

Posted

Agenda
Friday,
March 20, 2026
AMENDED

Information Packet
Monday,
March 23, 2026

**PALOMAR UCSD HEALTH AUTHORITY
BOARD OF DIRECTORS
Meeting Agenda**

**Tuesday, March 24, 2026
2:00 p.m.**

Please see page 3 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					2:00
I.	Establishment of Quorum			1	2:01
II.	Welcome and Introductions (Pp 5-6)			4	2:05
III.	Public Comments¹			30	2:35
IV.	Election of Officers			5	2:40
	A. Election of Board Chair				
V.	Approval of Minutes (ADD A)			5	2:45
	Agenda Item	Committee/ Department	Action		
	A. Board of Directors Meeting Minutes – Monday, February 2, 2026 (Pp 8-15)	Board of Directors	Review/ Approve		
VI.	Adjourn to Closed Session			40	3:25
	A. Pursuant to California Government Code § 54962 and California Health & Safety Code § 32106—REPORT INVOLVING TRADE SECRET—Discussion will concern: proposed new service or program. Estimated date of public disclosure: January 1, 2027				
	B. Pursuant to California Government Code § 54962 and California Health & Safety Code § 32106—REPORT INVOLVING TRADE SECRET—Discussion will concern: proposed new service or program. Estimated date of public disclosure: January 1, 2027				
	C. Pursuant to California Government Code § 54962 and California Health & Safety Code § 32106—REPORT INVOLVING TRADE SECRET—Discussion will concern: proposed new service or program. Estimated date of public disclosure: January 1, 2027				
VII.	Re-Adjourn to Open Session			1	3:26
VIII.	Action Resulting from Closed Session, if any			1	3:27

IX.	Reports – Informational Only				
	A. Chief Executive Officer, Palomar UCSD Health Authority – Diane Hansen			5	3:32
	B. Chief Executive Officer, UC San Diego Health – Patty Maysent			5	3:37
X.	Approval of Bylaws, Charters, Resolutions and Other Actions (ADD B)			22	3:59
	Agenda Item	Committee/ Department	Action		
	A. Resolution Authorizing and Approving Expenditures in Furtherance of the Implementation of the Electronic Health Record System (Pp 17-18)	Board of Directors	Review/ Approve		
	B. Resolution Authorizing and Approving Entering into a Co-Management Agreement with UCSD Health for a proposed Cancer Center (Pp 19-20)	Board of Directors	Review/ Approve		
	C. Resolution Authorizing and Approving Entering into an Expense Reimbursement Agreement for Certain Expenses Incurred by UCSD Health Prior to the Operational Date of the JPA (Pp 21-22)	Board of Directors	Review/ Approve		
	D. Resolution Appointing and Authorizing the Chief Finance Officer as an Authorized the Chief Financial Officer as an Authorized Signatory of the Authority (Pp 23-24)	Board of Directors	Review/ Approve		
	E. Resolution Appointing and Authorizing Designated Individuals(s) to Represent the Authority in Negotiations and Communications with Health Plans and Health Insurance Payors (Pp 25-26)	Board of Directors	Review/ Approve		
	F. Adoption of Conflict of Interest Code (Pp 27-32)	Board of Directors	Review/ Approve		
	G. Resolution Adopting 2026 Regular Board Meeting Schedule (Pp 33)	Board of Directors	Review/ Approve		
	H. Resolution Adopting Certificate of Incumbency (Pp 34-36)	Board of Directors	Review/ Approve		
Final Adjournment					4:00

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.

¹3 minutes allowed per speaker.

Palomar UCSD Health Authority Board of Directors Meeting Location Options

Palomar Medical Center Escondido
2185 Citracado Parkway
1st Floor Conference Room
Escondido, CA 92029

- Board Members of the Palomar UCSD Health Authority 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
 - 8080 N Central Expy, 17th Floor, Dallas, TX 75206

<https://www.microsoft.com/en-us/microsoft-teams/join-a-meeting?rtc=1>

Meeting ID: 278 305 756 368 79

Passcode: nP7k36Fb

or

Dial in using your phone at 929.352.2216; Access Code: 764 472 021#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](#)*

Palomar UCSD Health Authority Board of Directors Meeting

Meeting will begin at 2:00 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 UCSD Health Authority.

Zafiris 'Jeff' Daskalakis, MD, PhD

Dr. Zafiris J. Daskalakis is Chair of the Department of Psychiatry at the University of California, San Diego. He was born and raised in Toronto, Canada. He began his undergraduate studies at the University of Toronto and completed medical school at Queen's University in 1994. He then pursued residency training in psychiatry at the University of Toronto, which he completed in 1999.

During his residency, Dr. Daskalakis initiated graduate studies at the Institute of Medical Science at the University of Toronto under the supervision of Dr. Shitij Kapur, now Vice-Chancellor and President of King's College London, and Dr. Robert Chen, Professor of Neurology at the University of Toronto and a senior scientist at the Krembil Research Institute. He completed both his PhD and fellowship training in 2002, after which he was appointed Assistant Professor at the University of Toronto.

