

## MEETING AGENDA

**Meeting:** Governance / Compliance Committee

**Date:** August 17, 2023

**Time:** 3:00PM-4:00PM

**Location:** PHC Offices:

**Coordinator:** Ashlyn Scott

1. PHC's Southeast Office located at 4665 Business Center Dr, Fairfield, CA (HR Training Room)
2. PHC's Northwest Office located at 1036 Fifth Street, Eureka, CA
3. PHC's Northeast Office located at 2525 Airpark Drive, Redding, CA
4. PHC's Southwest Office located at 495 Tesconi Circle, Santa Rosa, CA

**Members:** Lewis Broschard, Cathryn Couch, Alicia Hardy, Lance LeClair, Wendy Longwell, Tory Starr, Kim Tangermann

**Staff:** Sonja Bjork (CEO), Amy Turnipseed (Chief Strategy and Government Affairs Officer), Colleen Valenti (Assistant Board Clerk), Wendi West (COO)

Topic	Notes
<b>1) Objective of Meeting</b> <i>Time: 5 minutes</i> <i>Speaker: Sonja Bjork</i>	
<b>2) ACTION: Approval of June 13 Minutes</b> <i>Time: 5 minutes</i> <i>Speaker: Chair</i> <i>Pgs. 2-4</i>	
<b>3) Debrief from June Board Meeting</b> <i>Time: 10 minutes</i> <i>Speaker: Sonja Bjork</i>	
<b>4) ACTION: Finalize Recommended Board Structure</b> <i>Time: 10 minutes</i> <i>Speaker: Sonja Bjork</i> <i>Pgs. 5-34</i>	
<b>5) Discuss Presentation for August Board Meeting</b> <i>Time: 20 minutes</i> <i>Speaker: All</i>	
<b>6) Next Steps</b> <i>Time: 5 minutes</i> <i>Speaker: Sonja Bjork</i>	

## MEETING Minutes

**Meeting:** Governance / Compliance Committee

**Date:** June 13, 2023

**Time:** 4:00PM-5:00PM

**Location:** PHC Offices:

**Coordinator:** Ashlyn Scott

1. PHC's Southeast Office located at 4665 Business Center Dr, Fairfield, CA (HR Training Room)
2. PHC's Northwest Office located at 1036 Fifth Street, Eureka, CA
3. PHC's Northeast Office located at 2525 Airpark Drive, Redding, CA
4. PHC's Southwest Office located at 495 Tesconi Circle, Santa Rosa, CA

**Members Present:** Lewis Broschard, Cathryn Couch, Alicia Hardy, Lance LeClair, Kim Tangemann

**Members Excused:** Wendy Longwell, Tory Starr

**Staff Present:** Liz Gibboney (CEO), Sonja Bjork (Deputy CEO), Amy Turnipseed (Chief Strategy Officer), Wendi West (Deputy COO), Colleen Valenti (Assistant Board Clerk)

Topic	Notes
<b>1) Objective of Meeting</b> <i>Time: 5 minutes</i> <i>Speaker: Liz Gibboney</i>	<p>Chair, Cathryn Couch, called the meeting to order at 4:00pm and established there was a quorum.</p> <p><i>Alicia Hardy questioned how often the Governance / Compliance Committee will meet.</i></p> <p><i>Ms. Turnipseed stated that the committee will meet on an ad hoc basis during expansion preparation but quarterly thereafter.</i></p> <p>Ms. Gibboney stated that the purpose of the meeting is to review the committee charter, board matrix, and make a final recommendation on a board representation formula, ahead of the 2024 expansion, for the full Board to consider.</p>
<b>2) ACTION: Approval of April 6 Minutes</b> <i>Time: 5 minutes</i> <i>Speaker: Chair</i>	<p><b>The committee approved the April 6 minutes as presented.</b></p> <p><i>Dr. Lewis Broschard motioned and Alicia Hardy seconded. Motion passed.</i></p>
<b>3) ACTION: Committee Charter</b> <i>Time: 10 minutes</i>	<p>Ms. Turnipseed presented the final Governance / Compliance Committee Charter, which combines PHC's</p>

