

*Board of Directors Meeting Minutes – Monday, December 9, 2024*

*Agenda Item*

- *Discussion*

*Conclusion / Action /Follow Up*

**NOTICE OF MEETING**

Notice of Meeting was posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA 92029, as well as on the Palomar Health website, on Friday, December 9, 2024, which is consistent with legal requirements.

**CALL TO ORDER**

The meeting, which was held at the Palomar Medical Center Escondido, First Floor Conference Room at 2185 Citracado Parkway, Escondido, CA. 92029, was called to order at 6:30 p.m. by Board Chair Jeff Griffith.

**1. ESTABLISHMENT OF QUORUM**

Quorum comprised of Directors Clark, Corrales, Edwards-Tate, Greer, Griffith, Jahaaski, Pacheco  
Absences: None

**2. OPENING CEREMONY – Pledge of Allegiance to the Flag**

The Pledge of Allegiance was recited in unison.

**3. PUBLIC COMMENTS**

- Marcelle Voorhies Rossman

**4. OATH OF OFFICE**

*Board of Directors Meeting Minutes – Monday, December 9, 2024*

*Agenda Item*

• *Discussion*

*Conclusion / Action /Follow Up*

- a. *Theresa "Terry" Corrales, RN - Board of Directors Division No. 2*
- b. *Abbi Jahaaski, MSN, BSN, RN - Board of Directors Division No. 4*
- c. *Jeff Griffith, EMT-P - Board of Directors Division No. 6*

*The oath of office was administered to each newly elected Board Member by Board Vice Chair Michael Pacheco.*

*After the oath of office was administered, each Director was provided time for a statement.*

**5. APPROVAL OF MINUTES**

- a. *Board of Directors Meeting - Monday, November 11, 2024*

**MOTION:** *By Director Greer, 2<sup>nd</sup> by Director Corrales and carried to approve the Monday, November 11, 2024, Board of Directors Meeting minutes, as presented.*

*Roll call voting was utilized.*

*Director Clark – aye*

*Director Corrales – aye*

*Director Edwards-Tate – aye*

*Director Greer – aye*

*Director Griffith – aye*

*Director Jahaaski – aye*

*Director Pacheco – aye*

*Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.*

*Motion approved.*

*Board of Directors Meeting Minutes – Monday, December 9, 2024*

*Agenda Item*

• *Discussion*

*Conclusion / Action /Follow Up*

*b. Board of Directors Special Closed Session – Monday, November 11, 2024*

**MOTION:** *By Director Corrales, 2<sup>nd</sup> by Director Greer and carried to approve the Monday, November 11, 2024, Board of Directors Special Closed Session Meeting minutes, as presented.*

*Roll call voting was utilized.*

*Director Clark – aye*

*Director Corrales – aye*

*Director Edwards-Tate – aye*

*Director Greer – aye*

*Director Griffith – aye*

*Director Jahaaski – aye*

*Director Pacheco – aye*

*Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.*

*Motion approved.*

*c. Board of Directors Special Closed Session – Tuesday, November 26, 2024*

**MOTION:** *By Director Corrales, 2<sup>nd</sup> by Director Greer and carried to approve the Tuesday, November 26, 2024 Board of Directors Special Closed Session Meeting minutes, as presented.*

*Roll call voting was utilized.*

*Director Clark – aye*

*Director Corrales – aye*

*Director Edwards-Tate – aye*

*Director Greer – aye*

*Director Griffith – aye*

*Director Jahaaski – aye*

*Director Pacheco – aye*

*Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.*

*Motion approved.*

*Board of Directors Meeting Minutes – Monday, December 9, 2024*

*Agenda Item*

- Discussion*

*Conclusion / Action /Follow Up*

*d. Board of Directors Special Session – Wednesday, November 27, 2024*

**MOTION:** *By Director Pacheco, 2<sup>nd</sup> by Director Corrales and carried to approve the Tuesday, November 27, 2024 Board of Directors Special Session Meeting minutes, with amendments.*

*Roll call voting was utilized.*

*Director Clark – aye*

*Director Corrales – aye*

*Director Edwards-Tate – aye*

*Director Greer – aye*

*Director Griffith – aye*

*Director Jahaaski – aye*

*Director Pacheco – aye*

*Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.*

*Motion approved.*

- Vice Chair Michael Pacheco asked to amend the minutes to reflect the hand-off of the meeting to the Vice Chair.*

**6. APPROVAL OF AGENDA** *to accept the Consent Items as listed*

Agenda Item

• Discussion

Conclusion / Action /Follow Up

- a. Palomar Medical Center Escondido Medical Staff Credentialing and Reappointments
- b. Palomar Medical Center Poway Medical Staff Credentialing and Reappointments
- c. 2023/2024 Annual Report: Palomar Health Resident Rotations in the Emergency Department

**MOTION:** By Director Greer, 2<sup>nd</sup> by Director Pacheco and carried to approve consent agenda items 6, a-b, as presented. Director Edwards-Tate requested Consent Agenda c be removed for discussion.

