



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, April 27, 2022 – 6:00 P.M.

Meeting Conducted by Zoom

<https://us06web.zoom.us/j/88382590417?pwd=TzRtRC9ZOU9CWE51aFRXY2UvNnQyUT09>

Password: 071318

AGENDA

PRESENTED BY:

- | | |
|--|---|
| I. CALL TO ORDER & PLEDGE OF ALLEGIANCE | Jeannie Yee
Board President |
| II. ROLL CALL | Dee Antonio
District Clerk |
| III. 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 covered by the agenda. "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 | |
| IV. DISCUSSION | |
| A. Board Policies Review | |
| V. ANNOUNCEMENTS | |
| VI. CLOSED SESSION | Kimberly Hartz
Chief Executive Officer |
| A. Report of Medical Staff and Quality Assurance Committee, Health & Safety Code section 32155 <ul style="list-style-type: none">• Medical Staff Committee Report | |
| B. Conference involving Trade Secrets pursuant to Health & Safety Code section 32106 <ul style="list-style-type: none">• Strategic Planning Discussion | |

Board Meeting Agenda
April 27, 2022

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

VII. OPEN SESSION

Report on Permissible Actions Taken During
Closed Session

Jeannie Yee
Board President

VIII. ADJOURNMENT

Jeannie Yee
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.

Washington Township Health Care District Board of Directors Policy

Title: BASIS OF AUTHORITY BOARD ACCOUNTABILITY STATEMENT	
Category: Governance and General Administration	Policy Number: A-001
Original Adoption Date: 10/11/95	
Last Reviewed/Revised Date: 04/18/22	
Current Last Revision Approval Date: 05/11/22	

POLICY:

The Board of Directors represents and ~~acts for~~ governs the District as a whole in accordance with the District’s Mission, Values, and Ethics. Board members have no individual authority.

District Board members shall exercise authority with respect to the District and its affairs only when acting in their capacity as Board members and during Board meetings ~~or meetings of Board authorized committees~~, except the President of the Board who is expected to confer with the CEO regarding Board and committee agendas and other matters between Board meetings. As individuals, Directors may not commit the District to any policy, act or expenditure. Members of the Board are not authorized to independently exercise management authority with respect to the District or its affairs.

Approved:

Jeannie Yee
President

William Nicholson, M.D.
Secretary

Reference:

Cal Health & Safety Code Section 32125

Washington Township Health Care District Board of Directors Policy

Title: ADOPTION AND AMENDMENT OF <u>BOARD POLICIES</u>	
Category: Governance and General Administration	Policy No: A-002
Original Adoption Date: 10/11/95	
Last Reviewed/Revised Date: 04/18/22	
Last Revision-Approval Date: 05/11/22	

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POLICY:

The Board of Directors may adopt such policies, not inconsistent with the Amended and Restated Bylaws of Washington Township Health Care District as amended from time to time ("Bylaws") and the laws of the State of California that are determined by the Board of Directors to be necessary for the efficient operation of the District.

Policies of the Board of Directors may be adopted, revised, added to or amended at any regular or special meeting of the Board of Directors by a majority vote. If reasonably possible, proposed changes or additions shall be introduced not less than one regular meeting prior to the meeting at which action is recommended.

The District Clerk shall maintain a Board of Directors Policy Binder containing a comprehensive listing of all current policies of the Board of Directors. The Board of Directors Policy Binder will serve as a resource for Board Members, staff and members of the public.

Board policies shall be in a standard format as shown in Attachment 1, to this policy. Board policies shall be numbered as follows: (other categories shall be established as appropriate)

- ~~A~~ – Governance and General Administration ~~—A~~
- ~~B~~ – Finance ~~—B~~

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Approved:

Jeannie Yee
President

William Nicholson, M.D.
Secretary

Reference:

Cal Health & Safety Code Section 32104
Cal Health & Safety Code Section 32125 and/or other authority.

Washington Township Health Care District Board of Directors Policy

Title:	
Category:	Policy No:
Original Adoption Date:	

PURPOSE:

POLICY:

Approved:

[Name]
President

[Name]
Secretary

Washington Township Health Care District Board of Directors Policy

Title: MEETING FACILITATION BOARD MEETINGS	
Category: Governance and General Administration	Policy No: A-003
Original Adoption Date: 01/08/97	
Last Reviewed/Revised Date: 04/18/22	
Current Last Revision Approval Date: 05/11/22	

POLICY:

Regular meetings of the Board of Directors shall be held on the second Wednesday, the third Monday, and the fourth Wednesday of each calendar month at 6:00 p.m. and the fourth Monday of each calendar month at 7:30 am. Special meetings of the Board of Directors may be held in conformance with “The Local Health Care District Law.” The Board shall utilize Roberts Rules of Order to facilitate meetings.

