Posted
Thursday,
October 15, 2026

PALOMAR HEALTH
Reimagining Healthcare®

SPECIAL SESSION
BOARD OF DIRECTORS
Meeting Agenda

Wednesday, October 21, 2026
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 specifically labeled "Informational Only"		Time	Target
Call To Order				**3:00**
I.	**Establishment of Quorum**		1	3:01
II.	**Public Comments**[1]		30	3:31
III.	***Approval of Bylaws, Charters, Resolutions and Other Actions*** *(ADD A)*			
	A. Retirement of Policies (Pp 6) *1. 11058 Nursing and Patient Care* *2. 21780 Succession Policy* *3. 21794 Revision of Policies* *4. 21825 Provider Recruitment* *5. 27932 Naming Policy* *6. 44692 Physician Owned Medical Devices (POD) Company Arrangements* *7. 51952 CEO Evaluation and Compensation* *8. 58873 Extraordinary Event Management* *9. 58912 Outsourced Labor Policy* *10. 63352 Board Committee Agenda Creation* *11. 71332 Charter of the Governance Committee of the Palomar Health Board of Directors* *12. 71572 Charter of the Human Resources Committee of the Palomar Health Board of Directors* *13. 71613 Charter of the Strategic and Facilities Planning Committee of the Palomar Health Board of Directors* *14. Charter of the Audit and Compliance Committee* *15. Charter of the Quality Review Committee* *16. Charter of the Community Relations Committee*	Review/ Approve	9	3:40
	B. *Bylaws of Palomar Health (Pp 7-14)*	Review/ Approve	20	4:00
	C. Resolution of the Board of Directors of Palomar Health to Validate Payment of Board Expenses (Pp 15-16)	Review/ Approve	5	4:05
IV.	**Review Items – *Informational Only*** *(ADD B)*			
	A. Legislative Update: ACHD Advocate (October 2026)		5	4:10
	B. Lucidoc Board Policy Listing *(Pp 18)*		5	4:15
Final Adjournment				**4:30**

Note: If you need special assistance to participate in the meeting,
please call 760.740.6375, 72 hours prior to the meeting 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

Linda Greer Conference Room
2125 Citracado Parkway, Suite 300, Escondido, CA 92029

- **Elected Members of the Palomar Health Board of Directors will attend at this location, unless otherwise noticed below**
- **Other 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: 223 586 360 330 86
Passcode: kd9ae2CB
or
Dial in using your phone at 929.352.2216; Access Code: 285 237 470#[1]

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

- **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

PALOMAR HEALTH

DocID: 21790
Revision: 10
Status: Official

Source:

Applies to Facilities:
All Palomar Health Facilities

Applies to Departments:
Board of Directors

Policy : Public Comments and Attendance at Public Board Meetings

I. SUMMARY/INTENT:

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. POLICY: COMPLIANCE - KEY ELEMENTS:

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 additonal 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.

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

PROPOSED PALOMAR HEALTH BOARD OF DIRECTORS POLICY LISTING
Review Date: October 21, 2026

RETIREMENT/ARCHIVING		
ID	**Title**	**Type**
11058	Nursing and Patient Care	Policy
21780	Succession Policy	Policy
21794	Revision of Policies	Policy
21825	Provider Recruitment	
27932	Naming Policy	Policy
44692	Physician Owned Medical Device (POD) Company Arrangements	Policy
51952	CEO Evaluation and Compensation*	Policy
58873	Extraordinary Event Management	Policy
58912	Outsourced Labor Policy	Policy
63352	Board Committee Agenda Creation	Policy
71332	Charter of the Governance Committee of the Palomar Health Board of Directors	Policy
71572	Charter of the Human Resources Committee of the Palomar Health Board of Directors	Bylaws
71612	Charter of the Finance Committee of the Palomar Health Board of Directors	Policy
71613	Charter of the Strategic and Facilities Planning Committee of the Palomar Health Board of Directors	Policy
72512	Charter of the Audit and Compliance Committee	Policy
72513	Charter of the Quality Review Committee	Policy
72752	Charter of the Community Relations Committee	Policy
REVIEW		
ID	Title	Type
21776	Gifts and Donations	Policy
59212	Bylaws of Palomar Health	Policy
REVIEW ON REGULAR SCHEDULE		
ID	Title	Type
21783	Political Activities on Palomar Health Property	Policy
21790	Public Comments and Attendance at Public Board Meetings	Policy
21798	Oath of Office	Policy
21800	Conflict of Interest Code	Policy
21809	Annual Budget Approval	Policy
27092	Annual Adoption of Statement of Investment	Policy
58892	Debt Policy	Policy
62012	Public Comment Form	Form
68552	Board of Directors Code of Conduct	Policy
70012	Board Dispute Resolution Policy	Policy
78652	Disruption of Telephonic or Internet Service	Policy
78732	Appointment of Representatives to the Palomar UCSD Health Authority	Policy
78733	JPA Appointee Position Description	Policy
78734	JPA Appointee Application	Form
79292	Board Per Diem and Compensation	Policy
NEW PROPSOSED		
ID	Title	Type
NA	JPA Evaluation Policy: This topic is covered by the appointment process.	NA
NA	Signatory Policy: This is covered by the resolutions for daily expenses and authorizing signatories for the JPA.	NA

