
West Contra Costa Healthcare District

Board of Directors

Thursday, March 23, 2017

4:00 PM

San Pablo City Council Chambers

13831 San Pablo Avenue

San Pablo, CA

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

BOARD OF DIRECTORS MEETING

**WCCHD DOCTORS MEDICAL CENTER
BOARD OF DIRECTORS
MEETING
March 23, 2017 – 4:00 P.M. PST
San Pablo City Council Chambers
13831 San Pablo Ave.
San Pablo, CA 94806**

Board of Directors
*Nancy Casazza, Chair
Irma Anderson
Deborah Campbell
William van Dyk
Beverly Wallace*

AGENDA

1. **CALL TO ORDER** N. Casazza Chair

2. **ROLL CALL**

3. **PUBLIC COMMENTS** N. Casazza, Chair
*[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 District Board]*

4. **APPROVAL OF MINUTES OF February 1, 2017**

5. **ADJOURN TO CLOSED SESSION**
 - a. Conference with Real Property Negotiators (Gov. Code Section 54956.8) Regarding Hospital Property Sale E. Shaffer, Legal Counsel
Agency Negotiators: K. White, E. Shaffer
 - b. Conference with Legal Counsel, existing litigation (Government Code 54956.9(d)(1). In Re: West Contra Costa County Healthcare District: United States Bankruptcy Court for the Northern District of California: Chapter 9 Case No. 16-42917 C. Coffey, Legal Counsel

6. **ANNOUNCEMENT OF REPORTABLE ACTION(S) TAKEN IN CLOSED SESSION, IF ANY**

7. **REVISING DISTRICT BYLAWS POST CLOSURE** C. Coffey, Legal Counsel
 - a. Presentation
 - b. Public Comment
 - c. Discussion
 - d. *ACTION: Approval of Revised District Bylaws*

8. **ACCEPTING COMCAST EASEMENT QUITCLAIM DEED** E. Shaffer, Legal Counsel
 - a. Presentation
 - b. Public Comment
 - c. Discussion
 - d. *ACTION: Approval of Resolution Accepting Comcast Quitclaim Deed and Execution of Certificate of Acceptance*

9. ADJOURNMENT OF MEETING

In compliance with the Americans with Disabilities Act, if you require special accommodations to participate in a District meeting, please contact the District Clerk at 510-417-2210 at least 48 hours prior to the meeting.



MINUTES
February 1, 2017

Agenda Item 4

WEST CONTRA COSTA HEALTHCARE DISTRICT

BOARD OF DIRECTORS

WCCHD DOCTORS MEDICAL CENTER
BOARD OF DIRECTORS
February 1, 2017 – 4:00 P.M.
San Pablo City Council Chambers
13831 San Pablo Ave.
San Pablo, CA 94806

Board of Directors

Bill van Dyke
Deborah Campbell
Irma Anderson
Nancy Casazza
Beverly Wallace

MINUTES

1. **CALL TO ORDER**

The meeting was called to order at 4:05 P.M.

2. **ROLL CALL**

Quorum was established and roll was called:

Present:

*Bill van Dyke
Beverly Wallace
Irma Anderson*

Absent:

*Deborah Campbell
Nancy Casazza*

Colin Coffey, Legal Counsel performed the swearing in of Bill van Dyke as a new Board Member.

3. **PUBLIC COMMENTS**

There were no public comments.

4. **APPROVAL OF MINUTES OF November 30, 2016**

The motion made by Director van Dyke and seconded by Director Wallace to approve the November 30, 2016 minutes passed unanimously.

5. **CLOSED SESSION**

The meeting adjourned to Closed Session at 4:10 pm.

6. **ANNOUNCEMENT OF REPORTABLE ACTION(S) TAKEN IN CLOSED SESSION, IF ANY**

There were no reportable actions.

7. ELECTION OF BOARD OFFICERS

An election among the Board Members was held with the following results.

The motion made by Director Wallace and seconded by Director Anderson to approve Nancy Casazza for Chair passed unanimously.

The motion made by Director Anderson and seconded by Director van Dyke to approve Beverly Wallace for Vice Chair passed unanimously.

The motion made by Director Wallace and seconded by Director Anderson to approve Bill van Dyke for Secretary passed unanimously.

The motion made by Director Wallace and seconded by Director van Dyke to approve Irma Anderson for Treasurer passed unanimously.

The motion made by Director Wallace and seconded by Director van Dyke to approve Deborah Campbell for Assistant Secretary passed unanimously.

PUBLIC COMMENTS

There were no public comments.

The motion to elect the above Board Members to their new seats passed unanimously.

8. DISSOLUTION OF GOVERNING BODY

Colin Coffey, Legal Counsel gave an overview of the Governing Body history. The Governing Body included the West Contra Costa Healthcare District (WCCHD) Board Members, as well as members from the County. The WCCHD continued to oversee the functions of the hospital during the inception of the Governing Body. Due to the hospital closure in 2015, Contra Costa County has agreed to dissolve the Governing Body upon approval from our Board. In addition, the members from Contra Costa County will officially approve the dissolution in their upcoming meeting.

