

Memo

To: Board Members
From: Tom Scaglione
Date: March 19, 2025
Subject: Policies & Procedures Committee Minutes – **March 12, 2025**

The Committee met for a special meeting on Wednesday, March 12, 2025, at 1:00 p.m. Members of the public were able to participate by telephone, Zoom, or in-person at the Grossmont Healthcare District Conference Center, located at 9001 Wakarusa Street, La Mesa, CA. For the purpose of these minutes, the listed items are reflected in the order set forth on the posted Agenda. In some cases, discussion of items may have taken place out of sequence during the meeting.

Attendees: Director Robert “Bob” Ayres, Chair
Director Gloria Chadwick, RN, Member
Aaron Byzak, Interim Chief Executive Officer
Tom Scaglione, Chief Administrative Officer
Jeffrey Scott, General Counsel

A. Call to Order: The meeting was called to order by Director Ayres at 1:03 p.m.

B. Approval Agenda: The agenda was approved as posted.

C. Public Comment: There were none.

D. Reports/Discussion/Possible Action Items

1. Bylaws Redline Changes

The Committee reviewed the following redline changes to the Bylaws and when necessary, made recommendations for further revisions as noted.

- 5.1.1 Regular Meetings. The meeting days were corrected to the first Tuesday and third Thursday of each month, at 9:00 a.m. to reflect the current schedule.

The Committee discussed the possibility of changing the Board meeting times. It was agreed that this item will be placed on an upcoming Board

agenda for consideration of implementing a 90-day trial period for one 6:00 p.m. Board meeting per month.

- 5.2 Organization Meeting. The annual meeting date has been changed to the first Tuesday in December. The information was added to the bylaw. “The Board President, CEO, or District Counsel will call for nominations for Board President. No vote shall be taken until all nominations have been made. Once all nominations are made, nominations shall be closed, and the vote shall be taken in public.”
- 5.3 Special Meetings. The requirement to deliver written notice was revised to “including emails and/or texts.”
- 5.7 Rules of Order. The bylaw was updated with Robert’s Rules of Order Newly Revised 12th Edition. The information was added to the bylaw. “However, technical failures to follow Robert’s Rules shall not invalidate any action taken.”

CAO Scaglione to order copies of the 12th Edition of Robert’s Rules of Order for the Board.

- 5.8 Teleconferencing and Virtual Meetings. This bylaw was added. “All Board members shall be allowed to attend meetings via teleconferencing in accordance with Government Code Section 54953 as amended, including holding virtual meetings during a proclaimed state of emergency when state and local officials have imposed or recommended measures to promote social distancing.”

‘Whenever practical, all meetings of the Board of Directors shall allow for the public to access the meetings using an internet-based service option and a call-in option.’

- 6.2 Finance. The Committee’s title was revised to reflect the new Committee name.
- 6.2 Facilities. The bylaw was revised to name Sharp Grossmont Hospital in lieu of District owned facilities.

Counsel Scott to check the records for any resolution regarding the hospital name change from Grossmont Hospital to Sharp Grossmont Hospital.

- 6.2 Community Health. The bylaw was added. “This committee discusses the District’s health focused activities to include library programs, community health education, and partner events. The committee also discusses and tracks community health initiatives that have been approved by the Board.”
- 6.2 Library Operations. This bylaw has been removed.
- 6.2 Public Relations & Outreach. This bylaw was revised. “This committee shall be responsible for public relations activities and external communication with the community. The committee also reviews electronic communications such as social media engagement and website updates.”
- 6.2 Government, Legal & Legislative Relations. This bylaw was revised. “This committee monitors and advocates for legislation affecting residents, community partners, special districts and health-care services,”
- 7.1 Election of Officers. This bylaw was removed.
- Article VIII. GHC Board Membership. The Meeting Compensation Guidelines of District Policy Manual Section BOD-11 was revised. “District Board appointees shall be limited to a payment equivalent to the District Board of Directors for three (3) separate meetings during any calendar month.”

2. Policy Manual Redline Changes

a) Committee Meeting Business Hours (BOD-02)

The Committee discussed adding a clause to the policy that would allow meetings to be held outside of regular business hours (9:00 a.m. to 3:00 p.m.), only if both Committee members agreed. The Committee *recommended* the suggested redline changes go before the full Board for approval.

b) Term Limits for Board Members (BOD-02)

The Committee discussed term limits for Board members and decided not to pursue term limits noting a change would require a legislative measure and would come at a great cost to the District.

c) Cell Phone Usage During Board Meetings (BOD-08)

The Committee agreed cell phone usage is highly discouraged on the dais and proposed using a “best practice” approach of asking that cell phones be silenced during Board meetings as opposed to a policy change.

d) Ticket Distribution Policy (BOD-18)

The Committee reviewed updates to the ticket distribution policy for new grantees and *recommended* these redline changes go before the full Board for approval.

e) Purchasing and Property Control Policy (FIN-09)

The Committee agreed to add a new section specifying that all grant and sponsorship requests, regardless of dollar amount, must be approved by the Board. This agenda item will be placed on the next Committee meeting agenda.

3. Request to Add New Workforce Development Committee

The Committee agreed to move forward with the Workforce Development Committee as an ad hoc committee. This agenda item may go before the Board for approval at an upcoming meeting.

4. Employee Handbook

The Employee Handbook will remain as is until the new permanent Chief Executive Officer is hired.

5. Stipend Increase Discussion

Counsel Scott will research last year’s stipend increase to determine when it was approved. Policy requires a 60-day notification and a waiting period of one year, plus one meeting to process. Once that information is verified, the Board will move forward with a recommendation to increase the Board and Designee annual compensation by 5%. Counsel Scott will meet with Interim CEO Byzak to discuss.

E. Next Meeting: The next meeting is on the calendar for Tuesday, April 22, 2025, at 10:00 a.m.

F. Adjournment: There being no further business, the meeting adjourned at 2:05 p.m.