



**BOARD OF DIRECTORS  
REGULAR MEETING  
February 26, 2015**

1. **CALL TO ORDER:** Chair Cappel called the meeting to order at 1745 hours at Burlingame City Hall, 501 Primrose Road, Burlingame, CA.
2. **ROLL CALL:** Present: Larry Cappel, PhD, Chair, Rick Navarro, MD, Vice Chair, Helen Galligan, RN, Secretary, and Dennis Zell, Esq, Treasurer. Also present were: Cheryl Fama, Colin Coffey, and Ashley McDevitt.
3. **EMERGENCY AGENDA ITEM:** Chair Cappel requested an emergency agenda item be added under New Business. He suggested adding to the agenda a discussion and vote concerning the proposal to change the March 26<sup>th</sup>, 2015 Board meeting start time from 5:45pm to 7:45pm.

***DIRECTOR ZELL MOVED AND DIRECTOR GALLIGAN SECONDED THE MOTION TO ADD THE EMERGENCY AGENDA ITEM AS PROPOSED UNDER NEW BUSINESS. THE MOTION CARRIED 4/0.***

***AYES: DIRECTORS CAPPEL, NAVARRO, GALLIGAN, AND ZELL***

***NOES: NONE***

***ABSTENTIONS: NONE***

4. **CONSENT CALENDAR:**

***DIRECTOR GALLIGAN MOVED AND DIRECTOR ZELL SECONDED THE MOTION TO APPROVE THE CONSENT CALENDAR AS PRESENTED. THE MOTION CARRIED 4/0.***

***AYES: DIRECTORS CAPPEL, NAVARRO, GALLIGAN, AND ZELL***

***NOES: NONE***

***ABSTENTIONS: NONE***

5. **ORAL COMMUNICATIONS:** No oral communications were offered.

6. **SPECIAL PRESENTATION HONORING DANIEL J. ULLYOT, M.D., PHCD BOARD MEMBER 2004-2015:**

Chair Cappel thanked Dr. Ulliyot for his leadership and dedication to PHCD. He invited Dr. Ulliyot to the podium as well as, the following guests who gave words of acknowledgement and appreciation, and presented certificates honoring Dr. Ulliyot's service and accomplishments: Marc Hershman-Senator Jerry Hill's office, Carol Ong-Assemblymember Kevin Mullin's office, Joe Goethals-City Council member San Mateo, Lynne Farrario-President Millbrae School Board, and SMCo. Board of Supervisors-Read by Chair Cappel.

Chair Cappel presented Dr. Ulliyot with a PHCD Board Resolution {Appended to and made a part of these minutes.} and announced that the library at the District's soon to be constructed assisted living facility will be named The Daniel J. Ulliyot, M.D. Library.

Dr. Ulliyot thanked the Board and guests for their kind words and offered a brief overview of the history of the District during his 10-years of service.

Chair Cappel adjourned the meeting at 6:15pm for a brief reception in Dr. Ulliyot's honor.

Chair Cappel recalled the meeting to order at 6:35pm.

7. **REPORT OUT FROM CLOSED SESSION:** Chair Cappel stated the action from closed session is on the agenda under New Business.

8. **COMMITTEE REPORTS:**

- A. **Long Term Planning: Committee:** Chair Cappel noted the next meeting is scheduled for March 3, 2015.
- B. **Community Health Investment:** Nothing to report.
- C. **Nominating Committee:** Chair Navarro reported the Committee received 6 applications to fill the seat vacated by Dr. Ulyot. The Nominating Committee interviewed each of the candidates using a set of standardized questions and evaluation form. He invited each of the candidates, alphabetically, to address the Board for up to 3 minutes. The following candidates addressed the Board:
  - 1. Dr. Gail Berkeley
  - 2. Dr. Cameron Emmott
  - 3. Mr. Jason Pollard
  - 4. Ms. Cathy Quigg (wife of Dan Quigg. Mr. Quigg was unable to attend meeting due to a prior engagement out of town)
  - 5. Dr. Henry Sanchez

Mr. Douglas Radtke was unable to attend and sent an email that he requested the Nominating Chair read aloud to the Board. Chair Navarro read the email statement.

Chair Navarro reported the Nominating Committee was split and recommends two candidates to the Board: Dr. Cameron Emmott and Dr. Henry Sanchez. Chair Cappel outlined the process followed to fill the Board vacancy. He opened it up for Board discussion. Director Zell requested and Directors Navarro and Galligan responded with the reasons for their recommendation.

Chair Cappel opened it up for public comment.

Dr. Ulyot, Burlingame, spoke in favor of Dr. Cameron Emmott being appointed to the Board. He noted Dr. Emmott's many contributions over the years, his service and dedication to the Burlingame community, and his involvement not just with MPHS but with the overall community. He noted there is no conflict of interest because Dr. Emmott does not make decisions for MPHS and therefore, if appointed would not have to recuse himself from any Board decisions regarding MPHS.

Director Zell stated that discussion and consideration should be limited to the two candidates recommended to achieve a majority vote of the Board.

***IT WAS MOVED BY DIRECTOR ZELL, SECONDED BY DIRECTOR NAVARRO AND APPROVED TO LIMIT THE DISCUSSION AND CONSIDERATION FOR APPONTMENT TO THE TWO CANDIDATES RECOMMENDED BY THE NOMINATING COMMITTEE. THE MOTION PASSED 4/0.***

***AYES: DIRECTORS CAPPEL, NAVARRO, GALLIGAN, AND ZELL***

***NOES: NONE***

***ABSTENTIONS: NONE***

***IT WAS MOVED BY DIRECTOR CAPPEL AND SECONDED BY DIRECTOR ZELL TO APPOINT DR. CAMERON EMMOTT TO FILL THE VACANCY ON THE PHCD BOARD OF DIRECTORS. THE MOTION PASSED 3/1.***

**AYES: DIRECTORS CAPPEL, GALLIGAN, AND ZELL**  
**NOES: NAVARRO**  
**ABSTENTIONS: NONE**

Chair Cappel welcomed Dr. Emmott to the PHCD Board of Directors. He noted Dr. Emmott will be sworn in at the March 26, 2015 meeting. He acknowledged the experience and caliber of the candidate stating the Board was gratified by their interest. He thanked all the candidates and encouraged them to attend future PHCD Board and committee meetings.

