

Posted
Thursday,
March 9, 2023



SPECIAL SESSION
BOARD OF DIRECTORS MEETING

AGENDA

Monday, March 13, 2023
4:30 p.m.

PLEASE SEE PAGE 2 FOR MEETING LOCATION OPTIONS

| The Board may take action on any of the items listed below, unless the item is specifically labeled "Informational Only" | | | | Time | Target |
|--|--------------------------------|-----------------------|--------------------|------|-------------|
| I. CALL TO ORDER | | | | | 4:30 |
| II. ESTABLISHMENT OF QUORUM | | | | 1 | 4:31 |
| III. PUBLIC COMMENTS¹ | | | | 30 | 5:01 |
| IV. PRESENTATIONS | | | | | |
| a. <i>Brown Act Education Session – Informational Only</i> | | | | 40 | 5:41 |
| b. <i>Attendance Policy Regarding Meetings of the Board of Directors</i> | | | | 10 | 5:51 |
| c. <i>Consent Agenda Policy</i> | | | | 10 | 6:01 |
| V. APPROVAL OF POLICIES (ADD A – Page 4) | | | | 5 | 6:06 |
| Agenda Item | Committee or Department | Action | Form A Page | | |
| a. <i>Attendance Policy Regarding Meetings of the Board of Directors (Pp 5 - 9)</i> | <i>Governance</i> | <i>Review/Approve</i> | 2 | | |
| b. <i>Consent Agenda (Pp 10)</i> | <i>Governance</i> | <i>Review/Approve</i> | 3 | | |
| VI. ADJOURNMENT TO CLOSED SESSION | | | | 1 | 6:07 |
| a. <i>Pursuant to California Government Code §54956.9(a) and (e); §54954.5—CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION—Case name(s) unspecified, disclosure would jeopardize service of process, existing negotiations, or result in other prejudice to the position of the District — Quarterly Claims/Risk Management Report</i> | | | | 15 | 6:22 |
| VII. RE-ADJOURNMENT TO OPEN SESSION | | | | 1 | 6:23 |
| VIII. ACTION RESULTING FROM DISCUSSION – IF ANY | | | | 1 | 6:24 |
| IX. FINAL ADJOURNMENT | | | | 1 | 6:24 |

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

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 copying and pasting the URL below into your browser.

Special Session

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: **25949127229**¹
- 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/downloads.html>

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).
1. 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;
 4. To know the result of any ballots cast;
 5. 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,
 7. To publicly criticize Palomar Health or the Board; and
 8. To review without delay agendas of all public meetings and any other writings distributed at the meeting.
- I. This policy will be reviewed and updated as required or at least every three years.

**Board Governance Committee
Policy Development:
Attendance Policy Regarding Meetings of the
Board of Directors**

TO: Board of Directors

MEETING DATE: Monday, March 13, 2023

FROM: Kevin DeBruin, Chief Legal Officer

Background: The proposed policy reflects the general requirements of the Ralph M. Brown Act. Cal. Gov. Code § 54950 *et seq.* It is meant to give an overview of the requirements that apply to most meetings. This policy may not cover specific or unusual circumstances.

Budget Impact: N/A

Staff Recommendation: Staff recommends the adoption of the Attendance Policy regarding Meetings of the Board of Directors.

Committee Questions:

COMMITTEE RECOMMENDATION:

Motion: X

Individual Action:

Information:

Required Time:

**Board Governance Committee
Policy Development:
Consent Agenda Policy
Board of Directors**

TO: Board of Directors

MEETING DATE: Monday, March 13, 2023

FROM: Kevin DeBruin, Chief Legal Officer

Background: The Palomar Health Board of Directors (“Board”) employs a Consent Agenda at its Board or Board committee meetings where appropriate and compliant with applicable law, including but not limited to the Brown Act. This Consent Agenda is intended to group (i) consummated items of business previously acted upon pursuant to delegated authority of Chief Executive Officer (“CEO”) and Subordinate Officers brought to Board’s attention for informational purposes only and not requiring a Board vote (*see* Bylaws Art. IV(A)-(B); California Health & Safety Code § 32121(g)-(h)) or (ii) routine matters for Board approval that are self-explanatory and non-controversial.

The purpose of the Consent Agenda is to streamline the process for issues that come before the Board and to promote time management by providing a mechanism whereby a Board member may make single motion to approve all items presented.

Budget Impact: N/A

Staff Recommendation: Staff recommends the adoption of the Consent Agenda Policy of the Board of Directors.

