



# Washington Township Hospital Development Corporation

2000 Mowry Avenue, Fremont, CA 94538-1716

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

Friday, April 28, 2023 – 7:30 A.M.

2000 Mowry Avenue, Fremont, CA 94538

1<sup>st</sup> Floor, Executive Board Room

Zoom Dial-in:

<https://zoom.us/j/93476143680?pwd=dG9PeGdveExZMlZGcTVndDAwSXllZz09>

Dial by your location + 1 669 219 2599 (San Jose, CA)

Meeting ID: 934 7614 3680

Passcode: 052807

### AGENDA

- |   | <b>PRESENTED BY:</b>   |
|---|--|
| <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/>January 30, 2023</b>  | <i>Motion Required</i>   |
| <b>IV. COMMUNICATIONS</b><br>A. Oral<br>B. Written  | <i>Benn Sah, M.D.<br/>Board President</i>  |
| <b>V. REPORTS</b><br><br>A. Chief Executive Officer Report<br><br>B. Financial Report   | <i>Kimberly Hartz<br/>Chief Executive Officer</i><br><br><i>Thomas McDonagh<br/>Vice President and<br/>Chief Financial Officer</i> |
| <b>VI. ACTION ITEM</b><br><br>A. Consideration of Resolutions due to resignation of<br>Chris Henry from the Boards of Peninsula Surgical<br>Partnership, LLC (PSP), Washington Outpatient | <i>Benn Sah, M.D.<br/>Board President</i>  |

Washington Township Hospital Development Corporation  
Board of Directors' Meeting  
April 28, 2023

Surgery Center (WOSC), Washington Township  
Medical Foundation (WTMF)

**1.** Consideration of Resolution No. 52  
Appointment of Thomas McDonagh to the Board of  
Managers of the Peninsula Surgical Partnership, LLC  
(PSP) and Confirmation of Previously Appointed  
Managers

*Motion Required*

**2.** Consideration of Resolution No. 53  
Appointment of Thomas McDonagh to the Board of  
Managers of the Washington Outpatient Surgery Center,  
LLC

*Motion Required*

**3.** Consideration of Resolution No. 54  
Appointment of Thomas McDonagh to the Board of the  
Washington Township Medical Foundation

*Motion Required*

**B.** Consideration of Resolution No. 55  
Approval of Banking Resolutions to Update Account  
Information Due to the Retirement of Chris Henry

*Motion Required*

**C.** Consideration of Approval of Board Policy 0001  
Use of Teleconferencing during Board Meetings

*Motion Required*

**D.** Consideration of Approval of Future Board Meetings  
Revert Back to Live Meetings

*Motion Required*

**VII.** **ADJOURN TO CLOSED SESSION**  
Conference with Legal Counsel – Anticipated Litigation  
pursuant to Government Code section 54956.9(d)(2)

*Benn Sah, M.D.*  
*Board President*

**A.** Action item: Consideration of Closed Minutes of  
January 30, 2023

*Motion Required*

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

Washington Township Hospital Development Corporation  
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C. Conference with Legal Counsel – Anticipated  
Litigation pursuant to Government Code section  
54956.9(d)(2)

**VIII. RECONVENE TO OPEN SESSION** *Benn Sah, M.D.*  
Report on *permissible actions* taken during Closed *Board President*  
Session

**IX. ADJOURNMENT** *Benn Sah, M.D.*  
*Board President*

**NEXT MEETING: MONDAY, JULY 31, 2023 - 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 District to make reasonable arrangements to ensure accessibility to this meeting.*

***Washington Township Hospital Development Corporation***

***January 30, 2023***

***Page 1***

The meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on January 30, 2023, via Zoom. Director Sah called the meeting to order at 7:36 a.m.

***CALL TO ORDER***

Directors present: Benn Sah, M.D., Russ Blowers, Sue Querner, Pauline Weaver and Steven Chan, D.D.S (who joined the meeting a few minutes after the start of the meeting due to internet issue).

