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MARK S. RENNER - 121008
WYLIE, McBRIDE, PLATTEN & RENNER
2125 Canoas Garden Avenue, Suite 120

San Jose, California 95125 Telephone: (408) 979-2920 Facsimile: (408) 979-2934

Attorneys for Respondent

Kathleen King

BOARD OF ADMINISTRATION CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM

In the Matter of the Appeal Regarding Membership Exclusion of Foundation Employees by:

SANTA CLARA COUNTY HEALTH AUTHORITY,

Respondent,

and

KATHLEEN KING,

Respondent.

AGENCY CASE NO. 2014-1087 OAH Case No. 2015030359

INDEX OF RESPONDENT KATHLEEN KING'S EXHIBITS

Hearing Date: August 26-27, 2015

Hearing Time: 9:00 am Hearing Location: Oakland

Index of Respondent Kathleen King's Exhibits

Exhibit Numbers	Description
001 - 011	Ordinance creating Santa Clara County Health Authority
012 - 015	Articles of Incorporation for Santa Clara County Health Foundation
016 - 019	Santa Clara County Family Health Plan Mission Statement
020 - 031	Original Bylaws of Santa Clara Family Health Foundation
032 - 042	Revised Bylaws (May 6, 2011) for Santa Clara Family Health Foundation

INDEX OF RESPONDENT KATHLEEN KING'S EXHIBITS; Agency Case No. 2014-1087, OAH Case No. 2015030359

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043 - 044	Healthy Kids Foundation Mission Statement
045 - 052	Administrative Services Agreement between Health Authority (dba Health Plan) and Health Foundation
053 - 055	Description of Santa Clara Family Health Foundation prepared for Packard Foundation
056	Offer letter to Kathleen King
057	Offer letter to Emily Hennessy
058 - 059	Offer letter to Ernesto Villalobos
062 - 064	Salary changes and "personnel action notices" for Kathleen King
065 - 069	Salary changes and "personnel action notices" for Emily Hennessy
070	Personnel action notice for Ernesto Villalobos
071	Personnel action notice for Thong Le
072 - 085	Employee self-evaluation for Emily Hennessy
086 - 092	Emails concerning process for employee self-evaluations
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156	Benefits confirmation statement for Kathleen King
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12		197	"All staff" email for luncheon
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WYLIE, McBRIDE, PLATTEN & RENNER

Dated: August 21, 2015

By: <u>/s/ Mark S. Renner</u>

MARK S. RENNER

Attorney for Respondent Kathleen King

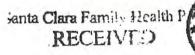
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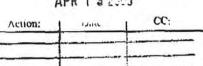
County of Santa Clara

Office of the Clerk of the Board of Supervisors

County Government Center, Bast Wing



APR 1 8 2000



Phyllis A. Perez Clerk of the Board

April 11, 2000

Leona Butler Santa Clara County Health Authority 4050 Moorpark Avenue San Jose, CA 95117

RE: Item No. 46 of the Board of Supervisors Agenda relating to Ordinance No. NS-300.634

Dear Ms. Butler:

Enclosed for your records is a conformed copy of the adopted Ordinance No. NS-300.634 amending Sections A18-333, A18-334 and A18-336 of Chapter XX of Division A18 of the Santa Clara County Ordinance Code relating to the Health Authority's Governing Board, changing the Provider Advisory Committee to Provider Advisory Council and revising process for amending the Health Authority's bylaws which was approved by the Board of Supervisors at its regular meeting on March 28, 2000.

If you have any questions, please feel free to contact our office.

Very truly yours,

Mahalia O. Layosa Deputy Clerk

Enclosure

PAGE 01

ORDINANCE NO. NS- 300.576

AN ORDINANCE TO ADD CHAPTER XX (COMMENCING WITH SECTION A18-330) TO THE SANTA CLARA COUNTY ORDINANCE CODE, RELATING TO THE ESTABLISHMENT OF A SPECIAL HEALTH AUTHORITY

Summary

This ordinance creates a special health authority that shall have certain powers and perform cartain duties in accordance with Section 14087.38 of the Welfare and Institutions Code and related statutory provisions ("Section 14087.38").

The Board of Supervisors of the County of Santa Clara, State of California, does ordain as follows:

<u>SECTION 1.</u> Chapter XX (commencing with section Al8-330) is added to Division Al8 of the Ordinance Code of the County of Santa Aara to read as follows:

CHAPTER XX. SPECIAL HEALTH AUTHORITY

Section A18-330. Retablishment.

