

A meeting of the Board of Directors of the Washington Township Health Care District was held on Wednesday, May 12, 2021 via Zoom in order to comply with California Governor Gavin Newsom's and Alameda County's mandatory orders as revised on January 25, 2021 to comply with social distancing measures and other restrictions necessary to control the spread of COVID-19. Director Nicholson called the meeting to order at 6:00 pm and led those in attendance of the meeting in the Pledge of Allegiance.

CALL TO ORDER

PLEDGE OF ALLEGIANCE

Roll call was taken: Directors present: William Nicholson, MD; Jeannie Yee; Bernard Stewart, DDS; Jacob Eapen, MD; Michael Wallace

ROLL CALL

Also present: Kimberly Hartz, Chief Executive Officer; Cheryl Renaud, District Clerk

Guests: Ed Fayen, Chris Henry, Tina Nunez, Stephanie Williams, Paul Kozachenko, Nicholas Kozachenko, Prasad Kilaru MD, Brenda Brennan, Adelita Tinoco, Mary Bowron, Angus Cochran, Debbie Feary, and Sri Boddu.

Director Nicholson welcomed any members of the general public to the meeting. He stated that Governor's Newsom's Executive Order N-29-20 explicitly waives The Brown Act provision that requires physical presence of members, the clerk or other personnel of the body, or of the public as a condition of participation in, or quorum for, a public meeting. He noted that Washington Township Health Care District continues to comply with the Brown Act in providing appropriate connection information in order to provide the public the opportunity to participate in the meeting and that Public Notice for this meeting, including connection information, was posted appropriately on our website.

OPENING REMARKS

Director Nicholson announced that this meeting, conducted via Zoom, will be recorded for broadcast at a later date. When asked if any members of the general public were in attendance and/or interested in speaking, there was no response.

Director Nicholson presented the Consent Calendar for consideration:

CONSENT CALENDAR

- A. Minutes of the Regular Meetings of the District Board: April 14, April 19, April 26 and April 28, 2021
- B. Dornoch Waste Management Carts

In accordance with District law, policies, and procedures, Director Stewart moved that the Board of Directors approve the Consent Calendar, items A and B. Director Yee seconded the motion.

Roll call was taken:

William Nicholson, MD – aye
Jeannie Yee – aye
Bernard Stewart, DDS – aye
Jacob Eapen, MD – aye
Michael Wallace – aye

The motion unanimously carried.

There were no Oral communications.

COMMUNICATIONS:

Board of Directors' Meeting

May 12, 2021

Page 2

There were no Written communications.

ORAL

*COMMUNICATIONS:
WRITTEN*

Kimberly Hartz, CEO, introduced Brenda Brennan, MS, RN, CNS, CEN, Assistant Chief Nursing Officer, and Adelita Tinoco, PhD, RN, AGCNS-BC, Magnet Project Manager, as well as Stephanie Williams, RN, MHA, CPHQ, NE-BC, Vice President and Chief Nursing Officer. Brenda Brennan presented the Journey to Magnet Re-designation and how it recognizes nursing excellence and organizational collaboration. Washington was initially designated as a Magnet facility in 2011 and re-designated in 2016. The upcoming Magnet Virtual Site Visit for the second re-designation will take place May 17, 2021 through May 19, 2021. Washington is one of eight hospitals in the Bay Area to receive the Magnet designation.

*PRESENTATION:
JOURNEY TO MAGNET
REDESIGNATION*

Dr. Prasad Kilaru reported there are 583 Medical Staff members including 351 active members and 97 ambulatory members. Dr. Kilaru also reported that this year the medical staff is looking at scheduling the Medical Staff Dinner Dance for some time mid-summer. This is typically when the Remo Cerruti, M.D. Physician of the Year Award is presented. This year, the recipient of the award will be Dr. John Thomas Mehigan. Dr. Kilaru noted that this is a transition year for the Chief of Staff position. Dr. Shakir Hyder will be the incoming Chief of Staff. Dr. Kilaru thanked the Board for their support during his two years as Chief of Staff.

*MEDICAL STAFF
REPORT*

Ms. Debbie Feary, Service League President, reported that the Service League members are slowly and safely returning following the COVID-19 pandemic. In the past month, 44 members of the Service League volunteered 739 hours. They are helping in the COVID-19 vaccine clinic, helping in the Pharmacy, making COVID-19 test kits for pre-op, and helping in Human Resources. Later this month, the Service League is going to start a pilot program to bring back the Nursing Unit Assist Program in telemetry. This month, the Service League provided volunteers in the Emergency Department and Oncology nursing unit.

