



<i>Board of Directors Meeting Minutes – Monday, January 9, 2023</i>	
<i>Agenda Item</i>	
<ul style="list-style-type: none"> <i>Discussion</i> 	<i>Conclusion / Action /Follow Up</i>
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 Thursday, January 5, 2023, which is consistent with legal requirements.	
I. CALL TO ORDER	
Pursuant to Palomar Health Board Resolution No. 01.10.22(03)-03, the meeting was held virtually, 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	
<i>The Palomar Health mission and vision statements are as follows:</i>	
<ul style="list-style-type: none"> <i>The mission of Palomar Health is to heal, comfort and promote health in the communities we serve</i> <i>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</i> 	
IV. PUBLIC COMMENTS	

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There were no public comments.

V. PRESENTATIONS

A. Patient Experience Moment

- Palomar Health Nurse Manager Ashley Row introduced former patient Doug Devlin, who came to the Palomar Medical Center Emergency Department with flu-like symptoms, but was diagnosed with a stroke.
- Mr. Devlin shared that when the ambulance arrived at his home the driver asked him here he wanted to go. Mr. Devlin replied that he had heard Palomar Health is a good place, to which they immediately confirmed that it is, and that they would take him there. From the minute he was brought in the door Mr. Devlin said he was made to feel like he was the only patient in the hospital. He felt that Palomar has definitely figured out how to hire the right people, and to let them do their jobs. There was an immediate plan in place when he was confirmed to have had a stroke, and everyone executed it beautifully. He added that his physical therapist and occupational therapist took his successes as their own personal victories, and were as excited as he was when he reached his goals. He stated that in his opinion it is much easier to heal and recover when you hear laughter in the hallways. He added that he could really feel that everyone at Palomar loves their job, the people they work with and the patients they care for. Mr. Devlin noted that he has been trained in customer service by some of the best companies in the world, therefore his level of expectation for customer service is really high. Palomar exceeded at every single point.
- Chairwoman Greer stated the board is grateful to hear about the outstanding care that Mr. Devlin received, and how far he has come in such a short period of time. She is not surprised that Palomar employees made him feel so special because that is what they strive to do every day; they are the best.

B. Physician Updates Presentation

- Palomar Health Chief Quality Officer Dr. Omar Khawaja introduced Gastroenterologist Dr. Reza Khoshini, whose medical group provides outstanding care to our patients throughout the entire district, including advanced procedures such as endoscopic ultrasounds and biopsies.
 - Dr. Khoshini thanked the board for inviting him to speak before them, noting that the experience has been very positive. Every department they interact with has been wonderful. When asked, he shared that he does feel there is an opportunity for improvement with updating the equipment they use, which he feels would improve quality and allow for him to expand on what he does to bring additional specialized experiences to the system. Also believes that the scheduling process could be improved to bring in a higher level of outpatient procedures; both are good opportunities to build on.
 - Director Corrales asked if the new equipment he spoke of would be needed at one campus or both, for which Dr. Khoshini replied that it would be mainly for PMC Escondido. Director Corrales added that these services could provide great marketing opportunities.
 - Chairwoman Greer thanked Dr. Khoshini for his input and feedback.

C. Employee Recognition

- Chairwoman Greer requested that the board members forward her their nominations; she is currently working on coordinating a recognition event for February.

D. Certificates of Election

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- Vice-Chair Jeff Griffith presented board members Greer and Pacheco with their certificates of election from the November 2023 general election. Directors Edwards-Tate and Clark's certificates to be forwarded to them after the meeting.

VI. APPROVAL OF MINUTES

A. Special Closed Session Board of Directors Meeting - Monday, December 12, 2022

A. MOTION: By Director Pacheco, 2nd by Director Clark and carried to approve to approve the Monday, December 12, 2022 Special Closed Session Board of Directors Meeting minutes with the revision as discussed below. 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.

B. Board of Directors Meeting - Monday, December 12, 2022

B. MOTION: By Director Barry, 2nd by Director Griffith and carried to approve the Monday, December 12, 2022 Board of Directors Meeting minutes with the revision as discussed below. 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.

