



HEALTH SERVICE BOARD CITY & COUNTY OF SAN FRANCISCO

Stephen Follansbee, M.D.
President

Chris Canning
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Connie Chan
Supervisor (District 1)
Commissioner

Karen Breslin
Commissioner

Mary Hao
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Randy Scott
Commissioner

Claire Zvanski
Commissioner

Abbie Yant, MA, RN
Executive Director
Health Service System

Holly Lopez
Executive Secretary

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HEALTH SERVICE BOARD **GOVERNANCE COMMITTEE**

MEETING MINUTES

Wednesday, February 16, 2022

REGULAR MEETING AT

1:00pm

VIRTUAL PRESENTATION BY WEBEX

Due to the COVID-19 health emergency and to protect our Board Members, SFHSS staff, and members of the public, the Board's Meeting Room (Room 416) is closed.

Remote Meeting Access

Watch at 1:00 pm on February 16, 2021

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

Public Comment Call-In: 415-655-0001 / **Access Code:** 2483 425 9383

Providing Public Comment:

1. Dial **415-655-0001** and then enter access code **2483 425 9383** 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 comments 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 Tuesday, February 15th** before the meeting. 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.

1. **CALL TO ORDER:** 1:06 pm

2. **ROLL CALL:**

Commissioner, Randy Scott, Committee Chair-Present
Commission President, Stephen Follansbee-Present
Commissioner, Claire Zvanski-Present

3. **HEALTH SERVICE BOARD FIDUCIARY LIABILITY INSURANCE COVERAGE: (Discussion)**

Presented by Executive Director Yant, SFHSS

Executive Director Yant said the request for the Fiduciary Liability Insurance Coverage was raised at the August 2021 Board Fiduciary Training meeting by Commissioner Zvanski as to whether or not personal liability insurance is warranted for this particular Commissioner. Executive Director Yant worked with Erik Rapoport-City Attorney, Kelly Hines-Hernandez-Deputy Director of Risk Management Division, and Matt Hansen-Director of Risk Management Division to evaluate and formulate a recommendation to the Board. Executive Director Yant does not recommend pursuing the insurance coverage and invited all parties involved to share the recommendation, advice, and discuss any questions from the Committee.

Matt Hansen said there are six to seven liability insurance programs for County of San Francisco Directors and Officers, and one investment management liability insurance for the Retirement Board, and it was determined that the product most appropriate for the Health Service Board would be fiduciary liability product. Matt Hansen explained Boards have purchased Director's and Officer (D&O) insurance would be a treatment to the indemnity obligation of the City to its Board members and fiduciary which Erik Rapoport can cover in more detail and fiduciary liability insurance is a vehicle to pay any claims or judgments that come out of any allegations against the Board or individuals in the course and scope of duties. Matt Hansen said fiduciary liability insurance costs begin around \$32,000 a year for a \$3 million limit, then go up to \$5 million which is the floor of the limit for City Commissions, and the annual cost to the Commission would be \$50,000. Matt Hansen said the specific product can be shared today if the Committee requested more detail.

Erik Rapoport said [California Government Code section 825](#) requires the City to defend and indemnify City employees and officers if they get sued when they are acting within the course and scope of their employment. Erik Rapoport said that since the Health Service Board was created in 1933, he is not aware of any lawsuits brought against individual Health Service Board members in its history for breach of fiduciary duties. Erik Rapoport also said the scope of personal liability insurance coverage is the same scope of coverage as set forth the Government Code section 825 coverage, so obtaining D&O insurance will not expand liability coverage. Erik Rapoport stated the City Attorney's office is capable of handling any claims that could come up, and could retain outside counsel if needed.

Commissioner Follansbee asked for an example of a claim for Director and Officer's insurance. Matt Hansen said the Directors and Officers products are different than fiduciary liability products; Director's and Officers liability products serve as a companion to employment practices and claim activities are associated more with the employment practices liability (EPL) side of disputes.