***ROLL CALL***

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

Guest: Kristin Ferguson, Chief of Compliance; Mike Rogers, Director, Offsite Services; Gisela Hernandez, Director, Community Relations

A motion was made by Director Blowers, seconded by Director Querner, to approve the minutes of the meeting of January 19, 2023

***CONSIDERATION  
OF MINUTES OF  
January 19, 2023***

Roll call was taken:

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

The motion passed.

Director Blowers moved for the following slate of Board officers for calendar year 2023:

***ACTION ITEM:  
Election of Officers***

- President: Benn Sah, M.D.
- First Vice President: Russ Blowers
- Second Vice President: Pauline Weaver
- Treasurer: Sue Querner
- Secretary: Steven Chan, D.D.S.

Director Chan 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 unanimously carried.

Ms. Hartz reminded the Board of the bi-yearly Ethics Training. Ms. Ferguson presented an overview to the Board members and a web link was provided by Ms. Ferguson to complete the online training. The next Ethics Training will occur in January 2025.

***EDUCATION  
SESSION  
Kristin Ferguson  
Chief of Compliance***

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

***COMMUNICATIONS***

Ms. Hartz provided a COVID-19 update, commenting that COVID cases have decreased but there continues to be spikes in certain areas. Patients and employees will still continue to mask. Patients of the hospital are still limited to two visitors per day.

***CHIEF EXECUTIVE  
OFFICER REPORT***

Ms. Hartz provided a Trauma update. We anticipate the first trauma patient to be received mid-2024. Committees have been established to lead the implementation work for trauma. A trauma steering committee, trauma medical staff committee and trauma operations committee were formed. Recruitment is underway for two lead positions: Trauma Medical Director and Trauma Program Director. We have been working with Bishop & Associates, the trauma consultant, on the implementation plan.

Ms. Hartz announced that the District has hired Thomas McDonagh to replace Chris Henry as the Chief Financial Officer. Mr. Henry will be retiring soon but, in the meantime, will be working with Mr. McDonagh to assure a smooth transition. Mr. McDonagh will begin his new duties in February. Ms. Hartz also announced the hiring of the new Chief of Patient Experience, Laura Anning. Ms. Anning will also begin her duties in February.

Mr. Henry reviewed the DEVCO Financial Report for October 2022.

***FINANCIAL REPORT***

Director Sah adjourned the meeting to closed session at 8:32am.

***ADJOURN TO  
CLOSED SESSION***

Director Sah stated that the public has a right to know what, if any, reportable action takes place during closed session. The public was informed they could contact the

*Washington Township Hospital Development Corporation*

*January 30, 2023*

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Recording Secretary, later in the day, on January 30, 2023 to find out what reportable actions were taken. Director Sah indicated that the minutes of this meeting will reflect any reportable actions.

Director Sah reconvened to open session at 9:26 a.m. and reported that the Board approved the Closed Session Minutes of January 19, 2023 by a unanimous vote of all Directors present.

***RECONVENE TO  
OPEN SESSION***

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

There being no further business, Director Sah adjourned the meeting at 9:28 a.m.

***ADJOURNMENT***

The next regularly scheduled meeting is April 28, 2023, at 7:30 a.m.

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Benn Sah, M.D.  
President

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Steven Chan, D.D.S.  
Secretary

Washington Township Hospital  
Development Corporation  
Summary Income Statement  
February 2023

