

Posted
Thursday
September 28, 2023



BOARD GOVERNANCE COMMITTEE

MEETING AGENDA

Thursday, October 5, 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.	Action Item(s)			
	a. <i>Approval: Board Governance Committee Meeting, Thursday, August 3, 2023 (ADD X - Pp 4 -9)</i>	5	2	12:36
	b. <i>Review/Discussion: Bylaws of Palomar Health – Discussion of Robert’s Rules</i>	10		12:46
	c. <i>Discussion: Disruptive Meeting Protocol – Informational Only</i>	10		12:56
	d. <i>Discussion: Terms of Officers – Informational Only</i>	10		1:06
	e. <i>Discussion: AB 1234 Ethics Training – Informational Only</i>	5		1:11
	f. <i>Follow Up: Board Member Onboarding – Informational Only</i>	5		1:16
IV.	Standing Item(s)			
	a. <i>Legislative Update: ACHD Advocate - Informational Only</i>	5		1:21
	b. <i>Lucidoc Board Policy Listing – Informational Only (ADD X - Pp 10-12)</i>	5	3	1:26
V.	Committee Member Agenda Suggestions	4		1:30
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	Ryan Olsen, Chief Operations Officer
ALTERNATE VOTING MEMBERS	Hugh King, Chief Financial Officer
Michael Pacheco – 1 st Board Alternate	Omar Khawaja, Chief Medical officer
	COMMITTEE ASSISTANT
	Carla Albright, Committee Assistant

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: 224 097 853 301

or

Dial in using your phone at 929.352.2216; Access Code: 674 538 830#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](#)

DocID: 21790
 Revision: 9
 Status: Official

Source:
 Administrative
 Board of Directors

Applies to Facilities:
 All Palomar Health Facilities

Applies to Departments:
 Board of Directors

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.

IV. ADDENDUM:

Original Document Date: 2/94
 Reviewed: 8/95; 1/99; 9/05
 Revision Number: 1 Dated: 9/20/05

Source Administrator Hernandez, Lisa

Document Owner DeBruin, Kevin

Collaborators: Carla Albright, Deanna Peterson, Deborah Hollick, Douglas Moir, Jami Piearson, Jeffrey Griffith, Julie H Avila, Kelly Wells, Laurie Edwards-Tate, Megan Strole, Nancy Calabria, Nanette Irwin, Richard Engel, Sally Valle, Tanya L Howell, Thomas Kumura

Reviewers

Approvals

- Committees: (10/12/2022) Policies & Procedures

- Signers: Kevin DeBruin

Original Effective Date Kevin DeBruin, Chief Legal Officer (10/25/2022 09:21AM PST)

Revised Reviewed [09/20/2005 Rev. 1], [03/13/2009 Rev. 2], [04/14/2012 Rev. 3], [05/01/2014 Rev. 4], [02/03/2017 Rev. 5], [04/22/2019 Rev. 6], [07/10/2019 Rev. 7], [12/02/2021 Rev. 8], [10/25/2022 Rev. 9]

Next Review Date 10/24/2025

Attachments:

(REFERENCED BY [Public Comment Form](#)

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

Board Governance Committee Meeting Minutes

TO: Board Governance Committee

MEETING DATE: Thursday, October 5, 2023

FROM: Carla Albright, Committee Assistant

Background: The minutes of the Board Governance Committee meeting held on Thursday, August 3, 2023, are 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
October 6, 2023**

TO: Board Governance Committee

MEETING DATE: Thursday, October 6, 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 only

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:						
	2.2.2023	2.21.23	4.6.2023	6.1.2023	8.3.2023		
DIRECTOR JEFF GRIFFITH, EMT-P – CHAIR	P	P	P	P	P		
DIRECTOR TERRY CORRALES, RN	P	P	P	P	P		
DIRECTOR LAURA BARRY	P	P	P	P	P		
ALTERNATE MEMBERS							
MICHAEL PACHECO, 1ST BOARD ALTERNATE							
NON-VOTING MEMBERS							
DIANE HANSEN, PRESIDENT & CEO	P	P	V	P	P		
KEVIN DEBRUIN, ESQ., CHIEF LEGAL OFFICER	P	P	V	P	P		
RYAN OLSEN, CHIEF OPERATIONS OFFICER			E	P	P		
HUGH KING, CHIEF FINANCIAL OFFICER	P		E	E	E		
OMAR KHAWAJA, MD, CHIEF MEDICAL OFFICER	P		E	P	P		
COMMITTEE ASSISTANT							
CARLA ALBRIGHT	P	P	P	P	P		
INVITED GUESTS	SEE TEXT OF MINUTES FOR NAMES OF INVITED GUESTS						

