



February 9, 2026

MEETING NOTICE

The meeting of the Washington Township Hospital Development Corporation Board of Directors will be held on Thursday, February 12, 2026 at 9:00 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, 1st Floor, Executive Board Room

Join the Zoom Meeting:

<https://zoom.us/j/98006054417?pwd=a6bE199tqGMSVsCAhjtYfUnWaLULf7.1>

Password: 064272

Join by Telephone: US: +1 877 853 5257

Meeting ID: 980 0605 4417

Password: 064272

Portions of this meeting may be held 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



Certificate of Posting

I certify that on February 9, 2026, 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, 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 February 9, 2026.

Diana Venegas

Diana Venegas, Recording Secretary



**BOARD OF DIRECTORS' ANNUAL MEETING
WASHINGTON TOWNSHIP HOSPITAL DEVELOPMENT CORPORATION**

Thursday, February 12, 2026 – 9:00 A.M.

2000 Mowry Avenue, Fremont, CA 94538

1st Floor, Executive Board Room and via Zoom

<https://zoom.us/j/98006054417?pwd=a6bE199tqGMSVsCAhjtYfUnWaLULf7.1>

Dial: US: +1 877 853 5257

Meeting ID: 980 0605 4417 / Password: 064272

Board Meeting Agenda and Packet may be found at:

[DEVCO 2026 | Washington Health](#)

AGENDA

PRESENTED BY:

- | | | |
|-------------|---|--|
| I. | CALL TO ORDER | <i>Russell Blowers
Board President</i> |
| II. | ROLL CALL | <i>Diana Venegas
Recording Secretary</i> |
| III. | CONSIDERATION OF MINUTES OF
October 29, 2025 | <i>Motion Required</i> |
| IV. | ELECTION OF OFFICERS | <i>Motion Required</i> |
| V. | EDUCATION SESSION
<i>A. Brown Act Update</i> | <i>Paul Kozachenko
Legal Counsel</i> |
| VI. | COMMUNICATIONS

A. Oral
B. Written | <i>Board President</i> |

VII. REPORTS

A. Chief Executive Report

*Kimberly Hartz
Chief Executive
Officer*

B. Financial Report

*Ajay Sial
Sr. Vice President &
Chief Financial
Officer***VIII. ACTION ITEMS**

A. Consideration of Resolution No. 61: Appointment of Washington Township Medical Foundation Board (2026-2028 Terms)

Motion Required

B. Consideration of Resolution No. 62: Appointment/ Re-Appointment of the Founding Member Managers of Peninsula Surgical Partnership, LLC

Motion Required

C. Consideration of Board Policy 0002: Hybrid Teleconference Meeting

Motion Required

D. Consideration of Approval of the Revised Washington Township Hospital Development Corporation Corporate Compliance Committee Charter

*Motion Required***IX. ADJOURN TO CLOSED SESSION***Board President*

A. Conference with Legal Counsel-Anticipated Litigation pursuant to Cal Gov. Code Section 54956.9(d)(2)

- Strategic Planning

B. Consideration of Closed Session Minutes of October 29, 2025

*Motion Required***X. RECONVENE TO OPEN SESSION***Board President*Report on *permissible actions* taken during Closed Session



XI. ADJOURNMENT

Board President

NEXT MEETING: FRIDAY, APRIL 24, 2026 – 10:00 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

October 29, 2025

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The meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on October 29, 2025, in-person and by Teleconference via Zoom. Director Blowers called the meeting to order at 3:03 p.m.

CALL TO ORDER

Directors present: Russell Blowers; Pauline Weaver; Carol Dutra-Vernaci, Sue Querner and Steven Chan, D.D.S.

ROLL CALL

Also present: Kimberly Hartz, Chief Executive Officer; Tina Nunez, Senior Vice President & Chief Administrative Officer; Ajay Sial, Senior Vice President & Chief Financial Officer; Walter Choto, Vice President of Operations; Paul Kozachenko, Attorney; and Diana Venegas, Recording Secretary

Guests present: Angus Cochran, Chief of Community Support Services; Kayla Gupta, Community Outreach Manager

A motion was made by Director Weaver, seconded by Director Chan, to approve the minutes of the meeting of July 22, 2025.

**CONSIDERATION
OF MINUTES OF
JULY 22, 2025**

Roll call was taken:

- Russ Blowers – aye
- Pauline Weaver – aye
- Carol Dutra-Vernaci – aye
- Sue Querner – aye
- Steven Chan, D.D.S. – aye

Roll call vote of all those present was unanimous.

