

BOARD OF GOVERNORS
Governance Committee
Meeting Minutes – August 12, 2016

L.A. Care Health Plan Conference Room 1019
 1055 W. Seventh Street, Los Angeles, CA 90017



All votes during a teleconferenced portion of the meeting were by roll call

Members

Hector De La Torre
 Thomas Horowitz, DO
 Ozzie Lopez **
 Hilda Perez **
 Sheryl Spiller ** (*not count as quorum*)

Management/Staff

Maribel Ferrer, *Executive Director, Medicaid Coverage Expansion & TANF*
 Jonathan Freedman, *Chief Strategy Officer/ Interim Chief Operating Officer*
 Augustavia J. Haydel, Esq., *General Counsel*
 Gertrude S. Carter, MD, *Chief Medical Officer*

* *Absent* ** *by teleconference*

| AGENDA ITEM/PRESENTER | MOTIONS / MAJOR DISCUSSIONS | ACTION TAKEN |
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| WELCOME Thomas Horowitz, DO | Thomas Horowitz, DO, <i>Committee Chairperson</i> , called the meeting to order at 12:30 p.m. He announced that the public may address the Committee on each matter listed on the Agenda before or during the Committee's consideration of the item, or on any other topic at the Public Comments section. | |
| APPROVAL OF MEETING AGENDA Thomas Horowitz, DO | The agenda for today's meeting was approved as presented. | Approved unanimously by roll call. 4 AYES (Horowitz, De La Torre, Lopez, and Perez) |
| PUBLIC COMMENT | There was no public comment. | |
| ACCEPTANCE OF MEETING MINUTES | The minutes of January 28, 2016 meeting were approved as submitted. | Approved unanimously by roll call. 4 AYES |
| CHAIRPERSON'S REPORT | There was no report from the Chairperson. | |
| CHIEF EXECUTIVE OFFICER'S REPORT | John Baackes, <i>Chief Executive Officer</i> , reported that the new core system is ready to be launched in a few days. | |

APPROVED

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|----------------------------------|--|---|
| John Baackes | L.A. Care's recent audit of the California Department of Health Services has been completed and a corrective action plan was submitted on August 5. | |
| COMMITTEE ISSUES | | |
| 2017 Officer Nominations | <p>Mr. Baackes thanked Chairperson Horowitz for his service to the L.A. Care Board. He reported that the October Board meeting is scheduled as tentative, and newly appointed members of the Board will take their seats for the first time at the November 3 Board meeting. The Annual election of the officers of the Board will be held at the September 1 meeting. Nominations can be made until the election is held.</p> <p>Chairperson Horowitz suggested that the Governance Committee ideally will recommend a slate of officers for the Board to consider; a variety of options are available to the Committee.</p> <p>The L.A. Care bylaws call for election of officers in November, or as soon thereafter as possible, for one year terms. The month that the terms begin is not specified in the Bylaws. The terms of the current officers began in September, 2015, due to the transition of the Chief Executive Officer.</p> <p>At the end of October, the terms for several of current members will end. The new Board members coming in may not know all of the Board members, and could be uncomfortable electing officers. The Governance Committee recommends that an election of officers is held at the September 1, 2016 meeting, for a term to end in May, 2017. So the next election of officers would take place at the April, 2017 meeting. Recommended slate of officers to serve until May, 2017:</p> <p style="text-align: center;">Chair: Mark Gamble Vice Chair: Louise McCarthy Treasurer: Michael Rembis Secretary: Alex Li, MD</p> <p>Since the timing of the officer elections falls on the first meeting for Board members every two years, the Governance Committee will also recommend that the Board consider a permanent change to the timing of officer elections in the future.</p> | <p style="text-align: center;">Approved unanimously by roll call. 4 AYES</p> |

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| Governance Committee Chair Election | Chairperson Horowitz noted that he will not be eligible to be re-nominated to the Board at the end of his current term. The Governance Committee needs to elect a new Chair. By consensus, the Committee elected Hector De La Torre as its new Chairperson. | Approved unanimously by roll call. 4 AYES |
| PUBLIC COMMENT | There was no public comment. | |
| ADJOURNMENT | The Chair adjourned the meeting at 12:50 pm. | |

Respectfully submitted by:
 Malou Balones, *Committee Liaison, Board Services*
 Jennifer Carabali, *Committee Liaison, Board Services*
 Linda Merkens, *Manager, Board Services*

APPROVED BY: 
 Hector De La Torre, *Chairperson*

Date: 3-20-17

APPROVED