

Board of Directors Meeting Agenda Packet

March 13, 2023



Board of Directors

Linda Greer, RN, Chair
Jeffrey D. Griffith, EMT-P, Vice Chair
Laura Barry, Treasurer
Theresa Corrales, RN, Secretary
John Clark, Director
Laurie Edwards-Tate, MS, Director
Michael Pacheco, Director

Diane Hansen, President and CEO

Regular meetings of the Board of Directors are held on the second Monday of each month at 6:30 p.m., unless indicated otherwise.

For an agenda, locations or further information please call (760) 740-6375 or visit our website at www.palomarhealth.org

Our Mission

To heal, comfort, and promote health in the communities we serve

Our Vision

Palomar Health will 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

Our Values

Compassion - Providing comfort and care
Integrity - Doing the right thing for the right reason
Teamwork - Working together toward shared goals

Excellence - Aspiring to be the best

Service - Serving others and our community

Trust - Delivering on promises



Policy: Public Comments and Attendance at Public Board Meetings

I. PURPOSE:

A. It is the intention of the Palomar Health Board of Directors to hear public comment about any topic that is under its jurisdiction. This policy is intended to provide guidelines in the interest of conducting orderly, open public meetings while ensuring that the public is afforded ample opportunity to attend and to address the board at any meetings of the whole board or board committees.

II. DEFINITIONS:

A. None defined.

III. TEXT / STANDARDS OF PRACTICE:

- A. There will be one time period allotted for public comment at the start of the public meeting. Should the chair determine that further public comment is required during a public meeting, the chair can call for such additional public comment immediately prior to the adjournment of the public meeting. Members of the public who wish to address the Board are asked to complete a Request for Public Comment form and submit to the Board Assistant prior to or during the meeting. The information requested shall be limited to name, address, phone number and subject, however, the requesting public member shall submit the requested information voluntarily. It will not be a condition of speaking.
- B. Should Board action be requested, it is encouraged that the public requestor include the request on the Request for Public Comment as well. Any member of the public who is speaking is encouraged to submit written copies of the presentation.
- C. The subject matter of any speaker must be germane to Palomar Health's jurisdiction.
- D. Based solely on the number of speaking requests, the Board will set the time allowed for each speaker prior to the public sections of the meeting, but usually will not exceed 3 minutes per speaker, with a cumulative total of thirty minutes.
- E. Questions or comments will be entertained during the "Public Comments" section on the agenda. All public comments will be limited to the designated times, including at all board meetings, committee meetings and board workshops.
- F. All voting and non-voting members of a Board committee will be seated at the table. Name placards will be created as placeholders for those seats for Board members, committee members, staff, and scribes. Any other attendees, staff or public, are welcome to sit at seats that do not have name placards, as well as on any other chairs in the room. For Palomar Health Board meetings, members of the public will sit in a seating area designated for the public.
- G. In the event of a disturbance that is sufficient to impede the proceedings, all persons may be excluded with the exception of newspaper personnel who were not involved in the disturbance in question.
- H. The public shall be afforded those rights listed below (Government Code Section 54953 and 54954).
 - To receive appropriate notice of meetings;
 - 2. To attend with no pre-conditions to attendance;
 - 3. To testify within reasonable limits prior to ordering consideration of the subject in question;
 - To know the result of any ballots cast;
 - To broadcast or record proceedings (conditional on lack of disruption to meeting);
 - 6. To review recordings of meetings within thirty days of recording; minutes to be Board approved before release,
 - To publicly criticize Palomar Health or the Board; and
 - To review without delay agendas of all public meetings and any other writings distributed at the meeting.
- This policy will be reviewed and updated as required or at least every three years.

POSTED Thursday March 10, 2023



BOARD OF DIRECTORS MEETING

AGENDA

Monday, March 13, 2023 6:30 p.m.

PLEASE SEE PAGE 3 FOR MEETING LOCATION

	The Board may take action on any of the item unless the item is specifically labeled "Inform			Time	Form A Page	Target
CA	CALL TO ORDER					6:30
1.	ESTABLISHMENT OF QUORUM			2	-	6:32
2.	OPENING CEREMONY			3		6:35
	a. Pledge of Allegiance to the Flag					
3.	PUBLIC COMMENTS ¹			30	-	7:05
4.	PRESENTATIONS – Informational Only					
	a. Patient Experience Moment			5	-	7:10
	b. Employee Recognition			5		7:15
	c. Physician Updates Presentation			5		7:20
5.	APPROVAL OF MINUTES (ADD A)			5		7:25
	a. Special Closed Session Board of Directors Meeting – Monday, Feb	oruary 13, 2023 (<i>Pp 11-13</i>))		2	
	b. Board of Directors Meeting - Monday, February 13, 2023 (Pp 14-2	22)			2	
6.	APPROVAL OF AGENDA to accept the Consent Items as listed (ADD B)			5		7:30
	a. Palomar Medical Center Escondido Medical Staff Credentialing ar	nd Reappointments (Pp 23	3-26)		3	
	b. Palomar Medical Center Poway Medical Staff Credentialing and R				4	
	c. 2023 Palomar Health Employee Code of Conduct (<i>Pp 48-71</i>)				5	
7.	REPORTS – Informational Only					
	a. Medical Staff					
	I. Palomar Medical Center Escondido – Kanchan Koirala,	MD		5		7:35
	II. Palomar Medical Center Poway – Sam Filiciotto, MD			5		7:40
	b. Administration					
	I. <u>President and CEO</u> – <i>Diane Hansen</i>			5		7:45
	II. <u>Chair of the Board</u> – <i>Linda Greer, RN</i>			5		7:50
8.	APPROVAL of BYLAWS, CHARTERS, RESOLUTIONS (ADD C)			5		7:55
	Agenda Item	Committee or Dept.	Action			
	a. Board Human Resources Committee Charter Update (<i>Pp 72-75</i>)	Human Resources	Review/ Approve		6	
	b. Board Audit and Compliance Committee Charter (<i>Pp 76-78</i>)	Audit & Compliance	Review/ Approve		7	
	c. Board Quality Review Committee Charter (<i>Pp 79-81</i>)	Quality	Review/ Approve		8	
	 d. Resolution No. 03.13.23(01)-04 of the Board of Directors of Palomar Health Authorizing Palomar Health's CEO or Her Designee to Negotiate and Execute an Agreement for Radiologist Services (Pp 82) 	Legal	Review/ Approve		9	

9.	COMMITTEE REPORTS – Informational Only (ADD D) 5		5		8:00
	a.	Audit & Compliance Committee – Linda Greer, Committee Chair (Pp 83-84)			
	b.	Community Relations Committee – Terry Corrales, Committee Chair (Pp 85-86)			
	c.	Finance Committee – Laura Barry, Committee Chair (No meeting in February)			
	d.	Governance Committee (Special Meeting) – Jeff Griffith, Committee Chair (Pp 87)			
	e. Human Resources Committee – Terry Corrales, Committee Chair (Pp 88)				
	f.	Quality Review Committee – Linda Greer, Committee Chair (Pp 89-90)			
	g.	Strategic and Facilities Planning Committee (No meeting in February)			
FINAL ADJOURNMENT		-	8:00		

NOTE: If you have a disability, please notify us by calling 760.740.6375, 72 hours prior to the event so that we may provide reasonable accommodations

https://www.palomarhealth.org/board-of-directors/meetings

Public Comments and Attendance at Public Board Meetings

¹ 3 minutes allowed per speaker with a cumulative total of 9 minutes per group.
For further details, see Request for Public Comment Process and Policy available by clicking on or copying the URL below into your browser.

Board of Directors Meeting Location Options

Palomar Medical Center Escondido, 1st Floor Conference Room, 2185 Citracado Parkway, Escondido, CA 92029

- Committee members who are elected members of the Board of Directors will attend at this location, unless otherwise noticed below
- Elected members of the Board of Directors who are not members of the Committee and wish only to observe, non-Board member attendees, and members of the public may also attend at this location
- https://palomarhealth.webex.com/palomarhealth/j.php?MTID=m15079c844f9946e0eba382607e05c841
 or Dial in using your phone at 415.655.0001; Access Code: 25949127229¹
- Elected members of the Board of Directors who are not members of the Committee and wish only to observe, non-Board member attendees and members of the public may attend the meeting virtually utilizing the above link



¹ New to WebEx? Get the app now and be ready when your first meeting starts: https://www.webex.com/downloards.html

Minutes Board of Directors Meetings February 13, 2023

Board of Directors

TO:

MEETING DATE:	Monday, March 13, 2023		
FROM: Carla Albright, Assistant to the Board of Directors			
	ninutes from February 13, 2023, Regular and Special Closed on Board of Directors meetings are respectfully submitted for oval.		
Budget Impact:	I/A		
Staff Recommendatio	n: Recommend to approve the February 13, 2023, Regular and Special Closed Session Board of Directors meeting minutes.		
Committee Questions	: N/A		
COMMITTEE RECOMM	MENDATION: N/A		
Motion:			
Individual Action:			
Information:			
Required Time:			
-			

Palomar Medical Center Escondido Medical Staff Credentialing Recommendations

Board of Directors

MEETING DATE:	March 13, 2023	
FROM:	Kanchan Koirala, M.D., Chief of Staff, Palomar Medical Center Escondido	
Background:	Credentialing Recommendations from the Medical Executive Committee of Palomar Medical Center Escondido.	
Budget Impact:	None	
Staff Recommend	dation: Recommend Approval	
Committee Quest	tions:	
COMMITTEE RECO	MMENDATION: Approval	
Motion: X		
Individual Action:		
Information:		
Required Time:		

TO:

Palomar Medical Center Poway Medical Staff Credentials Recommendations February, 2023

TO:	Board of Directors			
MEETING DATE:	Monday March 13, 2023			
FROM:	Sam Filiciotto, M.D., Chief of Staff, Palomar Medical Center Poway			
Background:	Monthly credentials recommendations from the Palomar Medical Center Poway Medical Executive Committee for approval by the Board of Directors.			
Budget Impact:	None			
Staff Recommendation:				
Committee Questions:				
COMMITTEE RECO	MMENDATION: Approval			
Motion: X				
ndividual Action:				
nformation:				
Required Time:				

Audit and Compliance Committee Code of Conduct

Board of Directors

TO:

MEETING DATE: Monday		v, March 13, 2023		
FROM: Kevin D		eBruin, Chief Legal Officer		
Background: On Tuesday, February 21, 2023, the Board Audit and Complia Committee approved an update of the Palomar Health Code of Conduct, therefore the Palomar Health Code of Conduct is respectfully submitted for Board of Directors approval.				
Budget Impact:	:	N/A		
Staff Recomme	endation:	Review/Approve		
Committee Questions:		N/A		
COMMITTEE	RECOMMEN	NDATION:		
Motion: X				
Individual Action:				
Information:				
Required Time:				

Board Human Resources Committee Charter Update

FO: Board of Directors			
MEETING DATE:	Monday, March 13, 2023		
FROM:	Terry Corrales, Board Human Resources Committee Chair		
being brought forth to Board Human Resor February 8, 2023. The Board of Director	o organizational changes, an updated charter is the board for review and approval. urces Committee approved the charter update on ors approved the original Board Human ee charter on September 12, 2022.		
Budget Impact: N	/A		
	Ition: Staff recommend the Board approve Board Committee charter update.		
Committee Question	ons:		
COMMITTEE RECO	MMENDATION:		
Motion:			
Individual Action:			
Information:			
Required Time:			

Board Audit & Compliance Committee Charter

Board of Directors

TO:

MEETING DATE: Monday, March 13, 2023			
FROM: Linda Greer, Board Audit & Compliance Committee Chair			
Background: On Tuesday, February 21, 2023, the Board Audit and Compliance Committee approved the Board Audit and Compliance Committee charter; therefore it is being brought forth to the Board for formal ratification.			
Budget Impact: N/A			
Staff Recommendation: Adopt proposed charter for the Board Audit & Compliance Committee for formal ratification.			
Committee Questions:			
COMMITTEE RECOMMENDATION:			
Motion:			
Individual Action:			
Information:			
Required Time:			

Board Quality Review Committee Charter

TO:	Board of Directors			
MEETING DATE:	: Monday, March 13, 2023			
FROM:	Linda Greer, Board Quality Review Committee Chair			
Background:	The Quality Committee Charter is provided to the Board of Directors for review & approval.			
Budget Impact: N	N/A			
Staff Recommenda	ation: To approve.			
Committee Questi	ons:			
COMMITTEE DECC	OMMENDATION:			
COMMITTEE RECOMMENDATION:				
Motion: X				
Individual Action:				
Information:				
Required Time:				

RESOLUTION NO. 03.13.23(01)-04

RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR HEALTH AUTHORIZING PALOMAR HEALTH'S CEO OR HER DESIGNEE TO NEGOTIATE AND EXECUTE AN AGREEMENT FOR RADIOLOGIST SERVICES

TO: Board of Directors

MEETING DATE: Monday, March 13, 2023

FROM: Diane Hansen, President & CEO

Background: Palomar Health desires to enter into a professional services agreement with Arch Health Partners, Inc., doing business as Palomar Health Medical Group ("Group"), to provide its Physicians for certain administrative services and professional Radiologist medical services in the operation of the Departments and has determined that this proposed arrangement with Group shall enhance the Departments' and each Facility's organization, procedure standardization, economic efficiency, professional proficiency, and provide other benefits to enhance coordination and cooperation among the Departments' providers and users.