Dr. Daskalakis was promoted to Professor of Psychiatry in 2013 and served as the inaugural Temerty Chair in Therapeutic Brain Intervention at the Centre for Addiction and Mental Health. His research focuses on developing novel treatments and elucidating the neurophysiology underlying these interventions for severe psychiatric disorders.

He has received multiple honors, including NARSAD Lieber Young Investigator Awards (2004, 2006) and a NARSAD Independent Investigator Award (2008), and has held numerous operating grants from the National Institute of Mental Health (NIMH), the Canadian Institutes of Health Research (CIHR), the Ontario Mental Health Foundation (OMHF), and Brain Canada. He has been recognized as a Clarivate Highly Cited Researcher in 2022, 2024, and 2025—an honor awarded to researchers whose publications rank in the top 1% by citations globally, reflecting exceptional influence in their field—and serves on the Scientific Council of the Brain & Behavior Research Foundation.

Dr. Daskalakis has authored more than 560 peer-reviewed publications, books, and book chapters in leading journals, including *The Lancet*, *Trends in Cognitive Sciences*, *Archives of General Psychiatry*, *JAMA Psychiatry*, *Brain*, and *The American Journal of Psychiatry*. He serves on the editorial board of *Biological Psychiatry* and as an Associate Editor of *Clinical Neurophysiology*.

John C. Whitham

John C. Whitham is a nationally recognized healthcare enterprise growth and transformation executive with more than 25 years of experience partnering with health systems, physician organizations, and healthcare investors to drive measurable strategic and financial impact. He currently serves as Senior Vice President, Growth at Chartis, where he architects integrated enterprise partnerships that align advisory, analytics, digital, and performance transformation capabilities to complex healthcare environments.

Previously, John served as Chief Commercial Officer of IKS Health, a publicly traded \$3B healthcare technology and services company, where he led national commercial strategy and integrated strategic acquisitions expanding reach to more than 150,000 clinicians. He has also held senior leadership roles at Guidehouse and ECG Management Consultants, building and scaling national healthcare transformation platforms.

Earlier in his career, John served as CEO and COO of large cardiology enterprises, delivering significant margin improvement, enterprise EHR implementation, payer contract renegotiation, and operational redesign. His leadership blends board-level strategy with operational execution, making him a trusted advisor to C-suite leaders navigating growth, performance improvement, and enterprise transformation.

ADDENDUM A

PALOMAR UCSD HEALTH AUTHORITY BOARD OF DIRECTORS

<i>Board of Directors Meeting Minutes – Monday, February 2, 2026</i>	
<i>Agenda Item</i>	
<ul style="list-style-type: none"> <i>Discussion</i> 	<i>Conclusion/Action/Follow Up</i>
Notice of Meeting	
<p>Notice of Meeting was physically posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA. 92029 and UC San Diego Health – La Jolla Emergency Department, 9432 Medical Center Drive, La Jolla, CA 92037 as well as on the Palomar Health website, Thursday, January 29, 2026 with Amended materials post on Friday, January 30, 2026, which is consistent with legal requirements.</p>	
Call to Order	
<p>The meeting, which was held at the UCSD East Campus Office Building (ECOB), 1st Floor, 9444 Medical Center Drive, La Jolla, CA 92037, and called to order at 12:04 p.m. by Diane Hansen.</p>	
I. Establishment of Quorum	
<p>Quorum was established via roll call comprising of Directors Margarita Baggett; John Carethers, MD; Pauline Gourdie; Ehtisham Mahmud, MD; Edward Prunchunas; Charlene Zettel</p> <p>Absences: none</p>	
II. Welcome and Introductions of the Palomar UCSD Health Authority Board of Directors	
III. Public Comments	
<p>A. No public comments</p>	

<i>Board of Directors Meeting Minutes – Monday, February 2, 2026</i>	
<i>Agenda Item</i>	
<i>• Discussion</i>	<i>Conclusion/Action/Follow Up</i>
IV. Election of Officers	
A. Board Chair	<p>MOTION: By Director Pauline Gourdie, 2nd by Director Charlene Zettel to nominate Director Edward Prunchunas for the position of Board Chair for Calendar Year 2026. Director Edward Prunchunas accepted the nomination.</p> <p>Roll call voting was utilized. Director Baggett – aye Director Carethers, MD – aye Director Gourdie – aye Director Mahmud, MD – aye Director Prunchunas – aye Director Zettel – aye</p> <p>Kevin DeBruin announced by a six - zero vote in favor of Director Edward Prunchunas. Director Edward Prunchunas is nominated and elected as Board Chair for 2026.</p>

<i>Board of Directors Meeting Minutes – Monday, February 2, 2026</i>	
<i>Agenda Item</i>	
<i>• Discussion</i>	<i>Conclusion/Action/Follow Up</i>
B. Board Vice Chair	<p>MOTION: By Director Charlene Zettel, 2nd by Director Ehtisham Mahmud, MD to nominate Director Margarita Baggett for the position of Board Vice Chair for Calendar Year 2026. Director Margarita Baggett accepted the nomination.</p> <p>Roll call voting was utilized. Director Baggett – aye Director Carethers, MD – aye Director Gourdie – aye Director Mahmud, MD – aye Director Prunchunas – aye Director Zettel – aye</p> <p>Kevin DeBruin announced by a six - zero vote in favor of Director Edward Prunchunas. Director Edward Prunchunas is nominated and elected as Board Vice Chair for 2026.</p>
<ul style="list-style-type: none"> Kevin DeBruin closed the election of officers and yielded the floor to Director Edward Prunchunas. 	

