

**Posted  
Wednesday  
October 11, 2023**



**BOARD AUDIT & COMPLIANCE  
COMMITTEE MEETING  
AGENDA**

Tuesday, October 17, 2023  
4:00 p.m.

**PLEASE SEE PAGE 2 FOR MEETING LOCATION OPTIONS**

<i>The Board may take action on any of the items listed below, including items specifically labeled "Informational Only"</i>		<u>Time</u>	<u>Form A Page</u>	<u>Target</u>
<b>CALL TO ORDER</b>				
<b>I.</b>	<b>Establishment of Quorum</b>	1		4:01
<b>II.</b>	<b>Public Comments<sup>1</sup></b>	30		4:31
<b>III.</b>	<b>Adjourn to Closed Session</b>	1		4:32
	1. Pursuant to California Government Code § 54956.6 — CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION — Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Section 54956.9: One (1) potential case	5		4:37
<b>IV.</b>	<b>Re-Adjourn to Open Session</b>	1		4:38
<b>V.</b>	<b>Action Resulting from Closed Session</b>	1		4:39
<b>VI.</b>	<b>Action Item(s)</b>			
	1. Review/Adopt: Board Audit & Compliance Committee Minutes, August 15, 2023 (ADD A - Pp 4-8)	5	2	4:44
	2. Review/Adopt: Meeting Schedule for 2024	10	3	4:54
<b>VIII.</b>	<b>Committee Member Agenda Suggestions</b>	5		4:59
<b>FINAL ADJOURNMENT</b>				

**Board Audit & Compliance Committee Members**

<b>VOTING MEMBERS</b>	<b>NON-VOTING MEMBERS</b>
Michael Pacheco, Chair	Diane Hansen, President & CEO
Laurie Edwards-Tate, MS, Director	Kevin DeBruin, Esq., Chief Legal Officer
Linda Greer, RN, Director	Helen Waishkey, Corporate Compliance Officer
<b>ALTERNATE VOTING MEMBERS</b>	Lewann Baucknecht, Compliance Program Analyst
Jeff Griffith, EMT-P – 1 <sup>st</sup> Board Alternate	Lachlan Macleay, MD, Committee Appointed Physician Representative

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

<sup>1</sup> 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 Audit & Compliance 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: 271 060 467 033**

or

**Dial in using your phone at 929.352.2216; Access Code: 809 701 716#<sup>1</sup>**

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

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

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## Policy : Public Comments and Attendance at Public Board Meetings

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### 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.

# Audit & Compliance Committee Meeting

Meeting will begin at **4:00 p.m.**



## Request for Public Comments

If you would like to make a public comment, please submit a request by doing the following:

- **In Person: Submit Public Comment Form to Board Assistant**
- **Virtual: Enter your name and “Public Comment” in the chat function once the meeting opens**

Those who submit a request will be called on during the Public Comments section and given 3 minutes to speak.

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### Public Comments Process

Pursuant to the Brown Act, the Board of Directors can only take action on items listed on the posted agenda. To ensure comments from the public can be made, there is a 30 minute public comments period at the beginning of the meeting. Each speaker who has requested to make a comment is granted three (3) minutes to speak. The public comment period is an opportunity to address the Board of Directors on agenda items or items of general interest within the subject matter jurisdiction of Palomar Health.

**Board Audit & Compliance Committee  
Minutes – August 15, 2023**

**TO:** Board Audit & Compliance Committee

**MEETING DATE:** Tuesday, October 17, 2023

**FROM:** Carla Albright, Committee Assistant

**Background:** The minutes from the Tuesday, August 15, 2023, Board Audit and Compliance Committee meeting are respectfully submitted for review and approval

**Budget Impact:** N/A

**Staff Recommendation:** Recommend approval of minutes as written.

**Committee Questions:**

**COMMITTEE RECOMMENDATION:**

**Motion:** X

**Individual Action:**

**Information:**

**Required Time:**

**Board Audit & Compliance Committee  
Meeting Schedule**

**TO:** Board Audit & Compliance Committee

**MEETING DATE:** Tuesday, October 17, 2023

**FROM:** Helen Waishkey, Corporate Compliance Officer

**Background:** Staff recommends holding Board Audit and Compliance Committee meetings on a quarterly basis starting in 2024.

