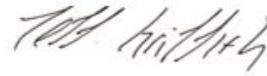


<i>GOVERNANCE COMMITTEE MEETING MINUTES – Thursday, October 5, 2023</i>			
<i>AGENDA ITEM</i>	<i>CONCLUSION/ACTION</i>	<i>FOLLOW UP/RESPONSIBLE PARTY</i>	<i>FINAL?</i>
<i>DISCUSSION</i>			
NOTICE OF MEETING			
Notice of Meeting was posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA 92029, as well as on the Palomar Health website, on Thursday, September 28, 2023, 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 12:27 p.m. by Committee Chair Jeff Griffith			
I. ESTABLISHMENT OF QUORUM			
<ul style="list-style-type: none"> • Quorum comprised of: Griffith and Barry • Excused Absences: Corrales 			
II. PUBLIC COMMENTS			
<ul style="list-style-type: none"> • There were no public comments. 			
III. ACTION ITEMS			
1. Approval: Board Governance Committee Meeting, Thursday, August 3, 2023	MOTION by Director Barry, 2 nd by Director Griffith to approve the August 3, 2023, meeting minutes as written. Roll call voting utilized. Director Barry - Aye Director Corrales – Absent Director Griffith - Aye		

	Two in favor. None opposed. One Absent Motion approved		
Discussion:			
<ul style="list-style-type: none"> No discussion 			
2. Review/Discussion: Bylaws of Palomar Health – Discussion of Robert’s Rules	No action was taken		
Discussion:			
<ul style="list-style-type: none"> The committee members. Kevin DeBruin, Chief Legal Officer, and David Holtzman, Holland and Knight, reviewed section VII-E of the bylaws. After review, the recommendation of the committee is to keep section VII-E as written. No further action was taken. 			
3. Discussion: Disruptive Meeting Protocol	No action was taken		
Discussion:			
<ul style="list-style-type: none"> After a review of the current disruptive meeting protocol, it was determined, administration would post the public comments policy before regular board meetings. No further action was taken. 			
4. Discussion: Terms of Officers	No action was taken		
Discussion:			
<ul style="list-style-type: none"> Committee members and administration discussed the pros and cons of extending terms of officers. No further action was taken. 			
5. Discussion: AB 1234 Ethics Training	No action was taken		
Discussion:			
<ul style="list-style-type: none"> Kevin DeBruin, Chief Legal Officer, apprised the committee the Fair Political Practices Commission (FPPC) will no longer be offering AB 1234 local ethics training after December 31, 2023. FPPC training slides have been requested and will be reviewed by Legal Counsel, and produce a course in-house and be administered through iXpand, which will track due dates and completion of course. ACHD will offer ethics training at their annual meeting also. Chair Jeff Griffith requested sexual harassment training be handled the same way. Kevin DeBruin, Chief Legal Officer, will work with Human Resources and Legal Counsel to complete. 			

<p>6. Follow Up: Board Member Onboarding</p>	<p>MOTION by Director Barry, 2nd by Director Griffith to adopt Board Member Onboarding Quick-Start Guide as an addendum to the Code of Conduct Policy, and enable the board orientation manual be available in digital and/or printed options.</p> <p>Roll call voting utilized. Director Barry - Aye Director Corrales – Absent Director Griffith - Aye</p> <p>Two in favor. None opposed. One Absent Motion approved</p>	<p>Move to Board of Directors for consideration</p>	
<p>Discussion:</p> <ul style="list-style-type: none"> The committee discussed updating the onboarding manual for distribution to new board members, and periodically update for current board members. Digital versus physical manual was discussed. 			
<p>IV. Standing Item(s)</p>			
<p>1) Legislative Update – ACHD Advocate</p>	<p>No action was taken</p>		
<p>2) Lucidoc List of Board Policies</p>	<p>No action was taken</p>		
<p>Discussion:</p> <ul style="list-style-type: none"> No discussion 			
<p>V. Committee Member Agenda Suggestions</p>			
<p>Discussion:</p> <ul style="list-style-type: none"> No discussion 			
<p>FINAL ADJOURNMENT</p>			
<p>Meeting adjourned by Chair Jeff Griffith at 1:07 p.m.</p>			

SIGNATURES:



COMMITTEE CHAIR

Jeff Griffith, EMT-P



COMMITTEE SECRETARY

Carla Albright