GOVERNANCE COMMITTEE

MEETING MINUTES Special Meeting

Thursday, January 5, 2017

2:00 P.M.

1145 Market Street, First Floor Wellness Center Conference Room San Francisco, California 94103

□ Call to order 2:00pm

□ Roll call Committee Chair, Karen Breslin- Present

Committee Member Randy Scott- Present

Committee Member Stephen Follansbee, M.D.- Excused

Commissioner Gregg Sass- Present

01052017-01G Action item

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

 Special Governance Committee Meeting of May 10, 2016

Commissioner Randy Scott posed a question regarding the preparation and planning for the Educational Forum/Education Plan for the 2017 year.

Secretary Laini Scott stated that there is an Education plan update that will be shared with the full Board at the regular board meeting on January 12, 2017. Ms. Scott shared that she will be creating reports on the educational events. These reports will be shared with the Board quarterly and annually.

Public comments: None.

Action: May 10, 2016 Special Meeting minutes were

approved. 3-0.

□ 01052017-02G Action item

Review and approve results of FY 2015-16 Health Service Board annual self-evaluation (Committee Chair Breslin)

Committee Chair Breslin acknowledged that the Board reviewed the completed Board Self Evaluation - FY 2015-2016, This final report was created with the support of DHR's Donna Kotake, who was present at the meeting to discuss the evaluation tool, the evaluation process, and the report with the Governance Committee.

- Ms. Kotake acknowledged that the areas of the evaluation were consistent with previous Board Self Evaluations, however, the only difference in this year's evaluation was that the SFHSS Executive Team also evaluated the Board's performance.
- This change in the evaluation process was made at the Board Commissioner's request. (It was noted that the DHR department collected the Commissioner's completed surveys and then calculated the outcomes that were translated into this final report.)
- Committee member Scott commended the DHR team for all of their hard work, and all of the time that was spent compiling this report.
- Committee member Scott stated that he did notice one area of decline while he was reading the outcomes, and he would like to address this issue moving forward.
- The area of decline was found under "Board Member Interactions and Meeting Activities."
- It was noted that there has been a decline in rating this area for "several years."
- Committee member Sass asked about the process of the evaluation scoring, and how the scoring of the sections could be clearer moving forward. He asked if they could be in percentage form rather than decimal numbers.
- Ms. Kotake agreed that scoring the evaluations is hard to do to everyone's preferences but moving forward there could be some guidelines to the numbering system in terms of measure/quantity.
- Ms. Kotake was willing to convert the numbers into percentages for the Board's review.
- Committee Chair Breslin mentioned a separate portion of the evaluation, specifically the "succession planning for executive team members," stating that she was unclear of what had been done for this particular plan.
- Committee member Scott noted that SFHSS has an operational succession plan- COO, Mitchell

- Griggs, will be acting as the Executive Director, the next part of this planning process needs to focus on the "Replacement/hiring Succession plan" that will be guided within the city regulations and ordinances.
- Committee member Scott stated that there is a need to create a plan for the SFHSS agency as a whole, in terms of the recruitment process "next steps".
- Committee member Scott stated that all parties involved need to be informed of the "next steps", so there is limited confusion during the hiring of the next Executive Director.
- Committee member Scott believes that this process planning should be as transparent as possible.
- Ms. Kotake agreed with Committee Chair Scott, that in planning for the hiring process there are multiple pieces that must be considered. She stated that there is internal process that goes beyond DHR's regulations. She mentioned that there will be other factors to consider, particularly the Board Commissioner's thoughts on the matter, as well as the SFHSS Leadership team's preferences.
- Committee Chair Breslin and Committee member Scott agree that this process should be transparent, and it should cast a wide spread net for candidates to apply.

Public comments: None.

Action: Committee members voted to approve this evaluation with the specific mention of particular discussion items to be addressed in the future evaluations.

Approved 3-0.

01052017-03G Action item

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

Public comment:

- Executive Director Catherine Dodd asked a few questions to the Board regarding her annual evaluation. It was specifically asked what the Governance team decided at the previous Governance meeting regarding Executive Director absences/time out of the office.
- Executive Director Dodd wanted clarity on what the Governance Committed expected from her when she knew she was going to be out of the

- office, and when she was required to inform the Board members of her absence.
- Executive Director Dodd mentioned that to her understanding the Governance Committee members agreed that the Executive Director should notify them of their time out of the office if the time out of the office exceeded 3 days.
- Executive Director Dodd wanted to state on the record that she had not been out of the office longer than 3 days during the whole year of 2016.
- Committee Chair Breslin requested that in the future the Executive Director inform the Board members when she is out of the office so that the Board members are aware she is out of the office.
- Committee member Scott suggested that the Governance Committee members clarify the specific amount of days that they believe requires an "out of the office" notice. This notice would come from the Board Secretary to the Board members directly and promptly when the Executive Director is out of the office.
- Committee member Scott suggested that 5 days or more, would be the starting point, that the Executive Director will be required to send notice to the Board that they will be out of the office. This notice can come from the Secretary or the Executive Director.
- Committee Chair Breslin confirmed that if the Executive Director is to be out of the office for a week than the Board should be notified.
- Committee member Scott confirmed on the record that Executive Director Dodd was not out of the office longer than 3 days during the calendar year of 2016. Committee member Scott asked that the Board Evaluation reflect this change, and once the evaluation was updated that it be republished.
- Committee Chair Breslin also asked about a section of the evaluation where the vendors feedback was incorporated. She stated that this feedback was not required in the Executive Director's evaluation.
- Executive Director Dodd mentioned that vendor feedback is part of the monthly meeting process as they do participate in all the Board meetings, so their input does matter overall

Claire Zavanski, REECSF, stated for future reference she and her organization would like to be contacted during the evaluation process to discuss community relationships as well as communication processes, from a community perspective.

- Ms. Zavanski also noted that Executive Director Dodd was one of the most qualified and prepared to take on the role of Executive Director. The next steps and the process to fill this role with the standard of knowledge and history is quite high.
- Ms. Zavanski noted that the process to hire the next Executive Director will be difficult, but it will be much smoother with the work of both the Executive Team and the Board's knowledge in the Health Care industry.

Action: Committee members voted to move into closed session to conduct employee evaluation.

Approved 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

□ 01052017-04G Action Item

Conduct Public Employee Performance Evaluation (Committee Chair Breslin)

Position: Executive Director

Name of Employee: Catherine Dodd

Documents provided to Board prior to meeting: Draft HSS Executive Director performance evaluation results for 2016.

Action: Committee members moved to share the full evaluation in draft form to the full SFHSS Board with the Director's Comments for review.

Motion Approved 3-0.

Reconvene in Open Session

□ 01052017-05G 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.

Action: Committee members voted to not report on action taken in closed session.

Motion Approved 3-0.

□ 01052017-06G 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)

Public Comments: None.

Action: Committee members voted to not disclose any

discussion held in closed session.

Motion Approved 3-0.

Adjourn 3:05pm

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

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 at 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.

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.

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.

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 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