



PALOMAR
POMERADO
HEALTH

**BOARD OF DIRECTORS
AGENDA PACKET**

January 20, 2004

*The mission of Palomar Pomerado Health
is to heal, comfort and promote health
in the communities we serve.*

A California Health Care District (Public Entity)

**PALOMAR POMERADO HEALTH
BOARD OF DIRECTORS**

Alan W. Larson, MD, Chairman
T. E. Kleiter, Vice Chairman
Nancy L. Bassett, RN, MBA, Secretary
Marcelo Rivera, MD, Treasurer
Michael Berger, MD
Bruce G. Krider, MA
Nancy H. Scofield
Michael H. Covert, President and CEO

*Regular meetings of the Board of Directors are usually held on the second Monday
of each month at 6:30 p.m., unless indicated otherwise
For an agenda, locations or further information
call (858) 675-5106, or visit our website at www.pph.org*

MISSION STATEMENT

***The Mission of Palomar Pomerado Health is to:
Heal, Comfort, Promote Health in the Communities we Serve***

VISION STATEMENT

***Palomar Pomerado Health will be the health system of choice for patients, physicians and employees,
recognized nationally for the highest quality of clinical care and access to comprehensive services***

CORE VALUES

Integrity

To be honest and ethical in all we do, regardless of consequences

Innovation and Creativity

To courageously seek and accept new challenges, take risks, and envision new and endless possibilities

Teamwork

To work together toward a common goal, while valuing our difference.

Excellence

To continuously strive to meet the highest standards and to surpass all customer expectations

Compassion

*To treat our patients and their families with dignity, respect and empathy at all times and
to be considerate and respectful to colleagues*

Stewardship

To inspire commitment, accountability and a sense of common ownership by all individuals

Affiliated Entities

Escondido Surgery Center * Palomar Medical Center * Palomar Medical Auxiliary & Gift Shop * Palomar Continuing Care Center *
Palomar Pomerado Health Foundation * Palomar Pomerado Home Care * Pomerado Hospital * Pomerado Hospital Auxiliary & Gift Shop *
Palomar Pomerado Health Concern * Ramona Radiology Center * VRC Gateway & Parkway Radiology Center * Villa Pomerado

PALOMAR POMERADO HEALTH
BOARD OF DIRECTORS
REGULAR MEETING AGENDA

Tuesday, January 20, 2004

Open Session: 6:30 p.m. (Note: New Start Time)

Pomerado Hospital
15615 Pomerado Road
Poway, California

	<u>Time</u>	<u>Page</u>
I. CALL TO ORDER		
II. OPENING CEREMONY	5	
A. Pledge of Allegiance		
B. Recitation – Chaplain David Walden		
C. Mission & Vision – Board Member		
<i>“The mission of Palomar Pomerado Health is to heal, comfort and promote health in the communities we serve.”</i>		
<i>“The vision of PPH is to be the health system of choice for patients, physicians and employees, recognized nationally for the highest quality of clinical care and access to comprehensive services.”</i>		
III. PUBLIC COMMENTS	5	
<i>(5 mins allowed per speaker with cumulative total of 15 min per group - for further details & policy see Request for Public Comment notices available in meeting room).</i>		
IV. * MINUTES	3	
Regular (Annual) Meeting – December 15, 2003 <i>(separate cover) Attach</i>		
V. * CONSENT ITEMS	2	
A. Approval of Kaiser Hospital Services Agreement		1
VI. REPORTS		
A. <u>Medical Staffs</u>	10	
* 1. Palomar Medical Center – James S. Otoshi, M.D.		
a. Credentialing/Reappointments		2
* 2. Escondido Surgery Center – L. Richard Greenstein, M.D.		
a. Credentialing/Reappointments		15
* 3. Pomerado Hospital – Alan J. Conrad, M.D.		
a. Credentialing/Reappointments		16

“In observance of the ADA (Americans with Disabilities Act), please notify us at 858-675-5106, 48 hours prior to the meeting so that we may provide reasonable accommodations”

A. Administrative

- | | | | |
|----|--|----|----------------------|
| 1. | <u>President, Palomar Pomerado Health Foundation -</u>
Chair PPHF, Mary Evert | 5 | <i>Verbal Report</i> |
| 2. | <u>Chairman of the Board</u> – <i>Alan W. Larson, M.D.</i> | 10 | <i>Verbal Report</i> |
| * | a. Appointment of Treasurer | 18 | |
| * | b. Resolution No. 01.20.04(01)-1 to Amend and Restate
the Bylaws of Palomar Pomerado Health to Increase
the Voting Membership of the Strategic Planning
Committee | 19 | |
| 3. | <u>President and CEO</u> – <i>Michael Covert</i> | 15 | <i>Verbal Report</i> |
| | a. December Values in Action Recipient | | |
| * | b. Resolution No. 01.20.04(02)-2 : Amendment and Adoption of
the Revised Vision Statement contained in
PPH Policy No. 10-600 – Mission, Vision and
Ethics Vision Statements | 72 | |

VII. INFORMATION ITEMS (Discussion by exception only)

- | | | | | |
|----|---|---|---------------------|----|
| A. | Escondido Health Care Advisory Council | } | Community Relations | 75 |
| B. | Community Programs Review | } | Community Relations | 76 |
| C. | Community Relations Committee 2003
Year-End Review | } | Community Relations | 77 |
| D. | Vision Statement Review | } | Strategic Planning | 78 |
| E. | Architectural Presentation | } | Strategic Planning | 79 |

VIII. BOARD MEMBER COMMENTS/AGENDA ITEMS FOR NEXT MONTH

IX. ADJOURNMENT

Palomar Pomarado Health
BOARD OF DIRECTORS
REGULAR BOARD MEETING
 Palomar Medical Center, Graybill Auditorium, Escondido
 Monday, December 15, 2003

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
CALL TO ORDER	6:02 pm		
OPENING CEREMONY	The Pledge of Allegiance was recited in unison, followed by an inspirational reading by Chaplain Hard (<i>attached</i>).		
MISSION AND VISION STATEMENT	Director Krider		
	The PPH mission and vision statements were read by Director Krider, as follows:		
	<i>The mission of Palomar Pomarado Health is to heal, comfort and promote health in the communities we serve.</i>		
	<i>The vision is that PPH will have the highest patient satisfaction in California.</i>		
ESTABLISHMENT OF QUORUM	Bassett, Berger, Kleiter, Krider, Larson, Rivera, Scofield		
NOTICE OF MEETING	Notice of Meeting was mailed consistent with legal requirements		
PUBLIC COMMENTS	None		
APPROVAL OF MINUTES			
<ul style="list-style-type: none"> • November 20, 2003 Joint Board & Strategic Planning Meeting 		<p>MOTION: by Kleiter, 2nd by Scofield and carried unanimously that the minutes of the November 20, 2003 Joint Board & Strategic Planning Meeting be approved as submitted.</p>	
CONSENT AGENDA		<p>MOTION: by Bassett, 2nd by Scofield and carried unanimously to approve the Consent Agenda as presented.</p>	
PRESENTATION			
<ul style="list-style-type: none"> ▪ The Crusade Study 	Barbara Buesch, RN, BSN Quality Management, introduced Dr. Robert Stein who		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
	<p>explained that the CRUSADE study has awarded Palomar Medical Center a National Quality Improvement Initiative plaque for excellent care of Acute Coronary Syndrome/Non ST segment MI patients and that we are the only participating hospital in San Diego County thus far to receive this award.</p> <p>As the study progresses, we can expect to see benefits in lower patient mortality, shorter length of stay, lower hospital cost, and increased satisfaction. Finally, we should be able, by continuing the CRUSADE study, to obliterate gender bias, age bias, and paradoxical care bias based on diabetes, and congestive heart failure. Dr. Stein confirmed that such benefits will also be in place at Pomerado.</p> <p>Following this presentation (<i>attached</i>) the plaque was duly presented by Dr. Tesoro, to Dr. Larson, Chairman of the Board, who expressed pleasure at the successes to date and continuation of this excellent work.</p>		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
<ul style="list-style-type: none"> Compliance Report – Annual Evaluation including 4th Qtr FY 03 and 1st Qtr FY 04 	<p>Jim Neal, Director of Corporate Compliance and Integrity, provided for Board information, a verbal report and slide presentation for the Annual Evaluation Compliance Report, including 4th Qtr FY 2003 and 1st Qtr FY 2004. FY 04 Goals were reviewed and in Summary the compliance program remains a dynamic evolving program and we are establishing ethical collateral.</p> <p>Regarding our program effectiveness, Attorney Paul DeMuro commented that our current compliance program is doing a fine job, there can always be improvement, but that the program is as good as in many other hospital systems. In response to a question from Director Krider, Mr. Neal replied that Compliance and QA staff work well together. Chairman Larson then thanked Mr. Neal for his informative report and was gratified by his passion and thoroughness.</p>		
REPORTS			
Medical Staff			
Palomar Medical Center			
<ul style="list-style-type: none"> Credentialing 	<p>Duane Buringrud, MD, Chief of Staff presented PMC's requests for approval of Credentialing Recommendations.</p>	<p>MOTION: by Scofield, 2nd by Kleiter and carried to approve the PMC Medical Staff Executive Committee credentialing recommendations for the PMC Medical Staff, as presented. None opposed.</p> <p>Directors Larson and Rivera abstained to avoid potential conflict of interest.</p>	<p>It was noted that credentials can be for members of a combined medical group or sub-specialty or, based on the credentialing of a particular member.</p> <p>Attorney Paul DeMuro was asked to put this into writing for the Orientation packet.</p>
<ul style="list-style-type: none"> Increase in Application/ 	<p>Duane Buringrud, MD, presented PMC's</p>	<p>MOTION: by Scofield, 2nd by</p>	

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
<p>Reappointment Fees</p>	<p>request for the non-refundable application fee for PMC to be increased by \$200. Approximately \$70 of the increase will pay for performance of background checks on all new applicants. Remainder of the increase to be utilized to offset the cost of hiring an additional employee to assist with credentialing and Medical Staff Services functions. This increase would raise the application fee from \$200 to \$400 for PMC and from \$350 to \$550 if the individual is applying to both PMC and Pomerado Hospital.</p> <p>In addition, a proposed biannual Reappointment Fee of \$50 is to be instituted, whereby at present there is no reappointment fee.</p>	<p>Kleiter and carried to approve the PMC Medical Staff's Increase in Application/Reappointment Fees, as presented. None opposed.</p> <p>Directors Larson and Rivera abstained to avoid potential conflict of interest.</p>	
<ul style="list-style-type: none"> ▪ Department of Trauma Rules and Regulations 	<p>Duane Buringrud, MD explained that the revisions to the Department of Trauma Rules and Regulations approved at the November 24, 2003 PMC Executive Committee are to more clearly define the role of Trauma Program Medical Director and to combine that role with the position of Department Chairman. They also incorporate recommendations from the American College of Surgeons criteria for trauma center certification and San Diego County criteria for designation.</p>	<p>MOTION: by Kleiter, 2nd by Bassett and carried to approve the revisions to the Department of Trauma Rules and Regulations approved at the November 24, 2003 PMC Executive Committee to more clearly define the role of Trauma Program Medical Director and combination of that role with the position of Department Chairman, and incorporate recommendations from the American College of Surgeons criteria for trauma center certification, as previously discussed. None opposed.</p> <p>Directors Larson and Rivera abstained to avoid potential conflict of interest.</p>	
<ul style="list-style-type: none"> ▪ Department of Orthopaedic Surgery/ Rehabilitation Rules and 	<p>Duane Buringrud, MD presented PMC Executive Committee's recommended approval of an addition to the Department of</p>	<p>MOTION: by Rivera, 2nd by Bassett and carried to table this item for future review. None opposed.</p>	<p>Item tabled. Attorney Paul DeMuro to follow up with Dr. Buringrud.</p>

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
Regulations	<p>Orthopaedic Surgery/Rehabilitation Rules and Regulations, Emergency Department Consultation Policy. The revision is intended to insure that patients who present to the ED are able to be seen locally for follow-up care. Revision was reviewed by legal counsel.</p> <p>Discussion ensued between the Board and Dr. Buringrud regarding patient care and safety and that some patients live outside our area. PMC Executive Committee felt that patients acquired by taking emergency call should be seen locally (within an approximately 15 minutes drive of PMC) to provide readily available follow-up care without undue delay by other physicians who may be outside the area.</p> <p>Director Rivera was concerned about the arbitrary nature of 15 minutes in a district that is 800 square miles and what that means for patients in outlying areas. Further discussion ensued and Attorney Paul DeMuro was asked to get back to Dr. Buringrud on the matter. Chairman Larson felt that there could be big reimbursements for Ortho/Trauma patients whereby medical coverage from outside areas such as Los Angeles/Riverside could adversely impact us and we may be unable to provide good local follow-up care.</p> <p>As this was Dr. Buringrud's last meeting during his tenure as PMC Chief of Staff, he was sincerely thanked by Chairman Larson for his attendance and input at Board meetings.</p>		
Escondido Surgery Center			
<ul style="list-style-type: none"> ▪ Credentialing 	L. Richard Greenstein, MD, Medical Director, presented requests for approval of Credentials	MOTION: by Scofield, 2 nd by Kleiter and carried to approve the	

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
Pomerado Hospital		<p>PMC Medical Staff Executive Committee credentialing recommendations for the Escondido Surgery Center, as presented. None opposed.</p> <p>Directors Larson and Rivera abstained to avoid potential conflict of interest.</p>	
<ul style="list-style-type: none"> ▪ Credentialing 	<p>George Y. Kung, MD, Chief of Staff presented Pomerado Hospital's requests for approval of Credentialing Recommendations.</p> <p>As this was Dr. Kung's last meeting during his tenure as Pomerado Chief of Staff, he was sincerely thanked by Chairman Larson for his attendance and input at Board meetings.</p>	<p>MOTION: by Kleiter, 2nd by Bassett and carried to approve the Pomerado Medical Staff Executive Committee credentialing recommendations for the Pomerado Medical Staff, as presented. None opposed.</p> <p>Directors Larson and Rivera abstained to avoid potential conflict of interest.</p>	
Administrative			
Chairperson - Palomar Pomerado Health Foundation	<p>Director Bruce Krider, on behalf of Mary Evert, Chairperson of the Foundation provided a verbal report to the Board regarding the Foundation's recent activities. An amount of \$145,444 was raised for employee relief due to the recent devastating fires, and will provide for matching funds.</p> <p>Finalizing of the Community Conversations program and videotaping is underway. These will be shown to community organizations during January – March, 2004.</p> <p>The second meeting of the Chairman's Council was held the previous Tuesday at Community National Bank with Catherine Lew and Jack</p>		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
	<p>Raymond.</p> <p>The Annual Fall Appeal was successful and raised over \$59,000 from employees.</p>		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
<p>Chairman of the Board - Palomar Pomerado Health</p> <ul style="list-style-type: none"> Resolution No. 12.15.03(01) 	<p>Chairman Larson requested approval to the Resolution Establishing Dates of Regular Board Meetings for Calendar Year 2004, noting that a Draft Board Calendar had also been provided, and that the Board should provide further input if required at this stage, to allow for possible date changes, if any.</p> <p>Following Board input and final discussion, it was required that January 19 be moved to January 20; April 19 be moved to April 12; and that October 11 be moved to October 18. With these amended dates in mind a motion was made to approve the Resolution.</p>	<p>MOTION: by Scofield, 2nd by Kleiter and unanimously carried to adopt Resolution No. 12.15.03(01) as submitted, with date amendments that January 19 be moved to January 20; April 19 be moved to April 12; and October 11 be moved to October 18. Remaining dates to remain as submitted. None opposed.</p>	<p>Board Members, all relevant Staff, PMC and Pomerado Medical Staff offices and interested parties will be issued with a list of Board Meeting dates for calendar year 2004 by the Board Office.</p>
<ul style="list-style-type: none"> Election of Officers 	<p>Chairman Director Kleiter was more than happy to nominate for a second successive year as Board Chairman, Alan W. Larson, M.D. for 2004.</p> <p>Vice Chairman Director Rivera affirmed his confidence in Director Kleiter by proposing him as Vice Chairman of the Board for 2004.</p> <p>Secretary Director Scofield relayed her pleasure in proposing Director Bassett as Secretary of the Board for 2004.</p>	<p>MOTION: by Kleiter, 2nd by Scofield and unanimously approved to re-elect Alan W. Larson, M.D. as Chairman of the Board for calendar year 2004. None opposed.</p> <p>Chairman Larson thanked the Board for the confidence placed in him for his election of a second year as Chairman.</p> <p>MOTION: by Rivera, 2nd by Bassett and unanimously approved to re-elect Director Kleiter as Vice Chairman of the Board for calendar year 2004. None opposed.</p> <p>MOTION: by Scofield, 2nd by Rivera and unanimously approved to elect Director Bassett as Secretary of the Board for calendar year 2004. None opposed.</p>	

