BOARD HUMAN RESOURCES COMMITTEE MEETING
AGENDA
Wednesday, June 9, 2021
5:00 pm Meeting
Meeting participation to be Virtual pursuant to California Governor Newson’s Executive Order N-29-20
-Please see meeting log-in information below-

<table>
<thead>
<tr>
<th></th>
<th>Time</th>
<th>Form A Page</th>
<th>Target</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>CALL TO ORDER</td>
<td>5:00</td>
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<tr>
<td>2.</td>
<td>ESTABLISHMENT OF QUORUM</td>
<td>5:01</td>
<td>1</td>
</tr>
<tr>
<td>3.</td>
<td>PUBLIC COMMENTS</td>
<td>5:16</td>
<td>15</td>
</tr>
<tr>
<td>4.</td>
<td>AGENDA ITEMS</td>
<td>5:16</td>
<td>0</td>
</tr>
<tr>
<td>5.</td>
<td>STANDING ITEM: Human Resources Department Showcase</td>
<td>5:41</td>
<td>15</td>
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<tr>
<td>6.</td>
<td>STANDING ITEM: Human Resources General Update</td>
<td>5:56</td>
<td>15</td>
</tr>
<tr>
<td>7.</td>
<td>ADJOURN FOR CLOSED SESSION</td>
<td>5:57</td>
<td>1</td>
</tr>
<tr>
<td>a.</td>
<td>Pursuant to California Government Code §54957.6 - Review Palomar Health’s position and instruct its designated representatives regarding the compensation, fringe benefits and working conditions for represented employees – Conference with Labor Negotiator. Palomar Health designated representative: Daniel Kanter</td>
<td>6:12</td>
<td>15</td>
</tr>
<tr>
<td>8.</td>
<td>RE-ADJOURNMENT TO OPEN SESSION</td>
<td>6:13</td>
<td>1</td>
</tr>
<tr>
<td>9.</td>
<td>ACTION RESULTING FROM CLOSED SESSION, IF ANY</td>
<td>6:14</td>
<td>1</td>
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<tr>
<td>10.</td>
<td>PUBLIC COMMENTS</td>
<td>6:29</td>
<td>15</td>
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<tr>
<td>11.</td>
<td>STANDING ITEM: BOARD MEMBER COMMENTS/AGENDA ITEMS FOR NEXT MEETING</td>
<td>6:39</td>
<td>10</td>
</tr>
<tr>
<td>12.</td>
<td>FINAL ADJOURNMENT</td>
<td>6:40</td>
<td>1</td>
</tr>
</tbody>
</table>

Board Human Resources Committee Members --**Voting Member

**Terry Corrales, RN, Chair
**Laura Barry, Director
**John Clark, Director
**Laurie Edwards-Tate, 1st Board Alternate

Diane Hansen, President & CEO
Geoff Washburn, Chief Human Resources Officer
Mel Russell, CNO - PMC Escondido
Joyce Volsch, CNO - PMC Poway
Virginia Barragan, VP - Continuum Care
Trischa Turner, VP - Perioperative Services

NOTE: If you have a disability, please notify us by calling 760.740.6333, 72 hours prior to the event so that we may provide reasonable accommodations
*Asterisks indicate anticipated action. Action is not limited to those designated items.
1 5 minutes allowed per speaker with a cumulative total of 15 minutes per group. For further details & policy, see attachment.
PLEASE JOIN THE MEETING FROM YOUR COMPUTER, TABLET OR SMARTPHONE

https://global.gotomeeting.com/join/898695565
Access Code: 898-695-565

PLEASE MUTE YOUR MICROPHONE UPON ENTERING THE VIRTUAL MEETING ROOM

New to GoToMeeting? Download the app at:
https://global.gotomeeting.com/install/931660845
TO: Board Human Resources Committee

MEETING DATE: Wednesday, June 9, 2021

FROM: Carla Albright, Board Administration Staff

Background: Minutes from the Wednesday, March 10, 2021, Board Human Resources Committee meeting are respectfully submitted for approval.

Budget Impact: N/A

Staff Recommendation: Recommendation to approve the Wednesday, March 10, 2021, Board Human Resources Committee minutes.

