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HEALTH SERVICE BOARD MEETING:
GOVERNANCE COMMITTEE

NOTICE and SPECIAL MEETING MINUTES

Monday December 17, 2018, 2:00 p.m.
SFHSS Wellness Center, First Floor
Conference Room
1145 Market Street
San Francisco, CA 94103

1. CALL TO ORDER:

Start time: 2:02pm

2. ROLE CALL

Committee Chair, Randy Scott
Committee Member, Karen Breslin
Committee Member, Sharon Ferrigno

3. APPROVAL (with possible modifications) OF THE MINUTES OF THE MEETINGS SET FORTH BELOW: (Action)

Committee Chair Scott affirmed that the Committee members reviewed the Special Governance meeting minutes from January 5, 2017. Committee Chair Scott then asked if the Committee members would like to change, or add to, the draft meeting minutes. Committee Member Breslin did have a question that she wanted clarified regarding the content recorded in Action Item number 2. This item covered the 2015-2016 Self Board evaluation results. Committee Member Breslin wanted the minutes to reflect which section of the evaluation had decreasing marks. This information would be critical for the documentation, as well as the tracking of the Board’s performance moving forward. The Board Secretary shared that the section of the evaluation referenced in the meeting minutes was evaluation item #2, “Board Member’s Interactions and Board Activities.”

Committee Member Breslin noted one other edit on page 3, 6th bullet, was an incomplete sentence. The Board Secretary noted that this was an editing mistake, and this sentence fragment will be deleted.

Committee Chair Scott asked that the minutes be approved with the edits shared during this meeting.

ACTION: Motion Passed 3-0 Ayes: Scott, Breslin, and Ferrigno Nays: none.

4. REVIEW and APPROVAL OF ANY UPDATES PERTAINING TO THE HEALTH SERVICE BOARD’S GOVERNANCE COMMITTEE’S TERMS OF REFERENCE: (Action)

Committee Chair Scott noted that the Governance Committee Terms of Reference and Policies were edited and given “Redline” suggestions/comments by the San Francisco City Attorney, the SFHSS Leadership team,

and the Governance Committee members. This review was done internally and was not done by an external entity. Committee Chair Scott requested that the Committee review the entire document and accept the grammatical/non-substantive edits without specific review of each edit. Committee Chair Scott then asked that the Committee members review each page and only discuss the possible substantive changes.

The substantive changes in the Redlined Document were all discussed. Some of the substantive changes were denied, however, the substantive changes that were agreed upon by all Committee members are listed in the summary of changes chart below:

SUBSTANTIVE CHANGES:			
Redline Change Marked by a Comment	Terms of Reference or Policy Number	Policy or Terms of Reference	Changes Made
1.	209 210 211	Finance and Budget Policies will be added to the updated Governance Policies directly after the Governance Policies Section: 1. Investment Policy (Effective 01/05/2017) 2. Contingency Reserve Policy (Reviewed last 02/14/2014) 3. Self-Funded Plans' Stabilization Reserve Policy (Reviewed last 01/08/2015) **Per the Request of the Governance Committee Chair, the San Francisco City Charter and Administrative Codes will be added to the Governance Terms of Reference and Policies directly after the Finance and Budget Policies as "Appendix A."	None
2. Page 3	101	SFHSS Board Terms of Reference: Plan Adoption and Benefit Design, 7) b)	Updated content: "The goals or objectives that will guide the Board in carrying out the Rates and Benefits review, this process was referred to paragraph 6) b) above."
3. Page 5	101	SFHSS Board Terms of Reference: Rates and Accounting, 17)	Updated content: "of each self-funded plan and shall be reviewed annually"
4. Page 8	101	SFHSS Board of Terms of Reference: Selection of Vendors, 26) e)	Updated value: "External information technology consultants retained for services with a value in excess of \$200,000"
5. Page 8	101	SFHSS Board of Terms of Reference: Selection of Vendors, 26) f)	Updated content: "Services of a Medical Director"
6. Page 8	101	SFHSS Board of Terms of Reference: Selection of Vendors, 28)	Deletion of Content: "in policy form"
7. Page 17	105	Budget and Finance Committee Terms of Reference, Operational Rules, 4) d)	Updated content: "The Budget and Finance Committee shall meet at least annually, or more often if it deems necessary."
8.	105	Budget and Finance Committee Terms of Reference, Audits and Examinations,	Updated content: "Provide clear direction to SFHSS that the external financial auditor