PUBLIC COMMENTS

There were no public comments.

The motion made by Director van Dyke and seconded by Director Wallace to approve the dissolution of the Governing Body passed with the following votes.

Ayes: Director Anderson, Director Wallace, Director van Dyke

Noes: None

Abstain: None

Absent: Director Casazza, Director Campbell

9. REVISING DISTRICT BYLAWS POST CLOSURE

Due to the closure of the hospital, the District Bylaws were revised to reflect a non-operating hospital. The revised Bylaws also reflect the removal of medical staff functions, the removal of the Governing Body, as well as the removal of other hospital operations. The revised Bylaws were provided for review and will be brought back to the next meeting for approval.

PUBLIC COMMENTS

There were no public comments.

For information only.

10. 2015 AUDITED FINANCIAL STATEMENTS

Vickie Scharr, Financial Consultant, presented the 2015 Audited Financial Statements. Between 2014 and 2015, there was an extraordinary loss for a net position of \$61,080,000 in 2014 to \$78,832,000 in 2015. This was expected and due to the hospital closure in 2015.

PUBLIC COMMENTS

There were no public comments.

The motion made by Director van Dyke and seconded by Director Wallace to approve the 2015 Audited Financial Statements passed unanimously.

11. 2016 AUDITED PENSION PLAN FINANCIAL STATEMENTS

The 2016 Audited Pension Plan Financial Statements were presented in detail. It was noted that the pension plan is part of the bankruptcy plan.

PUBLIC COMMENTS

There were no public comments.

The motion made by Director van Dyke and seconded by Director Wallace to approve the 2016 Audited Pension Plan Financial Statements passed unanimously.

THE MEETING WAS ADJOURNED AT 5:10 P.M.

**REVISED DISTRICT BYLAWS
POST CLOSURE**

Agenda Item 7

**WEST CONTRA COSTA HEALTHCARE DISTRICT
AMENDED AND RESTATED BYLAWS**

ADOPTED

~~April 29, 2011~~ February , 2017

WEST CONTRA COSTA HEALTHCARE DISTRICT

BYLAWS

PREAMBLE

Section 1. Name.

The name of this local hospital district organization shall be the WEST CONTRA COSTA HEALTHCARE DISTRICT ("WCCHD").

Section 2. Formation.

WCCHD was formed and established November 22, 1948, by vote of the residents of the District under the terms of the Local Health eCare District Law (Statutes 1945, Chapter 923; Health and Safety Code, Division 23, Sections 32000 et seq.)

Section 3. Purpose.

The purpose of the formation of the above-mentioned healthcare district is to protect and promote the public health and general welfare by furnishing or enhancing healthcare services to all of the residents within the district as well as others who find themselves needing healthcare services while within the WCCHD.

To this end, WCCHD shall be fully empowered to receive and administer funds for the attainment of these objectives and to do any and all things authorized by law and particularly in accordance with the purposes and powers set forth in the Local Healthcare District Law and other applicable State and Federal regulations.

ARTICLE I. OFFICES

Section 1. Offices.

The principal office for the transaction of the business of WCCHD is hereby fixed ~~at Doctors Medical Center, 2000 Vale Road, San Pablo, Contra Costa County, California. Branch offices may at any time be established by the Board of Directors at any place or places within the geographical boundaries of WCCHD when necessary for the conduct of the business of the WCCHD as determined by the Board of Directors.~~

Section 2. Title to Property

The title to all property of WCCHD shall be vested in WCCHD, and the purchase or sale of property or for the investment or other disposal of trust funds which are subject to the control of WCCHD shall be accomplished by a majority vote of the Board of Directors obtained in a legally authorized meeting.

ARTICLE II. PURPOSES AND SCOPE

Section 1. Scope of Bylaws.

These Bylaws shall be known as the "District Bylaws" and shall govern the WEST CONTRA COSTA HEALTHCARE DISTRICT, its Board of Directors, and all of its affiliated and subordinate organizations and groups, ~~specifically including the Auxiliary.~~

The Board of Directors may delegate certain powers to its affiliated and subordinate organizations and groups, such powers to be exercised in accordance with the respective Bylaws of such groups. All powers and functions not expressly delegated to such affiliated and subordinate organization or groups in the Bylaws of such other organizations or groups are to be considered residual powers vested in the Board of Directors of this District.