Notice for a Regular meeting shall be posted electronically on the District’s internet website and physically in the Washington Hospital’s front lobby 72 hours in advance of the meeting in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54956).

Notice for a Special meeting shall be posted electronically on the District’s internet website and physically in the Washington Hospital’s front lobby 24 hours in advance of the meeting in accordance with the Ralph M. Brown Act (California Government Code §54956).

An agenda containing a brief general description of each item of business to be transacted or discussed at the meeting shall be prepared and posted with the meeting notice. The agenda shall specify the time and location of the meeting.

In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities (California Government Code §54956.5), the Board of Directors may hold an emergency special meeting without complying with the 24-hour notice (California Government Code §54956.5). An emergency situation means a crippling disaster which severely impairs public health, safety, or both as determined by a majority of the Board.

Approved:

Jeannie Yee
President

William Nicholson, M.D.
Secretary

Reference:
California Health & Safety Code §54950 through §54956

Washington Township Health Care District Board of Directors Policy

Title: BOARD MEETING AGENDA: CONSENT CALENDAR	
Category: Governance and General Administration	Policy No: A-005
Original Adoption Date: 05/11/21	

POLICY:

The District Clerk, in cooperation with the Chief Executive Officer and the Board President, shall prepare an agenda for each regular and special meeting of the Board of Directors in accordance with the Ralph M. Brown Act.

A Consent Calendar may be developed for inclusion as an item on the meeting agenda.

- A consent calendar collects items that are approved or received without discussion. The consent calendar is intended to streamline the process for regular or routine issues that come before the board, based on the assumptions that the item will not require discussion as it is self-explanatory and uncontroversial, for information only, and/or confirms a previously discussed issue. The consent calendar promotes good time management and endeavors to improve board meetings.
- Information supporting all consent agenda items must be clearly identified and provided to Board members in the Board meeting packet prior to the Board meeting. Items not included in the regular Board packet will not be included on the consent calendar.
- Any Director may request that an item be removed from the consent calendar. No motion is required. Any item removed from the consent calendar will be placed appropriately elsewhere on the agenda where it can be discussed fully. The remainder of items listed on the consent calendar will remain. The board meeting agenda must remind Board members that, upon request, an item may be removed from the consent calendar and moved to a discussion area.
- Consent calendar items are approved in full with one motion.
- A quorum must be present in order for action on the consent calendar to be binding.
- Approval of the consent calendar is to be documented in the board meeting minutes.
- The following items may be included for approval on the consent calendar:
 - Minutes of previous Board meetings;
 - Capital Budget purchase requests, budgeted and unbudgeted;
 - Amendments to policies and procedures;
 - Amendments to Medical Staff Rules and Regulations;
 - Amendments to Medical Staff Department Manuals
 - Resolutions;
 - Appointments and re-appointments to DEVCO and CBOC

- Any decisions that don't require discussion or that have been previously discussed at the Board

In accordance with the Ralph M. Brown Act (California Government Code §54950 through §54959), at least 72 hours in advance of all regular meetings, the agenda shall be posted electronically on the District's internet website and physically in the Washington Hospital's front lobby.

The agenda for a special meeting shall be posted at least 24 hours before the meeting in the aforementioned locations.

Approved:

Jeannie Yee
President

William Nicholson, M.D.
Secretary

Washington Township Health Care District Board of Directors Policy

Title: TRAVEL AND REIMBURSEMENT POLICY	
Category: Governance and General Administration	Policy No: A-006
Original Adoption Date: 05/06/60	
Last Reviewed/Revised Date: 04/18/22	
Current Last Revision-Approval Date: 05/11/22	

PURPOSE:

The purpose of this policy is to set out guidelines and procedures concerning reimbursement of reasonable travel and related expenses incurred by Directors while on District business.

