

PALOMAR UCSD HEALTH AUTHORITY BOARD OF DIRECTORS

Board of Directors Meeting Minutes – Monday, May 18, 2026	
Agenda Item	
Discussion	Conclusion/Action/Follow Up
Notice of Meeting	
Notice of Meeting was physically posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA 92029 and UC San Diego Health – La Jolla Emergency Department, 9432 Medical Center Drive, La Jolla, CA 92037 as well as on the Palomar Health website on Friday, May 15, 2026 and Amended on Monday, May 18, 2026, which is consistent with legal requirements.	
Call to Order	
The meeting, which was held at the Palomar Health Medical Center Escondido, 1st Floor Conference Room, 1285 Citracado Parkway, Escondido, CA 92029, and virtually was called to order at 2:03 p.m. by Board Vice Chair Baggett.	
I. Establishment of Quorum	
Quorum was established via roll call comprising of Directors Baggett; Carethers; Daskalakis; Gourdie (virtual); Whitham (virtual); Zettel Absences: none	
II. Public Comments	
A. No public comments	

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III. Approval of Minutes	
A. Board of Directors Meeting Minutes – Tuesday, March 24, 2026	MOTION: By Director Zettel, 2nd by Director Carethers to approved the March 24, 2026 Board of Directors meeting minutes as written with a change indicated for the Motion for the Board Chair made by Director Whitham. Roll call voting was utilized. Director Baggett - aye Director Carethers, MD - aye Director Daskalakis, MD - aye Director Gourdie - aye Director Whitham - aye Director Zettel - aye Paula de Sousa announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). None (0) absent. Motion approved.
Board discussion held and confirmation of who made Motion for the election of the Board Chair at the March 24, 2026 meeting.	

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IV. Adjourn to Closed Session	
V. Re-Adjourn to Open Session	
VI. Action Resulting from Closed Session, if any	
Paula de Sousa shared that there was no reportable action.	
VII. Reports – Informational Only	
A. Chief Executive Officer – Diane Hansen	
Verbal report was provided	
B. Chief Executive Officer, UC San Diego Health – Patty Maysent	
Verbal report was provided	

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VIII. Approval of Bylaws, Charters, Resolutions and Other Actions	
A. Resolution: Approving and Authorizing the Execution of Certain Agreements and Related Actions in Furtherance of Closing and the Operational Date of the Authority, including the following: i. Initial Contribution Agreement ii. Use Agreement iii. Tax Revenue Contribution Agreement iv. UCSD Health Contribution Agreement v. Tenancy-in-Common Agreement vi. Amended and Restated Closing Agreement vii. Acceptance and Recordation of Real Property Interests	MOTION: By Director Zettel, 2nd by Director Daskalakis and carried to approve Resolution No. 05.18.26(01)-13 of the Board of Directors of Palomar UCSD Health Authority Approving and Authorizing the Execution of Certain Agreements and Related Actions in Furtherance of Closing and the Operational Date of the Authority Roll call voting was utilized. Director Baggett - aye Director Carethers, MD - aye Director Daskalakis, MD - aye Director Gourdie - aye Director Whitham - aye Director Zettel - aye Paula de Sousa announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). None (0) absent. Motion approved.
• No discussion	

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B. Resolution: Authorizing the Authority to Become a Member of the Obligated Group Pursuant to a Master Trust Indenture and to Become the Credit Group Representative	MOTION: By Director Daskalakis, 2nd by Director Gourdie and carried to approve Resolution No. 05.18.26(02)-14 of the Board of Directors of Palomar UCSD Health Authority Authorizing the Authority to Become a Member of the Obligated Group Pursuant to a Master Trust Indenture and to Become the Credit Group Representative Roll call voting was utilized. Director Baggett - aye Director Carethers, MD - aye Director Daskalakis, MD - aye Director Gourdie - aye Director Whitham - aye Director Zettel - aye Paula de Sousa announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). None (0) absent. Motion approved.
It was shared that this authorization only relates to the Authority.	

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C. Resolution: Authorizing Designated Individuals(s) to Represent the Authority in Negotiations and Communications with Health Plans and Health Insurance Payors	MOTION: By Director Zettel, 2nd by Director Carethers and carried to approve Resolution No. 05.18.26(03)-15 of the Board of Directors of Palomar UCSD Health Authority Appointing and Authorizing Designated Individual(s) to Represent the Authority in Negotiations and Communications with Health Plans and Health Insurance Payors Roll call voting was utilized. Director Baggett - aye Director Carethers, MD - aye Director Daskalakis, MD - aye Director Gourdie - aye Director Whitham - aye Director Zettel - aye Paula de Sousa announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). None (0) absent. Motion approved.
• No Discussion	

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D. Approval: Branding of Palomar UCSD Health Authority	MOTION: By Direct Gourdie, 2nd by Director Daskalakis and carried to approve the Branding of Palomar UCSD Health Authority as presented Roll call voting was utilized. Director Baggett - aye Director Carethers, MD - aye Director Daskalakis, MD - aye Director Gourdie - aye Director Whitham - aye Director Zettel - aye Paula de Sousa announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). None (0) absent. Motion approved.
Presentation on communication plan and branding logo was shared. Diane Hansen added background of the process to develop this logo. Patty Maysent reminded the board that branding is a requirement and does need board approval.	
Final Adjournment	
There being no further business, Vice Chair Baggett adjourned the meeting at 3:55 p.m.	

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Signatures:	Board Chair	 Pauline Gourdie
	Board Assistant	 Janet Kren