DRAFT
BYLAWS OF PALOMAR HEALTHCARE DISTRICT
BOARD OF DIRECTORS

Purpose: To establish such rules and procedures not inconsistent with applicable governing laws and regulations, that in the opinion of the Board of Directors are appropriate to provide for the exercise of its authority, duties, and responsibilities.

ARTICLE I. DEFINITIONS

1.1 "Board" means the Board of Directors of the District.
1.2 "Board Member" means Member.
1.3 "Director" means a member of the Board
1.4 "District" and/or "PHD" means the Palomar Healthcare District.
1.5 "Brown Act" means the Ralph M. Brown Act, see California Government Code § 54950 *et seq*. and California Health and Safety Code §§ 32106 and 32155.
1.6 "JPA" means the Palomar UCSD Health Authority, a joint powers authority by and between Palomar Healthcare District and UCSD San Diego Health.

ARTICLE II. ORGANIZATION, POWERS, AND PURPOSES

2.1 Organization. The District is a political subdivision of the State of California organized under Division 23 of the Health and Safety Code ("Local Health Care District Law").
2.2 Purposes and Powers. The District is organized for the purposes described in the Local Health Care District Law and has and may exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in the Local Health Care District Law and any other applicable statutes, rules, or regulations of the State of California or the United States, as applicable.
2.3 Bylaws, Policies and Procedures. The Board has the power to adopt, amend, and promulgate District Bylaws, policies, and procedures as appropriate.
2.4 Dissolution. Any proposal to dissolve the District is subject to confirmation by the voters of the District in accordance with Government Code section 56650 *et seq*.

ARTICLE III. OFFICES

3.1 Principal Office. The principal office of the District is currently located at 2125 Citracado Parkway Suite 300, Escondido, CA 92029
3.2 Other Offices. Branch or subordinate office may, at any time, be established by the Board at any place or places within the District.

ARTICLE IV. BOARD

4.1 **General Powers.** The Board is the governing body of the District. All District powers shall be exercised by or under the direction of the Board. The Board is authorized to make appropriate delegations of its powers and authority to officers and employees.

~~**4.1.1**~~ Each Individual Member is accountable to the Board and acts only as a part of the Board. Each individual Member works within the structure of the Board towards the establishment and oversight of the implementation of policies and monitoring of the District's performance with respect to governance, strategic direction, audit and finance, community engagement and advocacy.

4.1.2 Members of the Board of Directors will exercise authority with respect to the District and its affairs only when acting on behalf and at the direction of the Board of Directors. An exception is the Chair of the Board of Directors who may collaborate with designated administrative support staff regarding issues regarding the business of the District, including but not limited to, setting future Board meetings and their agendas. Members of the Board of Directors are not authorized to independently exercise management authority with respect to the District or its affairs except as expressly delegated by the Board.

4.2 **Board Specific Responsibilities:**

4.2.1 Regularly review, approve, and where appropriate, update, the mission and vision statements that guide the District.

4.2.2 Regularly review, approve, and where appropriate, update, all financial policies and plans for the District. This includes, but is not limited to, undertaking, approving, and publishing an annual audit.

4.2.3 Regularly review, approve, and where appropriate, update, a strategic plan, consistent with the District's mission and vision that aligns with the District's plans.

4.2.4 Establish and implement ethical policies that minimize conflicts of interest and ensure compliance with governmental, regulatory, and other agency standards, laws, and principles relative to excellent stewardship of the District.

