

Palomar Pomerado Health
BOARD OF DIRECTORS
REGULAR (ANNUAL) BOARD MEETING
 Palomar Medical Center, Graybill Auditorium, Escondido
 Monday, December 08, 2008

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ACTION	FOLLOW-UP/RESPONSIBLE PARTY
CALL TO ORDER	6:30 pm – Quorum comprised Directors Bailey, Bassett, Greer, Kleiter, Krider, Larson, Rivera.		
OPENING CEREMONY	The Pledge of Allegiance was recited in unison.		
MISSION AND VISION STATEMENTS	<p>The PPH mission and vision statements are as follows:</p> <p><i>The mission of Palomar Pomerado Health is to heal, comfort and promote health in the communities we serve.</i></p> <p><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></p>		
NOTICE OF MEETING	Notice of Meeting was mailed consistent with legal requirements		
OATH OF OFFICE	<p>Chairman Krider congratulated the three incumbents and one newly elected board member. All were elected or re-elected in the recent November 4, 2008 General Election.</p> <p>The Oath of Office for Director Nancy Bassett was administered by Janine Sarti, Esq.</p> <p>The Oath of Office for Director Marcelo Rivera was administered by Dr. Feldman.</p> <p>The Oath of Office for Director Linda Greer was administered by her daughter, Karen Greer.</p>		

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<ul style="list-style-type: none"> ▪ VHA Awards 	<p>problems so that they might be selected for an award of a state-of-the-art hearing aid.</p> <p>These annual awards were promoted by Dr. David Illich, who started this project because he wanted to give something back after seeing the devastation that Hurricane Katrina had caused. Dr. Illich said that he was honored to be working with PPH and Mr. Hoang on this project.</p> <p>Dr. Illich informed that hearing problems are the third highest health problem among seniors and that good hearing aids are expensive. Following essays submitted by hearing loss contestants as to why that person was deserving of a hearing aid, a panel of six medical professionals and community members chose the winner based upon need.</p> <p>The award of a new Phonak Savia state-of-the-art hearing aid was presented to Mr. Jerry Erck, this year's winner. Mr. Erck sincerely thanked Dr. Illich and Mr. Hoang for this opportunity.</p> <p>Opal Reinbold announced recent awards for PPH from the West Coast Volunteer Hospitals Association. 17 hospitals were recognized and two of those were PPH Hospitals. The first award was the Clinical Award for the PMC heart failure team. The second award was for the surgical care improvement project at POM. Catherine Konyon was the recipient of the nurse champion award.</p>		

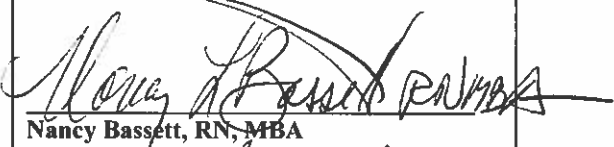

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	Brenda Turner announced the medallion award for the Human Resources on boarding and hiring process and Modern Healthcare's Best Places to work #39 in the country award.		
REPORTS			
Medical Staff			
Palomar Medical Center			
<ul style="list-style-type: none"> ▪ Credentialing/Reappointments 	Richard C. Engel, MD., Chief of PMC Medical Staff, presented PMC's requests for approval of Credentialing/Reappointment recommendations.	<p>MOTION: by Rivera, 2nd by Kleiter and carried to approve the PMC Medical Staff Executive Committee credentialing and reappointment recommendations for the PMC Medical Staff, as presented.</p> <p>All in favor. None opposed.</p> <p>Director Larson abstained.</p>	
Pomerado Hospital			
<ul style="list-style-type: none"> ▪ Credentialing/Reappointments 	Frank Martin, MD., Chief of Pomerado Medical Staff, presented Pomerado Hospital's requests for approval of Credentialing and Reappointment recommendations.	<p>MOTION: by Bassett, 2nd by Kleiter and carried to approve the Pomerado Hospital Medical Staff Executive Committee credentialing and reappointment recommendations for the Pomerado Medical Staff, as presented.</p> <p>All in favor. None opposed.</p> <p>Director Larson abstained.</p>	
Administrative			
Chairperson - Palomar Pomerado Health Foundation	Mr. Al Stehly		
<ul style="list-style-type: none"> • Update on PPHF Activities 	In November donations were just under \$100k. The foundation is shifting its focus to plan giving but is not slowing down. There have been many activities occurring at the mock up rooms and are generating a lot of interest.		

