



Washington Township Hospital Development Corporation

2000 Mowry Avenue, Fremont, CA 94538-1716

BOARD OF DIRECTORS' MEETING WASHINGTON TOWNSHIP HOSPITAL DEVELOPMENT CORPORATION

Monday, November 15, 2021 – 7:30 A.M.

2000 Mowry Avenue, Fremont, CA 94538

Meeting Conducted via Zoom

<https://us06web.zoom.us/j/83607355731?pwd=TC9lVDdFdDhOeWJvSGZtdWphZTZ6Zz09>

Dial by your location: USA 636 651 0008

USA 8773361839 (US Toll Free)

Conference code: 6332601

AGENDA

- | | | PRESENTED BY: |
|--------------|--|--|
| I. | CALL TO ORDER | Benn Sah, 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. | CONSIDERATION OF MINUTES OF
September 22, 2021 | <i>Motion Required</i> |
| V. | COMMUNICATIONS
A. Oral
B. Written | |
| VI. | CHIEF EXECUTIVE OFFICER REPORT | Kimberly Hartz,
Chief Executive Officer |
| VII. | FINANCIAL REPORT | Chris Henry
Vice President and
Chief Financial Officer |
| VIII. | ACTION ITEM
A. Election of Officers pursuant to Amended and
Restated Bylaws, Article 4. Section:
President | <i>Motion Required</i> |

First Vice President
Second Vice President
Treasurer
Secretary

IX. CLOSED SESSION

Benn Sah, M.D.
Board President

- A. Report involving trade secret pursuant to Health and Safety Code, Section 32106
- B. Conference with Legal Counsel – Anticipated Litigation pursuant to Government Code section 54956.9(d)(2)

X. OPEN SESSION

Benn Sah, M.D.
Board President

Report on Permissible Actions Taken During Closed Session

XI. ADJOURNMENT

Benn Sah, M.D.
Board President

NEXT MEETING: JANUARY 17, 2022

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 District to make reasonable arrangements to ensure accessibility to this meeting.

The Special Meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on September 22, 2021 via Zoom in order to comply with Governor Gavin Newsom's Reopening Plan for California and Executive Order N-29-20. Chairman Sah called the meeting to order at 7:30 a.m.

*CALL
TO
ORDER*

Present: Directors Russ Blowers, Steven Chan, D.D.S., Miro Garcia, Sue Querner, Benn Sah, M.D. and Kimberly Hartz, President and Chief Executive Officer

*ROLL
CALL*

Absent: None

Also present: Tina Nunez, Vice President of Ambulatory Care and Administrative Services; Chris Henry, Vice President and Chief Financial Officer; Walter Choto, Chief, Ambulatory Care Services; Paul Kozachenko, Attorney; Sri Boddu, AVS; and Vanessa Terrasas, Recording Secretary.

Ms. Nunez informed the group that minor edits need to be made to the minutes of the meeting of September 2, 2021 including adding her as present. A motion was made by Director Blowers, seconded by Director Chan to approve the minutes of the meeting of September 2, 2021, noting the edits. The motion was carried by the following vote:

*APPROVAL OF
MINUTES OF
September 2, 2021*

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

Noes: None

Absent: None

Abstain: None

Ms. Hartz noted that there was no written or oral communication.

COMMUNICATIONS

Ms. Hartz discussed the online portal that is now setup for the DEVCO Board members to access board meeting packets and documents through an electronic portal to the Washington Hospital network. The purpose of this portal is to enable timely and easy access to board meeting packets and documents. Ms. Hartz understands there may be challenges with accessing and/or printing documents as this is a new process however, she assured the group that large packets will continue to be sent via courier and members can receive a paper packet by regular mail if they prefer.

*PRESIDENT & CHIEF
EXECUTIVE OFFICER
REPORT*

Ms. Hartz provided a COVID-19 update, commenting the number of COVID-19 positive inpatients has plateaued and the spike that was seen a month ago has started to level off. Ms. Hartz stated the focus now is to look at areas of growth in the healthcare system for future success. She noted we are working to get staff fully vaccinated as required by the vaccination mandate issued by the California Department of Public Health (CDPH), requiring all healthcare workers to be fully vaccinated against COVID-19 by September 30th. All healthcare workers who are not vaccinated, will need to sign a declination for

religious or medical reasons and will be routinely tested for COVID-19. There are less than forty staff that have yet to be vaccinated or sign a declination. Staff who are out of compliance will be placed on administrative leave as of September 30th.