Committee Questions:

COMMITTEE RECOMMENDATION:

Motion: X

Individual Action:

Information:

Required Time:
TO: Board Human Resources Committee

MEETING DATE: Wednesday, June 9, 2021

FROM: Carla Albright, Board Administration Staff

**Background:** Succession Policy, Lucidoc 21780, edits and revisions are respectfully submitted for approval to Board Human Resources Committee

**Budget Impact:** N/A

**Staff Recommendation:** Recommendation to approve the Succession Policy, Lucidoc 21780, edits and revisions as submitted

**Committee Questions:**

**COMMITTEE RECOMMENDATION:**

Motion: X

Individual Action:

Information:

Required Time:
ADDENDUM A
# BOARD HUMAN RESOURCES COMMITTEE MEETING

**ATTENDANCE ROSTER - CALENDAR YEAR 2021**

<table>
<thead>
<tr>
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<tbody>
<tr>
<td>TERRY CORRALES, RN, CHAIR</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
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<tr>
<td>LAURA BARRY, DIRECTOR</td>
<td></td>
<td>X</td>
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<td>JOHN CLARK, DIRECTOR</td>
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<td>X</td>
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<tr>
<td>LAURIE EDWARDS-TATE, 1st BOARD ALTERNATE</td>
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</table>

| Staff Attendees               |           |          |          |           |
| DIANE HANSEN, PRESIDENT & CEO |           | X        |          |           |
| GEOFF WASHBURN, CHIEF HR OFFICER |          | X        |          |           |
| JOYCE VOLSCH, CNO, PMC POWAY   |           |          | X        |           |
| MEL RUSSELL, CNO, PMC ESCONDIDO |          |          | X        |           |
| VIRGINIA BARRAGAN, VP, CONTINUUM CARE | |          | X        |           |
| TRISCHA TURNER, VP, PERIOP SERVICES | |          | X        |           |

*Special Session*
**Board Human Resources Committee Meeting Minutes – Wednesday, March 10, 2021**

<table>
<thead>
<tr>
<th>AGENDA ITEM</th>
<th>CONCLUSION/ACTION</th>
<th>FOLLOW UP / RESPONSIBLE PARTY</th>
<th>FINAL?</th>
</tr>
</thead>
<tbody>
<tr>
<td>• DISCUSSION</td>
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</table>

**NOTICE OF MEETING**

Notice of Meeting was posted at the Palomar Health Administrative Office; also posted with agenda packet on the Palomar Health website on Wednesday, March 3, 2021.

1. **CALL TO ORDER**

The meeting, which was held virtually and was called to order at 5:01 p.m. by Committee Chair Terry Corrales.

2. **ESTABLISHMENT OF QUORUM**

- Quorum comprised of Directors Terry Corrales, Laura Barry and John Clark
- Excused Absences: None

3. **PUBLIC COMMENTS**

- There were no public comments
## BOARD HUMAN RESOURCES COMMITTEE MEETING MINUTES – WEDNESDAY, MARCH 10, 2021

### AGENDA ITEM

- **Discussion**

### 4. FOLLOW-UP ITEMS, IF ANY

<table>
<thead>
<tr>
<th>Agenda Item</th>
<th>Conclusion/Action</th>
<th>Follow Up / Responsible Party</th>
<th>Final?</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Minutes: Board Human Resources Committee Meeting – Wednesday, November 18, 2020</td>
<td><strong>MOTION:</strong> by Director Clark, 2nd by Director Barry and carried to approve the minutes from the Wednesday, November 18, 2020, Board Human Resources Committee Minutes as presented.</td>
<td>N/A</td>
<td>Y</td>
</tr>
<tr>
<td></td>
<td>Corrales - Aye</td>
<td>Barry - Aye</td>
<td>Clark - Aye</td>
</tr>
<tr>
<td></td>
<td>Opposed: None</td>
<td></td>
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</tbody>
</table>

- None
**AGENDA ITEM**

<table>
<thead>
<tr>
<th>5. AGENDA ITEMS</th>
<th>CONCLUSION/ACTION</th>
<th>FOLLOW UP / RESPONSIBLE PARTY</th>
<th>FINAL?</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Adopt Committee Meeting Schedule for Calendar Year 2021</td>
<td>a. MOTION: by Director Barry, 2nd by Director Corrales and carried to adopt the meeting resolution for calendar year 2021 for Board Human Resources Committee as presented.</td>
<td>Submit BHRC Calendar Resolution to Board of Directors for approval</td>
<td>Y</td>
</tr>
</tbody>
</table>