- A. It was noted that the dates for both sets of minutes listed in the agenda section above need to be revised to December 12, 2022. Board Assistant to make revisions.
- B. Director Corrales stated that the point of order she had made at this meeting was not reflected in the minutes and asked for legal opinion about whether or not it should be added. Counsel advised that the meeting minutes are a reflection of action items taken and the point of orders are not typically recorded in minutes because they are intended to bring the parliamentary assembly back to the agenda; they are purely procedural and that is why they were not reflected in the minutes.

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

Agenda Item

<ul style="list-style-type: none"> Discussion 	Conclusion / Action /Follow Up
<p>A. Palomar Medical Center Escondido Medical Staff Credentialing & Reappointments</p> <p>B. Palomar Medical Center Poway Medical Staff Credentialing & Reappointments</p> <p>C. Palomar Health Approves Policies, Scopes of Service, and Power Plan(s) for the months of September, October, and November 2022. This includes all the Pharmacy and Therapeutics Committee and Infection Control</p> <p>D. Palomar Health Approves Policies, Scopes of Service, and Power Plan(s) for the months of September, October, and November 2022</p>	<p>MOTION: By Director Barry, 2nd by Director Griffith and carried to approve Consent Agenda items A. – D. as presented. Pursuant to the discussion below, motion by Director Edwards-Tate to pull Consent Agenda items C. and D. for further review. There was no 2nd; motion failed. Roll call voting was then utilized to take action on the first motion and 2nd to approve Consent Agenda A. – D. as presented.</p> <p>Director Corrales – aye Director Griffith – aye Director Greer – aye Director Barry – aye Director Clark – abstain Director Pacheco – aye Director Edwards-Tate – no</p> <p>Chairwoman Greer announced that five board members were in favor. One opposed. One abstention. No absences. Motion approved.</p>
<ul style="list-style-type: none"> Director Clark asked if agenda items VII.C. and VII.D. are new processes. Dr. Khawaja responded that in preparation for the upcoming Joint Commission survey it was decided to bring these policies for Board review in their entirety. Director Edwards-Tate recommended voting for each agenda item individually. Director Edwards-Tate advanced a motion to this effect which did not receive a second, the motion consequently failed. 	
<p>VIII. REPORTS</p>	
<p>A. Medical Staffs</p>	
<p>1. Palomar Medical Center Escondido</p>	

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

- The Medical Executive Committee was once again able to host their annual holiday celebration since putting it on hold during the pandemic. Wished to thank all of the physicians, board members and leadership in attendance. Gave a fond farewell to outgoing PMCE Chief of Staff Dr. Sabiha Pasha and Dr. Lachlan Macleay, the outgoing Treasurer/Secretary, who will continue in his role as Chair of Pathology. Welcomed new Chief of Staff-Elect Dr. Andrew Ngyuen (who had planned to be there but was called away on a case) and new Secretary/Treasurer Dr. Kal Abouelhosn. Added that these celebrations offer a good time for camaraderie amongst the physicians as well as the opportunity to present the Chief of Staff Physician of the Year Awards. This year's recipients are Dr. Steven Zgliniec, Critical Care Medicine and current Chair of Medicine, and Dr. David Santiago-Dieppa, Neurosurgeon. Congratulations to both of them.
- There are currently 30 COVID positive patients in-house; 3 are in the ICU and 1 is on a ventilator. RSV patient census is 3, none of whom are in the ICU. Noted that RSV appears to be affecting mainly pediatric patients and adults with comorbidities. Also have 2 patients who tested positive for the flu; they are not in the ICU.
- Plans to introduce the board to some of the new department chairs at the February Board of Directors meeting.
- Noted that he had heard from Chairwoman Linda Greer and President & CEO Diane Hansen that they wish to have more engagement with physicians. He is looking forward to this as well and is hopeful they can both attend the upcoming Joint Conference Committee meeting.
- Wished everyone a Happy New Year.
- Chairwoman Greer welcomed Dr. Koirala and thanked him for his report, adding that she looks forward to working with him and Dr. Filiciotto to increase engagement with the medical staff.

