Board GOVERNANCE COMMITTEE MEETING MINUTES – Thursday, June 2, 2022

AGENDA ITEM | CONCLUSION/ACTION | FOLLOW UP/RESPONSIBLE PARTY | FINAL?
---|---|---|---

**NOTICE OF MEETING**

Notice of upcoming meeting was posted Thursday, May 26, 2022. Full agenda packet was posted on the Palomar Health website on Thursday, May 26, 2022.

**CALL TO ORDER**

The meeting was held virtually via GoToMeeting pursuant to Board Resolution No. 01.10.22(03)-03 and called to order at 12:02 p.m. by Committee Chair Jeff Griffith.

**ESTABLISHMENT OF QUORUM**

- Quorum comprised of: Chair, Jeff Griffith, Director Terry Corrales, and Director Laura Barry who arrived late
- Excused Absences: None

**PUBLIC COMMENTS**

- None.

**FOLLOW UP ITEMS**

- None

**ACTION ITEMS**

1. *Minutes: Board Governance Committee Meeting – Thursday, April 7, 2022*

The committee reviewed the Thursday, April 7, 2022 Board Governance Committee Meeting minutes and approved as written.

**MOTION** by Director Corrales, 2nd by Director Griffith to approve the April 7, 2022 meeting minutes as written. Roll call voting was utilized: Director Corrales - Aye


**DISCUSSION:** None

2. **Board Policy; Retirement of Policies**

| 2. Annual Financial Audit #21808 | **MOTION** by Director Corrales, 2
nd by Director Griffith to retire seven policies, items 2 through 8 of the agenda. Roll call voting was utilized: Director Corrales - Aye Director Griffith - Aye All in favor. None opposed. | Committee Secretary to forward policies to the Full Board for review and retirement. | Y |
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<tr>
<td>3. Compensation of Board Members #21805</td>
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<td>4. Establishing Regular Board Meeting Dates #21793</td>
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<td>5. Leadership and Management #26975</td>
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<td>6. Opening Ceremony for Board Meetings #21784</td>
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<td>7. Revision of Policies #21794</td>
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<td>8. Policies, Guidelines, and Procedures Review and Approval #26974</td>
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**DISCUSSION:** Mr. DeBruin, Esq. stated that the policies (items 2 through 4 and item 6 were subsumed into the Bylaws of Palomar Health. Policy, item 5 was recommended for retirement by outside counsel because there is already clear language describing the duties of the CEO in the Bylaws of Palomar Health policy. Director Corrales enquired if it was appropriate to do one motion for approval of items 2 through 8. Mr. DeBruin, Esq. stated that it was appropriate to approve multiple policies, items 2 through 8, in one motion.

3. **Board Policy; Create a “Conflict Resolution Between Board Members” policy discussion**

| 3. Board Policy; Create a “Conflict Resolution Between Board Members” policy discussion | **MOTION** by Director Corrales, 2
nd by Director Griffith to develop a Conflict Resolution Between Board Members policy to be brought back to the Board Governance Committee meeting for further review and discussion. Roll call voting was utilized: Director Corrales - Aye Director Griffith - Aye All in favor. None opposed. | Mr. DeBruin, Esq. and Mr. Holtzman, Esq. to develop a new Conflict Resolution Between Board Members policy for review by the Board Governance Committee. Committee Secretary to add the Conflict Resolution Between Board Members policy to the August Board Governance Committee meeting as an action item. | N |
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**DISCUSSION:** Mr. DeBruin, Esq. coordinated with Mr. Holtzman, Esq. to research other California Healthcare Districts for examples of Conflict Resolution Between Board Members policies. Mr. Holtzman, Esq. provided the Summary Results presentation from the Tahoe Forest Hospital District 2014 Governance Self-Assessment. Unfortunately, Mr. Holtzman’s team could not find an actual policy or template and had suggested using a conflict resolution firm or mediator. Mr. DeBruin, Esq. stated that he and Mr. Holtzman, Esq. could draft a policy fairly quickly based on the input from the committee, which could include the power to recommend members engage in conflict mediation. If conflict mediation is a requirement, further legal review would be needed. Mr. Holtzman, Esq. agreed that it would be fairly easy to put together a policy that could include a multistep escalating process. Mr. Holtzman, Esq. then asked if corporate counseling within Palomar Health is available to Board Members.

Director Corrales agreed that a recommended conflict mediation process would be better than a required process, and questioned where Board Members could obtain conflict resolution mediation, what the end point is, would availability be sufficient, and would counselors determine meeting attendance status and counseling completeness? Mr. Holtzman, Esq. stated that it would be best to have voluntary counseling and that meeting attendance should not be affected by counseling. If the committee adopted a required counseling process, the counseling would need to be paid through District funds. Sanctions could be levied against non-compliant directors, although levying sanctions defeats the purpose of conflict resolution.
Director Griffith stated that he wanted the policy to define a process and create an additional tool that resolves problems within the board; not a disciplinary process. Director Griffith asked Ms. Hansen if the Employee Assistance Program (EAP) was available to Board Members as he would like to offer a variety of options such as EAP, counseling, etc. Mr. Geoffrey Washburn confirmed that Palomar Health’s EAP could be utilized for Board Members.

Director Griffith requested that Mr. DeBruin, Esq. begin the development of a conflict resolution policy. Mr. DeBruin, Esq. stated that he could have something to the committee members for review by Independence Day and for discussion at the August Board Governance Committee meeting. Mr. DeBruin, Esq. will work with Mr. Holtzman, Esq. over the next couple of weeks to develop a comprehensive policy and then obtain input from the committee members.

4. Policy: Bylaws of Palomar Health #59212 (for reference) and Board of Directors Code of Conduct #68552 (for reference)

| Information Only | Y |

**Discussion:** Mr. DeBruin explained that the Bylaws of Palomar Health and the Board of Directors Code of Conduct policies were included so committee members could use them to cross reference the policies that were absorbed into them (located in article 4 section 2 through 8).

**INFORMATIONAL ITEMS**

1. **Standing Items**

   - The Hurst, Brooks, Espinosa Legislative update, dated May 20, 2022 was referenced.

   | Information Only | Committee Secretary to provide all updates and mark sections pertaining to Healthcare Districts and Palomar Health for future meetings. | Y |

   **Discussion:** Director Corrales requested that the Legislative update be marked to indicate which items deal with California Healthcare Districts and Palomar Health. Mr. DeBruin, Esq. affirmed that this would be done and that all articles that occur between the Board Governance Committee meetings will also be provided.

   - The Lucidoc List of Board Policies dated May 25, 2022 was referenced.

   | Information Only | Y |

2. **RoundTable/Comments**

   - None

**FINAL ADJOURNMENT**

Meeting adjourned by Director Griffith at 12:22 PM.

**SIGNATURES:**

[Signature]

Jeff Griffith, EMT-P

ACTING COMMITTEE CHAIR