



Board of Directors Meeting Minutes – Monday, July 10, 2023

Agenda Item

- *Discussion*

Conclusion / Action /Follow Up

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 Friday, July 7, 2023, which is consistent with legal requirements.

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 Chair Linda Greer.

1. ESTABLISHMENT OF QUORUM

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

2. 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*

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3. PUBLIC COMMENTS

- No public comments

4. PRESENTATIONS

a. Patient Experience Moment

- A patient experience video was shared with the Board.

b. Employee Recognition

- Director Laura Barry presented Hugh King, Chief Financial Officer, Melissa Wallace, Vice President of Finance, along with the Finance and Financial Planning Departments, with a certificate of appreciation.

c. Human Resources Presentation

- Interim Chief Human Resources Officer, Julie Pursell, shared a presentation highlighting the recent recruitment efforts of the Human Resources Department.

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5. APPROVAL OF MINUTES

- a. Board of Directors Meeting - Monday, June 12, 2023

MOTION: By Director Griffith, 2nd by Director Edwards-Tate and carried to approve the Monday, June 12, 2023 Board of Directors Meeting minutes, as 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 – aye
Chair Greer announced that seven board members were in favor. None opposed. No abstentions. None absent. Motion approved.

- No discussion

6. APPROVAL OF AGENDA *to accept the Consent Items as listed*

- a. Palomar Medical Center Escondido Medical Staff Credentialing and Reappointments
b. Palomar Health Center Poway Medical Staff Credentialing and Reappointments
c. Vascular Core Privilege Checklist – Palomar Medical Center Escondido
d. Cardiothoracic Core Privilege Checklist – Palomar Medical Center Escondido

MOTION: By Director Barry, 2nd by Director Corrales and carried to approve Consent Agenda items A through D as 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 – aye
Chair Greer announced that seven board members were in favor. None opposed. No abstention. None absent. Motion approved.

- No discussion

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7. REPORTS

a. Medical Staffs

I. Palomar Medical Center Escondido

Palomar Medical Center Escondido Chief of Staff, Dr. Kanchan Koirala, provided a verbal report to the Board of Directors.

II. Palomar Medical Center Poway

Palomar Medical Center Poway Chief of Staff, Dr. Sam Filiciotto, provided a verbal report to the Board of Directors.

b. Administrative

I. President and CEO

Palomar Health President & CEO Diane Hansen provided a verbal report to the Board of Directors:

- Thanked Julie Pursell for presentation
- Congratulated Melissa Wallace on being promoted to Vice President, Finance
- Addressed recent media reports

II. Chair of the Board

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Palomar Health Chair of the Board Linda Greer provided the following report:

- ACHD Annual Meeting in Lake Tahoe, September 13-15
- Board self-evaluation is complete
- CEO evaluation will be sent out Tuesday, July 11th for completion

8. APPROVAL OF BYLAWS, CHARTERS, RESOLUTIONS

- a. Resolution No. 07.10.23(01)-10 – Resolution of the Board of Directors of Palomar Health Designating Subordinate Officers of the District

MOTION: By Director Edwards-Tate, 2nd by Director Pacheco and carried to approve and adopt Resolution No. 07.10.23(01)-10 – Resolution of the Board of Directors of Palomar Health Designating Subordinate Officers of the District as 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 – aye

Chair Greer announced that seven board members were in favor. None opposed. No abstention. None absent. Motion approved.