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

COMMUNICATIONS

Angus Cochran, Chief of Community Supporty Services and Kayla Gupta, Community Outreach Manager presented the 2025 Community Health Needs Assessment and Health Improvement Plan.

**EDUCATION
SESSION**

Tina Nunez presented the FY26-28 System Strategic Map.

CEO Report

**CHIEF EXECUTIVE
OFFICER REPORT**

“The Reason Is You” Campaign

An overview was provided on the community awareness marketing campaign. The campaign focus includes essential life-saving services and access to trauma and emergency care close to home, with ongoing investment in new equipment, technology, and the highly qualified doctors and nurses who advance the level of medical care available to local residents, from newborns to seniors and everyone in between. A video was shared featuring “The Reason is You” Campaign.

Parcel Tax Update

An update on Measure B was provided. Measure B is on the ballot. Revenue from

this important measure if it passes will fund disaster preparedness and help to purchase equipment and technology for the trauma center, operating rooms and other clinical areas of the health system.

Environment of Healthcare and Health System

An overview of the potential impacts of the recent HR1 bill that passed brings environmental uncertainty. There are anticipated reductions in ways that hospitals get paid relating to the Medi-Cal population including the reduction of the supplemental funds over the next 10 years. In addition, it will be harder for those individuals that are on Medi-Cal to stay on it as eligibility requirements are becoming more strict. This will potentially result in a higher uninsured population. In addition to HR1, hospitals have unfunded mandates of seismic requirements to meet by 2030.

Facility Master Plan and Construction Updates

Cancer Center Build Out

The Washington-UCSF Cancer Center Open House will be on December 11, 2025.

Fremont Office Center (FOC)

An update was provided on the Phase I of the FOC project which includes primary care, pediatrics, women's health and a lab.

Urgent Care

The Urgent Care opening date is December 17, 2025

New Hire

Dr. Farhan Fadoo has joined the Washington Health Medical Group as the new Executive Director and Chief Medical Officer.

Financial Report

Ajay Sial presented the DEVCO Financial Report for August 2025.

***FINANCIAL
REPORT***

Director Blowers adjourned the meeting to a closed session at 4:28 p.m.

***ADJOURN TO
CLOSED SESSION***

Director Blowers reconvened the meeting to open session at 4:34 p.m.

***RECONVENE TO
OPEN SESSION***

Diana Venegas, Recording Secretary, reported that during the closed session the Board approved the closed session minutes of July 22, 2025 by unanimous vote of all Directors present.

There being no further business, Director Blowers adjourned the meeting at 4:36 p.m.

ADJOURNMENT

The next regularly scheduled meeting is Thursday, February 12, 2026 at 9:00 a.m.

Washington Township Hospital Development Corporation

October 29, 2025

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Russell Blowers
President, Board of Directors
Washington Township Hospital
Development Corporation

Steven Chan, D.D.S.
Secretary, Board of Directors
Washington Township Hospital
Development Corporation

DATE: February 12, 2026

TO: Board of Directors of DEVCO

FROM: Kimberly Hartz, Chief Executive Officer

SUBJECT: Appointment of the Board of Washington Township Medical Foundation

DEVCO is the Sole Founding Member of the Washington Township Medical Foundation (the “Foundation”). Pursuant to Article IV of the First Amended and Restated Bylaws of the Foundation, the Sole Founding Member has the right and authority to appoint the members of the Board of Directors of the Foundation. The term of office for a member of the Board of Directors of the Foundation is two years.

The terms of office for the current members of the Board of Directors of the Foundation are expiring on April 26, 2026. As the Sole Founding Member, DEVCO needs to appoint a new Board of Directors to take office on April 26, 2026.

I recommend that DEVCO approve the following individuals to serve as the new Directors of the Board of the Foundation:

A Resolution documenting the Board’s approval of these appointments is in the Board Packet.

RESOLUTION NO. 61

**WASHINGTON TOWNSHIP HOSPITAL
DEVELOPMENT CORPORATION**

RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, at the regular meeting of the Board of Directors held on February 12, 2026, the Board of Directors of Washington Township Hospital Development Corporation, a California nonprofit public benefit corporation, approved the following resolutions:

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

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

<u>Name</u>	<u>Title</u>	<u>Term</u>
Kimberly Hartz	Chairperson of the Board	April 26, 2026 to April 25, 2028
Ajay Sial	Board Member	April 26, 2026 to April 25, 2028
Dr. Albert Brooks	Board Member	April 26, 2026 to April 25, 2028
Dr. Steven Curran	Board Member	April 26, 2026 to April 25, 2028
Dr Seema Sehgal	Board Member	April 26, 2026 to April 25, 2028

