

***Washington Township Hospital Development Corporation  
April 18, 2022***

The meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on April 18, 2022, via Zoom. Chairman Sah called the meeting to order at 7:31 a.m.

***CALL TO ORDER***

Roll Call was taken. Directors Present: Russ Blowers, Steven Chan, D.D.S., Sue Querner, Benn Sah, M.D.

***ROLL CALL***

Absent: None

Also present: Kimberly Hartz, Chief Executive Officer; Tina Nunez, Vice President, Ambulatory Care and Administrative Services, Chris Henry, Vice President and Chief Financial Officer; Walter Choto, Chief, Ambulatory Care Services; Donald Pipkin, Chief, Strategic Management, Angus Cochran, Chief, Community Support Services, Mike Rogers, Director Offsite Services, Paul Kozachenko, Attorney; and Diana Venegas, Recording Secretary.

Director Sah welcomed any members of the general public to the meeting. He noted that in order to continue to protect the health and safety of the members of the Board, District staff, and members of the public from the dangers posed by the SARS-CoV-2 virus, the Brown Act allows a local agency to continue to hold its meetings remotely as opposed to being required to meet in-person.

Section 54953(e) (3) of the Government Code requires that the Board make certain findings every 30 days to continue meeting remotely. One such finding is that “state or local officials continue to impose or recommend measures to promote social distancing.” The Alameda County Health Officer continues to recommend social distancing and the wearing of masks indoors, as referenced by the Alameda County Health Care Services Public Health Department COVID-19 website at [www.covid-19.acgov.org](http://www.covid-19.acgov.org).

In accordance with District law, policies, and procedures, Director Chan moved that the Board of Directors make the finding required by Section 54953(e)(3)(B)(ii) of the Government Code that “state or local officials continue to impose or recommend measures to promote social distancing.” Director Blowers seconded the motion.

Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye

The motion unanimously carried and the finding is affirmed.

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A motion was made by Director Blowers, seconded by Director Chan to approve the minutes of the meeting of January 17, 2022.

***APPROVAL OF  
MINUTES  
January 17, 2022***

Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye

The motion unanimously carried.

Mr. Pipkin and Mr. Cochran presented WHHS's application to Alameda County for Level II Trauma Service Designation. The two existing trauma centers in the county are distant from South County, resulting in delays in travel time depending on the traffic patterns. In addition, many South County residents travel outside of the county for trauma care. The County hired a consulting firm to assess the demand for and feasibility of an additional trauma center in Alameda County. Both Washington Hospital and Stanford ValleyCare have expressed an interest in becoming a Trauma Center.

***EDUCATION  
SESSION  
Donald Pipkin, Chief  
of Strategic  
Management &  
Angus Cochran,  
Chief of Community  
& Support Services***

Ms. Hartz acknowledged the resignation letter of Miro Garcia, effective March 7, 2022, and thanked him for his service. Director Chan requested that staff prepare a formal commendation for the Board to approve at the next meeting, thanking Director Garcia for his service to this Board.

***COMMUNICATIONS***

Ms. Hartz provided a COVID-19 update, commenting on the number of patients and their vaccination status. She reported that although COVID numbers are trending lower, there continues to be an uptick of cases in some areas.

***CHIEF EXECUTIVE  
OFFICER REPORT***

Ms. Hartz provided an update on the Oncology Joint Venture. The District Board has signed the Letter of Intent, Contribution Agreement and the Operating Agreement. The vision of the joint venture is for UCSF and Washington Hospital to combine their strengths to become the leading program in the region for cancer and to provide oncology care to patients closer to their home. The joint venture is a two-phase approach. Phase I is moving the Radiation Oncology Center into the joint venture with a transition date of July 1, 2022. The second phase will be moving the cancer clinic, infusion center and build out of the new cancer center into the joint venture. Staff are in the process of completing the agreements for Phase I.

Ms. Hartz provided an update on the Parcel Tax Ballot Measure. Several months ago, after staff presented to the District Board the financial challenges facing the District, the District Board of Directors asked staff to investigate placing a parcel tax on the November ballot. In March, the District Board delayed placing the parcel tax

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measure on the ballot, and staff were directed to further research the matter. Since then, an independent Citizen's Committee has been collecting signatures to qualify to put the measure on the November ballot. Ms. Hartz discussed with the DEVCO Board that an executive communication was sent and that she would share this communication with the DEVCO Board as well.

Ms. Hartz reported that InHealth broadcasting will transition off air as of July 1 and will be on YouTube Chanel, only. This transition is a reflection of the evolving way that people today access information.

Ms. Hartz reported that WHHS recently opted to participate in the Beta HEART program (heart, empathy, accountability, resolution, trust). The program is a holistic approach and methodology to reduce harm in healthcare and support patients, families and clinicians after an adverse event.

Ms. Hartz reported on the Peninsula Surgery Center survey. AAAHC Deemed Status/Medicare Survey was originally completed in November and required correction of identified areas. In March, the surveyor completed the unannounced re-survey for the clinical portion of the survey, which went well. We are currently waiting for the Life Safety Portion of the survey. A final report will be received 10 days after completion. Once we receive Medicare Certification, it will take approximately 6 weeks to finalize any commercial contracts; however, we can begin operating on Medicare patients as soon as we receive the certification.

Mr. Henry reviewed the DEVCO Financial Report for February 2022.

***FINANCIAL  
REPORT***

Mr. Kozachenko provided an overview and Approval of Corporate Guaranty in Connection with Arthrex Lease Agreement.

