

BOARD AUDIT & COMPLIANCE COMMITTEE

MEETING AGENDA

Tuesday, May 21, 2024

4:00 p.m.

PLEASE SEE PAGE 2 FOR MEETING LOCATION OPTIONS

<i>The Board may take action on any of the items listed below, including items specifically labeled "Informational Only"</i>		Time	Form A Page	Target
CALL TO ORDER				
I.	Establishment of Quorum	1		4:01
II.	Public Comments¹	30		4:31
III.	Action Item(s)			
	a. Review/Approve: Board Audit & Compliance Committee Minutes, February 20, 2024 <i>(ADD A - Pp 2-7)</i>	5		4:36
	b. Hotline Report – Informational Only	5		4:41
IV.	Adjourn to Closed Session	1		4:42
	a. Pursuant to California Government Code § 54956.6 — CONFERENCE WITH LEGAL COUNSEL— ANTICIPATED LITIGATION — Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Section 54956.9: One (1) potential case	15		4:57
V.	Re-Adjourn to Open Session	1		4:58
VI.	Action Resulting from Closed Session	1		4:59
FINAL ADJOURNMENT				

Board Audit & Compliance Committee Members

VOTING MEMBERS	NON-VOTING MEMBERS
Michael Pacheco, Chair	Diane Hansen, President & CEO
Laurie Edwards-Tate, MS, Director	Kevin DeBruin, Esq., Chief Legal Officer
Linda Greer, RN, Director	Helen Waishkey, Corporate Compliance Officer
ALTERNATE VOTING MEMBERS	Lewann Baucknecht, Compliance Program Analyst
Jeff Griffith, EMT-P – 1 st Board Alternate	Committee Appointed Physician Representative

Note: If you have a disability, please notify us by calling 760.740.6375, 72 hours prior to the event so that we may provide reasonable accommodations.

¹ 3 minutes allowed per speaker. For further details, see Request for Public Comment Process and Policy on page 3 of the agenda.

Board Audit & Compliance Committee Meeting Location Options

Linda Greer Board Room

2125 Citracado Parkway, Suite 300, Escondido, CA 92029

- Elected Board Members of the Palomar Health Board of Directors will attend at this location, unless otherwise noticed below
- Non-Board member attendees, and members of the public may also attend at this location

<https://www.microsoft.com/en-us/microsoft-teams/join-a-meeting?rtc=1>

Meeting ID: 261 766 449 786

Pass Code: dBa5LC

or

Dial in using your phone at 929.352.2216; Access Code: 966 788 506#¹

- Non-Board member attendees, and members of the public may also attend the meeting virtually utilizing the above link

¹ *New to Microsoft Teams? Get the app now and be ready when your first meeting starts: [Download Teams](#)*

Policy : Public Comments and Attendance at Public Board Meetings

I. PURPOSE:

A. It is the intention of the Palomar Health Board of Directors to hear public comment about any topic that is under its jurisdiction. This policy is intended to provide guidelines in the interest of conducting orderly, open public meetings while ensuring that the public is afforded ample opportunity to attend and to address the board at any meetings of the whole board or board committees.

II. DEFINITIONS:

A. None defined.

III. TEXT / STANDARDS OF PRACTICE:

- A. There will be one time period allotted for public comment at the start of the public meeting. Should the chair determine that further public comment is required during a public meeting, the chair can call for such additional public comment immediately prior to the adjournment of the public meeting. Members of the public who wish to address the Board are asked to complete a [Request for Public Comment form](#) and submit to the Board Assistant prior to or during the meeting. The information requested shall be limited to name, address, phone number and subject, however, the requesting public member shall submit the requested information voluntarily. It will not be a condition of speaking.
- B. Should Board action be requested, it is encouraged that the public requestor include the request on the *Request for Public Comment* as well. Any member of the public who is speaking is encouraged to submit written copies of the presentation.
- C. The subject matter of any speaker must be germane to Palomar Health's jurisdiction.
- D. Based solely on the number of speaking requests, the Board will set the time allowed for each speaker prior to the public sections of the meeting, but usually will not exceed 3 minutes per speaker, with a cumulative total of thirty minutes.
- E. Questions or comments will be entertained during the "Public Comments" section on the agenda. All public comments will be limited to the designated times, including at all board meetings, committee meetings and board workshops.
- F. All voting and non-voting members of a Board committee will be seated at the table. Name placards will be created as placeholders for those seats for Board members, committee members, staff, and scribes. Any other attendees, staff or public, are welcome to sit at seats that do not have name placards, as well as on any other chairs in the room. For Palomar Health Board meetings, members of the public will sit in a seating area designated for the public.
- G. In the event of a disturbance that is sufficient to impede the proceedings, all persons may be excluded with the exception of newspaper personnel who were not involved in the disturbance in question.
- H. The public shall be afforded those rights listed below (Government Code Section 54953 and 54954).
1. To receive appropriate notice of meetings;
 2. To attend with no pre-conditions to attendance;
 3. To testify within reasonable limits prior to ordering consideration of the subject in question;
 4. To know the result of any ballots cast;
 5. To broadcast or record proceedings (conditional on lack of disruption to meeting);
 6. To review recordings of meetings within thirty days of recording; minutes to be Board approved before release,
 7. To publicly criticize Palomar Health or the Board; and
 8. To review without delay agendas of all public meetings and any other writings distributed at the meeting.
- I. This policy will be reviewed and updated as required or at least every three years.

