



Board of Directors Meeting Minutes – Monday, October 9, 2023

Agenda Item

- *Discussion*

Conclusion / Action /Follow Up

NOTICE OF MEETING

Notice of Meeting was posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA 92029, as well as on the Palomar Health website, on Friday, October 6, 2023, which is consistent with legal requirements.

CALL TO ORDER

The meeting, which was held at the First Floor Conference Center 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*

Board of Directors Meeting Minutes – Monday, October 9, 2023

Agenda Item

- *Discussion*

Conclusion / Action /Follow Up

3. PUBLIC COMMENTS

- No public comments

4. PRESENTATIONS

a. Patient Experience Moment

- A patient experience video was shared with the Board.

b. Physician Introduction

- Omar Khawaja, MD, Chief Medical Officer introduced Remia Paduga, MD, to the Board.

c. Emergency Department Presentation and Recognition

- Mel Russell, Chief Nursing Executive, introduced Tracy Page, District Director of Emergency Services. A video highlighting the recent Lantern Award achievement was shared with the Board. Diane Hanse, CEO, added the Lantern Award is given out to the top one percent of hospital emergency departments across the nation. Chair Linda Greer presented a certificate of appreciation to the Emergency Services Department.

d. Terms of Use for Palomar Health's Website

- Kevin DeBruin, Chief Legal Officer, updated the Board on the Terms of Use agreement on the Palomar Health website.
 - Director John Clark inquired if the Terms of Use process will be indefinite. David Holtzman, outside legal counsel (Holland & Knight), addressed Director Clark's concerns.
 - Director Laurie Edwards-Tate thanked Legal Counsel for their diligent work on this matter.

Board of Directors Meeting Minutes – Monday, October 9, 2023

Agenda Item

- *Discussion*

Conclusion / Action /Follow Up

5. APPROVAL OF MINUTES

- a. Board of Directors Meeting - Monday, September 11, 2023

MOTION: By Director Pacheco, 2nd by Director Edwards-Tate and carried to approve the Monday, September 11, 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 – abstain Director Pacheco – aye
Director Edwards-Tate – aye

Chair Greer announced that six board members were in favor. None opposed. One abstention. None absent. Motion approved.

- No discussion

- b. Board of Directors Special Closed Session Meeting - Monday, September 11, 2023

MOTION: By Director Barry, 2nd by Director Corrales and carried to approve the Monday, September 11, 2023 Board of Directors Special Session Meeting minutes, as presented.

Roll call voting was utilized.

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

Chair Greer announced that six board members were in favor. None opposed. One abstention. None absent. Motion approved.

- No discussion

Board of Directors Meeting Minutes – Monday, October 9, 2023

Agenda Item

• *Discussion*

Conclusion / Action /Follow Up

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. Palomar Medical Center Medical Staff (Escondido Campus & Poway Campus) Bylaws (Including Credentials Policy Manual and Medical Staff Rights Manual) Rules and Regulations

MOTION: By Director Edwards-Tate, 2nd by Director Griffith and carried to approve Consent Agenda items A through C 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. None abstention. None absent. Motion approved.

- Chair Linda Greer thanked the medical staff for their work on the combining the bylaws.
- Kanchan Koirala, MD, Palomar Medical Center Chief of Staff, reminded the board members they are approving the interim bylaws at this time.

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 Elect, Dr. Mark Goldsworthy, provided a verbal report to the Board of Directors.

Board of Directors Meeting Minutes – Monday, October 9, 2023

Agenda Item

• *Discussion*

Conclusion / Action /Follow Up

b. Administrative

I. President and CEO

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

- Thanked the Medical Executive Committee for their continued work on their bylaws
- Health Rocks Gala is on Saturday, October 15th
- Director Michael Pacheco received recognition from Marie Waldron, California State Senator, for his community involvement
- Chair Linda Greer was awarded Trustee of the Year Award at the 2023 ACHD Annual Meeting (Association of California Healthcare Districts)
- Thanked board members for their tireless work and support of Palomar Health

II. Chair of the Board

Palomar Health Chair of the Board Linda Greer provided a verbal report to the Board of Directors:

- Asked board members who attended the 2023 ACHD Annual Meeting to share their experience
- Presentation of CEO accomplishments was shared with the board members

Agenda Item

- Discussion

Conclusion / Action /Follow Up

7. APPROVAL OF BYLAWS, CHARTERS, RESOLUTIONS and OTHER ACTIONS

- a. Resolution No. 10.09.23(01)-16 of the Board of Directors of Palomar Health Proposing and Consenting to Amendment to CEO Employment Agreement

MOTION: By Director Barry, 2nd by Director Corrales and carried to approve Resolution No. 10.09.23(01)-16 of the Board of Directors of Palomar Health Proposing and Consenting to Amendment to CEO Employment Agreement.