POLICY:

Background

~~This policy sets forth the rules regarding reimbursement of Members of the Board for expenses incurred in the performance of official duties.~~

Policy

Directors will be reimbursed for appropriate and reasonable travel and hospitality expenses incurred in connection with District business. Each Board Member shall be allowed his/~~or~~her actual necessary traveling and incidental expenses incurred in the performance of official business of the District as approved by the Board. This includes travel in connection with attending meetings related to the business of the District, which includes, but is not limited to, attending meetings of organizations and associations of which the District is a member.

Each Board Member is ~~also~~ authorized and encouraged to attend conferences sponsored by such organizations as the Institute for Healthcare Improvement and Estes Park Institute. These organizations (and organizations like them) are key resources for Board Member education as required by the Joint Commission and good governance practices.

Board members are expected to exercise due diligence when making travel arrangements and incurring expenses for travel and meals in connection with their activities relating to the District. Expenses should enable the Director to complete District business with reasonable cost to the District, consistent with the least amount of interruption to the Director's regular business and personal schedules.

Costs related to others traveling with the Director (e.g. spouse, child) are not eligible for reimbursement by the District.

The foregoing described travel is hereby referred to as “Authorized Travel.” All reasonable travel, meals, lodging and other actual and necessary expenses incurred in connection with Authorized Travel as further specified below is hereby approved.

Mode of Transportation

The mode of transportation chosen (air, train, or car) should be that which enables the Director to attend to District business with the least cost to the District and the least disruption to the Director’s regular business and personal schedule, including consideration of time away from workplace.

1. **Air Travel.** Air travel will be reimbursed/paid at coach or economy class. If reasonably possible, reservations should be made early to obtain the lowest rate available. **The ticket/eTicket for each segment of travel shall be attached to the expense claim form.**
2. **Rental Cars.** The standard car rental for members is a “mid-sized” car. A larger vehicle is approved if more than two members share a single vehicle. Generally, rental car agencies provide insurance coverage at a premium. The District recommends electing such coverage. However, credit card companies (i.e., “gold cards”) may offer the same coverage at no extra cost under the credit card’s policy. Before accepting or declining the rental car agency’s coverage, determine whether the credit card company provides the same coverage at no extra cost. **The receipt for car rental shall be attached to the expense claim form.**
3. **Private Auto/Mileage allowance.** For trips up to 300 miles, private vehicle usage will be reimbursed at a rate equal to the then current rate set by the Internal Revenue Service for mileage. For trips which require travel beyond 300 miles, the Board Member will be reimbursed at the “economy” airfare to/from the location. Mileage will be calculated based on a round-trip to and from the main Hospital campus. Private autos must be insured at the minimum California requirement or greater. Parking and bridge tolls will be reimbursed. **The District assumes no financial responsibility for damage or other claims as a result of using a personal vehicle for District business. Receipts for parking charges and applicable bridge or highway tolls shall be attached to the expense claim form.**
4. **Taxi and other transportation services.** Taxis, shuttles, airport transfers and other such services will be reimbursed including reasonable and customary tips for services. **Receipts shall be attached to the expense claim form.**

Meals

Meals will be reimbursed at a per diem rate of **\$690.00** (including taxes and tips), provided however, that the per diem rate may be adjusted as needed to account for participation at group meals at conferences and other events. **A meal may be claimed when out of the District before 7:00AM and/or after 5:00PM. Original, itemized receipts (including taxes and gratuities) shall be attached to the expense claim form.**

Expense claims for the consumption of alcohol while on District business will not be reimbursed.

Telephone Charges

Necessary business-related telephone calls incurred during authorized travel will be reimbursed.

Other Business Related Expenses

Business related expense such as faxes, internet service, Federal Express charges and mail service will be reimbursed.

Accommodations

While traveling on District business, Board Members are encouraged to stay at reasonably priced hotels. In addition, when attending conferences such as IHI and Estes Park, Board Members are encouraged to stay at the same hotel as the conference location to allow for full participation. Premium accommodations should be avoided unless no other suitable arrangements can be made or if the conference/meeting being attended is held in such a setting; provided, however, that the lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor. Hotel arrangements will be reimbursed only when staying overnight and the hotel is outside of a 75 mile radius of the District unless otherwise approved by the Board President or his/~~or~~ her designee.

Personal and Other Expenses

Items of a personal nature are not reimbursable, including but not limited to movies, premium television services, dry cleaning, spa treatments, and fines or traffic violations. Any questions regarding what constitutes either a personal item which is not reimbursable or an item which is outside of the scope of this policy should be resolved prior to expenditure by seeking approval of the Board President or his/~~or~~ her designee.

