

**Posted
Tuesday
November 22, 2022**



**BOARD GOVERNANCE COMMITTEE
MEETING AGENDA**

Thursday, December 1, 2022
12:00 p.m.

Meeting participation to be Virtual pursuant to Board Resolution No. 01.10.22(03)-03
Please see meeting log-in information below

| <i>PLEASE MUTE YOUR MICROPHONE UPON ENTERING THE VIRTUAL MEETING ROOM AND WHEN NOT SPEAKING</i> | | <u>Time</u> | <u>Form A Page</u> | <u>Target</u> |
|---|---|-------------|----------------------------|---------------|
| CALL TO ORDER | | | | |
| I. | Establishment of Quorum | 1 | | 12:00 |
| II. | Public Comments¹ | 30 | | 12:01 |
| III. | Follow-up Items: None | | | |
| IV. | Action Item(s) | | | |
| | 1. *Minutes: Board Governance Committee Meeting – Thursday, October 6, 2022 (ADD A - Pp 4-8) | 5 | 1 | 12:31 |
| | 2. *Policy Review: Outsourced Labor Policy #58912 (ADD B - Pp 9-11) | 5 | 2 | 12:36 |
| V. | Standing Item(s) | | | |
| | 1. Legislative Update – No current updates. Weekly Updates will resume the first week of January 2023 | | | |
| | 2. Lucidoc Board Policy Listing, November 22, 2022 (ADD C - Pp 12-13) | 5 | 3 | 12:41 |
| VI. | Roundtable | 5 | | 12:46 |
| FINAL ADJOURNMENT | | | | |

Board Governance Committee Members

| VOTING MEMBERS | NON-VOTING MEMBERS |
|---|---|
| Jeff Griffith, EMT-P, Chair | Diane Hansen, President & CEO |
| Terry Corrales, RN | Kevin DeBruin, Chief Legal Officer |
| Laura Barry | Stephanie Baker, Chief Operations Officer |
| ALTERNATE VOTING MEMBER | Hugh King, Chief Financial Officer |
| Michael Pacheco – 1 st Board Alternate | Omar Khawaja, Chief Medical officer |
| | COMMITTEE SECRETARY |
| | Nanette Irwin |

* Asterisks indicate anticipated action. Action is not limited to those designated items.

¹ 3 minutes allowed per speaker with a cumulative total of 9 minutes per group. For further details & policy, see Request for Public Comment notices available at [Public Comments and Attendance at Public Board Meetings.](#)

Please join the meeting from your computer, tablet, or smartphone: <https://global.gotomeeting.com/join/517951597>
You can also dial in using your phone. United States (Toll Free): **1 866 899 4679** United States: **+1 (872) 240-3212**

Access Code: 517-951-597

New to GoToMeeting? Get the app now and be ready when your first meeting starts: <https://global.gotomeeting.com/install/517951597>

Board Governance Committee Minutes

TO: Board Governance Committee

MEETING DATE: Thursday, December 1, 2022

FROM: Nanette Irwin – Committee Secretary

Background: The minutes of the Board Governance Committee meeting held on Thursday, October 6, 2022 is respectfully submitted for review/approval.

Budget Impact: N/A

Staff Recommendation: Review/Approve

Committee Questions: N/A

COMMITTEE RECOMMENDATION:

Motion: X

Individual Action:

Information:

Required Time:

Outsourced Labor Policy #58912

TO: Board Governance Committee

MEETING DATE: Thursday, December 1, 2022

FROM: Nanette Irwin – Committee Secretary

Background: The Outsourced Labor Policy is respectfully submitted to the Board Governance Committee for review/approval.

Budget Impact: N/A

Staff Recommendation: Review/Approve

Committee Questions: N/A

COMMITTEE RECOMMENDATION:

Motion: X

Individual Action:

Information:

Required Time:

Lucidoc Board Policy Listing November 22, 2022

TO: Board Governance Committee

MEETING DATE: Thursday, December 1, 2022

FROM: Nanette Irwin – Committee Secretary

Background: The Lucidoc Board Policy Listing is respectfully submitted to the Board Governance Committee for information purposes.

Budget Impact: N/A

Staff Recommendation: Information

Committee Questions: N/A

COMMITTEE RECOMMENDATION:

Motion:

Individual Action:

Information: X

Required Time:

ADDENDUM A

GOVERNANCE COMMITTEE MEETING MINUTES – Thursday, October 6, 2022

AGENDA ITEM

CONCLUSION/ACTION

FOLLOW UP/RESPONSIBLE PARTY

FINAL?

