



Board of Directors Meeting Minutes – Monday, February 12, 2024

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, February 9, 2024, 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, and called to order at 6:38 p.m. by Board Chair Jeff Griffith.

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, February 12, 2024

Agenda Item

- *Discussion*

Conclusion / Action /Follow Up

3. PUBLIC COMMENTS

- Jordan Cohen, MD
- Rick Engel, MD
- Bruce Friedberg, MD

4. PRESENTATIONS

a. Patient Experience Moment

- A patient experience video was shared with the Board.

5. APPROVAL OF MINUTES

a. Board of Directors Meeting - Monday, January 8, 2024

MOTION: By Director Barry, 2nd by Director Pacheco and carried to approve the Monday, January 8, 2024 Board of Directors Meeting minutes, as presented.

Roll call voting was utilized.

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

Chair Griffith announced that six board members were in favor. None opposed. No abstention. One absent. Motion approved.

- No discussion

Board of Directors Meeting Minutes – Monday, February 12, 2024

Agenda Item

<ul style="list-style-type: none"> <i>Discussion</i> 	<p><i>Conclusion / Action /Follow Up</i></p>
<ul style="list-style-type: none"> b. Board of Directors Special Closed Session Meeting - Monday, January 8, 2024 	<p>MOTION: By Director Corrales, 2nd by Director Barry and carried to approve the Monday, January 8, 2024 Board of Directors Special Closed Session Meeting minutes, as presented.</p> <p>Roll call voting was utilized. Director Barry – aye Director Greer – aye Director Clark – aye Director Griffith – aye Director Corrales – aye Director Pacheco – aye Director Edwards-Tate – absent Chair Griffith announced that six board members were in favor. None opposed. No abstention. One absent. Motion approved.</p>
<ul style="list-style-type: none"> No discussion 	
<p>6. APPROVAL OF AGENDA <i>to accept the Consent Items as listed</i></p>	
<ul style="list-style-type: none"> a. Palomar Medical Center Escondido Medical Staff Credentialing and Reappointments b. Palomar Medical Center Poway Medical Staff Credentialing and Reappointments c. Palomar Medical Centers Escondido and Poway Medical Staff Department Rules and Regulations d. Palomar Medical Center Escondido Radiation Oncology Clinical Privileges e. Executed Budgeted Routine Physician Agreements f. December 2023 and YTD FY2024 Financial Report 	<p>MOTION: By Director Barry, 2nd by Director Pacheco and carried to approve Consent Agenda items a through f as presented.</p> <p>Roll call voting was utilized. Director Barry – aye Director Greer – aye Director Clark – aye Director Griffith – aye Director Corrales – aye Director Pacheco – aye Director Edwards-Tate – absent Chair Griffith announced that six board members were in favor. None opposed. No abstention. One absent. Motion approved.</p>
<p>At 6:59 p.m., Director Laurie Edwards-Tate joined the meeting virtually. David Holtzman, outside legal counsel (Holland and Knight), had Director Edwards-Tate, state the emergency circumstance or just cause for participating virtually and if anyone over the age of eighteen were attending virtually at her location.</p>	<p>MOTION: By Director Clark, 2nd by Director Pacheco to approve Director Laurie Edwards-Tate request to participate virtually.</p> <p>Roll call voting was utilized. Director Barry – aye Director Greer – abstain Director Clark – aye Director Griffith – aye Director Corrales – aye Director Pacheco – aye Director Edwards-Tate – subject of vote Chair Griffith announced that five board members were in favor. None opposed. One abstention. None absent. Motion approved.</p>

Board of Directors Meeting Minutes – Monday, February 12, 2024

Agenda Item

• *Discussion*

Conclusion / Action /Follow Up

- 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.

II. Chair of the Board

Palomar Health Chair of the Board Jeff Griffith provided a verbal report to the Board of Directors.

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

a. Charter of the Quality Review Committee of the Palomar Health Board of Directors

MOTION: By Director Barry, 2nd by Director Greer and carried to approve the Charter of the Quality Review Committee of the Palomar Health Board of Directors

Roll call voting was utilized.

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

Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.

Motion approved.

Board of Directors Meeting Minutes – Monday, February 12, 2024

Agenda Item

• *Discussion*

Conclusion / Action /Follow Up

- No discussion

b. Charter of the Strategic and Facilities Committee of the Palomar Health Board of Directors

MOTION: By Director Barry, 2nd by Director Pacheco and carried to approve the Charter of the Strategic and Facilities Committee of the Palomar Health Board of Directors

Roll call voting was utilized.

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

Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.

Motion approved.

- No discussion

c. Charter of the Governance Committee of the Palomar Health Board of Directors

MOTION: By Director Corrales, 2nd by Director Pacheco and carried to approve the Charter of the Governance Committee of the Palomar Health Board of Directors

Roll call voting was utilized.

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

Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.

Motion approved.

Board of Directors Meeting Minutes – Monday, February 12, 2024

Agenda Item

• *Discussion*

Conclusion / Action /Follow Up

- No discussion

d. Conflict of Interest Code, Policy 21800

MOTION: By Director Pacheco, 2nd by Director Clark and carried to approve the Conflict of Interest Code, Policy 21800 as presented.

Roll call voting was utilized.

Director Barry – aye

Director Greer – aye

Director Clark – aye

Director Griffith – aye

Director Corrales – aye

Director Pacheco – aye

Director Edwards-Tate – aye

Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.

Motion approved.

- No discussion

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 January.

b. Community Relations Committee

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

c. Finance Committee

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

d. Governance Committee

Board of Directors Meeting Minutes – Monday, February 12, 2024

Agenda Item

• *Discussion*

Conclusion / Action /Follow Up

- 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 January.

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, Chair Jeff Griffith adjourned the meeting at 7:26 p.m.

Signatures:

Board Secretary



Terry Corrales, R.N.

Board Assistant



Carla Albright