

**Posted
Thursday
May 25, 2023**



**BOARD GOVERNANCE COMMITTEE
MEETING AGENDA**

Thursday, June 1, 2023 12:00 p.m.

PLEASE SEE PAGE 2 FOR MEETING LOCATION OPTIONS

		<i>The Board may take action on any of the items listed below, unless the item is specifically labeled "Informational Only"</i>	Time	Form A Page	Target
CALL TO ORDER					
I.	Establishment of Quorum		1		12:01
II.	Public Comments¹		30		12:31
III.	Follow-up Items: None				
IV.	Action Item(s)				
	1. Minutes: Board Governance Committee Meeting, Thursday, April 6, 2023 <i>(ADD A - Pp 4 -8)</i>		5	2	12:36
V.	Informational Only				
	1. Discussion: California End of Life Option Act		15		1:01
VI.	Standing Item(s)				
	1. Legislative Update: ACHD Advocate - <i>Informational Only</i>		10		1:11
	2. Lucidoc Board Policy Listing – <i>Informational Only (ADD B - Pp 9-10)</i>		10	3	1:21
VII.	Committee Member Agenda Suggestions		10		1:31
FINAL ADJOURNMENT					

Board Governance Committee Members

VOTING MEMBERS	NON-VOTING MEMBERS
<i>Jeff Griffith, EMT-P, Chair</i>	<i>Diane Hansen, President & CEO</i>
<i>Terry Corrales, RN</i>	<i>Kevin DeBruin, Chief Legal Officer</i>
<i>Laura Barry</i>	<i>Ryan Olsen, Chief Operations Officer</i>
ALTERNATE VOTING MEMBERS	<i>Hugh King, Chief Financial Officer</i>
<i>Michael Pacheco – 1st Board Alternate</i>	<i>Omar Khawaja, Chief Medical officer</i>
	COMMITTEE ASSISTANT
	<i>Carla Albright, Committee Assistant</i>

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 & policy, see Request for Public Comment notices available at [Public Comments and Attendance at Public Board Meetings](#).



Board Governance Committee Location Options

Linda Greer Conference Room
2125 Citracado Parkway, Suite 300, Escondido, CA 92029

- Elected Members of the Palomar Health Board of Directors will attend at this location, unless otherwise noticed below
- Other non-Board member attendees, and members of the public may also attend at this location

<https://www.microsoft.com/en-us/microsoft-teams/join-a-meeting?rtc=1>

Meeting ID: 294 494 915 802

or

Dial in using your phone at 929.352.2216; Access Code: 722 732 350#¹

- Non-Board member attendees, and members of the public may also attend the meeting virtually utilizing the above link

¹ *New to Microsoft Teams? Get the app now and be ready when your first meeting starts: [Download Teams](#)*

Board Governance Committee Meeting Minutes

TO: Board Governance Committee

MEETING DATE: Thursday, June 1, 2023

FROM: Carla Albright, Committee Assistant

Background: The minutes of the Board Governance Committee meeting held on Thursday, April 6, 2023, is respectfully submitted for review/approval.

Budget Impact: N/A

Staff Recommendation: Review/Approval

Committee Questions: N/A

COMMITTEE RECOMMENDATION:

Motion: X

Individual Action:

Information:

Required Time:

**Board Governance Committee
Lucidoc Board Policy Listing
June 1, 2023**

TO: Board Governance Committee

MEETING DATE: Thursday, June 1, 2023

FROM: Kevin DeBruin, ESQ, Chief Legal Officer

Background: The Lucidoc Board Policy Listing is respectively 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

BOARD GOVERNANCE COMMITTEE ATTENDANCE ROSTER CALENDAR YEAR 2023



P = Present V = Virtual E = Excused A = Absent G = Guest

ATTENDANCE ROSTER							
VOTING MEMBERS	MEETING DATES:						
	2/2/23	2/21/23	4/6/2023				
DIRECTOR JEFF GRIFFITH, EMT-P – CHAIR	P	P	P				
DIRECTOR TERRY CORRALES, RN	P	P	P				
DIRECTOR LAURA BARRY	P	P	P				
ALTERNATE MEMBERS							
MICHAEL PACHECO, 1ST BOARD ALTERNATE							
NON-VOTING MEMBERS							
DIANE HANSEN, PRESIDENT & CEO	P	P	V				
KEVIN DEBRUIN, ESQ., CHIEF LEGAL OFFICER	P	P	V				
RYAN OLSEN, CHIEF OPERATIONS OFFICER			E				
HUGH KING, CHIEF FINANCIAL OFFICER	P		E				
OMAR KHAWAJA, MD, CHIEF MEDICAL OFFICER	P		E				
COMMITTEE SECRETARY							
CARLA ALBRIGHT	P	P	P				
INVITED GUESTS	SEE TEXT OF MINUTES FOR NAMES OF INVITED GUESTS						

