



AGENDA
Local Health Authority Commission
September 9th, 2024
5:30 PM
512 W. Aten Rd., Imperial, CA 92251

All supporting documentation is available for public review at <https://chpiv.org>

Committee Members	Representing	Present
Dr. Theodore Affue	LHA Commissioner – Imperial County Medical Society	
Dr. Bushra Ahmad	LHA Commissioner – County of Imperial – Chief Medical Officer	
Dr. Carlos Ramirez	LHA Commissioner – Unicare – CNO, COO	
Dr. Unnati Sampat	LHA Commissioner – MD, Imperial Valley Family Care Medical Group	
Dr. Allen Wu	LHA Commissioner – Inncare, Chief Medical Officer	
Christopher Bjornberg	LHA Commissioner-Chief Executive Office of PMHD	
Miguel Figueroa	LHA Commissioner – County of Imperial – Chief Executive Officer	
Paula Llanas	LHA Commissioner – County of Imperial – Director of Social Services	
Ryan E. Kelley	LHA Commissioner – County of Imperial – Board of Supervisors	
Pablo Velez	LHA Commissioner – ECRMC Chief Executive Officer	
Yvonne Bell	LHA Vice-Chair – Chief Executive Officer – Inncare	
Lee Hindman	LHA Chairperson – Joint Chambers of Commerce representing the public	

1. CALL TO ORDER

Lee Hindman, Chair

A. Roll Call

Donna Ponce, Commission Clerk

B. Approval of Agenda

1. Items to be pulled or added from the Information/Action/Closed Session Calendar
2. Approval of the order of the agenda

2. PUBLIC COMMENT

Lee Hindman, Chair

Public Comment is limited to items NOT listed on the agenda. This is an opportunity for members of the public to address the Commission on any matter within the Commission’s jurisdiction. Any action taken as a result of public comment shall be limited to the direction of staff. When addressing the Commission, state your name for the record prior to providing your comments. Please address the Commission as a whole, through the Chairperson. Individuals will be given three (3) minutes to address the board.



3. CONSENT AGENDA

All items appearing on the consent calendar are recommended for approval and will be acted upon by one motion, without discussion. Should any Commissioner or other person express their preference to consider an item separately, that item will be addressed at a time as determined by the Chair.

- A. Approval of Minutes from 8/12/2024
- B. Accept Monthly Financial Reports as Reviewed and Accepted by the Finance Committee.
 - 1. July 2024 Statement of Net Position
 - 2. July 2024 Statement of Revenues, Expenses, and Changes in Net Position
 - 3. July 2024 Profit & Loss Variance Analysis
 - 4. July 2024 Statement of Revenues, Expenses, and Changes in Net Position (YTD)
 - 5. July 2024 Profit & Loss Variance Analysis (YTD)
 - 6. July 2024 Summarized Tangible Net Equity Calculation
 - 7. July 2024 Cash Transactions

4. ACTION

- A. Motion to Approve a Resolution Adding David Wilson, CFO, as a Signatory to Each Bank Account Currently Established *(Lee Hindman, Chair)*
- B. Motion to Approve the Changes to the Bylaws to be Submitted to the Board of Supervisors *(Lee Hindman, Chair)*
- C. Motion to Approve Payment of the Annual LHPC Dues. *(Lee Hindman, Chair)*

5. INFORMATION

- A. Guidelines for Remote Meeting Participation *(Lee Hindman, Chair/Bill Smerdon, Legal Counsel)*
- B. Health Services Report *(Dr. Gordon Arakawa, CMO)*
- C. Financial Services Report *(David Wilson, CFO)*
- D. Compliance Report *(Chelsea M. Hardy, Senior Director of Compliance)*
- E. Human Resources and Community Relations Report *(Michelle S. Ortiz-Trujillo, HRCR)*
- F. CEO Report *(Larry Lewis, CEO)*



6. CLOSED SESSION

Pursuant to Welfare and Institutions Code § 14087.38 (n) Report Involving Trade Secret new product discussion *(estimated date of disclosure, 01/2025)*

A. Update/Action on Contract with Health Net Community Solutions, Inc.

7. RECONVENE OPEN SESSION

A. Report on actions taken in closed session.

8. COMMISSIONER REMARKS *(Lee Hindman, Chair)*

9. ADJOURNMENT



MINUTES

Local Health Authority Commission

August 12th, 2024

5:30 PM

512 W. Aten Rd., Imperial, CA 92251

All supporting documentation is available for public review at <https://chpiv.org>

Committee Members	Representing	Present
Dr. Theodore Affue	LHA Commissioner – Imperial County Medical Society	A
Dr. Bushra Ahmad	LHA Commissioner – County of Imperial – Chief Medical Officer	✓ R
Dr. Carlos Ramirez	LHA Commissioner – Unicare – CNO, COO	✓
Dr. Unnati Sampat	LHA Commissioner – MD, Imperial Valley Family Care Medical Group	✓
Dr. Allen Wu	LHA Commissioner – Inncare, Chief Medical Officer	✓ L
Christopher Bjornberg	LHA Commissioner-Chief Executive Office of PMHD	✓ L
Miguel Figueroa	LHA Commissioner – County of Imperial – Chief Executive Officer	✓
Paula Llanas	LHA Commissioner – County of Imperial – Director of Social Services	A
Ryan E. Kelley	LHA Commissioner – County of Imperial – Board of Supervisors	✓
Pablo Velez	LHA Commissioner – ECRMC Chief Executive Officer	✓
Yvonne Bell	LHA Vice-Chair – Chief Executive Officer – Inncare	✓
Lee Hindman	LHA Chairperson – Joint Chambers of Commerce representing the public	✓

1. CALL TO ORDER

Lee Hindman, Chair

Meeting called to order at 5:31 p.m.

A. Roll Call

Donna Ponce, Commission Clerk

Roll call taken and quorum confirmed. Attendance is as shown.

B. Approval of Agenda

1. Items to be pulled or added from the Information/Action/Closed Session Calendar
2. Approval of the order of the agenda

(Sampat/Wu) To approve the agenda and agree to move item 5D after 5A. Motion carried.

2. PUBLIC COMMENT

Lee Hindman, Chair

Public Comment is limited to items NOT listed on the agenda. This is an opportunity for members of the public to address the Commission on any matter within the Commission’s jurisdiction. Any action taken as a result of public comment shall be limited to the direction of staff. When addressing the Commission, state your name for the record prior to providing your comments. Please address the Commission as a whole, through the Chairperson. Individuals will be given three (3) minutes to address the board.
No public comment.



3. CONSENT AGENDA

All items appearing on the consent calendar are recommended for approval and will be acted upon by one motion, without discussion. Should any Commissioner or other person express their preference to consider an item separately, that item will be addressed at a time as determined by the Chair.

- A. Approval of Minutes from 7/8/2024
- B. Accept Monthly Financial Reports as reviewed and accepted by the Finance Committee.
 - 1. June 2024 P&L Variance Report
 - 2. June 2024 Cash Transactions
 - 3. June 2024 Statement of Revenues, Expenses, and Changes in Net Position
 - 4. June 2024 Statement of Net Position
 - 5. June 2024 Statement of Revenues, Expenses, and Changes in Net Position (YTD)

(Bell/Ramirez) To approve the consent agenda. Motion carried.

4. ACTION

- A. Approval of the 2024 CHPIV Utilization Management Program Description
(Dr. Gordon Arakawa, CMO)
CMO, Dr. Gordon Arakawa presented the 2024 CHPIV Utilization Management Program.

(Ramirez/Sampat) To approve the 2024 CHPIV Utilization Management Program

5. INFORMATION

- A. Health Services Report *(Dr. Gordon Arakawa, CMO)*
CMO, Dr. Gordon Arakawa updated the commission on the following:
 - 1. *Q2 QIHEC Summary-PPT*
 - 2. *NCQA*
- B. Financial Services Report *(Tony Godinez, Senior Manager of Accounting)*
No report.
- C. Compliance Report *(Chelsea M. Hardy, Senior Director of Compliance, SDC)*
SDC, Chelsea Hardy updated the commission on the following:
 - 1. *Delegation Oversight Monitoring Program-2024 Q1-PPT*
- D. Human Resources and Community Relations Report *(Michelle S. Ortiz-Trujillo, Senior Director of Human Resources and Community Relations, SDHRCR)*
SDHRCR, Michelle Ortiz-Trujillo updated the commission on the following:
 - 1. *Member Services Call Log Data Analysis PPT*



2. *Human Resources*

- *New payroll system in the works*
- *Introduced Ariday Rosales as newly hired Member Services Coordinator*

3. *Community Relations*

- *IVC presentation on ECM/CS support*
- *Q3 CAC meeting on September 26, 2024*

E. CEO Report (*Larry Lewis, CEO*)

CEO, Larry Lewis updated the commission on the following:

1. *Introduced David Wilson as the newly hired Chief Financial Officer*
2. *Proposition 35*

F. Other new or old business (*Lee Hindman, Chair*)

None.

6. CLOSED SESSION

Pursuant to Welfare and Institutions Code § 14087.38 (n) Report Involving Trade Secret new product discussion (estimated date of disclosure, 01/2024)

A. Update/Action on Contract with Health Net Community Solutions, Inc.

Chair Hindman announces the commission will enter closed session to discuss the contract with Health Net Community Solutions, Inc.

7. RECONVENE OPEN SESSION

A. Report on actions taken in closed session.

Chair Hindman announces the commission has reconvened into open session and reports, direction given to staff.

(Kelley/Bell) Approval granted to sign a Letter of Intent (LOI), contingent upon presenting the final agreement for commission approval. Motion carried with 9 ayes in favor and 1 abstention.

8. COMMISSIONER REMARKS (*Lee Hindman, Chair*)

None.

9. ADJOURNMENT

The meeting was adjourned at 7:14 p.m.

**Imperial County Local Health Authority dba
Community Health Plan of Imperial Valley
Statement of Net Position
As of July 31, 2024**

ASSETS

Current Assets	<u>June 2024</u>	<u>July 2024</u>	<u>Change</u>
Cash and Investments			
Chase - Checking	\$ 198,800	\$ 200,000	\$ 1,200
Chase - Money Market	2,771,975	2,867,793	95,818
JPMorgan Securities	9,404,065	11,710,852	2,306,787
First Foundation Bank	196,549	167,104	(29,445)
Receivables			
Accounts Receivable	2,028,239	2,773	(2,025,465)
Dividend Receivable	14,614	23,364	8,750
Interest Receivable	-	11,379	11,379
Premium Receivable	23,093,850	23,154,295	60,445
Pass-Through Receivable	376,851	365,463	(11,387)
Other Current Assets			
Prepaid Expenses	7,534	20,481	12,946
Total Current Assets	38,092,476	38,523,503	431,027
Noncurrent Assets			
Restricted Deposit			
First Foundation Bank - Restricted	300,000	300,000	0
Capital Assets			
Buildings - Net	3,008,791	3,000,244	(8,548)
Computers & Office Equipment - Net	8,740	8,572	(168)
Improvements - Net	20,883	48,033	27,150
Intangible Assets - Net	21,743	21,348	(395)
Operating ROU Asset (Copier) - Net	8,164	7,882	(282)
Total Noncurrent Assets	3,368,321	3,386,079	17,757
Total Assets	<u>\$ 41,460,797</u>	<u>\$ 41,909,582</u>	<u>\$ 448,785</u>

**Imperial County Local Health Authority dba
Community Health Plan of Imperial Valley
Statement of Net Position
As of July 31, 2024**

LIABILITIES

CURRENT LIABILITIES	<u>June 2024</u>	<u>July 2024</u>	<u>Change</u>
Payables			
Accounts Payable	87,258	\$ 115,291	\$ 28,033
Capitation Payable	22,401,034	22,459,666	58,631
Pass-Through Payable	376,851	365,463	(11,387)
Credit Card Payable	8,255	7,662	(593)
Other Current Liabilities			
Short Term Lease Liability - Copier	3,298	3,314	15
Bonus Accrual	71,517	83,436	11,919
Salaries Accrual	0	74,379	74,379
Vacation Accrual	60,204	95,895	35,692
Total Current Liabilities	23,008,417	23,205,106	196,689
NON-CURRENT LIABILITIES			
Long Term Lease Liability - Copier	4,994	4,711	(283)
Total Noncurrent Liabilities	4,994	4,711	(283)
Total Liabilities	23,013,410	23,209,816	196,406

NET POSITION

Net investment in Capital Assets	3,368,321	3,386,079	17,757
Restricted by Legislative Authority	300,000	300,000	0
Unrestricted	11,706,497	11,688,740	(17,757)
Net Revenue	3,072,568	3,324,947	252,379
Total Net Position	18,447,387	18,699,766	252,379
Total Liabilities and Net Position	\$ 41,460,797	\$ 41,909,582	\$ 448,785

**Imperial County Local Health Authority dba
Community Health Plan of Imperial Valley
Statement of Revenues, Expenses, and Changes in Net Position
For July 2024**

REVENUES

DHCS Premium	\$ 23,154,295
DHCS Pass-Through	365,463
Total Operating Revenues	23,519,758

OPERATING EXPENSES

Medical Expenses	
Healthcare Capitation	22,459,666
Healthcare Pass-Through	365,463
Total Medical Expenses	22,825,129

Administrative Expenses

Salaries, Wages, and Employee Benefits	406,892
Professional fees	118,389
Office Expenses & Administrative	14,310
Occupancy - Cleaning, Landscape, Rent, Utilities	3,866
Supplies & Services	1,067
Depreciation and Amortization	9,801
Total Administrative Expenses	554,325

Total Operating Expenses	23,379,454
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OPERATING INCOME	140,304
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NON-OPERATING REVENUES

Dividend Income - Chase Money Market	23,364
Investment Income - J.P. Morgan Securities	87,261
Rental Income - HealthNet Office Space	1,450
Total Non-Operating Revenues	112,075

Increase In Net Position	252,379
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NET POSITION, beginning of period	18,447,387
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NET POSITION, ending of period	\$ 18,699,766
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**Imperial County Local Health Authority
DBA Community Health Plan of Imperial Valley
Profit & Loss Variance Analysis
For July 2024**

	July Forecast	July Actual	Variance
REVENUE			
Premium	\$ 22,249,362	\$ 23,154,295	\$ 904,933
Pass-Through	883,592	365,463	(518,128)
TOTAL REVENUE	23,132,953	23,519,758	386,805
HEALTH CARE COSTS	22,465,472	22,825,129	359,657
Gross Margin	667,481	694,629	27,148
ADMINISTRATIVE EXPENSE			
Salaries	237,413	345,787	108,374
Benefits and Bonus	77,482	61,105	(16,377)
Total Labor Costs	314,896	406,892	91,996
Consulting, Legal, & Other Professional	10,508	113,679	103,170
Office Occupancy	14,606	13,667	(939)
Other Misc Admin	28,643	20,087	(8,556)
Total Administrative Expense	368,653	554,325	185,671
Non-Operating Income			
Dividend, Interest & Investment Income	100,347	110,625	10,278
Rental Income	0	1,450	1,450
Total Non-Operating Income	100,347	112,075	11,728
Excess Revenues from Operations	\$ 399,174	\$ 252,379	\$ (146,795)