Page 18		7) a)	is accountable to the Board in terms of providing the Board the SFHSS annual audit report.”
9. Page 28	201	Operations Policy Quorum, Rules of Order and Voting 47)	Content Deletion: “A request for reconsideration can only be made at the same meeting the vote to be reconsidered was taken. Motions for reconsideration cannot be renewed”
10. Page 35	202	Board Education Policy, Reporting, 24)	Updated content: “On an annual basis, the Board Secretary, shall submit...”
11. Page 42	202	Board Education Policy, Appendix 3, Travel Policy 22) Semi-Annual Ravel Reports	Content deletion: Semi-Annual Travel Report
12. Page 54	205	Monitoring and Reporting, Appendix 1 5) Board Travel Expenses Report	Content deletion: Board Travel Expense Report.
13. Page 60	207	Service Provider and Vendor Selection Policy, Roles and Responsibilities, 2) c) v)	Updated value: “Information technology consultants retained for services with a value in excess of \$200,000.”
14. Page 61	207	Service Provider and Vendor Selection Policy, Roles and Responsibilities, 4)	Updated content: “Executive Director may elect to submit a service provider to the Board for its approval.”
15. Page 62	207	Service Provider and Vendor Selection Policy, Black-Out Periods, 11)	Updated content: “A black-out period may also be instituted between Board meetings at the discretion of the Board when it is acting as a committee of the whole.”
16. Page 63	207	Service Provider and Vendor Selection Policy, Black-Out Periods, 17)	Updated content: “A black-out period will cease when a successful bidder has been selected to enter into a contractual arrangement with SFHSS...”
NON-SUBSTANTIVE CHANGES MADE:			
		Throughout all of the Policies and Terms of Reference	Edited all mentions of “HSS” to “SFHSS”; As well as “Director” to “Executive Director”
		Throughout all of the Policies and Terms of Reference (not including any of the Finance and Budget Policies)	Added to the “History Section” the sentence fragment: “Further Amended TBD.” ***Date to Be Determined dependent on the reviewed by the Full Board and the document has been granted Final Approval.***

PUBLIC COMMENT: There were no public comments.

Committee Chair Scott called for a motion for the above-mentioned grammatical edits and substantive changes to the Governance Terms of Reference. The substantive changes will be edited into the document pending further review of the City Attorney, the HSB Board Secretary, and the HSB full Board review process.

ACTION: Motion Passed 3-0

Ayes: Scott, Breslin, and Ferrigno Nays: none.

5. REVIEW and APPROVAL OF ANY UPDATES PERTAINING TO THE HEALTH SERVICE BOARD GOVERNANCE COMMITTEE'S POLICIES: (Action)

For all substantive edits within the Governance Policies please see the above summary of changes chart.

PUBLIC COMMENT: There were no public comments.

Committee Chair Scott called for a motion for the above-mentioned grammatical edits and substantive changes to the Governance Policies. The substantive changes will be edited into the document pending further review of the City Attorney, the HSB Board Secretary, and the HSB full Board review process.

ACTION: Motion Passed 3-0 Ayes: Scott, Breslin, and Ferrigno Nays: none.

6. INIATATE PUBLIC EMPLOYEE EVALUATION February 2018-December 2018: (Action)

Committee Chair Scott introduced this action item to the Committee and stated that this evaluation will be conducted for SFHSS' Executive Director Yant. Committee Chair Scott shared some insights from his previous experience with this Public Employee Evaluation process. Commissioner Scott then asked Ms. Kate Howard, from the Department of Human Resources, to share the evaluation timeline and any other information regarding the evaluation procedures.

Ms. Kate Howard, Managing Deputy Director with the Department of Human Resources (DHR), presented her role/responsibilities as they relate to the Public Employee Evaluation process. Ms. Howard explained that her staff has created a timeline for this evaluation, and she asked that the Commissioners agree to this timeline or propose a new timeline if necessary. Ms. Howard noted that the timeline for the Public Employee Evaluation will correspond with the timeline for the Board Self-Evaluation. (The timeline was distributed to the Committee members during the Annual Board Self-Evaluation Action Item.)

Ms. Howard reviewed the contents of the previous 2016 Public Employee evaluation DHR form with the Committee members. Ms. Howard asked the Committee Members if they had any issues using the previous qualitative evaluation questions for Executive Director Yant. It was agreed by all Committee members that Ms. Howard and her team should use the same qualitative questions for this piece of the Evaluation.

Ms. Howard asked the Committee members and Executive Director Yant, which professional parties, outside of the Board, should be surveyed for this evaluation. It was decided by the Committee members and Executive Director Yant, that only the Health Service Board Commissioners and the SFHSS Executive Management team should submit reports for this evaluation. In conclusion to the evaluation process planning, Ms. Howard stated that she would work with the Health Service Board Secretary to gather contact information for all Board members and the Executive Management team.

Ms. Howard had one final question for Executive Director Yant in terms of information gathering for the Final Evaluation Report. Ms. Howard asked if Executive Director Yant would be conducting her own self-evaluation, she stated this self-evaluation could happen concurrently with the Board members, or in response to the draft Evaluation Report. It was decided that Executive Director Yant should complete her self-evaluation concurrently with the Board's Public Employee Evaluation process, so that all pieces of the Public Employee Evaluation are submitted at the same time. Executive Director Yant confirmed with the Committee members, and Ms. Howard, that she would be able to complete her self-evaluation by the middle of January 2019. Ms. Howard stated her team would be able to compile the draft report by the end of January 2019.

Pamela Levin, Chief Financial Officer, mentioned that there needed to be an edit on the qualitative evaluation regarding the "Unable to Assess" option. Ms. Levin's suggested edit was that this rating option needed to be added to all of the evaluation categories.

