



Board of Directors Meeting Minutes – Monday, November 13, 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, November 10, 2023, which is consistent with legal requirements.

CALL TO ORDER

The meeting, which was held at the Linda Greer Conference Room at 2125 Citracado Parkway, Suite 300, 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: None

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

- Lilly Williams, Escondido Republican Women

4. PRESENTATIONS

a. Physician Recognition

- Chair Linda Greer presented Lachlan Macleay, MD, with a certificate of appreciation.

b. Management Services Agreement

- John Kern and Shaun Turner, Holland & Knight, shared a presentation with the Board Members.

5. APPROVAL OF MINUTES

a. Board of Directors Meeting - Monday, October 9, 2023

MOTION: By Director Pacheco, 2nd by Director Barry and carried to approve the Monday, October 9, 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 abstention. None absent.

Motion approved.

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- No discussion

b. Board of Directors Special Closed Session Meeting - Monday, October 9, 2023

MOTION: By Director Barry, 2nd by Director Clark and carried to approve the Monday, October 9, 2023 Board of Directors Special Closed Session 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. None abstention. None absent.

Motion approved.

- No discussion

c. Board of Directors Special Session Meeting - Friday, October 6, 2023

MOTION: By Director Barry, 2nd by Director Clark and carried to approve the Friday, October 6, 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 – 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.

- No discussion

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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. Nurse Practitioner Psychiatry Core Privilege Checklist
- d. Board Member Onboarding Quick-Start Guide
- e. Executed, Budgeted, Routine Physician Agreements
- f. September 2023 and YTD FY2024 Financial Report

MOTION: By Director Griffith, 2nd by Director Pacheco and carried to approve Consent Agenda items A through E 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.

MOTION: By Director Corrales, 2nd by Director Barry and carried to approve Consent Agenda items F 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 – abstain

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

- Director John Clark requested consent item F be approved separately.
- Director John Clark asked clarifying questions regarding consent item F. Hugh King, Chief Financial Officer and Omar Khawaja, MD, Chief Medical Officer, satisfied the Directors questions.

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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:

- Palomar Health achieved Leap Frog “A” score at both hospitals
- Healthgrades Patient Safety Award which puts Palomar Health in the top ten percent of the nation
- Read letter from patient

II. Chair of the Board

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

- Reminded Board Members to complete their annual training.

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

a. Resolution No. 11.13.23(01)-17 of the Board of Directors of Palomar Health Authorizing the Executive Team to Identify a Potential Management Services Company and Negotiate a Proposed Management Services Agreement

MOTION: By Director Corrales, 2nd by Director Barry and carried to approve Resolution No. 11.13.23(01)-17 of the Board of Directors of Palomar Health Authorizing the Executive Team to Identify a Potential Management Services Company and Negotiate a Proposed Management Services Agreement

Roll call voting was utilized.

Director Corrales – aye Director Griffith – aye
Director Greer – aye Director Barry – aye
Director Clark – no Director Pacheco – aye
Director Edwards-Tate – no

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

MOTION: By Director Clark, 2nd by Director Edwards-Tate and carried to table the agenda item until the next monthly meeting for time to study and analyze the proposition

Roll call voting was utilized.

Director Corrales – no Director Griffith – no
Director Greer – no Director Barry – no
Director Clark – aye Director Pacheco – no
Director Edwards-Tate – aye

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

MOTION: By Director Edwards-Tate, 2nd by Director Clark and carried to defer the vote to a later date, possibly in a couple of weeks, or to discuss on its own merits the resolution

Roll call voting was utilized.

Director Corrales – no Director Griffith – no
Director Greer – no Director Barry – no
Director Clark – aye Director Pacheco – no
Director Edwards-Tate – aye

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

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- At the top of the first motion discussion, Director John Clark brought another motion to the table. Following that motion board discussion ensued
- Director Laurie Edwards-Tate motioned, board discussion continued.
- Discussion ensued regarding the original motion. Director Laura Barry called for a vote.
- Chair Linda Greer called a five minute recess at 7:37pm, the meeting resumed at 7:42pm.

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

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

Roll call voting was utilized.

Director Corrales – aye Director Griffith – aye

Director Greer – aye Director Barry – aye

Director Clark – no Director Pacheco – aye

Director Edwards-Tate – no

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

- Directors Jeff Griffith, Laura Barry, Terry Corrales, and Chair Linda Greer spoke in favor, Director Laurie Edwards-Tate opposed
- John Kern, Holland & Knight, addressed the Board Members regarding the agenda item
- Director John Clark spoke on his behalf

c. Vote of No Confidence in a Director; Request for Director to Show Cause (Laurie Edwards-Tate)

MOTION: By Director Corrales, 2nd by Director Barry and carried to approve a Vote of No Confidence in Director Laurie Edwards-Tate (motion amended, no vote taken).

AMENDED MOTION: By Director Edwards-Tate, 2nd by Director Clark and carried to table the vote until all proper procedures are followed, until confronted with a written complaint by another board member, written draft report containing investigation findings and ample time to prepare a response

Roll call voting was utilized.
Director Corrales – no Director Griffith – aye
Director Greer – no Director Barry – aye
Director Clark – aye Director Pacheco – aye
Director Edwards-Tate – aye
Chair Greer announced that five board members were in favor. Two opposed. None abstention. None absent. Motion approved.

MOTION: By Director Pacheco, 2nd by Director Clark and carried to vacate the earlier motion for Director John Clark and provide proper notifications that are being afforded to Director Laurie Edwards-Tate.

Roll call voting was utilized.
Director Corrales – no Director Griffith – no
Director Greer – no Director Barry – absent
Director Clark – aye Director Pacheco – aye
Director Edwards-Tate – aye
Chair Greer announced that three board members were in favor. Three opposed. None abstention. One absent. Motion failed.

MOTION: By Director Edwards-Tate, 2nd by Director Clark and carried to adjourn based on the failure of the board to follow the requirements of the Brown Act, other statutes and code of conduct

Roll call voting was utilized.
Director Corrales – no Director Griffith – no
Director Greer – no Director Barry – absent
Director Clark – abstain Director Pacheco – no
Director Edwards-Tate – aye
Chair Greer announced that one board members were in favor. Four opposed. One abstention. One absent. Motion failed.

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MOTION: By Director Edwards-Tate to adjourn the meeting with no second.
Motion failed.

- Directors Laura Barry, Jeff Griffith, Terry Corrales, Michael Pacheco and Chair Linda Greer spoke in favor, director John Clark opposed
- John Kern, Holland & Knight, addressed the Board Members regarding the agenda item
- Director Laurie Edwards-Tate read a statement on her behalf
- Board discussion ensued after the second motion
- Director Laura Barry excused herself from the meeting at 8:25pm
- Board discussion ensued after the third motion
- Board discussion ensued after the fourth motion

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

a. Audit and Compliance Committee

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

b. Community Relations Committee

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

c. Finance Committee

- Committee Chair Laura Barry reported the committee summary is included in the board-meeting packet.

d. Governance Committee

- Committee Chair Jeff Griffith reported the committee summary is included in the board-meeting packet.

e. Human Resources Committee

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

f. Quality Review Committee

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- 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 was dark in the month of October.

FINAL ADJOURNMENT

- There being no further business, Chairwoman Linda Greer adjourned the meeting at 8:44 p.m.

Signatures:

Board Secretary



Terry Corrales, R.N.

Board Assistant



Carla Albright