Roll call voting was utilized.

Director Clark – aye

Director Corrales – aye

Director Edwards-Tate – aye

Director Greer – aye

Director Griffith – aye

Director Jahaaski – aye

Director Pacheco – aye

Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.

Motion approved.

**MOTION:** By Director Greer, 2<sup>nd</sup> by Director Pacheco and carried to approve consent agenda items 6, c, as presented.

Roll call voting was utilized.

Director Clark – aye

Director Corrales – aye

Director Edwards-Tate – aye

Director Greer – aye

Director Griffith – aye

Director Jahaaski – aye

Director Pacheco – aye

Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.

Motion approved.

*Board of Directors Meeting Minutes – Monday, December 9, 2024*

**Agenda Item**

• *Discussion*

*Conclusion / Action /Follow Up*

- *Kanchan Koirala, MD, Palomar Medical Center Escondido Chief of Staff, provided an explanation of the Palomar Health Resident Rotations in the Emergency Department 2023/2024 Annual Report to the Board.*

**7. REPORTS**

**a. Medical Staffs**

*I. Palomar Medical Center Escondido*

*Palomar Medical Center Escondido Chief of Staff, Kanchan Koirala, MD, provided a verbal report to the Board of Directors.*

*II. Palomar Medical Center Poway*

*Palomar Medical Center Poway Chief of Staff, Sam Filiciotto, MD, provided a verbal report to the Board of Directors.*

- *Director Laurie Edwards-Tate asked that the Chief of Staff Elect be included at the board table as stated in Dr. Filiciotto’s verbal report.*

**b. Administrative**

*I. President and CEO*

*Palomar Health President & CEO, Diane Hansen provided a verbal report to the Board of Directors.*

- *President and CEO has chosen not to sign the easement requested by the Seguro Battery Project.*

*II. Chair of the Board*

*Palomar Health Chair of the Board Jeff Griffith provided a verbal report to the Board of Directors.*

- *Chair Jeff Griffith backed the choice to not to sign the easement requested by the Seguro Battery Project. Dr. Koirala agreed, and thanked leadership for their support.*
- *Chair Griffith yielded the floor to the Chief Legal Officer, Kevin DeBruin, and Parliamentarian, David Holtzman, to conduct the election of officers.*

**8. ELECTION OF OFFICERS**

*Board of Directors Meeting Minutes – Monday, December 9, 2024*

*Agenda Item*

- *Discussion*

*Conclusion / Action /Follow Up*

*Board Chair*

**MOTION:** *By Director Greer, 2<sup>nd</sup> by Pacheco to nominate Director Griffith for the position of Board Chair for Calendar Year 2025. Director Griffith accepted the nomination.*

*Roll call voting was utilized.*

*Director Clark – no*

*Director Corrales – aye*

*Director Edwards-Tate – aye*

*Director Greer – aye*

*Director Griffith – aye*

*Director Jahaaski – aye*

*Director Pacheco – aye*

*Parliamentarian David Holtzman announced by a 6-1 vote in favor of Director Griffith. Director Jeff Griffith is nominated and elected as Board Chair for 2025.*

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Board of Directors Meeting Minutes – Monday, December 9, 2024

Agenda Item

- Discussion

Conclusion / Action /Follow Up

Board Vice Chair

**MOTION:** By Director Griffith, 2<sup>nd</sup> by Greer to nominate Director Pacheco for the position of Board Vice Chair for Calendar Year 2025. Director Pacheco accepted the nomination.

Roll call voting was utilized.

Director Clark – aye

Director Corrales – aye

Director Edwards-Tate – aye

Director Greer – aye

Director Griffith – aye

Director Jahaaski – aye

Director Pacheco – aye

Parliamentarian David Holtzman announced by unanimous vote in favor of Director Pacheco.

Director Michal Pacheco is nominated and elected as Board Vice Chair for 2025.

**MOTION:** By Director Edwards-Tate, 2<sup>nd</sup> by Jahaaski to nominate Director Greer for the position of Board Vice Chair for Calendar Year 2025. Director Greer declined the nomination. Nomination failed.

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Board of Directors Meeting Minutes – Monday, December 9, 2024

Agenda Item

- Discussion

Conclusion / Action /Follow Up

Board Treasurer

**MOTION:** By Director Corrales, 2<sup>nd</sup> by Griffith to nominate Director Greer for the position of Board Treasurer for Calendar Year 2025. Director Greer accepted the nomination.

**MOTION:** By Director Edwards-Tate, 2<sup>nd</sup> by Clark to nominate Director Clark for the position of Board Treasurer for Calendar Year 2025. Director Clark accepted the nomination.

Board Members were asked to vote for Board Treasurer for Calendar Year 2025 by a vote of Greer or Clark.

Roll call voting was utilized.

