

# FINANCE COMMITTEE

## Meeting Agenda

Wednesday, February 26, 2025

1:30 p.m.

Please see page 2 for meeting location options

The Board may take action on any of the items listed below, including items specifically labeled "Informational Only"		Time	Form A Page	Target
<b>Call To Order</b>				
I.	<b>Establishment of Quorum</b>	1		1:30
II.	<b>Public Comments<sup>1</sup></b>	30		2:00
III.	<b>Action Item(s) (ADD A)</b>			
	a. Finance Committee Minutes, May 1, 2024 (Pp 6-7)	5		2:05
	b. Finance Committee 2025 Meeting Calendar (Pp 8)	5		2:10
	c. Finance Committee Charter (Redline Pp 9-11, Clean Pp 12-14)	5		2:15
	d. Guidehouse Turnaround Plan Update – Informational Only	15		2:30
	e. YTD FY2025 and January 2025 Financials	30		3:00
<b>Final Adjournment</b>				

### Board Finance Committee Members

Voting Members	Non-Voting Members
Linda Greer, RN, Chair	Andrew Tokar, Chief Financial Officer
Michael Pacheco, Director	Omar Khawaja, MD, Chief Medical Officer
Jeff Griffith, EMT-P, Director	Mel Russell, RN, Chief Nurse Executive/Chief Operating Officer
Diane Hansen, President & CEO	Melissa Wallace, Vice President, Finance
Kanchan Koirala, MD, Chief of Staff Palomar Medical Center Escondido	
Mark Goldsworthy, MD, Chief of Staff Palomar Medical Center Poway	
<b>Alternate Voting Members</b>	
Laurie Edwards-Tate, MS – 1 <sup>st</sup> Board Alternate	
Andrew Nguyen, MD, Chief of Staff-Elect, Escondido	
Open, Chief of Staff-Elect, Poway	

Note: If you need special assistance to participate in the meeting, please call 760.740.6375, 72 hours prior to the meeting so that we may provide reasonable accommodations.

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

# Board Finance 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: 286 871 637 625**

**Pass Code: Ng2DX77J**

or

**Dial in using your phone at 929.352.2216; Access Code: 802 515 034#<sup>1</sup>**

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

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

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## Policy : Public Comments and Attendance at Public Board Meetings

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### 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 Finance Committee Meeting

Meeting will begin at 1:30 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.

# ADDENDUM A

BOARD FINANCE COMMITTEE – MEETING MINUTES – WEDNESDAY, MAY 1, 2024			
AGENDA ITEM	CONCLUSION/ACTION	FOLLOW UP/RESPONSIBLE PARTY	FINAL?
DISCUSSION			
<b>NOTICE OF MEETING</b>			
<ul style="list-style-type: none"> <li>The agenda (as Notice of Meeting) was posted on Tuesday, April 23, 2024, at Palomar Health’s Administrative Offices, which is consistent with legal requirements <ul style="list-style-type: none"> <li>The full agenda packet was also posted on the Palomar Health website, and notice of that posting was made via email to the Board and staff</li> </ul> </li> </ul>			
<b>CALL TO ORDER</b>			
<ul style="list-style-type: none"> <li>The meeting – held in the Linda Greer Conference Room, 2125 Citracado Parkway, Suite 300, Escondido, CA, and virtually – was called to order at 1:00 p.m. by Chair Laura Barry</li> <li>Diane Hansen, CEO, welcomed Andrew Tokar, the new CFO, who had been onboarded earlier this week; and she also noted that she was sure Melissa Wallace, VP of Finance and outgoing Interim CFO, was happy that he was here</li> </ul>			
<b>ESTABLISHMENT OF QUORUM</b>			
<ul style="list-style-type: none"> <li>Quorum was established</li> </ul>			
<b>PUBLIC COMMENTS</b>			
<ul style="list-style-type: none"> <li>None filed</li> </ul>			
<b>1. BOARD FINANCE COMMITTEE FOLLOW-UPS</b>			
<ul style="list-style-type: none"> <li>Case Mix Index Comparisons (<i>Originally requested at the July 2023 meeting</i>) <ul style="list-style-type: none"> <li>Dr. Omar Khawaja, Chief Medical Officer, reported projects were underway to ensure coding and CMI were appropriate</li> </ul> </li> </ul>			
<b>2. MINUTES – FINANCE COMMITTEE – WEDNESDAY, JANUARY 24, 2024</b>	<b>MOTION:</b> By Director Griffith, seconded by Director Pacheco, and carried to approve the Minutes from the Finance Committee meeting held on Wednesday, January 24, 2024, as presented.  Vote taken by Roll Call: Chair Barry – aye; Director Pacheco – aye; Director Griffith – aye; Ms. Hansen – aye; Dr. Koirala – aye; Absent: Dr. Filiciotto		<b>Y</b>
<ul style="list-style-type: none"> <li>No discussion</li> </ul>			
<b>3. MINUTES – SPECIAL FINANCE COMMITTEE – FRIDAY, MARCH 22, 2024</b>	<b>MOTION:</b> By Director Griffith, seconded by Director Pacheco, and carried to approve the Minutes from the Special Finance Committee meeting held on Friday, March 22, 2024, as presented.  Vote taken by Roll Call:		<b>Y</b>