Board Audit & Compliance Committee Meeting

Meeting will begin at 4:00 p.m.



Request for Public Comments

If you would like to make a public comment, submit your request by doing the following:

- **In Person:** Submit a Public Comment Form, or verbally submit a request, to the Board Clerk
- **Virtual:** Enter your name and “Public Comment” in the chat function

Those who submit a request will be called on during the Public Comments section and given 3 minutes to speak.

Public Comments Process

Pursuant to the Brown Act, the Board of Directors can only take action on items listed on the posted agenda. To ensure comments from the public can be made, there is a 30 minute public comments period at the beginning of the meeting. Each speaker who has requested to make a comment is granted three (3) minutes to speak. The public comment period is an opportunity to address the Board of Directors on agenda items or items of general interest within the subject matter jurisdiction of Palomar Health.

ADDENDUM A

Board Audit and Compliance Meeting Minutes – Tuesday, February 20, 2024

<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 Meeting was posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Escondido, CA. 92029; also posted with agenda packet on the Palomar Health website on Friday, February 16, 2024.			
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 4:00 p.m. by Chair Michael Pacheco			
I. ESTABLISHMENT OF QUORUM			
<ul style="list-style-type: none"> • Quorum comprised of: Chair Michael Pacheco and Director Laurie Edwards-Tate • Excused Absences: Director Linda Greer 			
II. PUBLIC COMMENTS			
<ul style="list-style-type: none"> • No public comments 			
III. Adjourn to Closed Session			
<i>Pursuant to California Government Code § 54956.6 — CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION — Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Section 54956.9: One (1) potential case</i>			
IV. Re-Adjourn to Open Session			

V. Action Resulting from Closed Session			
<ul style="list-style-type: none"> No action resulting from closed session 			
VI. ACTION ITEMS			
a. Minutes: Board Audit and Compliance Meeting, Tuesday, October 17, 2023	<p>MOTION by Director Edwards-Tate, 2nd by Director Pacheco to approve the October 17, 2023, meeting minutes as written.</p> <p>Roll call voting was utilized.</p> <p>Director Edwards-Tate - aye Director Greer – absent Director Pacheco - aye</p> <p>Two in favor. None opposed. One absent. Motion approved.</p>		
<p>DISCUSSION:</p> <ul style="list-style-type: none"> No discussion 			
b. 2024 Meeting Calendar	<p>MOTION by Director Edwards-Tate, 2nd by Director Pacheco to adopt the 2024 Meeting Calendar dates.</p> <p>Roll call voting was utilized.</p> <p>Director Edwards-Tate - aye Director Greer – absent Director Pacheco - aye</p> <p>Two in favor. None opposed. One absent. Motion approved.</p>		

DISCUSSION:

- No discussion

c. Standing Agenda Items for 2024

MOTION by Director Pacheco, 2nd by Director Edwards-Tate to adopt the Standing Agenda Items for 2024

Roll call voting was utilized.

Director Edwards-Tate - aye
Director Greer – absent
Director Pacheco - aye

Two in favor. None opposed. One absent.
Motion approved.

MOTION by Director Edwards-Tate, 2nd by Director Pacheco to continue utilizing Moss Adams to prepare the financial audit.

Roll call voting was utilized.

Director Edwards-Tate - aye
Director Greer – absent
Director Pacheco - aye

Two in favor. None opposed. One absent.
Motion approved.

DISCUSSION:

- Committee members discussed the handing of the 2024 financial audit meeting. Item will be discussed at a later date.
- Committee members discussed retaining Moss Adams for the 2024 financial audit.

d. New Compliance Program

MOTION by Director Edwards-Tate, 2nd by Director Pacheco to adopt the New Compliance Program and move to Board of Directors for final approval.

	<p>Roll call voting was utilized.</p> <p>Director Edwards-Tate - aye Director Greer – absent Director Pacheco - aye</p> <p>Two in favor. None opposed. One absent.</p> <p>Motion approved.</p>		
<p>DISCUSSION:</p> <ul style="list-style-type: none"> Questions from the committee members were addressed by Helen Waishkey, Corporate Compliance Officer, regarding the new compliance program plan. 			
<p>e. 2024 Compliance Internal Audit Schedule</p>	<p>Review only</p>		
<p>DISCUSSION:</p> <ul style="list-style-type: none"> Chair Michael Pacheco requested a Compliance report be brought to the Board of Directors. 			
<p>f. Hotline – Year End Report</p>	<p>Review only</p>		
<p>DISCUSSION:</p> <ul style="list-style-type: none"> No discussion Chair Michael Pacheco named Khalboun Abouelhosn, MD, as the committee appointed physician representative. 			
<p>FINAL ADJOURNMENT</p>			
<p>Meeting adjourned by Chair Pacheco at 4:53 p.m.</p>			

SIGNATURES:

COMMITTEE CHAIR

Michael Pacheco

COMMITTEE SECRETARY

Carla Albright

DRAFT