

BOARD GOVERNANCE COMMITTEE

MEETING AGENDA

Thursday, May 9, 2024

12:00 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		12:01
II.	Public Comments ¹	30		12:31
III.	Action Item(s)			
	a. Follow Up: Removal of Board of Directors Elected Officers	5		12:36
	b. Follow Up: Disturbances at Public Meetings	5		12:41
	c. Follow Up: Bylaws of Palomar Health – Board Committee Ad Hoc Report	5		12:46
	d. Approval: Board Governance Committee Meeting Minutes, Thursday, February 1, 2024 <i>(ADD A - Pp 2 -8)</i>	5		12:51
	e. Policy Review: Gifts & Donations #21776	10		1:01
	f. Policy Review: Naming Policy #27932	10		1:11
IV.	Standing Item(s)			
	a. Legislative Update: ACHD Advocate - <i>Informational Only</i>	5		1:16
	b. Lucidoc Board Policy Listing – <i>Informational Only (ADD B - Pp 9-10)</i>	5		1:21
FINAL ADJOURNMENT				

Board Governance Committee Members

VOTING MEMBERS	NON-VOTING MEMBERS
Jeff Griffith, EMT-P, Chair	Diane Hansen, President & CEO
Terry Corrales, RN	Kevin DeBruin, Chief Legal Officer
Laura Barry	Mel Russell, Chief Nursing Officer/Chief Operations Officer
ALTERNATE VOTING MEMBERS	Andrew Tokar, Chief Financial Officer
Michael Pacheco – 1 st Board Alternate	Omar Khawaja, MD, Chief Medical Officer
	Bret Ginther, MD, Chief Information Officer
	Julie Pursell, Chief Human Resources Officer
	COMMITTEE ASSISTANT
	Carla Albright, Committee Assistant

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 Governance Committee Location Options

Linda Greer Conference Room

2125 Citracado Parkway, Suite 300, Escondido, CA 92029

- Elected Members of the Palomar Health Board of Directors will attend at this location, unless otherwise noticed below
- Other 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: 270 706 596 803

Passcode: CpQeo7

or

Dial in using your phone at 929.352.2216; Access Code: 944 868 828#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](#)

Board Governance Committee Meeting

Meeting will begin at 12:00 p.m.



Request for Public Comments

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

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

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.

DocID: 21790
Revision: 9
Status: Official

Source:
Administrative
Board of Directors

Applies to Facilities:
All Palomar Health Facilities

Applies to Departments:
Board of Directors

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.

(REFERENCED BY [Public Comment Form](#)

Paper copies of this document may not be current and should not be relied on for official purposes. The current version is in Lucidoc at

[https://www.lucidoc.com/cgi/doc-gw.pl?ref=pphealth:21790\\$9](https://www.lucidoc.com/cgi/doc-gw.pl?ref=pphealth:21790$9).

ADDENDUM A

**BOARD GOVERNANCE COMMITTEE
ATTENDANCE ROSTER
CALENDAR YEAR 2024**



P = Present V = Virtual E = Excused A = Absent G = Guest

ATTENDANCE ROSTER							
VOTING MEMBERS	MEETING DATES:						
	1.4.2024	2.1.2024					
DIRECTOR JEFF GRIFFITH, EMT-P – CHAIR	P	V					
DIRECTOR TERRY CORRALES, RN	A	V					
DIRECTOR LAURA BARRY	P	V					
ALTERNATE MEMBERS							
MICHAEL PACHECO, 1ST BOARD ALTERNATE							
NON-VOTING MEMBERS							
DIANE HANSEN, PRESIDENT & CEO	P	P					
KEVIN DEBRUIN, ESQ., CHIEF LEGAL OFFICER	P	P					
ANDREW TOKAR, CHIEF FINANCIAL OFFICER	-	-					
MEL RUSSELL, RN, CHIEF NURSING OFFICER/CHIEF OPERATIONS OFFICER	P	P					
OMAR KHAWAJA, MD, CHIEF MEDICAL OFFICER	P	P					
BRET GINTHER, MD, CHIEF INFORMATION OFFICER	-	-					
JULIE PURSELL, CHIEF HUMAN RESOURCES OFFICER	-	-					
COMMITTEE ASSISTANT							
CARLA ALBRIGHT	P	P					
INVITED GUESTS	SEE TEXT OF MINUTES FOR NAMES OF INVITED GUESTS						