	Current Month			Year - To - Date		
	Actual	Budget	Favorable/(Unfavorable) %	Actual	Budget	Favorable/(Unfavorable) %
(1) Visits	2,082	1,775	17.3%	15,115	15,226	(0.7%)
(2) Treatments & Procedures	98	68	44.1%	2,489	1,096	127.1%
(3) Total	2,180	1,843	18.3%	17,604	16,322	7.9%
Gross Revenue						
(4) Patient Revenue	6,164,592	6,797,780	(9.3%)	48,038,306	32,785,816	46.5%
(5) Other Revenue	828,530	764,809	8.3%	9,335,868	20,929,953	(55.4%)
(6) Total Gross Revenue	6,993,122	7,562,589	(7.5%)	57,374,174	53,715,769	6.8%
Deductions						
(7) Total Deductions	4,060,770	3,894,433	(4.3%)	30,226,394	25,989,470	(16.3%)
Contractual Percentage	65.9%	57.3%	(8.6%)	62.9%	79.3%	16.4%
(8) Net Revenue	2,932,352	3,668,156	(20.1%)	27,147,780	27,726,299	(2.1%)
Expenses						
(9) Salaries	1,001,449	952,200	(4.8%)	8,265,239	8,176,531	(1.1%)
(10) Benefits	252,677	265,856	13,179	2,404,108	2,419,000	14,892
(11) Supplies	653,979	790,742	136,763	4,591,844	5,282,283	690,439
(12) Professional Fees	103,730	89,731	(13,999)	2,672,324	1,253,279	(1,419,045)
(13) Purchased Services	234,364	366,891	132,527	2,636,829	3,044,571	407,742
(14) Depreciation and Amort	142,505	95,314	(47,191)	1,447,928	889,779	(558,149)
(15) Utilities	25,059	24,407	(652)	221,830	220,773	(1,057)
(16) Building Lease	516,070	495,286	(20,784)	4,112,335	4,029,527	(82,808)
(17) Other Expenses	231,352	185,241	(46,111)	1,817,525	1,559,469	(258,056)
(18) Total Expenses	3,161,185	3,265,668	104,483	28,169,962	26,875,212	(1,294,750)
(19) Net Operating Income/Loss	(228,833)	402,488	(631,321)	(1,022,182)	851,087	(1,873,269)
(20) Minority Interest	(77,749)	125,930	203,679	22,397	1,293,905	1,271,508
(21) Net Income/Loss	(151,084)	276,558	(427,642)	(1,044,579)	(442,818)	(601,761)



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# Memorandum

**DATE:** April 17, 2023

**TO:** DEVCO Board of Directors

**FROM:** Kimberly Hartz, Chief Executive Officer

**SUBJECT:** Vacancy on the Boards of Affiliates

DEVCO has received the resignation of Chris Henry from the Boards of DEVCO affiliates, the Washington Township Medical Foundation, the Peninsula Surgical Partnership LLC Board of Managers, and the Washington Outpatient Surgery Center LLC Board of Managers. Mr. Henry is retiring. The resignation is effective April 24, 2023. A copy of the resignation is attached to this memo.

As a consequence, I recommend that the Board approve the following resolutions by separate motions.

1. Resolution Number 52: Resolution of the Board of Directors to appoint Thomas McDonagh to the Board of Managers of the Peninsula Surgical Partnership, LLC.
2. Resolution Number 53: Resolution of the Board of Directors to appoint Thomas McDonagh to the Board of Managers of the Washington Outpatient Surgery Center, LLC.
3. Resolution Number 54: Resolution of the Board of Directors to appoint Thomas McDonagh to the Board of the Washington Township Medical Foundation.





Washington Hospital  
Healthcare System

S I N C E 1 9 4 8

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## Memorandum

**DATE:** March 24, 2023  
**TO:** Kimberly Hartz, Chief Executive Officer  
**FROM:** Chris Henry, Special Projects  
**SUBJECT:** Retirement

As you are aware, I will be retiring from my role at the Washington Township Health Care District. My last day of work will be Monday, April 24, 2023. As a result, it is also necessary that I resign from my positions on the following boards that I have served upon:

- Washington Township Medical Foundation Board of Directors;
- Peninsula Surgical Partners Board of Managers;
- Peninsula Surgery Center Board of Managers;
- Washington Outpatient Surgery Center Board of Managers;
- Napa Outpatient Surgery Center Board of Managers.

My resignation from these boards will effective April 24, 2023, or earlier if my replacement is appointed sooner. It has been my great privilege to serve this organization over the past several years, and I wish you all success into the future.

**RESOLUTION NO. 52**

**WASHINGTON TOWNSHIP HOSPITAL  
DEVELOPMENT CORPORATION**

**RESOLUTION OF THE BOARD OF DIRECTORS TO APPOINT THOMAS MCDONAGH  
TO THE BOARD OF MANAGERS OF THE PENINSULA SURGICAL PARTNERSHIP,  
LLC AND CONFIRMATION OF THE PREVIOUSLY APPOINTED MANAGERS**

WHEREAS the Board of Directors has received the resignation of Chris Henry from the Board of Managers of the Peninsula Surgical Partnership, LLC, effective April 24, 2023.