<i>GOVERNANCE COMMITTEE MEETING MINUTES – Thursday, August 3, 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 Monday, July 31, 2023. Notice of Meeting was posted at the Palomar Health Administrative Office; also posted with agenda packet on the Palomar Health website on Monday, July 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 12:07 p.m. by Committee Chair Jeff Griffith			
I. 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 			
II. PUBLIC COMMENTS			
<ul style="list-style-type: none"> • There were no public comments. 			
III. FOLLOW UP ITEMS			
<ul style="list-style-type: none"> • There were no follow up items. 			

IV. ACTION ITEMS			
<p>1. Approval: Board Governance Committee Meeting, Thursday, June 1, 2023</p>	<p>MOTION by Director Barry, 2nd by Director Corrales to approve the June 1, 2023, meeting minutes as written.</p> <p>Roll call voting utilized. Director Barry - Aye Director Corrales – Aye Director Griffith - Aye</p> <p>All in favor. None opposed. Motion approved</p>		
<p>Discussion:</p> <ul style="list-style-type: none"> No discussion 			
<p>2. Approval: Annual Adoption of Statement of Investment – Lucidoc 27092</p>	<p>MOTION by Director Barry, 2nd by Director Corrales to table the agenda item indefinitely.</p> <p>Roll call voting utilized. Director Barry - Aye Director Corrales – Aye Director Griffith - Aye</p> <p>All in favor. None opposed. Motion approved</p>		
<p>Discussion:</p> <ul style="list-style-type: none"> Kevin DeBruin, Chief Legal Officer, noted policies that are appropriate to the committees should go directly to the Board of Directors, and does not think it is necessary for the policy to come to the Governance Committee. Jessica Brown, Holland and Knight, noted since another committee approved the policy the agenda item should be tabled. 			
<p>3. Review/Discuss: Board Dispute Resolution Policy – Lucidoc 70012</p>	<p>No action was taken</p>		
<p>Discussion:</p> <ul style="list-style-type: none"> Members of the committee asked for clarification of how the process works per the policy. Jessica Brown, Holland & Knight, and Kevin DeBruin, Chief Legal Officer, explained the process to the committee. 			

4. Discussion: Onboarding Checklist for New Board Members	Committee members will review current onboarding information and forward suggestions to Chief Legal Officer and Committee Assistant	Committee Assistant will compile information and agenda item will be added to the next committee meeting.	No
<p>Discussion:</p> <ul style="list-style-type: none"> Members of the committee discussed historic documents and process for new Board Member orientation. Members of the committee will review documents and submit suggestions to the committee assistant for onboarding requirements. This agenda item will be added to the next meeting for further review. 			
5. Discussion: Improvement Plan for Non-Performance	No action was taken		
<p>Discussion:</p> <ul style="list-style-type: none"> Members of the committee discussed educational opportunities directly related to governance. Kevin DeBruin, Chief Legal Officer, noted the board is seeking improvement by completing an annual self-assessment, discussing through a consultant, and educating for areas of improvement for the coming year. Diane Hansen, CEO, asked if an education accountability pledge could be utilized. Kevin DeBruin, Chief Legal Officer, noted the annual acknowledgement of the Board of Directors Code of Conduct obligates board members to continually educate themselves on matters related to the board. Jessie Brown, Holland and Knight, noted signing an acknowledgement receipt of materials and commitment to abide by their terms along with the self-evaluation would be a good idea. 			
6. Discussion: Patient Bill of Rights	No action was taken		
<p>Discussion:</p> <ul style="list-style-type: none"> Kevin DeBruin, Chief Legal Officer, shared the Patient Bill of Rights with the committee, explaining the bill of rights is posted in the hospital and is part of the conditions of admission, which falls under the Chief Medical Officer. 			
V. Standing Items			
1) Legislative Update – ACHD Advocate	No action was taken		
2) Lucidoc List of Board Policies	No action was taken		
<p>Discussion:</p> <ul style="list-style-type: none"> No discussion 			

