

A regular meeting of the Board of Directors of the Washington Township Health Care District was held on Wednesday, March 24, 2021 via Teleconference in order to comply with Alameda County’s orders as issued on January 25, 2021 to slow the spread of COVID-19 and to maintain restrictions on movement and public gathering. Director Nicholson called the meeting to order at 6:01 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

Absent:

Also present: Kimberly Hartz, Chief Executive Officer; Ed Fayen, Executive Vice President & COO; Chris Henry, Vice President & CFO; Tina Nunez, Vice President; Stephanie Williams, Vice President; Paul Kozachenko, Legal Counsel; Nicholas Kozachenko, Legal Counsel; Dee Antonio, District Clerk; Sri Boddu

There were no oral communications.

COMMUNICATIONS

There were no written communications.

Director Nicholson presented the Consent Calendar for consideration:

CONSENT CALENDAR

- A. Preliminary Report Interface from our After-Hour Advanced Tele-Radiology Services to EPIC
- B. PowerPath and Blood Bank System Upgrades
- C. Copier Equipment Funding

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

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.

In accordance with District Law, Policies, and Procedures, Director Eapen moved that the Board of Directors approve Resolution No. 1221 the Amended and Restated Bylaws and authorize the President and Secretary to execute these Bylaws.

CONSIDERATION OF RESOLUTION No. 1221: RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON TOWNSHIP HEALTH CARE DISTRICT TO APPROVE AMENDED AND RESTATED

Director Yee seconded the motion.

Paul Kozachenko informed the Board of two additions that he recommended incorporating into the Bylaws based on his further review of the Medical Staff

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Bylaws which are referenced in the Amended and Restated Bylaws. The additions are specifically related to the Medical Staff Membership:

BYLAWS FOR THE BOARD OF DIRECTORS

- Article 6, Section 2 Membership: Membership in the Medical Staff shall be comprised of all physicians, dentists and podiatrists who are duly licensed, competent in their respective fields, worthy in character and in professional ethics and privileged to attend to patients in the Hospital and shall include all categories identified in the Medical Staff Bylaws (described below in Section 3).
- Article, Section 6 Allied Health Professionals: The categories of allied health professionals eligible to hold specific practice privileges to perform services within the scope of their licensure, certification or other legal authorization, and the corresponding privileges, prerogatives, terms and conditions for each such allied health professional category or practitioner shall be determined by the Board of Directors upon recommendations received from the Medical Staff executive committee. The Medical Staff shall have the responsibility and authority to investigate and evaluate each application by an allied health professional for satisfaction of relevant eligibility requirements in accordance with the Medical Staff Bylaws, rules and regulations.

Following discussion, the motion was amended by Director Wallace that the Board of Directors approve Resolution No. 1221 the Amended and Restated Bylaws with the incorporation of the additions as discussed and authorize the President and Secretary to execute these Bylaws.

Director Yee seconded the amended 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 District Law, Policies, and Procedures, Director Eapen moved that the Board of Directors approve Resolution No. 1222 to approve the delegation of the Secretary's duties in accordance with Section 54957.2 of the Government Code.

CONSIDERATION OF RESOLUTION No. 1222: RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON TOWNSHIP HEALTH CARE DISTRICT TO APPROVE THE DELEGATION OF THE SECRETARY'S DUTIES

Director Yee seconded the motion.

Roll call was taken:

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

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Jacob Eapen, MD – aye

Michael Wallace – aye

The motion unanimously carried.

In accordance with District Law, Policies, and Procedures, Director Eapen moved that the Board of Directors approve Resolution No. 1223 to approve the delegation of the Treasurer's duties in accordance with Section 54957.2 of the Government Code.

*CONSIDERATION OF
RESOLUTION No. 1223:
RESOLUTION OF THE
BOARD OF DIRECTORS
OF WASHINGTON
TOWNSHIP HEALTH
CARE DISTRICT TO
APPROVE THE
DELEGATION OF THE
TREASURER'S DUTIES*

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.

In accordance with District Law, Policies, and Procedures, Director Eapen moved that the Board of Directors authorize the Chief Executive Officer to proceed with entering into the COVID-19 Vaccination Program Vaccine Provider Participation Agreement with Blue Shield of California and to take all actions, including entering into any amendments or modifications to the Agreement, which are consistent with the District's intent to continue to serve as a provider of the vaccines to our community.

*CONSIDERATION OF
BLUE SHIELD THIRD
PARTY
ADMINISTRATOR
AGREEMENT*

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 6:33 p.m., as the discussion pertained to a trade secret pursuant to Health & Safety Code section 32106: New Service or Program and Strategic Plan Update; and a Report of Medical Staff and Quality Assurance pursuant to Health & Safety Code Section 32155: Medical Staff Credentials Report. Director Nicholson stated that the public has a right to know what, if any, reportable action takes place

*ADJOURN TO CLOSED
SESSION*

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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 March 25, 2021. He indicated that the minutes of this meeting will reflect any reportable actions.

Director Nicholson reconvened the meeting to open session at 8:46 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 – aye
Jeannie Yee – aye
Bernard Stewart, DDS – aye
Jacob Eapen, MD – aye
Michael Wallace – aye

There being no further business, Director Nicholson adjourned the meeting at 8:47 pm.

ADJOURNMENT

DocuSigned by:

William Nicholson

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William Nicholson, M.D.
President

DocuSigned by:

Michael Wallace

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Michael J. Wallace
Secretary