

**Ventura County Medi-Cal Managed Care Commission (VCMMCC)  
dba Gold Coast Health Plan (GCHP)**

**Regular Meeting**

**Monday, February 28, 2022, 2:00 p.m.**

**Due to the public health emergency, the Community Room at Gold Coast Health Plan is currently closed to the public.**

**The meeting is being held virtually pursuant to AB 361.**

**Members of the public can participate using the Conference Call Number below.**

**Conference Call Number: 805-324-7279**

**Conference ID Number: 302 197 693#**

**Para interpretación al español, por favor llame al 805-322-1542 clave 1234**

**Due to the declared state of emergency wherein social distancing measures have been imposed or recommended, this meeting is being held pursuant to AB 361.**

**AGENDA**

**CALL TO ORDER**

**ROLL CALL**

**PUBLIC COMMENT**

The public has the opportunity to address Ventura County Medi-Cal Managed Care Commission (VCMMCC) doing business as Gold Coast Health Plan (GCHP) on the agenda.

Persons wishing to address VCMMCC are limited to three (3) minutes unless the Chair of the Commission extends time for good cause shown. Comments regarding items not on the agenda must be within the subject matter jurisdiction of the Commission.

Members of the public may call in, using the numbers above, or can submit public comments to the Committee via email by sending an email to [ask@goldchp.org](mailto:ask@goldchp.org). If members of the public want to speak on a particular agenda item, please identify the agenda item number. Public comments submitted by email should be under 300 words.

## **CONSENT**

**1. Approval of Ventura County Medi-Cal Managed Care Regular Meeting Minutes of January 31, 2022.**

Staff: Maddie Gutierrez, MMC, Clerk to the Commission

**RECOMMENDATION:** Approve the Regular Meeting Minutes of January 31, 2022.

**2. Adopt a Resolution to Renew Resolution No. 2022-001, to Extend the Duration of Authority Empowered in the CEO to issue Emergency Regulations and Take Action Related to the Outbreak of Coronavirus (“COVID-19”)**

Staff: Scott Campbell, General Counsel

**RECOMMENDATION:** Adopt Resolution No. 2022-03 to extend the duration of authority empowered in the CEO through March 28, 2022.

**3. Findings to Continue to Hold Remote Teleconference/Virtual Commission Meetings Pursuant to Assembly Bill 361.**

Staff: Scott Campbell, General Counsel

**RECOMMENDATION:** It is recommended that the Commission adopt the findings to continue to meet remotely.

## **FORMAL ACTION**

**4. January 2022 Financials**

Staff: Kashina Bishop, Chief Financial Officer

**RECOMMENDATION:** Staff requests that the Commission approve the January 2022 financial package.

**5. Consideration of Recommendations from the Delineation of Authority and Bylaws Subcommittee's to the Commission's Bylaws and Governing Documents**

Staff: Scott Campbell, General Counsel

RECOMMENDATION: Review and analyze the Subcommittee's proposed changes to the Commission's bylaws and governing documents and provide recommendations on such changes.

**REPORTS**

**6. Chief Executive Officer (CEO) Report**

Staff: Nick Liguori, Chief Executive Officer

RECOMMENDATION: Receive and file the report.

**7. Executive Director of Human Resources (H.R.) Report**

Staff: Michael Murguia, Executive Director of Human Resources

RECOMMENDATION: Receive and file the report.

**STRATEGIC PLANNING SESSION**

**8. Gold Coast Health Plan's Vision into the Future**

Staff: Marlen Torres, Executive Director of Strategy & External Affairs  
and GCHP Executive Team

RECOMMENDATION: Receive and file the updated information.

**CLOSED SESSION**

**9. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION**

Initiation of litigation pursuant to paragraph (4) of subdivision (d) of Section 54956.9: One case.

**10. PUBLIC EMPLOYEE PERFORMANCE EVALUATION**

Title: Chief Executive Officer

## **ADJOURNMENT**

Date and location of the next meeting to be determined at the March 28, 2022 meeting.

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**Administrative Reports relating to this agenda are available at 711 East Daily Drive, Suite #106, Camarillo, California, during normal business hours and on <http://goldcoasthealthplan.org>. Materials related to an agenda item submitted to the Commission after distribution of the agenda packet are available for public review during normal business hours at the office of the Clerk of the Commission.**

**In compliance with the Americans with Disabilities Act, if you need assistance to participate in this meeting, please contact (805) 437-5512. Notification for accommodation must be made by the Monday prior to the meeting by 3 p.m. to enable the Clerk of the Commission to make reasonable arrangements for accessibility to this meeting.**

## **AGENDA ITEM NO. 1**

**TO:** Ventura County Medi-Cal Managed Care Commission  
**FROM:** Maddie Gutierrez, MMC, Clerk for the Commission  
**DATE:** February 28, 2022  
**SUBJECT:** Meeting Minutes of January 31, 2022, Regular Commission Meeting

### **RECOMMENDATION:**

Approve the minutes.

### **ATTACHMENT:**

Copy of Minutes for the January 31, 2022 Regular Commission Meeting.

**Ventura County Medi-Cal Managed Care Commission (VCOMMCC)  
dba Gold Coast Health Plan (GCHP)  
January 31, 2022, Regular Meeting Minutes**

**CALL TO ORDER**

Commission Chair Dee Pupa called the meeting to order via teleconference at 2:03 p.m. The Clerks were in the Community Room located at Gold Coast Health Plan, 711 East Daily Drive, Camarillo, California.

**OATH OF OFFICE**

The Oath of Office was administered to new Commissioner Ms. Terri Yanez. Commissioner Yanez gave a brief professional background on herself.

**ROLL CALL**

Present: Commissioners Shawn Atin, Theresa Cho, M.D., Andrew Lane, Gagan Pawar, M.D., Dee Pupa, Supervisor Carmen Ramirez, Jennifer Swenson, Scott Underwood, D.O., and Terri Yanez.

Absent: Commissioners Antonio Alatorre and Laura Espinosa.

Attending the meeting for GCHP were Margaret Tatar, Chief Executive Officer, Nick Liguori, Chief Operating Officers, Nancy Wharfield, MD., Chief Medical Officer, Kashina Bishop, Chief Financial Officer, Robert Franco, Chief Compliance Officer, Ted Bagley, Chief Diversity Officer, Alan Torres, Chief Information Officer, Michael Murguia Executive Director of Human Resources, Scott Campbell, General Counsel, Cathy Salenko, Health Care General Counsel, Marlen Torres, Executive Director of Strategy and External Affairs, and Eileen Moscaritolo, HMA Consultant.

Additional staff participating on the call: Anna Sproule, Dr. Anne Freese, Pauline Preciado, Kim Timmerman, Carolyn Harris, Nicole Kanter, David Tovar, Luis Aguilar, Susana Enriquez, Kris Schmidt, Paula Cabral, Sandi Walker, Victoria Warner, Lucy Marrero, Bryan Willis, Thomas Cooper, Adriana Sandoval, Bob Bushey, dr. Lupe Gonzalez, Vicki Wrighster, Veronica Estrada, Rachel Lambert, Sarah Clancy, David Kirkpatrick, Vicky Connaughton, Helen Zhang-Grinnell, T.J. Piwowarski and Mike Maestaz .

## **PUBLIC COMMENT**

None.

Clerk to the Commission publicly thanked Assistant Clerk, Deborah Munday, and co-worker, Paula Cabral, for covering duties during her extended leave of absence.

## **CONSENT**

- 1. Approval of Ventura County Medi-Cal Managed Care Regular Meeting Minutes of November 22, 2021, and December 16, 2021, and Special Meeting Minutes of January 10, 2022.**

Staff: Deborah Munday, CMC, Assistant Clerk to the Commission

RECOMMENDATION: Approve the Regular Meeting Minutes of November 22, 2021, and December 16, 2021, and Special Meeting Minutes of January 10, 2022.

- 2. Adopt a Resolution to Renew Resolution No. 2022-01, to Extend the Duration of Authority Empowered in the CEO to issue Emergency Regulations and Take Action Related to the Outbreak of Coronavirus (“COVID-19”)**

Staff: Scott Campbell, General Counsel

RECOMMENDATION: Adopt Resolution No. 2022-01 to extend the duration of authority empowered in the CEO through February 28, 2022.

- 3. Findings to Continue to Hold Remote Teleconference/Virtual Commission Meetings Pursuant to Assembly Bill 361.**

Staff: Scott Campbell, General Counsel

RECOMMENDATION: It is recommended that the Commission adopt the findings to continue to meet remotely.

- 4. Approval of Credentials / Peer Review Committee Members**

Staff: Nancy Wharfield, M.D., Chief Medical Officer

RECOMMENDATION: Approve Agustin “Jaime” Lara, M.D. and Allison Blaze, M.D. as active members of the Credentials / Peer Review Committee.

**5. Student Behavioral Health Incentive Program (“SBHIP”)**

Staff: Nancy Wharfield, M.D., Chief Medical Officer  
Lucy E. Marrero, MA LMFT CPHQ, Director, Behavioral Health and Social Programs

RECOMMENDATION: Authorize GCHP participation in the Department of Health Care Services Student Behavioral Health Incentive Program.

Commission Chair, Dee Pupa asked for a motion on Consent items 1, 2, 3, 4, and 5.

Commissioner Swenson motioned to approve Consent items 1, 2, 3, 4, and 5. Commissioner Underwood seconded.

AYES: Commissioners Shawn Atin, Theresa Cho, M.D., Andres Lane, Gagan Pawar, M.D., Dee Pupa, Supervisor Carmen Ramirez, Jennifer Swenson, Scott Underwood, D.O., and Terri Yanez.

NOES: None.

ABSENT: Commissioners Antonio Alatorre and Laura Espinosa.

Commissioner Chair Pupa declared the motion carried.

**FORMAL ACTION**

**6. Resolution 2022-002 in Recognition of Margaret Tatar**

Staff: Nick Liguori, Chief Operating Officer

RECOMMENDATION: Staff requests the Commission approve Resolution 2022-002.

Nick Liguori, Chief Operating Officer, read resolution 2022-002 and thanked Margaret Tatar on her last day as Chief Executive Officer.

Supervisor Ramirez motioned to approve Resolution 2022-002 in recognition of Margaret Tatar. Commissioner Pawar seconded.

AYES: Commissioners Shawn Atin, Theresa Cho, M.D., Andres Lane, Gagan Pawar, M.D., Dee Pupa, Supervisor Carmen Ramirez, Jennifer Swenson, Scott Underwood, D.O., and Terri Yanez.



NOES: None.

ABSENT: Commissioners Antonio Alatorre and Laura Espinosa.

Commissioner Chair Pupa declared the motion carried.

Commission Chair, Dee Pupa thanks Ms. Tatar for her work. She noted Ms. Tatar's efforts were greatly appreciated.

Ms. Tatar thanked the Commission for their support. She noted that under the new leadership of Mr. Nick Liguori, the organization will continue to move in a positive direction.

Commissioner Laura Espinosa joined the meeting at 2:16 p.m.

## **7. November / December 2021 Financials**

Staff: Kashina Bishop, Chief Financial Officer

CFO Bishop gave a financial overview. November 2021 net gain was \$1.1 million, and December 2021 net gain was \$2.1 million. Fiscal year to date net gain is \$26.3 million. The TNE is at 351% of the minimum required. Medical loss ratio is 89.5% and administrative ratio is 5.3%. She noted that we are making incredible progress in reaching our target of 400-500% of the TNE required.

Supervisor Ramirez stated the TNE looks great. She asked about medical loss ratio. CFO Bishop stated it is how much of a percent of revenue is being spent on medical care. Commission Chair stated the benchmark for an organization the size of GCHP is approximately 85%. Gold Coast is still in a good range.

CFO Bishop noted revised capitation rates will be in effect for the next month.

Commission Chair Pupa asked if a name change could be done for the Solvency Action Plan (SAP) slide. She noted the improvement to TNE was not solely due to the SAP. She reminded Commissioners that TNE goes well beyond the SAP.

CFO Bishop reviewed net premium revenue is under budget by \$285,685. Next month she will include the revised capitation rates in effect and two updates to the 2022 rates. Membership trends are currently 229,000. Our membership is a bit lower than projected in the budget process. Medical expense, including IBNR and medical expense reserve were reviewed. Inpatient, long-term care, outpatient, and Emergency Room per member per month (pmpm) were reviewed. CFO Bishop began review of mental and behavioral health pmpm. Supervisor Ramirez asked why there was a decline in mental health services. Chief Medical Officer, Nancy Wharfield,

M.D. stated it was due to the public health emergency. Beacon is providing tele-health. She noted there are dips during winter and spring breaks, but this is consistent with public health emergency. She noted that members are not going to in-person visits. Commissioner Espinosa asked if it was a lack of medical providers, she had heard Beacon was behind on credentialing. Commissioner Lane asked if Beacon didn't think access was an issue. CMO Wharfield stated access has always been an issue, but network size doesn't seem to be the defining factor. Commissioner Lane stated our mental health population has grown. CMO Wharfield stated more would be discussed in the Strategic Planning presentation.

Commissioner Atin motioned to approve the November/December financials. Commissioner Espinosa seconded.

AYES: Commissioners Shawn Atin, Theresa Cho, M.D., Laura Espinosa, Andrew Lane, Gagan Pawar, M.D., Dee Pupa, Supervisor Carmen Ramirez, Jennifer Swenson, Scott Underwood, D.O., and Terri Yanez.

NOES: None.

ABSENT: Commissioners Antonio Alatorre.

Commissioner Chair Pupa declared the motion carried.

## **STRATEGIC PLANNING SESSION**

### **8. Review of Five-Year Proposed Strategic Plan**

Staff: Marlen Torres, Executive Director of Strategy & External Affairs  
and GCHP Executive Team

**RECOMMENDATION:** Receive and file the proposed five-year strategic plan as presented.

Chief Executive Officer Nick Liguori stated there will be goals outlined and presented to the Commission for approval. He reviewed what to expect from the information presented today. He added one of his goals is to have the staff be able to provide the Commission with information one week prior to the meeting for them to have time to review prior to the meeting.

CEO Liguori introduced Marlen Torres, Executive Director of Strategy & External Affairs. Ms. Torres reviewed the history of the Strategic Plan as well as the current plan. She went on to give a high-level CalAIM overview which includes a member centered approach. The incentive payment program as well as financial considerations were reviewed by CFO Bishop. The timeline for Enhanced Care

Management (ECM)/ILOS was reviewed. She presented the community supports which are available to eligible GCHP members as of 1/1/2022. The ECM/ILOS implementation and timeline were reviewed.

Supervisor Ramirez noted there is a big issue with housing. It is a huge challenge for everyone. She asked people to support affordable housing.

Chief Medical Officer, Nancy Wharfield., review Population Health Management, and GCHP's implementation plan. CMO Wharfield review community supports and noted the next roll out was scheduled for July 2022. All community supports will take place over the next three years. We are looking at active outreach based on data. This requires a difference organizational structure. The focus is on specific populations and specific equity issues. The PHM Framework was also reviewed, showing review of categories, strategies, impact, and delegation of PHM. DHCS has added NCQA. DHCS requirements expected in February were reviewed.

Commissioner Espinosa stated it was a huge endeavor for GCHP. Housing is a national issue and there is not enough housing in the County. She asked how will vouchers help if there isn't enough housing in the community. The community might become overwhelmed. She asked who will oversee putting the players together. CEO Liguori stated GCHP plays an important role in house, and we will strive for greater capacity and welcome joint advocacy. Commissioner Atin noted the plan will require coordination. Commissioner Espinosa noted that county and state offer in-home health services yet every year services are cut. She asked if services would increase in the upcoming budget. CMO Wharfield stated the plan's role is to leverage existing infrastructure. Commissioner Cho stated she appreciated the mention of data, she struggles with respect to real-time data, as it does not always align with GCHP. CMO Wharfield noted all this work is on good data.

Supervisor Carmen Ramirez left the meeting at 3:34 p.m.

Robert Franco, Chief Compliance Officer reviewed the D-SNP/PBM timeline and overview. He noted we need to be aligned with dates. CCO Franco reviewed the Knox Keene License timeline. Commissioner Espinosa asked if staff had experience with Knox Keene. CO Franco stated several staff have worked with Medicare Advantage. CEO Liguori stated we need the right experience in leadership. We have a good starting point, and we need to ensure knowledge and skill set exists in the organization.

CMO Wharfield reviewed behavioral health. She noted the theme is data and we are moving toward an integrated system. She reviewed the current and future state and noted Proposition 56 pilots are on-going. The Behavioral Health transformation timeline was reviewed. She noted there are significant changes in definitions of

specialty and non-specialty mental health. These two systems need to connect and communicate. Members will have a voice.

Diversity, Equity & Inclusion was reviewed by Chief Diversity Officer, Ted Bagley. CDO Bagley reviewed current health equity efforts.

CDO Bagley noted in the last couple of years DEI Employee have had issues in equity and inclusion. Employees are holding staff accountable and GCHP is working jointly with the County. CDO Bagley reviewed population demographics in Ventura County and GCHP tracks what is going on in the county. We are trying to create a positive environment.

Commissioner Lane noted the population numbers did not tie out. Commissioner Atin stated the County has done their own analysis. CDO Bagley noted the numbers are constantly changing but he will update and submit revisions to the Commission.

Commissioner Atin noted he has followed CDO Bagley's journey with GCHP and applauded him for being tenacious and for getting respect and trust of leadership and employees.

Michael Murguia, Executive Director of Human Resources reviewed the HR Strategy to develop the best culture and be considered a great place to work. Mr. Murguia reviewed three foundational areas on how this strategy will be accomplished.

Mr. Murguia also reviewed the return to office strategy which will meet the needs of the plan and provide a safe working environment. Commissioner Atin noted turnover is high in the county.

Alan Torres, Chief Information Officer reviewed GCHP data needs, Conduent and regulatory requirements. He reviewed the technology strategy and technology roadmap as GCHP begins its modernization.

CEO Liguori thanked the Commission for their time and attention to the presentation. He noted February materials will be delivered one week prior to the next meeting in February.

Ms. Marlen Torres thanked all her colleagues for helping put this presentation together. She noted staff will go into an operational plan at the next meeting.

Commission Chair Pupa stated it was a tremendous plan and a lot of work.

Commissioner Swenson motioned to approve the Five-Year Strategic Plan presentation. Commissioner Pupa seconded.

AYES: Commissioners Shawn Atin, Theresa Cho, M.D., Laura Espinosa, Andrew Lane, Gagan Pawar, M.D., Dee Pupa, Jennifer Swenson, Scott Underwood, D.O., and Terri Yanez.

NOES: None.

ABSENT: Commissioners Antonio Alatorre and Supervisor Carmen Ramirez.

Commissioner Chair Pupa declared the motion carried.

### **CLOSED SESSION**

#### **9. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION**

Initiation of litigation pursuant to paragraph (4) of subdivision (d) of Section 54956.9: One case.

General Counsel, Scott Campbell asked the Commissioner to dial into the Zoom call for Closed Session at 4:54 p.m.

### **ADJOURNMENT**

General Counsel Campbell stated there was no reportable action in Closed Session and the meeting was adjourned at 5:37 p.m.

Approved:

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Maddie Gutierrez, MMC  
Clerk to the Commission

## **AGENDA ITEM NO. 2**

**TO:** Ventura County Medi-Cal Managed Care Commission

**FROM:** Scott Campbell, General Counsel

**DATE:** February 28, 2022

**SUBJECT:** Adopt a Resolution to Renew Resolution No. 2022-001, to Extend the Duration of Authority Empowered in the CEO to issue Emergency Regulations and Take Action Related to the Outbreak of Coronavirus (“COVID-19”)

### **SUMMARY:**

Adopt Resolution No. 2022-003-to:

1. Extend the duration of authority granted to the CEO to issue emergency regulations and take action related to the outbreak of COVID-19.

### **BACKGROUND/DISCUSSION:**

COVID-19, which originated in Wuhan City, Hubei Province, China in December, 2019, has resulted in an outbreak of respiratory illness causing symptoms of fever, coughing, and shortness of breath. Reported cases of COVID-19 have ranged from very mild to severe, including illness resulting in death. To combat the spread of the disease Governor Newsom declared a State of Emergency on March 4, 2020. The State of Emergency adopted pursuant to the California Emergency Services Act, put into place additional resources and made directives meant to supplement local action in dealing with the crisis.

In the short period of time following the Governor’s proclamation, COVID-19 spread rapidly through California necessitating more stringent action. On March 19, 2020, Governor Newsom issued Executive Order N-33-20 (commonly known as “Safer at Home”) ordering all residents to stay at home to slow the spread of COVID-19, except as needed to maintain continuity of operation of the federal critical infrastructure sectors. The following day, the Ventura County Health Officer issued a County-wide “Stay Well at Home”, order, requiring all County residents to stay in their places of residence subject to certain exemptions set forth in the order.

Prompted by the increase of reported cases and deaths associated with COVID-19, the Commission adopted Resolution No. 2020-001 declaring a local emergency and empowering the Chief Executive Officer (“CEO”) with the authority to issue emergency rules and regulations to protect the health of Plan’s members, staff and providers. Specifically, section (2) of Resolution No. 2020-001 describes the emergency powers delegated to the CEO which

include, but are not limited to: entering into agreements on behalf of the Plan, making and implementing personnel or other decisions, to take all actions necessary to obtain Federal and State emergency assistance, and implement preventive measures to preserve Plan activities and protect the health of Plan's members, staff and providers.

Normally under Government Code Section 8630, the Commission must review the need for continuing the local emergency once every sixty (60) days until the local governing body terminates the local emergency. However, under Governor Newsom's March 4, 2020, State of Emergency proclamation, that 60-day time period in section 8630 is waived for the duration of the statewide emergency. Pursuant to Resolution No. 2020-001, the Plan's Local Emergency proclamation and emergency authority vested in the CEO expired on April 27, 2020.

On April 27, 2020, the Commission adopted Resolution No. 2020-002 to renew Resolution No. 2020-001 to: (1) reiterate and renew the Plan's declaration of a Local Emergency through the duration of the Governor's State of Emergency proclamation or when the Commission terminates its declaration of Local Emergency, whichever occurs last; and (2) to extend the duration of authority empowered in the CEO to issue emergency regulations and take action. Resolution No. 2020-002 expired on May 18, 2020.

On May 18, 2020, the Commission adopted Resolution No. 2020-003 to renew and reiterate the enumerated powers granted to the CEO in Resolution No. 2020-002 above, and to: (1) authorize the CEO, with the advice counsel, to implement a staggered return to work program for Plan personnel; and (2) extend the duration of authority empowered in the CEO to issue emergency regulations and take action. Resolution No. 2020-003 expired on June 22, 2020.

Since the adoption of Resolution No. 2020-003, the Commission has renewed and reiterated the emergency powers granted to the CEO on July 27, 2020, August 24, 2020, September 28, 2020, October 26, 2020, January 25, 2021, February 22, 2021, March 22, 2021, April 26, 2021, June 28, 2021, July 26, 2021, August 23, 2021, September 27, 2021, October 25, 2021, December 16, 2021 and more recently by adopting Resolution No. 2022-001 on January 31, 2022. Resolution No. 2022-001 expires today, February 28, 2022.

COVID-19 continues to present an imminent threat to the health and safety of Plan personnel. Although vaccines are now widely available, many people in the State and County are still not fully vaccinated and remain susceptible to infection. As of February 10, 2022, 73.7% of the state's *eligible* population (persons age 5 and older) are *fully vaccinated*. Also, as of February 11, 2022, 75.2% of the County's *eligible* population (persons age 5 and older) are *fully vaccinated*. Although, vaccination rates are increasing, and the vaccine is now available to persons as young as five, the disease can still spread rapidly through person-to-person contact and those in close proximity. Further, more contagious variants of the disease are now present in the State and County, the most predominant of which is the Omicron variant. However, other variants such as the Delta variant, continue to exist in the State and County.

While the State's economy has reopened the COVID-19 pandemic continues to loom. State and local officials, including the public health community are continuing to enforce rules and regulations and explore ways to stymie the spread of the disease. An example of this is the FDA's authorization of booster shots, emergency use authorization of the Pfizer vaccine for persons as young as five, and the growing number of public agencies from all levels of government and private businesses that are implementing COVID-19 vaccination mandates.

As of February 16, 2022, the Ventura County Public Health Department (“VCPH”) will no longer require persons to wear masks in all indoor public places. Nonetheless, VCPH recommends that community members continue to wear mask indoors as they have proven to be an effective tool against further spread of the disease, and is continuing to urge all County residents that are eligible but have not yet been fully vaccinated to get vaccinated as soon as possible. Additionally, Cal/OSHA released revised rules for workplaces, which became effective immediately pursuant to Executive Order N-09-21 issued by Governor Newsom on June 17, 2021. Among other updates, Cal/OSHA’s revisions align with the latest guidance from CDPH based on guidelines issued by the CDC. The Plan’s CEO and Human Resources Director are evaluating how this will impact the Plan’s back to work plans and will provide an update to the Commission.

This resolution will continue to empower the CEO with the authority to issue orders and regulations necessary to prevent the further spread of the disease and protect the health and safety of Plan members and staff through March 28, 2022, the next regularly scheduled Commission meeting. The intent of this resolution is to balance the ability to continue the safe and efficient operations of the Plan during the global health pandemic. As State and County health orders evolve, the Plan’s response should also evolve. Measures adopted to reduce the spread of COVID-19 amongst Commission staff may be rescinded when they are no longer needed in response to the pandemic. Pursuant to Resolution No. 2020-002, the Plan’s Local Emergency proclamation shall remain effective through the duration of the Governor’s State of Emergency proclamation or when the Commission terminates its declaration of Local Emergency, whichever occurs last.

**FISCAL IMPACT:**

None.

**RECOMMENDATION:**

1. Adopt Resolution No. 2022-003 to extend the duration of authority empowered in the CEO through March 28, 2022.

**ATTACHMENT:**

1. Resolution No. 2022-003.



## RESOLUTION NO.2022-003

### **A RESOLUTION OF THE VENTURA COUNTY MEDICAL MANAGED CARE COMMISSION, DOING BUSINESS AS THE GOLD COAST HEALTH PLAN ("PLAN"), TO RENEW AND RESTATE RESOLUTION NO. 2022-001 TO EXTEND THE DURATION OF AUTHORITY EMPOWERED IN THE CHIEF EXECUTIVE OFFICER ("CEO") RELATED TO THE OUTBREAK OF CORONAVIRUS ("COVID-19")**

WHEREAS, all recitals in the Commission's Resolution Nos. 2020-001, 2020-002 2020-03, 2020-004, 2020-005, 2020-006, 2020-007, 2021-001, 2021-002, 2021-003, 2021-004, 2021-005, 2021-009, 2021-010, 2021-011, 2021-12, 2021-13, 2021-14 and 2022-001 remain in effect and are incorporated herein by reference; and

WHEREAS, a severe acute respiratory illness caused by a novel (new) coronavirus, known as COVID-19, has spread globally and rapidly, resulting in severe illness and death around the world. The World Health Organization has described COVID-19 as a global pandemic; and

WHEREAS, on March 19, 2020, the Commission adopted Resolution No. 2020-001, proclaiming a local emergency pursuant to Government Code Sections 8630 and 8634, and empowered the CEO with the authority to issue rules and regulations to preserve Plan activities, protect the health and safety of its members staff and providers and prevent the further spread of COVID-19; and

WHEREAS, on April 27, 2020, the Commission adopted Resolution No. 2020-002 to: (1) renew and reiterate the declaration of a local emergency related to the outbreak of COVID-19 declared in Resolution No. 2020-001 to remain effective through the duration of the Governor's State of Emergency proclamation or when the Commission terminates its declaration of Local Emergency, whichever occurs last; and (2) to extend the duration of authority empowered in the CEO through Resolution No. 2020-001 to May 18, 2020; and

WHEREAS, on May 18, 2020, the Commission adopted Resolution No. 2020-003 to renew the authority first granted to the CEO in Resolution No. 2020-001 to June 22, 2020 and to authorize the CEO, with the advice counsel, to implement a staggered return to work program for Plan personnel; and

WHEREAS, since the adoption of Resolution No. 2020-003, the Commission has renewed and reiterated the emergency powers granted to the CEO on July 27, 2020, August 24, 2020, September 28, 2020, October 26, 2020, January 25, 2021, February 22, 2021, March 22, 2021, April 26, 2021, May 24, 2021, June 28, 2021, July 26, 2021, August 23, 2021, September 27, 2021, October 25, 2021, December 16, 2021 and more recently on January 31, 2022 by adopting Resolution No. 2022-001. Resolution No. 2022-001 expires today, February 28, 2022; and

WHEREAS, unless renewed by the Commission, the delegation of authority empowered in the CEO, pursuant to Resolution No. 2022-001 shall expire today, February 28, 2022; and

WHEREAS, this resolution will continue to empower the CEO with the authority to issue orders and regulations necessary to prevent the further spread of the disease and protect the health and safety of Plan members and staff through March 28, 2022, the next regularly scheduled Commission meeting; and

WHEREAS, although vaccines are now widely available, many people in the State and County are still not fully vaccinated and remain susceptible to infection. Further, more contagious variants of the disease are now present in the State and County, the most predominant of which is the Omicron variant. However, other variants such as the Delta variant, continues to exist in the State and County; and

WHEREAS, the imminent and proximate threat of introduction of COVID-19 in Commission staff workplaces continues to threaten the safety and health of Commission personnel; and

WHEREAS, under Article VIII of the Ventura County Medi-Cal Managed Care Commission aka Gold Coast Health Plan's (the "Plan's") bylaws, the CEO is responsible for coordinating day to day activities of the Ventura County Organized Health System, including implementing and enforcing all policies and procedures and assure compliance with all applicable federal and state laws, rules and regulations; and

WHEREAS, California Welfare and Institutions Code section 14087.53(b) provides that all rights, powers, duties, privileges, and immunities of the County of Ventura are vested in the Plan's Commission; and

WHEREAS, California Government Code section 8630 permits the Plan's Commissioners, acting with the County of Ventura's powers, to declare the existence of a local emergency to protect and preserve the public welfare of Plan's members, staff and providers when they are affected or likely to be affected by a public calamity; and

WHEREAS, the Plan is a public entity pursuant to Welfare and Institutions Code section 14087.54 and as such, the Plan may empower the CEO with the authority under sections 8630 and 8634 to issue rules and regulations to prevent the spread of COVID-19 and preserve Plan activities and protect the health and safety of its members, staff and providers; and

NOW, THEREFORE, BE IT RESOLVED, by the Ventura County Medi-Cal Managed Care Commission as follows:

Section 1. Pursuant to California Government Code sections 8630 and 8634, the Commission adopted Resolution No. 2020-001 finding a local emergency exists caused by conditions or threatened conditions of COVID-19, which constitutes extreme peril to the health and safety of Plan's members, staff and providers.

Section 2. Resolution No. 2020-001 also empowered the CEO with the authority to furnish information, to promulgate orders and regulations necessary to provide for the protection of life and property pursuant to California Government Code sections 8630 and 8634, to enter into agreements, make and implement personnel or other decisions and to take all actions necessary to obtain Federal and State emergency assistance and to implement preventive measures and other actions necessary to preserve Plan activities and protect the health of Plan's members, staff and providers, including but not limited to the following:

- A. Arrange alternate "telework" accommodations to allow Plan staff to work from home or remotely, as deemed necessary by the CEO, to limit the transfer of the disease.
- B. Help alleviate hardship suffered by Plan staff related to emergency conditions associated with the continued spread of the disease such as acting on near-term policies relating to sick leave for Plan staff most vulnerable to a severe case of COVID-19.
- C. Address and implement expectations issued by the California Department of Health Care Services ("DHCS") and the Centers for Medicare & Medicaid Services ("CMS") regarding new obligations to combat the pandemic.
- D. Coordinate with Plan staff to realign job duties, priorities, and new or revised obligations issued by DHCS and CMS.
- E. Take such action as reasonable and necessary under the circumstances to ensure the continued provision of services to members while prioritizing the Plan's obligations pursuant to the agreement between DHCS and the Plan ("Medi-Cal Agreement").
- F. Enter in to such agreements on behalf of the Plan as necessary or desirable, with advice of legal counsel, to carry out all actions authorized by the Commission in the Resolution.
- G. Authorize the CEO to implement and take such action on behalf of the Plan as the CEO may determine to be necessary or desirable, with advice of legal counsel, to carry out all actions authorized by the Commission in this Resolution.

Section 3. In Resolution 2020-001, the Commission further ordered that:

- A. The Commission approves and ratifies the actions of the CEO and the Plan's staff heretofore taken which are in conformity with the intent and purposes of these resolutions.
- B. Resolution No. 2020-001 expired on April 27, 2020.

Section 4. On April 27, 2020, the Commission adopted Resolution No. 2020-002 to:

- A. Renew and reiterate the declaration of a local emergency related to the outbreak of COVID-19 to remain effective through the duration of the Governors' State of Emergency proclamation or when the Commission terminates its declaration of Local Emergency, whichever occurs last; and
- B. To extend the duration of authority empowered in the CEO to issue emergency regulations related to the COVID-19 outbreak to May 18, 2020.

Section 5. The Commission adopted Resolution No. 2020-003 on May 18, 2020, to renew and reiterate the authority granted to the CEO approved in Resolution No. 2020-002 and to adopt the following additional emergency measures:

A. In addition to the authority granted to the CEO in Section 2, to authorize the CEO, with the advice counsel, to implement a staggered return to work program for Plan personnel; and

B. Extend the authority granted to the CEO through June 22, 2020.

Section 6. Since the adoption of Resolution No. 2020-003, the Commission has renewed and reiterated the emergency powers granted to the CEO on July 27, 2020, August 24, 2020, September 28, 2020, October 26, 2020, January 25, 2021, February 22, 2021 March 22 2021, April 26, 2021, May 24, 2021 June 28, 2021, July 26, 2021, August 23, 2021, September 27, 2021, October 25, 2021, December 16, 2021 and more recently on January 31, 2022, by adopting Resolution No. 2022-001. Resolution No. 2022-001 expires today, February 28, 2022.

Section 7. The Commission now seeks to renew and reiterate the authority granted to the CEO approved in Resolution No. 2022-003 through March 28, 2022.

Section 8. Unless renewed by the Commission, the delegation of authority empowered in the CEO, pursuant to this Resolution shall expire on March 28, 2022.

PASSED, APPROVED AND ADOPTED by the Ventura County Medi-Cal Managed Care Commission at a regular meeting on the 28th day of February 2022, by the following vote:

AYE:

NAY:

ABSTAIN:

ABSENT:

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Chair:

Attest:

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Clerk of the Commission



### **AGENDA ITEM NO. 3**

**TO:** Ventura County Medi-Cal Managed Care Commission

**FROM:** Scott Campbell, General Counsel

**DATE:** February 28, 2022

**SUBJECT: Findings to Continue to Hold Remote Teleconference/Virtual Commission Meetings Pursuant to Assembly Bill 361**

#### **SUMMARY/RECOMMENDATION:**

At its January 31, 2022, meeting, the Ventura County Medi-Cal Managed Care Commission (“Commission”) dba as Gold Coast Health Plan (“Plan”) made findings pursuant to Assembly Bill 361 to continue to meet remotely. To continue this practice, it is required, that the Commission determine that the COVID-19 state of emergency proclaimed by the Governor still exists and has been considered by the Commission in deciding to continue to have teleconference meetings and that state or local officials have imposed or recommended measures to promote social distancing in connection with COVID-19, and that as result of the COVID-19 emergency, meeting in person would present imminent risks to the health or safety of attendees. Because these findings must be made every thirty (30) days, it is time to remake the findings.