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
	<p>Treasurer Chairman Larson noted that this position will probably be held by the Chairman of the Finance Committee for 2004. Outcome to be awaited.</p>		
<p>President and CEO</p> <ul style="list-style-type: none"> Commendations 	<p>Michael Covert acknowledged Duane Buringrud, MD and George Kung, MD, each of whom had provided counsel and leadership for their respective medical staffs during their tenures. He also acknowledged Mr. Jim Neal, Director of Compliance and Integrity, noting that he and Jim Neal meet on a monthly basis with the Board Chairman, Legal Counsel regarding compliance matters and that it is good to have Mr. Neal in this role.</p>		
<ul style="list-style-type: none"> November 2003 Values in Action Recipient 	<p>Michael Covert announced that the Values in Action recipient for November 2003, was Lorie Harmon, Assistant to Marcia Jackson in the Planning and Marketing Department. Ms Jackson then introduced Ms Harmon to the Board stating that Ms Harmon had done an excellent job and was always willing to assist in whatever way she could and was deserving of this award. It was noted that a new Vision Statement is in process which incorporates input from former Employees of the Month.</p>		
<ul style="list-style-type: none"> Goals FY 2004 Update 	<p>Michael Covert introduced Marcia Jackson to present the FY 2004 Goals Update to the Board. Ms. Jackson, in conjunction with Gerald Bracht, Bob Hemker, Elizabeth Renfree, Lorie Shoemaker, Gil Taylor and Dr. Tesoro then reported via overheads (<i>attached</i>).</p> <p>Michael Covert stated that there will be continual updates via respective committees or board meetings in this regard with additional information provided by him if necessary.</p>		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
INFORMATION ITEMS	Discussion by exception only. No questions were raised regarding Information Items		
<ul style="list-style-type: none"> ▪ Community Relations Committee 			
<ul style="list-style-type: none"> ▪ Strategic Planning Committee 			
<ul style="list-style-type: none"> ▪ Quality Review Committee 			
<ul style="list-style-type: none"> ▪ ad hoc Committee for Nursing Future 			
<ul style="list-style-type: none"> ▪ Finance Committee 			
COMMITTEE REPORTS			
Human Resources			
<ul style="list-style-type: none"> • Resolution No. 12.15.03(02) 	Director Kleiter provided background information noting that this revision is consistent with what occurs in other special districts and following review by our legal counsel.	MOTION: by Kleiter, 2 nd by Scofield and unanimously carried that authorization be given to a revision to the Bylaws regarding Benefits to Board Members. None opposed.	
Finance			
<ul style="list-style-type: none"> • Resolution No. 12.14.03(02) 	Director Rivera noted that these were two resolutions to provide for "housekeeping" items relative to new bank accounts.	MOTION: by Scofield, 2 nd by Bassett with one amendment to change the Board Secretary's name for 2004 to Nancy Bassett. Unanimously carried to Authorize Creation of New Bank Account – PPH Central Accounts Payable in Lawson. None opposed.	
<ul style="list-style-type: none"> • Resolution No. 12.15.03(04) 		MOTION: by Scofield, 2 nd by Bassett with one amendment to change the Board Secretary's name for 2004 to Nancy Bassett. Unanimously carried to Authorize Creation of New Bank Account – PPH Payroll in Lawson. Unanimously carried.	

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
<ul style="list-style-type: none"> CSUSM Extended Studies – Requested Funding for Nursing Refresher Program 	<p>Director Rivera relayed to the Board the information from Finance Committee whereby CSUSM has developed a proposal for consideration by area hospitals to participate in a two-year funding commitment to ensure the continuity of the Nurse Refresher Program. The full two-year cost is \$300,000 to fund the program. CSUSM request a two-year commitment from PPH of \$60,000 per year, or a total of \$120,000. The funding commitment would ensure 10 spots per session for PPH return-to-work nurses. Other hospitals had also received such a proposal. CSUSM expects the program to be self-sustaining at the end of two years.</p> <p>The Committee had inquired if additional funding over the \$60,000 would result in additional spots allocated to PPH. Since they are considered scholarships from PPH, the answer was affirmative. As a result, the Committee deemed a higher level of participation appropriate.</p>	<p>MOTION: By Bassett, 2nd by Kleiter and unanimously carried that an amount of up to \$100,000 per year for each of two (2) years for funding of the program be approved. Unanimously carried.</p>	<p>Director Rivera cautioned about this being only a \$60,000 per year request, and asked that the CEO follow up on the matter.</p>
<p>BOARD MEMBER COMMENTS/AGENDA ITEMS FOR NEXT MONTH</p>	<p>Chairman Larson stated that he was very honored and privileged to have been asked to serve as Chair again for 2004 and he had enjoyed working with the Board and being involved in the Board's Annual Self-Evaluation. He believes it to be possibly one of the best cohesive boards there has been. Director Scofield concurred. He continued that everyone will be learning their various Board oversight functions and thanked everyone for their confidence.</p> <p>In retrospect, Chairman Larson acknowledged our recently hired legal counsel, and the work undertaken by Christine Meaney as Assistant</p>		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
	<p>to the Board following Rose Godfrey's departure in May, 2003. He also acknowledged Gelsy Shiell as Assistant to the CEO since September, 2003. In addition, he wished to thank Gerald Bracht for managing both PMC and Pomerado Hospital during Chairman Larson's 2003 tenure. He expressed pleasure at the customer service updates, Gallup Poll updates and surveys, all of which was exciting data. Marcia Jackson had undertaken a heavy-duty position overseeing both Marketing and Planning including the new Strategic Planning and Community Relations Committees. He also thanked Elizabeth Renfree in her role as head of Information Systems and the technology that is being introduced.</p> <p>Acknowledgements were also made to Dr. Tesoro for JCAHO's exceptional results and receipt of two recent awards by PPH. Bob Hemker's June 30, 2003 financial report was exceptional as was the Moody's report for PPH. He continued that there had been a lot of dramatic and successful changes during 2003 and thanked all for their participation. He predicted that 2004 will also be a very exciting year, and looked forward with confidence.</p>		
ADJOURNMENT	Meeting adjourned at 8:35 p.m.		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
SIGNATURES <ul style="list-style-type: none"> ▪ Board Secretary ▪ Board Assistant 	<p>_____</p> <p>Nancy L. Bassett, R.N., M.B.A.</p> <p>_____</p> <p>Christine D. Meaney</p>		

Hospital Services Agreement between Kaiser Foundation Hospitals and PPH

TO: Board of Directors
January 20, 2004, Board of Directors Meeting

MEETING DATE: Strategic Planning Committee
Thursday, December 18, 2003

FROM: Michael Covert, President and CEO
Robert A. Hemker, CFO

Background: The Agreement is the culmination of ongoing discussions for a long-term hospital services agreement with Kaiser, and the resultant capacity required to meet the needs of the agreement.

The Agreement achieves the key strategies, expected benefits, and resolution to key issues on a long-term basis. Notably, they include:

- Predictability and consistency of our relationship with Kaiser through a minimum period until 2020. Additionally, the agreement provides for five-year renewal periods.
- Financial stability and predictability of the reimbursement through 2020 and levels consistent—including future inflationary and cost adjustments—with the current contract.
- Better assurance of adequate bed and supporting services capacities through the building of additional beds funded by Kaiser on a pro-rata basis.

The Agreement will provide for the provision of hospital services to members of Kaiser Health Plan to assure adequate health services to the communities of the District.

Budget Impact: Patient care reimbursement rates result in net patient revenues consistent with budgeted revenues. Fixed revenues for facilities consistent with anticipated project costs.

Staff Recommendation: Management recommends approval of the Agreement. It is a key component of our strategic focus and achievement of our facilities plan. Approval will enable management to execute the final form Agreement.

Committee Questions:

COMMITTEE RECOMMENDATION:

Motion: X

Individual Action:

Information:

Required Time:

MEDICAL STAFF SERVICES

December 22, 2003



TO: Board of Directors
BOARD MEETING DATE: January 20, 2004
FROM: Duane M. Buringrud, M.D., Chief of Staff
PMC Medical Staff Executive Committee
SUBJECT: Medical Staff Credentialing Recommendations

PALOMAR MEDICAL CENTER

- I. Provisional Appointment
Alison N. Graham, D.O., Neonatology
Manisha S. Kumar, D.O., Internal Medicine
Priscilla M. Madsen, M.D., Pulmonary Disease/Critical Care
Parmjit M. Singh, M.D., Internal Medicine
- II. Reinstatement to Provisional Status from Leave of Absence
Susan S. Panah, D.O., Internal Medicine (effective 01/16/04)
- III. Advance from Provisional to Active Status
David A. Haffie, D.O., Family Practice
Bradley A. Patay, M.D., Medicine/Pediatrics
- IV. Additional Privileges
David W. Cloyd, M.D., General Surgery
 - Percutaneous Endoscopic GastrostomyThomas A. Jones, M.D., Urology
 - Moderate SedationSamuel C. Kim, M.D., Neurosurgery
 - Use of FluoroscopyPaul Neustein, M.D., Urology
 - Moderate SedationThomas E. Rastle, M.D., Family/General Practice
 - Immobilization of uncomplicated, undisplaced fractures of wrist, ankle, tibial shaft, fibula and humerus.Robert T. Reichman, M.D., Cardiothoracic Surgery
 - Trans-Mural Revascularization utilizing CO2 Laser
 - Atrial Fibrillation AblationDouglas A. Shapiro, M.D., Anesthesiology
 - Fluoroscopy Directed Procedures:
 - Epidural Injection with or without catheter placement: Cervical, Thoracic, Lumbar and Caudal
 - Sympathetic Ganglion Block: Stellate and Lumbar
- V. Voluntary Resignations/Withdrawal of Membership
William J. Roy, Jr., M.D., Gynecologic Oncology (effective 01/14/04)
Erin R. Stucky, M.D., Pediatrics (effective 01/14/04)

PALOMAR MEDICAL
CENTER
555 East Valley Parkway
Escondido, CA 92025
Tel 760.739.3140
Fax 760.739.2926

POMERADO
HOSPITAL
15615 Pomerado Road
Poway, CA 92064
Tel 858.613.4664
Fax 858.613.4217

ESCONDIDO
SURGERY CENTER
343 East Second Avenue
Escondido, CA 92025
Tel 760.480.6606
Fax 760.480.1288

VI. Reappointment Effective through July 31, 2004

V. Don Kirtland, M.D. Family/General Practice Dept of Family Practice Active

Reappointments Effective through January 31, 2006

Lori A. Coleman, M.D.	Radiation Oncology	Dept of Radiology	Active
Robin S. Daus, M.D.	Family/General Practice	Dept of Family Practice	Active
Toni B. Georgiades, D.D.S.	Dentistry	Dept of Surgery	Associate
(Changed from Courtesy to Associate)			
Jay R. Grossman, M.D.	Dermatology	Dept of Medicine	Courtesy
Todd J. Harker, M.D.	Pediatrics	Dept of Pediatrics	Active
Gregory A. Langford, M.D.	OB/GYN	Dept of OB/GYN	Active
Albert W. Lin, D.D.S.	Oral & Maxillofacial Surgery	Dept of Surgery	Courtesy
Blesilda Mario-Singh, M.D.	Pathology	Dept of Pathology	Active
Philip C. Mathis, M.D.	Emergency Medicine	Dept of Emergency Med	Active
Anne P. McKeirman, M.D.	OB/GYN	Dept of OB/GYN	Active
Peter J. Minkoff, M.D.	Family Practice	Dept of Family Practice	Active
Carolyn O. Monahan, M.D.	Pediatrics	Dept of Pediatrics	Active
Elizabeth E. Payne, M.D.	Pediatrics	Dept of Pediatrics	Active
Isabel J. Pereira, M.D.	Internal Medicine/Geriatrics	Dept of Medicine	Associate
Jeffrey M. Rosenburg, M.D.	Cardiothoracic Surgery	Dept of Surgery	Active
Thomas J. Sergott, M.D.	Plastic Surgery	Dept of Surgery	Active
Lynn Sheffey, M.D.	Family/General Practice	Dept of Family Practice	Active
Kenneth G. Trestman, M.D.	Pulmonary Disease	Dept of Medicine	Active
Thomas S. Velky, Jr., M.D.	General Surgery	Dept of Surgery	Active
Marcia H. Yee, M.D.	Geriatric Medicine	Dept of Medicine	Associate

One Year Provisional Reappointments

Lien T. Do, M.D., OB/GYN
 Racquel D. Innis-Shelton, M.D., Internal Medicine
 Mohammad Pashmforoush, M.D., Cardiology

VII. Allied Health Professional Appointment

Christine M. Anderson, M.S., Audiologist; Sponsors: Drs. Fitzgerald and Kripps
 Rachel A. Christian, P.A., E.D. Physician Assistant; Sponsors: CEP
 Tatyana Y. Zinovyeva, CRC, Clinical Research Coordinator; Sponsors: Drs. Mirow and Signer

Certification by and Recommendation of Chief of Staff:

As Chief of Staff of Palomar Medical Center, I certify that the procedures described in the Medical Staff Bylaws for appointment, reappointment or alteration of staff membership or the granting of privileges and that the policy of the Palomar Pomerado Health System's Board of Directors regarding such practices have been properly followed. I recommend that the action requested in each case be taken by the Board of Directors.

**PALOMAR POMERADO HEALTH SYSTEM
PROVISIONAL APPOINTMENT
JANUARY, 2004**

PERSONAL INFORMATION

<i>Provider Name & Title</i>	Munish K. Batra, M.D.
<i>PPHS Facilities</i>	Pomerado Hospital

SPECIALTIES/BOARD CERTIFICATION

<i>Specialties</i>	Surgery, General - Certified: 1997 Plastic Surgery - Certified: 2000
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ORGANIZATIONAL NAME

<i>Name</i>	Munish Batra, M.D., P.C.
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EDUCATION/AFFILIATION INFORMATION

<i>Medical Education Information</i>	Case Western Reserve University, Cleveland, OH From: 09/01/1987 To: 05/27/1991 Doctor of Medicine Degree
<i>Internship Information</i>	N/A
<i>Residency Information</i>	Saint Luke's Medical Center, Cleveland, OH General Surgery From: 07/01/1991 To: 06/30/1996 University of California, San Diego Plastic Surgery From: 07/01/1996 To: 06/30/1998
<i>Fellowship Information</i>	Primary Children's Medical Center, Salt Lake City, UT Craniofacial & Pediatric Plastic & Reconstructive Surgery From: 07/01/1998 To: 06/30/1999
<i>Current Affiliation Information</i>	Sharp Coronado Hospital Elite Surgical Center, Del Mar Elite Surgical Centers, Escondido Del Mar Surgery Center North Coast Surgery Center University of California, San Diego Elite Surgical Center, Point Loma HealthSouth, Center for Surgery of Encinitas Scripps Memorial Hospital, La Jolla Scripps Memorial Hospital, Encinitas Sharp Memorial Hospital Tri-City Medical Center

**PALOMAR POMERADO HEALTH SYSTEM
PROVISIONAL APPOINTMENT
JANUARY, 2004**

PERSONAL INFORMATION

<i>Provider Name & Title</i>	George A. Brooker , Jr., D.O.
<i>PPHS Facilities</i>	Pomerado Hospital

SPECIALTIES/BOARD CERTIFICATION

<i>Specialties</i>	Anesthesiology – Not Board Certified
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ORGANIZATIONAL NAME

<i>Name</i>	Anesthesia Service Medical Group, Inc.
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EDUCATION/AFFILIATION INFORMATION

<i>Medical Education Information</i>	University of Osteopathic Medicine & Health Sciences, Des Moines, IA From: 08/22/1995 To: 06/04/1999 Doctor of Osteopathy
<i>Internship Information</i>	Botsford General Hospital, Farmington Hills, MI Rotating From: 07/01/1999 To: 06/30/2000
<i>Residency Information</i>	Johns Hopkins Hospital, Baltimore, MD Anesthesia From: 07/01/2000 To: 06/30/2003
<i>Fellowship Information</i>	None
<i>Current Affiliation Information</i>	None

**PALOMAR POMERADO HEALTH SYSTEM
PROVISIONAL APPOINTMENT
JANUARY, 2004**

PERSONAL INFORMATION

<i>Provider Name & Title</i>	Alison N. Graham, D.O.
<i>PPHS Facilities</i>	Pomerado Hospital Palomar Medical Center

SPECIALTIES/BOARD CERTIFICATION

<i>Specialties</i>	Neonatal-Perinatal Medicine – Not Board Certified Pediatrics – Certified: 1999
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ORGANIZATIONAL NAME

<i>Name</i>	Children's Specialists of San Diego
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EDUCATION/AFFILIATION INFORMATION

<i>Medical Education Information</i>	Chicago College of Osteopathic Medicine, Downers Grove, IL From: 08/31/1992 To: 06/02/1996 Doctor of Osteopathy Degree
<i>Internship Information</i>	N/A
<i>Residency Information</i>	Michigan State University/Sparrow Health System, Lansing, MI Pediatrics From: 07/01/1996 To: 06/30/1999
<i>Fellowship Information</i>	University of California, San Diego Neonatology From: 07/01/1999 To: 06/30/2002
<i>Current Affiliation Information</i>	Grossmont Hospital Scripps Memorial, Chula Vista Sharp Memorial Hospital, Chula Vista Sharp Mary Birch Hospital Children's Hospital, San Diego