**Imperial County Local Health Authority dba
Community Health Plan of Imperial Valley
Statement of Revenues, Expenses, and Changes in Net Position
As of July 31, 2024**

REVENUES

DHCS Premium	\$ 158,799,532
DHCS Pass-Through	4,681,265
Profit Share Revenue	602,764
Health Net Contributions	134,859
Total Operating Revenues	164,218,420

OPERATING EXPENSES

Medical Expenses	
Healthcare Capitation	153,938,962
Healthcare Pass-Through	4,681,265
Total Medical Expenses	158,620,227

Administrative Expenses

Salaries, Wages, and Employee Benefits	2,068,218
Professional fees	389,565
Office Expenses & Administrative	188,699
Occupancy - Cleaning, Landscape, Rent, Utilities	70,560
Supplies & Services	23,131
Depreciation and Amortization	66,218

Total Administrative Expenses	2,806,392
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Total Operating Expenses	161,426,619
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OPERATING INCOME	2,791,801.01
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NON-OPERATING REVENUES

Dividend Income - Chase Money Market	161,322
Investment Income - J.P. Morgan Securities	359,656
Interest Income - County of Imperial	2,018
Rental Income - HealthNet Office Space	10,150
Total Non-Operating Revenues	533,146

Increase In Net Position	3,324,947
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NET POSITION, beginning of year	15,374,819
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NET POSITION, ending of period	\$ 18,699,766
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Imperial County Local Health Authority
DBA Community Health Plan of Imperial Valley
Profit & Loss Variance Analysis
As of July 31, 2024

	YTD Forecast	YTD Actual	Variance
REVENUE			
HN Settlements	\$ 1,135,000	\$ 602,764	\$ (532,236)
Premium	155,745,532	158,934,391	3,188,859
Pass-Through	6,185,141	4,681,265	(1,503,877)
TOTAL REVENUE	163,065,673	164,218,420	1,152,746
HEALTH CARE COSTS	157,258,307	158,620,227	1,361,920
Gross Margin	5,807,366	5,598,193	(209,173)
ADMINISTRATIVE EXPENSE			
Salaries	1,608,173	1,741,975	133,802
Benefits and Bonus	525,348	326,242	(199,106)
Total Labor Costs	2,133,522	2,068,218	(65,304)
Consulting, Legal, & Other Professional	73,558	358,972	285,413
Office Occupancy	102,242	136,778	34,536
Other Misc Admin	225,168	242,424	17,256
Total Administrative Expense	2,534,490	2,806,392	271,901
Non-Operating Income			
Dividend, Interest & Investment Income	588,933	522,996	(65,937)
Rental Income	0	10,150	10,150
Total Non-Operating Income	588,933	533,146	(55,787)
Excess Revenues from Operations	\$ 3,861,808	\$ 3,324,947	\$ (536,862)

**Imperial County Local Health Authority dba
Community Health Plan of Imperial Valley
Summarized Tangible Net Equity Calculation
As of July 31, 2024**

Net Equity	\$	18,699,766
Add: Subordinated Debt and Accrued Subordinated Interest	\$	0
Less: Report 1, Column B, Line 27 including: Unsecured Receivables from officers, directors, and affiliates; Intangibles	\$	0
Tangible Net Equity (TNE)	\$	18,699,766
Required Tangible Net Equity *	\$	4,322,371
TNE Excess (Deficiency)	\$	14,377,395

Full Service Plan		
A. Minimum TNE Requirement	\$	1,000,000
B. REVENUES:		
2% of the first \$150 million of annualized premium revenues (lines 1, 2, 4, 5, 7, 9 from Income Statement)	\$	3,000,000
Plus		
1% of annualized premium revenues in excess of \$150 million	\$	1,322,371
Total	\$	4,322,371

* Calculated Required Tangible Net Equity	
23,519,758	- Current Month Premium
x 12	
282,237,096	- Annualized
150,000,000	←
x 2%	
3,000,000	
132,237,096	←
x 1%	
1,322,371	
4,322,371	- Required TNE

**Community Health Plan of Imperial Valley
July 2024 Cash Transactions**

Date	Account	Vendor	Memo/Description	Amount
Chase Checking				
07/05/2024	Chase Checking	JPMorgan Chase	Dividend Income - Jun 2024	\$ 14,613.73
07/05/2024	Chase Checking	i.Access, Inc.	Online Payment	-45.00
07/12/2024	Chase Checking	Health Net	2023 Profit Share	2,025,465.17
07/12/2024	Chase Checking	Mid Atlantic Trust Company	07/08 - ACH Payment	-8,073.47
07/15/2024	Chase Checking	City of Imperial	Chase Bill Pay - Service Period 05-24-24 - 06-24-24	-159.93
07/15/2024	Chase Checking	AM Copiers Inc.	Chase Bill Pay - Invoice IN5400	-273.16
07/15/2024	Chase Checking	Junior's Café	Chase Bill Pay - Invoice 13-16560	-351.05
07/15/2024	Chase Checking	Monday.com Ltd	Chase Bill Pay - Invoice Statement	-13,128.39
07/15/2024	Chase Checking	Technology Depot	Chase Bill Pay - Invoice 14316	-212.50
07/15/2024	Chase Checking	Epstein Becker & Green, P.C.	Chase Bill Pay - Invoices 116057 / 1164053 / 1164054	-18,552.00
07/15/2024	Chase Checking	Millman, Inc.	Chase Bill Pay - Statement for April 2024	-2,684.50
07/15/2024	Chase Checking	Imperial Irrigation District	Chase Bill Pay - Service Period 05-23-24 - 06-24-24	-2,308.55
07/15/2024	Chase Checking	Alliant Insurance Services, Inc.	Chase Bill pay - 24-25 ACIP Crime Renewal	-5,313.00
07/15/2024	Chase Checking	Economic Group Pension Services	Chase Bill Pay - Invoice 196475	-535.00
07/15/2024	Chase Checking	Liebert Cassidy Whitmore	Chase Bill Pay - Invoice 268713	-7,548.00
07/15/2024	Chase Checking	Imperial Desert Landscape	Chase Bill Pay - Invoice 24-118	-250.00
07/19/2024	Chase Checking	Department of Managed Health Care	Refund	298.21
07/19/2024	Chase Checking	Primo Water	Refund	20.18
07/19/2024	Chase Checking	State Compensation Fund	07/16 - ACH Payment	-815.08
07/19/2024	Chase Checking	Mid Atlantic Trust Company	07/19 - ACH Payment	-7,329.06
07/19/2024	Chase Checking	Law Office of William S. Smerdon	Chase Bill Pay - Invoice 2575	-2,475.00
07/19/2024	Chase Checking	I.V. Termite & Pest Control	Chase Bill Pay - Invoices 339492 / 340454	-420.00
07/19/2024	Chase Checking	Conveyor Group	Chase Bill Pay - Invoice 11186	-4,710.00
07/19/2024	Chase Checking	Great America Financial Services	Chase Bill Pay - Invoice 374028727	-306.01
07/19/2024	Chase Checking	Vic's Air Conditioning & Electrical	Chase Bill Pay - Invoices 98325 / 98766 / 98838 / 98839 / 98840	-28,081.00
07/19/2024	Chase Checking	Health Management Associates, Inc.	Chase Bill Pay - Invoice 206100-0000017	-54,585.00
07/19/2024	Chase Checking	Brawley Rotary Club	Chase Bill Pay - June Statement	-205.00
07/19/2024	Chase Checking	Department of Health Care Services	07/15 Receipt - DHCS	22,990,064.72
07/19/2024	Chase Checking	Department of Health Care Services	07/15 Receipt - DHCS	413,126.33
07/19/2024	Chase Checking	Department of Health Care Services	07/15 Receipt - DHCS	59,162.81
07/19/2024	Chase Checking	Department of Health Care Services	07/15 Receipt - DHCS	7,303.27
07/19/2024	Chase Checking	Department of Health Care Services	07/15 Receipt - DHCS	1,043.61
07/31/2024	Chase Checking	Health Net	Rental Income - Jul 2024	1,450.00
07/31/2024	Chase Checking	Health Net	07/29 - Health Net Payment	-22,777,885.24
07/31/2024	Chase Checking	Mid Atlantic Trust Company	07/31 - ACH Payment	-7,379.65
First Foundation Bank				
07/31/2024	FFB Payroll	Blue Shield of California	07/05 - Health Insurance Payment	-12,016.90
07/31/2024	FFB Payroll	Paychex, Inc.	07/11 - Paychex TPS Taxes	-47,883.95
07/31/2024	FFB Payroll	Paychex, Inc.	07/11 - Paychex Payroll	-77,910.31
07/31/2024	FFB Payroll	Paychex, Inc.	07/12 - EIB Invoice	-48.31
07/31/2024	FFB Payroll	First Foundation Bank - Credit Card	07/12 - Credit Card Payment	-9,234.13
07/31/2024	FFB Payroll	Paychex, Inc.	07/22 - OAB Invoice	-49.50
07/31/2024	FFB Payroll	Paychex, Inc.	07/25 - Paychex TPS Taxes	-40,183.86
07/31/2024	FFB Payroll	Paychex, Inc.	07/25 - Paychex Payroll	-69,738.65
07/31/2024	FFB Payroll	Paychex, Inc.	07/26 - EIB Invoice	-68.12
07/31/2024	FFB Payroll	Blue Shield of California	07/31 - Health Insurance Payment	-13,290.85
07/31/2024	FFB Payroll	First Foundation Bank	07/09 - Wire Fee	-10.00
07/31/2024	FFB Payroll	First Foundation Bank	07/23 - Wire Fee	-10.00
J.P. Morgan Securities				
07/31/2024	J.P. Morgan Securities	J.P. Morgan Securities	Investment Income - Jul 2024	\$ 75,882.20



**RESOLUTION OF THE IMPERIAL COUNTY LOCAL HEALTH AUTHORITY
AUTHORIZING NEW SIGNATORIES OF A BANK ACCOUNT(S).**

RESOLUTION NO. _____

WHEREAS, the Local Health Authority (“LHA”) Commission is committed to the entity’s autonomous operation as pursuant to section 8.03.070 of the Codified Ordinances of the County of Imperial and within section 14087.38 of the Welfare and Institutions Code.

WHEREAS, on October 11, 2021, the LHA Commission approved by majority vote the establishment of a personnel system independent of the County of Imperial and to carry out those functions, the LHA must obtain a bank account independent of the County of Imperial’s fiscal operation.

WHEREAS, a proposal to open an account with First Foundation Bank was placed before the Commission on October 11, 2021, and after discussions a majority vote authorized the opening of said bank account for the sole purpose of funding payroll and payroll related expenses and DMHC restricted deposit.

WHEREAS, a proposal to open an account with JP Morgan Chase & Co. was placed before the Commission on December 12, 2022, and after discussions a majority vote authorized the opening of said bank account for the sole purpose of operating and investment expenses.

WHEREAS, current the current bank accounts include:

- (1) First Foundation Restricted Account
- (2) First Foundation Payroll Account
- (3) Chase Bank Operating Account (Checking & Sweep Account)
- (4) Chase Bank Investment Account (Excess Funds Investment)

WHEREAS, current the Signatories on each bank account include:

- (1) Larry Lewis, Chief Executive Officer
- (2) Yvonne Bell, LHA Co-Chair
- (3) Lee Hindman, LHA Chair

NOW, THEREFORE, the LHA resolves as follows:

- (1) “David Wilson, Chief Financial Officer” is conveyed the authorized signatory privilege for each bank account listed above.

- (2) The staff of LHA are hereby authorized and directed to take all actions necessary to carry out the intent and purpose of this Resolution.
- (3) This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the Local Health Authority, County of Imperial, State of California, this _____ day of _____ 2024, by the following roll call vote:

_____.

Lee Hindman, Chair

ATTEST:

Yvonne Bell, Co-Chair

**BYLAWS OF THE
IMPERIAL COUNTY HEALTH AUTHORITY COMMISSION**

Adopted by the Imperial County Local Health Authority on
Adopted by the Imperial County Health Authority on November 24, 2014, revised October [redacted], 2015; Jan [redacted], 2017
Adopted by the Imperial County Board of Supervisors on December 9, 2014, revised [redacted]

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BYLAWS

ARTICLE I. AUTHORITY AND PURPOSE

These Bylaws were originally adopted by the Imperial County Board of Supervisors for the Imperial County Health Authority Commission, hereinafter referred to as the “Commission,” to establish rules, policies and procedures for its proceedings, have been updated and revised by the Commission inasmuch as the Imperial County Local Health Authority, (DBA Community Health Plan of Imperial Valley), hereinafter referred to as “the Plan” has obtained Knox-Keene licensure, and as such, the Plan will hereafter exist independently from the County. The Plan was established pursuant to the County of Imperial Codified Ordinances Chapter 8.03 adopted by the Imperial County Board of Supervisors on June 10, 2014, under the statutory authority of Welfare and Institutions Codes section 14087.38.

The purpose of the Plan is to advise and ensure that qualified residents of Imperial County are provided healthcare services pursuant to Chapter 7 (commencing with Section 14000) of Part 3 of Division 9 of the Welfare and Institutions Code.

The Plan was specifically authorized to seek licensure under the Knox-Keene Health Care Service Plan Act of 1975 (Chapter 2.2 (commencing with Section 1340) of Division 3 of the Health and Safety Code), to enter into a contractual relationship with the California Department of Health Care Services to provide a “Medi-Cal Managed Care Program” (“program”) and to arrange for the provision of healthcare services to qualifying individuals under such program in Imperial County pursuant to Chapter 7 (commencing with Section 14000) of Part 3 of Division 9 of the Welfare and Institutions Code.

The Plan has obtained Knox-Keene Licensure, and it has entered into a contractual relationship with Health Net Community Solutions, Inc. Therefore, the Plan is prepared to become independent of the County and to focus on its primary purposes, which are:

1. Improve access to primary care and related specialty and ancillary services for enrolled Medi-Cal recipients;
2. Promote the long-term viability of “safety net” providers; and
3. Increase prevention, education, and early intervention services for enrolled recipients.

Having obtained Knox-Keene Licensure, the Plan shall design and operate a program or programs that:

1. Delivers primary care via a contracted provider network which significantly improves access to primary care and related specialty and ancillary services for enrolled Medi-Cal recipients;

2. Includes mechanisms for assuring that Plan financed medical care services meet appropriate quality of care standards;
3. Incorporates a plan of service delivery and implements reimbursement mechanisms which will promote the long-term viability of a locally operated Medi-Cal managed care system and participating “safety net” providers herein defined as Medi-Cal disproportionate share hospitals, county clinics, and licensed community and rural clinics;
4. Implements a financial plan which includes the creation of a prudent reserve within three (3) years of commencing operations and which provides that if additional surplus funds accrue, they shall be used to expand access, improve benefits, and augment provider reimbursement;
5. Gives a high priority to increasing prevention, education, and early intervention services for enrolled recipients;
6. Ensures that all statutory, contractual, or other program obligations shall be the obligations solely of the Plan and shall not be the obligations of County or the State; and
7. Implements programs and procedures to ensure that a high level of member satisfaction is maintained.