<p><i>Speaker: Amy Turnipseed</i></p>	<p>existing Governance Committee with a new Compliance Committee that is required per the DHCS 2024 contract. The charter will next go to the full Board for final approval. The committee will perform compliance activities such as monitoring delegates' performance and reviewing compliance dashboards, while also maintaining oversight of essential governance responsibilities, such as reviewing the Bylaws annually.</p> <p>A committee calendar that outlined scheduled activities was distributed to members.</p> <p><i>Chair, Cathryn Couch, thanked Ms. Turnipseed for the calendar.</i></p> <p><i>Dr. Broschard questioned who Partnership's Privacy Officer is.</i></p> <p><i>Ms. Turnipseed responded that our Chief Information Officer, Kirt Kemp, serves as the Privacy Officer.</i></p> <p><i>Chair, Cathryn Couch, requested to include staff names and titles on the agenda.</i></p> <p>Ms. Turnipseed stated that the Committee will reconvene in October or November, unless an ad hoc meeting is necessary before then. In calendar year 2024, the committee will have regularly scheduled quarterly meetings.</p>
<p><b>4) Review Board Matrix</b>  <i>Time: 5 minutes</i>  <i>Speaker: Liz Gibboney</i></p>	<p>The committee reviewed the Board Matrix to monitor diversity of members serving on the Board. Ms. Gibboney clarified that while we monitor the diversity of the Board, each county's board of supervisors chooses who to appoint to Partnership's Board. If the Committee feels the Board is lacking in diversity, there is an opportunity to make recommendations to the counties.</p>
<p><b>5) Review and Recommend Bylaw Edits and Attrition Policy</b>  <i>Time: 20 minutes</i>  <i>Speaker: Liz Gibboney</i></p>	<p>Ms. Gibboney presented the proposed edits to the Bylaws, which includes the updated Board representation formula and attrition policy. The proposed Board formula as follows:</p>

	<b>Proposed Configuration</b>	
	<b>Enrollment</b>	<b>Board Seats</b>
	0-45,000	1
	45,001-60,000	2
	60,001+	3
	<p>Ms. Gibboney explained that the proposed attrition policy will allow seats lost due to the adoption of the updated Board formula, to remain occupied for two years, or on the natural expiration date, whichever occurs first.</p> <p><i>Dr. Lewis Broschard motioned and Alicia Hardy seconded. Motion passed.</i></p>	
<b>6) Next Steps</b> <i>Time: 5 minutes</i> <i>Speaker: Liz Gibboney</i>	<p>The approved Bylaw edits will be presented to the full Board for discussion in June, before a final decision is made at the August Board Meeting.</p> <p>The Compliance / Governance Committee will reconvene in October or November to review the 2024 Compliance Plan.</p> <p>The meeting adjourned at 4:43PM</p>	

**BYLAWS OF  
PARTNERSHIP HEALTHPLAN of CALIFORNIA**

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**ARTICLE 1.**  
**AUTHORITY AND PURPOSE**

**Section 1.1 Authority and Purpose.** These Bylaws are adopted by the Partnership HealthPlan of California (herein after referred to as the “Commission”), to establish rules for its proceedings. The Commission is a local public agency and political subdivision of the State of California, created by Solano County Ordinance No. 1720, Napa County Ordinance No. 1384, Yolo County Ordinance No. 1432, and Sonoma County Ordinance No. 6099, Marin County Ordinance No. 3597, and Mendocino County Ordinance No. 4310, Del Norte County Ordinance No. 2013-004, Humboldt County Ordinance No. 2501, Lake County Ordinance No. 3014, Lassen County Ordinance No. 2013-003, Modoc County Ordinance No. 350, Shasta County Ordinance No. 2013-004, Siskiyou County Ordinance No. 15-14, and Trinity County Ordinance No. 1329 pursuant to the authority for such creation conferred by California Welfare and Institutions Code Section 14087.54.

