



*Board of Directors Meeting Minutes – Monday, February 13, 2023*

*Agenda Item*

- *Discussion*

*Conclusion / Action /Follow Up*

**NOTICE OF MEETING**

Notice of Meeting was posted at the Palomar Health Administrative Office; also posted with full agenda packet to the Palomar Health website on Wednesday, February 8, 2023, which is consistent with legal requirements.

**I. CALL TO ORDER**

The meeting, which was held at Palomar Medical Center Escondido, 1<sup>st</sup> Floor Conference Room at 2185 Citracado Parkway, Escondido, CA. 92029, and called to order at 6:30 p.m. by Board Chairwoman Linda Greer.

**II. ESTABLISHMENT OF QUORUM**

Quorum comprised of Directors Barry, Clark, Corrales, Edwards-Tate, Griffith, Greer, Pacheco  
Absences: None

**III. OPENING CEREMONY – Pledge of Allegiance to the Flag**

The Pledge of Allegiance to the Flag was recited in unison.

**MISSION AND VISION STATEMENTS**

*The Palomar Health mission and vision statements are as follows:*

- *The mission of Palomar Health is to heal, comfort and promote health in the communities we serve*
- *The vision of Palomar Health is to be the health system of choice for patients, physicians and employees, recognized nationally for the highest quality of clinical care and access to comprehensive services*

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**IV. PUBLIC COMMENTS**

- Baron “Barry” Willis, Commissioner, San Diego LAFCO

**V. PRESENTATIONS**

A. Patient Experience Moment

- Palomar Health Vice President, Quality and Patient Safety, Tricia Kassab and Nurse Manager Chelsea Foster-Owens introduced former patient Barry Click, who spoke about his experience as a patient at Palomar Medical Center, Escondido.

B. Clinical Updates Presentation

- Palomar Health Director of Nursing Poway, Holly Kalisek, Nurse Manager, Jane Andrew and Director of Facilities, Marcos Fierro, shared a presentation highlighting the renovation of third floor Medical-Surgical/Telemetry department at Palomar Medical Center Poway

C. Employee Recognition

- Chairwoman Greer and Director Michael Pacheco presented Michael Mills, Vice President, Construction and Facilities, with a certificate of recognition. Mr. Mills, and his teams, efforts in prioritizing the organizations projects and improvements, plus completing projects ahead of schedule and under budget.

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D. Teleconferencing Rules for Board Members

- David Holtzman of Holland and Knight, reviewed the attendance rules governing regular, special and emergency board meetings, including individual Board Member teleconferencing requirements

**VI. APPROVAL OF MINUTES**

A. Board of Directors Meeting - Monday, January 9, 2023

A. **MOTION:** By Director Griffith, 2<sup>nd</sup> by Director Corrales to approve the Monday, January 9, 2023 Board of Directors Meeting minutes as presented. Roll call voting was utilized.  
Director Corrales – aye                      Director Griffith – aye  
Director Greer – aye                          Director Barry – aye  
Director Clark – aye                         Director Pacheco – aye  
Director Edwards-Tate – aye  
Chairwoman Greer announced that seven board members were in favor. None opposed. No abstentions. No absences. Motion approved.

- No discussion

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VII.\* APPROVAL OF AGENDA to accept the Consent Items as listed

- A. Palomar Medical Center Escondido Medical Staff Credentialing and Reappointments
- B. Palomar Health Center Poway Medical Staff Credentialing and Reappointments
- C. Palomar Medical Center Escondido/Palomar Medical Center Poway Medical Staff Privilege Checklist
- D. Physician Agreements
- E. December Financials

**MOTION:** By Director Griffith, 2<sup>nd</sup> by Director Pacheco to approve Consent Agenda items A. – E. as presented. Discussion ensued. During the course of discussion, there was a Motion by Director Edwards-Tate, as indicated below:

**MOTION:** By Director Edwards-Tate, 2<sup>nd</sup> by Director Clark to remove Consent Agenda item E for further discussion. Discussion ensued. Roll-call voting ensued.

Director Corrales – no                      Director Griffith – no  
 Director Greer – no                         Director Barry – abstain  
 Director Clark – aye                         Director Pacheco – aye  
 Director Edwards-Tate – aye

Chairwoman Greer announced that three board members were in favor. Three opposed. One abstention. No absences. Motion failed.

**MOTION:** By Director Laurie Edwards-Tate, 2<sup>nd</sup> by Director Clark to approve Consent Agenda items A – E as presented. Roll call voting was then utilized.  
 Director Corrales – aye                      Director Griffith – aye  
 Director Greer – aye                         Director Barry – aye  
 Director Clark – aye                         Director Pacheco – aye  
 Director Edwards-Tate – aye

Chairwoman Greer announced that seven board members were in favor. None opposed. None abstention. No absences. Motion approved.

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- Sam Filiciotto, MD, noted a typo on page 36 of the posting packet for agenda item VII, B; effective date for Lauren Spydell should read January 2023 instead of January 2024
- Director Edwards-Tate, through the Chair, asked Hugh King, Chief Financial Officer, for the organizations profit and loss position for 2022, and what page to find the information. Mr. King provided the information for Director Edwards-Tate. Chair Linda Greer called for a motion to approve or ratify consent agenda items.