The Plan may negotiate and enter into contracts authorized by Section 14087.3 and also may enter into contracts for the provisions of healthcare services to individuals and groups including, but not limited to, those covered under Subchapter XVIII (commencing with Section 1395) of Chapter 7 of Title 42 of the United States Code, those entitled to coverage under other publicly supported programs, those employed by public agencies or private businesses, uninsured or indigent individuals, and any other persons.

The Plan may acquire, possess and dispose of real or personal property as necessary for the performance of its functions, may employ personnel, may contract for services required to meet its obligations, and may sue or be sued.

The Plan may borrow from the County and the County may lend the Plan funds or issue revenue anticipation notes to obtain those funds necessary to commence operations. Having obtained Knox-Keene licensure, the Plan shall be deemed a unit of local government for purposes of all grant programs and other funding and loan guarantee programs and for all other purposes.

ARTICLE II. COMMISSIONERS

2.1 Number and Appointment. The Commission consists of thirteen (13) voting members. One member shall be a member of the Board of Supervisors and shall be selected by the Board of

Supervisors. Seven members are *ex officio* members as stated in Section 2.4, paragraph 2 below. Five members shall be nominated pursuant to Section 2.4, paragraph 3 below. The nominations made pursuant to Section 2.4, paragraph 3 shall be submitted to the Board of Supervisors for confirmation. Each nominated Commission member confirmed by the Board of Supervisors serves at the pleasure of the Board of Supervisors.

2.2 Qualifications. Each member of the Commission shall have a commitment to a health care system which seeks to improve access to quality health care for all persons, regardless of their economic circumstances, delivers high quality care and is financially viable. Members of the Commission shall likewise have an abiding commitment to, and interest in, a quality publicly assisted health care delivery system. The Commission shall be generally representative of the diverse skills, backgrounds, interests, and demography of persons residing in the County.

Additionally, each member shall meet the qualifications of his or her position as set forth by County of Imperial Codified Ordinance section 8.03.040.

2.3 Composition. The thirteen (13) voting members shall include:

1. One (1) member representing the interests of the general public, demonstrating awareness and knowledge of the healthcare system and representative of the interests of Imperial County residents and businesses;
2. One (1) member of the Imperial County Board of Supervisors;
3. The Imperial County - County Executive Officer, or his designee;
4. Two (2) physicians representing providers of Medi-Cal services and the practice of medicine;
5. One (1) person representative of the interests of non-physician providers of Medi-Cal covered healthcare services, healthcare consumers, community representatives or community clinics;
6. Two (2) chief executive officers of hospitals located in Imperial County. In the event there ceases to be two hospitals in Imperial County, then the chief executive officer of a hospital located in Imperial County and person designated by him/her;
7. One (1) chief executive officer of the Federally Qualified Health Clinic or an administrator of a health clinic serving the largest proportion of Medi-Cal beneficiaries and the un- and under-insured;
8. One (1) medical director of the Federally Qualified Health Clinic or a health clinic serving the largest proportion of Medi-Cal beneficiaries and the un- and under-insured;
9. One (1) Medi-Cal beneficiary, demonstrating sensitivity and awareness of the concerns and issues encountered by Medi-Cal beneficiaries;
10. The Imperial County Director of Behavioral Health Services, or his/her designee; and
11. The Imperial County Director of Social Services.

2.4 Commission Appointments. Commissioners shall be nominated/appointed in the following manner:

1. For the position of a member of the Board of Supervisors, the Board of Supervisors shall select one Supervisor to be a voting member.
2. The positions of Imperial County CEO, E.C.R.M.C. CEO, P.M.H. CEO, Health Clinic CEO, Health Clinic Medical Director, BHS Director, and DSS, Director are *ex officio* voting members.
3. For the remaining positions, nominations shall be provided in the following manner:
 - a. The member representing the interests of the general public is to be nominated by the joint chamber of commerce;
 - b. The two (2) physicians representing providers of Medi-Cal services and the practice of medicine are to be nominated by the Imperial County Medical Society;
 - c. The person representative of the interests of non-physician providers of Medi-Cal covered healthcare services, healthcare consumers, community representatives or community clinics is to be nominated by the Director of the Department of Public Health of Imperial County;
 - d. The Medi-Cal beneficiary is to be nominated by the Director of the Department of Social Services of Imperial County.
4. Nominations: Nominations for the appointment of Commissioners shall be assembled by the Clerk of the Commission and submitted to the Clerk of the Board of Supervisors for confirmation by the Board of Supervisors.
5. Persons nominated by the above process shall be appointed by majority vote of the Board of Supervisors in accordance with all applicable laws. Any Commission member so appointed may be removed without cause from office by a majority vote of the Board of Supervisors. (The foregoing shall not apply to *ex officio* Commissioners and the member of the Board of Supervisors appointed to serve as a Commissioner.)

2.5 Term. Terms are for three years, unless the Commissioner is an *ex officio* member, in which case his or her term is coterminous with his or her qualifying position.

2.6 Resignation. A Commissioner may resign effective on giving written notice to the Clerk of the Commission, unless the notice specifies a later date for his/her resignation to become effective. Upon receipt of such notice, the Clerk shall notify the Chairperson and the Chief Executive Officer (“CEO”) of the Plan. The Clerk of the Commission shall enter the notice in the proceedings of the Commission. The acceptance of a resignation shall not be necessary to make it effective.

2.7 Removal. Any Commission member appointed by the Board of Supervisors may be removed from office, with or without cause, by a majority vote of the Board of Supervisors.

2.8 Notification to Nominating Authority. In the event that a non-*ex officio* Commissioner's employment or career changes during the Commissioner's term in such a manner that the Commissioner's new employment or career no longer reflects the interests that the Commissioner was appointed to represent as stated in Section 2.4-3 above, the CEO shall notify the nominating authority in question of the change. The nominating authority shall consider whether or not to request that the Board of Supervisors replace the Commissioner in question.

2.9 Vacancies. Vacancies occurring on the Commission shall be filled by the Board of Supervisors for the remainder of the unexpired term only. Such appointment need not adhere to the nomination process outlined above.

2.10 Reimbursement. The Commission may provide for reimbursement of reasonable expenses incurred in connection with a Commissioner's service on the Commission.

ARTICLE III. OFFICERS, EMPLOYEES, AND ADVISORS

3.1 Designation of Officers. Officers of the Commission shall be:

3.1.1 A Chairperson who shall be a Commissioner and preside over all Commission meetings.

3.1.2 A Vice-Chairperson who shall be a Commissioner and who in the absence of the Chairperson shall preside at the meetings of the Commission. If both Chairperson and Vice-Chairperson are absent, the Commissioners present will select one Commissioner to act as temporary Chairperson to conduct the meeting.

3.1.3 A Clerk of the Commission or designee who shall attend all the Commission meetings, keep the minutes, witness signatures on all documents executed on behalf of Commission, keep the seal of the Commission, if one is adopted, give notice of all meetings of the Commission and committees of the Commission, as required by law, and have other duties as resolved by the Commission. The Clerk would not be a member of the Commission. An Assistant Clerk shall perform the duties of the Clerk in the Clerk's absence. The Assistant Clerk shall not be a member of the Commission.

3.2 Election. The Commission shall elect the Chair and Vice-Chair for a one (1) year term, at the last meeting in December of each year. The Chair and Vice-Chair shall serve a term that begins on January 1 and ends on December 31. Commissioners may be nominated by other Commissioners or may nominate themselves for offices. Any officer may serve consecutive terms following re-nomination and affirmative vote of the Commission.

3.3 Resignation. An officer may resign effective on giving written notice to the Clerk of the Commission, unless the notice specifies a later date for his/her resignation to become effective.

Upon receipt of such notice, the Clerk shall notify the Chairperson and officers and shall enter the notice in the proceedings of the Commission. The acceptance of a resignation shall not be necessary to make it effective.

3.4 Vacancies. A vacancy in any office shall be filled by resolution of the Commission at a regular or special meeting of the Commission.

3.5 Designation of Employees. Employees of the Commission may include, but not be limited to:

3.5.1 Chief Executive Officer (“CEO”). The Commission may employ by contract or otherwise, a CEO who shall direct the day-to-day operations of the Plan. Serving at the will of the Commission and subject to its policies, rules, regulations and instructions, the CEO shall have the powers described below and those delegated and assigned by the Commission. The CEO shall have the following powers and all those other powers necessarily inherent therein:

3.5.1.1 To appoint, remove and transfer employees of the Plan, including management level officers, except for the Chief Compliance Officer, General Counsel of the Commission, and such others as the Commission may designate;

3.5.1.2 To enforce all orders, rules and regulations adopted by the Commission relating to the regulation, operation or control of personnel, funds, facilities, properties and apparatus of the Plan;

3.5.1.3 To enter into contracts or authorize other expenditures whenever the Commission shall have approved and authorized any work, improvement or task and shall have budgeted or appropriated the necessary funding therefore; To have custody of and accountability for all property of the Plan except money.

The CEO shall act as representative of the Commission in all matters that the Commission has not authorized someone else to do.

3.6 Designation of Advisors. Advisors to the Commission shall include, but not be limited to:

3.6.1 Consultants. Subject to the availability of funds, the Commission may employ such consultants, advisors and independent contractors as are deemed necessary and desirable in implementing and carrying out the purposes of the Plan.

3.6.2 General Counsel to the Commission. The Commission shall appoint a licensed California attorney to serve as General Counsel. An independent contractor may be appointed

General Counsel in the event the Commission determines the employment of a full-time attorney is not necessary. The Commission may employ by contract or otherwise, specialty counsel.

3.7 Chief Financial Officer. The Plan shall employ a qualified individual to serve as Chief Financial Officer (“CFO”). The CFO shall have the custody of the Plan’s funds pursuant to the accounting procedures established by the Commission. The CFO shall assume the duties described in Section 6505.5 of the Government Code, namely: receive and receipt for all money of the Plan; be responsible upon an official bond as prescribed by the Commission for the safekeeping and disbursement of all the Plan’s funds so held; pay, when due, out of funds of the Plan so held, all sums payable; verify and report in writing on the first day of January, April, July and October of each year to the Commission the amount of money held for the Plan, the amount of receipts since the last report, and the amount paid out since the last report; and perform such other duties as specified by the Commission. The CFO shall report to the CEO and serves at the pleasure of the CEO.

3.8 Independent Audit. The Commission shall engage in an independent audit annually and submit a final report of financial performance on an annual basis to the Commission or the Commission’s Audit Committee, if one is created by the Commission. The books and records of the Plan in the hands of the CFO shall be open to inspection at all reasonable times by the Commission. The CFO, with the approval of the Commission, shall contract with an independent certified public accountant or firm of certified public accountants to make an annual audit of the accounts and records of the Plan, and complete a written report of such audit, which shall be filed as a public record annually, within six months of the end of the physical year under examination, with the County of Imperial, California Department of Health Services, Department of Managed Health Care, or other such agencies with regulatory oversight responsibilities of the Imperial County Local Health Authority, dba Community Health Plan of Imperial Valley. Such annual audit and written report shall comply with the requirements of Section 6505 of the Government Code.

3.9 Commissioners’ Compensation. Pursuant to California Welfare and Institutions Code § 14087.963, each Commissioner shall be entitled to one hundred dollars (\$100) remuneration from the Plan for each Commission meeting attended, and may receive similar remuneration for attending meetings of the committees of the Commission, except that the total remuneration for each Commissioner for all meetings shall not exceed the sum of four hundred dollars (\$400) per month, plus actual expenses incurred in attending these meetings at rates payable to county officers and employees.

The per meeting rate and monthly limit of one hundred dollars (\$100) and four hundred dollars (\$400), respectively, may be increased by the Commission.

ARTICLE IV. MEETINGS

4.1 Regular and Special Meetings. The Commission shall establish the time and place for its regular meetings. The date, hour, and location of regular meetings shall be fixed by resolution of the Commission. The Commission shall hold at least one regular meeting each quarter of every calendar year. Special meetings and adjourned meetings may be held as required or permitted by law.

4.2 Open and Public. Except as expressly set forth in Welfare and Institutions Code Section 14087.38, all meetings of the Commission, including, without limitation, regular, special and adjourned meetings, shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code).

4.3 Notice. Notice of any regular meeting shall be made in compliance with Ralph M. Brown Act (commencing with Section 54950 of the California Government Code).

4.4 Attendance and Participation. Commissioners must attend the regular meetings of the Commission and of committees to which they are appointed. If a Commissioner is unable to attend a meeting, he/she must notify the Clerk of the Commission of the reason and the Clerk, in turn, will notify the Chairperson.

4.4.1 Attendance Policy: Commissioners are expected to attend each Commission meeting in person. When a member has failed to attend three (3) consecutive meetings in person (without a leave of absence) or half the meetings in any twelve (12) month period, the Chairperson shall be notified. The Chairperson and Commissioner shall discuss the absences, the reason(s) for the absences, and the impact of the absences on the Commission. Corrective action, if necessary, will be determined on a case-by-case basis by the Commission. In the event *ex officio* members have excessive absences, the Chairperson may address the issue with the Board of Supervisors.

4.4.2 Leave of Absence: A Commissioner may request a leave of absence. A request for a leave of absence shall be made in writing to the Chairperson and Plan staff at any point during a Commissioner's term for reasons of health, work, or other temporary circumstance. The decision to approve the leave of absence rests with the Chairperson. A leave of absence shall not exceed three (3) months.

4.5 Quorum. A majority of current members of the Commission not on a leave of absence shall constitute a quorum. Vacant seats shall not count as "current members." Each Commissioner shall be entitled to one vote. A vote of the majority of the Commissioners present with a least a quorum in attendance shall be required to take action, except for adjournment of a meeting which shall require only a majority of those present, and as provided in Section 4.9. No proxy or absentee voting shall be permitted.

4.6 Special Meeting. Notice of any special meeting shall be made in compliance with Ralph M. Brown Act (commencing with Section 54950 of the California Government Code).

4.7 Conduct of Business.

4.7.1 Items on the agenda will be considered in order unless the Chairperson announces a change in the order of consideration.

4.7.2 Unless an agenda item identifies a particular source for a report, (such as the Chairperson, Commissioners, Advisory Groups, or CEO), the CEO, the Commissioners, the Plan staff, and consultants shall report first on the item. The item will then be open to public comment upon recognition of the speaker by the Chairperson.

4.7.3 Confidential information shall not be subject to disclosure at meetings of the Commission.

4.8 Resolutions and Motions. All official acts of the Commission shall be taken either by resolution or a motion, duly made, seconded and adopted by vote of the Commissioners. Motions and seconds may be made by any Commissioner, including the Chair.

4.9 Voting. All actions of the Commission shall be adopted by an affirmative vote of a majority of the Commissioners present and eligible to vote, provided that at least a quorum of Commissioners is present and eligible to vote. Any act of the Commission shall be accomplished by a roll call vote when such a vote is requested by any member in attendance.