Commented [AS1]: Add expansion county ordinances once passed

The purpose of the Commission is to negotiate exclusive contracts with the California Department of Health Care Services and to arrange for the provision of health care services to qualifying individuals, as well as other purposes set forth in the enabling ordinances established by the respective counties.



## ARTICLE 2.

### COMMISSIONERS

Section 2.1 Number. Effective January 1, 2024, Commission representation shall be calculated using the following equation: 0-~~425,000~~ Medi-Cal PHC members = 1 seat; ~~425,001-640,000~~ = 2 seats; ~~40,000 — 55,000~~ 60,001+ = 3 seats; ~~55,000 + = 4 seats.~~ Any Board seats lost due to the implementation of the updated representation formula will be depleted using the process of attrition, which allows a lost seat to be vacated two years after the adoption of the updated formula or on the seat's natural expiration date, whichever occurs first.

Section 2.2 County Selected Appointments and Qualifications. Each member of the Commission shall be appointed by a majority vote of the Board according to the ordinance adopted by each County Board, and shall be subject to the following qualifications:

Section 2.2.1 Each member of the Commission shall be committed to a health care system which seeks to improve access to quality health care for all persons, regardless of their economic circumstances. Members of the Commission shall have an abiding commitment to, and interest in, a quality publicly assisted health care delivery system.

Section 2.2.2 Each member of the Commission shall be a legal resident or an employee of an organization located in ~~of~~ the County whose Board of Supervisors made the appointment.

Section 2.2.3 Each County shall have its own member selection criteria, however PHC encourages representation from the following areas: safety net providers, including FQHCs, behavioral health providers, regional centers, local education authorities, dental providers, IHS facilities, hospitals. As opportunity presents, special efforts will be made to support the selection of candidates who reflect the diversity of the community and regions (including, but not limited to: race, ethnicity, language, disability status, etc.)

Section 2.2.4 If a Commissioner no longer qualifies for his/her prescribed position on the Commission, the position shall be vacant until a replacement is selected per the County's selection criteria stated in Section 2.2.3.

Section 2.3 At-Large Consumer Appointments and Qualifications. ~~Two~~ Three members of the Commission shall be nominated by a Selection Committee based on applications submitted, and then recommended by PHC, since PHC is unable to delegate the selection of at-large consumer representatives to each of the County Board of Supervisors of its ~~14-24~~ county region. One representative will be from the Northern Region, one from the Eastern Region and one from the Southern Region, and they will rotate from region to region within the larger region.

Section 2.3.1. The Selection Committee consists of:

- The Chief Executive Officer (CEO) (or a designee)
- One PHC staff member from Member Services
- One consumer representative (not applying for the position)
- One Board member

Section 2.3.2. Selections of these Board members will occur in the summer and the two-year term will be from August of the year appointed. Over a four-year period, there will be a consumer from each of the ~~four~~five regions.

Section 2.3.3 Criteria to be selected as Consumer Representative shall include:

- A current PHC member; or a family member of a current PHC member
- Reside in a region that is due to be represented
- Submits a complete application
- Participation in the regional PHC CAC meetings is preferred, but not required
- Commits to attending scheduled Board meetings during the year and providing a consumer update at Board meetings

Section 2.4 Non-Voting Members. In addition to the voting members of the Commission, the Board may also appoint ex-officio non-voting members to the Commission. Ex-officio members may include persons or representatives of organizations that provide health care services to clients of the Commission or

recipients of health care services administered by the Commission, or any person having information or experience which may be helpful to the Commission.

**Section 2.5 Term of Office.** The terms of office for each of the members of the Commission shall be four (4) years, with the exception of the At-Large Consumer member who shall serve a two (2) year term from August of the year appointed. Nothing herein shall prohibit a person from serving more than one (1) term. Each member of the Commission shall remain in office, at the conclusion of that member's term, until a successor member has been selected and installed in office.