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 12th day of February 2026 by the following vote:

AYES:

NOES:

ABSENT:

President, Board of Directors

Washington Township Hospital Development Corporation

Secretary, Board of Directors

Washington Township Hospital Development Corporation

DATE: February 12, 2026

TO: Board of Directors of DEVCO

FROM: Kimberly Hartz, Chief Executive Officer

SUBJECT: Appointment of the Board of Washington Township Medical Foundation

The Peninsula Surgical Partnership, LLC (the “Company”) is the holding company for the Peninsula Surgery Center, LLC, which is the entity that in turn operates the Peninsula Surgery Center. The Company is managed by five Member Managers, four of which are Founding Member Managers and one of which is the Class A Member Manager. The terms of the Member Managers are two years, commencing on May 1st of each even-numbered year. The terms of the current Founding Member Managers are expiring on April 30th. The current Founding Member Managers are:

- Christine Nunez
- Ajay Sial
- Dr. John Dearborn
- Dr. Brian Smith

As the Founding Member of the Company, DEVCO has the right under Section 5.2 of the Operating Agreement of the Company to appoint or remove the four Founding Member Managers of the Company. To support the operations of the Peninsula Surgery Center, I have decided that Larry LaBossiere should be one of the Founding Member Managers of the Company, and that he should take office immediately and for the next two-year term on a going forward basis.

I recommend that the DEVCO Board of Directors adopt Resolution No. 62, which accomplishes the following:

- Appoints Larry LaBossiere to replace Dr. Brian Smith as a Founding Member Manager for the balance of the remaining term ending on April 30, 2026
- Appoints the following individuals for the two-year terms commencing on May 1, 2026, since the DEVCO Board of Directors will not meet again before May 1st

Name	Title
Christine Nunez	Founding Member Manager
Ajay Sial	Founding Member Manager
Larry LaBossiere	Founding Member Manager
Dr. John Dearborn	Founding Member Manager

RESOLUTION NO. 62

**WASHINGTON TOWNSHIP HOSPITAL
DEVELOPMENT CORPORATION**

RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, at the regular meeting of the Board of Directors held on February 12, 2026, the Board of Directors of Washington Township Hospital Development Corporation, a California nonprofit public benefit corporation, approved the following resolutions:

**APPOINTMENT OF LARRY LABOSSIERE AS A FOUNDING MEMBER MANAGER OF
PENINSULA SURGICAL PARTNERSHIP, LLC**

RESOLVED, that the Board of Directors hereby removes Dr. Brian Smith and appoints Larry LaBossiere to replace him as one of the four Founding Member Managers of Peninsula Surgical Partnership, LLC, to serve for the balance of the term that expires on April 30, 2026, pursuant to its authority under Section 5.2 of the Operating Agreement of Peninsula Surgical Partnership, LLC.

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

RESOLVED, that the Board of Directors hereby re-appoints the following individuals as Founding Member Managers of Peninsula Surgical Partnership, LLC for the two-year term commencing on May 1, 2026:

Name	Title
Christine Nunez	Founding Member Manager
Ajay Sial	Founding Member Manager
Larry LaBossiere	Founding Member Manager
Dr. John Dearborn	Founding Member Manager

GENERAL RESOLUTIONS

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 12th day of February, 2026, by the following vote:

AYES:

NOES:

ABSENT:

President, Board of Directors

Washington Township Hospital Development Corporation

Secretary, Board of Directors

Washington Township Hospital Development Corporation

Washington Township Hospital Development Corporation

Board of Directors Policy

Title: HYBRID TELECONFERENCING WITH IN-PERSON QUORUM	
Category: Governance and General Administration	Policy Number: 0002
Original Adoption Date: 04/28/2023	
Last Reviewed/Revised Date: 02/12/2026	
Last Approval Date: _____	

PURPOSE

This Policy describes the procedure for Hybrid teleconference meetings pursuant to California Government Code § 54953.8.3, effective January 1, 2026, and in effect until January 1, 2030. This policy applies to all meetings of the Board.

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 at the physical location for Board meetings at 2000 Mowry Avenue, Fremont, California, and (except for portions permitted to be held in closed session under the Brown Act) via a two-way audiovisual platform, currently, this platform is Zoom. The public may comment on agenda items either in person or via Zoom.

- C. Provided there is a quorum of the Board attending the Board meeting in person, a member of the Board may attend and participate in the Board meeting through the audio and visual technology (currently Zoom) for up to two (2) meetings per year provided the Board member has notified the Chief Executive Officer’s Designee at the earliest opportunity possible, including the start of the meeting, of their need to participate remotely for “Just Cause” including a general

description of the circumstances relating to their need to appear remotely at the given meeting.