4.10 Motions to Reconsider. A motion to reconsider the vote on an agenda item may not be made at the meeting at which the item was acted upon. Such motions may be made at the subsequent Commission meeting, if the agenda item was not a hearing required by law, and the Commissioner making the motion voted on the prevailing side of the agenda item sought to be reconsidered. If the item was a hearing required by law, a motion to reconsider may not be made.

4.11 Disqualification from Voting. A Commissioner shall be disqualified from voting on any contract in which he/she has a financial interest, as required by law and the Conflict-of-Interest Policy adopted by the Plan. Commissioners will not be disqualified from continuing to serve on the Commission and such contracts may not be avoided for the sole purpose of avoiding the conflict of financial interest. The provisions of Welfare and Institutions Codes section 14087.38 and section 8.2 below will be followed to determine whether the Commission may enter into the contract.

4.12 Minutes. The Clerk of the Commission shall prepare the minutes of each meeting of the Commission. The minutes shall be an accurate summary of the Commission's or committee's consideration of each item on the agenda and an accurate record of each action taken by the Commission. At a subsequent meeting, the Clerk shall submit the minutes to the Commission for approval by a majority vote of the Commissioners in attendance at the meeting covered by the minutes. Once approved, the Clerk will sign the minutes and keep them with the proceedings of the Commission.

4.13 Closed Sessions. The Commission may meet in closed sessions as permitted by applicable law. The Commission shall report actions taken at a closed session to the public as required by applicable law. Minutes for closed sessions shall be kept in a closed session minute book and will contain only those topics discussed and decisions made at the closed meeting. The closed session minute book shall be maintained as confidential and not be a public record. Access to the closed session minute book shall be limited to Commissioners, the CEO, and the Commission's legal counsel, except as otherwise required by applicable law.

4.14 Public Records. Except as expressly set forth in Welfare and Institutions Code section 14087.38, all records of the Commission shall be kept and provided to the public in accordance with the provisions of the California Public Records Act (commencing with Section 6250 of the California Government Code).

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

4.16 Reports. On or before January 31st of each year, the Commission shall submit an annual report to the Imperial County Board of Supervisors and County Executive Officer. The report shall highlight the activities, accomplishments, and future goals of the Commission and may include the Plan's most recent audit report.

4.18 Communications with the Public. Public participation in Commission meetings shall be allowed as follows:

4.18.1 An opportunity for members of the public to directly address the Commission on any item on the agenda of interest to the public shall be provided before or during the Commission's consideration of the item.

4.18.2 The agenda will provide for public comment on items not on the agenda which are within the subject matter jurisdiction of the Commission at the beginning of each regular meeting agenda. The total time for public comment on matters not on the agenda shall not exceed fifteen (15) minutes, and each speaker is limited to a maximum of three (3) minutes.

4.18.3 The Chairperson of the Commission may establish reasonable limits on the amount of time allotted to each speaker on a particular item, and the Commission may establish reasonable limits on the total amount of time allotted for public testimony on a particular item. When further discussion is required, the Commission may vote to allot time in the agenda of the following meeting.

4.19 Robert's Rules of Order. To the extent that conduct of the meetings is not governed by these bylaws or the Ralph M. Brown Act, the current edition of Robert's Rules of Order shall apply.

ARTICLE V. COMMITTEES

5.1 Appointment. The Chairperson of the Commission may establish such advisory committees as he/she deems necessary for the exercise of its powers. Such Committees must be composed of less than a quorum of voting Commissioners. The Chairperson of the Commission may designate one (1) or more alternates for the committees to serve during any absences.

5.2 Authority. All committees are advisory only. Notwithstanding the foregoing, the Commission delegates to each committee the authority to develop or approve operational policies and procedures within the areas of focus defined in each committee charter.

5.3 Meetings. Regular meetings of committees shall be held at times and places determined by resolution of the Commission. Special meetings may be held at any time and place as designated by Chairperson, CEO, or a majority of members on the committee. A minimum of three (3) committee members present shall constitute a quorum so long as one of the members present is the committee Chairperson or Vice-Chairperson.

5.4 Notice and Agenda. Notice of any committee meeting shall be made in compliance with Ralph M. Brown Act (commencing with Section 54950 of the California Government Code). Committees that are formed for a limited purpose and duration may not be subject to the Ralph M. Brown Act, if such a committee is formed, General Counsel shall make a determination whether or not public meetings are necessary.

5.5 Minutes. The Clerk of the Commission or designated individual shall prepare the minutes of each meeting of committees of the Commission. Official minutes shall record motions entertained and actions taken at each meeting. The minutes shall be an accurate summary of the committee's

consideration of each item on the agenda and an accurate record of each action taken-by the committee. At a subsequent meeting, the Clerk or designated individual shall submit the committee meeting minutes to the Commission.

5.6 Open and Public. Meetings of standing committees shall be open and public.

5.7 Committee Membership.

5.7.1 The following committees are standing committees of the Commission:

5.7.1.1 Executive Committee. An Executive Committee is established to facilitate policy development to ensure that the Plan is able to meet its mission. The Executive Committee will review and make recommendations to the Commission in support of meeting regulatory requirements, as well as develop program and investment strategies based upon Commission priorities. The Executive Committee will assist in overseeing and providing leadership to other committees, making sure objectives are met.

5.7.1.1.1 Membership of the Executive Committee shall be limited to Commissioners and consist of five members. One of the members shall be the immediate past chairperson of the Executive Committee, provided that person is still a commissioner. One of the members shall be the Chair of the Quality Improvement and Health Equity Committee. One shall be the Chair of the Finance Committee. One shall be the Vice-Chair of the Full Commission. The remaining members shall be Commissioners selected by the full Commission. If any member of the Executive Committee steps down from the Committee during their term, then the vacant position shall be filled by an appointment of a Commissioner made by the Full Commission Chairperson to finish the remainder of the term.

5.7.1.2 Finance Committee. A Finance Committee is established to review, approve, and make recommendations to the Commission on all financial and contractual matters that are presented to the Commission in support of administrative and management operations. The Finance Committee ensures the Plan's financial stability by providing oversight on its budget.

5.7.1.2.1 Membership of the Finance Committee shall include up to three (3) Commissioners. Membership is not limited to Commission members.

5.7.1.3 Regulatory Compliance and Oversight Committee (RCO Committee). The Regulatory Compliance and Oversight Committee (RCO Committee) is established. The RCO Committee operates as an integral arm of the Commission, dedicated to ensuring the highest standards of compliance within the Plan. The RCO Committee has been established to offer a systematic approach to compliance oversight. Serving as an independent committee, separate from the operational management of Plan, the Committee receives direct communications from the Chief Compliance Officer regarding regulatory compliance concerns. The Chief Compliance Officer may request that all other Plan staff be excused for sensitive topics, better assuring transparency, accountability, and a continuous feedback loop.

The RCO Committee operates under the Commission. This committee consists of Commission members, none of whom are employed by the Plan. The Commission will determine the member count. To ensure independent judgment, members must be independent of Plan management and free from any conflicts of interest.

The RCO shall:

5.7.1.3.1 Oversee the Plan’s Compliance Program, including an annual review of the compliance plan.

5.7.1.3.2 Support the Commission in ensuring the Plan’s adherence to laws, regulations, industry standards, and policies.

5.7.1.3.3 To convene at least once every quarter to facilitate communication between the Commission and Plan management regarding regulatory compliance matters, with a primary focus on:

5.7.1.3.3.1 Evaluating the current state of compliance within the organization;

5.7.1.3.3.2 Identifying areas of non-compliance; and

5.7.1.3.3.3 Reviewing, implementing, and monitoring corrective actions where non-compliance has been identified.

5.7.1.4 Quality Improvement and Health Equity Committee (QIHEC). A Quality Improvement and Health Equity Committee (QIHEC) is established. The QIHEC is dedicated to improving the health status of members, while maintaining the medically appropriate and efficient use of available resources. The QIHEC serves as an advisor to the Commission regarding the quality of health care, peer review, credentialing/re-credentialing decisions, and health equity issues. The QIHEC is responsible for reviewing provider grievances and/or appeals, provider quality issues, other peer review matters, and health equity trends and concerns. The QIHEC is charged with the assessment of standards of health care as applied to members and providers; assists with development of indicators for studies; and regulatory reviews guidelines that are promulgated to contracting providers and members. The QIHEC consists of a variety of practitioners and providers to represent the appropriate level of knowledge to adequately assess and adopt healthcare standard. The QIHEC monitors and oversees all clinical activity within the provider network, including, but not limited to a delegated entity's formulary, medication prescribing practices by contracting providers, resource utilization patterns by members, and oversees delegated entity function that impact the clinic care and health of members.

The Chief Medical and Health Equity Officer shall be a member of the QIHEC. The Chair of the QIHEC shall be a Commissioner.

5.7.2 Unless otherwise specified above, all other committees shall be appointed by the Chairperson. The Chairperson shall appoint a minimum of one Commissioner to each committee. The Chairperson of each committee must be a Commissioner. There shall be no limit re how many terms a person may serve on a committee.

ARTICLE VI. EXECUTION OF DOCUMENTS

7.1 Contracts and Instruments. The Commission may by resolution authorize any officer(s), agent(s) or employee(s) to enter into or execute any contract in the name of and on behalf of the Plan. The authority given may be general or confined to specific instances. Unless authorized or ratified by the Commission, no officer, agent or employee shall have the power or authority to bind the Plan by any contract or to render it liable for any purpose or for any amount.

7.2 Checks, Drafts, Evidence of Indebtedness. All checks, drafts or other orders for payment of money on behalf of or payment to the Plan shall be signed or endorsed by such persons as determined by either motion or resolution of the Commission.

ARTICLE VII. CONFLICT OF INTEREST POLICY

8.1 Adoption. The Commission has adopted a Conflict-of-Interest Policy which is incorporated herein by this reference.

ARTICLE VIII. MISCELLANEOUS

9.1 Budget. The Plan shall prepare and approve an annual budget containing projections of expenditures and revenues for the budget year. The budget shall conform to timing requirements set forth by the Plan, which is January 1 through December 31.

9.2 Purchasing, Hiring, Personnel. The Commission shall adopt either by motion or by resolution and 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 personnel, and for all other matters as deemed appropriate. These policies shall be kept with the minutes of the proceedings of the Commission.

9.3 Insurance. The Plan 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.

9.4 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.

9.5 Enforcement. Subject to the authority of Commission, the CEO shall implement all procedures, practices and policies adopted by the Commission.

ARTICLE IX. AMENDMENT OF BYLAWS

These Bylaws may be amended only by a motion or resolution of the Plan, at any meeting of the full Commission.

**BYLAWS OF THE
IMPERIAL COUNTY HEALTH AUTHORITY COMMISSION**

Adopted by the Imperial County Local Health Authority on
Adopted by the Imperial County Health Authority on November 24, 2014, revised October [redacted] 2015; Jan [redacted], 2017
Adopted by the Imperial County Board of Supervisors on December 9, 2014, revised [redacted]

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BYLAWS

ARTICLE I. AUTHORITY AND PURPOSE

These Bylaws ~~were originally~~ adopted by the Imperial County Board of Supervisors for the Imperial County Health Authority Commission, hereinafter referred to as the “Commission,” to establish rules, policies and procedures for its proceedings, have been updated and revised by the Commission inasmuch as the Imperial County Local Health Authority, (DBA Community Health Plan of Imperial Valley), hereinafter referred to as “the Plan” has obtained Knox-Keene licensure, and as such, the Plan with hereafter exist independently from the County. The ~~Commission-Plan~~ was established pursuant to the County of Imperial Codified Ordinances Chapter 8.03 adopted by the Imperial County Board of Supervisors on June 10, 2014, under the statutory authority of Welfare and Institutions Codes section 14087.38.

The purpose of the ~~Imperial County Health Authority, hereinafter referred to as the “Health Authority”~~, Plan is to advise and ensure that qualified residents of Imperial County are provided healthcare services pursuant to Chapter 7 (commencing with Section 14000) of Part 3 of Division 9 of the Welfare and Institutions Code.

The ~~Health Authority is~~ Plan was specifically authorized to seek licensure under the Knox-Keene Health Care Service Plan Act of 1975 (Chapter 2.2 (commencing with Section 1340) of Division 3 of the Health and Safety Code), to enter into a contractual relationship with the California Department of Health Care Services to provide a “Medi-Cal Managed Care Program” (“program”) and to arrange for the provision of healthcare services to qualifying individuals under such program in Imperial County pursuant to Chapter 7 (commencing with Section 14000) of Part 3 of Division 9 of the Welfare and Institutions Code.

~~Until the Health Authority obtains~~ The Plan has obtained Knox-Keene Licensure, and it has entered into a contractual relationship with Health Net Community Solutions, Inc. the Health Authority shall work in partnership with the Local Initiative Health Plan recommended by the Imperial County Board of Supervisors and selected by the State of California Department of Health Care Services, so long as that plan maintains its status as the Local Initiative Health Plan. Therefore, the Plan is prepared to become independent of the County and to focus on its primary purposes, which are: ~~to:~~

1. Improve access to primary care and related specialty and ancillary services for enrolled Medi-Cal recipients;
2. Promote the long-term viability of “safety net” providers; and
3. Increase prevention, education, and early intervention services for enrolled recipients.

~~Upon obtaining~~Having obtained Knox-Keene Licensure, the ~~Health Authority Plan~~ shall design and operate a program or programs that:

1. Delivers primary care via a contracted provider network which significantly improves access to primary care and related specialty and ancillary services for enrolled Medi-Cal recipients;
2. Includes mechanisms for assuring that ~~Health Authority Plan~~ financed medical care services meet appropriate quality of care standards;
3. Incorporates a plan of service delivery and implements reimbursement mechanisms which will promote the long-term viability of a locally operated Medi-Cal managed care system and participating “safety net” providers herein defined as Medi-Cal disproportionate share hospitals, county clinics, and licensed community and rural clinics;
4. Implements a financial plan which includes the creation of a prudent reserve within three (3) years of commencing operations and which provides that if additional surplus funds accrue, they shall be used to expand access, improve benefits, and augment provider reimbursement;
5. Gives a high priority to increasing prevention, education, and early intervention services for enrolled recipients;
6. Ensures that all statutory, contractual, or other program obligations shall be the obligations solely of the ~~Health Authority Plan~~ and shall not be the obligations of County or the State; and
7. Implements programs and procedures to ensure that a high level of member satisfaction is maintained.

The ~~Health Authority Plan~~ may negotiate and enter into contracts authorized by Section 14087.3 and also may enter into contracts for the provisions of healthcare services to individuals and groups including, but not limited to, those covered under Subchapter XVIII (commencing with Section 1395) of Chapter 7 of Title 42 of the United States Code, those entitled to coverage under other publicly supported programs, those employed by public agencies or private businesses, uninsured or indigent individuals, and any other persons.

The ~~Health Authority Plan~~ may acquire, possess and dispose of real or personal property as necessary for the performance of its functions, may employ personnel, may contract for services required to meet its obligations, and may sue or be sued.

The ~~Health Authority Plan~~ may borrow from the County and the County may lend the ~~Health Authority Plan~~ funds or issue revenue anticipation notes to obtain those funds necessary to

commence operations. ~~The Health Authority~~ Having obtained Knox-Keene licensure, the Plan shall be deemed a unit of local government for purposes of all grant programs and other funding and loan guarantee programs and for all other purposes.