**Section 2.6 Resignation.** Any Commissioner may resign effective on giving written notice to the Clerk of the Commission, unless the notice specifies a later time for his or her resignation to become effective. Upon receipt of such notice, the Clerk of the Commission shall notify the Chairperson of the Board of Supervisors of the County appointing the Commissioner. The Clerk of the Commission shall enter such notice in the proceedings of the Commission. The acceptance of a resignation shall not be necessary to make it effective.

**Section 2.7 Removal.** Any Commissioner may be removed from office by the Board, which appointed him or her, at any time either "for" or "without" cause by a majority vote of the Board.

**Section 2.8 Vacancies.** An office shall become vacant if a member of the Commission is removed, resigns, discontinues to function in the area from which such member was appointed (as provided in Section 2.2 above) or has two (2)

unexcused absences during a six-month period. Any vacancy of the Commission, however created, shall be filled for the unexpired term according to each County's selection criteria. Each vacancy shall be filled by an individual having the qualifications of his or her predecessor in accordance with Section 2.2.

Section 2.9 Reimbursement of Expenses. Commissioners may be compensated for their services and/or reimbursed for out-of-pocket expenses, as specifically authorized by resolution of the Commission.

Section 2.10 Action by the Board. Notwithstanding the foregoing, the qualifications, term and other conditions of Commission membership shall be as determined from time to time by action of the Board.

### ARTICLE 3.

#### OFFICERS

Section 3.1 Designation. The Officers of this Commission shall be:

Section 3.1.1 A Chairperson, who shall be a Commissioner and who shall preside at all meetings of the Commission.

Section 3.1.2 A Vice-Chairperson who shall be a Commissioner and who in the Chairperson's absence or inability to act shall preside at the meetings of the Commission. If both the Chairperson and Vice-Chairperson are absent or unable to act, the Commissioners present

shall by resolution select one of the Commissioners present to act as chairperson pro-tempore, who, while so acting, shall have all the authority of the Chairperson.

Section 3.1.3 An Immediate Past Chairperson who shall be a Commissioner and is the person who held the position of Chairperson of the Board immediately before the appointment of the current Chairperson. The Immediate Past Chair acts as a resource to the Chair and the Board providing input and raising awareness of process and of historical perspective as appropriate.

Section 3.1.~~43~~ The CEO who shall be an employee of the Commission shall have the necessary authority and responsibility to conduct the Commission's activities, subject to the oversight and authority of the Commission and Chairperson. The CEO shall be responsible to carry out the formal and informal policies, procedures and practices of the Commission. The CEO shall act as the duly authorized representative of the Commission in all matters in which the Commission has not formally designated some other person so to act. All personnel shall serve at the pleasure of the CEO, subject to any contract of employment between the Commission and any such employee and the personnel policies adopted by the Commission.

Section 3.1.~~54~~<sup>54</sup>A Clerk, who shall attend the meetings of the Commission and prepare and keep the minutes of the Commission; shall attest to the Chairperson's, Vice-Chairperson's, CEO's, or other authorized signatory's signature on documents executed on behalf of the Commission; shall give, or cause to be given, notice of all meetings of the commission and committees of the Commission as required by law; shall keep the seal of the Commission, if one be adopted, in safe custody; and shall have such other duties as may be prescribed by resolution of the Commission or these Bylaws. The Clerk shall be an employee of the Commission and not a Commissioner. If the Commission selects an individual to so serve, an Assistant Clerk will perform the duties of the Clerk in the Clerk's absence. The Assistant Clerk shall not be a member of the Commission.

Section 3.1.~~65~~<sup>65</sup> Subordinate Officers. The Commission may appoint, or may empower the CEO to appoint, such other officers as the business of the Commission may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the Commission may from time to time determine.

Section 3.2 Election. The commission shall elect officers for a two (2) year term, at the first meeting in February every two years. For the first election of the Commission, officers shall serve a term which begins on the day of the election and ends at the first meeting in February of the second calendar year.