**VIII. REPORTS**

**A. Medical Staffs**

1. Palomar Medical Center Escondido

Palomar Medical Center Escondido Chief of Staff Dr. Kanchan Koirala provided the following report:

- Medical Executive Committee introduced new members and Chairperson at the January meeting
- Physician engagement survey update
- Physician Resource Allocation Committee update
- New Physician orientation
- Lucidoc policy updates

2. Palomar Medical Center Poway

Palomar Medical Center Poway Chief of Staff Dr. Sam Filiciotto provided the following report:

- Medical Executive Committee met in January. Main goals; improved communication with leadership, improved quality and safety of care.
- Recognition of Emergency Room and Compliance Leadership
- Update of record systems and pharmacy reconciliations
- Planning physician leadership icebreaker

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**B. Administrative**

1. President and CEO

Palomar Health President & CEO Hansen provided the following report:

- Announced Palomar Health is now the official healthcare provider for the San Diego Loyal
- Announced Palomar Health SeaWorld event, July 25<sup>th</sup> – July 27<sup>th</sup>
- Shared the Palomar Health Super Bowl commercial video

2. Chairwoman of the Board

Palomar Health Chairwoman of the Board Linda Greer provided the following report:

- The Villas at Poway received Best Nursing Home designation from US News and World Report. Only 16% of nursing homes achieve this designation.
- Board Leadership Retreat dates are April 23<sup>rd</sup> – 26<sup>th</sup>, information to be forwarded to the Board. ACHD Annual meeting dates are September 13<sup>th</sup> – 15<sup>th</sup>

**IX. \*APPROVAL OF BYLAWS, CHARTERS, RESOLUTIONS**

- A. Resolution No. 02.13.23(01)-03 of the Board of Palomar Health
- (I) Directing Retirement of Disposition of Surplus Property Policy (No. 21804)
  - (II) Delegating Authority to Chief Financial Officer and His or Her Designees to Dispose of Surplus Property in Accordance With CAL. H&S Code §32121.2

**A. MOTION:** By Director Corrales, 2<sup>nd</sup> by Director Edwards-Tate to approve Resolution No. 02.13.23(01)-03 of the Board of Directors of Palomar Health (I) Directing Retirement of Disposition of Surplus Property Policy (No. 21804) (II) Delegating Authority to Chief Financial Officer and His or Her Designees to Dispose of Surplus Property in Accordance With CAL. H&S Code §32121.2

Roll call voting was utilized.

Director Corrales – aye      Director Griffith – aye  
Director Greer – aye      Director Barry – aye  
Director Clark – no      Director Pacheco – aye  
Director Edwards-Tate – no

Chairwoman Greer announced that five board members were in favor. Two opposed. No abstentions. No absences. Motion approved.

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- Director Jeff Griffith shared the background of how and why the resolution is being recommended to the Board.
- Director Laurie Edwards-inquired regarding Board involvement and oversight.
  - Hugh King, Chief Financial Officer; Kevin DeBruin, Chief Legal Officer; and Jessica Brown, Holland & Knight advised of procedures and legal ramifications as appropriate

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<ul style="list-style-type: none"> <li><i>Discussion</i></li> </ul>	<p><i>Conclusion / Action /Follow Up</i></p>
<p>B. Annual Adoption of Statement of Investment – Lucidoc #27092</p> <p>C. Debt Policy – Lucidoc #58892</p>	<p><b>B. MOTION:</b> By Director Corrales, 2<sup>nd</sup> by Director Edwards-Tate to approve Annual Adoption of Statement of Investment - Lucidoc #27092 as presented. Roll call voting was utilized.                      Director Corrales – aye                      Director Griffith – aye                      Director Greer – aye                          Director Barry – aye                      Director Clark – aye                          Director Pacheco – aye                      Director Edwards-Tate – aye                      Chairwoman Greer announced that seven board members were in favor. None opposed. No abstentions. No absences. Motion approved.</p> <p><b>G. MOTION:</b> By Director Griffith, 2<sup>nd</sup> by Director Edwards-Tate to approve Debt Policy - Lucidoc #58892 as presented. Roll call voting was utilized.                      Director Corrales – aye                      Director Griffith – aye                      Director Greer – aye                          Director Barry – aye                      Director Clark – abstain                      Director Pacheco – aye                      Director Edwards-Tate – aye                      Chairwoman Greer announced that six board members were in favor. None opposed. One abstentions. No absences. Motion approved.</p>
<ul style="list-style-type: none"> <li>B. There was no discussion.</li> <li>C. Director John Clark asked what changes were made to the policy.                             <ul style="list-style-type: none"> <li>Director Laura Barry read the changed sentence from page 144 in the posted information packet.</li> </ul> </li> </ul>	
<p><b>X. COMMITTEE REPORTS</b> <i>(information only unless otherwise noted)</i></p>	
<p>A. Audit and Compliance Committee</p>	
<ul style="list-style-type: none"> <li>Committee Chairwoman Greer reported that the committee was dark in January.</li> </ul>	
<p>B. Community Relations Committee</p>	
<ul style="list-style-type: none"> <li>Committee Chair Corrales reported that the committee was dark in January.</li> </ul>	



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C. Finance Committee

- Committee Chair Barry noted that the committee meeting summary was included in the board meeting packet.

D. Governance Committee

- Committee Chair Griffith noted that the committee meeting summary was included in the board meeting packet.

E. Human Resources Committee

- Committee Chair Corrales reported that the committee was dark in January.

F. Quality Review Committee

- Committee Chairwoman Greer reported that the committee was dark in January.

G. Strategic & Facilities Planning Committee

- Committee Chair Pacheco noted that the committee meeting summary was included in the board meeting packet

**XI. FINAL ADJOURNMENT**

- There being no further business, Chairwoman Greer adjourned the meeting at 8:00 p.m.

**Signatures:**

**Board Secretary**



Terry Corrales, R.N.

**Board Assistant**



Carla Albright