



Washington Township Health Care District

2000 Mowry Avenue, Fremont, California 94538-1716 | 510.797.1111

Kimberly Hartz, Chief Executive Officer

Board of Directors

Jacob Eapen, MD
William F. Nicholson, MD
Bernard Stewart, DDS
Michael J. Wallace
Jeannie Yee

BOARD OF DIRECTORS MEETING

Wednesday, October 13, 2021 – 6:00 P.M.

Meeting Conducted by Zoom

<https://us06web.zoom.us/j/88404975755?pwd=T29oQjduVGU0WHMzRFZyMUhjS0lrZz09>

Password: 493399

AGENDA

PRESENTED BY:

- | | |
|--|--|
| I. CALL TO ORDER & PLEDGE OF ALLEGIANCE | William Nicholson, M.D.
Board President |
| II. ROLL CALL | Dee Antonio
District Clerk |
| III. BROWN ACT FINDING GOVERNMENT Code § 54953(e)(3)(B)(ii) | <i>Motion Required</i> |
| IV. COMMUNICATIONS | |
| A. Oral
<i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not on the agenda and within the subject matter of jurisdiction of the Board.. "Request to Speak" cards should be filled out in advance and presented to the District Clerk. For the record, please state your name.</i> | |
| B. Written | |
| V. CONSENT CALENDAR
<i>Items listed under the Consent Calendar include reviewed reports and recommendations and are acted upon by one motion of the Board. Any Board Member or member of the public may remove an item for discussion before a motion is made.</i> | William Nicholson, M.D.
Board President |
| A. Consideration of Minutes of the Regular Meetings of the District Board: September 8, 20, 22, 27, and 30, 2021 | <i>Motion Required</i> |
| B. Consideration of MedRad Mark 7 Arterion Injection System | |

C. Consideration of OEC Elite Digital Mobile C-Arm

D. Consideration of AccuVein Fleet Upgrade

E. Consideration of Outpatient Imaging IJR 17 X 17
Plate Budget Addendum

VI. PRESENTATION

A. Palliative Care Program Annual Report

Carmen Agcaoili, M.D., F.C.C.P
Interim-Medical Director of
Palliative Care Program

VII. REPORTS

A. Medical Staff Report

PRESENTED BY:

Shakir Hyder, M.D.
Chief of Medical Staff

B. Service League Report

Debbie Feary
Service League President

C. Lean Report
Reducing Central Line Associated Blood Stream
Infection (CLABSI)

Roy Coloma, R.N.

D. Quality Report:
2021 Special Care Nursery Program Annual Update

James McGuire, M.D., M.P.H.
Medical Director,
Special Care Nursery

E. Finance Report

Chris Henry
Vice President & Chief Financial
Officer

F. Hospital Operations Report

Kimberly Hartz
Chief Executive Officer

VIII. ACTION ITEM

A. Consideration of DEVCO Amended and Restated
Bylaws

Motion Required

IX. ANNOUNCEMENTS

X. ADJOURN TO CLOSED SESSION

- A. Conference with Legal Counsel – Anticipated
Litigation pursuant to Government Code section
54956.9(d)(2)

**XI. RECONVENE TO OPEN SESSION &
REPORT ON PERMISSIBLE ACTIONS TAKEN
DURING CLOSED SESSION**

William Nicholson, M.D.
Board President

XII. ADJOURNMENT

William Nicholson, M.D.
Board President

In compliance with the Americans with Disabilities Act, if you need assistance to participate in this meeting, please contact the District Clerk at (510) 818-6500. Notification two working days prior to the meeting will enable the District to make reasonable arrangements to ensure accessibility to this meeting.

A meeting of the Board of Directors of the Washington Township Health Care District was held on Wednesday, September 8, 2021 via Zoom in order to comply with California Governor Gavin Newsom's Reopening Plan for California and Executive Order N-29-20. We will continue to conduct our meetings remotely while we develop plans to return to in-person meetings and develop hybrid formats that maintain Brown Act compliance while also providing greater accessibility and transparency to the public. Director Nicholson called the meeting to order at 6:02 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
Absent:

ROLL CALL

Also present: Kimberly Hartz, Chief Executive Officer; Dee Antonio, District Clerk

Guests: Ed Fayen, Chris Henry, Larry LaBossiere, Paul Kozachenko, Nicholas Kozachenko, Mary Bowron, Walter Choto, Angus Cochran, Shirley Erlich, Debbie Feary, Falisa Fullard, Gisela Hernandez, Dr. Shakir Hyder, Kel Kanady, Dr. Prabhjot Khalsa, John Lee, Nick Legge, Dr. Dianne Martin, Maria Nunes, Joanne Pineda (AHA), Donald Pipkin, Sheela Vijay, Marcus Watkins, and Sri Boddu.

Director Nicholson welcomed any members of the general public to the 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. 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.

OPENING REMARKS

Director Nicholson presented the Consent Calendar for consideration:

CONSENT CALENDAR

- A. Minutes of the Regular Meetings of the District Board: August 11, August 16, August 23, and August 25, 2021

In accordance with District law, policies, and procedures, Director Stewart moved that the Board of Directors approve the Consent Calendar, item A. 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:
ORAL*

There were no Written communications.

*COMMUNICATIONS:
WRITTEN*

Kimberly Hartz, CEO, introduced JoAnne Pineda, Quality Improvement Manager from the American Heart Association and Maria Nunes, Clinical Program Stroke Manager and Nurse Practitioner for Washington Hospital's Stroke Program. Ms. Pineda presented Washington Hospital with the Get With The Guidelines – Stroke GOLD PLUS with Honor Roll Elite and Target: Type 2 Diabetes Honor Roll Achievement Award. Washington Hospital has received Get With The Guidelines awards for thirteen years in a row.

*PRESENTATION:
AMERICAN HEART
ASSOCIATION STROKE
AWARDS*

Kimberly Hartz introduced Shirley Erlich, WHEA President who talked briefly about the award and selection process. She announced the scholarship awardees: Dev Patel, son of Jeegna Patel who works in Food and Nutrition Services, who will be attending U.C. Davis and Antonio Bayucan, son of Maria Bayucan who works in the Intensive Care Unit who will be attending U.C.L.A.

*PRESENTATION:
WHEA DON
PICKINPAUGH
SCHOLARSHIP
AWARDS*

Dr. Shakir Hyder, Chief of Staff, reported there are 574 Medical Staff members including 346 active members and 93 ambulatory members. Dr. Hyder reminded everyone to get vaccinated.

*MEDICAL STAFF
REPORT*

Ms. Debbie Feary, Service League President reported 102 members of the Service League volunteered 1,350 hours over the past month. At this time only adults and college-age volunteers are able to serve. The Service League continues to volunteer on COVID-19 related activities including the assembling of 500 face shields in August for clinical staff. Since March 2021, our volunteers have labelled 35,812 vaccination syringes for the pharmacy. WOOF canine therapy teams visited 19 patients and many staff members this past month.

*SERVICE LEAGUE
REPORT*

Kimberly Hartz introduced Dr. Dianne Martin who presented the annual Influenza Prevention overview for 2021-2022. Dr. Martin began with a discussion about the upcoming influenza season and the uncertainty of a COVID-19 impact. She discussed the similar and differing signs and symptoms of both COVID-19 and the flu and how they spread. She talked about the flu shot and noted that this year's flu vaccine covers four strains of influenza virus.

*QUALITY REPORT:
2021 INFLUENZA
PREVENTION
PROGRAM*

Dr. Martin reviewed WHHS' control measures designed to minimize transmission of COVID-19 and WHHS' Influenza Response Plan. She also reviewed prevention and control measures for COVID-19. She noted that 96% of WHHS health care staff received Influenza vaccine during the 2020-2021 flu season and 91% to date have received the COVID vaccine.

Dr. Martin talked about COVID variants in general and the known variants of concern in California. She also talked about booster shots and additional doses. She reviewed the appointment process for the community to schedule COVID and Flu vaccinations.

