

Posted  
Friday,  
September 27, 2024



# SPECIAL SESSION BOARD OF DIRECTORS MEETING AGENDA

Monday, September 30, 2024  
3:00 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
<b>I. CALL TO ORDER</b>		3:00
<b>II. ESTABLISHMENT OF QUORUM</b>	1	3:01
<b>III. PUBLIC COMMENTS<sup>1</sup></b>	30	3:31
<b>IV. ADJOURNMENT TO CLOSED SESSION</b>	1	3:32
a. Pursuant to California Government Code § 54956.9 — CONFERENCE WITH LEGAL COUNSEL— EXISTING LITIGATION — Case name(s) unspecified because disclosure would jeopardize existing settlement negotiations or result in other prejudice to the position of the District	15	3:47
b. Pursuant to California Government Code § 54956.9 — CONFERENCE WITH LEGAL COUNSEL— EXISTING LITIGATION — Case name(s) unspecified because disclosure would jeopardize existing settlement negotiations or result in other prejudice to the position of the District	5	3:52
c. Pursuant to California Government Code § 54956.9(d)(2)—CONFERENCE WITH LEGAL COUNSEL— ANTICIPATED LITIGATION—Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Section 54956.9: One (1) potential case	15	4:07
<b>V. RE-ADJOURNMENT TO OPEN SESSION</b>	1	4:08
<b>VI. ACTION RESULTING FROM CLOSED SESSION – <i>IF ANY</i></b>	1	4:09
<b>VII. APPROVAL OF BYLAWS, CHARTERS, RESOLUTIONS and OTHER ACTIONS (ADD A)</b>		
a. Resolution 09.30.24(01)-19 of the Board of Directors of Palomar Health Authorizing and Approving Certain Amendments to the Bylaws of Arch Health Partners, Inc. (Pp 3-4)	15	4:24
<b>VIII. FINAL ADJOURNMENT</b>	1	4:25

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

<sup>1</sup> 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  
1<sup>st</sup> Floor Conference Room  
2185 Citracado Parkway, Escondido, CA 92029

- Elected Board Members of the Palomar Health Board of Directors will attend at this location, unless otherwise noticed below
- Non-Board member attendees, and members of the public may also attend at this location

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

Meeting ID: 220 314 659 146

Passcode: fGZTz7

or

Dial in using your phone at 929.352.2216; Access Code: 590 344 368#<sup>1</sup>

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

- 1520 Texas Avenue, Houston TX, 77002

- An elected member of the Board of Directors will be attending the meeting virtually from these locations

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

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DocID: 21790  
Revision: 9  
Status: Official

**Source:**  
Administrative  
Board of Directors

**Applies to Facilities:**  
All Palomar Health Facilities

**Applies to Departments:**  
Board of Directors

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## Policy: Public Comments and Attendance at Public Board Meetings

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### **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 3:00 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. 09.30.24(01)-19**

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR HEALTH  
AUTHORIZING AND APPROVING CERTAIN AMENDMENTS TO THE  
BYLAWS OF ARCH HEALTH PARTNERS, INC.**

**WHEREAS**, Palomar Health (“District”) is the sole member (“Member”) of Arch Health Partners, Inc., a California nonprofit public benefit corporation, doing business as Palomar Health Medical Group (“Corporation”);

**WHEREAS**, the Corporation has adopted the Fifth Amended and Restated Bylaws (“Bylaws”) governing the operation of the Corporation;

**WHEREAS**, Article XII of the Bylaws provides that except as otherwise set forth in the California Nonprofit Corporation Law (“Nonprofit Corporation Law”), the Bylaws may be amended by a majority vote of the Board and approval of the Member;

**WHEREAS**, Section 5150(b) of the Nonprofit Corporation Law permits the member(s) of a nonprofit public benefit corporation to adopt, amend or repeal the bylaws of the corporation;

**WHEREAS**, Section 5222 of the Nonprofit Corporation Law permits the member(s) of a nonprofit public benefit corporation to remove the directors of a corporation without cause; and

**WHEREAS**, the District, acting in its capacity of the Member of the Corporation, and in accordance with Section 5150(b) of the Nonprofit Corporation Law and the exception provided in Article XII of the Bylaws, hereby wishes to amend the Bylaws of the Corporation.

**NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE DISTRICT HEREBY AUTHORIZES AND APPROVES THE FOLLOWING ADDITIONS, AMENDMENTS AND DELETIONS TO THE BYLAWS OF THE CORPORATION, AND FURTHER RESOLVES AND ORDERS:**

1. Section 3.2 of the Bylaws is hereby amended in its entirety, as follows:

3.2. NUMBER OF VOTING DIRECTORS. The board of directors of the Corporation (“Board of Directions” or “Board”) shall consist of not less than five (5) and not more than nine (9) voting members (each a “Director,” and collectively, the “Directors”) until changed by amendment to the Bylaws.

2. Subsection (c) of Section 3.3.2 of the Bylaws is hereby removed in its entirety, and the current Subsection (d) of Section 3.3.2 of the Bylaws is hereby designated as Subsection (c).

3. The references to “the Graybill Physicians” in Sections 3.3.4, 3.4.1, and 3.4.3 of the Bylaws are hereby removed in their entirety.

4. Section 3.3.7 is hereby added to the Bylaws, as follows:

3.3.7 Notwithstanding anything to the contrary in these Bylaws, the Member may remove any or all Director(s) without cause at any time upon written notice to the Board.

The foregoing Amendments to the Bylaws shall be effective on September 30, 2024. The Secretary is hereby authorized and directed to deliver or cause to deliver the Amendments to the Chair and Secretary of the Corporation.

PASSED AND ADOPTED at a special meeting of the Board of Directors of the District on September 30, 2024, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

DATED: September 30, 2024

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Jeff Griffith, Chair  
Board of Directors  
Palomar Health

ATTESTED:

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Terry Corrales, RN, Secretary  
Board of Directors  
Palomar Health