**BOARD FINANCE COMMITTEE – MEETING MINUTES – WEDNESDAY, MAY 1, 2024**

• AGENDA ITEM	CONCLUSION/ACTION	FOLLOW UP/RESPONSIBLE PARTY	FINAL?
• DISCUSSION			
Chair Barry – aye; Director Pacheco – aye; Director Griffith – aye; Ms. Hansen – aye; Dr. Koirala – aye; Absent: Dr. Filiciotto			
• No discussion			
4. EXECUTED, BUDGETED, ROUTINE PHYSICIAN AGREEMENTS	<b>MOTION:</b> By Director Griffith, seconded by Director Pacheco, and carried and carried to recommend approval of the Executed, Budgeted, Routine Physician Agreements. Vote taken by Roll Call: Chair Barry – aye; Director Pacheco – aye; Director Griffith – aye; Ms. Hansen – aye; Dr. Koirala – aye; Absent: Dr. Filiciotto		Y
• No discussion			
5. MARCH 2024 & YTD FY2024 FINANCIAL REPORT	<b>MOTION:</b> By Director Griffith, seconded by Director Pacheco, and carried move the March 2024 & YTD FY2024 Financial Report forward for Board consideration. Vote taken by Roll Call: Chair Barry – aye; Director Pacheco – aye; Director Griffith – aye; Ms. Hansen – aye; Dr. Koirala – aye; Absent: Dr. Filiciotto	Forwarded to the May 13, 2024, Board of Directors meeting for Board consideration	N
• EXECUTIVE DASHBOARD (P9) <ul style="list-style-type: none"> <li>○ Ms. Wallace reviewed financial results for the first three quarters of the fiscal year</li> </ul>			
<b>ADJOURNMENT</b>		<b>The meeting was adjourned at 1:34 p.m.</b>	
SIGNATURES:	COMMITTEE CHAIR _____ LAURA BARRY		
	COMMITTEE ASSISTANT _____ TANYA HOWELL		

**Finance Committee Meeting Schedule  
Calendar Year 2025**

**TO:** Finance Committee

**MEETING DATE:** Wednesday, February 26, 2025

**FROM:** Andrew Tokar, Chief Financial Officer

**Background:** If adopted, Finance Committee meetings for calendar year 2025 will be held Monthly at 1:30 p.m. on the fourth Wednesday, except for the months of November and December.

Meetings will be held in the Linda Greer Board Room at Palomar Health’s Administrative Offices, located at 2125 Citracado Parkway, Suite 300, Escondido, CA. Members of the Committee who are elected members of the Board of Directors shall attend at that location.

Please see below for the dates on which the meetings would be held:

**2025 BOARD FINANCE COMMITTEE MEETING SCHEDULE**

Wednesday February 26, 2025	Wednesday March 26, 2025	Wednesday April 23, 2025
Wednesday May 28, 2025	Wednesday June 25, 2025	Wednesday July 23, 2025
Wednesday August 27, 2025	Wednesday September 24, 2025	Wednesday October 22, 2025
Wednesday December 10, 2025		

