



**AGENDA**

**Executive Committee**

**September 4th, 2024**

**12:00 PM**

**512 W. Aten Rd., Imperial, CA 92251**

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

| Committee Members         | Representing   | Present |
|---------------------------|--|---------|
| <b>Lee Hindman</b>        | LHA Chairperson – Joint Chambers of Commerce Nominee         |         |
| <b>Yvonne Bell</b>        | LHA Vice-Chair & Finance Committee Vice-Chair – CEO, Inncare |         |
| <b>Dr. Carlos Ramirez</b> | Finance Committee Chair – CEO/Consultant DCRC                |         |
| <b>Dr. Unnati Sampat</b>  | LHA Commissioner – Imperial Valley Medical Society           |         |
| <b>Dr. Allan Wu</b>       | LHA Commissioner – Inncare                                   |         |

**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 8/7/2024



- B. Motion to recommend to the full commission the acceptance of 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 recommend to the full commission approval of a resolution adding David Wilson, CFO, as a signatory to each bank account currently established

**5. INFORMATION**

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

**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.



**7. RECONVENE OPEN SESSION**

A. Report on actions taken in closed session.

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

**9. ADJOURNMENT**



**MINUTES**

**Executive Committee**

**August 7th, 2024**

**12:00 PM**

**512 W. Aten Rd., Imperial, CA 92251**

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

| Committee Members  | Representing   | Present |
|--------------------|--|---------|
| Lee Hindman        | LHA Chairperson – Joint Chambers of Commerce Nominee         | ✓       |
| Yvonne Bell        | LHA Vice-Chair & Finance Committee Vice-Chair – CEO, Inncare | ✓       |
| Dr. Carlos Ramirez | Finance Committee Chair – CEO/Consultant DCRC                | ✓       |
| Dr. Unnati Sampat  | LHA Commissioner – Imperial Valley Medical Society           | ✓       |
| Dr. Allan Wu       | LHA Commissioner – Inncare                                   | ✓       |

**1. CALL TO ORDER**

*Lee Hindman, Chair*

*Meeting called to order at 12:01 p.m.*

**A. Roll Call**

*Donna Ponce, Commission Clerk*

*Roll call taken and quorum was 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

*(Ramirez/Sampat) To approve the order of the agenda. 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.  
*None.*



### 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 7/2/2024
  - B. Recommend to the Full Commission, the Acceptance of 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)
- (Ramirez/Bell) To approve the consent agenda. Motion carried.*

### 4. ACTION

*No action items.*

### 5. INFORMATION

*(Items B-F to be presented at LHA Commission meeting on August 12, 2024)*

- 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)*
- C. Compliance Report *(Chelsea M. Hardy, Senior Director of Compliance)*
- D. Human Resources and Community Relations Report *(Michelle S. Ortiz-Trujillo, HRCR)*
- E. CEO Report *(Larry Lewis, CEO)*
- F. Other new or old business *(Lee Hindman, Chair)*



**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 with no reportable action taken in closed session.*

**8. COMMISSIONER REMARKS** (*Lee Hindman, Chair*)  
*None.*

**9. ADJOURNMENT**  
*The meeting was adjourned at 1:26 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                   |
| <b>Total Current Assets</b>        | <b>38,092,476</b>           | <b>38,523,503</b>           | <b>431,027</b>           |
| 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)                    |
| <b>Total Noncurrent Assets</b>     | <b>3,368,321</b>            | <b>3,386,079</b>            | <b>17,757</b>            |
| <b>Total Assets</b>                | <b><u>\$ 41,460,797</u></b> | <b><u>\$ 41,909,582</u></b> | <b><u>\$ 448,785</u></b> |

**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         |
| <b>Total Current Liabilities</b>    | <b>23,008,417</b> | <b>23,205,106</b> | <b>196,689</b> |
| NON-CURRENT LIABILITIES             |                   |                   |                |
| Long Term Lease Liability - Copier  | 4,994             | 4,711             | (283)          |
| <b>Total Noncurrent Liabilities</b> | <b>4,994</b>      | <b>4,711</b>      | <b>(283)</b>   |
| <b>Total Liabilities</b>            | <b>23,013,410</b> | <b>23,209,816</b> | <b>196,406</b> |

**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           |
| <b>Total Net Position</b>                 | <b>18,447,387</b>    | <b>18,699,766</b>    | <b>252,379</b>    |
| <b>Total Liabilities and Net Position</b> | <b>\$ 41,460,797</b> | <b>\$ 41,909,582</b> | <b>\$ 448,785</b> |