Pursuant to Section 14087.38; there is hereby established a special health authority that shall be known as the Santa Clara County Realth Authority ("Health Authority").

Section Al8-331. Purposes of Health Authority.

The purposes of the Health Authority are to meet the problems of delivery of publicly assisted medical care in Santa Clara County, to demonstrate ways of promoting quality care and cost efficiency, and to further such other purposes as are contemplated by Section 14087.38 and as are set forth herein.

Section A18-332. Status and Powers of Health Authority.

(a) The Health Authority shall be an entity separate from the County of Santa Clara ("County"). Obligations

of the Health Authority shall be obligations solely of the Health Authority, and shall not, directly or indirectly, be obligations of the County or any officials, employees or agents of the County. The County (including all officials, employees and agents) shall not be liable for any act or omission of the Health Authority.

- (b) The Health Authority shall have the power to negotiate and enter into contracts with the State Department of Realth Services and to arrange for the provision of health care services for Medi-Cal beneficiaries as authorized by Section 14087.38.
- (c) To the extent authorized by Section 14087.38, the Health Authority may also enter into contracts to arrange for the provision of health care services to individuals including, but not limited to, those covered under Subchapter XVIII (commencing with Section 1395) of Chapter 7 of Title 42 of the United States Code, those entitled to coverage under other publicly supported programs, those employed by public agencies or private businesses, and uninsured or indigent individuals.
- (d) The Realth Authority shall have all rights, powers, duties, privileges and immunities expressed, either directly or implicitly, in Section 14087.38.
- (e) Chapter 1 of Division A6 of the Ordinance Code of the County, containing general rules and procedural requirements applicable to boards and commissions of the County, shall not apply to the Health Authority.

Section A18-333. Governing Board.

Amenach 3/28/00

- (a) Governance. Responsibility for governing and managing the affairs of the Health Authority shall be vested in a governing board ("Governing Board").
- (b) Number. The Governing Board shall consist of eleven (11) members ("Board Members"), each of whom shall have a fiduciary duty to act in the best interest of the Health Authority.
- (c) Qualifications. Board Members shall be chosen for their willingness and ability to effectively contribute to and support the objectives of the Health Authority, shall have a commitment to a health care system that seeks to improve access to quality health care for persons served by the Health Authority, and shall have a commitment to maintaining and preserving a health care safety net for the medically indigent and uninsured populations of Santa Clara County. Board

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Members shall either reside, be employed, or provide services in Santa Clara County, and shall be generally representative of the diverse backgrounds, interests and demography of persons residing in Santa Clara County.

- (d) Appointments. All Board Members shall be appointed by the County Board of Supervisors. Appointments shall be made upon a majority vote by the County Board of Supervisors, in accordance with the processes and procedures set forth below. Any processes otherwise utilized by the members of the County Board of Supervisors regarding rotation of appointments among their offices shall not apply to appointments to the Health Authority.
- (e) Nominations. Nominations shall be made as follows.
 - (1) Two (2) Board Members shall be nominated by the County Board of Supervisors, and shall be members of the County Board of Supervisors.
 - (2) One (1) Board Member shall be nominated by the County Board of Supervisors, and shall be an executive of the Santa Clara Valley Health & Hospital System ("SCVHHS") who has been recommended to the County Board of Supervisors by SCVHHS.
 - (3) Two (2) Board Members shall be nominated by the Santa Clara County Medical Association, and shall be practicing physicians. At least one of these Board Members shall have, as a part of his or her active medical practice, a substantial volume of Medi-Cal, medically indigent and/or uninsured patients. At least one of these Board Members shall be a primary care physician.
 - (4) One (1) Board Member shall be a representative of private hospitals in Santa Clara County that have Medi-Cal disproportionate share status, or if that status no longer exists, private hospitals that serve an equivalent patient population. This Board Member shall be a director, officer or employee of a private disproportionate share hospital in Santa Clara County and shall be nominated by the Hospital Conference of Santa Clara County.
 - (5) Two (2) Board Members shall be nominated by the Consumer Work Group of the Local Initiative Planning Advisory Council ("LIPAC"), and shall be representatives of Medi-Cal beneficiaries in Santa

Clara County. After the establishment of the Consumer Advisory Committee to the Health Authority (as referenced in Section A18-334 of this Ordinance), subsequent nominations for these Committee.