<i>GOVERNANCE COMMITTEE MEETING MINUTES – Thursday, April 6, 2023</i>			
<i>AGENDA ITEM</i>	<i>CONCLUSION/ACTION</i>	<i>FOLLOW UP/RESPONSIBLE PARTY</i>	<i>FINAL?</i>
<i>DISCUSSION</i>			
NOTICE OF MEETING			
Notice of the upcoming meeting posted Friday, March 31, 2023. Notice of Meeting was posted at the Palomar Health Administrative Office; also posted with agenda packet on the Palomar Health website on Friday, March 31, 2023.			
CALL TO ORDER			
The meeting, which was held in the Linda Greer Board Room at 2125 Citracado Parkway, Suite 300, Escondido, CA. 92029, and virtually, was called to order at 12:00 p.m. by Committee Chair Jeff Griffith			
ESTABLISHMENT OF QUORUM			
<ul style="list-style-type: none"> • Quorum comprised of: Chair Jeff Griffith, Director Laura Barry and Director Terry Corrales • Excused Absences: None 			
PUBLIC COMMENTS			
<ul style="list-style-type: none"> • There were no public comments. 			
FOLLOW UP ITEMS			
<ul style="list-style-type: none"> • There were no follow up items. 			
*ACTION ITEMS			

<p>1. Minutes: Board Governance Committee Meeting, Thursday, February 2, 2023</p>	<p>MOTION by Director Corrales, 2nd by Director Barry to approve the February 2, 2023, meeting minutes as written. Roll call voting utilized. Director Barry - Aye Director Corrales – Aye Director Griffith - Aye</p> <p>All in favor. None opposed.</p>		
<p>DISCUSSION:</p> <ul style="list-style-type: none"> No discussion 			
<p>2. Minutes: Board Governance Committee Meeting, Thursday, February 23, 2023</p>	<p>MOTION by Director Barry, 2nd by Director Corrales to approve the February 23, 2023, meeting minutes as written. Roll call voting utilized. Director Barry - Aye Director Corrales – Aye Director Griffith - Aye</p> <p>All in favor. None opposed.</p>		
<p>DISCUSSION:</p> <ul style="list-style-type: none"> No discussion 			
<p>3. Policy Development: Board Member Facility Visitation</p>	<p>MOTION by Director Corrales, 2nd by Director Barry to approve to the Board Member Facility Visitation Policy with additional language of public versus non-public. Roll call voting utilized. Director Barry - Aye Director Corrales - Aye Director Griffith - Aye</p> <p>All in favor. None opposed.</p>	<p>Move policy to Board of Directors for consideration</p>	<p>Y</p>
<p>DISCUSSION:</p> <ul style="list-style-type: none"> Committee members held a discussion regarding the Board Member Facility Visitation policy with attending Administrative Executives, Diane Hansen, President and CEO, Mel Russell, Chief Nursing Executive, Kevin DeBruin, Chief Legal Officer and outside counsel. Subjects included length of advance notification, third party vendors, vetting of requests, guidelines of visits, limiting patient care areas, and safety/privacy of patients and staff. Jessica Brown, Holland and Knight, noted the policy is drafted to account for individual board member responsibility and accountability for requested visits. Kevin DeBruin, Chief Legal Officer, noted the policy is drafted to allow administration officials to deny requests based on the area elected officials have requested to visit. 			

- Chair Jeff Griffith agrees the drafted policy is solid and wants to move it to the Board of Directors. Kevin DeBruin, Chief Legal Officer, suggested clarifying non-public and public areas of the hospital or facility to the policy. Director Laura Barry is in favor of adding an additional sentence to emphasize patient privacy.
- Jessica Brown, Holland and Knight, clarified the additional language with the committee; delineate nonpublic areas of access versus public areas of access to the facility.