**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           |
| <b>Total Operating Revenues</b> | <b>23,519,758</b> |

**OPERATING EXPENSES**

|                               |                   |
|-------------------------------|-------------------|
| Medical Expenses              |                   |
| Healthcare Capitation         | 22,459,666        |
| Healthcare Pass-Through       | 365,463           |
| <b>Total Medical Expenses</b> | <b>22,825,129</b> |

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          |
| <b>Total Administrative Expenses</b>             | <b>554,325</b> |

|                                 |                   |
|---------------------------------|-------------------|
| <b>Total Operating Expenses</b> | <b>23,379,454</b> |
|---------------------------------|-------------------|

|                         |                |
|-------------------------|----------------|
| <b>OPERATING INCOME</b> | <b>140,304</b> |
|-------------------------|----------------|

**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          |
| <b>Total Non-Operating Revenues</b>        | <b>112,075</b> |

|                                 |                |
|---------------------------------|----------------|
| <b>Increase In Net Position</b> | <b>252,379</b> |
|---------------------------------|----------------|

|  |                   |
|--|-------------------|
| <b>NET POSITION, beginning of period</b> | <b>18,447,387</b> |
|--|-------------------|

|                                       |                      |
|---------------------------------------|----------------------|
| <b>NET POSITION, ending of period</b> | <b>\$ 18,699,766</b> |
|---------------------------------------|----------------------|

**Imperial County Local Health Authority  
DBA Community Health Plan of Imperial Valley  
Profit & Loss Variance Analysis  
For July 2024**

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

**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            |
| <b>Total Operating Revenues</b> | <b>164,218,420</b> |

**OPERATING EXPENSES**

|                               |                    |
|-------------------------------|--------------------|
| Medical Expenses              |                    |
| Healthcare Capitation         | 153,938,962        |
| Healthcare Pass-Through       | 4,681,265          |
| <b>Total Medical Expenses</b> | <b>158,620,227</b> |

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           |
| <b>Total Administrative Expenses</b>             | <b>2,806,392</b> |

|                                 |                    |
|---------------------------------|--------------------|
| <b>Total Operating Expenses</b> | <b>161,426,619</b> |
|---------------------------------|--------------------|

|                         |                     |
|-------------------------|---------------------|
| <b>OPERATING INCOME</b> | <b>2,791,801.01</b> |
|-------------------------|---------------------|

**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         |
| <b>Total Non-Operating Revenues</b>        | <b>533,146</b> |

|                                 |                  |
|---------------------------------|------------------|
| <b>Increase In Net Position</b> | <b>3,324,947</b> |
|---------------------------------|------------------|

|  |                   |
|--|-------------------|
| <b>NET POSITION, beginning of year</b> | <b>15,374,819</b> |
|--|-------------------|

|                                       |                      |
|---------------------------------------|----------------------|
| <b>NET POSITION, ending of period</b> | <b>\$ 18,699,766</b> |
|---------------------------------------|----------------------|

**Imperial County Local Health Authority**  
**DBA Community Health Plan of Imperial Valley**  
**Profit & Loss Variance Analysis**  
**As of July 31, 2024**

|   | YTD<br>Forecast     | YTD<br>Actual       | Variance            |
|---|---------------------|---------------------|---------------------|
| <b>REVENUE</b>                          |                     |                     |                     |
| 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)         |
| <b>TOTAL REVENUE</b>                    | 163,065,673         | 164,218,420         | 1,152,746           |
| <b>HEALTH CARE COSTS</b>                | 157,258,307         | 158,620,227         | 1,361,920           |
| <b>Gross Margin</b>                     | 5,807,366           | 5,598,193           | (209,173)           |
| <b>ADMINISTRATIVE EXPENSE</b>           |                     |                     |                     |
| Salaries                                | 1,608,173           | 1,741,975           | 133,802             |
| Benefits and Bonus                      | 525,348             | 326,242             | (199,106)           |
| <b>Total Labor Costs</b>                | 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              |
| <b>Total Administrative Expense</b>     | 2,534,490           | 2,806,392           | 271,901             |
| <b>Non-Operating Income</b>             |                     |                     |                     |
| Dividend, Interest & Investment Income  | 588,933             | 522,996             | (65,937)            |
| Rental Income                           | 0                   | 10,150              | 10,150              |
| <b>Total Non-Operating Income</b>       | 588,933             | 533,146             | (55,787)            |
| <b>Excess Revenues from Operations</b>  | <b>\$ 3,861,808</b> | <b>\$ 3,324,947</b> | <b>\$ (536,862)</b> |