4.2.5 Periodically evaluate the Board's performance

4.2.6 Perform other duties as may be assigned or directed by the Board.

4.3 **Board Duties.** Members of the Board of Directors have duties as provided by applicable law, any Board-approved policy of the District, and Palomar Health's Board of Directors Code of Conduct ("Code of Conduct).

4.4 **Board Number and Qualification.** The Board shall consist of seven (7) members, each of whom shall be a registered voter residing in their designated Zone within the District.

4.5 **Conflict of Interests.** The Board will endeavor to eliminate from its decision-making process financial or other interests possessed by its members that conflict with the District's interests. Members shall, to the best of their ability, adhere to provisions of the Code of Conduct, and any and all laws and regulations relating to conflicts of interests, including but not limited to the Government Code or Health and Safety Code.

4.6 **Election and Term of Office.** Members are elected by zones within the District pursuant to maps as time to time passed by resolution. At the November 2026 General Election, four members of the Palomar Health District Board of Directors will be elected on a by-zone basis from the four odd numbered, single-member zones (specifically 1, 3, 5, and 7 as such zones may be amended), and every four years thereafter. At the General Election of November 2028, three members of the Palomar Health District Board of Directors will be elected by-zone basis from the three even numbered zones, single-member zones (specifically 2, 4, and 6 as such zones may be amended), and every four years thereafter. Any person appointed to fill a vacancy holds office for the remainder of the unexpired term.

4.7 **Oath of Office.** In compliance with the requirements of section 3, Article XX of the Constitution of the State of California, California Government Code section 1360, and District Resolution 9.14.87(02) all Members, as publicly elected officials of the State of California must take an oath of office.

4.7.1 Except where prohibited by law, the oath of office will be administered before the Member assumes office and may be accomplished by obtaining the Member's signature on a written copy of the oath. Should an official ceremony be preferred (such as oral recitation of the oath), the one administering the oath must be authorized to administer oaths, such as a notary public, a judicial officer, or other authorized individual.

4.7.2 All signed oath documents must be retained on file in the office of the Secretary of the District.

4.7.3 Consistent with California law, the District will not penalize an individual who fails to take the oath for bona fide, legally cognizable reasons. The absence of the oath of a Member does not undermine the acts of the Board as a whole. Actions of a Board taken with an unsworn Member are valid if the vote is such as would be valid in the absence of the unsworn Member, and in any event may be validated by adoption of a resolution which ratifies the past act of the Board.

4.8 **Board Compensation.** Directors shall be compensated at the maximum rate as authorized by the Local Health Care District Law, Section 32103, and as indicated in the Palomar Health Board of Directors Compensation and Reimbursement Policy, or applicable resolution.

4.9 **Orientation and Training:** An orientation consisting of materials will be provided to each newly seated Board Member which familiarizes them with his or her duties and responsibilities, including but not necessarily limited to, good governance practices, mandatory Sexual Harassment Prevention training, the Brown Act, Ethics training (AB 1234), Financial Training (SB 827), and the Code of Conduct.

4.9.1 Members must complete all applicable training mandated by Federal, State, and local law.

4.9.2 Members are expected to participate in the entire Board orientation process and additional ongoing training. Members who do not fulfill this participation expectation are subject to the provision of the Code of Conduct and may be subject to sanctions in accordance with such policy.

4.10 **Vacancies.** Board vacancies created by the events enumerated in Government Code Section 1770 (a) through (l) shall be filled in the manner prescribed by Government Code Section 1780. The Board may decide to fill the vacancy pursuant to an interview process, or without soliciting expressions of interest, 15 days following posting of the vacancy in three conspicuous places within the District. The person thus appointed shall assume all responsibilities including committee assignments of the replaced Board member.

4.11 **Resignation or Removal.** Any Board member may resign effective upon giving written notice to the Chair or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. Pursuant to California Health and Safety Code section 32100.2, the term of any member of the Board expires if the member is absent from three consecutive regular Board meetings or from three of any five consecutive regular meetings of the Board and if the Board by resolution declares that a vacancy exists on the Board. All or any of the Members of the Board may be recalled at any time by the voters following the recall procedure set forth in Division 16 of the Election Code.

4.12 **Liability Insurance.** The District must procure and maintain appropriate policies of insurance (which may include self-insurance) to the extent permitted or required by law.

4.13 **Indemnification of Directors and Officers**. The District may indemnify Members of the Board and officers to the full extent permitted and as required by law and as authorized by the Board against all claims, liabilities, and expenses incurred as a result of an action by the Board, except in the instance of willful misconduct in performance of duties.