Committee Questions:

COMMITTEE RECOMMENDATION:

Motion: X

Individual Action:

Information:

Required Time:

ADDENDUM A

PALOMAR HEALTH
BOARD OF DIRECTORS

ATTENDANCE POLICY REGARDING MEETINGS OF THE BOARD OF DIRECTORS

Rules Governing Regular, Special, and Emergency Board Meetings (March 1, 2023 – January 1, 2026)

The below policy reflects the general requirements of the Ralph M. Brown Act. Cal. Gov. Code § 54950 *et seq.* It is meant to give an overview of the requirements that apply to most meetings. This policy may not cover specific or unusual circumstances. If you have any questions, you should contact Palomar’s Chief Legal Officer at Kevin.DeBruin@PalomarHealth.org

I. Palomar’s Quorum Requirements

To conduct its business, the Board must have a “quorum” of members at all meetings of the Board of Directors. A majority of the members of a healthcare district board constitute a “quorum” for the transaction of business. Cal. Health & Safety Code § 32106(a); *see also* Bylaws, Article VII, subd. (D). A quorum of the Board is 4 members out of 7 members. *See* Bylaws, Article IV, subd. (D). Any Director who appears at a meeting but who fails to comply with the Brown Act does not count toward a quorum and is not considered “attending.”

II. Palomar’s Meeting Requirements

California law requires Palomar’s Board to conduct all business at meetings that are “open and public,” unless a specified exemption exists. Gov. Code § 54953(a). A “meeting” happens when a majority (or a “quorum”) of the members of the legislative body congregate “at the same time and location, including teleconference location as permitted by Section 54953,” to discuss or take action on anything relating to the subject matter jurisdiction of the legislative body. Gov. Code § 54952.2. As used in the Brown Act, Palomar’s “legislative body” is the Board of Directors. Gov. Code § 54952(a), (b). Standing committee meetings also constitute meetings and need to be noticed the same way. Ad hoc committee meetings do not.

III. Palomar’s Teleconferencing Requirements

In general, the Brown Act requires Palomar to meet in person in set locations within the boundaries of the District, and the Board encourages in-person attendance when feasible to foster comprehensive decision-making on items presented. Directors may, however, choose to appear by teleconference if that technology is available for the meeting. If the technology is, for whatever reason, not available, the Directors must meet in person to attend the meeting. Specific instances of the rules for teleconferencing are as follows:

1. District’s Procedural/Agenda Requirements in Case of Teleconference Meeting

Directors may use teleconferencing to appear at both regular sessions and committee meetings at the Director’s discretion, subject to availability. If the Board holds a meeting in

which any Director uses teleconferencing, it must be agendized and conducted in accordance with the provisions of Government Code Section 54953(b), and all other applicable provisions of the Brown Act or other law, including but not limited to:

1. **Each** remote location is be open and accessible to the public in accordance with the protections and prohibitions of Section 202 of the Americans with Disabilities Act (42 U.S.C. § 12132) (*see also* Cal. Gov. Code § 54953.2), and connected to the main meeting location by telephone, video, or both;
2. The notice and agenda of the meeting identify the address of **each** remote location;
3. The agenda is posted at **each** remote location;
4. The public is given an opportunity to address the Board and otherwise participate at **each** remote location;
5. All votes are taken by roll call; and
6. **At least a quorum** of the Board must participate from locations within the District’s jurisdictional boundaries (but other members may participate from outside the jurisdiction).

Gov. Code § 54953.

2. Individual Board Member Teleconferencing Requirements

An individual Board Member who wishes to participate in a Board Meeting via teleconference must comply with all of the following requirements:

1. At least **96** hours (4 days) before the meeting at which the Director wishes to appear remotely, the Director must provide written notice to Chief Legal Officer (Kevin.DeBruin@PalomarHealth.org), Board Assistant (Carla.Albright@PalomarHealth.org), Board Chair and respective Committee Chairs and must provide the following information:
 - a. The meeting(s) at which the Director will appear remotely; and
 - b. The address of the location at which the Director will appear remotely.
2. Promptly review the Notice and Agenda for the meeting at which the Director intends to appear remotely to ensure they identify the teleconference location;
3. Ensure the Notice and Agenda are posted at the teleconference location in an area that is accessible and visible 24 hours a day for the same amount of time required for a normal Agenda.
4. Ensure the teleconference location is open and fully accessible to the public, and fully accessible under the ADA throughout the entire meeting.
5. Ensure the teleconference technology used is open and fully accessible to all members of the public. Members of the public who attend the meeting at teleconference locations have the same opportunity to address the Board from the remote location that they would if they were present in the Board Meeting location.

