



HEALTH SERVICE BOARD
CITY & COUNTY OF SAN FRANCISCO

G O V E R N A N C E C O M M I T T E E

Draft Minutes

Special Meeting

Monday, November 30, 2015

10:00 A.M.

City Hall, Room 416
1 Dr. Carlton B. Goodlett Place
San Francisco, California 94103

□ Call to order

□ Roll call

Committee Chair, Karen Breslin
Committee Member Randy Scott
Committee Member Stephen Follansbee, M.D.

Health Service Board Commissioner Gregg Sass was also in attendance at this meeting.

This meeting was called to order at 10:01 am.

□ 11302015-01G

Action item

Approval (with possible modifications) of the minutes of the meeting set forth below:

- Special Committee Meeting of September 22, 2015

Documents provided to Board prior to meeting:
Draft minutes.

Public comments: None.

- Commissioner Scott moved to approve the special Committee minutes of September 22, 2015.
- Commissioner Follansbee seconded the motion.

Action: Motion was moved and seconded by the Committee to approve the special Committee meeting minutes of September 22, 2015.

Motion passed 3-0.

□ 11302015-02G Action item

Review and approve results of 2015 Health Service Board performance evaluation (Committee Chair Breslin)

Documents provided to Board prior to meeting:
2015 Health Service Board performance evaluation survey results.

- Donna Kotake, Workforce Development Director at the Department of Human Resources, presented the draft results of the Health Service Board's 2015 self- evaluation to the Committee.
- Ms. Kotake summarized her process for determining the results of the Board's annual survey. She presented the draft self- evaluation, which highlighted areas of improvement, possible concern and potential focus.
- Some of the significant improvements included Board communications and the Board's interactions with management, particularly with the Executive Director.
- It appeared that the utmost concern of all Board members was the investment program.
- Commissioner Scott stated that he was troubled by the drop in score regarding the statement that the Board routinely adheres to its own policies, particularly since substantial hours were spent clarifying the Board's Terms of Reference and Governance Policies as well as reorganizing the committee structure. He also expressed surprise regarding the response to the Board effectively managing members who failed to act in accordance with policies.
- Commissioner Scott asked the record to indicate that the Board needs to be more self-reflective as it goes through the next review cycle and he hoped that members would be attentive to the changes made to

the Governance Policies and Terms of Reference.

- Commissioner Follansbee stated that it was clear one or two Board members did not feel comfortable expressing themselves or thought they were not being heard, which he found disturbing. He asked how that issue could be brought back to the Board and addressed.
- Committee Chair Breslin stated her belief that the issues were a result of a lack of Board education, and while there was a policy, it had not been adhered to.
- Commissioner Scott noted that training comes in all forms, such as webinars and educational presentations at Board meetings.
- Committee Chair Breslin asked Committee members about their Board orientation provided by HSS, stating that she received quite an extensive one when she joined the Board, including how the rates were calculated and the a review of the City Charter.
- Commissioners Scott, Follansbee and Sass stated that they were satisfied with the orientation they received when they joined the Board.
- Committee Chair Breslin noted that there was a difference between the orientation program and continuing education of the Board, and that more money needed to be set aside for Board education.
- Commissioner Scott suggested that when possible, educational opportunities could be presented at regular meetings.
- Committee Chair Breslin stated that utilizing meetings for educational purposes could extend the meeting time. She noted that orientations were one-on-one when she joined the Board.
- Director Dodd stated that she had asked the Board Secretary to create a list of educational opportunities to try to incorporate into Board

meetings when the timing allowed. She also noted several examples of educational opportunities, such as the Board's November Forum and the upcoming Underwriting 101 presentation scheduled at the December regular Board meeting. She suggested utilizing the resources of IFEBP, of which each commissioner was a member. She also made a point to provide relevant articles to the Board.

- Commissioner Follansbee suggested identifying five to ten areas to be addressed annually from an educational standpoint, including rate setting and fiduciary duties. Perhaps someone on the HSS staff could assist the Board in organizing opportunities already available into categories to help address educational issues.
- Committee Chair Breslin stated that fiduciary duties had been a big issue for the Board. There were several items enumerated under the Board Education policy but she questioned whether it was enough. She noted that the Retirement Board conducts a 3-day orientation program for new Board members.
- Commissioner Follansbee asked if it would be appropriate to make recommendations and let the Board decide on subjects by category in its annual education process.
- Committee Chair Breslin stated that those suggestions could be heard in the Governance Committee, which would then not take up the full Board's time.
- Director Dodd reported that HSS had set aside \$10,000 in this fiscal year for Board training.
- Commissioner Sass stated that he had just begun receiving daily emails from IFEBP and noted that approximately 90% of the time he was not prepared to listen to a webinar. He suggested that these sessions needed to be planned as he did not see any other way to effectively manage the information.