Section 3.2.1 Regional Rotation. Officers shall rotate by region and follow the order listed below:

- Region 1: Southwest (Lake, Mendocino, Marin & Sonoma)
- Region 2: Northeast (Shasta, Trinity, Modoc, Siskiyou, Lassen, Tehama)
- Region 3: Northwest (Del Norte & Humboldt)
- Region 4: Southeast (Solano, Napa, Yolo)
- Region 5: East (Butte, Colusa, Glenn, Nevada, Placer, Plumas, Sierra & Yuba)
- The “Northern Region” is comprised of Regions 2 and 3.
- The “Southern Region” is comprised of Regions 1 and 4.

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Section 3.2.2 Regional Nominations of Officers. Commissioners from each of the counties represented in a region will meet together as a “nominating committee” and select an officer to represent their region. That nominee will be taken to the full Board as a recommendation for consideration and adoption at any regular or special meeting of the Commission.

Section 3.3 Resignation. Any officer may resign effective on giving written notice to the Clerk, unless the notice specifies a later time for his or her resignation to become effective. Upon receipt of such notice, the Clerk shall notify the Chairperson thereof and shall enter the notice in the proceedings of the Commission. The acceptance of a resignation shall not be necessary to make it effective.



**Section 3.4   Vacancies.**   A vacancy in any office for any cause shall be filled with a Commissioner representing the same region the officer leaving is from and follow the same selection process as Section 3.2.2.

## **ARTICLE 4.**

### **MEETINGS**

**Section 4.1    Regular and Special Meetings.**    The date, time, and place of regular meetings of the Commission shall be established by resolution of the Commission. The Commission shall hold at least four (4) regular meetings each calendar year. Special meetings may be held at any time and place at the call of the Chairperson or a majority of the authorized number of Commissioners.

**Section 4.2    Open and Public.**    All meetings shall be open and public, and the Commission shall comply with the provisions of the Ralph M. Brown Act. Any one shall be permitted to attend meetings of the Commission, except for closed sessions, as permitted by applicable law.

**Section 4.3    Notice.**    At least seventy-two (72) hours prior to each regular meeting, an agenda shall be sent by electronic or regular mail to each member of the Commission, and to any person who has filed a written request for the notice with the Commission, and shall be posted at least seventy-two (72) hours prior to the regular meeting at a location that is freely accessible to the public. The agenda shall contain a brief general description of each item of business to be transacted or discussed at the meeting. No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that members of the Commission may briefly respond to statements made or questions posed by persons exercising their public testimony rights or to ask a question for clarification, refer

the matter to staff or to other resources for factual information, or request staff to report back at a subsequent meeting concerning any matter.

Written notice of each special meeting shall be delivered personally or by electronic mail to each Commissioner and posted on the PHC Website. Such notice shall be received at least twenty-four (24) hours before the time of such meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the agenda for the meeting. Written notice may be dispensed with as to any Commissioner who at or prior to the time the meeting convenes files with the Clerk a written waiver of notice. Such waiver may be given by electronic correspondence. Such written notice may also be dispensed with as to any Commissioner who is actually present at the meeting at the time it convenes. Notice shall be required pursuant to this section regardless of whether any action is taken at the special meeting. At least twenty-four (24) hours before a special meeting, the CEO shall cause the agenda for the meeting to be posted with the call and notice of the meeting at the main entrance of the Commission's executive offices, or, as determined by duly adopted resolution of the Commission, any other location that is freely accessible to members of the public. No business not set forth in the posted agenda shall be considered by the Commission at such special meeting. Notice of special meetings may be dispensed with only to the extent permitted by applicable law.

Section 4.4 Attendance and Participation. Commissioners must attend the regular meetings of the Commission and of committees to which they are appointed and shall contribute their time and special abilities as may be required for the benefit of the Commission. If a Commissioner is unable to attend a meeting, he or she shall so inform the Clerk giving the reason therefore and the Clerk shall in turn inform the Chairperson who shall rule in his or her discretion whether the absence shall be excused. Failure to attend a meeting without first notifying the Clerk of an inability to attend the meeting shall, except in cases of emergency or extreme hardship, be treated as an unexcused absence. Two (2) unexcused absences during a six-month period shall be grounds for the adoption of a resolution requesting the Board to remove the Commissioner.

