

**Ventura County Medi-Cal Managed Care Commission
(VCMGCC) dba Gold Coast Health Plan (GCHP)
Special Commission Meeting Minutes
September 29, 2014**

Notice of said meeting was duly given in the time and manner prescribed by law.
Affidavit of compliance is on file in the Clerk of the Board's Office.

CALL TO ORDER

Chair Araujo called the meeting to order at 3:03 p.m. in Suite 200 at the Ventura County Public Health Building located at 2240 E. Gonzales Road, Oxnard, CA 93036.

ROLL CALL

COMMISSION MEMBERS IN ATTENDANCE

Antonio Alatorre, Clinicas del Camino Real, Inc.
David Araujo, MD, Ventura County Medical Center Family Medicine Residency Program
Lanyard Dial, MD, Ventura County Medical Association
Barry Fisher, Ventura County Health Care Agency
Peter Foy, Ventura County Board of Supervisors (arrived 3:41 p.m.)
David Glycer, Private Hospitals / Healthcare System
Gagan Pawar, MD, Clinicas del Camino Real, Inc.
Dee Pupa, Ventura County Health Care Agency
Robert Wardwell, Private Hospitals / Healthcare System

EXCUSED / ABSENT COMMISSION MEMBERS

Michelle Laba, MD, Ventura County Medical Center Executive Committee
Vacant, Medi-Cal Beneficiary Advocate

STAFF IN ATTENDANCE

Ruth Watson, Chief Operations Officer and Interim Chief Executive Officer
Michelle Raleigh, Chief Financial Officer
Traci R. McGinley, Clerk of the Board
Brandy Armenta, Compliance Director
Stacy Diaz, Human Resources Director
Mike Foord, IT Infrastructure Manager
Anne Freese, Pharmacy Director
Guillermo Gonzalez, Government Relations Director
Steven Lalich, Communications Director
Vickie Lemmon, Health Services Director
Tami Lewis, Operations Director
Allen Maithel, Controller
Al Reeves, MD, Chief Medical Officer
Melissa Scrymgeour, Chief Information Officer
Lyndon Turner, Financial Analysis Director
Nancy Wharfield, MD, Associate Chief Medical Officer

The Pledge of Allegiance was recited.

Language Interpreting and Translating services were provided by GCHP from Lourdes González Campbell and Associates.

PUBLIC COMMENT

None.

1. APPROVAL ITEMS

a. Representation Agreement with the County of Ventura for Legal Services

Chair Araujo explained that the agreement would allow the Commission and the Plan to engage the County of Ventura, County Counsel's Office for legal representation services.

Commissioner Fisher moved to approve the representation agreement with the County of Ventura County Counsel Office. Commissioner Fisher noted that county counsel John Polich was present and was the original attorney for the Commission until it was able to obtain outside counsel. Commissioner Pupa seconded.

In response to Commissioner Dial's question; Commissioner Fisher responded that if needed, County Counsel would be available for staff; however, GCHP staff does work with other legal firms.

Commissioner Alatorre asked how long County Counsel's Services would be used. Chair Araujo responded that it would be until new regular general counsel was obtained.

The motion carried with the following votes:

AYE:	Araujo, Dial, Fisher, Glycer, Pawar, Pupa and Wardwell.
NAY:	Alatorre.
ABSTAIN:	None.
ABSENT:	Foy and Laba.

Counsel Polich then took his seat at the dais.

2. APPROVE MINUTES

a. Regular Meeting of August 25, 2014

Commissioner Fisher moved to approve the Meeting Minutes of August 25, 2014. Commissioner Dial seconded. The motion carried with the following votes:

AYE:	Araujo, Dial, Fisher, Glycer, Pawar, Pupa and Wardwell.
NAY:	None.
ABSTAIN:	Alatorre.
ABSENT:	Foy and Laba.

1. **APPROVAL ITEMS** (Continued)

b. **Conflict of Interest Code**

Interim CEO Watson reviewed the written report explaining that as required, the Commission directed staff to conduct a biennial review of the Conflict of Interest Code. A number of changes were required due to new positions, revised job titles and descriptions.

It was noted that a page was missing from the agenda item, Clerk McGinley offered to pull the information up on the computer.

Commissioner Fisher moved to approve the Resolution updating the Conflict of Interest Code. Commissioner Dial seconded. The motion carried with the following votes:

AYE: Alatorre, Araujo, Dial, Fisher, Glycer, Pawar, Pupa and Wardwell.
NAY: None.
ABSTAIN: None.
ABSENT: Foy and Laba.

RESOLUTION NO. R2014-002

A RESOLUTION OF VENTURA COUNTY MEDI-CAL MANAGED CARE COMMISSION dba Gold Coast Health Plan UPDATING DESIGNATED EMPLOYEES, OFFICERS AND DISCLOSURE CATEGORY LIST FOR POLITICAL REFORM ACT AND FAIR POLITICAL PRACTICES REQUIREMENTS (CONFLICT OF INTEREST AND RESCINDING THE CONFLICT OF INTEREST CODE AMENDED PURSUANT TO RESOLUTION NO. R2012-003)

c. **Business Property Liability Insurance Policy**

CFO Raleigh reviewed the written report with the Commission. The current policy with Hartford Insurance expires September 30, 2014. Three companies provided quotes to the Plan's insurance brokers, Beecher Carlson. CFO Raleigh recommended purchasing the basic Business Insurance policy with Chubb at the increased levels and the additional umbrella policy (shown below). She explained that it would provide adequate coverage for increased growth at limits no less than the current policy.