WHEREAS the Board of Directors desires to appoint Thomas McDonagh to serve in place of Mr. Henry.

WHEREAS the Board of Directors also desires to confirm the names of the previously appointed managers so that there is a current Board resolution in the record which lists all of the appointed managers;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby appoints Thomas McDonagh to fill the vacancy on the Board of the Peninsula Surgical Partnership, LLC caused by the resignation of Chris Henry and that Mr. McDonagh will serve in place of Mr. Henry as provided for in the Operating Agreement.

RESOLVED FURTHER that the following are confirmed as the previously appointed managers of Peninsula Surgical Partnership, LLC, who, together with Thomas McDonagh, shall constitute the four managers appointed by DEVCO.

Tina Nunez,  
Dr. Jeff Stuart  
Dr. John Dearborn

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.

Passed and adopted by the Board of Directors of the Washington Township Hospital Development Corporation on this 28th day of April 2023 by the following vote:

AYES:

NOES:

ABSENT:

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Ben 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. 53**

**WASHINGTON TOWNSHIP HOSPITAL  
DEVELOPMENT CORPORATION**

**RESOLUTION OF THE BOARD OF DIRECTORS TO APPOINT THOMAS MCDONAGH  
TO THE BOARD OF MANAGERS OF THE WASHINGTON OUTPATIENT SURGERY  
CENTER , LLC**

WHEREAS the Board of Directors has received the resignation of Chris Henry from the Board of Managers of the Washington Outpatient Surgery Center, LLC, effective April 24, 2023.

WHEREAS the Board of Directors desires to appoint Thomas McDonagh to serve in place of Mr. Henry.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby appoints Thomas McDonagh to fill the vacancy on the Board of the Washington Outpatient Surgery Center, LLC caused by the resignation of Chris Henry and that Mr. McDonagh will serve as provided by the terms of the Operating Agreement.

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 her 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 corporation's minute book and become a part of the corporation's records.

Passed and adopted by the Board of Directors of the Washington Township Hospital Development Corporation on this 28th day of April 2023 by the following vote:

AYES:

NOES:

ABSENT:

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Ben 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. 54**

**WASHINGTON TOWNSHIP HOSPITAL  
DEVELOPMENT CORPORATION**

**RESOLUTION OF THE BOARD OF DIRECTORS TO APPOINT THOMAS MCDONAGH  
TO THE BOARD OF THE WASHINGTON TOWNSHIP MEDICAL FOUNDATION**

WHEREAS the Board of Directors has received the resignation of Chris Henry from the Board of the Washington Township Medical Foundation effective April 24, 2023.

WHEREAS the Board of Directors desires to appoint Thomas McDonagh to serve in place of Mr. Henry.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby appoints Thomas McDonagh to fill the vacancy on the Board of the Washington Township Medical Foundation caused by the resignation of Chris Henry and that Mr. McDonagh will serve in place of Mr. Henry as provided for in the Bylaws.

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 corporation's minute book and become a part of the corporation's records.

Passed and adopted by the Board of Directors of the Washington Township Hospital Development Corporation on this 28th day of April 2023 by the following vote:

AYES:

NOES:

ABSENT:

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Ben 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



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# Memorandum

**DATE:** April 21, 2023

**TO:** Board of Directors of DEVCO

**FROM:** Kimberly Hartz, Chief Executive Officer

**SUBJECT:** Fremont Bank Signature Authority Change for Washington Township Health Care District

Chris Henry is retiring, and Thomas McDonagh has replaced him as the Vice President and Chief Financial Officer of the District. With this change Chris Henry needs to be removed as an authorized signer for all DEVCO Accounts at Fremont Bank and Thomas McDonagh, Vice President and Chief Financial Officer needs to be added.

**Recommended Action: Please approve Resolution No 55**

## Discussion

DEVCO Board Resolution No. 55 authorizes the removal of Chris Henry and the addition of Thomas McDonagh as an authorized signer. The Resolution incorporates the approval of Fremont Bank resolutions which are required by Fremont Bank. Board Resolution No. 55 also authorizes Thomas McDonagh and Kimberly Hartz to execute Business Account Signature Card Amendments and to take other actions to effectuate the intent of Resolution No. 55. Further, the Board Secretary is authorized to execute any and all certifications deemed necessary to carry out the intent and purpose of Resolution No. 55.

