Audio Visual
 Services Program Manager
Deanna Chevas, Deputy Director,
 Silicon Valley Bicycle Coalition
Otto Lee, Santa Clara County Board
 of Supervisors President
Brian Darrow, Special Assistant to
 the County Executive
Paul Lorenz, CEO of Santa Clara
 Valley Healthcare

**Via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	Chair Zoglin called to order the open session of the Regular Meeting of the El Camino Healthcare District Board of Directors (the "Board") at 5:30 p.m. and reviewed the logistics for the meeting. A verbal roll call was taken; Directors Fung, Somersille, Ting, and Zoglin were present, constituting a quorum. Director Miller joined remotely at 6:38 p.m. pursuant to AB 2449 (Just Cause – Board travel).	<i>Call to Order at 5:30 p.m.</i>
2. CONSIDER AB 2449 REQUESTS	Chair Zoglin asked if any members of the Board were appearing remotely per AB 2449. Staff announced that Director Miller would be joining the meeting soon and participating remotely under Just Cause.	
3. SALUTE TO THE FLAG	Chair Zoglin asked Director Fung to lead the Pledge of Allegiance.	
4. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Zoglin asked if any Board members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
5. PUBLIC COMMUNICATION	Chair Zoglin asked if there were any members of the public with comments for any items not listed on the agenda. There were no members of the public requesting to speak on this item.	
6. COMMUNITY BENEFIT SPOTLIGHT	Mr. Cowan introduced Ms. Deanna Chevas, Deputy Director of the Silicon Valley Bicycle Coalition, who presented an overview of the organization's <i>Bike to Health</i> program, highlighting beginner rides, family-friendly events, and collaborations to promote safe cycling across district communities. Board members discussed protected bike lanes and community participation.	<i>Resolution 2025-09 adopted.</i>

	Motion: To adopt Resolution 2025-09 recognizing Silicon Valley Bicycle Coalition. Movant: Somersille Second: Fung Ayes: Fung, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: Miller Recused: None	
7. RECEIVE SANTA CLARA COUNTY PRESENTATION: IMPACT OF FEDERAL BUDGET CUTS TO DISTRICT RESIDENTS AND COUNTY'S RESPONSE	Chair Zoglin introduced Otto Lee, President of the Santa Clara County Board of Supervisors who opened the discussion and introduced Brian Darrow, Special Assistant to the County Executive and Paul Lorenz, CEO of Santa Clara Valley Healthcare. The presenters provided an overview of the county's projected \$1 billion fiscal impact from federal budget reductions under H.R. 1, and described associated effects on Medi-Cal funding, emergency care capacity, and social services. They outlined the county's proposed Measure A sales tax initiative and related efforts to mitigate the anticipated shortfall. Four members of the public spoke in support of Measure A: Dr. Sarah Rudman, Jerry Manukian, Christine Delafuente, and Gary Montrezza, who spoke for 2 minutes each. Board members thanked the presenters and commenters for their participation. Directors Somersille and Fung posed questions regarding taxpayer impact and reforms within the county health system, which were addressed by Supervisor Lee and Mr. Lorenz.	
8. FY25 AUDITED FINANCIAL REPORT	Ms. Pulver presented the District's FY25 Audited Financial Report. The auditors issued an unmodified opinion with an emphasis of matter related to a new accounting standard. District-only results reflected lower bond repayment revenues due to reserve adjustments. No material weaknesses were identified.	
9. RECESS TO CLOSED SESSION	Motion: To recess to closed session at 6:37 p.m. Movant: Fung Second: Ting Ayes: Fung, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: Miller Recused: None	<i>Recessed to closed session at 6:37 p.m.</i>
10. AGENDA ITEM 16: CLOSED SESSION REPORT OUT	The open session was reconvened at 7:32 p.m. by Chair Zoglin. Agenda Items 10–13 were addressed in closed session. Chair Zoglin confirmed Director Miller's remote participation under AB 2449 and asked whether anyone over the age of 18 was present in the room with her. Director Miller confirmed she was alone. Mr. Fernandez reported that during closed session, the ECHD Board approved the closed session minutes of the June 17, 2025, meeting. No other reportable actions were taken.	<i>Reconvened open session at 7:32 p.m.</i>

11. AGENDA ITEM 17: APPROVE FY25 AUDITED FINANCIAL REPORT	Chair Zoglin asked for a motion to approve the FY25 Audited Financial Report, which had been reviewed earlier in open session and discussed with the auditor on personnel matters during closed session. The report received an unmodified opinion with no material findings. Motion: To approve the FY25 Audited Financial Report. Movant: Fung Second: Miller Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None	<i>FY25 Audited Financial Report approved.</i>
12. AGENDA ITEM 18: APPROVAL OF CAPITAL REQUEST: MOUNTAIN VIEW CAMPUS COMPLETION - WING J PROJECT	Mr. King presented the capital request for the Mountain View Campus Completion – Wing J Project, representing the final phase of the campus master plan originally approved in 2016. Mr. King reviewed the project scope and financial summary, requesting District approval of funding not to exceed \$80.5 million for Phase 3B construction. He explained that the project includes infrastructure enhancements and the build-out of lower levels to support future inpatient and outpatient capacity. Directors discussed the project's alignment with long-term facility planning and the effective use of District resources. Director Miller expressed concern about land utilization and emphasized the importance of ongoing oversight. Director Ting asked about the potential use of the basement area for patient care, and Mr. King confirmed that the design allows flexibility for future clinical use. Motion: To approve funding not to exceed \$80.5 million for Phase 3B of the Mountain View Campus Completion Project as reviewed and recommended for approval by the El Camino Hospital Board on August 13, 2025. Movant: Fung Second: Ting Ayes: Fung, Somersille, Ting, Zoglin Noes: None Abstentions: Miller Absent: None Recused: None	<i>Capital Request approved.</i>
13. AGENDA ITEM 23: ECHD NEWSLETTER	Chair Zoglin announced that the agenda item on the <i>El Camino Healthcare District Connect</i> newsletter would be taken out of order to allow Dr. Ting to participate before his departure. Mr. Klein opened the discussion regarding the proposed Winter 2025 issue of the District newsletter. He reviewed its purpose, timeline, and governance process, explaining that the Board's role is to provide strategic direction and approve content categories, while staff manage design, writing, and distribution. Directors discussed several points of clarification. Ms. Fuentes confirmed that professional designations such as "MD" will not be used after board members' names, in accordance with Fair Political	<i>Actions:</i> <i>Marketing to confirm accuracy of District map in the newsletter.</i> <i>Ms. Fuentes to share referenced FPPC opinion with the Board</i>

	Practices Commission guidance. Director Miller expressed concern about this restriction and requested that the written FPPC guidance be shared for reference. The Board requested that staff confirm that the District map accurately depicts all areas within the healthcare district (including portions of Palo Alto), implement more rigorous vetting of quoted experts, and ensure appropriate process for advisory input on future issues.	
14. AGENDA ITEM 19: COMMUNITY BENEFIT	Mr. Jon Cowan, Executive Director of Government Relations and Community Partnerships, presented two related items: (a) the annual adoption of the Community Benefit Grants Policy with proposed updates, and (b) the FY2027 Guiding Principles and Ranked & Prioritized Health Needs for the Board's endorsement. Mr. Cowan provided an overview of recent grant cycle outcomes and explained that the policy updates were designed to improve clarity, streamline reporting, and allow limited budget flexibility for approved grantees. Proposed updates included permitting up to a 5% reallocation among program categories, minor line-item adjustments up to \$5,000 or 10%, and continuing eligibility for multi-year funding. During discussion, Directors asked questions and offered comments that at times overlapped both agenda items. Director Somersille asked about the relationship between the annual health needs assessment and the ranking process, while Director Fung noted the importance of aligning future funding with measurable population health outcomes. Director Miller requested clarification on how the FY2027 guiding principles would influence allocations in future grant years, including the 5% reallocation. Mr. Cowan responded that staff would bring forward an implementation framework to the board at a later date to operationalize these priorities, and that any reallocation would be brought to the board for approval. Motion: To approve adoption of the Community Benefit Grants Policy as presented, including the proposed updates. Movant: Somersille Second: Ting Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None Following a brief discussion, Director Miller sought clarification regarding whether 5% increase would return to the Board for approval. Mr. Cowan confirmed that they would. Chair Zoglin asked for a motion to approve item 19B – FY2027 Guiding Principles and Ranked and Prioritized Health Needs. Director Miller made the following motion: Motion: I'll move approval with the clarification that 5% increases come back to the board for approval . Movant: Miller Second: Ting	<i>Community Benefit Grants Policy approved.</i> <i>FY2027 Guiding Principles and Ranked & Prioritized Health Needs approved.</i>

	Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None	
15. AGENDA ITEM 20: CONSENT CALENDAR	Chair Zoglin asked if any items should be removed from the consent calendar for separate discussion. Director Somersille asked for discussion on items c and d (ECH Competency Matrix and ECH Board of Directors Re-Appointment Questionnaire) to explain the process behind those materials. Motion: To approve the consent calendar Movant: Somersille Second: Miller Chair Zoglin asked for discussion and Dr. Fung noted that he had not yet carefully read items c and d and therefore would abstain from voting. Director Miller also abstained. Ayes: Somersille, Ting, Zoglin Noes: None Abstentions: Fung, Miller Absent: None Recused: None	Consent calendar approved. - Minutes of the Open Session of the District Board Meeting (06/17/2025) - Minutes of the Open Session of the District Board Special Meeting (08/13/2025) - ECH Competency Matrix - ECH Board of Directors Re-Appointment Questionnaire
16. AGENDA ITEM 21: FY26 ECHB DIRECTOR REAPPOINTMENT AD HOC COMMITTEE UPDATE	Dr. Somersille, Chair of the FY26 ECHB Director Reappointment Ad Hoc Committee, provided an update on the committee's progress. She reported that the committee had met to review the competency matrix, self-assessments, and reappointment materials for the current cycle. The process is on track, and both the matrix and questionnaire were included in the consent calendar. Dr. Somersille also shared that the committee will distribute the competency matrix to all El Camino Hospital Board members for completion and will send the reappointment questionnaire to the two directors eligible for reappointment this cycle. Staff will coordinate with Governance Services to compile and summarize responses for the ad hoc committee's review.	Action: Staff to distribute competency matrix to ECH Board members for completion.
17. AGENDA ITEM 22: APPOINTMENT OF FY27 ECHB DIRECTOR REAPPOINTMENT /RECRUITMENT AD HOC COMMITTEE	Chair Zoglin introduced the item to appoint members to the FY27 El Camino Hospital Board Director Reappointment/Recruitment Ad Hoc Committee. He stated that the committee's composition would remain the same as the current cycle to ensure continuity, with Dr. Carol Somersille continuing to serve as Chair and Chair Zoglin as the second member. The Board briefly discussed the use of advisors to the committee. Ms. Fuentes confirmed that the Governance Committee Policy permits advisors to support the work of an ad hoc committee, but that the committee consists of only the two members listed on the resolution. Motion: To approve Resolution 2025 – 10 appointing the FY27 ECHB Director Reappointment/Recruitment Ad Hoc Committee.	Resolution 2025-10 adopted

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DRAFT

	Movant: Fung Second: Miller Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None	
18. AGENDA ITEM 24: BOARD ANNOUNCEMENTS	Chair Zoglin invited announcements from the Board. Director Miller commented on the earlier verification of her remote participation and asked why she had been asked whether anyone over the age of 18 was present in the room. Ms. Fuentes clarified that the question is required under the AB 2449 teleconferencing provisions and that the requirement is just a disclosure, not a prohibition on having someone in the room. Director Miller also remarked that she was pleased that recent labor negotiations concluded successfully and that neither the nurses nor SEIU members had gone on strike.	
19. AGENDA ITEM 25: ADJOURNMENT	Motion: To adjourn at 8:24 p.m. Movant: Ting Second: Miller Ayes: Fung, Miller, Somersille, Ting, Zoglin Noes: None Abstentions: None Absent: None Recused: None	Meeting adjourned at 8:24 p.m.