- (6) One (1) Board Member shall be nominated by the Community Health Partnership, and shall be a representative of the community-based, non-profit clinics in Santz Clara County that are licensed under Health and Safety Code \$ 1204, and are not owned or operated by organizations, or subsidiaries of organizations, that own or operate hospitals. For the first four (4) years of the Health Authority, such Board Member shall be a director, officer or employee of one or more federally qualified health centers or FQHC lookalikes (*FQHC*) in Santa Clara County, so long as FQHC status exists. If that status no longer exists, then the Community Health Partnership may nominate an individual who meets the other requirements of this paragraph to replace such Board Member. Thereafter, the Board Member shall be a director, officer or employee of one or more FOHCs, Indian Health Centers, or other community-based, non-profit clinics.
- (7) One (1) Board Member shall be nomitated by the Ancillary Providers Work Group of LIPAC, and shall be a representative of allied health providers (i.e., non-physician and non-hospital providers) in Santa Clara County. This Board Member shall be a director, officer or employee of an allied health care provider that has a substantial volume of Medi-Cal, medically indigent and/or uninsured patients. After the establishment of the Provider Advisory Committee(s) to the Health Authority (as referenced in Section Al8-334 of this Ordinance), nominations for this position shall be made by the allied health providers on the Provider Advisory Committee(s).
- (8) One (1) Board Member shall be nominated by the other Board Members on the Governing Board, and shall be an "at-large" Board Member. This Board Member shall have demonstrated business, professional or civic experience and shall be a resident of Santa Clara County. The initial Board Member for this position shall be nominated promptly after the other initial Board Members have been appointed to the Governing Board.

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- (f) Nomination and Appointment Process. The nominating entity for each position set forth above shall submit the name of its nomines to the Clerk of the County Board of Supervisors. Board Members shall be appointed by the County Board of Supervisors from the nominations submitted. If the County Board of Supervisors chooses not to appoint any nominating entity's nomines, the particular nominating entity shall select successive alternate nomines, until the County Board of Supervisors has appointed an alternate nominee. The County Board of Supervisors may not deny appointment to any nominee (whether an initial nominee or an alternate nominee) without good cause. If any nominating entity fails to submit the name of its nomines to the Clerk of the County Board of Supervisors within sixty (60) days after either: (i) the commencement of the term of office applicable to its nominee, or (ii) the effective date of any vacancy in the Governing Board oreated by its nominee ceasing to serve as a Board Member, as applicable, then the County Board of Supervisors shall appoint an individual of its choosing who meets the requirements for serving as a Board Member that apply to that unfilled position.
- (g) Terms of Office. The terms of the initial Board Members shall be staggered as follows: (i) the two (2) Board Members who are members of the County Foard of Supervisors and the Board Member nominated by the private disproportionate share hospitals shall serve two (2) years; (ii) the two (2) Board Members nominated by the Santa Clara County Medical Association, the Board Member from SCVHHS and the "at-large" Board Member shall serve three (3) years; and (iii) the four (4) remaining Board Members shall serve four (4) years-Subsequent terms for all Board Members shall be three (3) years. No Board Member may serve more than eight (8) consecutive years.
- (h) Resignation, Removal and Vacancies.
 - (1) Any Board Member may resign at any time by giving written notice of such resignation to the Chairperson of the Governing Board. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective immediately upon receipt of the notice by the Chairperson, the Governing Board must affirmatively vote to accept the effective date specified, and if the Governing Board does not approve such later date, the resignation shall be effective immediately.

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- (2) The Governing Board may recommend to the County Board of Supervisors, by an affirmative vote of no less than six (6) Board Members, that a Board Member be removed. The reasons for removal may include: (i) repeated failure to attend meetings of the Governing Board or meetings of committees of which the Board Member is a member (the standards for application of this provision shall be set forth in the Bylaws of the Health Authority); (ii) failure to meet the qualifications as a Board Member; (iii) conviction of a felony or any crime involving corruption; (iv) written request of the appropriate nominating entity to the Governing Board that the Board Member be removed because the Board Member no longer satisfies the criteria applied by the nominating entity in selecting that Board Member as its nomines; and (v) such other reasons as set forth in the Bylaws of the Health Authority. A Board Member shall be given reasonable notice and an opportunity to respond before the Governing Board regarding potential removal of that Board Member.
- (3) Upon receipt of the Governing Board's recommendation for removal of a Board Member, the County Board of Supervisors shall promptly remove such Board Member.
- (4) Any vacancy in the Governing Board, however created, shall be filled by the County Board of Supervisors for the remainder of the unexpired term in accordance with, and in the same manner as, regular appointments. The appropriate nominating entity shall nominate a successor within sixty (60) days after the effective date of the vacancy.
- (i) Quorum. A majority of the Governing Board shall constitute a quorum to initiate the transaction of business at any regular or special meeting of the Governing Board. No act of the Governing Board shall be valid unless a majority of those Board Members constituting a quorum concur therein.

