



HEALTH SERVICE BOARD

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HEALTH SERVICE BOARD

GOVERNANCE COMMITTEE

COMMITTEE MEETING MINUTES

Tuesday, December 13, 2022, 1:00 pm

VIRTUAL PRESENTATION on WebEx

Remote Meeting Access

Watch at 1:00 pm on December 13, 2022, via Webex

Click the link to join the meeting - <https://bit.ly/3VK7O9g>

Public Comment Call-In: 415-655-0001 / Access Code: 2499 961 0802

Providing Public Comment:

1. Dial **415-655-0001** and then enter access code **2499 961 0802** then #
2. **Press #** again to enter the meeting as an ATTENDEE
3. You will hear a beep when you join the meeting as a participant.
 - a. Stop and LISTEN
 - b. Wait for Public Comment to be announced.
4. When Public Comment is called, dial * then **3** to be added to the speaker line.
5. You will then hear “You have raised your hand to ask a question, please wait to speak until the host calls on you.” Callers will hear silence when waiting for their turn to speak.
6. To withdraw your question, press * then **3**. – you will hear: “You have lowered your hand.”
7. When the system message says “Your line has been unmuted” - **THIS IS YOUR TIME TO SPEAK.**
8. When the President or Commission Secretary states “Welcome Caller,” you are encouraged to state your name clearly. As soon as you speak, you will have **3 minutes** to provide your comments.
9. Once your 3 minutes have expired, you will be moved out of the speaker line and back as a participant in the meeting. You will hear “Your line has been muted.”
10. Participants who wish to speak on other public comment periods can stay on the meeting line and listen for the next public comment opportunity.

Best Practices when calling in for Public Comment:

- Call from a quiet location
- Speak slowly and clearly
- Turn down any televisions or radios around you
- Address the Commission as a whole, do not address individual Commissioners

Written Public Comment

Persons unable to attend the meeting may submit written public comments regarding an agenda item. These comments will be made part of the official public record and shall be brought to the attention of the Health Service Board. Written public comment expected to be part of the official record should be submitted to the Board email, health.service.board@sfgov.org, and **received by 5 pm on Monday, December 12th**. Members can also call 628-652-4646 with any questions.

All comments received by the deadline will be forwarded to Board members, summarized and read aloud by the Board Secretary during the specific agenda item, and included in the meeting minutes. In the body of your email, indicate the meeting date and the specific agenda item number. If you do not specify an agenda item, your emailed public comment will be read under general comment.

The Health Service Board Governance Committee Meeting recording is available on [December 13, 2022, HSB Committee Meeting webpage](#), and visit the [SFGovTV webpage](#) for a full record of Regular Board meeting archives.

1. **CALL TO ORDER:** 1:18 pm

2. **ROLL CALL**

Commissioner, Stephen Follansbee, M.D, Chair- Present
Commissioner, Randy Scott, Board President - Present
Commissioner, Claire Zvanski-Present

3. **REQUEST FOR APPROVAL OF HEALTH SERVICE BOARD GOVERNANCE POLICIES AND TERMS OF REFERENCE UPDATES: (Action)**

The agenda item materials are available on the SFHSS web pages: <https://bit.ly/3WRwtt0>, <https://bit.ly/3jAwbsr>, <https://bit.ly/3C8tVPw>, and <https://bit.ly/3YNWprz>.

The Governance Committee met on November 2, 2022, to start the review process and presented process recommendations to the full Board on November 10, 2022. The Committee chose four areas to review 1. guidelines to address policy exceptions, 2. Add audit and compliance language, 3. Policy 210 regarding reinsurance (“stop-loss insurance”), and 4. outline a process for accepting legal settlement funds. This December 13, 2022, meeting is to finalize changes that will be posted at least ten days before the January 12, 2023, regular Health Service Board meeting for final adoption.

Presented by Iftikhar Hussain, SFHSS Chief Financial Officer

- Memo Request for Approval of Health Service Board Governance Policies and Terms of Reference
 - HSB Terms of Reference 101:
 - Item 9 under Board Governance – added and deleted item (f) stating the board must approve exceptions to policies (Strikethrough indicates this change was deleted since it was not recommended by HSS staff)
 - Item 21 under Organizational Planning and Risk Management – added language to include health plan audits and compliance plans
 - HSB Governance Policy 210:
 - Item 3 under policy objectives – updated to state that the contingency reserve serves the need to purchase external stop loss insurance.
 - HSB Governance Policy 213: New policy added to cover legal settlements.

Chair Follansbee said the Committee would go through each section and review edits. Chair Follansbee pointed out that edits include substantive and non-substantive changes like grammatical corrections.

HSB Governance Terms of Reference 101:

Iftikhar Hussain said the Board requested staff to draft language addressing HSB policy exceptions and possibly adding language to Terms of Reference 101 Board Governance number 9. Iftikhar stated that upon conferring with City Attorney, the staff does not see a need for this language. Jennifer Donnellan, City Attorney, recommended no language be added for policy exceptions. Executive Director Yant said the recommendation came from a practical perspective since there have been rare occasions, and only with the stabilization policy, has an exception or suspension been considered. As such, there is no reason to speculate the need for policies exceptions. Chair Follansbee reiterated it is an incredibly rare event to suspend a

policy and the request was rooted in protecting Board members from the potential situation. Chair Follansbee understood the recommendation to not add a new language for a potential situation. Commissioner Scott and Zvanski concurred with the explanation and recommendation.