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

 Julia Miller
 Secretary/Treasurer, ECHD Board

Prepared by: Tracy Fowler, Director, Governance Services

Reviewed by: Julia Miller, Secretary/Treasurer, ECHD Board and Theresa Fuentes, Chief Legal Officer



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING COVER MEMO

To: El Camino Healthcare District Board of Directors
From: Jon Cowan, Executive Director Government Relations & Community Partnerships
Date: November 18, 2025
Subject: Community Benefit Sponsorships

Purpose:

To provide the Board with FY2026 ECHD Sponsorships in November 2026.

Summary:

1. Situation: Community Benefit Staff was asked to keep the Board informed regarding Community Benefit Sponsorships YTD.
2. Authority: Board reviewed and approved \$90,000 for Sponsorships in the FY2026 Community Benefit Plan in June 2025.
3. Background:
 - Sponsorship information and instructions are available on the District website.
 - Requests include sponsorship packets that outline the event date, purpose, levels of sponsorship and requirements for sponsor acknowledgement. These requests are reviewed throughout the year on a rolling basis by Community Benefit Staff and the other designated departments that provide community sponsorships (e.g., Marketing & Communications and Government Relations & Community Partnerships).
 - Community Benefit-funded Sponsorships provide general support for health-related agencies improving the well-being of the community.
 - Community Benefit Sponsorships from November 1, 2025 – November 30, 2025 totaled **\$5,000** (Sponsorships occur at different times throughout the year.)
 - Sponsored at \$10,000 or more
 - Sponsored at \$5,000 or less than \$10,000
 - HomeFirst – Dinner event
 - Sponsored at less than \$5,000 – N/A



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING COVER MEMO

To: El Camino Healthcare District Board of Directors
From: Carlos A. Bohorquez, Chief Financial Officer
Date: November 18, 2025
Subject: YTD FY2026 Financial Update (as of 9/30/2025)

Purpose: To receive the Consolidated and Stand-Alone (District) Financials for YTD FY2026 (as of 9/30/2025).

Executive Summary – Consolidated Enterprise Financials (as of 9/30/2025):

Patient activity / volumes remain consistent across the enterprise which has yielded stable financial results through the first nine months of FY2026. The following are key financial KPIs:

Net Patient Revenue (\$):	\$432 million which is favorable to budget by \$3 million / 0.7% and \$40 million / 10.2% higher than in the same period last year.
Total Operating Revenue (\$):	\$446 million is consistent with budget and \$37 million / 9.0% higher than in the same period last year.
Operating Income (\$):	\$43 is favorable to budget by \$8 million / 22.9% and \$12 million / 38.7% higher than the same period last year.
Net Income (\$):	\$104 million is favorable to budget by \$53 million / 103.9%. Favorable net income is primarily attributed to unrealized gains in the investment portfolio.
Balance Sheet (\$):	In the first three months of FY2025 the unrestricted net position increased by \$90 million.

Executive Summary – Stand-Alone (District) Financials (as of 9/30/2025):

Total Operating Revenue (\$):	\$6 million is unfavorable to budget by \$2 million / 21.6%. Unfavorable variance is attributed to timing of receipt of IGT and property tax funds.
Net Income (\$):	(\$0.1) million is unfavorable to budget by \$0.5 million / 123.5%. Unfavorable variance is attributed delay in IGT and property tax funds.

Recommendation:

- Recommend the District Board of Directors approve the Consolidated and Stand-Alone (District) YTD FY2026 financials.

List of Attachments:

- Consolidated and Stand-Alone (District) Financials – YTD FY2026 (as of 9/30/2025)



ECH Board of Directors

Quarterly Finance and Strategic Update

YTD FY2026 Q1 (7/1/2025 – 9/30/2025)

Carlos A. Bohorquez, Chief Financial Officer

November 12, 2025

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1. Executive Summary
2. YTD FY2026 Q1 Financial Update (as of 9/30/2025)
 - Financial Results
 - Non-Operating Income, Net Income and Total Unrestricted Liquidity
 - 2027 Strategic Plan Update
3. Q & A
4. Appendix

1. Executive Summary

Executive Summary: YTD FY2026 Q1 Financial Results (as of 9/30/2025)

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- YTD FY2026 Q1 operating performance remains strong and significantly favorable to budget / prior year:
 - Operating Income: \$44 million (actual) vs. \$36 million (budget) vs. \$31 million (prior FY)
 - Operating EBIDA: \$69 million (actual) vs. \$62 million (budget) vs. \$56 million (prior FY)
- Strong operating performance and non-operating income (investment income) are contributing to the further strengthening of key balance sheet ratios (liquidity & leverage)
- YTD FY2026 Q1 total capital expenditures to support construction projects across the healthsystem and purchase of new / replacement equipment was \$42.7 million
- YTD FY2026 Q1 total unrestricted cash of \$2.41B which represents an increase of \$63 million over FYE 2025 (6/30/2025)

Notes:

Operating Income:	Total Operating Revenue - Total Operating Expenses (excludes Investment Income)
Operating EBIDA:	Operating (Margin) Earnings - Interest Depreciation and Amortization
Net Income:	Operating Margin + Non-Operating Revenue (Investment Income)

2. YTD F2026 Q1 - Financial Update (as of 9/30/2025)

- Financial Results
- Non-Operating Income, Net Income and Total Unrestricted Liquidity
- Strategic Alignment / Partnerships

YTD FY2026 Q1 – Volume and Payor Mix Comparison (\$ Millions)

(as of 9/30/2026)

	YTD FY2026 Actual vs. Budget				YTD FY2026 vs. TYD FY2025		
	<u>YTD FY2026</u>	<u>YTD Budget</u>	<u>Variance to Budget</u>	<u>Percent Variance</u>	<u>YTD FY2025</u>	<u>Variance to FY2025</u>	<u>Percent Variance</u>
Average Daily Census	297	301	(4)	-1.3%	299	(2)	-0.5%
Discharges (Exc. NB)	5,446	5,563	(117)	-2.1%	5,431	15	0.3%
Deliveries	1,215	1,238	(23)	-1.9%	1,151	64	5.6%
Adjusted Discharges	11,657	11,144	513	4.6%	10,858	799	7.4%
Total Surgeries	3,750	3,666	84	2.3%	3,555	195	5.5%
Emergency Room Visits	20,814	19,751	1,063	5.4%	19,514	1,300	6.7%
Outpatient Cases	58,833	54,130	4,703	8.7%	52,332	6,501	12.4%
Gross Charges	\$ 2,017	\$ 1,911	\$ 105	5.5%	\$ 1,750	\$ 267	15.2%
Percent Government (%)	59.2%	57.8%	1.4%	2.4%	57.5%	1.7%	3.0%

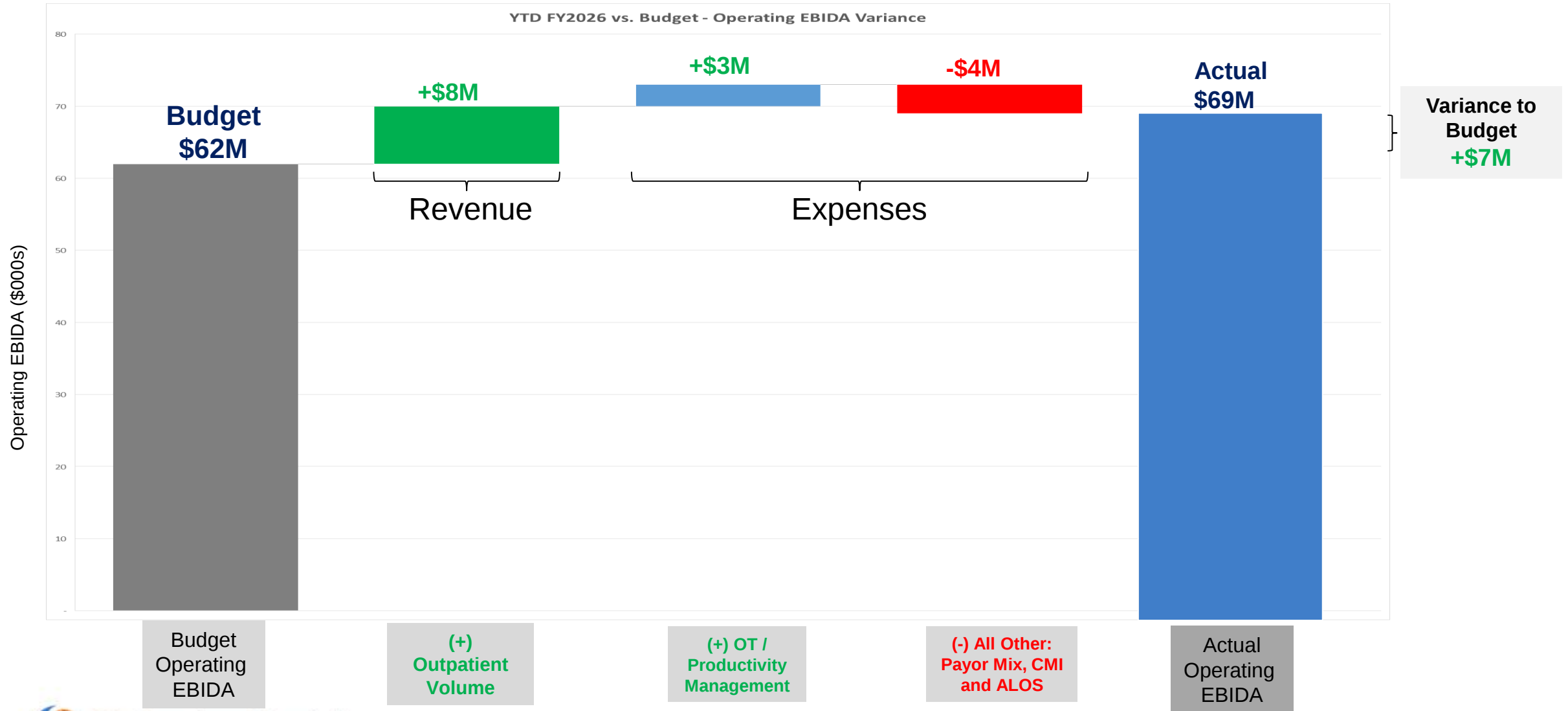
YTD FY2026 Q1 - Statement of Revenues and Expenses (\$ Millions)

(as of 9/30/2025)

	YTD FY2026 Actual vs. Budget				YTD FY2026 vs. YTD FY2025		
			Variance	Percent	Variance to		Percent
	YTD FY2026	YTD Budget	to Budget	Variance	YTD FY2025	FY2025	Variance
OPERATING REVENUE							
Total Operating Revenue	\$ 446	\$ 446	\$ (0)	-0.1%	\$ 409	\$ 37	9.0%
OPERATING EXPENSES							
Salaries, Wages and Benefits	234	231	(3)	-1.2%	219	15	7.0%
Supplies, Purch. Srvs. and All Other	143	153	10	6.6%	134	9	6.7%
Interest	5	5	(1)	-11.5%	4	0	4.5%
Depreciation	21	21	(0)	-2.2%	21	(0)	-0.1%
Total Operating Expenses	\$ 402	\$ 411	\$ (8)	-2.0%	\$ 378	\$ 24	6.5%
Operating Margin	\$ 44	\$ 36	\$ 8	22.8%	\$ 31	\$ 12	39.8%
Non-Operating Revenue	60	17	43	254.8%	74	(14)	-18.8%
Net Income	\$ 104	\$ 53	\$ 51	97.9%	\$ 106	\$ (2)	-1.5%
Operating EBIDA	\$ 69	\$ 62	\$ 7	11.3%	\$ 56	\$ 13	22.3%
Operating Margin (%)	9.8%	8.0%	1.8%	22.9%	7.6%	2.2%	28.3%
Operating EBIDA Margin (%)	15.5%	13.9%	1.6%	11.4%	13.8%	1.7%	12.2%
Net Margin (%)	23.3%	11.8%	11.5%	98.0%	25.8%	-2.5%	-9.6%

What factors drove favorable variance to budget?

