

Posted
Thursday,
May 30, 2024



SPECIAL SESSION BOARD OF DIRECTORS MEETING AGENDA

Friday, May 31, 2024
12:00 p.m.

Please see page 2 for meeting location options

The Board may take action on any of the items listed below, including items labeled "Informational Only"	Time	Target
I. CALL TO ORDER		12:00
II. ESTABLISHMENT OF QUORUM	1	12:01
III. PUBLIC COMMENTS ¹	30	12:31
VI. APPROVAL of BYLAWS, CHARTERS, RESOLUTIONS and OTHER ACTIONS <i>(ADD A)</i>		
a. Resolution No. 05.31.24(01)-13 of the Board of Directors of Palomar Health Ratifying and Approving Loan Agreement and Exclusivity Arrangement <i>(Pp 2 – 3)</i>	30	1:01
VIII. FINAL ADJOURNMENT	1	1:01

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

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



Special Session Board of Directors Meeting Location Options

Palomar Medical Center Escondido
1st Floor Conference Room Two
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: 263 845 119 723

Passcode: sJgKJ4

or

Dial in using your phone at 929.352.2216; Access Code: 228 630 425#¹

- Non-Board member attendees, and members of the public may also attend the meeting virtually utilizing the above link

- 214 Royal Street, New Orleans, LA., 70130

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

Special Session Board of Directors Meeting

Meeting will begin at 12:00 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.

ADDENDUM A

RESOLUTION NO. 05.31.24(01)-13

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR HEALTH
RATIFYING AND APPROVING LOAN AGREEMENT AND EXCLUSIVITY
ARRANGEMENT**

WHEREAS, the Board of Directors of Palomar Health (the “Board”) has determined it is in the best interests of Palomar Health to enter into that certain Loan Agreement dated March 29, 2024, by and between Palomar Health and Sharp Healthcare (the “Loan Agreement”); and

WHEREAS, the Board has also determined it is in the best interests of Palomar Health to enter into that certain Amended and Restated Confidentiality, Non-Disclosure and Exclusivity Agreement dated March 29, 2024, by and between Palomar Health and Sharp Healthcare (the “CNDEA”).

NOW THEREFORE, the Board of Directors of Palomar Health does resolve as follows:

The Board ratifies its prior approval and approves Palomar Health’s entry into the Loan Agreement and the CNDEA as evidenced by the signature of the President and CEO of Palomar Health on the Loan Agreement and the CNDEA.

PASSED AND ADOPTED by the Board of Directors of Palomar Health at a meeting of the Board held on May 31, 2024, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: May 31, 2024

APPROVED: <hr/> Jeff Griffith, Chair Board of Directors Palomar Health	ATTESTED: <hr/> Terry Corrales, RN, Secretary Board of Directors Palomar Health
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