



**WEST CONTRA COSTA HEALTHCARE DISTRICT
DOCTORS MEDICAL CENTER**

BOARD OF DIRECTORS

**WCCHD DOCTORS MEDICAL CENTER
BOARD OF DIRECTORS
DECEMBER 1, 2014 – 4:30 P.M.
Doctors Medical Center - Auditorium
2000 Vale Road
San Pablo, CA 94806**

Board of Directors

*Eric Zell, Chair
Deborah Campbell, Vice Chair
Irma Anderson
Nancy Casazza
Beverly Wallace*

AGENDA

1. **CALL TO ORDER** E. Zell

2. **ROLL CALL**

3. **PUBLIC COMMENTS** E. Zell
[At this time persons in the audience may speak on any items not on the agenda and any other matter within the jurisdiction of the Board of Directors]

4. **ADOPTION OF DMC FOUNDATION BYLAWS** B. Redlo
 - a. Presentation
 - b. Discussion
 - c. Public Comment
 - d. *ACTION: Approval of Foundation Bylaws*

5. **APPOINTMENT OF DMC FOUNDATION BOARD MEMBERS** B. Redlo
 - a. Presentation
 - b. Discussion
 - c. Public Comment
 - d. *ACTION: Approval of Appointment of Foundation Board Members*

6. **ASSOCIATION OF CALIFORNIA HEALTHCARE DISTRICTS
UPDATE AND CERTIFICATION** D. Campbell
 - a. Presentation
 - b. Discussion

c. Public Comment

d. *ACTION: Approval to Seek Certification with ACHD*

ADJOURN

December 1, 2014

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
DMC FOUNDATION

Article II of the Articles of Incorporation shall be amended to read as follows (*in italics*):

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code").

C. As our membership is cognizant of the industrial legacy of western Contra Costa County and thus seek to create a comprehensive support organization for the West Contra Costa Healthcare District to insure that acute hospitalization and preventive care needs of its residents shall perpetually maintain a position of primacy in its activities.

D. Moreover, West Contra Costa has a mix of businesses including industrial, commercial and retail. In addition to supporting the needs of West County residents, DMC also serves major employers within the region. Thus, it is critical that DMC supports the broad spectrum of needs of the community. Therefore, it is imperative that a center of clinical research excellence be established and maintained to promote scientific inquiry and provide evidence-based solutions to clinical and industrial issues that impact the local population.

E. Also as this area spawned a novel healthcare delivery system which arose from the extraordinary foresight and generosity of Henry Kaiser, we seek to foster that same spirit of innovation, service and philanthropy among area industrial and institutional entities to assist in the perpetual provision of pillars of research, prevention and treatment of health issues that arise and impact West County residents.

F. Thus we endeavor to direct our foundation to attain the following objectives:

- 1. A premier health system of primary care clinics and preventive medicine, acute care inpatient and clinical research facilities to holistically address the healthcare needs of West County inhabitants.*
- 2. Sustain a capital fund drive for a replacement hospital for DMC – SP to address existing seismic issues which must be addressed by 2020.*
- 3. Support research to address WCC health disparities and provide rational solutions.*

December 1, 2014

4. *Facilitate creation of a health and energy alliance with hospitals, universities and health departments throughout the US and ultimately the world to study strategies for safe interaction between industry and vulnerable populations.*

5. *Aid in the development of health and science careers among West County residents including facilitating scholarship support for those pursuing health-related careers.*

6. *Take advantage of “best practices” between industrial, business and healthcare industries, particularly around the issues of safety practices and quality performance.*

G. The foundation will take a broad approach to public health as integrally linked to economic development and will encourage, endorse, solicit aid and when appropriate sponsor and/or undertake such developmental activities that facilitate capacity building to undergird a sustainable West Contra Costa County community based upon equitable accessibility and sharing of community assets including acquisition and reuse of land, property and equipment for the operation of facilities which contribute to the health of the citizens of West Contra Costa.

H. The foundation will apply for grants and contracts consistent with its mission and pursue alliances with other foundations, institutions of higher learning, corporations and public benefit entities which share similar aims.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DMC FOUNDATION**

ARTICLE I

The name of this corporation is DMC Foundation.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), which activities may include, but shall not be limited to, the following:

(a) to engage in developing a long range fund raising program and to establish and maintain a broad base of public support for the development and maintenance of Doctors' Medical Center – San Pablo/Pinole, which is owned and operated by the West Contra Costa Healthcare District, duly formed and existing under the Local Hospital District Law of the State of California, together with any additional hospital(s) or facilities owned or operated by the West Contra Costa Healthcare District or any of its other community based healthcare interests; and

(b) to receive contributions from the general public, and in turn, make donations to the West Contra Costa Healthcare District for the development of projects and programs approved by the Board of Directors of said District.

ARTICLE III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code, or to any government entity or public corporation for a public purpose consistent with Section 501(c)(3) of the Code.

WRITTEN CONSENT
OF
THE SOLE MEMBER OF
DMC FOUNDATION

The undersigned, being the sole member (referred to in DMC Foundation's Amended and Restated Bylaws as the "General Member") of DMC Foundation, a California nonprofit public benefit corporation, in accordance with Section 5516 of the California Nonprofit Public Benefit Corporation Law, hereby consents to and approves the amendment and restatement of the Articles of Incorporation of DMC Foundation, in substantially the form attached hereto.

IN WITNESS WHEREOF, the sole member has caused to be executed by its authorized representative this Written Consent on the date set forth below.

Dated: October 26, 2011

WEST CONTRA COSTA HEALTHCARE DISTRICT

By: *Irmal Anderson*
Name: IRMAL ANDERSON
Title: CHAIR

December 1, 2014

The Slate of Candidates for appointment to the Doctors Medical Center Foundation:

Deborah Campbell
William Van Dyck
Irma Anderson
Ron Sato, MD
Harry Bergland
Ken Larson
Janasha Higgins
Lorenzo Friar-
Ruth Vasquez Jones
Dexter Visenau
Bob Redlo
James Richardson