Committee Chair Scott agreed with Ms. Levin, and he asked that there be explicit instructions to the Commissioners explaining the expectations of the qualitative evaluation. He asked that Ms. Howard request

that all ratings have concrete examples of Executive Director Yant's work. Ms. Howard reassured the Committee that she would write explicit instructions for the Commissioners for the qualitative evaluation portion. Ms. Howard also shared that DHR will create an online survey tool, or they will create a fillable PDF that can be emailed to the Commissioners. Committee Member Breslin asked that the tool created have enough space for a response to be hand written in or typed in. It was noted that there was not enough space to write in previous evaluations. Ms. Howard confirmed that either evaluation tool created by her team will have enough writing space for adequate examples that will support their rating choices.

PUBLIC COMMENTS: There were no public comments on this action item.

Committee Chair Scott asked the Committee members for a motion to initiate the Public Employee Evaluation process.

ACTION: Motion Passed 3-0 Ayes: Scott, Breslin, and Ferrigno Nays: none.

7. INIATATE ANNUAL BOARD EVALUATION FY 2017-2018: (Action)

Committee Chair Scott asked Ms. Howard if she would share the evaluation timeline for the Annual Board Self-Evaluation with the Committee. Ms. Howard distributed and reviewed the timeline with the Committee members. She explained that both the Employee Performance and the Self Board evaluation would be conducted at the same time. Ms. Howard wanted to be clear with all Committee members that this timeline and this process would be much tighter than the previous year's evaluations. Ms. Howard also mentioned that both of these evaluations are doable within this timeframe.

Committee Chair Scott asked Ms. Howard if we could use the same survey for the Board Self-Evaluation that was used in the 2016 Board Self-Evaluation. Committee Chair Scott stated that this request was made primarily for the Board's evaluation consistency and for the longitudinal tracking of the Board's performance. Ms. Howard stated that her team would use the 2016 DHR evaluation so the Board can track their performance. Ms. Howard also asked if the Committee members wanted to add or change anything on the evaluation form for the Board Self-Evaluation; the Committee had no suggestions to offer.

Ms. Howard concluded this discussion stating that she would also follow the previous evaluation's reporting style. Ms. Howard also shared that she will document the outcomes for the Board Self Evaluation in both whole numbers and in percentages.

PUBLIC COMMENTS: There are no public comments for this action item.

- I. Committee Chair Scott asked the Committee to motion for the initiation of the Board's Self Evaluation.

ACTION: Motion Passed 3-0 Ayes: Scott, Breslin, and Ferrigno Nays: none.

- II. Committee Chair Scott asked the Committee to motion for the adoption of the DHR Evaluation process timeline for both the Board Self Evaluation and the Public Employee Evaluation.

ACTION: Motion Passed 3-0 Ayes: Scott, Breslin, and Ferrigno Nays: none.

8. OPPORTUNITY FOR THE PULIC TO COMMENT ON MATTERS WITHIN THE BOARD'S JURISDICTION: (Discussion)

PUBIC COMMENT: There were no matters brought to the Committee at this time.

9. OPPORTUNITY TO PLACE ITEMS WITHIN THE BOARD'S JUSRIDCITION ON FUTURE AGENDAS: (Discussion)

PUBLIC COMMENT: There were no items brought to the Committee at this time.

10. ADJOURNMENT:

End time: 3:45pm

Summary of Health Service Board Rules Regarding Public Comment

- Speakers are urged to fill out a speaker card in advance but may remain anonymous if so desired.
- A member of the public has up to three (3) minutes to make pertinent public comments before action is taken on any agenda item.
- A member may comment on any matter within the Board's jurisdiction as designated on the agenda.

Health Service Board and Health Service System Web Site: <http://www.myhss.org>

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Accessible seating for persons with disabilities (including those using wheelchairs) will be available.

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Lobbyist Registration and Reporting Requirements

Individuals and entities influencing or attempting to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [SF Campaign & Governmental Conduct Code § 2.100] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the San Francisco Ethics Commission at 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102; telephone (415) 252-3100; fax (415) 252-3112; web site www.sfgov.org/ethics.

Summary of Health Service Board Rules Regarding Cell Phones and Pagers

- The ringing and use of cell phones, pagers and similar sound-producing electronic devices are prohibited at Health Service Board and committee meetings.
- The Chair of the meeting may order the removal of any person(s) in violation of this rule from the meeting room.
- The Chair of the meeting may allow an expelled person to return to the meeting following an agreement to comply with this rule.

The complete rules are set forth in Chapter 67A of the San Francisco Administrative Code.

If any materials related to an item on this agenda have been distributed to the Health Service Board after distribution of the agenda packet, those materials are available for public inspection at the Health Service System during normal office hours. For more information, please contact Natalie Ekberg at (415) 554-1727 or email Natalie.Ekberg@sfgov.org.

The following email has been established to contact all members of the Health Service Board:
health.service.board@sfgov.org.

Health Service Board telephone number: (415) 554-1727.