



# Washington Township Hospital Development Corporation

2000 Mowry Avenue, Fremont, CA 94538-1716

April 23, 2024

## MEETING NOTICE

A meeting of the Washington Township Hospital Development Corporation Board of Directors will be held on Friday, April 26, 2024 at 7:30 A.M. The meeting will take place in the Board Room of Washington Hospital, 2000 Mowry Avenue, Fremont, California. The meeting is also accessible by Zoom.

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

Join the Zoom Meeting:

<https://us06web.zoom.us/j/85603247992?pwd=16aSDMrGWmzW0bOmo1rfroxUP6mjBd.1>

Passcode: 757304

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

Conference Code: 681379

Passcode: 757304

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 of 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

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2000 Mowry Avenue, Fremont, CA 94538-1716

## **Certificate of Posting**

I certify that on April 23, 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 April 23, 2024.

*Diana Venegas*

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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

## BOARD OF DIRECTORS' MEETING WASHINGTON TOWNSHIP HOSPITAL DEVELOPMENT CORPORATION

Friday, April 26, 2024 – 7:30 A.M.

2000 Mowry Avenue, Fremont, CA 94538

1<sup>st</sup> Floor, Executive Board Room and via Zoom

<https://us06web.zoom.us/j/85603247992?pwd=16aSDMrGWmzW0bOmo1rfroxUP6mjBd.1>

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

Conference Code: 681379 / Passcode: 757304

**Board Meeting Agenda and Packet may be found at:**

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

## AGENDA

### PRESENTED BY:

- |  |   |
|--|---|
| <b>I. CALL TO ORDER</b>  | <i>Benn Sah, M.D.<br/>Board President</i>   |
| <b>II. ROLL CALL</b>   | <i>Diana Venegas<br/>Recording Secretary</i>  |
| <b>III. CONSIDERATION OF MINUTES OF<br/>February 6, 2024</b>   | <i>Motion Required</i>  |
| <b>IV. EDUCATION SESSION</b><br>A. Facility Master Plan: Next Phase and System<br>Construction Updates | <i>Tina Nunez<br/>VP of Ambulatory and<br/>Administrative Services</i>                                  |
| <b>V. COMMUNICATIONS</b><br><br>A. Oral<br><br>B. Written  | <i>Benn Sah, M.D.<br/>Board President</i>   |
| <b>VI. REPORTS</b><br><br>A. Chief Executive Officer Report<br><br>B. Financial Report                 | <i>Kimberly Hartz<br/>Chief Executive Officer<br/><br/>Thomas McDonagh<br/>Vice President &amp; CFO</i> |

- |              |  |   |
|--------------|--|---|
| <b>VII.</b>  | <b>ACTION</b>  | <i>Motion Required</i>                    |
|              | A. Consideration of Resolution No. 59:<br>Re-Appointment of Washington Township<br>Medical Foundation Board (2024-2026 Terms)              |   |
|              | B. Consideration of Resolution No. 60:<br>Re-Appointment of Peninsula Surgical<br>Partnership, LLC Board of Managers (2024-<br>2026 Terms) |   |
| <b>VIII.</b> | <b>ADJOURN TO CLOSED SESSION</b>   | <i>Benn Sah, M.D.<br/>Board President</i> |
|              |  | <i>Motion Required</i>                    |
|              | A. Consideration of Closed Session Minutes of<br>February 6, 2024  |   |
|              | B. Conference involving Trade Secrets pursuant to<br>Health & Safety Code section 32106  |   |
|              | <ul style="list-style-type: none"><li>• Strategic Planning</li></ul>   |   |
| <b>IX.</b>   | <b>RECONVENE TO OPEN SESSION</b><br>Report on <i>permissible actions</i> taken during Closed<br>Session                                    | <i>Benn Sah, M.D.<br/>Board President</i> |
| <b>X.</b>    | <b>ADJOURNMENT</b>   | <i>Benn Sah, M.D.<br/>Board President</i> |

**NEXT MEETING: MONDAY, JULY 29, 2024 - 7:30 A.M. - 9:00 A.M.**

*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.*

***Washington Township Hospital Development Corporation***

***February 6, 2024***

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The annual meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on February 6, 2024, via in-person and Teleconference and Zoom. Director Sah called the meeting to order at 12:05 p.m.