YTD FY2026: \$69M (actual) vs. \$62M (budget) = \$7M / 11.9% favorable to budget



Balance Sheet / Non-Operating / Liquidity Position (as of 9/30/2025)

- Strong operating performance and non-operating income (investment income) are contributing to the further strengthening of key balance sheet ratios (liquidity & leverage)

Non-Operating Income (NOI) ➤ **YTD FY2026 Q1 NOI of \$60 million is \$43 million favorable to budget**, but \$14 million lower than the same period last year. Investment income is the primary component of non-operating income

Investment income has been positive 3 of 3 months of FY2026

Net Income ➤ **YTD FY2026 Q1 Net Income of \$104 million is \$51 million favorable to budget**, but \$2 million lower than the same period last year

Cash, ST / LT Investments ➤ Total unrestricted cash \$2.41B (YTD FY2026) vs. \$2.34B (FYE 2025) **represents an increase of \$63 million in unrestricted cash**

Capital Expenditures ➤ YTD FY2026 Changes to Property, Plant and Equipment: \$42.7 million



2027 Strategic Plan Update

- Consistent with our 2027 strategic plan and initiatives outlined in the FY2025 budget, we are currently evaluating the following partnership and/or acquisition opportunities:
 - ASC
 - Specialty Medical Group
 - Primary Care & Specialty Medical Group

Q & A

APPENDIX

Key Statistics: Period 3 and YTD (as of 09/30/2025)

Key Metrics	Month to Date			Variance (%)	
	PY	CY	Budget	CY vs PY	CY vs Budget
ADC	315	295	317	(6.4%)	(7.1%)
Utilization MV	80%	76%	81%	(4.5%)	(5.7%)
Utilization LG	40%	34%	40%	(14.7%)	(13.3%)
Utilization Combined	68%	63%	68%	(6.4%)	(7.1%)
Adjusted Discharges	3,610	3,764	3,674	4.2%	2.4%
Total Discharges (Exc NB)	1,845	1,732	1,892	(6.1%)	(8.5%)
Total Discharges	2,180	2,083	2,250	(4.4%)	(7.4%)

Inpatient Case Activity

MS Discharges	1,331	1,243	1,349	(6.6%)	(7.8%)
Deliveries	369	371	396	0.5%	(6.4%)
BHS	113	93	111	(17.7%)	(16.2%)
Rehab	36	42	36	16.7%	15.7%

Outpatient Case Activity

Total Outpatient Cases	16,910	19,516	17,508	15.4%	11.5%
ED	4,988	5,527	4,999	10.8%	10.6%
OP Surg	621	652	515	5.0%	26.5%
Endo	295	318	281	7.8%	13.0%
Interventional	199	271	189	36.2%	43.3%
All Other	10,807	12,748	11,523	18.0%	10.6%

Hospital Payor Mix

Medicare	47.3%	49.2%	48.8%	3.9%	0.7%
Medi-Cal	10.8%	9.9%	9.9%	(8.0%)	0.0%
Commercial	40.1%	38.8%	39.6%	(3.1%)	(1.9%)
Other	1.8%	2.1%	1.7%	14.6%	18.0%

	Year to Date			Variance (%)	
	PY	CY	Budget	CY vs PY	CY vs Budget
	299	297	301	(0.5%)	(1.3%)
	76%	75%	77%	(0.4%)	(1.6%)
	38%	37%	38%	(1.6%)	(0.2%)
	64%	64%	65%	(0.6%)	(1.4%)
	10,857	11,651	11,146	7.3%	4.5%
	5,431	5,446	5,563	0.3%	(2.1%)
	6,484	6,579	6,701	1.5%	(1.8%)

	3,830	3,790	3,877	(1.0%)	(2.3%)
	1,150	1,211	1,236	5.3%	(2.0%)
	337	316	336	(6.2%)	(6.0%)
	113	143	114	26.5%	25.5%

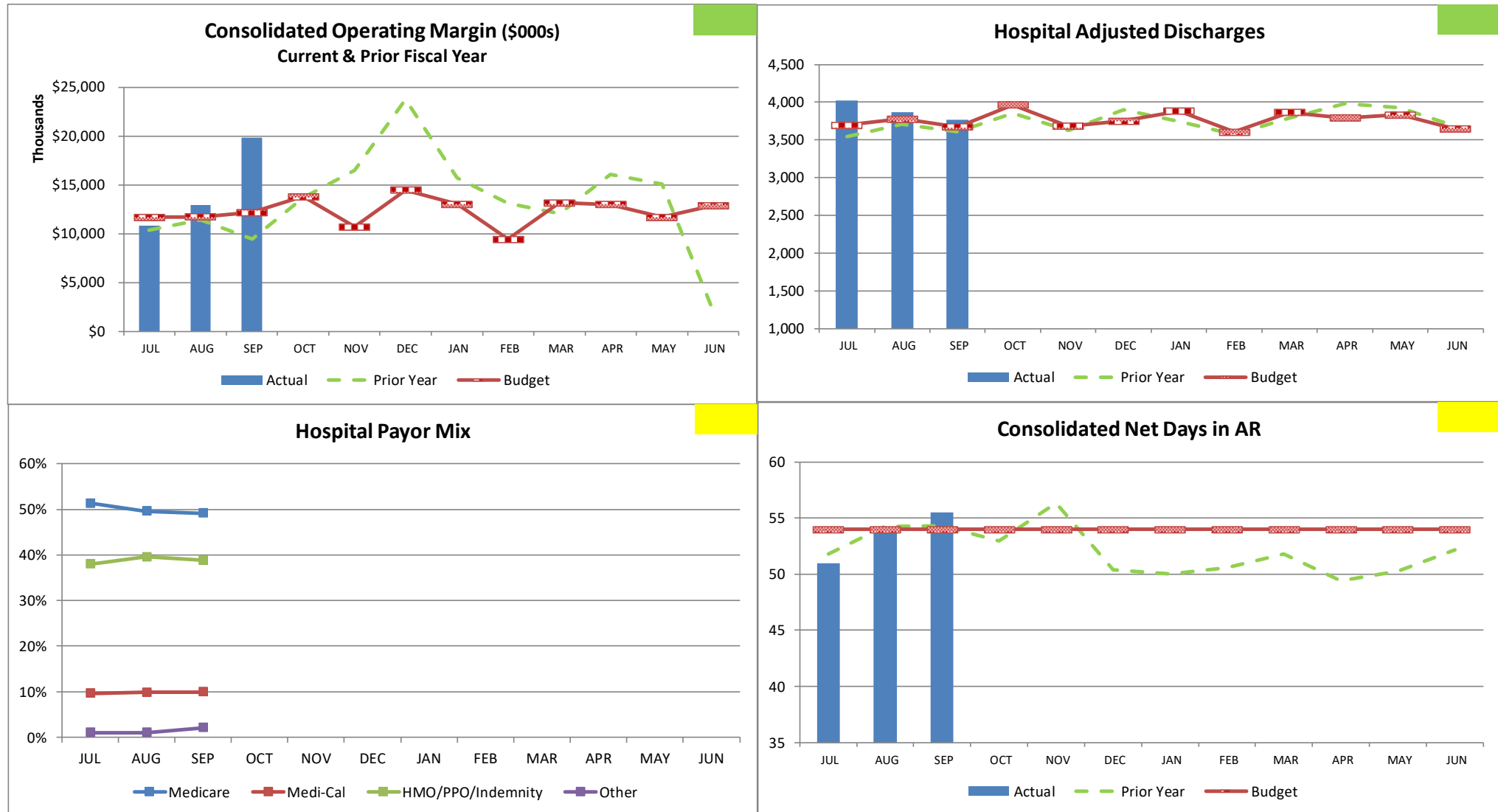
	52,332	58,833	54,130	12.4%	8.7%
	15,521	16,450	15,549	6.0%	5.8%
	1,919	1,995	1,582	4.0%	26.1%
	909	1,002	869	10.2%	15.3%
	615	770	596	25.2%	29.2%
	33,368	38,616	35,534	15.7%	8.7%

	48.2%	50.0%	48.8%	3.8%	2.5%
	10.0%	9.8%	9.8%	(1.8%)	(0.1%)
	39.7%	38.8%	39.6%	(2.4%)	(2.1%)
	2.1%	1.4%	1.8%	(34.2%)	(28.7%)

Enterprise Income Statement: Rolling 16 Monthly Trend (\$000s)

	FY2024	FY2025												FY2026				
	Period 12 Jun-24	Period 1 Jul-24	Period 2 Aug-24	Period 3 Sep-24	Period 4 Oct-24	Period 5 Nov-24	Period 6 Dec-24	Period 7 Jan-25	Period 8 Feb-25	Period 9 Mar-25	Period 10 Apr-25	Period 11 May-25	Period 12 Jun-25	Period 1 Jul-25	Period 2 Aug-25	Period 3 Sep-25	YTD FY2026	Rolling 16 Monthly Average
Operating Revenues:																		
Gross Revenue	534,992	561,898	598,024	589,936	639,133	593,049	637,395	627,446	575,945	639,119	609,693	628,681	604,598	670,367	658,540	687,593	2,016,500	616,026
Deductions from Revenue	(417,110)	(433,421)	(464,376)	(460,076)	(495,696)	(458,191)	(494,401)	(490,046)	(445,650)	(498,852)	(471,982)	(486,779)	(464,112)	(529,220)	(514,001)	(541,186)	(1,584,407)	(479,069)
Net Patient Revenue	117,882	128,476	133,648	129,860	143,437	134,858	142,994	137,401	130,295	140,266	137,712	141,903	140,486	141,147	144,539	146,407	432,093	136,957
Other Operating Revenue	2,102	5,535	5,431	6,021	5,767	5,292	5,617	6,483	5,773	5,775	12,973	6,665	6,815	6,355	4,659	2,666	13,680	5,871
Total Operating Revenue	119,984	134,012	139,079	135,881	149,205	140,151	148,611	143,884	136,068	146,041	150,685	148,568	147,301	147,502	149,198	149,073	445,773	142,828
Operating Expenses:																		
Salaries, Wages and Benefits	50,172	73,626	72,460	72,704	76,003	70,785	70,604	73,937	68,724	75,957	73,851	71,683	68,219	80,924	80,572	72,602	234,098	72,051
Supplies	10,476	17,400	19,341	18,783	20,815	18,011	19,805	18,546	19,105	19,767	24,311	20,369	22,050	18,876	19,052	20,595	58,522	19,206
Fees & Purchased Services	25,168	20,187	22,785	21,431	25,187	21,563	19,741	23,528	21,983	27,055	25,126	24,974	28,699	23,991	22,751	23,109	69,851	23,580
Other Operating Expenses	8,338	3,995	4,660	5,143	5,210	4,932	6,432	3,215	4,503	1,973	3,115	8,107	17,338	4,913	5,199	4,122	14,234	5,700
Interest	1,487	1,457	1,483	1,472	1,475	1,493	1,460	1,454	1,429	1,393	1,403	1,369	2,022	1,189	1,740	1,696	4,624	1,501
Depreciation	7,023	6,991	6,956	6,899	6,850	6,908	6,817	7,480	7,181	7,818	6,782	7,005	7,007	6,797	6,940	7,088	20,825	7,034
Total Operating Expenses	102,663	123,655	127,683	126,432	135,540	123,692	124,858	128,160	122,924	133,964	134,589	133,507	145,336	136,691	136,252	129,211	402,154	129,072
Operating Margin	17,321	10,357	11,396	9,449	13,664	16,459	23,753	15,724	13,144	12,078	16,096	15,061	1,965	10,812	12,946	19,862	43,619	13,755
Non-Operating Income	27,151	20,398	26,050	24,430	(12,737)	19,665	(5,482)	14,633	15,996	(21,198)	(2,958)	18,251	63,482	15,042	11,204	34,088	60,333	15,501
Net Margin	44,473	30,755	37,446	33,880	928	36,124	18,271	30,357	29,139	(9,120)	13,138	33,312	65,448	25,854	24,150	53,949	103,953	29,256
Operating EBIDA	25,831	18,804	19,834	17,820	21,989	24,860	32,029	24,657	21,753	21,289	24,281	23,435	10,995	18,798	21,625	28,645	69,069	22,290
Operating Margin (%)	14.4%	7.7%	8.2%	7.0%	9.2%	11.7%	16.0%	10.9%	9.7%	8.3%	10.7%	10.1%	1.3%	7.3%	8.7%	13.3%	9.8%	9.6%
Operating EBIDA Margin (%)	21.5%	14.0%	14.3%	13.1%	14.7%	17.7%	21.6%	17.1%	16.0%	14.6%	16.1%	15.8%	7.5%	12.7%	14.5%	19.2%	15.5%	15.6%