<i>Board of Directors Meeting Minutes – Monday, February 2, 2026</i>	
<i>Agenda Item</i>	
<i>• Discussion</i>	<i>Conclusion/Action/Follow Up</i>
V. Approval of Initial Actions	
<p>A. Organizational Resolutions of the Board of Directors of Palomar UCSD Health Authority</p> <ul style="list-style-type: none"> i. Approval and Ratification of Formation and Governing Documents ii. Appointment of Officers iii. Appointment of Chief Executive Officer iv. Appointment of Chief Legal Officer / Outside Legal Counsel v. Open Meetings and Public Records vi. Healthcare Operations Authority vii. Other Organizational Actions 	<p>MOTION: By Director Charlene Zettel, 2nd by Pauline Gourdie and carried to approve the Organizational Resolutions of the Board of Directors of Palomar UCSD Health Authority as I presented.</p> <p>Roll call voting was utilized. Director Baggett – aye Director Carethers, MD – aye Director Gourdie – aye Director Mahmud, MD – aye Director Prunchunas – aye Director Zettel – aye</p> <p>Director Edward Prunchunas announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> • Discussion and Resolution was read. 	
VI. Educational Session(s)	
<p>A. SB 707 Brown Action Training – Informational Only</p>	

<i>Board of Directors Meeting Minutes – Monday, February 2, 2026</i>	
<i>Agenda Item</i>	
<i>• Discussion</i>	<i>Conclusion/Action/Follow Up</i>
• Discussion	
B. Transaction Overview – Informational Only	
• Discussion	
VII. Adjourn to Closed Session	
VIII. Re-Adjourn to Open Session	
IX. Action Resulting from Closed Session, if any	
X. Approval of Bylaws, Charters, Resolutions and Other Actions	
A. Resolution Authorizing and Approving Certain Limited Expenditures in Furtherance of the Transactions Contemplated by the Joint Exercise of Powers Agreement	<p>MOTION: By Director Charlene Zettel, 2nd by Director John Carethers, MD and carried to approve Resolution Authorizing Certain Limited Expenditures in Furtherance of the Transaction Contemplated by the Joint Exercise of Powers Agreement.</p> <p>Roll call voting was utilized. Director Baggett – aye Director Carethers, MD – aye Director Gourdie – aye Director Mahmud, MD – aye Director Prunchunas – aye Director Zettel – aye</p> <p>Kevin DeBruin announced that six board members were in favor. None opposed. No abstention(s). None absent. Motion approved</p>
• Discussion and resolution read	

<i>Board of Directors Meeting Minutes – Monday, February 2, 2026</i>	
<i>Agenda Item</i>	
<i>• Discussion</i>	<i>Conclusion/Action/Follow Up</i>
<p>B. Resolution Authorizing the Use of Teleconferencing for Board and Committee Meetings of Palomar UCSD Health Authority</p>	<p>MOTION: By Director Pauline Gourdie, 2nd by Director Margarita Baggett and carried to approve Resolution Authorizing the Use of Teleconferencing for Board and Committee Meetings of Palomar UCSD Health Authority</p> <p>Roll call voting was utilized. Director Baggett – aye Director Carethers, MD – aye Director Gourdie – aye Director Mahmud, MD – aye Director Prunchunas – aye Director Zettel – aye</p> <p>Kevin DeBruin announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved</p>
<p>• Discussion and resolution read</p>	

<i>Board of Directors Meeting Minutes – Monday, February 2, 2026</i>	
<i>Agenda Item</i>	
<i>Discussion</i>	<i>Conclusion/Action/Follow Up</i>
<ul style="list-style-type: none"> C. Resolution Authorizing and Approving Banking the Opening of Banking Accounts with Bank of America for Palomar UCSD Health Authority 	<p>MOTION: By Director Pauline Gourdie, 2nd by Director John Carethers, MD and carried to approve Resolution Authorizing and Approving Banking the Opening of Banking Accounts with Bank of America for Palomar UCSD Health Authority</p> <p>Roll call voting was utilized. Director Baggett – aye Director Carethers, MD – aye Director Gourdie – aye Director Mahmud, MD – aye Director Prunchunas – aye Director Zettel – aye</p> <p>Kevin DeBruin announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved</p>
<ul style="list-style-type: none"> Discussion and resolution read 	
Final Adjournment	
<ul style="list-style-type: none"> There being no further business, Director Edward Prunchunas adjourned the meeting at 2:31p.m. 	