4.14 **Health and Welfare Benefits**. The Board may provide health and welfare benefits, pursuant to Government Code section 53200 *et seq*., for the benefit of its elected and former members and their dependents, or permit its elected and former members and their dependents to participate in District programs for such benefits, in accordance with all applicable laws and regulations and current District policy.

ARTICLE V. BOARD MEETINGS

5.1 **Board Meeting**. A meeting of the Board is any congregation of a majority of the members of the Board at the same time and place to hear, discuss, or deliberate upon any item that is within the subject matter jurisdiction of the Board. A meeting is also the use of direct or indirect communications, personal intermediaries or technological devices employed by a majority of the Members of the Board to develop a collective concurrence as to action to be made. Notwithstanding, a members of the Board may communicate directly or through technological devices with District counsel solely for the purpose of calling a special meeting, but not to discuss the substance of any

such special meeting. If such a meeting is properly called for by a majority of the Board, the Board Chair, in conjunction with administrative support, must facilitate the process of scheduling and properly noticing the special meeting in a timely manner without undue delay and in such a way so as to allow for the attendance of as many Members as is practically possible.

5.2 **Open to The Public.** In accordance with State law, all Board and committee meetings are open to the public, except as otherwise provided in applicable laws or regulations, including but not limited to the Brown Act and the Local Health Care District Law.

5.2.1 Members of the public must be afforded an opportunity to provide input to District processes and Board meetings to the extent permitted under applicable laws, including but not limited to the Brown Act and the Local Health Care District Law, as well as any applicable District policies.

5.2.2 Individuals wishing to address a matter not on a Board or committee agenda may also be heard during Public comments: however, in accordance with the law, no Board discussion or action can be taken on items not on the agenda. The Board has a policy limiting any speaker to no more than three minutes during Public Comments or to address a listed agenda item. Time may be extended at the discretion of the Board through the Chair or presiding officer.

5.2.3 In conformity with applicable law, the District does not require public comments to be submitted in advance of the meeting and provides an opportunity for the public to address the Board for a set, timed, public comment period, and will not close public comment until the assigned comment period has elapsed. Notwithstanding the foregoing, in the event that the time allotted to public comment has not elapsed, but there are no other registered public comments, the Board may proceed to other business, provided that the registration period for public comment remains open for the fully allotted time. Should a person register a comment after the Board has proceeded to other business but before the expiration of the time for public comment, the Board must immediately permit the public comment, only after which it may continue the business to which it proceeded. A registered comment received after the fully allotted time for public comment has elapsed is untimely, and may be submitted at the next scheduled session at the election of the person submitting the registration for public comment, such election to be noted in the submitted registration for public comment.

5.3 **Organizational Meeting.** At the Board meeting held annually in December, the Board shall elect of one of its members as Chair, one as Vice Chair, one as Secretary and one as Treasurer. The Board Chair, administrative support staff or District counsel will call for nominations for Board Chair. No vote shall be taken until all nominations have been made. Once all nominations are made, nominations shall be closed, and the vote shall be taken in public. As it relates to the organization meeting, also see Section 5.9.3 for prohibitions on vote-trading and requirements for ethical conduct.

5.4 **Regular Meeting**.

5.4.1 Regular meetings of the Board of Directors shall be held without giving notice to the Board members.

5.4.2 The Board must hold an annual organizational meeting on or around December, during which the Board must elect its officers for the next calendar year. One member must be elected as Chair, one as Vice Chair, one as Secretary, and one as Treasurer.

5.4.3 At the annual organizational meeting, the Board must pass a resolution stating the dates, times, and places of the Board's regular monthly meetings for the following calendar year. The Board may later change the date, time, or location of a meeting upon resolution made at a regular Board meeting. Prior to the annual organizational meeting, a Board Calendar must be distributed to the Board for review and input. The Calendar must contain all events of significance that are known at that time, such significance to be determined by the Board, as well as proposed dates of

Board meetings. Subsequently, a resolution will be prepared based on input received and will be presented for approval in December of each calendar year.

5.4.4 Notice, including the meeting's agenda, must be provided in accordance with Government Code section 54954.2(a)(1) at least 72 hours prior to the beginning of regular meetings.

