

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

- Quorum comprised of: Directors Barry, Corrales and Griffith
- Excused Absences: None

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.

II. PUBLIC COMMENTS

- 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 			
e. <i>Approval:</i> Board Governance Committee Meeting Schedule for Calendar Year 2024	<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:</i> Naming Policy #27932</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>		

Discussion:

- This item was tabled during discussion to allow revisions to be completed. Item will be added to the April 2024 meeting.

i. *Policy Review: Conflict of Interest #21800*

MOTION by Director Barry, 2nd by Director Corrales to approve the update to Conflict of Interest #21800 to reflect current officer position titles.

Roll call voting utilized.
Director Barry - aye
Director Corrales – aye
Director Griffith - aye

All in favor. None opposed. None absent.
Motion approved

Discussion:

- No discussion

j. *Policy Review: Bylaws of Palomar Health*

MOTION by Director Barry, 2nd by Director Corrales to approve the update to the Bylaws of Palomar Health.

AMMENDED MOTION by Director Corrales, 2nd by Director Barry to recommend merging Board Human Resources Committee and Board Community Relations Committee as one committee.

Roll call voting utilized.
Director Barry - aye
Director Corrales – aye
Director Griffith - aye

All in favor. None opposed. None absent.
Motion approved

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