Chris Henry, Vice President & Chief Financial Officer, presented the Finance Report for July 2021. The average daily inpatient census was 147.6 with admissions

FINANCE REPORT

of 778 resulting in 4,490 patient days. Outpatient observation equivalent days were 235. The average length of stay was 5.75 days. The case mix index was 1.629. Deliveries were 115. Surgical cases were 359. The Outpatient visits were 7,225. Emergency visits were 3,692. Cath Lab cases were 197. Joint Replacement cases were 149. Neurosurgical cases were 22. Cardiac Surgical cases were 12. Total productive FTEs were 1,311.5. FTEs per adjusted occupied bed were 6.45.

Kimberly Hartz, Chief Executive Officer, presented the Hospital Operations Report for August 2021. Preliminary information for the month indicated total gross revenue at approximately \$207,158,000. We had 69 COVID-19 discharges which represented 8% of total discharges.

*HOSPITAL
OPERATIONS REPORT*

The Average Length of Stay was 5.59. The Average Daily Inpatient Census was 163.3. Of the 69 COVID-19 discharges in the month, the average length of stays was 7.8 days; eleven patients had lengths of stay greater than 30 days. Still in house at the end of August were six patients with length of stays of over 30 days

There were 5,062 patient days. There were 422 Surgical Cases and 220 Cath Lab cases at the Hospital. The shift in Joints from inpatient to outpatient continues at a higher rate than expected; only 12% of the total joint replacement cases were inpatient compared to 37% budgeted. Also, 3 of the 30 neuro cases were outpatient.

Deliveries were 120. Non-Emergency Outpatient visits were 8,284. It was noted that downtime procedures at the end of July required lab and x-ray patients with electronic records to be rescheduled in August. Emergency Room visits were 4,627 and we are at 103% of pre-COVID level. In August, we saw the highest number of ER visits since the onset of the pandemic. Total Government Sponsored Preliminary Payor Mix was 74.1%, against the budget of 72.2%. Total FTEs per Adjusted Occupied Bed were 5.81. The Washington Outpatient Surgery Center had 557 cases and the clinics had approximately 16,969 visits.

There were \$1,175,720 in charity care applications pending or approved in August.

- As of Thursday, September 2nd, a total of 66,484 COVID vaccine doses have been administered to community members at our vaccination clinic. The total number of people who have received a COVID vaccine at our clinic is 34,493. 271 booster vaccinations have been administered.
- The 2021 Central Park Summer Concert Series concluded August 19th with an estimated attendance of 3,500.
- Thursday, August 19th: Must-Do Health Screenings for Women
- Thursday, August 26th: Impact of Obesity – Why You Need to Get and Keep a Healthy Weight
- Scheduled for Thursday, September 16th: Navigating Your Mature Years with Purpose and Grace
- Scheduled for Tuesday, September 21st: The Signs and Symptoms of Sepsis
- Scheduled for Wednesday, September 29th: Chronic Pelvic Pain in Women

ANNOUNCEMENTS

- Scheduled for Thursday, September 30th: Medicare Open Enrollment – What You Need to Know
- Scheduled for Thursday, October 14th: Think Pink Breast Health Awareness event on Facebook Live and YouTube.
- The Charitable Foundation's Grateful Patient Program received a \$150,000 gift from a Grateful Patient, facilitated by a member of the Hospital's medical staff.
- Due to the rise in Delta variant cases, the Charitable Foundation has made the difficult decision to cancel the 35th Annual Top Hat Gala. Top Hat's fund beneficiary, Washington Hospital's new Inpatient Acute Rehab Center (IRF), remains a philanthropic priority for the Foundation. In lieu of a traditional celebration, the Foundation will be sharing a series of videos from Hospital staff and patients to help illuminate the need and impact of the future IRF. Funds will be raised through cash gifts, a silent auction, and a raffle.
- September Employee of the Month: Anna Mazzei, Clinical Dietician, FNS Clinical Nutrition, Operations and Support Services Division

Kimberly Hartz reviewed the agreement terms of the proposed Memorandum of Understanding with Teamsters Union Local 856.

*RESOLUTION NO. 1229:
TEAMSTERS UNION
(LOCAL 856)
MEMORANDUM OF
UNDERSTANDING*

In accordance with District law, policies, and procedures, Director Stewart moved that the Board of Directors approve Resolution No. 1229, tentative agreements to be incorporated inside a Memorandum of Understanding with the Teamsters Union Local 856, a recognized majority representative under the terms of Board Resolution 331A. Director Eapen 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.

In accordance with Health & Safety Code Sections 32155, Director Nicholson adjourned the meeting to closed session at 7:47 p.m., as the discussion pertained to a Conference involving Personnel Matters: Chief Executive Officer. Director Nicholson 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 District Clerk for the Board's report beginning September 9, 2021. He indicated that the minutes of this meeting will reflect any reportable actions.

*ADJOURN TO CLOSED
SESSION*

Director Nicholson reconvened the meeting to open session at 9:03 pm. The District Clerk reported that there was no reportable action taken in closed session.

*RECONVENE TO OPEN
SESSION & REPORT ON
CLOSED SESSION*

There being no further business, Director Nicholson adjourned the meeting at 9:03 pm. *ADJOURNMENT*

William F. Nicholson, M.D.
President

Michael J. Wallace
Secretary

DRAFT

A regular meeting of the Board of Directors of the Washington Township Health Care District was held on Monday, September 20, 2021 via Teleconference in order to comply with California Governor Gavin Newsom's Reopening Plan for California and Executive Order N-29-20. We will continue to conduct our meetings remotely while we develop plans to return to in-person meetings and develop hybrid formats that maintain Brown Act compliance while also providing greater accessibility and transparency to the public. Director Nicholson called the meeting to order at 6:02 p.m. and led those present in the Pledge of Allegiance.

CALL TO ORDER

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

ROLL CALL

Absent: Michael Wallace

Also present: Kimberly Hartz, Chief Executive Officer; Chris Henry, Chief Financial Officer; Larry LaBossiere, Chief Nursing Officer; Paul Kozachenko, Legal Counsel; Dee Antonio, District Clerk

There were no oral or written communications.

COMMUNICATIONS

In accordance with Health & Safety Code Sections 32106 and 32155 and California Government Code 54956.9(d)(2), Director Nicholson adjourned the meeting to closed session at 6:06 p.m., as the discussion pertained to a Conference involving trade secrets pursuant to Medical Staff and Quality Assurance Committee, Health & Safety Code section 32155, Conference with Legal Counsel-Anticipated litigation pursuant to government code section 54956.9(d)(2), Conference involving Personnel Matters, and consideration of closed session Minutes: August 11, 16, and 25, 2021. Director Nicholson stated that the public has a right to know what, if any, reportable action takes place during closed session. Since this is a Teleconference call and we have no way of knowing when the closed session will end, the public was informed they could contact the District Clerk for the Board's report beginning September 21, 2021. He indicated that the minutes of this meeting will reflect any reportable actions.

ADJOURN TO CLOSED SESSION

Director Nicholson reconvened the meeting to open session at 7:57 pm. The District Clerk reported that the Board approved the Closed Session Minutes of August 11, 16, and 25, 2021 and denied the application for leave to present a late claim on behalf of Lisa Olivo in closed session by unanimous vote of all Directors present:

RECONVENE TO OPEN SESSION & REPORT ON CLOSED SESSION

William Nicholson, MD
Jeannie Yee
Bernard Stewart, DDS
Jacob Eapen, MD

There being no further business, Director Nicholson adjourned the meeting at 7:57 pm.

ADJOURNMENT

William Nicholson, M.D.
President

Michael J. Wallace
Secretary

A regular meeting of the Board of Directors of the Washington Township Health Care District was held on Wednesday, September 22, 2021 via Teleconference in order to comply with California Governor Gavin Newsom's Reopening Plan for California and Executive Order N-29-20. We will continue to conduct our meetings remotely while we develop plans to return to in-person meetings and develop hybrid formats that maintain Brown Act compliance while also providing greater accessibility and transparency to the public. Director Nicholson called the meeting to order at 6:03 p.m. and led those present in the Pledge of Allegiance.