##

ARTICLE II. COMMISSIONERS

2.1 Number and Appointment. The Commission consists of thirteen (13) voting members. ~~Six (6) members are appointed by the Imperial County Board of Supervisors. Seven (7) members are ex officio members. One member shall be a member of the Board of Supervisors and shall be selected by the Board of Supervisors. Seven members are ex officio members as stated in Section 2.4, paragraph 2 below. Five members shall be nominated pursuant to Section 2.4, paragraph 3 below. The nominations made pursuant to Section 2.4, paragraph 3 shall be submitted to the Board of Supervisors for confirmation. Each nominated Commission member confirmed by the Board of Supervisors~~ serves at the pleasure of the Board of Supervisors.

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2.2 Qualifications. Each member of the Commission ~~has~~ shall have a commitment to a health care system which seeks to improve access to quality health care for all persons, regardless of their economic circumstances, delivers high quality care and is financially viable. Members of the Commission shall likewise have an abiding commitment to, and interest in, a quality publicly assisted health care delivery system. The Commission shall be generally representative of the diverse skills, backgrounds, interests, and demography of persons residing in the County.

Additionally, each member shall meet the qualifications of his or her position as set forth by County of Imperial Codified Ordances section 8.03.040. ~~(See, Exhibit "A.")~~

2.3 Composition. The thirteen (13) voting members shall include:

1. One (1) member representing the interests of the general public, demonstrating awareness and knowledge of the healthcare system and representative of the interests of Imperial County residents and businesses;
2. One (1) member of the Imperial County Board of Supervisors;
3. The Imperial County - County Executive Officer, or his designee;
4. Two (2) physicians representing providers of Medi-Cal services and the practice of medicine;
5. One (1) person representative of the interests of non-physician providers of Medi-Cal covered healthcare services, healthcare consumers, community representatives or community clinics;

6. Two (2) chief executive officers of hospitals located in Imperial County. In the event there ceases to be two hospitals in Imperial County, then the chief executive officer of a hospital located in Imperial County and person designated by him/her;
7. One (1) chief executive officer of the Federally Qualified Health Clinic or an administrator of a health clinic serving the largest proportion of Medi-Cal beneficiaries and the un- and under-insured;
8. One (1) medical director of the Federally Qualified Health Clinic or a health clinic serving the largest proportion of Medi-Cal beneficiaries and the un- and under-insured;
9. One (1) Medi-Cal beneficiary, demonstrating sensitivity and awareness of the concerns and issues encountered by Medi-Cal beneficiaries;
10. The Imperial County Director of Behavioral Health Services, or his designee; and
11. The Imperial County Director of Social Services.

2.4 Commission Appointments. ~~The Board of Supervisors shall appoint Commissioners from a list of nominated persons which will be created~~ Commissioners shall be nominated/appointed in the following manner:

1. For the position of a member of the Board of Supervisors, the Board of Supervisors shall select one Supervisor to be a voting member.
2. The positions of Imperial County CEO, E.C.R.M.C. CEO, P.M.H. CEO, Health Clinic CEO, Health Clinic Medical Director, BHS Director, and DSS, Director are *ex officio* voting members.
3. For the remaining positions, nominations shall be provided in the following manner:
 - a. The member representing the interests of the general public is to be nominated by the joint chamber of commerce;
 - b. The two (2) physicians representing providers of Medi-Cal services and the practice of medicine are to be nominated by the Imperial County Medical Society;
 - c. The person representative of the interests of non-physician providers of Medi-Cal covered healthcare services, healthcare consumers, community representatives or community clinics is to be nominated by the Director of the Department of Public Health of Imperial County;
 - d. The Medi-Cal beneficiary is to be nominated by the Director of the Department of Social Services of Imperial County.
4. Nominations: Nominations for the appointment of Commissioners shall be assembled by the ~~Imperial County Clerk of the Board of Supervisors~~ Clerk of the Commission and submitted to the Clerk of the Board of Supervisors for confirmation by the Board of Supervisors. ~~The Board of Supervisors has the right to reject any nominations and require new nominations to be submitted.~~
5. Persons nominated by the above process shall be appointed by majority vote of the Board of Supervisors in accordance with all applicable laws. Any Commission member so

appointed may be removed without cause from office by a majority vote of the Board of Supervisors. ~~(The foregoing shall not apply to *ex officio* Commissioners and the member of the Board of Supervisors appointed to serve as a Commissioner.)~~

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2.5 Term. Terms are for three years, unless the Commissioner is an *ex officio* member, in which case his or her term is coterminous with his or her qualifying position. ~~Initial terms of the following Commission members shall be staggered by lot as set forth in the County of Imperial Codified Ordinances section 8.03.040F:~~

- ~~1. Member of the Board of Supervisors;~~
- ~~2. Member of the general public;~~
- ~~3. Two (2) physicians representing providers of Medi-Cal services;~~
- ~~4. Representative of the interests of non-physician providers of Medi-Cal covered healthcare services; and~~
- ~~5. Medical beneficiary.~~

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~~Once the initial term is fulfilled, the nominating party shall make succeeding nominations for a full three year term. At the conclusion of any term, a commission member may be reappointed to a subsequent three year term.~~

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2.6 Resignation. A Commissioner may resign effective on giving written notice to the Clerk of the Commission, unless the notice specifies a later date for his/her resignation to become effective. Upon receipt of such notice, the Clerk shall notify the Chairperson and the ~~Board of Supervisors~~ Chief Executive Officer (“CEO”) of the Plan. The Clerk of the Commission shall enter the notice in the proceedings of the Commission. The acceptance of a resignation shall not be necessary to make it effective.

2.7 Removal. ~~Commission members designated for appointment shall be appointed by a majority vote of the Board of Supervisors.~~ Any Commission member ~~so appointed by the Board of Supervisors~~ may be removed from office, with or without cause, by a majority vote of the Board of Supervisors.

2.8 Notification to Nominating Authority. ~~In the event that a non-*ex officio* Commissioner’s employment or career changes during the Commissioner’s term in such a manner that the Commissioner’s new employment or career no longer reflects the interests that the Commissioner was appointed to represent as stated in Section 2.4-3 above, the CEO shall notify the nominating authority in question of the change. The nominating authority shall consider whether or not to request that the Board of Supervisors replace the Commissioner in question.~~

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~~2.8-9~~ Vacancies. Vacancies occurring on the Commission shall be filled by the Board of Supervisors for the remainder of the unexpired term only. Such appointment need not adhere to the nomination process outlined above.

2.9-10 Reimbursement. The Commission may provide for ~~a stipend and~~ reimbursement of reasonable expenses incurred in connection with a ~~public member's~~ Commissioner's service on the Commission. ~~For purposes of this section, a public member is either the member representing the interests of the general public or the member representing Medi-Cal beneficiaries.~~

ARTICLE III. OFFICERS, EMPLOYEES, AND ADVISORS

3.1 Designation of Officers. Officers of the Commission shall be:

3.1.1 A Chairperson who shall be a Commissioner and preside over all Commission meetings.

3.1.2 A Vice-Chairperson who shall be a Commissioner and who in the absence of the Chairperson shall preside at the meetings of the Commission. If both Chairperson and Vice-Chairperson are absent, the Commissioners present will select one Commissioner to act as temporary Chairperson to conduct the meeting.

3.1.3 A Clerk of the Commission or designee who shall attend all the Commission meetings, keep the minutes, witness signatures on all documents executed on behalf of Commission, keep the seal of the Commission, if one is adopted, give notice of all meetings of the Commission and committees of the Commission, as required by law, and have other duties as resolved by the Commission. The Clerk would not be a member of the Commission. An Assistant Clerk shall perform the duties of the Clerk in the Clerk's absence. The Assistant Clerk shall not be a member of the Commission.

3.2 Election. The Commission shall elect the Chair and Vice-Chair for ~~a one two (21)~~ year terms, at the ~~first last~~ meeting in ~~June-December~~ of each year. ~~For the first election of the Commission, the~~ The Chair and Vice-Chair shall serve a term that begins on ~~the day of the election and ends at the first meeting in June of the following calendar year~~ January 1 and ends on December 31. Commissioners may be nominated by other Commissioners or may nominate themselves for offices. Any officer may serve consecutive terms following re-nomination and affirmative vote of the Commission.

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

3.4 Vacancies. A vacancy in any office shall be filled by resolution of the Commission at a regular or special meeting of the Commission.

3.5 Designation of Employees. Employees of the Commission may include, but not be limited to:

3.5.1 ~~Chief Administrator~~Chief Executive Officer (“CEO”). The Commission may employ by contract or otherwise, ~~an Administrator~~a CEO who shall ~~act as the Chief Administrator of the Commission to~~ direct the day-to-day operations of the ~~Commission~~Plan. Serving at the will of the Commission and subject to its policies, rules, regulations and instructions, the ~~Chief Administrator~~CEO shall have the powers described below and those delegated and assigned by the Commission. The ~~Chief Administrator~~CEO shall have the following powers and all those other powers necessarily inherent therein:

3.5.1.1 To appoint, remove and transfer employees of the ~~Commission~~Plan, including management level officers, except for the ~~Treasurer, Auditor-Controller~~Chief Compliance Officer, ~~and~~ General Counsel of the Commission, and such others as the Commission may designate;

3.5.1.2 To enforce all orders, rules and regulations adopted by the Commission relating to the regulation, operation or control of personnel, funds, facilities, properties and apparatus of the ~~Commission~~Plan;

3.5.1.3 To enter into contracts or authorize other expenditures whenever the Commission shall have approved and authorized any work, improvement or task and shall have budgeted or appropriated the necessary ~~money~~ funding therefore; To have custody of and accountability for all property of the ~~Commission-Plan~~ except money.

The ~~Chief Administrator~~CEO shall act as representative of the Commission in all matters that the Commission has not authorized someone else to do.

3.6 Designation of Advisors. Advisors to the Commission shall include, but not be limited to:

3.6.1 Consultants. Subject to the availability of funds, the Commission may employ such consultants, advisors and independent contractors as are deemed necessary and desirable in implementing and carrying out the purposes of the ~~Commission~~Plan.

3.6.2 General Counsel to the Commission. The ~~County Counsel of Imperial County shall serve as counsel to the Commission and shall be reimbursed by the Commission at its fully burdened rate. The Commission may appoint new counsel as necessary~~Commission shall appoint a licensed California attorney to serve as General Counsel. ~~An independent contractor may be appointed General Counsel in the event the Commission determines the employment of a full-time~~

attorney is not necessary. The Commission may employ by contract or otherwise, specialty counsel.

3.7 ~~Treasurer~~Chief Financial Officer. ~~The Imperial County Treasurer shall be and shall act as the Treasurer of the Commission~~The Plan shall employ a qualified individual to serve as Chief Financial Officer (“CFO”). The CFO, ~~The Treasurer~~ shall have the custody of the ~~Commission Plan’s money-funds~~ and disburse ~~Commission funds~~ pursuant to the accounting procedures established by the Commission. The ~~Treasurer~~ CFO shall assume the duties described in Section 6505.5 of the Government Code, namely: receive and receipt for all money of the ~~Commission Plan;~~ and place in the Treasury of the Treasurer to the credit of the Commission; be responsible upon an official bond as prescribed by the Commission for the safekeeping and disbursement of all ~~the Plan’s funds~~ Commission money so held; pay, when due, out of ~~money-funds~~ of the ~~Commission Plan~~ so held, all sums payable; ~~only upon warrants of the officers performing the functions of the Auditor Controller who has been designated by the Commission;~~ verify and report in writing on the first day of ~~July, October, January~~ January, April, July and ~~April-October~~ of each year to the Commission ~~and to the County of Imperial~~ the amount of money held for the ~~Commission Plan~~, the amount of receipts since the last report, and the amount paid out since the last report; and perform such other duties as specified by the Commission. ~~The Imperial County Treasurer will be reimbursed for its services at its fully burdened rate.~~The CFO shall report to the CEO and serves at the pleasure of the CEO.

3.8 The Commission shall engage in an independent audit annually and submit final report for financial performance on an annual basis to the Commission or the Commission’s Audit Committee, if one is created by the Commission. The books and records of the Plan in the hands of the CFO shall be open to inspection at all reasonable times by the Commission. The CFO, with the approval of the Commission, shall contract with an independent certified public accountant or firm of certified public accountants to make an annual audit of the accounts and records of the Plan, and complete a written report of such audit, which shall be filed as public records annually, within six months of the end of the physical year under examination, with the County of Imperial, California Department of Health Services, Department of Managed Health Care, or other such agencies with regulatory oversight responsibilities of the Imperial County Local Health Authority, dba Community Health Plan of Imperial Valley. Such annual audit and written report shall comply with the requirements of Section 6505 of the Government Code.

3.8 ~~Auditor Controller.~~ The Imperial County Auditor Controller shall be the Auditor Controller of the Commission. The Auditor Controller shall draw warrants to pay demands against the Commission when such demands have been approved by the Commission or by any other person authorized to so approve such by resolution of the Commission. The Auditor Controller shall perform such duties as are specified by the Commission. There shall be strict accountability of all funds and reporting of all receipts and disbursements. The Auditor Controller shall establish and

~~maintain such procedures, funds and accounts as may be required by sound accounting practices. The books and records of the Commission in the hands of the Auditor Controller shall be open to inspection at all reasonable times by representatives of the County of Imperial. The Auditor Controller, with the approval of the Commission, shall contract with an independent certified public accountant or firm or certified public accountants to make an annual audit of the accounts and records of the Commission, and a complete written report of such audit shall be filed as public records annually, within six months of the end of the fiscal year under examination, with the County of Imperial. Such annual audit and written report shall comply with the requirements of Section 6505 of the Government Code. The cost of the annual audit, including contracts with, or employment of such independent certified public accountants in making an audit shall be a charge against funds of the Commission available for such purpose. The Commission, by unanimous vote, may replace the annual audit with a special audit covering a two year period. The Imperial County Auditor Controller will be reimbursed for its services at its fully burdened rate.~~

3.9 Commissioners' Compensation.

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~~Reimbursement. Officers and employees of the Commission who are employees of the County of Imperial, excepting those Officers and employees who are also members of the Commission or who are designated to provide services to the Commission, shall be reimbursed by the Commission for their actual costs of providing such services. In addition, additional services provided by officers and employees of the County of Imperial pursuant to contracts with the Commission shall be reimbursed as provided by the contracts. All reimbursements by the Commission shall be made after receiving, reviewing, and deeming appropriate an itemized billing for services rendered.~~

~~Pursuant to California Welfare and Institutions Code § 14087.963, each Commissioner shall be entitled to one hundred dollars (\$100) remuneration from the Plan for each Commission meeting attended, and may receive similar remuneration for attending meetings of the committees of the Commission, except that the total remuneration for each Commissioner for all meetings shall not exceed the sum of four hundred dollars (\$400) per month, plus actual expenses incurred in attending these meetings at rates payable to county officers and employees.~~

~~The per meeting rate and monthly limit of one hundred dollars (\$100) and four hundred dollars (\$400), respectively, may be increased by the Commission.~~

ARTICLE IV. MEETINGS

4.1 Regular and Special Meetings. The Commission shall establish the time and place for its regular meetings. The date, hour, and location of regular meetings shall be fixed by resolution of the Commission. The Commission shall hold at least one regular meeting each quarter of every calendar year. Special meetings and adjourned meetings may be held as required or permitted by law.