Claims for Travel Reimbursement

Expense report forms for reimbursable expenses ~~must generally~~ should be submitted within 30 days after completion of travel on appropriate forms with receipts documenting compliance with this policy.

Report on Meetings Attended

Board Members will provide a brief report on any meeting attended at the expense of the District at the next regular meeting of the Board.

Approved:

Jeannie Yee
President

William Nicholson, M.D.
Secretary

Reference:

Cal Government Code Section 53232
Cal Government Code Section 53232.1
Cal Government Code Section 53232.2
Cal Government Code Section 53232.3

Washington Township Health Care District Board of Directors Policy

Title: BOARD OF DIRECTORS MEETING ATTENDANCE AND COMPENSATION	
Category: Governance and General Administration	Policy No: A-007
Original Adoption Date: 05/09/90	
Last Reviewed/Revised Date: 04/18/22	
Current Last Revision Approval Date: 05/11/22	

POLICY:

Board members are expected to make best efforts to attend regularly scheduled Board meetings in person. It is recognized that Directors may be unable to attend some meetings due to conflicts with other commitments or other unforeseen circumstances.

If a Director fails to attend 75% of the regularly scheduled meetings of the Board in a 12-month period, or is absent from three consecutive meetings, the Board President shall discuss the reasons for the absences with the member and the individual may be asked to resign. The Board President has the sole discretion to determine if a Board member's absences are excusable and may grant a Board member a limited period of time to rearrange his/her schedule to minimize conflicts with regularly scheduled Board meetings.

The Board of Directors authorizes payment not to exceed the amount allowed under state law, for attendance at meetings as compensation to each member of the Board of Directors. The number of meetings for which compensation is allowed may not exceed ~~five~~ six meetings per month.

Approved:

Jeannie Yee
President

William Nicholson, M.D.
Secretary

Reference:

California Health & Safety Code Section 32103
AB 2329 – effective January 1, 2019

NOTE: (3) Existing law authorizes the board of directors of a hospital district to approve a resolution to compensate its members no more than \$100 to attend a board meeting for no more than 5 meetings per month.

This bill [AB 2329] would authorize a hospital district board of directors to compensate its members for **no more than 6 meetings in a calendar month** and to **increase that compensation by no more than 5% annually [for WTHCD = \$105]**. The bill would require the board of directors, commencing January 1, 2019, if the district compensates its members for more than 5 meetings in a calendar month, to annually adopt a written policy describing, based on a finding supported by substantial evidence, why more than 5 meetings per calendar month are necessary for the effective operation of the district.

Washington Township Health Care District Board of Directors Policy

Title: ELECTRONIC SIGNATURE USE POLICY	
Category: Governance and General Administration	Policy No: A-008
Original Adoption Date: 05/11/22	

PURPOSE:

As a result of the COVID-19 restrictions, it has become difficult to safely obtain in-person signatures on official paperwork related to regular District business. The use of electronic signatures will add to the efficiency of District staff both during and after the COVID-19 pandemic restrictions. The use of electronic signatures is allowed for use as governed by federal and state law (15 U.S.C. §§7001, et seq. [U.S. Federal Electronic Signatures in Global and National Commerce Act]; California Government Code §16.5; California Civil Code §§1633.1 et seq.)

This Policy establishes when electronic signature technology may replace a hand-written signature, with the goal of encouraging the use of paperless electronic documents whenever appropriate and allowed by law. This Policy applies to all signatures used in processing various District documents.

POLICY:

This policy applies to documents requiring a signature of any board member where the signature is intended to show authorship, approval, authorization, or certification, as allowed by law. The use of electronic signatures is permitted and shall have the same force and effect as the use of a “wet” or manual signature so long as the electronic signature is capable of verification.

Washington Hospital has an agreement with DocuSign© to provide electronic signature capabilities and services. DocuSign© is on the Approved List of Digital Signature Certification Authorities certified by the California Secretary of State for use by public entities.

Examples of Board Approved Documents eligible for electronic signature: Medical Staff Credentialing Documents requiring the signature of the Board Secretary; Board Meeting Minutes; Resolutions and Ordinances; Stipend Vouchers, Memos, Forms, Board Letters, and Other Correspondence.

Approved:

Jeannie Yee
President

William Nicholson, M.D.
Secretary