

**Posted
Friday
March 31, 2023**



**BOARD GOVERNANCE COMMITTEE
MEETING AGENDA**

Thursday, April 6, 2023 12:00 p.m.

PLEASE SEE PAGE 2 FOR MEETING LOCATION OPTIONS

| <i>The Board may take action on any of the items listed below, unless the item is specifically labeled "Informational Only"</i> | | Time | Form A Page | Target |
|---|---|-------------|--------------------|---------------|
| CALL TO ORDER | | | | |
| I. | Establishment of Quorum | 1 | | 12:01 |
| II. | Public Comments¹ | 30 | | 12:31 |
| III. | Follow-up Items: None | | | |
| IV. | Action Item(s) | | | |
| | 1. Minutes: Board Governance Committee Meeting, Thursday, February 2, 2023 <i>(ADD A - Pp 5 -11)</i> | 5 | 2 | 12:36 |
| | 2. Minutes: Board Governance Committee Meeting, Thursday, February 23, 2023 <i>(ADD B - Pp 12-17)</i> | 5 | 3 | 12:41 |
| | 3. Policy Development: Board Member Facility Visitation | 15 | | 12:56 |
| V. | Standing Item(s) | | | |
| | 1. Legislative Update: <i>Deferred</i> | 0 | | 12:56 |
| | 2. Lucidoc Board Policy Listing – <i>Informational Only (ADD C - Pp 18-19)</i> | 10 | 4 | 1:06 |
| VI. | Committee Member Agenda Suggestions | 10 | | 1:16 |
| FINAL ADJOURNMENT | | | | |

Board Governance Committee Members

| VOTING MEMBERS | NON-VOTING MEMBERS |
|---|---|
| <i>Jeff Griffith, EMT-P, Chair</i> | <i>Diane Hansen, President & CEO</i> |
| <i>Terry Corrales, RN</i> | <i>Kevin DeBruin, Chief Legal Officer</i> |
| <i>Laura Barry</i> | <i>Ryan Olsen, Chief Operations Officer</i> |
| ALTERNATE VOTING MEMBERS | <i>Hugh King, Chief Financial Officer</i> |
| <i>Michael Pacheco – 1st Board Alternate</i> | <i>Omar Khawaja, Chief Medical officer</i> |
| | COMMITTEE ASSISTANT |
| | <i>Carla Albright, Committee Assistant</i> |

NOTE: If you have a disability, please notify us by calling 760.740.6375, 72 hours prior to the event so that we may provide reasonable accommodations

¹ 3 minutes allowed per speaker with a cumulative total of 9 minutes per group. For further details & policy, see Request for Public Comment notices available at [Public Comments and Attendance at Public Board Meetings](#).

Board Governance Committee Location Options

The Linda Greer Conference Room

2125 Citracado Parkway, Suite 300, Escondido, CA 92029

- Elected members of the Board of Directors will attend at this location, unless otherwise noticed below – Members of the public may also attend at this location
- PLEASE TURN OFF CELL PHONES OR SET THEM TO SILENT MODE UPON ENTERING THE MEETING ROOM

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

Meeting ID: 267 391 075 482

or Dial in using your phone at (929) 352-2216; Access Code: 624 318 185#

- Non-Board member attendees and members of the public may attend the meeting virtually utilizing the above link
- New to Teams? Get the app now and be ready when your first meeting starts @ <https://www.microsoft.com/en-us/microsoft-teams/download-app>

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.

Board Governance Committee Meeting Minutes

TO: Board Governance Committee

MEETING DATE: Thursday, April 6, 2023

FROM: Carla Albright, Committee Assistant

Background: The minutes of the Board Governance Committee meeting held on Thursday, February 2, 2022 is respectfully submitted for review/approval.