Please let me know if you have any questions.

Thank you.

**RESOLUTION NO. 55**

**RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON  
TOWNSHIP HOSPITAL DEVELOPMENT CORPORATION TO APPROVE  
BANKING RESOLUTIONS TO UPDATE ACCOUNT INFORMATION DUE  
TO THE RETIREMENT OF CHRIS HENRY**

WHEREAS, the Board of Directors (the “Board”) of the Washington Hospital Development Corporation (“DEVCO”) has previously approved banking resolutions and corporate resolutions for accounts with Fremont Bank which provided that Chris Henry, as the Vice President and Chief Financial Officer of the Washington Township Health Care District (“District”) had signature authority and related authority over DEVCO’s bank accounts at Fremont Bank; and

WHEREAS, Chris Henry is retiring and Thomas McDonagh is replacing him as the Vice President and Chief Financial Officer of the District; and

WHEREAS, in conjunction with the Mr. Henry’s retirement, Mr. Henry needs to be removed from all DEVCO Accounts and his signature authority needs to be revoked and Thomas McDonagh, Vice President and Chief Financial Officer of the District, needs to be added to all DEVCO Accounts.

NOW, THEREFORE, be it resolved that:

1. Chris Henry is hereby removed from all DEVCO Accounts, and his signature authority is revoked. Thomas McDonagh, as Vice President and Chief Financial Officer is hereby added to all DEVCO Accounts and shall be added to all signature cards.

2. The Fremont Bank “Banking Resolutions” forms attached hereto as Exhibit A and Exhibit B are hereby approved.

3. Thomas McDonagh is authorized to execute any and all forms, including but not limited to Business Account Signature Card Amendments, presented by Fremont Bank to effectuate the intent of this Resolution.

4. The Chief Executive Officer is hereby authorized to take any and all actions necessary to execute any and all instruments, including but not limited to Business Account Signature Card Amendments and do any and all things deemed by

her to be necessary or desirable to carry out the intent and purposes of this Resolution.

5. The Secretary of the Board of Directors is hereby authorized to execute any and all certifications, acknowledgments and declarations deemed by him to be necessary and desirable to carry out the intent and purposes of this Resolution.

Passed and adopted by the Board of Directors of the Washington Township Hospital Development Corporation this 28<sup>th</sup> day of April 2023 by the following vote:

AYES:

NOES:

ABSENT:

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Ben 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





**BANKING RESOLUTIONS**

Account Title: WASHINGTON TOWNSHIP HOSPITAL DEVELOPMENT CORP

Tax Identification Number: 94-2930643

I/we, the undersigned, hereby certify to Fremont Bank ("Bank") that the undersigned am/are the individual owner of the sole proprietorship, or the secretary of the corporation, or the general partners of a partnership, or the members (if management is by members) of the limited liability company, or the managers the limited liability company (if management is by the managers), or the representatives of the governing body of this organization;

**Whereas**, the following is a true and correct copy of Resolutions duly adopted by the Company (if a corporation), the partners (if a partnership), members/managers (if a limited liability company), proprietor (if a sole proprietorship) or other governing authority of the organization, who entitled, authorized or otherwise required to act to bind the organization, and that such Resolutions are in full force and effect and have not been amended, modified or repealed;

**Resolved That:** The \_\_\_\_\_ (title(s)) of this organization is/are authorized to open and maintain the account(s) contemplated on Fremont Bank's signature card and the Deposit Account Agreement and Disclosure, copies of which have been presented to the organization; and

**Further Resolved That:** The titles named above or the person or combination of persons listed as signers on the signature card and any amendments to the signature card are also authorized to open additional accounts and enter into additional agreements on behalf of the organization for other services to be provided by Fremont Bank (whether relating to the accounts or otherwise), and to agree to the terms and conditions of the same, all for on behalf of the organization; and