#### **BACKGROUND/DISCUSSION:**

Traditionally, the Brown Act allows for teleconference or virtual meetings, provided that the physical locations of the legislative body’s members joining by teleconference are posted on the agenda, that those locations are open to the public and that a quorum of the members is located within its jurisdiction. Newly enacted AB 361 provides an exception to these procedures in order to allow for fully virtual meetings during proclaimed emergencies, including the COVID-19 pandemic.

Since March of 2020 and the issuance of Governor Newsom’s Executive Order N-29-20, which suspended portions of the Brown Act relating to teleconferencing, the Commission and the Plan’s Committees have had virtual meetings without having to post the location of the legislative body members attending virtually. Most public agencies have been holding public meetings using virtual platforms since this time. In June of 2021, Governor Newsom issued Executive Order N-08-21, which provided that the exceptions contained in EO N-29-20 would sunset on September 30, 2021.

On September 10, 2021, the Legislature adopted AB 361, which allows public agencies to hold fully virtual meetings under certain circumstances without the posting of the agenda from each location a legislative body member is attending. Governor Newsom signed the bill into law on September 16, 2021. Because it contained an urgency provision, it took immediate effect.

### *Specific Findings Required under AB 361*

Under AB 361, the Commission, can hold virtual meetings without providing notice of the Commissioner's teleconference location if the Commission makes the determination that there is a Governor-proclaimed state of emergency which the Commission will consider in their determination, and one of two secondary criteria listed below exists:

1. State or local officials have imposed or recommended measures to promote social distancing in connection with COVID-19; or
2. The Commission determines that requiring a meeting in person would present an imminent risk to the health or safety of attendees.

COVID-19 continues to present an imminent threat to the health and safety of Commission members, and its personnel, and the Governor's declaration of a COVID-19 emergency still exists. Although vaccines are now widely available, many people in the State and County are still not fully vaccinated and remain susceptible to infection. The disease can still spread rapidly through person-to-person contact and those in close proximity. Further, more contagious variants of the disease are now present in the State and County, the most predominant of which continues to be the Delta variant. However, another "variant of concern"—the Omicron variant, which has spread rapidly through South Africa and which spurred President Biden's travel ban to several countries in that continent, has also been detected in California. Additionally, several Commissioners attend meetings in medical facilities or offices, and allowing members of the public to attend meetings at these posted locations when they may not be vaccinated would pose a threat to the health or safety of attendees. [Further, social distancing requirements still exist.](#)

### *Re-Authorization is Required Within 30 Days*

The Commission made the findings listed above at its October 25, 2021, November 22, 2021, December 16, 2021, Commission meetings and again during its January 10, 2022 special Commission meeting, as well as its January 31, 2022 regular Commission meeting. Consistent with the provisions of Government Code Section 54953(e), the findings must be made every 30 days "after teleconferencing for the first time" under AB 361. Thus, if the Commission desires to continue to meet remotely without having to post the location of each teleconference location, the Commission must again find that the COVID-19 emergency still

exists and that one of the two following findings can be made: that state or local officials have imposed or recommended measures to promote social distancing in connection with COVID-19, or, that a result of the COVID-19 emergency, meeting in person would present imminent risks to the health or safety of attendees.

It is recommended that the Commission make these findings.

**CONSEQUENCES OF NOT FOLLOWING RECOMMENDED ACTION:**

The Commission will have to follow the Brown Act provisions that existed prior to the COVID-19 pandemic.

**FOLLOW UP ACTION:**

That the Commission make the findings under AB 361 at its March 28, 2022 Commission meeting.

**ATTACHMENT:**

None.



## **AGENDA ITEM NO. 4**

**TO:** Ventura County Medi-Cal Managed Care Commission  
**FROM:** Kashina Bishop, Chief Financial Officer  
**DATE:** February 28, 2022  
**SUBJECT:** January 2022 Fiscal Year to Date Financials

### **SUMMARY:**

Staff is presenting the attached January 2022 fiscal year-to-date (“FYTD”) financial statements of Gold Coast Health Plan (“GCHP”) for review and approval.

### **BACKGROUND/DISCUSSION:**

The staff has prepared the unaudited 2022 FYTD financial packages, including statements of financial position, statement of revenues and expenses, changes in net assets, statement of cash flows and schedule of investments and cash balances.

### **Financial Overview:**

GCHP experienced gains of \$1.6 million in January 2022. As of January 31<sup>st</sup>, GCHP is favorable to the budget estimates by \$20.2 million. The favorability is due to medical expense estimates that are currently less than budget by \$10.5 million, administrative and project expenses that are under budget by \$7.7 million, revenue that is favorable to budget by \$2.1M primarily due to vaccine incentive program not in budget and favorable CY2022 rate increase.

### **Solvency Action Plan (SAP):**

GCHP is on the right trajectory to ensure its long-term viability. That said, GCHP remains in a vulnerable position and must continue to build reserves to levels that are, at minimum, consistent with the Commission policy. To that end, your management team remains focused the SAP and that solvency-related actions are implemented in a manner that respects the provider community and mitigates any adverse impact on our providers or members.

The SAP is comprised of three main categories: cost of healthcare, internal control improvements and contract strategies. The primary objectives within each of these categories is as follows:



1. Cost of healthcare – to ensure care is being provided at the optimal place of service which both reduces costs and improves member experience.
2. Internal control improvements – to ensure GCHP is operating effectively and efficiently which will result in administrative savings and safeguard against improper claim payments.
3. Contracting strategies – to ensure that GCHP is reimbursing providers within industry standard for a Medi-Cal managed care plan and moving toward value-based methodologies.

The management team concluded several months ago that it is imperative that GCHP have a keen focus on fundamental activities that are essential to its providers and members, most notably the system conversion and implementation of CalAIM. This has and will continue to cause some delay in implementing some of the initiatives previously intended, but the focus and hard work remains particularly on the efforts to tighten internal controls.

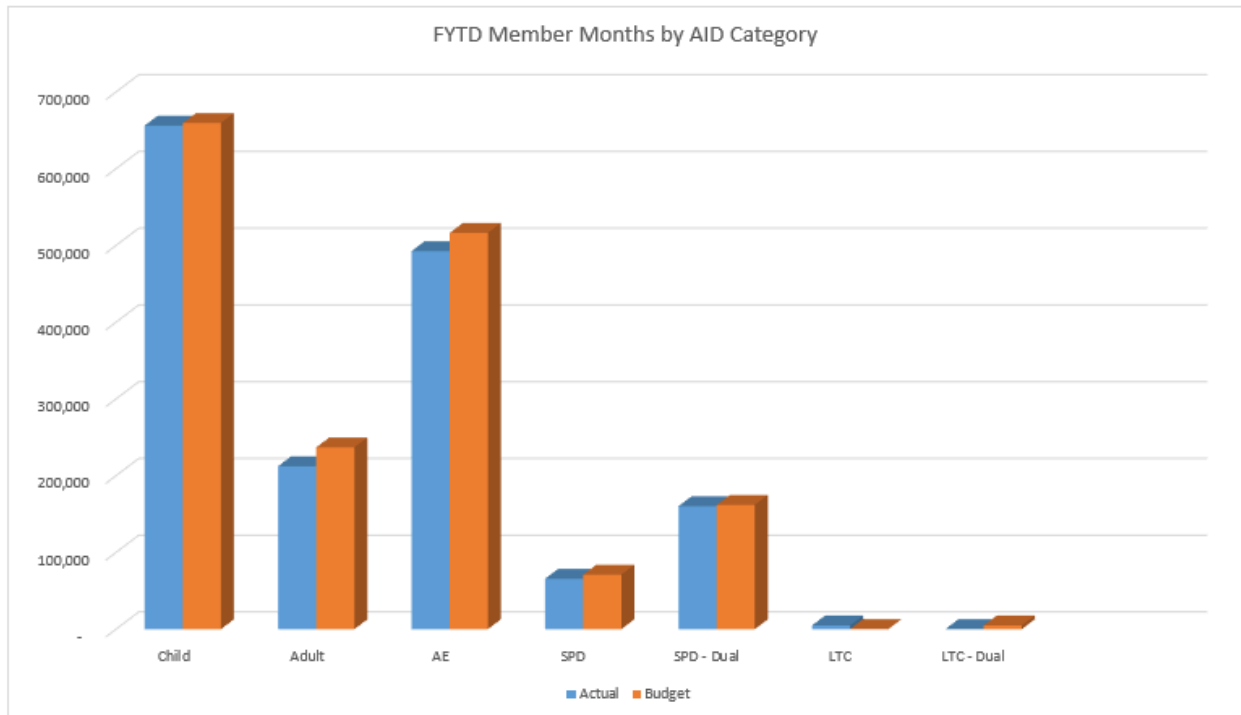
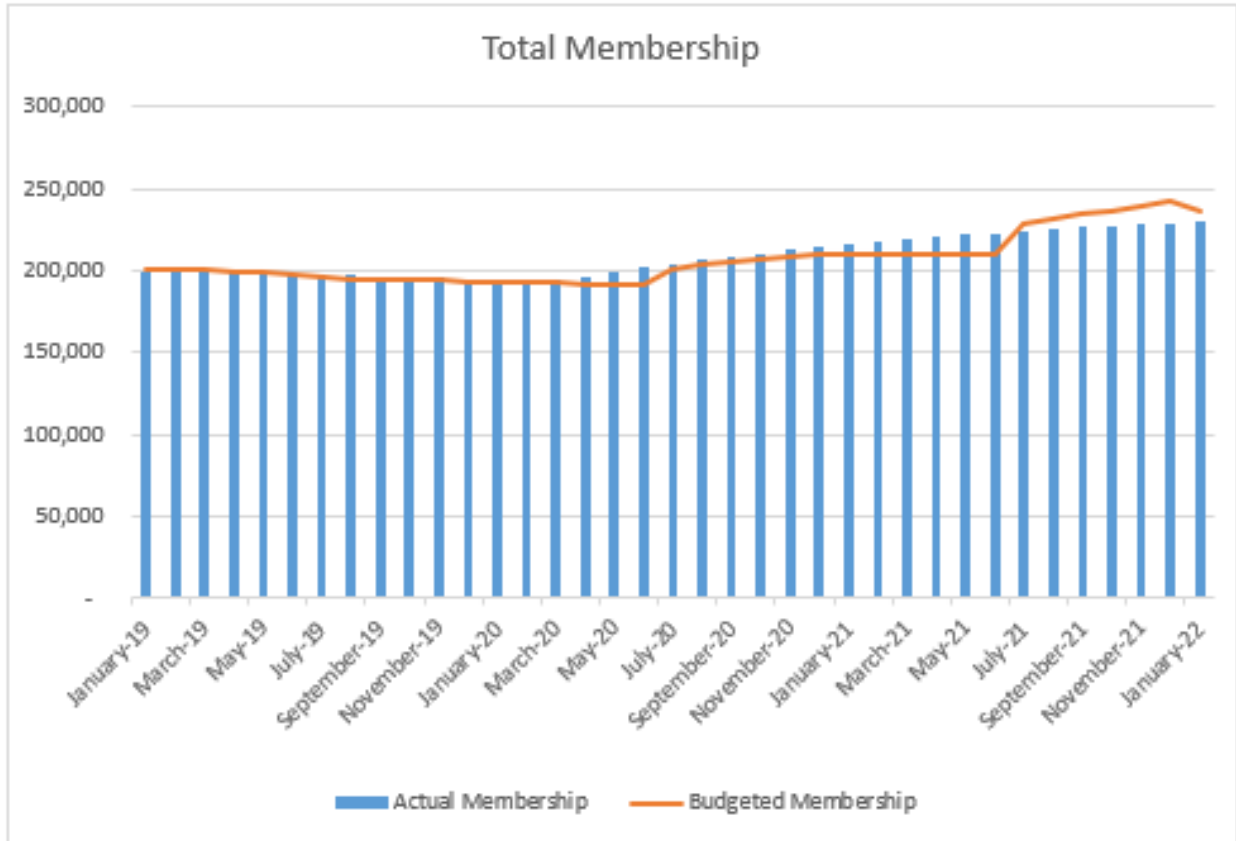
### **Financial Report:**

GCHP is reporting net gains of \$1.6 million for the month of January 2022 respectively.

### **January 2022 FYTD Highlights:**

1. Net gain of \$27.9 million, a \$20.2 million favorable budget variance.
2. FYTD net revenue is \$578.5 million, \$2.1 million over budget.
3. FYTD Cost of health care is \$520.0 million, \$10.5 million under budget.
4. The medical loss ratio is 89.9% of revenue, 2.2% less than the budget.
5. FYTD administrative expenses are \$30.7 million, \$7.7 million under budget.
6. The administrative cost ratio is 5.3%, 1.4% under budget.
7. Current membership for January is 228,666.
8. Tangible Net Equity is \$133.7 million which represents approximately 52 days of operating expenses in reserve and 357% of the required amount by the State.

**Note:** To improve comparative analysis, GCHP is reporting the budget on a flexible basis which allows for updated revenue and medical expense budget figures consistent with membership trends.



**Revenue**

Net Premium revenue is \$578.5 million; a \$2.1 million and 0.4% favorable budget variance. Primarily drivers are incentive revenue from Vaccine Incentive Program not in budget (~\$.9M) and favorable CY2022 rates (~1.2M).

**Health Care Costs**

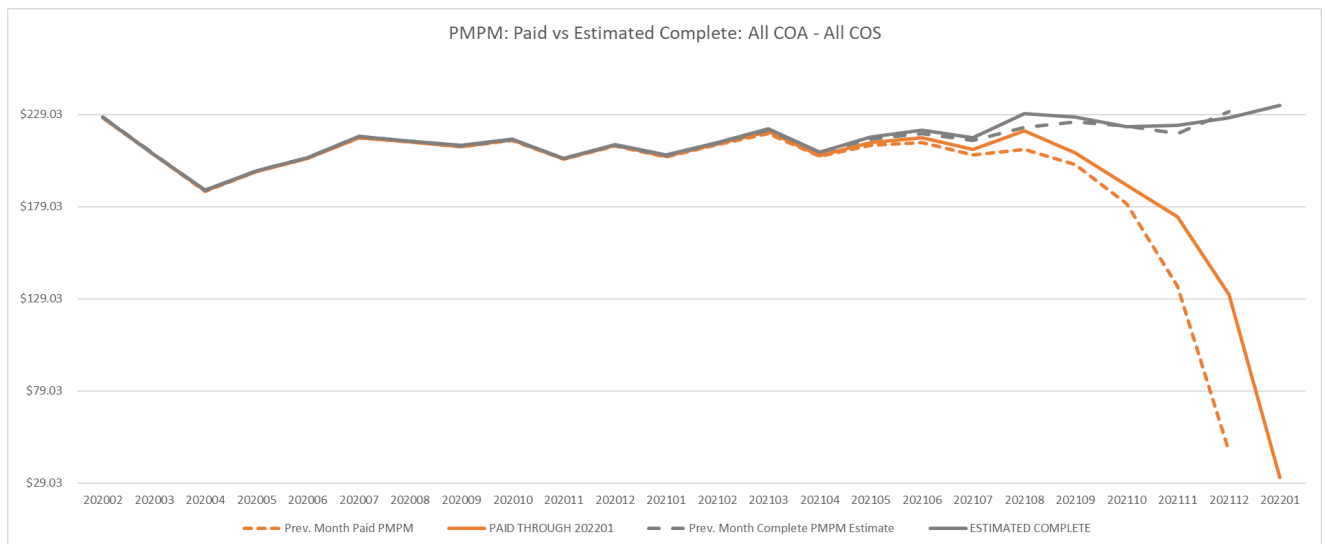
FYTD Health care costs are \$520.0 million; a \$10.5 million and 2.0% favorable budget variance. Due to the unknown impacts of the pandemic, the budget was established by trending forward CY 2019 medical expenses.

Medical expenses are calculated through a predictive model which examines the timing of claims receipt and claims payments. It is referred to as “Incurred but Not Paid” (IBNP) and is a liability on the balance sheet. On the balance sheet, this calculation is a combination of the Incurred but Not Reported and Claims Payable.

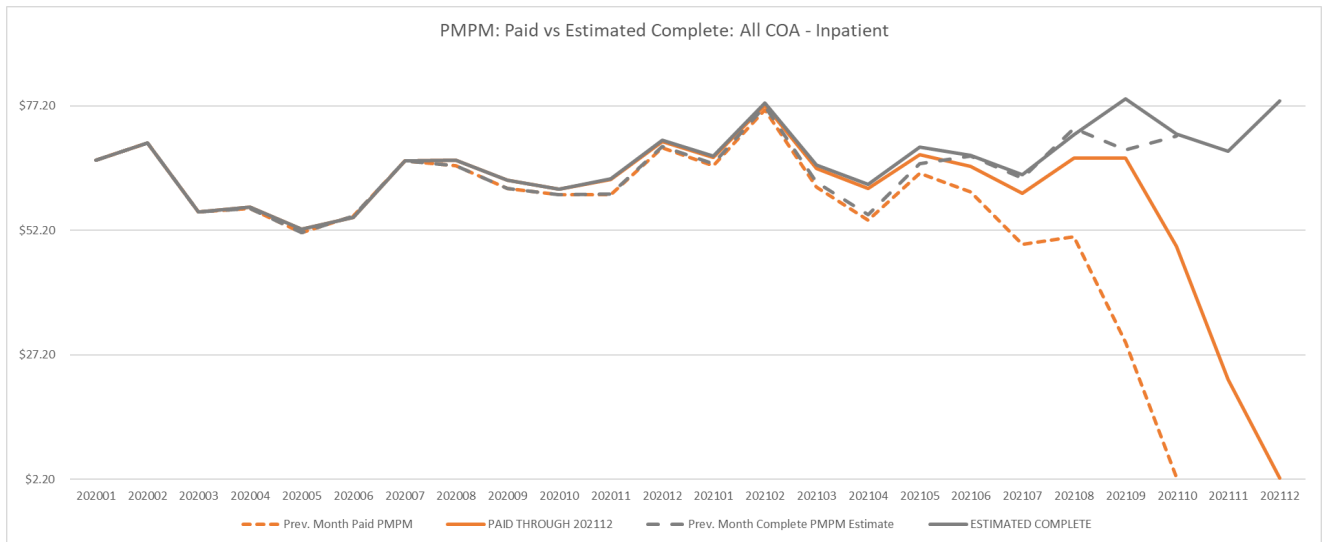
One of the issues being addressed from the system conversion is discrepancies in the mapping of data to the correct category of service. This impacts staff’s ability to research actual and budget variances at the category of service level. At a high level, medical expenses have remained consistent with prior months and are running below budget expectations which were conservative.

High level trends on a per member per month (PMPM) basis for the major categories of service are as follows:

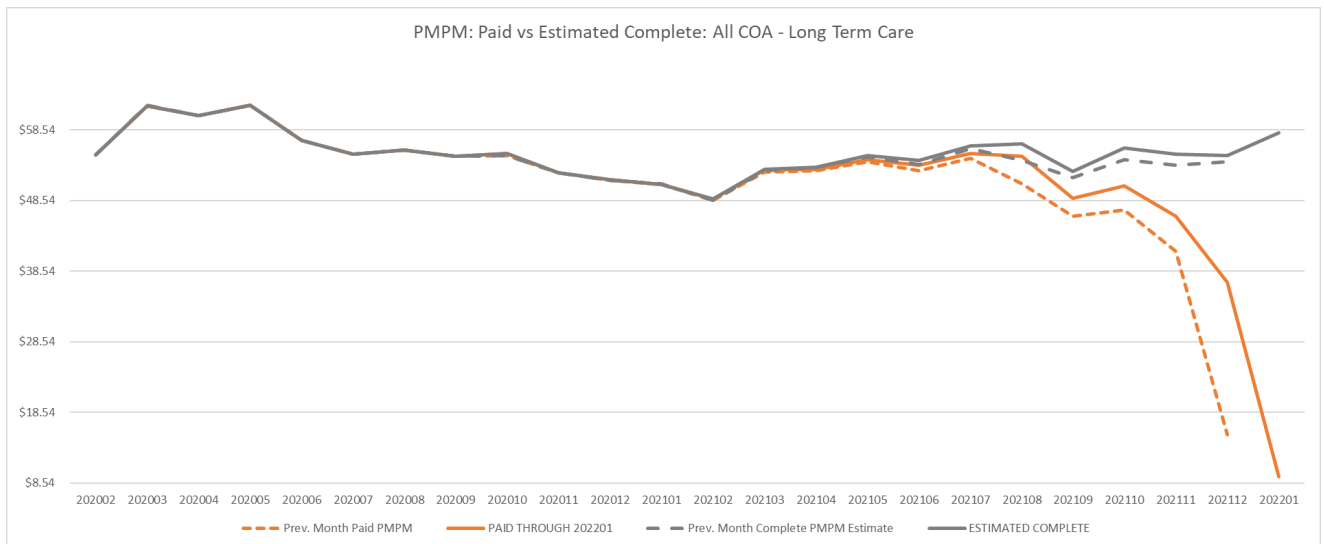
1. All categories of service



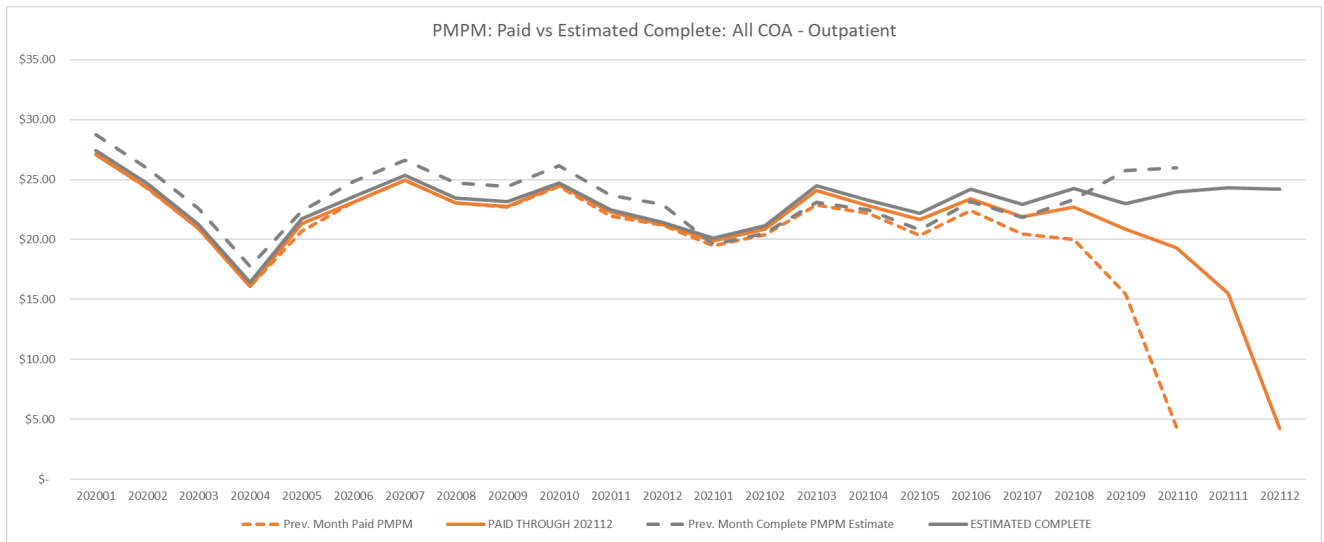
## 2. Inpatient hospital costs



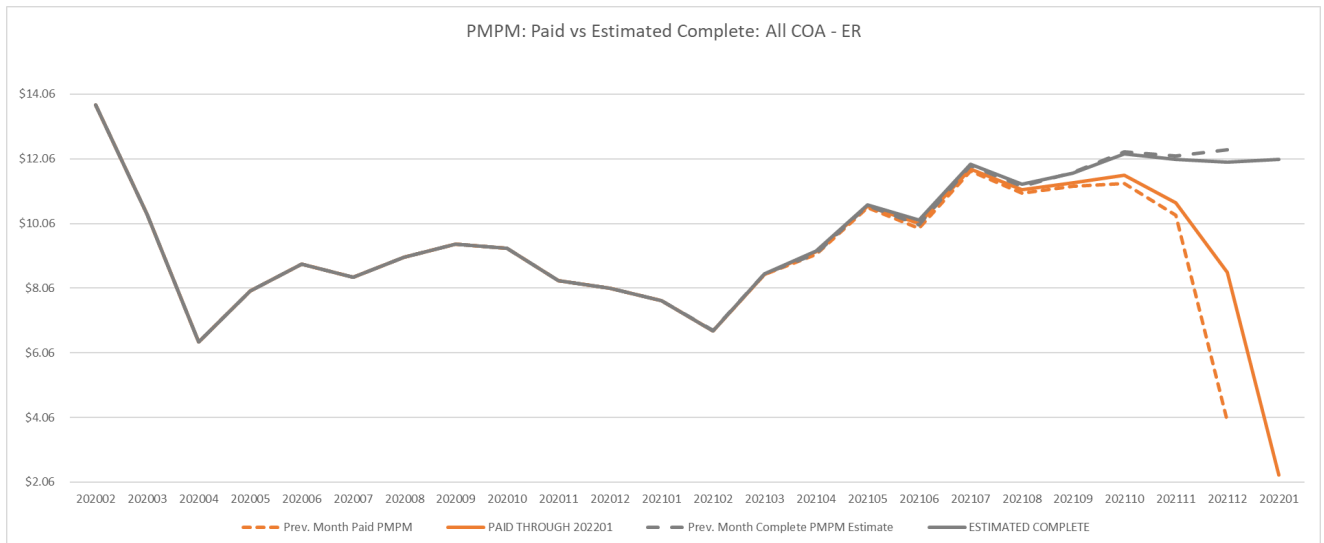
## 3. Long term care (LTC) expenses



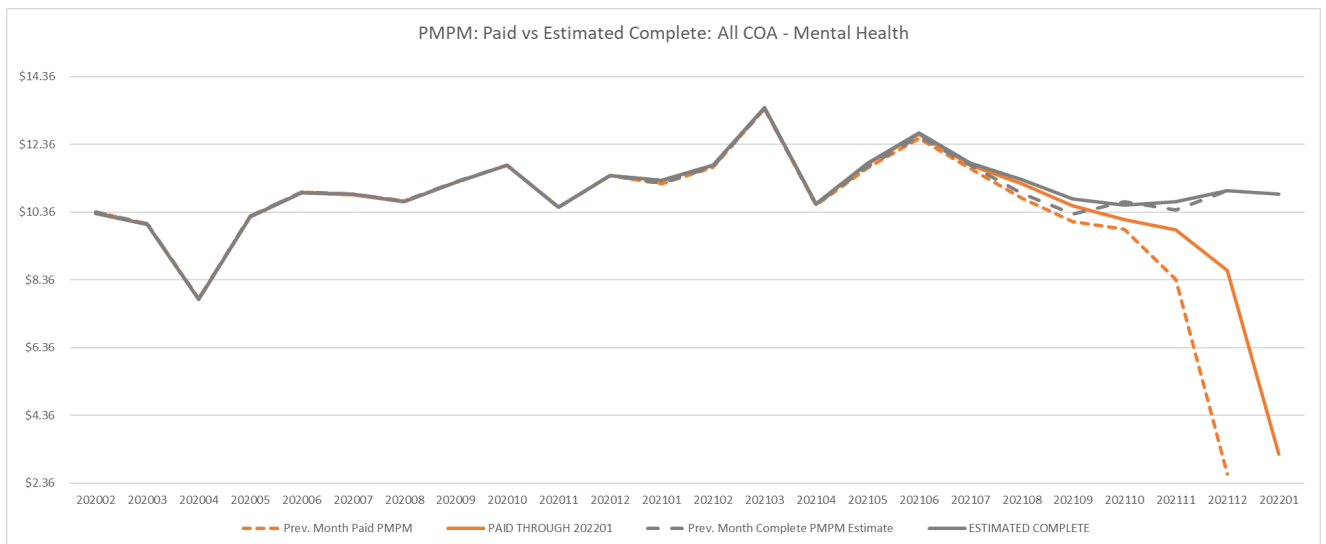
#### 4. Outpatient expenses



#### 5. Emergency Room expenses



## 6. Mental and behavioral health services



### Administrative Expenses

The administrative expenses are currently running within amounts allocated to administration in the capitation revenue from the State. In addition, the ratio is comparable to other public health plans in California.

For the fiscal year to date through January 2022, administrative costs were \$30.7 million and \$7.7 million under budget. As a percentage of revenue, the administrative cost ratio (or ACR) was 5.3% versus 6.7% for budget.

The following are drivers of administrative expense favorability:

- **Enterprise Project Portfolio:** timing of consulting services related to multiple projects (~\$3.2M)
- **Salaries, Wages & Employee Benefits:** primarily related to timing of filling open positions in IT/Health Services (~\$.9M)
- **Outside Services:** favorability of Conduent and PBM admin fee expenses due to membership lower than projected and lower fulfillment related charges and Conduent invoice chargebacks (~\$1.7M)
- **Professional Services:** timing of employee recruitment in budget (~\$.2M), favorable translations expenses (\$.1M) favorable consulting expenses related to timing (\$.6M) offset by unfavorable legal expenses of \$.5M
- **Occupancy, Supplies, Insurance and Other:** timing of software and non-capital equipment purchases and implementation, lower printing expenses and lower than budgeted interest expense (~\$1.4M)

Cash and Short-Term Investment Portfolio

At January 31 the Plan had \$254.1 million in cash and short-term investments. The investment portfolio included Ventura County Investment Pool \$18.4 million; LAIF CA State \$40.2 million; Cal Trust \$35.0M; the portfolio yielded a rate of 2.5%.

**SCHEDULE OF INVESTMENTS AND CASH BALANCES**

	Market Value*		
	January 31, 2022		Account Type
Local Agency Investment Fund (LAIF) <sup>1</sup>	\$	40,238,078	investment
Ventura County Investment Pool <sup>2</sup>	\$	18,362,900	investment
CalTrust	\$	34,945,929	short-term investment
Bank of West	\$	155,850,746	money market account
Pacific Premier	\$	3,122,026	operating accounts
Mechanics Bank <sup>3</sup>	\$	1,538,619	operating accounts
Petty Cash	\$	500	cash
<b>Investments and monies held by GCHP</b>	<b>\$</b>	<b>254,058,797</b>	

	Jan-22	FYTD 21-22
<b>Local Agency Investment Fund (LAIF)</b>		
Beginning Balance	\$ 40,220,179	\$ 206,976
Transfer of Funds from Ventura County Investment Pool	-	40,000,000
Quarterly Interest Received	17,899	31,347
Quarterly Interest Adjustment	-	(245)
<b>Current Market Value</b>	<b>\$ 40,238,078</b>	<b>\$ 40,238,078</b>
<b>Ventura County Investment Pool</b>		
Beginning Balance	\$ 18,351,494	\$ 43,304,353
Transfer of funds to LAIF	-	(25,000,000)
Interest Received	11,405	58,547
<b>Current Market Value</b>	<b>\$ 18,362,900</b>	<b>\$ 18,362,900</b>

Medi-Cal Receivable

At January 31 the Plan had \$92.8 million in Medi-Cal Receivables due from the DHCS.

**RECOMMENDATION:**

Staff requests that the Commission approve the January 2022 financial packages.