Board of Directors Meeting Minutes – Monday, February 2, 2026

Signatures

Signatures:	Board Chair _____
	Board Assistant _____ Janet Kren

ADDENDUM B

RESOLUTION NO. 03.24.26(01)-05

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR UCSD HEALTH
AUTHORITY AUTHORIZING AND APPROVING EXPENDITURES IN FURTHERANCE OF
THE IMPLEMENTATION OF THE ELECTRONIC HEALTH RECORD SYSTEM**

WHEREAS, on October 31, 2025, pursuant to the Joint Exercise of Powers Act, California Government Code § 6500 *et seq.* (the “**JPA Act**”), Palomar Health, a California local healthcare district and political subdivision of California organized pursuant to Division 23 of the California Health and Safety Code (“**Palomar**”), and The Regents of the University of California, a California constitutional corporation organized and existing under Article IX, Section 9 of the Constitution of UCSD of California, on behalf of the University of California, San Diego Health (“**UCSD Health**”), entered into that certain Joint Exercise of Powers Agreement (the “**JPA Agreement**”) and created the Palomar UCSD Health Authority, a California joint powers authority established pursuant to the JPA Act (the “**Authority**”);

WHEREAS, pursuant to the JPA Agreement and the transactions contemplated therein, UCSD Health will fund certain capital projects after the Operational Date (as defined in the JPA Agreement) of the Authority, including the implementation of an electronic health record system;

WHEREAS, on February 2, 2026, the Board of Directors of the Authority (the “**Board**”) authorized and approved Resolution No. 02.02.26(02)-02, wherein the Board approved and authorized the expenditure of funds by UCSD Health to commence certain preliminary work related to the implementation of the electronic health record system not to exceed \$125,000.00.

WHEREAS, Palomar and UCSD Health, as the Members of the Authority, have determined it is in the best interest of the Authority to continue certain work in furtherance of the implementation of the electronic health record system prior to the Operational Date (as defined in the JPA Agreement) of the Authority;

WHEREAS, UCSD Health is willing to expend funds for the continuance of work in furtherance of the implementation of the electronic health record system prior to the Operational Date (as defined in the JPA Agreement) of the Authority; and

WHEREAS, pursuant to the JPA Agreement and the Bylaws of the Authority, the Board may approve and authorize expenditures related to capital projects.

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Board authorizes and approves the expenditure of funds by UCSD Health, in accordance and subject to the provisions of the JPA Agreement and related transactions including any contribution credit rights of UCSD Health contained therein, to continue necessary work in furtherance of the implementation of the electronic health record system prior to the Operational Date (as defined in the JPA Agreement) of the Authority not to exceed \$5,000,000.00.

PASSED AND ADOPTED by the Board of Directors of the Palomar UCSD Health Authority held on March 24, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: March 24, 2026

APPROVED: _____, Chair Board of Directors Palomar UCSD Health Authority	ATTESTED: Margarita Baggett, Vice-Chair Board of Directors Palomar UCSD Health Authority
---	--

DRAFT

RESOLUTION NO. 03.24.26(02)-06

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR UCSD HEALTH
AUTHORITY AUTHORIZING AND APPROVING ENTERING INTO A CO-MANAGEMENT
AGREEMENT WITH UCSD HEALTH FOR A PROPOSED CANCER CENTER**

WHEREAS, on October 31, 2025, pursuant to the Joint Exercise of Powers Act, California Government Code § 6500 *et seq.* (the “**JPA Act**”), Palomar Health, a California local healthcare district and political subdivision of California organized pursuant to Division 23 of the California Health and Safety Code (“**Palomar**”), and The Regents of the University of California, a California constitutional corporation organized and existing under Article IX, Section 9 of the Constitution of UCSD of California, on behalf of the University of California, San Diego Health (“**UCSD Health**”), entered into that certain Joint Exercise of Powers Agreement (the “**JPA Agreement**”) and created the Palomar UCSD Health Authority, a California joint powers authority established pursuant to the JPA Act (the “**Authority**”);

WHEREAS, the objectives of the JPA Agreement include advancing Palomar’s public health priorities and UCSD Health’s public service and academic mission by: (i) stabilizing the availability of community hospital and other healthcare services to all residents of San Diego County, California and surrounding areas regardless of payor or funding source; (ii) supporting access to specialists, tertiary and quaternary care, and clinical trials; (iii) improving access to healthcare for the vulnerable populations served by Palomar through the strengthening of certain healthcare service lines for the benefit of the residents of San Diego County, California through an integrated health system; and (iv) identifying and adopting evidence-based clinical protocols and best practices and coordinating and advancing patient safety and quality improvement initiatives;

WHEREAS, consistent with the objectives of the JPA Agreement, Palomar and UCSD Health, as the Members of the Authority, have determined there is a large unmet need for cancer and oncology healthcare services in northern San Diego County and the surrounding area;

WHEREAS, Palomar and UCSD Health, as the Members of the Authority, have further determined it is in the best interest of the Authority to develop a cancer center on Palomar’s Escondido hospital campus to serve the populations of northern San Diego County and the surrounding area;

WHEREAS, Palomar and UCSD Health, as the Members of the Authority, have further determined it is in the best interest of the Authority to enter into a co-management agreement for the development and management of the proposed cancer center (the “**Co-Management Agreement**”) with UCSD Health because UCSD Health and its personnel possess the requisite knowledge, skills, experience and expertise related to oncology clinical services, administrative oversight of oncology clinics and cancer centers, and the accompanying resources of academic affiliation including clinical trial coordination; and

WHEREAS, pursuant to the Bylaws of the Authority and JPA Agreement, the Board of the Authority (the “**Board**”) wishes to delegate the responsibility of negotiating and executing the Co-Management Agreement to the Chief Executive Officer of the Authority (the “**Chief Executive**”);

Officer”).

