

Board of Directors' Meeting
January 22, 2025
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A meeting of the Board of Directors of the Washington Township Health Care District was held on Wednesday, January 22, 2025 in the Board Room at 2000 Mowry Avenue, Fremont and Zoom access was provided. Director Wallace called the meeting to order at 6:00 p.m. and led those present in the Pledge of Allegiance.

CALL TO ORDER

Roll call was taken. Directors present: Michael Wallace; William Nicholson, MD; Jeannie Yee; Bernard Stewart, DDS

ROLL CALL

Absent: Jacob Eapen, MD

Also present: Kimberly Hartz; Tina Nunez; Larry LaBossiere; Terri Hunter; Ajay Sial; Paul Kozachenko; Cheryl Renaud; Shirley Ehrlich

Director Wallace welcomed any members of the general public to the meeting.

OPENING REMARKS

Director Wallace noted that Public Notice for this meeting, including Zoom information, was posted appropriately on our website. This meeting is being conducted in the Board Room and by Zoom.

There were no Oral Communications.

*COMMUNICATIONS:
ORAL*

There were no Written Communications.

*COMMUNICATIONS:
WRITTEN*

Director Wallace presented the Consent Calendar for consideration:

CONSENT CALENDAR

A. Consideration of CathLab Equipment: Philips Volcano Intravascular Ultra-Sound (IVUS) System

B. Consideration of Expenses Related to MRI Services

Director Yee moved that the Board of Directors approve the Consent Calendar, Items A and B.

Director Nicholson seconded the motion.

Roll call was taken:

Michael Wallace – aye
William Nicholson, MD – aye
Jeannie Yee – aye
Bernard Stewart, DDS – aye
Jacob Eapen, MD – absent

Motion Approved.

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Director Yee moved that the Board of Directors approve Resolution No. 1271 to Approve Banking Resolutions to Update the Account Information Due to the Resignation of Thomas McDonagh.

Director Stewart seconded the motion.

Roll call was taken:

Michael Wallace – recused
William Nicholson, MD – aye
Jeannie Yee – aye
Bernard Stewart, DDS – aye
Jacob Eapen, MD – absent

Motion Approved.

There were no Announcements.

Director Wallace adjourned the meeting to closed session at 6:05 p.m., as the discussion pertained to reports regarding Medical Audit & Quality Assurance Matters pursuant to Health & Safety Code Section 32155 and Conference involving Trade Secrets pursuant to Health & Safety Code Section 32106 (Strategic Planning). Director Wallace stated that the public has a right to know what, if any, reportable action takes place during closed session. Since this meeting was being conducted in the Board Room and via Zoom, there is 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 January 23, 2025. The minutes of this meeting will reflect any reportable actions.

Director Wallace reconvened the meeting to open session at 8:36 p.m. The District Clerk reported that during the closed session, the Board approved the Closed Session Meeting Minutes of December 16, 2024 and the Medical Staff Credentials Committee Report by unanimous vote of all directors present.

There being no further business, Director Wallace adjourned the meeting at 8:36 p.m.

*ACTION ITEMS:
CONSIDERATION OF
RESOLUTION NO. 1271
CORPORATE
RESOLUTION –
FREMONT BANK*

ANNOUNCEMENTS

*ADJOURN TO CLOSED
SESSION*

*RECONVENE TO OPEN
SESSION & REPORT ON
CLOSED SESSION*

ADJOURNMENT

Signed by:

Michael Wallace

Michael Wallace
President

DocuSigned by:

Jacob Eapen, MD

Jacob Eapen, MD
Secretary

RESOLUTION NO. 1271

**RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON
TOWNSHIP HEALTH CARE DISTRICT TO APPROVE BANKING
RESOLUTIONS TO UPDATE ACCOUNT INFORMATION DUE TO THE
RESIGNATION OF THOMAS MCDONAGH**

WHEREAS, the Washington Township Health Care District is a local health care district ("District") that owns and operates a general acute care hospital and provides essential healthcare services to the population residing within the District's political boundaries, including the cities of Fremont, Newark, Union City, parts of South Hayward and Sunol;

WHEREAS, the Board of Directors of the District (the "Board") has previously approved banking resolutions and corporate resolutions for accounts with Fremont Bank; and

WHEREAS, Thomas McDonagh, Vice President and Chief Financial Officer has resigned (effective January 31, 2025) and Ajay Sial is replacing him as the Vice President and Chief Financial Officer (on an interim basis); and

WHEREAS, in conjunction with Mr. McDonagh's resignation, Mr. McDonagh needs to be removed from all District Accounts and his signature authority needs to be revoked and Ajay Sial, Vice President and Chief Financial Officer, needs to be added to all District Accounts.

NOW, THEREFORE, be it resolved that:

1. Thomas McDonagh is hereby removed from all District Accounts and his signature authority is revoked. Ajay Sial, interim Vice President and Chief Financial Officer, is hereby added to all District Accounts and shall be added to all signature cards.
2. The Fremont Bank "Banking Resolutions" form attached hereto as Exhibit A is hereby approved.
3. The Facsimile Agreement adding Ajay Sial attached hereto as Exhibit B is hereby approved.

4. Ajay Sial 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.

5. 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.

6. The Secretary of the Board of Directors is hereby authorized to execute any and all certifications, acknowledgments and declarations, deemed by her 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 Health Care District this 22nd day of January 2025 by the following vote:

AYES: Directors Wallace, Nicholson, Yee, Stewart

NOES:

ABSENT: Director Eapen

Signed by:

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William F. Nicholson, MD
First Vice President, Board of
Directors
Washington Township Health Care
District

DocuSigned by:

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Jacob Eapen, MD
Secretary, Board of Directors
Washington Township Health Care District