**CONCURRENCE:**

N/A

**ATTACHMENT:**

January 2022 Financial Package



**FINANCIAL PACKAGE**  
For the month ended January 31, 2022

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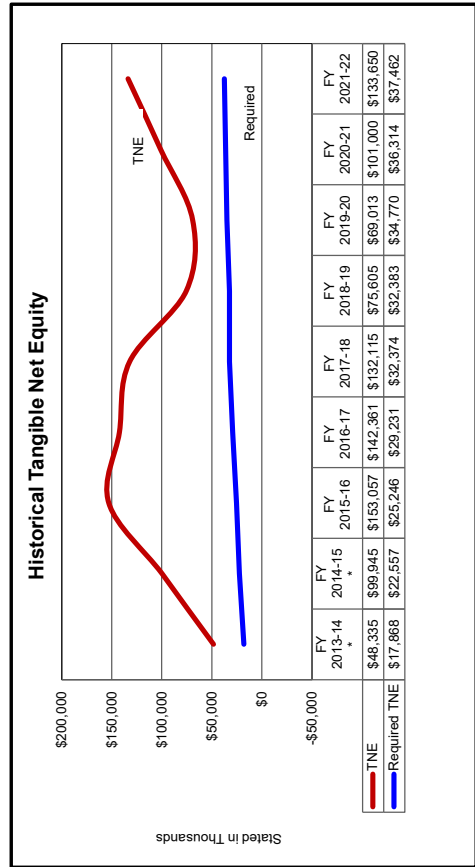
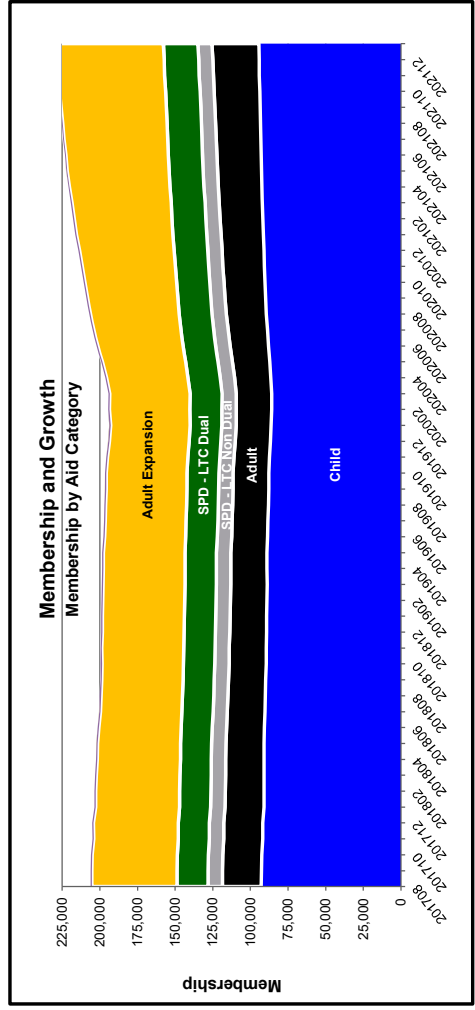
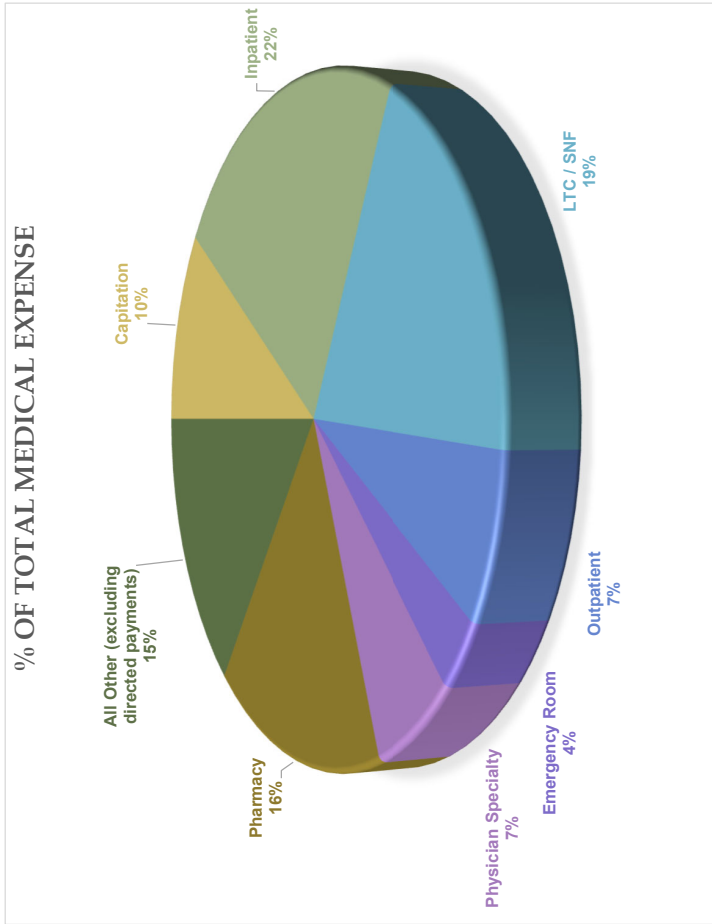
- Executive Dashboard
- Statement of Financial Position
- Statement of Revenues, Expenses and Changes in Net Assets
- Statement of Cash Flows
- Schedule of Investments & Cash Balances



**Gold Coast Health Plan**  
**Executive Dashboard as of January 31, 2022**

	FYTD 21/22 Budget*	FYTD 21/22 Actual	FY 20/21 Actual	FY 19/20 Actual
Average Enrollment	275,158	226,190	213,547	196,012
PMPM Revenue	\$ 364.04	\$ 365.36	\$ 358.22	\$ 348.73
<b>Medical Expenses</b>				
Capitation	\$ 35.91	\$ 31.48	\$ 34.03	\$ 24.93
Inpatient	\$ 67.03	\$ 71.15	\$ 66.52	\$ 65.19
LTC / SNF	\$ 56.03	\$ 60.24	\$ 55.42	\$ 59.20
Outpatient	\$ 26.58	\$ 23.41	\$ 23.16	\$ 25.81
Emergency Room	\$ 13.53	\$ 11.04	\$ 9.25	\$ 11.97
Physician Specialty	\$ 26.97	\$ 21.35	\$ 25.71	\$ 27.63
Pharmacy	\$ 55.58	\$ 52.12	\$ 62.07	\$ 61.05
All Other (excluding directed payments)	\$ 37.88	\$ 47.15	\$ 43.20	\$ 41.07
Total Per Member Per Month	\$ 319.51	\$ 317.95	\$ 319.36	\$ 316.86
Medical Loss Ratio	92.0%	89.9%	92.1%	94.6%
Total Administrative Expenses	\$ 38,379,533	\$ 30,699,213	\$ 49,637,603	\$ 50,821,685
% of Revenue	6.7%	5.3%	5.4%	6.2%
TNE	\$ 110,036,696	\$ 133,650,034	\$ 100,999,994	\$ 71,272,142
Required TNE	\$ 37,949,391	\$ 37,462,498	\$ 36,313,908	\$ 34,685,521
% of Required	290%	357%	278%	205%

\* Flexible Budget (uses actual membership & member mix against budgeted rates)



**STATEMENT OF FINANCIAL POSITION**

	<u>01/31/22</u>	<u>12/31/21</u>	<u>11/30/21</u>
<b>ASSETS</b>			
<b>Current Assets:</b>			
<b>Total Cash and Cash Equivalents</b>	<b>160,511,892</b>	<b>128,145,280</b>	<b>29,799,837</b>
<b>Total Short-Term Investments</b>	<b>93,546,906</b>	<b>93,548,083</b>	<b>93,578,243</b>
Medi-Cal Receivable	92,771,466	102,639,830	198,581,833
Interest Receivable	83,372	101,704	92,807
Provider Receivable	1,764,349	1,231,908	1,278,799
Other Receivables	6,028,196	6,857,663	7,023,478
<b>Total Accounts Receivable</b>	<b>100,647,383</b>	<b>110,831,105</b>	<b>206,976,917</b>
Total Prepaid Accounts	2,360,298	2,039,519	2,284,620
Total Other Current Assets	156,289	156,289	156,289
<b>Total Current Assets</b>	<b>357,222,769</b>	<b>334,720,276</b>	<b>332,795,907</b>
<b>Total Fixed Assets</b>	<b>1,334,177</b>	<b>1,373,067</b>	<b>1,387,654</b>
<b>Total Assets</b>	<b><u>\$ 358,556,946</u></b>	<b><u>\$ 336,093,343</u></b>	<b><u>\$ 334,183,560</u></b>
<b>LIABILITIES &amp; NET ASSETS</b>			
<b>Current Liabilities:</b>			
Incurring But Not Reported	\$ 91,756,992	\$ 85,887,896	\$ 81,565,595
Claims Payable	18,043,236	9,372,894	15,385,048
Capitation Payable	25,276,456	24,717,445	24,534,814
Physician Payable	23,100,925	20,856,194	20,214,872
DHCS - Reserve for Capitation Recoup	14,898,581	14,899,225	14,901,090
Accounts Payable	532,963	306,382	1,172,058
Accrued ACS	4,950,942	3,308,488	3,229,490
Accrued Provider Reserve	2,375,926	1,848,804	1,776,217
Accrued Pharmacy	175,887	14,434,060	21,414,228
Accrued Expenses	33,225,057	3,447,845	2,363,248
Accrued Premium Tax	7,188,600	21,565,800	14,377,200
Accrued Payroll Expense	2,456,446	2,458,133	2,315,490
<b>Total Current Liabilities</b>	<b>223,982,011</b>	<b>203,103,166</b>	<b>203,249,349</b>
<b>Long-Term Liabilities:</b>			
Other Long-term Liability-Deferred Rent	924,901	934,496	944,090
Deferred Revenue - Long Term Portion	-	-	-
Notes Payable	-	-	-
<b>Total Long-Term Liabilities</b>	<b>924,901</b>	<b>934,496</b>	<b>944,090</b>
<b>Total Liabilities</b>	<b>224,906,912</b>	<b>204,037,662</b>	<b>204,193,439</b>
<b>Net Assets:</b>			
Beginning Net Assets	105,714,877	105,714,877	105,714,877
Total Increase / (Decrease in Unrestricted Net Assets)	27,935,157	26,340,805	24,275,245
<b>Total Net Assets</b>	<b>133,650,034</b>	<b>132,055,682</b>	<b>129,990,122</b>
<b>Total Liabilities &amp; Net Assets</b>	<b><u>\$ 358,556,946</u></b>	<b><u>\$ 336,093,343</u></b>	<b><u>\$ 334,183,560</u></b>

**STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS  
FOR MONTH ENDED January 31, 2022**

	January 2022		January 2022 Year-To-Date		Variance Fav / (Unfav)	Variance %	January 2022 Year-To-Date		Variance Fav / (Unfav)
	Actual	Budget	Actual	Budget			Actual	Budget	
<b>Membership (includes retro members)</b>									
Revenue	228,666		1,583,327	1,650,946	(67,619)	-4%			
Premium	\$ 81,933,094		\$ 628,380,406	\$ 576,374,185	\$ 52,006,221	9%			\$ 396.87 \$349.12 \$ 47.76
Reserve for Cap Requirements	-		-	-	-	0%			-
Incentive Revenue	945,045		945,045	-	945,045	0%			0.60 -
MCO Premium Tax	(7,715,326)		(50,846,926)	-	(50,846,926)	0%			(32.11) -
<b>Total Net Premium</b>	<b>75,162,813</b>		<b>578,478,525</b>	<b>576,374,185</b>	<b>2,104,340</b>	<b>0.4%</b>			<b>365.36 349.12 16.24</b>
<b>Other Revenue:</b>									
Miscellaneous Income	90		107,669	-	107,669	0%			0.07 -
<b>Total Other Revenue</b>	<b>90</b>		<b>107,669</b>	<b>-</b>	<b>107,669</b>	<b>0%</b>			<b>0.07 -</b>
<b>Total Revenue</b>	<b>75,162,903</b>		<b>578,586,194</b>	<b>576,374,185</b>	<b>2,212,008</b>	<b>0%</b>			<b>365.36 349.12 16.31</b>
<b>Medical Expenses:</b>									
Capitation									
PCP, Specialty, Kaiser, NEMT & Vision	7,331,181		49,612,301	56,857,851	7,245,550	13%			31.33 34.44 3.11
ECM	233,120		233,120	-	(233,120)	0%			0.15 -
Total Capitation	7,564,300		49,845,420	56,857,851	7,012,430	12%			31.48 35.91 4.43
<b>FFS Claims Expenses:</b>									
Inpatient	18,036,167		112,647,098	106,127,299	(6,519,798)	-6%			71.15 64.28 (6.86)
LTC / SNF	15,886,332		95,382,389	88,716,795	(6,665,594)	-8%			60.24 53.74 (6.50)
Outpatient	5,416,064		37,063,694	42,084,720	5,021,026	12%			23.41 25.49 2.08
Laboratory and Radiology	1,055,157		4,697,790	3,614,325	(1,083,464)	-30%			2.97 2.19 (0.78)
Directed Payments - Provider	2,478,385		16,586,389	15,641,522	(944,867)	-6%			10.48 9.47 (1.00)
Emergency Room	2,809,181		17,484,345	21,418,083	3,933,738	18%			11.04 12.97 1.93
Physician Specialty	6,752,594		33,810,763	42,697,066	8,886,303	21%			21.35 25.86 4.51
Primary Care Physician	2,201,081		17,158,942	11,837,722	(5,321,219)	-45%			10.84 7.17 (3.67)
Home & Community Based Services	2,342,823		14,637,391	16,039,047	1,401,656	9%			9.24 9.72 0.47
Applied Behavioral Analysis/Mental Health Services	2,836,047		17,723,652	17,798,672	75,020	0%			11.19 10.78 (0.41)
Pharmacy	(2,155,220)		82,529,973	87,998,765	5,468,792	6%			52.12 53.30 1.18
Provider Reserve	527,123		726,809	-	(726,809)	0%			0.46 -
Other Medical Professional	303,629		2,036,851	2,846,848	809,997	28%			1.29 1.72 0.44
Other Medical Care	146,309		151,639	-	(151,639)	0%			0.10 -
Other Fee For Service	904,732		7,069,095	6,548,526	(520,569)	-8%			4.46 3.97 (0.50)
Transportation	1,932,768		5,244,511	1,293,591	(3,950,920)	-305%			3.31 0.78 (2.53)
Total Claims	61,473,172		464,951,329	464,662,981	(288,348)	0%			293.65 281.45 (12.20)
Medical & Care Management Expense	1,241,963		8,938,796	9,031,867	93,071	1%			5.65 5.47 (0.17)
Reinsurance	225,972		534,042	2,228,778	1,694,736	76%			0.34 1.35 1.01
Claims Recoveries	(778,131)		(4,267,310)	(2,284,483)	1,982,827	-87%			(2.70) (1.38) 1.31
Sub-total	689,804		5,205,528	8,976,161	3,770,633	42%			3.29 5.44 2.15
<b>Total Cost of Health Care</b>	<b>69,727,276</b>		<b>520,002,277</b>	<b>530,496,993</b>	<b>10,494,715</b>	<b>2%</b>			<b>328.28 321.33 (6.95)</b>
<b>Contribution Margin</b>	<b>5,435,627</b>		<b>58,583,916</b>	<b>45,877,193</b>	<b>12,706,724</b>	<b>28%</b>			<b>37.08 27.79 9.29</b>
<b>General &amp; Administrative Expenses:</b>									
Salaries, Wages & Employee Benefits	2,080,239		15,492,254	16,414,208	921,954	6%			9.78 9.94 0.16
Training, Conference & Travel	5,671		30,727	176,930	146,203	83%			0.02 0.11 0.09
Outside Services	1,930,323		15,004,672	16,771,404	1,766,732	11%			9.48 10.16 0.68
Professional Services	414,422		2,476,672	2,825,832	349,160	12%			1.56 1.71 0.15
Occupancy, Supplies, Insurance & Others	518,379		5,140,073	6,527,992	1,387,919	21%			3.25 3.95 0.71
Care Management Reclass to Medical	(1,241,963)		(8,938,796)	(9,031,867)	(93,071)	1%			(5.65) (5.47) 0.17
G&A Expenses	3,707,072		29,205,601	33,684,499	4,478,899	13%			18.45 20.40 1.96
Project Portfolio	122,169		1,493,613	4,695,034	3,201,421	68%			0.94 2.84 1.90
<b>Total G&amp;A Expenses</b>	<b>3,829,241</b>		<b>30,699,213</b>	<b>38,379,533</b>	<b>7,680,320</b>	<b>20%</b>			<b>19.39 23.25 3.86</b>
<b>Total Operating Gain / (Loss)</b>	<b>1,606,386</b>		<b>27,884,703</b>	<b>7,497,660</b>	<b>20,387,043</b>	<b>272%</b>			<b>17.69 4.54 13.15</b>
<b>Non Operating</b>									
Revenues - Interest	(12,033)		51,701	210,000	(158,299)	-75%			0.03 0.13 (0.09)
Gain/(Loss) on Sale of Asset	-		(1,247)	-	(1,247)	0%			(0.00) -
<b>Total Non-Operating</b>	<b>(12,033)</b>		<b>50,454</b>	<b>210,000</b>	<b>(159,546)</b>	<b>-76%</b>			<b>0.03 0.13 (0.09)</b>
<b>Total Increase / (Decrease) in Unrestricted Net Assets</b>	<b>\$ 1,594,352</b>		<b>\$ 27,935,157</b>	<b>\$ 7,707,660</b>	<b>\$ 20,227,498</b>	<b>262%</b>			<b>\$ 17.72 \$ 4.67 \$ 13.05</b>

<b>STATEMENT OF CASH FLOWS</b>	<b>January 2022</b>	<b>FYTD 21-22</b>
<b>Cash Flows Provided By Operating Activities</b>		
Net Income (Loss)	\$ 1,594,352	\$ 27,935,157
<b>Adjustments to reconciled net income to net cash provided by operating activities</b>		
Depreciation on fixed assets	44,500	282,172
Disposal of fixed assets	-	-
Amortization of discounts and premium	-	-
<b>Changes in Operating Assets and Liabilities</b>		
Accounts Receivable	10,183,722	10,721,740
Prepaid Expenses	(320,779)	(411,636)
Accrued Expense and Accounts Payable	17,903,270	9,953,601
Claims Payable	11,474,085	15,957,808
MCO Tax liability	(14,377,200)	(12,220,620)
IBNR	5,869,096	(35,203,651)
<b>Net Cash Provided by (Used in) Operating Activities</b>	<u>32,371,046</u>	<u>17,014,570</u>
<b>Cash Flow Provided By Investing Activities</b>		
Proceeds from Restricted Cash & Other Assets		
Proceeds from Investments	1,177	(50,031,806)
Purchase of Property and Equipment	(5,610)	(417,877)
<b>Net Cash (Used In) Provided by Investing Activities</b>	<u>(4,434)</u>	<u>(50,449,683)</u>
<b>Increase/(Decrease) in Cash and Cash Equivalents</b>	32,366,612	(33,435,113)
<b>Cash and Cash Equivalents, Beginning of Period</b>	128,145,280	193,947,005
<b>Cash and Cash Equivalents, End of Period</b>	<u>160,511,892</u>	<u>160,511,892</u>

# **January 2022 Financial Statements**

**February 28, 2022**

**Kashina Bishop  
Chief Financial Officer**

# Financial Overview:



JANUARY NET GAIN      \$ 1.6 M



FYTD NET GAIN    \$27.9 M



TNE is \$132.1 M and 357% of the  
minimum required



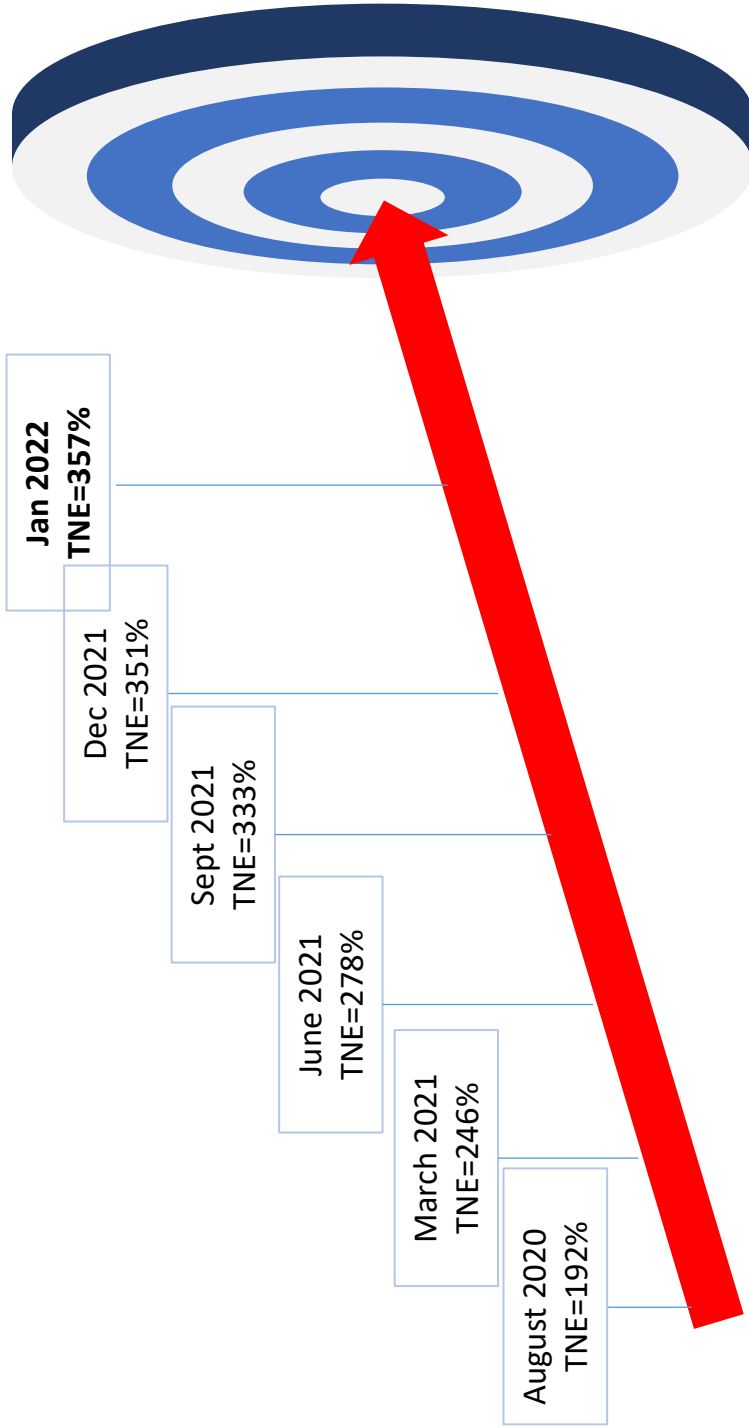
MEDICAL LOSS RATIO      89.9%



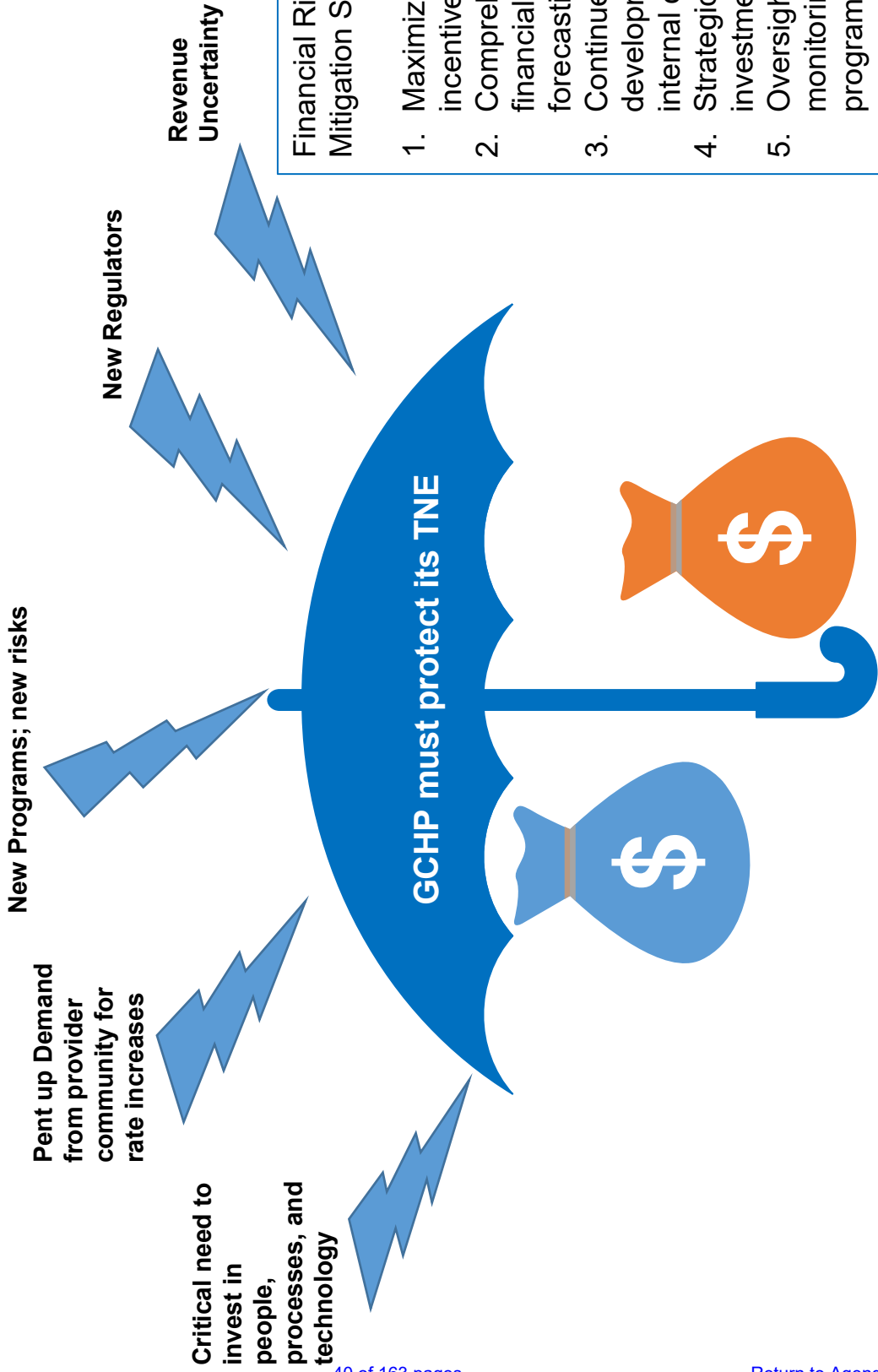
ADMINISTRATIVE RATIO    5.3%

# Tangible Net Equity Target

**Target: TNE % = 400-500% of Required**



# Solvency Action Plan



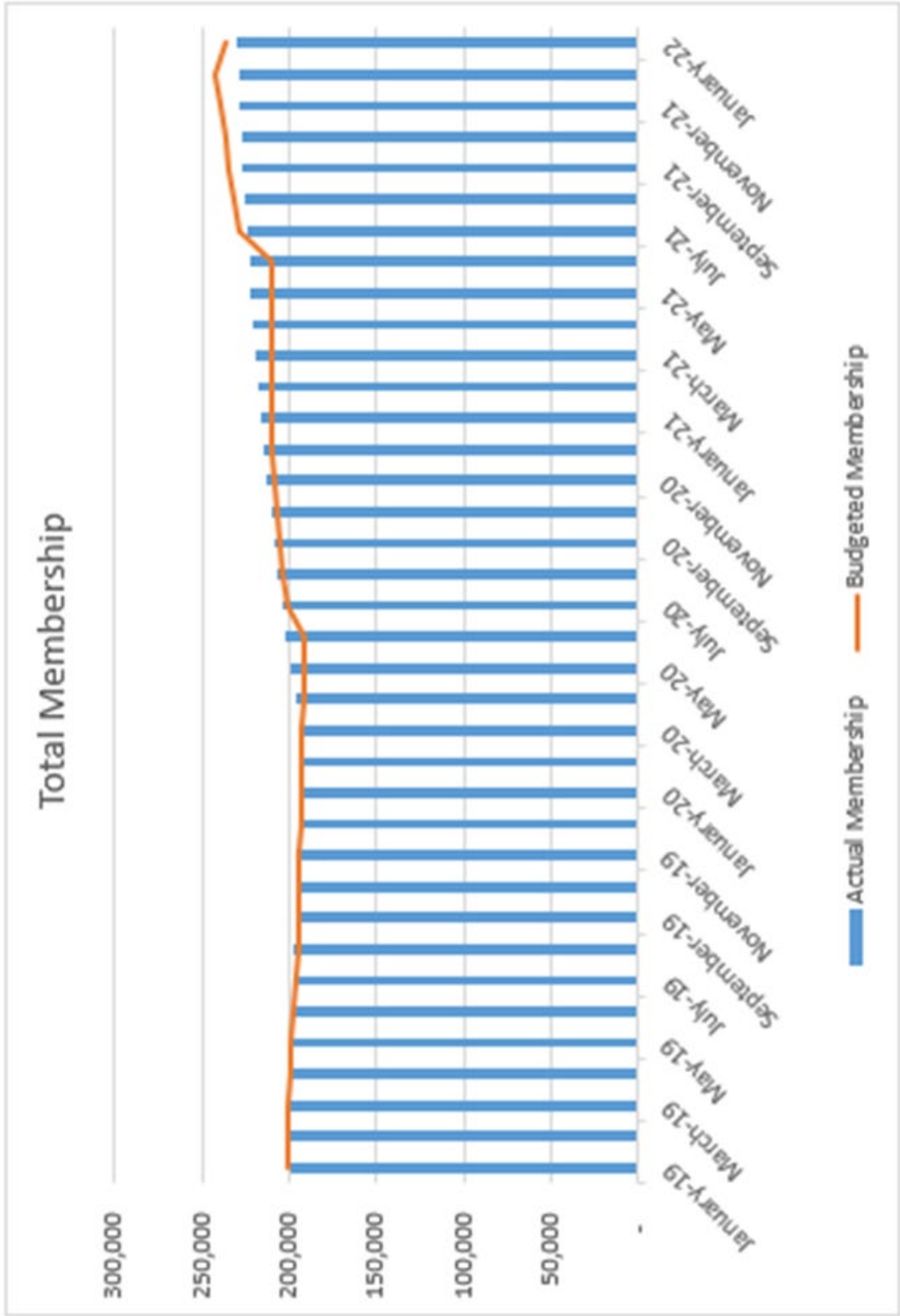


# Revenue

Net Premium revenue is \$578.5 million, over budget by \$2.1 million.

1. Approx. \$945,000 for Vaccine Incentive Program
2. Favorable CY 22 rates

# Membership trends

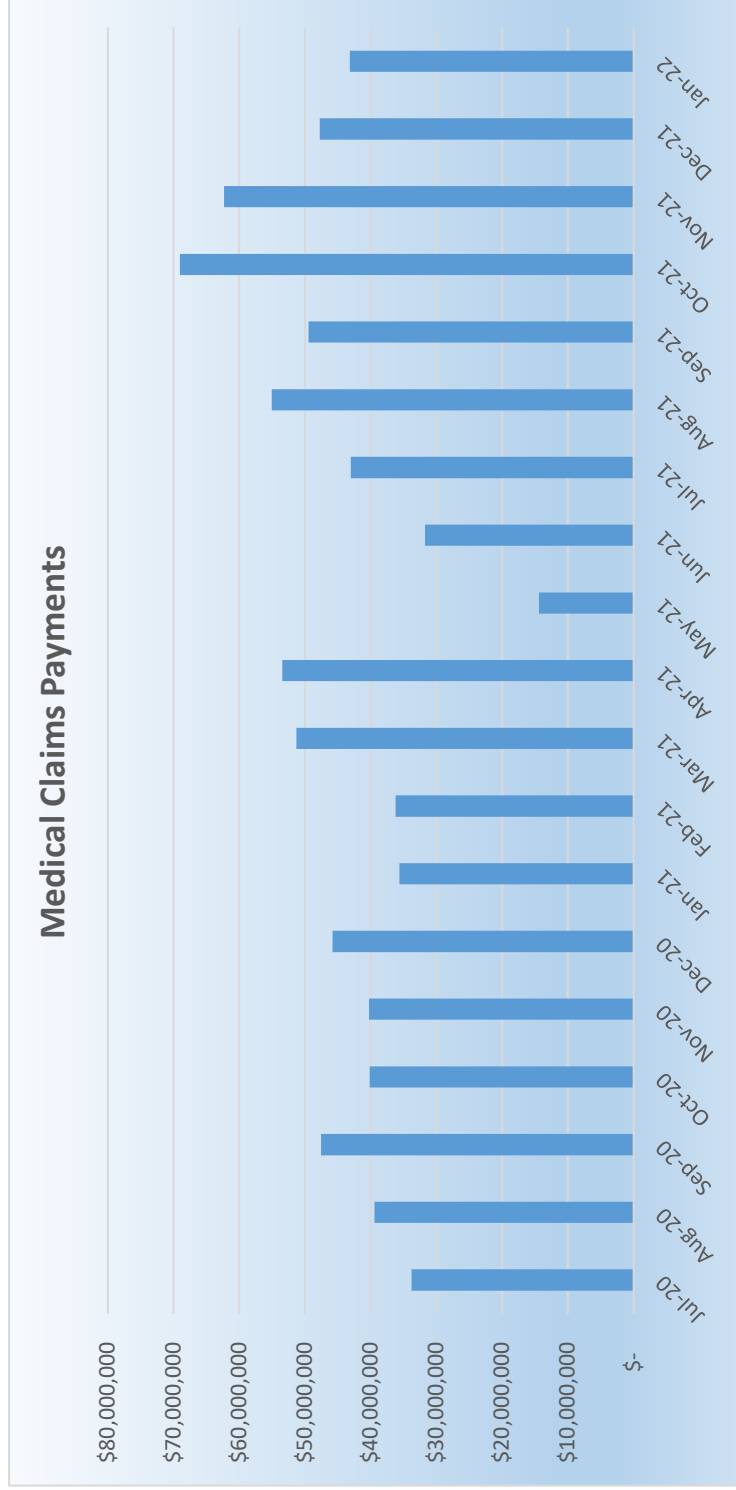


# Medical Expense

FYTD Health care costs are \$520 million and \$10.5 million and 2% under budget. Medical loss ratio is 89.9%, a 2.1% budget variance.

The budget for medical expenses was based on CY 2019 pmpm costs and trended forward. FYTD, actual pmpm costs are have not escalated to that level.

