Attachment C

Sec. 4-11-11. - Membership.

(a) The governing body of the Health Authority, referred to in this division as the Board of Directors, shall consist of the following: twelve (12) voting members who shall be legal residents of, or employed in, the County of Orange and who shall be generally representative of the diverse backgrounds, interests, and demography of persons residing in the County, and, as described in section 4-11-11(d), one (1) non-voting member.

(b) Each member of the Board of Directors shall have a commitment to a health care system that seeks to improve access to high-quality health care for persons served by the Health Authority and which in fact delivers high-quality care and is financially viable. Members of the Board of Directors shall possess the requisite skills and knowledge necessary to design and operate a quality publicly-assisted health care delivery system.

(c) The twelve (12) voting members of the Board of Directors shall consist of the following:

(1) Five (5) members of the Board of Supervisors;

(2) One (1) person appointed by majority vote of the Board of Supervisors who is a current hospital administrator or is a former hospital administrator;

(3) One (1) person appointed by majority vote of the Board of Supervisors who is a licensed medical provider in current practice and who is not an owner or officer or a member of the board of directors of:

a. A contracted independent physician's association; or,

b. A health network;

(4) One (1) person appointed by majority vote of the Board of Supervisors who is a licensed physician in current practice and who is also a representative of a contracted independent physician's association or health network;

(5) One (1) member of the public appointed by majority vote of the Board of Supervisors who is a legal resident of Orange County;

(6) One (1) person appointed by majority vote of the Board of Supervisors who has any of the following qualifications, with prior health care system experience preferred:

a. Professional accounting experience;

b. Professional public finance experience; or

c. Is an actively-licensed attorney.

(7) One (1) person appointed by majority vote of the Board of Supervisors who is a representative of a community clinic;

(8) One (1) person appointed by majority vote of the Board of Supervisors who is a current CalOptima member or is a family member of a current CalOptima member. For the purposes of this subdivision, "family member" means a parent, sibling, foster parent, or legal guardian

of a CalOptima member.

(d) The one (1) non-voting member of the Board of Directors shall be the Director of the Health Care Agency.

(e) Any member appointed pursuant to section 4-11-11(c)(2), (3), (4), (5), (6), (7), or (8) may be removed from office by a majority vote of the Board of Supervisors favoring such removal.

(f) A member appointed pursuant to section 4-11-11(c)(2), (3), (4), (5), (6), (7), or (8) shall be entitled to compensation on a per diem basis. No member of the CalOptima Board of Directors is required to accept compensation awarded under this subdivision. The amount of compensation shall be one hundred dollars ($100.00) per meeting of the CalOptima Board of Directors or meeting of a CalOptima advisory committee. No individual member shall be compensated under this subdivision for more than three (3) meetings in any calendar month.

(g) A member appointed pursuant to section 4-11-11(c)(2), (3), (4), (5), (6), (7), or (8) shall be entitled to mileage reimbursement for each mile actually and necessarily travelled from the member's residence or place of business to the location of a CalOptima Board of Directors meeting or meeting of a CalOptima advisory committee. Only miles travelled within the County of Orange shall be eligible for reimbursement. Reimbursement shall be paid at the Internal Revenue Service prevailing rate. No member of the CalOptima Board of Directors is required to accept reimbursement available under this subdivision.

(Ord. No. 3896, § 1, 8-10-93; Ord. No. 00-8, § 3, 8-1-00; Ord. No. 09-001, 1-13-09; Ord. No. 11-021, 12-13-11; Ord. No. 14-002 , § 1, 3-4-14; Ord. No. 16-001 , § 3, 2-23-16; Ord. No. 17-007 , § 1, 8-8-17)

Sec. 4-11-12. - Terms of office for members and vacancy in office.

(a) Sixty (60) days before the expiration of the term of a member appointed pursuant to section 4-11-11(c)(2), (3), (4), (5), (6), (7), or (8) or upon the vacancy such member's seat, the Health Care Agency shall seek new applicants for the Board of Directors pursuant to the qualifications provided in section 4-11-11(c)(2), (3), (4), (5), (6), (7), or (8). The Health Care Agency shall conduct community outreach to seek out and encourage potential applications and solicit recommendations from the office of each member of the Board of Supervisors as part of the recruitment process. The Health Care Agency shall present all applications for membership on the Board of Directors to the Selection Panel. The Selection Panel shall consist of three (3) persons, as herein described:

(1) One (1) representative of the Health Care Agency designated by the Director of the Health Care Agency;

(2) Two (2) representatives, who shall be designated by the Chair of the Board of Supervisors.

The Selection Panel shall recommend to the Board of Supervisors at least two (2) persons for each seat on the Board of Directors, with the exception of members appointed pursuant to sections 4-11-11(c)(1) and 4-11-11(d), that is vacant or expiring. The Health Care Agency shall present the

Selection Panel's recommendations to the Board of Supervisors for its consideration.

(b) Except as provided under section 4-11-12(a), (c), and (d), the term of office for members of the Board of Directors appointed pursuant to section 4-11-11(c)(2), (3), (4), (5), (6), (7), or (8) shall be four (4) years.

(c) Each member appointed pursuant to section 4-11-11(c)(2), (3), (4), (5), (6), (7), or (8) shall be deemed removed from office by the Board of Supervisors upon the expiration of his or her term or when that member no longer holds the qualifications set forth in section 4-11-11(c). Members seeking reappointment for a second term on the Board of Directors shall resubmit applications pursuant to section 4-11-12(a).

(d) Vacancies on the Board of Directors shall be filled by the Board of Supervisors pursuant to sections 4-11-11 and 4-11-12. Members who are appointed to fill the unexpired term of a vacant seat will have an initial term that corresponds to the unexpired term of the vacant seat. A vacancy that occurs in the last ninety (90) days of a term shall not be filled until the expiration of the term.

(e) A member appointed pursuant to section 4-11-11(c)(2), (3), (4), (5), (6), (7), or (8) may serve no more than two (2) consecutive terms. This limitation shall only apply to service for consecutive terms. No other limitation on the number of terms a person may serve is intended.

(Ord. No. 3896, § 1, 8-10-93; Ord. No. 00-8, § 3, 8-1-00; Ord. No. 06-012, § 2, 12-5-06; Ord. No. 11-021, 12-13-11; Ord. No. 14-002 , § 1, 3-4-14; Ord. No. 16-001 , § 3, 2-23-16; Ord. No. 17-007 , § 1, 8-8-17)