



Washington Township Hospital Development Corporation

2000 Mowry Avenue, Fremont, CA 94538-1716

February 2, 2024

MEETING NOTICE

The annual meeting of the Washington Township Hospital Development Corporation Board of Directors will be held on Tuesday, February 6, 2024. The meeting will take place in the Board Room of Washington Hospital, 2000 Mowry Avenue, Fremont, California. The meeting is also accessible by Zoom at 12:00 PM.

Join in-person: 2000 Mowry Avenue, Fremont, CA 94538, 1st Floor, Executive Board Room

Join the Zoom Meeting:

<https://us06web.zoom.us/j/84955302980?pwd=xDzsU9toSWPxcUVbWa0B8laN5dXwc.1>

Passcode: 284185

Join by Telephone: + 1 877 336 1831 US Toll-Free)

Meeting ID: 681379

Passcode: 284185

Portions of this meeting held may be in closed session in accordance with Sections of California Health & Safety Code and Sections of the California Government Code.

In compliance with the Americans with Disabilities Act, if you need assistance to participate in this meeting, please contact the Recording Secretary at (510) 818-7839. Notification two working days prior to the meeting will enable the Recording Secretary to make reasonable arrangements to ensure accessibility to this meeting.

This notice is posted in pursuant to Section 54954 of the Government Code.

Diana Venegas

Diana Venegas

Recording Secretary

Kimberly Hartz, Chief Executive Officer

Ohlone College Student Health Center • Washington Medical Billing • Washington Outpatient Rehabilitation Center
Washington Outpatient Surgery Center • Peninsula Surgery Center • Washington Sports Medicine
Washington Township Medical Foundation



Washington Township Hospital Development Corporation

2000 Mowry Avenue, Fremont, CA 94538-1716

Certificate of Posting

I certify that on February 2, 2024, I posted a copy of the foregoing Meeting Notice near the regular meeting place of the Board of Directors of the Washington Township Hospital Development Corporation Board, said time being at least 72 hours in advance of the meeting of the Board of Directors (Government Code Section 54954.2)

Executed at Fremont, California, on February 6, 2024.

Diana Venegas

Diana Venegas, Recording Secretary

Kimberly Hartz, Chief Executive Officer

Ohlone College Student Health Center • Washington Medical Billing • Washington Outpatient Rehabilitation Center
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Washington Township Medical Foundation



Washington Township Hospital Development Corporation

2000 Mowry Avenue, Fremont, CA 94538-1716

BOARD OF DIRECTORS' ANNUAL MEETING WASHINGTON TOWNSHIP HOSPITAL DEVELOPMENT CORPORATION

Tuesday, February 6, 2024 – 12:00 P.M.

2000 Mowry Avenue, Fremont, CA 94538

1st Floor, Executive Board Room and via Zoom

<https://us06web.zoom.us/j/84955302980?pwd=xDzsU9toSWPxcUVbWa0B8laN5dXwcC.1>

Dial: + 1 877 336 1831 (US Toll Free)

Meeting ID: 681379 / Passcode: 284185

Board Meeting Agenda and Packet may be found at:

[DEVCO 2024 | Washington Hospital Healthcare System \(whhs.com\)](#)

AGENDA

PRESENTED BY:

- | | | |
|------|--|--|
| I. | CALL TO ORDER | <i>Benn Sah, M.D.
Board President</i> |
| II. | ROLL CALL
*Director Weaver requested to attend meeting remotely | <i>Diana Venegas
Recording Secretary</i> |
| III. | CONSIDERATION OF MINUTES OF
October 30, 2023 | <i>Motion Required</i> |
| IV. | ELECTION OF OFFICERS | <i>Motion Required</i> |
| V. | EDUCATION SESSION
A. TRAUMA UPDATE | <i>Chet Morrison, M.D.,
FACS, FCCM
Trauma Medical
Director and
Elwood Conaway, RN,
MSN, CCRN
Trauma Program
Director</i> |
| VI. | COMMUNICATIONS
A. Oral
B. Written | <i>Board President</i> |

VII. REPORTS

A. Chief Executive Officer Report

*Kimberly Hartz
Chief Executive Officer*

B. Financial Report

*Tina Nunez
Vice President of
Ambulatory Care and
Administrative Services*

VIII. ACTION

A. Consideration of Resolution No. 58 due to the resignation of Dr. Jeffrey Stuart from the Board of Managers of Peninsula Surgical Partnership, LLC

Motion Required

IX. ADJOURN TO CLOSED SESSION

Board President

A. Consideration of Closed Session Minutes of October 30, 2023

Motion Required

B. Conference involving Trade Secrets pursuant to Health & Safety Code section 32106

- Strategic Planning

X. RECONVENE TO OPEN SESSION

Board President

Report on *permissible actions* taken during Closed Session

XI. ADJOURNMENT

Board President

NEXT MEETING: FRIDAY, APRIL 26, 2024 - 7:30 A.M. - 9:00 A.M.

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The meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on October 30, 2023, via in-person and Zoom. Director Sah called the meeting to order at 7:33 a.m.