The Bylaws of affiliated and subordinate organizations and groups, and any amendments to such Bylaws, shall not be effective until the same are approved by the Board of Directors of WCCHD. ~~The provisions of these District bylaws shall be construed to be consistent with the bylaws of the organized, self-governing Medical Staff. Except that these Bylaws shall not conflict with the bylaws of the the Medical Staff as approved by the Board of Directors, the Board of Directors may review these Bylaws and revise them as it deems appropriate.~~ In the event ~~WCCHD~~the District Bylaws are in conflict with any statute of the State of California governing Healthcare Districts, such statute shall prevail.

Section 2. Purposes.

The purposes of the District shall include, but not necessarily be limited to the following:

- (a) Within the limits of community resources, to ~~provide~~encourage and support the best facilities possible for the acute and continued care of the injured and ill, regardless of age, race, creed, or national origin.
- (b) To coordinate services of WCCHD with community agencies and ~~other~~ hospitals or facilities providing specialized health care.
- (c) To advocate for beneficial and effective health policies on behalf of the communities serviced by WCCHD.
- ~~(e)~~(d) To conduct educational and research activities essential to the attainment of its purposes.
- ~~(d)~~(e) To do any and all other acts and things necessary to carry out the provisions of the Local Health Care District ~~Hospital~~-Law.

Section 3. Profit or Gain.

There shall be no profit nor pecuniary gain, and no distribution of profits to any individual, under any guise whatsoever, nor shall there be any distribution of assets or surpluses to any individual on the dissolution of WCCHD.

Section 4. Disposition of Surplus.

Should the operation of the District result in a surplus of revenue over expenses during any particular period, such surplus may be used and dealt with by the Directors for charitable District purposes, ~~such as the establishment of free or part-free hospital beds, or for improvements hospital's facilities for the care of the sick, injured, or disabled, or for other purposes~~ not inconsistent with the Local Health Care District ~~AetLaw~~, or these ~~b~~Bylaws. The Board of Directors may authorize the disposition of any surplus property of the District by any method determined appropriate by the Board.

Section 5. Indemnification.

(a) Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she, his/her estate, or his/her personal representative is or was a Director, officer or employee, of the District, or an individual (including a medical staff appointee or committee appointee) acting as an agent of the District, or serves or served any other corporation or other entity or organization in any capacity at the request of the District while acting as a Director, officer, employee or agent of the District shall be and hereby is indemnified by the District, as provided in Sections 825 *et.seq.* of the California Government Code.

(b) Indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the State of California, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws is not inconsistent with the law of California, including Sections 825 *et.seq.* of the California Government Code.

(c) Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of or in any way connected with such person's practice of his or her profession.

ARTICLE III. DIRECTORS

Section 1. Number and Qualifications.

The Board of Directors shall consist of five (5) members, each of whom shall be a registered voter residing in WCCHD. They shall be elected as specified in the applicable sections of the Health and Safety Code and the Elections Code.

Section 2. Powers and Duties.

The Board of Directors shall have and exercise all the powers of a Healthcare District as set forth in Chapter 2, Article 2, of the Local Health Care District Law. Specifically, the Board of Directors shall be empowered, including within the framework of any specific delegations of its authority to its committees, as follows:

- (a) To control and be responsible for the management of all operations and affairs of WCCHD.
- (b) To make and enforce all rules and regulations necessary for the administration, government, protection, and maintenance of hospitals and other facilities under District jurisdiction.
- (c) To appoint an administrator of the District, a Chief Executive Officer of ~~the Hospital or other any~~ healthcare operations, and to define the powers and duties of such appointees.
- ~~(d) To oversee the Medical Staff's discharge of its rights and obligations of self-governance involving the quality of medical care at the Hospital.~~
- ~~(e)(d)~~ To delegate certain powers to ~~the Medical Staff and other~~ affiliated or subordinate organizations or committees in accordance with their respective rules or ~~B~~bylaws.
- ~~(+)(e)~~ To approve or disapprove all constitutions, bylaws, rules and regulations, including amendments thereof, of all affiliated or subordinate committees or organizations.
- ~~(g)(f)~~ To appoint, promote, demote, and remove all members of ~~the various any~~ medical staffs ~~according to the advice and recommendations of the Medical Staff.~~
- ~~(h)(g)~~ To adopt resolutions and ordinances establishing policies or rules for the operation of this District and any of its facilities. Such resolutions and ordinances shall be kept in a separate book or file and shall be available for inspection at all times. Such resolutions and ordinances shall be considered to be a part of these Bylaws.
- ~~(+)(h)~~ To designate by resolution persons who shall have authority to sign checks drawn on the funds of WCCHD.
- ~~(+)(i)~~ To do any and all other acts and things necessary to carry out the provisions of these Bylaws or of the provisions of the Local Health eCare District Law.

Section 3. Compensation.

The Board of Directors shall serve without compensation except that the Board of Directors, by a majority vote of the members of the Board, may authorize payment not to exceed one hundred dollars (\$100) per meeting, or for each committee meeting or other meeting authorized by the Board or the Chair of the Board, and not to exceed five (5) meetings a month as compensation to each member of the Board of Directors, in accordance with Section 32103 of the California Health and Safety Code, as amended.