# Incurring But Not Paid (IBNP) Medical Expense Reserve – post system conversion



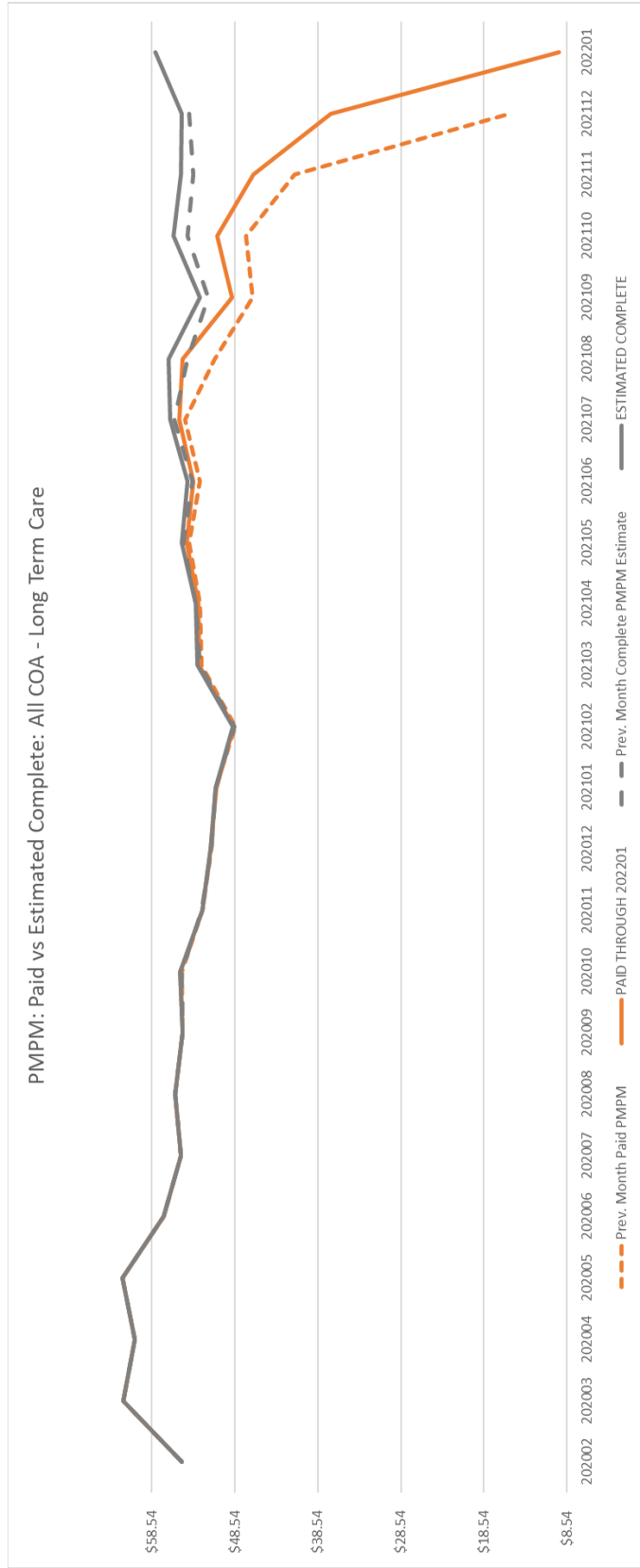
# Incurring But Not Paid (IBNP) Medical Expense Reserve



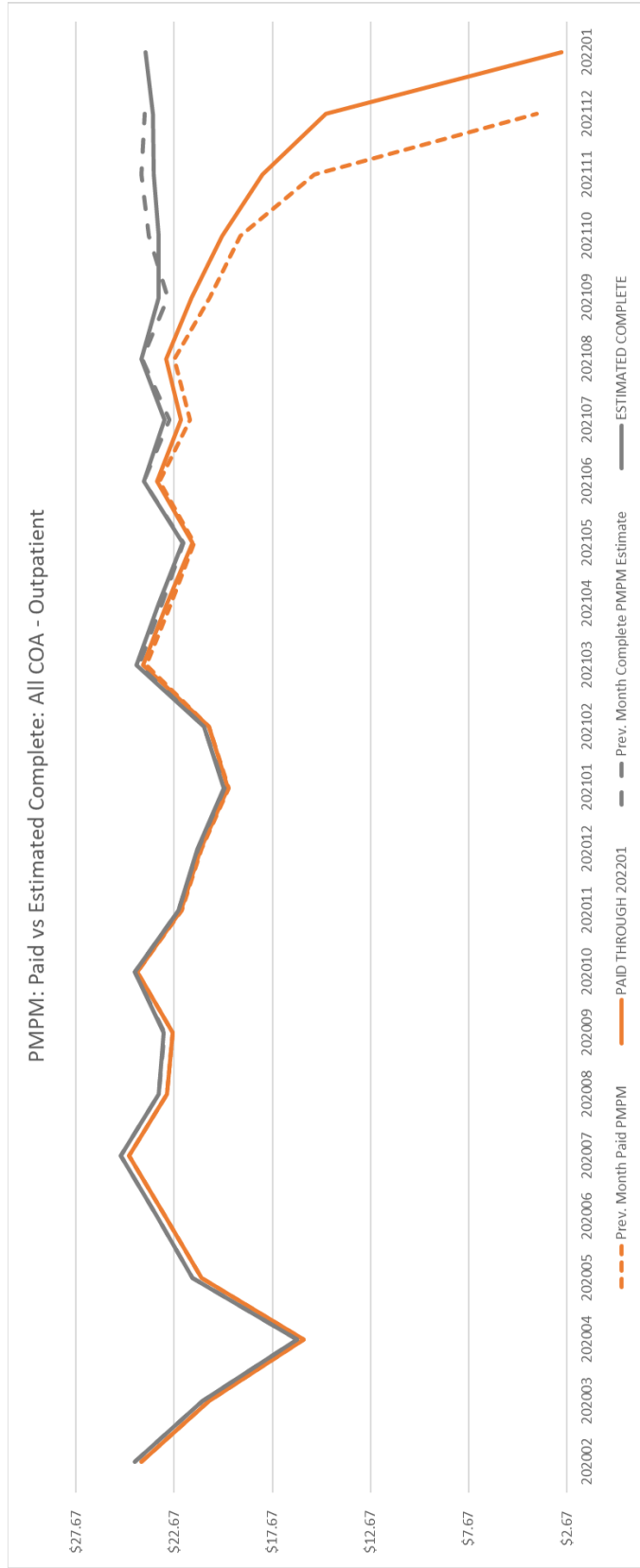
# Inpatient



# Long Term Care

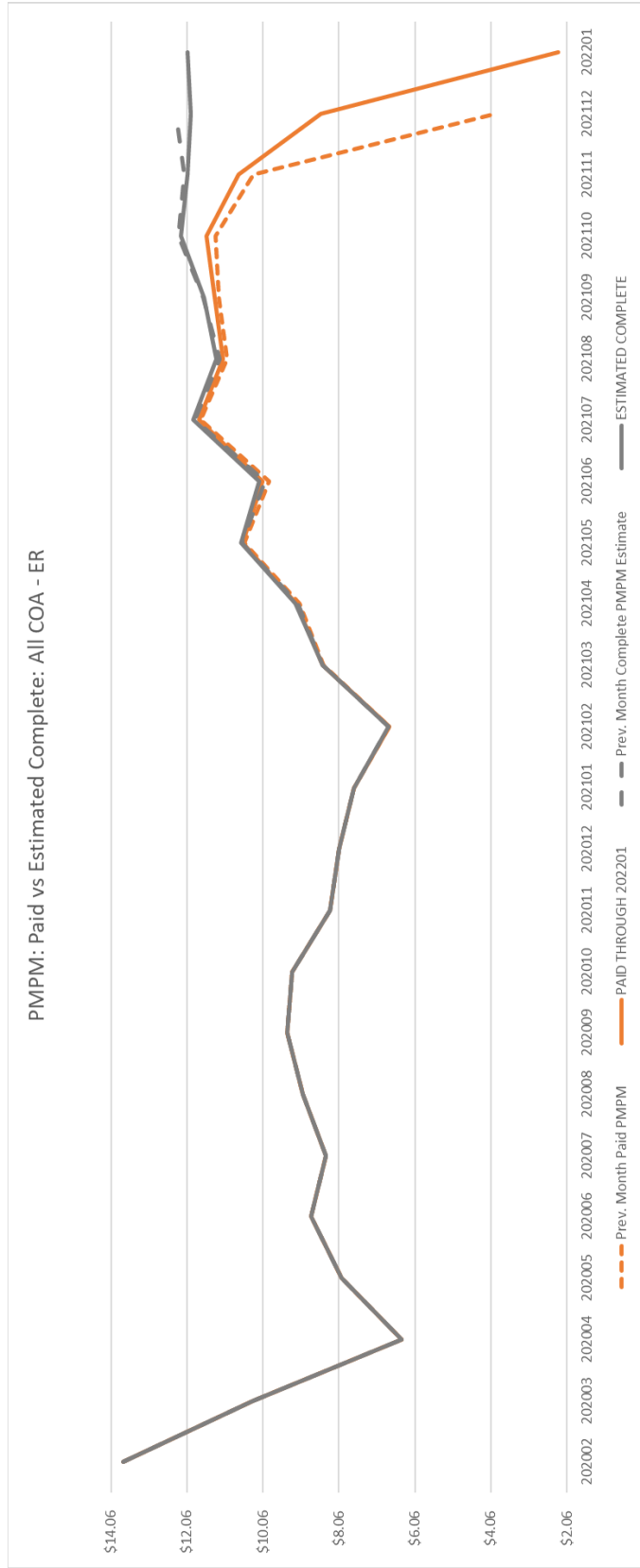


# Outpatient

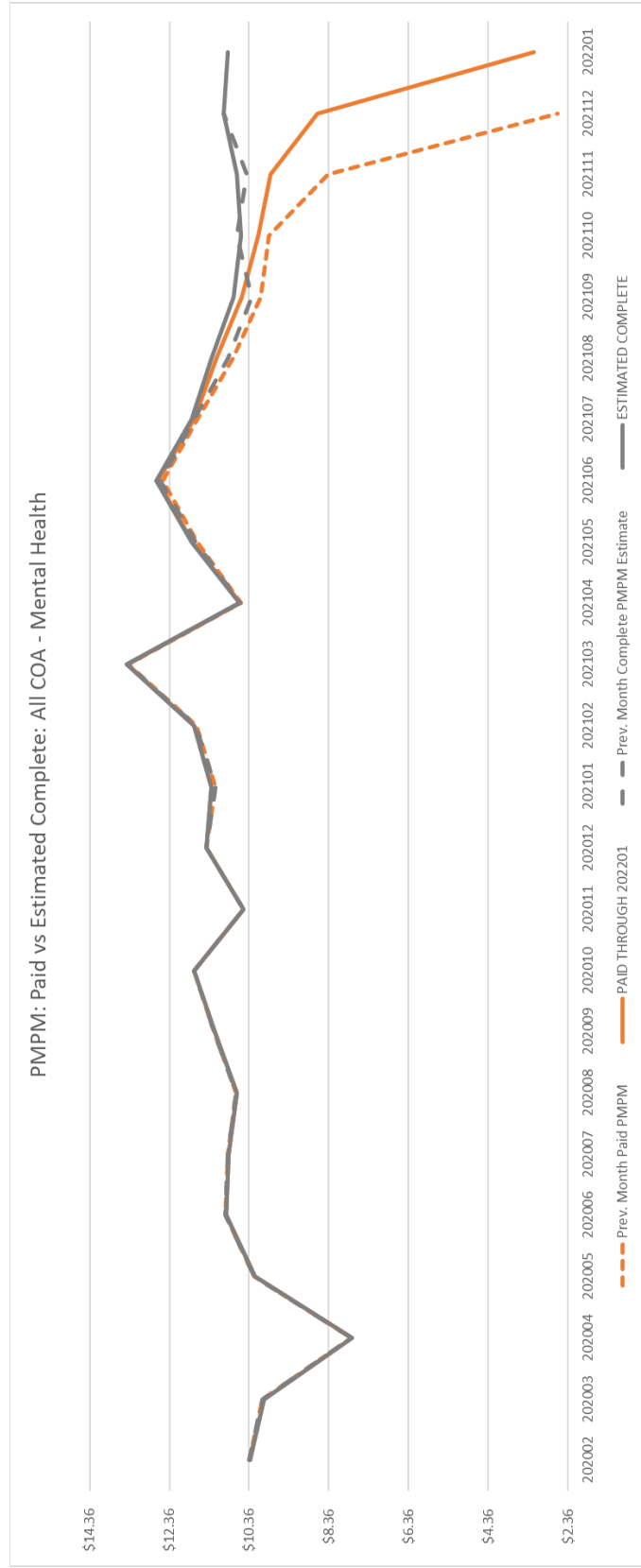




# Emergency Room



# Mental and Behavioral Health



# Administrative Expenses

FYTD administrative costs are \$30.7 million, \$7.7 million and 20% under budget. Administrative cost ratio is 5.3%, a 1.4% budget variance.

1. *Enterprise Project Portfolio*: timing of consulting services related to multiple projects (~\$3.2M)
- *Salaries, Wages & Employee Benefits*: primarily related to timing of filling open positions (~\$900K)
- *Outside Services*: favorability of Conduent and PBM admin expenses due to membership lower than projected and lower fulfillment related charges (~\$1.7 M)
- *Occupancy, Supplies, Insurance and Other*: timing of software and non-capital equipment purchases and implementation, lower printing expenses and lower than budgeted interest expense (~\$1.4M)

# Financial Statement Summary

	January 2022	FYTD Actual	FYTD Budget	Budget Variance
Net Capitation Revenue	\$ 75,162,813	\$ 578,478,525	\$ 576,374,185	\$ 2,104,340
Health Care Costs	69,727,276	520,002,277	530,496,993	(10,494,715)
<b>Medical Loss Ratio</b>		<b>89.9%</b>	<b>92.0%</b>	
Administrative Expenses	3,829,241	30,699,213	38,379,533	(7,680,320)
<b>Administrative Ratio</b>		<b>5.3%</b>	<b>7.3%</b>	
Non-Operating Revenue/(Expense)	(11,943)	158,123	210,000	(51,876)
Total Increase/(Decrease) in Net Assets	\$ 1,594,352	\$ 27,935,157	\$ 7,707,660	\$ 20,227,499
Cash and Investments	\$ 254,058,798			
GCHP TNE	\$ 133,650,034			
Required TNE	\$ 37,462,498			
<b>% of Required</b>	<b>357%</b>			

## Questions?

Staff requests the Commission approve the unaudited financial statements for January 2022.

## **AGENDA ITEM NO. 5**

**TO:** Ventura County Medi-Cal Managed Care Commission

**FROM:** Scott Campbell, General Counsel

**DATE:** February 28, 2022

**SUBJECT:** Consideration of Recommendations from the Delineation of Authority and Bylaws Subcommittee's to the Commission's Bylaws and Governing Documents

### **SUMMARY:**

The Ventura County Medi-Cal Managed Care Commission (dba as Gold Coast Health Plan) ("Commission") created a Delineation of Authority and Bylaws Subcommittee ("Subcommittee") to review and make recommendations regarding potential changes to the Commission's bylaws and governing documents. The Subcommittee has met and made recommendations, which will be considered by the Commission. The following Commissioners serve on the Subcommittee: Dee Pupa, Jennifer Swenson, Antonio Alatorre, Laura Espinosa and Shawn Atin.

### **BACKGROUND/DISCUSSION:**

On February 10, 2022, the Subcommittee met and received and reviewed a memo that discussed nine (9) topics related to the Commission's and Executive Finance Committee's structure and governance and the authority that had been delegated to the Plan's Chief Executive Officer. A copy of that memo is attached as Exhibit "A". The Subcommittee also reviewed recent changes to the Commission's Governing Ordinance adopted by the Ventura County Board of Supervisors ("County BOS") on January 25, 2022.

The Subcommittee made several recommendations for changes which are discussed below. The recommendations that pertain to the make-up and term limits of the Commissioners require approval from the County BOS. Such recommendations would be forwarded to the County BOS for their consideration. The other suggested changes just require Commission approval and do not need County BOS approval. Once direction is provided, any changes the Commission requests will be brought to the Commission meeting of March 28, 2022 for consideration and adoption.

Set forth below are summaries of the Subcommittee's recommended changes:

1. *Term Limits of Commissioners*

The Subcommittee is recommending to eliminate the current term limits of the Commissioners. Currently, the Governing Ordinance provides that no Commissioner may serve more than two consecutive four-year terms. The Governing Ordinance does not prohibit a Commissioner who has served the two four-year terms from being reappointed after there is a break of service in the two consecutive four-year terms. If the Commission agrees with these suggested changes, the recommendation would be forwarded to the County BOS for consideration. This was a unanimous recommendation of the Subcommittee.

2. *Term limits of the Commission's Chair and Vice Chair*

Currently the Chair and Vice Chair can serve two two-year terms. The Subcommittee is recommending to reduce this to one two year term. This change does not need approval of the County BOS, only a bylaws amendment by the Commission. The bylaws require that any proposed amendments be provided to the Commission at least two weeks before the meeting in which they are considered. If the Commission approves this recommendation, the Commission must also decide whether this change shall take effect immediately (for the election of officers in 2022) or for the next election (in 2024). None of the other bylaws reviewed had term limits for the Chair or Vice Chair. Subcommittee members Alatorre, Espinosa and Atin approved this recommendation. Subcommittee member, Pupa did not recommend this change. Commissioner Swenson had to leave the meeting before this item was voted upon. On another note, during the Subcommittee meeting, Commissioner Alatorre stated that he was informed in 2020 by our office that he was not eligible to serve another term as Commission Chair. To make sure the record is clear, that not accurate. Attached is the staff report for the 2020 meeting that our office prepared that clearly states that the Chair, then occupied by Mr. Alatorre, was eligible to serve another term.

3. *Whether Vice Chair Automatically Becomes Chair*

Currently there is no provision in the bylaws providing that the Vice-Chair becomes the Chair upon the expiration of the Chair's term. The Subcommittee is recommending that if the Vice-Chair is still on the Commission at the expiration of the Chair's two year term, then the Vice-Chair shall automatically become Chair. A new Vice-Chair will then be selected by the Commission. Implementing this change will require the Commission to amend its bylaws. No County BOS approval is required. If the Commission agrees with the recommendation, it must also decide whether this change shall take effect immediately (for the election of officers in 2022) or for the next election (in 2024). Subcommittee members Alatorre, Atin and Espinosa approved of this recommendation. Subcommittee member Pupa did not recommend this change. Commissioner Swenson had to leave the meeting before this item was voted upon.

4. *Whether there is a Dedicated Seat for a Consumer Representative on the Commission, and if so, How Many.*

Currently, there is a single seat on the Commission for a consumer representative. The Subcommittee is recommending adding two additional consumer representative members, for a total of three on the Commission. Implementing this change would require a change in the Governing Ordinance and thus require approval from the County BOS. If the Commission decides to proceed with this recommendation, the Commission must forward the recommendation to the County BOS for approval. Commissioners Pupa, Swenson, Alatorre and Espinosa approved this recommendation, Commissioner Atin did not.

To aid in the Commission’s review, below is a table that tracks the amount of consumer representatives and their membership of the Commission and of the certain other health plans whose governing documents were reviewed by the Subcommittee.

	Gold Coast Health Plan	Cal Optima	San Mateo County Health Plan	Partnership Health Plan of CA	Central Coast Alliance for Health	LA Care Health Plan	Inland Empire Health Plan
<b>Number of Commissioners/Board Members</b>	11	13	11	No set no.	21	13	17
<b>Number of Consumer Representatives</b>	1	1	4	2	6	2	No specific requirement in the JPA agreement.
<b>Type of Consumer Representatives</b>	Medi-Cal beneficiary and/or a representative of an advocacy organization that serves the Medi-Cal population and is not otherwise represented on the Commission.	Current CalOptima member or a family member of a current Cal Optima member.	One is a beneficiary or representative of beneficiaries.  The second is a representative of senior and/or union communities.  The third is a business community representative.  The fourth is public member at large.	Current PHC members or family members of a current PHC member.	Two beneficiaries from each of the following counties: Santa Cruz, Monterey, and Merced.	One is an L.A. Care member. The other is a L.A. Care member advocate.	N/A



5. *What Policymaking Decisions are Made by the Commission, and which are Delegated to the CEO.*

The Subcommittee is recommending two changes pertaining to this subject. First, “significant compensation changes” of chief positions of the Commission must be approved by the Commission. Second, if any policies issued by the Department of Health Care Services (“DHCS”) require Commission approval, the Plan is to follow DHCS requirements. According to the Chief Compliance Officer, this is already the Plan’s practice. This was a unanimous recommendation.

6. *Spending Authority of CEO*

Currently, the CEO is authorized to enter into vendor contracts for up to \$100,000 annually pursuant to the CEO Signing Authority Policy (Note, my recollection at the meeting was that the word “annually” had been removed and that the word annually was a typo but upon further review, the word annual is in the current policy). Contracts for more than \$100,000 annually require Commission approval. In recent years, staff has had an effort to bring vendor contracts that result in a total \$100,000 spend to the Commissioner for approval. The Subcommittee recommended bringing vendor contracts over \$100,000 to the Commission for approval, not just those that are for more than \$100,000 annually. Implementing this change will require the Commission to formally amend its CEO Signing Authority Policy. This was a unanimous recommendation.

The Commission needs to Update its Bylaws to Conform to the Recent Changes of the Governing Ordinance

Notwithstanding whether the recommended changes discussed above are approved by the Commission, the recent changes to the Governing Ordinance adopted by the County BOS on January 25, 2022, conflict with current provisions of the Commission’s bylaws pertaining to the membership of the Commission and nomination of some its members. These changes are discussed in the Commission memo dated January 26, 2022, which is included in Exhibit “A”. Therefore, even if none of the Subcommittee’s recommended changes that must be accepted by the Commission, the Commission will still need to update its current bylaws to conform to the recent changes of the Governing Ordinance.

**FISCAL IMPACT:**

None.

**RECOMMENDATION:**

Review and analyze the Subcommittee’s proposed changes to the Commission’s bylaws and governing documents and provide recommendations on such changes.

**ATTACHMENT:**

1. Exhibit A: February 10, 2022 Staff Report for the Bylaws & Delineation of Authority Subcommittee.
2. Exhibit B: April 27, 2020 Staff Report regarding Election of Chairperson and Vice Chairperson.



**TO:** Delineation of Authority and Bylaws Subcommittee

**FROM:** Scott Campbell, General Counsel

**DATE:** February 10, 2022

**SUBJECT:** Bylaw Revisions and Review of Governance Memo

**SUMMARY:**

The Delineation of Authority and Bylaws Subcommittee (“Subcommittee”) should review the new ordinance establishing the Commission membership criteria and the Memo Regarding the Governing Documents and provide direction regarding any changes to the Bylaws or Governing Documents.

**BACKGROUND/DISCUSSION:**

The Subcommittee was formed by the Commission to review the bylaws and delineation of authority and provide recommendations for the Commission to consider. At the last meeting of the Subcommittee, staff has asked to compare certain provisions of the governing ordinance, bylaws and delineation of authority with those of similar health care plans and make any recommendations for changes. The memo and accompanying documents discussing these items are attached as Exhibit A. After review of the memo, any recommendations will be forwarded to the Commission for their consideration.

Additionally, the Ventura County Board of Supervisors recently amended the governing ordinance to change some requirements for the Commissioners as well as the number of required nominees that must be submitted to the County for consideration of appointment to the Commission. A memo describing these changes is attached as Exhibit B. Insofar as the bylaws are inconsistent with the governing ordinance, the bylaws should be amended to reflect the updated provisions of the governing ordinance. A copy of the recommended revisions to the bylaws incorporating these changes is attached as Exhibit C in red-lined version so the changes can be easily seen.

**FISCAL IMPACT:**

None.

**RECOMMENDATION:**

That the Subcommittee consider what if any changes should be made to the appropriate documents and that such recommendations be forwarded to the Commission. At a minimum, the Subcommittee should recommend that the bylaws be updated to reflect the governing ordinance's New requirements for Commissioners.

**ATTACHMENTS:**

**Exhibit A:** Memo on Analysis and Comparison of Bylaws and Policies of County Organized Health Systems

**Exhibit B:** Memo on Recent Changes to Gold Coast Health Plan's Governing Ordinance

**Exhibit C:** Redline Version of Bylaws Showing Changes Due to New Governing Ordinance

# EXHIBIT A

**Memorandum**

**To:** Bylaws and Delineation of Authority Subcommittee of the Ventura County  
Medi-Cal Managed Care Commission

cc: Margaret Tatar, CEO  
Marlen Torres, Executive Director, Strategy and External Affairs

**From:** Scott H. Campbell, General Counsel

**Date:** January 12, 2022

**Re:** Analysis and Comparison of Bylaws and Policies of County Organized Health  
Systems

**INTRODUCTION/BACKGROUND**

This memorandum is a follow up to the Bylaws and Delineation of Authority Subcommittee (“Subcommittee”) of the Ventura County Medi-Cal Managed Care Commission’s (“Commission”) meeting, where the Subcommittee asked for information on how other County Organized Health Systems (“COHS”) and Local Initiative Plans address specific topics of governance. The purpose of this exercise is to provide information to the Subcommittee so that it can analyze and determine if changes in the Commission’s Bylaws and Delineation of Authority Policy should be recommended to the Commission.

**DISCUSSION**

The Subcommittee met to determine what information it needed to provide recommendations to the Commission on any changes to the Bylaws and Delineation of Authority Policy. Both the Bylaws and Delineation of Authority Policy are attached as Exhibit A. During its meeting, the Subcommittee members indicated that it would be helpful for staff to review the bylaws and other relevant governing documents of the other COHS and Local Initiative Plans to understand how other similarly situated entities address specified topics of governance.

The Subcommittee asked that the following six specific areas be reviewed for comparison: (1) number and term limits of commissioners; (2) election of officers and their terms; (3) whether the Vice-Chair automatically becomes Chair; (4) whether there is a dedicated seat for a consumer representative on the commission, and if so, how many; (5) whether there are required consumer representatives on the executive committee, and if so, how many; and (6) what personnel decisions have been delegated to the CEO, if any.

In addition to the Subcommittee’s requested areas of inquiry, Commission staff looked into three other areas of governance to provide information for the Subcommittee on specific policies

of other entities to determine if any other changes should be considered. These three additional areas are: (1) the spending authority of the CEO; (2) whether the CEO has the authority to enter into provider contracts; and (3) what policymaking decisions are specifically assigned to the Commission and which are delegated to the CEO.

Marlen Torres worked with the other entities to gather the requested information. In some instances, the entities did not or were not able to provide us with the requested materials. She also provided assistance with the discussion of the traits of the entities described below. To the extent the underlying governing documents from the other entities address these nine areas of inquiry, they will be sent in a separate email if Subcommittee members want to review these documents. They are voluminous.

Materials were received from the following entities

1. Single County Organized Health Systems (“COHS”)<sup>1</sup>
  - a. Cal Optima (Orange County)
  - b. San Mateo County Health Plan (“SMCHP”) (San Mateo County)
2. Dual or Multiple County COHS
  - a. Partnership Health Plan of California (“PHC”)
  - b. Central Coast Alliance for Health (“CCAH”); (Santa Cruz, Monterey and Merced Counties)
3. Local Initiatives
  - a. LA Care Health Plan (“LA Care”) (Los Angeles County)
  - b. Inland Empire Health Plan (“IEHP”)

Established 30 years ago, a COHS exists in 22 California counties. The COHS model has proven a high quality, innovative, culturally competent, locally responsive and cost-effective model for providing care to California’s most vulnerable residents. COHS allow for enrollment in a local public health plan, making entry into the health care system and managing care for members more effective and efficient.

Each of the COHS plans emerged from local movements to establish more cost-effective, coordinated and culturally responsive services for low-income residents. Commitment to low-income residents in specific communities has allowed the COHS plans to develop unique expertise in member outreach, cultural competency, health promotion and disease management to serve low-income members effectively. COHS plans re-invest resources back into their communities and regularly outperform health plans in other counties.

In order to make comparison between Gold Coast Health Plan (“GCHP”) and the other entities easier, a table has been prepared. The table is organized so that similar types of entities can be compared side to side. The table, attached as Exhibit B, addresses the following topics of governance for each entity:

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<sup>1</sup> CenCal did not provide us any of the requested documents.

1. Number and Term Limits of Commissioners;
2. Election of Officers and their Terms;
3. Whether Vice-Chair Automatically becomes Chair;
4. Whether there is a Dedicated Seat for a Consumer Representative on the Commission, and if so, how many;
5. Whether there are Required Consumer Representatives on the Executive Committee, and if so, how many;
6. What Personnel Decisions have been Delegated to the CEO, if any;
7. The Spending Authority of the CEO;
8. Whether the CEO has the Authority to Enter into Provider Contracts; and
9. What Policymaking Decisions are Made by the Commission, and which are Delegated to the CEO.

Below is a brief summary of the general findings of each of the specified topics of governance.

***1. Number and Term Limits of Commission Members***

The number of commissioners of the entities range from seven to twenty-one members. IEHP has the least amount of members with seven and CCAH has the most amount of members with twenty-one. The large number of commissioners associated with CCAH is due to the fact that commissioners have been added as the plan expanded to new counties. PHC determines its number of commissioners by a formula based on the amount of Medi-Cal members for each county/region in its jurisdiction. The difference in commission representation among these entities with larger numbers is partly due to the amount counties/regions they serve. For example, CCAH and PHC have larger commission member representation because they serve several counties.

Additionally, with the exception of IEHP, whose members serve a two-year term, commission members generally serve a four-year term. As for term limits, the commissioners of the following entities may serve for no more than two consecutive terms: GCHP, LA Care and IEHP. Commissioners of SMCHP may serve for up to three terms. It is unclear from the documents reviewed whether PHC and CCAH have established term limits for their commissioners. Further, although CenCal never provided us with their governing documents, their website states that their board is comprised of thirteen members, and two of these members serve as Medi-Cal or Medicare or Medi-Cal/Medicare representatives.

Any changes to the number of commissioners and their term limits for GCHP must be made by amending GCHP's governing ordinance which establishes the number of commissioners and their term limits. That amendment can only be done by action of the Ventura County Board of Supervisors, but the Commission can suggest amendments.

**2. *Election of Officers & Their Term***

All of the entities have a Chair and Vice-Chair as officers that are elected by their fellow commissioners. With the exception of GCHP and Partnership, whose such officers serve two-year terms, the Chairs and Vice-Chairs serve one-year terms.

**3. *Does Vice-Chair Automatically become Chair?***

None of the entities has a rule that provides that the Vice-Chair automatically becomes Chair of the respective governing body when the Chair's term expires.

**4. *Is there a Dedicated Seat for a Consumer Representative on the Commission and, if so, how many?***

With the exception of IEHP, that has a "Public Member" on its board that is not specifically defined as a consumer representative, each entity has at least one dedicated seat for a consumer representative. CCAH has the largest amount of such consumer representatives with six and this is due to the fact that CCAH encompasses three counties.

**5. *Executive Committee: Are there Required Consumer Representatives, and if so, how many?***

The following entities do not require a consumer representative in its respective executive committee: GCHP, CCAH, and IEHP. Whether the other entities have a dedicated consumer representative in their executive committee, if any, is unknown because the documents provided to Commission staff do not expressly establish such a committee or its representatives.

**6. *What Personnel Decisions have been Delegated to the CEO, if any?***

Generally, the commissioners of each entity have delegated to their CEO the authority to appoint or employ specified personnel. Some of the entities however, constrain the CEO's power in this realm by requiring commission approval through a resolution for specified personnel. Please note that GCHP's Personnel Subcommittee revised the job description of the CEO to require the CEO to notify the Commission prior to implementation of changes to executive staff and reorganizations. That job description is attached to the memorandum as Exhibit C. Further, it should be noted that the Commission has asked Commissioner Shawn Atin to be advised of significant personnel issues given his human resources background.

**7. *Spending Authority of CEO and Commission/Board for Contracts***

With the exception of PHC and IEHP, whose documents do not set forth the spending authority of its respective CEO<sup>2</sup>, the spending authority of the CEOs of the other entities generally varies depending on the type of contract, agreement or transaction involved and/or the amount of

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<sup>2</sup> Such spending authority may exist but documents or policies establishing such authority were not provided even though staff requested the information.



such contract, agreement or transaction. No clear pattern amongst the entities is evident. For example, SMCHP requires that all “goods and services” contracts of \$10,000 or more be made through a request for proposal process and pursuant to a commission approved resolution. Another example is from CCAH which determines the amount of spending authority of the CEO based on budgeted and non-budgeted expenditures. Generally, GCHP has authorized the CEO to enter into contracts for less than \$100,000 annually. Any detailed analysis of the spending authority of the CEO and entities would require significant resources dedicated to reviewing their budget processes, procurement policies and signing authorities which Commission staff can undertake if so directed.

**8. *Whether the CEO has the Authority to Enter into Provider Contracts***

Based upon the documents provided, the CEOs for the following entities are specifically authorized to enter into provider contracts on behalf of the entities: GCHP, Cal Optima, PHC, LA Care, and CCAH. The documents provided by the other entities do not specify whether the CEO has the authority to enter into provider contracts although some authorization probably exists in documents or policies not provided. Given the fact that providers sit as commissioners on these entities, delegation of such authorizations lessens potential conflict of issues regarding provider contracts.

**9. *What Policymaking Decisions are Made by the Commission/Board, and which are Delegated to its CEO?***

Based upon the documents received to date, GCHP and PHC are the only entities that specify which decisions are made by the commission and what decisions are delegated to the CEO. GCHP sets out the CEO’s policymaking authority in its “Delineation of Authority Policy”. This policy delegates all provider contracts, vendor contracts that are under \$100,000 annually and final personnel decisions to the CEO. The Commission can provide input and direction but personnel decisions ultimately rest with the CEO. The policy also states that, “actions not specified as being the responsibility of the Commission are delegated to the CEO,” but does not specify those delegated actions, nor does the policy define what non-delegated functions remain with the Commission. PHC designates its CEO’s policymaking authority in its “Financial Chart of Authority—CEO Delegation Policy”. Pursuant to this policy, the CEO is the authorized signor on bank accounts regarding the following areas of cash management: (1) check disbursement; and (2) investments. PHC’s CEO recommends policy in these two areas to the commission and the commission approves the policy. PHC’s CEO also has the authority to approve unbudgeted items up to \$150,000 based on availability of funds in specified categories of transactions (*See Exhibit B for specified categories*). If other entities have established a similar policies, they have not been provided to Gold Coast staff.

In our view, the non-delegable duties are those specifically conferred upon the Commission by the state statute that authorized the creation of the Commission and/or the ordinance passed by the County of Ventura which actually established the Commission, and have always governed by the Commission fiduciary duties.

Specifically, Welfare and Institutions Code Section 14087.53 empowers the Ventura County Board of Supervisors to establish the Commission by ordinance and provide for the membership of the Commission. No specific powers or duties that only the Commission may undertake are expressly provided in the statute. A copy of that statute is attached as Exhibit D.

The ordinance establishing the Commission confers general powers to GCHP and establishes the membership of the Commission and requires the creation of two committees, a provider based committee and a member/consumer based committee and mandates a Cultural Diversity Program. A copy of the ordinance is attached as Exhibit E. That ordinance directs that the Commission to, “design and operate a program or programs, whose mission is to improve the health of its members through the provision of the best possible quality care and services”. This duty to oversee the design and operation of such programs is a non-delegable duty. The implementation and day to day management of these programs can be delegated but ultimately, the Commission is responsible for the programs necessary to provide the best possible quality care and services. The exercise of the Commission oversight is always governed by the Commission’s fiduciary duty.

The fiduciary duty means acting collectively as stewards and policy makers to make sure Gold Coast Health Plan’s Mission is carried out. The Mission is to “design and operate a program or programs to improve the health of its members through the provision of the best possible quality care and services.” As Commissioners, this means carrying out the Mission diligently, responsibly and honestly.

### **Next Steps**

Upon review of the materials, the Subcommittee can make recommendations that can be brought to the Commission for its consideration. If any such changes to the Commission’s governing documents are recommended, they should be prospective only, and not change the terms and positions of current Commission members and officers. This would be consistent with the practice of most public entities when making changes to its governing documents.

#### Attachments:

- Exhibit A: Bylaws and Delineation of Authority
- Exhibit B: Table Tracking Specific Topics of Governance
- Exhibit C: CEO Job Description
- Exhibit D: Welfare and Institutions Code Section 14087.53
- Exhibit E: GCHP’s Governing Ordinance

**AMENDED AND RESTATED BYLAWS FOR THE OPERATION OF  
THE VENTURA COUNTY ORGANIZED HEALTH SYSTEM**

**VENTURA COUNTY MEDI-CAL MANAGED CARE COMMISSION  
(dba Gold Coast Health Plan)**

**Approved: October 24, 2011  
Amended: January 23, 2017**

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# **AMENDED AND RESTATED BYLAWS FOR THE OPERATION OF THE VENTURA COUNTY ORGANIZED HEALTH SYSTEM (dba Gold Coast Health Plan)**

## **ARTICLE I**

### **Name and Mission**

The name of this Commission shall be the Ventura County Medi-Cal Managed Care Commission, hereafter referred to in these Bylaws as the VCMMCC. VCMMCC shall operate under the fictitious name, Gold Coast Health Plan.

The VCMMCC shall design and operate a program or programs, whose mission is to improve the health of its members through the provision of the best possible quality care and services. This will be accomplished by:

- (a) Delivering medical care via a contracted provider network that will improve access to primary, specialty and ancillary services;
- (b) Establishment of mechanisms to assure that medical care services meet appropriate quality of care standards;
- (c) Incorporating a plan of service delivery and implementing reimbursement mechanisms which promote the long-term viability of a locally operated Medi-Cal managed care system and the existing participating provider networks inclusive of “Safety Net” providers herein defined as Medi-Cal disproportionate share hospitals, county clinics, federally qualified health centers, and licensed rural health clinics;
- (d) Implementing a financial plan which includes the creation of a prudent reserve and which provides that if additional surplus funds accrue, they shall be used to expand access, improve benefits and augment provider reimbursement in Ventura County;
- (e) Placing a high priority on prevention, education, early intervention services and case management for enrolled recipients;
- (f) Ensuring that all obligations, statutory, contractual or otherwise, shall be the obligations of the VCMMCC and shall not be the obligations of the County of Ventura or the State of California; and
- (g) Implementing programs and procedures to ensure a high level of member satisfaction.

## ARTICLE II

### Commissioners

The governing board of the VCMMCC shall consist of eleven (11) voting members (“members” or “Commissioners”) who shall be legal residents of Ventura County. Members shall possess the requisite skills and knowledge necessary to design and operate a publicly managed health care delivery system.

Members of the VCMMCC shall be appointed by a majority vote of the Board of Supervisors and shall consist of the following:

(a) Physician Representatives. Three members shall be practicing physicians who serve a significant number of Medi-Cal beneficiaries in Ventura County. One shall be selected from a list with a minimum of three (3) nominees submitted by the Ventura County Medical Association, one shall be selected from a list with a minimum of three (3) nominees submitted by Clinicas Del Camino Real and one shall be selected from a list with a minimum of three (3) nominees submitted by the Ventura County Medical Center Executive Committee.

(b) Private Hospital/Healthcare System Representatives. Two members shall be representatives of private hospitals and healthcare systems operating within Ventura County and shall be selected from a list with a minimum of three (3) nominees submitted by the Hospital Association of Southern California. Nominees shall be from different hospitals and healthcare systems. The two appointed members shall not be affiliated with the same hospital or healthcare system.