**PALOMAR POMERADO HEALTH SYSTEM
PROVISIONAL APPOINTMENT
JANUARY, 2004**

PERSONAL INFORMATION

Provider Name & Title	John R. Hannig, M.D.
PPHS Facilities	Pomerado Hospital

SPECIALTIES/BOARD CERTIFICATION

Specialties	Obstetrics and Gynecology - Certified: 1987/1997
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ORGANIZATIONAL NAME

Name	Escondido OB/GYN Medical Group
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EDUCATION/AFFILIATION INFORMATION

Medical Education Information	University of Minnesota, Minneapolis, MN From: 09/09/1977 To: 03/21/1981 Doctor of Medicine Degree
Internship Information	Naval Hospital, Oakland Obstetrics/Gynecology From: 07/01/1981 To: 06/30/1982
Residency Information	Naval Hospital, Oakland Obstetrics/Gynecology From: 07/01/1982 To: 06/30/1985
Fellowship Information	None
Current Affiliation Information	Escondido Surgery Center Palomar Medical Center

**PALOMAR POMERADO HEALTH SYSTEM
PROVISIONAL APPOINTMENT
JANUARY, 2004**

PERSONAL INFORMATION

<i>Provider Name & Title</i>	Manisha S. Kumar, D.O.
<i>PPHS Facilities</i>	Palomar Medical Center

SPECIALTIES/BOARD CERTIFICATION

<i>Specialties</i>	Internal Medicine – Certified: 2003
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ORGANIZATIONAL NAME

<i>Name</i>	Neighborhood Healthcare
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EDUCATION/AFFILIATION INFORMATION

<i>Medical Education Information</i>	College Of Osteopathic Medicine of the Pacific, Western University of Health Sciences, Pomona, CA From: 08/07/1996 To: 06/02/2000 Doctor of Osteopathy Degree
<i>Internship Information</i>	White Memorial Medical Center, Los Angeles, CA Internal Medicine From: 07/01/2000 To: 06/30/2001
<i>Residency Information</i>	White Memorial Medical Center, Los Angeles, CA Internal Medicine From: 07/01/2001 To: 06/30/2003
<i>Fellowship Information</i>	None
<i>Current Affiliation Information</i>	None

**PALOMAR POMERADO HEALTH SYSTEM
PROVISIONAL APPOINTMENT
JANUARY, 2004**

PERSONAL INFORMATION

<i>Provider Name & Title</i>	Priscilla M. Madsen, M.D.
<i>PPHS Facilities</i>	Pomerado Hospital Palomar Medical Center

SPECIALTIES/BOARD CERTIFICATION

<i>Specialties</i>	Pulmonary Disease – Not Board Certified Internal Medicine – Certified: 2002
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ORGANIZATIONAL NAME

<i>Name</i>	Escondido Pulmonary Medical Group
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EDUCATION/AFFILIATION INFORMATION

<i>Medical Education Information</i>	Southwestern Medical School, Dallas, TX From: 08/21/1995 To: 06/04/1999 Doctor of Medicine Degree
<i>Internship Information</i>	N/A
<i>Residency Information</i>	Virginia Mason Medical Center, Seattle, WA Internal Medicine, Categorical From: 06/25/1999 To: 06/30/2002
<i>Fellowship Information</i>	University of California, San Diego Pulmonary/Critical Care From: 07/01/2002 To: Present Expected Date of Completion: 06/30/2005
<i>Current Affiliation Information</i>	None

**PALOMAR POMERADO HEALTH SYSTEM
PROVISIONAL APPOINTMENT
JANUARY, 2004**

PERSONAL INFORMATION

<i>Provider Name & Title</i>	Gregory D. Rubin, M.D.
<i>PPHS Facilities</i>	Pomerado Hospital

SPECIALTIES/BOARD CERTIFICATION

<i>Specialties</i>	Internal Medicine – Certified: 2003
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ORGANIZATIONAL NAME

<i>Name</i>	Escondido Pulmonary Medical Group
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EDUCATION/AFFILIATION INFORMATION

<i>Medical Education Information</i>	Tel Aviv Univ. Israel; Sackler School of Medicine FROM: 08/01/1996 TO: 05/18/2000 Doctor of Medicine Degree
<i>Internship Information</i>	Montefiore Medical Center, Bronx, NY Internal Medicine From: 07/01/2000 To: 06/30/2001
<i>Residency Information</i>	Montefiore Medical Center, Bronx, NY Internal Medicine From: 07/01/2001 To: 06/30/2003
<i>Fellowship Information</i>	None
<i>Current Affiliation Information</i>	None

**PALOMAR POMERADO HEALTH SYSTEM
PROVISIONAL APPOINTMENT
JANUARY, 2004**

PERSONAL INFORMATION

Provider Name & Title	Parmjit M. Singh, M.D.
PPHS Facilities	Palomar Medical Center

SPECIALTIES/BOARD CERTIFICATION

Specialties	Internal Medicine – Not Board Certified
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ORGANIZATIONAL NAME

Name	Parmjit M. Singh, M.D.
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EDUCATION/AFFILIATION INFORMATION

Medical Education Information	University College of Medical Sciences, India FROM: 07/01/1972 TO: 12/31/1976
Internship Information	N/A
Residency Information	Schwab Rehabilitation Hospital and Care Network, Chicago, IL Physical Medicine/Rehabilitation From: 10/08/1979 To: 04/04/1980 Veterans Affairs Edward Hines, Jr. Hospital, Hines, IL Internal Medicine From: 06/09/1980 To: 06/11/1983
Fellowship Information	None
Current Affiliation Information	Tustin Hospital and Medical Center Bellflower Medical Center Greater El Monte Community Hospital Doctor's Hospital of Montclair

**PALOMAR POMERADO HEALTH SYSTEM
PROVISIONAL APPOINTMENT
JANUARY, 2004**

PERSONAL INFORMATION

<i>Provider Name & Title</i>	Gregory R. Van den Berghe, M.D.
<i>PPHS Facilities</i>	Escondido Surgery Center

SPECIALTIES/BOARD CERTIFICATION

<i>Specialties</i>	Orthopaedic Surgery – Not Board Certified
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ORGANIZATIONAL NAME

<i>Name</i>	San Diego Arthroscopy & Sports Medicine
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EDUCATION/AFFILIATION INFORMATION

<i>Medical Education Information</i>	University of Kansas FROM: 08/15/1994 TO: 05/17/1998 Doctor of Medicine Degree
<i>Internship Information</i>	N/A
<i>Residency Information</i>	University of Kansas, Wichita Orthopaedics From: 07/01/1998 To: 06/30/2003
<i>Fellowship Information</i>	San Diego Arthroscopy & Sports Medicine Sports Medicine From: 08/01/2003 To: Present Expected Date of Completion: 07/31/2004
<i>Current Affiliation Information</i>	Pomerado Hospital Palomar Medical Center

**PALOMAR POMERADO HEALTH
ALLIED HEALTH PROFESSIONAL
APPOINTMENT
JANUARY, 2004**

NAME: Teresa M. Ashcraft, R.N., N.P.
SPECIALTY: Nurse Practitioner
SERVICES: Orthopedic Nurse Practitioner for Jonathan Nissanoff, M.D.
TRAINING: Baylor University, Dallas, TX
 Bachelor of Science – Nursing 05/01/94-05/11/96
 University of Texas Medical Branch at Galveston, TX
 Master of Science, Nursing,
 Family Nurse Practitioner Program 01/05/99-04/26/02
PRACTICE: Orthopaedic Nurse Practitioner,
 Jonathan Nissanoff, M.D. -San Diego Advanced
 Orthopedic Center, Poway, CA 07/03-Present
 Family Nurse Practitioner, Stephen C. Sayers, M.D.-
 South Shore Harbour Family Practice, League City, TX 03/02-06/03
 Registered Nurse, Neurological and Surgical ICU,
 University of Texas Medical Branch at Galveston, TX 08/01/98-08/28/00
 Registered Nurse, Medicine Unit, Veterans Administration
 Medical Center, Houston, TX 07/96-07/98
SPONSOR: Jonathan Nissanoff, M.D.
CERTIFICATION: American Nurses Credentialing Center Advanced Practice
 Registered Nurse 2002
FACILITY: Pomerado Hospital

NAME: Christine M. Anderson, M.S.
SPECIALTY: Audiologist
SERVICES: Audiologist for Professional Hearing Associates
TRAINING: California State University, Long Beach, CA
 Bachelor of Science – Social Work 08/01/87-05/89
 San Francisco State University, San Francisco, CA
 Master of Science – Communicative Disorders 08/30/90-01/03/94
PRACTICE: Audiologist, Professional Hearing Associates, Escondido, CA 02/03-Present
 Senior Audiologist&Coordinator Newborn Screening Program
 Mills Peninsula Health Services, Burlingame, CA 01/10/96-03/05/02
 Clinical Audiologist&Hearing Aid Dispenser, Audiological
 Services of San Francisco, CA 09/95-12/96
 Clinical Audiologist&Hearing Aid Dispenser, Peninsula Ear,
 Nose and Throat Group/El Camino Hearing Center, CA 01/94-12/95
 Clinical Fellow Audiologist, Hearing Aid Dispenser
 San Mateo Hearing Center, San Mateo, CA 01/94-08/95
SPONSORS: Patrick Fitzgerald, M.D and Marvin Kripps, M.D.
CERTIFICATION: Not Certified
FACILITY: Palomar Medical Center

**PALOMAR POMERADO HEALTH
ALLIED HEALTH PROFESSIONAL
APPOINTMENT (continued)
January 2004**

NAME:	Rachel A. Christian, P.A.-C	
SPECIALTY:	Physician Assistant	
SERVICES:	Emergency Room Physician Assistant for California Emergency Physicians	
TRAINING:	Marquette University, College of Health Science Milwaukee, WI	
	Bachelor of Science in Biomedical Science	08/31/98-05/19/02
	Marquette University, College of Health Science Milwaukee, WI	
	Master of Physician Assistant Studies	08/28/00-05/18/03
PRACTICE:	Physician Assistant, California Emergency Physicians Palomar Medical Center, Escondido, CA	
		12/01/03-Present
	Physician Assistant, Johnson Medical Group, National City, CA	
		10/03/03-Present
SPONSORS:	Jaime Rivas, M.D. & California Emergency Physicians at Palomar Medical Center	
CERTIFICATION:	National Commission on Certification of Physician Assistants 2003	
FACILITY:	Palomar Medical Center	
NAME:	Tatyana Y. Zinovyeva, CRC	
SPECIALTY:	Clinical Research Coordinator	
SERVICES:	Clinical Research Coordinator for PCSD-Feighner Research	
TRAINING:	University of California at San Diego Extended Studies Clinical Trials Administration Certificate Program	
		11/01-04/02
PRACTICE:	Clinical Research Coordinator	
	PCSD-Feighner Research, San Marcos, CA	
		01/28/03-Present
	ICU Healthcare Assistant, Pomerado Hospital, Poway, CA	
		01/08/97-03/30/02
SPONSORS:	Arvin Mirow, M.D. Stephen Signer, M.D.	
CERTIFICATION:	None	
FACILITY:	Palomar Medical Center	

MEDICAL STAFF SERVICES



DATE: December 22, 2003

MEMO TO: Palomar Pomerado Health
Board of Directors

FROM: L. Richard Greenstein, M.D.
Medical Director, Escondido Surgery Center

RE: Medical Staff Recommendations

The Chief of Staff of Palomar Medical Center, on behalf of the Executive Committee, approved the following credentialing recommendations for Escondido Surgery Center for submission to the Board of Directors:

Appointments:

- ◆ Gregory R. Van den Berghe, M.D., Orthopaedic Surgery

Additional Privileges

- ◆ Douglas Shapiro, M.D., Anesthesiology
 - Fluoroscopy Directed Procedures:
 - a. Epidural Injection with or without catheter placement: Cervical, Thoracic, Lumbar and Caudal
 - b. Sympathetic Ganglion Block – Stellate and Lumbar

Voluntary Resignations:

- ◆ William J. Roy, Jr., M.D., Gynecologic Oncology (effective 01/14/04)

Allied Health Professional Withdrawal

- ◆ Tina M. Smith, RDA, Assistant; Sponsors: Drs. Unhold and McDonald

Reappointment:

Effective through January 31, 2006

- ◆ Gregory A. Langford, M.D., OB/GYN
- ◆ Albert W. Lin, D.D.S., Oral & Maxillofacial Surgery
- ◆ Peter J. Minkoff, M.D., Family Practice
- ◆ Thomas J. Sergott, M.D., Plastic Surgery
- ◆ Thomas S. Velky, M.D., General Surgery

PALOMAR MEDICAL
CENTER
555 East Valley Parkway
Escondido, CA 92025
Tel 760.739.3140
Fax 760.739.2926

POMERADO
HOSPITAL
15615 Pomerado Road
Poway, CA 92064
Tel 858.613.4664
Fax 858.613.4217

ESCONDIDO
SURGERY CENTER
343 East Second Avenue
Escondido, CA 92025
Tel 760.480.6606
Fax 760.480.6671



Pomerado Hospital Medical Staff Services
 15615 Pomerado Road
 Poway, CA 92064
 Phone (858) 613-4664/4538 Fax (858) 613-4217

DATE: December 29, 2003
TO: Board of Directors
FROM: Alan J. Conrad, M.D., Chief of Staff-Elect, Pomerado Hospital Medical Staff
SUBJECT: Medical Staff Credentials Recommendations – December 2003:

1. Provisional Appointment:
 - Munish Batra, M.D. - Surgery
 - George A. Brooker, M.D. - Anesthesia
 - Alison N. Graham, D.O. - Pediatrics
 - John Hannig, M.D. - OB/GYN
 - Priscilla Madsen, M.D. - Medicine
 - Gregory Rubin, M.D. - Medicine
2. Advancement to Active Category:
 - Swaminatha V. Gurudevan, M.D. - Medicine
 - Lorne D. Kapner, M.D. - Surgery
3. Advancement to Affiliate Category:
 - Mark A. Vierra, M.D. - Medicine
4. Additional Privileges:
 - Hamed Bayat, M.D. - Medicine, Sedation Privileges, as requested
 - Paul Neustein, M.D. - Surgery, Sedation Privileges, as requested
5. One Year Leave of Absence:
 - Eric G. Greenberg, D.O. - Family Practice, January 1, 12004 – December 31, 2004
6. Biennial Reappointment:

<u>Name</u>	<u>Category</u>	<u>Section</u>	<u>Effective Through</u>
Toni B. Georgiades, D.D.S.	Affiliate	Surgery	01/31/2006
Gregory A. Langford, M.D.	Active	OB/GYN	01/31/2006
Albert W. Lin, D.D.S.	Active	Surgery	01/31/2006
Blesilda Mario-Singh, M.D.	Active	Pathology	01/31/2006
Peter J. Minkoff, M.D.	Courtesy	Medicine	01/31/2006
Isabel J. Pereira, M.D.	Active	Medicine	01/31/2006
Thomas J. Sergott, M.D.	Active	Surgery	01/31/2006
Kenneth G. Trestman, M.D.	Active	Medicine	07/31/2004
Marcia H. Yee, M.D.	Associate	Medicine	01/31/2006
7. Allied Health Staff Appointment:
 - Teresa M. Ashcraft, NP – Sponsor: Jonathan Nissanoff, M.D.
8. Allied Health Staff – Additional Sponsors:
 - Naomi Cohen, NP – Patrick Giesemann, M.D. and Jeffrey Howell, D.O.
 - Terrie Herrell, NP – Patrick Giesemann, M.,D. and Jeffrey Howell, D.O.
 - Wayne Inancsi, PA – Patrick Giesemann, M.D. and Jeffrey Howell, D.O.
 - Deborah Velez, NP – Patrick Giesemann, M.D. and Jeffrey Howell, D.O.
 - Julie Walch-Michowicz, NP – Patrick Giesemann, M.D. and Jeffrey Howell, D.O.
 - Judith Wardwell, NP – Patrick Giesemann, M.D. and Jeffrey Howell, D.O.
 - Kelly Webb, NP – Patrick Giesemann, M.D. and Jeffrey Howell, D.O.
9. Resignation:
 - Banita B. Kooner, D.O. - Family Practice

Certification by and Recommendation of Chief of Staff:

As Chief of Staff of Pomerado Hospital, I certify that the procedures described in the Medical Staff Bylaws for appointment, reappointment, or alternation of staff membership or the granting of privileges and the policy of the Palomar Pomerado Health System's Board of Directors regarding such practices have been properly followed. I recommend that the Board of Directors take the action requested in each case.

Appointment of Treasurer

TO: Board of Directors
January 20, 2004 Board of Directors Meeting

FROM: Christine D. Meaney, Board Assistant
for Alan W. Larson, M.D., Chairman

BUDGET IMPACT:
None

STAFF RECOMMENDATION:

The Annual Election of Officers of the Board of Directors was held in December. The selection of the Treasurer is made by appointment rather than by election. Because this office has frequently been held by the Chairman of the Finance Committee, Chairman Larson requested and it was agreed, that the appointment be delayed pending the assignment of committees so that consideration may be given to the Chairman of Finance.