Each member of the Board of Directors shall be allowed his/her necessary traveling and incidental expenses incurred in the performance of official business of the District pursuant to the Board's policy.

A budget for the Board of Directors educational expenses is developed each year. At least annually, the entire Board will review their travel and incidental expenses.

~~The Board may provide health and welfare benefits to its members as authorized by Government Code Sections 53201 and 53205.~~

Section 4. Vacancies.

Any vacancy upon the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors. Any person appointed to fill such vacancy shall hold office in accordance with Section 1780 of the Government Code.

ARTICLE IV. MEETING OF DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors of WCCHD shall be regularly held at least quarterly, or as needed, at a time and place to be fixed by resolution, and the Board of Directors may from time to time, by resolution, change the time and place of such regular meetings, except that if a regularly scheduled meeting should fall on a legally recognized holiday or designated accumulation of holidays, then the meeting shall be held on the next regular working day at the time and place previously set.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by the Chair of the Board of Directors or by a majority of the members of the Board of Directors by delivering personally, or by mail, written notices to each member of the Board of Directors, and to each local newspaper of general circulation, radio or TV station requesting notices in writing. Such notice must be delivered personally, or by mail, at least twenty-four (24) hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special

meeting and the business to be transacted, and shall be posted at least twenty-four (24) hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meeting by the Board.

Section 3. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 4. Adjournment.

A quorum of the Board of Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at the Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

Section 5. Public Meeting.

All meetings of the Board of Directors, whether regular, special or adjourned, shall be open to the public; provided, however, that the foregoing shall not be construed to prevent the Board of Directors from holding closed sessions pursuant to laws applicable to its meetings. To the extent not in violation with the Ralph M. Brown Act or the California Public Records Act, and California Health and Safety Code Section 32155, any information and reports protected from discovery by California Evidence Code Section 1157 that are provided to the Board of Directors ~~by the Medical Staff~~ shall be presented and discussed in closed sessions, maintained as confidential and not released except as required by applicable laws.

Section 6. Emergency Meeting.

Emergency meetings of the Board of Directors may be held, without notice or the posting of an agenda, in the event of an emergency situation, which is defined as either a work stoppage or other activity which severely impairs public health, safety or both, or in the alternative is a crippling disaster which severely impairs public health, safety or both. However, notice shall be as specified in Section 54956.5 of the Government Code to newspapers, radio stations or television stations which have requested notice of special meetings.

Section 7. Agendas.

Agendas must be posted at least seventy-two (72) hours prior to the commencement of a regular meeting in such location as is freely accessible to members of the public. No action may be taken on any item which does not appear on the posted agenda, except as otherwise permitted by law.

Section 8. Public Input.

Every agenda shall provide an opportunity for members of the public to directly address the Board on items of public interest that fall within the Board's jurisdiction. The Board may adopt reasonable regulations to ensure such opportunity but limiting the time allocated for such testimony both as to subject matter and speaker, and the appropriate place on the agenda.

Section 9. Scope of Motions and Resolutions

The decisions of the Board establishing general rules or procedures of the District and/or procedures affecting the Directors shall be by motion or resolution. All motions or resolutions become effective at the time voted upon affirmatively by a majority of the Directors voting at the time the vote is taken.

ARTICLE V. OFFICERS

Section 1. Officers.

The officers of the Board of Directors shall be a Chair, ~~a~~-Vice Chair, Treasurer, Secretary, and ~~an~~-Assistant Secretary.

Section 2. Election of Officers.

The officers of the Board of Directors shall be chosen by said Board of Directors at its first regular meeting of each calendar year, and each officer shall hold office for one (1) year, or until his/her successor shall be elected and qualified, or until he/she is otherwise disqualified to serve. ~~The officers shall rotate by election of the Vice Chair as Chair, the Treasurer as Vice Chair, and the Secretary as Treasurer, and the Assistant Secretary as Secretary. The past Chair shall assume the office of Assistant Secretary.~~

Section 3. Chair.

The Chair:

- (a) Shall preside over all meetings of the Board of Directors and shall review all requested agenda items submitted to the Chair and management pursuant to any written policies adopted by the Board.
- (b) Shall sign as Chair, and with the attestation of the Secretary shall execute in the name of WCCHD, all contracts and conveyances, and all other instruments in writing requiring his/her signature and as authorized by the Board of Directors.
- (c) Shall have, subject to the advice and control of the Board of Directors, or as specifically delegated by the Board, general responsibility for the affairs of the District and the role of liaison with management of the affairs of WCCHD during his/her term of office, and generally shall discharge all other duties which shall be required of the Chair by the Bylaws of the District or adopted policies of the Board.

(d) Shall appoint or remove members of standing (~~other than the Governing Body~~) or ad hoc committees subject to approval by the Board of Directors.