CALL TO ORDER

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; Chris Henry, Chief Financial Officer; Larry LaBossiere, Chief Nursing Officer; Paul Kozachenko, Legal Counsel; Dee Antonio, District Clerk

There were no oral communications.

COMMUNICATIONS

There were no written communications.

Director Nicholson presented the Consent Calendar for consideration:

CONSENT CALENDAR

A. Budgeted Capital Request: ADA Ramp Renovation

In accordance with District law, policies, and procedures, Director Stewart moved that the Board of Directors approve the Consent Calendar, item A. Director Wallace 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.

In accordance with Health & Safety Code Sections 32106 and 32155, and California Government Code 54956.9(d)(2), Director Nicholson adjourned the meeting to closed session at 6:06 p.m., as the discussion pertained to a Report of Medical Staff and Quality Assurance pursuant to Health & Safety Code Section 32155, Conference with Legal Counsel – Anticipated Litigation pursuant to Government Code section 54956.9(d)(2), and a Conference involving Personnel Matters. Director Nicholson stated that the public has a right to know what, if any, reportable action takes place during closed session. Since this is a Teleconference call and we have no way of knowing when the closed session will end, the public was informed they could contact the District Clerk for the Board's report beginning September 23, 2021. He indicated that the minutes of this meeting will reflect any reportable actions.

ADJOURN TO CLOSED SESSION

Director Nicholson reconvened the meeting to open session at 7:41 pm. The District Clerk reported that the Board approved the Medical Staff Credentials Report in closed session by unanimous vote of all Directors present:

*RECONVENE TO OPEN
SESSION & REPORT ON
CLOSED SESSION*

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

There being no further business, Director Nicholson adjourned the meeting at 7:42 pm.

ADJOURNMENT

William Nicholson, M.D.
President

Michael J. Wallace
Secretary

DRAFT

A meeting of the Board of Directors of the Washington Township Health Care District was held on Monday, September 27, 2021 via Zoom in order to comply with California Governor Gavin Newsom's Reopening Plan for California and Executive Order N-29-20. We will continue to conduct our meetings remotely while we develop plans to return to in-person meetings and develop hybrid formats that maintain Brown Act compliance while also providing greater accessibility and transparency to the public. Director Nicholson called the meeting to order at 7:30 a.m.

CALL TO ORDER

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

ROLL CALL

Excused: Michael Wallace

Also present: Shakir Hyder, MD; Tim Tsoi, MD; Jeff Stuart, MD; Prasad Kilaru, MD; Mark Saleh, MD; Jan Henstorf, MD; Kimberly Hartz, Chief Executive Officer; Larry LaBossiere, Vice President & Chief Nursing Officer

Guests: Mary Bowron; Robyn Bend

There were no oral or written communications.

COMMUNICATIONS

Director Nicholson adjourned the meeting to closed session at 7:30 a.m. as the discussion pertained to Medical Audit and Quality Assurance Matters pursuant to Health & Safety Code Sections 1461 and 32155.

ADJOURN TO CLOSED SESSION

Director Nicholson reconvened the meeting to open session at 8:30 a.m. and reported no reportable action taken in closed session.

RECONVENE TO OPEN SESSION & REPORT ON CLOSED SESSION

There being no further business, the meeting adjourned at 8:30 a.m.

ADJOURNMENT

William Nicholson, M.D.
President

Michael Wallace
Secretary

A regular meeting of the Board of Directors of the Washington Township Health Care District was held on Thursday, September 30, 2021 via Zoom in order to comply with California Governor Gavin Newsom's Reopening Plan for California and Executive Order N-29-20. We will continue to conduct our meetings remotely while we develop plans to return to in-person meetings and develop hybrid formats that maintain Brown Act compliance while also providing greater accessibility and transparency to the public. Director Nicholson called the meeting to order at 5:03 p.m. and led those present in the Pledge of Allegiance.

CALL TO ORDER

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; Paul Kozachenko, Legal Counsel; Dee Antonio, District Clerk

There were no oral communications.

COMMUNICATIONS

There were no written communications.

In accordance with District law, policies, and procedures, Director Stewart moved that the Board of Directors approve Resolution No. 1230 to authorize the Chief Executive Officer to enter into a Joint Venture Agreement with the University of California San Francisco as follows:

*RESOLUTION NO. 1230:
JOINT VENTURE
AGREEMENT WITH
UNIVERSITY OF
CALIFORNIA SAN
FRANCISCO FOR THE
WARM SPRINGS
HEALTH CENTER*

1. The Board of Directors authorizes the Chief Executive Officer to execute the Joint Venture Agreement attached hereto as Exhibit A.
2. The Chief Executive Officer is authorized to accept, on behalf of the District, non-material modifications to the LLC Agreement that in her judgment are consistent with the intent and purpose of the foregoing recitals and that are in the best interests of the District, and take any and all other actions that are necessary or proper to fulfill the District's obligations under the LLC Agreement.
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 Wallace 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.

Board of Directors' Meeting

September 30, 2021

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There being no further business, Director Nicholson adjourned the meeting at 5:16 pm. *ADJOURNMENT*

William Nicholson, M.D.
President

Michael J. Wallace
Secretary



Memorandum

DATE: October 4, 2021

TO: Kimberly Hartz, Chief Executive Officer

FROM: Ed Fayen, Executive Vice President and COO

SUBJECT: Capital Purchase – Medrad Mark 7 Arterion Injection System

A power injection system for contrast media is an integral part of lower extremity, left ventricular and aortic hybrid procedures. It is necessary to perform high pressure injections of large amounts of contrast media with precision and accuracy. The current system being used in the Operating Room was placed at WHHS in 1993. As of 12/31/20, the manufacturer no longer provides service, replacement parts, accessories, technical support or equipment calibration. Due to the critical nature of this equipment, we would like to purchase the Medrad Mark 7 Arterion Injection System to replace the current system utilized in the TAVR room.

The FY 2022 Capital Budget includes \$55,631.36 to purchase the Medrad Mark 7 Arterion Injection System. The quote comes to a total of \$32,890.47.

In accordance with District Law, Policies and Procedures, it is requested that the Board of Directors authorize the Chief Executive Officer to proceed with the purchase of the Medrad Mark 7 Arterion Injection System in the amount of \$32,890.47.



Memorandum

DATE: October 4, 2021
TO: Kimberly Hartz, Chief Executive Officer
FROM: Ed Fayen, Executive Vice President and COO
SUBJECT: Capital Purchase – OEC Elite Digital Mobile C-Arm

Since January 2020, we have seen a large increase in shoulder surgeries. From 2017 through 2019, we averaged 20 shoulder surgeries per year. In 2020, we performed 128 shoulder surgeries. This year we are on pace to perform 143 shoulder surgeries. The growth has been in both arthroscopy and arthroplasty procedures. During certain procedures, images from a C-Arm are required to ensure everything is aligned properly. The current C-Arm being utilized when needed is the OEC 9800 C-Arm. This system has been at WHHS since 2001. While this is the only system that is an option for shoulder cases, it does not provide the desired image quality. In addition, there is difficulty in achieving the optimal position for taking images. Due to the volume growth, we are requesting to purchase the OEC Elite Digital Mobile C-Arm. This unit has an accentuated curvature and it is better suited to be positioned optimally for use during shoulder surgeries. In addition, this will provide much improved image quality over the unit that is currently being used.

The FY 2022 Capital Budget includes \$171,000.29 to purchase the OEC Elite Digital C-Arm. The quote comes to a total of \$150,855.24.

In accordance with District Law, Policies and Procedures, it is requested that the Board of Directors authorize the Chief Executive Officer to proceed with the purchase of the OEC Elite Digital Mobile C-Arm in the amount of \$150,855.24.



