

ITEM 4a. GOVERNING BOARD MEETING MINUTES



Here for you

Authority Governing Board Minutes

November 1, 2023

(12:00 pm to 2:00 pm)

Board Attendance. In attendance were the following board members: Irene Conway, Norlissa Cooper, PhD, MSN, MBS, RN, Steven Fugaro, MD, Deneen Hadley, Johanna Liu, PharmD, Roland Pickens, MHA, FACHE, Adina Safer, Maria Luz Torre, Joseph Woo, MD, Greg Wagner, Emily Webb, and Jian Zhang, DNP, MS, FNP-BC.

Absent: Eddie Chan, PharmD

Guests: Chris Pritchard and Rianne Suico, Moss Adams Consultants, and Eunice Majam-Simpson, external counsel from Daponde, Simpson, and Rowe.

1. **Welcome.** Steven Fugaro, MD, Chair, opened the meeting and welcomed everyone. Dr. Fugaro thanked Skip Bishop, Chief Financial Officer, for serving San Francisco Health Plan (SFHP) for over 13 years. The Board wished him well in his retirement.

Dr. Fugaro adjourned the meeting to Closed Session.

2. **Review Member Grievances and Appeals Report (including logs)**

This item was discussed in Closed Session.

The Board resumed in Open Session

3. **Report on Closed Session Action Items.**

Dr. Fugaro reported that no actions were taken during Closed Session.

4. **Review and Approval of the Annual Independent Audit Report for FY 2022-23**

Chris Pritchard, Partner, and Rianne Suico, Partner, Moss Adams Consultants, the independent audit firm hired by SFHP, presented the FY 22-23 independent financial audit report. The auditors gave SFHP an “Unmodified Opinion,” which is the highest opinion available (also known as a “clean opinion”). There were no significant or material comments in the Communication to the Governing Board. There were no required or recommended adjustments to the journal entries. (A detailed audit report was provided in the Board packet.)

The consultants discussed that the audit went well. Emily Webb, Chair, Finance Committee, stated that the Finance Committee reviewed the audit report in detail and also spent time with the auditors without SFHP staff present. Ms. Webb agreed with the auditors that the audit went well and stated she was impressed with the auditors and SFHP management and recommended approval of the audit report.

Motion to approve the Independent Audit Report for FY 2022-23: Emily Webb

Second: Deneen Hadley

Unanimous vote to approve.

5. Consent Calendar. Dr. Fugaro introduced the items under the Consent Calendar and stated that the Board may request to remove any of the items from the Consent Calendar for a full discussion.

- a. Minutes from September 6, 2023, Board Meeting
- b. Minutes from the Quality Improvement Committee (QIC) meeting from June 29, 2023
- c. Credentialing and Recredentialing Recommendations
- d. Year-to-Date Unaudited Financial Statements and Investment Income Reports for September 2023

Emily Webb stated that the Finance Committee had a full discussion of the unaudited financial statements and investment reports. She stated the Finance Committee did not identify any issues and recommends approval of the Year-to-Date unaudited financial statements and investment reports.

Motion to approve the Consent Calendar: Roland Pickens

Second: Irene Conway

Unanimous vote to approve.

6. Chief Executive Officer's (CEO) Report. Yolanda R. Richardson provided the Board with highlights from her CEO Report. Ms. Richardson thanked Steve Fields, who joined virtually, for his over 30 years of service to SFHP as an original Governing Board member and Irene Conway for serving on the Board and co-chairing the Member Advisory Committee since 2016. She introduced Serena Chin Kirk to our leadership team as our Director of Policy and External Affairs. Ms. Chin Kirk comes to us with over fifteen years' experience in public policy, statewide advocacy and grassroots mobilization. Ms. Richardson thanked the Board members that attended the SFHP Provider Recognition Dinner. She reviewed the plan's membership, which is declining, but at the rate of decline expected due to the resumption of Medi-Cal redeterminations and similar to statewide decreases. She then provided an extensive legislative update.

Ms. Richardson introduced SFHP's Chief Medical Officer, Eddy Ang, MD, MPH, to present on quality and HEDIS reporting, as well as upcoming changes to the Department of Health Care Services' quality strategies. Dr. Ang presented the slides included in the Board packet.

7. Review and Approval of the Payment of CalPERS Unfunded Accrued Liability. Anne Price, Chief Finance and Strategy Officer, reviewed the recommendation to pay the CalPERS unfunded liability in full since SFHP is in a solid financial position to do so. Ms. Webb stated the Finance Committee agreed with and supported the recommendation to pay the liability in full.

Motion to approve the recommendation to pay the unfunded CalPERS liability in full: Johanna Liu, PharmD

Second: Maria Luz Torre

Unanimous vote to approve.

8. **Member Advisory Committee (MAC) Report.** Maria Luz Torre and Irene Conway gave a report to the Board on the MAC Committee meeting. Nina Maruyama, Chief Officer, Compliance and Regulatory Affairs presented the proposed revisions to the Governing Board Bylaws to reflect the changes to the MAC needed to meet the requirements of the DHCS contract that will be effective on January 1, 2024.

Motion to approve the revisions to the MAC section of the Governing Board Bylaws: Johanna Liu, PharmD

Second: Irene Conway

Unanimous vote to approve.

9. **Adjourned**

Dr. Fugaro adjourned the meeting.

Secretary/Treasurer