**Budget Impact:** N/A

**Staff Recommendation:** Review and approval

**Committee Questions:**

**COMMITTEE RECOMMENDATION:**

**Motion:**

**Individual Action:**

**Information:**

**Required Time:**



CHARTER  
of the  
FINANCE COMMITTEE  
of the  
PALOMAR HEALTH BOARD OF DIRECTORS

- I. **Purpose.** The Finance Committee (“Committee”) of the Palomar Health Board of Directors (“Board”) aims to provide oversight to determine and facilitate the financial viability of the organization through the effective establishment of sound policies and development of a system of controls to safeguard the preservation and use of assets and resources.
- II. **Membership.**
- A. Voting Membership. The voting members (“Voting Members”) of the Committee may consist of those individuals appointed as Voting Members of the Committee by the Chair of the Board (“Board Chair”) in accordance with the Bylaws of Palomar Health (“Bylaws”) and other applicable policies of the Board.
- B. Alternate(s). Any alternate voting members (“Alternates”) of the Committee may consist of those individuals appointed as Alternates of the Committee by the Board Chair in accordance with the Bylaws and other applicable policies of the Board. Alternates enjoy voting rights only in the absence of a Voting Member. Unless Alternates enjoy voting rights, they may attend the meetings of the Committee only as an observer.
- C. Non-Voting Membership. The non-voting members (“Non-Voting Members”) may consist of the following individuals:
- Chief Financial Officer of Palomar Health
  - ~~Chief Operations Officer of Palomar Health~~
  - Chief Medical Officer of Palomar Health
  - Chief Nurse Executive/Chief Operating Officer of Palomar Health
  - Vice President of Finance of Palomar Health
- III. **Authority.** The Committee has no expressed or implied power or authority except to make recommendations to the Board related to the Committee’s purpose and duties as described in this Charter.
- IV. **Duties.** The duties of the Committee may include:

- A. Review and approve annual and long-range operating cash, operational and capital budgets for Palomar Health and its system affiliates.
  - B. Develop and maintain sound understanding of the services of Palomar Health's revenues and expenses and its economic environment.
  - C. Approve methods of financing major capital asset renovations, replacements and additions.
  - D. Review financial reports and operating statistics on a regular basis to provide organizational oversight regarding the appropriateness of actions in response to operating trends in achievement of financial goals.
  - E. Evaluate and approve financial plans for new business ventures, programs, and services and establish criteria to measure their ongoing viability.
  - F. Develop communications in order to enhance the understanding of other members in regard to financial matters of the system.
  - G. Review the preliminary, annual operating budgets for Palomar Health and its system affiliates.
  - H. Review and recommend to the Board the final, annual, operating budgets.
  - I. Review annually those policies and procedures within its purview and report the results of such review to the Board. Such reports shall include recommendations regarding the modification of existing or creation of new policies and procedures.
  - J. Perform such other duties as may be assigned by the Board.
- V. **Committee Chairperson, Liaison, and Assistant.**
- A. The Chairperson of the Committee ("Committee Chairperson") may be the individual appointed as Committee Chairperson by the Board Chair in accordance with the Bylaws and other applicable policies of the Board.
  - B. The Chief Financial Officer may serve as the Palomar Health Administration's liaison ("Administrative Liaison") to the Committee.
  - C. The Executive Assistant to the Chief Financial Officer may serve as the assistant to the Committee ("Committee Assistant").
- VI. **Meetings.** The Committee will meet at least quarterly and more often as needed. A majority of the Voting Members will constitute a quorum. The Committee Assistant will record the meeting minutes and forward a copy to the Board Secretary upon

approval of the meeting minutes by the Committee. The Committee Chairperson may coordinate with the Administrative Liaison to invite any officer, staff member, expert or other advisor who is not a member of the Committee to attend a meeting of the Committee to discuss topics germane to the purpose and duties of the Committee.

## VII. Committee Agendas.

A. The Committee Chairperson holds the primary responsibility for creating Committee Meeting Agendas. The Committee Chairperson will routinely work with the Administrative Liaison and the Committee Assistant in creating agendas. The Committee Chairperson will carefully consider all input regarding Agenda items from the Administrative Liaison. The authority for approval of final agendas for Committee Meetings will reside with the Committee Chairperson. Any disagreement, dispute, or confusion over specific agenda items and/or their appropriateness of specific items on the agenda between the Committee Chairperson and the Administrative Liaison that cannot be resolved will be referred to the Board Chair for resolution. The Board Chair, if indicated, may consult with Board or Corporate Counsel, the CEO, and/or other members of the Administration team to achieve resolution. If the Board Chair feels the issue cannot be satisfactorily resolved, the Board Chair will take the issue to the full Board.

B. Individual Committee Members may request to place items on a Committee Meeting Agenda. Board Members who are not Committee Members may request to have items placed on a Committee Meeting Agenda at regular meetings of the Full Board either through the Board Chair or the Committee Chairperson. The Committee Chairperson will consider each item so requested and determine whether or not it is an appropriate Committee Agenda item. The Committee Chairperson will make every effort to accommodate all reasonable individual Member requests including refining the requested agenda item as indicated. The Committee Chairperson may decline to put the item on a Committee Agenda based upon his or her judgment. Any disagreement, dispute or confusion over specific agenda items and/or their appropriateness of specific item on the agenda between the Committee Chairperson and Member that cannot be resolved will be referred to the Board Chair for resolution. The Board Chair may consult with the Board or Corporate Counsel, the CEO and/or other members of the Administration team to achieve resolution. If the Board Chair determines-feels the issue cannot be satisfactorily resolved, the Board Chair will take the issue to the full Board.

VIII. **Review and Revision.** The Committee may review this Charter annually. Any revisions proposed by the Committee to this Charter must be approved by the Board in accordance with the Bylaws.

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