**Budget Impact:** N/A

**Staff Recommendation:** Recommend approval.

**Committee Questions:**

**COMMITTEE RECOMMENDATION:**

**Motion:** X

**Individual Action:**

**Information:**

**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:						
	2/21/23	4/18/23	6/20/23	8/15/2023			
DIRECTOR LINDA GREER, RN – CHAIR	P	E	V	P			
DIRECTOR LAURIE EDWARDS-TATE, MS	V	V	V	V			
DIRECTOR MICHAEL PACHECO	P	P	P	P			
<b>ALTERNATE MEMBERS</b>							
JEFF GRIFFITH, EMT-P, 1ST BOARD ALTERNATE		P					
<b>NON-VOTING MEMBERS</b>							
DIANE HANSEN, PRESIDENT & CEO	P	E	E	E			
KEVIN DEBRUIN, ESQ., CHIEF LEGAL OFFICER	P	P	V	V			
HELEN WAISHKEY, CORPORATE COMPLIANCE OFFICER	V	P	V	V			
LEWANN BAUCKNECHT, COMPLIANCE PROGRAM ANALYST	V	P	V	V			
LACHLAN MACLEAY, MD COMMITTEE APPOINTED PHYSICIAN REPRESENTATIVE	V	V	V	V			
<b>COMMITTEE SECRETARY</b>							
CARLA ALBRIGHT	P	P	P	P			
<b>INVITED GUESTS</b>	<b>SEE TEXT OF MINUTES FOR NAMES OF INVITED GUESTS</b>						



<i>BOARD AUDIT AND COMPLIANCE MEETING MINUTES – Tuesday, August 15, 2023</i>			
<i>AGENDA ITEM</i>	<i>CONCLUSION/ACTION</i>	<i>FOLLOW UP/RESPONSIBLE PARTY</i>	<i>FINAL?</i>
<i>DISCUSSION</i>			
<b>NOTICE OF MEETING</b>			
Notice of Meeting was posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Escondido, CA. 92029; also posted with agenda packet on the Palomar Health website on Thursday, August 10, 2023.			
<b>CALL TO ORDER</b>			
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 4:00 p.m. by Chair Michael Pacheco			
<b>I. ESTABLISHMENT OF QUORUM</b>			
<ul style="list-style-type: none"> <li>• Quorum comprised of: Chair Michael Pacheco, Director Laurie Edwards-Tate, and Director Linda Greer</li> <li>• Excused Absences:</li> </ul>			
<b>II. PUBLIC COMMENTS</b>			
<ul style="list-style-type: none"> <li>• There were no public comments.</li> </ul>			
<b>III. Adjourn to Closed Session</b>			
<i>Pursuant to California Government Code § 54956.6 – CONFERENCE WITH LEGAL COUNSEL–ANTICIPATED LITIGATION – Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Section 54956.9: One (1) potential case</i>			
<b>IV. Re-Adjourn to Open Session</b>			

<b>V. Action Resulting from Closed Session</b>			
<ul style="list-style-type: none"> <li>No action resulting from closed session</li> </ul>			
<b>VI. ACTION ITEMS</b>			
1. Minutes: Board Audit and Compliance Meeting, Tuesday, June 20, 2023	<p><b>MOTION</b> by Director Greer, 2<sup>nd</sup> by Director Edwards-Tate to approve the June 20, 2023, meeting minutes as written.</p> <p>Roll call voting was utilized.  Director Edwards-Tate - Aye  Director Greer – Aye  Director Pacheco - Aye</p> <p>All in favor. None opposed.  Motion approved.</p>		
<b>DISCUSSION:</b>			
<ul style="list-style-type: none"> <li>No discussion</li> </ul>			
2. Status Update of Employee Conflict of Interest (COI) – Informational Only	<b>MOTION</b> Informational only		
<b>DISCUSSION:</b>			
<ul style="list-style-type: none"> <li>Helen Waishkey, Corporate Compliance Officer, provided an update of the employee conflict of interest (COI) to the committee.</li> <li>Director Laurie Edwards-Tate asked if the employee conflict of interest (COI) was for all employees and will the results be provided. Helen Waishkey noted the employee conflict of interest (COI) is for supervisors and above. Chair Mike Pacheco will consult with the Chief Legal Officer and will report back on the request.</li> </ul>			
3. Review Self-Referral Disclosure Protocol (SRDP)	<b>MOTION</b> Informational only		
<b>DISCUSSION:</b>			
<ul style="list-style-type: none"> <li>Helen Waishkey, Corporate Compliance Officer, reviewed the self-referral disclosure protocol (SRDP) with the committee.</li> </ul>			
4. Review Department of Justice Quarter 2 FCA Penalties and Organizations	<b>MOTION</b> Informational only		
<b>DISCUSSION:</b>			
<ul style="list-style-type: none"> <li>Helen Waishkey, Corporate Compliance Officer, reviewed the Department of Justice Quarter 2 FCA Penalties and Organizations with the committee.</li> </ul>			
5. Moss Adams Annual Audit Planning			
<b>DISCUSSION:</b>			
<ul style="list-style-type: none"> <li>Stacy Stelzriele, Moss Adams, reviewed the annual audit planning presentation with the committee.</li> </ul>			
<b>VI. Committee Member Agenda Suggestions</b>			

- Director Linda Greer suggested a Compliance Hotline update at the next committee meeting.

**FINAL ADJOURNMENT**

Meeting adjourned by Director Pacheco at 4:58 p.m.

**SIGNATURES:**

**COMMITTEE CHAIR**

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Michael Pacheco

**COMMITTEE SECRETARY**

\_\_\_\_\_  
Carla Albright

DRAFT