Section 4.5 Quorum. No act of the Commission shall be valid unless one more than half of the total number of Commissioners are present.

Section 4.6 Meeting Agendas. The CEO of the Commission shall cause to be prepared an agenda for every meeting of the Commission setting forth a brief general description of each item of business to be transacted or discussed at the meeting and the time and location of the meeting. Each agenda for a regular meeting shall provide an opportunity for members of the public to address the Commission directly on items of interest to the public that are within the subject matter jurisdiction of the Commission. At least seventy-two (72) hours before a regular meeting, the CEO shall cause the agenda for the meeting to be posted at the main entrance of the Commission's executive offices, or, as determined by duly

adopted resolution of the Commission, any other location that is freely accessible to members of the public. No action shall be taken at a regular meeting on any item not appearing on the posted agenda unless: (a) the Commission determines by a majority vote that an urgent situation exists under California Government Section 54956.5; (b) the Commission determines by a two-thirds (2/3) vote of the Commissioners, or, if less than two-thirds (2/3) of the Commissioners are present, by a unanimous vote of those Commissioners present, that the need to take the action arose subsequent to the posting of the agenda; or (c) the item was included in the posted agenda for a meeting of the Commission occurring not more than five (5) calendar days prior to the meeting at which the item is to be continued .

Section 4.7 Conduct of Business. The items on the agenda shall be considered in order unless the Chairperson shall announce a change in the order of consideration.

Section 4.7.1– Unless an agenda item identifies a particular source for a report, the CEO, the Commissioners, the Commission staff, and consultants shall report first on the item. The item shall then be open to public comment upon recognition of the speaker by the Chairperson.

Section 4.8 Resolutions. All official acts of the Commission shall be taken and authorized by resolution, adopted on motion, duly made, seconded, and adopted by vote of the Commissioners.

Section 4.9 Voting. All resolutions of the Commission shall be deemed adopted by a majority vote of the Commission and in accordance with Sections 4.5, 4.6 and 4.10 of these Bylaws.

Section 4.10 Disqualification from Voting. A Commissioner shall be disqualified from voting on any resolution relating to a transaction in which he or she has a financial interest, as required by law and the Conflict of Interest Policy of the Commission. Except as required by law and the Conflicts of Interest Policy of the Commission, no Commissioner shall be disqualified from serving as a Commissioner or taking part in any proceedings of the Commission because of any financial interest of a Commissioner.

Section 4.11 Minutes. The Clerk shall prepare the minutes of each meeting of the Commission. The minutes shall be an accurate summary of the Commission's consideration of each item on the agenda and an accurate record of each action of the Commission. At a subsequent meeting, the Clerk shall submit the minutes to the Commission for approval by a majority vote of Commissioners in attendance at the meeting covered by the minutes. When approved, the minutes shall be signed by the Clerk and kept with the proceedings of the Commission.

Section 4.12 Closed Sessions. The Commission shall meet in closed session only as permitted by applicable law. The Commission shall report the actions taken at a closed session to the public as required by applicable law. A closed session minute book shall be established and maintained for minutes of all closed sessions which shall reflect only the topics of discussion and decisions made at

the session. The closed session minute book shall be kept confidential and not be a public record and shall be available only to the Commissioners, the CEO, and the Commission's legal counsel, except as otherwise required by applicable law.

Section 4.13 Public Records. All documents and records of the Commission, not exempt from disclosure by applicable law, shall be public records under the California Public Records Act (California Government Code Section 6250 et seq.)

Section 4.14 Adjournment. The Commission may adjourn any meeting to a time and place specified in the resolution of adjournment, notwithstanding less than a quorum may be present and voting. If no members of the Commission are present at a regular or adjourned regular meeting, the Clerk may declare the meeting adjourned to a stated time and place and shall cause written notice to be given in the same manner as provided in Section 4.3 of these Bylaws for special meetings, unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be posted as required by applicable law.