*CONT'D PRESIDENT &
CHIEF EXECUTIVE
OFFICER
REPORT*

Ms. Hartz also provided an update on the COVID-19 vaccination booster stating we are waiting for the FDA recommendation of eligibility for individuals who received their second dose 6-8 months ago. The FDA does recommend anyone 65 and older, at high risk medically or who is immunocompromised, to get their third Pfizer dose. Ms. Hartz informed the Board members that our vaccination clinic will be ready for staff and the community when the time comes to administer a third dose. She stated we are currently working with the Newark Unified School District to offer testing at test sites for students and family who have been exposed to COVID-19. Additionally, we are working on rolling out the high dose flu shot to anyone 65 and older. DEVCO Board members who would like to schedule their flu shot can contact either Ms. Nunez or Ms. Terrasas.

At Washington Outpatient Surgery Center (WOSC), DEVCO owns 50.1% of the shares and the physician investors own 49.9%. Physicians may continue to purchase additional shares but DEVCO must purchase the corresponding number of shares in order to remain the majority shareholder. There are two physicians, Dr. Michael Goldin and Dr. Mark Hsu, at the Washington Outpatient Surgery Center who are requesting to purchase a total of thirty-eight additional shares. For this to occur, DEVCO will need to purchase the same number of additional shares in order to remain the majority shareholder at a value of \$13,160 per share.

*ACTION ITEM:
DEVCO/Physicians
Additional WOSC
Membership Interest
Purchase*

A motion was made by Director Chan to authorize the Chief Executive Officer to enter into the necessary contracts to proceed with the purchase of the thirty-eight additional shares for an amount not to exceed of \$500,080. On a second from Director Blowers, the motion was carried with the following vote:

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

Noes: None

Absent: None

Abstain: None

There being no further business, the meeting adjourned at 7:53 a.m. The next meeting is currently scheduled for November 15, 2021 at 7:30 a.m.

ADJOURNMENT

Benn Sah, M.D.
Chair

Steven Chan, D.D.S.
Secretary

**Washington Township Hospital
Development Corporation
Summary Income Statement
September 2021**

Current Month				Year - To - Date			
Actual	Budget	Favorable/(Unfavorable)		Actual	Budget	Favorable/(Unfavorable)	
		Variance	%			Variance	%
1,746	1,838	(92)	(5.0%)	5,400	5,596	(196)	(3.5%)
310	265	45	17.0%	805	808	(3)	(0.4%)
2,056	2,103	(47)	(2.2%)	6,205	6,404	(199)	(3.1%)
4,307,473	6,423,028	(2,115,555)	(32.9%)	12,533,776	19,456,828	(6,923,052)	(35.6%)
873,730	922,697	(48,967)	(5.3%)	2,640,097	2,789,676	(149,579)	(5.4%)
5,181,203	7,345,725	(2,164,522)	(29.5%)	15,173,873	22,246,504	(7,072,631)	(31.8%)
2,107,058	3,756,017	1,693,518	45.1%	6,397,524	11,367,838	4,941,815	43.5%
48.9%	58.5%	9.6%		51.0%	58.4%	7.4%	
3,074,145	3,589,708	(515,563)	(14.4%)	8,776,349	10,878,666	(2,102,317)	(19.3%)
953,415	878,431	(74,984)	(8.5%)	2,845,060	2,668,668	(176,392)	(6.6%)
287,480	299,368	11,888	4.0%	851,711	903,502	51,791	5.7%
400,640	699,394	298,754	42.7%	1,446,063	2,117,008	670,945	31.7%
337,087	275,052	(62,035)	(22.6%)	836,712	819,874	(16,838)	(2.1%)
209,018	352,491	143,473	40.7%	705,648	996,969	291,321	29.2%
197,334	207,313	9,979	4.8%	592,379	623,255	30,876	5.0%
29,919	36,774	6,855	18.6%	89,512	99,510	9,998	10.0%
476,404	467,068	(9,336)	(2.0%)	1,429,343	1,400,993	(28,350)	(2.0%)
162,001	173,581	11,580	6.7%	522,566	544,637	22,071	4.1%
3,053,298	3,389,472	336,174	9.9%	9,318,994	10,174,416	855,422	8.4%
20,847	198,236	(177,389)	(89.5%)	(542,645)	704,250	(1,246,895)	(177.1%)
49,865	139,584	89,719	64.3%	(117,635)	433,434	551,069	127.1%
(29,018)	58,652	(87,670)	(149.5%)	(425,010)	270,816	(695,826)	(256.9%)