

## Meeting Minutes

ATTENDANCE ROSTER		
MEMBERS	MEETING DATE	
	6/21/2024	12/12/2024
Terry Corrales, RN, Chairperson	P	P
Linda Greer, RN	P	P
Laurie Edwards-Tate, MS	Resigned prior to meeting	
Laura Barry (Didn't win re-election to PH Board in November)	P (Voted onto BoD during meeting)	
Abbi Jahaaski (Selected by PH Board Chair in December)		V
Diane L. Hansen	P	P
Andrew Tokar	P	P
Staff Attendee		
Tanya Howell Board Assistant/Corporate Secretary	P	P
Guest Presenters <sup>1</sup>		

V = Virtual P = Present E = Excused

<sup>1</sup> See text of minutes for names of invited guests/presenters

**BOARD OF DIRECTORS – MEETING MINUTES – THURSDAY, DECEMBER 12, 2024**

**AGENDA ITEM**

**• DISCUSSION**

**CONCLUSIONS/ACTIONS**

**FOLLOW-UP/  
RESP PARTY**

**I. CALL TO ORDER**

- Chairperson Corrales called the meeting to order at 1:04 p.m.
- Quorum comprised of Directors Corrales, Greer, Jahaaski, Hansen & Tokar
- **Notice of Meeting and Full Agenda Packet** were posted at Palomar Health's (PH) Administrative Offices on Friday, December 13, 2024, and on the Palomar Health Development, Inc. (PHD) home page on the PH website on Monday, December 9, 2024, which is consistent with legal requirements. Notice of that posting was also made via email to the PHD Board and staff members.

**II. PUBLIC COMMENTS**

- There were no public comments

**VII. NEW BUSINESS (*Out of order due to selection of a new Board member*)**

**A. Resolution No. 12.12.24(01)-6 – Acknowledging Selection of a New Board Member**

**MOTION:** By Director Greer, seconded by Director Hansen, and carried to approve Resolution No. 12.12.24(01)-6 Acknowledging Selection of a New Board Member

Carried by the following vote, taken by roll call: Director Greer – aye; Chairperson Corrales – aye; Director Tokar – aye; Director Hansen – aye; Director Jahaaski – abstained; Absent:

**Motion to Exclude Director Jahaaski from Vote Due to Virtual Attendance**

**MOTION:** By Director Greer, seconded by Director Hansen, and carried to exclude Director Jahaaski from Vote Due to Virtual Attendance

Carried by the following vote, taken by roll call: Director Greer – aye; Chairperson Corrales – aye; Director Tokar – aye; Director Hansen – aye; Director – Jahaaski – abstained; Absent:

- Board Assistant Howell commented that the Resolution had been changed following initial distribution, and PH's Board Chair, Jeff Griffith, had decided to only add one member to the PHD Board at this time, and the initial Resolution had contemplated other actions that did not occur
  - The new member to the PHD Board was Abbi Jahaaski, who was joining the meeting virtually from her vehicle while driving
- Following the passage of the Resolution acknowledging Director Jahaaski's selection to the PHD Board, Director Greer made a motion to allow Director Jahaaski to listen to the meeting, but not to participate
  - Director Greer elaborated that the motion was being made for the benefit of Director Jahaaski, as she was new to the Board and was on the road, so unable to actually see any of the materials being presented
  - Director Tokar added that, were Director Jahaaski to be allowed to vote, each matter before the Board would require a motion and approval from the other Board members to allow Director Jahaaski's vote from off site, before those matters could then be discussed and moved forward for vote, as required by Board-approved parliamentary steps for off-site Board member participation