VI. Committee Member Agenda Suggestions	
Discussion:	
<ul style="list-style-type: none"> No discussion 	
FINAL ADJOURNMENT	
Meeting adjourned by Chair Jeff Griffith at 1:08 p.m.	
SIGNATURES:	
COMMITTEE CHAIR	_____
	Jeff Griffith, EMT-P
COMMITTEE SECRETARY	_____
	Carla Albright

DRAFT

ADDENDUM B

Lucidoc Board Policy Listing - September 28, 2023

ID	Title	Type	Source	Owner	Next Review Date	Notes	Status
21804	Disposition of Surplus Property	Policy	BOD	Woodling, Heather M	9/10/2020	Pending Release	Official
58892	Debt Policy	Policy	BOD	King, Hugh	3/27/2021		Official
44692	Physician Owned Medical Device (POD) Company Arrangements	Policy	BOD	DeBruin, Kevin	6/26/2021		Official
21776	Gifts and Donations	Policy	BOD	DeBruin, Kevin	4/21/2022		Official
27092	Annual Adoption of Statement of Investment	Policy	BOD	King, Hugh	11/18/2022		Official
27932	Naming Policy	Policy	BOD	DeBruin, Kevin	12/22/2022		Official
51952	CEO Evaluation and Compensation	Policy	BOD	DeBruin, Kevin	3/5/2023		Official
59212	Bylaws of Palomar Health	Bylaws	BOD	DeBruin, Kevin	6/3/2023	In preparation	Official
21809	Annual Budget Approval	Policy	BOD	King, Hugh	8/17/2023		Official
21798	Oath of Office	Policy	BOD	DeBruin, Kevin	1/25/2024		Official
21825	Physician Recruitment	Policy	BOD	DeBruin, Kevin	1/25/2024		Official
21800	Conflict of Interest Code	Policy	BOD	DeBruin, Kevin	2/22/2024		Official
58873	Extraordinary Event Management	Policy	BOD	DeBruin, Kevin	5/1/2024		Official
21781	Compliance and Ethics Plan	Policy	BOD	Waiskey, Helen	9/13/2024		Official
63352	Board Agenda Creation	Policy	BOD	DeBruin, Kevin	10/24/2024		Official
11058	Nursing and Patient Care	Policy	BOD	DeBruin, Kevin	11/30/2024		Official

68552	Board of Directors Code of Conduct	Policy	BOD	DeBruin, Kevin	2/27/2025		Official
70012	Board Dispute Resolution Policy	Policy	BOD	DeBruin, Kevin	10/24/2025		Official
21783	Political Activities on Palomar Health Property	Policy	BOD	DeBruin, Kevin	10/24/2025		Official
62012	Public Comment Form	Form	BOD	DeBruin, Kevin	10/24/2025		Official
21790	Public Comments and Attendance at Public Board Meetings	Policy	BOD	DeBruin, Kevin	10/24/2025		Official
21794	Revision of Policies	Policy	BOD	DeBruin, Kevin	10/24/2025		Official
71332	Charter of the Governance Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	12/14/2025		Official
71612	Charter of the Finance Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	5/1/2026		Official
71572	Charter of the Human Resources Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	5/1/2026		Official
71613	Charter of the Strategic and Facilities Planning Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	5/1/2026		Official
58912	Outsourced Labor Policy	Procedure	BOD	Pursell, Julie	5/1/2026		Official
21780	Succession Policy	Policy	BOD	DeBruin, Kevin	5/1/2026	In preparation	Official
72512	Charter of the Audit and Compliance Committee	Bylaws	BOD	DeBruin, Kevin	5/16/2026		Official
72513	Charter of the Quality Review Committee	Bylaws	BOD	DeBruin, Kevin	5/16/2026		Official