

<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. 			
<p>4. Discussion: Onboarding Checklist for New Board Members</p>	<p>Committee members will review current onboarding information and forward suggestions to Chief Legal Officer and Committee Assistant</p>	<p>Committee Assistant will compile information and agenda item will be added to the next committee meeting.</p>	<p>No</p>

Discussion:			
<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	
Discussion:			
<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	
Discussion:			
<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	
Discussion:			
<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.

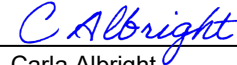
SIGNATURES:

COMMITTEE CHAIR



Jeff Griffith, EMT-P

COMMITTEE SECRETARY



Carla Albright