Board Governance Committee Minutes – Thursday, February 1, 2024			
AGENDA ITEM	CONCLUSION/ACTION	FOLLOW UP/RESPONSIBLE PARTY	FINAL?
DISCUSSION			
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, January 25, 2024, which is consistent with legal requirements.			
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 12:07 p.m. by Committee Chair Jeff Griffith			
I. ESTABLISHMENT OF QUORUM			
<ul style="list-style-type: none"> • Quorum comprised of: Directors Barry, Corrales and Griffith • Excused Absences: None <p>David Holtzman, outside legal counsel (Holland and Knight), had each Directors Laura Barry, Terry Corrales, and Chair Jeff Griffith had each state the reason why they are attending virtually and if anyone over the age of eighteen were attending virtually at each location.</p>			
II. PUBLIC COMMENTS			
<ul style="list-style-type: none"> • There were no public comments. 			
III. ACTION ITEMS			

a. <i>Follow up:</i> Removal of Board of Directors Elected Officers			
<ul style="list-style-type: none"> No follow up provided, item will be moved to April 2024 meeting 			
b. <i>Follow up:</i> Disturbances at Public Meetings			
<ul style="list-style-type: none"> No follow up provided, item will be moved to April 2024 meeting 			
c. <i>Follow up:</i> EOLA			
<ul style="list-style-type: none"> Omar Khawaja, MD, Chief Medical Officer, updated the committee Item will be tabled until further evaluation by medical staff 			
d. <i>Approval:</i> Board Governance Committee Meeting, Thursday, January 4, 2024	<p>MOTION by Director Barry, 2nd by Director Corrales to approve the January 4, 2024, meeting minutes as written.</p> <p>Roll call voting utilized. Director Barry - aye Director Corrales – aye Director Griffith - aye</p> <p>All in favor. None opposed. None absent. Motion approved</p>		
<p>Discussion:</p> <ul style="list-style-type: none"> None 			

<p>e. <i>Approval:</i> Board Governance Committee Meeting Schedule for Calendar Year 2024</p>	<p>MOTION by Director Barry, 2nd by Director Corrales to approve the meeting schedule for calendar year 2024</p> <p>Roll call voting utilized. Director Barry - aye Director Corrales – aye Director Griffith - aye</p> <p>All in favor. None opposed. None absent. Motion approved</p>		
<p>Discussion:</p> <ul style="list-style-type: none"> None 			
<p>f. <i>Review/Approval:</i> Board Governance Committee Charter</p>	<p>MOTION by Director Barry, 2nd by Director Corrales to approve the Board Governance Committee charter with recommended changes to IV, E.</p> <p>Roll call voting utilized. Director Barry - aye Director Corrales – aye Director Griffith - aye</p> <p>All in favor. None opposed. None absent. Motion approved</p>		
<p>Discussion:</p> <ul style="list-style-type: none"> Directors Terry Corrales and Laura Barry had questions regarding presented changes to the charter. Kevin DeBruin, Chief Legal Officer, satisfied their questions. 			
<p>g. <i>Policy Review:</i> Gifts & Donations #21776</p>	<p>MOTION by Director Barry, 2nd by Director Corrales to approve Gifts & Donations Policy #21776.</p> <p>No roll call voting utilized.</p> <p>Motion tabled</p>		
<p>Discussion:</p> <ul style="list-style-type: none"> This item was tabled during discussion to allow revisions to be completed. Item will be added to the April 2024 meeting. 			

<p>h. <i>Policy Review: Naming Policy #27932</i></p>	<p>MOTION by Director Barry, 2nd by Director Corrales to approve Naming Policy #27932.</p> <p>No roll call voting utilized.</p> <p>Motion tabled</p>		
<p>Discussion:</p> <ul style="list-style-type: none"> This item was tabled during discussion to allow revisions to be completed. Item will be added to the April 2024 meeting. 			
<p>i. <i>Policy Review: Conflict of Interest #21800</i></p>	<p>MOTION by Director Barry, 2nd by Director Corrales to approve the update to Conflict of Interest #21800 to reflect current officer position titles.</p> <p>Roll call voting utilized. Director Barry - aye Director Corrales – aye Director Griffith - aye</p> <p>All in favor. None opposed. None absent. Motion approved</p>		
<p>Discussion:</p> <ul style="list-style-type: none"> No discussion 			
<p>j. <i>Policy Review: Bylaws of Palomar Health</i></p>	<p>MOTION by Director Barry, 2nd by Director Corrales to approve the update to the Bylaws of Palomar Health.</p> <p>AMMENDED MOTION by Director Corrales, 2nd by Director Barry to recommend merging Board Human Resources Committee and Board Community Relations Committee as one committee.</p> <p>Roll call voting utilized. Director Barry - aye Director Corrales – aye Director Griffith - aye</p> <p>All in favor. None opposed. None absent. Motion approved</p>		

Discussion:

- Board Committee discussed ensued.
- Chair Jeff Griffith asked the bylaws be updated to reflect the merge of committees and move to Board of Directors for approval.