Group is a nonprofit public benefit corporation which has been organized and operates as a multi-site, fully integrated, multi-specialty clinic that provides for medical research and health care education, exempt from clinic licensure pursuant to California Health & Safety Code Section 1206(*I*). Group contracts with physician(s) who are duly qualified and licensed to practice medicine in the state of California, who are experienced and qualified to provide professional services in the specialized field of Radiology and who are members of Hospital's Medical Staff.

Budget Impact: TBD

Staff Recommendation: Staff recommend the Board approve Resolution No.

03.13.23(01)-04 authorizing the CEO, or her designee, to negotiate and execute a professional services

agreement with Group for Radiologist Services.

Committee Questions: N/A

COMMITTEE RECOMMENDATION:		
Motion: X		
Individual Action:		
Information:		
Required Time:		

ADDENDUM A



SPECIAL CLOSED SESSION BOARD OF DIRECTOR'S MEETING MINUTES - MONDAY, FEBRUARY 13, 2023

AGENDA ITEM CONCLUSION / ACTION

DISCUSSION

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 4:30 p.m. by Board Chair Linda Greer.

NOTICE OF MEETING

Notice of Meeting was posted at Palomar Health's Administrative office as well as on the Palomar Health website on Wednesday, February 8, 2023 which is consistent with legal requirements.

II. ESTABLISHMENT OF QUORUM

Quorum comprised of Directors Barry, Clark, Corrales, Greer, Griffith, Edwards-Tate, Pacheco

Excused Absences: None

III. PUBLIC COMMENTS

There were no public comments

IV. ADJOURNMENT TO CLOSED SESSION

- A. Pursuant to California Government Code § 54956.6 CONFERENCE WITH LEGAL COUNSEL–ANTICIPATED LITIGATION Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Section 54956.9: One (1) potential case
- B. Pursuant to California Government Code § 54962 and California Health & Safety Code § 32106 REPORT INVOLVING TRADE SECRET Discussion will concern: proposed new service, program or facility. Estimated date of public disclosure: June 30, 2023

SPECIAL CLOSED SESSION BOARD OF DIRECTOR'S MEETING MINUTES – MONDAY, FEBRUARY 13, 2023			
AGENDA İTEM		CONCLUSION / ACTION	
• DISCUSSION	• DISCUSSION		
C. Pursuant to California Government Code § 54956.8 — CONFERENCE WITH REAL PROPERTY NEGOTIATORS — Property: Lots 25 & 26 of Tract No. 834, in the City of Escondido, County of San Diego, State of California, according to Map thereof No. 14893, filed in the Office of the County Recorder of San Diego County on March 17, 2005; Agency Negotiator: Hubert U. King; Negotiating parties: JRM-ERTC I, L.P.; Under negotiation: Instruction to negotiator will concern price and terms of payment			
D. Pursuant to California Government Code § 54956.8 — CONFERENCE WITH REAL PROPERTY NEGOTIATORS — Property: 2227 Enterprise Street, Escondido, CA 92029 and 975 S. Andreasen Drive, Escondido, CA 92029; Agency Negotiator: Hubert U. King; Negotiating parties: TBD; Under negotiation: Instruction to negotiator will concern price and terms of payment			
V. RE-ADJOURNMENT TO OPE	n Session		
VI. ACTION RESULTING FROM	CLOSED SESSION DISCUSSION, IF ANY		
There was no action resulting from closed session.			
VII. FINAL ADJOURNMENT			
There being no further business, Chair Greer adjourned the meeting at 6:24 p.m.			
SIGNATURES:	BOARD SECRETARY	Terry Corrales, R.N.	
JIGINATURES.	BOARD ASSISTANT	Carla Albright	



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

Agenda Item

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, 1st 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

Board of Directors Meeting Minutes – Monday, February 13, 2023				
Agenda Item				
Discussion	Conclusion / Action /Follow Up			
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 Presider teams, efforts in prioritizing the organizations projects and improvements, plus completing the projects and improvements.	nt, Construction and Facilities, with a certificate of recognition. Mr. Mills, and his g projects ahead of schedule and under budget.			

Board of Directors Meeting Minutes – Monday, February 13, 2023	
Agenda Item	
• Discussion	Conclusion / Action /Follow Up
D. Teleconferencing Rules for Board Members	
 David Holtzman of Holland and Knight, reviewed the attendance rules governing regular, special a teleconferencing requirements 	and emergency board meetings, including individual Board Member
/I. APPROVAL OF MINUTES	
A. Board of Directors Meeting - Monday, January 9, 2023	A. MOTION: By Director Griffith, 2 nd by Director Corrales to approve the Monday, January 9, 2023 Board of Directors Meeting minutes as presented. Rocall 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	

Board of Directors Meeting Minutes – Monday, February 13, 2023 Agenda Item Conclusion / Action / Follow Up Discussion VII.* APPROVAL OF AGENDA to accept the Consent Items as listed MOTION: By Director Griffith, 2nd by Director Pacheco A. Palomar Medical Center Escondido Medical Staff Credentialing and Reappointments to approve Consent Agenda items A. - E. as B. Palomar Health Center Poway Medical Staff Credentialing and Reappointments presented. Discussion ensued. During the course of C. Palomar Medical Center Escondido/Palomar Medical Center Poway Medical Staff Privilege Checklist discussion, there was a Motion by Director Edwards-D. Physician Agreements Tate, as indicated below: E. December Financials **MOTION:** By Director Edwards-Tate, 2nd 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 - ave Director Pacheco – ave 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, 2nd by Director Clark to approve Consent Agenda items A – E as presented. Roll call voting was then utilized. Director Corrales – ave Director Griffith - ave Director Greer - ave Director Barry - aye Director Clark – ave 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.

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

Agenda Item

Discussion

Conclusion / Action / Follow Up

- 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
- o Physician engagement survey update
- Physician Resource Allocation Committee update
- o 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.
- O Recognition of Emergency Room and Compliance Leadership
- O Update of record systems and pharmacy reconciliations
- O Planning physician leadership icebreaker

Board of Directors Meeting Minutes – Monday, February 13, 2023 Agenda Item Conclusion / Action / Follow Up Discussion **B.** Administrative 1. President and CEO Palomar Health President & CEO Hansen provided the following report: O Announced Palomar Health is now the official healthcare provider for the San Diego Loyal O Announced Palomar Health SeaWorld event, July 25th – July 27th O 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: o 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 23rd – 26th, information to be forwarded to the Board. ACHD Annual meeting dates are September 13th – 15th IX. *APPROVAL OF BYLAWS, CHARTERS, RESOLUTIONS A. Resolution No. 02.13.23(01)-03 of the Board of Palomar Health A. **MOTION:** By Director Corrales, 2nd by Director Directing Retirement of Disposition of Surplus Property Policy (No. 21804) Edwards-Tate to approve Resolution No. Delegating Authority to Chief Financial Officer and His or Her Designees to Dispose of Surplus (II) 02.13.23(01)-03 of the Board of Directors of Property in Accordance With CAL. H&S Code §32121.2 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 – ave Director Griffith - ave Director Greer – aye Director Barry – aye

Director Pacheco - ave

Director Clark - no

Director Edwards-Tate - no

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

Agenda Item

• Discussion

Conclusion / Action /Follow Up

• 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

Board of Directors Meeting Minutes – Monday, February 13, 2023 Agenda Item Conclusion / Action / Follow Up Discussion B. **MOTION:** By Director Corrales, 2nd by Director B. Annual Adoption of Statement of Investment – Lucidoc #27092 Edwards-Tate to approve Annual Adoption of Statement of Investment - Lucidoc #27092 as C. Debt Policy - Lucidoc #58892 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 – ave Chairwoman Greer announced that seven board members were in favor. None opposed. No abstentions. No absences. Motion approved. G. MOTION: By Director Griffith, 2nd 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 Pacheco – ave Director Clark – abstain Director Edwards-Tate - aye Chairwoman Greer announced that six board members were in favor. None opposed. One abstentions. No absences. Motion approved. C. There was no discussion. D. Director John Clark asked what changes were made to the policy. Director Laura Barry read the changed sentence from page 144 in the posted information packet. X. COMMITTEE REPORTS (information only unless otherwise noted) A. Audit and Compliance Committee Committee Chairwoman Greer reported that the committee was dark in January. B. Community Relations Committee Committee Chair Corrales reported that the committee was dark in January.

Board of Directors Meeting Minutes – Monday, February 13, 2023				
Agenda Item				
• Discussion	Discussion Conclusion / Action /Follow Up			
C. Finance Committee				
G. I mance committee				
Committee Chair Barry noted that the commit	tee meeting summary was included in the board meeting packet.			
D. Governance Committee				
Committee Chair Griffith noted that the comm	ittee meeting summary was included in the board meeting packet.			
E. Human Resources Committee				
Committee Chair Corrales reported that the co	ommittee was dark in January.			
F. Quality Review Committee	F. Quality Review Committee			
Committee Chairwoman Greer reported that t	he committee was dark in January.			
G. Strategic & Facilities Planning Committee				
O				
Committee Chair Pacheco noted that the com	mittee meeting summary was included in the board meeting packet	et .		
XI. FINAL ADJOURNMENT				
T				
There being no further business, Chairwoman Greer adjourned the meeting at 8:00 p.m.				
	Board Secretary	Terry Corrales, R.N.		
Signatures:				
	Poord Assistant	Carla Albright		
	Board Assistant	Sana , ushigin		

ADDENDUM B

Palomar Medical Center Escondido

2185 Citracado Parkway Escondido, CA 92029 (442) 281-1005 (760) 233-7810 fax Medical Staff Services

March 1, 2023

To: Palomar Health Board of Directors

From: Kanchan Koirala, M.D., Chief of Staff

Palomar Medical Center Escondido Medical Executive Committee

Board Meeting Date: March 13, 2023

Subject: Palomar Medical Center Escondido Credentialing Recommendations

Provisional Appointment (03/13/2023 – 02/28/2025)

Pertl, Ursula G., M.D. – Pediatrics

Pruitt, Crystal N., M.D. – Obstetrics & Gynecology

Shah, Chirag M., M.D. - Ophthalmology

Song, Joyce, D.O. - Pediatrics

Advance from Provisional to Active Category

Chung, Charles J., M.D. (eff. 03/13/2023 – 12/31/2023) O'Neil, James E., III, M.D. (eff. 03/13/2023 – 10/31/2024)

Advance from Provisional to Courtesy Category

Fierer, Adam S., M.D. (eff. 03/13/2023 – 08/31/2024)