- D. “Just Cause” can be any of the following defined in § 54953.8.3(c):
1. Childcare or caregiving need of a child, parent, grandparent, grandchild, sibling, spouse, or domestic partner that requires them to participate remotely. “Child,” “parent,” “grandparent,” “grandchild,” and “sibling” have the same meaning as those terms do in Section 12945.2 of the Government Code (see Section L below).
 2. A contagious illness that prevents a member from attending in person.
 3. A need related to a physical or mental condition that is not subject to subdivision (c) of Section 54953 (in other words, not a disability that would qualify as a disability under the Americans with Disabilities Act—for which there are separate ongoing accommodations required).
 4. Travel while on official business of the legislative body or another state or local agency.
 5. An immunocompromised child, parent, grandparent, grandchild, sibling, spouse, or domestic partner of the member that requires the member to participate remotely.
 6. A physical or family medical emergency that prevents a member from attending in person.
 7. Military service obligations that result in a member being unable to attend in person because they are serving under official written orders for active duty, drill, annual training, or any other duty required as a member of the California National Guard or a United States Military Reserve organization that requires the member to be at least 50 miles outside the boundaries of the local agency.
- E. The Chief Executive Officer’s Designee shall confirm to the requesting Director that the Director has not exceeded the limits described in C. above and that a quorum at the meeting is expected.
- F. The minutes for the meeting shall identify the specific provision in section D. that each member relied upon to participate remotely. This subdivision shall not be construed to require the member to disclose any medical diagnosis or disability, or any personal medical information that is otherwise exempt under existing law, including, but not limited to, the Confidentiality of Medical Information Act.

- G. 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 Section C. above and that a quorum at the meeting is expected.
- H. Provided that the Director is able to attend remotely, the Chief Executive Officer's Designee shall, at the start of the meeting, disclose that the Director is attending the meeting remotely pursuant to this Policy.
- I. The Director shall participate remotely at the meeting through both audio and visual technology. The President of the Board or the Board member chairing the meeting or the Chief Executive Officer's Designee will confirm with the Board member participating remotely that the Board member can hear clearly and can participate via Zoom.
- J. The Chief Executive Officer's Designee shall keep a log, for each Director, tallying the number of times a Board member has appeared remotely during the calendar year pursuant to this Policy.
- K. For purposes of this Policy, the term "Chief Executive Officer's Designee" shall mean the Chief Executive Officer's Designee or the individual designated by the Chief Executive Officer to perform the function of the Chief Executive Officer's Designee on a temporary basis.
- L. The definitions for section D.1. are as follows:
 - 1. "Child" means a biological, adopted, or foster child, a stepchild, a legal ward, a child of a domestic partner, or a person to whom the employee stands in loco parentis.
 - 2. "Domestic partner" has the same meaning as defined in Section 297 of the Family Code.
 - 3. "Grandchild" means a child of the employee's child.
 - 4. "Grandparent" means a parent of the employee's parent.
 - 5. "Parent" means a biological, foster, or adoptive parent, a parent-in-law, a stepparent, a legal guardian, or other person who stood in loco parentis to the employee when the employee was a child.
 - 6. "Parent-in-law" means the parent of a spouse or domestic partner.
 - 7. "Sibling" means a person related to another person by blood, adoption, or affinity through a common legal or biological parent.