***CALL TO ORDER***

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

***ROLL CALL***

Attending via Teleconference: Pauline Weaver

\*Note: Per DEVCO Policy Number 0001, Director Pauline Weaver provided a written request of “just cause” to attend this Board meeting remotely.

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

Guest: Chet Morrison, M.D., FACS, FCCM, Trauma Medical Director; Elwood Conaway, RN, MSN, CCRN, Trauma Program Director; Jerri Randrup, Director of Marketing & Communications

Director Weaver requested a minor clerical correction to the draft minutes. A motion was made by Director Chan, seconded by Director Blowers, to approve the minutes of the meeting of October 30, 2023 as amended with the correction suggested by Director Weaver.

***CONSIDERATION OF MINUTES OF October 30, 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.

**Election of Officers**

***ELECTION OF OFFICERS***

Director Blowers moved for the following slate of Board officers for the calendar year 2024:

- President: Benn Sah, M.D.
- 1st Vice President: Russ Blowers
- 2nd Vice President: Pauline Weaver
- Treasurer: Sue Querner
- Secretary: Steven Chan, D.D.S.

Director Querner seconded the motion.

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. Venegas noted that there were no written or oral public communications.

***COMMUNICATIONS***

Trauma Update

Chet Morrison, M.D. and Elwood Conaway, RN, gave a presentation entitled “Washington Hospital Healthcare System Journey to Level II Trauma Center Designation.”

***EDUCATION  
SESSION***

Financial Challenges of the Healthcare System

Kimberly Hartz provided an update on the financial challenges of the Healthcare System. She noted that similar to healthcare systems nationwide and locally in the Bay Area, Washington Hospital Healthcare System is experiencing decreasing revenue and rising expenses. The decrease in revenue is a result of lower volumes in certain areas and a shift in the payer mix towards more government programs with lower reimbursement rates. This negative trend in revenue is coupled with increases in operating expenses, higher employee salaries and higher benefits costs. Several strategies have been and continue to be implemented to move toward achieving a positive bottom line including identifying revenue and growth opportunities, improving efficiencies, and reducing expenses.

***CHIEF EXECUTIVE  
REPORT***

Union Negotiations: SEIU/Local 39/CNA/Local 20 Negotiations

The District has approved new labor contracts with SEIU and Local 39. The District’s negotiations with the California Nurses Association and Local 20 are ongoing.

The Future of St. Rose

St. Rose continues to look to affiliate with another hospital in order to stabilize operations. 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.

Joint Commission Spine Surgery Certification

Washington Hospital Healthcare System has received the Gold Seal of Approval for Advanced Certification in Spine Surgery. We are one of only 20 hospitals across the U.S. to receive this certification. This reflects WHHS's commitment to providing safe and quality patient care.

Joint Commission Laboratory Accreditation Survey and Stroke Center Certification

We are currently in the survey window for the Joint Commission Laboratory Accreditation Survey and the Stroke Program Certification.

Facility Master Plan

The District continues to make progress in implementing the Facility Master Plan. The Bridge Project is almost completed. This is a patient bridge that will connect the Center for Joint Replacement and the Morris Hyman Critical Care Pavilion. In addition, the District is making progress on the infill project at the Morris Hyman Pavilion which includes new operating rooms including two hybrid operating rooms, the pharmacy and a medical imaging suite including an MRI. Completion is expected by 2026.

Financial Report

***FINANCIAL REPORT***

Tina Nunez reviewed the DEVCO Financial Report for November 2023.

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

***ACTION ITEM  
MOTION REQUIRED***

The Board needs to fill a vacancy on the Board of Managers of the Peninsula Surgical Partnership, LLC due to the resignation of Dr. Jeffrey Stuart.

