



Washington Township Hospital Development Corporation

2000 Mowry Avenue, Fremont, CA 94538-1716

January 22, 2020

ANNUAL MEETING NOTICE

The annual meeting of the Board of Directors of the Washington Township Hospital Development Corporation will be held on Wednesday, January 29, 2020. The meeting will be held in the Conrad E. Anderson, MD Auditorium, located at 2500 Mowry Avenue, Fremont, California and will commence at 7:30a.m.

In accordance with Sections 1461, 1462, 32106 and 32155 of the California Health & Safety Code and Sections 54962 and 54954.5 of the California Government Code, portions of this meeting may be held in closed session.

This notice is posted pursuant to Section 54956 of the Government Code.

By direction of the President & Chief Executive Officer
Washington Township Hospital Development Corporation

HOLLY CEDILLO
Recording Secretary

Kimberly Hartz, President and Chief Executive Officer

Ohlone College Student Health Center • Washington Medical Billing • Washington on Wheels • Washington Outpatient Rehabilitation Center
Washington Outpatient Surgery Center • Washington Radiation Oncology Center • Washington Sports Medicine
Washington Township Medical Foundation • Washington Urgent Care



Washington Township Hospital Development Corporation

2000 Mowry Avenue, Fremont, CA 94538-1716

AGENDA

BOARD OF DIRECTORS' ANNUAL MEETING WASHINGTON TOWNSHIP HOSPITAL DEVELOPMENT CORPORATION

Wednesday, January 29, 2020 – 7:30A.M.
2500 Mowry Avenue, Fremont, CA 94538
Conrad E. Anderson, MD Auditorium

Assistance for the Disabled: If you are disabled in any way and need accommodation to participate in the meeting, please call Holly Cedillo, Recording Secretary, at (510) 818-7839 for assistance so the necessary arrangements can be made.

		PRESENTED BY:
I.	CALL TO ORDER	Chair
II.	ROLL CALL	Holly Cedillo, Executive Assistant
III.	CONSIDERATION OF MINUTES OF November 18, 2019	<i>Motion Required</i>
IV.	ELECTION OF OFFICERS	
V.	COMMUNICATIONS A. Oral B. Written	
VI.	PRESIDENT AND CHIEF EXECUTIVE OFFICER REPORT	Kimberly Hartz, President and Chief Executive Officer

Kimberly Hartz, President and Chief Executive Officer

In accordance with Section 1461, 1462, 32106 and 32155 of the California Health & Safety Code and Sections 54962 and 54954.5 of the California Government Code, portions of this meeting may be held in closed session.

- | | | |
|--------------|---|-------|
| VII. | CLOSED SESSION
A. Report involving trade secret pursuant to Health and Safety Code, Section 32106. Estimated public disclosure date January 2021. | Chair |
| VIII. | ADJOURN TO OPEN SESSION & REPORT ON CLOSED SESSION | Chair |
| IX. | OPEN SESSION
A. Report to Open Session

B. Action Items

1. Consideration of Resolution No. 43 for the election of new board members to the Washington Township Medical Foundation. | Chair |
| X. | ADJOURNMENT | Chair |

NEXT MEETING: May 18, 2020

The meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on November 18, 2019 in the Conrad E. Anderson, MD Auditorium, 2500 Mowry Avenue, Fremont, California. Chairman Sah called the meeting to order at 7:31 a.m.

*CALL
TO
ORDER*

Present: Russ Blowers, Steven Chan, DDS, Gloria Villasana Fuerniss, Miro Garcia, Benn Sah, MD and Kimberly Hartz, President and Chief Executive Officer

*ROLL
CALL*

Absent: None

Also present: Tina Nunez, Vice President of Ambulatory and Administrative Services; Chris Henry, Vice President and Chief Financial Officer; Walter Choto, Sr. Director, Ambulatory Care Services; Paul Kozachenko, Attorney and Holly Cedillo, Executive Assistant

Guest: Ed Fayen, Executive Vice President and Chief Operating Officer; Trevin Hunt, Administrator/Director of Nursing, Washington Outpatient Surgery Center

A motion was made by Director Chan, seconded by Director Blowers to approve the minutes of the meeting of August 19, 2019. The motion was carried by the following vote.

*APPROVAL OF
MINUTES OF
August 19, 2019*

Ayes: Directors Blowers, Chan, Fuerniss, Garcia and Sah

Noes: None

Absent: None

Abstain: None

Chairman Sah noted that there was no written or oral communication.