YTD FY2026 Financial KPIs – Monthly Trends



Consolidated Statement of Operations (\$000s)

Period 3 ending 09/30/2025

Period 3 FY 2025	Period 3 FY 2026	Period 3 Budget 2026	Variance Fav (Unfav)	Var%		YTD FY 2025	YTD FY 2026	YTD Budget 2026	Variance Fav (Unfav)	Var%
					\$000s					
OPERATING REVENUE										
589,936	687,593	641,077	46,516	7.3%	Gross Revenue	1,749,858	2,016,500	1,911,082	105,418	5.5%
(460,076)	(541,186)	(497,928)	(43,258)	(8.7%)	Deductions	(1,357,873)	(1,584,407)	(1,481,988)	(102,420)	(6.9%)
129,860	146,407	143,149	3,258	2.3%	Net Patient Revenue	391,985	432,093	429,095	2,999	0.7%
6,021	2,666	5,659	(2,994)	(52.9%)	Other Operating Revenue	16,988	13,680	17,033	(3,353)	(19.7%)
135,881	149,073	148,809	264	0.2%	Total Operating Revenues	408,972	445,773	446,128	(354)	(0.1%)
OPERATING EXPENSE										
72,704	72,602	77,146	4,544	5.9%	Salaries & Wages	218,789	234,098	231,350	(2,748)	(1.2%)
18,783	20,595	20,845	250	1.2%	Supplies	55,524	58,522	62,700	4,177	6.7%
21,431	23,109	24,725	1,616	6.5%	Fees & Purchased Services	64,403	69,851	74,625	4,774	6.4%
5,143	4,122	5,105	983	19.3%	Other Operating Expense	13,798	14,234	15,393	1,159	7.5%
1,472	1,696	1,739	43	2.5%	Interest	4,412	4,624	5,216	592	11.4%
6,899	7,088	7,082	(6)	(0.1%)	Depreciation	20,845	20,825	21,285	460	2.2%
126,432	129,211	136,643	7,432	5.4%	Total Operating Expenses	377,770	402,154	410,569	8,416	2.0%
9,449	19,862	12,166	7,696	63.3%	Net Operating Margin	31,202	43,619	35,558	8,061	22.7%
24,430	34,088	5,538	28,549	515.5%	Non Operating Income	70,879	60,333	14,660	45,673	311.6%
33,880	53,949	17,704	36,245	204.7%	Net Margin	102,081	103,953	50,218	53,734	107.0%
17,820	28,645	20,987	7,658	36.5%	Operating EBIDA	56,459	69,069	62,060	7,009	11.3%
13.1%	19.2%	14.1%	5.1%		Operating EBIDA Margin	13.8%	15.5%	13.9%	1.6%	
7.0%	13.3%	8.2%	5.1%		Operating Margin	7.6%	9.8%	8.0%	1.8%	
24.9%	36.2%	11.9%	24.3%		Net Margin	25.0%	23.3%	11.3%	12.1%	

El Camino Hospital – Mountain View

Statement of Operations (\$000s)

Period 3 ending 09/30/2025

Period 3 FY 2025	Period 3 FY 2026	Period 3 Budget 2026	Variance Fav (Unfav)	Var%		YTD FY 2025	YTD FY 2026	YTD Budget 2026	Variance Fav (Unfav)	Var%
					\$000s					
					OPERATING REVENUES					
439,122	517,488	476,826	40,663	8.5%	Gross Revenue	1,311,433	1,500,231	1,428,716	71,515	5.0%
(343,296)	(410,576)	(373,780)	(36,796)	(9.8%)	Deductions	(1,024,843)	(1,187,403)	(1,117,562)	(69,841)	(6.2%)
95,825	106,913	103,046	3,867	3.8%	Net Patient Revenue	286,590	312,828	311,153	1,675	0.5%
2,738	2,622	2,313	309	13.4%	Other Operating Revenue	7,333	7,703	6,954	749	10.8%
98,563	109,535	105,359	4,176	4.0%	Total Operating Revenues	293,923	320,531	318,107	2,424	0.8%
					OPERATING EXPENSES					
56,422	55,476	58,794	3,318	5.6%	Salaries & Wages	170,397	180,162	176,735	(3,427)	(1.9%)
13,207	14,322	14,799	476	3.2%	Supplies	39,893	41,108	44,900	3,792	8.4%
8,464	8,453	9,578	1,125	11.7%	Fees & Purchased Services	27,240	22,945	29,707	6,763	22.8%
3,508	4,472	3,502	(970)	(27.7%)	Other Operating Expense	9,516	11,687	10,610	(1,077)	(10.2%)
1,472	1,696	1,739	43	2.5%	Interest	4,412	4,624	5,216	592	11.4%
5,232	5,260	5,450	190	3.5%	Depreciation	15,819	15,508	16,388	880	5.4%
88,305	89,679	93,861	4,182	4.5%	Total Operating Expenses	267,276	276,034	283,556	7,522	2.7%
10,258	19,856	11,498	8,358	72.7%	Net Operating Margin	26,647	44,497	34,551	9,946	28.8%
23,919	32,402	5,242	27,160	518.1%	Non Operating Income	67,841	56,039	13,772	42,267	306.9%
34,176	52,258	16,741	35,518	212.2%	Net Margin	94,488	100,536	48,323	52,213	108.1%
16,962	26,812	18,687	8,125	43.5%	Operating EBIDA	46,878	64,629	56,155	8,474	15.1%
17.2%	24.5%	17.7%	6.7%		Operating EBIDA Margin	15.9%	20.2%	17.7%	2.5%	
10.4%	18.1%	10.9%	7.2%		Operating Margin	9.1%	13.9%	10.9%	3.0%	
34.7%	47.7%	15.9%	31.8%		Net Margin	32.1%	31.4%	15.2%	16.2%	

El Camino Hospital – Los Gatos

Statement of Operations (\$000s)

Period 3 ending 09/30/2025

Period 3 FY 2025	Period 3 FY 2026	Period 3 Budget 2026	Variance Fav (Unfav)	Var%		YTD FY 2025	YTD FY 2026	YTD Budget 2026	Variance Fav (Unfav)	Var%
					\$000s					
					OPERATING REVENUE					
125,801	141,900	138,382	3,518	2.5%	Gross Revenue	380,337	437,317	406,009	31,308	7.7%
(99,096)	(110,468)	(107,495)	(2,973)	(2.8%)	Deductions	(295,632)	(343,936)	(315,259)	(28,678)	(9.1%)
26,705	31,432	30,887	545	1.8%	Net Patient Revenue	84,705	93,381	90,750	2,630	2.9%
606	597	559	37	6.6%	Other Operating Revenue	1,872	1,751	1,681	70	4.2%
27,311	32,028	31,447	582	1.9%	Total Operating Revenue	86,577	95,132	92,431	2,701	2.9%
					OPERATING EXPENSE					
12,664	12,686	13,809	1,123	8.1%	Salaries & Wages	37,760	40,791	40,949	158	0.4%
4,566	5,445	5,034	(411)	(8.2%)	Supplies	13,370	14,754	14,795	41	0.3%
5,448	6,066	5,913	(153)	(2.6%)	Fees & Purchased Services	16,014	18,504	17,805	(699)	(3.9%)
332	408	521	113	21.7%	Other Operating Expense	1,148	1,380	1,584	204	12.9%
0	0	0	0	0.0%	Interest	0	0	0	0	0.0%
1,373	1,552	1,364	(188)	(13.8%)	Depreciation	4,164	4,497	4,097	(400)	(9.8%)
24,384	26,158	26,641	483	1.8%	Total Operating Expense	72,457	79,926	79,230	(696)	(0.9%)
2,928	5,871	4,806	1,065	22.2%	Net Operating Margin	14,120	15,206	13,201	2,005	15.2%
0	0	0	0	0.0%	Non Operating Income	0	0	0	0	0.0%
2,928	5,871	4,806	1,065	22.2%	Net Margin	14,120	15,206	13,201	2,005	15.2%
4,301	7,423	6,170	1,253	20.3%	Operating EBIDA	18,284	19,703	17,298	2,405	13.9%
15.7%	23.2%	19.6%	3.6%		Operating EBIDA Margin	21.1%	20.7%	18.7%	2.0%	
10.7%	18.3%	15.3%	3.0%		Operating Margin	16.3%	16.0%	14.3%	1.7%	
10.7%	18.3%	15.3%	3.0%		Net Margin	16.3%	16.0%	14.3%	1.7%	

El Camino Health Medical Network

Statement of Operations (\$000s)

Period 3 ending 09/30/2025

Period 3 FY 2025	Period 3 FY 2026	Period 3 Budget 2026	Variance Fav (Unfav)	Var%		YTD FY 2025	YTD FY 2026	YTD Budget 2026	Variance Fav (Unfav)	Var%
					\$000s					
					OPERATING REVENUES					
15,498	23,472	20,869	2,603	12.5%	Gross Revenue	48,573	70,153	61,355	8,798	14.3%
(9,366)	(15,800)	(12,323)	(3,477)	(28.2%)	Deductions	(29,081)	(45,178)	(36,177)	(9,002)	(24.9%)
6,132	7,672	8,546	(874)	(10.2%)	Net Patient Revenue	19,491	24,975	25,179	(204)	(0.8%)
1,639	2,575	1,659	916	55.2%	Other Operating Revenue	4,628	7,165	5,015	2,150	42.9%
7,771	10,247	10,205	42	0.4%	Total Operating Revenues	24,120	32,140	30,194	1,946	6.4%
					OPERATING EXPENSES					
2,852	3,813	3,851	38	1.0%	Salaries & Wages	8,897	11,394	11,605	211	1.8%
806	719	862	143	16.6%	Supplies	2,047	2,401	2,554	153	6.0%
6,575	9,656	8,240	(1,416)	(17.2%)	Fees & Purchased Services	19,187	28,988	24,205	(4,782)	(19.8%)
935	1,038	970	(68)	(7.0%)	Other Operating Expense	2,632	3,035	2,883	(151)	(5.3%)
0	0	0	0	0.0%	Interest	0	0	0	0	0.0%
260	231	232	2	0.7%	Depreciation	786	679	691	12	1.7%
11,428	15,456	14,155	(1,301)	(9.2%)	Total Operating Expenses	33,551	46,497	41,939	(4,558)	(10.9%)
(3,657)	(5,210)	(3,951)	(1,259)	(31.9%)	Net Operating Margin	(9,431)	(14,357)	(11,745)	(2,612)	(22.2%)
0	12	15	(3)	(20.1%)	Non Operating Income	0	81	44	37	85.1%
(3,657)	(5,198)	(3,936)	(1,262)	(32.1%)	Net Margin	(9,431)	(14,276)	(11,702)	(2,575)	(22.0%)
(3,397)	(4,979)	(3,719)	(1,260)	(33.9%)	Operating EBIDA	(8,645)	(13,678)	(11,054)	(2,624)	(23.7%)
(43.7%)	(48.6%)	(36.4%)	(12.1%)		Operating EBIDA Margin	(35.8%)	(42.6%)	(36.6%)	(5.9%)	
(47.1%)	(50.8%)	(38.7%)	(12.1%)		Operating Margin	(39.1%)	(44.7%)	(38.9%)	(5.8%)	
(47.1%)	(50.7%)	(38.6%)	(12.2%)		Net Margin	(39.1%)	(44.4%)	(38.8%)	(5.7%)	