Section A18-334. Advisory Committees and Amarica 2005/00 Subcommittees.

The Governing Board may establish such committees or subcommittees for any purpose that will be beneficial in accomplishing the work of the Health Authority. As a minimum, two types of advisory committees shall be astablished: (1) one or more Provider Advisory Committee(s); and (2) a Consumer Advisory Committee.

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The membership, duties and responsibilities of committees and subcommittees, including the Provider Advisory Committee(s) and the Consumer Advisory Committee, shall be delineated in the Bylaws of the Health Authority.

Section A18-335. Public Health Officer.

In accordance with the Ordinance Code of the County and under State law, the Public Health Officer of the County may present or propose recommendations directly to the Governing Board.

Section A18-336. Bylaws.

Amer 200 2/28/00

- (a) Procedures for the conduct of business not otherwise specified herein shall be contained in the Bylaws of the Health Authority.
- (b) The Bylaws shall contain:
 - (1) A provision recognizing that the obligations, acts, omissions or liabilities of the Health Authority are not obligations of the County or any officials, employees or agents of the County;
 - (2) A provision requiring that each and every contract, indenture, mortgage, loan or credit document, lease, or other instrument or obligation of the Health Authority shall contain a statement to the effect that the Health Authority is a separate legal entity from the County, that the County, and its officials, employees and agents, are not responsible for the obligations of the Health Authority, and that (except if the County is a direct party to the particular document or instrument) the parties to the particular document or instrument do not intend to, and do not have the power to, confer on any person or entity any rights or remedies against the County or any officials, employees or agents of the County.
 - (3) A provision requiring the Governing Board to prepare and deliver to the County Board of Supervisors an annual written report describing the activities of the Health Authority during the preceding year, and outlining, in general terms, the anticipated nature of the Health Authority's activities for the forthcoming year.
- (c) The Bylawa shall contain a provision requiring the Health Authority, in connection with the conduct of its business and the discharge of its responsibilities, to comply fully with the concepts and philosophy of the

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Medi-Cal Two-Plan Model for Managed Care ("Two-Plan Model"). In that regard, in conducting its business and discharging its responsibilities, the Health Authority shall meet the standards set forth in this subsection and such standards shall be set forth in the Rylave.

- (1) In negotiating and renegotiating contracts, the Health Authority shall give preference to providers in the Following categories, which preference shall be weighted based on (i) the number of categories a provider is within, and (ii) the factors referred to in each category:
 - (A) Disproportionate share hospitals. For this category, substantial preference shall be given to those hospitals that have regularly and repeatedly qualified for this status under the Medi-Cal program. Further, preference shall increase based on the levels of disproportionality of each hospital, with the most preference given to those that have the highest levels of disproportionality. These factors shall be applied in a fashion to ensure that the disproportionate share hospitals have sufficient participation so as to ensure the receipt of all available federal funding for the geographic area of Santa Clara County;
 - (B) Safety net providers. For this category, preference shall be given to federally qualified health centers and any other providers recognized as safety net providers by the general policies of the Two-Plan Model.
 - (C) Traditional Medi-Cal providers. For this category, preference shall be given to community-based clinics and private providers with a history of serving a substantial proportion of Med:-Cal and uninsured patients.
 - (D) Providers that are responsible for providing health care to the medically indigent and uninsured. For this category, substantial preference shall be given to those providers that have regularly and repeatedly provided the highest levels or ratios of care to the medically indigent and uninsured. This

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shall be done in a fashion to preserve the health care safety net, including public health services, as envisioned by the Two-Plan Model.

- (2) In establishing and maintaining the provider network, the Health Authority shall foster and maintain the clinical relationships between Medi-Cal, medically indigent and uninsured patients and their health care providers;
- (2) In establishing and maintaining the provider network, the Health Authority shall recognize and accommodate cultural and linguistic diversity of Medi-Cal, medically indigent and uninsured patients; and
- (4) In establishing and maintaining the provider network, the Health Authority shall recognize, accommodate and support those special programs and activities of providers that have been regularly and repeatedly successful in addressing the medical and social needs of Medi-Cal, medically indigent and uninsured individuals.
- (d) The Governing Board shall appoint a three (3) member Bylaws Committee, all of whom shall be Board Members. One (1) member shall be a Board Member who was nominated by the County Board of Supervisors. The initial Bylaws, and any modifications to the Bylaws, must be approved by a unanimous vote of the Bylaws Committee, and by the affirmative vote of no less than six (6) Board Members.