5.4.5 The 72-hour requirement can be waived, and items can be added to regular meetings if any of the following criteria are met:

5.4.6 During the meeting, a majority of the Board determines that there is an emergency as defined by Government Code section 54956.5 which would give rise to the ability to call an emergency meeting as described below; or

5.4.7 If at least two thirds of the Board members are present, and by a vote of at least two thirds of those Board members present, the Board determines there is a need to take immediate action, and the need for action came to the attention of the District after the agenda was posted.

5.4.8 If less than two thirds of the Board members are present, and by a unanimous vote of those Board members present, the Board determines there is a need to take immediate action, and the need for action came to the attention of the District after the agenda was posted.

5.4.9 The item was posted for a prior meeting occurring not more than five calendar days prior to the date action is taken on the item and at the prior meeting the item was continued to the meeting at which action is being taken, as allowed by Government Code section 54954.2.

5.5 **Special Meetings.** A special meeting may be called at any time by the Chair, or by four (4) Board members, by notice as required by Government Code section 54956. Such notice must be delivered personally or by mail which includes email or text at least twenty-four (24) hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting. Such written notice may be dispensed with as to any Board member who at, or prior to the time the meeting convenes, files with the Secretary a written waiver of notice. Such written notice may also be dispensed with as to any member who is present at the meeting at the time it convenes.

5.6 **Emergency Meetings.**

5.6.1 In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, such as a work stoppage, crippling activity, or another activity that severely impairs public health, safety, or both, as determined by a majority of the Board members, the Board may hold an emergency meeting without complying with either or both the 24-hour notice or posting requirements, provided it complies with the requirements defined in Government Code section 54956.5.

5.6.2 The minutes of an emergency meeting, a list of persons who the Chair or his or her designee notified or attempted to notify, a copy of the roll call vote and any actions taken at the meeting must be publicly posted for a minimum of ten days as soon possible after the meeting**.**

5.7 **Quorum.** A majority of the members of the Board shall constitute a quorum for the transaction of business at any Board meeting except as otherwise required by law. The act of a majority of the Board members presents at a meeting at which a quorum is established shall be the act of the Board.

5.8 **Manner of Acting.** The act of a majority of the members of the Board present at a meeting at which a quorum is present is the act of the Board. No act taken at a meeting at which less than a quorum was present is valid. The Board may follow Robert's Rules of Order as guidance when taking action and obtaining information. Notwithstanding Robert's Rules of Order, the Board may take action on an item of new business provided the Board complies with all applicable law, including but not limited to the Brown Act.

PALOMAR HEALTH

5.9 **Disrupted Meetings.** In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible, and order cannot be restored by the removal of individuals who were willfully interrupting the meeting, the Board Chair may order the meeting room closed and continue in closed session for the remainder of the session, or until the Board Chair determines, in their reasonable discretion, that the session may return to open without disruption. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, must be allowed to attend any session held pursuant to this section. The Board Chair may establish a procedure for readmitting an individual or individuals not responsible for willfully disrupting the orderly conduct of the meeting.

5.10 **Adjournment.** The Board may adjourn any regular or special meeting to a time and place specified in the Order of Adjournment. If less than a quorum is present the meeting will be adjourned and no business shall take place. A copy of the Order or Notice of Adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within twenty-four (24) hours after the time of the adjournment.

5.11 **Rules of Order.** Unless otherwise provided by law, these bylaws, or Board rules, Board meeting procedures shall be in accordance with Robert's Rules of Order. However, failures to follow Robert's Rules of Order shall not invalidate any action taken. The Chair may make and second motions and vote in the same manner as other Board members.

5.8 **Teleconferencing and Virtual Meetings.** The Board members shall be allowed to attend meetings via teleconferencing in accordance with Government Code Section 54953 as amended, including holding virtual meetings during a proclaimed state of emergency when state and local officials have imposed or recommended measures to promote social distancing. All meetings of the Board of Directors shall allow the public to access the meetings using an internet-based service option and a call-in option.

5.9 **Ethics and Transparency.**

5.9.1 Brown Act – All meetings and communications shall be conducted according to California open meeting laws, also known as the Brown Act.

5.9.2 Ethics – All meetings and communications shall be administered according to State law governing the requirements for ethical conduct on the part of public officials and public agencies.