- Director Clark asked for clarification on the frequency of the Board Human Resources Committee for calendar year 2021
- Diane Hansen, CEO, noted looking at the cancellation rate of this committee over the last calendar year, this meeting did not need to be held monthly
- Geoff Washburn, CHRO, noted information would be more current quarterly and not repetitive as it is monthly.
- Director Corrales noted if secondary meetings are needed beyond the set quarterly meetings, they can be added as needed

*Director Clark lost power during the discussion and roll call vote, returned to meeting during Item 5b*
## Board Human Resources Committee Meeting Minutes – Wednesday, March 10, 2021

<table>
<thead>
<tr>
<th>Agenda Item</th>
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<th>Final?</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Discussion</td>
<td>b. Review By-Laws of Palomar Health, Article VIII, B, 4 a-d</td>
<td></td>
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<td></td>
<td>b. <strong>MOTION:</strong> by Director Clark, 2nd by Director Barry and carried to approve suggested edits and member additions as submitted. Motion to be moved to Board Governance for approval.</td>
<td>Submit by-laws of Palomar Health, Article VIII, B, 4 a-d to Board Governance for approval.</td>
<td>Y</td>
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<tr>
<td></td>
<td>Corrales - Aye</td>
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<td></td>
<td>Barry - Aye</td>
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<td></td>
<td>Clark - Aye</td>
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<td></td>
<td>Opposed: None</td>
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<td></td>
<td>• Geoff Washburn, CHRO, clarified the edits to the by-laws for the committee</td>
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### BOARD HUMAN RESOURCES COMMITTEE MEETING MINUTES – WEDNESDAY, MARCH 10, 2021

<table>
<thead>
<tr>
<th>AGENDA ITEM</th>
<th>CONCLUSION/ACTION</th>
<th>FOLLOW UP / RESPONSIBLE PARTY</th>
<th>FINAL?</th>
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</table>

- **DISCUSSION**

#### 6. STANDING ITEM: HUMAN RESOURCES DEPARTMENT STAFF FEATURE

Geoff Washburn, CHRO, introduced Kathryn Henderson, Senior Manager, Compensation and Benefits to the Board. Kathryn presented the 2021 Palomar Health self-funded medical plan to the committee. The presentation noted why the change, the benefit of a self-funded model, and how we compare to within the industry. Enhanced benefits for our employees include expansion of the mental health network and expanded disease management programs. Director Corrales is impressed by the multitude of benefits available to our employees and thanked Kathryn for the progressive program.

#### 7. STANDING ITEM – HUMAN RESOURCES GENERAL UPDATE

Geoff Washburn, Vice President Human Resources, presented employee demographic highlights, turnover trends, contract labor, PTO usage, and vacancy trends with the Board. Geoff noted Talent Acquisition has a current time to fill of 34 days, where the national average is 62 – 65 days to fill. Reflecting on the last year, health and wellness of staff is a priority. The district offers free wellness classes two times a day to all staff virtually currently. Geoff also introduced Daniel Kanter, General Counsel, with an expertise in labor and employee relations, has joined Palomar Health. Daniel thanked the board members and administration and looks forward to supporting the organization. Director Barry inquired due to COVID and children not being in school, was that affecting employees taking personal time off. Geoff noted the district thought it would be a significant issue, but actually was very minimal and staff adapted readily to the situation. Geoff also shared Human Resources is looking at a child and adult care program that will provide possible significant cost reductions for staff.
**Board Human Resources Committee Meeting Minutes – Wednesday, March 10, 2021**

<table>
<thead>
<tr>
<th>Agenda Item</th>
<th>Conclusion/Action</th>
<th>Follow Up / Responsible Party</th>
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</thead>
<tbody>
<tr>
<td>• Discussion</td>
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<tr>
<td>8. Public Comments</td>
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<tr>
<td>• There were no public comments</td>
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<tr>
<td>13. Standing Item: Board Member Comments/Agenda Items For Next Meeting</td>
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<td>• Directors Corrales, Clark and Barry inquired about union contract negotiations. Geoff Washburn noted updates go to the Board of Directors. Daniel Kanter recommended some options to keep board members informed throughout the negotiation process.</td>
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<td>14. Final Adjournment</td>
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<td>There being no other business, Chair Terry Corrales adjourned the meeting at 6:01 p.m.</td>
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</table>

