

Washington Township Hospital Development Corporation

August 11, 2023

Page 1

The meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on August 11, 2023, via in-person and Zoom. Director Sah called the meeting to order at 2:03 p.m.

CALL TO ORDER

Directors present: Benn Sah, M.D., Russ Blowers, Pauline Weaver, Sue Querner. (Note: Director Steven Chan joined the meeting at 2:10 p.m.)

ROLL CALL

Also present: Kimberly Hartz, Chief Executive Officer; Tina Nunez, Vice President, Ambulatory Care and Administrative Services; Tom McDonagh, Vice President and Chief Financial Officer; Walter Choto, Chief, Ambulatory Care Services; Paul Kozachenko, Attorney; and Diana Venegas, Recording Secretary

Guest: Daniel Nardoni, Chief Financial Officer of Washington Township Medical Foundation (WTMF); Michelle Hudson, Chief Operating Officer of WTMF.

A motion was made by Director Weaver, seconded by Director Blowers, to approve the minutes of the meeting of April 28, 2023.

**CONSIDERATION OF
MINUTES OF APRIL
28, 2023**

Roll call was taken:

- Benn Sah, M.D. – aye
- Russ Blowers – aye
- Pauline Weaver – aye
- Sue Querner - aye
- Steven Chan, D.D.S. – aye

The motion passed.

Ms. Hartz noted that there were no written or oral public communications.

COMMUNICATIONS

Joint Commission

**CHIEF EXECUTIVE
REPORT**

Ms. Hartz noted that the Joint Commission was onsite on Tuesday, May 30, 2023. Overall the survey was good and we received a 3 year accreditation. A spine accreditation survey will likely occur by the end of September and a stroke accreditation survey by the end of December.

Visitor's Policy Update

Washington Hospital has recently updated their visitor policy. The County is considering issuing a masking mandate during the winter months.

COO and CNO and WTMF CMO Recruitment Update

Ed Fayen is in the process of retiring. He will continue overseeing construction

Washington Township Hospital Development Corporation

August 11, 2023

Page 2

projects in connection with the Facility Master Plan while Larry LaBossiere will be assuming Ed's former duties as Vice President and Chief Operating Officer. Terri Hunter (recently hired) will assume Larry's former role as Vice President and Chief Nursing Officer. Jason Krupp, M.D. was hired as the Chief Medical Officer of Washington Township Foundation. He was recently at Central Maine Healthcare and comes with significant medical group experience.

Trauma Update

- Recruiting

The Trauma Medical Director (TMD) position has been filled by Chet Morrison, M.D. and he will be responsible for overseeing the development, coordination, implementation, and evaluation of all trauma center activities. The Trauma Program Director (TPD) position has been filled by Elwood Conaway. Mr. Conaway is a registered nurse who will work with the TMD, hospital administration, physicians, nurses, and ancillary staff to manage all aspects of trauma care.

- Training

The Emergency Department has started sending nurses to specific training courses, and a comprehensive education plan is being developed to ensure that all frontline staff are prepared and equipped to care for trauma patients. The Trauma Medical Staff Development Committee continues its work to ensure that the necessary physician components for a high-quality trauma service will be in place and operational in the coming year.

Union Negotiations: SEIU/CNA Negotiations

The Local 6/WHHS negotiations have completed. The SEIU and the CNA negotiations have begun.

Conflict of Interest

Director Chan disclosed that his wife sits on the Ohlone Board of Directors and asked if he had a conflict of interest. Mr. Kozachenko confirmed Dr. Chan did not have conflict of interest.

Mr. McDonagh reviewed the DEVCO Financial Report for May 2023.

FINANCIAL REPORT

Director Sah adjourned the meeting to a closed session at 2:20 p.m.

***ADJOURN TO
CLOSED SESSION***

Director Sah reconvened to open session at 3:10 pm and reported that the Board approved the Closed Session Minutes for April 28, 2023 by unanimous vote of all

***RECONVENE TO
OPEN SESSION***

Washington Township Hospital Development Corporation

August 11, 2023

Page 3

Directors present via a roll call vote.

