

## PALOMAR UCSD HEALTH AUTHORITY BOARD OF DIRECTORS

<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>Notice of Meeting</b>	
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.	
<b>Call to Order</b>	
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.	
<b>I. Establishment of Quorum</b>	
Quorum was established via roll call comprising of Directors Margarita Baggett; John Carethers, MD; Pauline Gourdie; Ehtisham Mahmud, MD; Edward Prunchunas; Charlene Zettel	
Absences: none	
<b>II. Welcome and Introductions of the Palomar UCSD Health Authority Board of Directors</b>	
<b>III. Public Comments</b>	
A. No public comments	

<p><i>Board of Directors Meeting Minutes – Monday, February 2, 2026</i></p>	
<p><i>Agenda Item</i></p>	
<p>• <i>Discussion</i></p>	<p><i>Conclusion/Action/Follow Up</i></p>
<p><b>IV. Election of Officers</b></p>	
<p>A. Board Chair</p>	<p><b>MOTION:</b> By Director Pauline Gourdie, 2<sup>nd</sup> 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>

<p><i>Board of Directors Meeting Minutes – Monday, February 2, 2026</i></p>	
<p><i>Agenda Item</i></p>	
<p>• <i>Discussion</i></p>	<p><i>Conclusion/Action/Follow Up</i></p>
<p>B. Board Vice Chair</p>	<p><b>MOTION:</b> By Director Charlene Zettel, 2<sup>nd</sup> 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>
<p>• Kevin DeBruin closed the election of officers and yielded the floor to Director Edward Prunchunas.</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>V. Approval of Initial Actions</b>	
<p>A. Organizational Resolutions of the Board of Directors of Palomar UCSD Health Authority</p> <ul style="list-style-type: none"> <li>i. Approval and Ratification of Formation and Governing Documents</li> <li>ii. Appointment of Officers</li> <li>iii. Appointment of Chief Executive Officer</li> <li>iv. Appointment of Chief Legal Officer / Outside Legal Counsel</li> <li>v. Open Meetings and Public Records</li> <li>vi. Healthcare Operations Authority</li> <li>vii. Other Organizational Actions</li> </ul>	<p><b>MOTION:</b> By Director Charlene Zettel, 2<sup>nd</sup> 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"> <li>• Discussion and Resolution was read.</li> </ul>	
<b>VI. Educational Session(s)</b>	
<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	
<b>VII. Adjourn to Closed Session</b>	
<b>VIII. Re-Adjourn to Open Session</b>	
<b>IX. Action Resulting from Closed Session, if any</b>	
<b>X. Approval of Bylaws, Charters, Resolutions and Other Actions</b>	
A. Resolution Authorizing and Approving Certain Limited Expenditures in Furtherance of the Transactions Contemplated by the Joint Exercise of Powers Agreement	<p><b>MOTION:</b> By Director Charlene Zettel, 2<sup>nd</sup> 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	

<p><i>Board of Directors Meeting Minutes – Monday, February 2, 2026</i></p>	
<p><i>Agenda Item</i></p>	
<p>• <i>Discussion</i></p>	<p><i>Conclusion/Action/Follow Up</i></p>
<p>B. Resolution Authorizing the Use of Teleconferencing for Board and Committee Meetings of Palomar UCSD Health Authority</p>	<p><b>MOTION:</b> By Director Pauline Gourdie, 2<sup>nd</sup> 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>
<p>C. Resolution Authorizing and Approving Banking the Opening of Banking Accounts with Bank of America for Palomar UCSD Health Authority</p>	<p><b>MOTION:</b> By Director Pauline Gourdie, 2<sup>nd</sup> 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>
<p>• Discussion and resolution read</p>	
<b>Final Adjournment</b>	
<p>• There being no further business, Director Edward Prunchunas adjourned the meeting at 2:31p.m.</p>	

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

*Signatures*

<b>Signatures:</b>	<b>Board Chair</b>	 _____
	<b>Board Assistant</b>	 _____ Janet Kren