**PROPOSED PPH BYLAWS AMENDMENT TO ACCOMMODATE INCREASED
BOARD MEMBERSHIP OF STRATEGIC PLANNING COMMITTEE**

TO: Board of Directors

DATE: January 20, 2004 Board Meeting

FROM: Christine D. Meaney, Board Assistant
for Alan W. Larson, M.D., Chairman

BACKGROUND: At a meeting of the Board of Directors on January 13, 2003, the Board voted to eliminate the Planning and Marketing Committee and to create the Strategic Planning Committee and the Community Relations Committee, which together would assume and expand on the duties of the Planning and Marketing Committee. At that time the Board determined that the Strategic Planning Committee should consist of five voting members, including three members of the Board and the Chiefs of Staff of the Hospitals or their designees. However, it has since been determined that it is in the best interests of PPH to increase the voting membership of the Strategic Planning Committee to six voting members, including four members of the Board and the Chiefs of Staff of the Hospitals or their designees.

An amendment to the PPH Bylaws is necessary to provide for the change, and a Resolution to this effect, together with copies of the proposed Amended and Restated Bylaws and redlined version provided by legal counsel, are attached.

BUDGET IMPACT: None

RECOMMENDATION: Action

Motion:

Individual Action: X

Information:

Required Time:

RESOLUTION OF THE BOARD OF DIRECTORS OF
PALOMAR POMERADO HEALTH
TO AMEND AND RESTATE THE BYLAWS OF PALOMAR POMERADO
HEALTH TO INCREASE THE VOTING MEMBERSHIP OF THE STRATEGIC
PLANNING COMMITTEE
RESOLUTION NO. 01.20.04(01)-1

WHEREAS, the Board of Directors (the "Board") of Palomar Pomerado Health ("PPH"), at a meeting of the Board on January 13, 2003 (the "January 2003 Meeting"), voted to eliminate the Planning and Marketing Committee and to create the Strategic Planning Committee and the Community Relations Committee, which together would assume and expand on the duties of the Planning and Marketing Committee;

WHEREAS, the Board determined at the January 2003 Meeting that the Strategic Planning Committee should consist of five voting members, including three members of the Board and the Chiefs of Staff of the Hospitals or their designees;

WHEREAS, the Board has determined that it is in the best interests of PPH to increase the voting membership of the Strategic Planning Committee to six voting members, including four members of the Board and the Chiefs of Staff of the Hospitals or their designees;

WHEREAS, there has been presented to the Board proposed Amended and Restated Bylaws of PPH in the form attached hereto as Exhibit A (the "Amended and Restated Bylaws"), which provide that the Strategic Planning Committee shall consist of six voting members, including four members of the Board and the Chiefs of Staff of the Hospitals or their designees, and which make other changes consistent therewith;

WHEREAS, PPH now desires to amend and restate the Bylaws of PPH in their entirety in the form attached hereto as Exhibit A in order to increase the voting membership of the Strategic Planning Committee to six voting members, including four members of the Board and the Chiefs of Staff of the Hospitals or their designees, and to make other changes consistent therewith;

WHEREAS, a marked version of the Amended and Restated Bylaws showing the proposed amendments to the current Bylaws is attached hereto as Exhibit B;

WHEREAS, Article XI of PPH's Bylaws empowers the Board to adopt, amend, and promulgate the Bylaws; and

WHEREAS, the Board has determined that it is in the best interests of PPH to adopt the Amended and Restated Bylaws;

NOW, THEREFORE, BE IT RESOLVED by the Board:

That the Strategic Planning Committee shall hereby consist of six voting members, including four members of the Board and the Chiefs of Staff of the Hospitals or their designees;

That the form, terms, and provisions of the Amended and Restated Bylaws, in the form presented to the Board, be, and they hereby are, approved and adopted in all respects

That the executive officers of PPH be, and each hereby is, authorized, empowered and directed to take such action and to execute, make oath to, acknowledge and deliver, from time to time in the name and on behalf of PPH, such amendments, agreements, instruments, certificates or documents and to do or to cause to be done any and all such other acts and things as such officers may, in their discretion, deem necessary, proper, appropriate or advisable to carry out the intent of the foregoing resolutions, the taking of such actions to be conclusive evidence that the same have been authorized and approved by the Board; and

That all acts and things previously done and performed (or caused to be done and performed) in the name and on behalf of PPH prior to the date of these resolutions in furtherance of any of the foregoing resolutions and the transactions contemplated therein be, and the same hereby are, ratified, confirmed and approved.

PASSED AND ADOPTED at a meeting of the Board of Directors of Palomar Pomerado Health held on January 20, 2004, by the following vote:

AYES:

NOES:

ABSTAINING:

ABSENT:

ATTESTED:

Alan W. Larson, M.D., Chairperson

Nancy L. Bassett, R.N., M.B.A., Secretary

EXHIBIT A

AMENDED AND RESTATED BYLAWS

**AMENDED AND RESTATED
BYLAWS
OF
PALOMAR POMERADO HEALTH**

Revised January 2004

**BYLAWS
OF
PALOMAR POMERADO HEALTH**

**ARTICLE I.
DEFINITIONS**

- 1.1 "Hospital(s)" means Palomar Medical Center, 555 East Valley Parkway, Escondido, California, and/or Pomerado Hospital, 15615 Pomerado Road, Poway, California.
- 1.2 "Board" means the Board of Directors of the District.
- 1.3 "District" means Palomar Pomerado Health.
- 1.4 "Medical Staff(s)" or "Staff(s)" means the organized medical staff of Palomar Medical Center, the organized medical staff of Pomerado Hospital, and/or the organized medical staff of other District Facilities, as indicated.
- 1.5 "Facility" or "Facilities" means a Hospital or the Hospitals, or any other health care facility or facilities operated by the District.
- 1.6 "Practitioner" means a physician (*i.e.*, M.D. or D.O.), dentist or podiatrist who is duly licensed in the State of California to practice within the scope of said license.

**ARTICLE II.
ORGANIZATION, POWERS AND PURPOSES**

- 2.1 ORGANIZATION. The District is a political subdivision of the State of California organized under the 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 shall have and may exercise such powers in the 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.
- 2.3 BYLAWS, POLICIES AND PROCEDURES.
 - 2.3.1 The Board shall have the powers to adopt, amend, and promulgate District Bylaws, Policies, and Procedures as appropriate, and may delegate its power to promulgate Procedures in its discretion. For purposes of these Bylaws, "Policies" shall denote Board approved statements that provide broad strategic directions and/or governing mandates for the District, enabling the development of Procedures. The term "Procedures" shall mean any specific instruction or mode of conduct for the purpose of implementing a Policy,

which may be promulgated by those District officers designated by the Board.

2.3.2 The Board shall periodically, through the Governance Committee as provided below, oversee and ensure collaboration between the Board and District management for the purpose of developing, reviewing and revising the District Bylaws, Policies, Procedures, and other rules or regulations.

2.4 **CONTRACTS REQUIRING BIDS.** The Board shall let any contract involving any expenditure of more than \$25,000 or such other amount as may be established under California law to the lowest responsible bidder, or reject all bids, in accordance with the Local Health Care District Law; provided, however, that the provisions of this Section shall not apply to contracts for medical or surgical equipment or supplies, professional services, or other goods or services for which applicable law provides an exception.

2.5 **DISSOLUTION.** Any proposal to dissolve the District shall be subject to confirmation by the voters of the District in accordance with the Government Code.

ARTICLE III. OFFICES

3.1 **PRINCIPAL OFFICE.** The principal office of the District is hereby fixed and located at 15255 Innovation Drive, San Diego, California.

3.2 **OTHER OFFICES.** Branch or subordinate offices may at any time be established by the Board at any place or places.

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.

4.2 **OPERATION OF FACILITIES.** The Board shall be responsible for the operation of the Facilities according to the best interests of the public health, and shall make and enforce all rules, regulations and bylaws necessary for the administration, government, protection and maintenance of the Facilities and all property belonging thereto, and may prescribe the terms upon which patients may be admitted to the Facilities. Such rules, regulations and bylaws applicable to the Facilities shall include but not be limited to the provisions specified in the Health and Safety Code, and shall be in accordance with and contain minimum standards no less than the rules and standards of private or voluntary hospitals. Unless specifically prohibited by law, the Board may adopt other rules which could be lawfully adopted by private or voluntary hospitals.

4.3 **RATES.** In setting the rates the Board shall, insofar as possible, establish such rates as will permit the Facilities to be operated upon a self-supporting basis. The Board may

establish different rates for residents of the District than for persons who do not reside within the District.

4.4 NUMBER AND QUALIFICATION.

4.4.1 The Board shall consist of seven members, each of whom shall be a registered voter residing in the District.

4.4.2 Except as otherwise provided in applicable law, no Board member shall possess any ownership interest in any other hospital serving the same area as that served by the District or be a director, policymaking management employee, or medical staff officer of any hospital serving the same area as that served by the District, unless the boards of directors of the District and the hospital have determined that the situation will further joint planning, efficient delivery of health care services, and the best interests of the areas served by their respective hospitals, or unless the District and the hospital are affiliated under common ownership, lease, or any combination thereof. No District employee may be eligible to serve on the Board until he or she resigns as a District employee. If a District employee is elected to the Board and does not resign, his or her employment with the District shall automatically terminate upon his or her being sworn into office. No Board member shall simultaneously hold any other position over which the Board exercises a supervisory, auditory, or removal power.

4.4.3 For purposes of this section, a hospital shall be considered to serve the same area as the District if more than five percent of the hospital's patient admissions are District residents.

4.4.4 For purposes of this section, the possession of an ownership interest, including stocks, bonds, or other securities by the spouse or minor children or any person shall be deemed to be the possession or interest of the person.

4.4.5 Any candidate who elects to run for the office of member of the Board, and who owns stock in or who works for any health care facility which does not serve the same area served by the District, shall disclose on the ballot his or her occupation and place of employment.

4.5 CONFLICTS OF INTERESTS. The Board shall endeavor to eliminate from its decisionmaking processes financial or other interests possessed by its members that conflict with the District's interests. Board members and other persons who are "Designated Employees," as defined in the current Conflict of Interests Code of Palomar Pomerado Health as it may be amended from time to time, shall at all times comply with said Code any and all laws and regulations relating to conflicts of interests, including but not limited to the Government Code.

4.6 ELECTION AND TERM OF OFFICE. An election shall be held in the District on the first Tuesday after the first Monday in November in each even-numbered year, at which a successor shall be chosen to each Director whose term shall expire on the first Friday of

December following such election. The election of Board members shall be an election at large within the District and shall be consolidated with the statewide general election. The candidates receiving the highest number of votes for the offices to be filled at the election shall be elected thereto. The term of office of each elected Board member shall be four years, or until the Board member's successor is elected and has qualified, except as otherwise provided by law in the event of a vacancy.

- 4.7 **NEW MEMBER ORIENTATION.** An orientation shall be provided which familiarizes each new Board member with his or her duties and responsibilities, including the Board's responsibilities for quality care and the Facilities' quality assurance programs. Continuing education opportunities shall be made available to Board members.
- 4.8 **EVALUATION.** The Board shall evaluate its own performance and well as those of its officers and employees on an annual or other periodic basis.
- 4.9 **VACANCIES.** Vacancies on the Board shall be filled in accordance with the applicable provisions of the Government Code.
- 4.10 **RESIGNATION OR REMOVAL.** Any Board member may resign effective upon giving written notice to the Chairperson, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. The term of any member of the Board shall expire if the member is absent from three consecutive regular meetings or from three of any five consecutive 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.
- 4.11 **LIABILITY INSURANCE.** The Board may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee or agent of the District, or is or was serving at the request of the District as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body, against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the District would have the power to indemnify him or her against such liability.
- 4.12 **COMPENSATION.** The Board shall serve without compensation unless the Board authorizes, by resolution adopted by majority vote, compensation of not to exceed \$100 per meeting for a maximum of five meetings per month for each member of the Board. For purposes of this section, "meeting" shall mean any regular or special Board meeting, whether open or closed, standing or ad hoc committee meetings and orientation sessions. For compensation purposes, successive open and closed meetings shall be considered as one meeting.
- 4.13 **HEALTH AND WELFARE BENEFITS.** Notwithstanding Section 4.12 above, 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.

- 4.14 TRAVEL AND INCIDENTAL EXPENSES REIMBURSEMENT. Each member of the Board shall be reimbursed for his or her actual necessary traveling and incidental expenses incurred in the performance of official business of the District as approved by the Board and in accordance with District Policy. Such reimbursement, if approved by the Board, shall not constitute "compensation" for purposes of Section 4.12 above.

ARTICLE V.
BOARD MEETINGS

- 5.1 MEETINGS OPEN TO THE PUBLIC. Meetings of the Board shall be 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 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 communication, personal intermediaries or technological devices that is employed by a majority of the members of the Board to develop a collective concurrence as to action to be made on an item by the members of the Board. Board meetings may be held by teleconference subject to applicable laws and regulations including the Government Code.
- 5.3 REGULAR MEETINGS. Regular meetings of the Board shall be held as follows:
- 5.3.1 The Board's annual organizational meeting shall be held in December at the place and time designated by the Board in the Resolution discussed in Section 5.3.2 below.
- 5.3.2 At the annual organizational meeting, the Board shall pass a resolution stating the dates, times and places of the Board's regular monthly meetings for the following calendar year.
- 5.4 HOLIDAYS. Meetings of the Board may be held on any calendar day as determined by the Board.
- 5.5 NOTICE AND ACTION. The Board shall provide public notice of its meetings in accordance with the Brown Act. No "action," as defined in the Brown Act, shall be taken on any item not appearing on the posted agenda unless permitted under applicable law.
- 5.6 MEMBERS OF THE PUBLIC. Members of the public shall be afforded an opportunity to participate in District decisionmaking 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.

5.7 ANNUAL ORGANIZATIONAL MEETING. At its annual organizational meeting, the Board shall organize by the election of officers. One member shall be elected as Chairperson, one as Vice Chairperson and one as Secretary. The Board may also appoint the Treasurer at the annual organizational meeting, who may also be the Chairperson of the Finance Committee.

5.8 SPECIAL MEETINGS.

5.8.1 A special meeting may be called at any time by the Chairperson, or by four or more Board members, by delivering personally or by mail written notice to each Board member and to each local newspaper of general circulation, radio or television station requesting notice in writing. Such notice must be delivered personally or by mail at least 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 and the business to be transacted; no other business shall be considered at special meetings. 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 actually present at the meeting at the time it convenes.

5.8.2 The call and notice shall also be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. Notice shall be required pursuant to this Section regardless of whether any action is taken at the special meeting.

5.8.3 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, the Board may hold an emergency meeting without complying with either or both the 24 hour notice or posting requirements. In the event the notice and/or posting requirements are dispensed with due to an emergency situation, each local newspaper of general circulation and radio or television station which has requested notice of special meetings shall be notified by the Chairperson, or his designee, one hour prior to the emergency meeting, by telephone. All telephone numbers provided in the most recent request of such newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements of this paragraph shall be deemed waived, and the Board, or its designee, shall notify those newspapers, radio stations or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible. Notwithstanding this Section, the Board shall not meet in closed session during a meeting called as an emergency meeting. With the exception of the 24 hour notice and posting requirements, all requirements contained in this Section shall be applicable to any meeting called due to an emergency situation.

- 5.8.4 The minutes of an emergency meeting, a list of persons who the Chairperson, or his designee, notified or attempted to notify, a copy of the roll call vote, and any actions taken at the meeting shall be publicly posted for a minimum of ten days as soon possible after the meeting.
- 5.9 QUORUM. A majority of the members of the Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, the act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.
- 5.10 ADJOURNMENT AND CONTINUANCE. The Board may adjourn any of its meetings in accordance with applicable laws, including but not limited to the Brown Act.
- 5.11 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 may order the meeting room closed and continue in session. 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, shall be allowed to attend any session held pursuant to this section. The Board may establish a procedure for readmitting an individual or individuals not responsible for willfully disrupting the orderly conduct of the meeting.
- 5.12 MEDICAL STAFF REPRESENTATION. The Medical Staff of each Facility shall have the right of representation at all meetings of the Board, except closed sessions at which such representation is not requested, by and through the Chief of Staff or President of each Medical Staff, who shall have the right of attendance, the right to participate in Board discussions and deliberations, but who shall not have the right to vote.

ARTICLE VI.
BOARD COMMITTEES

- 6.1 APPOINTMENT. Standing committees are established by the Board and shall be advisory in nature unless otherwise specifically authorized to act by the Board. Members of all committees, whether standing or special (ad hoc) shall be appointed by the Chairperson of the Board.
- 6.1.1 A standing committee of the Board is any commission, committee, board or other body, whether permanent or temporary, which is created by formal action of the Board and has continuing subject matter jurisdiction and/or a meeting schedule fixed by charter, ordinance, resolution, or formal action of the Board. Actions of committees shall be advisory in nature with recommendations being made to the full Board.
- 6.1.2 Special or ad hoc committees are appointed by the Chair of the Board and shall exist for a single, limited purpose with no continuing subject matter or jurisdiction. Special or advisory committees shall be advisory in nature and shall make recommendation to the full Board. The committee shall be

considered to be disbanded upon conclusion of the purpose for which it was appointed.