Memorandum

DATE: August 31, 2021
TO: Kimberly Hartz, Chief Executive Officer
FROM: Ed Fayen, Executive Vice President and COO
SUBJECT: Capital Purchase – ACCUVEIN FLEET UPGRADE

The AccuVein AV400 Vein Visualization device is currently used by many departments, including Medical Oncology, Special Care Nursery, Infusion Center, Lab, Emergency Department, Imaging Center and Med-Surg. These devices help caregivers visualize and locate patient veins when performing blood draws, starting IV's and other venipuncture procedures. Using these devices reduces the number of times patients have to be stuck.

The manufacturer ended support of our model in August of 2020. Since that time, we cannot have our units repaired and are forced to retire them when they need maintenance.

The FY 2022 Capital Budget includes \$64,047.44 to purchase 12 AccuVein AV500 Vein Visualization devices, which is what the bids have come in at.

In accordance with District Law, Policies and Procedures, it is requested that the Board of Directors authorize the Chief Executive Officer to proceed with the purchase of the AccuVein AV500 Vein Visualization devices from AccuVein in the amount of \$64,047.44.



Memorandum

DATE: October 4, 2021

TO: Kimberly Hartz, Chief Executive Officer

FROM: Ed Faye, Executive Vice President and COO

SUBJECT: Capital Purchase – California Radiographics for Vieworks 17 X 17 Wireless DR Upgrade

On August 25, 2021 The Board of Directors approved the purchase of the California Radiographics for Vieworks Wireless DR Upgrade which included a 14 X 17 detector for the Imaging Center at Washington West for the IJR Clinic moving over there. The purchase amount was \$49,129.62. Because of technical limitations of the 14 X 17 detector discovered during the installation and training, we need to exchange this detector for the larger Vieworks 17 X 17 digital detector.

This package of equipment will allow the IJR Clinic to perform their required patient long bone x-ray examinations in the Out-Patient Imaging Center. The more commonly used 14 X 17 detector does not accommodate the patient imaging needs and does not capture the bilateral views that are needed. The replacement 17 X 17 detector can be positioned to acquire the necessary patient images through the fewest number of x-rays and captures the full range of anatomy required for the long-bone studies.

California Radiographics has agreed to exchange the 14 X 17 detector with the 17 X 17 detector for a fee which reflects the difference in price (as related to detector size). The 17 X 17 detector comes with appropriate warranties and technical support.

In accordance with District Law, Policies and Procedures, it is requested that the Board of Directors authorize the Chief Executive Officer to enter into the necessary contracts and agreements to proceed with the exchange of the 14 X 17 Detector Plate for a 17 X 17 Detector Plate for an additional cost not to exceed \$2,700.00.



WASHINGTON HOSPITAL
MONTHLY OPERATING REPORT

August 2021



Washington Hospital
Healthcare System

**WASHINGTON HOSPITAL
INDEX TO BOARD FINANCIAL STATEMENTS
August 2021**

<u>Schedule Reference</u>	<u>Schedule Name</u>
Board - 1	Statement of Revenues and Expenses
Board - 2	Balance Sheet
Board - 3	Operating Indicators



Memorandum

DATE: October 7, 2021

TO: Board of Directors

FROM: Kimberly Hartz, Chief Executive Officer

SUBJECT: Washington Hospital – August 2021
Operating & Financial Activity

SUMMARY OF OPERATIONS – (Blue Schedules)

1. Utilization – Schedule Board 3

	August <u>Actual</u>	August <u>Budget</u>	Current 12 <u>Month Avg.</u>
<u>ACUTE INPATIENT:</u>			
Average Daily Census	163.3	142.7	147.4
# of Admissions	858	844	779
Patient Days	5,062	4,423	4,485
Discharge ALOS	5.59	5.24	5.74
<u>OUTPATIENT:</u>			
OP Visits	8,276	7,533	7,336
ER Visits	4,627	3,750	4,310
Observation Equivalent Days – OP	315	197	247

Comparison of August acute inpatient statistics to those of the budget showed a higher level of admissions and a higher level of patient days. The average length of stay (ALOS) based on discharged days was above budget. Outpatient visits were higher than budget. Emergency Room visits and observation equivalent days were both above budget for the month.

2. Staffing – Schedule Board 3

Total paid FTEs were 78.8 above budget. Total productive FTEs for August were 1,339.1, 59.3 above the budgeted level of 1,279.8. Nonproductive FTEs were 19.5 above budget. Productive FTEs per adjusted occupied bed were 5.09, 0.87 below the budgeted level of 5.96. Total FTEs per adjusted occupied bed were 5.81, 0.95 below the budgeted level of 6.76.

3. Income - Schedule Board 1

For the month of August the Hospital realized income of \$1,501,000 from operations.

Total Gross Patient Service Revenue of \$207,158,000 for August was 14.6% above budget.

Deductions from Revenue of \$163,435,000 represented 78.89% of Total Gross Patient Service Revenue. This percentage is above the budgeted amount of 77.34%, primarily due to payor mix.

Total Operating Revenue of \$44,057,000 was \$2,710,000 (6.6%) above the budget.

Total Operating Expense of \$42,556,000 was \$2,172,000 (5.4%) above the budgeted amount.

The Total Non-Operating Loss of \$294,000 for the month includes an unrealized loss on investments of \$278,000 and property tax revenue of \$1,441,000.

The Total Net Income for August was \$1,207,000, which was \$182,000 more than the budgeted income of \$1,025,000.

The Total Net Income for August using FASB accounting principles, in which the unrealized loss or income on investments, net interest expense on GO bonds and property tax revenues are removed from the non-operating income and expense, was \$1,199,000 compared to budgeted income of \$741,000.

4. Balance Sheet – Schedule Board 2

There were no noteworthy changes in assets and liabilities when compared to July 2021.

KIMBERLY HARTZ
Chief Executive Officer

KH/CH



**WASHINGTON HOSPITAL
STATEMENT OF REVENUES AND EXPENSES
August 2021
GASB FORMAT
(In thousands)**

<u>August</u>				<u>YEAR TO DATE</u>				
<u>ACTUAL</u>	<u>BUDGET</u>	<u>FAV (UNFAV) VAR</u>	<u>% VAR.</u>		<u>ACTUAL</u>	<u>BUDGET</u>	<u>FAV (UNFAV) VAR</u>	<u>% VAR.</u>
\$ 128,502	\$ 120,216	\$ 8,286	6.9%	1	\$ 237,463	\$ 240,205	\$ (2,742)	-1.1%
78,656	60,580	18,076	29.8%	2	154,753	125,685	29,068	23.1%
207,158	180,796	26,362	14.6%	3	392,216	365,890	26,326	7.2%
(159,768)	(136,425)	(23,343)	-17.1%	4	(299,867)	(276,225)	(23,642)	-8.6%
(3,667)	(3,403)	(264)	-7.8%	5	(8,901)	(6,886)	(2,015)	-29.3%
(163,435)	(139,828)	(23,607)	-16.9%	6	(308,768)	(283,111)	(25,657)	-9.1%
78.89%	77.34%			7	78.72%	77.38%		
43,723	40,968	2,755	6.7%	8	83,448	82,779	669	0.8%
334	379	(45)	-11.9%	9	780	757	23	3.0%
44,057	41,347	2,710	6.6%	10	84,228	83,536	692	0.8%
19,627	18,529	(1,098)	-5.9%	11	38,345	37,710	(635)	-1.7%
6,209	5,965	(244)	-4.1%	12	11,684	11,728	44	0.4%
6,191	5,376	(815)	-15.2%	13	11,500	10,808	(692)	-6.4%
4,857	4,662	(195)	-4.2%	14	9,473	9,438	(35)	-0.4%
1,785	1,962	177	9.0%	15	3,767	3,835	68	1.8%
3,887	3,890	3	0.1%	16	7,939	7,945	6	0.1%
42,556	40,384	(2,172)	-5.4%	17	82,708	81,464	(1,244)	-1.5%
1,501	963	538	55.9%	18	1,520	2,072	(552)	-26.6%
3.41%	2.33%			19	1.80%	2.48%		
210	262	(52)	-19.8%	20	433	535	(102)	-19.1%
(1)	-	(1)	0.0%	21	19	-	19	0.0%
(1,724)	(1,732)	8	0.5%	22	(3,461)	(3,456)	(5)	-0.1%
58	91	(33)	-36.3%	23	130	227	(97)	-42.7%
-	-	-	0.0%	24	-	86	(86)	-100.0%
1,441	1,441	-	0.0%	25	2,888	2,888	-	0.0%
(278)	-	(278)	0.0%	26	81	-	81	0.0%
(294)	62	(356)	-574.2%	27	90	280	(190)	-67.9%
\$ 1,207	\$ 1,025	\$ 182	17.8%	28	\$ 1,610	\$ 2,352	\$ (742)	-31.5%
2.74%	2.48%			29	1.91%	2.82%		
\$ 1,199	\$ 741	\$ 458	61.8%	30	\$ 957	\$ 1,777	\$ (820)	-46.1%
2.72%	1.79%				1.14%	2.13%		

