

Meeting Minutes

ATTENDANCE ROSTER		
MEMBERS	MEETING DATE	
	6/21/2024	TBD
Terry Corrales, RN, Chairperson	P	
Linda Greer, RN	P	
Laurie Edwards-Tate, MS	Resigned prior to meeting	
Laura Barry	P (Voted onto BoD during meeting)	
Diane L. Hansen	P*	
Andrew Tokar	P	
Staff Attendee		
Tanya Howell Board Assistant/Corporate Secretary	P	
Guest Presenters¹		

V = Virtual P = Present E = Excused

¹ See text of minutes for names of invited guests/presenters

BOARD OF DIRECTORS – MEETING MINUTES – FRIDAY, JUNE 21, 2024

AGENDA ITEM

• DISCUSSION

CONCLUSIONS/ACTIONS

**FOLLOW-UP/
RESP PARTY**

I. CALL TO ORDER

- Chairperson Terry Corrales called the meeting to order at 1:31 p.m.
- Quorum comprised of Directors Corrales, Greer & Tokar
- **Notice of Meeting and Full Agenda Packet** were posted at Palomar Health’s (PH) Administrative Offices on Friday, June 14, 2024, and on the Palomar Health Development, Inc. (PHD) home page on the PH website on Monday, June 17, 2024, which is consistent with legal requirements. Notice of that posting was also made via email to the PHD Board and staff members.

II. PUBLIC COMMENTS

- There were no public comments

III. INFORMATION ITEM(S)

- Kevin DeBruin, Chief Legal Officer for PH, informed the Board that Director Laurie Edwards-Tate had formally resigned from this Board as of June 19th
 - o After a review of the PHD Bylaws, Mr. DeBruin stated that the Board could nominate another PH Board member who was willing and able and interested in serving on the PHD Board, then take a vote on that nomination
 - **MOTION:** By Director Greer, seconded by Chairperson Corrales to nominate PH Director Laura Barry as a member of the PHD Board; carried by the following vote, taken by roll call: Director Greer – aye; Director Tokar – aye; Chairperson Corrales – aye; Absent: Director Hansen
 - o Director Barry also asked that the minutes reflect that PH Board Chair Jeff Griffith had given his approval for her being seated on the PHD Board

A. Administrative Oversight for Palomar Health Development

Information only

- Melissa Wallace, VP of Finance for PH & Financial Services Manager for PHD, reported that Management had found that the stipend currently being paid to PH (\$3,500/month) as compensation for administrative oversight was adequate for the services being rendered; therefore, the evergreen agreement would be allowed to roll over for another year with no action required by the Board

IV. OLD BUSINESS

A. Board Meeting Follow-ups

Information only

- Secretary Tanya Howell read the follow-up topic contained in the Form A aloud, noting that Director Hansen was not yet present and had not notified her prior to the meeting whether the discussion had occurred
 - o In response to an inquiry by Chairperson Corrales, Mrs. Howell noted that Director Hansen was expected to attend today’s meeting, and the topic could be revisited following her arrival, instead of having to be carried forward to another meeting
- Director Hansen was going to review options for having Ms. Brown and/or Ms. Knight report on PHF funding activities at a future PH Board meeting

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- Following the Presentations portion of the meeting, Chairperson Corrales returned to this topic, **as Director Hansen had joined the meeting during the presentations*
 - o After Mrs. Howell repeated the follow-up topic from the Form A to her, Director Hansen indicated that she had discussed the topic with Kristin Gaspar, VP of Philanthropy, and additional opportunities for grant funding were being discussed by the team at the Foundation

V. MINUTES

A. Tuesday, December 19, 2023	<p>MOTION: By Director Greer, seconded by Chairperson Corrales to approve the minutes of the Tuesday, December 19, 2023, Board meeting</p> <p>The Motion was not carried in the following vote, taken by roll call, as there were two abstentions and one absence:</p> <p>Director Greer – aye; Director Barry – abstained; Chairperson Corrales – aye; Director Tokar – Abstained; Absent: Director Hansen</p>	
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- No discussion

VI. PRESENTATIONS

A. Update on Grants & Contract Inventory	<i>Information only</i>	
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- Utilizing the presentation included as Addendum B, Aimee Ebner, Financial Services Manager, presented an update on grants