DISCUSSION

NOTICE OF MEETING

Notice of upcoming meeting was posted Monday, October 3, 2022. Full agenda packet was posted on the Palomar Health website on Monday, October 3, 2022.

CALL TO ORDER

The meeting was held virtually via GoToMeeting pursuant to Board Resolution No. 01.10.22(03)-03 and called to order at 12:00 p.m. by Committee Director Terry Corrales.

ESTABLISHMENT OF QUORUM

- Quorum comprised of: Director Laura Barry and Director Terry Corrales
- Excused Absences: Chair Jeff Griffith arrived late due to technical difficulties

PUBLIC COMMENTS

- There were no public comments

***FOLLOW UP ITEMS**

1. *Board Policy: Extraordinary Event Management #58873

MOTION by Director Barry, 2nd by Director Corrales to approve the Extraordinary Event Management policy as re-written.
Roll call voting was utilized:
Director Barry - Aye
Director Corrales - Aye

Committee Secretary to forward policy to the Full Board for review and approval.

Y

All in favor. None opposed.

DISCUSSION: Mr. Kevin DeBruin, Esq. stated that the Extraordinary Event Management policy was up for its triennial review and that Ms. Jessica Brown, Esq. and Mr. David Holtzman, Esq. of Holland & Knight had reviewed the policy during the Bylaws review. Their suggested changes have been incorporated into the redlined version of the policy. Some changes were stylistic, while the language changes in Section 7.c. allowed for the deletion of section 8, as the two sections were combined.

***ACTION ITEMS**

1. *Minutes: Board Governance Committee Meeting – August, 4, 2022

| | | | |
|--|---|--|----------|
| <p>The committee reviewed the Thursday, August 4, 2022 Board Governance Committee Meeting minutes and approved as written.</p> | <p>MOTION by Director Barry, 2nd by Director Corrales to approve the August 4, 2022 meeting minutes as written. Roll call voting was utilized: Director Barry - Aye Director Corrales - Aye</p> <p>All in favor. None opposed.</p> | | <p>Y</p> |
|--|---|--|----------|

DISCUSSION: none

2. Board Policies: Outsourced Labor Policy #58912

| | | | |
|--|--|---|----------|
| | <p>MOTION by Director Barry, 2nd by Director Corrales to table the policy until the next Board Governance Committee meeting. Roll call voting was utilized: Director Barry - Aye Director Corrales - Aye</p> <p>All in favor. None opposed.</p> | <p>Committee Secretary to include the Outsourced Labor policy in the next Board Governance Committee meeting.</p> | <p>N</p> |
|--|--|---|----------|

DISCUSSION: Mr. DeBruin, Esq. stated that this policy was up for its triennial review. When this policy was last reviewed, it was changed into an administrative policy because reporting of all outsourced labor was to go to the CEO and Executive Management team. Ms. Diane Hansen, CEO, requested this policy be tabled until the next Board Governance Committee meeting due to her inability to attend today’s meeting and her desire to participate in the discussion. Mr. Geoffrey Washburn, CHRO stated he had reviewed the policy and he had no changes; there is a current logistic practice in place and once that practice is completed, Ms. Hansen, CEO reports to the Board.

3. Policy: Board Governance Committee Charter Review

| | | | |
|--|--|--|----------|
| | <p>MOTION by Director Griffith, 2nd by Director Corrales to approve the charter as written. Roll call voting was utilized: Director Corrales - Aye Director Barry - Aye Director Griffith - Aye</p> <p>All in favor. None opposed.</p> | <p>Committee Secretary to forward the charter to the Full Board for review and approval.</p> | <p>Y</p> |
|--|--|--|----------|

DISCUSSION: Mr. DeBruin, Esq. stated this charter is similar to the other Board committee charters that have been created. Duties were taken from a previous version of the Bylaws of Palomar Health, the committee’s purpose and membership was taken directly from the current Bylaws, and the committee agenda was taken from a prior policy version. The purpose and duties are different than other Board committee charters.