Section 4. Vice Chair.

In the absence of the President, the Vice Chair shall act and perform all such duties which may be prescribed for the office of the Chair.

Section 5. Secretary.

The Secretary shall keep, or cause to be kept, accurate and complete minutes of all meetings, call meetings on order of the Chair, attend to, or cause to be attended to, all correspondence of the Board, attest the signature of the Chair, the Administrator, or Chief Executive Officer, when required and/or authorized by Board action, on contracts and conveyances and all other instruments as outlined in Section 3 of this Article, and perform such other duties as ordinarily pertain to his/her office. The Secretary shall also ascertain that all accounting records and such other records as required by various governing and licensing agencies are maintained in accordance with these Bylaws, the Directors and good business practice. The Secretary may oversee and rely on ordinary delegations of authority to management to undertake or assist with these duties.

The Secretary shall, in the event of absence of the Vice Chair, exercise all the powers and perform all the duties herein given to the Vice Chair.

Section 6. Assistant Secretary. The Assistant Secretary shall have all the powers and duties of the Secretary in the absence of the Secretary, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 67. Treasurer.

The Treasurer shall oversee the maintenance of the financial records of WCCHD and oversee preparation of such financial reports as are required by the Board, the Administrator, or the Chief Executive Officer. He/She shall have the responsibility for the safekeeping and disbursal of funds in the treasury of the District in accordance with the provisions of the "Local Health eCare District Law" and in accordance with resolutions, procedures and directions as the Board of Directors may adopt; and he/she shall perform such other duties as they pertain to this office and as prescribed by the Board of Directors. The Treasurer may oversee and rely on ordinary delegations of authority to management to undertake or assist with these duties.

Section 78. Other Officers.

The Board of Directors may create such other offices as the business of WCCHD may require, and the holder of each such office shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board of Directors may from

time to time determine. Such additional offices may be filled either by members or nonmembers of the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. Ad Hoc Committees-Appointments.

~~The Chair of the Board may at his/her discretion appoint ad hoc advisory committees of the Board, consisting of no more than two (2) members of the Board of Directors, to examine any issue or undertake any task, as assigned by the Chair or the Board of Directors.~~

~~The Chair, with the concurrence of the Board, shall appoint each year members of the Board of Directors to positions to each of the regular standing committees of the Board of Directors, other than the Governing Body. The appointment of District staff members will be determined by recommendations of the Administrator or Chief Executive Officer with the concurrence of the Board.~~

~~There shall be two (2) Standing committees of the Board of Directors; Bylaws and the Governing Body. (a) The Planning and Bylaws Committee shall be made up of two Board members and staffed by the Hospital's Legal Counsel and appropriate management representatives selected by the Board. It shall meet to review and, if necessary, recommend revisions to the District Bylaws and review and make recommendations concerning strategic plans and the exercise of District Board reserved powers. The committee shall meet at least annually, or more often as needed. The Chair of the Board shall designate a Chair of this Committee.~~

~~(b) The Governing Body shall be made up of the following persons:~~

- ~~(1) Five (5) District representatives, who shall be the current members of the District Board, and who shall serve *ex officio*;~~
- ~~(2) Four (4) County representatives who shall be the Board of Supervisors; District One representative, the County Health Services Officer or his/her designee, the County Public Health Director or his/her designee, and the County Health Services Chief Financial Officer or his/her designee;~~
- ~~(3) Two (2) representatives of the medical staff of the hospital nominated by the Medical Executive Committee and approved by a majority of the remainder of the Governing Body. The MEC shall nominate three medical staff members and the Governing Body, excluding the existing medical staff representatives, shall select two as members and designate a third as an alternate. The medical staff representatives shall serve one year terms.~~

~~The powers of the Governing Body are delegated and specified by the Board pursuant to the terms of the Tax Exchange Agreement between Contra Costa~~

~~County and WCCHD dated April 5, 2011. The Governing Body shall have overall administrative and professional responsibility for the Hospital. The Governing Body is organized to serve as the governing body of the hospital, as that term is used in Sections 70000 et seq. of Title 22 of the California Code of Regulations (respecting licensure and regulation of acute care hospitals). The Governing Body shall have all powers and responsibilities required to be reserved to the board of directors of a licensed acute care hospital by the State of California and the Joint Commission ("JC") that cannot under law or JC standards be properly delegated. The powers and duties delegated by the Board to the Governing Body and the rules governing meetings of the Governing Body are more specifically set forth in the WCCHD Governing Body Bylaws (the "Governing Body Bylaws") adopted by the District Board and attached and incorporated hereto to these Bylaws. All powers and duties of the Governing Body identified in these Bylaws have been delegated to the Governing Body by the District Board in accordance with the Governing Body Bylaws, and such delegation of authority shall remain in existence during the term of any tax transfer agreement between the West Contra Costa Healthcare District and Contra Costa County.~~

Section 2. Committee Reports.