COMMUNICATIONS

Ms. Hartz shared that the hospital is preparing for The Joint Commission survey. This survey takes place every three years. This will be done over a five day period with 8-10 surveyors on site. The actual Joint Commission survey is anticipated to take place during the summer of 2020. She noted that the Stroke Program will also be surveyed. This survey is a one day survey and a one week notice will be given prior to their arrival. This survey is anticipated to take place between now and the end of December 2019.

*PRESIDENT & CHIEF
EXECUTIVE OFFICER
REPORT*

Ms. Hartz announced that Dr. Jet Lui, Orthopedic Surgeon, joined Washington Township Medical Foundation Orthopedic Department on September 3, 2019. Dr. Lui earned his degree from the University of Texas, graduating summa cum laude. He completed his residency in orthopedic surgery at the Baylor College of Medicine in Houston and received his training at Paul L. Foster School of Medicine in El Paso, Texas.

Ms. Hartz announced that Dr. Catalina Villa, Psychiatrist, will be joining with Dr. Seema Sehgal in January of 2020. Dr. Villa earned her medical degree from Pontificia Universidad Javeriana School of Medicine in Bogota, Colombia and

completed her psychiatry residency at Montefiore Medical Center, Albert Einstein College of Medicine, Bronx, New York. She is Board Certified in psychiatry and neurology and has an active California medical license. Dr. Villa will predominantly provide inpatient care.

*PRESIDENT & CHIEF
EXECUTIVE OFFICER
REPORT (CONT'D)*

Ms. Hartz shared that Dr. Nancy Stoll resigned.

Ms. Hartz informed the group that the contract negotiations with the California Nurses Association has concluded and was ratified. This contract is for a four year term and is within the market rate and within budget. The Board of Directors approved the contract at their November 13th meeting.

Ms. Hartz notified the group that as of November 4, 2019, the Radiation Oncology Center staff and physicians temporarily relocated to the Alameda Radiation Oncology Center (ARO) located at 27204 Calaroga Avenue, Hayward, CA 94545. This move is in preparation of the installation of the new linear accelerator. The anticipated date of return to the Washington Radiation Oncology Center is March of 2020.

Ms. Hartz shared that Dr. Nicolas Prionas joined our Radiation Oncology Center. Dr. Prionas is an Assistant Professor and the Associate Director of Quality Initiatives in the UCSF Department of Radiation Oncology. He earned his medical degree from Stanford University and completed his residency at Stanford University where he was awarded the Malcolm A. Bagshaw Award. He also completed joint MD/PhD training in Biomedical Engineering at the University of California, Davis School of Medicine.

Ms. Hartz gave an update on the Warm Springs building project in conjunction with UCSF. The request for zoning of the Unigen site was presented to the Planning Commission on October 24th and passed with 5-0 votes to advance it to City Council. The City Council meeting is scheduled for December 10, 2019. This partnership will allow a central location where comprehensive health care services can be provided to a growing community.

Ms. Hartz announced the upcoming 2019 annual holiday tree lighting ceremonies. The tree lighting ceremonies schedule is as follows:

- December 2nd at 6:30 p.m. – Newark (Silliman Center)
- December 4th at 6:00 p.m. – Union City (City Hall)
- December 5th Time TBD – Union City (Masonic Homes of California)
- December 12th at 5:30 p.m. – Fremont (Washington West)

Government Code, Chairman Sah adjourned the meeting to closed session at 7:49 a.m.

ADJOURN TO CLOSED SESSION (CONT'D)

Chairman Sah adjourned the meeting to open session at 9:02 a.m. He reported that no action was taken in closed session.

ADJOURN TO OPEN SESSION

The authorization to approve the President and Chief Executive Officer of Washington Township Hospital Development Corporation to enter into the contract necessary to proceed with the participation in the ownership and operation of an ambulatory surgery center located at 350 Marine Parkway in Redwood City was presented for approval. This includes the expenditure of \$1.5 Million and allows the President and Chief Executive Officer to take any and all actions necessary to execute any and all instruments and do any and all things deemed by her necessary, or desirable, to carry out the intent and purposes of this motion.