CALL TO ORDER

Directors present: Benn Sah, M.D., Russ Blowers, Pauline Weaver, Sue Querner, Steven Chan, D.D.S.

ROLL CALL

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

Guest: Angus Cochran, Chief, Community Support Services; Kayla Gupta, Manager, Community Outreach; Mike Rogers, Director, Off-Site Services

A motion was made by Director Blowers, seconded by Director Weaver, to approve the minutes of the meeting of August 11, 2023.

**CONSIDERATION OF
MINUTES OF
AUGUST 11, 2023**

Roll call was taken:

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

The motion passed.

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

COMMUNICATIONS

Community Health Needs Assessment Report

**EDUCATION
SESSION**

Angus Cochran and Kayla Gupta presented the recently completed Community Health Needs Assessment to the Board.

Mask Mandate Update

**CHIEF EXECUTIVE
REPORT**

In accordance with the Alameda County Health Department order issued on September 19, 2023, all Healthcare Workers, regardless of vaccination status, when in inpatient care areas, must wear a mask beginning on November 1, 2023 through April 30, 2023. Visitors are recommended to wear masks when in these areas.

Trauma Update

The District has two new notable hires for the Trauma Center. Elwood Conaway is our new Program Director and has already started with the Healthcare System. Chet Morrison, MD is the new Trauma Medical Director. Dr. Morrison will begin in January 2024, but is already starting to attend some meetings remotely. The District

continues to recruit for an additional Trauma surgeon. The timeline for the first trauma patient is the summer of 2024.

Union Negotiations: SEIU/Local 39/CNA Negotiations

The District has approved new labor contracts with SEIU and Local 39. The District's negotiations with CNA are ongoing.

The Future of St. Rose

St. Rose is looking to affiliate with another hospital as it is no longer able to operate independently. The St. Rose Board of Directors has hired an outside consultant to assist with the process and is expected to issue an RFP in the near future.

Top Hat Event

The Washington Hospital Healthcare Foundation sincerely thanks all those who attended Top Hat, benefiting the UCSF – Washington Cancer Center. The donations totaled more than \$1,150,000 in gross revenue, making this year's event the most successful to date.

Construction Updates

Infill Project: The construction planning for the Infill Project at the Morris Hyman Critical Care Pavilion continues which will include new operating rooms including two hybrid rooms, Imaging/MRI, and the Pharmacy. The Infill Projects are currently on track for completion in 2025.

Cancer Center: The cancer center received approval through the city of Fremont and the State's Department of Healthcare Access and Information (HCAI). Staff are preparing the bid package. The anticipated opening date is the beginning of 2025.

Center for Joint Replacement Clinic: Volume continues to grow for this program so additional clinic space is being built to accommodate the growth.

Bridge Project: A new bridge connecting the Morris Hyman Critical Care Pavilion and the OR's to the Center for Joint Replacement is being built.

Washington Outpatient Surgery Center (WOSC) - Napa Ambulatory Surgery Center Site

WOSC's Napa Ambulatory Surgery Center site has paused all operations given the low surgical volume at the site. The staff is exploring options regarding the site.

Urgent Care

The District continues to explore opening an urgent care clinic in the Washington Properties retail center. The goal is to open the new clinic next year.

Financial Report

FINANCIAL REPORT

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

Approval of Revised DEVCO Corporate Compliance Program

***ACTION ITEM
MOTION REQUIRED***

Mike Rogers provided an overview of the changes related to the Compliance Program. The revisions relate to the transition of operation of the Radiation Oncology Center to the UCSF-WHHS Oncology joint venture. DEVCO is no longer responsible for compliance activities related to the operation of this center given this transition, and these responsibilities will transition to the Joint Venture.

A motion was made by Director Weaver, seconded by Director Chan, to approve the revisions to the DEVCO Corporate Compliance Program.

Roll call was taken:

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

The motion passed.

Director Sah adjourned the meeting to a closed session at 8:30 a.m.

***ADJOURN TO
CLOSED SESSION***

Director Sah reconvened the meeting to open session at 8:55 a.m. Diana, Recording Secretary, reported that the Board approved the closed session minutes of August 11, 2023 by the following roll call vote:

***RECONVENE TO
OPEN SESSION***

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

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There being no further business, Director Sah adjourned the meeting at 8:56 a.m.

ADJOURNMENT

The next regularly scheduled meeting is Tuesday, February 6, 2024 at 12:00 p.m.