(c) Ventura County Medical Center Health System Representative. One member shall be a representative of the Ventura County Medical Center Health System and shall be selected from a list with a minimum of three (3) nominees submitted by the Ventura County Medical Center administration.

(d) Public Representative. One member shall be a member of the Board of Supervisors, nominated and selected by the Board of Supervisors.

(e) Clinicas Del Camino Real Representative. One member shall be the chief executive officer of Clinicas del Camino Real or designee nominated by the Clinicas del Camino Real chief executive officer and approved by the Ventura County Board of Supervisors.

(f) County Official. One member shall be the Ventura County Health Care Agency Director or designee nominated by the Health Care Agency Director and approved by the Board of Supervisors.

(g) Consumer Representative. One member shall be a Medi-Cal beneficiary and/or a representative of an advocacy organization that serves the Medi-Cal population and is

not otherwise represented on the Ventura County Medi-Cal Managed Care Commission. This member shall be appointed from applications submitted to the Ventura County Executive Office after a posting of public notice for the open position.

(h) Ventura County Medical Center Health System Representative. One member shall be the Ventura County Medical Center Family Medicine Residency Program Director or Faculty Designee and approved by the Board of Supervisors.

## **Selection and Terms of Commissioners**

In order to stagger terms with the intent of maintaining experienced members, in the initial cycle of appointments, the following appointees shall serve two-year terms: one of the Ventura County Medical Center Health System Representatives, the Physician Representative nominated by the Ventura County Medical Association, the Public Representative, and one Private Hospital/Healthcare System Representative. All other initial appointments and all subsequent appointments to the VCMCC shall be for four-year terms. No member may serve more than two consecutive four-year terms. Any vacancy will be filled by the Board of Supervisors for the remainder of the unexpired term and shall maintain the balance of representation on the VCMCC. The term of each subsequent appointment shall be deemed to commence on March 15 of the year of the appointment.

A member may resign effective on giving written notice to the Clerk of the VCMCC, 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. The Clerk of the VCMCC shall enter the notice in the proceedings of the Commission. The acceptance of a resignation shall not be necessary to make it effective.

A member may be removed from the VCMCC by a 4/5 vote of the Board of Supervisors.

Nominations to the VCMCC shall be submitted to the Ventura County Executive Office, which shall be responsible for screening nominees and presenting candidates to the Board of Supervisors.

## **ARTICLE III**

### **Officers**

(a) Officers of the VCMCC shall be a Chairperson and Vice-Chairperson.

(b) The Chairperson and the Vice-Chairperson shall be elected by majority vote of the members in attendance at the first meeting of the VCMCC to serve for the remainder of the calendar year in which the first meeting occurs. Officers subsequently elected to these offices, pursuant to the procedures outlined under "Election" below, shall serve a term of two years or until their successor(s) has/have been duly elected.

(c) No individual shall serve more than two consecutive terms in any of the elected officer positions.

### **Election**

- (a) The VCMMCC shall elect officers by majority vote of the members present.
- (b) The election of officers shall be held at the first regular meeting of the VCMMCC after March 15 (or after the date upon which the Board of Supervisors appoints Commissioners for the present term if later than March 15) in every even-numbered year. The two-year terms of office shall be deemed to commence on March 15 of the year of the election, regardless of when the election actually occurs. The officers of the prior term shall continue to preside over any meetings and perform all other functions of their offices until new officers are elected.
- (c) Notwithstanding the normal election process detailed in paragraphs (a) and (b) above, when circumstances warrant it, an election may be held at any time during the year. Circumstances that would warrant a special election include: one or more of the officers wishes to resign as an officer, or one or more of the officers is terminated.

### **Duties**

(a) The Chairperson shall:

1. Preside at all meetings;
2. Execute all documents approved by the VCMMCC;
3. Be responsible to see that all actions of the VCMMCC are implemented; and
4. Maintain consultation with the Chief Executive Officer (CEO).

(b) The Vice-Chairperson shall:

1. Exercise all the responsibilities of the Chairperson in the absence of the Chairperson; and
2. In agreement with the Chairperson, perform all responsibilities mutually agreed upon.



## ARTICLE IV

### Standing Committees

(a) At a minimum, the VCMCC shall establish two (2) committees/advisory boards, one member/consumer based and one provider based. VCMCC staff will be responsible to gather a list of potential appointments and make recommendations to the VCMCC for membership on these boards. Each of the boards shall submit a charter to the VCMCC for approval. All meetings of standing committees shall be subject to the provisions of the Brown Act.

(b) Executive/Finance Committee.

- i. Purpose. The role of the Executive/Finance Committee shall be to assist the CEO and VCMCC accomplish its work in the most efficient and timely way. Meetings of this committee shall be at the request of the Chairperson or CEO to evaluate time sensitive matters. The Committee shall report on all of its activities to the governing board at the next regular meeting of the governing board.
- ii. Membership. The Executive/Finance Committee shall be comprised of the following five (5) Commissioners:
  1. Chairperson.
  2. Vice-Chairperson.
  3. Private hospital/healthcare system representative (to rotate between the two representatives following the representative's resignation from the committee). If the Chairperson and/or Vice-Chairperson is a private hospital/healthcare system representative, then the Commission may appoint any one of its members to fill this position.
  4. Ventura County Medical Center Health System representative. If the Chairperson and/or Vice-Chairperson is a Ventura County Medical Center Health System representative, then the Commission may appoint any one of its members to fill this position.
  5. Clinicas Del Camino Real representative. If the Chairperson and/or Vice-Chairperson is a Clinicas Del Camino Real representative, then the Commission may appoint any one of its members to fill this position.

The CEO and Finance Director will serve as Ex-Officio members to Co-Chair the committee.

Appointments to the Committee shall be made at either the regular meeting in which the Chairperson and Vice-Chairperson are elected or at the next regular meeting immediately thereafter. Appointments may also be made at any regular meeting where the appointment is necessitated by a resignation, termination, vacancy, special election of officers, or other event which results in the Committee lacking full membership.

iii. Duties of the Executive/Finance Committee.

1. Advise the governing board Chairperson on requested matters.
2. Assist the CEO in the planning or presentation of items for governing board consideration.
3. Assist the CEO or VCMMCC staff in the initial review of draft policy statements requiring governing board approval.
4. Assist the CEO in the ongoing monitoring of economic performance by focusing on budgets for pre-operational and operational periods.
5. Review proposed State contracts and rates, once actuary has reviewed and made recommendations.
6. Review proposed contracts for services over the assigned dollar value/limit of the CEO.
7. Establish basic tenets for payment-provider class and levels as related to Medi-Cal rates:
  - PCP
  - Specialists
  - Hospitals ○ LTC
  - Ancillary Providers
8. Recommend auto-assignment policies for beneficiaries who do not select a Primary Care Provider.
9. Review and recommend provider incentive program structure.
10. Review investment strategy and make recommendations.
11. On an annual basis, develop the CEO review process and criteria.
12. Serve as Interview Committee for CEO/CMO/CFO.

13. Assist the governing board and/or the CEO in determining the appropriate committee, if any, to best deal with questions or issues that may arise from time-to-time.
  14. Develop long-term and short-term business plans for review and approval by the governing board.
  15. Undertake such other activities as may be delegated from time-to-time by the governing board.
- iv. Limitations on Authority. The Executive/Finance Committee shall not have the power or authority in reference to any of the following matters:
1. Adopting, amending or repealing any bylaw.
  2. Making final determinations of policy.
  3. Approving changes to the budget or making major structural or contractual decisions (such as adding or eliminating programs).
  4. Filling vacancies or removing any Commissioner.
  5. Changing the membership of, or filling vacancies in, the Executive/Finance Committee.
  6. Hiring or firing of senior executives, but may make recommendations to the governing board as to their appointment, dismissal or ongoing performance.
  7. Taking any action on behalf of the governing board unless expressly authorized by the governing board.

## **ARTICLE V**

### **Special Committees**

Members may be asked to participate on a subcommittee, task force or special project as part of their responsibilities. The VCMMCC may establish a committee(s) or advisory board(s) for any purpose that will be beneficial in accomplishing the work of the VCMMCC.

## **ARTICLE VI**

### **Meetings**

- (a) All meetings shall be subject to the provisions of Chapter 9 (commencing with Section 54950) of Part 1 of Division 2 of Title 5 of the Government Code relating to meetings of local agencies ("Brown Act").
- (b) A regular meeting shall be held monthly. The VCMMCC shall by resolution establish the date, time and location for the monthly meeting. A regular meeting may, for cause, be rescheduled by the Chairperson with 72 hour advance notice.
- (c) Closed session items shall be noticed in compliance with Government Code section 54954.5.
- (d) Special meetings may be called, consistent with the Brown Act, by the Chairperson or by a quorum of the VCMMCC. Notice of such special meeting shall conform to the Brown Act.
- (e) Any meeting at which at least a quorum cannot attend, or for which there is no agenda item requiring action may be cancelled by the Chairperson with 72 hour advance notice.
- (f) A quorum shall be defined as one person more than half of the appointed members of the VCMMCC. For these purposes, "appointed members" excludes unfilled positions and those vacated by resignation or removal. Unless otherwise expressly stated in these bylaws, a majority vote of members present and constituting a quorum shall be required for any VCMMCC action.
- (g) After three (3) absences of any member during a fiscal year, the reasons for the absences will be reviewed by the VCMMCC and it may notify the Board of Supervisors of the absences, if it deems this action appropriate. Three or more absences from regular meetings may be cause for the VCMMCC to recommend dismissal of that member to the Board of Supervisors.

### **Conduct of Meetings**

- (a) The Chairperson shall adhere to the order of items as posted on the agenda. Modifications to the order of the agenda may be made to the extent that (on the advice of counsel) the rearrangement of the agenda items does not violate the spirit or intent of the Brown Act.
- (b) All motions or amendments to motions require a second in order to be considered for action. Upon a motion and a second the item shall be open for discussion before the call for the vote.

(c) Voice votes will be made on all items as read. An abstention will not be recognized except for a legal conflict of interest. In furtherance of the foregoing, an abstention or refusal to vote (not arising from a legal conflict of interest) shall be deemed a vote with the majority of those Commissioners who do vote, except when there is a tie vote and the motion or action fails. For example, if there are 7 Commissioners present at a meeting (none of whom are subject to a legal conflict of interest), (i) a motion passes with 3 votes in favor and 4 Commissioners abstaining, (ii) a motion passes with 3 votes in favor, 2 votes against and 2 Commissioners abstaining; and (iii) a motion fails with 3 votes in favor, 3 votes against and 1 Commissioner abstaining.

(d) A call for a point of order shall have precedence over all other motions on the floor.

(e) Without objection, the Chairperson may continue or withdraw any item. In the event of an objection, a motion to continue or reset an item must be passed by a majority of the members present. A motion to continue or reset an item shall take precedence over all other motions except for a point of order.

(f) An amendment to a motion must be germane to the subject of the motion, but it may not intend an action contrary to the motion. There may be an amendment to the motion and an amendment to an amendment, but no further amendments. In the event the maker of the original motion accepts the amendment(s), the original motion shall be deemed modified. In the event the maker of the original motion does not accept the amendment(s), the amendment(s) shall be voted separately and in reverse order of proposal.

(g) Where these Bylaws do not afford an adequate procedure in the conduct of a meeting, the Chairperson may defer to the most current edition of *Rosenberg's Rules of Order*, to resolve parliamentary questions.

(h) The Chairperson shall be permitted to make motions and vote on all matters to the same extent and subject to the same limitations as other Commissioners.

## **ARTICLE VII**

### **Powers and Duties**

The VCMMCC is responsible for all of the activities described in Article I of these Bylaws and in its enabling ordinance. In furtherance of such responsibility, the VCMMCC shall have the following powers and duties and shall:

(a) Advise the Chief Executive Officer (CEO) and request from the CEO information it deems necessary;

(b) Conduct meetings and keep the minutes of the VCMMCC;

(c) Provide for financial oversight through various actions and methodologies such as the preparation and submission of an annual statement of financial affairs and an estimate of the amount of funding required for expenditures, approval of an annual

budget, receipt of monthly financial briefings and other appropriate action in support of its financial oversight role;

(d) Evaluate business performance and opportunity, and review and recommend strategic plans and business strategies;

(e) Establish, support and oversee the quality, service utilization, risk management and fraud and abuse programs;

(f) Encourage VCMMCC members to actively participate in VCMMCC committees as well as subcommittees;

(g) Comply with and implement all applicable federal, state and local laws, rules and regulations as they become effective;

(h) Provide for the resolution of or resolve conflict among its leaders and those under its leadership;

(i) Respect confidentiality, privacy and avoid any real or potential conflict of interest; and

(j) Receive and take appropriate action, if warranted, based upon reports presented by the CEO (or designated individual). Such reports shall be prepared and submitted to the VCMMCC at least annually.

## **ARTICLE VIII**

### **STAFF**

The VCMMCC shall employ personnel and contract for services as necessary to perform its functions. The permanent staff employed by the VCMMCC shall include, but not be limited to, a Chief Executive Officer (CEO), Clerk and Assistant Clerk.

#### **Chief Executive Officer**

The CEO shall have the responsibility for day to day operations, consistent with the authority conferred by the VCMMCC. The CEO is responsible for coordinating all activities of the County Organized Health System.

The CEO shall:

(a) Direct the planning, organization, and operation of all services and facilities;

(b) Direct studies of organizations, operations, functions and activities relating to economy, efficiency and improvement of services;

- (c) Direct activities which fulfill all duties mandated by federal or state law, regulatory or accreditation authority, or VCMMCC board resolution, and shall bring any conflict between these laws, regulations, resolutions or policy to the attention of the VCMMCC;
- (c) Appoint and supervise an executive management staff, and such other individuals as are necessary for operations. The CEO may delegate certain duties and responsibilities to these and other individuals where such delegated duties are in furtherance of the goals and objectives of the VCMMCC;
- (d) Retain and appoint necessary personnel, consistent with all policies and procedures, in furtherance of the VCMMCC's powers and duties; and
- (f) Implement and enforce all policies and procedures, and assure compliance with all applicable federal and state laws, rules and regulations.

### **Clerk**

The Clerk shall:

- (a) Perform the usual duties pertaining to secretaries;
- (b) Cause to be kept, a full and true record of all VCMMCC meetings and of such special meetings as may be scheduled;
- (c) Cause to be issued notices of regular and special meetings;
- (d) Maintain a record of attendance of members and promptly report to the VCMMCC any member whose position has been vacated; and
- (e) Attest to the Chair or Vice-Chair's signature on documents approved by the VCMMCC.

### **Assistant Clerk**

The Assistant Clerk shall perform the duties of the Clerk in the Clerk's absence.

## **ARTICLE IX**

### **Rules of Order**

The Chairperson shall be responsible for maintaining decorum during VCMMCC meetings. All motions, comments, and questions shall be made through the Chairperson. Any decision by the Chairperson shall be considered final unless an appeal of the decision is requested and passed by a majority of the VCMMCC members present.

## **ARTICLE X**

### **Amendments**

(a) These Bylaws may be amended by an affirmative vote of a majority of the voting members of the VCMMCC. A full statement of a proposed amendment shall be submitted to the VCMMCC at least two weeks prior to the meeting at which the proposed amendment is scheduled to be voted upon.

(b) The Bylaws shall be reviewed annually and amendments to the Bylaws may be proposed by any VCMMCC member.

(c) Bylaws may be suspended on an ad hoc basis upon the affirmative vote of a majority of the VCMMCC members present.

## **ARTICLE XI**

### **Nondiscrimination Clause**

The VCMMCC or any person subject to its authority shall not discriminate against or in favor of any person because of race, gender, religion, color, national origin, age, sexual orientation or disability with regard to job application procedures, hiring, advancement, discharge, compensation, training or other terms or condition of employment of any person employed by or doing business with the VCMMCC or any person subject to its direction pursuant to federal, state or local law.

## **ARTICLE XII**

### **Conflict of Interest and Ethics**

VCMMCC members are subject to conflict of interest laws, including Government Code section 1090 and the 1974 Political Reform Act (Government Code section 8100 et seq.), as modified by Welfare and Institutions Code section 14087.57, and must identify and disclose any conflicts and refrain from participating in any manner in such matters in accordance with the applicable statutes. Members of the VCMMCC agree to adhere to all relevant standards established by state or federal law regarding ethical behavior.

## **ARTICLE XIII**

### **Dissolution**

Pursuant to California Welfare & Institutions Code, section 14087.54:

(a) In the event the Commissioners determine that VCMMCC may no longer function for the purposes for which it was established, at the time that VCMMCC's then existing



obligations have been satisfied or VCMMCC's assets have been exhausted, the Board of Supervisors may by ordinance terminate the VCMMCC.

(b) Prior to the termination of the VCMMCC, the Board of Supervisors shall notify the State Department of Health Care Services ("DHCS") of its intent to terminate VCMMCC. The DHCS shall conduct an audit of VCMMCC's records within 30 days of the notification to determine the liabilities and assets of VCMMCC. The DHCS shall report its findings to the Board of Supervisors within 10 days of completion of the audit. The Board of Supervisors shall prepare a plan to liquidate or otherwise dispose of the assets of VCMMCC and to pay the liabilities of VCMMCC to the extent of VCMMCC's assets, and present the plan to the DHCS within 30 days upon receipt of these findings.

(c) Upon termination of the VCMMCC by the Board of Supervisors, the County of Ventura shall manage any remaining assets of VCMMCC until superseded by a DHCS-approved plan. Any liabilities of VCMMCC shall not become obligations of the County of Ventura upon either the termination of the VCMMCC or the liquidation or disposition of VCMMCC's remaining assets.

(d) Any assets of VCMMCC shall be disposed of pursuant to provisions contained in the contract entered into between the state and VCMMCC.



**POLICY**

**DELINEATION OF AUTHORITY**

1. Any actions not specified as being the responsibility of the Commission are delegated to the CEO including, but not limited to:
  - Negotiation, execution and termination of provider contracts. As new model contracts are developed, Management will present such models to the Executive / Finance Committee as an information item.
  - Negotiation and execution of vendor contracts, subject to thresholds established by the Commission (See Attached: VCOMMCC CEO Signing Authority for Contractual Agreements for Administrative Goods and Services, approved on June 28, 2010).
  - Authority to select, hire, evaluate, terminate and compensate all employees, including the Chief Medical Officer and Chief Financial Officer.
  - Management will inform the Commission of changes in senior executive positions.
  - Authority to establish and amend the staffing plan, provided that any changes to the staffing plan do not change the number of budgeted full-time equivalent employees by more than 10% and that the change does not exceed the total budget.
  - Management will develop a salary range schedule for each established position. While the schedule is not subject to Commission approval, it will be presented to the Commission on an annual basis as an information item.

Amended: November 28, 2011

## **AGENDA ITEM 4A - 1**

### **POLICY**

#### **VCOMMCC CEO Signing Authority for Contractual Agreements for Administrative Goods and Services**

The Ventura County Medi-Cal Managed Care Commission CEO/Interim CEO shall have the authority to enter into contractual agreements and/or Memorandums of Understanding for administrative goods and services, inclusive of Information Technology (IT), up to a \$100,000.00 annually. Agreements shall be based on obtaining a minimum of three bids. Services with an aggregate total value of \$50,000 or less will not require the bidding process. In the event that there is only a single or sole source for the goods or services in excess of \$50,000 required, documentation shall be kept on file to substantiate the following:

- 1 Why the selected product and/or vendor was chosen.
2. What the unique performance factors of the selected product/service are.
3. Why the specific factors are required.
4. Other products/services examined and rejected and the reasons they were rejected.
5. Why other sources providing like goods or services were found to be unacceptable.

The CEO/Interim shall sign administrative services and goods contracts and or agreements above these limits at the direction of the Commission.

Contracts with providers for the delivery of needed and required health care services to beneficiaries shall be exempt from this process.

Approved by Commission  
June 28, 2010

Exhibit B: Table Tracking Specific Topics of Governance for each County Health Organized System

Number and Term Limits of Commissioners/Board Members	Gold Coast Health Plan (Single County Model)	Cal Optima (Single County Model)	San Mateo County Health Plan (Single County Model)	Partnership Health Plan of CA (Dual or Multiple County Model)	Central Coast Alliance for Health (Dual or Multiple County Models)	LA Care Health Plan (Local Initiatives, One COHS and One Private Insurer)	Inland Empire Health Plan (Local Initiatives, One COHS and One Private Insurer)
	<p>There are eleven (11) Commissioners.</p> <p>Term of Commissioners: Four (4) years . No member may serve more than two (2) consecutive four (4) year terms.</p>	<p>There are twelve (12) Directors on the Board and one non-voting member who is the Director of the Health Care Agency.</p> <p>Board members who are on the Orange County Board of Supervisors serve as long as they are on the Board of Supervisors. Other Board Member's terms are four (4) years and they may serve two (2) consecutive terms.</p> <p>A Director who is NOT a Board of Supervisors, will serve a four (4) year term.</p>	<p>There are eleven (11) Commissioners.</p> <p>Term of Commissioners is four (4) years. May serve for up to three (3) terms.</p>	<p>The number of Commissioners is determined by a formula based on the amount of Medi-Cal PHC Members for each [county/region] in the plan. In e.g., 1-25,000 Medi-Cal PHC members = 1 seat, and 25-40,000 = 2 seats.</p> <p>Commissioners serve for a term of four (4) years, with the exception of two (2) at large consumer representatives who serve a two (2) year term. The consumer representatives rotate between the county regions.</p> <p>The Bylaws state that nothing prohibits a person from serving more</p>	<p>Commission consists of twenty-one (21) members.</p> <p>Each member serves a four (4) year term.</p> <p>No term limits.</p>	<p>There are thirteen (13) members on the Board.</p> <p>All Board Members serve a four (4) year term. Board members are limited to two (2) consecutive four (4) year terms.</p>	<p>There are seven (7) Board Members.</p> <p>Terms are two (2) years and no Board member shall serve longer than two (2) consecutive terms.</p>

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<b>Election of Officers &amp; Their Term</b>	Officers are: Chair and Vice-Chair.  Such officers are elected by the Commission and serve a term of two (2) years. No officer may serve more than two (2) consecutive terms.	All Non-Board of Supervisor Board Members, may serve for a maximum two (2) terms.  Officers are: Chair and Vice-Chair.  The Board elects one of its Directors as Chair and Vice-Chair annually for a one (1) year term, or until a successor is elected.  Whether the Chair and Vice-Chair are subject to term limits is not stated.	Officers are: Chair and Vice-Chair.  Such officers are elected by the Commission, annually for a one (1) year term.  Whether the Chair and Vice-Chair are subject to term limits is not stated.	than one (1) term, but does not establish term limits.  Officers are: Chair, and Vice-Chair.  Commission elects officers for a two (2) year term.  Officers are rotated every two (2) years between the four (4) County regions that make up the plan.  Whether the Chair and Vice-Chair are subject to term limits is not stated.	Officers are: Chair, Vice-Chair, Commissioners elect officers to a one (1) year term.  Whether the Chair and Vice-Chair are subject to term limits is not stated.	Officers are: Chair, and Vice-Chair, Treasurer, Secretary.  The terms are one (1) year.  Whether the Chair and Vice-Chair are subject to term limits is not stated.	Officers are: Chair and Vice Chair.  The terms are one (1) year. The position of the Chair shall rotate each year between board members of San Bernardino and Riverside Counties.  Whether the Chair and Vice-Chair are subject to term limits is not stated

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<b>Does Vice-Chair become Chair?</b>	No.	No.	No.	No.	No.	No.	No.
<b>Commission/Board: Is there a Dedicated Seat for a Consumer Representative, and if so, how many?</b>	Yes. There is one (1).	Yes. There is one (1)	Yes. There are four (4) public members as follows: 1. A beneficiary or representative of beneficiaries. 2. Representative of senior and/or union communities. 3. Business community representative. 4. Public member at large.	Yes. There are two (2).	Yes. There are six (6).	Yes. There are two (2): one (1) is a member and the other is a member advocate.	No specific requirements in the JPA agreement but the Board currently has a public member but not defined.
<b>Executive Committee: Are there Required Consumer Representatives, and if so, how many?</b>	No.	Unknown.	Unknown.	No. The bylaws reference a Finance Committee but	No.	Unknown. The bylaws do NOT create an Executive Committee but the	No.

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<b>What Personnel Decisions have been Delegated to the CEO, if any?</b>	<p>CEO shall retain and appoint necessary personnel, consistent with all policies and procedures, in furtherance of the Commission's powers and duties.</p> <p>Inform the Commission of changes in senior executive positions. Executive Finance shall serve as Interview Committee for CEO/CMO/CFO.</p>	<p>The CEO may employ and discharge (subject to the pleasure of the Board, any contract of employment, and CalOptima personnel employment policies) such subordinate officers and employees as are necessary for the purpose of carrying out the normal functions of CalOptima.</p>	<p>The Executive Director is the direct and executive representative in the management of the affairs and activities of the Commission. The Executive Director shall designate the Finance Director of the Commission and may appoint and engage individuals to full such other executive, administrative and management positions for the</p>	<p>there is nothing in the bylaws that specifies the membership or term of office for members of the Finance Committee</p> <p>All personnel serve at the pleasure of the CEO subject to any contract between the employee and the Commission or any applicable personnel policies.</p>	<p>CEO is responsible for the management and hiring of personnel subject to personnel policies which are the responsibility of the CEO to establish and carry out. All personnel shall serve at the pleasure of the CEO subject to any personnel policies adopted by the Commission. Only the CEO has the authority to approve</p>	<p>current committee has one consumer representative member.</p> <p>CEO shall designate a CFO, and may also appoint and engage individuals to fill such other executive, administrative, and management positions as the Board shall authorize by resolution. All personnel shall serve at the pleasure of the CEO, subject to any contract of employment between LA Care and any such employee and the</p>	<p>Chief administration has the power to appoint, remove and transfer employees except the attorney agencies.</p>

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<b>Spending Authority of CEO and Commission/Board for Contracts</b>	The CEO has the authority to enter into contracts and/or MOU's for administrative goods and services, inclusive of IT up to \$100K annually.	Funding for all requisitions shall be approved by the Board through: (1) Annual operating or capital budget; (2) Specific Board actions; or (3) Budget	All goods and service contracts of 10K or more must be made through an RFP and pursuant to a Commission approved resolution.	The CEO has the authority to approve <i>unbudgeted</i> items up to \$150,000 based on availability of funds in the following categories of transactions: (1)	The spending authority and limits are approved by the Commission. Expenditures are divided by budgeted and non-budgeted expenditures. The only spending	Various levels of expenditure.	Not Provided.



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		<p>allocation change.</p> <p>The Board has delegated requisition authority to the CEO.</p>		<p>State and Federal revenue contracts; (2) "other source" of revenue contracts; (3) provider contracts; (4) pharmacy contracts; (5) enhanced member benefits; (6) "other healthcare costs: contracts"; (7) quality improvement program; (8) staffing and salary increases; (9) employee benefits; (10) administrative expenses contracts; (11) administrative expense contracts; and (12) capital purchases.</p> <p>Items approved over \$50,000 are reported to the Board at a</p>	<p>limit that requires Board approval; are non-budgeted expenditures over 150K.</p>		

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<b>Does the CEO have the Authority to enter into Provider Contracts ?</b>	Yes. The CEO is vested with the responsibility to negotiate, execute and terminate provider contracts.	Contracts for the provision of healthcare services must be coordinated by the Provider Operations Department with approval of an appropriate signing party under Cal Optima Policy No. GA.3202 "Cal Optima Signature Authority", within limits delegated by the Board, and with approval of the contract template and any deviations therefrom by approval from legal counsel.	N/A Not specified in the materials provided.	subsequent meeting. Yes. The CEO reviews and authorizes all provider contracts. The CEO can also delegate authorization to the Deputy Director/COO and/or CFO based on approved internal policy and within budget.	Yes. The CEO has the authority to sign, renew, and amend provider contracts. Any changes to provider payment policies require Board's approval before being implemented into contracts.	Yes. The CEO has the final approval of provider contracts as delegated through the Plan's "policy" (type of policy not specified).	N/A Not specified in materials provided.

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<p><b>What Policymaking Decisions are Made by the Commission/Board, and which are Delegated to the CEO?</b></p>	<p>Executive/Finance Committee: Assists the CEO or Commission staff in initial review of draft policy statements requiring Board approval.</p> <p>Executive Finance Committee reviews proposed state contracts and rates; reviews contracts over \$100,000, establishes basic tenants for payment – provider class and levels; recommend auto assignment policy; recommend provider incentive program structure, make investment strategy recommendations; develops long and short term</p>	<p>Unknown.</p>	<p>Unknown.</p>	<p>The CEO is the authorized signor on bank accounts regarding the following areas of cash management: (1) check disbursement; and (2) investments. CEO recommends policy in these two areas to the Commission and the Commission approves the policy.</p>	<p>Unknown.</p>	<p>Unknown.</p>	<p>Unknown.</p>

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	<p>business plans. Executive Finance Committee shall NOT make final determinations on policy.  Executive Finance Committee also recommends auto-assignment policies for beneficiaries who do not select a Primary Care Provider.  The Commissions powers and duties include: provide financial oversight, evaluate business performance care opportunity, review and recommend strategic plans and business strategies; establish, support and oversee</p>						

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	quality, service utilization, risk management and fraud and abuse programs.						



**Department:** CY6/105-00 Executive

**FLSA Status:** Exempt

**Grade/Level:**

**Job Type:** Regular

## CHIEF EXECUTIVE OFFICER

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### **WORK SCHEDULE**

Travel; work protracted and irregular hours and evening meetings, or work unusual hours for meeting attendance or participation in specific projects or programs.

### **POSITION SUMMARY**

Reporting to the Ventura County Medi-Cal Managed Care Commission (Commission), develop and direct the successful implementation of short- and long-term strategic goals and plans for Gold Coast Health Plan (Plan); provide direction and oversight of programs and functional areas of the Plan through division/department directors; actively demonstrate leadership in the development of health policy affecting underserved residents of Ventura County; develop and maintain positive working relationships with providers, members, community representatives, and federal, state, and county agencies on behalf of the Plan; and attract and retain the talent necessary to effectively manage the Plan. This position shall maintain oversight of all aspects of the Plan. This position also provides the Commission with regular informational updates on significant matters, as well as notice prior to implementation of changes to executive staff, re-organizations, salary schedule changes, etc.

In light of the COVID-19 pandemic, the State of California anticipates a huge surge in Medi-Cal enrollment expected to result in an influx of Plan members, as well as a protracted period of economic uncertainty and forecasted downturn. As such, this position must have expertise with public agencies that administer Medi-Cal managed care plans, preferably with County Organized Health Systems (COHS), as well as the skills to responsibly manage challenging public agency budgets. This position will be required to rapidly address a complex and fast-changing, post-COVID-19 regulatory landscape, as well as address the likely financial constraints and deficits accompanying the forecasted economic downturn.

### **ESSENTIAL FUNCTIONS**

#### **Reasonable Accommodations Statement**

To accomplish this job successfully, an individual must be able to perform, with or without reasonable accommodation, each essential function satisfactorily. The requirements listed below as essential functions represent the knowledge, skill, or ability required for this position. Reasonable accommodations that do not cause an undue hardship may be made for individuals with disabilities.

#### **Essential Functions Statement(s)**

- Commission Administration and Support – Develops policy recommendations for Commission consideration by advising and communicating with Commissioners; being the primary contact point between the Commission and staff; supporting operations and administration through timely agendas for meetings that are reflective of issues, opportunities, and priorities; oversees the Clerk of the Commission activities, and provides a written report for all Commission meetings; communicates regular information updates to the Commission on significant matters, including but not limited to grievances, major financial losses/gains affecting budget, major projects; and provides notice, prior to implementation, of changes to executive staff, re-organizational efforts; salary schedule changes; etc.
- Collaborate with the executive team and business unit leaders in setting the strategic direction and in developing effective metrics to measure progress. Provide creative, innovative, and resourceful solutions to evolving regulatory developments and service challenges necessitated by the COVID-19 pandemic. Monitor performance against specific business goals and objectives ensuring compliance with regulatory requirements and company policies.
- Identify and address areas of improvement relating to fiscal responsibility. Adapt, train, and implement changes quickly as necessary to address financial constraints and deficits caused by the anticipated economic downturn following the COVID-19 pandemic.
- Establish relationships and serve as the principle contact with community leaders, providers, and regulatory agencies relative to the Plan's lines of business. Utilize network of contacts to influence outcomes consistent with the Plan's long-term strategies and short-term goals.
- Establish and implement the policies, procedures and practices of the Plan, as directed by the Commission, and in the best interests of Plan's members in the operation of the Medi-Cal managed care program.
- Act as the duly authorized representative of the Plan in all matters in which the Commission has not formally designated some other person to act.



**Department:** CY6/105-00 Executive  
**FLSA Status:** Exempt  
**Grade/Level:**  
**Job Type:** Regular

- Thorough knowledge and application of all relevant Federal and California public agency rules and regulations. Ability to keep current on fast-evolving changes to the regulatory landscape necessitated in response to the COVID-19 pandemic and resulting influx in Plan member enrollment.
- Manage and direct the operations of the Plan, with sound personnel, financial, accounting and statistical information practices, such as preparation of budgets and forecasts, maintenance of proper financial and other statistical records, collection of data required by governmental and accrediting agencies and special studies and reports required for efficient operation of the Plan.
- Provide leadership by promoting morale and resolving conflicts and problems. Ability to work in a coordinated manner on dispute resolution with the Plan's Chief Diversity Officer.
- Implement community relations activities, including, public appearances and responsive communication with the media.
- Develop and maintain positive ongoing relations with local, state, and federal government officials and agencies.
- Inform the Commission of governmental legislation and regulations and requirements of official agencies and accrediting bodies, which affect the planning and operation of the facilities, services and programs sponsored by the Plan, and maintain appropriate liaison with governments and accrediting agencies and implement actions necessary for compliance.
- Employ and discharge, subject to the pleasure of the Commission, any contract employment, and Plan personnel employment policies.
- Act as administrator of all contracts to which the Plan is a party.
- Provide the Commission, its Committees, with adequate staff support.
- Send periodic reports to the Commission on the overall activities of the Plan and its finances and financial status, as well as pertinent federal, state, and local developments that effect the Plan's operations.
- Maintain insurance or self-insurance to cover the physical properties and activities of the Plan.
- Develop, amend, promulgate, and implement personnel policies for the Plan.
- Other projects and duties as assigned.

## **POSITION QUALIFICATIONS**

### **Competency Statement(s)**

- Proficiency – Ability to perform each essential duty of the work group type efficiently, safely, and in an acceptable manner.
- Efficiency – Ability to identify and adapt to a quickly evolving regulatory and economic landscape. Ability to address new issues and challenges with creativity, innovative solutions, and resourcefulness. Commitment to fiscal responsibility and identifying and resolving financial constraints and deficits caused by the anticipated economic downturn resulting from the COVID-19 pandemic and address Plan's operation and staffing as necessary to provide services to the anticipated influx of new Plan members.
- Leadership - Ability to influence others to perform their jobs effectively and to be responsible for making decisions.
- Relationship Building - Ability to effectively build relationships with customers, co-workers, and community.
- Strategic Planning - Ability to develop a vision for the future and create a culture in which the long range goals can be achieved.
- Accountability - Ability to accept responsibility and account for his/her actions. Ability and desire to communicate with and update the Commission regarding significant matters. Ability to provide notice to the Commission prior to implementation of proposed changes to executive staff, re-organizations, salary schedule, etc.
- Management Skills - Ability to organize and direct oneself and effectively supervise others.
- Diversity Oriented - Ability to work effectively with people regardless of their age, gender, race, ethnicity, religion, or job type.