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Chief Executive Officer or her designees are hereby authorized, empowered, and directed to negotiate reasonable terms for the Co-Management Agreement with UCSD Health, in accordance with applicable law;

FURTHER RESOLVED, that the Chief Executive Officer is hereby authorized, empowered, and directed to execute the Co-Management Agreement with UCSD Health with such negotiated reasonable terms;

FURTHER RESOLVED, that the Chief Executive Officer is hereby authorized, empowered, and directed do and perform all such acts and things as she may reasonably deem to be necessary or advisable, or convenient and proper, to negotiate and execute the Co-Management Agreement; and

FURTHER RESOLVED, that the Chief Executive Officer is hereby authorized, empowered, and directed to do and perform all other acts and things that may be necessary or advisable, or convenient and proper, to carry out the intent of the foregoing resolution.

PASSED AND ADOPTED by the Board of Directors of the Palomar UCSD Health Authority held on March 24, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: March 24, 2026

APPROVED: _____, Chair Board of Directors Palomar UCSD Health Authority	ATTESTED: _____ Margarita Baggett, Vice-Chair Board of Directors Palomar UCSD Health Authority
---	---

RESOLUTION NO. 03.24.26(03)-07

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR UCSD HEALTH
AUTHORITY AUTHORIZING AND APPROVING ENTERING INTO AN EXPENSE
REIMBURSEMENT AGREEMENT FOR CERTAIN EXPENSES INCURRED BY UCSD
HEALTH PRIOR TO THE OPERATIONAL DATE OF THE AUTHORITY**

WHEREAS, on October 31, 2025, pursuant to the Joint Exercise of Powers Act, California Government Code § 6500 *et seq.* (the “**JPA Act**”), Palomar Health, a California local healthcare district and political subdivision of California organized pursuant to Division 23 of the California Health and Safety Code, and The Regents of the University of California, a California constitutional corporation organized and existing under Article IX, Section 9 of the Constitution of UCSD of California, on behalf of the University of California, San Diego Health (“**UCSD Health**”), entered into that certain Joint Exercise of Powers Agreement (the “**JPA Agreement**”) and created the Palomar UCSD Health Authority, a California joint powers authority established pursuant to the JPA Act (the “**Authority**”);

WHEREAS, pursuant to the JPA Agreement and the transactions contemplated therein, UCSD Health has or will incur certain limited expenses in furtherance of operationalizing the Authority prior to the Operational Date (as defined in the JPA Agreement);

WHEREAS, the Board of the Authority (the “**Board**”) wishes to reimburse UCSD Health for these certain limited expenses UCSD Health has or will incur in furtherance of operationalizing the Authority prior to the Operational Date (as defined in the JPA Agreement) according to the terms of an expense reimbursement agreement (the “**Expense Reimbursement Agreement**”); and

WHEREAS, pursuant to the Bylaws of the Authority and JPA Agreement, the Board wishes to delegate the responsibility of negotiating and executing the Expense Reimbursement Agreement to the Chief Executive Officer of the Authority (the “**Chief Executive Officer**”).

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Chief Executive Officer or her designees are hereby authorized, empowered, and directed to negotiate reasonable terms for the Expense Reimbursement Agreement with UCSD Health, in accordance with applicable law, for certain limited expenses, not to exceed \$200,000.00, UCSD Health has or will incur in furtherance of operationalizing the Authority prior to the Operational Date (as defined in the JPA Agreement);

FURTHER RESOLVED, that the Chief Executive Officer is hereby authorized, empowered, and directed to execute the Expense Reimbursement Agreement with UCSD Health with such negotiated reasonable terms and limits described in this Resolution;

FURTHER RESOLVED, that the Chief Executive Officer is hereby authorized, empowered, and directed do and perform all such acts and things as she may reasonably deem to be necessary or advisable, or convenient and proper, to negotiate and execute the Expense Reimbursement Agreement; and

FURTHER RESOLVED, that the Chief Executive Officer is hereby authorized, empowered, and directed to do and perform all other acts and things that may be necessary or advisable, or convenient and proper, to carry out the intent of the foregoing resolution.

PASSED AND ADOPTED by the Board of Directors of the Palomar UCSD Health Authority held on March 24, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: March 24, 2026

APPROVED: _____, Chair Board of Directors Palomar UCSD Health Authority	ATTESTED: Margarita Baggett, Vice-Chair Board of Directors Palomar UCSD Health Authority
---	--

RESOLUTION NO. 03.24.26(04)-08

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR UCSD HEALTH
AUTHORITY APPOINTING AND AUTHORIZING THE CHIEF FINANCIAL OFFICER AS
AN AUTHORIZED SIGNATORY OF THE AUTHORITY**

WHEREAS, on October 31, 2025, pursuant to the Joint Exercise of Powers Act, California Government Code § 6500 *et seq.* (the “**JPA Act**”), Palomar Health, a California local healthcare district and political subdivision of California organized pursuant to Division 23 of the California Health and Safety Code, and The Regents of the University of California, a California constitutional corporation organized and existing under Article IX, Section 9 of the Constitution of UCSD of California, on behalf of the University of California, San Diego Health, entered into that certain Joint Exercise of Powers Agreement (the “**JPA Agreement**”) and created the Palomar UCSD Health Authority, a California joint powers authority established pursuant to the JPA Act (the “**Authority**”);