Section A18-337. Termination.

The Health Authority shall continue until the County. Board of Supervisors takes action to terminate the ... Health Authority. Any termination shall comply with applicable provisions of Section 14087.38.

PASSED AND ADOPTED by the Board of Supervisors of the County of Santa Clara, State of California, on ____AUG 1 1995, by the following vote: Supervisors ALVARADO, BEALL, GONZALES, HONDA, MCKENNA AYES: Supervisors NONE NOES: Supervisors NONE. ABSENT: ATTEST: PHYXLIS A PEREZ APPROVED AS TO FORM AND LEG

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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 1 3 2000

Secretary of State

Sec State Form CE-107 (rev. 9/98)

LLU1070

u...: DORSED - FILED in trie off.co of the Secretary of State of the State of California

MAY 1 9 2000

ARTICLES OF INCORPORATION OF SANTA CLARA FAMILY HEALTH FOUNDATION, INC.

A California Nonprofit Public Benefit Corporation

BILL JONES, Secretary of State

ARTICLE I NAME

The name of this corporation is Santa Clara Family Health Foundation, Inc.

ARTICLE II PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.

The specific purposes of this corporation are to provide, coordinate and support outstanding quality health care services for the residents of Santa Clara County, with an emphasis on addressing the problems of delivery of publicly assisted medical care in the County, and to demonstrate ways of promoting quality care and medical cost efficiency within the meaning of the Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future United States internal revenue law) and the Revenue and Taxation Code section 23701(d) (or the corresponding provision of any future California revenue and tax law). Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future United States internal revenue law) and the Revenue and Taxation Code section 23701(d) (or the corresponding provision of any future California revenue and tax law), or (b) a corporation, contributions to which are the deductible under Internal Revenue Code section 170(c)(2) (or the corresponding provision of any future United States internal revenue law).

ARTICLE III INITIAL AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of this corporation's initial agent for service of process is:

Ron Wojtaszek c/o Santa Clara Family Health Plan 4050 Moorpark Avenue San Jose, CA 95128

ARTICLE IV TAX-EXEMPT STATUS

- (a) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Internal Revenue Code section 501(h); this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- (b) All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.
- (c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed for one or more exempt purposes within the meaning of Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law) and under Revenue and Taxation Code section 23701d (or the corresponding section of any future California revenue and tax law), or shall be distributed to or for the benefit of the Santa Clara County Health Authority, or the County of Santa Clara, for a public purpose.

ARTICLE V DIRECTOR LIABILITY

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE V INDEMNIFICATION

The corporation is authorized to provide indemnification of agents (as defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law), with respect to breach of duty to the corporation, through bylaws, resolutions, agreements with agents, vote of disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law, subject only to the applicable limits set forth in Section 5132 of the California Nonprofit Public Benefit Corporation Law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation as of the day of MAY ______, 2000.

Ron Wojtaszek Incorporator



About Us



Published on Santa Clara Family Health Plan (http://www.scfhp.com)

Home > About Us

About Us

Our Mission

Santa Clara Family Health Plan (SCFHP) is a local, public, not-for-profit health plan dedicated to improving the health and well-being of the residents of Santa Clara County. Our mission is to provide high quality, comprehensive health care coverage for those who do not have access to, or are not able to purchase, good health care at an affordable price. Working in partnership with providers, we act as a bridge between the health care system and those who need coverage. We do this by offering comprehensive, affordable medical, dental and vision coverage through our health insurance programs: Medi-Cal [1], Healthy Kids [2], and Healthy Workers [3] (Medi-Cal is a public insurance program; Healthy Kids and Healthy Workers are locally funded insurance programs).

Since 1997, SCFHP has partnered with providers to deliver high quality health care to our members. Through dedication to integrity, outstanding service, and care for our community, we work to ensure that everyone in our county can receive the care they need for themselves and for their families. We currently serve over 150,000 residents of Santa Clara County.