INFORMATIONAL ITEMS

V. Standing Items:

1) Legislative Update	Deferred		
2) Lucidoc List of Board Policies	None		

Discussion:

- Director Terry Corrales inquired about any new bills, and are we looking for another legislative source? Kevin DeBruin, Chief Legal Officer, noted he is currently looking for another source. Diane Hansen, President and CEO, will also check her sources to find another legislative source.
- Diane Hansen, President and CEO, will be traveling to Sacramento to testify at the State Senate regarding SB-525, \$25.00 an hour minimum wage. It will be an opportunity for our organization, to represent other state hospitals in the state of California, and speak out on our behalf.
- Chair Jeff Griffith requested the Tri-City labor and delivery closure article be shared with the Board of Directors.
- Director Laura Barry asked if all the committee charters have been approved through the Board of Directors, as they are not reflected on the Lucidoc list provided. Kevin DeBruin, Chief Legal Officer, noted the charters have been approved by the board, and are in Lucidoc for approval.

VI. Committee Member Agenda Suggestions

No further discussion

FINAL ADJOURNMENT

Meeting adjourned by Chair Jeff Griffith at 12:41 p.m.

SIGNATURES:

COMMITTEE CHAIR

Jeff Griffith, EMT-P

COMMITTEE SECRETARY

Carla Albright

ADDENDUM B

Lucidoc Board Policy Listing - May 15, 2023

ID#	Title	Type	Source	Owner	Status	Next Review Date	Notes
21804	Disposition of Surplus Property	Policy	BOD	Woodling, Heather M	Official	9/10/2020	Pending Release
58892	Debt Policy	Policy	BOD	Bogert, Michael	Official	3/27/2021	BOD approved as presented 2.13.2023
44692	Physician Owned Medical Device (POD) Company Arrangements	Policy	BOD	DeBruin, Kevin	Official	6/26/2021	Retire?
21776	Gifts and Donations	Policy	BOD	DeBruin, Kevin	Official	4/21/2022	
27092	Annual Adoption of Statement of Investment	Policy	BOD	Bogert, Michael	Official	11/18/2022	BOD approved as presented 2.13.2023
27932	Naming Policy	Policy	BOD	DeBruin, Kevin	Official	12/22/2022	
51952	CEO Evaluation and Compensation	Policy	BOD	DeBruin, Kevin	Official	3/5/2023	Adhoc
21781	Compliance and Ethics Plan	Policy	BOD	Waishkey, Helen	Official	4/16/2023	In preparation
59212	Bylaws of Palomar Health	Bylaws	BOD	DeBruin, Kevin	Official	6/3/2023	In preparation
21809	Annual Budget Approval	Policy	BOD	Bogert, Michael	Official	8/17/2023	
21798	Oath of Office	Policy	BOD	DeBruin, Kevin	Official	1/25/2024	
21825	Physician Recruitment	Policy	BOD	DeBruin, Kevin	Official	1/25/2024	
21800	Conflict of Interest Code	Policy	BOD	DeBruin, Kevin	Official	2/22/2024	
58873	Extraordinary Event Management	Policy	BOD	DeBruin, Kevin	Official	5/1/2024	
63352	Board Agenda Creation	Policy	BOD	DeBruin, Kevin	Official	10/24/2024	
11058	Nursing and Patient Care	Policy	BOD	DeBruin, Kevin	Official	11/30/2024	
68552	Board of Directors Code of Conduct	Policy	BOD	DeBruin, Kevin	Official	2/27/2025	
70012	Board Dispute Resolution Policy	Policy	BOD	DeBruin, Kevin	Official	10/24/2025	
21783	Political Activities on Palomar Health Property	Policy	BOD	DeBruin, Kevin	Official	10/24/2025	
62012	Public Comment Form	Form	BOD	DeBruin, Kevin	Official	10/24/2025	
21790	Public Comments and Attendance at Public Board Meetings	Policy	BOD	DeBruin, Kevin	Official	10/24/2025	
21794	Revision of Policies	Policy	BOD	DeBruin, Kevin	Official	10/24/2025	
	Charter of the Audit & Compliance Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	Official		Approved 3.13.2023
	Charter of the Quality Review Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	Official		Approved 3.13.2023
	Charter of the Governance Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	Official		Approved 11.14.2022
	Charter of the Community Relations Committee of the Palomar Health Board of Directors	Bylaws	BOD				On agenda 6.12.2023
71612	Charter of the Finance Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	Official	5/1/2026	
71572	Charter of the Human Resources Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	Official	5/1/2026	
71613	Charter of the Strategic and Facilities Planning Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	Official	5/1/2026	
58912	Outsourced Labor Policy	Procedure	BOD	Pursell, Julie	Official	5/1/2026	
21780	Succession Policy	Policy	BOD	DeBruin, Kevin	Official	5/1/2026	