6.2 STANDING COMMITTEES. There shall be the following standing committees of the Board: Finance, Governance, Human Resources, Strategic Planning, Community Relations and Quality Review. Standing committees will be treated as the Board with respect to Article V of these bylaws. All provisions in Article V which apply to Board members shall apply to members of any standing committee.

6.2.1 Finance Committee.

(a) Voting Membership. The Finance Committee shall consist of seven voting members (four members of the Board, the President and Chief Executive Officer, and a representative from each Hospital's Medical Staff). One alternate Committee member shall also be appointed by the Chairperson who shall attend Committee meetings and enjoy voting rights on the Committee only when serving as an alternate for a voting Committee member. The Chairperson of the Board may appoint the Treasurer as the chairperson of the Finance Committee.

(b) Non-Voting Membership. The Administrator of Palomar Medical Center and the Administrator of Pomerado Hospital shall serve as non-voting members of the Finance Committee.

(c) Duties. The Committee shall:

(i) Review the preliminary, annual operating budgets for the District and Facilities and other entities;

(ii) Develop and recommend to the Board the final, annual, operating budgets;

(iii) Develop and recommend to the Board a three-year, capital expenditure plan which shall be updated at least annually. The capital expenditure plan shall include and identify anticipated sources of financing for and objectives of each proposed capital expenditure in excess of \$100,000;

(iv) Recommend to the Board a qualified firm to conduct an annual, independent financial audit;

(v) Recommend to the Board cost containment measures and policies;

(vi) Review annually those policies and procedures within its purview and report the results of such review to the Governance Committee. Such reports shall include recommendations regarding the modification of existing or creation of new policies and procedures; and

(vii) Perform such other duties as may be assigned by the Board.

6.2.2 Governance Committee.

(a) Voting Membership. Membership shall consist of no more than three members of the Board and one alternate. The alternate shall attend and enjoy voting rights only in the absence of a voting Committee member.

(b) Non-Voting Membership. The President and Chief Executive Officer, Assistant to the Board, and the Vice President of Planning, Marketing and Business Development shall serve as non-voting members of the Governance Committee.

(c) Duties. The Committee shall:

(i) Review periodically and make recommendations regarding pending and existing federal, state and local legislation which, in the committee's opinion, may impact the District;

(ii) Make an annual, comprehensive review of the District bylaws, policies and procedures and receive reports regarding same, and elicit recommendations on such issues from management;

(iii) Review any initiation of legislation;

(iv) Review such other issues associated with PPH and/or Board governance and its effectiveness, including but not limited to Board member orientation and continuing education;

(v) Make recommendations regarding the annual self-assessment of the Board; and

(vi) Perform such other duties as may be assigned by the Board.

6.2.3 Human Resources Committee.

(a) Voting Membership. Membership shall consist of no more than three members of the Board and one alternate. The alternate shall attend Committee meetings and enjoy voting rights only in the absence of a voting Committee member.

(b) Non-Voting Membership. The President and Chief Executive Officer and Vice President of Human Resources shall serve as non-voting members of the Human Resources Committee.

(c) Duties. The Committee shall:

(i) Make recommendations to the President and Chief Executive Officer and the Board to improve communications among the Board, Medical Staffs, District employees and auxiliaries, including initiating special studies;

(ii) Maintain ultimate oversight of annual performance reviews of all District officers and employees and, in the appropriate circumstances and upon request by the Board, make a report of such reviews to the Board; and

(iii) Review annually those policies and procedures within its purview and report the results of such review to the Governance Committee. Such reports shall include recommendations to the Board regarding modification of existing or creation of new policies and procedures; and

(iv) Perform such other duties as may be assigned by the Board.

6.2.4 Strategic Planning Committee.

(a) Voting Membership. The Committee shall consist of six voting members, including four members of the Board and the Chiefs of Staff of the Hospitals or the designees of the Chiefs of staff, as approved by the Committee Chairperson.

(b) Non-Voting Membership. The President and Chief Executive Officer, the Chief Financial Officer, the VP of Planning, Marketing and Business Development, Administrators/Chief Operating Officers of the Hospitals, Executive Director of the Palomar Pomerado Health Foundation, Physician Relations Director, a board member of the Palomar Pomerado Health Foundation recommended by the Foundation and approved by the Committee Chairperson and an additional physician from each Hospital as recommended by its Chief of Staff and Administrator/Chief Operating Officer, and as approved by the Committee Chairperson, shall serve as non-voting members of the Strategic Planning Committee.

(c) Duties. The Committee shall:

(i) Review and make recommendations to the Board regarding the District's short and long range strategic plans, master and Facility plans, physician development plans and strategic collaborative relationships; and

(ii) Review annually those policies within the Committee's purview and report the results of such review to the Governance Committee. Such reports shall include recommendations regarding the modification of existing, or creation of new policies; and

(iii) Undertake planning regarding physician recruitment and retention and program development of new and enhanced services and Facilities; and

(iv) Perform such other duties as may be assigned by the Board.

6.2.5 Quality Review Committee.

(a) Voting Membership. Membership shall consist of no more than three members of the Board and an alternate, who shall attend and enjoy voting rights only in the absence of a voting Committee Member.

(b) Non-Voting Membership. The President and Chief Executive Officer, the Administrators of Pomerado Hospital and Palomar Medical Center, and the Chairpersons of the Quality Management Committees of Pomerado Hospital and Palomar Medical Center shall serve as non-voting members of the Quality Review Committee.

(c) Duties. The Committee shall:

(i) Periodically review and make recommendations to the Board with regard to credentialing, claims and potential litigation, performance improvement and risk management activities, and performance improvement and procedure issues; and

(ii) Oversee the performance improvement and risk management activities of the Hospitals and other Facilities, if applicable, and shall periodically report its conclusions and recommendations to the Board.

6.2.6 Community Relations Committee.

(a) Voting Membership. The Committee shall consist of five voting members, including three members of the Board, the President and Chief Executive Officer and a Board member of the Palomar Pomerado Health Foundation recommended by the Foundation and approved by the Committee Chairperson.

(b) Non-Voting Membership. The VP of Planning, Marketing and Business Development, the Marketing and Public Relations Director, the Community Outreach Director, the Executive Director of the Palomar Pomerado Health Foundation, the Chairperson of each Healthcare Advisory Council, the Executive Director of Partners for Community Access and a representative of each District Auxiliary, as approved by the Committee Chairperson, shall serve as non-voting members of the Community Relations Committee.

(c) Duties. The Committee shall:

(i) Review and make recommendations to the Board regarding the District's community relations and outreach activities, including marketing, community education and wellness activities;

(ii) Review marketing policies to ensure that they support the District's mission and goals. Such policies shall include market research, specific and marketing program planning and development, and internal and external communications. The Committee shall report its review of such policies to the Board on a regular basis;

(iii) Serve as Board liaison to the Foundation and annually review, recommend and prioritize capital projects and contemplated funding requests to the Foundation's Board of Directors, and review annual reports from the Foundation regarding donations and projects funded during the previous year;

(iv) Review annually those policies within the Committee's purview and report the results of such review to the Governance Committee. Such reports shall include recommendations regarding the modification of existing, or creation of new, policies;

(v) Advise the Board on issues relating to health care advisory councils and District grant procurements;

(vi) Undertake planning regarding the District's community relations and outreach activities, including marketing, community education and wellness activities; and

(vii) Perform such other duties as may be assigned by the Board.

6.3 SPECIAL COMMITTEES. Special or ad hoc committees may be appointed by the Chairperson for special tasks as circumstances warrant and upon completion of the task for which appointed such special committee shall stand discharged. The Chairperson shall make assignments on special committees, and/or individual Board member assignments, to assure that each Board member shall have equal participation on special committees or individual Board assignments throughout the year. Some of the functions that may be the topic of special committees include the review of new projects, the review of special bylaw changes or the review of the Bylaws periodically, the meeting with other public agencies or health facilities on a specific topic and the evaluation of the Board.

6.4 ADVISORS. A committee chairperson may invite individuals with expertise in a pertinent area to meet with and assist the committee. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any committee session in the discretion of the committee chairperson.

6.5 MEETINGS AND NOTICE. Meetings of a committee may be called by the Chairperson of the Board, the chairperson of the committee, or a majority of the committee's voting

members. The chairperson of the committee shall be responsible for contacting alternate committee members in the event their participation is needed for any given committee meeting.

- 6.6 **QUORUM.** A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee. Each committee shall keep minutes of its proceedings and shall report periodically to the Board.
- 6.7 **MANNER OF ACTING.** The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee so meeting. No act taken at a meeting at which less than a quorum was present shall be valid unless approved in writing by the absent members. Special committee action may be taken without a meeting by a writing setting forth the action so taken signed by each member of the committee entitled to vote.
- 6.8 **TENURE.** Each member of a committee described above shall serve a one year term, commencing on the first day of January after the annual organizational meeting at which he or she is elected or appointed. Each committee member shall hold office until a successor is elected, unless he or she sooner resigns or is removed from office by the Board.

ARTICLE VII. OFFICERS

- 7.1 **CHAIRPERSON.** The Board shall elect one of its members as Chairperson at an organizational regular meeting. In the event of a vacancy in the office of Chairperson, the Board may elect a new Chairperson. The Chairperson shall be the principal officer of the District and the Board, and shall preside at all meetings of the Board. The Chairperson shall appoint all Board committee members and committee chairpersons, and shall perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time.
- 7.2 **VICE CHAIRPERSON.** The Board shall elect one of its members as Vice Chairperson at an organizational meeting. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson.
- 7.3 **SECRETARY.** The Board shall elect one of its members Secretary at an organizational meeting. 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 and reports and of the District's seal.
- 7.4 **TREASURER.** The Board shall appoint a Treasurer who shall serve at the pleasure of the Board. The Treasurer shall be charged with the safekeeping and disbursement of the funds in the treasury of the District. The Treasurer may be the chairperson of the Finance Committee.

- 7.5 **TENURE.** Each officer described above shall serve a one 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 shall hold office until the end of the one year term, or until a successor is elected, unless he or she shall sooner, resign or is removed from office.
- 7.6 **REMOVAL.** An 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.
- 7.7 **PRESIDENT AND CHIEF EXECUTIVE OFFICER.** The Board shall select and employ a President and Chief Executive Officer who shall report to the Board. The President and Chief Executive Officer shall have sufficient education, training, and experience to fulfill his or her responsibilities, which shall include but not be limited to:
- 7.7.1 Reviewing, recommending changes to, and implementing District Policies and Procedures. By working with standing and special committees of the Board and joint committees of the Medical Staffs of the Facilities, the President and Chief Executive Officer is to participate in the elaboration of policies which provide the framework for patient care of high quality at reasonable cost.
 - 7.7.2 Maintaining District records and minutes of Board and committee meetings.
 - 7.7.3 Overall operation of the District, its Facilities and other health services, including out-of-hospital services sponsored by the District. This includes responsibility for coordination among Facilities and services to avoid unnecessary duplication of services, facilities and personnel, and control of costs. This also includes responsibility for sound personnel, financial, accounting and statistical information practices, such as preparation of District budgets and forecasts, maintenance of proper financial and patient statistical records, collection of data required by governmental and accrediting agencies, and special studies and reports required for efficient operation of the District.
 - 7.7.4 Implementing community relations activities, including, as indicated, public appearances, responsive communication with the media.
 - 7.7.5 Assisting the Board in planning services and facilities and informing the Board of Governmental legislation and regulations and requirements of official agencies and accrediting bodies, which affect the planning and operation of the facilities, services and programs sponsored by the District, and maintenance appropriate liaison with government and accrediting agencies and implementing actions necessary for compliance.
 - 7.7.6 Ensuring the prompt response by the Board and/or District personnel to any recommendations made by planning, regulatory or accrediting agencies.

- 7.7.7 Hiring and termination of all employees of the District. To the extent the President and Chief Executive Officer deems appropriate, the President and Chief Executive Officer shall delegate to the Vice Presidents/Administrators the authority to hire and terminate personnel of their respective Hospitals or other entities.
 - 7.7.8 Administering professional contracts between the District and Practitioners.
 - 7.7.9 Providing the Board and Board committee with adequate staff support.
 - 7.7.10 Sending periodic reports to the Board and to the Medical Staffs on the overall activities of the District and the Facilities, as well as pertinent federal, state and local developments that effect the operation of District Facilities.
 - 7.7.11 Providing liaison among the Board, the Medical Staffs, and the District's operating entities.
 - 7.7.12 The maintenance of insurance or self-insurance on all physical properties of the District.
 - 7.7.13 Designate other individuals by name and position who are, in the order or succession, authorized to act for the Vice Presidents/Administrators during any period of absence.
 - 7.7.14 Participating as a non-voting member in all meetings of standing committees of the Board.
 - 7.7.15 Such other duties as the Board may from time to time direct.
- 7.8 VICE PRESIDENTS/ADMINISTRATORS. The President and Chief Executive Officer, with the approval of the Board, shall select and employ a Vice President/Administrator or other responsible individual for each of the Facilities, who shall report to the President and Chief Executive Officer. The Vice President/Administrator or other responsible individual shall be responsible for the day-to-day administration of their respective Facilities. Specifically, each such individual shall:
- 7.8.1 Be responsible for implementing policies of the Board in the operation of the Facility.
 - 7.8.2 Provide the Facility's professional staff with the administrative support and personnel reasonably required to carry out their review and evaluation activities.
 - 7.8.3 Organize the administrative functions of the Facility, delegate duties, and establish formal means of accountability on the part of subordinates.

- 7.8.4 Be responsible for selecting, employing, controlling and discharging employees, in accordance with the authority delegated by the President and Chief Executive officer.
 - 7.8.5 Assist the President and Chief Executive Officer and the Finance Committee in annually reviewing and updating a capital budget and preparing an operating budget showing the expected receipts and expenditures for the Facilities, and supervise the business affairs of the Facilities to assure that the funds are expended in the best possible advantage.
 - 7.8.6 Perform any other duty within the express or implicit terms of his or her duties hereunder that may be necessary for the interest of the Facilities.
 - 7.8.7 Be responsible for the maintenance of the Facility's property.
 - 7.8.8 Perform such other duties as the Board or President and Chief Executive Officer may from time to time direct.
- 7.9 SUBORDINATE OFFICERS. The Board may select and employ or empower the President and Chief Executive Officer to select and employ, such other officers as the District may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

ARTICLE VIII.
MEDICAL STAFFS

8.1 ORGANIZATION.

- 8.1.1 There shall be separate Medical Staff organizations for each of the District's Hospitals with appropriate officers and bylaws and with staff appointments on a biennial basis. The Medical Staff of each Hospital shall be self-governing with respect to the professional work performed in that Hospital. Membership in the respective Medical Staff organization shall be a prerequisite to the exercise of clinical privileges in each Hospital, except as otherwise specifically provided in the Hospital's Medical Staff bylaws.
- 8.1.2 District Facilities other than the Hospitals may also have professional personnel organized as a medical or professional staff, when deemed appropriate by the Board pursuant to applicable law and Joint Commission on Accreditation of Healthcare Organizations ("JCAHO") and/or other appropriate accreditation standards. The Board shall establish the rules and regulations applicable to any such staff and shall delegate such responsibilities, and perform such functions, as may be required by applicable law and JCAHO and/or other appropriate accreditation standards. To the extent provided by such rules, regulations, laws and standards, the medical or professional staffs of such Facilities shall perform those functions specified in this Article VIII.

8.2 **MEDICAL STAFF BYLAWS.** Each Medical Staff organization shall propose and adopt by vote bylaws, rules and regulations for its internal governance which shall be subject to, and effective upon, Board approval, which shall not be unreasonably withheld. The bylaws, rules and regulations shall be periodically reviewed for consistency with Hospital policy and applicable legal or other requirements. The bylaws shall create an effective administrative unit to discharge the functions and responsibilities assigned to the Medical Staffs by the Board. The bylaws, rules and regulations shall state the purpose, functions and organization of the Medical Staffs and shall set forth the policies by which the Medical Staffs exercise and account for their delegated authority and responsibilities. The bylaws, rules and regulations shall also establish mechanisms for the selection by the Medical Staff of its officers, departmental chairpersons and committees.

8.3 **MEDICAL STAFF MEMBERSHIP AND CLINICAL PRIVILEGES.**

8.3.1 Membership on the Medical Staffs shall be restricted to Practitioners who are competent in their respective fields, worthy in character and in professional ethics, and who are currently licensed by the State of California. The bylaws of the Medical Staffs may provide for additional qualifications for membership and privileges, as appropriate.

8.3.2 While retaining its ultimate authority to independently investigate and/or evaluate Medical Staff matters, the Board hereby delegates to the Medical Staffs the responsibility and authority to carry out Medical Staff activities, including the investigation and evaluation of all matters relating to Medical Staff membership, clinical privileges and corrective action. The Medical Staffs shall forward to the Board specific written recommendations, with appropriate supporting documentation that will allow the Board to take informed action, related to at least the following:

- (a) Medical Staff structure and organization;
- (b) The process used to review credentials and to delineate individual clinical privileges;
- (c) Appointing and reappointing Medical Staff members, and restricting, reducing, suspending, terminating and revoking Medical Staff membership;
- (d) Granting, modifying, restricting, reducing, suspending, terminating and revoking clinical privileges;
- (e) All matters relating to professional competency;
- (f) The process by which Medical Staff membership may be terminated; and
- (g) The process for fair hearing procedures.