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	A new Chief Development Officer, Terry Green, has just been signed on. Mr. Green has over 30 years of fundraising experience with the last 11 years of that at Children's Hospital. He will be starting January 5 th .		
Chairman of the Board – Palomar Pomerado Health	Bruce Krider		
<ul style="list-style-type: none"> • Election of Officers: 2007 	Office of Board Chairman	<p>MOTION: by Kleiter, 2nd by Rivera and carried, there being neither any other nominations nor discussion, all in favor of Director Krider being voted Chairman for calendar year 2009.</p> <p>None opposed.</p>	
<ul style="list-style-type: none"> • 	<p>Office of Vice Chairman</p> <p>Director Rivera nominated Director Kleiter and Director Kaufman nominated Director Greer. The nomination of Director Greer was seconded by Director Larson. Chairman Krider asked that the Board members vote for their choice and the votes were tallied.</p>	<p>MOTION: by Kaufman, 2nd by Larson and carried by majority vote, in favor of Director Linda Greer being voted Vice Chairman for calendar year 2009.</p> <p>None opposed.</p>	
<ul style="list-style-type: none"> • 	Office of Secretary	<p>MOTION: by Larson, 2nd by Rivera and carried, there being neither any other nominations nor discussion, all in favor of Director Nancy Bassett being voted Secretary for calendar year 2009.</p> <p>None opposed.</p>	
<ul style="list-style-type: none"> • 	Office of Treasurer	<p>MOTION: by Bassett, 2nd by Rivera and carried, there being neither any other nominations nor discussion, all in favor of the Chair of the Finance Committee being voted Treasurer for calendar year 2009.</p> <p>None opposed.</p>	

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<ul style="list-style-type: none"> Resolution No. 12.08.08 (01) – 12 Establishing Board Meetings for Calendar Year 2009 	<p>Following discussion the motion was made generally based upon the 2nd Monday of the month commencing at 6:30 p.m. Open Session, with alternating monthly locations as indicated in the submitted Resolution.</p>	<p>MOTION: by Kaufman, 2nd by Bassett and carried to adopt the dates of Regular Board Meetings for calendar year 2009 as submitted.</p> <p>All in favor. None opposed.</p>	
<p>President and CEO</p>	<p>Michael H. Covert</p>		
	<p>Mr. Covert congratulated the newly elected Board members and Board positions. The upcoming holiday employee meals were announced along with their times and locations.</p> <p>A reminder was given that the December 16th Strategic Planning meeting would be a full board meeting. Strategic Planning topics to be covered in the new year will include IT, construction, the Strategic Planning retreat, transition to NCR and primary care.</p>		
<p>INFORMATION ITEMS</p>	<p><i>Discussion by exception only</i></p>		
<ul style="list-style-type: none"> Lift Team - Human Resources Workforce Plan – Human Resources Outpatient Plan – Strategic Planning Women’s Strategic Plan Update – Strategic Planning Quarterly '09 Initiatives – Strategic Planning 			
<p>COMMITTEE REPORTS</p>			
<p>Special Ad Hoc Internal Audit and Compliance Committee</p>	<p><i>Director Larson, Chair</i></p>		
<ul style="list-style-type: none"> Audit and Compliance Report 	<p>The ad hoc committee met four times to determine and develop best practices in audit and compliance. The consultants, 20/20, helped develop these recommendations. The committee focused on the following issues.</p> <p>Charter, outsourcing of certain investigations, legal fees budget, independent meetings with the Board, employment of General Counsel,</p>	<p>MOTION: by Larson, 2nd by Bassett and carried to approve the Special Ad Hoc Audit and Compliance report.</p> <p>Rivera made a motion to have the Chair inform the Board that legal counsel has been contacted. Kleiter 2nd Rivera’s motion to amend</p>	

