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**HEALTH SERVICE BOARD MEETING:**  
**GOVERNANCE COMMITTEE**

**Minutes**

Thursday January 16, 2020, 1:30 p.m.  
SFHSS Wellness Center, First Floor  
Conference Room  
1145 Market Street  
San Francisco, CA 94103

1. **CALL TO ORDER: 1:33 pm**

2. **ROLE CALL**

Committee Chair, Randy Scott - Present  
Committee Member, Karen Breslin - Present  
Committee Member, Mary Hao - Present  
Committee Member, Chris Canning - Present

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

DOCUMENTS ATTACHED: The Special Governance Meeting Minutes from November 7, 2019 are located on the SFHSS website at: <https://bit.ly/2RkxLOi>

Committee Chair Scott affirmed that the Committee members reviewed the Special Governance meeting minutes from January 16, 2020. Committee Chair Scott then asked if the Committee members would like to change, or add to, the draft meeting minutes. There were no edits given.

PUBLIC COMMENT: None.

**Action Taken: The Governance Committee unanimously approved the January 16, 2020 meeting minutes.**

4. **REVIEW AND APPROVE RESULTS AND DRAFT REPORT OF THE ANNUAL BOARD SELF-EVALUATION FY 2018-2019: (Action)**

DOCUMENTS ATTACHED: The Draft Board Self Evaluation Report is located on the SFHSS website at: <https://bit.ly/38CYyv1>

Committee Chair Scott thanked Julia Ma for her effort and her work completing this report for the Board. Committee Scott asked that the font be enlarged for all of the tables that are embedded in the report.

Julia Ma, Department of Human Resources, commended the entire Board for their work and time spent in completing this process, including completing the survey by the survey due date. Ms. Ma noted that all but one area had improved from last year's evaluation.

Ms. Ma reviewed the Executive Summary with the Committee. Ms. Ma noted that 26 out of the 40 statements improved in this year's evaluation compared to last year's. Ms. Ma also stated that 8 of the 40 statements decreased insignificantly. Ms. Ma noted that all of the scores are listed in more detail within the tables of the report.

Committee Member Breslin noted that the Board has little influence or power on one question that asked about SFHSS Management's financial and human resources. Committee Chair Scott pointed out that the budget process would be the time of the year when the Board members may be asked to testify in front of the Board of Supervisors. Committee Member Hao asked if there could be more context added to ensure that the Board is supporting all the needs, financial or other, of SFHSS management across the year. Executive Director Yant stated that she would be readjusting her approach to the Director's Report when it comes to the personnel section of her report by adding more context.

Ms. Ma reviewed the following sections of the evaluation outcomes with the Board:

- Evaluation of Governance Structure & Policies
- Board Member Interactions and Meeting Activities
- Evaluation of Goal-Setting and Communications
- Assessment of Board's Interactions with Management

Committee Member Canning asked if the Board Orientation materials are made available to all of the Board members, and if there could be an Orientation Refresher offered once a year for all Board members. The Board Secretary noted that she would add all of the Orientation Materials to the DropBox account. This would provide access to the materials to all Board members who can then access the PowerPoint, as well as the resource sheet that for the Board member's review was given to the newly elected/appointed Board members that listed the essential documents.

Committee Chair Scott asked that Ms. Ma reiterate that for all of the "neutral ratings" and score changes that decreased due to the neutral scoring be explicitly addressed during the full board meeting during this evaluation's presentation. Committee Member Breslin agreed that unbiased scoring for particular questions has "dragged" down scores where the work of the Board is being done and is being done well.

Executive Director Yant stated that this issue might be resolved by reviewing and updating the evaluation questions so that Commissioners can answer without the scores being affected if the Commission has not been on the Board long enough to answer the question entirely. Ms. Ma noted that in the next year of planning, the DHR team would work with the Health Service Board, as well as the Board Secretary, on solutions to this issue.

The Board Secretary and Executive Director Yant noted that the SFHSS team would do their research for the appropriate questions and scoring requirements that will be presented to the Governance Committee for their review. The Board Secretary noted that the planning meetings for these updates would be scheduled for late summer or early fall 2020.