All committees shall maintain a written record of its proceedings, recommendations, and actions, and shall submit either a written or oral report to the Board, as directed.

Section 3. Power.

No committee so appointed shall have any power or authority to commit the Board of Directors of WCCHD; ~~provided, however, that the Governing Body may commit WCCHD to the extent specified in the Governing Body Bylaws pursuant to the Authority delegated to the Governing Body herein by these Bylaws and the Bylaws of the Governing Body attached to these Bylaws and approved by WCCHD Board of Directors, and as may be amended from time to time as authorized by the Governing Body Bylaws.~~

ARTICLE VII. ADMINISTRATOR / CHIEF EXECUTIVE OFFICER

Section 1. Appointment.

The Board of Directors shall, if it chooses, appoint an Administrator of the District Board's affairs to serve as Chief Executive Officer. ~~The Governing Body shall select and nominate, and the District Board of Directors shall ratify, the selection and employment of a competent, experienced Chief Executive Officer who shall be the Governing Body's direct representative in the management of the hospital. The Chief Executive Officer of the Hospital shall be given the necessary authority and shall be held responsible for the administration of the Hospital in all of its departments, subject only to the policies enacted by the Board of Directors or by any of its committees to which it has delegated power to act. The Governing Body shall~~

~~establish eligibility criteria for the employment of a Chief Executive Officer and shall have the specific authority to terminate the employment of the Chief Executive Officer on behalf of the Hospital and District.~~

Section 2. Duties.

The Chief Executive Officer shall have the following authority:

- ~~(a) To perfect and submit to the Governing Body for approval a plan of organization of the personnel and others concerned with the operation of the hospital;~~
- (ba) To select, employ, control, and discharge all employees or consultants authorized by the District;
- ~~(e) To supervise the maintenance and repair of the building, equipment and grounds of the Hospital and District;~~
- (db) To supervise all business affairs, such as the records of financial transactions, collection of accounts and purchase and issuance of supplies and collection and expenditure of all funds;
- ~~(e) To cooperate with the medical staff and secure like cooperation on the part of all those concerned with rendering professional service to the goal that the patients may receive the best possible care;~~
- ~~(f) To submit regularly to the Governing Body or its authorized committees periodic reports showing the professional service and financial activities of the hospital and prepare and submit any special reports that may be required by the Governing Body;~~
- ~~(g) To attend all meetings of the Governing Body and its committees when so directed;~~
- ~~(h) To perform any of the duties that may be necessary in the best interest of the hospital;~~
- ~~(i) To attend those hospital, association or meetings and/or programs that will enhance and broaden the scope of the Chief Executive Officer's skills so as to increase his/her value to the hospital;~~
- ~~(j) To plan and implement such programs that will improve the professional services of the hospital, enhance the public image of the hospital, increase the professional utilization of the hospital and its facilities, and strive toward standards that will be acceptable to the Joint Commission;~~

- (k) — To the best of his/her ability, to keep fully informed on laws related to hospitals and keep current all permits and licenses required by law;
- (l) — To promote the maintenance of medical records that will satisfy the requirements of the laws of the State of California, always maintaining the highest standards practiced generally in hospitals, and to retain possession and custody of all medical records in accordance with general hospital practice;
- (m) — To do any and all things possible toward protecting patients in this hospital from injury, neglect and/or embarrassment at the hand of any person attending or serving patients in the hospital from any cause;
- (n) — To keep the Governing Body fully informed as to the insurance needs of the hospital and to work closely with hospital insurance carriers both toward keeping claims at a minimum and toward seeking favorable insurance rates;
- (o) — To act for the hospital, when authorized, in matters of public relations as in releasing public statements of information for press or radio and in public appearances and community agency participation;
- (p) — To act for the hospital in developing plans for safety, for fire and handling casualties in times of disaster acceptable to the California State Department of Health and shall coordinate these with activities of the Medical Staff;
- (q) — To carry out all policies established by the Governing Body, and the District Board of Directors when exercising actions described herein, or duly authorized committees of the Governing Body; and
- (r) — To do any and all things possible to protect the Hospital from legal action or liability.

ARTICLE VIII. MEDICAL STAFF

Section 1. ESTABLISHMENT OF A MEDICAL STAFF

There shall be a Medical Staff for the Hospital established in accordance with the requirements of the Local Healthcare District Law (H. & Safety Code 32000, *et. seq.*), whose membership shall be comprised of all physicians, dentists and podiatrists who are duly licensed and privileged to admit or care for patients in the Hospital. The Governing Body shall appoint the Medical Staff, which shall be an integral part of the Hospital. The Medical Staff function in accordance with the Medical Staff Bylaws, Rules and Regulations and Policies that have been approved by the Medical Staff and by the Governing Body.