**Washington Township Hospital
Development Corporation
Summary Income Statement
Dec 2025**

Current Month				Year - To - Date			
Actual	Budget	Favorable/(Unfavorable)		Actual	Budget	Favorable/(Unfavorable)	
		Variance	% Variance			Variance	% Variance
2,195	2,278	(83)	(3.6%)	13,798	13,420	378	2.8%
143	111	32	28.8%	763	668	95	14.2%
2,338	2,389	(51)	(2.1%)	14,561	14,088	473	3.4%
9,306,988	10,444,747	(1,137,759)	(10.9%)	55,578,573	62,591,241	(7,012,668)	(11.2%)
995,234	963,950	31,284	3.2%	5,729,224	5,755,865	(26,641)	(0.5%)
10,302,222	11,408,697	(1,106,475)	(9.7%)	61,307,797	68,347,106	(7,039,309)	(10.3%)
2,743,108	3,169,616	426,508	13.5%	21,265,557	19,035,006	(2,230,551)	(11.7%)
2,211,909	3,175,470	963,561	30.3%	11,835,485	19,685,229	7,849,744	39.9%
(420)	0	420	0.0%	408	0	(408)	0.0%
4,954,597	6,345,086	1,390,489	21.9%	33,101,450	38,720,235	5,618,785	14.5%
53.2%	60.7%	7.5%		59.6%	61.9%	2.3%	
5,347,625	5,063,611	284,014	5.6%	28,206,347	29,626,871	(1,420,524)	(4.8%)
1,362,341	1,326,418	(35,923)	(2.7%)	7,598,762	7,698,175	99,413	1.3%
335,963	399,688	63,725	15.9%	2,019,984	2,318,108	298,124	12.9%
1,144,034	1,175,805	31,771	2.7%	6,314,966	7,056,523	741,557	10.5%
215,844	212,899	(2,945)	(1.4%)	733,388	890,753	157,365	17.7%
435,454	494,815	59,361	12.0%	2,408,525	2,937,541	529,016	18.0%
601,273	616,509	15,236	2.5%	3,588,516	3,589,012	496	0.0%
27,870	33,391	5,521	16.5%	180,816	200,345	19,529	9.7%
166,349	134,921	(31,428)	(23.3%)	816,896	917,530	100,634	11.0%
224,224	220,121	(4,103)	(1.9%)	1,364,003	1,326,869	(37,134)	(2.8%)
4,513,352	4,614,567	101,215	2.2%	25,025,856	26,934,856	1,909,000	7.1%
1,576,371	1,194,597	381,774	32.0%	7,614,721	7,060,038	554,683	7.9%
834,273	449,044	385,229	85.8%	3,180,491	2,692,015	488,476	18.1%
0	0	0	0.0%	180,000	0	180,000	0.0%
834,273	449,044	385,229	85.8%	3,360,491	2,692,015	668,476	24.8%
(475,832)	(403,310)	(72,522)	(18.0%)	(1,779,729)	(1,909,845)	130,116	6.8%
358,441	45,734	312,707	683.8%	1,580,762	782,170	798,592	102.1%

MEMORANDUM

TO: DEVCO Board

FROM: Mike Rogers, DEVCO Compliance Officer

DATE: February 12, 2026

RE: DEVCO Corporate Compliance Committee Charter

Purpose

The purpose of this memo is to advise the DEVCO Board of the need to approve the revised DEVCO Corporate Compliance Committee Charter (“Charter”). DEVCO Board approval is necessary to formally adopt the updated Charter and ensure continued compliance with federal and state law.

Changes

The Charter is the governing document for the Compliance Committee's operations. Clerical changes were needed to update the Charter to reflect updated titles of the committee members along with updating to the new Washington Health naming.

The following changes were made:

- Changing all references to Washington Township Medical Foundation to Washington Health Medical Group
- Changing references to Washington Hospital to Washington Health.
- Changing the title for Walter Choto from Chief of Ambulatory Care to V.P. of Operations
- Changing the title for Kristin Ferguson from Chief of Compliance to V.P. and Chief Compliance and Risk Officer.
- Changing the title for Tina Nunez from V.P. of Ambulatory and Administrative Services to S.V.P. and Chief Administrative Officer.

Action Required

We recommend that the DEVCO Board approve the revised Charter as presented.

DEVCO Corporate Compliance Committee Charter

This Charter defines the purpose, duties and responsibilities, membership and accountability of the Washington Township Hospital Development Corporation (DEVCO) Corporate Compliance Committee (Committee).

Purpose – There shall be a Corporate Compliance Committee to advise the Corporate Compliance Officer (CCO) in the development, implementation, and ongoing monitoring of the Compliance Plan and Activities of the DEVCO Level 1 Entities: Washington Medical Billing, Washington Outpatient Rehabilitation Center, Washington Outpatient Surgery Center, LLC, Peninsula Surgery Center, LLC, and other departments of DEVCO, including physician recruitment. In addition, the Committee will provide assistance and oversight for the Compliance Plan and Activities of the DEVCO Level 2 Entities, appropriate to the legal relationship: ~~Washington Township Medical Foundation and~~ Washington ~~Township Health~~ Medical Group.

Membership – The Committee shall be comprised of representatives from the following departments and entities. A current Committee roster will be maintained as an Attachment to this Charter. All members are appointed by the Chief Executive Officer (CEO). The CCO shall serve as Chairperson of the Committee. New members/guests will be asked to attend meetings as appropriate.