**BOARD OF DIRECTORS – MEETING MINUTES – THURSDAY, DECEMBER 12, 2024**

**AGENDA ITEM**

<b>DISCUSSION</b>	<b>CONCLUSIONS/ACTIONS</b>	<b>FOLLOW-UP/ RESP PARTY</b>
<b>VI. PRESENTATION (<i>Out of order due to presenter availability</i>)</b>		
<b>A. Update on Grants &amp; Contract Inventory</b>	<i>Information only</i>	<ul style="list-style-type: none"> <li>Director Hansen will schedule a PH Foundation report on grants to the PH Board in the near future</li> </ul>
<ul style="list-style-type: none"> <li>Utilizing the presentation included as Addendum A, Aimee Ebner, Financial Services Manager, presented an update on grants</li> <li>There was a discussion about the reasoning behind PHD not obtaining new grants, which was basically because PHD didn't have any grant writers on staff, so a decision had been made to utilize the grant writers already on the PH Foundation team</li> <li>Director Hansen also commented that a follow-up from a prior meeting was still pending, as she had previously been requested by this Board to schedule a report-out to the PH Board on grants obtained on behalf of the District by the PH Foundation</li> </ul>		
<b>VII. NEW BUSINESS (<i>Out of order due to presenter availability [D&amp;E] &amp; guest presenter [B]</i>)</b>		
<b>D. Ratification of the FY2025 Operating Budget for Palomar Health Development</b>	<p><b>MOTION:</b> By Director Greer, seconded by Director Hansen and carried to approve the FY2025 Operating Budget for Palomar Health Development as presented.</p> <p>Carried by the following vote, taken by roll call: Director Greer – aye; Chairperson Corrales – aye; Director Jahaaski – abstained; Director Tokar – aye; Director Hansen – aye; Absent:</p>	
<ul style="list-style-type: none"> <li>Referencing the table on page 9, Ms. Ebner reviewed the budget, which had been approved by the Palomar Health Board and required ratification by this body</li> <li>In response to an inquiry, Ms. Ebner stated that the Interest Expense listed was on the Line of Credit with PH                             <ul style="list-style-type: none"> <li>The Line of Credit was \$1.7M, and it was a zero interest loan; however, the auditors had advised that an imputed interest needed to be provided as an accounting treatment</li> </ul> </li> </ul>		
<b>E. October 2024 &amp; YTD FY2025 Financial Report</b>	<p><b>MOTION:</b> By Director Greer, seconded by Director Hansen and carried to approve the October 2024 &amp; YTD FY2025 Financial Report as presented.</p> <p>Carried by the following vote, taken by roll call: Director Greer – aye; Chairperson Corrales – aye; Director Jahaaski – abstained; Director Tokar – aye; Director Hansen – aye; Absent:</p>	
<ul style="list-style-type: none"> <li>Utilizing the presentation included as Addendum B, Ms. Ebner presented the financial report through October 2024</li> <li>Income Statement at 6/30/2024                             <ul style="list-style-type: none"> <li>The Change in Net Assets fell \$21K short as a result of staffing levels, which hadn't been as high as anticipated in the budget and, therefore, generated less revenue</li> <li>The loss of just over \$4K in Other Direct Expense was due to one of the funders having paid on an estimated invoice, which wound up being lower once the final invoice was issued, so the vendor had to be repaid to refund the overpayment</li> </ul> </li> </ul>		

**BOARD OF DIRECTORS – MEETING MINUTES – THURSDAY, DECEMBER 12, 2024**

**AGENDA ITEM**

• DISCUSSION	CONCLUSIONS/ACTIONS	FOLLOW-UP/ RESP PARTY
<ul style="list-style-type: none"> <li>Balance Sheet at 10/31/2024                             <ul style="list-style-type: none"> <li>Total Cash was down to \$613K, as the Total Note Payable to PH (LoC) of \$1.7M had been paid off in October, bringing the Total Liabilities down to \$637K                                     <ul style="list-style-type: none"> <li>The Cash in Bank – Money Market (MMF) was now at a zero balance, as that account had been liquidated, with the funds utilized toward paying off the LoC, now at zero</li> <li>PH VP of Finance Melissa Wallace commented that it was positive that PHD had been able to pay off and no longer carry a LoC, as that meant the District wasn't having to support PHD any more</li> </ul> </li> </ul> </li> <li>Income Statement at 10/31/2024                             <ul style="list-style-type: none"> <li>As noted above, income was dependent on salaries and benefits; and Other Revenue was primarily interest derived from the MMF                                     <ul style="list-style-type: none"> <li>As the liquidation of the MMF had occurred in September, so even though Other Revenue was under budget, YTD it had still earned just over \$5K</li> </ul> </li> <li>The total Change in Net Assets was a \$16K loss, which Ms. Ebner anticipated would be recovered through revenues from the grant funding programs</li> </ul> </li> </ul>		
<b>B. Resolution No. 12.12.24(02)-7 – Authorizing Acceptance of the Independent Audit of the Annual Financial Report of Palomar Health Development, Inc., for Fiscal Year End 2024 as the Annual Report</b>	<b>MOTION:</b> By Director Greer, seconded by Director Hansen and carried to approve Resolution No. 12.12.24(02)-7 – Authorizing Acceptance of the Independent Audit of the Annual Financial Report of Palomar Health Development, Inc., for Fiscal Year End 2024 as the Annual Report  Carried by the following vote, taken by roll call: Director Greer – aye; Chairperson Corrales – aye; Director Jahaaski – abstained; Director Tokar – aye; Director Hansen – aye; Absent:	
<ul style="list-style-type: none"> <li>No discussion</li> </ul>		
<b>III. INFORMATION ITEM(S)</b>		
<ul style="list-style-type: none"> <li>None</li> </ul>		
<b>IV. OLD BUSINESS</b>		
<b>A. Tuesday, December 19, 2023</b>	<b>MOTION:</b> By Director Hansen, seconded by Director Greer, and carried to approve the minutes of the Tuesday, December 19, 2023, Board meeting  Carried by the following vote, taken by roll call: Director Greer – aye; Chairperson Corrales – aye; Director Jahaaski – abstained; Director Tokar – abstained; Director Hansen – aye; Absent:	
<ul style="list-style-type: none"> <li>Board Assistant Tanya Howell stated that the approval of the minutes had not actually been carried by a quorum vote at the June meeting, as there were two abstentions and Director Hansen had not yet joined the meeting prior to the vote                             <ul style="list-style-type: none"> <li>Therefore, CLO Kevin DeBruin had requested that this item be added for vote at this meeting in order to formalize an approval</li> </ul> </li> </ul>		