The Medical Staff shall be represented before the Governing Body as described in Article VI of these Bylaws and shall be afforded full access to the Governing Body through the Board's regular

meetings and committees as described herein. The Medical Staff, through its officers, department chiefs, and committees, shall be responsible and accountable to the Governing Body for the discharge of those duties and responsibilities set forth in the Medical Staff's Bylaws, Rules and Regulations, and Policies and as delegated by the governing body from time to time.

Section 2. — BYLAWS, RULES AND REGULATIONS

The Medical Staff is responsible for the development, adoption, and periodic review of the Medical Staff Bylaws and Rules and Regulations, consistent with these District Bylaws, applicable laws, government regulation, and accreditation standards. The Medical Staff Bylaws, Rules and Regulations and all amendments thereto, shall become effective upon approval by the Medical Staff and the Governing Body. Whenever there is a reference in the Medical Staff Bylaws, Rules and Regulations, to the "Board of Directors" or "Governing Body," that term shall refer to and be considered as the WCCHD Governing Body described in Article VI, Section 1(b) of these Bylaws.

Section 3. — GOVERNING BODY ACTION ON MEMBERSHIP AND CLINICAL

PRIVILEGES

- (a) Medical Staff Responsibilities: The Medical Staff is accountable to the Governing Body for the quality of care, treatment and services rendered to patients in the Hospital. The Medical Staff shall be responsible for investigating and evaluating matters relating to Medical Staff membership status, clinical privileges, and corrective action, except as provided in Section 3(d). The Medical Staff adopt and forward to the Governing Body or committee of the Governing Body specific written recommendations, with appropriate supporting documentation, that will allow the Governing Body to take informed action. When the Governing Body does not concur with a Medical Staff recommendation, the matter shall be processed in accordance with the Medical Staff Bylaws and applicable law before the Governing Body renders a final decision. The Governing Body shall act on recommendations of the Medical Staff within the period of time specified in the Medical Staff Bylaws or Rules and Regulations, or if no time is specified, then within a reasonable period of time. However, at all times the final authority for appointment to membership on the Medical Staff of the Hospital remains the sole responsibility and authority of the Governing Body.
- (b) Criteria for Governing Body Action: The process and criteria for acting on matters affecting Medical Staff membership status and clinical privileges shall be as specified in the Medical Staff Bylaws.
- (c) Terms and Conditions of Staff Membership and Clinical Privileges: The terms and conditions of membership status in the Medical Staff, and the scope and exercise of clinical privileges, shall be as specified in the Medical Staff bylaws unless otherwise specified in the notice of individual appointment following a determination in accordance with the Medical Staff Bylaws.

~~(d) Initiation of Corrective Action and Suspension: Where in the best interests of patient safety, quality of care, or the Hospital staff, the Governing Body may take action subject to the standard and procedures in the Medical Staff Bylaws, Rules and Regulations, and applicable law.~~

~~The Chief Executive Officer may summarily suspend or restrict clinical privileges of any Medical Staff member subject to the standards and procedures in the Medical Staff Bylaws, Rules and Regulations and applicable law.~~

~~(e) Fair Hearing and Appellate Procedures: The Medical Staff Bylaws shall establish fair hearing and appellate review mechanisms in connection with Staff recommendations for the denial of Staff appointments, as well as denial of reappointments, or the curtailment suspension or revocation of privileges. The hearing and appellate procedures employed by the Governing Body upon referral of such matters shall be consistent with the Local Healthcare District Law at Section 32150 *et. seq.* of the Health & Safety Code and those specified in the Medical Staff Bylaws, Rules and Regulations.~~

~~Section 4. ACCOUNTABILITY TO THE GOVERNING BODY~~

~~The Medical Staff shall conduct and be accountable to the Governing Body for conducting activities that contribute to the preservation and improvement of quality patient care and safety in the Hospital.~~

~~Section 5. DOCUMENTATION~~

~~The Governing Body shall receive and act upon the findings and recommendations emanating from the activities required by Section 4. All such findings and recommendations shall be in writing and supported and accompanied by appropriate documentation upon which the Governing Body can take appropriate action.~~

ARTICLE ~~IX~~VIII. SEAL

The Board of Directors shall have the power to adopt a form of corporate seal, and to alter it at its pleasure.

ARTICLE IX. COMPLIANCE WITH LAW AND INTERNAL REVENUE CODE

No part of the net earnings of WCCHD shall inure to the benefit of or be distributable to its directors, officers, employees or other private persons, except that WCCHD shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the PREAMBLE hereof.

No substantial part of the activities of WCCHD shall be the carrying on of propaganda or otherwise attempting to influence legislation and WCCHD shall not 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. Notwithstanding any other provisions of these bylaws, WCCHD shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (b) by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue code or any corresponding section of a future Federal Tax Code; or by a Local ~~Hospital~~ Healthcare District organized pursuant to Section 32000 et seq. of the Health and Safety Code of the State of California.