*ACTION ITEMS –
Approval of the
Washington Township
Hospital Development
Corporation
participation in the
ownership and operation
of an ambulatory surgery
center located at 350
Marine Parkway in
Redwood City*

Director Garcia moved to accept the approval for the participation in the ownership and operation of an ambulatory surgery center located at 350 Marine Parkway in Redwood City. On a second from Director Fuerniss, the motion was carried with the following vote:

Ayes: Directors Blowers, Chan, Fuerniss and Garcia

Noes: None

Abstain: Director Sah

Absent: None

Director Fuerniss left the meeting early.

The replacement of the air handler and roof top condenser at 2299 Mowry Avenue, Suite 2C that services the Washington Township Medical Foundation Psychiatry and the Sleep Study areas for a total amount not to exceed \$39,519.50 was presented for approval. This includes the base bid, estimated city permits and fees, and contingency budget. These units are currently over 30 years old and at end of life. The units have been serviced multiple times and due to the age of the equipment, parts are difficult to find. Tenants have also expressed concern with the inability to maintain a comfortable temperature for their patients and staff. This item was approved in the Capital budget for FY 2019/20 in the amount of \$47,046.17.

*Consideration of
replacement of air
handler and roof top
condensing unit at 2299
Mowry Avenue, Suite 2C*

A motion was made by Director Garcia to authorize the President and Chief Executive Officer to enter into the necessary contracts to proceed with the replacement of the air handler and roof top condenser located at 2299 Mowry Avenue, Suite 2C. On a second from Director Blowers, the motion was carried with the following vote:

Ayes: Directors Blowers, Chan, Garcia and Sah
Noes: None
Abstain: None
Absent: Director Fuerniss

*ACTION ITEMS
(CONT'D)
Consideration of
replacement of air
handler and roof top
condensing unit at 2299
Mowry Avenue, Suite 2C*

The authorization to proceed with the approval of Board Resolution Number 41 was presented for approval allowing the President and Chief Executive Officer and Board Treasurer to enter into banking agreements for the operating accounts with Fremont Bank on behalf of Washington Township Hospital Development Corporation in accordance with the District's policies and procedures.

*Consideration of
Resolution No. 41
Corporate Resolution
Fremont Bank –
Operating Accounts*

Director Garcia moved to accept the approval of Board Resolution Number 41. On a second from Director Chan, the motion was carried with the following vote:

Ayes: Directors Blowers, Chan, Garcia and Sah
Noes: None
Abstain: None
Absent: Director Fuerniss

The authorization to proceed with the approval of Board Resolution Number 42 was presented for approval allowing the President and Chief Executive Officer and Board Treasurer to enter into the Facsimile Signature Agreement with Fremont Bank on behalf of Washington Township Hospital Development Corporation in accordance with the District's policies and procedures.

*Consideration of
Resolution No. 42
Corporate Resolution
Fremont Bank –
Facsimile Signature
Agreement*

Director Garcia moved to accept the approval of Board Resolution Number 42. On a second from Director Chan, the motion was carried with the following vote:

Ayes: Directors Blowers, Chan, Garcia and Sah
Noes: None
Abstain: None
Absent: Director Fuerniss

There being no further business, the meeting adjourned at 9:08 a.m. The next meeting is scheduled for January 29, 2020 at 7:30a.m.

ADJOURNMENT

Benn Sah, M.D.
Chair

Steven Chan, D.D.S.
Secretary

Washington Township Hospital
Development Corporation
Summary Income Statement
November 2019