**Committee Chair**

Terry Corrales, RN

**Signatures:**

**Committee Chair**

Terry Corrales, RN

**Committee Admin**

Carla Albright
ADDENDUM B
I. PURPOSE:

A. The Board of Directors of Palomar Health believes that it is good business practice to promulgate and maintain a “Succession Plan” for its Chief Executive Officer and senior management leadership team. Therefore, it has adopted the following policy to assist the Board in the event of:

1. An immediate vacancy, unanticipated short-term or long-term caused by the death or extended disability of the Chief Executive Officer; or key member of the management team.
2. An impending vacancy that will occur within several months caused by a notice of resignation.
3. An anticipated vacancy from a long-term notice by the Chief Executive Officer or member of the senior management team due to resignation or retirement.

B. The intent of this policy is to provide clarity to the transition process, with minimal disturbance to the performance and effectiveness of the Health District, subsidiaries and related organizations.

C. It is the further intent of this policy to encourage and enhance the professional growth and development of the Leadership Team. This may take the form of guidance, mentorship, consultation, support and outside educational programs.

II. DEFINITIONS:

III. TEXT / STANDARDS OF PRACTICE:

1. It is the responsibility of the Chief Executive Officer of the District in consultation with the Board Chair to develop and maintain this plan and to review such with the Board on an annual basis as part of the incumbent's performance evaluation.

Chief Executive Officer incapacitation for more than thirty days but less than one year:

1. In the event of incapacitation of the Chief Executive Officer, the situation will be evaluated by the Chair and Vice-Chair of the Board in consultation with the Chiefs of Staff of Palomar Medical Center and Pomerado Hospital, Palomar Medical Center-Poway, and in turn, the full Board to determine the level of incapacitation and the need for the immediate appointment of an interim Chief Executive Officer.

2. Appropriate arrangements will be made through the District's legal counsel and Chief Financial Officer for the interim Chief Executive Officer to have the necessary signing authority where required.

3. Further, a communications plan will be developed by the Board Chair in consultation with the Chief Director of Marketing and Communications Officer to notify senior management, Board members, members of the Leadership Council, Medical Staff and others in regard to the temporary appointment should such need be made.
4. At the appropriate time during the period of incapacitation, the Board Chair, in consultation with the Chief Vice President of Human Resources Officer, will determine whether the incapacitation is temporary or permanent.

   a. If temporary, the interim Chief Executive Officer will continue in that role until the determination is made that the Chief Executive Officer is in a position to resume her/his original role.

   b. If permanent, the members of the Board will confer on the process to select and appoint a Search Committee to initiate the search for a new Chief Executive Officer.

5. Once a determination has been made, it will be the responsibility of the Board Chair to communicate the plan of action with the District leadership, medical staffs, foundation, and employees the plan of action to be initiated in search of the new Chief Executive Officer. This may take the form of hot lines, special newsletters, e-mails, telephone calls, etc.

6. External audiences to be notified of the plan of action will include community and business leaders in the District, members of the press, affiliates and partners of Palomar Health, including Kaiser Permanente Rady Children’s Hospital, UCSD and social service agencies associated with the District.

7. During this period the Chief Marketing and Communications Officer will serve as the spokesperson for the District. All requests for information will be directed through this individual.

8. In the event of temporary incapacitation of the Chief Executive Officer, the following list identifies the positions and order that may be considered by the Board to fill the role for the period of the Chief Executive Officer’s incapacitation.

   Chief Financial Officer;

   Chief Administrative Operations Officer – Palomar Medical Center; Chief Administrative Officer – Pomerado Hospital; Chief Administrative Officer – Palomar Health Downtown Campus; Chief Nurse Executive;

   Other members of the senior leadership team.

C. Incapacitation of a member of the Executive Management Team.

   1. The Chief Executive Officer will determine the level and extent of incapacitation of a member of the Executive Management Team in consultation with the Chief Human Resources Officer.

   2. Should it be required that an interim Executive Management Team member be named, the Chief Executive Officer, after consultation with Board leadership, shall name an individual to fill the position.