**ARTICLE 5.**  
**COMMITTEES OF THE COMMISSION**

**Section 5.1   Appointment.**      The Commission may create standing and ad hoc committees and appoint members to those committees. At a minimum, there shall be two (2) committees established, the first a Physician's committee and the second a Consumer's committee. Commissioners *may* serve on committees and subcommittees, but no Committee or subcommittee may be composed of a number of Commissioners constituting a quorum of voting Commissioners. The Commission may designate one (1) or more Commissioners as alternate members of any committee or subcommittee to stand in for any absent member at any meeting of the committee or subcommittee.

**Section 5.2   Authority.**      All committees and subcommittees shall be advisory only with the exception of the Finance Committee, Physician Advisory Committee, and Credentials Committee. The Finance Committee is authorized to act for the Board on matters of urgency and/or during the months the Board does not meet. Items approved by the Finance Committee are to be ratified by the full board at a subsequent full board meeting. The Physician Advisory Committee is delegated with direct supervision, coordination, and oversight of the quality of care and services provided to members. The Credentials Committee is delegated to act as a peer review body, that approves credentialing policies and procedures, reviews provider credentials, and



makes recommendations and final approval regarding credentialing decisions for providers.

**Section 5.3 Meetings.** Regular meetings of committees and subcommittees shall be held at such times and places as are determined by the Commission. Special meetings may be held at any time and place as may be designated by the Chairperson, the CEO or a majority of the members of the committee or subcommittee. A majority of members of the committee or subcommittee, shall constitute a quorum for the transaction of business.

**Section 5.4 Notice.** All subcommittees shall comply with the notice and agenda requirements otherwise applicable to the Commission in these bylaws, except for subcommittees composed solely of less than a quorum of the members of the Commission which are not standing subcommittees of the Commission with either a continuing subject matter jurisdiction or a meeting schedule fixed by resolution or other formal action of the Commission.

**Section 5.5 Minutes.** The Clerk or the designee shall prepare minutes of each meeting of every committee and subcommittee. The minutes shall be an accurate summary of the committee's or subcommittee's consideration of the matters before it and an accurate record of each action of the committee or subcommittee. At a subsequent meeting, the Clerk or the designee shall submit the minutes to the committee or subcommittee for approval by a majority vote of members in attendance at the meeting covered by the minutes.

**Section 5.6 Open and Public. Meetings of committees and subcommittees need not be open and public, except as may be required by law.**

## **ARTICLE 6.**

### **ADVISORY GROUPS**

**Section 6.1 Composition.** The Commission may establish Advisory Groups and committees of Advisory Groups composed of consumers, representatives of consumers, and/or providers, in a number and with qualifications as set forth in the resolution of the Commission establishing the Advisory Groups. The Advisory Groups shall provide review and recommendations on policies and procedures considered by the Commission and, to the extent deemed appropriate by the Commission, shall participate in the Commission's consideration of policies and procedures prior to their adoption.

**Section 6.2 Authority.** Advisory groups shall be considered advisory by nature.

**Section 6.3 Officers.** The Advisory Group each shall have a Chairperson appointed by the Commission. The Clerk of the Commission or a designee shall serve as the secretary of each of the Advisory Groups.

**Section 6.4 Conduct of Proceedings.** The provisions of Article IV of these bylaws pertaining to regular and special meetings of the Commission shall apply equally to such meetings of the Advisory Groups, all references therein to the "Commission," "Commissioners" and "Clerk" being deemed to mean the "Advisory Groups," the "members of the Advisory Groups" and the "secretary of the Advisory Groups," respectively.

**ARTICLE 7.**  
**MANAGEMENT COMMITTEES AND GROUPS**

**Section 7.1   Appointment.**      The CEO may, from time to time as he/she deems necessary, create ad hoc or standing committees or work groups and appoint members thereto in order to facilitate the internal operations of the organization. Membership may include employees, community members, providers, consultants, commissioners, or others, depending on the nature of the business of the group.