WHEREAS, in accordance with the JPA Agreement and the Bylaws of the Authority (the “**Bylaws**”), the Board of the Authority (the “**Board**”) desires to take all actions necessary and appropriate to organize and operationalize the Authority and to appoint and authorize members of the Executive Management Team to commence operations;

WHEREAS, pursuant to the Bylaws, the Chief Executive Officer of UCSD Health and the Chief Executive Officer of the Authority have appointed Andrew Tokar to serve as the Chief Financial Officer of the Authority; and

WHEREAS, the Board desires to approve and ratify the appointment of the Chief Financial Officer and authorize the Chief Financial Officer of the Authority as an authorized signatory of the Authority.

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Board hereby approves and ratifies the appointment of Andrew Tokar to serve as the Chief Financial Officer of the Authority for the period prior to the Operational Date, having such duties and authority as are set forth in the JPA Agreement and the Bylaws and such additional duties as may be assigned by the Chief Executive Officer of the Authority, with the understanding that, following the Operational Date, Mr. Tokar will no longer serve as the Chief Financial Officer of Palomar;

FURTHER RESOLVED, that the Chief Financial Officer is hereby deemed to be an authorized signatory of the Authority and may negotiate, execute and deliver agreements and instruments in the name and on behalf of the Authority, subject to any limitations set forth in the JPA Agreement, the Bylaws or by the Chief Executive Officer of the Authority.

PASSED AND ADOPTED by the Board of Directors of the Palomar UCSD Health Authority held on March 24, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: March 24, 2026

APPROVED: _____, Chair Board of Directors Palomar UCSD Health Authority	ATTESTED: Margarita Baggett, Vice-Chair Board of Directors Palomar UCSD Health Authority
---	--

RESOLUTION NO. 03.24.26(05)-09

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR UCSD HEALTH
AUTHORITY APPOINTING AND AUTHORIZING DESIGNATED INDIVIDUAL(S) TO
REPRESENT THE AUTHORITY IN NEGOTIATIONS AND COMMUNICATIONS WITH
HEALTH PLANS AND HEALTH INSURANCE PAYORS**

WHEREAS, on October 31, 2025, pursuant to the Joint Exercise of Powers Act, California Government Code § 6500 *et seq.* (the “**JPA Act**”), Palomar Health, a California local healthcare district and political subdivision of California organized pursuant to Division 23 of the California Health and Safety Code (“**Palomar**”), and The Regents of the University of California, a California constitutional corporation organized and existing under Article IX, Section 9 of the Constitution of UCSD of California, on behalf of the University of California, San Diego Health (“**UCSD Health**”), entered into that certain Joint Exercise of Powers Agreement (the “**JPA Agreement**”) and created the Palomar UCSD Health Authority, a California joint powers authority established pursuant to the JPA Act (the “**Authority**”);

WHEREAS, pursuant to the JPA Agreement and the Bylaws of the Authority (the “**Bylaws**”), the Authority has the power to contract with health plans and health insurance payors;

WHEREAS, Palomar and UCSD Health, as the Members of the Authority, and the Chief Executive Officer of the Authority have determined it is in the best interest of the Authority to have individuals who possess the requisite knowledge, skills, experience and expertise to represent the Authority in negotiations and communications with health plans and health insurance payors; and

WHEREAS, pursuant to the JPA Agreement and the Bylaws, the Board of the Authority desires to take all actions necessary and appropriate to prudently utilize its powers in accordance with applicable law.

NOW, THEREFORE, IT IS HEREBY RESOLVED that, in addition to the Chief Executive Officer, the Executive Management Team and any other officer, agents or representatives the Chief Executive Officer or the Board may appoint or designate, the Board hereby designates the following individual(s) to represent the Authority in negotiations and communications with any and all health plans, health insurance payors and commercial payors:

- **Patsy Bouzan**
- **Noah Rosenberg**

PASSED AND ADOPTED by the Board of Directors of the Palomar UCSD Health Authority held on March 24, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: March 24, 2026

APPROVED: _____, Chair Board of Directors Palomar UCSD Health Authority	ATTESTED: Margarita Baggett, Vice-Chair Board of Directors Palomar UCSD Health Authority
---	--

DRAFT

RESOLUTION NO. 03.24.26(06)-10

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
PALOMAR UCSD HEALTH AUTHORITY ADOPTING A
CONFLICT OF INTEREST CODE PURSUANT TO THE
POLITICAL REFORM ACT OF 1974**

WHEREAS, the State of California enacted the Political Reform Act of 1974, Government Code Section 81000 et seq. (the “Act”), which contains provisions relating to conflicts of interest which potentially affect all officers, employees and consultants of the Palomar UCSD Health Authority (the “Authority”) and requires all public agencies to adopt and promulgate a Conflict of Interest Code; and

WHEREAS, the potential penalties for violation of the provisions of the Act are substantial and may include criminal and civil liability, as well as equitable relief which could result in the Authority being restrained or prevented from acting in cases where the provisions of the Act may have been violated; and