   3. The following table identifies positions that may be considered in filling key divisional roles:

   Table 1

<table>
<thead>
<tr>
<th>Position</th>
<th>Interim Officer</th>
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<tbody>
<tr>
<td>Chief Administrative Financial Officer Palomar Medical Center</td>
<td>Chief Nursing Officer, Palomar Medical Center Controller</td>
</tr>
<tr>
<td>Chief Administrative Operations Officer Pomerado Hospital</td>
<td>Chief Nursing Executive Director of Financial Planning</td>
</tr>
<tr>
<td>Chief Administrative Operations Officer Pomerado Hospital</td>
<td>Chief Administrative Officer, Pomerado Hospital Chief Financial Officer</td>
</tr>
<tr>
<td>Chief Nurse Executive</td>
<td>Member of the Senior Leadership Team</td>
</tr>
<tr>
<td>Chief Financial Officer</td>
<td>Chief Nursing Officer, Pomerado Hospital Chief Financial Officer</td>
</tr>
<tr>
<td>Chief Administrative Officer Palomar Medical Center</td>
<td>Chief Administrative Officer Palomar Health Downtown Campus Chief Nurse Executive</td>
</tr>
<tr>
<td>Chief Administrative Officer Palomar Medical Center</td>
<td>Chief Administrative Officer Palomar Medical Center Chief Administrative Officer, Palomar Medical Center</td>
</tr>
</tbody>
</table>
4. In the event that the Chief Executive Officer determines, during this period, that the incapacitation is permanent, he will initiate a formal search to replace the incumbent. This may take the form of naming the interim leader to the position or initiating a candidate search process to identify and select an individual for the position.

D. Impending Vacancy Caused By Resignation or Termination.

1. In the event of an impending vacancy in the Chief Executive Officer position, the Board shall meet as soon as practicable and initiate the following plan:

a. In order to ensure stability at the time of an immediate vacancy (within 14 days) an interim Chief Executive Officer will be named.

b. The Board, in consultation with the leadership of the medical staffs, shall determine whether the use of an outside management firm is appropriate or whether there is adequate internal leadership to assume responsibilities for the Chief Executive Officer.

c. It is anticipated that the chart of succession leadership (III.B.8 above) will be used as a basis for making this decision.

2. The Chair of the Board in consultation with the Vice-Chair, Treasurer and Chief Vice President of Human Resources Officer, will determine the level and extent of compensation (including any bonuses and/or benefits) to be paid to the individual assuming the interim Chief Executive Officer's role during the period in question.

3. Within 30 days of notification by the Chief Executive Officer of his impending resignation or retirement or in the event of termination, the Board of Palomar Health shall form a Search Committee made up of a minimum of five
and not more than eleven members; with the Chair to be named by the Chair of the Board of Palomar Health.

4. Representation on the Search Committee will include but may not be limited to:

   a. **Staff Members of the Palomar Health District Board**;
   b. **Affiliated Partners**;
   c. **Community Leaders**;
   d. Representation from the Palomar Health Foundation;
   e. **Representation from the Medical Staff Leadership of Palomar Medical Center and Pomerado Hospital**;
   f. **Representation from the Palomar Health Foundation District Board**;

5. The role of the Search Committee will be to:

   a. Manage the search process, including initiation of RFPs for selection of a search firm;
   b. Interview and selection of a search firm, if appropriate;
   c. Review and approve the Success Profile (job description/requirements) for the Chief Executive Officer position:
      i. Interview candidates and screen references;
      ii. **Recommend candidates to the Palomar Health Board for approval**.

6. The Search Committee will meet within two weeks of their appointment to begin the selection process. The **Chief Vice President of Human Resources Officer** will serve as staff to the committee.

7. Should the vacancy date be later than one year or longer, a Search Committee will be formed within six months of the Chief Executive Officer leaving the position to allow time for adequate selection of the incumbent's replacement and an effective transition to occur.

8. The Chair of the Search Committee will make regular and timely reports to the Board on the progress of the search.

9. Should the Chief Executive Officer be replacing a member of the senior management team, he will be expected to make regular reports to the Board and appropriate Board committees on the progress made to fill the position.

D. **Palomar Health President and Chief Executive Officer Job Description.**

1. Reporting to the Palomar Health District Board, the Chief Executive Officer is responsible for the strategic and day to day management of all programs, services and facilities of the Health District to effectively meet the health care needs of the citizens of the District, as defined in its mission and vision statement.

2. **He/She/He** is responsible for planning and goal development to ensure the effective stewardship and viability of the District, the organizational direction, control and use of resources and the effective management of staff to support and carry out the policies and directions of the Board.