ARTICLE XI. DISSOLUTION

WCCHD may dissolve in accordance with the provisions of Section 56360 et seq. of the Government Code of the State of California. Its assets must be distributed either pursuant to the Health and Safety Code of the State of California to nonprofit organizations for the exempt purposes described in Section 3 of the PREAMBLE; or to a governmental unit of the State of California for a public purpose as close as possible to the purpose described in Section 3 of the PREAMBLE.

Should the ultimate distribute~~ion~~ of the assets of WCCHD on dissolution be other than to a governmental unit of the State of California, the distributee must be one that would qualify and would be exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code at the time the dissolution takes place.

XII. AMENDMENTS

These Bylaws may be amended by affirmative vote of a majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors, provided a full statement of such proposed amendment shall have been sent to each Board member not less than forty-eight (48) hours prior to the meeting.

Affirmative action may be taken to amend these Bylaws by unanimous vote of the entire Board membership at any regular or special meeting of the Board of Directors, in which event the provision for forty-eight (48) hours notice shall not apply.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of WEST CONTRA COSTA HEALTHCARE DISTRICT.

2. That the foregoing Bylaws comprising _____ () pages constitute the Bylaws of said organization as duly amended at a meeting of the Board of Directors thereof duly held on the _____ day of _____, 2017.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

DATED: _____, 2017.

Secretary, Board of Directors
WEST CONTRA COSTA HEALTHCARE DISTRICT

B0050001/4812-7762-3616-1

**RESOLUTION ACCEPTING
COMCAST EASEMENT
QUITCLAIM DEED**

Agenda Item 8

WEST CONTRA COSTA HEALTHCARE DISTRICT

RESOLUTION NO. 2017-03

RESOLUTION ACCEPTING COMCAST QUITCLAIM DEED

RESOLVED, by the Board of Directors (the "Board") of the West Contra Costa Healthcare District, Contra Costa County, California (the "District"), as follows:

WHEREAS, pursuant to Section 32121 (c) of the California Health and Safety Code, the District has the power to buy and sell interests, including leaseholds and easements, in real property; and

WHEREAS, the District previously granted Comcast an easement on the District's real property occupied by Doctors Medical Center ("DMC") in the City of San Pablo, for the purpose of installing cables and equipment to provide broadband services to DMC, by that certain Grant of Easement dated September 13, 2007 and recorded November 1, 2007 as Document No. 2007-0306281-00 in the Official Records of Contra Costa County (the "Easement"); and

WHEREAS, the terms of the Easement state that it will "run with the land for so long as [Comcast] provides broadband service to the Property"; and

WHEREAS, the District has closed DMC and discontinued its use of Comcast's broadband services; and

WHEREAS, the District requested that Comcast give up the Easement so it may be removed from title to DMC, and Comcast has provided the Quitclaim Deed to Terminate, Extinguish and Release Interests in Real Property attached hereto as Exhibit A (the "Comcast Quitclaim"), which conveys to the District all of Comcast's interest in the DMC property obtained by the Easement;

NOW, THEREFORE, the Board of Directors hereby DECLARES and ORDERS, as follows:

1. The Board of Directors of the West Contra Costa Healthcare District accepts Comcast's relinquishment and conveyance of its interest in the DMC property obtained by the Easement.
2. The Board directs and authorizes the Chair of the Board or the District's Chief Executive Officer to execute the Certificate of Acceptance attached hereto as Exhibit B and record the Comcast Quitclaim.
3. This Resolution shall take effect upon its adoption by this Board.

PASSED AND ADOPTED this 23rd day of March, 2017, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Nancy Casazza, Chair of the Board of Directors
West Contra Costa Healthcare District

Bill van Dyk, Secretary of the Board of Directors
West Contra Costa Healthcare District

Secretary's Certification

I, the undersigned Secretary of the West Contra Costa Healthcare District, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted by the Board of Directors of the District at a meeting thereof held on the 23rd day of March, 2017.

Bill van Dyk, Secretary of the Board of Directors
West Contra Costa Healthcare District

EXHIBIT A
COMCAST QUITCLAIM DEED

EXHIBIT B

CERTIFICATE OF ACCEPTANCE

CERTIFICATE OF ACCEPTANCE
(Government Code Section 27281)

This is to certify that the interest in real property conveyed by the Quitclaim Deed to Terminate, Extinguish and Release Interests in Real Property dated January 30, 2017 from Comcast of East Fernando Valley, LP, a California limited partnership, to the West Contra Costa Healthcare District, a political subdivision of the State of California ("District") is hereby accepted by the undersigned officer on behalf of the District pursuant to the authority conferred by Resolution 2017-03 adopted by the Board of Directors of the District on March 23, 2017, and the District consents to recordation thereof by its duly authorized officer.

Dated: March 23, 2017

By: Nancy Casazza
Its: Chair