- Director Dodd highly recommended accessing IFEBP's ACA University, stating that it could be helpful in answering questions regarding the Affordable Care Act.
- Director Dodd also suggested that Board members could send materials to the Board Secretary for distribution.
- Erik Rapoport, Deputy City Attorney, reminded everyone that Board members should not reply to all when emailing.
- Ms. Kotake commented that there was significant improvement in the Board's continuing education program on this year's self-evaluation. The score increased from 2.5 to 3.0 from 2014 to 2015.
- Committee Chair Breslin also noted the following comment made on the evaluation form: "I am very impressed with two individuals, Laini Scott, HSB Secretary and Randy Scott, the President of the Board." She acknowledged Ms. Scott for keeping everything together.
- Commissioner Scott moved to approve the draft Board self-evaluation and propose an educational agenda to the Board for the coming year.
- Commissioner Follansbee seconded the motion.

Public comments: None.

Action: Motion was moved and seconded by the Committee to approve the draft Health Service Board self-evaluation and propose an educational agenda to the full Board for the coming year.

Motion passed 3-0.

- 11302015-03G Discussion item Update on conducting future HSS climate or engagement surveys (Director Dodd)

Documents provided to Board prior to meeting:
None.

- Director Dodd reported that she was still awaiting a response from the Department of Human Resources (“DHR”) regarding the timing of its proposed engagement survey.
- Meanwhile, HSS had been in contact with Laguna Honda regarding its recently completed engagement/climate survey. If the cost was under \$10,000, HSS could take the funds out of its professional services contract and amend the contract with the Department of Public Health to utilize its vendor.
- Committee Chair Breslin stated that money should also be budgeted for next year’s Board and Director evaluations, since they are annual occurrences.
- Director Dodd noted that funds were limited in this fiscal year and that HSS could not spend more than \$10,000 on a survey. The funds for this year’s evaluations came from HSS’ work order with DHR.
- Commissioner Scott stated that he was pleased with the competency within DHR to perform the work. He expressed support for continuing with DHR on the evaluations until there is a transition with the Director or substantive changes in the Board structure and policies.
- Committee Chair Breslin stated her preference to utilize the services of an outside consultant for the Board’s evaluation.
- Commissioner Scott agreed that a third party vendor would be appropriate for the climate/engagement survey. Based on the Board and Director evaluations performed by DHR, he expressed support for continuing to use DHR’s services.

- Ms. Kotake reported that DHR had contracted with an outside vendor to conduct an engagement survey for the department. It was an overall encompassing project that included strategic planning and follow-up with staff and commissioners. The amount of the contract was \$48,915. DHR hoped to conduct this engagement survey annually.
- Commissioner Scott stated his preference that the HSS survey be conducted during calendar year 2016 and that it did not necessarily have to be administered before June. It would be acceptable to conduct it in the second half of the year. The first half of the year could be used to make preparations and it could be administered in September. He suggested including this matter on the Board's regular agenda to discuss the process timeline, which would also involve feedback to HSS employees and the Board.
- Commissioner Follansbee asked for clarification regarding the Board's preference or mandate to HSS and whether this was an information gathering exercise.
- Commissioner Scott responded that there had been no mandate and that he wanted a formal Board discussion on the matter since there were two possible contracts, Laguna Honda and DHR.
- Director Dodd asked for confirmation that funds for the Director and Board evaluations should be included in the HSS budget.
- Commissioner Scott confirmed.

Public comments: None.

□ Meeting Break

Recess from 10:57 to 11:03 a.m.

□ 11302015-04G Action item

Vote on whether to hold closed session to conduct employee evaluation (Committee Chair Breslin)

- Commissioner Scott moved to hold a closed session to conduct an employee evaluation.
- Commissioner Follansbee seconded the motion.

Public comment: Director Dodd stated her preference to make a comment in closed session instead of publicly.

Action: Motion was moved and seconded by the Committee to hold a closed session to conduct an employee evaluation.

Motion passed 3-0.

Closed Session Pursuant to Government Code Section 54957(b)(1) and San Francisco Administrative Code Section 67.10(B): Public Employee Performance Evaluation

- 11302015-05G Action Item Conduct Public Employee Performance Evaluation (Committee Chair Breslin)
 - Position: Executive Director
 - Name of Employee: Catherine DoddDocuments provided to Board prior to meeting: HSS Executive Director performance evaluation results.

Reconvene in Open Session

- 11302015-06G Action Item Possible report on action taken in closed session (Government Code Section 54957.1(a)(5) and San Francisco Administrative Code Section 67.12 (Committee Chair Breslin)

Public Comments: None.

 - Commissioner Scott moved not to report on action taken in closed session.
 - Commissioner Follansbee seconded the motion.Action: Motion was moved and seconded by the Committee not to report on action taken in closed session.Motion passed 3-0.

□ 11302015-07G Action item

Vote to elect whether to disclose any or all discussion held in Closed Session (San Francisco Administrative Code Section 67.12) (Committee Chair Breslin)

- Commissioner Scott moved not to disclose any of the discussion held in closed session.
- Commissioner Follansbee seconded the motion.

Public Comments: None.

Action: Motion was moved and seconded by the Committee not to disclose any of the discussion held in closed session.

Motion passed 3-0.

Adjourn: 11:58 am

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>

Disability Access

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

In order to assist the City's effort to accommodate persons with severe allergies, environmental illnesses, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical-based products. Please help the City accommodate these individuals.

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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 Laini K. Scott at (415) 554-0662 or email at laini.scott@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) 554-0662