## Meeting Minutes

### ATTENDANCE ROSTER

<table>
<thead>
<tr>
<th>MEMBERS</th>
<th>MEETING DATES</th>
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<tbody>
<tr>
<td></td>
<td>5/14/18</td>
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<tr>
<td>Hans Christian Sison, LVN, Chair</td>
<td>C</td>
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<tr>
<td>Jeff Griffith, EMT-P, Vice-Chair</td>
<td>P</td>
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<tr>
<td>Ray McCune, RN</td>
<td>E</td>
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<td>Diane Hansen, Treasurer</td>
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<tr>
<td>Hugh King</td>
<td>E</td>
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<tr>
<td><strong>Staff Attendee</strong></td>
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<td>Tanya Howell, Secretary</td>
<td>P</td>
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<tr>
<td><strong>Guest Presenters</strong>&lt;sup&gt;1&lt;/sup&gt;</td>
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P = Present  E = Excused  C = Chair

<sup>1</sup> See text of minutes for names of invited guests/presenters
### BOARD OF DIRECTORS – MEETING MINUTES – MONDAY, MAY 14, 2018

#### (I.A) AGENDA ITEM

<table>
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<tr>
<th>DISCUSSION</th>
<th>CONCLUSIONS/ACTIONS</th>
<th>FOLLOW-UP/RESP PARTY</th>
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#### CALL TO ORDER
- Chairperson Hans Sison called the meeting to order at 12:33 p.m.
- Quorum comprised of Directors Griffith, Hansen and Sison
- **Notice of Meeting** and **Full Agenda Packet** were posted at PH’s Administrative Offices and on the Palomar Health Development, Inc. (PHD) home page on the PH website on Thursday, May 10, 2018, which is consistent with legal requirements. Notice of that posting was also made via email to the Board and staff members.

#### PUBLIC COMMENTS
- There were no public comments

#### INFORMATION ITEMS
- First 5 Commission of San Diego – Fiscal Review of HDS-North Inland Region Program
- First 5 Commission of San Diego – Fiscal Review of First 5 First Steps Program
  - Every year the grantor, the First 5 Commission, performs an audit of the two programs
  - This year’s audit had no findings for either program

#### OLD BUSINESS

##### A. PRIOR MEETING ACTION ITEMS

- Assistant Tanya Howell stated that the only topic on which there was to have been follow-up was the status of the Research Institute, and that information will be reviewed during the discussion regarding Administrative Oversight

#### MINUTES

##### A. Regular Meeting, Thursday, November 9, 2017

**MOTION:** By Director Griffith, seconded by Director Hansen and carried to approve the minutes of the Regular Meeting of Thursday, November 9, 2017. All in favor. None opposed.

- No discussion

#### PRESENTATIONS

##### A. Update on Grants & Contracts Inventory

- Utilizing the presentation included in the agenda packet as Addendum B, Aimee Ebner provided the update *(only information specifically pointed out during the presentation is included in these minutes – the remaining information may be reviewed in the Addendum)*
**BOARD OF DIRECTORS – MEETING MINUTES – MONDAY, MAY 14, 2018**

### AGENDA ITEM

**DISCUSSION**

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#### CURRENT GRANTS (PAGES 30-33)

- **First 5 First Steps**
  - There was a $30K rollover from the prior fiscal year
  - There is an indirect revenue of 15% to cover our indirect costs
  - 1) Palomar Health provides the services required by the contract, First 5 covers employees’ salaries, then an additional sum of money is provided to defray overhead expenses
- **Health Development Services (HDS)** also receives indirect revenue of 15% for overhead
- **Bioterrorism/Emergency Preparedness**
  - Grant is for a period of 12 years
  - It is anticipated that Lisha Wiese will need to purchase a trailer for storage of emergency equipment this year
- **Green Oaks Ranch**
  - A New Alternatives subcontract for Palomar Health to provide a nurse for the intake center
  - This grant is based on a calendar vs. a fiscal year
- **Marjorie Mosher Schmidt Foundation**
  - This is an older grant for which the last funding was received in 2013
  - 1) Ms. Ebner doesn’t anticipate receiving more funding, but the money can be kept until it’s all been spent
  - The SART Program has been using these funds for nursing education
- **Pharmacy Residency Grants from Keck & UCSD**
  - Both will be ending June 30th

#### EXPIRED GRANTS (PAGE 34)

- **National Children’s Alliance**
  - There is no longer funding available in California
- **In-n-Out – Child Abuse Program**
  - A denial letter was received, but it did not specify a reason for the denial
  - The Foundation encouraged that application again be made for the new fiscal year, and the typical award is $7,500
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<tr>
<td>• DISCUSSION</td>
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<td>o Emergency Medical Services with the County of San Diego</td>
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<td>– Michelle Shores, Director of Forensic Health Services, indicated that this grant has been extended through the end of 2019</td>
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<td>– The SART team is now also doing strangulation investigations in spousal/domestic abuse cases, including providing expert witness testimonies</td>
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<td>1) In the first 3 cases in which testimony was provided, the defendants received convictions</td>
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<td>2) All the local Police Departments have been notified about this new program</td>
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VII. NEW BUSINESS

A. Resolution No. 05.14.18(01)-1 – Acknowledging Selection of the New Board

MOTION: By Director Griffith, seconded by Director Hansen to approve Resolution No. 05.14.18(01)-1 – Acknowledging Selection of the New Board. Carried by the following vote, taken by roll call: Ayes: Directors Griffith, Hansen and Sison. Absent: Directors McCune and King

• No discussion

B. Resolution No. 05.14.18(02)-2 – Ratifying Appointment of the Chairperson and Confirming Election of Officers for Calendar Year 2018

