

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. <i>Action Items</i>	
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. 	

e. 2025 Employee Code of Conduct Update	<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. 	
f. Review/Recommendation of Qualified Audit Firm to Conduct Annual Audit for FY2025	<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. *Re-Adjourn to Open Session*

VI. *Action Resulting from Closed Session*

- *No action resulting from closed session*

Final Adjournment

Meeting adjourned by Committee Chair Pacheco at 5:13 p.m.

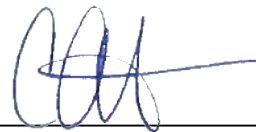
Signatures:

Committee Chair



Michael Pacheco

Committee Assistant



Carla Albright