**Further Resolved That:** The person or combination of persons listed as signers on the signature card are also authorized to open this account and endorse, on behalf of this organization, any checks or other items payable to the organization or its order, to deposit such checks and other items into the account with or without such endorsement, to direct withdrawals from, write checks on and give other instructions with reference to the account(s); and

**Further Resolved That:** This organization hereby ratifies the prior acts of its officers, agents or employees in opening the account with this Bank, together with any acts performed in relation to the account(s); and

**Be It Further Resolved That:** These resolutions are in addition to any other authorizations in effect and shall remain in force until Fremont Bank receives written notice of its revocation, including, but not limited to, the ability or inability of any authorized signer to give Fremont Bank instructions on the account(s) or on future deposit accounts, at the office of account or at any other address specified by Fremont Bank.



I certify under penalty of perjury under the laws of the State of California, that the following is true and correct of my own personal knowledge:

I am the \_\_\_\_\_ of WASHINGTON TOWNSHIP HOSPITAL DEVELOPMENT CORP  
(title) (name of organization)

a CORPORATION \_\_\_\_\_ is the  
(type of entity, i.e., Corporation, LLC, Partnership, etc.) (officer name)

\_\_\_\_\_ of said organization; the signature card and signed by  
(officer)

the officer(s) of this organization is the signature card contemplated by the foregoing resolutions; and additionally any amendments (Business Account Signature Card Amendment) or deletion of authorized signers on the signature card by the organization are authorized by the undersigned signature; and these resolutions remain unmodified and are still in full effect. All of the signatures appearing for authorized signer(s) on the signature card are those of the person(s) authorized in the resolutions; and these resolutions remain unmodified and are still in full force and effect.

WITNESS, my hand and authorization of the organization.

\_\_\_\_\_  
(title) Signature: \_\_\_\_\_ Dated: \_\_\_\_\_

**BANKING RESOLUTIONS**Account Title: Washington Outpatient Rehab CenterTax Identification Number: 94-3167466

I/we, the undersigned, hereby certify to Fremont Bank ("Bank") that the undersigned am/are the individual owner of the sole proprietorship, or the secretary of the corporation, or the general partners of a partnership, or the members (if management is by members) of the limited liability company, or the managers of the limited liability company (if management is by the managers), or the representatives of the governing body of this organization;

**Whereas**, the following is a true and correct copy of Resolutions duly adopted by the Company (if a corporation), the partners (if a partnership), members/managers (if a limited liability company), proprietor (if a sole proprietorship) or other governing authority of the organization, who entitled, authorized or otherwise required to act to bind the organization, and that such Resolutions are in full force and effect and have not been amended, modified or repealed;

**Resolved That:** The \_\_\_\_\_ (title(s)) of this organization is/are authorized to open and maintain the account(s) contemplated on Fremont Bank's signature card and the Deposit Account Agreement and Disclosure, copies of which have been presented to the organization; and

**Further Resolved That:** The titles named above or the person or combination of persons listed as signers on the signature card and any amendments to the signature card are also authorized to open additional accounts and enter into additional agreements on behalf of the organization for other services to be provided by Fremont Bank (whether relating to the accounts or otherwise), and to agree to the terms and conditions of the same, all for on behalf of the organization; and

**Further Resolved That:** The person or combination of persons listed as signers on the signature card are also authorized to open this account and endorse, on behalf of this organization, any checks or other items payable to the organization or its order, to deposit such checks and other items into the account with or without such endorsement, to direct withdrawals from, write checks on and give other instructions with reference to the account(s); and

**Further Resolved That:** This organization hereby ratifies the prior acts of its officers, agents or employees in opening the account with this Bank, together with any acts performed in relation to the account(s); and

**Be It Further Resolved That:** These resolutions are in addition to any other authorizations in effect and shall remain in force until Fremont Bank receives written notice of its revocation, including, but not limited to, the ability or inability of any authorized signer to give Fremont Bank instructions on the account(s) or on future deposit accounts, at the office of account or at any other address specified by Fremont Bank.