B. First 5 Commission Funded Programs

i. Healthy Development Services (HDS)	<i>Information only</i>	<ul style="list-style-type: none"> • Mrs. Howell was going to email the event flyer for the Health Fair to the Board members – <i>done</i>
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- Utilizing the presentation included as Addendum C, Cindy Linder, North Inland Regional Coordinator for Healthy Development Services, presented an update on that program, noting that this was the new CFO, Andrew Tokar’s, first meeting with PHD, so today’s presentation of both First 5 San Diego grant-funded programs would highlight the funding history with a quick peek at current services
 - o Annual reports for each program were also available and contained detailed program information as well as evaluation outcomes
 - o Ms. Linder also invited the members of the Board to the HDS Program’s Health & Resource Fair on Saturday, June 29th

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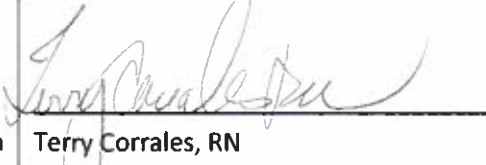

AGENDA ITEM		
DISCUSSION	CONCLUSIONS/ACTIONS	FOLLOW-UP/ RESP PARTY
<ul style="list-style-type: none"> ii. First Steps 	<p><i>Information only</i></p>	<ul style="list-style-type: none"> • Mrs. Howell was going to email the event flyer for the Family Fun Day to the Board members – done
<ul style="list-style-type: none"> • Continuing with the presentation included as Addendum C, Shirin Strauss, Manager of the First Steps Program – funded by The First 5 Commission and the State’s CalWORKs Program – presented an update on that program <ul style="list-style-type: none"> o Ms. Strauss invited the members of the Board to the First Steps Program’s Summer Family Fun Day and Resource Fair on Friday, August 9th 		
<p>C. Forensic Health Services Programs at Palomar Health</p>	<p><i>Information only</i></p>	
<ul style="list-style-type: none"> • Utilizing the presentation included as Addendum D, Michelle Shores, Director of Forensic Health Services & Trauma Recovery Center Services provided an update on those programs 		
VII. NEW BUSINESS		
<p>A. Resolution No. 06.21.24(01)-1 – Acknowledging the Selection of the New Board, Ratifying the Appointment of the Chairperson and Confirming the Election of the Vice-Chairperson for Calendar Year 2024</p>	<p>MOTIONS: See below* for separate motions that carried to approval of Resolution No. 06.21.24(01)-1 – Acknowledging the Selection of the New Board, Ratifying the Appointment of the Chairperson and Confirming the Election of the Vice-Chairperson for Calendar Year 2024, as amended to reflect the nominations listed below.</p>	
<ul style="list-style-type: none"> • *MOTION: By Director Hansen, seconded by Director Greer and carried unanimously to acknowledge the selection of the new Board of PHD • *MOTION: By Director Barry, seconded by Director Greer and carried unanimously to ratify the appointment of Director Corrales as Chairperson of the Board of PHD • *MOTION: By Director Hansen to nominate Director Tokar as Treasurer, Director Barry as Vice-Chair and Director Greer as Secretary of the Board of PHD – carried unanimously 		
<p>B. Resolution No. 06.21.24(02)-2 – Confirming Appointment of Corporate Officers for Calendar Year 2024</p>	<p>MOTION: By Director Greer, seconded by Director Hansen and carried to nominate Director Hansen as President, Director Tokar as Chief Financial Officer, and Tanya Howell as the Secretary and to approve Resolution No. 06.21.24(02)-2 – Confirming Appointment of Corporate Officers for Calendar Year 2024.</p> <p>Carried by the following vote, taken by roll call: Director Greer – aye; Director Barry – aye; Director Hansen – aye; Director Tokar – aye; Chairperson Corrales – aye; Absent:</p>	
<ul style="list-style-type: none"> • Mrs. Howell stated that the current slate of officers from the last year were: <ul style="list-style-type: none"> o Diane Hansen, President; Hubert U. King, Chief Financial Officer; and Tanya Howell, Secretary o As Mr. King was no longer the CFO of PH, it was recommended that Andrew Tokar, the new CFO of PH, be appointed as the CFO of PHD 		

