

**PALOMAR UCSD HEALTH AUTHORITY BOARD OF DIRECTORS**

<i>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</i>	
<i>Agenda Item</i>	
<i>• Discussion</i>	<i>Conclusion/Action/Follow Up</i>
<b>Notice of Meeting</b>	
Notice of Meeting was physically posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA. 92029 and UC San Diego Health – La Jolla Emergency Department, 9432 Medical Center Drive, La Jolla, CA 92037 as well as on the Palomar Health website on Friday, March 20, 2026, an Amended posting on Friday, March 20, 2026 and on Monday, March 23, 2026 which is consistent with legal requirements.	
<b>Call to Order</b>	
The meeting, which was held at the Palomar Health Medical Center Escondido, 1 <sup>st</sup> Floor Conference Room, 1285 Citracado Parkway, Escondido, CA 92029, and called to order at 2:02 p.m. by Diane Hansen.	
<b>I. Establishment of Quorum</b>	
Quorum was established via roll call comprising of Directors Margarita Baggett; John Carethers, MD; Z. Jeff Daskalakis, MD; Pauline Gourdie; John Whitham (virtual); Charlene Zettel  Absences: none	
<b>II. Welcome and Introductions of the Palomar UCSD Health Authority Board of Directors</b>	
<b>III. Public Comments</b>	
A. No public comments	

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<b>IV. Election of Officers</b>	
A. Election of Board Chair was handled by Kevin DeBruin	<p><b>MOTION:</b> By Director Whitham, 2<sup>nd</sup> by Director Zettel to nominate Director Goudie for the position of Board Chair for 2026. Director Gourdie accepted the nomination.</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Kevin DeBruin announced by a six - zero vote in favor of Director Gourdie. Director Gourdie is nominated and elected as Board Chair for 2026.</p>

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<b>V. Approval of Minutes</b>	
A. Board of Directors Meeting Minutes – Monday, February 2, 2026	<p><b>MOTION:</b> By Director Zettel, 2<sup>nd</sup> by Director Carethers to approve the Palomar UCSD Health Authority Board of Directors Meeting Minutes from Monday, February 2, 2026 as written.</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Director Gourdie announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
• No discussion	
<b>VI. Adjourn to Closed Session</b>	
<b>VII. Re-Adjourn to Open Session</b>	
<b>VIII. Action Resulting from Closed Session, if any</b>	
• No reportable action.	
<b>IX. Reports – Informational Only</b>	
A. Chief Executive Officer – Diane Hansen	
• Verbal report was provided.	
B. Chief Executive Officer, UC San Diego Health – Patty Maysent	

<ul style="list-style-type: none"> <li>Verbal report was provided.</li> </ul>	
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<ul style="list-style-type: none"> <li><i>Discussion</i></li> </ul>	<p><i>Conclusion/Action/Follow Up</i></p>
<p><b>X. Approval of Bylaws, Charters, Resolutions and Other Actions</b></p>	
<p>A. Resolution Authorizing and Approving Expenditures in Furtherance of the Implementation of the Electronic Health Record System</p>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Baggett and carried to approve Resolution No. 03.24.26(01)-05 of the Board of Directors of Palomar UCSD Health Authority Authorizing and Approving Expenditures in Furtherance of the Implementation of the Electronic Health Record System</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>No discussion</li> </ul>	

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<p>B. Resolution Authorizing and Approving Entering into a Co-Management Agreement with UCSD Health for a proposed Cancer Center</p>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Daskalakis and carried to approve Resolution No. 03.24.26(02)-06 of the Board of Directors of Palomar UCSD Health Authority Authorizing and Approving Entering into a Co-management Agreement with UCSD Health for a Proposed Cancer Center</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<p>• Discussion</p>	

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<ul style="list-style-type: none"> <li>C. Resolution Authorizing and Approving Entering into an Expense Reimbursement Agreement for Certain Expenses Incurred by UCSD Health Prior to the Operational Date of the JPA</li> </ul>	<p><b>MOTION:</b> By Director Baggett, 2<sup>nd</sup> by Director Carethers and carried to approve Resolution No. 03.24.26(03)-07 of the Board of Palomar UCSD Health Authority Authorizing and Approving Entering into an Expense Reimbursement Agreement for Certain Expenses Incurred by UCSD Health Prior to the Operational Date of the Authority</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>Discussion and questions were answered</li> </ul>	



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<ul style="list-style-type: none"> <li>D. Resolution Appointing and Authorizing the Chief Finance Officer as an Authorized the Chief Financial Officer as an Authorized Signatory of the Authority</li> </ul>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Zettel and carried to approve Resolution No. 03.24.26(04)-08 of the Board of Palomar UCSD Health Authority Appointing and Authorizing the Chief Financial Officer as an Authorized Signatory of the Authority</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>Discussion and questions answered</li> </ul>	
<ul style="list-style-type: none"> <li>E. Resolution Appointing and Authorizing Designated Individuals(s) to Represent the Authority in Negotiations and Communications with Health Plans and Health Insurance Payors</li> </ul>	Resolution Tabled

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<p>F. Adoption of Conflict of Interest Code</p>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Zettel and carried to approve Resolution No. 03.24.26(06)-10 of the Board of Directors of Palomar UCSD Health Authority Adopting a Conflict of Interest Code Pursuant to the Political Reform Act of 1974</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<p>• Discussion and questions answered</p>	

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<p>G. Resolution Adopting 2026 Regular Board Meeting Schedule</p>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Zettel and carried to approve Resolution No. 03.24.26(07)-11 of the Board of Directors of Palomar UCSD Health Authority Establishing Regular Board Meetings for the Calendar Year 2026</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>• Discussion</li> </ul>	

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H. Resolution Adopting Certificate of Incumbency	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Baggett and carried to approve Resolution No. 03.24.26(08)-12</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>No discussion</li> </ul>	
<b>Final Adjournment</b>	
<ul style="list-style-type: none"> <li>There being no further business, Director Gourdie adjourned the meeting at 3:38 p.m.</li> </ul>	

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<b>Signatures:</b>	<b>Board Chair</b>	 _____ Pauline Gourdie
	<b>Board Assistant</b>	 _____ Janet Kren