

# BOARD GOVERNANCE COMMITTEE

## Meeting Agenda

Monday, March 3, 2025

12:00 p.m.

**Please See Page 2 For Meeting Location Options**

			Form A Page	Target
		<i>The Board may take action on any of the items listed below, including items specifically labeled "Informational Only"</i>		
<b>Call To Order</b>				<b>12:00</b>
<b>I.</b>	<b>Establishment of Quorum</b>	1		12:01
<b>II.</b>	<b>Public Comments<sup>1</sup></b>	30		12:31
<b>III.</b>	<b>Action Item(s) (ADD A)</b>	49		1:20
	a. Approval: Governance Committee Meeting Minutes, Thursday, December 5, 2024 (Pp 6-8)			
	b. Discussion: Governance Committee Meeting Schedule for Calendar Year 2025			
	c. Approval: Governance Committee Charter (Redline Pp 9-11, Clean Pp 12-14)			
	d. Policy Review: Nursing and Patient Care (11058) (Redline Pp 15-16, Clean Pp 17-18)			
	e. Discussion: Board Standing Committees; Combination/Addition/Dissolution			
	I. Community Relations			
	II. Human Resources			
	III. Strategic & Facilities Planning			
<b>IV.</b>	<b>Standing Item(s) (ADD B)</b>			
	a. Legislative Update: ACHD Advocate - Informational Only	5		1:25
	b. Lucidoc Board Policy Listing – Informational Only (Pp 20)	5		1:30
<b>Final Adjournment</b>				<b>1:30</b>

### 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
Michael Pacheco	Mel Russell, Chief Nurse Executive/Chief Operating Officer
<b>Alternate Voting Member</b>	Andrew Tokar, Chief Financial Officer
Abbi Jahaaski, MSN, BSN, RN – 1 <sup>st</sup> Board Alternate	Omar Khawaja, MD, Chief Medical Officer
	Bret Ginther, MD, Chief Information Officer
	Julie Pursell, Chief Human Resources Officer
	<b>Committee Assistant</b>
	Carla Albright, Committee Assistant

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 Governance Committee Meeting Location Options

**1<sup>st</sup> Floor Conference Room**  
**Palomar Medical Center Escondido**  
**2185 Citracado Parkway, 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: 244 250 334 681**

**Passcode: uP9Qv94U**

**or**

**Dial in using your phone at 929.352.2216; Access Code: 207 813 123#<sup>1</sup>**

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

- **2198 Palomar Airport Road, Carlsbad, CA. 92008**

- *An elected member of the Board of Directors will be attending the meeting virtually from these locations*

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

DocID: 21790  
Revision: 9  
Status: Official

**Source:**  
Administrative  
Board of Directors

**Applies to Facilities:**  
All Palomar Health Facilities

**Applies to Departments:**  
Board of Directors

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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.

**(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).

# 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.

# ADDENDUM A

<i>Board Governance Committee Minutes – Thursday, December 4, 2024</i>			
<i>AGENDA ITEM</i>	<i>CONCLUSION/ACTION</i>	<i>FOLLOW UP/RESPONSIBLE PARTY</i>	<i>FINAL?</i>
<i>DISCUSSION</i>			
<i>NOTICE OF MEETING</i>			
<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 Wednesday, November 27, 2024, which is consistent with legal requirements.</p>			
<i>CALL TO ORDER</i>			
<p>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 12:03 p.m. by Committee Chair Jeff Griffith.</p>			
<i>I. ESTABLISHMENT OF QUORUM</i>			
<ul style="list-style-type: none"> <li>• Quorum comprised of: Directors Barry, Corrales and Griffith</li> <li>• Excused Absences: None</li> </ul>			
<i>II. PUBLIC COMMENTS</i>			
<ul style="list-style-type: none"> <li>• None</li> </ul>			

**III. ACTION ITEMS**

a. *Approval: Board Governance Committee Meeting Minutes, Thursday, October 3, 2024*

**MOTION** by Director Corrales, 2<sup>nd</sup> by Director Barry to approve the Thursday, October 3, 2024, Board Governance Committee meeting minutes as written.