Any Director who fails to comply with the above is not considered “attending” the meeting and may not participate in the meeting, unless the Director is so authorized by another section of this policy or applicable law.

IV. Teleconferencing During Proclaimed States of Emergency (Effective January 1, 2023 through January 1, 2026)

The Board may participate remotely through teleconferencing at any meeting, without complying with the requirements identified in Section III of this policy, under the following circumstances:

1. To hold a meeting during a proclaimed state of emergency, in which state or local officials have imposed or recommended measures to promote social distancing;
2. To hold a meeting during a proclaimed state of emergency for the purpose of determining, by majority vote, whether as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees; or
3. To hold a meeting during a proclaimed state of emergency after a majority vote determination as described in Section IV(2)(2) of this policy.

To participate in remote attendance by teleconference pursuant to this subsection, the Board must also:

1. For **each** meeting, give notice of the time of the teleconferenced meeting and the means by which members of the public may access it and offer public comment.
2. Provide in the Agenda the opportunity for all persons to attend via a call-in option or an internet-based service option.
3. Not require public comments to be submitted in advance of the meeting;
4. Provide an opportunity for the public to address the Board and offer comment in real time.
5. Not close the timed public comment period until the time elapses, notwithstanding use by the public.

V. Teleconferencing for Just Cause or Emergency Circumstances (Effective January 1, 2023 through January 1, 2026)

Any individual Director may participate remotely through teleconferencing at any meeting, without complying with the requirements identified in Section III of this policy, under the below circumstances. This Section applies only in instances where at least a **quorum of Directors** of the Board participates in person from a **single physical, public location** clearly identified on the agenda and located within the District's territorial jurisdiction.

1. Individual Board Member Teleconferencing Requirements

The Board Member(s) needing to participate remotely from a non-publicly accessible location must notify the Board **in advance as soon as possible, no later than the start of the meeting**, that they qualify to do so under one of two grounds: (1) just cause; or (2) emergency circumstances. A Director wishing to appear remotely under this subsection must:

1. Notify the Board at the earliest opportunity, including at the start of a regular meeting, of the need to participate remotely (Gov. Code § 54953(f)(2)(A)(i), (ii)(I));
2. Provide a general description of the circumstances relating to their need to appear remotely at a given meeting (Gov. Code § 54953(f)(2)(A)(i), (ii)). A Director may appear for either:
 - a. Just Cause (defined below)
 - b. Emergency Circumstances (defined below)

However, a Director need not disclose any confidential medical diagnosis or disability, nor any confidential personal medical information;

3. Make separate requests for each meeting in which they seek to participate remotely (Gov. Code § 54953(f)(2)(A)(ii)(I));
4. When participating remotely, publicly disclose at the meeting before any action is taken, whether any other individuals 18 years of age or older are present in the room with the member and the general nature of the member's relationship with any such individual (Gov. Code § 54953(f)(2)(B)); and
5. Participate remotely through both audio and visual technology (Gov. Code § 54953(f)(2)(C)).

Qualifying Circumstances based on "Just Cause"

A Director has "just cause" for remote participation when:

1. There is a childcare or caregiving need (for a child, parent, grandparent, grandchild, sibling, spouse, or domestic partner) that requires the member to participate remotely (Gov. Code § 54953(j)(2)(A));
2. A contagious illness prevents the member from attending the meeting in person (*Id.*, subd. (j)(2)(B));
3. There is a need related to a defined physical or mental disability that is not otherwise accommodated for (*Id.*, subd. (j)(2)(C)); or
4. Traveling while on official business of Palomar or another state or local agency (*Id.*, subd. (j)(2)(D)).

A Director may appear remotely citing Just Cause (or Emergency Circumstances) for no more than two meetings per calendar year.

Qualifying Circumstances based on "Emergency Circumstances"

A Director has "Emergency circumstances" for remote participation when:

1. There is "a physical or family medical emergency that prevents a Director from attending the meeting in person." Gov. Code § 54953(j)(1).
2. The Director requests the Board permit the Director to attend remotely (this request need not be noticed);
3. The Board votes to approve the Director's request to teleconference for emergency circumstances at the earliest opportunity. Gov. Code § 54953(f)(2)(A)(ii)(II).

A Director may appear remotely citing Emergency Circumstances (or Just Cause) for no more than two meetings per calendar year.