Members shall represent the following:

- WHHS Compliance Officer
- DEVCO Compliance Officer
- WOSC, LLC Compliance Officer
- Peninsula Surgery Center, LLC Compliance Officer
- ~~WTMF-WHMG~~ Compliance Officer
- District Legal Counsel
- Offsite Services
- Ambulatory Care Services
 - Washington Outpatient Rehabilitation Center
 - Washington Medical Billing

Duties and Responsibilities

- Continually analyze the healthcare environment and address areas for which compliance is required.
- Oversee the implementation of the Corporate Compliance Program for DEVCO and Level I Entities including:
 - Policies and procedures
 - Staff education and training
 - Internal monitoring and audits
 - Internal investigations
- Develop a system to solicit, evaluate and respond to complaints and issues.
- Conduct a Compliance Risk Assessment at least every two years.
- Oversee and facilitate compliance activities of the DEVCO Level 2 Entities.

Committee Structure and Operation

The Committee is accountable to the CEO. The Task Force ensures that reports of Compliance activities are provided annually to the Hospital CCO and DEVCO Board of Directors. The Committee may invite any member of DEVCO Level 1 and Level 2 Entities to attend all or a portion of a meeting of the Committee. Those attendees may participate in deliberations but have no vote. A majority of the members of the Committee shall constitute a quorum.

Meeting Frequency – The Committee shall meet at the call of the Chair, but at least quarterly.

DEVCO Corporate Compliance Task Force Roster

Name	Title	Area of Representation
Mike Rogers	Director Off-Site Services, Chair	Corporate Compliance Officer DEVCO
Walter Choto	Chief of Ambulatory Care Services <u>V.P. of Operations</u>	Offsite Services: Washington Outpatient Rehab Center (WORC) Washington Medical Billing (WMB)
Matthew Stauffer	Director of Outpatient Services	Washington Outpatient Rehab Center (WORC)
Lezlee Hodge	Billing Manager	Washington Medical Billing (WMB)
Kristin Ferguson	Chief of Compliance <u>Vice President & Chief Compliance and Risk Officer</u>	WHHS CCO
Tina Nunez	S.V.P. of Ambulatory and Administrative Services <u>Chief Administrative Officer</u>	DEVCO
Nicholas Kozachenko	Attorney at Law	District Legal Counsel
Art Gomez	Corporate Compliance Officer	Washington Township Health Medical Foundation Group (WTMFWHMG)
Janelle Proffett	Corporate Compliance Officer	Washington Outpatient Surgery Center, LLC (WOSC)
Lisa Harvey	Corporate Compliance Officer	Peninsula Surgery Center, LLC

CORPORATE COMPLIANCE PROGRAM

WASHINGTON TOWNSHIP HOSPITAL
DEVELOPMENT CORPORATION (DEVCO)

I. DEFINITIONS

In addition to the terms defined elsewhere in this Corporate Compliance Program, the following definitions shall apply:

- A. “Board” refers to the Board of Directors of DEVCO.
- B. “CCO” refers to the Corporate Compliance Officer, an individual appointed by the Chief Executive Office of DEVCO who, with appropriate resources, authority and direct access to the Chief Executive Officer, or her designate, of DEVCO, is responsible for the overall development, implementation and oversight of the Corporate Compliance Program for DEVCO.
- C. “Committee” refers to the Compliance Committee composed of the Chief Executive Officer’s appointees whose responsibility is to quarterly meet with the CCO and to assist the CCO in the implementation of the Program.
- D. “DEVCO” refers to the Washington Township Hospital Development Corporation.
- E. “Program” refers to the Corporate Compliance Program set forth in this document as developed and implemented by the CCO and approved by the DEVCO Board.
- F. “Staff” refers to employees, leased employees, independent contractors, consultants and any other personnel, individual or entity DEVCO may compensate for services rendered.

II. INTRODUCTION

DEVCO’s Program has been developed and implemented by the CCO and was originally presented to the Board in 2001, with annual review, amendments, and approvals occurring thereafter.

The CCO meets with the Committee quarterly, or more often if needed, to discuss and review compliance activities occurring within the various DEVCO entities and departments. The Committee makes recommendations and sets policies and procedures regarding these activities which are then integrated into this Program and implemented by the CCO.

The CCO annually prepares a report summarizing prior-year compliance activities and includes a description of internal audits and investigations, findings and resulting compliance actions. This annual report is presented to and reviewed by the Committee before final submission to the Board. A copy of the annual reports is also provided to the Washington Township Health Care District Compliance Officer.

The Program outlined below recognizes that there are departments within DEVCO and two distinct levels of DEVCO entities that require unique compliance design and implementation strategies.