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

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

**Discussion:**

- No discussion

b. *Policy Review: Bylaws of Palomar Health*

**MOTION** by Director Barry, 2<sup>nd</sup> by Director Corrales to approve

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

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

**Discussion:**

- Kevin DeBruin, Chief Legal Officer, reviewed changes, section by section, with the committee.
- Director Laura Barry suggested under VIII, B, Standing Committees, that the Finance, Human Resources, Strategic and Facilities and Quality Review Committees will be reported out at a regular session board meeting. Kevin DeBruin will add a statement to the bylaws.
- Chair Jeff Griffith asked section VIII, F, Quorum, be updated; “as determined by the clerk of the committee”.
- Kevin DeBruin, Chief Legal Officer, updated two areas in Article IX: Medical Staffs, regarding language stating CEO.

<b>IV. STANDING ITEMS(S)</b>			
a. Legislative Update – ACHD Advocate	No action		
b. Lucidoc List of Board Policies	No action		
<b>Discussion:</b> <ul style="list-style-type: none"> <li>Terry Corrales reported on current ACHD advocacy concerns.</li> </ul>			
<b>FINAL ADJOURNMENT</b>			
Meeting adjourned by Committee Chair Jeff Griffith at 12:50 p.m.			
<b>Signatures:</b>			
Committee Chair		_____ Jeff Griffith	
Committee Assistant		_____ Carla Albright	

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

- I. **Purpose.** The Governance Committee (“Committee”) of the Palomar Health Board of Directors (“Board”) aims to oversee, establish, and monitor the effective and efficient management of the governmental processes of the Board.
- 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:
- President and Chief Executive Officer of Palomar Health
  - Chief Legal Officer of Palomar Health
  - Chief Financial Officer of Palomar Health
  - ~~Chief Operations Officer of Palomar Health~~
  - Chief Medical Officer of Palomar Health
  - Chief Information Officer of Palomar Health
  - Chief ~~Nursing Nurse~~ Executive/Chief Operating Officer of Palomar Health
  - Chief Human Resources Officer 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. Make an annual, comprehensive review of the Bylaws, policies and procedures and receive reports regarding same, and elicit recommendations on such issues from management and the Board.
  - B. Provide guidance to the CEO in the development of education and orientation programs that enhance member understanding of Board stewardships, health care, issues and management.
  - C. Assist in development and completion of an annual Board self-assessment and where appropriate make recommendations to enhance governance of the organization by its members.
  - D. Review and where appropriate make recommendations to the Board on pending or existing state and federal legislation that could affect the direction of the District and Board member responsibilities.
  - E. Review the boundaries of the District, as needed, to ensure compliance with its charter in the completion of health care stewardship responsibilities.
  - F. Review such other issues associated with Palomar Health and/or Board governance and its effectiveness, including but not limited to Board member orientation and continuing education.
  - G. Advise the Board on the appropriate structure and operations of all committees of the Board, including committee member qualifications.
  - H. Monitor developments, trends, and best practices in corporate governance, and propose such actions to the Board.
  - I. 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 Legal Officer may serve as the Palomar Health Administration’s liaison (“Administrative Liaison”) to the Committee.
  - C. The Executive Assistant to the Chief Legal Officer may serve 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 items 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 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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**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.



DocID: 11058  
Revision: 56  
Status: Official

Source:  
Administrative  
Board of Directors

Applies to Facilities:  
All Palomar Health Facilities

Applies to Departments:  
All Clinical Departments

**Policy: Nursing and Patient Care**

**I. PURPOSE:**

To provide direction from the Palomar Health Board of Directors relative to the organization's nursing service and to promote consistency in patient care practice across the continuum of care.