A motion was made by Director Blowers, seconded by Director Querner, to approve Resolution No. 58.

Roll call was taken:

- Benn Sah, M.D. – aye
- Russ Blowers – aye

**Washington Township Hospital Development Corporation**

**February 6, 2024**

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- 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 1:17 p.m.

***ADJOURN TO  
CLOSED SESSION***

Director Sah reconvened the meeting to open session at 1:48 p.m. Diana Venegas, Recording Secretary, reported that during the closed session the Board approved the closed session minutes of October 30, 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

The motion passed.

There being no further business, Director Sah adjourned the meeting at 1:50 p.m.

***ADJOURNMENT***

The next regularly scheduled meeting is Friday, April 26, 2024 at 7:30 a.m.

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Benn Sah, M.D.  
President, Board of Directors

Washington Township Hospital  
Development Corporation

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Steven Chan, D.D.S.  
Secretary, Board of Directors

Washington Township Hospital  
Development Corporation



**Washington Township Hospital  
Development Corporation  
Summary Income Statement  
February 2024**

Current Month				Year - To - Date			
Actual	Budget	Favorable/(Unfavorable)		Actual	Budget	Favorable/(Unfavorable)	
		Variance	%			Variance	%
1,979	2,030	(51)	(2.5%)	15,245	17,169	(1,924)	(11.2%)
117	102	15	14.7%	933	856	77	9.0%
2,096	2,132	(36)	(1.7%)	16,178	18,025	(1,847)	(10.2%)
8,541,328	7,241,395	1,299,933	18.0%	59,912,541	57,993,231	1,919,310	3.3%
850,635	824,715	25,920	3.1%	6,400,221	6,599,149	(198,928)	(3.0%)
<b>9,391,963</b>	<b>8,066,110</b>	<b>1,325,853</b>	<b>16.4%</b>	<b>66,312,762</b>	<b>64,592,380</b>	<b>1,720,382</b>	<b>2.7%</b>
<b>4,999,039</b>	<b>4,495,624</b>	<b>(503,415)</b>	<b>(11.2%)</b>	<b>36,766,070</b>	<b>35,662,147</b>	<b>(1,103,923)</b>	<b>(3.1%)</b>
58.5%	62.1%	3.6%		61.4%	61.5%	0.1%	
<b>4,392,924</b>	<b>3,570,486</b>	<b>822,438</b>	<b>23.0%</b>	<b>29,546,692</b>	<b>28,930,233</b>	<b>616,459</b>	<b>2.1%</b>
1,056,226	1,069,601	13,375	1.3%	8,408,276	8,958,293	550,017	6.1%
313,731	353,379	39,648	11.2%	2,419,806	2,869,642	449,836	15.7%
834,493	737,682	(96,811)	(13.1%)	6,158,847	5,965,396	(193,451)	(3.2%)
80,392	85,689	5,297	6.2%	769,802	726,962	(42,840)	(5.9%)
326,553	265,128	(61,425)	(23.2%)	2,448,082	2,213,251	(234,831)	(10.6%)
514,883	144,573	(370,310)	(256.1%)	3,036,116	1,160,045	(1,876,071)	(161.7%)
31,789	21,491	(10,298)	(47.9%)	208,245	180,295	(27,950)	(15.5%)
264,532	534,631	270,099	50.5%	2,056,746	4,202,534	2,145,788	51.1%
219,997	216,918	(3,079)	(1.4%)	1,803,017	1,728,708	(74,309)	(4.3%)
<b>3,642,596</b>	<b>3,429,092</b>	<b>(213,504)</b>	<b>(6.2%)</b>	<b>27,308,937</b>	<b>28,005,126</b>	<b>696,189</b>	<b>2.5%</b>
750,328	141,394	608,934	430.7%	<b>2,237,755</b>	<b>925,107</b>	<b>1,312,648</b>	<b>141.9%</b>
0	0	0	0.0%	0	0	0	0.0%
<b>750,328</b>	<b>141,394</b>	<b>608,934</b>	<b>430.7%</b>	<b>2,237,755</b>	<b>925,107</b>	<b>1,312,648</b>	<b>141.9%</b>
(437,786)	(103,943)	(333,843)	(321.2%)	(1,218,163)	(831,543)	(386,620)	(46.5%)
<b>312,542</b>	<b>37,451</b>	<b>275,091</b>	<b>734.5%</b>	<b>1,019,593</b>	<b>93,564</b>	<b>926,029</b>	<b>989.7%</b>