4.2 Open and Public. Except as expressly set forth in Welfare and Institutions Code Section 14087.38, all meetings of the Commission, including, without limitation, regular, special and adjourned meetings, shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code).

4.3 Notice. Notice of any regular meeting shall be made in compliance with Ralph M. Brown Act (commencing with Section 54950 of the California Government Code).

4.4 Attendance and Participation. Commissioners must attend the regular meetings of the Commission and of committees to which they are appointed. If a Commissioner is unable to attend a meeting, he/she must notify the Clerk of the Commission of the reason and the Clerk, in turn, will notify the Chairperson.

4.4.1 Attendance Policy: Commissioners are expected to attend each Commission meeting in person. When a member has failed to attend three (3) consecutive meetings in person (without a leave of absence) or half the meetings in any twelve (12) month period, the Chairperson shall be notified. The Chairperson and ~~member~~ Commissioner shall discuss the absences, the reason(s) for the absences, and the impact of the absences on the Commission. Corrective action, if necessary, will be determined on a case-by-case basis by the Commission. In the event ex officio members have excessive absences, the Chairperson may address the issue with the Board of Supervisors.

4.4.2 Leave of Absence: A Commissioner may request a leave of absence. A request for a leave of absence shall be made in writing to the ~~Commission~~ Chairperson and ~~LHA-Plan~~ staff at any point during a Commissioner's term— for reasons of health, work, or other temporary circumstance. The decision to approve the leave of absence rests with the ~~Commission~~ Chairperson. A leave of absence shall not exceed three (3) months.

4.5 Quorum. A majority of current members of the Commission not on a leave of absence shall constitute a quorum. Vacant seats shall not count as "current members". Each ~~member~~ ~~Commissioner of the Commission~~ shall be entitled to one vote. A vote of the majority of the ~~members~~ ~~Commissioners~~ present with a least a quorum in attendance shall be required to take action, except for adjournment of a meeting which shall require only a majority of those present, and as provided in Section 4.9. No proxy or absentee voting shall be permitted.

4.6 Special Meeting. Notice of any special meeting shall be made in compliance with Ralph M. Brown Act (commencing with Section 54950 of the California Government Code).

4.7 Conduct of Business.

4.7.1 Items on the agenda will be considered in order unless the Chairperson announces a change in the order of consideration.

4.7.2 Unless an agenda item identifies a particular source for a report, (such as the Chairperson, Commissioners, Advisory Groups, ~~Chief Administrator, or Treasurer~~CEO), the ~~Chief Administrator~~CEO, the Commissioners, the ~~Commission Plan~~ staff and consultants shall report first on the item. The item will then be open to public comment upon recognition of the speaker by the Chairperson.

4.7.3 Confidential information shall not be subject to disclosure at meetings of the Commission.

4.8 Resolutions and Motions. All official acts of the Commission shall be taken either by resolution or a motion, duly made, seconded and adopted by vote of the Commissioners. Motions and seconds may be made by any Commissioner, including the Chair.

4.9 Voting. All actions of the Commission shall be adopted by an affirmative vote of a majority of the Commissioners present and eligible to vote, provided that at least a quorum of Commissioners are present and eligible to vote. Any act of the Commission shall be accomplished by a roll call vote when such a vote is requested by any member in attendance.

4.10 Motions to Reconsider. A motion to reconsider the vote on an agenda item may not be made at the meeting at which the item was acted upon. Such motions may be made at the subsequent Commission meeting, if the agenda item was not a hearing required by law, and the Commissioner making the motion voted on the prevailing side of the agenda item sought to be reconsidered. If the item was a hearing required by law, a motion to reconsider may not be made.

4.11 Disqualification from Voting. A Commissioner shall be disqualified from voting on any contract in which he/she has a financial interest, as required by law and the ~~Conflict-of-Interest Code~~Policy of the Commission adopted by the Plan. Commissioners will not be disqualified from continuing to serve on the Commission and such contracts may not be avoided for the sole purpose of avoiding the conflict of financial interest. The provisions of Welfare and Institutions Codes section 14087.38 and section 8.2 below will be followed to determine whether the Commission may enter into the contract.

4.12 Minutes. The Clerk of the Commission shall prepare the minutes of each meeting of the Commission. The minutes shall be an accurate summary of the Commission's or committee's consideration of each item on the agenda and an accurate record of each action taken by the Commission. At a subsequent meeting, the Clerk shall submit the minutes to the Commission for approval by a majority vote of the Commissioners in attendance at the meeting covered by the

minutes. Once approved, the Clerk will sign the minutes and keep them with the proceedings of the Commission. ~~The official Minutes, as approved by the Commission, recording any motions or actions taken by the Commission shall be prepared and submitted to the Clerk of the Board of Supervisors.~~

4.13 Closed Sessions. The Commission may meet in closed sessions as permitted by applicable law. The Commission shall report actions taken at a closed session to the public as required by applicable law. Minutes for closed sessions shall be kept in a closed session minute book and will contain only those topics discussed and decisions made at the closed meeting. The closed session minute book shall be maintained as confidential and not be a public record. Access to the closed session minute book shall be limited to Commissioners, the ~~Chief Administrator~~CEO, and the Commission's legal counsel, except as otherwise required by applicable law.

4.14 Public Records. Except as expressly set forth in Welfare and Institutions Code section 14087.38, all records of the Commission shall be kept and provided to the public in accordance with the provisions of the California Public Records Act (commencing with Section 6250 of the California Government Code).

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

4.16 Reports. On or before January 31st of each year, the Commission shall submit an annual report to the Imperial County Board of Supervisors and County Executive Officer. The report shall highlight the activities, accomplishments, and future goals of the Commission and may include the Plan's most recent audit report.

~~4.17 Progress Reports. The Imperial County Board of Supervisors may request the Commission to submit progress reports and recommendations at any time. The Commission shall respond to such requests within a reasonable period of time.~~

4.18 Communications with the Public. Public participation in Commission meetings shall be allowed as follows:

4.18.1 An opportunity for members of the public to directly address the Commission on any item on the agenda of interest to the public shall be provided before or during the Commission's consideration of the item.

4.18.2 The agenda will provide for public comment on items not on the agenda which are within the subject matter jurisdiction of the Commission at the beginning of each regular meeting agenda. The total time for public comment on matters not on the agenda shall not exceed fifteen (15) minutes, and each speaker is limited to a maximum of three (3) minutes.

4.18.3 The Chairperson of the Commission may establish reasonable limits on the amount of time allotted to each speaker on a particular item, and the Commission may establish reasonable limits on the total amount of time allotted for public testimony on a particular item. When further discussion is required, the Commission may vote to allot time in the agenda of the following meeting.

4.19 Robert's Rules of Order. To the extent that conduct of the meetings is not governed by these bylaws or the Ralph M. Brown Act, the current edition of Robert's Rules of Order shall apply.

ARTICLE V. COMMITTEES

5.1 Appointment. The Chairperson of the Commission may establish such advisory committees as he/she deems necessary for the exercise of its powers. Such Committees must be composed of less than a quorum of voting Commissioners. The Chairperson of the Commission may designate one (1) or more alternates for the committees to serve during any absences.

5.2 Authority. All committees are advisory only. Notwithstanding the foregoing, the Commission delegates to each committee the authority to develop or approve operational policies and procedures within the areas of focus defined in each committee charter.

5.3 Meetings. Regular meetings of committees shall be held at times and places determined by resolution of the Commission. Special meetings may be held at any time and place as designated by Chairperson, ~~Chief Administrator~~CEO, or a majority of members on the committee. A minimum of three (3) committee members present shall constitute a quorum so long as one of the members present is the committee Chairperson or Vice-Chairperson.

5.4 Notice and Agenda. Notice of any committee meeting shall be made in compliance with Ralph M. Brown Act (commencing with Section 54950 of the California Government Code). Committees that are formed for a limited purpose and duration may not be subject to the Ralph M. Brown Act, if such a committee is formed, General Counsel shall make a determination whether or not public meetings are necessary.

5.5 Minutes. The Clerk of the Commission or designated individual shall prepare the minutes of each meeting of committees of the Commission. Official minutes shall record motions entertained and actions taken at each meeting. The minutes shall be an accurate summary of the committee's consideration of each item on the agenda and an accurate record of each action taken-by the committee. At a subsequent meeting, the Clerk or designated individual shall submit the committee meeting minutes to the Commission.

5.6 Open and Public. Meetings of standing committees shall be open and public.

5.7 Committee Membership.

~~5.7.1~~ 5.7.1 The following committees are standing committees of the Commission:

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5.7.1.1 Executive Committee. An Executive Committee is established to facilitate policy development to ensure that the ~~Commission Plan~~ is able to meet its mission. The Executive Committee will review and make recommendations to the Commission in support of meeting regulatory requirements, as well as develop program and investment strategies based upon Commission priorities. The Executive Committee will assist in overseeing and providing leadership to other committees, making sure objectives are met.

5.7.1.1.1 Membership of the Executive Committee shall be limited to Commissioners and consist of five members. One of the members shall be the immediate past chairperson of the Executive Committee, provided that person is still a commissioner. One of the members shall be the Chair of the Quality Improvement and Health Equity Committee. One shall be the Chair of the Finance Committee. One shall be the Vice-Chair of the Full Commission. The remaining members shall be Commissioners selected by the full Commission. If any member of the Executive Committee steps down from the Committee during their term, then the vacant position shall be filled by an appointment of a Commissioner made by the Full Commission Chairperson to finish the remainder of the term.

~~5.7.1.1~~

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5.7.1.2 Finance Committee. A Finance Committee is established to review, approve, and make recommendations to the Commission on all financial and contractual matters that are presented to the Commission in support of administrative and management operations. The Finance Committee

ensures the ~~Health Authority~~Plan's financial stability b-y providing oversight on its budget.

5.7.1.2.1 Membership of the Finance Committee shall include up to three (3) Commissioners. Membership is not limited to Commission members.

5.7.1.3 Regulatory Compliance and Oversight Committee (RCO Committee). The Regulatory Compliance and Oversight Committee (RCO Committee) is established. The RCO Committee operates as an integral arm of the Commission, dedicated to ensuring the highest standards of compliance within the Plan. The RCO Committee has been established to offer a systematic approach to compliance oversight. Serving as an independent committee, separate from the operational management of Plan, the Committee receives direct communications from the Chief Compliance Officer regarding regulatory compliance concerns. The Chief Compliance Officer may request that all other Plan staff be excused for sensitive topics, better assuring transparency, accountability, and a continuous feedback loop.

The RCO Committee operates under the Commission. This committee consists of Commission members, none of whom are employed by the Plan. The Commission will determine the member count. To ensure independent judgment, members must be independent of Plan management and free from any conflicts of interest.

The RCO shall:

5.7.1.3.1 Oversee the Plan's Compliance Program, including an annual review of the compliance plan.

5.7.1.3.2 Support the Commission in ensuring the Plan's adherence to laws, regulations, industry standards, and policies.

5.7.1.3.3 To convene at least once every quarter to facilitate communication between the Commission and Plan management regarding regulatory compliance matters, with a primary focus on:

5.7.1.3.3.1 Evaluating the current state of compliance within the organization;

5.7.1.3.3.2 Identifying areas of non-compliance; and

5.7.1.3.3.3 Reviewing, implementing, and monitoring corrective actions where non-compliance has been identified.

5.7.1.4 Quality Improvement and Health Equity Committee (QIHEC). A Quality Improvement and Health Equity Committee (QIHEC) is established. The QIHEC is dedicated to improving the health status of members, while maintaining the medically appropriate and efficient use of available resources. The QIHEC serves as an advisor to the Commission regarding the quality of health care, peer review, credentialing/re-credentialing decisions, and health equity issues. The QIHEC is responsible for reviewing provider grievances and/or appeals, provider quality issues, other peer review matters, and health equity trends and concerns. The QIHEC is charged with the assessment of standards of health care as applied to members and providers; assists with development of indicators for studies; and regulatory reviews guidelines that are promulgated to contracting providers and members. The QIHEC consists of a variety of practitioners and providers to represent the appropriate level of knowledge to adequately assess and adopt healthcare standard. The QIHEC monitors and oversees all clinical activity within the provider network, including, but not limited to a delegated entity's formulary, medication prescribing practices by contracting providers, resource utilization patterns by members, and oversees delegated entity function that impact the clinic care and health of members.

The Chief Medical and Health Equity Officer shall be a member of the QIHEC. The Chair of the QIHEC shall be a Commissioner.

5.7.2 Unless otherwise specified above, all other committees shall be appointed by the Chairperson. The Chairperson shall appoint a minimum of one Commissioner to each committee. The Chairperson of each committee must be a Commissioner. There shall be no limit re how many terms a person may serve on a committee.

5.7.1.2

~~5.7.1.3 Quality Improvement/Utilization Management Committee. A Quality Improvement/Utilization Management Committee is established and is dedicated to improving the health status of members, while maintaining the medically appropriate and efficient use of available resources. The~~

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~~Committee oversees all covered health care services delivered to members by systemic methods that develop, implement, assess, and improve the integrated health delivery systems of the Local Initiative Health Plan. All contracting providers of the Local Initiative Health Plan will participate in quality improvement (QI) activities.~~

~~5.7.1.4 Provider Committee. A Provider Committee is established and serves as an advisor to the Commission on health care issues, peer review, and credentialing/recredentialing decisions. The Provider Committee is responsible for reviewing provider grievances and/or appeals, provider quality issues, and other peer review matters. The Provider Committee is charged with the assessment of standards of health care as applied to members and providers; assists with development of indicators for studies; and regularly reviews guidelines that are promulgated to contracting providers and members. The Provider consists of a variety of practitioners in order to represent the appropriate level of knowledge to adequately assess and adopt healthcare standards. The Provider Committee monitors the Local Initiative Health Plan Formulary, oversees medication prescribing practices by contracting providers, assesses usage patterns by members, and assists with study design and clinical guideline development.~~

~~5.7.1.5 Public Policy/Community Advisory Committee. A Public Policy/Community Advisory Committee is established to provide a mechanism for structured input from the Local Initiative Health Plan members regarding how the Local Initiative Health Plan's operations impact the delivery of their care. The role of the Public Policy/Community Advisory Committee is to implement and maintain community linkages. Activities of the Public Policy/Community Advisory Committee may include:~~

- ~~a. Developing a culturally appropriate service or program design;~~
- ~~b. Setting priorities for health education and outreach programs;~~
- ~~c. Implementing member satisfaction surveys and developing marketing materials and campaigns;~~
- ~~d. Developing a community resource guide; and~~
- ~~e. Periodically reviewing the Local Initiative Health Plan grievance processes.~~

~~5.7.2—Membership of the Executive Committee shall be limited to Commissioners and consist of a minimum of three (3) members.~~

~~5.7.3—Membership of the Finance Committee shall include at least three (3) Commissioners. Membership is not limited to Commission members.~~

~~5.7.4—All other committees shall be appointed by the Chairperson. The Chairperson shall appoint a minimum of one Commissioner to each committee.~~

ARTICLE VI. EXECUTION OF DOCUMENTS

7.1 Contracts and Instruments. The Commission may by resolution authorize any officer(s), agent(s) or employee(s) to enter into or execute any contract in the name of and on behalf of the ~~Commission Plan~~. The authority given may be general or confined to specific instances. Unless authorized or ratified by the Commission, no officer, agent or employee shall have the power or authority to bind the ~~Commission Plan~~ by any contract or to render it liable for any purpose or for any amount.