2. Palomar Medical Center Poway

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

- Annual Med Staff Meeting at Stone Brewery was a success – Good to communicate with everyone.

Honors / Recognition:

- Leadership Team congratulated for the impressive complex at PMCE (Palomar Medical Center Escondido).

Care:

- NCEMA (North County Emergency Medical Associates) contract finalized.
- Now will be working out the details of general surgery ER coverage and the Necrotizing Fasciitis Policy for Poway.
- Nursing care is slowly improving in most areas.

Communication:

- Med Staff leaders appreciate being included at last Thursday's strategic planning update.
- Offer extended to all Board Members to call / contact for any questions or concerns. If interested in site visits, feel free to contact Dr. Filiciotto for a tour at Poway.

Education:

- Dr. Jason Keri attended Chartis' (old Greeley) recent MEC (Medical Executive Committee) session. He was grateful and believes it will be very helpful both now and in future.

Equipment & Facilities:

- 3rd floor BHU (Behavioral Health Unit) still in process.
- Appreciated Dr. Bret Ginther's, Mandie White's, Kurt Brunst's and Sealey Lonnox's hard work on working out the bugs in Dragon One (voice to text) program in the new single sign on environment that went live December 6th.

Needs:

- Looking at ways to continue to improve and measure quality of care and requested feedback and input in this regard.
- Chairwoman Greer thanked Dr. Filiciotto for his report, adding that the Board Strategic and Facilities Planning Committee in conjunction with administration will be heading down to PMC Poway soon to update and refresh that campus as well.

B. Administrative

1. President and CEO

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• *Discussion*

Conclusion / Action /Follow Up

Palomar Health President & CEO Hansen provided the following report:

- Wished everyone a Happy New Year
- Welcomed Drs. Filiciotto and Koirala to their new roles as Chiefs of Staff and PMC Poway and PMC Escondido respectively, noting that the team is very much looking forwarding to working with them. Added that, as Dr. Filiciotto mentioned earlier, they did have a strategy session with the new medical executive team and are very excited to continue those conversations..
- Reported that there will be many exciting things coming in the new year with regard to patient satisfaction and employee and physician engagement, details of which will be brought to the board for their review and input. Projects include the new ambulatory surgery center in Escondido, which is slated to open this summer, and the new behavioral health hospital. Updates will come through the Board Strategic & Facilities Planning Committee. There are also other programs and potential partnerships that are being discussed; will be sharing these with the board as well.

2. Chairwoman of the Board

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

- The Board Standing Committee Assignments will remain status quo until after the board participates in the education sessions that are currently being scheduled. Sessions will cover such topics as Robert's Rules of Order and the Brown Act, and will commence in February. Would also like to hold a corporate counseling / team building session with the board.
- Is hopeful that the resolution regarding returning to in-person board member meeting attendance will be approved tonight so that the board can come back to meeting with one another face to face.
- Director Edwards-Tate currently sits on the ACHD Education Committee, Director Griffith represents Palomar Health on the ACHD Board of Directors, and Director Corrales is working with ACHD on their Behavioral Health and Advocacy committees. The board will be utilizing ACHD's best practices and tools again this year when it performs the annual CEO evaluation and board self-assessment.
- Wished Director Pacheco a very happy birthday (January 17th).
- Director Clark asked if the November financial statements were in the board meeting packet. Chief Financial Officer Hugh King responded that they will be published at the next Board Finance Committee meeting, then published generally after that. Ms. Hansen noted that the next Board Finance Committee meeting will be held on January 25th. The financial statements will be presented at that time; anyone is welcome to attend.
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Agenda Item

- Discussion

Conclusion / Action /Follow Up

IX. *APPROVAL OF BYLAWS, CHARTERS, RESOLUTIONS

- A. Resolution No. 01.09.23(02)-02 of the Board of Directors of Palomar Health Rescinding Prior Resolution No. 01.10.23(03)-03 And Authorizing Resumption of In-Person Board Meetings
- B. North San Diego County Health Facilities Financing Authority Termination Agreement

A. **MOTION:** By Director Griffith, 2nd by Director Corrales and carried to approve Resolution No. 01.09.23(02)-02 of the Board of Directors of Palomar Health Rescinding Prior Resolution No. 01.10.22(03)-03 And Authorizing Resumption of In-Person Board Meetings 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 – no
 Chairwoman Greer announced that six board members were in favor. One opposed. No abstentions. No absences. Motion approved.