Director Corrales asked if there had been changes in the wording of the alternate section. Mr. DeBruin, Esq. stated that the alternate language is the same and it was taken directly from the Bylaws. Director Barry asked Ms. Brown, Esq. if she had any concerns. Ms. Brown, Esq. stated that she thought the charter was a good amalgamation of the different documents that are in place and that it follows the current Bylaws. Aspects of the Code of Conduct were incorporated, including determining what items to include on the agenda and that process. Mr. DeBruin, Esq. stated that he had no concerns regarding the charter, he had consulted with Ms. Brown, Esq. about the charter, and the format of the charter should remain the same to match the other Board committee charters. Director Barry stated that she had reviewed the charter, could not think of any additional duties to add, and looked forward to easily making changes when needed. Director Corrales stated she had no concerns.

The committee secretary interrupted stating that Director Griffith had replied to her text message stating that he was having computer problems and that the meeting should be rescheduled to another time. Director Barry suggested that Director Griffith call in using his cell phone, which he agreed to. Director Corrales stated that she would like to continue the meeting as the end of the agenda had almost been reached, and asked if a majority vote was needed to continue the meeting or to reschedule it. Mr. DeBruin, Esq. confirmed that the committee members could vote to adjourn the meeting or they could just proceed with the meeting. Director Barry suggested postponing the voting on the Board Governance Charter so Director Griffith could offer his opinion. Mr. DeBruin, Esq. stated that the directors could table the charter or recommend it for approval to the Full Board. Director Barry informed Director Griffith that the committee was discussing the charter, that the charter was based on the Bylaws of Palomar Health, asked if he had a chance to read the charter, and asked what his opinion was. Director Griffith stated that he liked that the charter was standardized to the other Board committee charters and he approved of the charter contents.

***INFORMATIONAL ITEMS**

1. Standing Items:

| | | | |
|--|------------------|--|---|
| a. The Hurst, Brooks, Espinosa Legislative update, dated September 27, 2022 was discussed. | Information Only | | Y |
|--|------------------|--|---|

DISCUSSION: Director Corrales requested that Mr. DeBruin, Esq. briefly go over the topics that affect Palomar Health that were signed.

Mr. DeBruin, Esq. stated that:

- SB 1338 deals with the Care Program and would be handled by Palomar Health’s Behavioral Health Services, which is a conservatorship/guardianship. It would affect Ms. Stephanie Baker, COO because the Behavioral Health Services Department reports up to her. Risk Management would also be affected because Ms. Lori Schmollinger deals directly with Ms. Baker, COO.
- AB 32 deals with telehealth and we do have telehealth providers; we could look more into how that deals with the Medi-Cal telehealth policy. Changes will need to be based on that legislation.
- SB 929, the Lanterman-Petris-Short (LPS) Act deals with Behavioral Health services and patients. It deals with information that is supplied to Department of Health Care Services regarding bed availability and the mental health capability of various health facilities throughout the state.
- SB 1054 deals partly with Palomar Health’s Behavioral Health Services, but more so with Palomar Health’s Forensic Health Departments. These reports would go up to Ms. Baker, COO again and Ms. Michelle Shores is director of those service lines. Ms. Shores is probably the most legislatively astute nurse Mr. DeBruin, Esq. has ever met.
- SB 1131 deals with protection for election workers and reproductive health care providers, more in the context of Planned Parenthood. But, to the extent that we offer services such as women’s health, it affects us. Protection for reproductive health care providers could include physicians and clinicians. Ms. Brown, Esq. stated that there is a lot of new legislation coming out regarding protection, recordkeeping, disclosure requirements, and obligations under HIPAA and the California Record Keeping Requirements concerning reproductive health, child protective services, patient confidentiality, and the involvement of the state in reporting efforts.

| | | | |
|--|------------------|---|---|
| b. The Lucidoc List of Board Policies dated September 29, 2022 was referenced. | Information Only | Committee Secretary to update the Lucidoc List of Board Policies ownership section. | Y |
|--|------------------|---|---|

DISCUSSION: Director Corrales asked about Mr. Michael Bogert's name still being on the Debt and Annual Adoption of Statement of Investment policies. The committee secretary stated that Ms. Tanya Howell is working on updating the policy ownerships. Mr. DeBruin, Esq. stated that there is a process that involves committee and Board review and approval, Lucidoc updating, and it takes time to complete. In the future, the committee secretary will update the Lucidoc List of Board Policies ownership section.