**BOARD OF DIRECTORS – MEETING MINUTES – THURSDAY, DECEMBER 12, 2024**

**AGENDA ITEM**

• <b>DISCUSSION</b>	<b>CONCLUSIONS/ACTIONS</b>	<b>FOLLOW-UP/ RESP PARTY</b>
<b>B. Board Meeting Follow-ups</b>		
<ul style="list-style-type: none"> <li>Director Hansen was going to review options for having Ms. Brown and/or Ms. Knight report on PHF funding activities at a future PH Board meeting                             <ul style="list-style-type: none"> <li>This matter was discussed during the grants portion of the meeting</li> </ul> </li> </ul>		
<b>V. MINUTES</b>		
<b>A. Monday, June 21, 2024</b>	<p><b>MOTION:</b> By Director Greer, seconded by Director Hansen, and carried to approve the minutes of the Monday, June 21, 2024, Board meeting</p> <p>Carried by the following vote, taken by roll call: Director Greer – aye; Chairperson Corrales – aye; Director Jahaaski – abstained; Director Tokar – aye; Director Hansen – aye; Absent:</p>	
<ul style="list-style-type: none"> <li>No discussion</li> </ul>		
<b>VII. NEW BUSINESS (Continued)</b>		
<b>C. Executed, Budgeted, Routine Physician Agreements</b>	<p><b>MOTION:</b> By Director Hansen, seconded by Director Greer and carried to approve the Executed, Budgeted, Routine Physician Agreements as presented</p> <p>Carried by the following vote, taken by roll call: Director Greer – aye; Chairperson Corrales – aye; Director Jahaaski – abstained; Director Tokar – aye; Director Hansen – aye; Absent:</p>	
<ul style="list-style-type: none"> <li>Mrs. Howell stated that these were standard contracts for the physician who supported the grants programs, and Director Tokar added that they were both for Dr. Byron Chow, extending the terms of his contracts to act as Medical Director for the Healthy Development Services and First Steps programs</li> </ul>		
<b>F. Resolution No. 12.12.24(03)-8 – Establishing the Date, Time and Location for the Annual Organizational Meeting for Calendar Year 2025</b>	<p><b>MOTION:</b> By Director Greer, seconded by Director Hansen and carried to approve Resolution No. 12.12.24(03)-8 – Establishing the Date, Time and Location for the Annual Organizational Meeting for Calendar Year 2025</p> <p>Carried by the following vote, taken by roll call: Director Greer – aye; Chairperson Corrales – aye; Director Jahaaski – abstained; Director Tokar – aye; Director Hansen – aye; Absent:</p>	<ul style="list-style-type: none"> <li>Mrs. Howell will send an invitation for the chosen date and time</li> </ul>
<ul style="list-style-type: none"> <li>Mrs. Howell stated that the date of Friday, June 13, 2025, with a start time of noon, had been suggested by Management                             <ul style="list-style-type: none"> <li>Location would be the Linda Greer Conference Room at Palomar Health’s Administrative Offices, 2125 Citracado Parkway, Suite 300, Escondido, CA</li> <li>It was likely that a virtual option would also be provided at a later date</li> </ul> </li> </ul>		

**BOARD OF DIRECTORS – MEETING MINUTES – THURSDAY, DECEMBER 12, 2024****AGENDA ITEM****• DISCUSSION****CONCLUSIONS/ACTIONS****FOLLOW-UP/  
RESP PARTY****VIII. BOARD MEMBER COMMENTS/FUTURE AGENDA ITEMS**

- Chairperson Corrales stated that she was always amazed at how much we could do with so little, and thanked the team

**IX. ADJOURNMENT**

**MOTION:** Chairperson Corrales adjourned the meeting at 1:49 p.m.

**SIGNATURES:****PHD Board Chairperson**

Terry Corrales, RN

**PHD Board Assistant**

Tanya Howell

**Next Meeting: Friday, June 13, 2025, at noon, with both in-person (Linda Greer Board Room, 2125 Citracado Parkway, Suite 300, Escondido, CA) and virtual options (virtual TBA)**