9. **BOARD CHAIR'S REPORT:** Nothing was reported.

10. **TREASURER'S REPORT:** Director Zell commended CEO Fama for her successful negotiation with City National Bank which resulted in a reduction of their management fees by 0.25 basis points.

11. **CEO REPORT:** The CEO report was distributed to the Board under a separate cover. Ms. Fama commented on the following items:

- A. Furnishings and fixtures color boards for The Trousdale are on display during this meeting in the Council Chambers. At a later time, she will walk through board to discuss the options available.
- B. The perimeter fence went up at 1600 Trousdale on 2/17 and pre-abatement activities have commenced.
- C. The Trousdale project is on target for demolition and a groundbreaking ceremony sometime in April.

12. **COMMUNITY OUTREACH COORDINATOR REPORT:** Ms. McDevitt reported on the following:

- A. She attended the CSDA Board Secretary Conference in San Diego. The information covered reinforced PHCD internal practices.
- B. She highlighted several positive outcomes from the Healthy School Initiative Monthly Reports.

13. **OLD BUSINESS:**

- A. **Presentation on current status of the Marco Polo Land Phase II, Pre-EIR activities.** Mr. Pinto reported on the February 3, 2015 Open House and gave an update on the Master Plan Phase 2 progress. He reviewed several of the visuals that were on display at the Open House. He is still working to refine the Master plan and will incorporate public comments from the Open House and comments from the Burlingame City Council and Planning Commission Joint meeting which will take place on March 7<sup>th</sup>, 2015. He reported on several meetings with Community Gatepath to discuss integrating their existing programs and new programs onto the Master Plan. He noted the next steps for the Master Plan include: March 7 City of Burlingame Study Session, refinement of the Master Plan and technical studies, traffic analysis and study, survey and civil analysis and landscape and open space design. He noted Phase 2 is on schedule and on budget and the application for the EIR will be submitted in early June 2015.

Chair Cappel commended Mr. Pinto and team for a successful Open House on February 3. He noted there was engaging conversation with neighbors and overall the Open House was a success. Director Zell commended Mr. Pinto and CEO Fama for their continued dialogue with Community Gatepath. CEO Fama invited Board representatives to attend their next meeting with Community Gatepath on Monday March 2. Director Zell noted that he had previously voted against adopting the Master Plan but is now pleased the way the project is moving forward in all the "right directions".

14. **NEW BUSINESS:**

- A. **CEO Annual Performance and Compensation Review:** Chair Cappel reported that the review was conducted during closed session held immediately prior to this public meeting. In accordance with her employment contract, an automatic CPI increase of 2.84% will be implemented 2/1/15. The contract also provides for the opportunity to award a performance bonus; the Board offered and Ms. Fama accepted a \$10,000 bonus.

**IT WAS MOVED BY DIRECTOR CAPPEL, SECONDED BY DIRECTOR GALLIGAN AND APPROVED TO AWARD THE CEO A 2.84% CPI INCREASE TO HER BASE SALARY, A \$10,000 PERFORMANCE BONUS AND TO DELEGATE TO THE BOARD CHAIR THE AUTHORITY TO SIGN AN AMEDNDMENT TO THE CEO'S CONTRACT REFLECTING THESE CHANGES. THE MOTION PASSED 4/0.**

**AYES: DIRECTORS CAPPEL, NAVARRO, GALLIGAN, AND ZELL  
NOES: NONE  
ABSTENTIONS: NONE**

15. **EMERGENCY AGENDA ITEM:** Chair Cappel recommended moving the March 26, 2015 meeting start time from 5:45pm to 7:45pm due to his business travel schedule which would prevent him from making a 5:45 pm start.

**IT WAS MOVED BY DIRECTOR CAPPEL, SECONDED BY DIRECTOR ZELL AND APPROVED TO CHANGE THE START TIME OF THE MARCH 26, 2015 MEETING FROM 5:45PM TO 7:45PM. THE MOTION PASSED 4/0.**

**AYES: DIRECTORS CAPPEL, NAVARRO, GALLIGAN, AND ZELL  
NOES: NONE  
ABSTENTIONS: NONE**

16. **MEDIA CORRESPONDENCE:** No items were pulled for discussion.

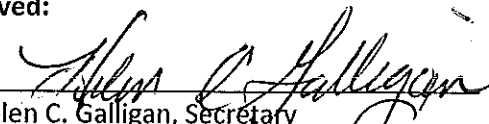
17. **ADJOURNMENT:** The meeting was adjourned at 19:35 hours.

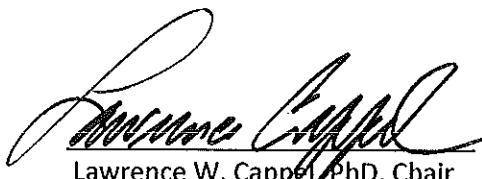
Next Regular Board Meeting: Thursday March 26, 2015, 7:45pm, Burlingame City Hall, 501 Primrose Road, Burlingame, CA.

Written and submitted by:

  
Ashley McDevitt, Community Outreach Coordinator

Approved:

  
Helen C. Galligan, Secretary

  
Lawrence W. Cappel, PhD, Chair