5.9.3 Vote-Trading – California law prohibits public officials from asking for, receiving, or agreeing to receive bribes in exchange for their votes or other official actions, and also forbids them from giving, or offering or promising to give, "any official vote" in exchange for another public official's vote on the "same or another question." Like bribery, vote-trading is a form of a "you-do-this-for-me, I-will-do-this-for-you" practice. In Latin, this is known as a quid pro quo ("this for that"). Quid pro quos are legally risky. Any time a public official stops making decisions based on what is best for the public, the public-decision making process is compromised. Penalties for vote trading include "imprisonment in the state prison for two, three, or four years and…by a restitution fine of not less than $2,000 or not more than $10,000…" A conviction for vote-trading will also lead to an immediate loss of office and permanent disqualification from holding any office in the state.

5.9.4 In addition to the State requirement for elected officials to receive ethics training, financial training the District additionally requires Directors to receive formalized training in State laws related to sexual harassment.

5.9.5 Directors not completing State-required ethics training within the timeframe required by law shall immediately forfeit any meeting stipends or travel reimbursements until compliance is achieved. Such stipends and reimbursements shall also be forfeited by Directors not completing District-required sexual harassment training with the same timeframe.

5.9.6 Orientation – No later than one week from being sworn into office, new Directors shall receive an orientation from the District General Counsel and Administrative Staff Support regarding the Brown Act, prohibitions related to vote trading, the requirement to receive formal ethics training, and other laws governing the requirements for ethical conduct on the

DRAFT

part of public officials and public agencies.

ARTICLE VI. COMMITTEES

6.1 **Appointment.** The Board Chair may form Board committees as needed. Any committee formed including special (ad hoc) shall have membership appointed by the Chair. Committees will have no expressed or implied power or authority except to make recommendations to the Board related to the Committee's purpose and duties. No committee shall have more than three (3) members and membership shall be designated by the Board Chair. The following focuses areas can be handled by a designated committee of up to three (3) members or by a Special Session Board of Directors Meeting:

- **6.1.1 Governance.** This committee aims to oversee, establish, and monitor the effective and efficient management of the governmental processes of the Board including the Board of Directors self-assessment, compliance, Bylaw review, and board member orientation.
- **6.1.2 Community Health and Advocacy.** This committee oversees community needs assessment, state/federal public advocacy and regional health equity initiatives, and strategic partnerships.
- **6.1.3 Strategic Planning.** This committee generates and periodically monitors the Strategic Plan to uphold Palomar Healthcare District's focus to improve the health of district residents.
- **6.1.4 Audit and Finance.** This committee will review budgetary and financial documents relating to prudent investment and allocation of District funds. They will also review the annual audit before it is presented to the Board. This committee shall meet quarterly or as needed.

6.2 **Special Committees or Ad Hoc.** Special or Ad Hoc committees may be appointed by the Chair for special tasks as circumstances warrant, and upon completion of the task for which appointed such special or Ad Hoc committee shall stand discharged. The creation of an Ad Hoc committee must be announced by the Chair at the next regular Board meeting.

6.3 **Consultants.** A committee chairperson may invite additional individuals with expertise in a pertinent area to meet with and assist the committee. Such consultants shall not vote or be counted on in determining the existence of a quorum and may be excluded from any committee session. A committee chairperson may exclude any or all consultants from attending a committee meeting.

6.4 **Schedule/Cadence:** Committees formed shall meet periodically between the hours of 9:00 a.m.to 3:00 p.m. on weekdays (unless mutually agreed upon) to review reports from the administrative support staff, legal counsel, and consultants relating to the subject matter of the committee.
(For Board Discussion)

6.5 **Meetings and Notice.** Meetings of a committee may be called by the Chair of the Board or the Chairperson of the Committee. Each committee shall keep minutes of its proceedings and shall report periodically to the Board.

ARTICLE VII. OFFICERS

7.1 **Chair.** The Board shall elect one of its members as Chair at an organizational regular meeting, who shall hold office until a successor is elected. The term of office is one (1) year. The Chair must perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time, to include:

- 7.1.1 Presiding over all meetings of the Board; this includes, but is not limited to, setting the content of the Board agenda, working with the Secretary, as well as Board or Corporate Counsel, as appropriate, to effectuate any notices as required by law.
- 7.1.2 Recognizing Members entitled to the floor.