## **SKILLS & ABILITIES**

**Education:** Bachelor's Degree (four year college or technical school): Required Master's Degree Preferred, Field of Study: Health care, public administration or business.

**Experience:** A minimum of 15 years of experience in healthcare field, having significant experience working with public agencies in the public health arena and preferably administering prepaid health delivery systems in a responsible position. Extensive experience in health care, and particularly managed care, or financial services and demonstrated knowledge and experience in managed care operations in the areas of provider contracting, negotiations, claims, fiscal management, and medical services; and making presentations is required. Experience with Medi-Cal



**Department:** CY6/105-00 Executive

**FLSA Status:** Exempt

**Grade/Level:**

**Job Type:** Regular

and/or government health care programs and related public policy strongly preferred. Experience operating a public agency, working with a governing board or Commission; knowledge of Brown Act, Public Records Act and other public agency regulatory requirements recommended.

**Computer Skills:** Ability to utilize industry standard equipment and contemporary electronic communications platforms.

**Certifications & Licenses:** All licenses and certificates must be maintained as a condition of employment.

- Possession of, or ability to obtain, a valid appropriate California driver's license.
- Maintain a satisfactory driving record.
- MBA or MPA or similar degree is preferred.

**Other Requirements:** **Knowledge of:** Business principles and techniques of administration, organization, and management including an in-depth understanding of the key business issues that exist in the health care industry. Principles, practices, techniques, and theories of strategic and operational planning, health care economics, personnel administration, federal, state and local laws, marketing, financial and cost analysis, trends in the health care industry, and primary health care administrative. Principles, practices, techniques, and theories of management and supervision, including selecting, training, delegating, advising, mentoring, evaluating, and disciplining.

**PHYSICAL DEMANDS**

- N (Not Applicable)** Activity is not applicable to this position.
- O (Occasionally)** Position requires this activity up to 33% of the time (0 - 2.5+ hrs/day)
- F (Frequently)** Position requires this activity from 33% - 66% of the time (2.5 - 5.5+ hrs/day)
- C (Constantly)** Position requires this activity more than 66% of the time (5.5+ hrs/day)

<b>Physical Demands</b>		<b>Lift/Carry</b>	
Stand	F	10 lbs or less	O
Walk	F	11-20 lbs	O
Sit	F	21-50 lbs	O
Manually Manipulate	O	51-100 lbs	N
Reach Outward	O	Over 100 lbs	N
Climb	N	<b>Push/Pull</b>	
Crawl	N	12 lbs or less	O
Squat or Kneel	O	13-25 lbs	O
Bend	O	26-40 lbs	N
Grasp	O	41-100 lbs	N
Speak	F		

**Other Physical Requirements**

- Vision (Near, Distance, Color, Peripheral, Depth)
- Speech and hearing sufficient to communicate and lead

**WORK ENVIRONMENT**

The work environment described here is generally representative of those an employee encounters while performing the essential functions of this job. Reasonable accommodations that do not cause an undue hardship may be made for individuals with disabilities to perform the essential functions.

Prepared by: Date: \_\_\_\_\_

Approval Signature: Date: \_\_\_\_\_

Approval: Date: \_\_\_\_\_





Deering's California Codes Annotated  
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\*\*\* Deering's California Codes are current with urgency legislation through Chapter 8 \*\*\*  
 of the 2016 Regular Session and Chapter 3 of the 2015-16 2nd Extraordinary Session.

WELFARE AND INSTITUTIONS CODE  
 Division 9. Public Social Services  
 Part 3. Aid and Medical Assistance  
 Chapter 7. Basic Health Care  
 Article 2.8. County Health Systems

#### GO TO CALIFORNIA CODES ARCHIVE DIRECTORY

*Cal Wel & Inst Code § 14087.53 (2016)*

#### **§ 14087.53. Establishment of special commission in Ventura County**

(a) It is necessary that a special commission be established in Ventura County in order to meet the problems of the delivery of publicly assisted medical care in the county and to demonstrate ways of promoting quality care and cost efficiency. Because there is no general law under which such a commission could be formed, the adoption of a special act and the formation of a special commission is required.

(b) The Board of Supervisors of Ventura County may, by ordinance, establish a commission to negotiate the exclusive contract specified in Section 14087.5 and to arrange for the provision of health care services provided pursuant to this chapter, and to enter into contracts for the provision of health care services to subscribers in the Healthy Families Program. If the board of supervisors elects to enact this ordinance, all rights, powers, duties, privileges, and immunities vested in a county by this article shall be vested in the county commission. Any reference in this article to "county" shall mean the commission established pursuant to this section.

(c) The enabling ordinance shall specify the membership of the county commission, the qualifications for individual members, the manner of appointment, selection, or removal of commissioners, and how long they shall serve, and any other matters as the board of supervisors deems necessary or convenient for the conduct of the county commission's activities. The commission so established shall be considered an entity separate from the county, shall file the statement required by *Section 53051 of the Government Code*, and shall have, in addition to the rights, powers, duties, privileges, and immunities previously conferred, the power to acquire, possess, and dispose of real or personal property, as may be necessary for the performance of its functions, to employ personnel and contract for services required to meet its obligations, and to sue or be sued. Any obligations of the commission, statutory, contractual, or otherwise, shall be the obligations solely of the commission and shall not be the obligations of the county or of the state.

(d) Upon creation, the commission may borrow from the county and the county may lend the commission funds, or issue revenue anticipation notes to obtain those funds necessary to commence operations.

(e) In the event the commission may no longer function for the purposes for which established, at such time as the commission's then existing obligations have been satisfied or the commission's assets have been exhausted, the board of supervisors may by ordinance terminate the commission.

(f) Prior to the termination of the commission, the board of supervisors shall notify the State Department of Health Services of its intent to terminate the commission. The department shall conduct an audit of the commission's records within 30 days of notification to determine the liabilities and assets of the commission. The department shall report its findings to the board within 10 days of completion of the audit. The board shall prepare a plan to liquidate or otherwise dispose of the assets of the commission and to pay the liabilities of the commission to the extent of the commission's assets, and present the plan to the department within 30 days upon receipt of these findings.

(g) Any assets of the commission shall be disposed of pursuant to provisions contained in the contract entered into between the state and the commission pursuant to this article.

(h) It is the intent of the Legislature that if such a commission is formed, the County of Ventura shall, with respect to its medical facilities and programs, occupy no greater or lesser status than any other health care provider in negotiating with the commission for contracts to provide health care services.

(i) Upon termination of the commission by the board, the County of Ventura shall manage any assets of the commission until superseded by a department approved plan. Any liabilities of the commission shall not become obligations of the county upon either the termination of the commission or the liquidation or disposition of the commission's remaining assets.

#### **HISTORY:**

Added Stats 1986 ch 399 § 1, effective July 17, 1986. Amended Stats 1993 ch 654 § 2 (SB 256); Stats 1997 ch 625 § 7 (AB 1572), effective October 3, 1997.

#### **NOTES:**

##### **Editor's Notes**

For contingency, see *W & I C § 14087.5*.

#### **Amendments:**

##### **1993 Amendment:**

(1) Added subdivision designations (a) through (i); (2) substituted the last sentence of subd (f) for the former last sentence which read: "The board shall present a plan to resolve all liabilities of the commission to the department within 30 days upon receipt of these findings."; and (3) amended subd (i) by (a) deleting "Notwithstanding the other provisions of this section" at the beginning; and (b) substituting "manage any assets" for "be responsible for any liabilities"; and (c) adding the last sentence.

##### **1997 Amendment:**

Added ", and to enter into contracts for the provision of health care services to subscribers in the Healthy Families Program" at the end of the first sentence of subd (b).

##### **Hierarchy Notes:**

Div. 9, Pt. 3, Ch. 7, Art. 2.8 Note

ORDINANCE NO. 4552

**AN ORDINANCE OF THE VENTURA COUNTY BOARD OF SUPERVISORS, REPEALING AND REENACTING, AS AMENDED, ARTICLE 6, CHAPTER 3, DIVISION 1 OF THE VENTURA COUNTY ORDINANCE CODE (COUNTY ORGANIZED HEALTH SYSTEM)**

**The Board of Supervisors of the County of Ventura ordains as follows:**

**SECTION 1: Repeal of Existing Ventura County Organized Health System Ordinance**

Ordinance No. 4481 of the County of Ventura, which repealed Ordinance No. 4409 and reenacted article 6 of chapter 3 of division 1 of the Ventura County Ordinance Code, is hereby repealed.

**SECTION 2: Enactment of Ventura County Organized Health System Ordinance**

Article 6 of chapter 3 of division 1 of the Ventura County Ordinance Code is hereby amended and reenacted as follows:

**Chapter 3.**

**Article 6. County Organized Health System**

1380 General Provisions.

1380-1.

Pursuant to Welfare and Institutions Code section 14087.54, there is hereby formed a commission, referred to in this Article as the Ventura County Medi-Cal Managed Care Commission.

1380-2.

The Ventura County Medi-Cal Managed Care Commission is empowered to negotiate and enter into exclusive contracts with the State of California Department of Health Care Services pursuant to Welfare and Institutions Code section 14087.5, and to arrange for the provision of health care services under division 9, part 3, chapter 7 of the Welfare and Institutions Code. The Ventura County Medi-Cal Managed Care Commission is also authorized to:

- (a) Enter into contracts for the provision of health care services to persons who are eligible to receive medical benefits, subject to the limitations of Welfare and Institutions

Code section 14087.54, subdivision (b)(2);

(b) Provide health care delivery systems for:

(1) persons who are eligible to receive medical benefits under both the Medicare program as defined in title 18 of the Federal Social Security Act (42 U.S.C. § 1395 et seq.) and under the Medicaid program as defined in title 19 of the Federal Social Security Act (42 U.S.C. § 1396 et seq.), and/or

(2) persons who are eligible to receive medical benefits under the Medicaid program as defined in title 19 of the Federal Social Security Act (42 U.S.C. § 1396 et seq.);

(c) File the statement required by Government Code section 53051;

(d) Acquire, possess, and dispose of real or personal property, as may be necessary for the performance of its functions;

(e) Employ personnel and contract for services required to meet its obligations;

(f) Sue and be sued; and

(g) Enter into agreements under chapter 5 (commencing with section 6500) of division 7 of title 1 of the Government Code.

### 1380-3.

The Ventura County Medi-Cal Managed Care Commission shall for all purposes be an entity separate from the County of Ventura, and shall be deemed a public entity for purposes of division 3.6 (commencing with section 810) of title 1 of the Government Code. Any obligations of the Ventura County Medi-Cal Managed Care Commission (statutory, contractual, or otherwise) shall be the obligations solely of the Ventura County Medi-Cal Managed Care Commission and shall not be obligations of the County of Ventura or the State of California.

### 1380-4.

The Ventura County Medi-Cal Managed Care Commission shall design and operate a program or programs, whose mission is to improve the health of its members through the provision of the best possible quality care and services. This will be accomplished by:

(a) Delivering medical care via a contracted provider network that will improve access to primary, specialty and ancillary services;

(b) Establishment of mechanisms to assure that medical care services meet appropriate quality of care standards;

(c) Incorporating a plan of service delivery and implementing reimbursement mechanisms which promote the long-term viability of a locally operated Medi-Cal managed care system and the existing participating provider networks inclusive of "Safety Net" providers herein defined as Medi-Cal disproportionate share hospitals, county clinics, federally qualified health centers, and licensed rural health clinics;

(d) Implementing a financial plan which includes the creation of a prudent reserve and which provides that if additional surplus funds accrue, they shall be used to expand access, improve benefits and augment provider reimbursement in Ventura County;

(e) Placing a high priority on prevention, education, early intervention services and case management for enrolled recipients;

(f) Ensuring that all obligations, statutory, contractual or otherwise, shall be the obligations of the Ventura County Medi-Cal Managed Care Commission and shall not be the obligations of the County of Ventura or the State of California; and

(g) Implementing programs and procedures to ensure a high level of member satisfaction.

#### 1381 Board of Directors (Commission)

##### 1381-1.

The governing board of the Ventura County Medi-Cal Managed Care Commission shall consist of eleven (11) voting members. It is

desirable that members of the Ventura County Medi-Cal Managed Care Commission possess skills and knowledge in the design and operation of a publicly managed health care delivery system.

1381-2.

Members of the Ventura County Medi-Cal Managed Care Commission shall be appointed by a majority vote of the Board of Supervisors and shall consist of the following:

a. Three members shall be practicing physicians who serve a significant number of Medi-Cal beneficiaries in Ventura County. One shall be selected from a list with a minimum of three (3) nominees submitted by the Ventura County Medical Association, one shall be selected from a list with a minimum of three (3) nominees submitted by Clinicas Del Camino Real and one shall be selected from a list with a minimum of three (3) nominees submitted by the Ventura County Medical Center Executive Committee. (Physician Representatives)

b. Two members shall be representatives of private hospitals and healthcare systems operating within Ventura County and shall be selected from a list with a minimum of three (3) nominees submitted by the Hospital Association of Southern California. Nominees shall be from different hospitals and healthcare systems. The two appointed members shall not be affiliated with the same hospital or healthcare system. (Private Hospital/Healthcare System Representatives)

c. One member shall be a representative of the Ventura County Medical Center Health System and shall be selected from a list with a minimum of three (3) nominees submitted by the Ventura County Medical Center System Administration. (Ventura County Medical Center System Representative)

d. One member shall be a member of the Board of Supervisors, nominated and selected by the Board of Supervisors. (Public Representative)

e. One member shall be the Chief Executive Officer of Clinicas del Camino Real or designee nominated by the Clinicas del Camino Real Chief Executive Officer. (Clinicas Del Camino Real Representative)

f. One member shall be the Ventura County Health Care Agency Director or designee nominated by the Health Care Agency Director. (Ventura County Health Care Agency Representative)

g. One member shall be a Medi-Cal beneficiary and/or a representative of an advocacy organization that serves the Medi-Cal population and is not otherwise represented on the Ventura County Medi-Cal Managed Care Commission. This member shall be appointed from applications submitted to the Ventura County Executive Office after a posting of public notice for the open position. (Consumer Representative)

h. One member shall be a representative of the County of Ventura nominated by the Ventura County Executive Officer. (County of Ventura Representative)

### 1381-3.

In order to stagger terms with the intent of maintaining experienced members, in the initial cycle of appointments, the following appointees shall serve two-year terms: One of the Ventura County Medical Center Health System Representatives, the Physician Representative nominated by the Ventura County Medical Association, the Public Representative, and one Private Hospital/Healthcare System Representative. All other initial appointments and all subsequent appointments to the Ventura County Medi-Cal Managed Care Commission shall be for four-year terms. No member may serve more than two consecutive four-year terms. Any vacancy will be filled by appointment by the Board of Supervisors for the remainder of the unexpired term and shall maintain the balance of representation on the Ventura County Medi-Cal Managed Care Commission.

A member may be removed from the Ventura County Medi-Cal Managed Care Commission by a 4/5 vote of the Board of Supervisors.

Nominations to the Ventura County Medi-Cal Managed Care Commission shall be submitted to the Ventura County Executive Office, which shall be responsible for screening nominees and presenting candidates to the Ventura County Board of Supervisors. Appointments will be based on the individuals' knowledge of the healthcare needs of women, children, seniors, and/or the disabled, and business, finance and/or political experience.

1381-4.

Procedures for the conduct of business not otherwise specified in this Article shall be contained in bylaws adopted by the Ventura County Medi-Cal Managed Care Commission.

1381-5.

The Ventura County Medi-Cal Managed Care Commission may establish a committee(s) or advisory board(s) for any purpose that will be beneficial in accomplishing the work of the Ventura County Medi-Cal Managed Care Commission. At a minimum, two (2) committees/advisory boards shall be established, one member/consumer based and one provider based.

1382 Cultural Diversity Program

The Ventura County Medi-Cal Managed Care Commission shall establish a Cultural Diversity Program to ensure that employees, contractors and recipients of health care services are treated with respect and without discrimination. The governing board of the Ventura County Medi-Cal Managed Care Commission shall appoint a Chief Diversity Officer, who shall be responsible for implementation of the Cultural Diversity Program, and shall provide staff and resources for the Chief Diversity Officer as necessary and appropriate. The Chief Diversity Officer shall report directly to the governing board of the Ventura County Medi-Cal Managed Care Commission, and shall have the authority, independent of any other executive officer, to take disciplinary action against any employee, except the chief executive officer, for failure to comply with the Cultural Diversity Program. The Chief Diversity Officer shall also provide reports to the Ventura County Board of Supervisors, through the County's Chief Executive Officer, on a quarterly or more frequent basis.



**SECTION 3:** This ordinance shall take effect and be in full force and effect thirty (30) days after its passage. Before the expiration of fifteen (15) days after passage of this ordinance it shall be published once with the names of the members of the Board of Supervisors voting for and against the ordinance in the Ventura County Star, a newspaper of general circulation published in the State of California.

**PASSED AND ADOPTED** this 10th day of December, 2019, by the following vote:

AYES: *Supervisor Parks, Long, Huber, Zaragoza, Bennett*

NOES: *None*

ABSENT: *None*

  
\_\_\_\_\_  
CHAIR, BOARD OF SUPERVISORS

ATTEST: MICHAEL POWERS,  
Clerk of the Board of Supervisors,  
County of Ventura, State of California.

By:   
Deputy Clerk of the Board



ORDINANCE NO. **4481**

**AN ORDINANCE OF THE VENTURA COUNTY BOARD OF SUPERVISORS, REPEALING AND REENACTING, AS AMENDED, ARTICLE 6, CHAPTER 3, DIVISION 1 OF THE VENTURA COUNTY ORDINANCE CODE (COUNTY ORGANIZED HEALTH SYSTEM)**

**The Board of Supervisors of the County of Ventura ordains as follows:**

**SECTION 1: Repeal of Existing Ventura County Organized Health System Ordinance**

Ordinance No. 4409 of the County of Ventura, which enacted Article 6 of Chapter 3 of Division 1 of the Ventura County Ordinance Code, is hereby repealed.

**SECTION 2: Enactment of Ventura County Organized Health System Ordinance**

Article 6 of Chapter 3 of Division 1 of the Ventura County Ordinance Code is hereby amended and reenacted as follows:

**Chapter 3.**

**Article 6. County Organized Health System**

**1380 General Provisions.**

**1380-1.**

Pursuant to Welfare and Institutions Code section 14087.54, there is hereby formed a commission, referred to in this Article as the Ventura County Medi-Cal Managed Care Commission.

**1380-2.**

The Ventura County Medi-Cal Managed Care Commission is empowered to negotiate and enter into exclusive contracts with the State of California Department of Health Care Services pursuant to Welfare and Institutions Code section 14087.5, and to arrange for the provision of health care services under Division 9, Part 3, Chapter 7 of the Welfare and Institutions Code. The Ventura County Medi-Cal Managed Care Commission is also authorized to:

- (a) Enter into contracts for the provision of health care services to persons who are eligible to receive medical benefits, subject to the limitations of Welfare and Institutions

The Ventura County Medi-Cal Managed Care Commission shall design and operate a program or programs, whose mission is to improve the health of its members through the provision of the best possible quality care and services. This will be accomplished by:

(a) Delivering medical care via a contracted provider network that will improve access to primary, specialty and ancillary services;

(b) Establishment of mechanisms to assure that medical care services meet appropriate quality of care standards;

(c) Incorporating a plan of service delivery and implementing reimbursement mechanisms which promote the long-term viability of a locally operated Medi-Cal managed care system and the existing participating provider networks inclusive of "Safety Net" providers herein defined as Medi-Cal disproportionate share hospitals, county clinics, federally qualified health centers, and licensed rural health clinics;

(d) Implementing a financial plan which includes the creation of a prudent reserve and which provides that if additional surplus funds accrue, they shall be used to expand access, improve benefits and augment provider reimbursement in Ventura County;

(e) Placing a high priority on prevention, education, early intervention services and case management for enrolled recipients;

(f) Ensuring that all obligations, statutory, contractual or otherwise, shall be the obligations of the Ventura County Medi-Cal Managed Care Commission and shall not be the obligations of the County of Ventura or the State of California;

(g) Implementing programs and procedures to ensure a high level of member satisfaction.

1381 Board of Directors (Commission)

1381-1.

The governing board of the Ventura County Medi-Cal Managed Care Commission shall consist of eleven (11) voting members who shall be legal residents of the County of Ventura. Members of the

f. One member shall be the Ventura County Health Care Agency Director or designee nominated by the Health Care Agency Director and approved by the Ventura County Board of Supervisors. (County Official)

g. One member shall be a Medi-Cal beneficiary and/or a representative of an advocacy organization that serves the Medi-Cal population and is not otherwise represented on the Ventura County Medi-Cal Managed Care Commission. This member shall be appointed from applications submitted to the Ventura County Executive Office after a posting of public notice for the open position. (Consumer Representative)

h. One member shall be a representative of the County of Ventura nominated by the Ventura County Executive Officer and approved by the Board of Supervisors. (Ventura County Representative)

**1381-3.**

In order to stagger terms with the intent of maintaining experienced members, in the initial cycle of appointments, the following appointees shall serve two-year terms: One of the Ventura County Medical Center Health System Representatives, the Physician Representative nominated by the Ventura County Medical Association, the Public Representative, and one Private Hospital/Healthcare System Representative. All other initial appointments and all subsequent appointments to the Ventura County Medi-Cal Managed Care Commission shall be for four-year terms. No member may serve more than two consecutive four-year terms. Any vacancy will be filled by the Board of Supervisors for the remainder of the unexpired term and shall maintain the balance of representation on the Ventura County Medi-Cal Managed Care Commission.

A member may be removed from the Ventura County Medi-Cal Managed Care Commission by a 4/5 vote of the Board of Supervisors.

Nominations to the Ventura County Medi-Cal Managed Care Commission shall be submitted to the Ventura County Executive Office, which shall be responsible for screening nominees and presenting candidates to the Ventura County Board of Supervisors. Appointments will be based on the individuals' knowledge of the

PASSED AND ADOPTED this 6<sup>th</sup> day of October, 2015, by the following vote:

AYES: *Bennett, Parks, Foy, Zaragoza, and Long*

NOES:

ABSENT:

*Kathy Long*  
\_\_\_\_\_  
CHAIR, BOARD OF SUPERVISORS

ATTEST: MICHAEL POWERS,  
Clerk of the Board of Supervisors,  
County of Ventura, State of California.

By: *M. Pelliciano*  
Deputy Clerk of the Board



# EXHIBIT B

Bend OR  
(541) 382-3011  
Indian Wells  
(760) 568-2611  
Irvine  
(949) 263-2600  
Los Angeles  
(213) 617-8100  
Ontario  
(909) 989-8584



300 South Grand Avenue, 25th Floor, Los Angeles, CA 90071  
Phone: (213) 617-8100 | Fax: (213) 617-7480 | www.bbklaw.com

Riverside  
(951) 686-1450  
Sacramento  
(916) 325-4000  
San Diego  
(619) 525-1300  
Walnut Creek  
(925) 977-3300  
Washington, DC  
(202) 785-0600

**To:** The Board of the Ventura County Medi-Cal Managed Care Commission  
cc: Margaret Tart and Nick Liguori

**From:** Scott H. Campbell

**Date:** January 26, 2022

**Re:** Recent Changes to Gold Coast Health Plan's Governing Ordinance

#### INTRODUCTION/BACKGROUND

The Ventura County Board of Supervisors adopted an ordinance amending the Ventura County Medi-Cal Managed Care Commission's ("Commission")(dba as Gold Coast Health Plan) Governing Ordinance on January 25, 2022. The amended Governing Ordinance requires the following:

- Only two rather than three members of the Board of the Commission are required to be practicing physicians who serve a significant number of Medi-Cal beneficiaries in the County. Additionally, one of these physicians shall be nominated by the Ventura County Medical Association and the other by the Ventura Medical Center Executive Committee. The amended ordinance thus eliminates the requirement that these entities each provide a list of a minimum of three nominees to the County for their consideration. Now, the County will only consider the single nominee offered by such entities rather than picking and choosing from each entity's list of three nominees. (*See* Amended Governing Ordinance, § 1381-2(a).)
- Two members of the Board of the Commission shall be representatives of Clinicas del Camino Real, and one is no longer required to be a practicing physician who serves a significant number of Medi-Cal beneficiaries in the County. Previously, Clinicas del Camino Real's CEO, or designee nominated by the CEO, was required to serve on the Board. Clinicas del Camino Real was also previously required to offer a list of a minimum of three nominees of practicing physicians who serve a significant number of Medi-Cal beneficiaries in the County for the County's consideration. The amended ordinance eliminates these requirements. (*See* Amended Governing Ordinance, § 1381-2(a) and (e).)

The amended Governing Ordinance is enclosed with this memo for your reference. Should you wish to discuss further, please feel free to reach me at: (213) 617-7489.



**BEST BEST & KRIEGER**  
ATTORNEYS AT LAW

Encl: Governing Ordinance of the Ventura County Medi-Cal Managed Care Commission adopted on January 25, 2022.



# EXHIBIT C

**AMENDED AND RESTATED BYLAWS FOR THE OPERATION  
OF THE VENTURA COUNTY ORGANIZED HEALTH SYSTEM**

**VENTURA COUNTY MEDI-CAL MANAGED CARE  
COMMISSION (dba Gold Coast Health Plan)**

**Approved: October 24, 2011  
Amended: January 23, 2017**

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# **AMENDED AND RESTATED BYLAWS FOR THE OPERATION OF THE VENTURA COUNTY ORGANIZED HEALTH SYSTEM (dba Gold Coast Health Plan)**

## **ARTICLE I**

### **Name and Mission**

The name of this Commission shall be the Ventura County Medi-Cal Managed Care Commission, hereafter referred to in these Bylaws as the VCMMCC. VCMMCC shall operate under the fictitious name, Gold Coast Health Plan.

The VCMMCC shall design and operate a program or programs, whose mission is to improve the health of its members through the provision of the best possible quality care and services. This will be accomplished by:

- (a) Delivering medical care via a contracted provider network that will improve access to primary, specialty and ancillary services;
- (b) Establishment of mechanisms to assure that medical care services meet appropriate quality of care standards;
- (c) Incorporating a plan of service delivery and implementing reimbursement mechanisms which promote the long-term viability of a locally operated Medi-Cal managed care system and the existing participating provider networks inclusive of "Safety Net" providers herein defined as Medi-Cal disproportionate share hospitals, county clinics, federally qualified health centers, and licensed rural health clinics;
- (d) Implementing a financial plan which includes the creation of a prudent reserve and which provides that if additional surplus funds accrue, they shall be used to expand access, improve benefits and augment provider reimbursement in Ventura County;
- (e) Placing a high priority on prevention, education, early intervention services and case management for enrolled recipients;
- (f) Ensuring that all obligations, statutory, contractual or otherwise, shall be the obligations of the VCMMCC and shall not be the obligations of the County of Ventura or the State of California; and
- (g) Implementing programs and procedures to ensure a high level of member satisfaction.

## ARTICLE II

### Commissioners

The governing board of the VCOMMCC shall consist of eleven (11) voting members (~~“It is desirable that members” or “Commissioners”~~) ~~who shall be legal residents of Ventura County. Members shall~~ of the VCOMMCC possess ~~the requisite~~ skills and knowledge ~~necessary to in the~~ design and ~~operate~~operation of a publicly managed health care delivery system.

Members of the VCOMMCC shall be appointed by a majority vote of the Board of Supervisors and shall consist of the following:

(a) Physician Representatives. ~~Three~~ Two members shall be practicing physicians who serve a significant number of Medi-Cal beneficiaries in Ventura County. One shall be ~~selected from a list with a minimum of three (3) nominees submitted~~ nominated by the Ventura County Medical Association, ~~one shall be selected from a list with a minimum of three (3) nominees submitted by Clinicas Del Camino Real~~ and one shall be ~~selected from a list with a minimum of three (3) nominees submitted~~ nominated by the Ventura County Medical Center Executive Committee.

(b) Private Hospital/Healthcare System Representatives. Two members shall be representatives of private hospitals and healthcare systems operating within Ventura County and shall be ~~selected from a list with a minimum of three (3) nominees submitted~~ nominated by the Hospital Association of Southern California. Nominees shall be from different hospitals and healthcare systems. The two appointed members shall not be affiliated with the same hospital or healthcare system.

(c) Ventura County Medical Center Health System Representative. One member shall be a representative of the Ventura County Medical Center Health System and shall be ~~selected from a list with a minimum of three (3) nominees submitted~~ nominated by the Ventura County Medical Center ~~administration~~ System Administration.

(d) Public Representative. One member shall be a member of the Board of Supervisors, nominated and selected by the Board of Supervisors.

(e) Clinicas Del Camino Real ~~Representative. One member~~ Representatives. Two members shall be ~~the chief executive officer~~ representatives of Clinicas del Camino Real ~~or designee~~ nominated by the Clinicas del Camino Real ~~chief executive officer and approved by the Ventura County Board of Supervisors~~ Chief Executive Officer.

(f) Ventura County Official Health Care Agency Representative. One member shall be the Ventura County Health Care Agency Director or designee nominated by the Health Care Agency Director ~~and approved by the Board of Supervisors~~.

(g) Consumer Representative. One member shall be a Medi-Cal beneficiary and/or a representative of an advocacy organization that serves the Medi-Cal population and is not otherwise represented on the ~~Ventura County Medi-Cal Managed Care Commission~~VCMACC. This member shall be appointed from applications submitted to the Ventura County Executive Office after a posting of public notice for the open position.

(h) County of Ventura ~~County Medical Center Health System~~ Representative. One member shall be a representative of the County of Ventura nominated by the Ventura County ~~Medical Center Family Medicine Residency Program Director or Faculty Designee~~Executive Officer and approved by the Board of Supervisors.

### **Selection and Terms of Commissioners**

In order to stagger terms with the intent of maintaining experienced members, in the initial cycle of appointments, the following appointees shall serve two-year terms: one of the Ventura County Medical Center Health System Representatives, the Physician Representative nominated by the Ventura County Medical Association, the Public Representative, and one Private Hospital/Healthcare System Representative. All other initial appointments and all subsequent appointments to the VCMACC shall be for four-year terms. No member may serve more than two consecutive four-year terms. Any vacancy will be filled by the Board of Supervisors for the remainder of the unexpired term and shall maintain the balance of representation on the VCMACC. The term of each subsequent appointment shall be deemed to commence on March 15 of the year of the appointment.

A member may resign effective on giving written notice to the Clerk of the VCMACC, 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. The Clerk of the VCMACC shall enter the notice in the proceedings of the Commission. The acceptance of a resignation shall not be necessary to make it effective.

A member may be removed from the VCMACC by a 4/5 vote of the Board of Supervisors.

Nominations to the VCMACC shall be submitted to the Ventura County Executive Office, which shall be responsible for screening nominees and presenting candidates to the Board of Supervisors.

## **ARTICLE III**

### **Officers**

(a) Officers of the VCMACC shall be a Chairperson and Vice-Chairperson.

(b) The Chairperson and the Vice-Chairperson shall be elected by majority vote of the members in attendance at the first meeting of the VCMACC to serve for the

remainder of the calendar year in which the first meeting occurs. Officers subsequently elected to these offices, pursuant to the procedures outlined under “Election” below, shall serve a term of two years or until their successor(s) has/have been duly elected.

(c) No individual shall serve more than two consecutive terms in any of the elected officer positions.

#### Election

(d) The VCMMCC shall elect officers by majority vote of the members present.

(e) The election of officers shall be held at the first regular meeting of the VCMMCC after March 15 (or after the date upon which the Board of Supervisors appoints Commissioners for the present term if later than March 15) in every even-numbered year. The two-year terms of office shall be deemed to commence on March 15 of the year of the election, regardless of when the election actually occurs. The officers of the prior term shall continue to preside over any meetings and perform all other functions of their offices until new officers are elected.

(f) Notwithstanding the normal election process detailed in paragraphs (a) and (b) above, when circumstances warrant it, an election may be held at any time during the year. Circumstances that would warrant a special election include: one or more of the officers wishes to resign as an officer, or one or more of the officers is terminated.

#### Duties

(a) The Chairperson shall:

- i. Preside at all meetings;
- ii. Execute all documents approved by the VCMMCC;
- iii. Be responsible to see that all actions of the VCMMCC are implemented; and
- iv. Maintain consultation with the Chief Executive Officer (CEO).

(b) The Vice-Chairperson shall:

- i. Exercise all the responsibilities of the Chairperson in the absence of the Chairperson; and
- ii. In agreement with the Chairperson, perform all responsibilities mutually agreed upon.

#### ARTICLE IV

## Standing Committees

(a) At a minimum, the VCMMCC shall establish two (2) committees/advisory boards, one member/consumer based and one provider based. VCMMCC staff will be responsible to gather a list of potential appointments and make recommendations to the VCMMCC for membership on these boards. Each of the boards shall submit a charter to the VCMMCC for approval. All meetings of standing committees shall be subject to the provisions of the Brown Act.

(b) Executive/Finance Committee.

- i. Purpose. The role of the Executive/Finance Committee shall be to assist the CEO and VCMMCC accomplish its work in the most efficient and timely way. Meetings of this committee shall be at the request of the Chairperson or CEO to evaluate time sensitive matters. The Committee shall report on all of its activities to the governing board at the next regular meeting of the governing board.
- ii. Membership. The Executive/Finance Committee shall be comprised of the following five (5) Commissioners:
  1. Chairperson.
  2. Vice-Chairperson.
  3. Private hospital/healthcare system representative (to rotate between the two representatives following the representative's resignation from the committee). If the Chairperson and/or Vice-Chairperson is a private hospital/healthcare system representative, then the Commission may appoint any one of its members to fill this position.
  4. Ventura County Medical Center Health System representative. If the Chairperson and/or Vice-Chairperson is a Ventura County Medical Center Health System representative, then the Commission may appoint any one of its members to fill this position.
  5. Clinicas Del Camino Real representative. If the Chairperson and/or Vice-Chairperson is a Clinicas Del Camino Real representative, then the Commission may appoint any one of its members to fill this position.

The CEO and Finance Director will serve as Ex-Officio members to Co-Chair the committee.



Appointments to the Committee shall be made at either the regular meeting in which the Chairperson and Vice-Chairperson are elected or at the next regular meeting immediately thereafter. Appointments may also be made at any regular meeting where the appointment is necessitated by a resignation, termination, vacancy, special election of officers, or other event which results in the Committee lacking full membership.

iii. Duties of the Executive/Finance Committee.

1. Advise the governing board Chairperson on requested matters.
2. Assist the CEO in the planning or presentation of items for governing board consideration.
3. Assist the CEO or VCOMMCC staff in the initial review of draft policy statements requiring governing board approval.
4. Assist the CEO in the ongoing monitoring of economic performance by focusing on budgets for pre-operational and operational periods.
5. Review proposed State contracts and rates, once actuary has reviewed and made recommendations.
6. Review proposed contracts for services over the assigned dollar value/limit of the CEO.
7. Establish basic tenets for payment-provider class and levels as related to Medi-Cal rates:
  - o PCP
  - o Specialists
  - o Hospitals o LTC
  - o Ancillary Providers
8. Recommend auto-assignment policies for beneficiaries who do not select a Primary Care Provider.
9. Review and recommend provider incentive program structure.
10. Review investment strategy and make recommendations.
11. On an annual basis, develop the CEO review process and criteria.