*SERVICE LEAGUE
REPORT*

Mary Bowron, Chief of Quality and Resource Management presented the Quality Dashboard for the quarter ending March 31, 2021 comparing WHHS statistics to State and National benchmarks. We had Zero MRSA Bloodstream Infections this past quarter and zero VRE Infections this past quarter. Central Line Associated Bloodstream Infections: Our infection rate was the same as predicted number of infections (2). Catheter Associated Urinary Tract Infection: Our infection rate was higher than predicted at 1.708. C-Difficile: We were lower than predicted this past quarter. We had no infections following colon surgery which was below the predicted number of infections. We had no infections following abdominal hysterectomy which was below the predicted number of infections. Hand Hygiene was at 87%.

*PRESENTATION:
QUALITY DASHBOARD
QUARTER ENDING
MARCH 2021*

Board of Directors' Meeting

May 12, 2021

Page 3

Our moderate fall with injury rate was lower than the national rate for the quarter at 2.27. Hospital Acquired Pressure Ulcer rate was lower than the national rate this past quarter.

We had a higher percent of 30-day Medicare pneumonia readmissions compared to the CMS national benchmark (24.6% versus 16.6%). Our 30-day readmission rate for AMI discharges was below the CMS benchmark (4.8% versus 16.1%). 30-day Medicare Heart Failure readmissions were higher (23.1% versus 21.9%) than the CMS benchmark. Our 30-day Medicare CABG readmission rate was lower (0.0% versus 12.7%) than the CMS benchmark. Our 30-day Medicare Total Hip Arthroplasty (THA) and/or Total Knee Arthroplasty (TKA) was lower than the CMS benchmark (0% versus 4.0%). Our 30-day Medicare Chronic Obstructive Pulmonary Disease (COPD) readmission rate was above the CMS benchmark (23.5% versus 19.6%).

Chris Henry, Vice President & Chief Financial Officer, presented the Finance Report for March 2021. The average daily census was 138.9 with admissions of 793 resulting in 4,305 patient days. Outpatient observation equivalent days were 245. The average length of stay was 5.70 days. The case mix index was 1.662. Deliveries were 102. Surgical cases were 392. Joint Replacement cases were 166. Neurosurgical cases were 18. Cardiac Surgical cases were 14. The Outpatient visits were 8,005; Emergency visits were 3,418. Total productive FTEs were 1,306.3. FTEs per adjusted occupied bed were 6.47.

FINANCE REPORT

Kimberly Hartz, Chief Executive Officer, presented the Hospital Operations Report for April 2021. Preliminary information for the month indicated total gross revenue at approximately \$183.8 million for April. The Average Length of Stay was 5.92. The Average Daily Census was 140.3. It was noted that COVID-19 patients have a significantly higher than average acuity and length of stay. Of the 26 COVID-19 discharges in the month, there were two outliers with lengths of stays longer than 20 days. Still in house at the end of April were three patients with length of stays over 30 days. There were 4,208 patient days. There were 389 Surgical Cases and 481 Cath Lab procedures at the Hospital. Deliveries were 121. Non-Emergency Outpatient visits were 7,397. Emergency Room visits were 3,693. Total Government Sponsored Preliminary Payor Mix was 72.7%, against the budget of 71.2%. Total FTEs per Adjusted Occupied Bed were 6.28. The Washington Outpatient Surgery Center had 502 cases and the clinics had approximately 16,679 visits.

*HOSPITAL
OPERATIONS REPORT*

In accordance with District Law, Policies, and Procedures, Dr. Stewart moved that the Board approve Resolution No. 1225 to authorize the Chief Executive Officer to enter into a Joint Venture Agreement with the University of California San Francisco as follows:

*CONSIDERATION OF
RESOLUTION 1225:
RESOLUTION OF THE
BOARD OF DIRECTORS
OF WASHINGTON
TOWNSHIP HEALTH
CARE DISTRICT TO
AUTHORIZE THE
CHIEF EXECUTIVE*

1. The Board of Directors authorizes the Chief Executive Officer to execute the LLC Agreement attached hereto as Exhibit A.