Consolidated Balance Sheet (as of 09/30/2025)

(\$000s)

ASSETS

	September 30, 2025	Unaudited June 30, 2025
CURRENT ASSETS		
Cash	432,843	407,140
Short Term Investments	108,049	98,926
Patient Accounts Receivable, net	260,566	240,895
Other Accounts and Notes Receivable	23,754	23,615
Intercompany Receivables	20,419	23,136
Inventories and Prepaids	52,662	54,047
Total Current Assets	898,293	847,759
BOARD DESIGNATED ASSETS		
Foundation Board Designated	18,816	18,467
Plant & Equipment Fund	541,552	541,377
Women's Hospital Expansion	59,734	45,895
Operational Reserve Fund	210,693	210,693
Community Benefit Fund	18,752	17,476
Workers Compensation Reserve Fund	12,374	13,086
Postretirement Health/Life Reserve Fund	22,028	23,009
PTO Liability Fund	44,115	41,558
Malpractice Reserve Fund	1,713	1,713
Catastrophic Reserves Fund	44,223	41,019
Total Board Designated Assets	974,000	954,294
FUNDS HELD BY TRUSTEE	-	-
LONG TERM INVESTMENTS	795,512	753,548
CHARITABLE GIFT ANNUITY INVESTMENTS	1,303	1,279
INVESTMENTS IN AFFILIATES	52,306	51,293
PROPERTY AND EQUIPMENT		
Fixed Assets at Cost	2,101,061	2,067,886
Less: Accumulated Depreciation	(980,653)	(959,828)
Construction in Progress	237,882	228,708
Property, Plant & Equipment - Net	1,358,289	1,336,766
DEFERRED OUTFLOWS	41,011	41,289
RESTRICTED ASSETS	35,808	50,154
OTHER ASSETS	217,740	204,109
TOTAL ASSETS	4,374,262	4,240,492

LIABILITIES AND FUND BALANCE

	September 30, 2025	Unaudited June 30, 2025
CURRENT LIABILITIES		
Accounts Payable	69,307	77,103
Salaries and Related Liabilities	55,493	39,837
Accrued PTO	74,789	71,612
Worker's Comp Reserve	2,300	2,300
Third Party Settlements	9,669	8,509
Intercompany Payables	16,031	18,745
Malpractice Reserves	1,713	1,713
Bonds Payable - Current	15,615	15,615
Bond Interest Payable	3,486	5,651
Other Liabilities	20,935	17,992
Total Current Liabilities	269,339	259,076
LONG TERM LIABILITIES		
Post Retirement Benefits	22,028	22,028
Worker's Comp Reserve	12,374	12,374
Other L/T Obligation (Asbestos)	25,810	25,939
Bond Payable	525,781	524,470
Total Long Term Liabilities	585,993	584,811
DEFERRED REVENUE-UNRESTRICTED	1,589	1,538
DEFERRED INFLOW OF RESOURCES	84,702	84,379
FUND BALANCE/CAPITAL ACCOUNTS		
Unrestricted	3,132,568	3,020,914
Minority Interest	-	-
Board Designated	236,625	225,482
Restricted	63,446	64,292
Total Fund Bal & Capital Accts	3,432,640	3,310,689
TOTAL LIABILITIES AND FUND BALANCE	4,374,262	4,240,492



EL CAMINO HEALTHCARE DISTRICT FY2026 PACING PLAN / MASTER CALENDAR

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
COMMUNITY BENEFIT												
Spotlight Recognition				✓				✓	✓			
CB Year-End Report				✓								
CBAC Policy – Annual Approval				✓								
CB Plan Study Session											✓	
CB Mid-Year Metrics					✓						✓	
Approval of CB Plan												✓
Grant Partner Site Visit				✓		✓		✓	✓			
COMPLIANCE												
Financial Audit – Consolidated ECH District Financials				✓								
Approve Hospital Audit				✓								
DISTRICT REAL ESTATE												
Real Estate Update				✓					✓			
District Capital Outlay											✓	✓
EXECUTIVE PERFORMANCE												
CEO Performance Review				✓								
FINANCE												
Financials				✓				✓	✓			✓
Budget											✓	✓
Tax Appropriation (Gann limit)												✓
GOVERNANCE												
Appoint FY27 Ad Hoc Committee & Advisors for ECHB Director Election				✓ FY27								
ECHB Director Ad Hoc Committee Update				✓ FY26	✓ FY26			✓ FY27	✓ FY27		✓ FY27	
Appointment/Re-appointment of El Camino Hospital Board Director								✓ Incumbent FY26			✓ New FY26	
Review Process for ECHD Board Officer Election (<i>Odd Years</i>)												
ECHD Board Officer Election (<i>Odd Years</i>)												
Appointment of Liaison to the Community Benefit Advisory Council												✓
Pacing Plan & Meeting Dates											✓	✓
Oath of Office for Newly Elected/Re-elected Directors (<i>Even Years</i>)												
Possible Appointment to ECHB Board for Newly Elected Directors (<i>Even Years</i>)												
ECHD Board Self-Evaluation												
ECHD Bylaws Review								✓				
STRATEGY												
Population Health Strategy Update				✓					✓			

FY26 ECHB Appointment: Doiguchi/Rebitzer **FY27 ECHB Appointment/Recruitment:** Watters/Chen

Updated 10/28/2025



EL CAMINO HEALTHCARE DISTRICT BOARD MEETING MEMO

To: El Camino Healthcare District Board of Directors
From: Julia Miller, Secretary/Treasurer, ECHD Board of Directors
Theresa Fuentes, Chief Legal Officer
Date: November 18, 2025
Subject: Approval of Proposed Revisions to El Camino Hospital Bylaws

Purpose: To request the District Board's approval of the revised Amended and Restated Bylaws of El Camino Hospital (the "proposed bylaws"). The proposed bylaws were approved by the El Camino Hospital Board on November 12, 2025.

Background: The bylaws were last amended in 2018. As part of the Governance Committee's responsibility for periodic review of governance documents, an ad hoc committee consisting of Hospital Board Director Don Watters and Hospital Board/District Board Director Julia Miller undertook a comprehensive review of the bylaws in collaboration with the Chief Legal Officer. The review focused on clarifying ambiguity, ensuring compliance with California law, consistency with the Brown Act, and alignment with current practice and governance.

The Governance Committee considered proposed revisions in June 2025, followed by an initial preview and opportunity to ask best practice questions of SpencerStuart representatives during the Hospital Board meeting on October 8, 2025. The Hospital Board considered and approved the proposed bylaws on November 12, 2025.

Article XVIII of the bylaws state that amendments to the bylaws shall not be effective until approved by the District.

A clean version of the proposed bylaws as approved by the Hospital Board is attached to this memo. The redline edits, summary of changes, and an AI generated summary of the edits are all available in Boardvantage and on the public agenda as presented to the El Camino Hospital Board on November 12, 2025.

Attachment(s):

1. Proposed Amended and Restated Bylaws of El Camino Hospital – CLEAN

Ver. Ad Hoc Cmte 11.3.25

**AMENDED AND RESTATED BYLAWS
OF
EL CAMINO HOSPITAL
ADOPTED
DECEMBER 7, 2005
AS AMENDED AND RESTATED**

_____, 2025

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ARTICLE I

Corporate Offices

1.1 Principal Office. The principal office of El Camino Hospital, a nonprofit public benefit corporation (the “Corporation”), is located in Mountain View, California. The Corporation may have such other offices as the Board of Directors of Corporation (the “Board” or the “Corporation’s Board”) may determine from time to time.

1.2 Registered Office. The address of the registered office of the Corporation is 2500 Grant Road, Mountain View, California 94040.

ARTICLE II

Purposes, Powers and Membership

2.1 Purposes. The purposes of the Corporation are set forth in its Articles of Incorporation (the “Articles”).

2.2 Powers. The Corporation may engage in any activity consistent with the Articles and these Bylaws.

2.3 Membership Corporation. The Corporation shall have one voting Member: El Camino Healthcare District, a political subdivision of the State of California (the “District” or the “sole Member”). The Corporation shall have no other voting members.

2.4 Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and regulations promulgated thereunder as they now exist or as they hereafter may be amended, or by an organization contributions to which are deductible under Section 170(c) of such Code and Regulations as they now exist or as they hereafter may be amended.

2.5 Termination of Membership. The membership of the District as the sole Member shall terminate upon the resignation of the District.

ARTICLE III

Meetings of the Sole Member (District)

3.1 Place of Meetings. Meetings of the District, as the sole Member, shall be held at any place within the boundaries of the District’s jurisdiction, designated by the Board of Directors of the District (the “District Board”). In the absence of any such designation, meetings of the District Board shall be held at the principal office of the Corporation.

3.2 Annual Meeting. The District shall conduct meetings and exercise its membership rights through its own District Board. There shall be at least an annual meeting of the District held each year. The District shall provide for the time and place of holding the annual meeting as

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provided in Section 3.3. At a meeting of the District Board, directors shall be appointed as required by these Bylaws, reports of the affairs of the Corporation shall be considered, and any other business may be transacted that is within the power of a sole Member.

3.3 Notice of Annual Meeting. Written notice of the annual meeting of the District shall be given to the District either personally, or by mail, or electronic communication, or by other means of written communication, with charges prepaid, addressed to the District at the District's address appearing on the books of the Corporation or given by the District to the Corporation for the purpose of notice.

All such notices shall be given to the District by mail, or electronic communication, or other means of written communication not less than ten (10) days (or, if sent by mail other than first-class, registered, or certified mail, twenty (20) days) nor more than ninety (90) days before each annual meeting. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An affidavit of giving of any such notice in accordance with the foregoing provisions, executed by the Secretary or any transfer agent of the Corporation, shall be *prima facie* evidence of the giving of the notice.

The notice of the meeting shall specify:

- (a) the place, date, and hour of the meeting;
- (b) those matters which the Corporation's Board, at the time the notice is given, intends to present for action by the District;
- (c) if directors are to be elected, the names of all those who are nominees at the time the notice is given;
- (d) the general nature of a proposal, if any, to take action when approval of the District is required with respect to (i) removal of directors; (ii) the filling of vacancies on the Board; (iii) amendment of the Articles or these Bylaws; (iv) voluntary merger or dissolution of the Corporation; or (v) disposition of all or substantially all of the assets of the Corporation; and
- (e) such other matters, if any, as may be expressly required by law.

3.4 Special Meetings. A special meeting of the District for any lawful purpose or purposes may be called at any time by: (a) the Chairperson of the District Board; or (b) two (2) members of the District Board; or (c) the Chairperson of the Corporation's Board; or (d) two (2) members of the Corporation's Board.

3.5 Notice of Special Meetings. Upon request in writing that a special meeting of the District be called, directed to the Chairperson, Vice Chairperson, or Secretary, by any person (other than the Corporation's Board) entitled to call a special meeting of the District, the officer forthwith shall cause notice to be given to the District that a meeting will be held at a time fixed by the Corporation's Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the

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persons entitled to call the meeting may give the notice. Notice of any special meeting of the District shall be given in the same manner as for annual meetings of the District. In addition to the matters required by Section 3.3(a) and, if applicable, Section 3.3(c) of these Bylaws, notice of any special meeting shall specify the general nature of the business to be transacted, and the fact that no other business may be transacted at the meeting.

3.6 Quorum. The presence in person of a majority of the District Board shall constitute a quorum of the District for the transaction of business. Any meeting of the District may be adjourned from time to time by the District.

3.7 Adjourned Meeting and Notice. Except as provided below, when the District's meeting, either regular or special is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting. However, no meeting may be adjourned for more than forty-five (45) days. If after adjournment a new record date is fixed for notice or voting, notice of the adjourned meeting shall be given to the District.