The revised language under Organizational Planning and Risk Management section item 21 is “The Board shall ensure management develops, over time, on an ongoing system of operational risk management *to include health plan audits and compliance plans* and that management reports to the Board at least annually on such system. This may be accomplished as part of the strategic planning process if deemed appropriate by SFHSS management and the Board.” Commissioner Scott said the revised language is clear, simply worded, and exactly what we asked for in the prior meeting.

HSB Governance Policy 210: Contingency Reserve Policy and Methodology

Commissioner Scott suggested the sentence in item 3 under Policy Objectives needed to have a conjunction of “either which” or “that serves” so it reads “Establishment of the Contingency Reserve *that serves...*”. Commissioner Scott welcomed advisement from legal counsel or the Chief Financial Officer, Iftikhar Hussain. Jennifer Donnellan suggested item 3 language read, “*Establishment of the Contingency Reserve serves the same purpose as external stop-loss insurance, and therefore external stop-loss insurance will not be purchased except where required by the health plan.*” Iftikhar Hussain agreed with the changes. Chair Follansbee and Commissioner Zvanski appreciated the clarification and agreed with the change.

Commissioner Zvanski pointed out that in Contingency Reserve Methodology items 3a, 3c, and 3d several words were combined, and the changes reflect the corrections. Chair Follansbee noted a grammatical change on 3c and requested to replace the word “is” with the word “are”, so the sentence is written in the plural, “*The regression data are used...*”

HSB Governance Policy 213: Legal Settlement Policy

Jennifer Donnellan reviewed the new policy language and the City Attorney’s office obtained an opinion from Chris Sears Ice Miller Legal Counsel regarding HSS’ use of settlement money. Chair Follansbee said the Settlement Policy item 1 language “most closely matches claim” is a bit vague but he didn’t that think it needed to be defined in legal terms. Commissioner Scott said the new policy is responsive to the most recent experience with settlement funds and provides guidance for the future which was the original request.

Commissioner Scott moved to accept draft language for the Terms of Reference 101 item 21, draft language for Policy 210 item 3, and draft language for a new policy 213: Legal Settlement Policy discussed and edited as a result of this meeting. Commissioner Zvanski seconded the motion.

PUBLIC COMMENT: None

VOTE:

Aye: Follansbee, Scott, Zvanski

Noes: None

ACTION: The Health Service Board Governance Committee unanimously approved draft language for the Terms of Reference 101 item 21, draft language for Policy 210 item 3, and draft language for a new policy 213: Legal Settlement Policy discussed and edited as a result of this meeting.

Chair Follansbee concluded with a reminder that the proposed changes will be publicly posted on December 30th, 2022, and considered for approval on January 12, 2023, at the Regular Health Service Board meeting.

4. **ADJOURNMENT:** 1:48 p.m.

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

Summary of Health Service Board Rules Regarding Public Comment

1. A member of the public has up to three (3) minutes to make pertinent public comments before action is taken on any agenda item.
2. A member may comment on any matter within the Board's jurisdiction as designated on the agenda.
3. Members may submit their comments by email to health.service.board@sfgov.org by 5 pm the day before the meeting start time. These comments will be made part of the official public record and shall be brought to the attention of the Health Service Board. All comments received by the deadline will be forwarded to Board members, summarized and read aloud by the Board Secretary during the specific agenda item, and included in the meeting minutes. In the subject line of your email, indicate the meeting date and the specific agenda item number. If you do not specify an agenda item, your emailed public comment will be read under general comment.

Knowing Your Rights Under the Sunshine Ordinance

Government's duty is to serve the public, reaching its decision in full view of the public. Commissions, boards, councils, and other agencies of the City and County of San Francisco exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review. For more information on your rights under the Sunshine Ordinance or to report a violation of the ordinance, visit the Sunshine Ordinance Task Force website at <http://www.sfgov.org/sunshine>.

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 outlined in Chapter 67A of the San Francisco Administrative Code.

Disability Access and Accommodation

Regular Health Service Board meetings are held at City Hall, 1 Dr. Carlton B. Goodlett Place, in Hearing Room 416 at 1:00 PM on the second Thursday of each month. The closest accessible BART station is Civic Center, three blocks from City Hall. Accessible MUNI lines serving this location are #42 Downtown Loop and the #71 Haight/Noriega and the F Line to Market and Van Ness and the Metro stations at Van Ness and Market and Civic Center. For more information about MUNI accessible services, call (415) 923-6142. There is accessible parking in the vicinity of City Hall at Civic Center Plaza adjacent to Davies Hall and the War Memorial Complex. Accessible seating for persons with disabilities (including those using wheelchairs) will be available. To obtain a disability-related modification or accommodation, including auxiliary aids or services, to participate in the meeting, please contact Holly Lopez, 628-652-4646 at least 48 hours before the meeting, except for Monday meetings, for which the deadline is 4:00 pm the previous Friday.

Sensitivity to Chemical-based Products

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.

Location of Materials

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 Holly Lopez at 628-652-4646 or email holly.lopez@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: 628-652-4646

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; website www.sfgov.org/ethics.