Reinstatement and Category Change

Al Nahlawi, Basma, M.D. - Rheumatology (eff. 03/13/2023 – 02/28/2025) *Category change from Consulting to Active

Voluntary Resignations

Altschus, Lauren B., M.D. (eff. 05/24/2022)

Bamber, Danny L., M.D. (eff. 10/27/2022)

Chung, Victor K., M.D. (eff. 01/16/2023)

Huang, Frank, M.D. (eff. 03/31/2023)

Khoury, Farjallah F.N., M.D. (eff. 03/31/2023)

Li, Yiping, M.D. (eff. 03/31/2023)

Liotta, Benjamin I., M.D. (eff. 06/30/2022)

Mataoa, Scott L., M.D. (eff. 12/26/2022)

Matonis, Danielle M., M.D. (eff. 07/31/2022)

Milliken, Amy R., M.D. (03/31/2023)

Morelock, Michael D., M.D. (eff. 01/26/2023)



O'Connor, Dennis R., M.D. (eff. 09/30/2022) Pollack, Melanie, D.O. (eff. 06/29/2022) Ramos, Patrick M., M.D. (eff. 03/31/2023) Said, Saema, M.D. (eff. 12/26/2022)

Allied Health Professional Appointment (03/13/2023 – 02/28/2025)

Adam, Jory J., PA-C - Surgery Waldrup, La'Rhonda M., NNP – Pediatrics Wilson, Haylee N., NNP - Pediatrics

Allied Health Reinstatements

Brock, Whitney W., NNP – Dept. of Pediatrics (eff. 03/13/2023 – 02/28/2025)

Allied Health Professional Resignations

Hunter, Jacob A., PA-C - resigned per EMA, no longer with group (eff. 12/07/2022) Kwan, Jaclyn E., PA-C – resigned at expiration of LOA, no request to return (eff. 02/28/2023)

Continues



Reappointments (effective 04/01/2023 - 03/31/2025)

Bishay, Emad D., MD	Internal Medicine	Dept. of Medicine	Active
Dashi, Arben, MD	Internal Medicine	Dept. of Medicine	Active
Davis, Graham W., DO	Anesthesiology	Dept. of Anesthesia	Active
Dunphy, Stephen A., MD	Emergency Medicine	Dept. of Emergency	Active
Esfahani, Fatemeh B., MD	Internal Medicine	Dept. of Medicine	Active
Foster, James D., MD	Emergency Medicine	Dept. of Emergency	Active
Kazenegra, Radmila, MD	OB/Gyn	Dept. of OB/Gyn	Active
Khawar, Osman S., MD	Nephrology	Dept. of Medicine	Active
Martin, Andrew J., MD	Radiology	Dept. of Radiology	Active
McGrath, Timothy P., MD	Anesthesiology	Dept. of Anesthesia	Active
Motarjemi, Ramin, MD	Internal Medicine	Dept. of Medicine	Active
Mutyala, Ravichandra R., MD	Internal Medicine	Dept. of Medicine	Active
Pattengill, Catherine G., MD	OB/Gyn	Dept. of OB/Gyn	Courtesy
Popper, Steven T., MD	Pulmonary/Critical Care	Dept. of Medicine	Active
Presente, Asaf, MD	Critical Care Medicine	Dept. of Medicine	Active
Ramanathan, Bhuvana K., MD	Internal Medicine	Dept. of Medicine	Active
Rashcovsky Schiff, Karin, MD	Family Practice	Dept. of Family Practice	Affiliate
Robin, Marco S., DO	Anesthesiology	Dept. of Anesthesia	Active
Socha, Traci E., DO	Pediatrics	Dept. of Pediatrics	Affiliate
Tang, James Y., MD	Family Practice	Dept. of Family Practice	Active
Tomlin, Jeffrey M., MD	Neurosurgery	Dept. of Surgery	Courtesy
Trifunovic, Robert D., MD	Administrative Med.	Dept. of OB/Gyn	Affiliate

Allied Health Professional Reappointments (effective 04/01/2023 – 03/31/2025)

Baker, Catherine L., NP	Dept. of Psychiatry	(Sponsor: Dr. Jason Keri for SMA)
Bishop, Leslie A., NP	Dept. of Medicine	(Sponsor: Dr. Bilal Choudry for The Neurology Center)
Carlson, Amanda, NNP	Dept. of Pediatrics	(Sponsor: Dr. David Golembeski, for Children's Specialists)
Deatrick, Veronica, PNP	Dept. of Psychiatry	(Sponsor: Dr. Jason Keri for SMA)
Hays, Anna K., NNP	Dept. of Pediatrics	(Sponsor: Dr. David Golembeski, for Children's Specialists)
Krochmal, Rachel E., PA-C	Dept. of OB/Gyn	(Sponsor: Dr. Branislav Cizmar for PHMG OB/Gyn)
Russell, Mary P., FNP	Dept. of Medicine	(Sponsor: Dr. Rod Serry for PHMG Heart & Vascular)

Certification by and Recommendation of Chief of Staff

As Chief of Staff of Palomar Medical Center Escondido, I certify that the procedures described in the Medical Staff Bylaws for appointment, reappointment or alteration of staff membership or the granting of privileges and that the policy of Palomar Health's Board of Directors regarding such practices have been properly followed. I recommend that the action requested in each case be taken by the Board of Directors.



Palomar Medical Center Poway Medical Staff Services 15615 Pomerado Road Poway, CA 92064 (858) 613-4538 (858) 613-4217 fax

Date: March 1, 2023

To: Palomar Health Board of Directors – March 13, 2023 Meeting From: Sam Filiciotto, M.D., Chief of Staff, PMC Poway Medical Staff Subject: Medical Staff Credentials Recommendations – February, 2023

<u>Provisional Appointments:</u> (03/13/2023 – 02/28/2025)

Robert Keenan, M.D., General Surgery Chirag Shah, M.D., Ophthalmology

Biennial Reappointments: (04/01/2023 - 03/31/2025)

Arben Dashi, M.D., Internal Medicine, Courtesy (Includes The Villas at Poway)

Graham Davis, D.O., Anesthesiology, Active

Stephen Dunphy, M.D., Emergency Medicine, Active

Fatemeh Esfahani, M.D., Internal Medicine, Active (Includes The Villas at Poway)

James Foster, M.D., Emergency Medicine, Active

Osman Khawar, M.D., Nephrology, Active

Sarah Lindback, M.D., Pediatrics, Active

Andrew Martin, M.D., Teleradiology, Active

Timothy McGrath, M.D., Anesthesiology, Active

Dori Mortimer, M.D., Pediatrics, Active

Ramin Motarjemi, M.D., Internal Medicine, Active

Ravichandra Mutyala, M.D., Internal Medicine, Active

Steven Popper, M.D., Pulmonary/Critical Care, Active (Includes The Villas at Poway)

Asaf Presente, M.D., Critical Care Medicine, Active (Includes The Villas at Poway)

Marco Robin, D.O., Anesthesiology, Active

James Tang, M.D., Family Practice, Active

Advancements to Active Category:

Charles Chung, M.D., Teleradiology, effective 03/13/2023 – 12/31/2023 Lucila Moreira, D.O., Pediatrics, effective 03/13/2023 – 11/30/2023 James O'Neill, M.D., Anesthesiology, effective 03/13/2023 – 10/31/2024

Advancement to Courtesy Category:

Adam Fierer, M.D., General Surgery, effective 03/13/2023 – 08/31/2024

Continues



Voluntary Resignations:

Lauren Altschuh, M.D., Emergency Medicine, effective 05/24/2022
Danny Bamber, M.D., Emergency Medicine, effective 10/27/2022
Farjallah Khoury, M.D., Physical Medicine and Rehab, effective 03/31/2023
Benjamin Liotta, M.D., Emergency Medicine, effective 06/30/2022
Scott Mataoa, M.D., Emergency Medicine, effective 12/26/2022
Danielle Matonis, M.D., Emergency Medicine, effective 07/31/2022
Michael Morelock, M.D., ENT, effective 01/26/2023
Dennis O'Connor, M.D., Emergency Medicine, effective 09/30/2022
Priya Patel, M.D., Diagnostic Radiology, effective 06/27/2022
Melanie Pollack, D.O., Emergency Medicine, effective 06/29/2022
Patrick Ramos, M.D., Urology, effective 03/31/2023
Stephen Schmitter, M.D., Diagnostic Radiology, effective 12/11/2022
Saema Said, M.D., Emergency Medicine, effective 12/04/2022

Request for 2 Year Leave of Absence:

John Steele, M.D., General Surgery, effective 02/07/2023 – 02/06/2025

Allied Health Professional Appointments: (03/13/2023 – 02/28/2025)

Jory Adam, PA, Sponsors Drs. Hanna, Bried, and Brad Cohen Addison Johnson, PA, Sponsors Drs. Burgess and Schultzel Jayme Mccutcheon, NP, Sponsors Drs. Burgess and Schultzel

Allied Health Professional Biennial Reappointment: (04/01/2023 - 03/31/2025)

Catherine Baker, NP, Sponsor Dr. Keri (Includes The Villas at Poway)

Leslie Bishop, NP, Sponsor Dr. Choudry

Amanda Carlson, NNP, Sponsor Dr. Golembeski

Veronica Deatrick, PNP, Sponsor Dr. Keri

Anna Hays, NNP, Sponsor Dr. Golembeski

Rachel Krochmal, PA, Sponsor Dr. Cizmar

Shawn Laird, NP, Sponsor Dr. Otoshi (Includes The Villas at Poway)

Mary Russell, FNP, Sponsor Dr. Serry

Reinstatement as Allied Health Professional:

Whitney Brock, NNP, Sponsor Dr. Golembeski, effective 03/13/2023 – 02/28/2025

Allied Health Professional Resignations:

John Frisbie, PA, effective 03/15/2023 Jacob Hunter, PA, effective 12/07/2022 Jaclyn Kwan, PA, effective 02/28/2023

PALOMAR MEDICAL CENTER POWAY: <u>Certification by and Recommendation of Chief of Staff</u>: As Chief of Staff of Palomar Medical Center Poway, I certify that the procedures described in the Medical Staff Bylaws for appointment, reappointment, or alternation of staff membership or the granting of privileges and the policy of the Palomar Health's Board of Directors regarding such practices have been properly followed. I recommend that the Board of Directors take the action requested in each case.