**RESOLUTION NO. 59**

**WASHINGTON TOWNSHIP HOSPITAL  
DEVELOPMENT CORPORATION**

**RESOLUTION OF THE BOARD OF DIRECTORS**

WHEREAS, at the regular meeting of the Board of Directors held on April 26, 2024, the Board of Directors of Washington Township Hospital Development Corporation, a California nonprofit public benefit corporation, approved the following resolutions:

**ELECTION OF BOARD MEMBERS OF WASHINGTON TOWNSHIP MEDICAL FOUNDATION**

RESOLVED, that the Board of Directors hereby re-appoints the following board members:

Name	Title	Term
Kimberly Hartz	Chairperson of the Board	April 26, 2024 to April 25, 2026
Thomas McDonagh	Board Member	April 26, 2024 to April 25, 2026
Dr. Albert Brooks	Board Member	April 26, 2024 to April 25, 2026
Dr. Ranjana Sharma	Board Member	April 26, 2024 to April 25, 2026
Dr. Annamalai Veerappan	Board Member	April 26, 2024 to April 25, 2026

**GENERAL RESOLUTIONS**

RESOLVED, that in accordance with the Bylaws, Article IV, Section 3, each of the above-mentioned Board Members will serve a two-year term as stated above and until the Board Member's successor is elected and qualified.

RESOLVED, that each 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.

Passed and adopted by the Board of Directors of the Washington Township Hospital Development Corporation this 26th day of April 2024 by the following vote:

AYES:

NOES:

ABSENT:

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Benn Sah, M.D.

President, Board of Directors

Washington Township Hospital Development Corporation

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Steven Chan, DDS

Secretary, Board of Directors

Washington Township Hospital Development Corporation

**RESOLUTION NO. 60**

**WASHINGTON TOWNSHIP HOSPITAL  
DEVELOPMENT CORPORATION**

**RESOLUTION OF THE BOARD OF DIRECTORS**

WHEREAS, at the regular meeting of the Board of Directors held on April 26, 2024, the Board of Directors of Washington Township Hospital Development Corporation, a California nonprofit public benefit corporation, approved the following resolutions:

**RE-APPOINTMENT OF THE MEMBER MANAGERS OF PENINSULA SURGICAL PARTNERSHIP, LLC**

RESOLVED, that the Board of Directors hereby re-appoints the following individuals as Managers of Peninsula Surgical Partnership, LLC:

Name	Title	Term
Christine Nunez	Member Manager	New Two-Year Term
Thomas McDonagh	Member Manager	New Two-Year Term
Dr. Brian Smith	Member Manager	New Two-Year Term
Dr. John Dearborn	Member Manager	New Two-Year Term

**GENERAL RESOLUTIONS**

RESOLVED, that in accordance with Section 5.2(a) of the Operating Agreement of Peninsula Surgical Partnership, LLC, each of the aforementioned Member Managers shall serve a two-year term as stated above and until the Member Manager’s successor is elected and qualified.

RESOLVED, that each 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.

Passed and adopted by the Board of Directors of the Washington Township Hospital Development Corporation this 26th day of April 2024 by the following vote:

AYES:

NOES:

ABSENT:

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Benn Sah, M.D.

President, Board of Directors

Washington Township Hospital Development Corporation

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Steven Chan, DDS

Secretary, Board of Directors

Washington Township Hospital Development Corporation