



Board of Directors Meeting Minutes – Monday, December 11, 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 Thursday, December 7, 2023, which is consistent with legal requirements.

CALL TO ORDER

The meeting, which was held at the Palomar Medical Center Escondido, First Floor Conference Room at 2185 Citracado Parkway, Escondido, CA. 92029, was 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

- No public comments

4. PRESENTATIONS

a. Municipal Service Review Overview - LAFCO

- Adam Wilson and Carol Ieronimon shared a presentation with the Board.

5. APPROVAL OF MINUTES

a. Board of Directors Meeting - Monday, November 13, 2023

MOTION: By Director Griffith, 2nd by Director Pacheco and carried to approve the Monday, November 13, 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.

- No discussion

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b. Board of Directors Special Closed Session Meeting - Monday, November 13, 2023

MOTION: By Director Edwards-Tate, 2nd by Director Griffith and carried to approve the Monday, November 13, 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. No abstention. None absent.

Motion approved

- No discussion

c. Board of Directors Special Session Meeting - Friday, November 17, 2023

MOTION: By Director Pacheco, 2nd by Director Barry and carried to approve the Friday, November 17, 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. No 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 Medical Center Poway Medical Staff Credentialing and Reappointments
- c. Palomar Medical Center Escondido Medical Staff and Palomar Medical Center Poway Medical Staff Rules and Regulations
- d. Palomar Medical Center Escondido Medical Staff Cardiology Clinical Privileges

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

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:

- 2023 Year in review, looking forward to 2024
- Thanked Chair Linda Greer, Kanchan Koirala, MD, Sam Filiciotto, MD, and Hugh King
- Addressed the Board of Directors

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II. Chair of the Board

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

- Thanked CEO, Executive Team and Holland and Knight
- Presented Hugh King, Chief Financial Officer, with a certificate of appreciation
- Chair Greer gave the floor to the Parliamentarian, David Holtzman, Holland and Knight, to facilitate the election of officers.

8. ELECTION OF OFFICERS

Board Chair

MOTION: By Director Greer, 2nd by Pacheco to nominate Director Jeff Griffith for the position of Board Chair for Calendar Year 2024. Director Griffith accepted the nomination.

MOTION: By Director Edwards-Tate, 2nd by Clark to nominate Director Michael Pacheco for the position of Board Chair for Calendar Year 2024. Director Pacheco accepted the nomination.

MOTION: By Director Greer for Director Pacheco for vote position of Board Chair for Calendar Year 2024. Aye votes prefer Director Pacheco for Board Chair, No votes prefer Director Griffith for Board Chair. 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
Parliamentarian announced by a 5-2 vote in favor of Director Griffith. Director Griffith is nominated and elected as Board Chair for 2024.

- Board members spoke in favor and/or opposed of the nominees.

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Board Vice Chair

MOTION: By Director Greer, 2nd by Corrales to nominate Director Linda Greer for the position of Board Vice Chair for Calendar Year 2024. Director Greer accepted the nomination.

MOTION: By Director Edwards-Tate, 2nd by Griffith to nominate Director Michael Pacheco for the position of Board Vice Chair for Calendar Year 2024. Director Pacheco accepted the nomination.

MOTION: By Director Edwards-Tate for Director Pacheco for vote position of Board Chair for Calendar Year 2024. Aye votes prefer Director Pacheco for Vice Chair, No votes prefer Director Greer for Board Vice Chair. 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
Parliamentarian announced by a 5-2 vote in favor of Director Pacheco. Director Pacheco is nominated and elected as Board Vice Chair for 2024.

- Board members spoke in favor and/or opposed of the nominees.

Board Treasurer

MOTION: By Director Greer, 2nd by Pacheco to nominate Director Laura Barry for the position of Board Treasurer for Calendar Year 2024. Director Barry accepted the nomination.

MOTION: By Director Corrales, 2nd by Griffith to approve Director Barry as Board Treasurer for Calendar Year 2024. 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 – no
Parliamentarian announced by a 5-1-1 vote in favor of Director Barry. Director Barry is nominated and elected as Board Treasurer for 2024.

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- Board members spoke in favor and/or opposed of the nominees.

Board Secretary

MOTION: By Director Greer, 2nd by Barry to nominate Director Terry Corrales for the position of Board Secretary for Calendar Year 2024. Director Corrales accepted the nomination.

MOTION: By Director Edwards-Tate, 2nd by Griffith to nominate Director Linda Greer for the position of Board Secretary for Calendar Year 2024. Director Greer did not accept the nomination.

MOTION: By Director Greer, 2nd by Barry to approve Director Corrales as Board Secretary for Calendar Year 2024. 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
Parliamentarian announced by a 5-0-1 vote in favor of Director Corrales. Director Corrales is nominated and elected as Board Secretary for 2024.

- Board members spoke in favor and/or opposed of the nominees.
- Parliamentarian returned the floor to Chair Linda Greer

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

- a. Affirmation of the Board of Directors Code of Conduct

ANNUAL ACKNOWLEDGEMENT: by Board Members of his or her understanding of the requirements of and compliance with the Palomar Health Board of Directors Code of Conduct at an open session of a duly called regular Board 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 – abstain
Five board members acknowledged. None opposed.
Two abstention. None absent.

- Kevin DeBruin, Chief Legal Officer, stated section 4.4 from the Palomar Health Board of Directors Code of Conduct

- b. Resolution No. 12.11.23(01)-18 of the Board of Directors of Palomar Health Establishing Regular Board Meetings for Calendar Year 2024

MOTION: By Director Pacheco, 2nd by Director Edwards-Tate and carried to approve Resolution No. 12.11.23(01)-18 of the Board of Directors of Palomar Health Establishing Regular Board Meetings for Calendar Year 2024

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.

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- No comments

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

a. Audit and Compliance Committee

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

b. Community Relations Committee

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

c. Finance Committee

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

d. Governance Committee

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

e. Human Resources Committee

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

f. Quality Review Committee

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

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 7:38 p.m.

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Signatures:

Board Secretary



Terry Corrales, R.N.

Board Assistant



Carla Albright