PALOMAR HEALTH ALLIED HEALTH PROFESSIONAL APPOINTMENT March 2023

PERSONAL INFORMATION

Provider Name & Title	Jory J. Adam, PA-C
Palomar Health Facilities	Palomar Medical Center Escondido Palomar Medical Center Poway

SPECIALTIES/BOARD CERTIFICATION

Specialties	Physician Assistant - Certified 2008

ORGANIZATIONAL NAME

Name	Physician Assistant Specialists - California, Inc.
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EDUCATION/AFFILIATION INFORMATION

Education Information	University of North Dakota, Master of Science/PA Studies 08/21/2006 – 05/10/2008
Employment	Current Employment Physician Assistant Specialists - California, Inc. Physician Assistant From: 06/01/2022 To: Current
Current Affiliation Information	Salinas Valley Memorial Healthcare System Little Company of Mary Health Services Mission Hospital Medical Center - M Viejo Mission Hospital, Laguna Beach Providence St. Joseph Hospital Ascension The Diagnostic & Treatment Center

PALOMAR HEALTH ALLIED HEALTH PROFESSIONAL APPOINTMENT March 2023



PALOMAR HEALTH ALLIED HEALTH PROFESSIONAL APPOINTMENT March 2023

PERSONAL INFORMATION

Ī	Provider Name & Title	Addison L. Johnson, PA-C
	Palomar Health Facilities	Palomar Medical Center Poway

SPECIALTIES/BOARD CERTIFICATION

Specialties Physician Assistant - Certified 2021	
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ORGANIZATIONAL NAME

Name	United Medical Doctors	
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EDUCATION/AFFILIATION INFORMATION

Education Information	Emory & Henry School of Health Sciences, Master of Science/PA Studies 08/06/2018 – 08/14/2021
Employment	Current Employment United Medical Doctors Physician Assistant From: 11/15/2021 To: Current
Current Affiliation Information	Sharp Memorial Hospital Sharp Coronado Hospital



PERSONAL INFORMATION

Provider Name & Title	Robert N. Keenan, M.D.
Palomar Health Facilities	Palomar Medical Center Poway

SPECIALTIES/BOARD CERTIFICATION

Specialties	Surgery, General - Certified 2007

ORGANIZATIONAL NAME

Medical Education Information	Medical School University of Texas Southwestern Med Ctr, Dallas, MD From: 08/01/1997 To: 06/01/2001
Internship Information	
Residency Information	Residency San Joaquin General Hospital General Surgery From: 06/25/2001 To: 06/30/2006
Fellowship Information	
Current Affiliation Information	Bozeman Health Surgery Clinic Rideout Memorial Hospital



PERSONAL INFORMATION

Provider Name & Title	Jayme N. Mccutcheon, N.P.
Palomar Health Facilities	Palomar Medical Center Poway

SPECIALTIES/BOARD CERTIFICATION

<i>Specialties</i>	Nurse Practitioner - Certified 2021

ORGANIZATIONAL NAME

Name	United Medical Doctors	
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Education Information	California Baptist University, Family Nurse Practitioner 04/30/2021
Employment	Current Employment United Medical Doctors Nurse Practitioner From: 11/01/2021 To: Current
Current Affiliation Information	Sharp Coronado Hospital Sharp Memorial Hospital



PERSONAL INFORMATION

Provider Name & Title	Ursula G. Pertl, M.D.
Palomar Health Facilities	Palomar Medical Center Escondido

SPECIALTIES/BOARD CERTIFICATION

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	Specialties	Pediatrics - Certified 2009

ORGANIZATIONAL NAME

Name	Children's Primary Care Medical Group
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Medical Education Information	Medical School University of Tubingen, MD From: 05/01/1994 To: 06/01/1998 Doctor of Medicine Degree
Internship Information	Internship University of California, San Francisco (Fresno) Pediatrics From: 06/01/2002 To: 06/01/2003 Certificate in Residency
Residency Information	Residency University of California, San Francisco (Fresno) Pediatrics From: 06/01/2003 To: 06/01/2005
Fellowship Information	
Current Affiliation Information	Tri-City Medical Center Scripps Memorial Hospital, Encinitas Rady Children's Hospital, San Diego



PERSONAL INFORMATION

Provider Name & Title	Crystal N. Pruitt, M.D.
Palomar Health Facilities	Palomar Medical Center Escondido

SPECIALTIES/BOARD CERTIFICATION

Obstetrics and Gynecology - Certified 2021
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ORGANIZATIONAL NAME

Name	OB Hospitalist Group
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Medical Education Information	Medical School Mayo Graduate School of Medicine, MD From: 06/01/2008 To: 05/31/2014
Internship Information	
Residency Information	Residency Loma Linda University Medical Center Obstetrics/Gynecology From: 07/01/2014 To: 08/22/2018
Fellowship Information	
Current Affiliation Information	Loma Linda University Medical Center - Murrieta SAC Health System Loma Linda University Childrens Hospital Loma Linda University Medical Center



PERSONAL INFORMATION

Provider Name & Title	Chirag M. Shah, M.D.
Palomar Health Facilities	Palomar Medical Center Escondido
	Palomar Medical Center Poway

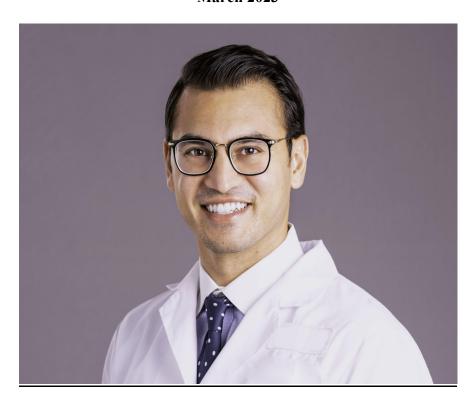
SPECIALTIES/BOARD CERTIFICATION

Specialties	Ophthalmology - Certified 2022

ORGANIZATIONAL NAME

Name	Dr. Chirag M. Shah, MD	
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Medical Education Information	Medical School State University of New York at Stony Brook, MD From: 09/01/2012 To: 06/30/2016 Doctor of Medicine Degree
Internship Information	Internship University of California, Irvine Internal Medicine From: 07/01/2016 To: 06/30/2017
Residency Information	Residency University of California, Irvine Ophthalmology From: 07/01/2017 To: 06/30/2020
Fellowship Information	Fellowship Rush University Medical Center Vitreoretinal Surgery From: 07/01/2020 To: 06/30/2022
Current Affiliation Information	Rush Oak Park Hospital



PERSONAL INFORMATION

Provider Name & Title	Joyce Song, D.O.
Palomar Health Facilities	Palomar Medical Center Escondido

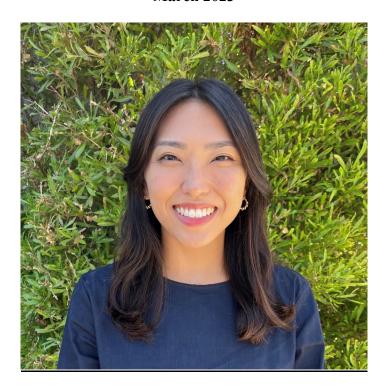
SPECIALTIES/BOARD CERTIFICATION

Specialtie	es	Pediatrics – Not Certified Yet
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ORGANIZATIONAL NAME

Name	Children's Primary Care Medical Group
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Medical Education Information	Medical School Liberty University, DO From: 08/03/2015 To: 05/11/2019 Liberty University College of Osteopathic Medicine
Internship Information	Internship Medical College of Georgia at Augusta University Pediatrics From: 07/01/2019 To: 06/30/2020
Residency Information	Residency Medical College of Georgia at Augusta University Pediatrics From: 07/01/2020 To: 06/30/2022
Fellowship Information	
Current Affiliation Information	



PERSONAL INFORMATION

Provider Name & Title	La'Rhonda M. Waldrup, NNP
Palomar Health Facilities	Palomar Medical Center Escondido

SPECIALTIES/BOARD CERTIFICATION

Specialties	Neonatal Nurse Practitioner - Certified 2021
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ORGANIZATIONAL NAME

Ī	Name	Children's Specialists of San Diego

Education Information	Roseman University of Health Science, BSN From: 08/17/2009 To: 03/04/2011 University of Southern Nevada
Employment	Current Employment Rady Children's Hospital Neonatal Nurse Practitioner From: 05/10/2021 To: Current
Current Affiliation Information	Rady Children's Hospital, San Diego



PERSONAL INFORMATION

Provider Name & Title	Haylee N. Wilson, NNP
Palomar Health Facilities	Palomar Medical Center Escondido

SPECIALTIES/BOARD CERTIFICATION

Specialties	Neonatal Nurse Practitioner - Certified 2021
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ORGANIZATIONAL NAME

No	ame	Children's Specialists of San Diego

Education Information	State University of New York at Binghamton, BSN From: 05/26/2014 To: 05/16/2015 State University of New York at Geneseo, BA From: 01/10/2011 To: 05/16/2014
Employment	Current Employment Rady Children's Hospital Nurse Practitioner From: 09/01/2022 To: Current
Current Affiliation Information	Sharp Memorial Hospital Rady Children's Hospital, San Diego





CODE OF CONDUCT





Every day at Palomar Health, we ask our patients and their families for their trust – trust in our ability to provide excellent patient care in a safe and compassionate way. To earn this trust, we must behave safely and ethically in everything we do – our code of conduct.

Palomar Health's Code of Conduct is the foundation that helps fulfill our commitments to each other, to our partners, and to our patients and their families. This also ensures we stay aligned with the law, regulations, and Palomar Health policies and procedures. It is important that we understand and agree to uphold the principles outlined in the Code of Conduct each day.

If you have any questions or ethical concerns regarding a situation at Palomar Health, I encourage you to contact your supervisor or the Palomar Health Compliance department. We welcome your comments and enforce a strict non-retaliation policy. If you wish to remain anonymous, you may also call the Values Lines at 1.800.850.2551 or visit PalomarHealth.org/SpeakUp

Thank you for your commitment to deliver high-quality, safe patient care to every patient, every time.

Sincerely,

Diane HansenPresident and CEO

Our Mission

To heal, comfort and promote health in the communities we serve.

Our Vision

Palomar Health will 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.

Our Values







Excellence

Teamwork

Service







Compassion

Trust

Integrity

Navigating the Code of Conduct

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What is the Code of Conduct? Why is It Important to Me?



Our values serve as a guide for the decisions we make.

The Code of Conduct highlights the connection between the work we do every day and our values. It provides examples of what it means to live our values: Excellence, Teamwork, Service, Compassion, Trust and Integrity.

To achieve Palomar Health's mission and vision, each of us must do our part to deliver high-quality care in line with the law, Palomar Health policies and procedures and the Code of Conduct. This resource guide is the foundation of our Ethics and Compliance program. It outlines:

- The organization's ethical and professional standards.
- The methods which are available for reporting issues in conflict with our standards.

All employees, volunteers and independent contractors are responsible for knowing, understanding and following our Code of Conduct and the policies and procedures it reinforces.

For more information on any topic presented in this guide, refer to Palomar Health's policies and procedures.

Ethical Self-Assessment

Since the Code of Conduct cannot address every potential situation, here are some general questions to help apply the principles in this guide:

Will my actions hurt my reputation, the reputation of my colleagues or the reputation of the organization?

How would the issue appear to someone outside **Palomar Health?**

Are my actions consistent with the Code of Conduct?

Is this an

ethical thing to do?

> Will my actions violate any laws, regulations or **Palomar Health** procedures?



EXCELLENCE

Aspiring to be the best

EXCELLENCE BEHAVIOR STANDARDS

- I research best practices in my area of expertise and proactively seek opportunities for continued growth and improvement.
- I care for myself so I can bring a positive and helpful attitude to my daily work.
- I accept coaching as part of continuous improvement.
- I deliver high-quality outcomes while maintaining integrity.
- I assess my own competence and seek consultations and help from qualified resources when appropriate.
- I commit to being accountable for zero harm.

"Thank you again for all you did to provide the best health care at my most fragile moment. My life has changed forever."

-A grateful Palomar Health patient



Providing Safe, High-Quality Care

What You Need to Know

- Create an inclusive, safe environment for patients, visitors, customers and colleagues.
- Always treat others with compassion, respect and dignity.
- Be honest and fair in all actions.
- Make clinical decisions based on each patient's identified needs, not their financial circumstances.
- Look for opportunities to improve the patient experience.
- Speak up about concerns or suspected misconduct.

- Safeguard patient and business information from inappropriate access and/or use.
- Document and bill appropriately and accurately.
- Use Palomar Health resources responsibly.
- Report potential conflicts of interest.
- Do not accept, offer or give anything of value in exchange for the referral of patients or personal gain.



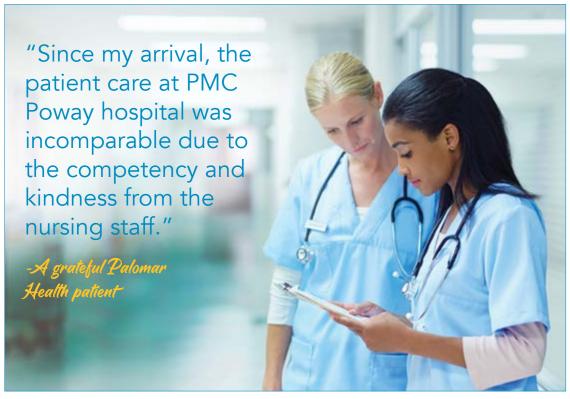




Working together toward shared goals

TEAMWORK BEHAVIOR STANDARDS

- I treat co-workers with courtesy, honesty and respect.
- I am a team player and work collaboratively toward solutions to help others, including those outside of my department.
- I speak highly of others, promoting their strengths rather than talking negatively about their character.
- I provide my team members honest feedback and address disagreements directly in a respectful manner.
- I take the time each shift to read hospital and system communications (flyers, bulletins, policies, electronic boards, etc.) to know what is expected of me.
- I read and respond to emails and calendar requests in a timely manner and attend mandatory staff meetings.



