

<b>SPECIAL SESSION BOARD OF DIRECTORS MINUTES – THURSDAY, FEBRUARY 29, 2024</b>		
<b>AGENDA ITEM</b>	<b>CONCLUSION / ACTION</b>	
<ul style="list-style-type: none"> <li>• <b>DISCUSSION</b></li> </ul>		
<b>NOTICE OF MEETING</b>		
<p>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 Tuesday, February 27, 2024, which is consistent with legal requirements.</p>		
<b>I. CALL TO ORDER</b>		
<p>The meeting, which was held in the Palomar Medical Center Escondido, First Floor Conference Room, 2185 Citracado Parkway, Escondido, CA. 92029, and virtually, was called to order at 1:00 p.m. by Board Chair Jeff Griffith.</p>		
<b>II. ESTABLISHMENT OF QUORUM</b>		
<p>Quorum comprised of Directors Barry, Clark, Corrales, Edwards-Tate, Griffith, Greer, Pacheco Absences: None</p>		
<b>III. PUBLIC COMMENTS</b>		
Tom Kumura James Schultz, MD Ellen Riley Vanessa Valenzuela Rod Jones Meghan Jaremchuk, RN Joe Muga, MD	Richard Engel, MD Georgine Tomasi Bruce Friedburg, MD Chris Nava Valerie Martinez, RN Bing Pao, MD Gildardo Ariza Millan	Marcelle Rossman Linda Wilkinson

#### IV. PRESENTATIONS

- a. Consideration and Review of Management Services Agreement with Mesa Rock Healthcare Management

**MOTION** by Director Clark, 2<sup>nd</sup> by Director Edwards-Tate to delay signing the management services agreement for thirty (30) days.

Roll call voting was utilized.

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

Chair Griffith announced that two board members were in favor. Five opposed. No abstention. No absent.

Motion failed.

- Before the motion by Director John Clark, the Board members were given time to ask further questions and make statements in favor/opposed of the management services agreement.
- After the motion, board members were afforded time to express comments.

#### IV. APPROVAL OF BYLAWS, CHARTERS, RESOLUTIONS, AND OTHER ACTIONS

- a. Resolution No. 2.29.24(01)-05 of the Board of Directors of Palomar Health Proposing and consenting to Management Services Agreement with Mesa Rock Healthcare Management, Inc.

**MOTION** by Director Barry, 2<sup>nd</sup> by Director Corrales to approve Resolution No. 2.29.24(01)-05 of the Board of Directors of Palomar Health Proposing and consenting to Management Services Agreement with Mesa Rock Healthcare Management, Inc.

Roll call voting was utilized.

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

Chair Griffith announced that five board members were in favor. Two opposed. No abstention. No absent.

Motion approved.

- Kevin DeBruin, Chief Legal Officer, read resolution number 2.29.24(01)-05.
- Board members were given time to for statements in favor/opposed of the management services agreement.
- Director Michael Pacheco called for a vote.

**VI. FINAL ADJOURNMENT**

There being no further business, Chair Griffith adjourned the meeting at 3:37 p.m.

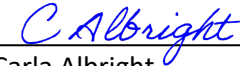
**SIGNATURES:**

**BOARD SECRETARY**



Terry Corrales, R.N.

**BOARD ASSISTANT**



Carla Albright