MOTIONS:
- By Director Hansen to nominate Director Griffith as Vice-Chairperson, seconded by Director Sison
- By Director Griffith to nominate Director McCune Secretary, seconded by Director Hansen
- By Director Hansen to nominate Director King Treasurer, seconded by Director Griffith
- By Director Hansen, seconded by Director Griffith to approve Resolution No. 05.14.18(02)-2 – Ratifying Appointment of the Chairperson and Confirming Election of Officers for Calendar Year 2018. Carried by the following vote, taken by roll call: Ayes: Griffith, Hansen and Sison. Absent: Directors King & McCune

• No further discussion

Ms. Howell is to edit the resolution to denote the Board officers confirmed and appointed
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<td>C. Resolution No. 05.14.18(03)-3 – Confirming Appointment of Corporate Officers for Calendar Year 2018</td>
<td><strong>MOTION:</strong> By Director Hansen to appoint Director Hansen President, Director King CFO and Board Assistant Tanya Howell Secretary of the corporation and to approve Resolution No. 05.14.18(03)-3 – Confirming Appointment of Corporate Officers for Calendar Year 2018, seconded by Director Griffith Carried by the following vote, taken by roll call: Ayes: Directors Griffith, Hansen and Sison. Absent: Directors King and McCune</td>
<td>Ms. Howell is to edit the Resolution to denote the corporate officers appointed</td>
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<td></td>
<td><strong>CONCLUSIONS/ACTIONS</strong></td>
<td><strong>FOLLOW-UP/RESP PARTY</strong></td>
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<td></td>
<td>• No discussion</td>
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<td>D. Resolution No. 05.14.18(04)-4 – Setting the Date, Time &amp; Location for the Remaining Meeting for Calendar Year 2018</td>
<td><strong>MOTION:</strong> By Director Hansen, seconded by Director Griffith to approve Resolution No. 05.14.18(04)-4 – Setting the Date, Time &amp; Location for the Remaining Meeting for Calendar Year 2018. Carried by the following vote, taken by roll call: Ayes: Directors Griffith, Hansen and Sison. Absent: Directors King and McCune</td>
<td>Ms. Howell is to edit the Resolution to reflect the one date chosen</td>
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<td>• November 5, 2018, was chosen from the two options presented</td>
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<td>E. March 2018 &amp; YTD FY2018 Financial Report</td>
<td><strong>MOTION:</strong> By Director Hansen, seconded by Director Griffith and carried to approve the March 2018 and YTD FY2018 Financial Report as presented. All in favor. None opposed. Absent: Directors King and McCune</td>
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<td>Utilizing the presentation included in the agenda packet as Addendum C, Aimee Ebner presented the March 2018 and YTD FY2018 financial report</td>
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<td>• PALOMAR HEALTH DEVELOPMENT (PAGE 36)</td>
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<td>o Total Revenue – at $251K vs. a budget of $231K – had a positive variance of $20K</td>
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<td>o Total Expenses – at $99K vs. a budget of $97K – had a negative variance of $2K</td>
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<td>– The majority of that variance was a travel expense not reimbursed by the grant, but which was later reimbursed by the Foundation</td>
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<td>o Change in Net Assets – at $152K vs. a budget of $134K – had a positive variance of $18K</td>
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### I.A. AGENDA ITEM

**DISCUSSION**

1. **Research Institute (RI) (Page 37)**
   - Total Revenue – at $0 vs. a budget of $7.6K – had a negative variance of $7.6K
   - Total Expenses – at $11.5K vs. a budget of $18K – had a positive variance of $6.5K
     - The positive variance is due to consulting fees budgeted for an outside employee, who was replaced by a per diem employee (Laura Stewart)
       1) Ms. Stewart is no longer with Palomar, but she was the person who provided administrative support for the Investigational Review Board (IRB)
   - The District is in the process of shifting studies to Western IRB (WIRB), and all open and clinical trials will be transitioning to the new process, under the direction of Mark Neu, Compliance Officer, who will be drafting the framework under which these projects will flow
     - There will be different types of research conducted (e.g., if Wound Care wanted to use a new product and/or wanted to study it, there are checks and balances through this company to ensure that the product is legitimate and covered, and there would be research start and end dates scheduled)
     - An outside company will be doing the review of applications, and the person applying for the study will pay WIRB
     - There will also be more robust staffing in order to track requirements
     - The new structure will have to take into account the fees charged by the District, income from the studies, etc.

2. **Financial Trend (Page 38)**
   - In FY2013 there were a lot of studies being done through RI, but they have declined to almost nothing in 2018
   - The purple line is net profit, which is a $150K average/year

3. **Indirect Revenue Sources (Page 39)**
   - HDS and First Steps are the only grants with indirect revenues at this time, although some of the smaller grants did provide small amounts during previous years

### F. Administrative Oversight for Palomar Health Development

**MOTION:** By Director Griffith, seconded by Director Sison, and carried to approve Amendment #4 to the Financial & Accounting Services Agreement as presented. All in favor. None opposed.

- Allows the agreement to roll over for another year as of July 1, 2018, and removes the $1,000 stipend paid each month to Palomar Health for staffing for the Research Institute, effective July 1, 2018
VIII. BOARD FUTURE AGENDA ITEMS

- Review the Research Institute’s role and whether it needs to be removed from the function of PHD
- Need to set a date for the audit committee to convene, prior to the audit

IX. ADJOURNMENT

MOTION: The meeting was adjourned by Chairperson Sison at 1:11 p.m.

SIGNATURES:

**PHD Board Vice-Chair FOR**

PHD Board Chair  
Hans Christian Sison, LVN

Board Assistant  
Tanya Howell

Next Meeting: Regular Meeting – Monday, November 5, 2018, at 12:00 noon in the 1st floor conference room at Palomar Health Administration, 456 E. Grand Avenue, Escondido