2. RoundTable/Comments

| | | | |
|-------------------------|--------------------|--|---|
| 1. Medical Staff Bylaws | No Motion Required | Committee Liaison to ensure the topic is entered into the next appropriate Board Governance Committee meeting. | N |
|-------------------------|--------------------|--|---|

Dr. Omar Khawaja stated that an item had been added to the Bylaws of Palomar Health stating that the Medical Staff Bylaws need to go through the Full Board for review every three years. The medical staff has been working on this, but the effort seems to have tapered off due to the upcoming elections, and the medical staff needs to be reminded of this requirement. This reminder could be done through the Joint Committee or through the Board Governance Committee. The Medical Staff Bylaws are due to the Full Board in March or May of 2023. Dr. Khawaja suggested sending a note to the Joint Committee (the last meeting was cancelled and it appears that the next meeting will be cancelled).

Mr. DeBruin, Esq. agreed that it would be appropriate to send a memo to the Joint Committee and stated that legal will draft a communication to send to the medical staff leadership and copy the medical staff counsel. Mr. DeBruin, Esq. suggested that it would be fitting if the Board reviewed the Medical Staff Bylaws or delegated the review to legal and/or Dr. Khawaja's office to ensure Palomar Health's Medical Staff Bylaws match the California Medical Association's recommended medical staff bylaws. Currently there are some disparities between Palomar's Medical Staff Bylaws and the California Medical Association's recommended bylaws. Dr. Khawaja suggested this note inform the medical staff that the Full Board is interested in reviewing the Medical Staff Bylaws and being part of the process. Mr. DeBruin, Esq. requested direction from Director Griffith to develop a communication and Ms. Brown, Esq. agreed that this would be the most efficient way to complete the task. When a response is received from the medical staff about the bylaws, an item can be put on the next Board Governance Committee meeting agenda so this matter can be discussed further. The committee agreed.

| | | | |
|------------------------------|--------------------|-----------------|---|
| 2. Conflict of Interest Code | No Motion Required | Follow-up: None | Y |
|------------------------------|--------------------|-----------------|---|

Mr. DeBruin informed the Board Governance Committee that San Diego County had sent a communication stating that Palomar Health's Conflict of Interest Code needs to be updated. The Conflict of Interest Code has been redlined, updated, and submitted to the regular Full Board meeting next week. Because of time constraints, the code could not be submitted to the Board Governance Committee, but will be in the regular Full Board meeting packet that members should receive today or tomorrow.

FINAL ADJOURNMENT

Meeting adjourned by Director Corrales at 12:38 PM.

SIGNATURES:

ACTING COMMITTEE CHAIR

Jeff Griffith, EMT-P, Chair

COMMITTEE SECRETARY

Nanette Irwin, BSIT

ADDENDUM B



DocID: 58912
 Revision: 2
 Status: Official

Source:
 Administrative
 Board of Directors

Applies to Facilities:
 All Palomar Health Facilities

Applies to Departments:
 All Departments

Procedure : Outsourced Labor Policy

I. PURPOSE:

It is the goal of Palomar Health to ensure the maintenance of its own labor force whenever possible. There are circumstances, however, in which it is more prudent to utilize the workforce of a business partner or collaborator. In those circumstances, it is the intention of Palomar Health that the partner business will provide services of the same or better quality and is a reputable employer that meets all legal requirements related to applicable State and Federal laws related to wage and benefits.

II. DEFINITIONS:

- A. Outsourced Labor: Palomar Health's use of a third party to perform any activity or provide any kind of service to or on behalf of Palomar Health on a continuing basis that is either currently undertaken by Palomar Health or could be when considering a future service or activity. Short-term contract labor positions are excluded from the definition of Outsourced Labor in this policy.
- B. Business Partner: a third party contractor which supplies labor or services on behalf of Palomar Health.

III. STANDARDS OF PRACTICE:

- A. When Palomar Health administration is considering utilizing outsourced non-Palomar Health labor, prior to a final recommendation from the Chief Executive Officer or executive staff, the following processes must be followed:
1. All contractually-stipulated procedures within the current labor union contract must be followed when considering union positions or job functions.
 2. Initial notification must be made to Human Resources and/or Executive Management Team sixty (60) days before targeted contract signing which includes a full presentation on the intended supplier of the outsourced labor as well as the scope of services to be contracted.
 3. A written comprehensive cost-benefit analysis, which includes the financial opportunity, the costs associated with the transition, and other non-tangible costs and benefits, must be presented to the Executive Management Team a full thirty (30) days prior to the intended contract signing. Every effort should be made to provide information that allows for a similar basis for comparison between insourced and outsourced work product.
- B. This policy and related procedures can be waived in the event of a designated crisis situation, in which case the Chief Executive Officer would be the only obligated notification required. The Executive Management Team must be notified at the next regularly scheduled meeting.
- C. All approved contracts must contain stipulations regarding the regular reporting of process and outcome data that demonstrate a comparable level of quality and service to that which is provided by Palomar Health employees.
- D. Procedure to reviewed every three (3) years.