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	<p>Director of Internal Audit, and Director of Corporate Compliance. Other topics covered included evaluating legal, audit and compliance effectiveness and Board use of outside counsel.</p> <p>At this point the Board discussed the report.</p> <p>Director Rivera was not in favor of the recommendations and wanted the report amended so that expenditure of District funds in regards to outside legal counsel expenses would be a Board decision. Director Rivera was also in favor of keeping the severance package for the Director of Compliance at six months.</p>	<p>report to notify the Board after legal counsel has been contacted.</p> <p>Five in favor. Director's Greer and Larson opposed.</p> <p>MOTION: by Kleiter, 2nd by Rivera to amend the severance to six months.</p> <p>One in favor. Director's Bassett, Greer, Larson, Kaufman, Kleiter and Krider opposed.</p> <p>MOTION: By Larson, 2nd by Bassett to approve the Special Ad Hoc Committee report with the amendment to notify the Board of use of outside council.</p> <p>Six in favor. Director Rivera opposed.</p>	
Finance	Bob Hemker, CFO		
<ul style="list-style-type: none"> • ICOC Applications* • Market Update 	<p>Finance committee reviewed the vacancy for the ICOC and notified the community. Four qualified applicants were presented to the Board. The finance committee recommended Mr. Hoffman.</p> <p>Mr. Hemker discussed the agenda for the January 8th special Board meeting for finance and construction.</p>	<p>MOTION: by Kaufman, 2nd by Greer and carried to approve the Finance committee's ICOC recommendation for Mr. Hoffman as submitted.</p> <p>All in favor. None opposed.</p>	
<ul style="list-style-type: none"> • Audit and Compliance 	<p>Director Greer pulled the charter so that it could be amended based on the previous Audit and Compliance report discussion</p>		
<ul style="list-style-type: none"> • Human Resources 	<p>Director Bassett gave a reminder that it is now open enrollment and discussed the benefit changes.</p>		
<ul style="list-style-type: none"> • Governance 	<p>The Administrative procedure regarding the employment of EMT and Board member relatives was distributed.</p>		

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	<p>The procedure contained proposed amendments that would allow relatives of EMT and Board members to be employed by PPH, just not in the same division. Policy and Procedure is already in place to define conduct of conduct, ethic and conflicts of interest for the Board members. The Board discussed the administrative procedure at this point. The Board came to a consensus that the procedure should be amended as proposed. Directors Bassett and Kaufman abstained due to conflict of interest. Director Rivera disagreed with the amendments proposed for the administrative procedure.</p>		
<p>BOARD MEMBER COMMENTS/AGENDA ITEMS FOR NEXT MONTH</p>	<p>Director Bassett stated that Jeff Klingin of the state wide earthquake drill reported that PPH did very well. On December 10th vendors would be holding a fair at the Black Mountain facility.</p> <p>Director Larson took a moment to thank the organization as well as Ben Kanter and Al Stehly. Director Larson welcomed Jerry Kaufman to the Board.</p> <p>Director Rivera received an email from Dr. Rod Cerry, a cardiologist, regarding the successful recruitment. PPH had top enrollment in minimally invasive cardiology surgery. Director Rivera provided a Facilities and Grounds update and thanked the community for re-electing him. Director Rivera welcomed Jerry Kaufman to the Board.</p> <p>Director Kleiter welcomed Jerry Kaufman to the Board and welcomed the re-elected members back.</p> <p>Director Kaufman thanked everyone at PPH</p>		

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	<p>that he had met with thus far and in particular thanked Sheila Brown for her explanations regarding the outreach centers.</p> <p>Chairman Krider congratulated the elected Board members. A reminder was given that there would be a special Board meeting in January to discuss Finance and Facilities.</p>		
ADJOURNMENT	8:58 p.m.		
SIGNATURES <ul style="list-style-type: none"> ▪ Board Secretary ▪ Board Assistant 	 <hr/> Nancy Bassett, RN, MBA  <hr/> Nicole Dennis		

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