**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:<br>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   |    |                  |
|---|----|------------------|
| <b>A.</b> Minimum TNE Requirement   | \$ | 1,000,000        |
| <b>B.</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        |
| <b>Total</b>  | \$ | <b>4,322,371</b> |

| * 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         |
|-------------------------------|------------------------|-------------------------------------|---|----------------|
| <b>Chase Checking</b>         |                        |                                     |   |                |
| 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      |
| <b>First Foundation Bank</b>  |                        |                                     |   |                |
| 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         |
| <b>J.P. Morgan Securities</b> |                        |                                     |   |                |
| 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 Ordances 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.

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**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.~~



## **Health Services Report**

- 1. Quality Measures Sanctions**
  - a. Measure Selection
  - b. Sanction Methodology
- 2. Health Equity**
  - a. DEI Training
- 3. NCQA Updates**



# 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"> <li>Noncompliance with report specifications</li> </ul> | 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                           |
|-------------------------------|--|------------------------------|--------------------------------------|
| <b>Utilization Management</b> | <ul style="list-style-type: none"><li>Time discrepancies (Provider notification times not pulling from the correct source)</li></ul> | <b>Revalidation Pending</b>  | 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.

### 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*



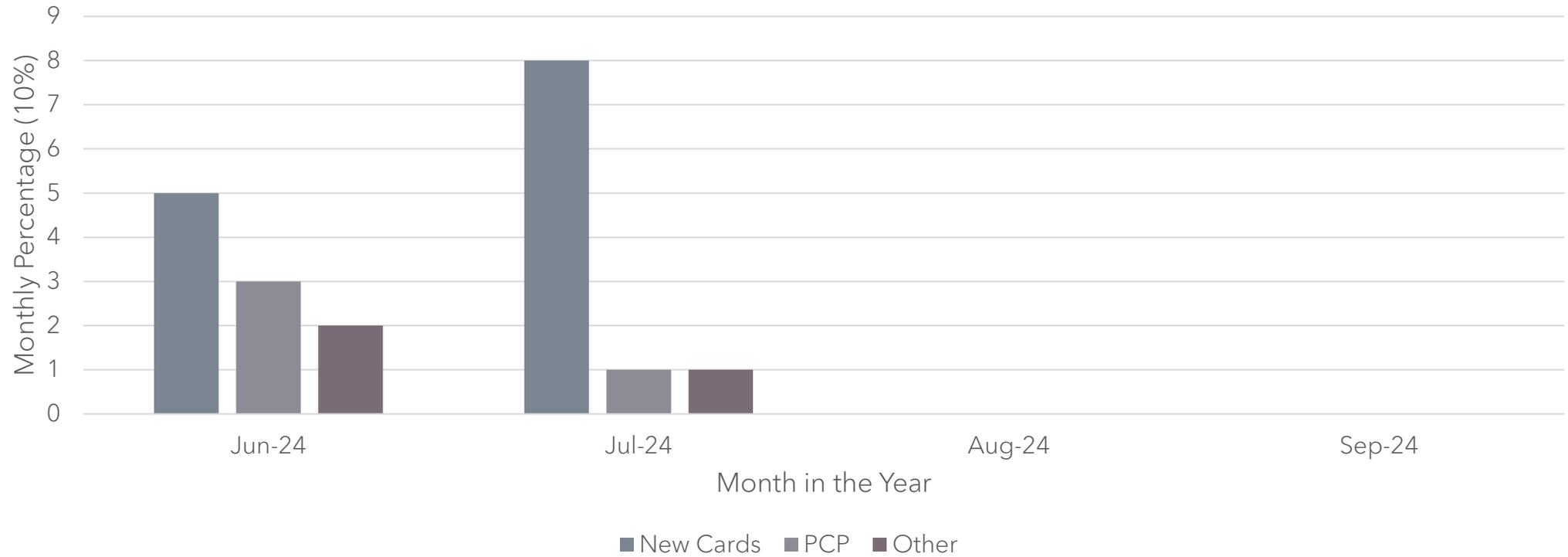
**Community  
Health Plan**  

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**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.