Level 1 DEVCO Entities and Departments

The first category, referred to as “Level 1 Entities” consists of the following entities: (1) Washington Medical Billing; and (2) Washington Outpatient Rehabilitation Center. In addition, activities of other departments of DEVCO, including physician recruitment, are reviewed and included in this Level 1 Entity designation of the Program.

Each Level 1 Entity will cooperate fully with the CCO in the implementation of the Program. Such cooperation will include (1) consultation with the CCO in the establishment of audit priorities for each Level 1 Entity; (2) the implementation of the Program within each Level 1 Entity and (3) the preparation of an annual report of each Level 1 Entity’s compliance activities to CCO. Such annual report shall be prepared in a form directed by CCO.

Level 2 DEVCO Entities

A Level 2 Entity is one which controls and/or manages its own operation under its own legal business name and tax identification number.

The second category of DEVCO entities, referred to as “Level 2 Entities,” include: (1) Washington ~~Township Health~~ Medical ~~Foundation~~ Group; (2) Washington Outpatient Surgery Center; and (3) Peninsula Surgery Center. To ensure compliance by these Level 2 Entities, the CCO facilitates open and frequent communication between DEVCO and the Level 2 Entities on all issues relating to compliance. Each Level 2 Entity is responsible for establishing, implementing and complying with its own compliance obligations and the establishment of their own compliance program. Each Level 2 Entity is required to provide evidence of such program to DEVCO on an annual basis.

III. COMPLIANCE POLICY

This Program has been voluntarily adopted by DEVCO for its Level 1 Entities to conform to the standards set forth in the current *Federal Sentencing Guidelines for Organizations*. This Program requires Staff to exercise due diligence in the prevention and detection of violations of law and is intended to promote an organizational culture that encourages ethical conduct and a commitment to conducting ethical and legal business and clinical practices. The Program focuses on the prevention and detection of violations of federal and state laws and regulation and fosters an environment in which Level 1 Entities and their Staff are encouraged to report concerns about business and clinical practices without fear of retribution. The Program is operated under the authority of the Board and structured to encourage collaborative participation at all levels of the organization of DEVCO.

IV. COMPLIANCE PROGRAM PURPOSE AND OBJECTIVES

The purpose and objectives of the Program are as follows:

A. Commitment to Responsible Conduct. To demonstrate to the community, the commitment of DEVCO to honest, ethical and responsible corporate conduct.

B. Compliance with Federal and State Law. To (i) ensure compliance with federal and state law and regulations, (ii) detect, and where possible, provide warning prior to misconduct developing into a civil, administrative, or criminal violation and (iii) avoid unlawful and unethical conduct and exposure to liability.

C. Education of Directors, Officers and Staff. To educate the Board, officers and Staff regarding applicable federal and state laws.

D. Encourage Reporting of Potential Problems. To provide an environment that encourages Staff to report conduct to the CCO which may be a violation of law or any element of this Program.

E. Mechanism for Dissemination of Information. To disseminate information regarding changes in federal and state law and regulations.

F. Improve Response to Government Inquiries. To enhance DEVCO's ability to provide accurate and timely responses to government inquiries.

G. Reduction in Exposure to Civil, Administrative, or Criminal Liability. To establish procedures that guide the prompt and thorough investigation of alleged misconduct that may expose DEVCO to civil, administrative, or criminal liability and the initiation of immediate and appropriate corrective action to reduce DEVCO's exposure to such liability.

H. Reduction in Penalties. To reduce exposure to criminal fines and penalties through the implementation of a compliance program and to reduce the likelihood of exclusion from Medicare, Medicaid and other federal health care programs.

V. RESPONSIBILITY AND DESIGNATION OF A CORPORATE COMPLIANCE OFFICER

The Board is responsible for establishing the Program. The Board authorizes the Chief Executive Officer to appoint a CCO. The CCO is responsible for the development, operation and oversight of the Program. The CCO reports to the Committee which in turn reports to the CEO who, in turn, reports to the Board, regarding the implementation and operation of the Program. Managers from each Level 1 Entity are responsible for the implementation and operation of the Program as it relates to his or her specific entity/department.

VI. ELEMENTS OF THE COMPLIANCE PROGRAM

The Program is administered under the general oversight of the CCO and contains the following elements:

A. COMPLIANCE POLICIES AND PROCEDURES

1. The Program includes written policies and procedures, designed to support DEVCO's commitment to conducting ethical and legal business and clinical practices. The Program includes Level 1 Entity-specific policies and procedures.

2. All Program policies and procedures are reviewed periodically and updated as needed to reflect current laws and regulations. The CCO and each Level 1 Entity ensure the development, review and revision of Level 1 Entity-specific compliance policies and procedures.