8.3.3 Final action on all matters relating to Medical Staff membership, clinical privileges and corrective action shall be taken by the Board after considering the Medical Staff recommendations. The Board shall utilize the advice of the Medical Staff in granting and defining the scope of clinical privileges to individuals, commensurate with their qualifications, experience, and present capabilities. If the Board does not concur with the Medical Staff recommendation relative to Medical Staff appointment, reappointment or termination of appointment and granting or curtailment of clinical privileges, there shall be a review of the recommendation by a conference of two Board members and two members of the relevant Medical Staff, before the Board renders a final decision.

8.3.4 No applicant shall be denied Medical Staff membership and/or clinical privileges on the basis of sex, race, creed, color, or national origin, or on the basis of any other criterion lacking professional justification. The Hospitals shall not discriminate with respect to employment, staff privileges or the provision of professional services against a licensed clinical psychologist within the scope of his or her licensure, or against a physician or podiatrist on the basis of whether the physician or podiatrist holds an M.D., D.O. or D.P.M. degree. Wherever staffing requirements for a service mandate that the physician responsible for the service be certified or eligible for certification by an appropriate American medical board, such position may be filled by an osteopathic physician who is certified or eligible for certification by the equivalent appropriate American Osteopathic Board.

8.4 PERFORMANCE IMPROVEMENT.

8.4.1 The Medical Staffs shall meet at regular intervals to review and analyze their clinical experience, in order to assess, preserve and improve the overall quality and efficiency of patient care in the Hospitals and other District Facilities, as applicable. The medical records of patients shall be the basis for such review and analysis. The Medical Staffs shall identify and implement an appropriate response to findings. The Board shall further require mechanisms to assure that patients with the same health problems are receiving a consistent level of care. Such performance improvement activities shall be regularly reported to the Board.

8.4.2 The Medical Staffs shall provide recommendations to the Board as necessary regarding the organization of the Medical Staffs' performance improvement activities as well as the processes designed for conducting, evaluating and revising such activities. The Board shall take appropriate action based on such recommendations.

8.4.3 The Board hereby delegates to the Medical Staffs the responsibility and authority to carry out these performance improvement activities. The Board, through the President and Chief Executive Officer, shall provide whatever

administrative assistance is reasonably necessary to support and facilitate such performance improvement activities.

- 8.5 **MEDICAL RECORDS.** A complete and accurate medical record shall be prepared and maintained for each patient.
- 8.6 **TERMS AND CONDITIONS.** The terms and conditions of Medical Staff membership, and of the exercise of clinical privileges, shall be as specified in the Hospitals' Medical Staff bylaws.
- 8.7 **PROCEDURE.** The procedure to be followed by the Medical Staff and the Board in acting on matters of membership status, clinical privileges, and corrective action, shall be specified in the applicable Medical Staff bylaws.
- 8.8 **APPELLATE REVIEW.** Any adverse action taken by the Board with respect to a Practitioner's Staff status or clinical privileges, shall, except under circumstances for which specific provision is made in the Medical Staff bylaws, be subject to the practitioner's right to an appellate review in accordance with procedures set forth in the bylaws of the Medical Staffs.

ARTICLE IX.
AUXILIARY ORGANIZATIONS

- 9.1 **FORMATION.** The Board may authorize the formation of auxiliary organizations to assist in the fulfillment of the purposes of the District. Each such organization shall establish its bylaws, rules and regulations, which shall be subject to Board approval and which shall not be inconsistent with these bylaws or the policies of the Board.
- 9.2 **EXISTING ORGANIZATIONS.** The Palomar Medical Center Auxiliary and the Pomerado Hospital Auxiliary are existing auxiliary organizations to assist in the fulfillment of the purposes of the District, both of which have been authorized, and their bylaws approved, by the Board.

ARTICLE X.
CLAIMS AND JUDICIAL REMEDIES

- 10.1 **CLAIMS.** The District is subject to Division 3.6 of Title 1 of the California Government Code, pertaining to claims against public entities. The Chief Executive Officer or his designee is authorized to perform those functions of the Board specified in Part 3 of that Division, including the allowance, compromise or settlement of any claims if the amount to be paid from the District's treasury does not exceed \$50,000. Any allowance, compromise or settlement of any claim in which the amount to be paid from the District's treasury exceeds \$10,000 shall be approved personally by the Chief Executive Officer rather than his or her designee.
- 10.2 **JUDICIAL REVIEW.** The California Code of Civil Procedure shall govern the rights of any person aggrieved by any decision of the Board or the District, including but not limited to an action taken pursuant to Article VIII of these Bylaws.

10.3 CLAIMS PROCEDURE. Notwithstanding any exceptions contained in Section 905 of the Government Code, no action based on a claim shall be brought against the District unless presented to the District within the time limitations and in the manner prescribed by Government Code Section 910 *et seq.*, and shall be further subject to Section 945.4 of the Government Code.

ARTICLE XI.
AMENDMENT

These bylaws may be amended or repealed by vote of at least four members of the Board at any Board meeting. Such amendments or repeal shall be effective immediately, except as otherwise indicated by the Board.

SECRETARY'S CERTIFICATE

I, the undersigned, the duly appointed, qualified and acting Secretary of the Board of Directors for Palomar Pomerado Health, do hereby certify that attached hereto is a true, complete and correct copy of the current Bylaws of Palomar Pomerado Health.

Dated: _____, 2004

Secretary

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EXHIBIT B

MARKED VERSION OF AMENDED AND RESTATED BYLAWS

**AMENDED AND RESTATED
BYLAWS
OF
PALOMAR POMERADO HEALTH**

Revised ~~December 2003~~ January 2004

**BYLAWS
OF
PALOMAR POMERADO HEALTH**

**ARTICLE I.
DEFINITIONS**

- 1.1 "Hospital(s)" means Palomar Medical Center, 555 East Valley Parkway, Escondido, California, and/or Pomerado Hospital, 15615 Pomerado Road, Poway, California.
- 1.2 "Board" means the Board of Directors of the District.
- 1.3 "District" means Palomar Pomerado Health.
- 1.4 "Medical Staff(s)" or "Staff(s)" means the organized medical staff of Palomar Medical Center, the organized medical staff of Pomerado Hospital, and/or the organized medical staff of other District Facilities, as indicated.
- 1.5 "Facility" or "Facilities" means a Hospital or the Hospitals, or any other health care facility or facilities operated by the District.
- 1.6 "Practitioner" means a physician (*i.e.*, M.D. or D.O.), dentist or podiatrist who is duly licensed in the State of California to practice within the scope of said license.

**ARTICLE II.
ORGANIZATION, POWERS AND PURPOSES**

- 2.1 ORGANIZATION. The District is a political subdivision of the State of California organized under the 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 shall have and may exercise such powers in the 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.
- 2.3 BYLAWS, POLICIES AND PROCEDURES.
- 2.3.1 The Board shall have the powers to adopt, amend, and promulgate District Bylaws, Policies, and Procedures as appropriate, and may delegate its power to promulgate Procedures in its discretion. For purposes of these Bylaws, "Policies" shall denote Board approved statements that provide broad strategic directions and/or governing mandates for the District, enabling the development of Procedures. The term "Procedures" shall mean any specific instruction or mode of conduct for the purpose of implementing a Policy,

which may be promulgated by those District officers designated by the Board.

2.3.2 The Board shall periodically, through the Governance Committee as provided below, oversee and ensure collaboration between the Board and District management for the purpose of developing, reviewing and revising the District Bylaws, Policies, Procedures, and other rules or regulations.

2.4 **CONTRACTS REQUIRING BIDS.** The Board shall let any contract involving any expenditure of more than \$25,000 or such other amount as may be established under California law to the lowest responsible bidder, or reject all bids, in accordance with the Local Health Care District Law; provided, however, that the provisions of this Section shall not apply to contracts for medical or surgical equipment or supplies, professional services, or other goods or services for which applicable law provides an exception.

2.5 **DISSOLUTION.** Any proposal to dissolve the District shall be subject to confirmation by the voters of the District in accordance with the Government Code.

ARTICLE III. OFFICES

3.1 **PRINCIPAL OFFICE.** The principal office of the District is hereby fixed and located at 15255 Innovation Drive, San Diego, California.

3.2 **OTHER OFFICES.** Branch or subordinate offices may at any time be established by the Board at any place or places.

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.

4.2 **OPERATION OF FACILITIES.** The Board shall be responsible for the operation of the Facilities according to the best interests of the public health, and shall make and enforce all rules, regulations and bylaws necessary for the administration, government, protection and maintenance of the Facilities and all property belonging thereto, and may prescribe the terms upon which patients may be admitted to the Facilities. Such rules, regulations and bylaws applicable to the Facilities shall include but not be limited to the provisions specified in the Health and Safety Code, and shall be in accordance with and contain minimum standards no less than the rules and standards of private or voluntary hospitals. Unless specifically prohibited by law, the Board may adopt other rules which could be lawfully adopted by private or voluntary hospitals.

4.3 **RATES.** In setting the rates the Board shall, insofar as possible, establish such rates as will permit the Facilities to be operated upon a self-supporting basis. The Board may

establish different rates for residents of the District than for persons who do not reside within the District.

4.4 NUMBER AND QUALIFICATION.

4.4.1 The Board shall consist of seven members, each of whom shall be a registered voter residing in the District.

4.4.2 Except as otherwise provided in applicable law, no Board member shall possess any ownership interest in any other hospital serving the same area as that served by the District or be a director, policymaking management employee, or medical staff officer of any hospital serving the same area as that served by the District, unless the boards of directors of the District and the hospital have determined that the situation will further joint planning, efficient delivery of health care services, and the best interests of the areas served by their respective hospitals, or unless the District and the hospital are affiliated under common ownership, lease, or any combination thereof. No District employee may be eligible to serve on the Board until he or she resigns as a District employee. If a District employee is elected to the Board and does not resign, his or her employment with the District shall automatically terminate upon his or her being sworn into office. No Board member shall simultaneously hold any other position over which the Board exercises a supervisory, auditory, or removal power.

4.4.3 For purposes of this section, a hospital shall be considered to serve the same area as the District if more than five percent of the hospital's patient admissions are District residents.

4.4.4 For purposes of this section, the possession of an ownership interest, including stocks, bonds, or other securities by the spouse or minor children or any person shall be deemed to be the possession or interest of the person.

4.4.5 Any candidate who elects to run for the office of member of the Board, and who owns stock in or who works for any health care facility which does not serve the same area served by the District, shall disclose on the ballot his or her occupation and place of employment.

4.5 CONFLICTS OF INTERESTS. The Board shall endeavor to eliminate from its decisionmaking processes financial or other interests possessed by its members that conflict with the District's interests. Board members and other persons who are "Designated Employees," as defined in the current Conflict of Interests Code of Palomar Pomerado Health as it may be amended from time to time, shall at all times comply with said Code any and all laws and regulations relating to conflicts of interests, including but not limited to the Government Code.

4.6 ELECTION AND TERM OF OFFICE. An election shall be held in the District on the first Tuesday after the first Monday in November in each even-numbered year, at which a successor shall be chosen to each Director whose term shall expire on the first Friday of

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December following such election. The election of Board members shall be an election at large within the District and shall be consolidated with the statewide general election. The candidates receiving the highest number of votes for the offices to be filled at the election shall be elected thereto. The term of office of each elected Board member shall be four years, or until the Board member's successor is elected and has qualified, except as otherwise provided by law in the event of a vacancy.

- 4.7 **NEW MEMBER ORIENTATION.** An orientation shall be provided which familiarizes each new Board member with his or her duties and responsibilities, including the Board's responsibilities for quality care and the Facilities' quality assurance programs. Continuing education opportunities shall be made available to Board members.
- 4.8 **EVALUATION.** The Board shall evaluate its own performance and well as those of its officers and employees on an annual or other periodic basis.
- 4.9 **VACANCIES.** Vacancies on the Board shall be filled in accordance with the applicable provisions of the Government Code.
- 4.10 **RESIGNATION OR REMOVAL.** Any Board member may resign effective upon giving written notice to the Chairperson, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. The term of any member of the Board shall expire if the member is absent from three consecutive regular meetings or from three of any five consecutive 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.
- 4.11 **LIABILITY INSURANCE.** The Board may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee or agent of the District, or is or was serving at the request of the District as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body, against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the District would have the power to indemnify him or her against such liability.
- 4.12 **COMPENSATION.** The Board shall serve without compensation unless the Board authorizes, by resolution adopted by majority vote, compensation of not to exceed \$100 per meeting for a maximum of five meetings per month for each member of the Board. For purposes of this section, "meeting" shall mean any regular or special Board meeting, whether open or closed, standing or ad hoc committee meetings and orientation sessions. For compensation purposes, successive open and closed meetings shall be considered as one meeting.
- 4.13 **HEALTH AND WELFARE BENEFITS.** Notwithstanding Section 4.12 above, 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

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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.

- 4.14 **TRAVEL AND INCIDENTAL EXPENSES REIMBURSEMENT.** Each member of the Board shall be reimbursed for his or her actual necessary traveling and incidental expenses incurred in the performance of official business of the District as approved by the Board and in accordance with District Policy. Such reimbursement, if approved by the Board, shall not constitute "compensation" for purposes of Section 4.12 above.

ARTICLE V.
BOARD MEETINGS

- 5.1 **MEETINGS OPEN TO THE PUBLIC.** Meetings of the Board shall be 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 **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 communication, personal intermediaries or technological devices that is employed by a majority of the members of the Board to develop a collective concurrence as to action to be made on an item by the members of the Board. Board meetings may be held by teleconference subject to applicable laws and regulations including the Government Code.
- 5.3 **REGULAR MEETINGS.** Regular meetings of the Board shall be held as follows:
- 5.3.1 The Board's annual organizational meeting shall be held in December at the place and time designated by the Board in the Resolution discussed in Section 5.3.2 below.
- 5.3.2 At the annual organizational meeting, the Board shall pass a resolution stating the dates, times and places of the Board's regular monthly meetings for the following calendar year.
- 5.4 **HOLIDAYS.** Meetings of the Board may be held on any calendar day as determined by the Board.
- 5.5 **NOTICE AND ACTION.** The Board shall provide public notice of its meetings in accordance with the Brown Act. No "action," as defined in the Brown Act, shall be taken on any item not appearing on the posted agenda unless permitted under applicable law.
- 5.6 **MEMBERS OF THE PUBLIC.** Members of the public shall be afforded an opportunity to participate in District decisionmaking 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.

5.7 ANNUAL ORGANIZATIONAL MEETING. At its annual organizational meeting, the Board shall organize by the election of officers. One member shall be elected as Chairperson, one as Vice Chairperson and one as Secretary. The Board may also appoint the Treasurer at the annual organizational meeting, who may also be the Chairperson of the Finance Committee.

5.8 SPECIAL MEETINGS.

5.8.1 A special meeting may be called at any time by the Chairperson, or by four or more Board members, by delivering personally or by mail written notice to each Board member and to each local newspaper of general circulation, radio or television station requesting notice in writing. Such notice must be delivered personally or by mail at least 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 and the business to be transacted; no other business shall be considered at special meetings. 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 actually present at the meeting at the time it convenes.

5.8.2 The call and notice shall also be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. Notice shall be required pursuant to this Section regardless of whether any action is taken at the special meeting.

5.8.3 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, the Board may hold an emergency meeting without complying with either or both the 24 hour notice or posting requirements. In the event the notice and/or posting requirements are dispensed with due to an emergency situation, each local newspaper of general circulation and radio or television station which has requested notice of special meetings shall be notified by the Chairperson, or his designee, one hour prior to the emergency meeting, by telephone. All telephone numbers provided in the most recent request of such newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements of this paragraph shall be deemed waived, and the Board, or its designee, shall notify those newspapers, radio stations or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible. Notwithstanding this Section, the Board shall not meet in closed session during a meeting called as an emergency meeting. With the exception of the 24 hour notice and posting requirements, all requirements contained in this Section shall be applicable to any meeting called due to an emergency situation.

- 5.8.4 The minutes of an emergency meeting, a list of persons who the Chairperson, or his designee, notified or attempted to notify, a copy of the roll call vote, and any actions taken at the meeting shall be publicly posted for a minimum of ten days as soon possible after the meeting.
- 5.9 **QUORUM.** A majority of the members of the Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, the act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.
- 5.10 **ADJOURNMENT AND CONTINUANCE.** The Board may adjourn any of its meetings in accordance with applicable laws, including but not limited to the Brown Act.
- 5.11 **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 may order the meeting room closed and continue in session. 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, shall be allowed to attend any session held pursuant to this section. The Board may establish a procedure for readmitting an individual or individuals not responsible for willfully disrupting the orderly conduct of the meeting.
- 5.12 **MEDICAL STAFF REPRESENTATION.** The Medical Staff of each Facility shall have the right of representation at all meetings of the Board, except closed sessions at which such representation is not requested, by and through the Chief of Staff or President of each Medical Staff, who shall have the right of attendance, the right to participate in Board discussions and deliberations, but who shall not have the right to vote.