Budget Impact: N/A

Staff Recommendation: Review/Approval

Committee Questions: N/A

COMMITTEE RECOMMENDATION:

Motion:

Individual Action:

Information:

Required Time:

Board Governance Committee Special Meeting Minutes

TO: Board Governance Committee

MEETING DATE: Thursday, April 6, 2023

FROM: Carla Albright, Committee Assistant

Background: The minutes of the Board Governance Committee special meeting held on Thursday, February 23, 2022 is respectfully submitted for review/approval.

Budget Impact: N/A

Staff Recommendation: Review/Approval

Committee Questions: N/A

COMMITTEE RECOMMENDATION:

Motion:

Individual Action:

Information:

Required Time:

**Board Governance Committee
Lucidoc Board Policy Listing
April 6, 2023**

TO: Board Governance Committee

MEETING DATE: Thursday, April 6, 2023

FROM: Kevin DeBruin, ESQ, Chief Legal Officer

Background: The Lucidoc Board Policy Listing is respectively submitted to the Board Governance Committee for information purposes.

Budget Impact: N/A

Staff Recommendation: Information

Committee Questions: N/A

COMMITTEE RECOMMENDATION:

Motion:

Individual Action:

Information: X

Required Time:

ADDENDUM A

BOARD GOVERNANCE COMMITTEE ATTENDANCE ROSTER CALENDAR YEAR 2023



P = Present V = Virtual E = Excused A = Absent G = Guest

| ATTENDANCE ROSTER | | | | | | | |
|--|--|---------|----------|--|--|--|--|
| VOTING MEMBERS | MEETING DATES: | | | | | | |
| | 2/2/23 | 2/21/23 | 4/6/2023 | | | | |
| DIRECTOR JEFF GRIFFITH, EMT-P – CHAIR | P | P | | | | | |
| DIRECTOR TERRY CORRALES, RN | P | P | | | | | |
| DIRECTOR LAURA BARRY | P | P | | | | | |
| ALTERNATE MEMBERS | | | | | | | |
| MICHAEL PACHECO, 1ST BOARD ALTERNATE | | | | | | | |
| NON-VOTING MEMBERS | | | | | | | |
| DIANE HANSEN, PRESIDENT & CEO | P | P | | | | | |
| KEVIN DEBRUIN, ESQ., CHIEF LEGAL OFFICER | P | P | | | | | |
| RYAN OLSEN, CHIEF OPERATIONS OFFICER | | | | | | | |
| HUGH KING, CHIEF FINANCIAL OFFICER | P | | | | | | |
| OMAR KHAWAJA, MD, CHIEF MEDICAL OFFICER | P | | | | | | |
| COMMITTEE SECRETARY | | | | | | | |
| CARLA ALBRIGHT | P | P | | | | | |
| INVITED GUESTS | SEE TEXT OF MINUTES FOR NAMES OF INVITED GUESTS | | | | | | |

GOVERNANCE COMMITTEE MEETING MINUTES – Thursday, February 2, 2023

AGENDA ITEM

CONCLUSION/ACTION

*FOLLOW UP/RESPONSIBLE
PARTY*

FINAL?

DISCUSSION

NOTICE OF MEETING

Notice of Meeting was posted at the Palomar Health Administrative Office; also posted with agenda packet on the Palomar Health website on Monday, January 30, 2023.

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 12:00p.m. by Committee Chair Jeff Griffith

ESTABLISHMENT OF QUORUM

- Quorum comprised of: Chair Jeff Griffith, Director Laura Barry and Director Terry Corrales
- Excused Absences: None

PUBLIC COMMENTS

- There were no public comments.

***FOLLOW UP ITEMS**

- There were no follow up items.

***ACTION ITEMS**

1. *Minutes: Board Governance Committee Meeting – December 1, 2022

MOTION by Director Barry, 2nd by Director Corrales to approve the December 1, 2022 meeting minutes as written.
Roll call voting was utilized.