Employee Responsibility

At Palomar Health, we maintain the highest professional and ethical standards when conducting business and providing care.

All employees are required to:

- Read the Code of Conduct and understand how it applies to you.
- Demonstrate behavior consistent with the Code of Conduct and Palomar Health's procedures in your daily work.
- Ask questions and report issues.

Your adherence to the Code of Conduct will be evaluated as part of your performance reviews.

OUR LEADERSHIP PROMISE

Our leaders are expected to:

- Create a culture that promotes the highest standard of ethics and compliance.
- Encourage employees to raise concerns and propose ideas.
- Ensure that no one is subject to retaliation for reporting a suspected violation of law or Palomar Health procedure.
- Take prompt action when a potential violation arises.

Culture of Safety: Every Patient, Every Time

We all contribute to the patient experience. Our written procedures support a culture of safety for our patients and staff by defining standardized practices. Your co-workers and the communities that we serve are counting on you to live these procedures every day, for every patient, every time. It is everyone's responsibility to speak up - and Stop the Line – in the event of non-compliance with procedures or if there is any potential for patient harm.











Reporting Compliance

At Palomar Health, we report concerns and suspected misconduct that could violate state or federal laws, Palomar Health policies and procedures or the Code of Conduct.

There are several ways to report concerns or suspected violations:





Scan this QR code to conveniently report concerns or suspected violations.

Contact Your **Supervisor** You are encouraged to talk to your supervisor about concerns or suspected violations.

Contact Human Resources

Phone 760,740,6300

If you cannot speak with your supervisor, Human Resources may be an additional resource. Contact Human Resources if the situation involves inappropriate behavior, harassment, fair treatment, payroll or disciplinary issues.

Contact the **Compliance** Office

Phone 442.281.3632 Email Compliance.Officer@PalomarHealth.org

Contact the Compliance department if the situation involves privacy issues, patient care concerns, fraud, billing concerns or conflicts of interest.

Report Anonymously

by Phone

Values Line 800.850.2551

This line is not intended to replace your normal reporting process, but it is another resource available to you. The Values Line is staffed by an independent company. Calls are not traced or recorded, and anonymity is protected up to the limits of the law and to the extent possible.



Visit PalomarHealth.org/SpeakUp

This website allows you to report your concern confidentially. When submitting a report online, you may remain anonymous or identify yourself to be contacted directly by Palomar Health's Compliance department if additional details are needed.

Contact Privacy/ Information Security

Privacy 760.480.7992 or L PrivacyOffice@PalomarHealth.org Information Security 760.291.6555 or InfoSec@PalomarHealth.org

Contact the Privacy Office if the situation involves potential unauthorized access, use or disclosure of paper, verbal, or non-electronic PHI such as misdirected faxes or documents handed in error. Contact Information Security if the situation involves unauthorized access to electronic systems such as snooping, compromised systems (i.e. viruses or stolen passwords) or lost or stolen equipment.



Investigation and Resolution

At Palomar Health, we review and respond to concerns, inquiries, and allegations of misconduct promptly.

If necessary, we take action to:

Implement changes to prevent a similar violation from happening.

- Correct any billing errors.
- Initiate corrective and/or disciplinary action.
- Notify the appropriate governmental agency.

Non-Retaliation

At Palomar Health, we enforce a strong CONFIDENTIALITY non-retaliation procedure to protect team members or members of the public who report in good faith.

You must report any actual or suspected behavior that is not consistent with our values.

We make every effort to maintain the anonymity of the reporting individual.

We will keep all reports confidential to the extent allowed by law or policy.

Disciplinary Action

Violations of the Code of Conduct, or a Palomar Health policy or procedure, may result in counseling and/or disciplinary action, up to and including termination.

Just Culture

We align with the principles of "Just Culture" to build an environment of safety. A Just Culture defines three types of errors:

- 1. Error because of human factors (i.e. fatigue, equipment failure, system failures)
- 2. At-risk behavior that differs from standards (i.e. work-arounds)
- 3. Reckless behavior

If an error occurs, these definitions guide the actions of management to respond to the incident fairly.

Good Faith Reporting

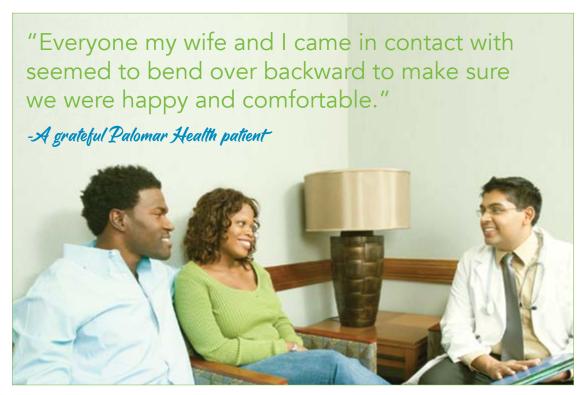
- Q: I have serious concerns that a coworker is violating a Palomar Health procedure. Will I get in trouble if I report my concern and I am wrong?
- A: No. We prohibit retaliation against individuals who report in good faith. Good faith reporting means that you have a strong belief that a potential violation has occurred and delivering all the facts you know.





SERVICE BEHAVIOR STANDARDS

- I treat everyone as the most important person I will see today and strive to exceed their expectations.
- I follow the 10/5 rule: acknowledging someone at 10 feet away with a smile and saying "hello" at 5 feet away.
- I help lost guests and new employees by escorting them to their destination.
- I anticipate patients' needs, respond quickly and always ask, "Is there anything else I can do for you?"
- I value the diversity of our patients and customers and show sensitivity to others' needs.
- I promote a safe and clean environment by removing trash, eliminating clutter and keeping equipment in working order.
- I always use AIDET® (Acknowledge, Introduce, Duration, Explanation, and Thank You).



Safety, Health and the Environment

At Palomar Health, we are committed to a safe, drug and alcohol free work environment.

You are required to:

- Know how Palomar Health safety procedures apply to your job.
- Immediately notify your supervisor if you identify a situation or safety hazard presenting a danger to yourself or others.

- Smoking is only allowed in designated areas.
- Complete mandatory training.
- Report to work free from the influence of drugs, legal or illegal, that may affect your ability to safely perform your job responsibilities.
- Immediately notify your supervisor if you observe an individual who appears to be impaired.



We make an effort to reduce our impact on the environment by:

- Utilizing resources appropriately and efficiently.
- Recycling when possible.
- Following all requirements for the handling, storage and disposal of hazardous materials.

Workplace Conduct and Employment Practices

At Palomar Health, we embrace diversity.

A diverse workforce enables us to meet the needs of our diverse patient population and community.

Palomar Health is an equal opportunity employer and does not discriminate based on sex, race, religion, color, gender, national origin, ancestry, physical or mental disability, marital status, age, sexual orientation, veteran status or any other factor protected by federal, state or local law.

At Palomar Health, we are committed to maintaining a work environment that is free from harassment, discrimination and retaliation.

We do not tolerate behavior that is disrespectful, abusive, harassing or coercive towards co-workers, customers, patients, visitors, or community members. If you believe you may have observed or experienced discrimination, harassment or violence at Palomar Health, immediately report the incident to your supervisor and/or Security.



Examples of such behavior are:

- Bullying or making degrading jokes, comments or nicknames.
- Unwanted sexual advances, invitations, comments, posts or messages.
- Retaliation for reporting or threatening to report harassment.
- Acts and/or threats of violence.
- Possession of weapons on Palomar Health premises except as authorized.

COMPASSION

Providing comfort and care

COMPASSION BEHAVIOR STANDARDS

- I demonstrate respect, dignity and worth to every person with my positive words, my tone of voice and my body language.
- I care for patients the way I want my family members and friends to be cared for. I treat guests as I want my family treated.
- I strive to make every experience a positive one by listening and communicating to patients, families, customers and one another with care.
- I display kindness and offer help without being asked. I know rudeness is never acceptable.
- I go above and beyond ordinary care to meet the personal needs of those we serve, remembering it is the little things that provide comfort, safety and reassurance.
- I involve patients as active participants in their care, honoring their expertise and knowledge of their personal health.



Patient Rights

At Palomar Health, we treat our patients with respect and dignity.

This means:

- We help patients exercise their rights, such as the right to privacy, to receive care free from discrimination and to file a grievance.
- We provide patients with the necessary information to make informed health care decisions and respect their right to refuse treatment.
- We help patients understand any financial assistance available to them.
- We honor each patient's right to visitation. Patients are informed of the reason for any restriction or limitation of visitors.

Admissions, Transfers and **Continuity of Care**

At Palomar Health, the decision to admit, discharge or transfer a patient is based solely on the patient's clinical needs.

This means:

- We continually evaluate that the appropriate standards of care are met.
- We provide care regardless of race, religion, gender, gender identity, national origin, age, disability, sexual orientation, payer source or ability to pay.

Did You Know?

The Health Insurance Portability and Accountability Act of 1996 (HIPAA) defines patients' rights related to their own health information. These include the right to:

- Inspect and request a copy of their medical record.
- Request amendments to their medical
- Obtain an accounting of disclosures of
- File a privacy complaint.

Did You Know?

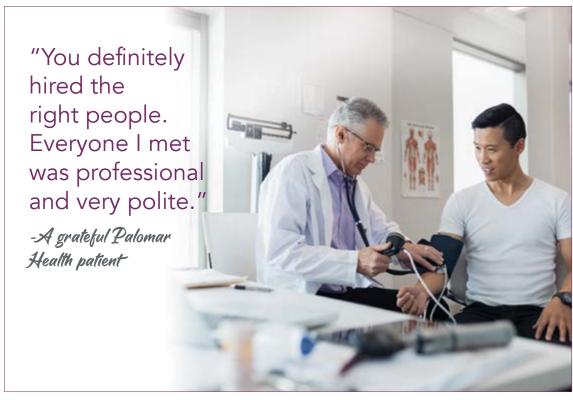
EMTALA stands for Emergency Medical Treatment and Labor Act. This means that in an emergency situation or if a patient is in labor, we do not delay medical screening or any necessary stabilizing treatment to ask about the individual's method of payment or insurance status.



TRUST Delivering on promises

TRUST BEHAVIOR STANDARDS

- I earn respect by keeping promises, fulfilling expectations and holding myself accountable.
- I am honest with others and respond truthfully, with the best interest of the patient at heart.
- I listen to others' input before rushing to judgment.
- I speak up to report errors as well as patient safety and environmental concerns. I focus on improvement rather than blame.
- I safeguard patient confidentiality and never discuss private information in public places.



Quality of Care

At Palomar Health, we strive to provide the highest-quality care to all of our patients.

To ensure that every patient who receives excellent care, we:

- Regularly monitor patient outcomes, quality metrics and patient satisfaction scores.
- Identify ways to improve the quality of care we provide.
- Report any safety or quality of care concerns.
- Take the necessary steps to prevent future incidents.

Qualified Caregivers

At Palomar Health, we employ and contract with qualified individuals and entities.

It is critical that employees, contractors and affiliated physicians maintain the required credentials to perform their job.

We do not hire, contract with or bill for services provided by individuals or entities that:

- Are excluded or ineligible to participate in federal or state health care programs.
- Are debarred by the Government Services Administration (GSA).
- Have been convicted of a crime involving government business.

Employees, contractors and affiliated physicians are required to notify management should they become excluded or otherwise ineligible to participate in federal or state health care programs.

Information Technology

Much of our business today is created and stored on electronic systems. To safeguard information from unauthorized access, you are required to:

- Protect your passwords from use by another person.
- Log off or "Lock" the computer when you leave it unattended or are finished using it.
- Access the 'minimum necessary' information to perform your assigned job duties.