Property	Chubb - Quote 2 with \$2 Million Umbrella**
Building	N/A
Business Personal Property (BPP)	\$566,174
Electronic Data Processing (EDP)	\$857,136
Deductible	\$1,000
General Liability	\$2 Million Umbrella**
General Aggregate	\$4 million
Each Occurrence	\$3 million
Advertising Injury and Personal Injury	\$3 million
Medical Expense	\$10,000
Damage to Rented Premises	\$3 million
Employee Benefits (endorsement)	

• Aggregate	\$4 million
• Each occurrence	\$3 million
Deductible	\$0
Hired Non-owned Auto	\$3 Million
PREMIUM	\$2,830 + \$2,060 = 4,890

Commissioner Dial moved to approve purchasing the basic Business Insurance policy with Chubb at the increased levels and the additional umbrella policy. Commissioner Glyer seconded. The motion carried with the following votes:

AYE: Alatorre, Araujo, Dial, Fisher, Glyer, Pawar, Pupa and Wardwell.
 NAY: None.
 ABSTAIN: None.
 ABSENT: Foy and Laba.

d. Approval of Recommended Search Firm for CEO Position

Chair Araujo stated that Human Resources Director Diaz would present the report she prepared on behalf of the ad hoc committee. Director Diaz then reviewed the written report.

Commissioner Alatorre stated that he had not received notice of the meeting, but understood that he was a member of the ad hoc committee. Director Diaz stated that she contacted Chair Araujo when she had not heard back from Commissioner Alatorre and Chair Araujo requested that it move forward.

Interim CEO Watson asked if the ad hoc committee could select the firm so it would not be delayed. Counsel Polich responded that when the ad hoc committee was formed the Commission would have had to give the committee that ability. He added that if the Commission delegates decision making authority to an ad hoc committee, then that ad hoc committee is subject to the Brown Act, but if the Commission forms an ad hoc committee that does not make a decision and only reports back to the Commission, then that committee can meet privately as it would not be governed by the Brown Act.

Commissioner Fisher recommended that a Special Commission meeting be scheduled so it would not be delayed.

Commissioner Glyer noted that subject to the parameters in the Agenda Report, he would be open to delegating the authority to the ad hoc committee so this was not delayed further.

Commissioner Dial recommended moving forward since the Commission was informed at the previous Commission meeting that this was the premier search firm.

Commissioner Fisher moved to schedule a Special Commission meeting within the next two weeks which will allow time for the ad hoc committee to convene and review the proposals. Commissioner Pawar seconded. The motion carried with the following votes:

AYE: Alatorre, Araujo, Fisher, Glyer, Pawar, Pupa and Wardwell.

NAY: Dial.
ABSTAIN: None.
ABSENT: Foy and Laba.

e. **Waive General Counsel Attorney-Client and Closed Session Privileges and Protection – Special Investigation Ad Hoc Committee Consultants**

Chair Araujo announced that the item was not being considered and was being pulled from the agenda.

3. **ACCEPT AND FILE ITEMS**

a. **Special Investigation Ad Hoc Committee Report**

Commissioner Fisher noted that Scott Howard, legal counsel for the Special Investigation Ad Hoc Committee was present should the Commission have any questions. Commissioner Fisher then reviewed the written report with the Commission, emphasizing that the investigation had expanded and expenses are expected to total between \$586,000 and \$636,000 approximately.

b. **CEO Update**

Interim CEO Watson presented the CEO update and announced that the Pharmacy information would not be reviewed at this time but detailed information will be going to the Commission at a later time.

Commissioner Foy arrived at 3:41 pm

c. **July Financials**

CFO Raleigh reviewed the July Financial package with the Commission. Discussion was held regarding the growth in membership. CFO Raleigh highlighted that the Tangible Net Equity (TNE) levels are at approximately 182% of the State required minimum which includes the Lines of Credit (LOC) from the County of Ventura of \$7.2 million.

d. **CIO Update**

CIO Scrymgeour briefly reviewed the written CIO update and highlighted the GCHP Projects At a Glance sheet on page 3d-5.

e. **Behavioral Health Benefit for Autism Spectrum Disorder**

Associate CMO Wharfield reviewed the written report with the Commission.

f. **COO Update**

Interim CEO Watson presented the COO Update. Commissioner Alatorre asked how many members were being auto assigned. Interim CEO Watson responded that she should be able to have that information at the next Commission Meeting.

g. **Health Services Update**

Associate Medical Director Dr. Wharfield reviewed the written report.

Commissioner Pupa moved to accept and file the Special Investigation Ad Hoc Committee Report, CEO Update, July Financials, CIO Update, Behavioral Health Benefit

for Autism Spectrum Disorder, COO Update and Health Services Update.
Commissioner Fisher seconded. The motion carried with the following votes:

AYE: Alatorre, Araujo, Dial, Fisher, Foy, Glycer, Pawar, Pupa and Wardwell.
NAY: None.
ABSTAIN: None.
ABSENT: Laba.

CLOSED SESSION

Chair Araujo explained the purpose of the Closed Session items.

ADJOURN TO CLOSED SESSION

The Commission adjourned to Closed Session at 3:57 pm regarding the following items:

- a. **Public Employee Release Pursuant to Government Code Section 54954(e)**
- b. **Public Employee Appointment Pursuant to Government Code Section 54957(b) Title: General Legal Counsel**
- c. **Conference with Legal Counsel - Anticipated Litigation - Significant Exposure to Litigation Pursuant to Government Code Section 54956.9(b) – (One Case)**

RETURN TO OPEN SESSION


The Regular Meeting reconvened at 7:30 p.m.

Chair Araujo announced that the Commission unanimously voted to release legal counsel Nancy Kierstyn Schreiner, Anderson Kill Wood & Bender, P.C., from general counsel duties. He closed stating that no additional reportable action was taken.

ADJOURNMENT

Meeting adjourned at 7:33 p.m.

APPROVED:



Traci R. McGinley, MMC, Clerk of the Board