

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

- Quorum comprised of: Chair Michael Pacheco and Director Laurie Edwards-Tate
- Excused Absences: Director Linda Greer

**II. PUBLIC COMMENTS**

- No public comments

**III. Adjourn to Closed Session**

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

**IV. Re-Adjourn to Open Session**

<b>V.      Action Resulting from Closed Session</b>			
<ul style="list-style-type: none"> <li>No action resulting from closed session</li> </ul>			
<b>VI.      ACTION ITEMS</b>			
a. Minutes: Board Audit and Compliance Meeting, Tuesday, October 17, 2023	<p><b>MOTION</b> by Director Edwards-Tate, 2<sup>nd</sup> 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>		
<b>DISCUSSION:</b> <ul style="list-style-type: none"> <li>No discussion</li> </ul>			
b. 2024 Meeting Calendar	<p><b>MOTION</b> by Director Edwards-Tate, 2<sup>nd</sup> 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, 2<sup>nd</sup> 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, 2<sup>nd</sup> 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, 2<sup>nd</sup> by Director Pacheco to adopt the New Compliance Program and move to Board of Directors for final approval.

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

**SIGNATURES:**

**COMMITTEE CHAIR**

A handwritten signature in black ink, appearing to read 'Michael Pacheco', written over a horizontal line.

Michael Pacheco

**COMMITTEE SECRETARY**

A handwritten signature in blue ink, appearing to read 'Carla Albright', written over a horizontal line.

Carla Albright