WHEREAS, notice of the time and place of a public meeting on the consideration and adoption of the Code was publicly posted in accordance with the Ralph M. Brown Act; and

WHEREAS, a public meeting was held upon the proposed amended Code at a special meeting of the Board of Directors on March 24, 2026, at which all present were given an opportunity to be heard on the proposed Code.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Palomar UCSD Health Authority, that the Board of Directors does hereby adopt the proposed Conflict of Interest Code, a copy of which is attached hereto and shall be on file with the Board Clerk and available to the public for inspection and copying during regular business hours;

BE IT FURTHER RESOLVED that the said Conflict of Interest Code shall be submitted to the Board of Supervisors of the County of San Diego for approval and said Code shall become effective 30 days after the Board of Supervisors approves the proposed Conflict of Interest Code as submitted.

APPROVED AND ADOPTED this 24th day of March, 2026.

Board Chair, Board of Directors
PALOMAR UCSD HEALTH AUTHORITY

ATTEST:

Board Vice Chair, Board of Directors
PALOMAR UCSD HEALTH AUTHORITY

**CONFLICT OF INTEREST CODE
OF THE
PALOMAR UCSD
HEALTH AUTHORITY**

PALOMAR UCSD HEALTH AUTHORITY

CONFLICT OF INTEREST CODE

(Adopted March 24, 2026)

The Political Reform Act (Gov. Code Section 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict of interest codes. The Fair Political Practices Commission has adopted a regulation (2 California Code Regulation Section 18730), that contains the terms of a standard conflict of interest code which can be incorporated by reference in an agency's code. After public notice and hearing, Regulation 18730 may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations Section 18730, and any amendments to it duly adopted by the Fair Political Practices Commission, are hereby incorporated by reference. This regulation and the attached Appendices, designating positions and establishing disclosure categories, shall constitute the conflict of interest code of the Palomar UCSD Health Authority (the "Authority").

Members of the Board of Directors, Chief Executive Officer, Chief Financial Officer, and any Financial Consultants must file their statements of economic interests electronically with the Fair Political Practices Commission. All other individuals holding designated positions must file their statement of economic interests shall file their statements with the Authority. All statements must be made available for public inspection and reproduction under Government Code Section 81008.

**CONFLICT OF INTEREST CODE FOR THE
PALOMAR UCSD HEALTH AUTHORITY**

APPENDIX A

<u>DESIGNATED POSITIONS'</u> <u>TITLE OR FUNCTION</u>	<u>DISCLOSURE CATEGORIES</u> <u>ASSIGNED</u>
Chief Legal Officer	1, 2
Chief Medical Officer	5
Chief Nursing Officer	5
Chief Operating Officer	1, 2
Chief Transformation and Integration Officer	1, 2
Consultants and New Positions ¹	

¹ Consultant/new positions shall be included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the code subject to the following limitations:

The Chief Executive Officer may determine in writing that a particular consultant or new position, although a “designated position,” is hired to perform a range of duties that is limited in scope and thus is not required to comply fully with the disclosure requirements described in this section. Such written determination shall include a description of the consultant’s or new position’s duties and, based upon that description, a statement of the extent of disclosure requirements. The Chief Executive Officer’s determination is a public record and shall be retained for public inspection in the same manner and location as this Conflict of Interest Code. (Gov. Code Sec. 81008.)

**CONFLICT OF INTEREST CODE FOR THE
PALOMAR UCSD HEALTH AUTHORITY
OFFICIALS WHO MANAGE PUBLIC INVESTMENTS**

The following positions are NOT covered by the conflict of interest code because they must file under Government Code Section 87200. Those who file under Government Code Section 87200 are required to file electronically with the Fair Political Practices Commission, therefore, these positions are listed for informational purposes only:

Members of the Board of Directors
Chief Executive Officer
Chief Financial Officer
Financial Consultants

An individual holding one of the above-listed positions may contact the Fair Political Practices Commission for assistance or written advice regarding their filing obligations if they believe that their position has been categorized incorrectly. The Fair Political Practices Commission makes the final determination whether a position is covered by Government Code Section 87200.

**CONFLICT OF INTEREST CODE FOR THE
PALOMAR UCSD HEALTH AUTHORITY**

APPENDIX B

DISCLOSURE CATEGORIES

Category 1: All investments, business positions in business entities, and sources of income (including receipt of gifts, loans and travel payments). Real property located within the jurisdiction as well as real property within two miles of the real property used or the jurisdiction of the Palomar UCSD Health Authority.

Category 2: All interests in real property located within the jurisdiction as well as real property within two miles of the real property owned or used by the Authority or the jurisdiction of the Palomar UCSD Health Authority.

Category 3: All investments, business positions in business entities, and sources of income (including receipt of gifts, loans and travel payments) that are engaged in land development, construction or the acquisition or sale of real property within the jurisdiction of the Palomar UCSD Health Authority.

Category 4: All investments, business positions in business entities, and sources of income (including receipt of gifts, loans and travel payments) that provide services (including training or consulting services), products, materials, machinery, vehicles or equipment of type purchased or leased by the Palomar UCSD Health Authority.