Director Barry - Aye
Director Corrales - Aye

Y

| | | | |
|--|---|--|---|
| | Director Griffith - Aye All in favor. None opposed. | | |
| DISCUSSION: No discussion | | | |
| 2. Adopt Board Governance Committee Meeting Schedule for Calendar Year 2023 and February 2024 | MOTION by Director Corrales, 2 nd by Director Barry to adopt the meeting schedule for calendar year 2023 and February 2024. Roll call voting was utilized. Director Barry - Aye Director Corrales - Aye Director Griffith - Aye All in favor. None opposed. | | |
| DISCUSSION: Director Terry Corrales asked for a reporting calendar for the year for Board Governance Committee. Kevin DeBruin, Chief Legal Officer, will have the reporting calendar created. | | | |
| 3. Policy Review: Disposition of Surplus Policy #21804 | MOTION by Director Barry, 2 nd by Director Corrales to delegate authority to counsel to undertake any further due diligence to draft such resolution for the Board of Directors consideration. Roll call voting was utilized. Director Barry - Aye Director Corrales - Aye Director Griffith - Aye All in favor. None opposed. | 1)Legal counsel to draft a Resolution to be moved to Board of Directors for consideration 2) Policy #21804 will be placed on agenda for retirement at the April 6 th Board Governance Committee Meeting. | Y |
| DISCUSSION: <ul style="list-style-type: none"> Director Terry Corrales asked about Fair Market Value, and if that is not obtainable, can a charitable donation of equipment be considered? Jessica Brown, Holland and Knight, noted under the Health and Safety Code the district is required to disclose the fair market value, and to the extent that it cannot receive fair market value, it can dispose of it to another hospital district. Kevin DeBruin, Chief Legal Officer, inquired about assets that are no longer useful and no one would pay for, how is that delegated? Hugh King, Chief Financial Officer, noted it depends on the nature of the asset. If no one bids on an asset during the bidding process, the asset can be donated or scrap it. Jessica Brow, Holland and Knight, noted the explanation is the perfect example of why its best practice to delegate this to high level executive staff, so the Board of Directors is not in a position to abide to the policy to the tee, but giving authority to those who are in the best position to assess asset values and dispose of assets appropriately. | | | |
| 4. Policy Review: Debt Policy #58892 | MOTION by Director Barry, 2 nd by Director Corrales to recommend Debt Policy #58892 be moved to Board of Directors for approval Roll call voting was utilized. Director Barry - Aye | | |

| | | | |
|---|---|--|--|
| | Director Corrales - Aye Director Griffith - Aye | | |
| All in favor. None opposed. | | | |
| DISCUSSION: | | | |
| <ul style="list-style-type: none"> Annual policy review of Debt Policy #58892. Kevin DeBruin, Chief Legal Officer, as agenda item six is discussed, these annual policies will not need to be brought to Board Governance Committee before moving policies to the full Board of Directors. | | | |
| 5. Policy Review: Annual Adoption of Statement of Investment #27092 | MOTION by Director Barry, 2 nd by Director Corrales to recommend Statement of Investment #27092 be moved to Board of Directors for approval Roll call voting was utilized. Director Barry - Aye Director Corrales - Aye Director Griffith - Aye | | |
| All in favor. None opposed. | | | |
| DISCUSSION: | | | |
| <ul style="list-style-type: none"> Annual policy review, annual adoption of Statement of Investment #27092 Chair Jeff Griffith agenda item six will again streamline the process of annual policy reviews | | | |
| 6. Policy Development: Policy Review, Approval and Recommendation by Standing Committees - Discussion | MOTION N/A Informational item only | | |
| DISCUSSION: | | | |
| <ul style="list-style-type: none"> Kevin DeBruin, Chief Legal Officer, explained policies that are entirely in purview of each standing committee, should be able to go straight to the Board of Directors from that standing committee, and this should be covered in each standing committees charter. Director Terry Corrales asked if the committee charters reflect this change. Mr. DeBruin will verify the charters. Jessica Brown, Holland and Knight, recommended each particular subcommittee, who have particular areas of expertise, can bring policies to the Board of Directors without moving through Board Governance Committee. There does not need to particular language in each sub-committee charter to make this procedure appropriate according to the by-laws Chair Jeff Griffith asked if there is a policy or procedure that were passed and are suspect, during a Board of Directors meeting the Chair of Governance can recommend that a policy be referred back to Governance for additional focus or work. Jessica Brown, Holland and Knight, confirmed the Roberts Rules of Order provides for in its procedures, the ability to refer matters back to a particular sub-committee. | | | |
| 7. Policy Development: Board Member Meeting Attendance- Discussion | MOTION N/A | | |
| 8. Policy Development: Board Member Teleconferencing- Discussion | | | |
| DISCUSSION: | | | |
| <ul style="list-style-type: none"> Committee members and Legal Counsel discussed the current attendance policy in the by-laws, which restates the attendance statute under the Health and Safety Code. David Holtzman, Holland and Knight, provided the updated statue requirements regarding attendance, including virtual attendance, with the committee. Chair Jeff Griffith suggested an education segment for Board members. Chair Griffith would like a policy built, outlining step by step how we utilize the attendance policies. | | | |