Commissioner Zvanski appreciated the research presented, believed the Committee had done their due diligence and felt comfortable with the recommendation to not pursue additional

insurance. Commissioner Scott agreed that it is not necessary to pursue personal liability insurance as Board level decision-making practices are guided by the Governance Policies and Terms of Reference as well as staff expertise and the actuarial team input. President Follansbee added that the Board follows the fiduciary investment policy outlined in the Governance Policies and Terms of Reference and also agreed the Board is well covered and doesn't need additional personal liability insurance. Executive Director Yant appreciated Matt Hansen and Kelly Hines-Hernandez for helping her learn and understand the insurance options. Executive Director Yant restated her recommendation to not pursue additional coverage and saw no need for further action.

PUBLIC COMMENT: None

4. REVIEW AND APPROVE 2021 BOARD EDUCATION REPORT AND EDUCATION PLAN FOR 2022 DRAFT: (Action)

The 2021 Board Education Report and Education Plan for 2022 Draft and presentation are available on the SFHSS webpages <https://bit.ly/3MmCcmj> and <https://bit.ly/3MkOjQQ>.

Board Secretary, Holly Lopez presented the following items:

- Educational Experiences Offered in 2021
- Self-Study Education Hours in 2021
- Education Plan for 2022

President Follansbee pointed out that he submitted a long list of self-study hours and wondered why they had been removed. Holly Lopez noted the oversight and confirmed they would be included in the final document. Commissioner Scott pointed out the Committee will need to update the Board Education Plan after the HSS Strategic Plan is completed to ensure alignment and prioritize any new topics. Commissioner Zvanski asked to add dementia, Alzheimer's, or chronic neurological conditions and wondered how they would be categorized. Executive Director Yant said the healthcare field debates how to differentiate mental health and neurological issues and if included in the Education Plan they would not align with mental health services. Commissioner Scott suggested the topics be added parenthetically to gerontology but not as a separate topic.

Commissioner Zvanski moved to approve the 2021 Board Education Report and Education Plan for 2022 Draft with submitted education hours for President Follansbee and parenthetical comments to the 2022 Education Topics.

PUBLIC COMMENT: None

ACTION: The Governance Committee unanimously approved the 2021 Board Education Report and Education Plan for 2022 Draft with submitted education hours for President Follansbee and parenthetical comments to the 2022 Education Topics.

5. REVIEW AND APPROVE 2021 ANNUAL BOARD SELF-EVALUATION REPORT DRAFT: (Action)

The 2021 Annual Board Self-Evaluation Report Draft and presentation are available on the SFHSS webpages <https://bit.ly/3lOAGYc> and <https://bit.ly/3twHSRY>

Holly Lopez, Board Secretary presented the following items:

- Process and Self-Evaluation Areas
- Executive Summary Highlights

- Improvement Areas of Possible Concern Highlighted in 2021 Evaluation
- Improvement Areas of Possible Concern Highlighted in 2020 Evaluation
- Summary of Areas that Showed the Most Significant Score Increases
- Governance Structure & Policies
- Board Member Interactions and Meeting Activities
- Goal Setting and Communications
- Board Interactions with Management
- 2021 Action Steps to Improve 2020 Requests
- Conclusion: Areas to Focus

President Follansbee noted the 2021 score for Goal Setting and Communication-The Board instills trust among stakeholders needs to be corrected to 4.5, not 2.5. President Follansbee noted the comments did not provide improvement feedback and suggested the survey tool language request specific feedback or enhancements. Commissioner Scott said this year a new chart was added to identify areas of improvement that the Board took action on to bring a full conclusion to the issues raised. President Follansbee suggested the last item in the chart be stated as “Email to confirm completion-not available without violating confidentiality”. Committee Chair Scott agreed.