Director Clark – Clark

Director Corrales – Greer

Director Edwards-Tate – Clark

Director Greer – Greer

Director Griffith – Greer

Director Jahaaski – Clark

Director Pacheco – Greer

Parliamentarian David Holtzman announced by a 4-3 vote in favor of Director Greer. Director Linda Greer is nominated and elected as Board Treasurer for 2025.

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*Board of Directors Meeting Minutes – Monday, December 9, 2024*

*Agenda Item*

- *Discussion*

*Conclusion / Action /Follow Up*

*Board Secretary*

**MOTION:** By Director Greer, 2<sup>nd</sup> by Griffith to nominate Director Corrales for the position of Board Secretary for Calendar Year 2025. Director Corrales accepted the nomination.

**MOTION:** By Director Edwards-Tate, 2<sup>nd</sup> by Clark to nominate Director Jahaaski for the position of Board Secretary for Calendar Year 2025. Director Jahaaski accepted the nomination.

*Board Members were asked to vote for Board Secretary for Calendar Year 2025 by a vote of Corrales or Jahaaski.*

*Roll call voting was utilized.*

*Director Clark – Jahaaski*

*Director Corrales – Corrales*

*Director Edwards-Tate – Jahaaski*

*Director Greer – Corrales*

*Director Griffith – Corrales*

*Director Jahaaski – Jahaaski*

*Director Pacheco – Corrales*

*Parliamentarian David Holtzman announced by a 4-3 vote in favor of Director Corrales. Director Terry Corrales is nominated and elected as Board Secretary for 2025.*

- *Kevin DeBruin closed the election of officers and yielded the floor to Chair Jeff Griffith.*

*Board of Directors Meeting Minutes – Monday, December 9, 2024*

*Agenda Item*

- Discussion*

*Conclusion / Action /Follow Up*

**9. APPROVAL OF BYLAWS, CHARTERS, RESOLUTIONS and OTHER ACTIONS**

- a. *Affirmation of the Board of Directors Code of Conduct*

**ANNUAL ACKNOWLEDGEMENT:** *by Board Members of his or her understanding of the requirements of and compliance with the Palomar Health Board of Directors Code of Conduct at an open session of a duly called regular Board meeting.*

*Roll call voting was utilized.*

*Director Clark – abstain*

*Director Corrales – aye*

*Director Edwards-Tate – abstain*

*Director Greer – aye*

*Director Griffith – aye*

*Director Jahaaski – abstain*

*Director Pacheco – aye*

*Four board members acknowledged. None opposed.*

*Three abstention. None absent.*

- Kevin DeBruin, Chief Legal Officer, stated section 4.4 from the Palomar Health Board of Directors Code of Conduct. Mr. DeBruin noted Director Abbi Jahaaski should abstain, also noting the Board of Directors Code of Conduct will be part of onboarding orientation.*
- Board discussion ensued*

*Board of Directors Meeting Minutes – Monday, December 9, 2024*

*Agenda Item*

*• Discussion*

*Conclusion / Action /Follow Up*

b. Resolution No. 12.9.24(01)-21 of the Board of Directors of Palomar Health Establishing Regular Board Meetings for Calendar Year 2025

**MOTION:** By Director Corrales, 2<sup>nd</sup> by Director Pacheco and carried to approve Resolution No. 12.9.24(01)-24 of the Board of Directors of Palomar Health Establishing Regular Board Meetings for Calendar Year 2025

Roll call voting was utilized.

Director Clark – aye

Director Corrales – aye

Director Edwards-Tate – aye

Director Greer – aye

Director Griffith – aye

Director Jahaaski – aye

Director Pacheco – aye

Chair Griffith announced that seven board members were in favor. None opposed. No abstention. None absent.

Motion approved.

**10. COMMITTEE REPORTS** (information only unless otherwise noted)

a. Audit and Compliance Committee

• Committee Chair Michael Pacheco reported the minutes for the full board Audit and Compliance Committee are in the board packet.

b. Community Relations Committee

• Committee Chair Terry Corrales reported the committee did not meet.

c. Finance Committee

• Committee did not meet. Diane Hansen, President and CEO, gave a short update to the Board Members.

d. Governance Committee

Board of Directors Meeting Minutes – Monday, December 9, 2024

Agenda Item

• Discussion

Conclusion / Action /Follow Up

- Committee Chair Jeff Griffith shared a report on the December committee meeting.

e. Human Resources Committee

- Committee Chair Terry Corrales reported the committee did not meet.

f. Quality Review Committee

- Committee Chair Linda Greer shared a report on the November committee meeting.

g. Strategic & Facilities Planning Committee

- Committee Chair Michael Pacheco reported the committee did not meet.

**FINAL ADJOURNMENT**

- There being no further business, Chair Jeff Griffith adjourned the meeting at 7:30 p.m.

Signatures:

Board Secretary



Terry Corrales, R.N.

Board Assistant



Carla Albright