7.2 Checks, Drafts, Evidence of Indebtedness. All checks, drafts or other orders for payment of money on behalf of or payment to the ~~Commission Plan~~ shall be signed or endorsed by such persons as determined by either motion or resolution of the Commission.

ARTICLE VII. CONFLICT OF INTEREST POLICY

8.1 Adoption. The Commission ~~shall by resolution adopt and may amend~~has adopted a Conflict of Interest ~~Code Policy which is incorporated herein by this reference, for the Commission as required by applicable law.~~

~~8.2 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:~~

~~8.2.1—The Board appointed the member to represent the interests of physicians, health care practitioners, hospitals, pharmacies, or other health care organizations.~~

~~8.2.2—The contract authorizes the Commissioner or the organization the Commissioner represents to provide services to Medi-Cal beneficiaries under the Commission's program.~~

~~8.2.3—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.~~

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~~8.2.4 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.~~

~~8.2.5 The member discloses the interest to the Commission and abstains from voting on the contract.~~

~~8.2.6 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.~~

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ARTICLE VIII. MISCELLANEOUS

9.1 Budget. The ~~Commission-Plan~~ shall prepare and approve an annual budget containing projections of expenditures and revenues for the budget year. The budget shall conform to timing requirements set forth ~~in the County's annual budget process, which is July 1 through June 30.~~ Upon approval, the Commission shall submit a copy to the Board of Supervisors by the Plan, which is January 1 through December 31.

9.2 Purchasing, Hiring, Personnel. The Commission shall adopt either by motion or by resolution and 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 personnel, and for all other matters as deemed appropriate. These policies shall be kept with the minutes of the proceedings of the Commission. ~~The Commission may utilize the expertise of the County of Imperial's Purchasing Agent and Director of Human Resources, provided that such services are reimbursed to the County of Imperial at no more than the fully burdened rate.~~

9.3 Insurance. The ~~Commission-Plan~~ 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.

9.4 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.

9.5 Enforcement. Subject to the authority of Commission, the ~~Chief Administrator~~CEO shall implement all procedures, practices and policies adopted by the Commission.

ARTICLE IX. AMENDMENT OF BYLAWS

These Bylaws may be amended only by a motion or resolution of the ~~Imperial County Local Health Authority Commission~~Plan, at any meeting of the full Commission.

~~Exhibit “A”~~

~~8.03.040 – Governing body membership and terms of office.~~

~~The health authority shall be governed by a health authority commission (“commission”), which shall be comprised of members and appointed as hereinafter designated.~~

~~A. The board of supervisors shall appoint the commission consisting of thirteen (13) voting members representing the interests of the county, the general public, beneficiaries, physicians, hospitals, clinics, and other non-physician healthcare providers. The commission shall be generally representative of the diverse skills, backgrounds, interests, and demography of persons residing in the county. The commission members serve at the pleasure of the board. Members of the commission shall either be residents of Imperial County or practice medicine within Imperial County.~~

~~B. Qualifications. Each member of the commission shall have a commitment to a healthcare system which seeks to improve access to high quality healthcare for all persons, regardless of their economic circumstances, delivers high quality care, and is financially viable. Members of the commission shall likewise have an abiding commitment to and interest in a quality publicly assisted healthcare delivery system.~~

~~C. The thirteen (13) voting members shall include:~~

- ~~1. One member representing the interests of the general public, demonstrating awareness and knowledge of the healthcare system and representative of the interests of Imperial County residents and businesses;~~
- ~~2. One member of the Imperial County Board of Supervisors;~~
- ~~3. The Imperial County – County Executive Officer, or his designee;~~
- ~~4. Two physicians representing providers of Medi-Cal services and the practice of medicine;~~

~~5. One person representative of the interests of non-physician providers of Medi-Cal covered healthcare services, healthcare consumers, community representatives or community clinics;~~

~~6. Two chief executive officers of hospitals located in Imperial County. In the event there ceases to be two hospitals in Imperial County, then the chief executive officer of a hospital located in Imperial County and person designated by him/her;~~

~~7. One chief executive officer of the federally-qualified health clinic or an administrator of a health clinic serving the largest proportion of Medi-Cal beneficiaries and the un- and under-insured;~~

~~8. One medical director of the federally-qualified health clinic or a health clinic serving the largest proportion of Medi-Cal beneficiaries and the un- and under-insured;~~

~~9. One person representing the interests of Medi-Cal beneficiaries, demonstrating sensitivity and awareness of the concerns and issues encountered by Medi-Cal beneficiaries;~~

~~10. The Imperial County Director of Behavioral Health Services, or his designee; and~~

~~11. The Imperial County Director of Social Services.~~

~~D. Nominations. The board of supervisors shall appoint commissioners from a list of nominated persons which will be created in the following manner:~~

~~1. For the positions listed in Subdivisions (C)(1), (4), (5), and (9), nominations shall be provided in accordance with Subdivisions (D)(4) and (5) below by the following entities:~~

~~a. The member representing the interests of the general public (Subdivision (C)(1)) is to be nominated by the joint chamber of commerce;~~

~~b. The two physicians representing providers of Medi-Cal services and the practice of medicine (Subdivision (C)(4)) are to be nominated by the Imperial County Medical Society;~~

~~e. The person representative of the interests of non-physician providers of Medi-Cal covered healthcare services, healthcare consumers, community representatives or community clinics (Subdivision (C)(5)) is to be nominated by the director of the department of public health of Imperial County;~~

~~d. The Medi-Cal beneficiary (Subdivision (C)(9)) is to be nominated by the director of the department of social services of Imperial County.~~

~~2. For the position listed in Subdivision (C)(2), the board of supervisors shall select one supervisor to be a voting member.~~

~~3. The positions listed in Subdivisions (C)(3), (6), (7), (8), (10), and (11) are ex-officio voting members.~~

~~4. Nominations. Nominations for the appointment of commissioners shall be assembled by the Imperial County Clerk of the board of supervisors. Each designated entity listed in Subdivision (D)(1) shall in accordance with any applicable laws and regulations nominate qualified individuals for the position for which they are designated to the board of supervisors for consideration. The board of supervisors has the right to reject any nominations and require new nominations to be submitted.~~

~~E. Persons nominated by the processes specified in Subdivision (D) shall be appointed by majority vote of the board of supervisors in accordance with all applicable laws. Any commission member so appointed may be removed without cause from office by a majority vote of the board of supervisors.~~

~~F. Commission Terms. The term for the ex-officio voting members listed in Subdivisions (C)(3), (6), (7), (8), (10), and (11) shall be coterminous with their county or official position unless the board of supervisors replaces such member on its own motion. Members, except those members designated by virtue of holding another office, shall be appointed to three-year terms, and the initial~~

~~terms shall be staggered by lot as follows: Two original, non-ex officio voting members shall initially serve a one-year term. Two original, non-ex officio voting members shall initially serve a two-year term. Two original, non-ex officio voting members shall serve a three-year term.~~

~~G. Commission Officers.~~

~~1. The chair. The board of supervisors shall appoint the initial chair of the commission. The commission shall establish bylaws which shall set forth the procedures for electing future chairs, the term of the chair, and the duties of the chair.~~

~~2. Other officers. The commission bylaws shall establish other officers, their terms, and duties.~~

~~H. Vacancies. Vacancies occurring on the commission shall be filled by the board of supervisors for the remainder of the unexpired term only. Such appointment need not adhere to the nomination process outlined in Subdivision (D), however the requirements of the position contained in Subdivisions (B) and (C) must be met.~~

Fact Sheet

Local Health Plans of California (LHPC) Dues Assessment – 2024/2024

September 9, 2024

Recommendations

Motion to approve the LHPC 2024-2025 annual dues assessment be paid @ \$106,936.79.

Background

The LHPC is the primary source of regulatory information for all senior leadership at CHPIV. We were allowed to become a member in July 2023, prior to finalizing our Knox Keene licensure through the encouragement and support from our consultants, Tim Reilly and Bobbie Wunsch.

As a plan CEO, I am a member of the 17-member board of directors for the LHPC. We meet weekly to update online regarding regulatory developments, priorities being developed by the state, and most recently a small group has been formed to work with DHCS to plan for the next development of the Medicaid waiver program. The LHPC lobbies regulatory officials and legislators as the LHPC plans represent 70% of the Medi-Cal lives in California. At the strategic planning meetings and updates LHPC is respected enough to host guest speakers to a personal discussion with the board of directors, including Secretary Mark Ghaly, DHCS Director Michelle Baass

The LHPC board affords us connections to other CEOs in the state to understand and benchmark and apply perspective to our own efforts. Similarly, there are Chief Medical Officer, Chief Financial Officer, Chief Compliance Officer, Government Affairs, and Human Resources collegial groups that meet regularly for the same purposes. The LHPC groups have been a welcome resource to all leadership at CHPIV.

The LHPC also offers a variety of training opportunities, including DSNP readiness training and status updates, orientation to Medi-Cal Managed Care, and Medi-Cal financial education.

Current Situation



IMPERIAL COUNTY

Local Health Authority Commission

CHPIV began participating with the LHPC services without cost from July 2023 to December 2023. From January 2024 through June 2024, we were assessed for only ½ the year. This invoice will be for the full fiscal year July 2024 to June 2025.

Financial Impact (including Budget Reference)

\$106,936.79

First Submission to Commission: 09/09/2024



Board Chair

Jarrold McNaughton

Members

Alameda Alliance for Health
Matthew Woodruff, CEO

CalOptima Health
Michael Hunn, CEO

CalViva Health
Jeffrey Nkansah, CEO

CenCal Health
Marina Owen, CEO

Central California Alliance for Health
Michael Schrader, CEO

Community Health Group
Norma Diaz, CEO

Community Health Plan of Imperial Valley
Lawrence E. Lewis, CEO

Contra Costa Health Plan
Sharron Mackey, CEO

Gold Coast Health Plan
Nick Liguori, CEO

Health Plan of San Joaquin
Lizeth Granados, CEO

Health Plan of San Mateo
Patrick Curran, CEO

Inland Empire Health Plan
Jarrod McNaughton, CEO

Kern Health Systems
Emily Duran, CEO

L.A. Care Health Plan
John Baackes, CEO

Partnership HealthPlan of California
Sonja Bjork, CEO

San Francisco Health Plan
Yolanda R. Richardson, CEO

Santa Clara Family Health Plan
Christine Tomcala, CEO

LHPC
Linnea Koopmans, CEO

Amber McEwen, LHPC Institute Executive Director

Katie Andrew, Director of Government Affairs, Quality & Behavioral Health

Leah Barnett, Director of Operations

Beau Bouchard, Director of Health Plan Financing

Rebecca Sullivan, Director of Government Affairs, CalAIM & MLTSS

Breanna Pineda, Program Coordinator

August 20, 2024

Larry Lewis
Community Health Plan of Imperial Valley
512 W. Aten Road
Imperial, CA 92251

Dear Larry,

Local Health Plans of California ("LHPC") has proudly served and represented California's not-for-profit, community-based health plans for over 25 years. Today, 17 local plans cover over 70% of the State's Medi-Cal managed care enrollees in 51 of California's 58 counties, serving in 15 more counties across the state than just one year ago. As local plans continue to increase our market share and diversify across markets, it is more important than ever that we have a united voice to advocate for health care policies that will support a strong and robust local safety net.

This year, LHPC has played a critical role advocating on behalf of local plans in the Legislature and the Administration across a wide range of issues. We stood alongside our provider partners during MCO tax legislative hearings and demonstrated the commitment of local plans to advocating for investments to improve access to care. In the Legislature, LHPC illustrated local plans' progress in implementation of CalAIM and the new CHW benefit. LHPC ensured that, during a hearing about hospital financing and supporting distressed hospitals, there was a balanced view that underscored local plans' partnerships with their hospitals while also addressing the limitations of Medi-Cal in solving for systematic hospital issues. LHPC continued to work closely with the Departments of Health Care Services and Managed Health Care to inform critical policies on quality, financing, and CalAIM. Meanwhile, the LHPC Institute has served as the hub for education and collaboration among local plan staff and has expanded its offerings to meet local plan needs.

Your membership in and support of LHPC ensures that we can continue our good work to influence health care policy in California. The LHPC dues structure utilizes a tiered base assessment and per member assessment based upon the number of covered lives in each health plan. LHPC appreciates the board's support for modifying the dues structure and increasing member dues beginning next fiscal year. For the current fiscal year, FY 2024-25, the historic

dues structure will be utilized; it is attached to this letter for your reference. The annual assessment for **Community Health Plan of Imperial Valley under that structure is \$106,936.79**. We will appreciate receiving this amount within the **next 45 days**.

Exciting and challenging times lie ahead in Medi-Cal managed care. Local plans are at the center of transforming Medi-Cal and at the same time are under significant scrutiny by the Administration and Legislature. It is as important as ever for LHPC and its member plans to take a prominent place in legislative and policy advocacy. Your participation in LHPC is tremendously appreciated and we look forward to a productive year together. Thank you for your vital support.

Sincerely,



Linnea Koopmans
Chief Executive Officer
Local Health Plans of California

Enclosure

Local Health Plans of California

1201 K Street, Suite 1840
 Sacramento, CA 95814
 (916) 448-8292
 www.lhpc.org



INVOICE

BILL TO
 Community Health Plan of Imperial Valley
 512 W. Aten Road
 Imperial, CA 92251

INVOICE 2024-27
DATE 07/31/2024
TERMS Net 60
DUE DATE 10/04/2024

ITEM	DESCRIPTION	QTY	RATE	AMOUNT
Base Dues	Flat Yearly Assessment: July 1, 2024 - June 30, 2025. Pro-rated for half of the membership year.	1	100,000.00	100,000.00
PMPY Dues	PMPY Dues Assessment: \$0.07 x 99,097 (January 2024 Medi-Cal Managed Care Enrollment Report accessed on 3/29/2024).	99,097	0.07	6,936.79

Please make checks payable to Local Health Plans of California.
 Don't hesitate to contact us if you have any questions about this
 invoice. Thank you!