- Benn Sah, M.D. – aye
- Russ Blowers – aye
- Pauline Weaver – aye
- Sue Querner - aye
- Steven Chan, D.D.S. – aye

Mr. Choto presented the Washington Township Hospital Development Corporation Budget Estimate for FY 2023/2024.

The FY 2023/2024 budget takes into account inflation, contracted changes, and operational changes.

The Washington Township Development Corporation (DEVCO) Budget Estimate for fiscal year 2023/2024 included Total Operating Revenue of \$44,205,400 and Total Expenses of \$42,167,860 for a budget Net Income of \$790,225. The Capital Budget is estimated at \$415,559.

The DEVCO Budget Estimate was included in the District’s consolidated budget which was approved by the District Board of Director’s on June 14, 2023.

Director Blowers made a motion to ratify the DEVCO Budget Estimate for fiscal year 2023/2024. Director Weaver seconded the motion.

Roll call was taken:

- Benn Sah, M.D. – aye
- Russ Blowers – aye
- Pauline Weaver – aye
- Sue Querner - aye
- Steven Chan, D.D.S. – aye

The motion carried.

Mr. Nardoni and Ms. Hudson presented the Washington Township Medical Foundation Budget Estimate for FY 2023/2024.

The WTMF Budget Estimate for the fiscal year 2023/2024 budget included Total Operating Revenue of \$60,447,071 and Total Expenses of \$90,334,495 for a budgeted Net Loss of (\$29,887,424). The Capital Budget is estimated at \$243,913.

The WTMF Budget Estimate was included in the District’s consolidated budget which was approved by the District Board of Director’s on June 14, 2023.

***ACTION ITEM:
Acceptance of the
Washington Township
Development
Corporation Budget
Estimate for
Fiscal Year 2023/2024***

***ACTION ITEM:
Acceptance of the
Washington Township
Medical Foundation
Budget Estimate for
Fiscal Year 2023/2024***

Washington Township Hospital Development Corporation

August 11, 2023

Page 4

Director Weaver moved to ratify the WTMF Budget Estimate for fiscal year 2023/2024. Director Blowers seconded the motion.

Roll call was taken:

- Benn Sah, M.D. – aye
- Russ Blowers – aye
- Pauline Weaver – aye
- Sue Querner - aye
- Steven Chan, D.D.S. – aye

The motion carried.

Director Blowers made a motion to approve Resolution No. 56, relating to the Consideration of Professional Services Agreement with WORC Health. Director Weaver seconded the motion.

***ACTION ITEM:
Consideration of
Resolution No. 56
Professional Services
Agreement with
WORC Health***

Roll call was taken:

- Benn Sah, M.D. – aye
- Russ Blowers – aye
- Pauline Weaver – aye
- Sue Querner - aye
- Steven Chan, D.D.S. – aye

The motion carried.

Director Blowers made a motion to approve Resolution No. 57, relating to the Shareholder and Stock Transfer Restriction Agreement with WORC Health and Albert Brooks, M.D. Director Weaver seconded the motion.

***ACTION ITEM:
Consideration of
Resolution No. 57
Shareholder and Stock
Transfer Restriction
Agreement with WORC
Health and Albert
Brooks, M.D.***

Roll call was taken:

- Benn Sah, M.D. – aye
- Russ Blowers – aye
- Pauline Weaver – aye
- Sue Querner - aye
- Steven Chan, D.D.S. – aye

The motion carried.

There being no further business, Director Sah adjourned the meeting at 3:49 p.m.

ADJOURNMENT

The next regularly scheduled meeting is Monday, October 30, 2023 at 7:30 a.m.

Washington Township Hospital Development Corporation

August 11, 2023

Page 5

DocuSigned by:

Benn Sah, M.D.

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Benn Sah, M.D. President

DocuSigned by:

Steven Chan, D.D.S.

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Steven Chan, D.D.S. Secretary