- Access and use email and the Internet in line with our usage standards.
- Save all information to the appropriate location.

You are responsible for all activity, including Internet activity, performed using your user ID and password. All software used or downloaded to any Palomar Health computer must be approved in advance by Information Security.

Report Lost or Stolen Devices

If a laptop, computer or mobile device is lost or stolen, it must be reported within 24 hours to both Palomar Health Security and the Information Security Office.

Social Media

Employees, contractors, vendors and volunteers are prohibited from posting any proprietary business material, such as business or marketing plans, or confidential patient health information – including photos of patients or patient information - online.

Confidentiality and **Privacy**

At Palomar Health, we protect confidential patient and business information.

In healthcare, we collect sensitive information. To protect our patients:

- Examinations, consultations and treatment should be carried out discreetly.
- Patient information should never be discussed in public areas or with anyone who is not directly involved in the patient's care.
- Medical records are retained and destroyed in accordance with the law and Palomar Health procedure.

Potential privacy violations may be reported by calling the Privacy Office at **760.480.7992**, emailing the Privacy Department at

L_PrivacyOffice@PalomarHealth.org or calling the Values Line anonymously at 800.850.2551.

Did You Know?

It is appropriate to access a patient's record to:

- Provide care to the patient.
- ✓ Accurately bill the patient's insurance company.
- ✓ Review the quality of care provided to the patient.

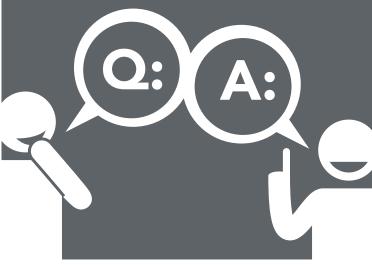
It is not appropriate to access a patient's record to:

- **X** Satisfy curiosity.
- **★** Follow the care of a family member or friend.
- * Acquire demographic information, such as telephone numbers or mailing address, of co-workers or other patients for which you are not providing care.

Breach of Protected Health Information

Q. I accidently faxed a patient's laboratory results to the wrong machine. What should I do?

A. Anytime you accidently provide a patient's protected health information to an unintended recipient, you need to notify your manager and the Privacy Office immediately. Palomar Health has legal obligations that it must perform in these situations, including a report to the state and to the patient whose information was breached.

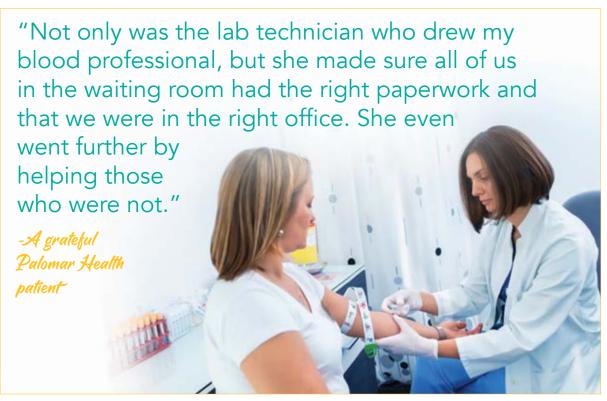


INTEGRITY

Doing the right thing for the right reason

INTEGRITY BEHAVIOR STANDARDS

- I do the right thing—whether or not anyone is watching.
- I demonstrate positive values, ethical behavior and moral conduct. I choose acts that show respect.
- If I make a mistake, I admit it and learn from the situation so that I won't make the same mistake again. Then, I move on.
- I am fiscally responsible by not wasting hospital time, resources or equipment. I act like an owner and treat company resources as if they are my own.
- I uphold Palomar Health's Code of Conduct, dress code, policies and procedures; and speak up when I notice others do not.
- I ensure the privacy and validity of all medical records, correspondence and confidential conversations.



Conflicts of Interest

At Palomar Health, we disclose potential conflicts of interest.

The disclosure of potential conflicts of interest ensures that decisions at Palomar Health are made free from personal gain.

Questions about compliance: Refer to the Compliance Program document or contact the Compliance Team.

What does "conflict of interest mean? What are some examples?

"Conflicts of interest" are situations in which financial or other personal considerations may compromise, or appear to compromise, your ability to make objective decisions while performing your job duties. It applies to all employees, contractors, and volunteers.

Examples of Potential Conflicts of Interest:

- Employment or financial interest in a company that conducts business, or wishes to do business, with Palomar Health.
- Outside jobs or positions that conflict with or distract from your work at Palomar Health.
- Hiring or contracting with a family member or friend to provide goods and/or services.
- Making business decisions that could benefit family or friends at the expense of Palomar Health.

All potential conflicts of interest must be reported to your supervisor.

Gifts and **Entertainment**

At Palomar Health, we do not solicit or accept gifts from any person or entity that does business or seeks to do business with Palomar Health.

This applies to employees, volunteers, contractors and their immediate family members. A "gift" is any form of payment or other benefit given to you.

Questions about a gift?

Refer to the "Conflicts of Interest. Commitment and Gifts" procedure or refer to the Compliance Program document.



Here is a roadmap for navigating the most common situations:

Gifts from Grateful Patients

If a patient wishes to send a gift, encourage them to express their gratitude by donating to the Palomar Health Foundation, sending a letter to Administration or completing the Press Ganey survey (when possible).



Gift Giving

To avoid the gifting of public funds, Palomar Health must receive equal value whenever its resources are used. This includes time, equipment, materials, supplies and facilities.

No employee, volunteer or contractor is permitted to give a gift on behalf of Palomar Health to induce a referral of any patient to Palomar Health.



Items That Are Not Considered Gifts

- Advertising materials such as a mug or pen where the name, logo or other information about the person or business is permanently marked.
- Personalized plagues, trophies or awards that are routinely given to individuals and organizations outside of Palomar Health.
- A ticket or pass for which the recipient performs a ceremonial role or function on behalf of Palomar Health.
- Meals or other food items provided by a contractor during contractually obligated training that occurs at Palomar Health.



Documentation, **Retention and Disposal**

At Palomar Health, we maintain accurate and complete medical and business records.

We depend on accurate and reliable information to make responsible business and clinical decisions.

Medical and business documents are retained or destroyed in accordance with the law and Palomar Health's policies and procedures.

In particular, we rely on patient medical records in order to properly bill for the services and care provided.

Anyone who documents in the patient's medical record is responsible for providing accurate and timely documentation of the care provided.

Coding and Billing

At Palomar Health, we follow our coding and billing procedures in order to ensure that our bills are accurate and comply with all applicable local, state and federal laws.

This means:

- We are committed to preparing and submitting accurate and complete claims.
- We bill only for services that are provided and have the supporting documentation.
- We report any behaviors or requests that differ from accepted billing practices.

Organizational Assets

At Palomar Health, we use organizational This means we are responsible for: resources responsibly.

As a public hospital, we have a duty to use resources appropriately.

- The proper expenditure of Palomar Health's funds.
- Using supplies, equipment and property bought and owned by Palomar Health for business purposes only.

What Is The False Claims

The False Claims Act (FCA) prohibits any person or organization from knowingly submitting false claims to the federal government, including Medicare.

Examples of possible violations of the FCA include:

- Billing for services that were not provided.
- * Recording or processing any information inaccurately (i.e. changing a beneficiary name).
- **X** Charging for services that were not medically necessary.
- **X** Coding for services that are more expensive than the services that were actually provided.

Physician Relations

At Palomar Health, we carefully review relationships with physicians and other health care providers for compliance with Physician Self-Referral and Anti-Kickback laws.

All decisions regarding patient care should be made based on what is best for the patient. Any payments or other benefits provided to physicians are not based on the volume or value (either directly or indirectly) of any referrals. Palomar Health prohibits accepting, offering or giving anything of value in exchange for the referral of patients or any patient-related services.

Customer and Business Associate Relations

At Palomar Health, we expect consultants, contractors, vendors and suppliers who work in a Palomar Health facility or on behalf of the organization to honor and abide by the organization's policies, procedures, and all applicable portions of the Code of Conduct.

Our relationships with consultants, contractors, vendors and suppliers are managed in a manner that is free from conflicts of interest and consistent with applicable laws and ethical business practices. Anyone negotiating agreements on behalf of Palomar Health has a responsibility to hold the organization's interests above all other entities and report any efforts to inappropriately influence business activities.

Media Communications

Any employee contacted by the media should refer that individual to:

Bianca Kasawdish Director of Public Relations & Digital Content

Bianca@TeamInnoVision.com 619.356.3020

Did You Know?

Physician Self-Referral and Anti-Kickback laws were created to prevent inappropriate financial incentives from influencing medical decisions.

Criminal, civil and monetary penalties can be imposed on individuals or organizations that offer kickbacks (money, gifts etc.), as well as those that accept them.



PALOMAR HEALTH Reimagining Healthcare

CALL THE **VALUES LINE:** Speak Up! 800.850.2551 **REPORT ONLINE:** PalomarHealth.org/SpeakUp Contact the Compliance Department via email at Compliance.Officer@PalomarHealth.org or by calling **442.281.3632.** Have Questions? Scan to report concerns or **CERTIFICATION** issues! All employees must acknowledge they have received this Code of Conduct

and agree to follow its standards and Palomar Health policies and procedures.

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ADDENDUM C

CHARTER

of the

HUMAN RESOURCES COMMITTEE

of the

PALOMAR HEALTH BOARD OF DIRECTORS

I. **Purpose.** The Human Resources Committee ("Committee") of the Palomar Health Board of Directors ("Board") aims to help develop a workforce environment that effectively translates the District's mission and vision into reality on a daily basis.

II. Membership.

- A. <u>Voting Membership</u>. The voting members ("Voting Members") of the Committee may consist of those individuals appointed as Voting Members of the Committee by the Chair of the Board ("Board Chair") in accordance with the Bylaws of Palomar Health ("Bylaws") and other applicable policies of the Board.
- B. <u>Alternate(s)</u>. Any alternate voting members ("Alternates") of the Committee may consist of those individuals appointed as Alternates of the Committee by the Board Chair in accordance with the Bylaws and other applicable policies of the Board. Alternates enjoy voting rights only in the absence of a Voting Member. Unless Alternates enjoy voting rights, they may attend the meetings of the Committee only as an observer.
- C. <u>Non-Voting Membership</u>. The non-voting members ("Non-Voting Members") may consist of the following individuals:
 - President & CEO of Palomar Health
 - Executive, Strategic Priorities of Palomar Health
 - Executive, Human Resources of Palomar Health
 - Chief Nurse Executive of Palomar Health
 - Chief Operations Officer of Palomar Health
- III. **Authority.** The Committee has no expressed or implied power or authority except to make recommendations to the Board related to the Committee's purpose and duties as described in this Charter.
- IV. **Duties.** The duties of the Committee may include:

- A. Review and assess regular reports from administration on the education and development of staff, turnover, completion of performance appraisals, staffing plans, etc. to identify trends and needs and to ensure that governmental agency requirements are met.
- B. Review, understand, and recommend Human Resource policies and compensation programs in order to provide an excellent work environment and stewardship of the workforce.
- C. Monitor labor relations programs as established by the District and review/recommend changes (in conjunction with any District's Labor Attorney and Administration) to the Board when appropriate.
- D. Keep abreast of changes in Healthcare workforce issues, and develop educational programs and communications, for the Board to keep the Board up-to-date on challenges faced by the District.
- E. Make recommendations to the President and Chief Executive Officer and the Board to improve communications among the Board, Medical Staffs, District employees, and auxiliaries.
- F. Review annually those policies and procedures within the aforementioned purview, and report the results of such review to the Board. Such reports may include recommendations to the Board regarding modification of existing policies or the creation of new policies and procedures.
- G. Review and make recommendations to the President and Chief Executive Officer and the Board regarding compensation, incentive, and benefit plans offered to District Officers and other employees.
- H. Perform such other duties as may be assigned by the Board.