Quick Facts

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CFHP Main Office

About Us

http://www.scfhp.com/print/6380

Phone: Hours: 8:30 a.m. to 5:00 p.m., Monday - Friday **SCFHP Application Assistance Center** Children's Dental Center - Tropicana Shopping Center Phone: Hours: 8:30 a.m. to 5:00 p.m., Monday - Friday

Source URL: http://www.scfhp.com/about-us

- [1] http://www.scfhp.com/programs-and-services/medi-cal
- [2] http://www.scfhp.com/programs-and-services/healthy-kids
 [3] http://www.scfhp.com/programs-and-services/healthy-workers

Lian Overview

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SCFHP * Plan Overview

Language preference: English

Home About Us Programs & Services Members Providers Contact Us



Healthy Kids



Healthy Kids was launched in 2001 as part of the Santa Clara County Children's Health Initiative. It operates as a locally funded health insurance program that fills the gap for children who do not qualify for the Medi-Cal or Healthy Families programs.

Healthy Kids was created by a public-private partnership, which included Santa Clara Family Health Plan. It is funded entirely through premiums, local support and foundation money. SCFHP administers Healthy Kids and oversees fundraising for the program through the Santa Clara Family Health Foundation.

Healthy Kids functions like any other managed health care plan. It is regulated by the California Department of Managed Health Care, and offers the same benefits and provider networks as the Healthy Families program. It covers children in families with incomes up to 300% of the federal poverty level. Unlike the government-run Medi-Cal and Healthy Families programs, the Healthy Kids program accepts members regardless of their

immigration status. Children are covered from birth to age 19; cost is \$4 to \$24 a month per child, with a maximum cost of \$72 per family.

For a child to be eligible, he or she must

- · be a Santa Clara County resident
- · not be covered by Medi-Cal or Healthy Families
- · not have been covered by private health insurance in the past three months
- · be a member of a family whose annual income falls within the prescribed guideline, which currently is no more than 300% of the Federal Poverty Level

For instance, income guide@nes for a child in a family of four are as follows:

Child's Age Birth to 19 years Family's Monthly Income \$0 to \$5,764

You may qualify even if your income exceeds that given in the guideline. Family income will be adjusted by taking deductions if you pay child support and/or alimony, or pay for childcare.

Parents who are under 18 may apply for Healthy Klds for both themselves and their children.

The Healthy Kids program offers many benefits to members, including:

- · complete health, dental, and vision coverage, including preventive check
- · specialist care
- · acupuncture and chiropractic service
- · inpatient and outpetient hospital services
- · mental health care
- · alcohol & substance abuse treatment
- · prescriptions
- · health education
- · no co-payments for check-ups and other preventive services
- · low co-payments for some services
- a capped maximum of \$250 in co-payments per family in a calendar year
- · parents under the age of 18 can apply for both themselves and their children

Review the Evidence of Covernge document for details of these and other benefits.



Evidence of Coverage

I lan Overview

Page 2 of 2

- · Evidence of Cr. araqui English
- · Evidence of Cottarage · Spanish

Review the <u>Summary of Genetics and Coverago</u> (SBC) for an easy to understand summary of Healthy Kids program benefits and coverage in a standard format. The SBC is also available in paper copy, free of charge by calling 1-800-260-2055.

- · Summery of Benefits English
- · Summers of Benefits Scanish

Review the Gloscary of Health Coverson and Medical Terms for a list of commonly used words and definitions to help you better understand the SBC. The Glossary is also available in paper copy, free of charge, by calling 1-800-2655.

- · Glassary English
- Glossary Spanish

Review the SCFHP Formulary for prescription benefits.

Review the SCFHP Healthy Families / Healthy Kids Provider Directory.

Review the Liberty Dantal Provider Directory

Review the VSP Provider Directory

How To Apply

One can apply by caring one of the following:

- Children's Health Indistive at 1-868-244-5222
- · Santa Clara Family Health Plan Application Assistance at 1-877-688-7234

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BYLAWS OF SANTA CLARA FAMILY HEALTH FOUNDATION, INC. A California Nonprofit Public Benefit Corporation

SECTION 1. NAME

The name of this corporation is Santa Clara Family Health Foundation, Inc.

SECTION 2. OFFICES

The principal office of the Corporation in the State of California shall be located in San Jose, Santa Clara County. The Corporation may have such other offices, either within or without the State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

SECTION 3. GENERAL AND SPECIFIC PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.

The specific purposes of this corporation are to provide, coordinate and support outstanding quality health care services for the residents of Santa Clara County, with an emphasis on addressing the problems of delivery of publicly assisted medical care in the County, and to demonstrate ways of promoting quality care and medical cost efficiency within the meaning of the Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future United States internal revenue law) and the Revenue and Taxation Code section 23701(d) (or the corresponding provision of any future California revenue and tax law). Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future United States internal revenue law) and the Revenue and Taxation Code section 23701(d) (or the corresponding provision of any future California revenue and tax law), or (b) a corporation, contributions to which are the deductible under Internal Revenue Code section 170(c)(2) (or the corresponding provision of any future United States internal revenue law).