IV. STEPS OF PROCEDURE:

A.

Document Owner: Huffstutler-Henderson, Kathryn

Approvals

- Committees:
- Signers:

Geoffrey Washburn

Geoffrey Washburn, Vice Pres HR (09/03/2019 11:01AM PST)

Original Effective Date: 01/05/2018

Revision Date: [09/03/2019 Rev. 2]

Attachments:
(REFERENCED BY THIS DOCUMENT)

Paper copies of this document may not be current and should not be relied on for official purposes. The current version is in Lucidoc at <https://www.lucidoc.com/cgi/doc-gw.pl?ref=pphealth:58912>.

ADDENDUM C

Lucidoc Board Policy Listing
November 22, 2022

| ID | Title | Rev # | Source | Owner | Status | Next Review Date |
|-------|---|-------|--------------------|---------------------|------------------------|------------------|
| 21780 | Succession Policy | 7 | Board of Directors | DeBruin, Kevin | Pending Comm. Approval | 5/8/2017 |
| 21804 | Disposition of Surplus Property | 8 | Board of Directors | Woodling, Heather M | Pending Release | 9/10/2020 |
| 58892 | Debt Policy | 0 | Board of Directors | King, Hugh | Official | 3/27/2021 |
| 44692 | Physician Owned Medical Device (POD) Company Arrangements | 5 | Board of Directors | DeBruin, Kevin | Official | 6/26/2021 |
| 58873 | Extraordinary Event Management | 3 | Board of Directors | DeBruin, Kevin | Pending Comm. Approval | 7/5/2022 |
| 58912 | Outsourced Labor Policy | 2 | Board of Directors | Henderson, Kathryn | Official | 9/2/2022 |
| 27092 | Annual Adoption of Statement of Investment | 13 | Board of Directors | King, Hugh | Official | 11/18/2022 |
| 27932 | Naming Policy | 4 | Board of Directors | DeBruin, Kevin | Official | 12/22/2022 |
| 51952 | CEO Evaluation and Compensation | 2 | Board of Directors | DeBruin, Kevin | Official | 3/5/2023 |
| 21781 | Compliance and Ethics Plan | 10 | Board of Directors | Waishkey, Helen | Official | 4/16/2023 |
| 59212 | Bylaws of Palomar Health | 8 | Board of Directors | DeBruin, Kevin | Official | 6/3/2023 |
| 21809 | Annual Budget Approval | 8 | Board of Directors | King, Hugh | Official | 8/17/2023 |
| 21798 | Oath of Office | 7 | Board of Directors | DeBruin, Kevin | Official | 1/25/2024 |
| 21825 | Physician Recruitment | 5 | Board of Directors | DeBruin, Kevin | Official | 1/25/2024 |
| 21800 | Conflict of Interest Code | 12 | Board of Directors | DeBruin, Kevin | Official | 2/22/2024 |
| 63352 | Board Agenda Creation | 1 | Board of Directors | DeBruin, Kevin | Official | 10/24/2024 |
| 11058 | Nursing and Patient Care | 5 | Board of Directors | DeBruin, Kevin | Official | 11/30/2024 |
| 68552 | Board of Directors Code of Conduct | 0 | Board of Directors | DeBruin, Kevin | Official | 2/27/2025 |
| 70012 | Board Dispute Resolution Policy | 0 | Board of Directors | DeBruin, Kevin | Official | 10/24/2025 |
| 21783 | Political Activities on Palomar Health Property | 6 | Board of Directors | DeBruin, Kevin | Official | 10/24/2025 |
| 62012 | Public Comment Form | 2 | Board of Directors | DeBruin, Kevin | Official | 10/24/2025 |
| 21790 | Public Comments and Attendance at Public Board Meetings | 9 | Board of Directors | DeBruin, Kevin | Official | 10/24/2025 |
| 21794 | Revision of Policies | 10 | Board of Directors | DeBruin, Kevin | Official | 10/24/2025 |