IV. Standing ITEMS(S)

1) Legislative Update – ACHD Advocate			
2) Lucidoc List of Board Policies			

Discussion:

- No discussion

V. Committee Member Agenda Suggestions

Discussion:

- No discussion

FINAL ADJOURNMENT

Meeting adjourned by Chair Jeff Griffith at 1:23 p.m.

Signatures:

Committee Chair

Jeff Griffith, EMT-P

Committee Assistant

Carla Albright

ADDENDUM B

LUCIDOC BOARD POLICY LISTING

MAY 9, 2024

ID	Title	Type	Source	Owner	Next Review Date	Status
21776	Gifts and Donations	Policy	BOD	DeBruin, Kevin	In Process	Official
27932	Naming Policy	Policy	BOD	DeBruin, Kevin	In Process	Official
21798	Oath of Office	Policy	BOD	DeBruin, Kevin	5/1/2024	Official
21825	Physician Recruitment	Policy	BOD	DeBruin, Kevin	5/1/2024	Official
58873	Extraordinary Event Management	Policy	BOD	DeBruin, Kevin	5/1/2024	Official
51952	CEO Evaluation and Compensation	Policy	BOD	DeBruin, Kevin	6/3/2024	Official
59212	Bylaws of Palomar Health	Bylaws	BOD	DeBruin, Kevin	6/3/2024	Official
63352	Board Agenda Creation	Policy	BOD	DeBruin, Kevin	10/24/2024	Official
11058	Nursing and Patient Care	Policy	BOD	DeBruin, Kevin	11/30/2024	Official
68552	Board of Directors Code of Conduct	Policy	BOD	DeBruin, Kevin	2/27/2025	Official
70012	Board Dispute Resolution Policy	Policy	BOD	DeBruin, Kevin	10/24/2025	Official
21783	Political Activities on Palomar Health Property	Policy	BOD	DeBruin, Kevin	10/24/2025	Official
62012	Public Comment Form	Form	BOD	DeBruin, Kevin	10/24/2025	Official
21790	Public Comments and Attendance at Public Board Meetings	Policy	BOD	DeBruin, Kevin	10/24/2025	Official
21794	Revision of Policies	Policy	BOD	DeBruin, Kevin	10/24/2025	Official
21800	Conflict of Interest Code	Policy	BOD	DeBruin, Kevin	4/10/2026	Official
71612	Charter of the Finance Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	5/1/2026	Official
71572	Charter of the Human Resources Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	5/1/2026	Official
58912	Outsourced Labor Policy	Procedure	BOD	Pursell, Julie	5/1/2026	Official
21780	Succession Policy	Policy	BOD	DeBruin, Kevin	5/1/2026	Official
72512	Charter of the Audit and Compliance Committee	Bylaws	BOD	DeBruin, Kevin	5/16/2026	Official
72752	Charter of the Community Relations Committee	Bylaws	BOD	DeBruin, Kevin	9/27/2026	Official
71332	Charter of the Governance Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	4/10/2027	Official
72513	Charter of the Quality Review Committee	Bylaws	BOD	DeBruin, Kevin	4/10/2027	Official
71613	Charter of the Strategic and Facilities Planning Committee of the Palomar Health Board of Directors	Bylaws	BOD	DeBruin, Kevin	4/10/2027	Official
21804	Disposition of Surplus Property	Policy	BOD	Woodling, Heather M	Approved	Official
58892	Debt Policy	Policy	BOD	Wallace, Melissa E	Approved	Official
44692	Physician Owned Medical Device (POD) Company Arrangements	Policy	BOD	DeBruin, Kevin	Approved	Official
27092	Annual Adoption of Statement of Investment	Policy	BOD	Wallace, Melissa E	Approved	Official
21809	Annual Budget Approval	Policy	BOD	Wallace, Melissa E	Approved	Official