SECTION 4. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

SECTION 5. DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law) and under Revenue and Taxation Code section 23701d (or the corresponding section of any future California revenue and tax law), or to or for the benefit of the Santa Clara County Health Authority, or the County of Santa Clara, for a public purpose.

SECTION 6. CORPORATION WITHOUT MEMBERS

This corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. The corporation's Board may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

SECTION 7. BOARD OF DIRECTORS

7.1 General Powers. Subject to any limitations in the Articles of Incorporation or these Bylaws and to any provision of the California Nonprofit Public Benefit Corporation Code requiring authorization or approval for a particular action, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the corporation to a management company or to any other person provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

- 7.2 Specific Powers. Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall have the power to:
- a. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.
- b. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or county; conduct its activities in or outside California; and designate a place in or outside California for holding any meetings.
- c. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- 7.3 Number and Tenure. The authorized maximum number of directors shall be fifteen (15), with the initial number of director positions authorized at six (6) as designated by the Incorporator. Additional directors may be appointed by the Board from time to time. The term of office of each elected director shall be three (3) years, unless otherwise provided for at the time of the director's appointment.
- Restriction on Interested Persons. No later than December 31, 2002, no more than 49 percent of the directors serving on the Board may be "interested directors." As set forth in California Corporations Code Section 5233, any director who has a material financial interest in a transaction to which the corporation is or may be a party, other than certain types of transactions set forth as exceptions in such section, is deemed to be an "interested director" for purposes of such section. An interested director shall also be (a) any person compensated for service rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to such person as a director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this Section 7.4 shall not affect the validity or enforcement of transactions entered into by the corporation.

If at any time any Director believes that he or she is or may be an interested director as to any transaction, such Director is directed to immediately disclose such fact to the Board. In addition, the Corporation may, not more often than quarterly, and shall, not less than annually, distribute to each Director a form requesting such reasonable information as the Corporation shall determine, as to actual and/or potential conflicts of interest of such Director with the Corporation. Each such Director shall promptly, accurately, and fully complete each such form and return it to the Corporation. Each Director is hereby directed not to vote as a Director on any matter as to which such Director is an interested director or which constitutes a conflict of interest between such Director and the Corporation.

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- 7.5 <u>Regular Meetings</u>. A regular annual meeting of the Board shall be held without other notice than this Bylaw for the purpose of electing officers and transacting any other business. The Board may provide for other regular meetings from time to time by resolution. Such other regular meetings may be held without call or notice.
- 7.6 <u>Special Meetings</u>. Special meetings of the Board may be called at any time by the President, any Vice President, Secretary or by any two (2) directors.
- 7.7 Notice of Special Meetings. Notice of the time and place of all special meetings of the Board shall be delivered personally or by telephone or telegraph to each director at least forty-eight (48) hours before the meeting, or sent to each director by first-class mail, postage prepaid, at least four (4) days before the meeting. Such notice need not specify the purpose of the meeting.
- 7.8 <u>Place of Meetings</u>. Meetings of the Board may be held at any place within or outside the State of California, which has been designated in the notice, or if not stated in the notice or there is no notice, at the principal executive office of the corporation.
- 7.9 <u>Participation by Telephone</u>. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 7.9 constitutes presence in person at such meeting.
- 7.10 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a)approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of an appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- 7.11 Action at Meeting. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, subject to the provisions of California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
- 7.12 <u>Waiver of Notice</u>. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly held after

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regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of any meeting of the Board need not be given to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such director.

- 7.13 Action Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in California Nonprofit Public Benefit Corporation Law section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
- 7.14 <u>Vacancies.</u> A vacancy or vacancies on the Board shall occur in the event of a (a) the death or resignation of any director, (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; provided, however, that a director who was designated as a director, may be removed by the person or persons who designated that director, and may not be removed without the written consent of that person or persons.
- 7.15 <u>Resignation</u>. Except as provided below, any director may resign by giving written notice to the chairman of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.
- 7.16 <u>Vacancies Filled by Board</u>. Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with California Nonprofit Public Benefit Corporation Law section 5211, or (3) a sole remaining director.
- 7.17 <u>Compensation</u>. Directors as such shall not receive any stated salaries for their services.
- 7.18 No Vacancy on Reduction of Number of Directors. Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

- 7.19 Creation and Powers of Committees. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:
 - (a) Fill vacancies on the Board or any committee of the Board;
 - (b) Fix compensation of the directors for serving on the Board or on any committee;
 - (c) Amend or repeal Bylaws or adopt new Bylaws;
 - (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
 - (e) Create any other committees of the Board.
 - (f) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in California Nonprofit Public Benefit Corporation Law section 5233(d)(3).