7.1.3 Stating and putting to vote all questions which are regularly moved, or necessarily arise in the course of the proceedings, and to announce the result of the vote.
7.1.4 Protecting the Board from annoyance from irrelevant or improper motions through appropriate rules of order.
7.1.5 Assisting in the expediting of business in all ways compatible with the rights of the collective Board and its individual Members, and deciding all questions of order.
7.1.6 Informing the Board, when necessary, or when referred to for the purpose, on a point of order or practice pertinent to pending business.
7.1.7 Authenticating all the acts, orders, and proceedings of the Board, and declaring its will.
7.1.8 Coordinating with the District's administrative management for the implementation of Board direction and policies.
7.1.9 Designating and directing Members of the Board to undertake special responsibilities and to report to the Chair on those activities as directed.
7.1.10 Appointing Members of standing or ad-hoc committees with formal notification to the Board in a timely fashion and no later than the next meeting of the Board.
7.1.11 Representing the Board at official functions when necessary.
7.1.12 Serving as spokesperson for the Board regarding Board actions.
7.1.13 Providing regular updates to the Board regarding major activities within the District, using administrative support, as appropriate.
7.1.14 Implementing processes designed to facilitate the collective awareness of the Board regarding major activities within the District so that all individual board members are provided the opportunity to be equally informed.

7.2 **Vice Chair.** The Board shall elect one of its members as Vice Chair at an organizational meeting, who shall hold office until a successor is elected. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The term of office is one (1) year.

7.3 **Secretary.** The Board shall elect one of its members as Secretary at an organizational meeting, who shall hold office until a successor is elected. The Secretary shall provide for the keeping of minutes of all meetings of the Board. The Secretary shall give or cause to be given appropriate notices in accordance with these Bylaws or as required by law and shall act as custodian of District records, reports, and the District's seal. The Assistant Secretary may act in the absence of the Secretary. The term of office is one (1) year.

7.4 **Treasurer.** The Board shall elect one of its members as Treasurer at an organizational meeting, who shall hold office until a successor is elected. The Treasurer shall be charged with the safekeeping and disbursal of the funds in the Treasury of the District. The Assistant Treasurer may act in the absence of the Treasurer. The term of office one (1) year.

7.5 **Tenure.** Each Board officer described above may serve a two-year term, commencing on the first day of January after the organizational meeting at which he or she is elected to the position. Each officer holds office until the end of the two-year term, or until a successor is elected, unless he or she sooner resigns or is removed from office. A Board Member may run for an officer position provided at least one term separates said Board Member's elected terms.

7.6 **Removal.** A Board officer described above may be removed from office by the affirmative vote of four members of the Board not counting the affected Board member. In addition, an officer described above will automatically be removed from office when his or her successor is elected and is sworn in as a Board member.

RESOLUTION NO. 10.21.26(01)-15

RESOLUTION OF PALOMAR HEALTH VALIDATING PAYMENT OF BOARD EXPENSES

WHEREAS, Palomar Health is a special health care district duly organized and existing under and pursuant to California Health & Safety Code section 32000 *et seq.* and operated by Board of Directors,

WHEREAS, from time to time, pursuant to its Bylaws and the Health & Safety Code, Palomar Board members incur reimbursable expenses;

WHEREAS, the Chair of the Board, acting in that capacity, approved payment of those expenses;

WHEREAS, the Board wishes to validate and approve those payments, a schedule of which is appended hereto;

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

1. That the Board validates and approves the Chair's payment of past expenses.

PASSED AND ADOPTED by the Board of Directors of Palomar Health held on October 21, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: October 21, 2026

APPROVED:	***ATTESTED***:
Michael Pacheco, Chair Board of Directors Palomar Health	Terry Corrales, RN, Secretary Board of Directors Palomar Health

DRAFT

PALOMAR HEALTH DISTRICT BOARD OF DIRECTORS

Date	Meeting/Description	Vendor	Amount
July 2026			
7/6/2026	PH Board Supplies	Staples	$321.03
7/13/2026	Regular Session Board of Directors Meeting	MyeCatering	$132.54
7/30/2026	Special Session Board of Directors Meeting	Filippis Escondido	$86.70
7/30/2026	Special Session Board of Directors Meeting- Refund	Filippis Escondido	-$86.70
August 2026			
8/5/2026	Food	Door Dash - Tina Toos	$29.66
8/5/2026	Food	Door Dash - Swami's	$77.26
8/10/2026	Regular Session Board of Directors Meeting	MyeCatering	$92.80
8/12/2026	ACHD Annual Meeting Flight	Alaska Airlines	$529.60
8/14/2026	ACHD Annual Meeting Refund-Registration	ACHD	-$1,100.00
8/24/2026	ACHD Annual Meeting Re-Registration	ACHD	$1,100.00
September 2026			
9/14/2026	PH Board Supplies	Staples	$190.75
9/14/2026	Regular Session Board of Directors Meeting	MyeCatering	$110.85
9/19/2026	Special Session Board of Directors Meeting - Breakfast	MyeCatering	$86.90
9/19/2026	Special Session Board of Directors Meeting - Lunch	MyeCatering	$84.05
9/21/2026	Special Session Board of Directors Meeting - Lunch	Filippis Escondido	$86.70
		TOTAL	**$1,742.14**