Board of Directors' Meeting

May 12, 2021

Page 4

2. The Board of Directors authorizes the Chief Executive Officer to execute a Grant Deed to transfer the District's 51% interest in the real property located at 45388 Warm Springs Boulevard to the JV LLC.
3. The Board of Directors authorizes the transfer of funds from the District to the JV LLC in the amount of \$2,040,000, described in the recitals as the District's Contribution.
4. The Board of Directors authorizes the transfer of the District's pro rata portion of any unspent funds previously contributed by the District under the Tenancy in Common Agreement to the JV LLC;
5. The foregoing resolutions shall be contingent on the following: (i) UCSF has approved the LLC Agreement in substantially the same form as attached hereto as Exhibit A; (ii) UCSF has approved the transfer of UCSF's 49% interest in the real property located at 45388 Warm Springs Boulevard to the JV LLC and (iii) UCSF has approved the transfer of UCSF's Contribution to the JV LLC.
6. The Chief Executive Officer is hereby authorized to enter into any agreement or contract document necessary to carry out the intent of this Resolution, and to take any and all further actions, which in the determination of the Chief Executive Officer, are necessary and proper to effectuate the intent of this Resolution.

*OFFICER TO ENTER
INTO A JOINT
VENTURE AGREEMENT
WITH THE UNIVERSITY
OF CALIFORNIA SAN
FRANCISCO AND
APPROVAL OF
BUDGET*

Director Eapen seconded the motion.

Kimberly Hartz introduced Ed Fayen who presented a project overview and vision of the Washington Hospital-UCSF Warm Springs Health Center Project. This is a very important strategic initiative that is aligned with Hospital's mission and vision, focusing on providing easy access to a full range of outpatient primary and specialty care where people live. This project is in partnership with UCSF and an investment in the health of the community in southern Alameda County. The vision is to provide premier health care services to the southern portion of the Washington Township Health Care District that combine the strengths of the community's hospital, Washington Hospital, with academic specialties and expertise through a relationship with UCSF. It will be an outpatient-focused facility that provides one-stop shopping for patients, with seamless and timely referrals to inpatient services, if needed. The focus is on innovative design, program offerings, or services that meet the needs of both the older patient population, as well as the younger, well-educated population that is expected to continue to grow in the Warm Springs area and throughout southern Alameda County. It will also focus on the needs of the local employers.

Board of Directors' Meeting

May 12, 2021

Page 5

Washington Hospital Healthcare System and UCSF Health will be the first-to-market in providing, in phases, a consumer-centric outpatient care center in the Warm Springs Innovation District.

Based on programming discussions to date, the following assumptions have been identified:

- The Warm Springs site will be developed over time and in multiple phases.
- WHHS and UCSF will share in ownership and operations of the real property.
- UCSF's initial role in patient care will center on providing pediatric specialty care, filling gaps in adult specialty care, and expanding primary care to support specialty care.

Phase I

- Full range of primary and specialty care for both adults, adolescents and children
- Ancillary Services including imaging and pharmacy
- Urgent Care
- Employer focus

Phase II

- Ambulatory Surgery Center
- Physical Therapy, Occupational Therapy & Speech
- Additional imaging services

The timeline for the project was discussed and is outlined below.

Phase I & Completion Date

Design – 11/19/2021

Permitting – 02/17/2022

Construction – 04/10/2023

Phase II & Completion

Design – 08/01/2023

Permitting – 11/01/2023

Construction – 12/31/2024

The Washington-UCSF Warm Springs Health Center is a single purpose joint venture with a limited liability corporation, 51% ownership by Washington and 49% ownership by UCSF, and management will be led by Washington Hospital.

The total estimated cost for Phase I of the outpatient center is \$34,655,460, with the District's pro rata portion of this cost of \$17,674,794 and UCSF's portion of \$16,981,665.

Roll call was taken:

Michael Wallace – aye

Board of Directors’ Meeting

May 12, 2021

Page 6

William Nicholson, MD – aye
Jeannie Yee - aye
Jacob Eapen, MD - aye
Bernard Stewart, DDS – aye

The motion unanimously carried.

In accordance with District Law, Policies, and Procedures, Dr. Stewart moved that the Board approve Resolution No. 1226 to approve the District’s portion of the estimated Phase I construction costs for Warm Springs Health Center Partnership. LLC and authorize the disbursement of funds as follows:

*CONSIDERATION OF
RESOLUTION 1226:
RESOLUTION OF THE
BOARD OF DIRECTORS
OF WASHINGTON
TOWNSHIP HEALTH
CARE DISTRICT TO
APPROVE THE
DISTRICT’S PORTION
OF THE ESTIMATED
PHASE I
CONSTRUCTION COSTS
FOR WARM SPRINGS
HEALTH CENTER
PARTNERSHIP, LLC
AND AUTHORIZE THE
DISBURSEMENT OF
FUNDS*

1. The Board of Directors approves the Phase 1 Construction Estimate.
2. The Board of Directors authorizes the Chief Executive Officer to make further disbursements of District funds to the JV LLC in the form of capital calls to fund the District’s pro rata portion of the Phase 1 construction costs, not to exceed \$17,674,794.
3. The Chief Executive Officer is hereby authorized to enter into any agreement or contract document necessary to carry out the intent of this Resolution, and to take any and all further actions, which in the determination of the Chief Executive Officer, are necessary and proper to effectuate the intent of this Resolution.

