

BOARD AUDIT & COMPLIANCE COMMITTEE

MEETING AGENDA

Tuesday, May 20, 2025

1:00 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
Call To Order				
I.	Establishment of Quorum	1		1:00
II.	Public Comments¹	30		1:30
III.	Action Item(s) (ADD A)			
	a. Audit & Compliance Committee Minutes, February 18, 2025 (Pp 6-10)	5		1:35
	b. Audit & Compliance Committee 2025 Meeting Calendar (Pp 11)	5		1:40
	c. First Quarter Hotline Report (Pp 12)	5		1:45
	d. Annual Audit RFP	5		1:50
IV.	Adjourn to Closed Session	1		1:51
	a. 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	15		2:06
V.	Re-Adjourn to Open Session	1		2:07
VI.	Action Resulting from Closed Session	1		2:08
Final Adjournment				

Board Audit & Compliance Committee Members

Voting Members	Non-Voting Members
Michael Pacheco, Chair	Diane Hansen, President & CEO
Laurie Edwards-Tate, MS, Director	Kevin DeBruin, Esq., Chief Legal Officer
Linda Greer, RN, Director	Helen Waishkey, Corporate Compliance Officer
Alternate Voting Members	Baroon Rai, M.D., Physician Representative
Abbi Jahaaski, MSN, BSN, RN, – 1 st Board Alternate	

Note: If you need special assistance to participate in the meeting,
please call 760.740.6375, 48 hours prior to the meeting so that we may provide reasonable accommodations.

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

Board Audit & Compliance 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: 272 816 444 592 0

Pass Code: Xz3J4mm7

or

Dial in using your phone at 929.352.2216; Access Code: 963 996 486#¹

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

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

Policy : Public Comments and Attendance at Public Board Meetings

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 Audit & Compliance Committee Meeting

Meeting will begin at 1:00 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

Board Audit and Compliance Meeting Minutes – Tuesday, February 18, 2025

Agenda Item

Conclusion/Action

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 Thursday, February 13, 2025.

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 4:04 p.m. by Chair Michael Pacheco

I. Establishment of Quorum

- Chair Michael Pacheco announced the installation of a new alternate voting member of the Audit and Compliance Committee, Director Abbi Jahaaski
- Quorum comprised of: Chair Michael Pacheco, Director Laurie Edwards-Tate and Director Abbi Jahaaski
- Excused Absences: Director Linda Greer

II. Public Comments

- No public comments
- Chair Michael Pacheco announced Action Item III, f, would be addressed first on the agenda, then return to Action Item III, a-e.

III. Action Items	
a. Audit & Compliance Committee Minutes, November 19, 2024	<p>MOTION by Director Edwards-Tate, 2nd by Director Jahaaski to approve the Audit & Compliance Committee Minutes from November 19, 2024, with noted changes. Roll call voting was utilized.</p> <p>Director Edwards-Tate - aye Director Jahaaski – aye Director Pacheco - aye</p> <p>Three in favor. None opposed. None absent. None abstained. Motion approved.</p>
<p>Discussion:</p> <ul style="list-style-type: none"> Chair Michael Pacheco noted a change to the minutes. Minutes will be updated by Committee Assistant. 	
b. Audit & Compliance Committee Charter Review	<p>MOTION by Director Edwards-Tate, 2nd by Director Pacheco to approve the Audit & Compliance Committee Charter as written, and move to full Board for formal ratification. Roll call voting was utilized.</p> <p>Director Edwards-Tate - aye Director Jahaaski – aye Director Pacheco - aye</p> <p>Three in favor. None opposed. None absent. None abstained. Motion approved.</p>
<p>Discussion:</p> <ul style="list-style-type: none"> No discussion 	

<p>c. 2025 Audit & Compliance Committee Standing Agenda Calendar</p>	<p>MOTION by Director Edwards-Tate, 2nd by Director Jahaaski to approve the 2025 Audit & Compliance Committee Standing Agenda Calendar. Roll call voting was utilized.</p> <p>Director Edwards-Tate - aye Director Jahaaski – aye Director Pacheco - aye</p> <p>Three in favor. None opposed. None absent. None abstained. Motion approved.</p>
<p>Discussion:</p> <ul style="list-style-type: none"> Committee discussion ensued. 	
<p>d. 2025 Tentative Compliance Audit Schedule</p>	<p>MOTION by Director Edwards-Tate, 2nd by Director Jahaaski to approve the 2025 Tentative Compliance Audit Schedule. Roll call voting was utilized.</p> <p>Director Edwards-Tate - aye Director Jahaaski – aye Director Pacheco - aye</p> <p>Three in favor. None opposed. None absent. None abstained. Motion approved.</p>
<p>Discussion:</p> <ul style="list-style-type: none"> Committee discussion ensued. 	