3. Policies and procedures of the Program may include, but are not limited to, policies and procedures regarding the following:

- a. Advanced Beneficiary Notices
- b. Audits
- c. Lawful Billing Practice
- d. Charge, Coding and Payment Posting
- e. Code of Conduct
- f. Collection Agencies
- g. Collection Techniques
- h. Compliance with Health Insurance Portability and Accountability Act (HIPAA)
- i. Credit Balances and Refunds
- j. Credentialing
- k. Discounts and Adjustments for Patients
- l. File Management
- m. Medical Record Documentation and Coding
- n. Medical Record Maintenance
- o. Patient Collections
- p. Payment Plans
- q. Physician Recruitment
- r. Professional Courtesy
- s. Referrals
- t. Statement Submission
- u. Submission of Accurate Claims
- v. Telephone Protocol

B. EDUCATION AND TRAINING

1. The CCO has responsibility to oversee the development and implementation of communications and educational programs to achieve understanding and acceptance of the Program. This includes:

- a. Orientation and on-going education of the Board regarding corporate compliance issues;
- b. New Staff orientation to include introduction to the Program, corporate compliance issues, Staff responsibility for reporting and reporting mechanisms for potential breach of Program policies and procedures;
- c. Continuing department and entity-specific training and educational programs for identified Staff to ensure understanding of the importance of compliance, their role in maintaining compliance through application of the Level 1 Entity-specific policies and procedures, and their obligation to report potential compliance problems; and
- d. Annual review of compliance activities for all Staff.

2. Staff is informed that strict compliance with the requirements of the Program is required, and that:

- a. The promotion of, and adherence to, the requirements of the Program are elements of evaluating Staff and contract renewals, and
- b. Level 1 Entities have a policy concerning the discipline of Staff members who fail to comply with the policies and procedures included in the Program.

C. AUDITING AND MONITORING SYSTEM

1. The Program includes monitoring and auditing systems designed to evaluate practices and assess compliance with federal and state laws and regulations. A periodic risk assessment based on internal and external activities and information is conducted. An audit calendar is established annually by the CCO.

2. The CCO coordinates appropriate periodic internal and/or external audits and surveys to verify adherence to, and awareness of the Program.

3. Audit results are provided to the Committee and reported to the CEO.

4. Monitoring includes an annual assessment of each of the elements of the Program. The annual report and assessment is provided to (1) the Committee; (2) the CEO; and (3) the Board.

D. REPORTING PROCESS

1. All members of the Staff have the responsibility to notify either their supervisor or the CCO, in a timely manner, of any violations or suspected violations of the Program, including any of the policies and procedures identified in Subpart VI(A)(3). Leadership of departments and DEVCO entities have the responsibility to provide notice to the CCO of any violations or suspected violations of the Program as may be reported to them by Staff. Staff members are informed that in some instances, the mere failure to report a suspected violation may itself be a basis for disciplinary action against them. Staff are also encouraged to seek clarification from the CCO in the event of any confusion or question regarding a Level 1 Entity policy.

2. Reporting will be via direct communication to the CCO or by submitting a Quality Risk Report via Midas.

3. Staff will not be subject to reprisal for reporting, in good faith, actions which they feel violate the law or established ethical standards. DEVCO will maintain a procedure for Staff to make anonymous reports.

E. DISCIPLINARY MEASURES

Information on the possible types of disciplinary measures which may include the termination or retention of sanctioned individuals, is disseminated to all Staff. Consistent application of these measures is necessary for Staff at all levels within the organization. Failure to comply with Level 1 Entity policies and procedures will result in appropriate disciplinary action.

F. INVESTIGATIVE PROCESS

All reports of unlawful or unethical practice are investigated to determine whether a violation of applicable law or the Program has occurred. All reports of improper practice or violations shall be brought to the attention of the Committee as well as the CEO of DEVCO. Investigations may be conducted internally or with the assistance of an external entity, as directed by the CEO of DEVCO. Legal counsel will be involved in investigations. Follow-up to the investigative process will include taking appropriate steps to prevent reoccurrence of the improper practice, development of a monitoring process and possible report of the appropriate federal and state authorities within a reasonable period if there is credible evidence of a violation.

CORPORATE COMPLIANCE PROGRAM

Approved: _____ Date _____
Mike Rogers
DEVCO Corporate Compliance Officer

Approved: _____ Date _____
Kimberly Hartz
Chief Executive Officer

Approved: _____ Date _____
DEVCO Board of Directors
Secretary