ARTICLE VI.
BOARD COMMITTEES

- 6.1 **APPOINTMENT.** Standing committees are established by the Board and shall be advisory in nature unless otherwise specifically authorized to act by the Board. Members of all committees, whether standing or special (ad hoc) shall be appointed by the Chairperson of the Board.
- 6.1.1 A standing committee of the Board is any commission, committee, board or other body, whether permanent or temporary, which is created by formal action of the Board and has continuing subject matter jurisdiction and/or a meeting schedule fixed by charter, ordinance, resolution, or formal action of the Board. Actions of committees shall be advisory in nature with recommendations being made to the full Board.
- 6.1.2 Special or ad hoc committees are appointed by the Chair of the Board and shall exist for a single, limited purpose with no continuing subject matter or jurisdiction. Special or advisory committees shall be advisory in nature and shall make recommendation to the full Board. The committee shall be

considered to be disbanded upon conclusion of the purpose for which it was appointed.

6.2 STANDING COMMITTEES. There shall be the following standing committees of the Board: Finance, Governance, Human Resources, Strategic Planning and Marketing, Community Relations and Quality Review. Standing committees will be treated as the Board with respect to Article V of these bylaws. All provisions in Article V which apply to Board members shall apply to members of any standing committee.

6.2.1 Finance Committee.

(a) Voting Membership. The Finance Committee shall consist of seven voting members (four members of the Board, the President and Chief Executive Officer, and a representative from each Hospital's Medical Staff). One alternate Committee member shall also be appointed by the Chairperson who shall attend Committee meetings and enjoy voting rights on the Committee only when serving as an alternate for a voting Committee member. The Chairperson of the Board may appoint the Treasurer as the chairperson of the Finance Committee.

(b) Non-Voting Membership. The Administrator of Palomar Medical Center and the Administrator of Pomerado Hospital shall serve as non-voting members of the Finance Committee.

(c) Duties. The Committee shall:

(i) Review the preliminary, annual operating budgets for the District and Facilities and other entities;

(ii) Develop and recommend to the Board the final, annual, operating budgets;

(iii) Develop and recommend to the Board a three-year, capital expenditure plan which shall be updated at least annually. The capital expenditure plan shall include and identify anticipated sources of financing for and objectives of each proposed capital expenditure in excess of \$100,000;

(iv) Recommend to the Board a qualified firm to conduct an annual, independent financial audit;

(v) Recommend to the Board cost containment measures and policies;

(vi) Review annually those policies and procedures within its purview and report the results of such review to the Governance Committee. Such reports shall include recommendations regarding the modification of existing or creation of new policies and procedures; and

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(vii) Perform such other duties as may be assigned by the Board.

6.2.2 Governance Committee.

- (a) Voting Membership. Membership shall consist of no more than three members of the Board and one alternate. The alternate shall attend and enjoy voting rights only in the absence of a voting Committee member.
- (b) Non-Voting Membership. The President and Chief Executive Officer, Assistant to the Board, and the Vice President of Planning, Marketing and Business Development shall serve as non-voting members of the Governance Committee.
- (c) Duties. The Committee shall:

(i) Review periodically and make recommendations regarding pending and existing federal, state and local legislation which, in the committee's opinion, may impact the District;

(ii) Make an annual, comprehensive review of the District bylaws, policies and procedures and receive reports regarding same, and elicit recommendations on such issues from management;

(iii) Review any initiation of legislation;

(iv) Review such other issues associated with PPH and/or Board governance and its effectiveness, including but not limited to Board member orientation and continuing education;

(v) Make recommendations regarding the annual self-assessment of the Board; and

(vi) Perform such other duties as may be assigned by the Board.

6.2.3 Human Resources Committee.

- (a) Voting Membership. Membership shall consist of no more than three members of the Board and one alternate. The alternate shall attend Committee meetings and enjoy voting rights only in the absence of a voting Committee member.
- (b) Non-Voting Membership. The President and Chief Executive Officer and Vice President of Human Resources shall serve as non-voting members of the Human Resources Committee.

(c) Duties. The Committee shall:

(i) Make recommendations to the President and Chief Executive Officer and the Board to improve communications among the Board, Medical Staffs, District employees and auxiliaries, including initiating special studies;

(ii) Maintain ultimate oversight of annual performance reviews of all District officers and employees and, in the appropriate circumstances and upon request by the Board, make a report of such reviews to the Board; and

(iii) Review annually those policies and procedures within its purview and report the results of such review to the Governance Committee. Such reports shall include recommendations to the Board regarding modification of existing or creation of new policies and procedures; and

(iv) Perform such other duties as may be assigned by the Board.

6.2.4 Strategic Planning and Marketing Committee.

(a) Voting Membership. The ~~Planning and Marketing Committee~~ shall consist of ~~seven~~^{six} voting members, including four members of the Board, ~~the President and Chief Executive Officer, and the Chiefs of Staff of Palomar Medical Center; and the Chief Hospitals or the designees of Staff~~ the Chiefs of Pomerado Hospital. The staff, as approved by the Committee shall have one alternate member of the Board who shall attend Committee meetings and enjoy voting rights only in the absence of a voting Committee member Chairperson.

(b) Non-Voting Membership. The President and Chief Executive Officer, the Chief Financial Officer, the VP of Planning, Marketing and Business Development, Administrator Administrators/Chief Operating Officers of Palomar Medical Center, Administrator of Pomerado Hospital the Hospitals, Executive Director of the Palomar Pomerado Health Foundation, Physician Relations Director, Community Outreach Director, Marketing a board member of the Palomar Pomerado Health Foundation recommended by the Foundation and Public Relations Manager, approved by the Committee Chairperson and an additional physician from each ~~h~~^h Hospital as recommended by each hospital's ~~sits~~ Chief of Staff and Administrator/Chief Operating Officer, and as approved by the e Committee Chairperson, shall serve as non-voting members of the Strategic Planning and Marketing Committee.

(c) Duties. The Committee shall:

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(i) Review and make recommendations to the Board regarding the District's short and long range strategic plans, master and ~~f~~Facility plans, physician development plans and strategic collaborative relationships; and

~~(ii) Review marketing policies to ensure that they support the District's strategic plan, mission and goals. Such policies shall include market research, specific and marketing program planning and development, and internal and external communications. The Committee shall report its review of such policies to the Board on a regular basis;~~

~~(iii) Serve as Board liaison to the Foundation and annually review, recommend and prioritize capital projects and contemplated funding requests to the Foundation's Board of Directors, and review annual reports from the Foundation regarding donations and projects funded during the previous year;~~

(ii) Review annually those policies and procedures within the Committee's purview and report the results of such review to the Governance Committee. Such reports shall include recommendations regarding the modification of existing, or creation of new, policies and procedures; and

(iii) Undertake planning regarding ~~community outreach~~, physician recruitment and retention, and program development of new and enhanced services and Facilities; and

(iv) Perform such other duties as may be assigned by the Board.

6.2.5 Quality Review Committee.

(a) Voting Membership. Membership shall consist of no more than three members of the Board and an alternate, who shall attend and enjoy voting rights only in the absence of a voting Committee Member.

(b) Non-Voting Membership. The President and Chief Executive Officer, the Administrators of Pomerado Hospital and Palomar Medical Center, and the Chairpersons of the Quality Management Committees of Pomerado Hospital and Palomar Medical Center shall serve as non-voting members of the Quality Review Committee.

(c) Duties. The Committee shall:

(i) Periodically review and make recommendations to the Board with regard to credentialing, claims and potential litigation, performance improvement and risk management activities, and performance improvement and procedure issues; and

(ii) Oversee the performance improvement and risk management activities of the Hospitals and other Facilities, if applicable, and shall periodically report its conclusions and recommendations to the Board.

6.2.6

Community Relations Committee.

(a) Voting Membership. The Committee shall consist of five voting members, including three members of the Board, the President and Chief Executive Officer and a Board member of the Palomar Pomerado Health Foundation recommended by the Foundation and approved by the Committee Chairperson.

(b) Non-Voting Membership. The VP of Planning, Marketing and Business Development, the Marketing and Public Relations Director, the Community Outreach Director, the Executive Director of the Palomar Pomerado Health Foundation, the Chairperson of each Healthcare Advisory Council, the Executive Director of Partners for Community Access and a representative of each District Auxiliary, as approved by the Committee Chairperson, shall serve as non-voting members of the Community Relations Committee.

(c) Duties. The Committee shall:

(i) _____ Review and make recommendations to the Board regarding the District's community relations and outreach activities, including marketing, community education and wellness activities;

(ii) _____ Review marketing policies to ensure that they support the District's mission and goals. Such policies shall include market research, specific and marketing program planning and development, and internal and external communications. The Committee shall report its review of such policies to the Board on a regular basis;

(iii) _____ Serve as Board liaison to the Foundation and annually review, recommend and prioritize capital projects and contemplated funding requests to the Foundation's Board of Directors, and review annual reports from the Foundation regarding donations and projects funded during the previous year;

(iv) _____ Review annually those policies within the Committee's purview and report the results of such review to the Governance Committee. Such reports shall include recommendations regarding the modification of existing, or creation of new, policies;

(v) _____ Advise the Board on issues relating to health care advisory councils and District grant procurements;

(vi) _____ Undertake planning regarding the District's community relations and outreach activities, including marketing, community education and wellness activities; and

(vii) Perform such other duties as may be

assigned by the Board.

- 6.3 **SPECIAL COMMITTEES.** Special or ad hoc committees may be appointed by the Chairperson for special tasks as circumstances warrant and upon completion of the task for which appointed such special committee shall stand discharged. The Chairperson shall make assignments on special committees, and/or individual Board member assignments, to assure that each Board member shall have equal participation on special committees or individual Board assignments throughout the year. Some of the functions that may be the topic of special committees include the review of new projects, the review of special bylaw changes or the review of the Bylaws periodically, the meeting with other public agencies or health facilities on a specific topic and the evaluation of the Board.
- 6.4 **ADVISORS.** A committee chairperson may invite individuals with expertise in a pertinent area to meet with and assist the committee. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any committee session in the discretion of the committee chairperson.
- 6.5 **MEETINGS AND NOTICE.** Meetings of a committee may be called by the Chairperson of the Board, the chairperson of the committee, or a majority of the committee's voting members. The chairperson of the committee shall be responsible for contacting alternate committee members in the event their participation is needed for any given committee meeting.
- 6.6 **QUORUM.** A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee. Each committee shall keep minutes of its proceedings and shall report periodically to the Board.
- 6.7 **MANNER OF ACTING.** The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee so meeting. No act taken at a meeting at which less than a quorum was present shall be valid unless approved in writing by the absent members. Special committee action may be taken without a meeting by a writing setting forth the action so taken signed by each member of the committee entitled to vote.
- 6.8 **TENURE.** Each member of a committee described above shall serve a one year term, commencing on the first day of January after the annual organizational meeting at which he or she is elected or appointed. Each committee member shall hold office until a successor is elected, unless he or she sooner resigns or is removed from office by the Board.

ARTICLE VII.
OFFICERS

- 7.1 **CHAIRPERSON.** The Board shall elect one of its members as Chairperson at an organizational regular meeting. In the event of a vacancy in the office of Chairperson, the Board may elect a new Chairperson. The Chairperson shall be the principal officer of

the District and the Board, and shall preside at all meetings of the Board. The Chairperson shall appoint all Board committee members and committee chairpersons, and shall perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time.

- 7.2 VICE CHAIRPERSON. The Board shall elect one of its members as Vice Chairperson at an organizational meeting. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson.
- 7.3 SECRETARY. The Board shall elect one of its members Secretary at an organizational meeting. 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 and reports and of the District's seal.
- 7.4 TREASURER. The Board shall appoint a Treasurer who shall serve at the pleasure of the Board. The Treasurer shall be charged with the safekeeping and disbursal of the funds in the treasury of the District. The Treasurer may be the chairperson of the Finance Committee.
- 7.5 TENURE. Each officer described above shall serve a one 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 shall hold office until the end of the one year term, or until a successor is elected, unless he or she shall sooner, resign or is removed from office.
- 7.6 REMOVAL. An 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.
- 7.7 PRESIDENT AND CHIEF EXECUTIVE OFFICER. The Board shall select and employ a President and Chief Executive Officer who shall report to the Board. The President and Chief Executive Officer shall have sufficient education, training, and experience to fulfill his or her responsibilities, which shall include but not be limited to:
- 7.7.1 Reviewing, recommending changes to, and implementing District Policies and Procedures. By working with standing and special committees of the Board and joint committees of the Medical Staffs of the Facilities, the President and Chief Executive Officer is to participate in the elaboration of policies which provide the framework for patient care of high quality at reasonable cost.
 - 7.7.2 Maintaining District records and minutes of Board and committee meetings.
 - 7.7.3 Overall operation of the District, its Facilities and other health services, including out-of-hospital services sponsored by the District. This includes responsibility for coordination among Facilities and services to avoid unnecessary duplication of services, facilities and personnel, and control of

costs. This also includes responsibility for sound personnel, financial, accounting and statistical information practices, such as preparation of District budgets and forecasts, maintenance of proper financial and patient statistical records, collection of data required by governmental and accrediting agencies, and special studies and reports required for efficient operation of the District.

- 7.7.4 Implementing community relations activities, including, as indicated, public appearances, responsive communication with the media.
- 7.7.5 Assisting the Board in planning services and facilities and informing the Board of Governmental legislation and regulations and requirements of official agencies and accrediting bodies, which affect the planning and operation of the facilities, services and programs sponsored by the District, and maintenance appropriate liaison with government and accrediting agencies and implementing actions necessary for compliance.
- 7.7.6 Ensuring the prompt response by the Board and/or District personnel to any recommendations made by planning, regulatory or accrediting agencies.
- 7.7.7 Hiring and termination of all employees of the District. To the extent the President and Chief Executive Officer deems appropriate, the President and Chief Executive Officer shall delegate to the Vice Presidents/Administrators the authority to hire and terminate personnel of their respective Hospitals or other entities.
- 7.7.8 Administering professional contracts between the District and Practitioners.
- 7.7.9 Providing the Board and Board committee with adequate staff support.
- 7.7.10 Sending periodic reports to the Board and to the Medical Staffs on the overall activities of the District and the Facilities, as well as pertinent federal, state and local developments that effect the operation of District Facilities.
- 7.7.11 Providing liaison among the Board, the Medical Staffs, and the District's operating entities.
- 7.7.12 The maintenance of insurance or self-insurance on all physical properties of the District.
- 7.7.13 Designate other individuals by name and position who are, in the order or succession, authorized to act for the Vice Presidents/Administrators during any period of absence.
- 7.7.14 Participating as a non-voting member in all meetings of standing committees of the Board.
- 7.7.15 Such other duties as the Board may from time to time direct.

- 7.8 VICE PRESIDENTS/ADMINISTRATORS. The President and Chief Executive Officer, with the approval of the Board, shall select and employ a Vice President/Administrator or other responsible individual for each of the Facilities, who shall report to the President and Chief Executive Officer. The Vice President/Administrator or other responsible individual shall be responsible for the day-to-day administration of their respective Facilities. Specifically, each such individual shall:
- 7.8.1 Be responsible for implementing policies of the Board in the operation of the Facility.
 - 7.8.2 Provide the Facility's professional staff with the administrative support and personnel reasonably required to carry out their review and evaluation activities.
 - 7.8.3 Organize the administrative functions of the Facility, delegate duties, and establish formal means of accountability on the part of subordinates.
 - 7.8.4 Be responsible for selecting, employing, controlling and discharging employees, in accordance with the authority delegated by the President and Chief Executive officer.
 - 7.8.5 Assist the President and Chief Executive Officer and the Finance Committee in annually reviewing and updating a capital budget and preparing an operating budget showing the expected receipts and expenditures for the Facilities, and supervise the business affairs of the Facilities to assure that the funds are expended in the best possible advantage.
 - 7.8.6 Perform any other duty within the express or implicit terms of his or her duties hereunder that may be necessary for the interest of the Facilities.
 - 7.8.7 Be responsible for the maintenance of the Facility's property.
 - 7.8.8 Perform such other duties as the Board or President and Chief Executive Officer may from time to time direct.
- 7.9 SUBORDINATE OFFICERS. The Board may select and employ or empower the President and Chief Executive Officer to select and employ, such other officers as the District may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

ARTICLE VIII.
MEDICAL STAFFS

8.1 ORGANIZATION.

- 8.1.1 There shall be separate Medical Staff organizations for each of the District's Hospitals with appropriate officers and bylaws and with staff appointments on a biennial basis. The Medical Staff of each Hospital shall be self-

governing with respect to the professional work performed in that Hospital. Membership in the respective Medical Staff organization shall be a prerequisite to the exercise of clinical privileges in each Hospital, except as otherwise specifically provided in the Hospital's Medical Staff bylaws.