**NET INCOME (FASB FORMAT) EXCLUDES PROPERTY TAX INCOME, NET INTEREST EXPENSE ON GO BONDS AND UNREALIZED GAIN(LOSS) ON INVESTMENTS



**WASHINGTON HOSPITAL
BALANCE SHEET**

August 2021
(In thousands)

SCHEDULE BOARD 2

ASSETS AND DEFERRED OUTFLOWS			LIABILITIES, NET POSITION AND DEFERRED INFLOWS				
	August 2021	Unaudited June 2021		August 2021	Unaudited June 2021		
CURRENT ASSETS			CURRENT LIABILITIES				
1	CASH & CASH EQUIVALENTS	\$ 26,223	\$ 31,619	1	CURRENT MATURITIES OF L/T OBLIG	\$ 10,065	\$ 10,930
2	ACCOUNTS REC NET OF ALLOWANCES	82,943	77,492	2	ACCOUNTS PAYABLE	18,892	18,246
3	OTHER CURRENT ASSETS	14,132	12,052	3	OTHER ACCRUED LIABILITIES	101,664	112,710
4	TOTAL CURRENT ASSETS	123,298	121,163	4	INTEREST	2,645	10,597
				5	TOTAL CURRENT LIABILITIES	133,266	152,483
ASSETS LIMITED AS TO USE			LONG-TERM DEBT OBLIGATIONS				
6	BOARD DESIGNATED FOR CAPITAL AND OTHER	216,524	215,928	6	REVENUE BONDS AND OTHER	203,984	211,490
7	REVENUE BOND FUNDS	6,648	6,643	7	GENERAL OBLIGATION BONDS	325,614	328,564
8	BOND DEBT SERVICE FUNDS	10,208	32,763				
9	OTHER ASSETS LIMITED AS TO USE	10,050	10,098	OTHER LIABILITIES			
10	TOTAL ASSETS LIMITED AS TO USE	243,430	265,432	11	SUPPLEMENTAL MEDICAL RETIREMENT	38,325	40,419
12	OTHER ASSETS	247,081	246,106	12	WORKERS' COMP AND OTHER	8,291	8,033
13	PREPAID PENSION	9,126	5,161				
14	OTHER INVESTMENTS	12,237	12,163	15	NET POSITION	529,484	527,874
15	NET PROPERTY, PLANT & EQUIPMENT	631,755	640,049	16	TOTAL LIABILITIES AND NET POSITION	\$ 1,238,964	\$ 1,268,863
16	TOTAL ASSETS	\$ 1,266,927	\$ 1,290,074	17	DEFERRED INFLOWS	61,264	65,274
17	DEFERRED OUTFLOWS	33,301	44,063	18	TOTAL LIABILITIES, NET POSITION AND DEFERRED INFLOWS	\$ 1,300,228	\$ 1,334,137
18	TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 1,300,228	\$ 1,334,137				



**WASHINGTON HOSPITAL
OPERATING INDICATORS
August 2021**

12 MONTH AVERAGE	August						YEAR TO DATE				
	ACTUAL	BUDGET	FAV (UNFAV) VAR	% VAR.			ACTUAL	BUDGET	FAV (UNFAV) VAR	% VAR.	
147.4	163.3	142.7	20.6	14%	1						
8.1	10.2	6.4	3.8	59%	2						
155.5	173.5	149.1	24.4	16%	3						
7.5	7.5	8.5	(1.0)	-12%	4						
163.0	181.0	157.6	23.4	15%	5						
2.1	1.4	2.0	(0.6)	-30%	6						
4,485	5,062	4,423	639	14%	7						
247	315	197	118	60%	8						
779	858	844	14	2%	9						
5.74	5.59	5.24	0.35	7%	10						
1.627	1.618	1.648	(0.030)	-2%	11						
152	169	149	20	13%	12						
23	30	21	9	43%	13						
12	12	14	(2)	-14%	14						
178	211	191	20	10%	15						
365	422	375	47	13%	16						
201	220	214	6	3%	17						
114	120	136	(16)	-12%	18						
7,336	8,276	7,533	743	10%	19						
3,770	4,627	3,750	877	23%	20						
1,307.4	1,339.1	1,279.8	(59.3)	-5%	21						
183.7	190.7	171.2	(19.5)	-11%	22						
1,491.1	1,529.8	1,451.0	(78.8)	-5%	23						
5.62	5.09	5.96	0.87	15%	24						
6.40	5.81	6.76	0.95	14%	25						

PATIENTS IN HOSPITAL

ADULT & PEDS AVERAGE DAILY CENSUS
 OUTPT OBSERVATION AVERAGE DAILY CENSUS
 COMBINED AVERAGE DAILY CENSUS
 NURSERY AVERAGE DAILY CENSUS
 TOTAL
 SPECIAL CARE NURSERY AVERAGE DAILY CENSUS *
 ADULT & PEDS PATIENT DAYS
 OBSERVATION EQUIVALENT DAYS - OP
 ADMISSIONS-ADULTS & PEDS
 AVERAGE LENGTH OF STAY-ADULTS & PEDS

OTHER KEY UTILIZATION STATISTICS

SURGICAL CASES

JOINT REPLACEMENT CASES
 NEUROSURGICAL CASES
 CARDIAC SURGICAL CASES
 OTHER SURGICAL CASES

TOTAL CASES

TOTAL CATH LAB CASES

DELIVERIES
 OUTPATIENT VISITS
 EMERGENCY VISITS

LABOR INDICATORS

PRODUCTIVE FTE'S
 NON PRODUCTIVE FTE'S
 TOTAL FTE'S

PRODUCTIVE FTE/ADJ. OCCUPIED BED
 TOTAL FTE/ADJ. OCCUPIED BED

149.1	144.1	5.0	3%
10.6	6.3	4.3	68%
159.7	150.4	9.3	6%
8.1	8.3	(0.2)	-2%
167.8	158.7	9.1	6%
1.7	2.4	(0.7)	-29%
9,242	8,937	305	3%
659	389	270	69%
1,669	1,691	(22)	-1%
5.23	5.29	(0.06)	-1%
1.600	1.632	(0.032)	-2%
327	311	16	5%
55	46	9	20%
28	25	3	12%
403	380	23	6%
813	762	51	7%
399	445	(46)	-10%
246	265	(19)	-7%
15,584	15,145	439	3%
9,061	7,577	1,484	20%
1,288.1	1,285.5	(2.6)	0%
206.9	184.3	(22.6)	-12%
1,495.0	1,469.8	(25.2)	-2%
5.23	5.86	0.63	11%
6.07	6.70	0.63	9%

* included in Adult and Peds Average Daily Census

To: Board of Directors
From: Paul Kozachenko, Legal Counsel
Date: October 8, 2021

Subject: Consideration of DEVCO Amended and Restated Bylaws

Background

On September 2, 2021, the DEVCO Board approved the Amended and Restated DEVCO Bylaws. Before the Amended and Restated DEVCO Bylaws become effective, the District Board of Directors must also approve them.