- Diane Hansen, President and CEO, asked if there are limitations on participation depending upon whether board members are in district or out of district? Also, if Board members are out of district, are there limitations based on a quorum or are there other participatory limitations? David Holtzman, Holland and Knight, noted they have not identified any limitations, the Brown Act requires only that a majority of the quorum be within the territorial boundaries.
- Committee members and Legal Counsel discussed the items to add to the draft attendance policy. David Holtzman, Holland and Knight, noted the statute for 2023 expires in 2024, so the new policy will need to be looked at again then. Director Laura Barry asked, has the 2024 statute has been posted? Mr. Holtzman said yes but has not gone through all the differences yet, and will look what the differences are.
- Jessica Brown, Holland and Knight, suggested setting a special meeting of the Governance Committee to vet the policy before bringing the policy to the Board of Directors. A meeting date of February 23, 2023, was agreed upon.
- Kevin DeBruin, Chief Legal Officer, suggested adding an agenda item to the February 13th Board of Directors meeting for a brief discussion about the statute requirements and that the Governance committee will be bringing a new policy to the Board of Directors.

***INFORMATIONAL ITEMS**

V. Standing Items:

| | | | |
|---------------------------------|------------------|--|--|
| 1. Legislative Update: None | N/A | | |
| 2. Lucidoc Board Policy Listing | Information Only | | |

Discussion:

1. Kevin DeBruin, Chief Legal Officer, is finding a new vendor to provide legislative updates

VI. RoundTable/Comments

- Discussed committee membership
- Printing of meeting packets
- Refreshments during meetings

FINAL ADJOURNMENT

Meeting adjourned by Chair Jeff Griffith at 1:15 PM.

SIGNATURES:

COMMITTEE CHAIR

Jeff Griffith, EMT-P

COMMITTEE SECRETARY

Carla Albright



DRAFT

ADDENDUM B

BOARD GOVERNANCE COMMITTEE ATTENDANCE ROSTER CALENDAR YEAR 2023



P = Present V = Virtual E = Excused A = Absent G = Guest

| ATTENDANCE ROSTER | | | | | | | |
|--|--|---------|----------|--|--|--|--|
| VOTING MEMBERS | MEETING DATES: | | | | | | |
| | 2/2/23 | 2/21/23 | 4/6/2023 | | | | |
| DIRECTOR JEFF GRIFFITH, EMT-P – CHAIR | P | P | | | | | |
| DIRECTOR TERRY CORRALES, RN | P | P | | | | | |
| DIRECTOR LAURA BARRY | P | P | | | | | |
| ALTERNATE MEMBERS | | | | | | | |
| MICHAEL PACHECO, 1ST BOARD ALTERNATE | | | | | | | |
| NON-VOTING MEMBERS | | | | | | | |
| DIANE HANSEN, PRESIDENT & CEO | P | P | | | | | |
| KEVIN DEBRUIN, ESQ., CHIEF LEGAL OFFICER | P | P | | | | | |
| RYAN OLSEN, CHIEF OPERATIONS OFFICER | | | | | | | |
| HUGH KING, CHIEF FINANCIAL OFFICER | P | | | | | | |
| OMAR KHAWAJA, MD, CHIEF MEDICAL OFFICER | P | | | | | | |
| COMMITTEE SECRETARY | | | | | | | |
| CARLA ALBRIGHT | P | P | | | | | |
| INVITED GUESTS | SEE TEXT OF MINUTES FOR NAMES OF INVITED GUESTS | | | | | | |