3. The incumbent is further accountable for ensuring that all necessary licensure, regulatory and accreditation requirements are met. He/she is responsible for developing and maintaining appropriate evaluation mechanisms to ensure the ongoing monitoring and improvement of the quality/safety of programs and services for Palomar Health in conjunction with the medical staff leadership of the District.
4. He/she/she is accountable for the creation of a working environment that encourages best practice, ethical management, high levels of productivity and a focus on those to be served by the District.

5. Minimum education will be a Master's Degree in Health Care Administration or related field.

6. Minimum Experience is 7-10 years progressive position growth in a Health Care District or related entity with CHE credential or equivalent. Preferred Experience will be 10-15 years progressive growth with previous CEO experience as a Chief Executive Officer of a large hospital or health system and fellowship credential of ACHE or equivalent.

7. Skill Requirements are included as Attachment A.

E. Success Profiles for the Chief Executive Officer and Executive Management Team Member.

1. On an annual basis the Board and Chief Executive Officer will review and update the job description and requirements for the incumbent's position. The Chief Executive Officer will do the same with his Executive Management Team. Executive Management Team position descriptions will be kept on file in the Chief Executive Officer's office.

2. These job descriptions will be used as a basis for evaluating the performance of the leadership group and to identify areas for growth and development of the incumbents who hold these positions.

F. This policy will be reviewed and updated as required or at least every three years.

IV. ADDENDUM:

V. PUBLICATION HISTORY:

<table>
<thead>
<tr>
<th>Revision Number</th>
<th>Effective Date</th>
<th>Document Owner</th>
<th>Version Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>6 (this version)</td>
<td>05/09/2014</td>
<td>Janine Sarti General Counsel</td>
<td>The review date has been updated so policy will be reviewed in three years.[Owner changed from Sarti, Janine to Hemker, Bob by Avila, Julie on 04-JAN-2016][Owner changed from Hemker, Bob to Neu, Mark by Avila, Julie on 14-FEB-2017] [Owner changed from Neu, Mark to Helm, Hala by Avila, Julie on 15-JUN-2018][Owner changed from Helm, Hala to Huffstutler-Henderson, Kathryn by Avila, Julie on 02-NOV-2018]</td>
</tr>
<tr>
<td>5 (Changes)</td>
<td>05/01/2014</td>
<td>Janine Sarti General Counsel</td>
<td>Reviewed and approved by the Board of Directors 4/14/14. No changes being made.</td>
</tr>
<tr>
<td>4 (Changes)</td>
<td>07/17/2012</td>
<td>Janine Sarti General Counsel</td>
<td>To reflect Palomar Health's name change and changes approved by the Governance Committee during the 11/13/12 Governance Committee meeting.</td>
</tr>
<tr>
<td>3 (Changes)</td>
<td>07/13/2011</td>
<td>Ofer Barlev Legal Associate</td>
<td>Adding Brenda Fishbein revisions</td>
</tr>
</tbody>
</table>
VI. REFERENCES:

Reference Type | Title | Notes
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Paper copies of this document may not be current and should not be relied on for official purposes. The current version is in Lucidoc at https://www.lucidoc.com/cgi/doc-gw.pl?ref=pphealth:21780&ref2=pphealth:21780$.7.
I. PURPOSE:

A. The Board of Directors of Palomar Health believes that it is good business practice to promulgate and maintain a "Succession Plan" for its Chief Executive Officer and senior management leadership team. Therefore, it has adopted the following policy to assist the Board in the event of:

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Chief Executive Officer incapacitation for more than thirty days but less than one year:

1. In the event of incapacitation of the Chief Executive Officer, the situation will be evaluated by the Chair and Vice-Chair of the Board in consultation with the Chiefs of Staff of Palomar Medical Center and Palomar Medical Center-Poway, and in turn, the full Board to determine the level of incapacitation and the need for the immediate appointment of an interim Chief Executive Officer.

2. Appropriate arrangements will be made through the District's legal counsel and Chief Financial Officer for the interim Chief Executive Officer to have the necessary signing authority where required.

3. Further, a communications plan will be developed by the Board Chair in consultation with the Director of Marketing and Communications Officer to notify senior management, Board members, members of the Leadership Council, Medical Staff and others in regard to the temporary appointment should such need to be made.

4. At the appropriate time during the period of incapacitation, the Board Chair, in consultation with the Vice President of Human Resources, will determine whether the incapacitation is temporary or permanent.
of Human Resources, will determine whether the incapacitation is temporary or permanent.

   a. If temporary, the interim Chief Executive Officer will continue in that role until the determination is made that the Chief Executive Officer is in a position to resume her/his original role.

   b. If permanent, the members of the Board will confer on the process to select and appoint a Search Committee to initiate the search for a new Chief Executive Officer.