As you recall, the District Board recently adopted its own set of Amended and Restated Bylaws. As my memo to the DEVCO Board (attached to this memo) explains, the DEVCO Bylaws also needed a significant update. The Amended and Restated DEVCO Bylaws were drafted with the following goals in mind:

- A. To better conform the language to current law and DEVCO practices;
- B. To clarify the roles of the Board members and officers and, where possible, ease the administrative burden on the Board and staff; and
- C. To provide clarity and simplicity.

Attached to this memorandum are:

- 1. My Memorandum to the DEVCO Board dated August 25, 2021, explaining the reason for the recommendation to adopt the Amended and Restated DEVCO Bylaws.
- 2. The existing Bylaws for DEVCO.
- 3. The proposed draft of the Amended and Restated Bylaws; and
- 4. A table of the key revisions with comments.

Recommendation

- 1. Approve the Amended and Restated DEVCO Bylaws.

**AMENDED AND RESTATED BYLAWS
OF THE WASHINGTON TOWNSHIP HOSPITAL DEVELOPMENT
CORPORATION**

ADOPTED _____

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**ARTICLE 1
NAME, AUTHORITY, PURPOSE AND PRINCIPAL OFFICE**

Section 1. Name

The name of this Corporation shall be the “Washington Township Hospital Development Corporation.”

Section 2. Purpose

The purpose of this Corporation shall be: (i) to own real and personal property to be used for training of medical personnel, the development of medical treatment programs, medical research and development, and rendering medical services to the general public; (ii) to support the operations of the Washington Township Health Care District (the “District”), a local Health Care District organized under the laws of the State of California, doing business as Washington Hospital Healthcare System; (iii) to carry out the instructions of the District’s Board of Directors; and (iv) to do any and all other acts that are reasonable and necessary to carry out the purpose of the Corporation under the Nonprofit Public Benefit Corporation Law as stated in Paragraph TWO of the Corporation’s Articles of Incorporation and consistent with the Corporation’s designation as a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 3. Principal Office

The principal office for the transaction of the business of the Corporation and for the preservation of Corporation’s records is hereby fixed and located at 2000 Mowry Avenue, Fremont, California.

**ARTICLE 2
MEMBERS**

This Corporation shall have no members.

**ARTICLE 3
BOARD OF DIRECTORS**

Section 1. Powers

The affairs of the Corporation shall be exercised under the direction of its Board of Directors.

Section 2. Duties

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws; and

(e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 3. Number

The Corporation shall have five (5) Directors.

Section 4. Appointment

Directors shall be appointed by the Board of Directors of the District at a regular meeting in January of each year.

Section 5. Tenure

Each Director is hereby designated to serve as Director for one (1) year or until a successor is appointed and duly qualified, but subject to such person's earlier death, resignation, removal or disqualification. There shall be no limit on the number of terms in which any individual may serve as a Director of the Corporation.

Section 6. Qualifications

Any person may serve as a Director of this Corporation provided that he or she resides within the territorial boundaries of the District.

Section 7. Meetings

(a) All of the meetings of the Board of Directors shall be conducted in accordance with the requirements of established California law. The regular meetings of the Board of Directors of the Corporation shall be held quarterly. Regular meetings shall be held at Washington Hospital, Fremont, California (including the main hospital building, Washington West or any ancillary building owned or occupied by Washington Hospital.)

(b) Special meetings of the Board of Directors may be held, provided that such meetings comply with the requirements of established California law.

(c) All meetings of the Board, whether regular, special or adjourned, shall be open to the public except that meetings of the Board may be closed to the public by the Board if allowed by California law. The meetings shall be noticed and held in accordance with the provisions of the Ralph M. Brown Act, California Government Code § 54950 *et seq.* Such meetings may also be held by conference via telephone or the internet if permitted by applicable law.

(d) Three (3) members shall constitute a quorum.

(e) The agenda for Board meetings shall be developed by the Chief Executive Officer. From time to time, the Chief Executive Officer may consult with the President regarding the agenda.

(f) The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws (including, without limitation, the provisions contained in Sections 5212, 5233, and 5238(e) of the Corporations Code).

(g) Directors shall not receive any compensation from the Corporation for their services. By resolution of the Board, however, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board and other Corporation functions. Nothing herein contained shall be construed to preclude any Director from representing the Corporation in any other capacity and receiving compensation therefor to the extent allowed by law, upon disclosure of any actual or perceived conflict of interest and subsequent approval of the Board.

Section 8. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 9. Vacancies

Vacancies on the Board of Directors shall be filled by appointment by the District Board of Directors.

Section 10. Removal

Any Director may be removed with or without cause by action of the District Board of Directors.

**ARTICLE 4
OFFICERS**

Section 1. Officers

(a) The officers of this Corporation shall be President, First Vice President, Second Vice President, Secretary, and Treasurer who shall be chosen from the Board of Directors of the Corporation.

(b) There shall be a regular election of officers annually. Each officer so elected shall serve for a term of one year, provided that any officer may resign at any time or be removed by the vote of three Directors with the consent of the Chief Executive Officer at any regular or special meeting of the Board of Directors. In the event of a resignation or removal of an officer, the Board of Directors shall elect a successor to serve for the balance of that officer's unexpired term.

(c) The Board of Directors may also establish additional Vice Presidents, Assistant Secretaries and Assistant Treasurers if it desires, and prescribe their duties, qualifications and terms of service provided such terms may not extend past the next regular election of officers.

Section 2. President

Annually, the Board of Directors shall elect one of its Board members to act as President, as set forth in Section 1 of this Article, and if at any time the President shall be unable to act, the Vice Presidents, in the order set forth in Section 3 of this Article, shall take the President's place and perform the President's duties; and if the Vice Presidents shall also be unable to act, the Board of Directors may appoint someone else to do so, in whom shall be vested, for the time being, all the functions and duties of the office of the President. The President, or officer acting as such, shall:

(a) Preside over all the meetings of the Board of Directors.

(b) Sign and execute jointly with the Secretary, in the name of the Corporation, all contracts and conveyances and all other instruments in writing which have been authorized by the Board of Directors; and shall be empowered jointly with the Treasurer to sign checks on the funds of the Corporation. The Board of Directors may, however, by resolution, designate any other person or persons who shall have authority to sign checks drawn on the funds of the Corporation, and to execute in the name of the Corporation all contracts and conveyances and all other instruments in writing which have been authorized by the Board of Directors.

(c) Subject to the advice and control of the Board of Directors, be responsible for the affairs of the Corporation and all other duties which shall be required by these Bylaws.

Section 3. Vice Presidents

In the absence or inability of the President to serve, the First Vice President, or in his/her absence, the Second Vice President, shall perform the duties of the President. The Vice Presidents shall have such titles, perform such other duties, and have such other powers as the Board of Directors shall designate from time to time.

Section 4. Secretary

The Secretary shall (i) ensure that the Chief Executive Officer has assigned staff to keep the minutes of all meetings of the Board of Directors, send or cause to be sent appropriate notices and agendas for all meetings of the Board of Directors, and act as custodian of all records and reports; (ii) attest in writing to the minutes of all Board of Directors meetings and resolution of the Board of Directors; (iii) act as custodian of all records and reports and of the corporate seal, if any, assuring that it is affixed when required by law, to documents executed on behalf of the Corporation, and (iv) exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or as required by California law.

Section 5. Treasurer

The Treasurer shall (i) ensure that the Chief Executive Officer has assigned staff to keep correct and accurate accounts of the property and financial records and transactions of the Corporation, and (ii) in general, supervise or perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors or as required by California law.