AMENDED MOTION: By Director Pacheco, 2nd by Director Barry and carried to approve Resolution No. 10.09.23(01)-16 of the Board of Directors of Palomar Health Proposing and Consenting to Amendment to CEO Employment Agreement including addition of section 70th percentile of total compensation (section 1a), variable compensation maximum is amended to be 30% (section 1c), and scored 4.9/5 (section 7).

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. None abstention. None absent. Motion approved.

MOTION: By Clark, 2nd by Director Edwards-Tate and carried to approve engaging an independent third party analysis of the CEO agreement and compensation

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 – abstain

Chair Greer announced that one board members were in favor. Five opposed. One abstention. None absent. Motion failed.

Board of Directors Meeting Minutes – Monday, October 9, 2023

Agenda Item

• Discussion

Conclusion / Action /Follow Up

- The CEO Ad Hoc Committee presented their recommendation based on the market data, section (1a) 70, section (1b) 30, and (7) 4.9
- Board members were allotted time to ask questions regarding the process of Resolution No. 10.09.23(01)-16. Kevin DeBruin, Chief Legal Officer, explained the process to the board. An amended motion was brought to the floor by Director Michael Pacheco
- Board members were allotted time to comment regarding the amendment to the CEO employment agreement
- Board members were allotted time to comment regarding the motion engaging an independent third party analysis

b. Vote of No Confidence in a Director; Request for Director to Show Cause (John Clark)

MOTION: By Director Griffith, 2nd by Director Barry and carried to approve to concurrently address agenda items 8 b. and 8 c.

Roll call voting was utilized.

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

Chair Greer announced that one board members were in favor. Six opposed. None abstention. None absent. Motion failed.

MOTION: By Director Greer, 2nd by Director Corrales and carried to table the vote of no confidence in a director, pending investigation of allegations, until the next Board of Director meeting

Roll call voting was utilized.

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

Chair Greer announced that six board members were in favor. Six opposed. One abstention. None absent. Motion approved.

Board of Directors Meeting Minutes – Monday, October 9, 2023

Agenda Item

<ul style="list-style-type: none"> <i>Discussion</i> 	<i>Conclusion / Action /Follow Up</i>
<ul style="list-style-type: none"> Directors Michael Pacheco, Laurie Edwards-Tate and Chair Linda Greer noted they do not support handling agenda items 8b and 8c concurrently Vice-Chair Jeff Griffith introduced cause for the vote of no confidence in Director John Clark Director John Clark spoke on his behalf regarding the vote of no confidence in Director John Kern, outside legal counsel (Holland & Knight), explained the investigation process to the board members 	
<p>c. Vote of No Confidence in a Director; Request for Director to Show Cause (Laurie Edwards-Tate)</p>	<p>MOTION: By Director Greer, 2nd by Director Pacheco and carried to table the vote of no confidence in a director, pending investigation of allegations, until the next Board of Director meeting</p> <p>Roll call voting was utilized. Director Corrales – aye Director Griffith – aye Director Greer – aye Director Barry – aye Director Clark – abstain Director Pacheco – aye Director Edwards-Tate – aye Chair Greer announced that six board members were in favor. None opposed. One abstention. None absent. Motion approved.</p>
<ul style="list-style-type: none"> Vice-Chair Jeff Griffith introduced cause for the vote of no confidence in Director Laurie Edwards-Tate Director Laurie Edwards-Tate read a statement to the Board of Directors John Kern, outside legal counsel (Holland & Knight), explained the investigation process to the board members Vice-Chair Jeff Griffith reminded board members to review the media policy, code of conduct and bylaws 	
<p>8. COMMITTEE REPORTS <i>(information only unless otherwise noted)</i></p>	
<p>a. Audit and Compliance Committee</p>	
<ul style="list-style-type: none"> Committee Chair Michael Pacheco reported the committee was dark in the month of September. 	
<p>b. Community Relations Committee</p>	
<ul style="list-style-type: none"> Committee Chair Terry Corrales reported the committee was dark in the month of September. 	

Board of Directors Meeting Minutes – Monday, October 9, 2023

Agenda Item

• **Discussion**

Conclusion / Action /Follow Up

c. Finance Committee

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

d. Governance Committee

- Committee Chair Jeff Griffith reported the committee was dark in the month of September.

e. Human Resources Committee

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

f. Quality Review Committee

- Committee Chair Linda Greer reported the committee summary is included in the board-meeting packet.

g. Strategic & Facilities Planning Committee

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

FINAL ADJOURNMENT

- There being no further business, Chairwoman Linda Greer adjourned the meeting at 8:46 p.m.

Signatures:

Board Secretary



Terry Corrales, R.N.

Board Assistant



Carla Albright