8.1.2 District Facilities other than the Hospitals may also have professional personnel organized as a medical or professional staff, when deemed appropriate by the Board pursuant to applicable law and Joint Commission on Accreditation of Healthcare Organizations ("JCAHO") and/or other appropriate accreditation standards. The Board shall establish the rules and regulations applicable to any such staff and shall delegate such responsibilities, and perform such functions, as may be required by applicable law and JCAHO and/or other appropriate accreditation standards. To the extent provided by such rules, regulations, laws and standards, the medical or professional staffs of such Facilities shall perform those functions specified in this Article VIII.

8.2 **MEDICAL STAFF BYLAWS.** Each Medical Staff organization shall propose and adopt by vote bylaws, rules and regulations for its internal governance which shall be subject to, and effective upon, Board approval, which shall not be unreasonably withheld. The bylaws, rules and regulations shall be periodically reviewed for consistency with Hospital policy and applicable legal or other requirements. The bylaws shall create an effective administrative unit to discharge the functions and responsibilities assigned to the Medical Staffs by the Board. The bylaws, rules and regulations shall state the purpose, functions and organization of the Medical Staffs and shall set forth the policies by which the Medical Staffs exercise and account for their delegated authority and responsibilities. The bylaws, rules and regulations shall also establish mechanisms for the selection by the Medical Staff of its officers, departmental chairpersons and committees.

8.3 **MEDICAL STAFF MEMBERSHIP AND CLINICAL PRIVILEGES.**

8.3.1 Membership on the Medical Staffs shall be restricted to Practitioners who are competent in their respective fields, worthy in character and in professional ethics, and who are currently licensed by the State of California. The bylaws of the Medical Staffs may provide for additional qualifications for membership and privileges, as appropriate.

8.3.2 While retaining its ultimate authority to independently investigate and/or evaluate Medical Staff matters, the Board hereby delegates to the Medical Staffs the responsibility and authority to carry out Medical Staff activities, including the investigation and evaluation of all matters relating to Medical Staff membership, clinical privileges and corrective action. The Medical Staffs shall forward to the Board specific written recommendations, with appropriate supporting documentation that will allow the Board to take informed action, related to at least the following:

(a) Medical Staff structure and organization;

- (b) The process used to review credentials and to delineate individual clinical privileges;
- (c) Appointing and reappointing Medical Staff members, and restricting, reducing, suspending, terminating and revoking Medical Staff membership;
- (d) Granting, modifying, restricting, reducing, suspending, terminating and revoking clinical privileges;
- (e) All matters relating to professional competency;
- (f) The process by which Medical Staff membership may be terminated; and
- (g) The process for fair hearing procedures.

8.3.3 Final action on all matters relating to Medical Staff membership, clinical privileges and corrective action shall be taken by the Board after considering the Medical Staff recommendations. The Board shall utilize the advice of the Medical Staff in granting and defining the scope of clinical privileges to individuals, commensurate with their qualifications, experience, and present capabilities. If the Board does not concur with the Medical Staff recommendation relative to Medical Staff appointment, reappointment or termination of appointment and granting or curtailment of clinical privileges, there shall be a review of the recommendation by a conference of two Board members and two members of the relevant Medical Staff, before the Board renders a final decision.

8.3.4 No applicant shall be denied Medical Staff membership and/or clinical privileges on the basis of sex, race, creed, color, or national origin, or on the basis of any other criterion lacking professional justification. The Hospitals shall not discriminate with respect to employment, staff privileges or the provision of professional services against a licensed clinical psychologist within the scope of his or her licensure, or against a physician or podiatrist on the basis of whether the physician or podiatrist holds an M.D., D.O. or D.P.M. degree. Wherever staffing requirements for a service mandate that the physician responsible for the service be certified or eligible for certification by an appropriate American medical board, such position may be filled by an osteopathic physician who is certified or eligible for certification by the equivalent appropriate American Osteopathic Board.

8.4 PERFORMANCE IMPROVEMENT.

8.4.1 The Medical Staffs shall meet at regular intervals to review and analyze their clinical experience, in order to assess, preserve and improve the overall quality and efficiency of patient care in the Hospitals and other District Facilities, as applicable. The medical records of patients shall be the basis for

such review and analysis. The Medical Staffs shall identify and implement an appropriate response to findings. The Board shall further require mechanisms to assure that patients with the same health problems are receiving a consistent level of care. Such performance improvement activities shall be regularly reported to the Board.

8.4.2 The Medical Staffs shall provide recommendations to the Board as necessary regarding the organization of the Medical Staffs' performance improvement activities as well as the processes designed for conducting, evaluating and revising such activities. The Board shall take appropriate action based on such recommendations.

8.4.3 The Board hereby delegates to the Medical Staffs the responsibility and authority to carry out these performance improvement activities. The Board, through the President and Chief Executive Officer, shall provide whatever administrative assistance is reasonably necessary to support and facilitate such performance improvement activities.

8.5 **MEDICAL RECORDS.** A complete and accurate medical record shall be prepared and maintained for each patient.

8.6 **TERMS AND CONDITIONS.** The terms and conditions of Medical Staff membership, and of the exercise of clinical privileges, shall be as specified in the Hospitals' Medical Staff bylaws.

8.7 **PROCEDURE.** The procedure to be followed by the Medical Staff and the Board in acting on matters of membership status, clinical privileges, and corrective action, shall be specified in the applicable Medical Staff bylaws.

8.8 **APPELLATE REVIEW.** Any adverse action taken by the Board with respect to a Practitioner's Staff status or clinical privileges, shall, except under circumstances for which specific provision is made in the Medical Staff bylaws, be subject to the practitioner's right to an appellate review in accordance with procedures set forth in the bylaws of the Medical Staffs.

ARTICLE IX. AUXILIARY ORGANIZATIONS

9.1 **FORMATION.** The Board may authorize the formation of auxiliary organizations to assist in the fulfillment of the purposes of the District. Each such organization shall establish its bylaws, rules and regulations, which shall be subject to Board approval and which shall not be inconsistent with these bylaws or the policies of the Board.

9.2 **EXISTING ORGANIZATIONS.** The Palomar Medical Center Auxiliary and the Pomerado Hospital Auxiliary are existing auxiliary organizations to assist in the fulfillment of the purposes of the District, both of which have been authorized, and their bylaws approved, by the Board.

ARTICLE X.
CLAIMS AND JUDICIAL REMEDIES

- 10.1 **CLAIMS.** The District is subject to Division 3.6 of Title 1 of the California Government Code, pertaining to claims against public entities. The Chief Executive Officer or his designee is authorized to perform those functions of the Board specified in Part 3 of that Division, including the allowance, compromise or settlement of any claims if the amount to be paid from the District's treasury does not exceed \$50,000. Any allowance, compromise or settlement of any claim in which the amount to be paid from the District's treasury exceeds \$10,000 shall be approved personally by the Chief Executive Officer rather than his or her designee.
- 10.2 **JUDICIAL REVIEW.** The California Code of Civil Procedure shall govern the rights of any person aggrieved by any decision of the Board or the District, including but not limited to an action taken pursuant to Article VIII of these Bylaws.
- 10.3 **CLAIMS PROCEDURE.** Notwithstanding any exceptions contained in Section 905 of the Government Code, no action based on a claim shall be brought against the District unless presented to the District within the time limitations and in the manner prescribed by Government Code Section 910 *et seq.*, and shall be further subject to Section 945.4 of the Government Code.

ARTICLE XI.
AMENDMENT

These bylaws may be amended or repealed by vote of at least four members of the Board at any Board meeting. Such amendments or repeal shall be effective immediately, except as otherwise indicated by the Board.

SECRETARY'S CERTIFICATE

I, the undersigned, the duly appointed, qualified and acting Secretary of the Board of Directors for Palomar Pomerado Health, do hereby certify that attached hereto is a true, complete and correct copy of the current Bylaws of Palomar Pomerado Health.

Dated: _____, ~~2002~~2004

Secretary

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**PROPOSED AMENDMENT AND ADOPTION OF REVISED PPH
POLICY NO. 10-600 – MISSION, VISION AND ETHICS VISION STATEMENTS**

TO: Board of Directors
DATE: January 20, 2004 Board Meeting
FROM: Christine D. Meaney, Board Assistant
for Michael H. Covert, CEO

BACKGROUND: At a Special Meeting of the Board of Directors held January 6, 2004 to review PPH's Vision Statement, the following revised Vision Statement was approved:

"PPH will be the health system of choice for patients, physicians and employees, recognized nationally for the highest quality of clinical care and access to comprehensive services".

In order to amend Policy No. 10-600 – Mission, Vision and Ethics Vision Statements to assure the revised Vision Statement is incorporated into this Policy, the Board is requested to approve the attached Resolution.

BUDGET IMPACT: None

RECOMMENDATION: Action

Motion:

Individual Action: X

Information:

Required Time:

RESOLUTION NO. 01.20.04(02)-2

**RESOLUTION OF THE BOARD OF DIRECTORS OF
PALOMAR POMERADO HEALTH
FOR AMENDMENT AND ADOPTION OF REVISED PPH POLICY NO. 10-600
MISSION, VISION AND ETHICS VISION STATEMENTS**

WHEREAS, Palomar Pomerado Health ("PPH") held a Special Boarding Meeting on January 6, 2004 to review PPH's Vision Statement; and

WHEREAS, as a result of such review, the Board of Directors of PPH approved a motion to revise its Vision Statement to state as follows:

"PPH will be the health system of choice for patients, physicians and employees, recognized nationally for the highest quality of clinical care and access to comprehensive services".

WHEREAS, PPH now desires to amend Policy No. 10-600 – Mission, Vision and Ethics Vision Statements to assure the integration of this new Vision Statement and approve and adopt the revised PPH policy attached hereto.

NOW, THEREFORE, IT IS HEREBY RESOLVED that PPH Policy No. 10-600 (Mission, Vision and Ethics Vision Statements), and its related documents and other information, is hereby approved and adopted in the form attached hereto.

PASSED AND ADOPTED at a duly held meeting of the Board of Directors on January 20, 2004, by the following vote:

AYES:

NOES:

ABSTAINING:

ABSENT:

ATTEST:

APPROVED:

Nancy L. Bassett, RN, MBA, Secretary

Alan W. Larson, MD., Chairman

PALOMAR POMERADO HEALTH SYSTEM
District Policy No. 10-600

MISSION, VISION AND ETHICS VISION STATEMENTS

MISSION: The mission of PPH is to heal, comfort and promote health in the communities served by PPH.

VISION: PPH will be the health system of choice for patients, physicians and employees, recognized nationally for the highest quality of clinical care and access to comprehensive services.

ETHICS VISION STATEMENT:

Health care at PPH and all operations which support the delivery of such services shall adhere to ethical standards such as:

- A. Honesty and openness in patient interactions;
- B. Commitment to doing good and avoiding harm;
- C. A respect for individual rights and personal responsibility;
- D. The need for economic stability balanced with the obligation to provide quality health care for the community; and
- E. A pledge to fair business practices.

APPROVED BY:

Chairman of the Board

PREPARED BY: Christine D. Meaney
SOURCE: Governing Body Handbook
DATED: Adopted 10/89
REVIEWED: 1990, 8/91, 1/93, 1/94, 1/02 , 1/04
REVISED: April 29, 1995, January 2002, January 2004
APPROVED: April 29, 1995
DISTRIBUTION: BOD; Executive Management Team

Escondido HCAC Report

TO: PPH Board of Directors

MEETING DATE: January 20, 2004

FROM: Community Relations Committee on December 10, 2003

BY: Lupe Fierro, Community Outreach Director
Jerry Van Leeuwen, Escondido HCAC Chairperson

BACKGROUND: Priorities and recent projects of the Escondido Health Care Advisory Council were presented to the Committee.

COMMITTEE QUESTIONS, COMMENTS: Lupe Fierro and Jerry Van Leeuwen presented priorities and recent projects of the Escondido Health Care Advisory Council. Included in the presentation was Mental Health Mentoring information, and Director Scofield asked for a follow-up presentation to the full Board of Directors.

Identified Goals of the Escondido HCAC are as follows:

1. Provide Mental Health Services to Low-income Residents
2. Reduce Isolation of Seniors
3. Provide School-based Case Health Support
4. Improve Access to Specialty Health Care

Escondido HCAC Projects are as follows:

1. Senior Resource Connection
2. Oasis Intergenerational Tutoring
3. Mental Health Mentoring Program
4. Community Fund
5. You Are Not Alone Program
6. Substance Abuse Proposal of Recommendations
7. Teen Screen
8. Facing Fear School Curriculum

Recommendations from the Escondido HCAC are as follows:

1. Senior Resource Connection Staffing at PMC
2. Support Committee on ATOD – Finalizing Action Plan
3. Integrate Mental Health Mentoring Program with PPH Behavioral Health
4. Support the You Are Not Alone Program
5. Continue Intergenerational Tutoring Support (Oasis)
6. Board Participation at Escondido Meetings

COMMITTEE RECOMMENDATION:

Information: X

Community Programs Review

TO: PPH Board of Directors

MEETING DATE: January 20, 2004

FROM: Community Relations Committee on December 10, 2003

BY: Lupe Fierro, Anamaria Repetti

BACKGROUND: At the October Community Relations Committee meeting, the Committee expressed the desire to reach a point where community outreach expenditures are known and decided at the beginning of each year & budgeted for. Lupe Fierro and Anamaria Repetti prepared and presented an assessment of the past and current community outreach fundraising and program offerings. This assessment was presented to the Community Relations Committee.

BUDGET IMPACT: None

COMMITTEE COMMENTS, QUESTIONS: PPH is committed to playing an active role as a leader and partner as a supporting member of the community in the following projects/programs:

1. Cancer Resource Center
2. Faith & Health Partnership
3. Forensic Health (Child Abuse Program, Sexual Assault Response Team & Family Violence Program)
4. Health Care Advisory Councils
5. HealthSource
6. Lifeline
7. Senior Resource Connection
8. Welcome Home Baby
9. Women's Health Connection

Program Goals & Outcomes were also presented for each of these programs.

The PPH Financial Contributions to these programs for FY '03 were presented and discussed.

Dr. Larson and Director Scofield congratulated Lupe Fierro and Anamaria Repetti for an outstanding presentation.

COMMITTEE RECOMMENDATION:

Information: X

Community Relations Committee 2003 Year-End Review

TO: PPH Board of Directors

MEETING DATE: January 20, 2004

FROM: Community Relations Committee on December 10, 2003

BY: Marcia Jackson, Sr. VP Planning, Marketing, & Bus. Development

BACKGROUND: The Community Relations Committee was established as a new Board Committee in January 2003. As the first calendar year comes to a close, a year-end summary was presented to highlight the work of the Committee in 2003.

BUDGET IMPACT: None

COMMITTEE COMMENTS, QUESTIONS: For information purposes only

COMMITTEE RECOMMENDATION:

Information:

Vision Statement Review

TO: PPH Board of Directors

MEETING DATE: January 20, 2004

FROM: Strategic Planning Committee on December 18, 2003

BY: Michael Covert, President and CEO

BACKGROUND: Mr. Covert solicited input from Board members, EMT, Leadership, and physician and employee groups, particularly targeting past Values in Action Award and Employees of the Month recipients, and brought their incorporated input back to this Committee for further discussion.

BUDGET IMPACT: None

COMMITTEE COMMENTS, QUESTIONS: Michael Covert distributed and discussed suggestions for the new PPH Vision Statement, and would like to finalize in January. It was suggested that we have a Special Board meeting in order to do so.

COMMITTEE RECOMMENDATION:

Information: X

Architectural Presentation

TO: PPH Board of Directors

MEETING DATE: January 20, 2004

FROM: Strategic Planning Committee on December 18, 2003

BY: Marcia Jackson, Sr. VP, Planning, Marketing & Bus. Development
Mike Shanahan, Director, Facilities Planning & Development

BACKGROUND: At the October Strategic Planning Committee meeting, an update on community bed need estimates and alternative building solutions was presented and discussed with the Committee. After feedback from the Committee, the architects further studied alternatives and provided updates at the November and December Strategic Planning Committee meetings. The December Strategic Planning Committee meeting was expanded to a full Board meeting. Based on this information, the Committee invited the full PPH Board to the January 26 Committee meeting to further review architectural options.

BUDGET IMPACT: Unknown

COMMITTEE COMMENTS, QUESTIONS: Our architectural firm, Anshen & Allen, as well as representatives from Kurt Salmon Associates, presented a detailed Summary of Project Sites and Program Distribution, going over our options for new and/or existing facilities, and also reviewing land options should a new facility be one of the preferred options. Ideally, any potential site for a new PPH facility would include a landsite of 40 acres, in order to address future growth potential, including an opportunity to develop 500 beds or more. The immediate concerns include access and proximity to the population that our district serves. A more detailed study regarding land options, including growth and population demographics, will be presented at the January 26 Committee meeting.

Many alternative solutions were presented and discussed, including expanding our existing facilities, focusing on programs and users. Sample schemes were presented, including an evaluation of operational implications. Costs associated with each option were included, and comparative analyses were performed. More detailed information regarding these options will also be presented at the January 26 Committee meeting.

COMMITTEE RECOMMENDATION:

Information: X