	Current Month			Year-to-Date			
	Actual	Budget	Variance	Actual	Budget	Variance	Favorable/(Unfavorable) %
(1) Visits	3,287	3,493	(206)	17,130	16,689	441	2.6%
(2) Treatments & Procedures	330	352	(22)	1,827	1,716	111	6.5%
(3) Total	3,617	3,845	(228)	18,957	18,405	552	3.0%
Gross Revenue							
(4) Patient Revenue	4,289,111	4,710,765	(421,654)	20,724,199	21,703,974	(979,775)	(4.5%)
(5) Other Revenue	907,812	850,519	47,293	4,470,675	4,334,642	136,033	3.1%
(6) Total Gross Revenue	5,196,923	5,571,284	(374,361)	25,194,874	26,038,616	(843,742)	(3.2%)
Deductions							
(7) Total Deductions	2,326,207	2,485,723	159,516	10,848,937	11,412,672	563,735	4.9%
Contractual Percentage	54.2%	52.8%	1.4%	52.3%	52.6%	0.3%	
(8) Net Revenue	2,870,716	3,085,561	(214,845)	14,345,937	14,625,944	(280,007)	(1.9%)
Expenses							
(9) Purchased Labor	905,607	884,357	(21,250)	4,494,344	4,484,138	(10,206)	(0.7%)
(10) Purchased Benefits	306,699	289,700	(16,999)	1,454,062	1,455,775	1,713	0.1%
(11) Supplies	370,097	395,492	25,395	1,835,252	1,773,731	(61,521)	(3.5%)
(12) Professional Fees	306,452	283,096	(23,356)	1,678,491	1,535,746	(142,745)	(9.3%)
(13) Purchased Services	188,605	218,804	30,199	1,115,141	1,123,354	8,213	0.7%
(14) Depreciation and Amort	94,299	92,778	(1,521)	471,914	465,101	(6,813)	(1.5%)
(15) Utilities	19,929	21,756	1,827	134,422	129,160	(5,262)	(4.1%)
(16) Building Lease	483,488	415,190	(68,298)	2,215,892	2,071,800	(144,092)	(7.0%)
(17) Other Expenses	124,306	122,083	(2,223)	650,651	645,565	(5,086)	(0.8%)
(18) Total Expenses	2,799,482	2,723,256	(76,226)	14,050,169	13,664,370	(385,799)	(2.8%)
(19) Net Operating Income/Loss	71,234	362,305	(291,071)	295,768	961,574	(665,806)	(69.2%)
(20) Minority Interest	79,174	222,857	(143,683)	317,983	721,381	(403,398)	55.9%
(21) Net Income/Loss	(7,940)	139,448	(147,388)	(22,215)	240,193	(262,408)	(109.2%)



Memorandum

DATE: January 20, 2020

TO: Board of Directors
Washington Township Hospital Development Corporation

FROM: Kimberly Hartz, President and Chief Executive Officer

SUBJECT: Resolution No. 43 – Appointment of board members for the Washington Township Medical Foundation

Board Resolution No. 43 authorizes the Directors of Washington Township Hospital Development Corporation, a California nonprofit public benefit corporation, to approve the following election of new board members of the Washington Township Medical Foundation. The Board of Directors hereby appoints the following board members:

Board Member:	Kimberly Hartz
Board Member:	Chris Henry
Board Member:	Dr. Albert Brooks
Board Member:	Dr. Ranjana Sharma
Board Member:	Dr. Annamalai Veerappan

In accordance with the District's policies and procedures, it is requested that the Washington Township Hospital Development Corporation Board of Directors approve Board Resolution No. 43 authorizing the appointment of the new board members of Washington Township Medical Foundation.

**WASHINGTON TOWNSHIP HOSPITAL
DEVELOPMENT CORPORATION**

**RESOLUTION NO. 43
OF THE BOARD OF DIRECTORS**

WHEREAS, at the regular meeting of the Board of Directors held on January 29th, 2020, the Board of Directors of Washington Township Hospital Development Corporation, a California nonprofit public benefit corporation, approved the following resolutions:

**ELECTION OF NEW BOARD MEMBERS OF WASHINGTON TOWNSHIP MEDICAL
FOUNDATION**

RESOLVED, that the Board of Directors hereby appoints the following board members:

Name	Title	Term
Kimberly Hartz	Board Member	January 29, 2020- January 28, 2022
Chris Henry	Board Member	January 29, 2020- January 28, 2022
Dr. Albert Brooks	Board Member	January 29, 2020- January 28, 2022
Dr. Ranjana Sharma	Board Member	January 29, 2020- January 28, 2022
Dr. Annamalai Veerappan	Board Member	January 29, 2020- January 28, 2022

GENERAL RESOLUTIONS

RESOLVED, that each officer of the corporation be authorized and directed to take any and all actions necessary to execute any and all instruments and do any and all things deemed by them to be necessary, or desirable, to carry out the intent and purposes of the foregoing resolutions.

RESOLVED FURTHER, that this Resolution may be executed in one or more counterparts and when each Director has executed at least one counterpart, the foregoing resolutions shall be deemed adopted and in full force and effect on the date of set forth above.

RESOLVED FURTHER, that this Resolution shall be filed in the minute book of the corporation and become a part of the records of the corporation.

Dated: _____

Benn Sah, MD

Dated: _____

Steven Chan, DDS

Dated: _____

Russ Blowers

Dated: _____

Miro Garcia

Dated: _____

Gloria Villasana Fuerniss