| <i>GOVERNANCE COMMITTEE MEETING MINUTES – Thursday, February 23, 2023</i> | | | |
|---|---|---|---------------|
| <i>AGENDA ITEM</i> | <i>CONCLUSION/ACTION</i> | <i>FOLLOW UP/RESPONSIBLE PARTY</i> | <i>FINAL?</i> |
| <i>DISCUSSION</i> | | | |
| NOTICE OF MEETING | | | |
| Notice of the upcoming special meeting was posted Thursday, February 16, 2023. Notice of Meeting was posted at the Palomar Health Administrative Office; also posted with agenda packet on the Palomar Health website on Monday, February 20, 2023. | | | |
| 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 12:03 p.m. by Committee Chair Jeff Griffith | | | |
| ESTABLISHMENT OF QUORUM | | | |
| <ul style="list-style-type: none"> • Quorum comprised of: Chair Jeff Griffith, Director Laura Barry and Director Terry Corrales • Excused Absences: None | | | |
| PUBLIC COMMENTS | | | |
| <ul style="list-style-type: none"> • There were no public comments. | | | |
| FOLLOW UP ITEMS | | | |
| <ul style="list-style-type: none"> • There were no follow up items. | | | |
| *ACTION ITEMS | | | |
| 1. Policy Development: Attendance Policy Regarding Meetings of the Board of Directors | MOTION by Director Barry, 2 nd by Director Corrales to approve the Attendance Policy Regarding Meetings of the Board of Directors | So moved and passed to Board of Directors for consideration | |

which will include information inserted by Legal of the highlighted areas. Roll call voting was utilized.

Director Barry - Aye
Director Corrales – Aye
Director Griffith - Aye

All in favor. None opposed.

MOTION by Director Corrales, 2nd by Director Barry to approve to delegate Legal to prepare a policy on the delegation to the Chair to elect teleconferencing. Roll call voting was utilized.

Director Barry - Aye
Director Corrales – Aye
Director Griffith - Aye

All in favor. None opposed

DISCUSSION:

- After the first motion, Chair Jeff Griffith requested to add item 7, under section III 1, of the proposed policy, “Palomar Health as a district encourages Board Members to attend in person to lead to better understanding, communication and cooperation.”
- Director Laura Barry requested an insertion, in section “Procedure for Submitting Request for Remote Participation” (pages 8-9 of the posting packet), of “Board Chair, Board Committee Chair, Chief Legal Officer and Board Assistant”
- Director Terry Corrales, in addition to the Chair Griffith’s request, adding a statement that reflects “because we are a public entity and elected officials it’s our elected duty and goal to serve our area in the best way possible, and attending in person and having open communication with our constituents will foster better community relations”. Chair Jeff Griffith noted there are two examples and wants to be as concise and understandable
- Jessica Brown, Holland and Knight, summarized the requested changes to the proposed policy:
 - An amendment which encourages attendance in person
 - An amendment which focuses on the benefit to the community and of service of the district to its public, which can be added to encourage attendance in person
 - An amendment which specified Chief Legal Officer, Board Assistant, Board Chair and respective Committee Chairs contact information
- Director Laura Barry asked if the list of people to contact should be added to the first paragraph of the proposed policy. Kevin DeBruin, Chief Legal Officer, clarified he would be the main contact if there are questions regarding the proposed policy
- Jessica Brown, Holland and Knight, recommended delegate to Legal, drafting a subsequent policy on delegating to Board Chair the option to teleconference in future meetings. The draft policy would give the Governance Committee the opportunity to vet that draft and see if it is a workable procedure for purposes of teleconferencing the Board election of teleconferencing going forward. Once the policy is considered at the next meeting, then to the full Board for approval. Chair Jeff Griffith asked for this policy to be drawn up and the committee will work on the details, but is hesitant to give the Chair too much power. Diane Hansen, President and CEO, noted finding the right balance is key. Jessica Brown suggested tabling the policy for a future time, but the status quo is in the gray area since the Board has elected to use teleconferencing in the past and will presumably continue to do so going forward unless there is a written change in the policy. In the event the committee wants to change the status quo, now would be the time to delegate to legal to have for the next meeting. Chair Jeff Griffith, as a committee, asked Legal to develop a future policy with items mentioned.