5. Once a determination has been made, it will be the responsibility of the Board Chair to communicate the plan of action with the District leadership, medical staff, foundation, and employees the plan of action to be initiated in search of the new Chief Executive Officer. This may take the form of hot lines, special newsletters, e-mails, telephone calls, etc.

6. External audiences to be notified of the plan of action will include community and business leaders in the District, members of the press, affiliates and partners of Palomar Health, including Kaiser Permanente, Rady Children’s Hospital, UCSD and social service agencies associated with the District.

7. During this period the Chief Marketing and Communications Officer will serve as the spokesperson for the District. All requests for information will be directed through this individual.

8. In the event of temporary incapacitation of the Chief Executive Officer, the following list identifies the positions and order that may be considered by the Board to fill the role for the period of the Chief Executive Officer’s incapacitation.

   Chief Financial Officer;
   Chief Operations Officer;
   Other members of the senior leadership team.

C. Incapacitation of a member of the Executive Management Team.

   1. The Chief Executive Officer will determine the level and extent of incapacitation of a member of the Executive Management Team in consultation with the Chief Human Resources Officer.

   2. Should it be required that an interim Executive Management Team member be named, the Chief Executive Officer, after consultation with Board leadership, shall name an individual to fill the position.

   3. The following table identifies positions that may be considered in filling key divisional roles:

<table>
<thead>
<tr>
<th>Position</th>
<th>Interim Officer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chief Financial Officer</td>
<td>Controller&lt;br&gt;Director of Financial Planning</td>
</tr>
<tr>
<td>Chief Operations Officer</td>
<td>Member of the Senior Leadership Team</td>
</tr>
<tr>
<td>Chief Nursing Officer</td>
<td>Director, Clinical Resources</td>
</tr>
<tr>
<td>Vice President of Continuum of Care</td>
<td>Director of Rehabilitation Services</td>
</tr>
<tr>
<td>Vice President Human Resources Officer</td>
<td>Director, Human Resources</td>
</tr>
</tbody>
</table>
4. In the event that the Chief Executive Officer determines, during this period, that the incapacitation is permanent, he will initiate a formal search to replace the incumbent. This may take the form of naming the interim leader to the position or initiating a candidate search process to identify and select an individual for the position.

D. Impending Vacancy Caused By Resignation or Termination.

1. In the event of an impending vacancy in the Chief Executive Officer position, the Board shall meet as soon as practicable and initiate the following plan:

   a. In order to ensure stability at the time of an immediate vacancy (within 14 days) an interim Chief Executive Officer will be named.

   b. The Board, in consultation with the leadership of the medical staffs, shall determine whether the use of an outside management firm is appropriate or whether there is adequate internal leadership to assume responsibilities for the Chief Executive Officer.

   c. It is anticipated that the chart of succession leadership (III.B.8 above) will be used as a basis for making this decision.

2. The Chair of the Board in consultation with the Vice-Chair, Treasurer and Vice President of Human Resources will determine the level and extent of compensation (including any bonuses and/or benefits) to be paid to the individual assuming the interim Chief Executive Officer’s role during the period in question.

3. Within 30 days of notification by the Chief Executive Officer of his impending resignation or retirement or in the event of termination, the Board of Palomar Health shall form a Search Committee made up of a minimum of five and not more than eleven members; with the Chair to be named by the Chair of the Board of Palomar Health.

4. Representation on the Search Committee will include but may not be limited to:

   a. Staff Members of Palomar Health.
   b. Affiliated Partners;
   c. Community Leaders;
   d. Representation from the Palomar Health Foundation;
   e. Representation from the Medical Staff Leadership of Palomar Medical Center and Pomerado Hospital;
   f. Members of the Health District Board;

5. The role of the Search Committee will be to:

   a. Manage the search process, including initiation of RFPs for selection of a search firm;
   b. Interview and selection of a search firm, if appropriate;
   c. Review and approve the Success Profile (job description/requirements) for the Chief Executive Officer position:
      i. Interview candidates and screen references;
      ii. Recommend candidates to the Palomar Health Board for approval.
6. The Search Committee will meet within two weeks of their appointment to begin the selection process. The Vice President of Human Resources Officer will serve as staff to the committee.