3.8 Voting.

(a) Except as may be otherwise provided in the Articles or these Bylaws, the District shall be entitled to one vote on each matter being considered.

(b) Voting at a meeting of the District may be by voice vote or by ballot.

3.9 Proxies. There shall be no voting by proxy.

3.10 Validation of Defectively Called or Noticed Meetings. The transactions of any meeting of the District, however called and noticed, are as valid as though the District had a meeting duly held after regular call and notice, if a quorum is present in person and requirements of the Ralph M. Brown Act (Gov. Code § 54954.2) have been satisfied. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by these Bylaws or by the California Nonprofit Corporation Law to be included in the notice if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the District need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes of the meeting, unless otherwise provided in the Articles or these Bylaws, except the general nature of the proposals listed in Section 3.3(d) of these Bylaws must be specified, to the extent applicable, in any such waiver, consent, or approval.

3.11 Action Without a Meeting. No action can be taken by the District without a meeting.

3.12 Rights of the Member. The District shall have all rights granted to a member under the California Nonprofit Corporation Law. Without limiting the generality of the foregoing, the District shall have the right to approve the election of directors, to approve the disposition of all

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or substantially all of the assets of the Corporation or to approve a merger and dissolution of the Corporation and the other rights set forth in the articles of incorporation and bylaws. In addition to the foregoing, the District shall have the right to require the Corporation to provide to the District any financial information requested by the District and to approve the following actions authorized by the Corporation's Board:

1. To approve the selection of the Corporation's Chief Executive Officer;
2. To approve the annual budget of the Corporation;
3. To approve capital expenditures by the Corporation of more than \$25 million dollars in a single transaction;
4. To approve any expenditures or transfers by the Corporation in a single transaction apparent or a series of related transaction (in excess of 5% of the assets of the Corporation as determined based on last annual audit of the Corporation preceding the approval date of the proposed transaction);
5. To approve the overall strategy adopted by the Corporation.

ARTICLE IV Corporation's Board of Directors

4.1 Management by Board of Directors. The business and affairs of the Corporation shall be managed by the Corporation's Board except as otherwise provided by law, the Articles, these Bylaws or a Board resolution.

4.2 Number and Categories of Voting Directors. The number of voting directors ("Directors") of the Corporation shall not be less than five (5) nor more than ten (10) until changed by amendment of the Articles or by a bylaw amending this Section 4.2 duly adopted by the District. The exact number of Directors shall be fixed from time to time, within the limit specified in the Articles or in this Section 4.2, by the District. The Corporation's Board shall consist of two categories of voting directors: (a) District Directors, who shall be the five (5) members of the District Board, serving by virtue of their election to the District Board; and (b) Appointed Directors, who shall be up to five (5) additional directors appointed by the District.

4.3 Qualifications of Voting Directors.

- (a) Commitment. Directors must be committed to the furtherance of health care delivery in the communities served by the Corporation and must be willing to devote the necessary time and energy for self-education, corporate functions and other activities necessary to fulfill this commitment.
- (b) Fiduciary Duty. Directors shall have a fiduciary duty to the Corporation and shall make all decisions in a manner that is in the best interests of the Corporation and the communities served by the Corporation. Directors shall not advocate or act in the interests of any private person, group or entity unless such action is also in the best interests of the Corporation or the communities served by the Corporation.

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- (c) Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Corporation's Board at any time may be interested persons. An interested person is (i) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. In addition, Directors shall not be or seek to become an employee of the Corporation or an independent contractor receiving compensation from the Corporation while serving as a Director, except in the circumstances when a Director who is also a director of the District may so serve. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation. Restrictions in addition to those set forth above may be imposed by applicable law.
- (d) Financial Interest. Except as permitted by the California Nonprofit Corporation Law, the California Health and Safety Code and any other provisions of law, Directors shall not have a "financial interest" in any transactions or contracts of the Corporation.

4.4 Appointment and Selection of Directors. The District appoints all Directors to the Corporation's Board.

4.5 Term on the Corporation's Board for District Board Directors (Category 1).

- (a) Category 1. Any person serving as a Director of the District Board shall be a Category 1 Director on the Corporation's Board.
- (b) Terms and Vacancies. Each Category 1 Director shall serve on the Corporation's Board until such Director's vacancy, unless the Director declines such service.
- (c) No Term Limits. Notwithstanding any other provision of these Bylaws, there shall be no limitation on the number of consecutive or cumulative terms that may be served by a Category 1 Director.
- (d) No Grandfathering of Term Limits. Notwithstanding any other provision of these Bylaws, any term limits that may have been applicable to Category 1 Directors that were in effect immediately prior to the current effective date of these Bylaws shall not apply to any Category 1 Director.
- (e) Applicability. This Section 4.5 applies solely to Category 1 Directors.
- (f) Appointment Following Vacancy. Any Category 1 Director who has left the District Board may be appointed to serve as a Category 2 Director after two (2) years from the date such Director left the District Board.

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4.6 Term on the Corporation's Board for Directors who are not District Board Directors
(Category 2).

- (a) Category 2. Any Director who is not serving as a Director of the District Board is a Category 2 Director.
- (b) Term. Category 2 Directors shall serve four (4) three (3) year terms as a Director on the Corporation's Board, effective July 1 of the fiscal year following appointment.
- (c) Staggered Terms in Effect. Staggered term limits for the Corporation's Board were implemented by the District Board and the Corporation's Board in 2012. As of the effective date of these Bylaws, the Corporation's Board has five (5) Category 2 Directors serving the following terms. These staggered terms shall remain in effect, and future appointments shall continue the staggered rotation established herein.
 - Two (2) Directors with current term of 2024-2027.
 - Two (2) Directors with current term of 2026-2029.
 - One (1) Director with current term of 2028-2031.

Of these, one Director will be termed out of the Corporation Board in 2027, one in 2029, one in 2031, one in 2033, and one in 2035.

(d) Preservation of Existing Term Limits. All Category 2 Director term limits in effect as of the effective date of these Bylaws shall remain unchanged. Nothing in these Bylaws shall be construed to extend, shorten, reset, or otherwise modify the term limits of any director whose term commenced prior to the effective date. The intent of this provision is to preserve the continuity and staggered structure of the Corporation's Board, and to honor all existing term limits for Category 2 Directors as originally established

(e) Appointment Following Term Limit. Any Category 2 Director who has left the Corporation's Board due to the application of this Article IV, may be appointed to serve as a Director after two (2) years from the date such Director left the Corporation's Board.

4.7 Vacancy.

- (a) A vacancy in the Corporation's Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by the Corporation's Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or has been convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under Sections 5230-38 of the California Corporations Code dealing with standards of conduct for directors; (iii) an increase in the authorized number of Directors; (iv) the application or other request by a Director seeking employment with the Corporation or

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seeking to provide contracted services to the Corporation, except in circumstances when a Director who is also a District Board director may so serve; (v) when a Director, who was appointed as a Director while serving as a District Board director is no longer a director of the District Board; (vi) the failure of the District, at any annual or other regular meeting of Member at which any Director or Directors are appointed, to appoint the full authorized number of Directors to be voted for at that meeting; or (vii) the affirmative vote of the District to remove a Director in accordance with Section 4.9 below.

- (b) Vacancies on the Corporation's Board may be filled only by the District. Each Director appointed to fill a vacancy shall hold office until a successor is appointed at an annual or other regular meeting of the District.

4.8 Resignation. Any Director may resign at any time by giving written notice to the Chairperson or the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in the resignation. If the resignation is effective at a future time, the successor may be appointed to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when the Corporation would then be left without a duly appointed Director or Directors in charge of its affairs.

4.9 Removal. Any Director may be removed, with or without cause, at any time by the District at a duly called meeting of the District Board. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office. Prior to any vote on removal, the Director shall be given reasonable verbal and written notice of the proposed removal and the grounds for it and shall have the opportunity to respond in writing or appear before the District Board to be heard. For purposes of this section, "cause" shall include, but is not limited to:

- Repeated unexcused absences from Corporation's Board meetings;
- Repeated and continuing conduct disruptive to the operations of the Corporation's Board;
- Failure to meet Director qualifications;
- Breach of fiduciary duties, including the duty of care, loyalty, or obedience
- Conduct that is unlawful, unethical, or materially harmful to the reputation, operations, or mission of the Corporation;
- Violation of the Corporation's bylaws, code of conduct, or conflict of interest policy;
- Conviction of a felony or a crime involving dishonesty or moral turpitude;

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- Inability or unwillingness to perform the duties of a Director; or
- As authorized or permitted by applicable non-profit corporation law.

ARTICLE V

Corporation Director Appointment Procedures

5.1 Procedures. The District shall appoint the Directors using appointment procedures recommended by the Corporation's Board and approved by the District Board, and such procedures shall allow application by any person.

ARTICLE VI

Corporation Board Meetings

6.1 Annual Meeting. An annual meeting of the Corporation's Board shall be held at least once each year, at which time officers shall be elected and such other business as is appropriate shall be transacted. Annual meetings shall be held at the location designated by the Board within the boundaries of the El Camino Healthcare District's jurisdiction or at the principal office of the Corporation.

6.2 Regular Meetings. Meetings of the Corporation's Board shall be held as directed by the Corporation's Board, but at least quarterly at any place designated by the Corporation's Board within the boundaries of the El Camino Healthcare District's jurisdiction. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

6.3 Special Meetings.

(a) Authority to Call. Special meetings of the Corporation's Board may be called for any purpose and at any time by the Chairperson, the Secretary, or any two (2) Directors.

(b) Manner of Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: by personal delivery of written notice; by first-class mail, postage paid; by telephone, facsimile, or by electronic communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director. All such notices shall be addressed to or otherwise transmitted to the Director's address, facsimile number, telephone number, or email shown on the records of the Corporation. The notice shall specify the time and place of the meeting.

(c) Timing of Notice. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile or email shall be given at least forty-eight (48) hours before the time set for the meeting.

6.4 Meetings by Conference Telephone. Unless otherwise prohibited by law, any meeting, regular or special, may be held by teleconference or other electronic communication

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equipment in compliance with the Ralph M. Brown Act, so long as all Directors participating in the meeting can hear one another and the public is afforded the rights of attendance and participation. All such Directors shall be deemed to be present in person to establish a quorum at any such meeting, to the extent permitted by the Brown Act.

6.5 Waiver of Notice. The transaction of business at any meeting of the Corporation's Board, however called and noticed or wherever held, shall be valid as though held at a meeting that was duly held after regular call and notice, but only if a quorum is present and if, either before or after the meeting, each of the Directors not present signs and files with the Secretary a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof, or such Director attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director, provided that no Director present at the meeting objected, prior to the transaction of any business, to the holding of the meeting because of a lack of prior notice. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. This section shall only apply to the extent consistent with the Ralph M. Brown Act.

6.6 Unanimous Action Without Meeting. No action required or permitted to be taken by the Corporation's Board under the Articles, these Bylaws or any provision of law may be taken by the Corporation's Board without a meeting.

6.7 Quorum. A majority of the number of existing Directors (excluding vacancies) shall constitute a quorum for the transaction of business, except to adjourn. A meeting at which a quorum is initially present may not continue to transact business, except to adjourn, if Directors withdraw from the meeting resulting in less than a quorum present.

6.8 Agenda for Meetings. The agenda for Corporation Board meetings shall be developed by the Chairperson with the Chief Executive Officer acting as staff to the Chairperson for this purpose. The Chairperson shall prepare a calendar of expected agenda items that will be communicated regularly at Board meetings. Any Director may ask that a matter be added to a future Board meeting agenda by written notification to the Chairperson and the Chief Executive Officer. The Chairperson will determine, considering all other matters to be addressed by the Board, whether and when to add the matter to a Board agenda. If the matter will not be added to the Board meeting agenda at the next meeting to be held more than fourteen (14) days after the date of the request, the Chief Executive Officer will notify the Director making the request of the Chairperson's decision; the person making the request may ask that the questions of whether such matter should be considered by the Board and the timing of such consideration be addressed during the discussion of the calendar of expected agenda items during the next meeting of the Board that occurs more than ten (10) days thereafter. Notwithstanding the foregoing, any request to add a matter to the Board agenda made by three (3) directors shall be added to the Board meeting agenda at the next available date. All agendas shall also comply with the posting and content requirements of the Ralph M. Brown Act.