| | | | |
|--|---|--|--|
| 2. Policy Development: Consent Agenda | <p>MOTION by Director Barry, 2nd by Director Corrales to approve the Consent Agenda policy as written. Roll call voting was utilized. Director Barry - Aye Director Corrales - Aye Director Griffith - Aye</p> <p>All in favor. None opposed.</p> | | |
| DISCUSSION: | | | |
| 3. Policy Development: Board Member Facility Visitation | <p>MOTION by Director Barry, 2nd by Director Corrales to postpone the policy development indefinitely.</p> <p>After discussion, Director Barry motioned to withdraw the motion. There was no roll call vote.</p> <p>Motion withdrawn.</p> <p>MOTION by Director Barry, 2nd by Director Corrales to approve to produce a Board Member Facility Visitation Policy Roll call voting was utilized. Director Barry - Aye Director Corrales - Aye Director Griffith -</p> <p>All in favor. None opposed.</p> | | |
| <p>DISCUSSION:</p> <ul style="list-style-type: none"> • The committee members discussed management procedure and Board Member accountability and how the current guidelines within the Board of Directors Code of Conduct cover the particular situation • Jessica Brown, Holland and Knight, noted the Code of Conduct is clear about a Board members inability to represent the interest of the district in an individual capacity and to engage in activities where they are advancing their individual interests, and feels the Code of conduct would cover this particular situation where a Board member is acting outside of official Board activities because they have an individual interest or desire to do something. Jessica suggested a presentation of guidelines for Board members who wish to take a tour, during the CEO presentation at a Board Meeting, which would be reflected in the Board meeting minutes and a formal written policy would not be needed. • Chair Jeff Griffith feels it would protect Administration if there was a policy. • Diane Hansen, President and CEO, asked for Legal guidance on the subject of Board member accountability. • Jessica Brown, Holland and Knight, an edit to the Code of Conduct or a policy and feels that here is some value in laying that out (see bullet points below), then deferred to the preference of the Chief Legal Officer where Administration is concerned. <ul style="list-style-type: none"> ○ Board members should have contact information ○ Clear understanding of who they should contact if they want to tour a facility, both for patient privacy concerns and HIPAA | | | |

- Diane Hansen, President and CEO, and Chair Jeff Griffith agreed a policy makes sense in this case.
- Diane Hansen, President and CEO, noted Administration will define the process in the management procedure and the Board policy will define who to contact
- Director Laura Barry suggested the policy be produced after Administration creates the management procedure is produced so it will coordinate and there is no conflict between the two

INFORMATIONAL ITEMS

V. Standing Items:

| | | | |
|-----------------------------------|------|--|--|
| 1) Legislative Update | None | | |
| 2) Lucidoc List of Board Policies | None | | |

Discussion: None

VI. RoundTable/Comments

No further discussion

FINAL ADJOURNMENT

Meeting adjourned by Director Griffith at 1:19 p.m.