Committee Chair Scott said the five Areas to Focus on for 2022 were drawn from the comments and topics can be discussed, considered, or expanded. The five items were pulled from the comments to consider as areas to focus on for 2022:

1. Board can do a better job in role definition:
Commissioner Zvanski agreed there may be some confusion on the role of Board members, for example, the Board does not have a role in hiring or firing staff so succession planning is not something the Board is involved in.
2. Improve the continuing education request
President Follansbee suggested the survey tool be refined to ask exactly what offerings Board Members want.
3. Not all Board members speak on all items and some Board members take those discussions into tangential directions
President Follansbee said he as Chair of the Meetings tries to ask Board members to make comments and can encourage that more going forward.
4. Focus on policy and strategy in addition to operations
Commissioner Scott said strategic planning updates were given regularly but may want to place language on the agenda to note the clear connection.
5. Need for more members to take interest in what we do.
Commissioner Zvanski said Board members do not speak on items, it is not required to speak on all items.

President Follansbee moved to accept the 2021 Annual Board Self-Evaluation Report Draft with an additional area to refine the survey tool questions to gather more specific feedback. Commissioner Zvanski seconded the motion.

PUBLIC COMMENT: None

ACTION: The Health Service Board Governance Committee unanimously approved the 2021 Annual Board Self-Evaluation Report Draft with an additional focus area to refine the survey tool questions to gather more specific feedback.

6. VOTE ON WHETHER TO HOLD CLOSED SESSION TO REVIEW AND APPROVE 2021 ANNUAL EMPLOYEE PERFORMANCE EVALUATION DRAFT REPORT: (Action)

Committee Chair Scott said this item includes a personal item and the Board can vote to hold a closed session to review and approve the 2021 Annual Employee Performance Evaluation Draft Report.

Commissioner Zvanski moved to hold a closed session. President Follansbee seconded the motion.

PUBLIC COMMENT ON ALL MATTERS PERTAINING TO THE CLOSED SESSION: None

ACTION: The Health Service Board Governance Committee unanimously approved to hold a closed session to review and approve the 2021 Annual Employee Performance Evaluation Draft Report.

GOVERNMENT CODE SECTION 54957 (B)(1) AND SAN FRANCISCO ADMINISTRATIVE CODE 67.10(B): PUBLIC EMPLOYEE PERFORMANCE EVALUATION

7. REVIEW AND APPROVE 2021 ANNUAL EMPLOYEE PERFORMANCE EVALUATION DRAFT REPORT: (Action)

The 2021 Annual Employee Performance Evaluation Draft Report was presented by Board Secretary, Holly Lopez. The Governance Committee reviewed the draft report and comments were given to Board Secretary, Holly Lopez. The Committee continued in closed session for approximately 33 minutes. 1:17pm to 1:23pm)

RECONVENE IN OPEN SESSION

8. POSSIBLE REPORT ON ACTION TAKEN IN CLOSED SESSION (Government Code Section 54957.1 and San Francisco Administrative Code Section 67.12(b) (Action):

Commissioner Zvanski moved that the Committee approved the 2021 Annual Employee Performance Evaluation Draft Report. President Follansbee seconded the motion.

PUBLIC COMMENT: None

ACTION: The Health Service Board Governance Committee reported the approval of the 2021 Annual Employee Performance Evaluation Draft Report.

9. VOTE TO ELECT WHETHER TO DISCLOSE ANY OR ALL DISCUSSION HELD IN CLOSED SESSION: (San Francisco Administrative Code Section 67.12(a) (Action):

Presented by Committee Chair Scott

Commissioner Zvanski moved to disclose a commendation was added to Executive Director Yant's Employee Performance Evaluation Report. President Follansbee seconded the motion.

PUBLIC COMMENT: None

ACTION: The Health Service Board Governance Committee approved disclosure that a commendation was added to the Employee Performance Evaluation report.

10. GENERAL PUBLIC COMMENT – An opportunity for members of the public to comment on any matter within the Board’s jurisdiction that is not on the agenda, including requesting that the Board place a matter on a future agenda.

PUBLIC COMMENT:

Livit Callentine-Retiree living in Maui, Hawaii and expressed concern that many gyms no longer participate in the Silver Sneakers gym program and only four gyms offer the new program Renew Active. The retiree member requested more accessibility to fitness benefit programs.

Commissioner Zvanski said members have also told their concern on reduced participation as well. Committee Chair Scott said the information will be shared with Executive Director Yant.

11. ADJOURNMENT: 3:24 pm

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; web site www.sfgov.org/ethics.