6.9 Board Action. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles, these Bylaws, or the California Nonprofit

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Corporation Law. Provided however, amendments to the Articles or these Bylaws and approval of certain transactions must be approved by the vote of a majority of the Directors in office, excluding interested directors as defined in Section 5233 of the California Corporations Code.

6.10 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

6.11 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting shall be given before the time of the adjourned meeting.

ARTICLE VII

Board Committees and Advisory Committees

7.1 Establishment of Board Committees. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two (2) or more Directors but less than a quorum of either the Corporation's Board or the District's Board, to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The provisions of Section 7.1 through 7.5 of these Bylaws do not apply to any ad hoc advisory committee established under Section 7.6. The appointment of members or alternate members of a committee requires the vote of a majority of the Directors then in office, provided that a quorum is present. The Chairperson of the Board may serve as chair or a member of any board committee except as Chair of the Governance Committee. Any such committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall be advisory to the Board but shall have the authority of the Board of Directors as stated in the resolution, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.
- (b) Fill vacancies on the Board or in any committee that has the authority of the Board.
- (c) Fix compensation of the Directors for serving on the Board or on any committee.
- (d) Amend or repeal Bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- (f) Appoint any other committees of the Board or the members of such committees.
- (g) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

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- (h) Approve any transaction between the Corporation and one or more of its Directors in which the Director or Directors have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

7.2 Special Committees. From time to time the Board may establish special committees. Special Board committees shall exist to perform specific tasks identified by the Board, and shall cease to exist upon completion of the task. The Board may by resolution establish special committees for such purposes as the Board deems appropriate. Members of such committees shall be appointed and removed at the Board's discretion, with or without cause.

7.3 Authority to Act. The committee may take action on behalf of the Corporation only if specifically authorized to take a Board action by resolution of the Board.

7.4 Appointment. The Chairperson of the Board shall appoint committee chairperson(s) and the committee chairperson(s) shall appoint members of committee(s) subject to approval by the Board.

7.5 Meetings and Actions of Committees. Meetings and actions of all committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Bylaws, concerning meetings and actions of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by majority action of the Board or by majority action of the committee. Special meetings of committees may also be called by majority action of the Board or of the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

7.6 Ad Hoc Advisory Committees. Notwithstanding any other provision of this Article VII or these Bylaws, the Board or any Board Committee Chair may establish ad hoc advisory committees to the Board or any Board Committee. No ad hoc advisory committee shall have or exercise any of the authority of the Board or any Board Committee but shall advise the Board of Directors or Board Committee on matters within the jurisdiction of the Board or Board Committee. An ad hoc committee shall be composed of less than a quorum of the Board or the relevant Board Committee and may consult with advisors as appropriate. The Board or any Board Committee shall establish the ad hoc committee, the total number of members of such committee, and the subject matter to be considered by such committee. The time and place of meetings of the ad hoc advisory committee shall be determined by the ad hoc advisory committee chair. The Board may, at any time, by majority vote require the advisory committee to change the members, to change the scope of its work or to terminate the existence of the advisory committee.

ARTICLE VIII

Officers of the Corporation

8.1 Officers. The officers of the Corporation shall consist of the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, the Chief Executive Officer, and such other persons

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who are specifically designated as officers by the Board. The Chief Financial Officer of the Corporation shall be the Treasurer of the Corporation unless the Board of Directors appoints a separate individual to serve as Treasurer, after considering any recommendations from the Chief Executive Officer. No person may serve concurrently as the Chairperson of the Board and either the Secretary, the Treasurer, or the Chief Financial Officer.

8.2 Election of Corporation's Officers. All officers shall be elected by a majority vote of the Corporation Board, such office to take effect on July 1 of each even-numbered fiscal year unless a vacancy occurs.

8.3 Term of Corporation's Officers. Each officer shall hold office for a two (2) year term or until a successor is elected and qualified, subject to any employment agreement; provided that a Director may not serve more than two (2) consecutive full or partial terms as Chairperson. In the event the Chairperson fills an unexpired term of a vacant Chairperson, the officer's partial term shall count toward the officer's term limit. Notwithstanding the above, the Board of Directors may, by resolution adopted by majority vote, extend the term of the Chairperson for one additional two-year term if the Board, in its good-faith business judgment, determines it to be in the best interests of the Corporation.

8.4 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson or to the Secretary, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later specified time.

8.5 Removal. Any officer may be removed at any time by a majority vote of the Board.

8.6 Vacancies. Upon the removal, resignation, death, or incapacity of any officer, the Board may declare such office vacant and fill such vacancy by the majority vote of the Board.

8.7 Compensation. The salary and other compensation of the officers shall be fixed from time to time by resolution of, or in the manner determined by, the Board.

8.8 Duties and Qualifications of Officers. The officers shall have such duties, in addition to those set forth below, as the Board shall specify by resolution from time to time.

(a) Chairperson. The Chairperson shall preside at all meetings of the Board. Except as provided in Section 13.1, the Chairperson shall have authority to execute in the name of the Corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the Corporation, and shall perform such other powers and duties as may be from time to time assigned to him or her by the Board or set forth in these Bylaws.

(b) Vice Chairperson. The Vice Chairperson shall assume and perform the duties of the Chairperson in the absence or disability of the Chairperson or whenever the office of Chairperson is vacant. The Vice Chairperson shall have such titles, perform such other duties, and have such other powers as the Board or the Chairperson shall designate from time to time.

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- (c) Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of actions taken at all meetings of Directors, committees, and District as the sole Member, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such Directors, committees and sole Member meetings, and the proceedings of all such meetings.

The Secretary shall give, or cause to be given, notice of all the meetings of the members of the Board of Directors, and of the committees of this Corporation required by these Bylaws or by law to be given, shall keep the seal of the Corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board, the Chairperson or by these Bylaws.

- (d) Treasurer, or Chief Financial Officer. The Treasurer (or if the Chief Financial Officer is serving as Treasurer, then the Chief Financial Officer) shall keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer (or the Chief Financial Officer, as applicable) shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer (or the Chief Financial Officer, as applicable) shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Chairperson and Directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board, the Chairperson or these Bylaws.

ARTICLE IX

Chief Executive Officer

9.1 Selection, Authority and Term. The Board may select and employ a competent, experienced Chief Executive Officer who shall be its direct executive representative in the management of the Hospital. This Chief Executive Officer shall be given the necessary authority and held responsible for the administration of the Hospital in all its activities and departments subject only to such policies as may be adopted, and such orders as may be issued by the Board or by any of its committees to which it has delegated power for such action. The Chief Executive Officer shall act as the "duly authorized representative" of the Board in all matters in which the governing Board has not formally designated some other person for that specific purpose. However, nothing in this section is to be construed as depriving or delegating from the Board to the Chief Executive Officer any of the powers and duties imposed upon the Board by the Local Hospital District Law, Division 23, or Chapter 1 of the Health and Safety Code of the State of California, or related statutes. The Chief Executive Officer shall hold office at the sole discretion

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of the Board, subject to any employment agreement.

9.2 Performance Review. The Board shall continually review the performance of the Chief Executive Officer and provide counseling in areas where improvement is needed.

9.3 Authority and Duties. The authority and duties of the Chief Executive Officer shall be as follows:

- (a) To perfect and submit to the Board for approval a plan of organization of the personnel and others concerned with the operation of the Hospital; and also to establish methods of procedures concerning the internal operation of the Hospital.
- (b) To ensure the preparation of an annual budget showing the expected receipts and expenditures of the Hospital as required by the Board of Directors.
- (c) To prepare and submit capital budget of the Hospital to the Board for approval.
- (d) To select, employ, and discharge all employees serving in positions as authorized by the Board of Directors.
- (e) To see that all physical properties are kept in good state of repair and operating condition.
- (f) To attend all meetings of the Board of Directors and participate in all Board discussions, including executive sessions of the Board, except where the Chief Executive Officer has a conflict of interest or is otherwise recused.
- (g) To supervise all business affairs, such as the records of financial transactions, collection of accounts and purchase and issuance of supplies, and to ensure that all funds are collected and expended to the best possible advantage.
- (h) To explore and develop strategic opportunities for the Hospital and propose such opportunities to the Board.
- (i) To exercise professional abilities in such a manner that those concerned with the rendering of professional service at the Hospital cooperate to the end that the best possible care may be rendered to all patients.
- (j) To submit regularly to the Board or its authorized committees, periodic reports showing the professional service and financial activities of the Hospital and to prepare and submit such special reports as may be required by the Board and/or its functioning committees.
- (k) To serve as the liaison officer and channel of communications for all official communications between the Board of Directors or any of its committees, and its adjunct organizations.

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- (l) To attend and support, or appoint staff to attend and support, all Board committee meetings.
- (m) To support such volunteer services as are necessary to carry out the purpose of the Hospital.
- (n) To assist in providing an onboarding program for new Board members.
- (o) To perform any other duty that may be necessary in the best interest of the Hospital.

ARTICLE X

Contracts and Financial Matters

10.1 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

10.2 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depository as the Board may select.

10.3 Compensation of Directors and Committee Members. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by the Board to be just and reasonable; provided, however, that any such compensation must be commercially reasonable.

ARTICLE XI

Conflicts of Interest and Indemnification

11.1 Conflict of Interest. The Board shall adopt and adhere to a conflict of interest policy that incorporates the provisions of Section 5233 of the California Nonprofit Corporation Law.

11.2 Indemnification.

- (a) For the purposes of this article, “agent” means any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” include without limitation attorneys’ fees and any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e)(iii) of this Section 11.2.

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- (b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
- (c) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor, or brought under Section 5233, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph (c):
 - (i) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that such court shall determine;
 - (ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 - (iii) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.
- (d) To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of

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any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

- (e) Except as provided in paragraph (d), any indemnification under this Section 11.2 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph (b) or (c), by:
 - i. A majority vote of a quorum consisting of Directors who are not parties to such proceeding;
 - ii. Approval or ratification by the affirmative vote of a majority of the votes represented and voting at a duly held membership meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); for such purpose, any membership held by the person to be indemnified shall not be considered outstanding or entitled to vote on the matter; or
 - iii. The court in which such proceeding is or was pending upon application made by the Corporation; the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.
- (f) Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 11.2.
- (g) Nothing contained in this article shall affect any right to indemnification to which persons other than Directors and officers of the Corporation or any subsidiary of the Corporation may be entitled by contract or otherwise.
- (h) No indemnification or advance shall be made under this article, except as provided in paragraph (d) or paragraph (e)(iii), in any circumstance when it appears:
 - a. That it would be inconsistent with a provision of the Articles, a resolution of the District, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

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- b. it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- (i) Upon and in the event of a determination by the Board of Directors of the Corporation to purchase indemnity insurance, the Corporation shall purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section 11.2; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233.
- (j) This Section 11.2 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in paragraph (a). The Corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

ARTICLE XII

Medical Staff

12.1 Organization. A medical staff organization has been created for the acute care hospitals owned by El Camino Hospital, and this medical staff is known as the El Camino Hospital Medical Staff (the "Medical Staff").

12.2 Membership. Membership in the Medical Staff shall be comprised of all physicians, dentists and podiatrists who are duly licensed, competent in their respective fields, worthy in character and in professional ethics and privileged to attend to patients in the Hospital. The term "physicians" shall include physicians licensed in the State of California, regardless of whether they hold an M.D. or D.O. degree. Membership in the Medical Staff shall be a prerequisite to the exercise of any clinical privileges except as otherwise expressly provided in the Medical Staff Bylaws.