V. Committee Chairperson, Liaison, and Assistant.

- A. The Chairperson of the Committee ("Committee Chairperson") may be the individual appointed as Committee Chairperson by the Board Chair in accordance with the Bylaws and other applicable policies of the Board.
- B. The Executive, Strategic Priorities may serve as the Palomar Health Administration's liaison ("Administrative Liaison") to the Committee.
- C. The Executive Assistant to the Executive, Human Resources may serve the assistant to the Committee ("Committee Assistant").
- VI. **Meetings.** The Committee will meet at least quarterly and more often as needed. A majority of the Voting Members will constitute a quorum. The Committee Assistant

will record the meeting minutes and forward a copy to the Board Secretary upon approval of the meeting minutes by the Committee. The Committee Chairperson may coordinate with the Administrative Liaison to invite any officer, staff member, expert or other advisor who is not a member of the Committee to attend a meeting of the Committee to discuss topics germane to the purpose and duties of the Committee.

VII. Committee Agendas.

- A. The Committee Chairperson holds the primary responsibility for creating Committee Meeting Agendas. The Committee Chairperson will routinely work with the Administrative Liaison and the Committee Assistant in creating agendas. The Committee Chairperson will carefully consider all input regarding Agenda items from the Administrative Liaison. The authority for approval of final agendas for Committee Meetings will reside with the Committee Chairperson. Any disagreement, dispute, or confusion over specific agenda items and/or their appropriateness on the agenda between the Committee Chairperson and the Administrative Liaison that cannot be resolved will be referred to the Board Chair for resolution. The Board Chair, if indicated, may consult with Board or Corporate Counsel, the CEO, and/or other members of the Administration to achieve resolution. If the Board Chair feels the issue cannot be satisfactorily resolved, the Board Chair will take the issue to the Board.
- B. Members may request to place items on a Committee Meeting Agenda. The Committee Chairperson will consider each item so requested and determine whether or not it is an appropriate Committee Agenda item. The Committee Chairperson will make every effort to accommodate all reasonable individual Member requests including refining the requested agenda item as indicated. The Committee Chairperson may decline to put the item on a Committee Agenda based upon his or her judgment. Any disagreement, dispute or confusion over specific agenda items and/or their appropriateness on the agenda between the Committee Chairperson and Member that cannot be resolved will be referred to the Board Chair for resolution. The Board Chair may consult with the Board or Corporate Counsel, the CEO and/or other members of the Administration to achieve resolution. If the Board Chair determines the issue cannot be satisfactorily resolved, the Board Chair will take the issue to the Board.
- VIII. **Review and Revision.** The Committee may review this Charter annually. Any revisions proposed by the Committee to this Charter must be approved by the Board in accordance with the Bylaws.

CHARTER

of the

AUDIT and COMPLIANCE COMMITTEE

of the

PALOMAR HEALTH BOARD OF DIRECTORS

I. **Purpose.** The Audit and Compliance Committee ("Committee") of the Palomar Health Board of Directors ("Board") aims to determine and establish that appropriate review mechanisms and management assets and resources of the Palomar Health Local Healthcare District ("District") are in place and that the District complies with all applicable state and federal regulations relative to the audit and financial stewardship of the District.

II. Membership.

- A. <u>Voting Membership</u>. The voting members ("Voting Members") of the Committee may consist of those individuals appointed as Voting Members of the Committee by the Chair of the Board ("Board Chair") in accordance with the Bylaws of Palomar Health ("Bylaws") and other applicable policies of the Board.
- B. <u>Alternate(s)</u>. Any alternate voting members ("Alternates") of the Committee may consist of those individuals appointed as Alternates of the Committee by the Board Chair in accordance with the Bylaws and other applicable policies of the Board. Alternates enjoy voting rights only in the absence of a Voting Member. Unless Alternates enjoy voting rights, they may attend the meetings of the Committee only as an observer.
- C. <u>Non-Voting Membership</u>. The non-voting members ("Non-Voting Members") may consist of the following individuals:
 - President and CEO of Palomar Health
 - Chief Legal Officer of Palomar Health
 - Corporate Compliance Officer of Palomar Health
 - One (1) physician representative, recommended by the Palomar Health Administration and approved and appointed by the Committee Chairperson
- III. **Authority.** The Committee has no expressed or implied power or authority except to make recommendations to the Board related to the Committee's purpose and duties as described in this Charter.

- IV. **Duties.** The duties of the Committee may include:
 - A. Routinely reviewing the system of internal controls for the organization.
 - B. Recommending a qualified audit firm to complete independent financial audits of the system and reviewing reports, management letters and recommendations from the firm to assure compliance with recognized audit principles and standards.
 - C. Keeping up with trends in the field of health care audit and compliance to help educate other Board members on the latest trends in the industry.
 - D. Approving and reviewing the effectiveness and overall audit scope including but not limited to financial statements, external/internal audits, compliance, internal controls and reporting responsibilities.
 - E. Recommending to the Board the approval of the organization's annual audit reports.
 - F. Reviewing annually those policies within its purview and report the results of such review to the Board. Such reports shall include recommendations regarding the modification of existing or creation of new policies.
 - G. Assessing and monitoring the independent status of the outside independent auditors.
 - H. Directing special investigations for the Board that deal with non-compliance activities.
 - I. Performing such other duties as may be assigned by the Board.

V. Committee Chairperson, Liaison, and Assistant.

- A. The Chairperson of the Committee ("Committee Chairperson") may be the individual appointed as Committee Chairperson by the Board Chair in accordance with the Bylaws and other applicable policies of the Board.
- B. The Corporate Compliance Officer may serve as the Palomar Health Administration's liaison ("Administrative Liaison") to the Committee.
- C. The Compliance Program Analyst may serve the assistant to the Committee ("Committee Assistant").
- VI. **Meetings.** The Committee will meet at least quarterly and more often as needed. A majority of the Voting Members will constitute a quorum. The Committee Assistant will record the meeting minutes and forward a copy to the Board Secretary upon

approval of the meeting minutes by the Committee. The Committee Chairperson may coordinate with the Administrative Liaison to invite any officer, staff member, expert or other advisor who is not a member of the Committee to attend a meeting of the Committee to discuss topics germane to the purpose and duties of the Committee.

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- VIII. **Review and Revision.** The Committee may review this Charter annually. Any revisions proposed by the Committee to this Charter must be approved by the Board in accordance with the Bylaws.

CHARTER

of the

QUALITY REVIEW COMMITTEE

of the

PALOMAR HEALTH BOARD OF DIRECTORS

I. **Purpose.** The Quality Review Committee ("Committee") of the Palomar Health Board of Directors ("Board") aims to oversee performance improvement and patient safety of the Palomar Health Local Healthcare District ("District").

II. Membership.

- A. <u>Voting Membership</u>. The voting members ("Voting Members") of the Committee may consist of those individuals appointed as Voting Members of the Committee by the Chair of the Board ("Board Chair") in accordance with the Bylaws of Palomar Health ("Bylaws") and other applicable policies of the Board.
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 - President and CEO of Palomar Health
 - Chief Operations Officer of Palomar Health
 - Chief Financial Officer of Palomar Health
 - Chief Legal Officer of Palomar Health
 - Chief Medical Officer of Palomar Health
 - Chief Nurse Executive of Palomar Health
 - Vice President, Quality and Patient Safety of Palomar Health
 - Senior Director, Quality and Patient Safety of Palomar Health

- III. **Authority.** The Committee has no expressed or implied power or authority except to make recommendations to the Board related to the Committee's purpose and duties as described in this Charter.
- IV. **Duties.** The duties of the Committee may include:
 - A. Annual review of credentialing and privileging process of the medical staff.
 - B. Periodic review of caregiver performance using objective date to recognize success and identify opportunities for improvement.

V. Committee Chairperson, Liaison, and Assistant.

- A. The Chairperson of the Committee ("Committee Chairperson") may be the individual appointed as Committee Chairperson by the Board Chair in accordance with the Bylaws and other applicable policies of the Board.
- B. The Vice President, Quality and Patient Safety may serve as the Palomar Health Administration's liaison ("Administrative Liaison") to the Committee.
- C. The Executive Assistant to the Vice President, Quality and Patient Safety may serve the assistant to the Committee ("Committee Assistant").
- VI. **Meetings.** The Committee will meet at least quarterly and more often as needed. A majority of the Voting Members will constitute a quorum. The Committee Assistant will record the meeting minutes and forward a copy to the Board Secretary upon approval of the meeting minutes by the Committee. The Committee Chairperson may coordinate with the Administrative Liaison to invite any officer, staff member, expert or other advisor who is not a member of the Committee to attend a meeting of the Committee to discuss topics germane to the purpose and duties of the Committee.

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- VIII. **Review and Revision.** The Committee may review this Charter annually. Any revisions proposed by the Committee to this Charter must be approved by the Board in accordance with the Bylaws.

RESOLUTION NO. 03.13.23(01)-04

RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR HEALTH AUTHORIZING PALOMAR HEALTH'S CEO OR HER DESIGNEE TO NEGOTIATE AND EXECUTE AN AGREEMENT FOR RADIOLOGIST SERVICES

WHEREAS, Palomar Health's Administration ("Administration") has determined a need exists at Palomar Health's facilities for certain professional and administrative services by physicians specializing in Radiology ("Radiologist Services");

WHEREAS, the Administration recommends to the Board of Directors of Palomar Health (the "Board") entrance into a Professional Service Agreement by and between Arch Health Partners, Inc., doing business as Palomar Health Medical Group, for Radiologist Services (the "PSA");

WHEREAS, the Board has reviewed the Administration's recommendation and has determined that Palomar Health's entrance into the PSA would be in the best interests of Palomar Health, its patients, and the citizens of the District and would further the public and charitable purpose for which the District was formed;

NOW, THEREFORE, IT IS HEREBY FURTHER RESOLVED that Diane Hansen, Chief Executive Officer of Palomar Health, or her designee, is authorized to negotiate and execute the PSA on behalf of Palomar Health and that such person's signature is sufficient to affirm Palomar Health's assent thereto.

PASSED AND ADOPTED by the Board of Directors of Palomar Health held on March 13, 2023, by the following vote:

ATLO.	
NOES:	
ABSENT:	
ABSTAINI	NG:
DATED:	March 13, 2023

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APPROVED:	ATTESTED:	
Linda Greer, RN, Chairperson	Terry Corrales, RN, Secretary	
Board of Directors	Board of Directors	
Palomar Health.	Palomar Health	

ADDENDUM D



To: Board of Directors

From: Linda Greer, RN - Chair, Board Audit & Compliance Committee

Date: Monday, March 13, 2023

Re: Board Audit & Compliance Committee Meeting, February 21, 2023

BOARD MEMBER ATTENDANCE: Chair Linda Greer, Director Laurie Edwards-Tate, Director Michael Pacheco, and Diane Hansen

INFORMATIONAL ITEMS

- Review of 2023 Compliance Audit Schedule: Presented the 2023 Compliance Audit Schedule to the committee
- Review of Compliance Culture and Knowledge Survey Questions Presented the Compliance Culture and Knowledge survey questions to the committee
- Review of Compliance Exit Interview Questions: Presented the Compliance Exit Interview questions to the committee
- Review of Compliance Hotline Case Report CY 2022: Reviewed CY 2022 Compliance Hotline Case report
- Highlight Compliance Newsletter, February 2023: Reviewed February 2023, Compliance Newsletter

ACTION ITEMS

• Approval of 2023-2024 Board Audit & Compliance Committee Calendar: The voting members reviewed and approved the 2023-2024 Board Audit & Compliance Committee Calendar.

2023 & FEBRUARY 2024 BOARD & COMPLIANCE COMMITTEE MEETING SCHEDULE

Tuesday	Tuesday	Tuesday
April 18, 2023	June 20, 2023	August 15, 2023
Tuesday	Tuesday	Tuesday
October 17, 2023	December 19, 2023	February 20, 2024

- Approval of Board Audit & Compliance Committee Charter: The voting members reviewed and approved the Board Audit & Compliance Committee Charter, and moved to the Board of Directors for final ratification.
- Approval of 2023 Board Audit & Compliance Committee Reporting Calendar: The voting members reviewed and approved the 2023 Board Audit & Compliance Committee Reporting Calendar.
- Approval of 2023 Code of Conduct: The voting members reviewed and approved the 2023 Code of Conduct, and moved to the Board of Directors for final ratification.



