

GOVERNANCE COMMITTEE MEETING MINUTES – FRIDAY, SEPTEMBER 18, 2020

<i>AGENDA ITEM</i>	<i>CONCLUSION/ACTION</i>	<i>FOLLOW UP / RESPONSIBLE PARTY</i>	<i>FINAL?</i>
<i>DISCUSSION</i>			
NOTICE OF MEETING			
Notice of Meeting rescheduled was posted Monday September 14, 2020. Notice of Meeting was posted at the Palomar Health Administrative Office; also posted with full agenda packet on the Palomar Health website on Monday September 14, 2020			
CALL TO ORDER			
The meeting was held virtually via Go To Meeting and called to order at 12:00 p.m. by Committee Director Jeff Griffith.			
ESTABLISHMENT OF QUORUM			
<ul style="list-style-type: none"> Quorum comprised of: Chair, Jeff Griffith, Director Linda Greer and Director Tom Kumura. Excused Absences: None 			
PUBLIC COMMENTS			
<ul style="list-style-type: none"> There were no public comments. 			
*FOLLOW-UP ITEMS			
<ul style="list-style-type: none"> Tabled Discussion: Conflict of Interest Policy #21800 reviewed by FPPC 			
*ACTION ITEMS			
1. *Minutes: Board Governance Committee Meeting – June 29, 2020			
<ul style="list-style-type: none"> The committee reviewed the Monday, June 29, 2020 Board Governance Committee Meeting minutes and recommend approval as presented. 	MOTION: By Director Kumura 2nd by Director Greer and carried to approve the June 29, 2020, 2020 meeting minutes with no revisions. Roll call voting was utilized. Director Greer - Yes Director Kumura - Yes Director Griffith- Yes All in favor. None opposed.		Y

2. * Review Redlined Board of Directors External Legal Counsel Usage Criteria #62732			
Board of Directors External Legal Counsel Usage Criteria #62732 was reviewed per the attached.	<p>MOTION: By Director Greer, 2nd by Director Kumura. All in favor. None opposed. Moved to take Policy# 62732 with edits to Full Board for approval. Roll call voting was utilized.</p> <p>Director Greer - Yes Director Kumura - Yes Director Griffith- Yes All in favor. None opposed.</p>	Committee Secretary to forward the Policy # 62732 to the Full Board	Y
<p>DISCUSSION: Full Board returned the Policy #62732 to Board Governance to review proposed changes. This is a brand new policy, there has been no official approval. Discussion ensued and the committee reviewed all proposed edits were reviewed line by line and approved aside for the additional changes noted below. Committee requests edits be reviewed by the Full Board for final approval;</p> <ul style="list-style-type: none"> Section IV. Structure for external board counsel usage; 1st bullet point, strike “a predetermined amount”. Final would read, “Each board member will be allotted 2 hours per board member with attorney every month.” Section IV. Structure for external board counsel usage; 4th bullet point to be updated to, “External board counsel invoices would be tracked by Finance department along with individual Board Member utilization and will be shared with the Full Board. Section V. Addendum, updated 2nd bullet point 1st sentence to: “Attorney selected shall disclose any existing or potential conflict of interest to the board, including any conflicts of interest that may arise during attorney's engagement as external board counsel.” Section III. Qualifications 3rd bullet point, Add after Holds a JD, “and is licensed to practice law in the State of California” 			
3. * Media Relations Policy #21789			
Media Relations Policy #21789 was reviewed per the attached.	<p>MOTION: By Director Kumura, 2nd by Director Greer. All in favor. None opposed. Passed Policy# 21789 to Full Board for consideration. Roll call voting was utilized.</p> <p>Director Greer - Yes Director Kumura - No Director Griffith- Yes One opposed.</p>	Committee Secretary to forward the Policy # 21789 to the Full Board	Y
<p>DISCUSSION: Dir Kumura noted that the distinction should be made between Board Members and employees & volunteers Diane clarified that you can have a Board Policy that has direction for the entire organization, and applies to everybody within the Organization.</p> <ul style="list-style-type: none"> Section III. B Palomar Health Facilities, move Bullet Point #10, “It is recommended that any letters written by Board members be submitted to the Marketing Department for information and review for accuracy”, to Section III. A. new bullet point #5. <p>Additional changes can be addressed to the Full Board</p>			
4. * Membership Organizations and Board Representation # 21795			