SUBTOTAL	106,936.79
TAX	0.00
TOTAL	106,936.79
BALANCE DUE	\$106,936.79

LHPC Dues for 2024/2025 Membership Year
Historic Dues Model

LHPC Health Plan	Total Lives (Medi-Cal)	Tier	2023/2024 Dues	Dues for 2024/2025 Membership Year	2024/2025 Dues Cost Per Member Per Year
Community Health Plan of Imperial Valley	99,097	Tier 3 90,001 - 150,000	\$ 53,468.40 (pro-rated)	\$ 106,936.79	\$ 1.08
Health Plan of San Mateo	146,927	Tier 3 90,001 - 150,000	\$ 109,707.25	\$ 110,284.89	\$ 0.75
San Francisco Health Plan	168,025	Tier 4 150,001 - 400,000	\$ 126,910.92	\$ 126,761.75	\$ 0.75
CenCal Health	242,132	Tier 4 150,001 - 400,000	\$ 130,967.91	\$ 131,949.24	\$ 0.54
Gold Coast Health Plan	250,970	Tier 4 150,001 - 400,000	\$ 132,285.87	\$ 132,567.90	\$ 0.53
Contra Costa Health Plan	263,903	Tier 4 150,001 - 400,000	\$ 131,948.19	\$ 133,473.21	\$ 0.51
Santa Clara Family Health Plan	279,843	Tier 4 150,001 - 400,000	\$ 136,871.99	\$ 134,589.01	\$ 0.48
Alameda Alliance for Health	396,226	Tier 4 150,001 - 400,000	\$ 137,583.40	\$ 142,735.82	\$ 0.36
Community Health Group	399,387	Tier 4 150,001 - 400,000	\$ 138,442.02	\$ 142,957.09	\$ 0.36
Kern Health Systems	406,303	Tier 5 > 400,001	\$ 139,387.44	\$ 168,441.21	\$ 0.41
Health Plan of San Joaquin (incl. MVHP)	426,962	Tier 5 > 400,001	\$ 169,694.21	\$ 169,887.34	\$ 0.40
CalViva Health	428,442	Tier 5 > 400,001	\$ 169,320.62	\$ 169,990.94	\$ 0.40
Central California Alliance for Health	456,949	Tier 5 > 400,001	\$ 169,188.18	\$ 171,986.43	\$ 0.38
CalOptima Health	914,986	Tier 5 > 400,001	\$ 190,000.00	\$ 190,000.00	\$ 0.21
Partnership HealthPlan of California	920,854	Tier 5 > 400,001	\$ 187,351.29	\$ 190,000.00	\$ 0.21
Inland Empire Health Plan	1,468,030	Tier 5 > 400,001	\$ 190,000.00	\$ 190,000.00	\$ 0.13
LA Care Health Plan	2,276,518	Tier 5 > 400,001	\$ 190,000.00	\$ 190,000.00	\$ 0.08
Total	9,545,554		\$ 2,503,127.69	\$ 2,602,561.62	\$ 0.27

Tier change from prior year indicated in blue highlight

Tier Legend:

Tier 1 < 80,000	\$ 80,000
Tier 2 80,001 - 90,000	\$ 85,000
Tier 3 90,001 - 150,000	\$ 100,000
Tier 4 150,001 - 400,000	\$ 115,000
Tier 5 > 400,001	\$ 140,000

Hits dues cap at 714,286 enrollment.

Total Lives Data Pulled From January 2024 Medi-Cal Managed Care Enrollment Report on 03/29/2024:
<https://data.chhs.ca.gov/dataset/medi-cal-managed-care-enrollment-report>

(Tiered Base Structure and \$0.07 PMPY with Cap at \$190,000)

Request for Taxpayer Identification Number and Certification

Give Form to the requester. Do not send to the IRS.

▶ Go to www.irs.gov/FormW9 for instructions and the latest information.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.
Local Health Plans of California

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only **one** of the following seven boxes.

Individual/sole proprietor or single-member LLC

C Corporation

S Corporation

Partnership

Trust/estate

Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ _____

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is **not** disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

Other (see instructions) ▶ _____

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) _____

Exemption from FATCA reporting code (if any) _____

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.
1201 K Street, Suite 1840

6 City, state, and ZIP code
Sacramento, CA 95814

7 List account number(s) here (optional)

Requester's name and address (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number									
			-			-			
or									
Employer identification number									
9	5	-	4	6	2	6	1	2	8

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here Signature of U.S. person ▶ *Leah Barnett* Date ▶ *1/31/2024*

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.

First the general rule is that any member of a committee or the Commission that is attending a meeting that is subject to the Brown Act must attend in person.

Now that the COVID emergency is over, we are back to the old Brown Act rules for teleconference meetings. They are as follows:

1. If any member of the committee is going to participate remotely, they must be connected by electronic means, either audio or video or both.
2. The meeting agenda must specify each location where a committee member will be present. The agenda must be posted at each location.
3. The meeting must comply with the Brown Act in all other respects.
4. Votes taken during the meeting where a member is appearing remotely must be taken by roll call vote.
5. A quorum of the committee members must participate from within the territory of the Plan, (Imperial County).
6. Each teleconference location must be accessible to members of the public, including persons with disabilities.
7. There must be some method for members of the public that attend at the teleconference location to address the committee as if there were present at the main meeting.
8. The meeting must be conducted in a manner that protects the statutory and constitutional right of the parties or public that appear before the committee.

In addition to the foregoing, there are limited opportunities to participate remotely pursuant to AB 2449 without complying with all of the above formalities. The way that works is as follows:

- A member may appear remotely for "just cause" for up to two meetings per calendar year. Just cause means:

1. A child care/caregiving need for child, parent, grandparent, grandchild, sibling, spouse, or domestic partner;
2. A contagious illness preventing member from attending;
3. A need related to physical or mental disability; or
4. Travel while on official business of the body or another agency.

The member must notify the committee of the just cause at the earliest opportunity.

- A member may request to participate remotely due to "emergency circumstances." The member must provide the committee a general description of the emergency. (The description must be in writing and need not exceed 20 words.) When the meeting starts, the committee must take action to approve (or disapprove) the request to appear remotely.

"Emergency circumstance" is defined by statute as a physical or family medical emergency that prevents a member from attending in person.

A member appearing remotely under for "just cause" or "emergency circumstances" must disclose whether any other person 18 years or older is present with the member appearing remotely.

A member may not use the foregoing exceptions to participate remotely at three consecutive meetings or more than 20 percent of the meetings of the committee in a calendar year, or if the committee holds less than 10 meetings a year, the limit is two meetings.

As you can see, there are a number of formalities that must be in place to comply with the traditional teleconferencing rules, and only limited opportunities for members to appear remotely without complying with all the traditional formalities. Under the COVID rules a lot of agencies got used to being able to appear remotely, but things have really tightened up. It is the best policy to appear in person if at all possible.



Health Services Report

1. Quality Measures Sanctions

- a. Measure Selection
- b. Sanction Methodology

2. Health Equity

- a. DEI Training

3. NCQA Updates

NCQA Updates

NCQA Partnership

CHPIV Health Services Team has partnered with HealthNet's NCQA Team to make our NCQA Health Plan Accreditation (HPA) and Health Equity Accreditation (HEA) a success

- Teams meets bi-monthly and Ad-Hoc
- Make updates to P&P's and Audit Tools utilizing NCQA Standards
- HN NCQA Team assists with the application process and questions

NCQA Accreditation TimeLine



Accomplishments and Next Steps

Accomplishments:

- ✓ Completed a detailed review of 2024 Standards for HPA and HE
- ✓ Gap Analysis performed
- ✓ Pre-Application requirements completed
- ✓ Detailed review of our P&P and Audit Tools

Next Steps:

Continue organizing our P&P's and audit tools

Prepare all documents prior to the lookback period beginning 12/2024

Complete an Annual Audit Q1 2025 which will be summarized and sent to NCQA



Local Health Authority Commission

Executive Summary: CHPIV Compliance Department Update September 2024

Delegation Oversight Monitoring Program - 2024 Quarter 2

The CHPIV Delegation Oversight Monitoring Program is currently evaluating Health Net’s performance across various high-risk delegated functions for 2024 Quarter 2 (April through June). Performance metrics are classified into four categories based on data accuracy and availability: compliant (green), at risk (yellow), non-compliant (red), and not reportable (grey).

The evaluation process depends on the integrity of data logs. Logs identified as invalid, inaccurate, or containing discrepancies necessitate resubmission by Health Net. Such issues are typically identified during data validation audits, which involve live webinars that examine Health Net's systems and data sources to ensure data point accuracy. Only logs that successfully pass these audits are used for performance measurement.

As of now, all logs were deemed accurate and have passed data validation except for Claims and UM. Appeals achieved 100% compliance in all categories, including acknowledgement, decision, and member notification timeliness, as well as effectuation of overturned appeals. Grievances also demonstrated compliance, with 97.9% acknowledgement timeliness and 100% resolution and notification timeliness. Additionally, PDR demonstrated compliance with 100% in acknowledgement and late payment interest timeliness, and 99.92% in written determination timeliness. CoC showed mixed results, with 100% compliance in notification timeliness but falling short at 80% for CoC processing timeliness. Lastly, Member Services requires improvement, achieving only 90% timeliness for issuance of member ID cards.

To provide more context, the table below summarizes data log issues that were identified, which has required multiple resubmissions for all areas.

Area	Data Log Issues	Data Validation Audit Status	Next Steps
Appeals	NA	Pass	Scores final
Claims	<ul style="list-style-type: none"> Noncompliance with report specifications 	Validation Pending	Pending data validation
Continuity of Care	NA	Pass	Scores final
Grievances	NA	Pass	Scores final
Member Services - ID Card	NA	Pass	Scores final
Provider Dispute Resolution (PDR)	NA	Pass	Scores final



Local Health Authority Commission

Executive Summary: CHPIV Compliance Department Update July 2024

Area	Data Log Issues	Data Validation Audit Status	Next Steps
Utilization Management	<ul style="list-style-type: none">Time discrepancies (Provider notification times not pulling from the correct source)	Revalidation Pending	Pending log resubmission on 9/6/2024

A final scorecard will be released once all data logs pass data validation and KPI scores are recalculated using accurate data. We estimate to have the Quarter 2 score card by 9/13/2024. Further, we will be able to show claims payment timeliness scores specifically for Pioneer Memorial Hospital and El Centro Regional Medical Center, as requested by the Regulatory Compliance Oversight Committee of the Commission. We will also be able to share Quarter 1 Claims performance scores, which were previously not available due to data issues that have now been corrected.



Human Resources | Member Services | Community Relations

1. Community Relations

- a. Community Advisory Committee Q3 - September 26th, 2024. 36 have registered to attend our upcoming meeting. We have received great feedback from the members who have found the meetings to be helpful in learning about the different benefits we offer.
- b. Events Coming up:
Imperial: 10/19/24 @ 5:00-9:00 PM Fiesta de los Muertos
Brawley: Cattle Call Events: 11/2/2024 | 11/06/2024 | 11/09/2024
Imperial: 12/14/24 @ 1:00-5:00 PM Christmas in a Small Town
- c. Certified Marketing Staff: Dr. Gordon Arakawa, Ariday Rosales and Michelle S. Ortiz-Trujillo. This means this staff can attend community events moving forward in representation of CHPIV.
- d. New Social Media Marketing
<https://vimeo.com/conveyorgroup/review/971001273/7416837db9>

2. Human Resources

- a. Still undergoing a search for a new payroll/HRIS system.

3. Member Services:

- a. PowerPoint Presentation Attached with Member Data for in-house inquiries.

Member Services Call Log Data Analysis

Monthly: JULY 2024

Generated/Monitored by:

Ariday L. Rosales - *Member Services
Coordinator*

Michelle S. Ortiz-Trujillo - *Senior Director of HR
& Community Relations*

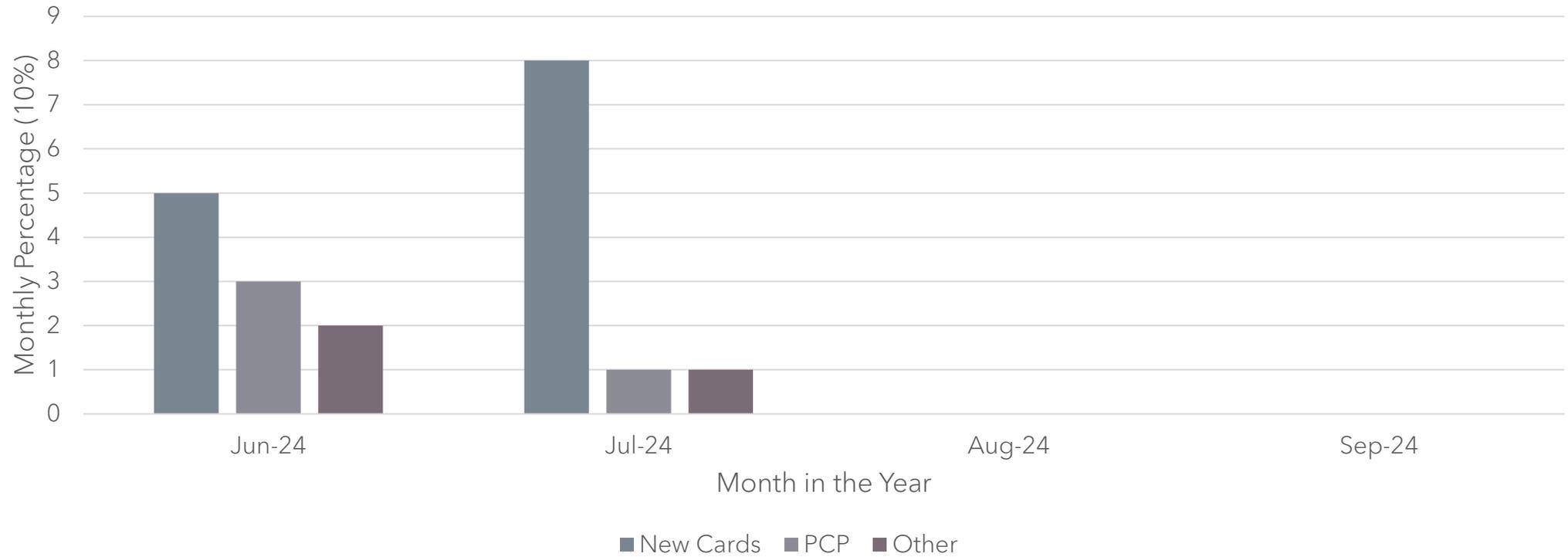


**Community
Health Plan**

OF IMPERIAL VALLEY

JULY 2024 - Data Entry

Call Log Data Analysis



JULY 2024 - Data Logistics

- In the month of July, the prominent issue leading by
 - **12/15 80% - New Member cards (New & Returning Members)**
 - Not being acquired (existing members)
 - Requested but not yet received [New/Updated Cards/Members]
- Following up, the second leading member issue by
 - **2/15 10% - PCP and/or Specialist**
 - Policy changes (unauthorized & authorized)
 - Incorrect PCP shown on Member Cards (resulting in PCP denying treatments/visits)
- Lastly, the most infrequent member issues by
 - **1/15 10% - Transportation**
 - Members are having difficulties contacting and/or scheduling transportation for appointments outside of the Imperial Valley (San Diego)

Summary

- In accordance with each member, [Ariday R] has been able to successfully assist, resolve and guide member(s) to the appropriate/corresponding agency for quality assurance.
- The following report will be generated on/before the fifth day of every month for data analysis purposes.