

Posted
Friday
December 5, 2025

SPECIAL CLOSED SESSION BOARD OF DIRECTORS Meeting Agenda

**Monday, December 8, 2025
4:00 p.m.**

Please see page 2 of agenda for meeting location

	<i>The Board may take action on any of the items listed below, including items specifically labeled "Informational Only"</i>	Time	Target
Call To Order			4:00
I.	Call to Order	1	4:01
II.	Establishment of Quorum	1	4:02
III.	Public Comments ¹	30	4:32
IV.	Adjournment to Closed Session	10	4:42
	a. Pursuant to Government Code Section 54957: Public Employee Performance Evaluation and Contract Review: Chief Executive Officer		
V.	Re-Adjournment to Open Session	1	4:43
VI.	Action Resulting from Closed Session – if any	1	4:44
VII.	Approval of Bylaws, Charters, Resolutions and Other Actions	10	4:54
	Agenda Item	Committee/ Department	Action
	a. Resolution No. 12.08.25(01)-22 of the Board of Directors of Palomar Health Evaluating CEO and Directing Compliance with Employment Agreement (Pp 5)	Board of Directors	Review/ Approve
VIII. Final Adjournment			1 4:55

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

¹ 3 minutes allowed per speaker. For further details, see Request for Public Comment Process and Policy on page 4 of agenda.

Special Closed Session Board of Directors Meeting Meeting Location Options

**Palomar Medical Center Escondido
1st Floor Conference Room
2185 Citracado Parkway, 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: 277 533 693 824

Passcode: TT2Yh7oC

or

Dial in using your phone at 929.352.2216; Access Code: 444 027 050#¹

- Non-Board member attendees, and members of the public may also attend the meeting virtually utilizing the above link
- An elected member of the Board of Directors will be attending the meeting virtually from these locations

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

DocID: 21790
Revision: 9
Status: Official

Source:
Administrative
Board of Directors

Applies to Facilities:
All Palomar Health Facilities

Applies to Departments:
Board of Directors

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.

(REFERENCED BY [Public Comment Form](#))

Paper copies of this document may not be current and should not be relied on for official purposes. The current version is in Lucidoc at

[https://www.lucidoc.com/cgi/dgc-gw.pl?ref=pphealth:21790\\$9](https://www.lucidoc.com/cgi/dgc-gw.pl?ref=pphealth:21790$9).

Special Closed Session Board of Directors Meeting

Meeting will begin at 4:00 p.m.



Request for Public Comments

If you would like to make a public comment, submit your request by doing the following:

- **In Person: Submit a Public Comment Form, or verbally submit a request, to the Board Clerk**
- **Virtual: Enter your name and “Public Comment” in the chat function**

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.

RESOLUTION NO. 12.08.25(01)-22

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR HEALTH
EVALUATING CEO AND DIRECTING COMPLIANCE WITH EMPLOYMENT AGREEMENT**

WHEREAS, the Board of Directors of Palomar Health has reviewed that certain Employment Agreement, made and entered into by and between Diane Hansen and Palomar Health, effective September 10, 2020, and as amended thereafter;

WHEREAS, the Board of Directors, consistent with Employment Agreement, must evaluate the Chief Executive Officer on an annual basis and comply with certain obligations identified in the Employment Agreement concerning compensation;

WHEREAS, due to certain financial constraints of Palomar Health, Palomar Health and Diane Hansen agreed to delay any evaluation or compensation for 2024 into 2025;

WHEREAS, the Board of Directors reviewed and discussed the Chief Executive Officer's performance for calendar year 2024 according to its customary metrics and developed a numerical score out of five possible points;

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Board:

(1) Pursuant to that certain Resolution of March 14, 2022, amending the Employment Agreement, finds that Diane Hansen scored ___/5 on her Annual Performance Review.

(2) Authorizes and orders the Chief Financial Officer to take all steps necessary, in light of the foregoing, to comply with the Employment Agreement.

PASSED AND ADOPTED by the Board of Directors of Palomar Health held on December 8, 2025, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: December 8, 2025

APPROVED:	ATTESTED:
Jeff Griffith, EMT-P, Chairperson Board of Directors Palomar Health	Terry Corrales, RN, Secretary Board of Directors Palomar Health