<p>Membership Organizations and Board Representation # 21795 was reviewed per the attached.</p>	<p>MOTION: By Director Kumura, 2nd by Director Greer. All in favor. None opposed. Moved to take Policy# 21789 to Full Board. Roll call voting was utilized. Director Greer - Yes Director Kumura - Yes Director Griffith- Yes All in favor. None opposed.</p>	<p>Committee Secretary to forward the Policy # 21795 to the Full Board</p>	<p>Y</p>
<p>DISCUSSION: Discussion ensued.</p> <ul style="list-style-type: none"> Minor addition; Section III. Item B 1. "Representatives are to be selected by a majority of the Board or, for brief, special assignments, by appointment of the Chair of the Board. Added, "and will notify the full Board" 			
<p>5. * Opening Ceremony for Board Members # 21784</p>			
<ul style="list-style-type: none"> Opening Ceremony for Board Members # 21784 was reviewed per the attached. No edits were noted. 	<p>MOTION: By Director Greer, 2nd by Director Kumura. All in favor. None opposed. Moved to take Policy# 21784 to Full Board. Roll call voting was utilized. Director Greer - Yes Director Kumura - Yes Director Griffith- Yes All in favor. None opposed.</p>	<p>Committee Secretary to forward the Policy # 21795 to the Full Board</p>	<p>Y</p>
<p>6. * Board Member Abstention # 20617</p>			
<ul style="list-style-type: none"> Board Member Abstention # 20617 was reviewed per the attached. No edits were noted. 	<p>MOTION: By Director Greer, 2nd by Director Kumura. All in favor. None opposed. Moved to take Policy# 20617 to Full Board. Roll call voting was utilized. Director Greer - Yes Director Kumura - Yes Director Griffith- Yes All in favor. None opposed.</p>	<p>Committee Secretary to forward the Policy # 20617 to the Full Board</p>	<p>Y</p>
<p>7. *Oath of Office #21798</p>			
<ul style="list-style-type: none"> Board Member Abstention # 21798 was reviewed per the attached. No edits were noted. 	<p>MOTION: By Director Greer, 2nd by Director Kumura. All in favor. None opposed. Moved to take Policy# 21798 to Full Board. Roll call voting was utilized. Director Greer - Yes Director Kumura - Yes Director Griffith- Yes All in favor. None opposed.</p>	<p>Committee Secretary to forward the Policy # 21798 to the Full Board</p>	<p>Y</p>

8. *Board Self –Evaluation #21781			
<ul style="list-style-type: none"> Board Self-Evaluation # 21781 was reviewed per the attached. 	<p>MOTION: By Director Greer, 2nd by Director Kumura. All in favor. None opposed. Moved to take Policy# 21781 to Full Board. Roll call voting was utilized. Director Greer - Yes Director Kumura - Yes Director Griffith- Yes All in favor. None opposed.</p>	Committee Secretary to forward the Policy # 21781 to the Full Board	Y
<p>DISCUSSION:</p> <ul style="list-style-type: none"> Add N/A under Section II. Definitions & add N/A under IV. Addendum. <p>Director Greer asked Diane if Board Members can get some education about The Joint Commission requirements of Board Members. Diane stated that something can be pulled together for an educational session to address Board Responsibilities.</p>			
9. *Physician Recruitment #21825			
<ul style="list-style-type: none"> Physician Recruitment #21825 was reviewed per the attached. 	<p>MOTION: By Director Kumura, 2nd by Director Greer. All in favor. None opposed. Moved to table this discussion until next meeting Roll call voting was utilized. Director Greer - Yes Director Kumura - Yes Director Griffith- Yes All in favor. None opposed.</p>	Tabled discussion until next meeting	N
<p>DISCUSSION: It was noted that the Physician Recruitment #21825 is more of a procedure than a Board Policy Diane would like to talk to Regulatory to see if there are any specific requirements for this and if there is another Physician Recruitment Procedure that is referenced in #21825.</p>			
*INFORMATIONAL ITEMS			
1. Standing Items:			
<ul style="list-style-type: none"> The Hurst, Brooks, Espinosa Legislative update, dated August 21, 2020 was reviewed per the attached. 	Information Only		Y
<ul style="list-style-type: none"> The Lucidoc List of Board Policies dated August 26, 2020 was reviewed per the attached. 	Information Only		Y

2. RoundTable/Comments

- Director Kumura inquired about the Board annual spending limits. Diane clarified that that was never brought back to review at the full Board level.
- Add to the next Board Governance Agenda
- Dir Kumura also asked and Jeff noted that the Outsourcing Policy be brought back to Governance as a Board Policy

Review Nov 2019 Special Board Minutes to see if Board Annual spending limits were approved.

Y

PUBLIC COMMENTS

There were no other public comments.

FINAL ADJOURNMENT

Meeting adjourned by Director Griffith at 1:05 PM.

SIGNATURES:

ACTING COMMITTEE CHAIR


Jeff Griffith, EMT

COMMITTEE SECRETARY

Thea McKenzie
Thea McKenzie