12.3 Medical Staff Bylaws, Rules and Regulations.

- (a) Purpose. Medical Staff Bylaws, rules and regulations shall be adopted by the Medical Staff for its internal governance, subject to the Corporation Board's approval (the "Medical Staff Bylaws"). The Medical Staff Bylaws shall create an effective administrative unit to discharge the functions and responsibilities assigned to the Medical Staff. The Medical Staff Bylaws, rules and regulations shall also state the purposes, functions and organization of the Medical Staff, and set forth the policies and procedures by which the Medical Staff exercises and accounts for its delegated authority and responsibilities.
- (b) Procedure to Adopt or Amend.

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(i) Preparation and Adoption. The Medical Staff shall have the initial responsibility to formulate, revise and adopt the Medical Staff Bylaws, rules and regulations.

(ii) Review and Approval. After the above action by the Medical Staff, such Medical Staff Bylaws, rules or regulations, or amendments thereto, shall be forwarded to the Corporation's Board of Directors for its review and approval, which approval shall not be unreasonably withheld.

(iii) Separate Action. If the Medical Staff fails to exercise its responsibility hereunder and in a reasonable, timely and responsible manner, and after written notice from the Corporation's Board to such effect, including a reasonable period of time for response, the Corporation's Board may formulate or amend the Medical Staff Bylaws, rules and regulations. Any Medical Staff recommendations and views shall be carefully considered during the Corporation Board's deliberations and actions.

12.4 Credentialing and Clinical Privileges.

- (a) Delegation to Medical Staff. The Corporation's Board delegates to the Medical Staff responsibility and authority to investigate and evaluate all matters relating to Medical Staff membership and clinical privileges, including appointment, reappointment and corrective action.
- (b) Initial Decision. Initial action with respect to membership on the Medical Staff and clinical privileges shall be taken by the Medical Staff in accordance with the Medical Staff Bylaws, rules and regulations. Thereafter, a recommendation shall be made to the Corporation's Board.
- (c) Review and Approval. The Corporation's Board shall review and act upon recommendations of the Medical Staff, and shall give careful consideration to the Medical Staff's expertise in peer review matters.
- (d) Separate Action. If the Medical Staff fails to exercise its responsibility hereunder in a reasonable, timely and responsible manner, and after written notice from the Corporation's Board to such effect, including a reasonable period of time for response, the Corporation's Board may take actions regarding medical staff membership and clinical privileges. In so doing, the Corporation's Board shall carefully consider any Medical Staff recommendations and views during its deliberations and actions. In situations involving corrective action, the Corporation's Board shall not initiate such action unless the Medical Staff's failure to do so is contrary to the weight of the evidence under consideration.
- (e) Fair Hearing Procedure. The procedural rules to be followed by the Medical Staff and the Corporation's Board in acting on matters of Medical Staff membership and clinical privileges, including such matters as appointment, reappointment and corrective action, shall be as more particularly specified in the Medical Staff Bylaws. The Medical Staff Bylaws shall provide for a procedure pursuant to which

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disagreements between the Medical Staff and the Corporation's Board may be resolved.

- (f) Standards of Decision and Review. In taking the actions referred to in this Article XII, the relevant decision-making body shall consider the supporting information and the purposes, needs and capabilities of the hospital, the health and welfare of the community, and such relevant criteria as are set out in the Medical Staff Bylaws, rules and regulations. In taking such action, no aspect of Medical Staff membership or privileging shall be limited or denied on the basis of sex, age, race, creed, color, or national origin, or on the basis of any other criterion unrelated to those set out in the preceding sentence.
- (g) Duration. Appointments to the Medical Staff shall be for a maximum term of two (2) years.
- (h) Terms and Conditions. The terms and conditions of Medical Staff membership and of the exercise of clinical privileges shall be as specified in the Medical Staff Bylaws, rules and regulations, or as more specifically defined in the notice of an individual appointment or privileges.

12.5 Allied Health Professionals. The categories of allied health professionals eligible to hold specific practice privileges to perform services within the scope of their licensure, certification or other legal authorization, and the corresponding privileges, prerogatives, terms and conditions for each such allied health professional category or practitioner shall be determined by the Corporation's Board upon recommendations received from the Medical Staff executive committee. The Medical Staff shall have the responsibility and authority to investigate and evaluate each application by an allied health professional for satisfaction of relevant eligibility requirements in accordance with the Medical Staff Bylaws, rules and regulations.

12.6 Contract Physicians. A physician engaged as an independent contractor by the Corporation to provide medical-administrative services must obtain appropriate Medical Staff membership and privileges through the procedure outlined in the Medical Staff Bylaws, rules and regulations. Restriction or termination of such physician's Medical Staff membership or clinical privileges for reasons related to professional competence shall also be accomplished through the procedures contained in the Medical Staff Bylaws, rules and regulations. All other matters, including termination of Medical Staff membership or clinical privileges on grounds not related to professional competence, shall be governed by the terms of such physician's contracts or agreements with the Corporation.

12.7 Accountability. The Medical Staff shall be accountable to the Board for conducting activities that contribute to the preservation and improvement of the quality and efficiency of patient care provided at the Corporation. These activities shall include:

- (a) Standard of Care. Ensuring that a comparable standard of care, as determined by the Medical Staff, is provided to all patients with similar needs;
- (b) Monitor Quality. Ongoing monitoring and evaluation of patient care to solve problems and identify other opportunities to improve quality.

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- (c) Clinical Privileges. Delineation of clinical privileges for members of the Medical Staff commensurate with individual credentials and demonstrated ability and judgment.
- (d) Continuing Education. Provision of continuing professional education, guided by the needs identified through the review and evaluation activities, as well as other perceived needs and interests.
- (e) Resource Allocation. Review of utilization of the Corporation's resources to provide for their allocation to patients in need of them.
- (f) Medical Records. Ensuring the preparation and maintenance of adequate and accurate medical records for all patients; and
- (g) Other Matters. Such other measures as the Board may, after considering the advice of the Medical Staff and the Corporation's administration, deem necessary for the preservation and improvement of the quality and efficiency of patient care.

ARTICLE XIII
Execution of Corporate Instruments,
and Voting of Stocks and Memberships
Held by the Corporation

13.1 Execution of Corporate Instruments. The Board may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages and other evidence of indebtedness of the Corporation, and other corporate instruments or documents, certificates of shares of stock owned by the Corporation, shall be executed, signed, or endorsed by the Chairperson.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board shall authorize to do so.

13.2 Ratification by District. The Board may, in its discretion, submit any contract or act for approval or ratification of the District at any regular meeting of the District, or at any special meeting of the District called for that purpose.

13.3 Voting of Stocks Owned by Corporation. All stock of other corporations or memberships in other corporations owned or held by the Corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chairperson of the Board, or Vice Chairperson or by any

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other person authorized to do so by the Chairperson or the Vice Chairperson of the Board.

ARTICLE XIV Annual Report

Except as provided below, the Corporation shall cause to be sent to the District and Directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 6322 of the California Corporations Code.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

This article does not apply to the Corporation when it receives less than twenty-five thousand dollars (\$25,000) in gross revenues or receipts during the fiscal year, with the exceptions that a report meeting the above requirements must be furnished annually to all Directors and to the District who requests it in writing and that the information referred to in paragraph (e) above must be furnished to the District and Directors within 120 days after the close of the Corporation's fiscal year.

If the Corporation solicits in writing contributions from five hundred (500) or more persons, it need not send the report described above to the District, with the exception of the information referred to in paragraph (e) above, if it:

- (i) Includes with any written material used to solicit contributions a written statement that its latest annual report will be mailed upon request and that such request may be sent to the Corporation at a name and address which is set forth in the statement;
- (ii) Promptly mails a copy of its latest annual report to any person who requests a copy; and
- (iii) Causes its annual report to be published not later than 120 days after the close of its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

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ARTICLE XV

Standard of Care

A Director shall perform the duties of a director, including duties as a member of any Board committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances, and shall comply with any standards of conduct adopted by the Corporation's Board of Directors.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented;
- (b) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) a Board committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as in any such case, the Director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article XVI below, a person who performs the duties of a Director in accordance with this Article XV shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

ARTICLE XVI

Prohibited Transactions

16.1 Loans. Except as permitted by Section 5236 of the California Corporations Code, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided, however, that this Corporation may advance money to a Director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

16.2 Self-Dealing Transactions. Except as provided in Section 16.3 below, the Board of Directors shall not approve or permit the Corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this Corporation is a party and in which one or more of its Directors has a material financial interest, unless the transaction is described in California Corporations Code Section 5233(b).

16.3 Approval. This Corporation may engage in a self-dealing transaction if the

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transaction is approved by a court or by the Attorney General. This Corporation also may engage in a self-dealing transaction if the Board determines, before the transaction, that (1) this Corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this Corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the Director or Directors in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

ARTICLE XVII

Miscellaneous

17.1 Records and Reports.

- (a) Maintenance and Inspection of Articles and Bylaws. This Corporation shall keep at its principal office the original or a copy of its Articles and these Bylaws as amended from time to time which shall be open to inspection by the Directors and the District at any reasonable time during business hours.
- (b) Maintenance and Inspection of Other Corporate Documents. The accounting books, records, and minutes of proceedings of the District, the Board and any committee of the Board shall be kept at such place or places designated by the Board or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of the District, at any reasonable time during usual business hours for a purpose reasonably related to the District's interests as the sole Member. Inspection may be made in person or by an agent or any attorney, and shall include the right to copy and make abstracts.
- (c) Inspection by Directors. Each Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by the agent or attorney. The right of inspection includes the right to copy and make abstracts of documents.

17.2 Corporate Seal. The Corporation's Board shall provide a suitable seal for the Corporation.

17.3 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, singular numbers include the plural, plural numbers include the singular, and the term "person" includes both corporations and natural persons. The captions or headings in these Bylaws are for

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convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

ARTICLE XVIII

Amendments

18.1 Amendments. The Articles or these Bylaws may be adopted, repealed, amended or restated or new Articles or Bylaws may be adopted upon a majority vote of the authorized number of Directors (excluding vacancies and Directors with a conflict of interest). No such adoption, repeal, amendment, restatement or new Articles or Bylaws shall be effective until approved by the District. Moreover, the Articles and Bylaws may be adopted, repealed, amended or restated or new Bylaws adopted upon the vote of the District.

[**CERTIFICATE OF SECRETARY** to follow on next page]

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CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of El Camino Hospital, a California nonprofit public benefit corporation, and the above Amended and Restated Bylaws, consisting of 26 pages, are the Bylaws of this Corporation as adopted pursuant to the required affirmative vote of the Corporation Board, December 7, 2005 and of the District Board on December 7, 2005, and as amended and restated pursuant to the required affirmative vote of the Corporation Board on August 10, 2011 and the District Board on August 10, 2011, as further amended and restated by the District Board on March 20, 2012, and pursuant to the required affirmative vote of the District Board, as further amended and restated by the District, on May 12, 2012, May 1, 2013, June 18, 2013, and March 5, 2014 pursuant to the required affirmative vote of the District Board, as further amended and restated pursuant to the required affirmative vote of the Corporation Board on May 14, 2014 (Section 6.8) and May 14, 2014 (Article VII) and of the District Board, on June 17, 2014, as further amended and restated pursuant to the required affirmative vote of the Corporation Board on October 8, 2014 (Section 7.6) and of the District Board, on October 21, 2014, as further amended and restated pursuant to the required affirmative vote of the Corporation Board on May 11, 2016 and of the District Board, on June 14, 2016 and as further amended and restated by the District Board, on June 28, 2017, as further amended and restated pursuant to the required affirmative vote of the Corporation Board on May 9, 2018 and District Board, on May 15, 2018, and as further amended and restated by the District Board, pursuant to the required affirmative vote of the District Board on October 16, 2018, and as further amended and restated pursuant to the required affirmative vote of the Corporation Board on _____, and of the District Board, on _____.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary on _____.

John Zoglin
El Camino Hospital Secretary