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<p>C. Resolution No. 06.21.24(03)-3 – Bank of America Deposit Account & Treasury Management Services Banking Resolution and Certificate of Incumbency</p>	<p>MOTION: By Director Barry, seconded by Director Greer and carried to approve Resolution No. 06.21.24(03)-3 – Bank of America Deposit Account & Treasury Management Services Banking Resolution and Certificate of Incumbency.</p> <p>Carried by the following vote, taken by roll call: Director Greer – aye; Director Barry – aye; Director Hansen – aye; Director Tokar – aye; Chairperson Corrales – aye; Absent:</p>	
<p>• Mrs. Howell stated that the Resolution reaffirmed that PHD would maintain the Bank of America banking account, with changes to the organizational structure of PH necessitating changes to the specimen signatures of the current corporate officers and other authorized signors (removal of Hugh King in favor of Andrew Tokar as CFO of PHD; and return of Melissa Wallace from her role as Interim CFO for PH to her role as VP of Finance of PH)</p>		
<p>D. Resolution No. 06.21.24(04)-4 – Bank of America Securities Authorizing Persons Resolutions</p>	<p>MOTION: By Director Barry, seconded by Director Greer and carried to approve Resolution No. 06.21.24(04)-4 – Bank of America Securities Authorizing Persons Resolutions.</p> <p>Carried by the following vote, taken by roll call: Director Greer – aye; Director Barry – aye; Director Hansen – aye; Director Tokar – aye; Chairperson Corrales – aye; Absent:</p>	
<p>• Mrs. Howell stated that this Resolution effected the same changes as noted above for the banking accounts, but it was specific to the securities account</p>		
<p>E. May 2024 & YTD FY2024 Financial Report</p>	<p>MOTION: By Director Greer, seconded by Chairperson Corrales and carried to approve the May 2024 & YTD FY2024 Financial Report as presented.</p> <p>Carried by the following vote, taken by roll call: Director Greer – aye; Director Barry – aye; Director Tokar – aye; Chairperson Corrales – aye; Absent: Director Hansen</p>	
<p>• Utilizing the presentation included as Addendum E, Ms. Ebner presented the financial report through May 2024</p> <ul style="list-style-type: none"> o The full audit of the FYE June 30, 2024, financials will be presented at the meeting at the end of the year 		

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<p>F. Resolution No. 06.21.24(05)-5 – Setting the Date, Time & Location for the Remaining Board Meeting for Calendar Year 2024</p>	<p>MOTION: By Director Hansen, seconded by Director Tokar and carried to approve Resolution No. 06.21.24(05)-5– Setting the Date, Time & Location for the Remaining Board Meeting for Calendar Year 2024 for 1:00 p.m. on Thursday, December 12, 2024, with the location either in person/virtual as specified on the Resolution.</p> <p>Carried by the following vote, taken by roll call: Director Greer – aye; Director Barry – aye; Director Hansen – aye; Director Tokar – aye; Chairperson Corrales – aye; Absent:</p>	
<p>• Mrs. Howell stated that the Board was required to set a date, time and location for the remaining meeting for the Calendar Year, and three dates had been suggested</p> <ul style="list-style-type: none"> o She further noted that dates in December were being suggested since the second meeting each year needed to be held in that month due to audit scheduling; and the dates in question were dates on which there was already either a PH Board meeting or had been confirmed as available in most Board members’ calendars o The location would be both in person and virtual, in accordance with the rules of the PH Board as specified on the Resolution 		
<p>VIII. BOARD MEMBER COMMENTS/FUTURE AGENDA ITEMS</p> <ul style="list-style-type: none"> • Chairperson Corrales thanked the team for the work they did representing Palomar Health out in the community • She also welcomed Director Barry as the new Vice-Chair 		
<p>IX. ADJOURNMENT</p> <p>MOTION: Chairperson Corrales adjourned the meeting at 3:13 p.m.</p>		
<p>SIGNATURES:</p>		
<p>PHD Board Chairperson Terry Corrales, RN</p>	<p>PHD Board Assistant Tanya Howell</p>	
<p>Next Meeting: TBD</p>		