Director Eapen seconded the motion.

Roll call was taken:

Michael Wallace – aye
William Nicholson, MD – aye
Jeannie Yee - aye
Jacob Eapen, MD - aye
Bernard Stewart, DDS – aye

The motion unanimously carried.

- Angela Kahalewai, Registration, Emergency Department, is the May Employee of the Month.
- Thursday, April 15: Dr. Victoria Leiphart, gynecologist, presented *Power of Meditation* by Zoom. 17 community members attended virtually on Zoom.
- Tuesday, April 27: Dr. Amrit Hansra, an interventional radiologist, presented *Interventional Radiology (IR) for Vascular Disease* on Facebook Live and YouTube. 84 community members participated in the live event and since then, 305 additional people accessed the presentation.
- Tuesday, May 11: Dr. Mark Hsu, an urologist, presented *Enlarged Prostate: Causes, Symptoms and Treatment* on Facebook Live and YouTube. 142 community members participated in the live event.

ANNOUNCEMENTS

Board of Directors' Meeting

May 12, 2021

Page 7

Community members who miss the LIVE Health & Wellness seminars can view them anytime on the In Health YouTube channel at [YouTube.com/WashingtonHosp](https://www.youtube.com/WashingtonHosp); or by going to our InHealth Channel on Comcast Channel 78. Seminars featured on Facebook Live are also available on Washington Hospital's Facebook page, which can be found by searching @WashingtonHosp.

- During the month of April, the Washington Township Medical Foundation continued operating the community vaccination clinic. The Vaccine Clinic continues to be very busy. Vaccines began on February 1, 2021. As of Wednesday, May 12th, the total number of community members who have received vaccinations at our clinic is 53,958, and of those, 29,101 are fully vaccinated.
- National Nurses Week took place May 6th through 12th.
- National Hospital Week took place May 9th through May 15th.
- Kimberly gave her heartfelt appreciation to everyone - physicians, staff, and volunteers for everything they have put into this last year and how far we have come. It's the compassion, resilience and hard work of everyone in the Healthcare System that allowed us to meet the needs of the Health Care District when they needed us the most.
- In addition to celebrating the entire nursing staff this week, Washington Hospital proudly announced four recipients of the Nurse of the Year Award. Recipients of the prestigious Nurse of the Year award are nominated by their peers for exemplary clinical skills, leadership and professionalism. They illustrate extraordinary dedication to the Hospital's mission and "Patient First Ethic."

The Hospital's medical staff selected four deserving nurses from last year's pool of nominees to receive the award.

The awardees are: Critical Care nurse Shiny George, RN, BSN, CCRN-CMC, CNRN; Preoperative holding area, Operating Room, and Post-Anesthesia Care Unit nurse, John Lazaro, RN, BSN; 6 West nurse, Sin Ting "Cindy" Chan, RN, MSN, CNSRN, CNEN; and Oncology night shift charge nurse, Merlene Nurse, RN, BSN, RN-BC, OCN.

Kimberly Hartz, Chief Executive Officer, noted that last week Washington Hospital received numerous calls from concerned community members who were hearing rumors about a high number of COVID-19 patient admissions to the Hospital. This is inaccurate information. The Hospital continues to have below 10 inpatient COVID positive patients in house. For the last several weeks, the total number of COVID-19 patients has been in the single digits. A statement was also placed on the Hospital's social media channels to clarify that Washington Hospital wasn't experiencing an increase in COVID-19 patients.

Board of Directors' Meeting

May 12, 2021

Page 8

The Hospital is continuing to vaccinate the community. Today, the CDC approved the Pfizer vaccine for children ages 12-15. Beginning tomorrow, those individuals living in the District can be vaccinated at Washington Hospital with an appointment.

There being no further business, Director Nicholson adjourned the meeting at 8:05 pm.

ADJOURNMENT

DocuSigned by:

William Nicholson

98231C70CEF24F3...

William F. Nicholson, M.D.
President

DocuSigned by:

Michael Wallace

1FE74319C3D0484...

Michael J. Wallace
Secretary