**II. DEFINITIONS:**

**III. II. TEXT / STANDARDS OF PRACTICE:**

- A. Patient care shall be provided using an interdisciplinary, collaborative model with the highest priority of quality and safety, and should facilitate an excellent patient and family experience.
- B. Patients with comparable needs receive the same standard of care, treatment, and services throughout the Palomar Health system.
- C. The following elements are to be in place in order to support appropriate patient care:
  - 1. Appropriate Leadership and Oversight of Nursing
    - a. The Chief Executive Officer shall designate a Chief Nurse Executive (CNE) to serve as a voice for nursing services at the senior leadership level and determine the term of such appointment.
    - b. The designated CNE has the authority, responsibility, and accountability for the nursing service as described in a written job description and directs the following organizational functions:
      - 1. Development and implementation of the organization's plan for providing nursing care, treatment and services to those patients requiring care, and authority over those nursing staff members who are providing the care, treatment and services.
      - 2. Oversight and approval of procedures involving nursing standards, nursing care, treatment and services at least every three years or more often, if necessary, and ensure that nursing staff have access to all of the nursing procedures and standards of nursing practice.
      - 3. Implementation of an effective ongoing program to measure, assess and improve the quality of nursing care, treatment and services delivered to patients.
      - 4. Ensures that standards of patient care and nursing practice are consistent with current research findings, nationally recognized professional standards, the California Nurse Practice Act, the American Nurses Association (ANA) Code of Ethics for Nurses, the ANA Bill of Rights for Registered Nurses, the ANA Scope and Standards for Nurse Administrators, the California Department of Public Health, the Joint Commission, and other regulatory agencies.
      - 5. Assume an active leadership role with the health system including scheduled representation at the full Board of Directors meeting.
  - 2. Qualification of Individuals
    - a. All individuals charged with the provision of patient care shall have the appropriate competencies to perform their job duties.
    - b. The CNE shall be licensed professional registered nurses that meet, at minimum, the qualifications as dictated in Title 22 and by the Joint Commission.
- D. This policy will be reviewed and updated as required, or at least every three years.

Document Owner: DeBruin, Kevin

**Approvals**

- Committees:

- Signers:

~~Kevin DeBruin~~ \_\_\_\_\_

Kevin DeBruin, Chief Legal Officer ( 12/01/2021 08:47AM PST )

**Revision Date:**

[12/01/2021 Rev. 5]

**Attachments:**

(REFERENCED BY THIS DOCUMENT)

*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:11058\\$5](https://www.lucidoc.com/cgi/doc-gw.pl?ref=pphealth:11058$5).

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      - 3. Implementation of an effective ongoing program to measure, assess and improve the quality of nursing care, treatment and services delivered to patients.
      - 4. Ensures that standards of patient care and nursing practice are consistent with current research findings, nationally recognized professional standards, the California Nurse Practice Act, the American Nurses Association (ANA) Code of Ethics for Nurses, the ANA Bill of Rights for Registered Nurses, the ANA Scope and Standards for Nurse Administrators, the California Department of Public Health, the Joint Commission, and other regulatory agencies.
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**Document Owner:** DeBruin, Kevin

**Approvals**

- **Committees:**

- **Signers:**

*Kevin DeBruin*

Kevin DeBruin, Chief Legal Officer

**Revision Date:**

**Attachments:**

(REFERENCED BY THIS DOCUMENT)

*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:11058\\$5](https://www.lucidoc.com/cgi/doc-gw.pl?ref=pphealth:11058$5).

# ADDENDUM B

# LUCIDOC BOARD POLICY LISTING

## March 3, 2025

ID	Title	Type	Source	Owner	Next Review Date	Status
27932	Naming Policy	Policy	BOD	DeBruin, Kevin	In Progress	Official
59212	Bylaws of Palomar Health	Bylaws	BOD	DeBruin, Kevin	In Progress	Official
11058	Nursing and Patient Care	Policy	BOD	DeBruin, Kevin	11/30/2024	Official
51952	CEO Evaluation and Compensation	Policy	BOD	DeBruin, Kevin	2/27/2025	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
27092	Annual Adoption of Statement of Investment	Policy	BOD	DeBruin, Kevin	11/13/2025	Official
58873	Extraordinary Event Management	Policy	BOD	DeBruin, Kevin	11/13/2025	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	Hansen, Diane	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
21800	Conflict of Interest Code	Policy	BOD	DeBruin, Kevin	11/13/2026	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
58892	Debt Policy	Policy	BOD	Tokar, Andrew	8/7/2027	Official
21776	Gifts and Donations	Policy	BOD	DeBruin, Kevin	11/13/2027	Official
21798	Oath of Office	Policy	BOD	DeBruin, Kevin	11/13/2027	Official
21825	Provider Recruitment	Policy	BOD	DeBruin, Kevin	11/13/2027	Official
44692	Physician Owned Medical Device (POD) Company Arrangements	Policy	BOD	DeBruin, Kevin	Approved	Official
21809	Annual Budget Approval	Policy	BOD	Tokar, Andrew	Approved	Official
63352	Board Agenda Creation	Policy	BOD	DeBruin, Kevin	P&P Committee	Official