I certify under penalty of perjury under the laws of the State of California, that the following is true and correct of my own personal knowledge:

I am the \_\_\_\_\_ of \_\_\_\_\_ Washington Outpatient Rehab Center  
(title) (name of organization)

a \_\_\_\_\_, \_\_\_\_\_ is the  
(type of entity, i.e., Corporation, LLC, Partnership, etc.) (officer name)

\_\_\_\_\_ of said organization; the signature card and signed by  
(officer)

the officer(s) of this organization is the signature card contemplated by the foregoing resolutions; and additionally any amendments (Business Account Signature Card Amendment) or deletion of authorized signers on the signature card by the organization are authorized by the undersigned signature; and these resolutions remain unmodified and are still in full effect. All of the signatures appearing for authorized signer(s) on the signature card are those of the person(s) authorized in the resolutions; and these resolutions remain unmodified and are still in full force and effect.

WITNESS, my hand and authorization of the organization.

\_\_\_\_\_  
(title) Signature: \_\_\_\_\_ Dated: \_\_\_\_\_



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# Memorandum

**DATE:** April 20, 2023

**TO:** Washington Township Development Corporation Board of Directors

**FROM:** Kimberly Hartz, Chief Executive Officer

**SUBJECT:** DEVCO Board Meetings

During the COVID-19 State of Emergency, Board meetings have occurred with everyone participating remotely, including Board members. On February 28, 2023, in accordance with Governor Newsom's directive, the COVID-19 State of Emergency ended. As a result, Board meetings are now required to be held in person. Board members retain the ability to attend meetings remotely pursuant to the pre-COVID-19 rules and new rules. The new rules are reflected in the proposed policy.

If the Board agrees, then Staff recommends the following motions:

1. I hereby move that the Board adopt the policy entitled USE OF TELECONFERENCING DURING BOARD MEETINGS presented here today.
2. I hereby move that given the end of the COVID-19 State of Emergency, all subsequent Board meetings will be held in the District Board room or, if necessary, Anderson Auditorium and that Board members attend in person unless remote attendance is allowed under the policy adopted today, entitled USE OF TELECONFERENCING DURING BOARD MEETINGS.

# Washington Township Hospital Development Corporation

## Board of Directors Policy

<b>Title: USE OF TELECONFERENCING DURING BOARD MEETINGS</b>	
<b>Category: Governance and General Administration</b>	<b>Policy Number: 0001</b>
<b>Original Adoption Date: 04/28/2023</b>	
<b>Last Reviewed/Revised Date:</b>	
<b>Last Approval Date:</b>	

**PURPOSE**

This Policy describes the procedure for the use of teleconference technology to hold or participate in public meetings of the Board that are subject to the provisions of the Brown Act, Government Code § 54950 *et seq.*

**POLICY:**

- A. The Board recognizes the importance of public access to the meetings of the Board, but also the need to protect the health and safety of Board members, staff, and members of the public. The Board believes that both goals can be achieved through the judicious use of teleconferencing technology in a manner permitted under the Brown Act.
  
- B. To guarantee public access to Board meetings, all Board meetings will be open to the public (except for portions permitted to be held in closed session under the Brown Act) via a two-way audiovisual platform or two-way telephone service and live webcasting of the meeting. Members of the public shall be allowed to comment during the Public Comment period as well as at the appropriate time on each item on the agenda.
  
- C. During a proclaimed state of emergency during which state or local officials have imposed or recommended measures to promote social distancing, the Board believes the use of teleconferencing technology will provide the best balance between providing access to the public and protecting the health and safety of Board members, staff, and members of the public. Therefore, such meetings will be held in accordance with subsection (e) of section 54953 of the Government Code.
  
- D. In all other situations, except as noted in Section F below, the meetings of the Board of Directors shall be held in person, provided, however, that members of the Board of Directors may attend via teleconference under the circumstances described in

subsection (f) of section 54953 of the Government Code. The following shall apply to such teleconferencing:

1. The Director shall notify the Chief Executive Officer's Designee in writing that the Director wishes to attend a Board meeting by teleconference. The request shall include the following information and a separate written request must be made for each meeting (i.e., one notice cannot make a request to attend remotely for two or more meetings):
  - (a) The date of the meeting; and
  - (b) The Director's statement of "just cause," which is an approximately 20-word or less statement identifying one of the following reasons for attending a meeting remotely: (i) A childcare or caregiving need of a child, parent, grandparent, grandchild, sibling, spouse, or domestic partner that requires them to participate remotely; (ii) a contagious illness that prevents a member from attending in person; (iii) a need related to a physical or mental disability (as defined by statute); and (iv) travel while on official business of the legislative body or another state or local agency; *or*
  - (c) The Director's description of the "emergency circumstances" justifying remote participation, which is defined as a physical or family medical emergency that prevents a member from attending in person.
2. The Chief Executive Officer's Designee shall be responsible for logging the request on a log form maintained by the Chief Executive Officer's Designee. The log shall include the date of the meeting and whether the reason is due to just cause or emergency circumstances.
  - (a) The Chief Executive Officer's Designee will then verify that the Director has not exceeded the number of meetings that the Director is allowed to attend remotely under this provision, which is two meetings per calendar year for a just cause situation, or no more than 20% of all regular meetings in a calendar year and for no more than three consecutive months for an emergency circumstances situation.
  - (b) The Chief Executive Officer's Designee shall, to the extent practicable, confirm that at least three other Directors will be attending the meeting in person. The Chief Executive Officer's Designee may assume that, unless informed otherwise, all Directors will be attending the meeting and that, unless notified by a Director that the Director intends to attend remotely, the Director will attend in person.

- (c) The Chief Executive Officer's Designee shall inform the requesting Director if the Director is not able to attend remotely due to exceeding the limits described in (a) above and that a quorum at the meeting is expected.
3. Provided that the Director is able to attend remotely, the Chief Executive Officer's Designee shall, if possible (i.e., the Director provided notice prior to the time the Agenda was posted), add a note to the Agenda for the meeting noting that the Director has requested to attend the meeting remotely. The Director shall endeavor to provide notice to the Chief Executive Officer's Designee in time for the Chief Executive Officer's Designee to provide notice on the Agenda.
4. At the Board meeting in which a Director intends to appear remotely under this section of this Policy, the following shall occur:
  - (a) The Chief Executive Officer's Designee shall announce the Director's remote appearance.
  - (b) The Director shall disclose whether any individual 18 years of age or older is present in the room with the Director, and if so, the nature of the Director's relationship to such individual. The Director shall promptly disclose to the other Directors in the event this fact changes (i.e., an individual is now present who was not present, the individual who was present has left, etc.).
  - (c) The Director shall provide a general description of the just cause or emergency circumstances relating to his or her need to appear remotely. The general description need not exceed 20 words in most cases<sup>1</sup>. The Chief Executive Officer's Designee shall note the general description in the minutes.
  - (d) The Director shall participate remotely at the meeting through both audio and visual technology.
  - (e) If the Director's request was based on emergency circumstances, then the Board shall, at the commencement of the meeting, approve or disapprove the Director's remote appearance. If disapproved, the Director shall be disallowed from participating in the meeting in any way and shall not be counted for purposes of determining whether a quorum is present. However, the Director may observe the Meeting as a member of the public.

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<sup>1</sup> A general description of an item shall not require the member to disclose any medical diagnosis or disability, or any personal medical information that is already exempt under existing law, such as the Confidentiality of Medical Information Act (Chapter 1 (commencing with Section 56) of Part 2.6 of Division 1 of the Civil Code).



5. In the event the Director is not able to make the request to appear remotely in advance of the meeting, the Director may make the request at the start of the meeting. At that time, the Chief Executive Officer shall determine whether or not the Director is eligible to appear remotely before the meeting proceeds.
- E. At the start of each calendar year, the Chief Executive Officer's Designee shall tally the number of regular Board meetings for the calendar year to facilitate determination of the numerical limits described in this Policy.
- F. A Director's remote appearance under Government Code § 54953(e) (pertaining to remote meetings under a declared state of emergency) shall not be counted towards the limits on remote appearances under Government Code § 54953(f).
- G. In addition to the situations described above, Board members may also participate by teleconference any Board meeting by making the remote location open to the public and otherwise complying with the requirements of the Brown Act.
- H. For purposes of this Policy, the term "Chief Executive Officer's Designee" shall mean the individual designated by the Chief Executive Officer to perform the function of the Chief Executive Officer's Designee.