Category 5: All investments, business positions in business entities, and sources of income (including receipt of gifts, loans and travel payments) that provide services (including training or consulting services), products, materials, machinery, vehicles or equipment of type purchased or leased by the designated position's department, unit or division.

RESOLUTION NO. 03.24.26(07)-11

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR UCSD HEALTH AUTHORITY
ESTABLISHING REGULAR BOARD MEETINGS FOR CALENDAR YEAR 2026**

WHEREAS, pursuant to Section 54954 of the California Government Code and Article VI of the Palomar UCSD Health Authority Bylaws Palomar UCSD Health Authority is required, to pass a resolution adopting the time, place and location of the regular board meetings:

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Palomar UCSD Health Authority that the following schedule of regular meetings will apply for Calendar Year 2026:

2026 BOARD MEETING SCHEDULE

May 18, 2026 at 2:00 p.m.
June 29, 2026 at 3:00 p.m.
August 4, 2026 at 4:00 p.m.
October 1, 2026 at 3:00 p.m.
November 5, 2026 at 3:00 p.m.
December 3, 2026 at 3:00 p.m.

Meetings will be held in-person, the First Floor Conference Center at Palomar Medical Center Escondido, located at 2185 Citracado Parkway in Escondido, has been reserved for in-person meetings unless otherwise noticed.

PASSED AND ADOPTED at a regular meeting of the Board of Directors of Palomar UCSD Health Authority held on March 24, 2026 by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: March 24, 2026

APPROVED:

ATTESTED:

_____, Chair
Board of Directors
Palomar UCSD Health Authority

Margarita Baggett, Vice Chair
Board of Directors
Palomar UCSD Health Authority

RESOLUTION NO. 03.24.26(08)-12

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR UCSD HEALTH
AUTHORITY ADOPTING THE CERTIFICATE OF INCUMBENCY**

WHEREAS, on October 31, 2025, pursuant to the Joint Exercise of Powers Act, California Government Code § 6500 *et seq.* (the “**JPA Act**”), Palomar Health, a California local healthcare district and political subdivision of California organized pursuant to Division 23 of the California Health and Safety Code (“**Palomar**”), and The Regents of the University of California, a California constitutional corporation organized and existing under Article IX, Section 9 of the Constitution of UCSD of California, on behalf of the University of California, San Diego Health (“**UCSD Health**”), entered into that certain Joint Exercise of Powers Agreement (the “**JPA Agreement**”) and created the Palomar UCSD Health Authority, a California joint powers authority established pursuant to the JPA Act (the “**Authority**”);

WHEREAS, in accordance with the JPA Agreement and the Bylaws of the Authority (the “**Bylaws**”), the Board of the Authority (the “**Board**”) desires to take all actions necessary and appropriate to organize and operationalize the Authority and to approve and ratify the appointment of the Executive Management Team to commence operations;

WHEREAS, pursuant to the JPA Agreement and the Bylaws, the Chief Executive Officer of UCSD Health and the Chief Executive Officer of the Authority will jointly appoint the Executive Management Team; and

WHEREAS, the Board desires to approve and ratify the appointment of the Executive Management Team and designate the Chief Executive Officer and certain subordinate officers of the Executive Management Team as authorized signatories on its Certificate of Incumbency of the Authority for the purposes of conducting business and to meet certain operational requirements.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and ratifies the appointment of the Chief Executive Officer and the Executive Management Team and designates the Chief Executive Officer and the following subordinate officers of the Executive Management Team as authorized signatories on its Certificate of Incumbency of the Authority for the purposes of conducting business and to meet certain operational requirements:

Chief Executive Officer
Chief Financial Officer

FURTHER RESOLVED, that Chief Executive Officer and the other designated subordinate officers of the Executive Management Team shall be included on the Certificate of Incumbency of the Authority for the purposes of conducting business and to meet certain operational requirements

PASSED AND ADOPTED at a meeting of the Board of Directors of Palomar UCSD Health Authority held on March 24, 2026, by the following vote:

AYES:

NOES:

ABSTAINING:

ABSENT:

Dated: March 24, 2026

APPROVED:	ATTESTED:
_____, Chair Board of Directors Palomar UCSD Health Authority	Margarita Baggett, RN, MSN, Vice Chair Board of Directors Palomar UCSD Health Authority

DRAFT

**CERTIFICATE OF INCUMBENCY
PURSUANT TO RESOLUTION NO. 03.24.26(08)-12**

I, Janet Kren, Assistant to the Board of Directors of Palomar UCSD Health Authority, a joint exercise of powers authority duly formed and validly existing under the laws of the State of California, do hereby certify that the following individuals hold the offices of Chief Executive Officer and Chief Financial Officer. I further certify that the signature opposite the name and title of such individual is his or her genuine signature.

<u>Name</u>	<u>Title and Phone Number</u>	<u>Signature</u>
Diane L. Hansen	President and Chief Executive Officer (760) 740-6395	_____
Andrew Tokar	Chief Financial Officer (760) 740-6385	_____

IN WITNESS WHEREOF, I do hereby attest to the above individuals, positions, and signatures.

Janet Kren
Assistant to the Board of Directors

Dated: March 24, 2026