**ARTICLE 5
CHIEF EXECUTIVE OFFICER**

Section 1. Selection and Authority

The Chief Executive Officer of the District shall serve ex officio as the Chief Executive Officer of the Corporation. The Chief Executive Officer shall be responsible for overseeing and directing the day-to-day management and operation of the Corporation. To this end, the Chief Executive Officer shall be given the necessary authority and be held responsible for the administration of the Corporation in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. All Corporation employees and managers shall be accountable to the Chief Executive Officer. He or she shall act as the “duly authorized representative” of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person for that specific purpose.

Section 2. Duties

The duties of the Chief Executive Officer shall include:

- (a) Overseeing and directing the day-to-day management and operation of the Corporation.
- (b) Submitting to the Board of Directors for approval a plan or organization of the personnel and others involved with the operation of the Corporation and establishing methods of procedure concerning the internal operation of the Corporation.
- (c) Preparing an annual budget showing the expected receipts and expenditures, as required by the Board of Directors.
- (d) Selecting, employing, controlling, and all employees serving in positions, as authorized by the Board of Directors.
- (e) Ensuring that all physical properties are kept in good state of repair and operating condition.
- (f) Supervising all business affairs, such as the records of financial transactions, collection of accounts, and purchase and issuance of supplies, and ensuring that all funds are collected and expended to the best possible advantage.
- (g) Submitting to the Board of Directors or its authorized committees, periodic reports showing the professional service and financial activities of the Corporation and to prepare and submit such special reports as may be required by the Board of Directors and/or its functioning committees.
- (h) Attending all meetings of the Board of Directors and its committees consistent with the duties of the Chief Executive Officer.
- (i) Performing any other duty that may be necessary in the best interest of the Corporation.
- (j) Serving as the liaison officer and channel of communication for all official communications between the Board of Directors and the District Board of Directors.
- (k) Providing overall administrative direction to the Corporation's adjunct organizations.

**ARTICLE 6
BOOKS AND RECORDS**

- (a) The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the, Board of Directors.
- (b) The Board of Directors shall receive a copy (in electronic or written format) of the audited financial reports of the District which reports reflect the Corporation's finances.

**ARTICLE 7
FISCAL YEAR**

The Corporation's fiscal year shall be the same fiscal year as adopted by the District.

**ARTICLE 8
INDEMNIFICATION**

Section 1. Right to Indemnity

To the fullest extent permitted by law, the Corporation shall indemnify each of its present or former Directors and Officers against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceedings or any threatened proceedings (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was a Director or Officer of this Corporation; provided that the Board of Directors determines that such person was acting in good faith and in a manner she or he believed to be in the best interest of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of the Corporation and certain actions alleging self-dealing or breach of any duty relating to assets held in charitable trust.

Section 2. Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

**ARTICLE 9
AMENDMENTS**

Any provisions of the Corporation's Bylaws may be amended by a vote of a majority of the entire Board of Directors and must be approved by the District Board of Directors. Any amendment shall be effective once approved by the Board of Directors of the District.

**ARTICLE 10
ADOPTION OF AMENDED AND RESTATED BYLAWS**

These Amended and Restated Bylaws of the Washington Township Hospital Development Corporation were duly adopted at the meeting of the Board of Directors of the Washington Township Hospital Development Corporation held on _____. These Amended and Restated Bylaws of the Washington Township Hospital Development Corporation were duly adopted at the meeting of the District Board of Directors held on _____.

President

Washington Township Hospital Development Corporation

Secretary

Washington Township Hospital Development Corporation

Amended and Restated Bylaws

Comments

ARTICLE 1

NAME, AUTHORITY, PURPOSE AND PRINCIPAL OFFICE

Section 1. Name

The name of this Corporation shall be the “Washington Township Hospital Development Corporation.”

We are not proposing any material changes to these terms. We have refined the specific wording.

Section 2. Purpose

The purpose of this Corporation shall be: (i) to own real and personal property to be used for training of medical personnel, the development of medical treatment programs, medical research and development, and rendering medical services to the general public; (ii) to support the operations of the Washington Township Health Care District (the “District”), a local Health Care District organized under the laws of the State of California, doing business as Washington Hospital Healthcare System; (iii) to carry out the instructions of the District’s Board of Directors; and (iv) to do any and all other acts that are reasonable and necessary to carry out the purpose of the Corporation under the Nonprofit Public Benefit Corporation Law as stated in Paragraph TWO of the Corporation’s Articles of Incorporation and consistent with the Corporation’s designation as a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 3. Principal Office

The principal office for the transaction of the business of the Corporation and for the preservation of Corporation’s records is hereby fixed and located at 2000 Mowry Avenue, Fremont, California.

**ARTICLE 2
MEMBERS**

This Corporation shall have no members.

We are not proposing any material changes to this term. DEVCO has no members. A nonprofit corporation can operate with members, who are analogous to shareholders of a for-profit corporation, or without members, in which case the affairs of the organization are managed by a self-perpetuating Board of Directors.

**ARTICLE 3
BOARD OF DIRECTORS**

Section 1. Powers

The affairs of the Corporation shall be exercised under the direction of its Board of Directors.

We have not proposed material changes to the subject matter contained in Sections 1 to 6 of this Article.

Section 2. Duties

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

Section 7, concerning the holding of the meetings of the Board of Directors, has been modeled after similar provisions in the District's revised Bylaws. The revised language reflects

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;

the fact that the DEVCO Board holds its meetings subject to the Brown Act.

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

We have revised Sections 9 through 10 to indicate that the District's Board of Directors controls the appointment and removal of DEVCO's Board of Directors.

(d) Meet at such times and places as required by these Bylaws; and

(e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 3. Number

The Corporation shall have five (5) Directors.

Section 4. Appointment

Directors shall be appointed by the Board of Directors of the District at a regular meeting in January of each year.

Section 5. Tenure

Each Director is hereby designated to serve as Director for one (1) year or until a successor is appointed and duly qualified, but subject to such person's earlier death, resignation, removal or disqualification. There shall be no limit on the number of terms in which any individual may serve as a Director of the Corporation.

Section 6. Qualifications

Any person may serve as a Director of this Corporation provided that he or she resides within the territorial boundaries of the District.

Section 7. Meetings

(a) All of the meetings of the Board of Directors shall be conducted in accordance with the requirements of established California law. The regular meetings of the Board of Directors of the Corporation shall be held quarterly. Regular meetings shall be held at Washington Hospital, Fremont, California (including the main hospital building, Washington West or any ancillary building owned or occupied by Washington Hospital.)

(b) Special meetings of the Board of Directors may be held, provided that such meetings comply with the requirements of established California law.

(c) All meetings of the Board, whether regular, special or adjourned, shall be open to the public except that meetings of the Board may be closed to the public by the Board if allowed by California law. The meetings shall be noticed and held in accordance with the provisions of the Ralph M. Brown Act, California Government Code § 54950 *et seq.* Such meetings may also be held by conference via telephone or the internet if permitted by applicable law.

(d) Three (3) members shall constitute a quorum.

(e) The agenda for Board meetings shall be developed by the Chief Executive Officer. From time to time, the Chief Executive Officer may consult with the President regarding the agenda.

(f) The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by

these Bylaws (including, without limitation, the provisions contained in Sections 5212, 5233, and 5238(e) of the Corporations Code).

(g) Directors shall not receive any compensation from the Corporation for their services. By resolution of the Board, however, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board and other Corporation functions. Nothing herein contained shall be construed to preclude any Director from representing the Corporation in any other capacity and receiving compensation therefor to the extent allowed by law, upon disclosure of any actual or perceived conflict of interest and subsequent approval of the Board.

Section 8. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 9. Vacancies

Vacancies on the Board of Directors shall be filled by appointment by the District Board of Directors.

Section 10. Removal

Any Director may be removed with or without cause by action of the District Board of Directors.

ARTICLE 4
OFFICERS

Section 1. Officers

(a) The officers of this Corporation shall be President, First Vice President, Second Vice President, Secretary, and Treasurer who shall be chosen from the Board of Directors of the Corporation.