***ACTION ITEM:  
Approval of Corporate  
Guaranty in  
Connection with  
Arthrex Lease  
Agreement***

The Peninsula Surgery Center is nearing final regulatory approval, allowing physicians to begin treating patients. Peninsula Surgery Center needs to acquire the shoulder surgery equipment via a Lease credit arrangement with Arthrex Credit. The Lease Agreement requires three payments of \$35,607.35 annually over a three-year term. Since the Board meets quarterly, in order to not delay ordering the equipment, the Chief Executive Officer executed the Corporate Guaranty.

Director Blowers made a motion that the Chief Executive Officer's execution of the Corporate Guaranty is ratified and approved. Director Chan seconded the motion.

Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS - aye
- Russ Blowers - aye
- Sue Querner – aye

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Ms. Hartz provided an overview of the Request for Purchase of VOX Centralized Patient Contact Center Software. The Washington Township Medical Foundation (WTMF) receives close to 650,000 calls per year, with that number increasing by an average of 16% year over year. It has become necessary for the medical foundation to set up a Centralized Patient Contact Center to handle incoming calls more efficiently. Our current telecom system does not allow for centralization or for the type of reporting needed to maximize resources while providing quality service to our patients. Implementation of the requested software will give us the capability to capture calls that were missed or placed on hold for an unacceptable length of time. We will also be able to monitor service levels to determine wait times, calls in queue and staff productivity in order to improve operations.

***ACTION ITEM:  
Request for Purchase  
of VOX Centralized  
Patient Contact  
Center Software***

Director Blowers made a motion to approve the Purchase of the VOX Centralized Patient Contact Software in an amount not to exceed \$130,128. Director Chan seconded the motion.

Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye

Mr. Rogers provided an overview of the Consideration of Approval of the Revised Washington Township Hospital Development Corporation Corporate Compliance Program. DEVCO has had a written Corporate Compliance Program since 2001, and it is recommended that it be updated again. The Corporate Compliance Program is modeled after the same program for the Washington Township Health Care District.

***ACTION ITEM:  
Consideration of  
Approval of the Revised  
Washington Township  
Hospital Development  
Corporation Corporate  
Compliance Program***

Director Chan made a motion for the approval of the revised Washington Township Hospital Development Corporate Compliance Program. Director Querner second the motion.

Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye

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Ms. Hartz provided an overview of the Consideration of Purchase and Install of the Siemens SOMOTOM go.SIM CT Machine and Phantom Tool for the Radiation Oncology Center.

The CT machine at the Washington Radiation Oncology Center went completely down on January 20, 2022. The scanning tube, where the images are taken, cannot be repaired and must be replaced. The machine is over 13 years old and purchased originally as a refurbished machine. This requested machine is a 64-slice CT simulator and reduces time to treatment. One of the new, cutting-edge technologies that this machine provides is Respiratory Gating for Breast and Lung treatments, which allows for a more accurate treatment of patients in sensitive areas and reduces radiation doses to critical organs such as the heart.

The District and UCSF are in the process of negotiating a joint venture that will result in the joint venture operating the Radiation Oncology Center. UCSF has agreed that the cost of this CT machine should be borne by the joint venture. However until negotiations are complete, the joint venture cannot enter into the purchase agreement. The District and UCSF have signed a letter indicating their agreement that these costs should be paid by the joint venture. In the event that the District and UCSF are unable to reach a final agreement, DEVCO will be responsible for the costs of this purchase.

Director Blowers made a motion for the approval of the purchase of the Siemens SOMOTOM go.SIM CT machine and the Phantom Tool for an amount not to exceed \$1,027,540. Director Chan seconded the motion.

Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye

Mr. Kozachenko provided an overview for Consideration of the Election of Board Members of the Washington Township Medical Foundation. Board Members serve a two-year term.

Director Blowers made a motion to approve Resolution for the reappointment of the Board of Directors for Washington Township Medical Foundation. The appointment of board members in the resolution is: Kimberly Hartz, Chairperson, Chris Henry, Dr. Albert Brooks, MD, Dr. Ranjana Sharma, MD, and Dr. Annamalai Veerappan, MD. Director Querner seconded the motion.

***ACTION ITEM:  
Consideration of  
Purchase and Install of  
the SIEMENS  
SOMOTOM go. SIM  
CT Machine and  
Phantom Tool for the  
Radiation Oncology  
Center***

***ACTION ITEM:  
Consideration of the  
Election of New Board  
Members of Washington  
Township Medical  
Foundation***

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Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye

Director Sah adjourned the meeting to closed session at 9:00 a.m. Director Sah stated that the public has a right to know what, if any, reportable action takes place during closed session. Since this is a Zoom session and we have no way of knowing when the closed session will end, the public was informed they could contact the Recording Secretary for the Board’s report beginning April 19, 2022. He indicated that the minutes of this meeting will reflect any reportable actions.

**ADJOURN TO  
CLOSED SESSION**

Director Sah adjourned the meeting to open session at 9:10 a.m. and reported that the Board approved the Closed Session Minutes of January 17, 2022 by a unanimous vote of all Directors present:

**RECONVENE TO  
OPEN SESSION**

- Benn Sah, MD
- Steven Chan, DDS
- Russ Blowers
- Sue Querner

There being no further business, Director Sah adjourned the meeting at 9:12 a.m.

**ADJOURNMENT**

The next meeting is currently scheduled for July 18, 2022 at 7:30 a.m.

**NEXT SCHEDULED  
DEVCO BOARD  
MEETING**

DocuSigned by:

*Benn Sah, M.D.*

Benn Sah, M.D.  
President

DocuSigned by:

*Steven Chan, D.D.S.*

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Steven Chan, D.D.S.  
Secretary