ADDENDUM B

LUCIDOC BOARD POLICY LISTING
Review Date: October 21, 2026

ID	Title	Type	Source	Owner	Next Review Date	Status
27932	Naming Policy	Policy	BOD	Chair of the Board	In Process	Official
44692	Physician Owned Medical Device (POD) Company Arrangements	Policy	BOD	Chair of the Board	6/26/2021	Official
51952	CEO Evaluation and Compensation*	Policy	BOD	Chair of the Board	3/4/2023	Official
59212	Bylaws of Palomar Health	Bylaws	BOD	Chair of the Board	In Process	Official
71572	Charter of the Human Resources Committee of the Palomar Health Board of Directors	Bylaws	BOD	Chair of the Board	5/1/2026	Official
21780	Succession Policy	Policy	BOD	Chair of the Board	5/1/2026	Official
58912	Outsourced Labor Policy	Procedure	BOD	Chair of the Board	5/1/2026	Official
72752	Charter of the Community Relations Committee	Bylaws	BOD	Chair of the Board	9/27/2026	Official
21800	Conflict of Interest Code	Policy	BOD	Chair of the Board	11/12/2026	Official
72513	Charter of the Quality Review Committee	Bylaws	BOD	Chair of the Board	4/9/2027	Official
71613	Charter of the Strategic and Facilities Planning Committee of the Palomar Health Board of Directors	Bylaws	BOD	Chair of the Board	4/9/2027	Official
21809	Annual Budget Approval	Policy	BOD	Chair of the Board	7/1/2027	Official
58892	Debt Policy	Policy	BOD	Chair of the Board	8/6/2027	Official
27092	Annual Adoption of Statement of Investment	Policy	BOD	Chair of the Board	8/13/2027	Official
21776	Gifts and Donations	Policy	BOD	Chair of the Board	11/12/2027	Official
21798	Oath of Office	Policy	BOD	Chair of the Board	11/12/2027	Official
21825	Provider Recruitment	Policy	BOD	Chair of the Board	11/12/2027	Official
63352	Board Committee Agenda Creation	Policy	BOD	Chair of the Board	2/13/2028	Official
11058	Nursing and Patient Care	Policy	BOD	Chair of the Board	4/8/2028	Official
71612	Charter of the Finance Committee of the Palomar Health Board of Directors	Bylaws	BOD	Chair of the Board	4/29/2028	Official
68552	Board of Directors Code of Conduct	Policy	BOD	Chair of the Board	6/15/2028	Official
72512	Charter of the Audit and Compliance Committee	Bylaws	BOD	Chair of the Board	9/10/2028	Official
71332	Charter of the Governance Committee of the Palomar Health Board of Directors	Bylaws	BOD	Chair of the Board	9/10/2028	Official
70012	Board Dispute Resolution Policy	Policy	BOD	Chair of the Board	4/7/2029	Official
21783	Political Activities on Palomar Health Property	Policy	BOD	Chair of the Board	4/7/2029	Official
62012	Public Comment Form	Form	BOD	Chair of the Board	4/7/2029	Official
21790	Public Comments and Attendance at Public Board Meetings	Policy	BOD	Chair of the Board	4/7/2029	Official
78652	Disruption of Telephonic or Internet Service	Policy	BOD	Chair of the Board	4/16/2029	Official
21794	Revision of Policies	Policy	BOD	Chair of the Board	4/16/2029	Official
78732	Appointment of Representatives to the Palomar UCSD Health Authority	Policy	BOD	Chair of the Board	5/11/2029	Official
78734	JPA Appointee Application	Form	BOD	Chair of the Board	5/11/2029	Official
78733	JPA Appointee Position Descdription	Form	BOD	Chair of the Board	5/11/2029	Official
58873	Extraordinary Event Management	Policy	BOD	Chair of the Board	5/28/2029	Official
79292	Board Per Diem and Compensation	Policy	BOD	Chair of the Board	8/13/2029	Official

**Ad Hoc Committee*