President, Board of Directors

Washington Township Hospital
Development Corporation

Secretary, Board of Directors

Washington Township Hospital
Development Corporation

**Washington Township Hospital
Development Corporation
Summary Income Statement
November 2023**

Current Month				Year - To - Date			
Actual	Budget	Favorable/(Unfavorable)		Actual	Budget	Favorable/(Unfavorable)	
		Variance	%			Variance	%
1,924	2,183	(259)	(11.9%)	9,474	10,912	(1,438)	(13.2%)
115	107	8	7.5%	585	540	45	8.3%
2,039	2,290	(251)	(11.0%)	10,059	11,452	(1,393)	(12.2%)
7,156,932	7,600,696	(443,764)	(5.8%)	35,678,701	37,123,820	(1,445,119)	(3.9%)
835,663	813,262	22,401	2.8%	4,042,604	4,132,671	(90,067)	(2.2%)
7,992,595	8,413,958	(421,363)	(5.0%)	39,721,305	41,256,491	(1,535,186)	(3.7%)
4,635,471	4,729,215	93,744	2.0%	22,314,238	22,825,652	511,414	2.2%
64.8%	62.2%	(2.6%)		62.5%	61.5%	(1.0%)	
3,357,124	3,684,743	(327,619)	(8.9%)	17,407,067	18,430,839	(1,023,772)	(5.6%)
1,043,588	1,099,992	56,404	5.1%	5,238,317	5,635,612	397,295	7.0%
288,115	357,160	69,045	19.3%	1,481,326	1,801,658	320,332	17.8%
674,828	779,464	104,636	13.4%	3,704,718	3,808,428	103,710	2.7%
98,496	86,034	(12,462)	(14.5%)	521,669	466,396	(55,273)	(11.9%)
291,625	274,554	(17,071)	(6.2%)	1,520,398	1,398,402	(121,996)	(8.7%)
154,170	145,166	(9,004)	(6.2%)	727,913	725,849	(2,064)	(0.3%)
25,044	21,491	(3,553)	(16.5%)	131,852	115,821	(16,031)	(13.8%)
581,521	575,714	(5,807)	(1.0%)	2,621,905	2,620,403	(1,502)	(0.1%)
204,617	217,111	12,494	5.8%	1,018,365	1,083,704	65,339	6.0%
3,362,004	3,556,686	194,682	5.5%	16,966,463	17,656,273	689,810	3.9%
(4,880)	128,057	(132,937)	(103.8%)	440,604	774,566	(333,962)	(43.1%)
77,667	0	77,667	0.0%	524,325	0	524,325	0.0%
72,787	128,057	(55,270)	(43.2%)	964,929	774,566	190,363	24.6%
(32,854)	(103,943)	71,089	68.4%	(388,364)	(519,715)	131,351	25.3%
39,933	24,114	15,819	65.6%	576,566	254,851	321,715	126.2%



Memorandum

DATE: February 6, 2024

TO: Washington Township Development Corporation Board of Directors

FROM: Kimberly Hartz, Chief Executive Officer

SUBJECT: Vacancy on the Boards of Affiliates

DEVCO has received the resignation of Dr. Jeffrey Stuart from the Board of Managers of Peninsula Surgery Center, LLC and the Board of Managers of Peninsula Surgical Partnership, LLC. The resignation is effective October 31, 2023. A copy of the resignation is attached to this memo.

I would like Dr. Brian Smith to replace Dr. Stuart on these Boards of Managers. DEVCO is responsible for filling the vacancy on the Board of Managers of Peninsula Surgical Partnership, LLC. The Board of Managers of Peninsula Surgical Partnership, LLC is then responsible for filling the vacancy on the Board of Managers of Peninsula Surgery Center, LLC.

I recommend that the Board approve the following resolution by separate motion.

1. Resolution Number 58: Washington Township Hospital Development Corporation Resolution of the Board of Directors to appoint Dr. Brian Smith to the Board of Managers of Peninsula Surgical Partnership, LLC

RESOLUTION NO. 58

**WASHINGTON TOWNSHIP HOSPITAL DEVELOPMENT CORPORATION
RESOLUTION OF THE BOARD OF DIRECTORS TO APPOINT DR. BRIAN
SMITH TO THE BOARD OF MANAGERS OF PENINSULA SURGICAL
PARTNERSHIP, LLC**

WHEREAS the Board of Directors has received the resignation of Dr. Jeffrey Stuart from the Board of Managers of the Peninsula Surgical Partnership, LLC effective October 31, 2023; and

WHEREAS the Board of Directors desires to appoint Dr. Brian Smith to serve in place of Dr. Stuart on the Board of Managers of Peninsula Surgical Partnership, LLC.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby appoints Dr. Brian Smith to fill the vacancy on the Board of Managers of Peninsula Surgical Partnership, LLC caused by the resignation of Dr. Stuart.

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

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK, SIGNATURE PAGE FOLLOWS]

[SIGNATURE PAGE TO RESOLUTION]

Passed and adopted by the Board of Directors of the Washington Township Hospital Development Corporation on this 6th day of February 2024 by the following vote:

AYES:

NOES:

ABSENT:

President, Board of Directors

Washington Township Hospital Development Corporation

Secretary, Board of Directors


Washington Township Hospital Development Corporation

Dear Board Members,

As we have discussed, I will be leaving my role as a member of the Board as of 10/31/2023. I have enjoyed working with all of you and the team at PSC. Although I will be moving from the area, I look forward to remaining in touch and hearing of the future success of the organization. As requested, I am providing written notice of my resignation from the Board and wish everyone Good Luck in the future.

Best Regards,

DocuSigned by:


CB4873BFB5BB477...

Jeff Stuart M.D., M.B.A.

10/31/2023