(b) There shall be a regular election of officers annually. Each officer so elected shall serve for a term of one year, provided that any officer may resign at any time or be removed by the vote of three Directors with the consent of the Chief Executive Officer at any regular or special meeting of the Board of Directors. In the event of a resignation or removal of an officer, the Board of Directors shall elect a successor to serve for the balance of that officer's unexpired term.

(c) The Board of Directors may also establish additional Vice Presidents, Assistant Secretaries and Assistant Treasurers if it desires, and prescribe their duties, qualifications and terms of service provided such terms may not extend past the next regular election of officers.

Section 2. President

Annually, the Board of Directors shall elect one of its Board members to act as President, as set forth in Section 1 of this Article, and if at any time the President shall be unable to act, the Vice Presidents, in the order set forth in Section 3 of this Article, shall take the President's place and perform the President's duties; and if the Vice Presidents shall also be unable to act, the Board of Directors may appoint someone else to do so, in whom shall be vested, for the time being, all the functions and duties of the office of the President. The President, or officer acting as such, shall:

(a) Preside over all the meetings of the Board of Directors.

We have proposed to revise the provisions in the Bylaws to follow similar provisions in the District's Bylaws. Like the District, DEVCO will have a President, First Vice President, Second Vice President, Secretary, and Treasurer, with duties that mirror the holders of those offices for the District.

The President will preside over DEVCO's meetings. The primary responsibilities of the Secretary and Treasurer will be to ensure that the Chief Executive Officer ensures that the duties of Secretary and Treasurer will be handled by staff and reported to the Board.

(b) Sign and execute jointly with the Secretary, in the name of the Corporation, all contracts and conveyances and all other instruments in writing which have been authorized by the Board of Directors; and shall be empowered jointly with the Treasurer to sign checks on the funds of the Corporation. The Board of Directors may, however, by resolution, designate any other person or persons who shall have authority to sign checks drawn on the funds of the Corporation, and to execute in the name of the Corporation all contracts and conveyances and all other instruments in writing which have been authorized by the Board of Directors.

(c) Subject to the advice and control of the Board of Directors, be responsible for the affairs of the Corporation and all other duties which shall be required by these Bylaws.

Section 3. Vice Presidents

In the absence or inability of the President to serve, the First Vice President, or in his/her absence, the Second Vice President, shall perform the duties of the President. The Vice Presidents shall have such titles, perform such other duties, and have such other powers as the Board of Directors shall designate from time to time.

Section 4. Secretary

The Secretary shall (i) ensure that the Chief Executive Officer has assigned staff to keep the minutes of all meetings of the Board of Directors, send or cause to be sent appropriate notices and agendas for all meetings of the Board of Directors, and act as custodian of all records and reports; (ii) attest in writing to the minutes of all Board of Directors meetings and resolution of the Board of Directors; (iii) act as custodian of all records and reports and of the corporate seal, if any, assuring that it is affixed when required by law, to documents executed on behalf of the Corporation, and (iv) exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or as required by California law.

Section 5. Treasurer

The Treasurer shall (i) ensure that the Chief Executive Officer has assigned staff to keep correct and accurate accounts of the property and financial records and transactions of the Corporation, and (ii) in general, supervise or perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors or as required by California law.

ARTICLE 5
CHIEF EXECUTIVE OFFICER

Section 1. Selection and Authority

The Chief Executive Officer of the District shall serve ex officio as the Chief Executive Officer of the Corporation. The Chief Executive Officer shall be responsible for overseeing and directing the day-to-day management and operation of the Corporation. To this end, the Chief Executive Officer shall be given the necessary authority and be held responsible for the administration of the Corporation in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. All Corporation employees and managers shall be accountable to the Chief Executive Officer. He or she shall act as the “duly authorized representative” of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person for that specific purpose.

Section 2. Duties

The duties of the Chief Executive Officer shall include:

We have proposed to revise the provisions in the Bylaws to follow similar provisions in the District’s Bylaws.

The positions of President and Chief Executive Officer have been separated, similar to the way in which the District is structured. The President is a Board member who is primarily responsible for chairing the Board meetings. The Chief Executive Officer of DEVCO will have the same duties and responsibilities that she has as

DEVCO Amended and Restated Bylaws Tracking Chart
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- | | |
|---|---|
| (a) Overseeing and directing the day-to-day management and operation of the Corporation. | the Chief Executive Officer of the District. |
| (b) Submitting to the Board of Directors for approval a plan or organization of the personnel and others involved with the operation of the Corporation and establishing methods of procedure concerning the internal operation of the Corporation. | The Chief Executive Officer of the District is the <i>ex officio</i> Chief Executive Officer of DEVCO. This reflects the fact that this has been, is, and always, will be the case and avoids the need for the DEVCO Board to make an annual appointment. |
| (c) Preparing an annual budget showing the expected receipts and expenditures, as required by the Board of Directors. | |
| (d) Selecting, employing, controlling, and all employees serving in positions, as authorized by the Board of Directors. | |
| (e) Ensuring that all physical properties are kept in good state of repair and operating condition. | |
| (f) Supervising all business affairs, such as the records of financial transactions, collection of accounts, and purchase and issuance of supplies, and ensuring that all funds are collected and expended to the best possible advantage. | |
| (g) Submitting to the Board of Directors or its authorized committees, periodic reports showing the professional service and financial activities of the Corporation and to prepare and submit such special reports as may be required by the Board of Directors and/or its functioning committees. | |
| (h) Attending all meetings of the Board of Directors and its committees consistent with the duties of the Chief Executive Officer. | |
| (i) Performing any other duty that may be necessary in the best interest of the Corporation. | |

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(j) Serving as the liaison officer and channel of communication for all official communications between the Board of Directors and the District Board of Directors.

(k) Providing overall administrative direction to the Corporation's adjunct organizations.

ARTICLE 6
BOOKS AND RECORDS

(a) The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors.

We have proposed no material changes to the subject matter of this Article.

(b) The Board of Directors shall receive a copy (in electronic or written format) of the audited financial reports of the District, which reports reflect the Corporation's finances.

We have clarified that the DEVCO Board of Directors will receive the audited financial reports of the District, which will contain the information required by statute to be provided to the DEVCO Board.

ARTICLE 7
FISCAL YEAR

The Corporation's fiscal year shall be the same fiscal year as adopted by the District.

We have proposed no material changes.

ARTICLE 8
INDEMNIFICATION

Section 1. Right to Indemnity

To the fullest extent permitted by law, the Corporation shall indemnify each of its present or former Directors and Officers against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceedings or any

We have proposed no material changes to the subject of the subject matter contained in this Article. However, the language has been updated based on

threatened proceedings (hereinafter “proceeding” includes any threatened proceeding) arising by reason of the fact that any such person is or was a Director or Officer of this Corporation; provided that the Board of Directors determines that such person was acting in good faith and in a manner she or he believed to be in the best interest of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of the Corporation and certain actions alleging self-dealing or breach of any duty relating to assets held in charitable trust.

language in a form for modern nonprofit corporation bylaws.

Section 2. Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer’s, Director’s, employee’s, or agent’s status as such.

ARTICLE 9
AMENDMENTS

Any provisions of the Corporation's Bylaws may be amended by a vote of a majority of the entire Board of Directors and must be approved by the District Board of Directors. Any amendment shall be effective once approved by the Board of Directors of the District.

This provision is new. However, it describes the current practice.

ARTICLE 10
ADOPTION OF AMENDED AND RESTATED BYLAWS

These Amended and Restated Bylaws of the Washington Township Hospital Development Corporation were duly adopted at the meeting of the Board of Directors of the Washington Township Hospital Development Corporation held on _____. These Amended and Restated Bylaws of the Washington Township Hospital Development Corporation were duly adopted at the meeting of the District Board of Directors held on _____.

This language is new but based on the existing language. However, it describes the current practice.