- No discussion

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<ul style="list-style-type: none"><i>Discussion</i>	<i>Conclusion / Action /Follow Up</i>
b. Resolution No. 07.10.23(02)-11 – Resolution of the Board of Directors of Palomar Health: Deposit Account and Treasury Management Services Banking Resolution and Certificate of Incumbency	<p>MOTION: By Director Griffith, 2nd by Director Clark and carried to approve and adopt Resolution No. 07.10.23(02)-11 – Resolution of the Board of Directors of Palomar Health: Deposit Account and Treasury Management Services Banking Resolution and Certificate of Incumbency as presented.</p> <p>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 – aye Chair Greer announced that seven board members were in favor. None opposed. No abstention. None absent. Motion approved.</p>
<ul style="list-style-type: none">No discussion	
c. Resolution No. 07.10.23(03)-12 – Resolution of the Board of Directors of Palomar Health Authorizing the Investment of Monies in the Local Agency Investment Fund	<p>MOTION: By Director Barry, 2nd by Director Edwards-Tate and carried to approve and adopt Resolution No. 07.10.23(03)-12 – Resolution of the Board of Directors of Palomar Health Authorizing the Investment of Monies in the Local Agency Investment Fund as presented.</p> <p>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 – aye Chair Greer announced that seven board members were in favor. None opposed. No abstention. None absent. Motion approved.</p>
<ul style="list-style-type: none">No discussion	

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d. Vote of No Confidence in a Director

MOTION: By Director Griffith, 2nd by Director Corrales and carried to approve a Vote of No Confidence in a Director

During discussion:

MOTION: By Director Clark, 2nd by Directors Edwards-Tate to remove agenda item and move to next Board meeting for additional consideration

Roll call voting was utilized.

Director Corrales – nay Director Griffith – nay
Director Greer – nay Director Barry – nay
Director Clark – aye Director Pacheco – aye
Director Edwards-Tate – aye

Chair Greer announced that three board members were in favor. Four opposed. No abstention. None absent. Motion failed.

During discussion

MOTION: By Director Edwards-Tate, 2nd by Director Clark to postpone the consideration of the vote of no confidence to the next board meeting and to engage a third-party consultant

Roll call voting was utilized.

Director Corrales – nay Director Griffith – nay
Director Greer – nay Director Barry – nay
Director Clark – aye Director Pacheco – nay
Director Edwards-Tate – aye

Chair Greer announced that two board members were in favor. Five opposed. No abstention. None absent. Motion failed.

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	<p>By the Chair, original Motion reintroduced to the floor. Roll call voting was utilized. Director Corrales – aye Director Griffith – aye Director Greer – aye Director Barry – aye Director Clark – nay Director Pacheco – aye Director Edwards-Tate – nay Chair Greer announced that five board members were in favor. Two opposed. No abstention. None absent. Motion approved.</p>
<ul style="list-style-type: none"> • Before the motion, Chair Linda Greer read a written statement from Ali Fadhil, M.D. • Directors each had the opportunity to speak; Director John Clark was given an unlimited amount of time to respond to any issues raised and to seek clarification from the Parliamentarian on the procedural nature of the vote and was so advised • Voting commenced for the motion brought by Director John Clark • Directors each had the opportunity to speak; Director John Clark was given an unlimited amount of time to respond to any issues raised and to seek clarification from the Parliamentarian on the procedural nature of the vote and was so advised • Voting commenced for the motion brought by Director Laurie Edwards-Tate • Directors each had the opportunity to speak; Director John Clark was given an unlimited amount of time to respond to any issues raised and to seek clarification from the Parliamentarian on the procedural nature of the vote and was so advised • Voting commenced for the original motion on the floor 	

9. COMMITTEE REPORTS *(information only unless otherwise noted)*

a. Audit and Compliance Committee

- Committee Chair Michael Pacheco reported the summary was included in the board meeting packet committee.

b. Community Relations Committee

- Committee Chair Terry Corrales reported the committee summary was included in the board meeting packet committee.

c. Finance Committee

- Committee Chair Laura Barry reported the committee was dark in the month of June.

d. Governance Committee

- Committee Chair Jeff Griffith reported the committee was dark in the month of June, but will be working on several policies to present to the Board in the future.

e. Human Resources Committee

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- Committee Chair Terry Corrales reported the committee was dark in the month of June.

f. Quality Review Committee

- Committee Chair Linda Greer reported the committee was dark in the month of June.

g. Strategic & Facilities Planning Committee

- Committee Chair Michael Pacheco reported the committee was dark in the month of June.

FINAL ADJOURNMENT

- There being no further business, Chairwoman Linda Greer adjourned the meeting at 8:12 p.m.

Signatures:

Board Secretary


Terry Corrales, R.N.

Board Assistant


Carla Albright