7. Should the vacancy date be later than one year or longer, a Search Committee will be formed within six months of the Chief Executive Officer leaving the position to allow time for adequate selection of the incumbent's replacement and an effective transition to occur.

8. The Chair of the Search Committee will make regular and timely reports to the Board on the progress of the search.

9. Should the Chief Executive Officer be replacing a member of the senior management team, he will be expected to make regular reports to the Board and appropriate Board committees on the progress made to fill the position.

D. Palomar Health President and Chief Executive Officer Job Description.

1. Reporting to the Palomar Health District Board, the Chief Executive Officer is responsible for the strategic and day-to-day management of all programs, services, and facilities of the Health District to effectively meet the health care needs of the citizens of the District, as defined in its mission and vision statement.

2. She/he is responsible for planning and goal development to ensure the effective stewardship and viability of the District, the organizational direction, control and use of resources and the effective management of staff to support and carry out the policies and directions of the Board.

3. The incumbent is further accountable for ensuring that all necessary licensure, regulatory and accreditation requirements are met. He/she is responsible for developing and maintaining appropriate evaluation mechanisms to ensure the ongoing monitoring and improvement of the quality/safety of programs and services for Palomar Health in conjunction with the medical staff leadership of the District.

4. She/he is accountable for the creation of a working environment that encourages best practice, ethical management, high levels of productivity and a focus on those to be served by the District.

5. Minimum education will be a Master's Degree in Health Care Administration or related field.

6. Minimum Experience is 7-10 years progressive position growth in a Health Care District or related entity with CHE credential or equivalent. Preferred Experience will be 10-15 years progressive growth with previous CEO experience as a Chief Executive Officer of a large hospital or health system and fellowship credential of ACHE or equivalent.

7. Skill Requirements are included as Attachment A.

E. Success Profiles for the Chief Executive Officer and Executive Management Team Member.

1. On an annual basis the Board and Chief Executive Officer will review and update the job description and requirements for the incumbent's position. The Chief Executive Officer will do the same with his Executive Management Team. Executive Management Team position descriptions will be kept on file in the Chief Executive Officer's office.

2. These job descriptions will be used as a basis for evaluating the performance of the leadership group and to identify areas for growth and development of the incumbents who hold these positions.

F. This policy will be reviewed and updated as required or at least every three years.

IV. ADDENDUM:
V. PUBLICATION HISTORY:

<table>
<thead>
<tr>
<th>Revision Number</th>
<th>Effective Date</th>
<th>Document Owner</th>
<th>Version Notes</th>
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<tr>
<td>7 (this version)</td>
<td></td>
<td>Kathryn Huffstutler-Henderson, HR Manager</td>
<td>Review and update job titles. Update table to reflect current organizational structure and positions.</td>
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<td>6 (Changes) 05/09/2014</td>
<td>Janine Sarti General Counsel</td>
<td>The review date has been updated so policy will be reviewed in three years.[Owner changed from Sarti, Janine to Hemker, Bob by Avila, Julie on 04-JAN-2016][Owner changed from Hemker, Bob to Neu, Mark by Avila, Julie on 14-FEB-2017] [Owner changed from Neu, Mark to Helm, Hala by Avila, Julie on 15-JUN-2018][Owner changed from Helm, Hala to Huffstutler-Henderson, Kathryn by Avila, Julie on 02-NOV-2018]</td>
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<td>4 (Changes) 07/17/2012</td>
<td>Janine Sarti General Counsel</td>
<td>To reflect Palomar Health's name change and changes approved by the Governance Committee during the 11/13/12 Governance Committee meeting.</td>
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<td>3 (Changes) 07/13/2011</td>
<td>Ofer Barlev Legal Associate</td>
<td>Adding Brenda Fisher's revisions prior to Board Human Resources Committee approval. Updating section C.3.chart.</td>
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<td>2 (Changes) 12/30/2007</td>
<td>Ofer Barlev Legal Associate</td>
<td>Not included in previous reviews. Reviewed and approved by Board 12/17/07 Added at review: No material change made to text of document. Updated signatures to current signers.</td>
<td></td>
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<tr>
<td>1 (Changes) 12/30/2007</td>
<td>James Neal Director of Corporate Integrity</td>
<td>Not included in previous reviews. Reviewed and approved by Board 12/17/07</td>
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VI. REFERENCES:

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