B. No action needed; information only.

- A. Counsel read aloud the resolution in its entirety.
- Discussion ensued re: the merits of requiring board members to attend board meetings in person versus virtually, particularly as pertains to contagions such as COVID, flu etc., with additional discourse on whether this resolution applies to board committee meetings as well. Counsel opined that the statute that deals with this area was amended as of the 1st of January of this year and does permit that, for other contagious illness reasons, up to two meetings per calendar year may be missed by the board member and thereby instead participated in through a teleconference, notwithstanding the fact that it is in person. Further input from counsel noted that, with respect to the board members, in person meetings would be required; however, with respect to other persons such as non-board committee members, teleconferencing would still be permitted. Therefore, it may mean that only the board members attend those meetings in person.
- Additional concerns discussed re: active shooters or other threats were addressed by counsel in that the standard the board is required to apply by law is that, as the result of a proclaimed emergency, meeting in person would present imminent health risks to the health and safety of attendees.
- Chairwoman Greer directed Board Governance Committee Chair Griffith to bring the issue of board member meeting attendance to the Board Governance committee for review and potential Board Meeting Attendance Policy revision.
- B. Chief Financial Officer Hugh King provided the board with an overview of the agreement prior to their voting on the corresponding resolution listed as agenda item I.X.C.

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<ul style="list-style-type: none"> Discussion 	Conclusion / Action /Follow Up
<p>C. Resolution No. 01.09.23(01)-01 of the Board of Directors of Palomar Health Authorizing Termination of the North San Diego County Health Facilities Financing Authority; Approving the Form of, and Authorizing the Execution and Delivery of, a Termination Agreement; and Authorizing the Taking of Certain Other Actions in Connection Therewith</p> <p>D. Outsourced Labor Policy - Lucidoc #58921</p>	<p>C. MOTION: By Director Pacheco, 2nd by Director Clark and carried to approve Resolution No. 01.09.23(01)-01 of the Board of Directors of Palomar Health Authorizing Termination of the North San Diego County Health Facilities Financing Authority; Approving the Form of, and Authorizing the Execution and Delivery of, a Termination Agreement; and Authorizing the Taking of Certain Other Actions in Connection Therewith as presented. Roll call voting was utilized.</p> <p>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>D. MOTION: By Director Barry, 2nd by Director Griffith and carried to approve Outsourced Labor Policy - Lucidoc #58921 as presented. Roll call voting was utilized.</p> <p>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>

- C. There was no discussion.
- D. Director Clark asked what changes were made to the policy. Counsel responded that it was just two typographical errors that were on page 96 of the meeting packet.

X. COMMITTEE REPORTS (information only unless otherwise noted)

A. Audit and Compliance Committee

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

B. Community Relations Committee

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

C. Finance Committee

- Committee Chair Barry reported that the committee was dark in December.

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 December.

F. Quality Review Committee

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

G. Strategic & Facilities Planning Committee

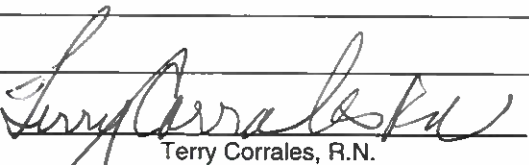
- Committee Chair Pacheco reported that the committee was dark in December.

XI. FINAL ADJOURNMENT


- There being no further business, Chairwoman Greer adjourned the meeting at 7:53 p.m.

Signatures:

Board Secretary


Terry Corrales, R.N.

Board Assistant


Carla Albright