SIGNATURES:

COMMITTEE CHAIR

Jeff Griffith, EMT-P

COMMITTEE SECRETARY

Carla Albright

ADDENDUM C

Lucidoc Board Policy Listing - April 6, 2023

| Lucidoc # | Title | Type | Source | Owner | Status | Next Review Date | Notes |
|-----------|---|-----------|--------|-------------------|-------------------|------------------|--|
| 21780 | Succession Policy | Policy | BOD | DeBruin, Kevin | Pending Signature | 5/8/2017 | |
| 21804 | Disposition of Surplus Property | Policy | BOD | Woodling, Heather | Pending Release | 9/10/2020 | BOD retired policy 2.13.2023, Resolution 02.13.23(02)-03 adopted 2.13.2023 |
| 58892 | Debt Policy | Policy | BOD | Bogert, Michael | | 3/27/2021 | BOD approved as presented 2.13.2023 |
| 44692 | Physician Owned Medical Device (POD) Company Arrangements | Policy | BOD | DeBruin, Kevin | | 6/26/2021 | |
| 21776 | Gifts and Donations | Policy | BOD | DeBruin, Kevin | | 4/21/2022 | |
| 58873 | Extraordinary Event Management | Policy | BOD | DeBruin, Kevin | Pending Signature | 7/5/2022 | |
| 58912 | Outsourced Labor Policy | Procedure | BOD | Pursell, Julie | Pending Signature | 9/2/2022 | |
| 27092 | Annual Adoption of Statement of Investment | Policy | BOD | Bogert, Michael | | 11/18/2022 | BOD approved as presented 2.13.2023 |
| 27932 | Naming Policy | Policy | BOD | DeBruin, Kevin | | 12/22/2022 | |
| 51952 | CEO Evaluation and Compensation | Policy | BOD | DeBruin, Kevin | | 3/5/2023 | |
| 21781 | Compliance and Ethics Plan | Policy | BOD | Waishkey, Helen | In preparation | 4/16/2023 | |
| 59212 | Bylaws of Palomar Health | Bylaws | BOD | DeBruin, Kevin | In preparation | 6/3/2023 | |
| 21809 | Annual Budget Approval | Policy | BOD | Bogert, Michael | | 8/17/2023 | |
| 21798 | Oath of Office | Policy | BOD | DeBruin, Kevin | | 1/25/2024 | |
| 21825 | Physician Recruitment | Policy | BOD | DeBruin, Kevin | | 1/25/2024 | |
| 21800 | Conflict of Interest Code | Policy | BOD | DeBruin, Kevin | | 2/22/2024 | |
| 63352 | Board Agenda Creation | Policy | BOD | DeBruin, Kevin | | 10/24/2024 | |
| 11058 | Nursing and Patient Care | Policy | BOD | DeBruin, Kevin | | 11/30/2024 | |
| 68552 | Board of Directors Code of Conduct | Policy | BOD | DeBruin, Kevin | | 2/27/2025 | |
| 21783 | Political Activities on Palomar Health Property | Policy | BOD | DeBruin, Kevin | | 10/24/2025 | |
| 21790 | Public Comments and Attendance at Public Board Meetings | Policy | BOD | DeBruin, Kevin | | 10/24/2025 | |
| 21794 | Revision of Policies | Policy | BOD | DeBruin, Kevin | | 10/24/2025 | |
| 62012 | Public Comment Form | Form | BOD | DeBruin, Kevin | | 10/24/2025 | |
| 70012 | Board Dispute Resolution Policy | Policy | BOD | DeBruin, Kevin | | 10/24/2025 | |
| 71572 | Charter of the Human Resources Committee of the Palomar Health Board of Directors | Bylaws | BOD | DeBruin, Kevin | | | BOD approved revised charter 3.13.2023 |
| 71612 | Charter of the Finance Committee of the Palomar Health Board of Directors | Bylaws | BOD | DeBruin, Kevin | | | |
| 71613 | Charter of the Strategic and Facilities Planning Committee of the Palomar Health Board of Directors | Bylaws | BOD | DeBruin, Kevin | | | |