To: Palomar Health Board of Directors

From: Terry Corrales, Chair

Palomar Health Board of Directors Community Relations Committee

Date: March 13, 2023

Subject: Committee Meeting Summary – February 1, 2023

BOARD MEMBER ATTENDANCE: Directors Corrales, Pacheco and CEO Hansen

INFORMATIONAL ITEMS:

Community Initiative

The Crises Stabilization Unit, (CSU) on the Escondido campus is comprised of 16 chairs providing outpatient psychiatric for care with length of stay under 24 hours with an average daily census in 16 patients a day and is the highest performing CSU in the County. CSU services are utilized by law enforcement and family members who drop patients off for day services which reduces emergency room psychiatric admissions. Palomar Medical Center Poway provides a 12-bed adult acute inpatient unit that offered an average 8-day length of stay. 70% of this unit provides care for the most difficult to place MediCal patients. The Recovery Center in Poway is a licensed outpatient unit providing intensive outpatient substance use disorder treatment with licensed advanced addiction counselors. Palomar Health received a \$240K grant from CABridge Program in 2022 to fund 2 Substance Use Navigators to aide in the reduction of overdose related deaths. Navigators meet substance abuse patients in the emergency room to engage them in recovery with medication assisted treatment and access to Naloxone Kits for use in overdoses.

Estimated drug overdoses in California doubled in the last 3 years with an increase recognition of Fentanyl use. Palomar Health data suggests approximately 50 patients per month could benefit from this program

Patient Experience Focus Group Update

Patient Experience Focus Group (PEFG) provided a review of accomplishments for 2014-2020. PEFG is responsible for the patient navigation pilot in the emergency department and actively participated in the patient medication safety committee. The group provided great feedback in the quiet at night packs, ask me buttons for patients in the outpatient cardiology and thank you card effort with much success. PEFG members participated in educational opportunists to gain knowledge with discharge scripting, HCAHPS scores, patient portal goals and the Palomar Health Recovery Center. The group reviewed and updated the PEFG Charter and elected the new 2 year term Chair and continues to review and develop new member forms, recruitment committees and membership strategies

PEFG will continue to work to develop presentation on the Patient Experience Focus Group and educate the organization on its purpose

Foundation Update

Calendar year 2022 accomplishments were outlined. The Middle School M.D. program in partnership with the Escondido Union School District was staffed by Palomar Health employees who provided over 1500 students hands-on learning experiences in various health related positions. The Health Rocks Festival effort was a tremendous success providing the value of community exposure and partnership making Palomar Health known in the community. The Forensic Medical Training Center Grant effort allowed Palomar Health to be the designated hospital based training center for forensic medical exams in the state of California as the leading training center for all of California. The Santa's Workshop continues to be a tremendous success, growing in number of family served each year to over 430 kids for 2022 with no families turned away. Donations and orchestration of the Workshop was provided primarily by Palomar Health employees. 2023 Calendar of events shared for awareness

Marketing Update

2022 advertising accomplishments outlining the introduction of Palomar Health through multiple marketing and media efforts throughout greater San Diego and Riverside Counties reviewed including the various ad campaigns, television ads and print. The I Want My PHMG campaign leading to the I Want My PHMG page for open enrollment was a tremendous success resulting with an outstanding 65,600 website visits following the PHMG reveal with 34% of users resulting in a Click to Call, & to Find a Doctor and further to submitting Find a Doctor Form between September 5 through December 31, 2022 for a total 171 users

clicking "Find a Doctor" per day. During the first 19 days of 2023 Palomar Health received an exceptional new visits to the Palomar Health website averaging over 1,600 visits per day and over 370 visits per day for Palomar Health Medical Group. New partnership negotiations for 2023 include a 30 second ad spot during Super Bowl LVII airing on Fox5 San Diego, Humphreys by the Bay sponsorship with media/collateral to Palomar Health employees for concerts and Sea World appreciation dates in August.

ACTION ITEMS:

- Board Community Relations Committee Minutes Wednesday, October 5, 2022: The minutes were approved as presented
- Board Community Relations Committee 2023 Reporting Calendar: The 2023 reporting calendar was approved as submitted
- Board Community Relations Committee Charter: Board Community Relations Charter was approved as presented



To: Board of Directors

From: Jeffrey Griffith, EMT-P, Chair, Board Governance Committee

Date: March 13, 2023

Re: Board Governance Committee, February 23, 2023, Meeting Summary

BOARD MEMBER ATTENDANCE: Directors Griffith, Barry and Corrales

INFORMATION ITEM

None

ACTION ITEMS

- Policy Development: Attendance Policy Regarding Meetings of the Board of Directors: The Governance
 Committee reviewed and approved the proposed policy and will be moved to the Board of Directors for
 consideration.
- **Policy Development: Consent Agenda:** The Governance Committee reviewed and approved the proposed policy and will be moved to the Board of Directors for consideration.
- **Policy Development: Board Member Facility Visitation:** The Governance Committee will convene on April 6, 2023, to develop and recommend a policy to the full Board.



TO: Board of Directors

FROM: Terry Corrales, RN; Chair, Board Human Resources Committee

DATE: March 13, 2023

RE: Board Human Resources Committee, February 8, 2023, Meeting Summary

BOARD MEMBER ATTENDANCE: Directors Corrales, Barry and Pacheco

INFORMATION ITEMS:

Human Resources Department Staff Feature: Presentation update on the departments Talent Acquisition efforts:

- 2410 Requisition closed in 2022, for 2023 focusing on:
 - 25 Successful placements of international registered nurses with the International Nurse Program
 - 61 Nurse Residents starting in February 2023, some placement opportunities include Cal State San Marcos, Palomar College, Mira Costa and other
 - 42 Permanent requisitions filled January 2023
- Over 11,000 applicants applied in year 2022 through various application sources. The Jobvite tool has been expanded to assist in the screening process, and expand our presence on multiple job boards.
- Focus on reducing contract labor costs, and converting travelers to permanent employees
- Looking forward there will be various programs to not only hire candidates, but to retain our current staff. Reducing time to fill, new hire revamp and implement branding strategy

Human Resources General Update: Presentation including employee demographic highlights, turnover trends, contract labor, PTO usage, and vacancy trends with the Committee:

- Working on efforts to bring benefits awareness to the organization with a more personal touch
- Participation in the organizations medical options
- Currently researching the full hiring process, from application to hire, in an attempt to reduce onboarding time for candidates. Staying competitive in the current job market is key

ACTION ITEMS:

- Minutes, November 9, 2022, Regular Committee Meeting: Reviewed and approved the minutes from Wednesday, November 9, 2022, Board Human Resources Committee meeting.
- Board Human Resources Committee Meeting Reporting Calendar for Year 2023: Reviewed and approved reporting calendar for 2023
- Update to Board Human Resources Committee Charter: Reviewed and approved charter update, bring to full Board for approval



To: Board of Directors

From: Linda Greer, R.N. Chair Board Quality Review Committee

Date: March 13, 2023

Re: Wednesday, February 22, 2023 Board Quality Review Committee – Meeting Summary

BOARD MEMBER(s) ATTENDANCE: Directors: Linda Greer, RN, Terry Corrales, RN

MEDICAL EXECUTIVE COMMITTEE (MEC)/QUALITY MANAGEMENT COMMITTEE (QMC) UPDATE Deferred until next meeting.

ACTION ITEMS:

REVIEW / APPROVAL: OPEN/CLOSED SESSION MEETING MINUTES / ATTENDANCE ROSTER – October 26, 2022 - The BQRC meeting minutes from October 26, 2022, were presented for review and approval. Director Terry Corrales motioned for approval, second by Mark Goldsworthy, MD.

REVIEW / APPROVAL: APPROVAL OF ANNUAL REVIEW OF BOARD QUALITY REVIEW CMTTE CHARTER
Reviewed. Director Terry Corrales motioned for approval, second by Mark Goldsworthy, MD.

REVIEW / APPROVAL: APPROVAL OF ANNUAL BOARD QUALITY REVIEW COMMITTEE REPORTING CALENDAR
Reviewed and approved with the addition of annual review of the Board Quality Review Committee Charter and and review of the medical staff process for credentialing and privileging. Director Terry Corrales motioned for approval, second by Mark Goldsworthy, MD.

REVIEW / APPROVAL: ADOPT BOARD QUALITY REVIEW CMTTE MEETING RESOLUTION FOR CALENDAR YEAR 2023

Reviewed and approved with one edit/correction, on the second paragraph. The year, "2021" should be "2023". Director Terry Corrales motioned for approval with edit, second by Mark Goldsworthy, MD.

March 22nd May 24th July 26th September 27th November 22nd

NEW BUSINESS:

CONTINUUM OF CARE/OUTPATIENT SERVICES REPORT

Carolyn Masengale, Wound Care Director, presented the Continuum of Care/Outpatient Services Report on behalf of Virginia Barragan, VP of Continuum of Care & Oncology Service Line.

- The Villas at Poway, our skilled nursing facility is working on on-going California Department of Public Health (CDPH) survey readiness. They are in the survey window. As well as ongoing COVID19 mitigations.
- On January 1, Home Health kicked off transition to Value-Based Purchasing, electronic visit verification and timely initiation of care. Continued focus on Joint Commission survey readiness.
- Outpatient Services These metrics focus on wound care, oncology and perinatology. The only area requiring
 improvement is access to care within 14 business days; this area is higher than in the past. It is related to
 increased volume in our cancer care program. Recruitment for per diem positions are underway to support the
 volume increase in that area.



- Wound care program is focusing on outpatient patient experience and the move to Medical Office Building 3 (MOB 3). Expected to move by end of current fiscal year.
- The Jean McLaughlin Outpatient Center is focused on patient experience as their volumes have increased post COVID. Radiation Therapy continues to do well.
- Infusion metrics focus on items that are relevant to oncology and chemotherapy.
- Perinatology is seeing increased volumes. With this, they are working on patient experience and equipment to assist with the increased volume.
- Dr. Omar Khawaja, Chief Medical Officer (CMO) noted that we had an acceptance of a second Radiation Oncologist to start around July, and our second linear accelerator will be available at the end of the year.
- We also have a breast surgeon coming on board sometime in March. She will be joining Dr. Grove's group.

RADIOLOGY AND NUCLEAR MEDICINE DEPARTMENT REPORT

Tim Stevens, District Director for Diagnostic Imaging and Biomed Engineering presented the Palomar Health Imaging Services – Radiology and Nuclear Medicine report.

- Reviewed the Radiation Safety and Imaging Performance Indicators.
- Performance Improvement goals for CT (Computerized Tomography), ultrasound and X-Ray were presented.
- · Acquired one new ultrasound unit in July 2022, at the Poway campus to assist with volume.
- A third CT (Computerized Tomography) machine has been installed at the Escondido campus. Go live is
 pending final construction approval and licensing. Tim noted this was one of the best CT (Computerized
 Tomography) machines on the market at this time. It will provide increased capacity and the ability to provide a
 higher-level quality care at the Escondido campus.
- Tim explained that we have three units, and recently put an older fourth unit into service dedicated to Pod D in the Emergency Department at Escondido however, he is looking to replace this unit with a newer unit. At the Poway campus, we have one unit.
 - o With the upcoming Emergency Department expansion at the Poway campus, Palomar Health will be able to acquire additional ultrasound machines with the anticipated increase in volume. Diane Hansen noted that these discussions, for new equipment are already underway.
- Dr. Omar Khawaja, Chief Medical Officer (CMO) reported that we have a brand new CT in the Poway hospital and now have a second CT in the Outpatient Pavilion due to the increase in volume. Having these two machines will lessen the load on each machine and in turn, anticipate a decrease in down time of the CT machines.