12. Serve as Interview Committee for CEO/CMO/CFO.
  13. Assist the governing board and/or the CEO in determining the appropriate committee, if any, to best deal with questions or issues that may arise from time-to-time.
  14. Develop long-term and short-term business plans for review and approval by the governing board.
  15. Undertake such other activities as may be delegated from time-to-time by the governing board.
- iv. Limitations on Authority. The Executive/Finance Committee shall not have the power or authority in reference to any of the following matters:
1. Adopting, amending or repealing any bylaw.
  2. Making final determinations of policy.
  3. Approving changes to the budget or making major structural or contractual decisions (such as adding or eliminating programs).
  4. Filling vacancies or removing any Commissioner.
  5. Changing the membership of, or filling vacancies in, the Executive/Finance Committee.
  6. Hiring or firing of senior executives, but may make recommendations to the governing board as to their appointment, dismissal or ongoing performance.
  7. Taking any action on behalf of the governing board unless expressly authorized by the governing board.

## ARTICLE V

### Special Committees

Members may be asked to participate on a subcommittee, task force or special project as part of their responsibilities. The VCMMCC may establish a committee(s) or advisory board(s) for any purpose that will be beneficial in accomplishing the work of the VCMMCC.

## ARTICLE VI

### Meetings

(a) All meetings shall be subject to the provisions of Chapter 9 (commencing with Section 54950) of Part 1 of Division 2 of Title 5 of the Government Code relating to meetings of local agencies ("Brown Act").

(b) A regular meeting shall be held monthly. The VCMMCC shall by resolution establish the date, time and location for the monthly meeting. A regular meeting may, for cause, be rescheduled by the Chairperson with 72 hour advance notice.

(c) Closed session items shall be noticed in compliance with Government Code section 54954.5.

(d) Special meetings may be called, consistent with the Brown Act, by the Chairperson or by a quorum of the VCMMCC. Notice of such special meeting shall conform to the Brown Act.

(e) Any meeting at which at least a quorum cannot attend, or for which there is no agenda item requiring action may be cancelled by the Chairperson with 72 hour advance notice.

(f) A quorum shall be defined as one person more than half of the appointed members of the VCMMCC. For these purposes, "appointed members" excludes unfilled positions and those vacated by resignation or removal. Unless otherwise expressly stated in these bylaws, a majority vote of members present and constituting a quorum shall be required for any VCMMCC action.

(g) After three (3) absences of any member during a fiscal year, the reasons for the absences will be reviewed by the VCMMCC and it may notify the Board of Supervisors of the absences, if it deems this action appropriate. Three or more absences from regular meetings may be cause for the VCMMCC to recommend dismissal of that member to the Board of Supervisors.

## **Conduct of Meetings**

(a) The Chairperson shall adhere to the order of items as posted on the agenda. Modifications to the order of the agenda may be made to the extent that (on the advice of counsel) the rearrangement of the agenda items does not violate the spirit or intent of the Brown Act.

(b) All motions or amendments to motions require a second in order to be considered for action. Upon a motion and a second the item shall be open for discussion before the call for the vote.

(c) Voice votes will be made on all items as read. An abstention will not be recognized except for a legal conflict of interest. In furtherance of the foregoing, an abstention or refusal to vote (not arising from a legal conflict of interest) shall be deemed a vote with the majority of those Commissioners who do vote, except when there is a tie vote and the motion or action fails. For example, if there are 7

Commissioners present at a meeting (none of whom are subject to a legal conflict of interest), (i) a motion passes with 3 votes in favor and 4 Commissioners abstaining, (ii) a motion passes with 3 votes in favor, 2 votes against and 2 Commissioners abstaining; and (iii) a motion fails with 3 votes in favor, 3 votes against and 1 Commissioner abstaining.

(d) A call for a point of order shall have precedence over all other motions on the floor.

(e) Without objection, the Chairperson may continue or withdraw any item. In the event of an objection, a motion to continue or reset an item must be passed by a majority of the members present. A motion to continue or reset an item shall take precedence over all other motions except for a point of order.

(f) An amendment to a motion must be germane to the subject of the motion, but it may not intend an action contrary to the motion. There may be an amendment to the motion and an amendment to an amendment, but no further amendments. In the event the maker of the original motion accepts the amendment(s), the original motion shall be deemed modified. In the event the maker of the original motion does not accept the amendment(s), the amendment(s) shall be voted separately and in reverse order of proposal.

(g) Where these Bylaws do not afford an adequate procedure in the conduct of a meeting, the Chairperson may defer to the most current edition of Rosenberg's Rules of Order, to resolve parliamentary questions.

(h) The Chairperson shall be permitted to make motions and vote on all matters to the same extent and subject to the same limitations as other Commissioners.

## **ARTICLE VII**

### **Powers and Duties**

The VCMMCC is responsible for all of the activities described in Article I of these Bylaws and in its enabling ordinance. In furtherance of such responsibility, the VCMMCC shall have the following powers and duties and shall:

(a) Advise the Chief Executive Officer (CEO) and request from the CEO information it deems necessary;

(b) Conduct meetings and keep the minutes of the VCMMCC;

(c) Provide for financial oversight through various actions and methodologies such as the preparation and submission of an annual statement of financial affairs and an estimate of the amount of funding required for expenditures, approval of an annual

budget, receipt of monthly financial briefings and other appropriate action in support of its financial oversight role;

(d) Evaluate business performance and opportunity, and review and recommend strategic plans and business strategies;

(e) Establish, support and oversee the quality, service utilization, risk management and fraud and abuse programs;

(f) Encourage VCOMMCC members to actively participate in VCOMMCC committees as well as subcommittees;

(g) Comply with and implement all applicable federal, state and local laws, rules and regulations as they become effective;

(h) Provide for the resolution of or resolve conflict among its leaders and those under its leadership;

(i) Respect confidentiality, privacy and avoid any real or potential conflict of interest; and

(j) Receive and take appropriate action, if warranted, based upon reports presented by the CEO (or designated individual). Such reports shall be prepared and submitted to the VCOMMCC at least annually.

## **ARTICLE VIII**

### **STAFF**

The VCOMMCC shall employ personnel and contract for services as necessary to perform its functions. The permanent staff employed by the VCOMMCC shall include, but not be limited to, a Chief Executive Officer (CEO), Clerk and Assistant Clerk.

#### **Chief Executive Officer**

The CEO shall have the responsibility for day to day operations, consistent with the authority conferred by the VCOMMCC. The CEO is responsible for coordinating all activities of the County Organized Health System.

The CEO shall:

(a) Direct the planning, organization, and operation of all services and facilities;

(b) Direct studies of organizations, operations, functions and activities relating to economy, efficiency and improvement of services;

(c) Direct activities which fulfill all duties mandated by federal or state law, regulatory or accreditation authority, or VCOMMCC board resolution, and shall bring any

conflict between these laws, regulations, resolutions or policy to the attention of the VCMMCC;

(d) Appoint and supervise an executive management staff, and such other individuals as are necessary for operations. The CEO may delegate certain duties and responsibilities to these and other individuals where such delegated duties are in furtherance of the goals and objectives of the VCMMCC;

(e) Retain and appoint necessary personnel, consistent with all policies and procedures, in furtherance of the VCMMCC's powers and duties; and

(f) Implement and enforce all policies and procedures, and assure compliance with all applicable federal and state laws, rules and regulations.

### **Clerk**

The Clerk shall:

(a) Perform the usual duties pertaining to secretaries;

(b) Cause to be kept, a full and true record of all VCMMCC meetings and of such special meetings as may be scheduled;

(c) Cause to be issued notices of regular and special meetings;

(d) Maintain a record of attendance of members and promptly report to the VCMMCC any member whose position has been vacated; and

(e) Attest to the Chair or Vice-Chair's signature on documents approved by the VCMMCC.

### **Assistant Clerk**

The Assistant Clerk shall perform the duties of the Clerk in the Clerk's absence.

## **ARTICLE IX**

### **Rules of Order**

The Chairperson shall be responsible for maintaining decorum during VCMMCC meetings. All motions, comments, and questions shall be made through the Chairperson. Any decision by the Chairperson shall be considered final unless an appeal of the decision is requested and passed by a majority of the VCMMCC members present.

## **ARTICLE X**

### **Amendments**

(a) These Bylaws may be amended by an affirmative vote of a majority of the voting members of the VCMMCC. A full statement of a proposed amendment shall be submitted to the VCMMCC at least two weeks prior to the meeting at which the proposed amendment is scheduled to be voted upon.

(b) The Bylaws shall be reviewed annually and amendments to the Bylaws may be proposed by any VCMMCC member.

(c) Bylaws may be suspended on an ad hoc basis upon the affirmative vote of a majority of the VCMMCC members present.

## **ARTICLE XI**

### **Nondiscrimination Clause**

The VCMMCC or any person subject to its authority shall not discriminate against or in favor of any person because of race, gender, religion, color, national origin, age, sexual orientation or disability with regard to job application procedures, hiring, advancement, discharge, compensation, training or other terms or condition of employment of any person employed by or doing business with the VCMMCC or any person subject to its direction pursuant to federal, state or local law.

## **ARTICLE XII**

### **Conflict of Interest and Ethics**

VCMMCC members are subject to conflict of interest laws, including Government Code section 1090 and the 1974 Political Reform Act (Government Code section 8100 et seq.), as modified by Welfare and Institutions Code section 14087.57, and must identify and disclose any conflicts and refrain from participating in any manner in such matters in accordance with the applicable statutes. Members of the VCMMCC agree to adhere to all relevant standards established by state or federal law regarding ethical behavior.

## **ARTICLE XIII**

### **Dissolution**

Pursuant to California Welfare & Institutions Code, section 14087.54:

(a) In the event the Commissioners determine that VCMMCC may no longer function for the purposes for which it was established, at the time that VCMMCC's then existing obligations have been satisfied or VCMMCC's assets have been exhausted, the Board of Supervisors may by ordinance terminate the VCMMCC.

(b) Prior to the termination of the VCMMCC, the Board of Supervisors shall notify the State Department of Health Care Services ("DHCS") of its intent to terminate VCMMCC. The DHCS shall conduct an audit of VCMMCC's records within 30 days of the notification to determine the liabilities and assets of VCMMCC. The DHCS shall

report its findings to the Board of Supervisors within 10 days of completion of the audit. The Board of Supervisors shall prepare a plan to liquidate or otherwise dispose of the assets of VCMMCC and to pay the liabilities of VCMMCC to the extent of VCMMCC's assets, and present the plan to the DHCS within 30 days upon receipt of these findings.

(c) Upon termination of the VCMMCC by the Board of Supervisors, the County of Ventura shall manage any remaining assets of VCMMCC until superseded by a DHCS-approved plan. Any liabilities of VCMMCC shall not become obligations of the County of Ventura upon either the termination of the VCMMCC or the liquidation or disposition of VCMMCC's remaining assets.

(d) Any assets of VCMMCC shall be disposed of pursuant to provisions contained in the contract entered into between the state and VCMMCC.



<b>Summary report:</b>	
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<b>Intelligent Table Comparison:</b> Active	
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Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>50</b>



## **AGENDA ITEM NO. 5**

**TO:** Ventura County Medi-Cal Managed Care Commission

**FROM:** Scott Campbell, General Counsel

**DATE:** April 27, 2020

**SUBJECT:** Election of Chairperson and Vice Chairperson to serve two-year terms and appointments to the Executive/Finance Committee

### **SUMMARY:**

Pursuant to the bylaws, last amended on January 23, 2017, the Commission must elect from its membership a Chairperson and a Vice Chairperson to serve two-year terms. The Chairperson and Vice Chairperson also both serve on the Executive/Finance Committee. Once these officers are elected, the Commission will need to make appointments to fill the balance of the Executive/Finance Committee in accordance with the bylaws which are addressed in a separate Agenda Report.

### **BACKGROUND/DISCUSSION:**

The Commission's bylaws require that the Chairperson and Vice Chairperson be elected to a two-year term by a majority vote of its members, and that no individual serve more than two consecutive terms in either position. (See Bylaws, Art. III). The current Chairperson and Vice Chairperson are eligible to serve another term. The Chairperson and Vice Chairperson must be elected at the first regular meeting of the Commission after March 15th in every even-numbered year. (See Bylaws, Art. II). Accordingly, the Commission must now elect its officers. (See Bylaws, Art. III.)

The Chairperson is responsible for presiding at all meetings, executing all documents approved by the Commission, seeing that all actions of the Commission are implemented, and maintaining consultation with the Chief Executive Officer. The Vice Chairperson is responsible for performing the duties of the Chairperson in the Chairperson's absence and performing such other responsibilities as agreed upon with the Chairperson. The bylaws do not contain any specific nominating process; Staff recommends that the Commission nominate names for Chairperson (no second is needed) and then vote on each name nominated. If no majority is reached, the list of names can be reduced to the top two vote recipients until a majority is reached. The same process may then be followed for the Vice Chairperson.

The bylaws establish the five-person Executive/Finance Committee, which must consist of the Chairperson, Vice Chairperson, and three other members. The bylaws also provide that the

Executive/Finance Committee consist of at least one member from the following represented groups: a private hospital/healthcare representative, a Ventura County Medical Health System representative, and a Clinicas Del Camino Real representative. (See Bylaws, Art. IV, section (b)(ii).) If the Chairperson and/or Vice Chairperson is a representative from one of these agencies, then the Commission “may appoint any one of its members to fill” those open Committee positions. (See Bylaws, Art. IV, section (b)(ii).) Appointments to the Executive/Finance Committee must be made at either the regular meeting in which the Chairperson and Vice-Chairperson are elected, or at the next regular meeting thereafter.

The Executive/Finance Committee is an advisory committee to the Commission.

**FISCAL IMPACT:**

None.

**RECOMMENDATION:**

1. Elect a Commissioner to serve as Chairperson for a two-year term.
2. Elect a Commissioner to serve as Vice Chairperson for a two-year term.
3. Make any necessary appointments to the Executive/Finance Committee as follows:
  - a. Chairperson (same as Commission Chair).
  - b. Vice Chairperson (same as Commission Vice Chair)
  - c. Private Hospital Healthcare Representative (if required).
  - d. Ventura County Medical Health System Representative (if required).
  - e. Clinicas Del Camino Real Representative (if required).

**CONCURRENCE:**

N/A.

**ATTACHMENT:**

1. Gold Coast Health Plan Bylaws

## **AGENDA ITEM NO. 6**

TO: Ventura County Medi-Cal Managed Care Commission

FROM: Nick Liguori, Chief Executive Officer

DATE: February 24, 2022

Subject: Chief Executive Officer (“CEO”) Report

### **CEO Transition**

The focus of the CEO time and energy for the period leading up the February 1, 2022 start date and in the time since has been ensuring the people (capacity and skills), plans and priorities are in place to do – and accelerate – the best work of the Gold Coast Health Plan (“Gold Coast”) Team, in particular with the implementation of Cal-AIM, various initiatives of population and behavioral health, investments in critical technologies and data capabilities, and improvements in operational performance.

The Executive Team and I have been meeting twice weekly in extended working sessions to ensure that we are addressing the issues of understaffing and organizational alignment on plans and priorities. Understaffing has been identified as the primary challenge. Understaffing is due to both the current vacancies (20%) and significant position/skills needs not being accounted for in the current year budget. We report further on this in the accompanying Human Resources Report and in the March 28, 2022, Commission meeting.

In order to remain focused on the priority tasks at hand during the CEO transition, the Gold Coast executive team has provided a limited scope set of reports for the February 28, 2022, Commission meeting, including this CEO briefing and the Human Resources report. For the March 28, 2022, Commission meeting, the executive team will return to a full reporting of performance across the organization.

### **Provider Network Contracting Initiatives**

Though this is a limited report due to the focus on the CEO transition, activities within and support for the Gold Coast provider network and delivery system of healthcare and social services is of critical importance to the CEO’s office. Here is a briefing on related activities and priorities.

The Provider Team has been supporting major initiatives associated with GCHP’s leadership for CalAIM delivery system transformation in Ventura County. This includes contracting and readiness for Enhanced Care Management capabilities at GCHP’s lead partner, the Ventura County Health Care Agency (“VCHCA”). Another focus has been the development of a ready network of Community Supports providers, including VCHCA (for medically tailored meals, housing deposits, transition, and tenancy services) and the National Health Foundation

(recuperative care and post-hospitalization housing). In addition, the Gold Coast Team continues to prioritize the following:

- Major Organ Transplant (Cal AIM)
- COVID Vaccination Incentive Program
- COVID Related Access Issues –the Gold Coast Team continues to focus access-driven outreach and contracting efforts the following provider types:
  - SNF &LTC
  - Congregate Living Facilities
  - Urgent Care
  - ASC
  - Physical Therapy
  - Hospice
  - Home Health

### **Provider Network – November 2021 – January 2022 Snapshot**

*Network developments for November 2021 – January 31, 2022:*

- Additions
  - 2 Specialty Care Groups
    - Neurology- (Meets Alternative Access Standards)
    - Pain Management Physician
- Terminations
  - 5 Specialty providers (including 3 Optometrists)
  - 2 Home Health Providers
  - 1 DME Provider
  - 1 Hospice Provider

*Network developments for November 2021 – January 2022:*

- Additions
  - 99 total including Tertiary Providers
    - 49 Cedars Sinai and CHLA Providers
  - Addressed access gap in East County: 1 Urologists, 1 cardiovascular disease, 1 Urgent Care Specialists, 2 Physical Therapy Assistants
- Terminations
  - 284 (68 Tertiary and 110 Pharmacies (Preparation for Medi-Cal Rx): no significant impact due to additions and transitional LOAs.

<b>GCHP Provider Network Additions and Total Counts by Provider Type</b>			
<b>Provider Type</b>	<b>Network Additions</b>		<b>Counts</b>
	<b>Nov 21-Jan 22</b>	<b>Oct-21</b>	
<b>Hospital</b>	<b>0</b>	<b>0</b>	<b>25</b>
-Acute Care	0	0	19
-LTAC	0	0	1
-Tertiary	0	0	5
<b>Providers</b>	<b>2</b>	<b>237</b>	<b>5,254</b>
-PCP's & Midlevels	9	2	435
-Specialists	70	72	4,484
-Hospitalists	13	5	335
<b>Ancillary</b>	<b>9</b>	<b>12</b>	<b>575</b>
-ASC	1	0	9
-CBAS	0	0	15
-DME	0	0	93
-Home Health	0	0	33
-Hospice	0	0	23
-Laboratory	0	0	48
-Optometry	0	0	64
-OT/PT/ST	0	2	102
-Radiology/Imaging	10	0	188
<b>Pharmacy</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>SNF/LTC/CLF</b>	<b>0</b>	<b>0</b>	<b>95</b>
<b>Behavioral Health</b>	<b>0</b>	<b>0</b>	<b>365</b>

## **AGENDA ITEM NO. 7**

**TO:** Ventura County Medi-Cal Managed Care Commission

**FROM:** Michael Murguia, Executive Director of Human Resources

**DATE:** February 28, 2022

**SUBJECT:** Human Resources Report

### **Human Resources Activities**

We started the year with 22 new budgeted headcount and almost half of these heads were designated to Information Technology. We dedicated this much headcount to IT to increase our technology services as we are behind in this function. We got off to a slow start in IT as positions were not immediately posted. Our most senior technology leader resigned in September, and we hired our CIO, Mr. Torres in late October. It should be noted that Mr. Torres is a leading expert in the modernization of claims, technology, and operational systems with executive experience at some of the country's largest health plans – and his own assessment affirms our CEO's view that we are significantly lagging in technologies and data/system skillsets. We began to post positions in early December once Mr. Torres completed his assessment of the IT organization and created his future strategy. This coupled with a higher-than-normal attrition rate (14.1%) has created a significant delay in our staffing results. We are in a very competitive recruiting environment as most Health Plans are expanding and we are all competing for the same candidates. While we always prioritize hiring from our local candidate market, competition is fierce for talent, and we are expanding our searches to surrounding counties.

We have evaluated why our attrition rate has jumped over 4% and found that nationally the attrition rate has increased. We looked at analytics with Gold Coast and discovered that our tenured population (4-7 years) is our most impacted area. Which means we are losing highly skilled staff that we have trained and developed and have significant abilities and skills. Our exit data on employees who are resigning is inconclusive and this process needs to be strengthened as employees generally are leaving for other opportunities.

Our recruiting process has been pushed to its maximum capacity and inefficiencies have created delays in staffing. Our processes were not designed to handle this volume of vacancies. New process enhancements have been made to ensure that we fill all budgeted headcount within this fiscal budget. Lastly, there are many competing priorities within our organizations and management is working long hours due to significant strategic initiatives such as Conduent and CalAim preparation. It has been very challenging for hiring managers to make time for their recruiting activities and get their day job done at the same time. Recently our Executive Team met to strategize on our future deliverables, and we concluded that we are short on headcount, and we have a high reliance on consultants. This is a dangerous

combination as we are not building the skillsets needed in our organization for our future. We are buying consultant services, so those skills leave when the consultants depart.

In the future we will be delivering a plan for lower cost on consultants and building our talent base within Gold Coast so we can retain these critical skillsets.

We have implemented a strategic recruiting plan that is described on the following pages. Although we have many challenges, we believe this plan will enable us to deliver our budgeted headcount this year. This strategy will also prepare us for our recruiting challenges in the future. Our average placement time has increased from jobs filled at an average days to fill of 89 days to our current open requisitions average days is increasing to 100 days.

While it will take time, we can see that we have lost some speed and efficiencies as it is taking us 11 more days to fill jobs. Over time you will see significant improvements in our placement times and while also ensuring a high quality of hire.

### **Planned**

4 carry-over HC from 2020/2021 fiscal budget  
22 new heads 2021/2022 fiscal budget (50% in IT)  
28 attrition HC 14%  
54 positions to be staffed (estimate)

### **Actuals (As of February 23<sup>rd</sup>)**

17 filled  
19 opened  
46 HC to be filled

Forecasted 14% attrition = 6 HC

**Total HC to be filled is 52 HC**

### **Attrition and Case Update (Since our last update in late November)**

We've had seven voluntary resignations one retirement and one termination a total of 9 exits since November of 2021. No new cases. July to November we had six exits so a significant increase in turn-over the last three months.

### **Facilities / Office Updates**

GCHP Facilities team is dedicated to planning a return to the office when conditions allow. The team continues to meet and evaluate:

- Protocols for the flow of employees who visit the office for supplies, printing, and other business-related activities
- Protocols for our new entrance and exit process requiring temperature checks and registration in our Proxy click system is working very well



- Protocols for a return to the office, including a temperature check
- Making any necessary modifications to improve air quality inside the buildings

# Gold Coast Health Plan

## Human Resources Update February 28, 2022

**Michael Murguia**  
Executive Director of Human Resources

**Integrity**

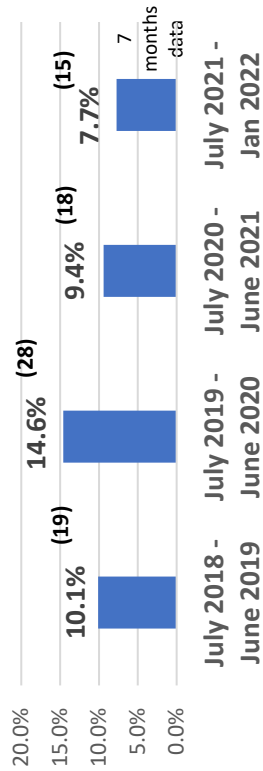
**Accountability**

**Collaboration**

**Trust**

**Respect**

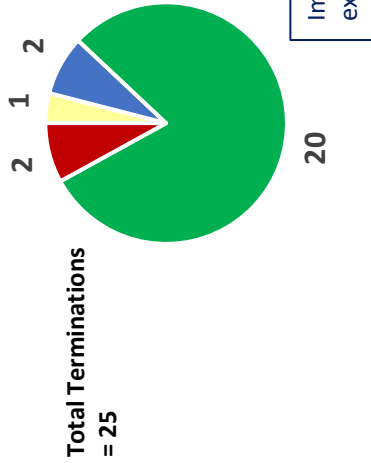
**GCHP Turnover Trend July 2018 – Jan 2022**



**Fiscal Year Attrition Assumptions by 7/1/22**

15 Additional Terms (Total 30) if we keep this current pace  
 20 New Hires added to existing headcount equals 213 employees  
**Turnover assumption for the fiscal year = 14.1%**

**Termination Reasons Rolling 12 Months Feb 2021 – Jan 2022**



■ Health ■ Other ■ Voluntary Resignation ■ Normal Retirement

	Avg. Headcount	Total Terms	Tenure 0-1 Years	Tenure 1-4 Years	Tenure 4-7 Years	Tenure 7-10 Years
July 2018 - June 2019	187.4	19	2	9	6	2
July 2019 - June 2020	192.3	28	8	8	10	2
July 2020 - June 2021	191.9	18	4	6	6	2
July 2021- Jan 2022	193.7	15	0	6	5	4
<b>Totals</b>			<b>14</b>	<b>29</b>	<b>27</b>	<b>10</b>

Recruitment/Staffing	
Positions filled 7/1/21 – 1/31/22	17
Average time to fill those positions (posted date to closed date)	89
Current positions open	19
Current average days open	99.6
Open requisitions carried over from 3/30/21 to 7/1/21	4

This year with increased attrition we will hire 50+ employees

# Recruiting Strategy

- Hiring Talent Acquisition Manager
- Created Employee Referral Program – To be named by our employees
  - \$1500 for Very Difficult jobs to fill \$1000 for Difficult jobs to fill and
  - \$500 for standard recruiting job. Program launched February 9<sup>th</sup> (16 referrals so far)
- Two full time contract recruiters currently working on all requisitions
- Online recruiting strategy with emphasis on LinkedIn networking
- All Admin Assistants are handling interview scheduling for their function versus HR
- New data analytics for all recruiting results to each function weekly
- Exclusive contract with a Search firm partner for \$6,000 flat rate per hire - a 66% reduction
  - Future key contract recruiting partnership
- Developing interview and selection training for managers
- Partnering with functional organizations on onboarding process
- Improved Exit Interview data perhaps done by a third party



**AGENDA ITEM NO. 8**

**TO:** Ventura County Medi-Cal Managed Care Commission

**FROM:** Marlen Torres, Executive Director, Strategy & External Affairs and GCHP Executive Team

**DATE:** February 28, 2022

**SUBJECT:** Gold Coast Health Plan's Vision into the Future

**PowerPoint with  
Verbal Presentation**

**ATTACHMENTS:**

*GOLD COAST HEALTH PLAN'S VISION INTO THE FUTURE*

# Gold Coast Health Plan's Vision into the Future

February 28, 2022

Nick Liguori, Chief Executive Officer

Marlen Torres, Executive Director  
Strategy and External Affairs

Integrity

Accountability

Collaboration

Trust

Respect

# What to expect from today's session

*...in the context of a continuous Strategic Planning process*



The December 16, 2021, and January 31, 2022, Commission meetings were focused on Management's analysis of CalAIM policy and other evolving Medi-Cal requirements for the purposes of informing the 5 Year Strategic Plan.

To set the table of information for the actions and priorities of the FY 2022-23 strategic plan and the upcoming Budget.

At the March meeting we will review key aspects of the FY 2022-23 strategic plan and budget priorities.

# The main purpose of today

The partnership with the Commission on GCHP's objectives and strategies for the betterment of Medi-Cal beneficiaries in Ventura County will always be GCHP's greatest priority.

The open sessions of the Dec. 16, 2021, and Jan. 31, 2022, meetings were about GCHP's management's analysis of the impact and requirements of CalAIM on our go forward plans and priorities.

The purpose of Today:

1. Examine how Medi-Cal program reforms will impact our members' lives and the communities we serve; and
2. Respond to the imperative that our strategies and plans must be tailored on a member and community focus approach for Ventura County.



# Medi-Cal Overview

People with disabilities composed 9% of Medi-Cal enrollees but accounted for 31% of spending.

Children accounted for 17% of enrollees, but just 6% of spending.

More than three out of four Medi-Cal enrollees are in households where they or another family member works part- or full-time.

The COVID-19 pandemic ensued in hundreds of thousands of people enrolling in, or retaining, Medi-Cal coverage.

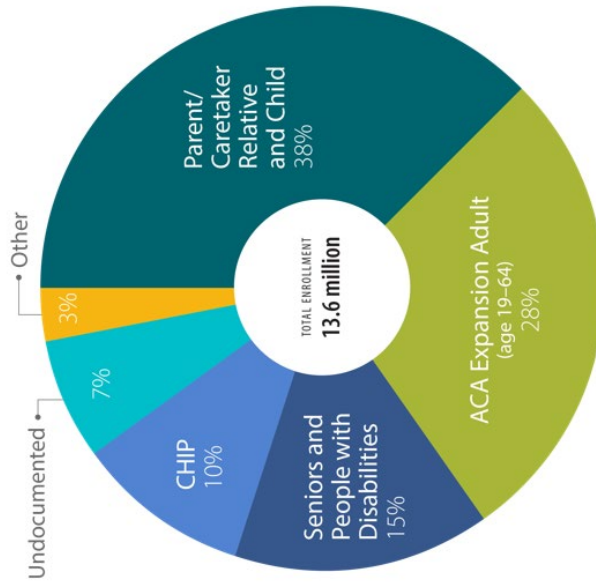
The state has proposed innovations and changes aimed at improving care for Medi-Cal members (CalAIM).

Medi-Cal will address the needs and costs of an aging population

Implement strategies to address disparities in access, quality, and outcomes of care for enrollees of color.

# Medi-Cal Enrollment Coverage

Enrollment, by Aid Category, 2021

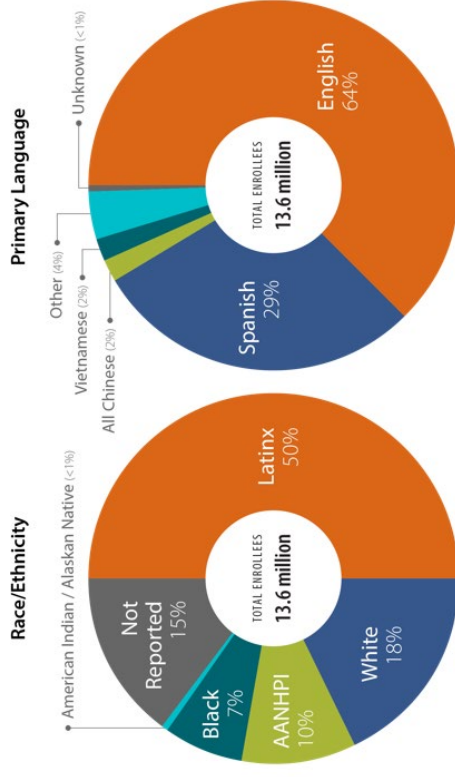


Notes: Enrollment month is January 2021. CHIP is Children's Health Insurance Program. Undocumented includes aid categories restricted to only pregnancy-related, long-term care, and emergency services for adults who do not have satisfactory immigration status, also known as restricted-scope benefits. Other includes long-term care and aid categories including Residential Care, Veterans' Medical Assistance / Entren Medical Assistance, Breast and Cervical Cancer Treatment Program, Abandoned Baby Program, Minor Consent Program, Adult Protective Services, Children's Health and Disability Prevention Program (CHDP), Trafficking and Crime Victims Assistance Program, and state and county inmates. Segments may not total 100% due to rounding.

Source: Medi-Cal Monthly Eligible For Facts (January 2021) (PDF), California Dept. of Health Care Services, April 2021.

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Medi-Cal Enrollee Profile by Ethnicity and Primary Language, 2021



Notes: AANHPI is Asian American / Native Hawaiian and Pacific Islander. Enrollment month is January 2021. Source uses Hispanic, African American, and Asian/Pacific Islander. All Chinese includes Mandarin, Cantonese, and Other Chinese. Other includes American Sign Language, Arabic, Armenian, Cambodian, Farsi, French, Hebrew, Hmong, Ilocano, Italian, Japanese, Korean, Lao, Mien, Other Non-English, Other Sign, Portuguese, Russian, Samoan, Tagalog, Thai, and Turkish. Segments may not total 100% due to rounding.

Source: Medi-Cal Monthly Eligible For Facts (January 2021) (PDF), California Dept. of Health Care Services, April 2021.