Disruptions

The Board may not take any action while a disruption prevents the Board from broadcasting to members of the public, or prevents members of the public from offering public comments. Gov. Code § 54953(f)(1)(D). Any action taken during a disruption that prevents the Board from broadcasting the meeting may be challenged pursuant to California Government Code section 54960.1. *Id.*

Procedure for Submitting Request for Remote Participation

1. Just Cause: Please submit an email request to attend by Teleconference for Just Cause to Chief Legal Officer (Kevin.DeBruin@PalomarHealth.org), Board Assistant (Carla.Albright@PalomarHealth.org), Board Chair and respective Committee Chairs, as soon as possible prior to a Board meeting, but no later than the start of a meeting. The request must include a general description that need not exceed 20 words relating to their Just Cause. No action by the Board or Committee is required to approve a request based on Just Cause;
2. Emergency Circumstances: Please submit an email request to attend by Teleconference due to Emergency Circumstances to Chief Legal Officer (Kevin.DeBruin@PalomarHealth.org), Board Assistant (Carla.Albright@PalomarHealth.org), Board Chair and respective Committee Chairs, as soon as possible prior to a Board meeting, but no later than the start of a meeting. The request must include an email statement, that need not exceed 20 words, describing the Emergency Circumstances. The Board or Committee must take action to approve the request. If a request is not submitted in time for it to be placed on the noticed agenda, a Board or Committee may take action at the beginning of the meeting under Government Code Section 54954.2(b).

2. District's Procedural/Agenda Requirements in Case of Teleconference Meeting

Any teleconference authorized Section V of this policy must provide the public with the following:

1. The means to remotely hear and visually observe the meeting, and to remotely address the legislative body (Gov. Code § 54953(f)(1)(A));
2. The opportunity to attend and address the legislative body directly via a call-in option, via an internet-based service option, and at the in-person location of the meeting (Gov. Code § 54953(f)(1)(C)); and
3. The meeting agenda and notice that includes how members of public may access the meeting and offer public comment (Gov. Code § 54953(f)(1)(B)).

The Board may not require the public to submit comments in advance of the meeting and must provide an opportunity for the public to address the Board and offer comment in real time. Gov. Code § 54953(f)(1)(E). Further, **at least a quorum of members** of the Board must **participate in person from a single physical, public location** clearly identified on the agenda and located within the District's territorial jurisdiction. Gov. Code § 54953(f)(1).

PALOMAR HEALTH
BOARD OF DIRECTORS
CONSENT AGENDA POLICY

Introduction

The Palomar Health Board of Directors (“Board”) employs a Consent Agenda at its Board or Board committee meetings where appropriate and compliant with applicable law, including but not limited to the Brown Act. This Consent Agenda is intended to group (i) consummated items of business previously acted upon pursuant to delegated authority of Chief Executive Officer (“CEO”) and Subordinate Officers brought to Board’s attention for informational purposes only and not requiring a Board vote (*see* Bylaws Art. IV(A)-(B); California Health & Safety Code § 32121(g)-(h)) or (ii) routine matters for Board approval that are self-explanatory and non-controversial.

Purpose

The purpose of the Consent Agenda is to streamline the process for issues that come before the Board and to promote time management by providing a mechanism whereby a Board member may make single motion to approve all items presented.

Procedure

Consent Agenda items will be listed sequentially on any Board agenda under the heading, “APPROVAL OF AGENDA to accept the Consent Items as listed.” Each item listed on the agenda, including the Consent Agent, shall begin with the prefatory language “For Approval—” or “For Information—” to indicate whether or not the item requires Board action. Information supporting all Consent Agenda items will be clearly identified and provided to Board members in the Board meeting packet prior to the Board meeting.

Prior to any Board vote to approve the Consent Agenda items as listed, any Board member may make a “motion to remove” an item from the Consent Agenda; any such motion requires a second in order to proceed to discussion. If the item proceeds to discussion, discussion will be limited to a concise statement by the individual Board member seeking removal as to why the member believes the matter warrants additional Board attention and substantive discussion. Each Board member is provided three minutes total time in which to make any comments or to respond to another member’s comments. The member’s initial statement and any brief remarks in response will be followed by a roll-call vote. The roll-call vote will be limited to the question of whether to move the matter to another location on the agenda for a more fulsome discussion at the same meeting. Board members may not use this procedural motion to pose substantive comments or questions concerning the item to the Chair, other Board members, or any staff or administrator present.

This policy may be amended by the Board.