Committee Member Hao asked for more context and explanation to educate the Commissioners on the strategy or the goal of the SFHSS management team before board meetings begin. Executive Director Yant noted that many layers of work and approach are tied into the presentations from previous meeting presentations as well as educational presentations that prepare the Board for the subsequent strategic step for future meetings. The Board Secretary suggested that the agenda items also include a descriptive sentence or two that would help to tie in the agenda item to a specific strategy or goal of the SFHSS agency. This suggestion would be discussed further offline with the SFHSS management team.

Committee Chair Scott asked if a question, “The Board establishes suitable goals for the investment program,” could be eliminated during the evaluation review process. The Governance Committee discussed the history of the Terms of Governance Investment Policy. Erik Rapoport, SF City Attorney, clarified that the needs of the Health Service System and the smaller funding stream did not meet the capital minimums necessary to take on Investment Fund management functions independent from the City Treasurer’s Office. Committee Member Breslin noted that because of the discussion that the Board did create an Investment Policy (Policy #209) that states that the SF Treasurer’s office manages the Health Service Systems Trust Funds.

Ms. Ma concluded the review of the report with the evaluation section focused on the interaction with the SFHSS management team. Ms. Ma noted that the Commissioners indicated that they would like to be more involved with the succession planning for Executive Management as they decide to move positions or retire.

Committee Chair Scott asked the Committee members if there were any other comments outside of the comments that were already offered. Committee Member Breslin asked if the Governance Committee can ask Executive Team comment on the Board’s performance. Executive Director Yant stated that this would need to be a separate tool, different from the tool used by the Commissioners. This suggestion will be reviewed and research for presentation at a later date.

**Action Taken: The Governance Committee unanimously approved the Health Service Board Self-Evaluation Draft report. The final draft of the report will be presented at the Full Board meeting in February 2020.**

**The Governance Committee unanimously approved proposal that the HSB review the Health Service Board evaluation tool every three years.**

## **5. REVIEW THE DRAFT 2019 EDUCATION REPORT: (Action)**

DOCUMENTS ATTACHED: The Draft of the 2019 Board Education Report is located on the SFHSS website at: <https://bit.ly/2NTLYjr>

Chair Scott reviewed the Board Education Report with the Committee. Committee Chair Scott discussed the survey topics for the 2020 educational planning. The Board Secretary explained that all 6 of the Commissioners who were emailed the original survey responded to the request before the Educational Report was completed. At this time, the newest appointed Commissioner must complete the study, and the results from the seventh Commissioner may alter the report’s outcomes. The final report will be presented in February with the seven Commissioner’s opinion on the listed educational topics.

Director Yant noted that the newly appointed Commissioner would need to complete onboarding before they could complete the education topic survey. Committee Chair Scott pointed out that there was a “fiduciary responsibility” education topic and commented that during 2020 the three newly seated Commissioners would benefit from the City Attorney’s fiduciary presentation. Mr. Rapoport noted that there are many levels to the fiduciary responsibility and that there should be a plan in terms of planning out the different parts of the roles under “fiduciary responsibility.” Mr. Rapoport noted that there are at least 3-4 topic sections that could be presented and should be planned out with the SFHSS management team.

Member Scott stated that the second half of the Education Report outlined all of the education presentations that the Board received throughout 2019.

PUBLIC COMMENT: None.

**Action Taken: The Governance Committee unanimously approved the 2019 Education Report Draft report with the 2020 education plan update incorporated into the final draft. The final draft of the report will be presented at the Full Board meeting in February 2020.**

**6. OPPORTUNITY FOR THE PUBLIC TO COMMENT ON MATTERS WITHIN THE BOARD’S JURISDICTION: (Discussion)**

PUBLIC COMMENT: None.

**7. OPPORTUNITY TO PLACE ITEMS WITHIN THE BOARD’S JURISDICTION ON FUTURE AGENDAS: (Discussion)**

PUBLIC COMMENT: None.

**8. ADJOURNMENT: 2:29 pm**

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- 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.sfhss.org>

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- 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.

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

Health Service Board telephone number: (415) 554-0662