<p>e. 2025 Employee Code of Conduct Update</p>	<p>MOTION by Director Jahaaski, 2nd by Director Pacheco to approve the 2025 Employee Code of Conduct Update, and move to full Board for formal ratification. Roll call voting was utilized.</p> <p>Director Edwards-Tate - aye Director Jahaaski – aye Director Pacheco - aye</p> <p>Three in favor. None opposed. None absent. None abstained. Motion approved.</p>
<p>Discussion:</p> <ul style="list-style-type: none"> Committee discussion ensued. 	
<p>f. Review/Recommendation of Qualified Audit Firm to Conduct Annual Audit for FY2025</p>	<p>MOTION by Director Edwards-Tate, 2nd by Director Pacheco to approve Moss Adams for an additional year and consider their services an additional year under the current circumstances. Roll call voting was utilized.</p> <p>Director Edwards-Tate - aye Director Jahaaski – aye Director Pacheco - aye</p> <p>Three in favor. None opposed. None absent. None abstained. Motion approved.</p>
<p>Discussion:</p> <ul style="list-style-type: none"> Andrew Tokar, Chief Financial Officer, shared his recommendations. Committee discussion ensued. Chair Michael Pacheco confirmed verbally with the voting Committee Members they were in full agreement of the reasons of why the Committee is recommending to retain Moss Adams for the next two years, Directors Edwards-Tate and Jahaaski acknowledged. 	
<p>IV. Adjourn to Closed Session</p>	
<p>a. 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</p>	

V. <i>Re-Adjourn to Open Session</i>
VI. <i>Action Resulting from Closed Session</i>
<ul style="list-style-type: none">• <i>No action resulting from closed session</i>
<i>Final Adjournment</i>
<i>Meeting adjourned by Committee Chair Pacheco at 5:13 p.m.</i>
<i>Signatures:</i>
<div>Committee Chair</div> <div>_____ Michael Pacheco</div>
<div>Committee Assistant</div> <div>_____ Carla Albright</div>

Audit and Compliance Committee Meeting Schedule Calendar Year 2025

TO: Audit & Compliance Committee

MEETING DATE: Tuesday, May 20, 2025

FROM: Helen Waishkey, Corporate Compliance Officer

Background: If adopted, Audit and Compliance Committee meetings for calendar year 2025 will be held quarterly at 1:00 p.m. on the third Tuesday, excluding the meeting held on February 18, 2025, which was held at 4:00pm.

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 AUDIT & COMPLIANCE COMMITTEE MEETING SCHEDULE

Tuesday February 18, 2025	Tuesday May 20, 2025
Tuesday August 19, 2025	Tuesday November 18, 2025

Budget Impact: N/A

Staff Recommendation: Review and approval

First Quarter Hotline Report

Any individual can call our hotline number and file a complaint. Not all complaints belong to nor are investigated by the Compliance dept. The complaints that Compliance investigates are those complaints that involve violations of: The Palomar Health Compliance Program, the Code of Conduct, Discrimination, Harassment, Retaliation, Fraud, Waste or Abuse. All other complaints are forwarded on to Quality or Human Resources for evaluation and resolution.

We have seen an increase in complaints. Below is a breakdown of our First Quarter complaints received through the hotline.

Of the below 30 complaints 12 of them were Compliance Investigations.

HOTLINE CASES Quarter 1	
Topics	
Patient Care	7
Misconduct or Inappropriate Behavior	3
Discrimination or harassment	4
Other Compliance Related issues	8
Billing and Coding Issues	4
Disclosure or Confidential Information	1
Excluded/ Sanctions Provider Matters	1
COI	1
HIPAA	1
	30