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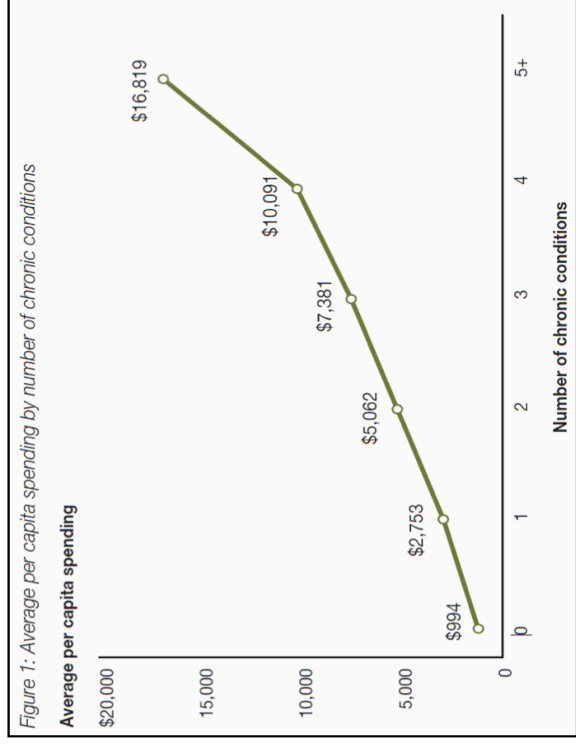
# Why It Matters

## Relationship Between Health Care Costs and Chronic Conditions

- The primary business of health care today is managing chronic conditions
- Approximately 75% of all health care expenditures are for chronic conditions
- A typical Medicare patient has 4 chronic conditions and will see 7 doctors (including 5 specialists) in 5 different practices in a year\*
- 40% of Medicare patients have 7 or more chronic conditions and are likely to see 11 physicians in 7 different practices in a year (and it is not unusual for a patient to see 15-20 different doctors, along with other caregivers, in a year)\*

- The cost of care is closely correlated with the number of chronic conditions

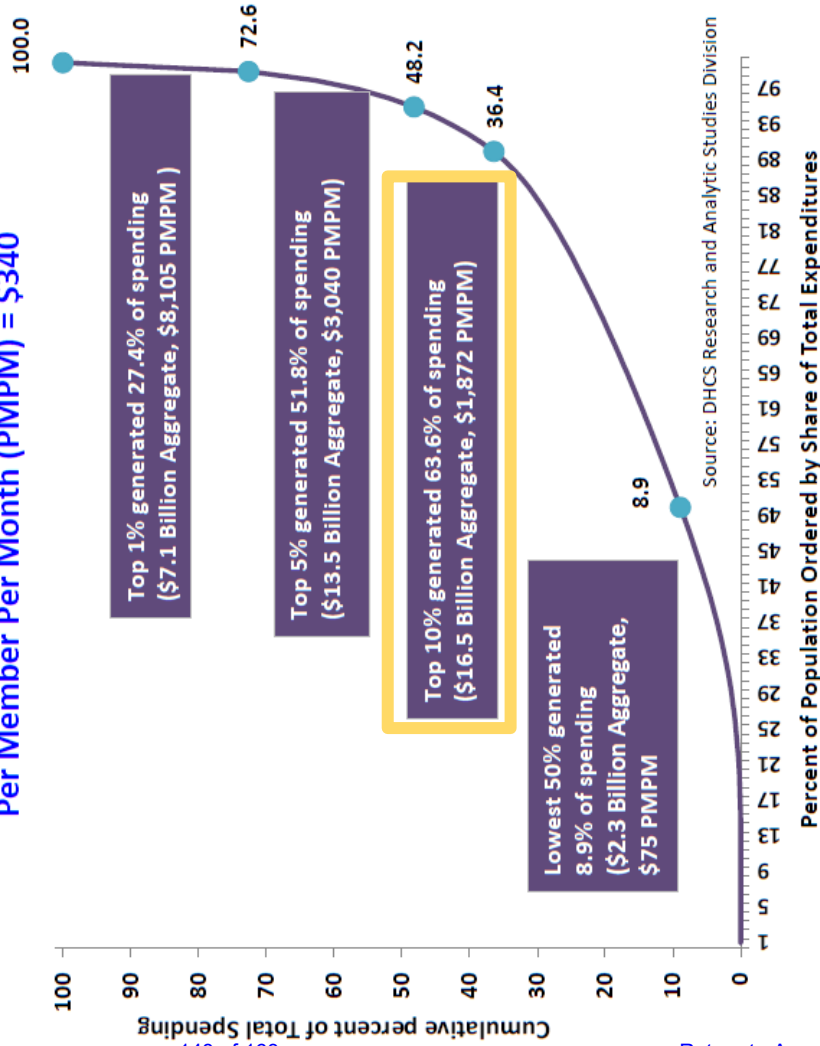
\*NEJM 2007; 356:1130-1139



# Analysis of High Utilizers of Medi-Cal Services

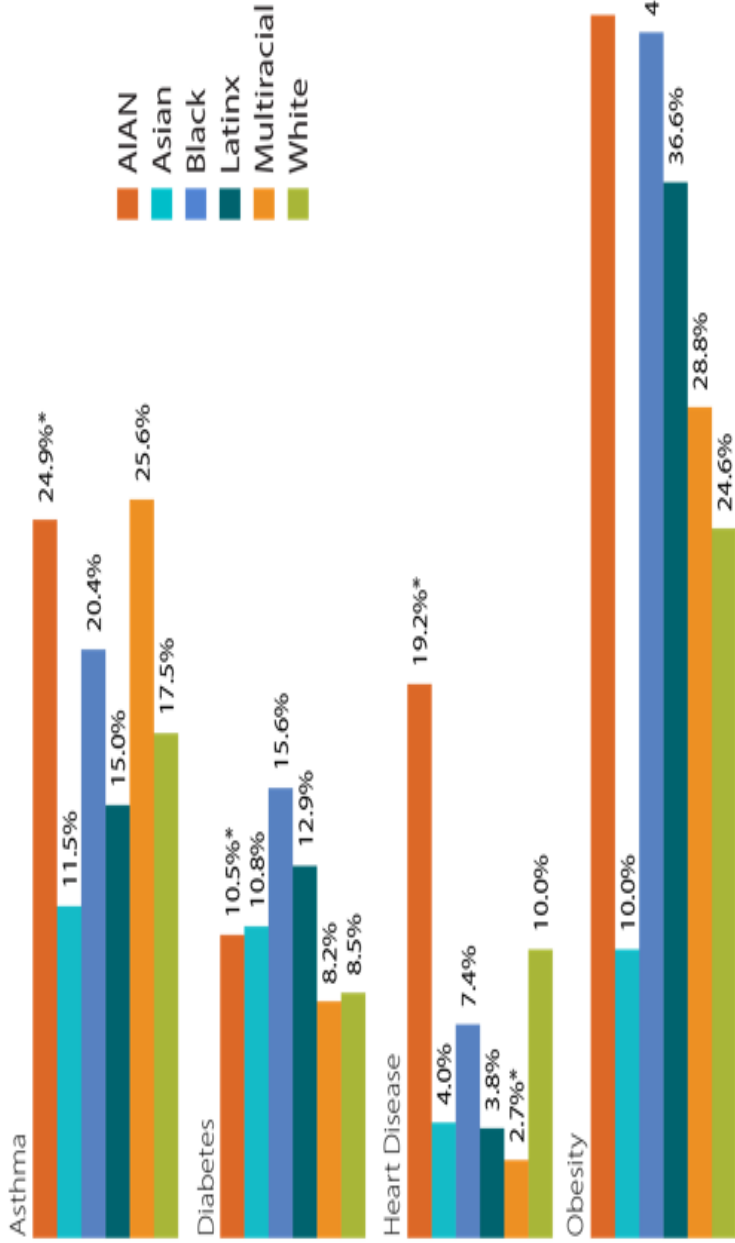
- A Small percentage of member's account for a large share of Medi-Cal total spending.
- **Ten percent of Medi-Cal's population accounted for approximately 64% of total spending on individuals eligible for Medi-Cal only.**
- **Most costly 1% of the Medi-Cal eligible only population accounted for 27% of all spending. While the costliest 5% accounted for over half of all spending on Medi-Cal only individuals.**
- At least 50% of the population accounted for just 9% of total spending.

**Distribution of Spending Among Medi-Cal Eligibles  
Individuals Eligible For Medi-Cal Only  
Participating In FFS, FFS\_MC, MC  
Eligibles = 7,914,215, Total Spending = \$26 Billion  
Per Member Per Month (PMPM) = \$340**



# Addressing Health Equity in Medi-Cal

## Adults with Chronic Conditions, by Race/Ethnicity California, 2020



\* Statistically unstable.

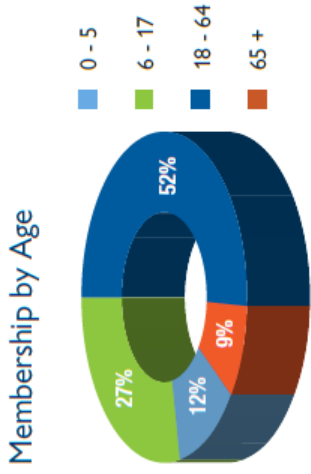
Notes: Diabetes, asthma, and heart disease are percentage of those ever diagnosed. AIAN is American Indian and Alaska Native. Source uses African American and Two or more races. Data for Native Hawaiian and Pacific Islander are not shown.

Source: "AskCHIS," UCLA Center for Health Policy Research, accessed October 7, 2021.

CALIFORNIA HEALTH CARE FOUNDATION

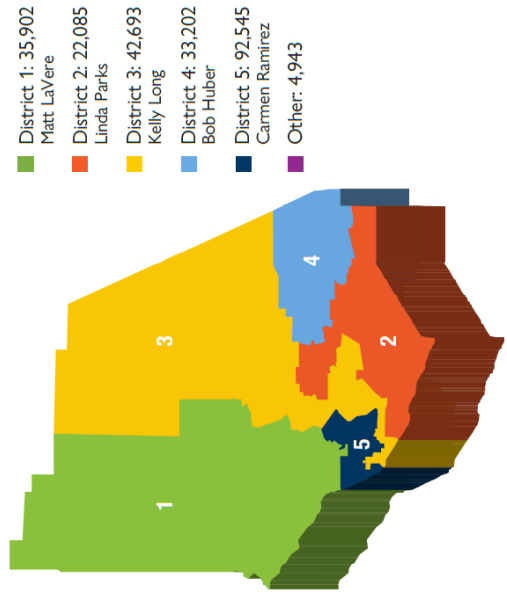
# Why It Matters

Members **231,370**



SPD: Seniors and Persons with Disabilities  
Duals: Dually Eligible for Medicare and Medi-Cal

Membership by Supervisorial District



(Gold Coast Health Plan, 2022)

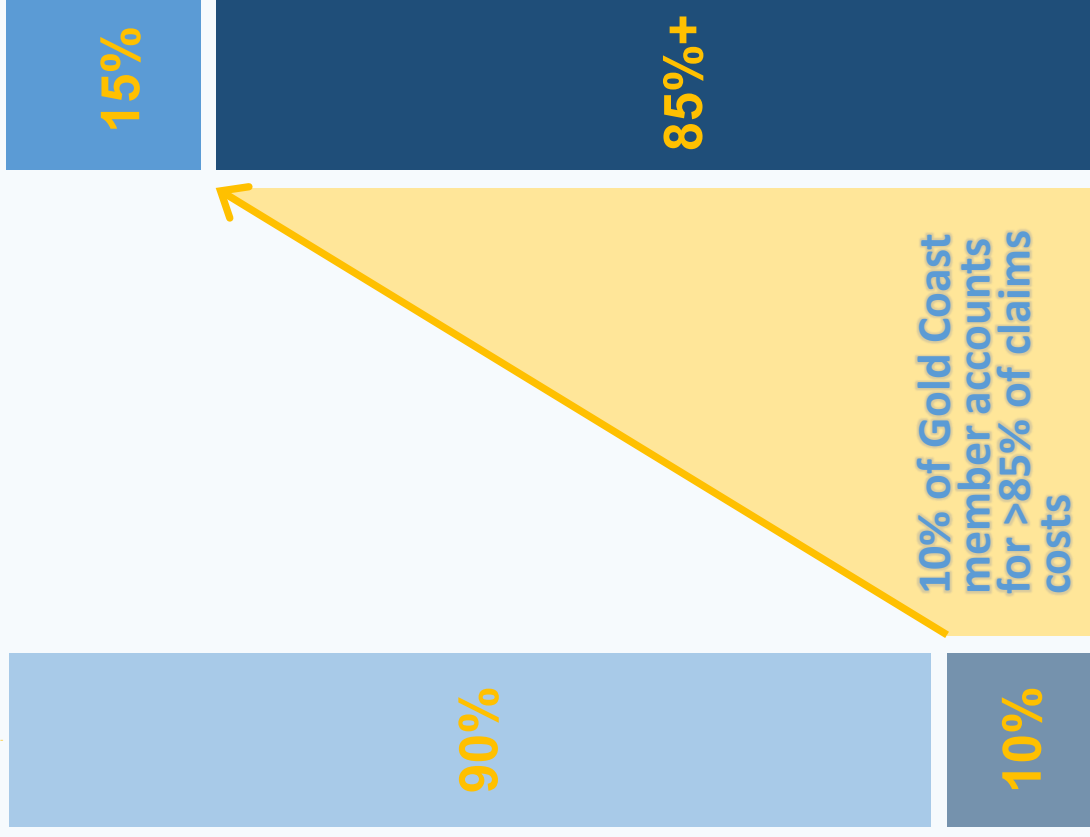
# Why It Matters

Care management and the integration of social services that address determinants of health for persons living with multiple chronic conditions has been shown to:

1. Improve life and lifespan for these individuals (and communities);
2. Increase satisfaction with care for these individuals, families and caregivers;
3. Improve the healthcare system for all (not just these individuals); and
4. Reduce costs and cost growth, thereby allowing for greater value-based investments in - and modernization of - the healthcare system.

Total Claims Cost  
for Gold Coast  
Members

Gold Coast  
Membership



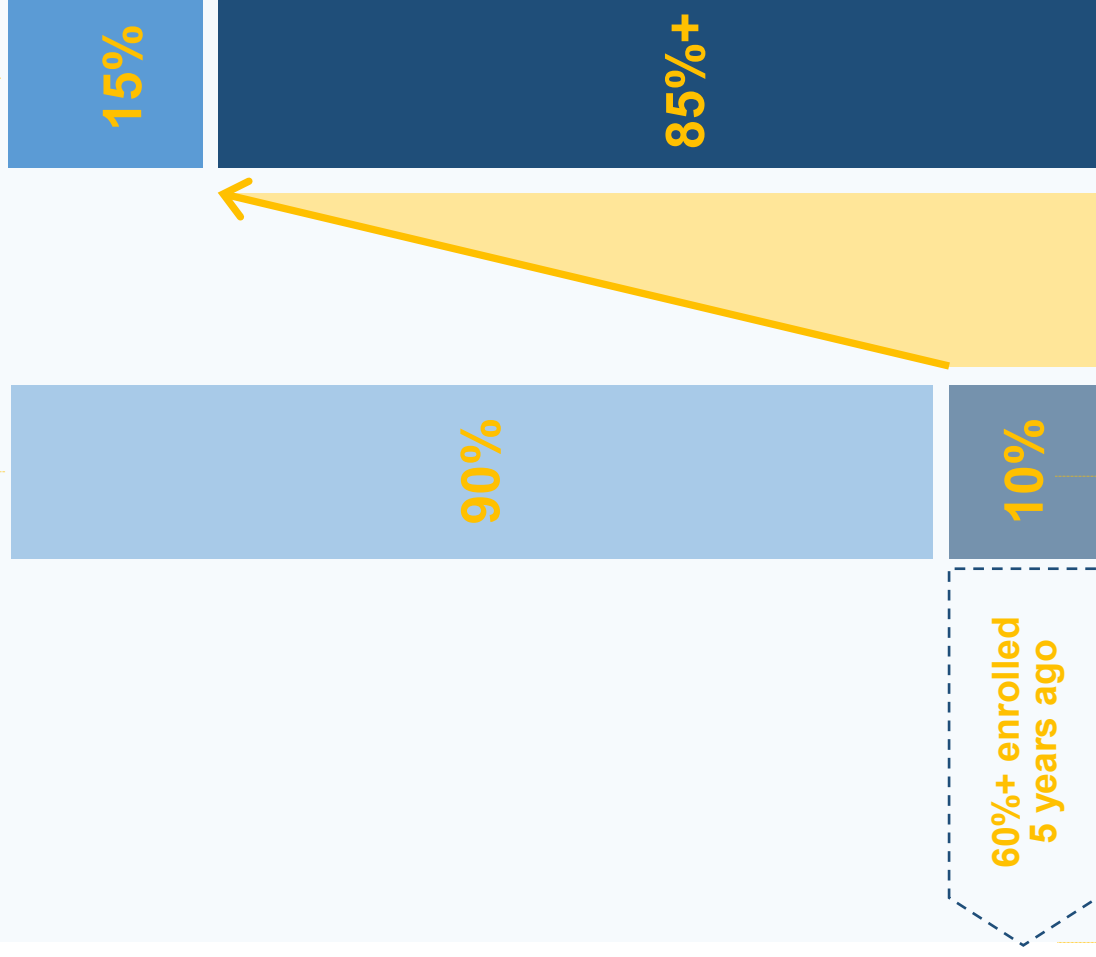
# Why It Matters

There is great opportunity at Gold Coast to impact health and healthcare by focusing on the chronic condition population.

1. 10% of membership accounts for more than 85% of costs;
2. The experience of leading quality health plans is that greater impact occurs with longer enrollment (the length of time members are enrolled);
3. >60% of Gold Coast's highest cost membership were enrolled when we looked back 5 years (vs <25% more commonly seen in multiple plan "competitive" Medi-Cal/ Medicaid markets); and
4. A significant number of the highest cost member have not yet been linked with ECM/CS supports (60% of Gold Coast's ECM-identified members to date are in the Top 10% group).

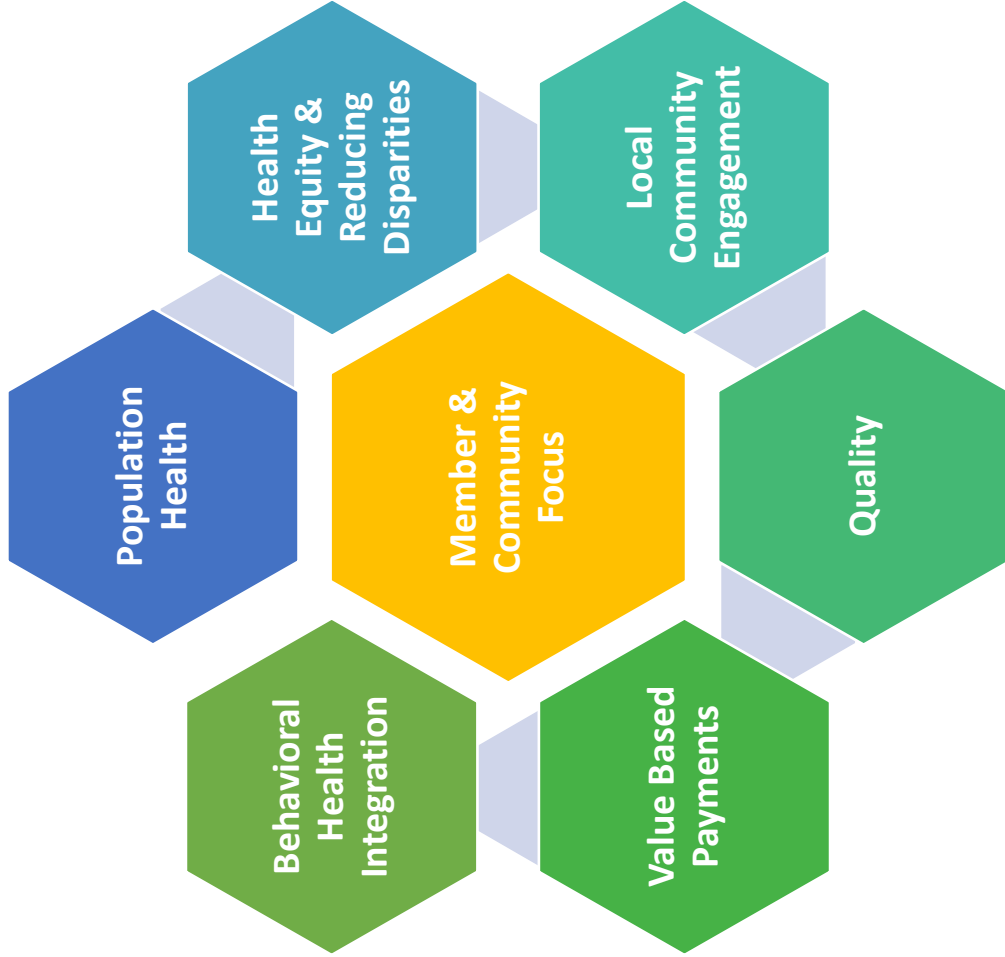
Total Claims Cost for Gold Coast Members

Gold Coast Membership





# This Moment Matters

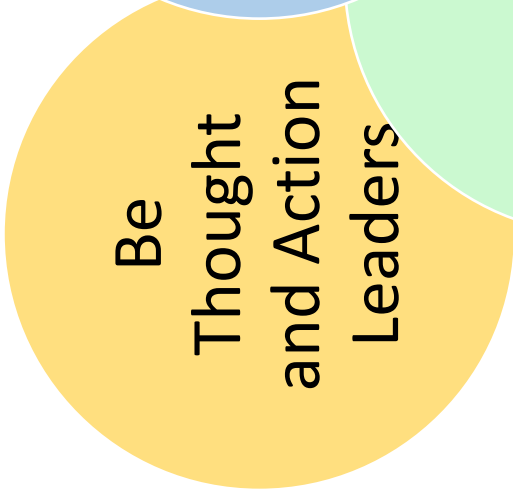


1. Medi-Cal is transforming rapidly through CalAIM, the 2024 procurement and other dynamics.
2. The imperative to improve the health and healthcare for persons living with chronic conditions and for the most vulnerable has always been with us at GCHP (purpose, founding, mission).
3. GCHP needs to lead (thought and action leadership) to ensure the best for Ventura County, our Medi-Cal members and our healthcare system through meaningful partnership with our partners.

# Why We Rise to the Challenge



Invest in  
technology  
platforms



Be  
Thought  
and Action  
Leaders



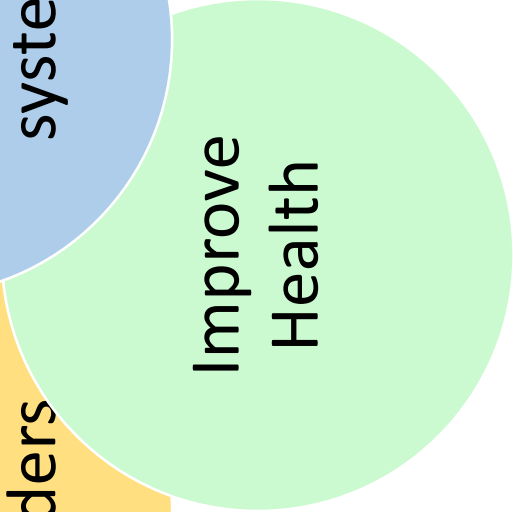
Invest in  
the  
Healthcare  
system



1-5 VC  
Residents  
1-2 VC  
Children  
1-8 VC  
Seniors



Develop  
leading edge  
programs to  
address chronic  
conditions

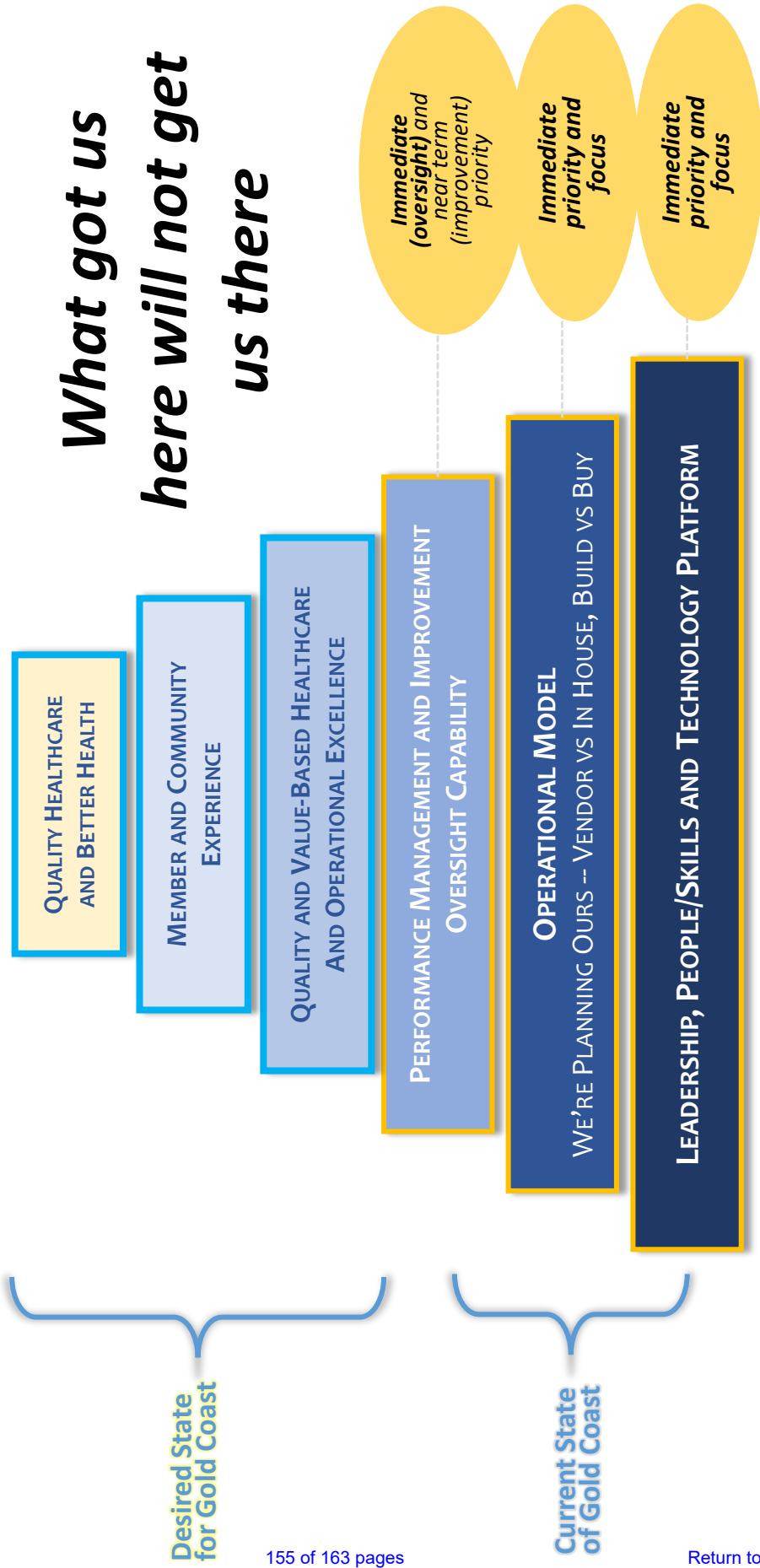


Improve  
Health



Maximize  
incentives to  
invest in the  
delivery system

# Need to Focus on the Foundation



# Major Areas of Focus



## Member and Community Experience

Putting the Member and Ventura County Community FIRST in our plans and priorities



## Better Health

Positive impact to Ventura County health and wellbeing



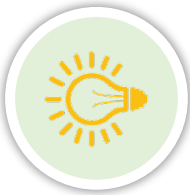
## TNE & Maximum Incentives

For financial strength and to invest in the delivery system



## Quality and Value-Based Healthcare

Positive impact to Ventura County healthcare system



## Cal AIM

ECM/CS expansion, roll out and readiness; Incentive Payment Program (“IPP”)



## People & Culture

Build organization and skillset; Employee engagement and employer of choice



## Compliance

Successful exit from DHCS in Conduent situation; Oversight implementation; Cal AIM and STCs



## Operations

Prepare plan for future operations; launch procurement

# Next Steps

February/March meetings involve deeper engagement with the Commission on 2022 actions and priorities for success now and throughout the Plan. This includes a review of current and planned staffing and other investments as a build-up to the Budget.

Assemble cross-functional team to develop 1-year strategic plan

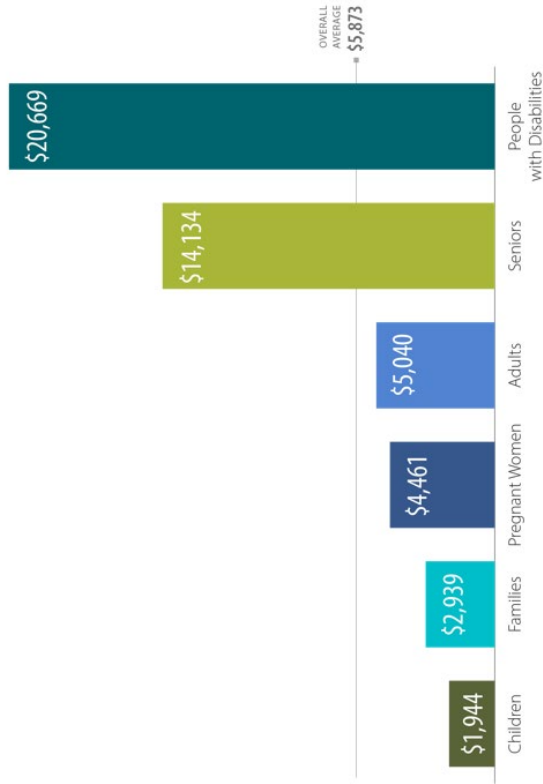
Engagement on Budget begins in the 2<sup>nd</sup> Quarter (Commission and Executive Finance Committee) with the goal of approval in the June Commission meeting.

# Q&A

# Appendix

# Medi-Cal Cost Breakdown

Medi-Cal Annual Spending per Eligible Enrollee  
FY 2019–20



Notes: Figures presented are estimates for FY 2019–20 calculated as of May 2020 and reflect annual spending. Reported values exclude Hospital Presumptive Eligibility and other aid codes totaling 0.3% of enrollees. For additional information about Medi-Cal spending on maternity care, please see CHC's report *Maternity Care and Paying for Maternity Services*. Source: Fiscal Year 2019–20 Cost per Eligible Based on May 2020 Estimate; in *Medi-Cal May 2020 Local Assistance Estimate for Fiscal Years 2019–20 and 2020–21* (PDF), California Dept. of Health Care Services.

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Medi-Cal Enrollees and Spending  
by Eligibility Category, FY 2019–20



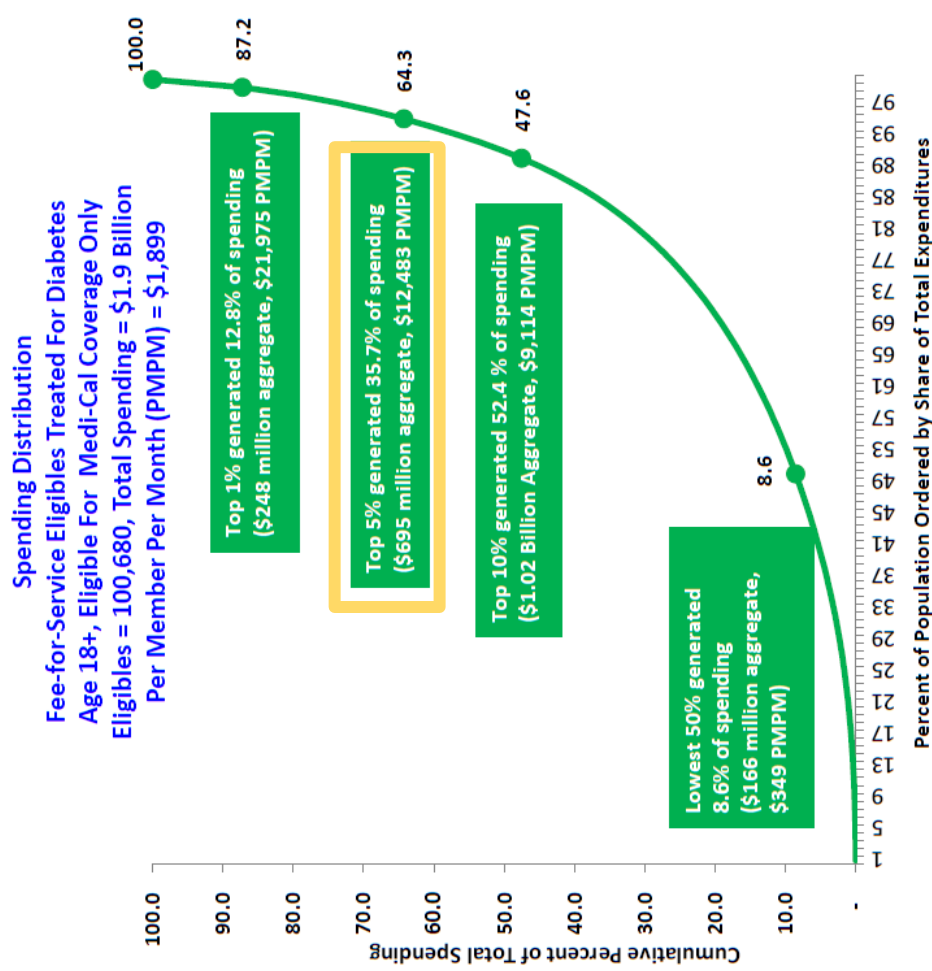
Notes: Figures presented are estimates for FY 2019–20 calculated as of May 2020. Other includes Hospital Presumptive Eligibility and other aid codes. For additional information about Medi-Cal spending on maternity care, please see CHC's report *Maternity Care and Paying for Maternity Services*. Source: Fiscal Year 2019–20 Cost per Eligible Based on May 2020 Estimate; in *Medi-Cal May 2020 Local Assistance Estimate for Fiscal Years 2019–20 and 2020–21* (PDF), California Dept. of Health Care Services.

CALIFORNIA HEALTH CARE FOUNDATION



# Analysis of High Utilizers of Medi-Cal Services (Diabetes)

- Most costly 1% of the population generated 13% of total cost spending or \$248M
- Most costly 5% of the population generated approximately 36% of all spending, while the costliest 10% generated over 50% of total spending.

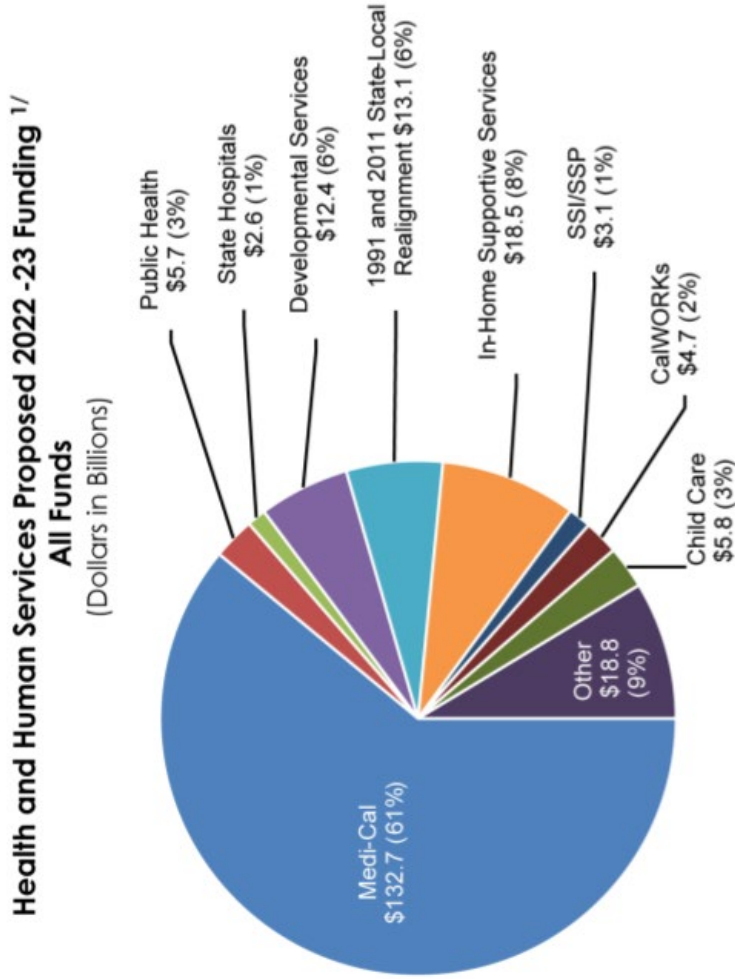


# Governor Newsom's FY 2022-23 Proposed Budget

After peaking in 2021-22, LAO anticipates Medi-Cal caseload will decline by 5% annually to 12.6 million enrollees in 2024-25. Long-term projections indicate a \$8.6 billion general fund cost growth between 2020-21 and 2024-25 – representing an **accelerated growth in costs**. Pre-COVID, average annual general fund cost growth for Medi-Cal was about \$800 million. Post-COVID, LAO estimates annual average cost growth will be about \$2 billion.

## Highlights:

- Chronic condition costs are the largest, yet unmanaged driver of cost and cost growth
- Increase in per-enrollee costs (medical inflation and service utilization)
- Assume expiration of MCO Tax
- Assume end of enhanced Federal share of costs under the national COVID public health emergency



<sup>1/</sup>Totals \$217.5 billion for support, local assistance, and capital outlay. This figure includes reimbursements of \$20.3 billion and excludes \$2,520,000 in Proposition 98 funding in the Department of Developmental Services and Department of Social Services budgets and county funds that do not flow through the state budget.  
Note: Numbers may not add due to rounding.

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8. Watkins, J. (2015). Understanding Medi-Cal's High-Cost Populations. *The California Health Care Foundation*. <https://www.chcf.org/event/data-symposium-and-webinar-on-high-utilizers-of-medi-cal-services/#related-links-and-downloads>