**ARTICLE 8.**  
**EXECUTION OF DOCUMENTS**

Section 8.1 Contracts and Instruments. The Commission may authorize any officer or officers, agent or agents, employee or employees to enter into any contract or execute any instrument in the name of and on behalf of the Commission, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Commission, no officer, agent or employee shall have any power or authority to bind the Commission by any contract or engagement or to render it liable for any purpose or for any amount. In the absence of any such authorization by the Commission, the CEO is hereby authorized to enter into any contract or execute any instrument in the name of and on behalf of the Commission. The Clerk shall have the authority to attest to the signatures of those individuals authorized to enter into contracts or execute instruments in the name of and on behalf of the Commission and to certify the incumbency of those signatories.

Section 8.2 Checks, Drafts, Evidences of Indebtedness. All checks, drafts or other orders of payment of money, notes or other evidences issued in the name of or on behalf of the Commission or payable to the order of the Commission, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Commission.

**ARTICLE 9.**  
**CONFLICTS OF INTEREST POLICY**

**Section 9.1 Adoption.** The Commission shall by resolution adopt and, from time to time may amend, a Conflicts of Interest Policy for the Commission as required by applicable law.

**Section 9.2 Definition.** A member of the Commission shall not be deemed to be financially interested in a contract entered into by the Commission (within the meaning of Government Code Section 1090 et seq.) if all the following apply:

- 1) The Board appointed the member to represent the interests of physicians, health care practitioners, hospitals, pharmacies, or other health care organizations.
- 2) The contract authorized the Commissioner or the organization the Commissioner represents to provide services to Medi-Cal beneficiaries under the Commission's program.
- 3) The contract contains substantially the same terms and conditions as contracts entered into with other individuals or organizations that the Commissioner was appointed to represent.
- 4) The Commissioner does not influence or attempt to influence the Commission or other Commissioners to enter into a contract in which the Commissioner is interested.

- 5) The member discloses the interest to the Commission and abstains from voting on the contract.
- 6) The Commission notes the Commissioner's disclosure and abstention in its official records and authorizes the contract in good faith by a vote of the majority of the commission without counting the vote of the interested member.

**ARTICLE 10.**  
**MISCELLANEOUS PROCEDURES, PRACTICES AND**  
**POLICIES, INSURANCE, BONDS**

**Section 10.1 Purchasing, Hiring, Personnel, Etc.**      The      Commission shall by resolution adopt and, from time to time may amend procedures, practices and policies for purchasing and acquiring the use of equipment and supplies, acquiring, constructing and leasing real property and improvements, hiring employees, managing its personnel and for all other matters, in the determination of the Commission, as are necessary and appropriate for the proper conduct of the Commission's activities and affairs and the furtherance of its authorized purposes.

**Section 10.2 Enforcement.**      Subject to the ultimate authority of the Commission, the CEO shall be responsible to implement all procedures, practices and policies adopted by the Commission.

**Section 10.3 Insurance.**      The      Commission shall procure property, casualty, indemnity and workers' compensation insurance, including without limitation directors' and officers' liability and professional liability coverage, in such amounts and with such carriers as the Commission shall from time to time determine shall be prudent in the conduct of its activities; provided, the Commission may in its discretion provide self insurance or participate in consortia or similar associations to obtain coverage in lieu of commercial coverage.



**Section 10.4 Bonds.**        The Commission shall require all of its members, officers, employees and agents to be covered by fidelity bonds as required by law and as the Commission shall determine shall be prudent in the conduct of its activities.

**ARTICLE 11.**  
**AMENDMENT OF BYLAWS**

**These Bylaws may be amended only by resolution of the Commission at any meeting of the Commission. Notice of such proposed amendment shall be given in the manner prescribed in Section 4.3 for notices of special meetings of the Commission.**