
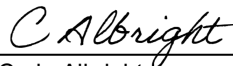


<i>GOVERNANCE COMMITTEE MEETING MINUTES – Thursday, February 23, 2023</i>			
<i>AGENDA ITEM</i>	<i>CONCLUSION/ACTION</i>	<i>FOLLOW UP/RESPONSIBLE PARTY</i>	<i>FINAL?</i>
<i>DISCUSSION</i>			
NOTICE OF MEETING			
Notice of the upcoming special meeting was posted Thursday, February 16, 2023. Notice of Meeting was posted at the Palomar Health Administrative Office; also posted with agenda packet on the Palomar Health website on Monday, February 20, 2023.			
CALL TO ORDER			
The meeting, which was held in the Linda Greer Board Room at 2125 Citracado Parkway, Suite 300, Escondido, CA. 92029, and virtually, was called to order at 12:03 p.m. by Committee Chair Jeff Griffith			
ESTABLISHMENT OF QUORUM			
<ul style="list-style-type: none"> • Quorum comprised of: Chair Jeff Griffith, Director Laura Barry and Director Terry Corrales • 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"> • There were no follow up items. 			
*ACTION ITEMS			
1. Policy Development: Attendance Policy Regarding Meetings of the Board of Directors	MOTION by Director Barry, 2 nd by Director Corrales to approve the Attendance Policy Regarding Meetings of the Board of Directors	So moved and passed to Board of Directors for consideration	

	<p>which will include information inserted by Legal of the highlighted areas. Roll call voting was utilized. Director Barry - Aye Director Corrales – Aye Director Griffith - Aye</p> <p>All in favor. None opposed.</p> <p>MOTION by Director Corrales, 2nd by Director Barry to approve to delegate Legal to prepare a policy on the delegation to the Chair to elect teleconferencing. Roll call voting was utilized. Director Barry - Aye Director Corrales – Aye Director Griffith - Aye</p> <p>All in favor. None opposed</p>		
<p>DISCUSSION:</p> <ul style="list-style-type: none"> • After the first motion, Chair Jeff Griffith requested to add item 7, under section III 1, of the proposed policy, “Palomar Health as a district encourages Board Members to attend in person to lead to better understanding, communication and cooperation.” • Director Laura Barry requested an insertion, in section “Procedure for Submitting Request for Remote Participation” (pages 8-9 of the posting packet), of “Board Chair, Board Committee Chair, Chief Legal Officer and Board Assistant” • Director Terry Corrales, in addition to the Chair Griffith’s request, adding a statement that reflects “because we are a public entity and elected officials it’s our elected duty and goal to serve our area in the best way possible, and attending in person and having open communication with our constituents will foster better community relations”. Chair Jeff Griffith noted there are two examples and wants to be as concise and understandable • Jessica Brown, Holland and Knight, summarized the requested changes to the proposed policy: <ul style="list-style-type: none"> ○ An amendment which encourages attendance in person ○ An amendment which focuses on the benefit to the community and of service of the district to its public, which can be added to encourage attendance in person ○ An amendment which specified Chief Legal Officer, Board Assistant, Board Chair and respective Committee Chairs contact information • Director Laura Barry asked if the list of people to contact should be added to the first paragraph of the proposed policy. Kevin DeBruin, Chief Legal Officer, clarified he would be the main contact if there are questions regarding the proposed policy • Jessica Brown, Holland and Knight, recommended delegate to Legal, drafting a subsequent policy on delegating to Board Chair the option to teleconference in future meetings. The draft policy would give the Governance Committee the opportunity to vet that draft and see if it is a workable procedure for purposes of teleconferencing the Board election of teleconferencing going forward. Once the policy is considered at the next meeting, then to the full Board for approval. Chair Jeff Griffith asked for this policy to be drawn up and the committee will work on the details, but is hesitant to give the Chair too much power. Diane Hansen, President and CEO, noted finding the right balance is key. Jessica Brown suggested tabling the policy for a future time, but the status quo is in the gray area since the Board has elected to use teleconferencing in the past and will presumably continue to do so going forward unless there is a written change in the policy. In the event the committee wants to change the status quo, now would be the time to delegate to legal to have for the next meeting. Chair Jeff Griffith, as a committee, asked Legal to develop a future policy with items mentioned. 			
2. Policy Development: Consent Agenda	<p>MOTION by Director Barry, 2nd by Director Corrales to approve the Consent Agenda policy as written. Roll call voting was utilized.</p>		

	Director Barry - Aye Director Corrales - Aye Director Griffith - Aye All in favor. None opposed.		
DISCUSSION:			
3. Policy Development: Board Member Facility Visitation	<p>MOTION by Director Barry, 2nd by Director Corrales to postpone the policy development indefinitely.</p> <p>After discussion, Director Barry motioned to withdraw the motion. There was no roll call vote.</p> <p>Motion withdrawn.</p> <p>MOTION by Director Barry, 2nd by Director Corrales to approve to produce a Board Member Facility Visitation Policy</p> <p>Roll call voting was utilized. Director Barry - Aye Director Corrales - Aye Director Griffith -</p> <p>All in favor. None opposed.</p>		
DISCUSSION: <ul style="list-style-type: none"> • The committee members discussed management procedure and Board Member accountability and how the current guidelines within the Board of Directors Code of Conduct cover the particular situation • Jessica Brown, Holland and Knight, noted the Code of Conduct is clear about a Board members inability to represent the interest of the district in an individual capacity and to engage in activities where they are advancing their individual interests, and feels the Code of conduct would cover this particular situation where a Board member is acting outside of official Board activities because they have an individual interest or desire to do something. Jessica suggested a presentation of guidelines for Board members who wish to take a tour, during the CEO presentation at a Board Meeting, which would be reflected in the Board meeting minutes and a formal written policy would not be needed. • Chair Jeff Griffith feels it would protect Administration if there was a policy. • Diane Hansen, President and CEO, asked for Legal guidance on the subject of Board member accountability. • Jessica Brown, Holland and Knight, an edit to the Code of Conduct or a policy and feels that here is some value in laying that out (see bullet points below), then deferred to the preference of the Chief Legal Officer where Administration is concerned. <ul style="list-style-type: none"> ○ Board members should have contact information ○ Clear understanding of who they should contact if they want to tour a facility, both for patient privacy concerns and HIPAA • Diane Hansen, President and CEO, and Chair Jeff Griffith agreed a policy makes sense in this case. • Diane Hansen, President and CEO, noted Administration will define the process in the management procedure and the Board policy will define who to contact • Director Laura Barry suggested the policy be produced after Administration creates the management procedure is produced so it will coordinate and there is no conflict between the two 			

INFORMATIONAL ITEMS			
V. Standing Items:			
1) Legislative Update	None		
2) Lucidoc List of Board Policies	None		
Discussion: None			
VI. RoundTable/Comments			
No further discussion			
FINAL ADJOURNMENT			
Meeting adjourned by Director Griffith at 1:19 p.m.			
SIGNATURES:			
COMMITTEE CHAIR	 <hr style="width: 100%; border: 0.5px solid black;"/> Jeff Griffith, EMT-P		
COMMITTEE SECRETARY	 <hr style="width: 100%; border: 0.5px solid black;"/> Carla Albright		