SECTION 8. OFFICERS

- 8.1 Officers. The officers of the corporation shall be a Chairperson and President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Section 8. The Board may elect or appoint such other officer, including one or more Vice Chairpersons, one or more Assistant Secretaries, and one or more Assistant Treasurers (the number thereof to be determined by the Board), as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Except as provided in Section 8.9, any two or more offices may be held by the same person.
- 8.2 <u>Election and Term of Office</u>. The officers of the corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.
- 8.3 <u>Removal</u>. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. An officer who

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was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

- 8.4 <u>Vacancies</u>. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.
- 8.5 Chairperson and President. The Chairperson and President (sometimes hereafter referred to as the "President") shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The Chairperson and President shall preside at all meetings of the Board. The Chairperson and President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the corporation; and in general the Chairperson and President shall perform all duties incident to the office of Chairperson and President and such other duties as may be prescribed by the Board from time to time.
- 8.6 <u>Vice Chairperson</u>. In the absence of the Chairperson and President or in the event of his or her inability or refusal to act, the Vice Chairperson, if there is one, or in the event there be more than one Vice Chairperson, the Vice Chairpersons in the order of their election, shall perform the duties of the Chairperson and President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson and President. Any Vice Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson and President or by the Board.
- 8.7 <u>Treasurer</u>. The Treasurer shall also act as the Chief Financial Officer ("CFO") of the corporation. He or she shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer/CFO shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer/CFO shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (ii) disburse the corporation's funds as the Board may order; (iii) render to the Chairperson and President and/or the Board, when requested, an account of all transactions in his or her capacity as Chief Financial Officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the Board or the Bylaws may require.

If required by the Board, the Treasurer/CFO shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement or removal from office.

- 8.8 Secretary. The Secretary shall keep the minutes of the meetings of the shareholders and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.
- 8.9 <u>Duplication of Office Holders.</u> Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer/CFO may serve concurrently as Chairperson and President.

SECTION 9. SEAL

The seal of the corporation shall consist of the name of the corporation, the state of its incorporation and the year of its incorporation.

SECTION 10. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

SECTION 11. BOOKS AND RECORDS

11.1 <u>Maintenance</u>. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the corporation may be inspected by the directors for any proper purpose at any reasonable time.

11.2 Annual Report.

- (a) Financial statements shall be prepared not later than 120 days after the close of the fiscal year. The financial statements shall contain in appropriate detail a balance sheet as of the end of the fiscal year, an income statement for the fiscal year and a statement of changes in financial position for the fiscal year.
- (b) Any report furnished to directors of the corporation which includes the financial statements prescribed by paragraph (a) shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of

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the corporation that such statements were prepared without audit from the books and records of the corporation.

(c) A report including the financial statements prescribed by paragraph (a) shall be furnished annually to all directors of the corporation.

SECTION 12. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 12.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- 12.2 <u>Checks, Drafts, etc.</u> All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.
- 12.3 <u>Deposits</u>. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.
- of **Contracts With Directors and Officers.** director this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section 12.4 does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

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SECTION 13. INDEMNIFICATION

13.1 <u>Indemnification</u>. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in California Nonprofit Public Benefit Corporation Law section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and the amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the California Nonprofit Public Benefit Corporation Law.

On written request to the Board by any person seeking indemnification under California Nonprofit Public Benefit Corporation Law section 5238(b) or section 5238(c), the Board shall promptly decide under California Nonprofit Public Benefit Corporation Law section 5238(e) whether the applicable standard of conduct set forth in California Nonprofit Public Benefit Corporation Law section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorized indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 14. INSURANCE

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

SECTION 15. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

SECTION 16. LOANS TO DIRECTORS AND OFFICERS

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

1. That I am the duly elected, acting and qualified Secretary of Santa Cla Family Health Foundation, Inc., a California corporation; and	ага
2. That the foregoing bylaws constitute the bylaws of such corporation duly adopted by action of the Incorporator of the corporation duly taken on the day, 2000.	
IN WITNESS WHEREOF, I have hereunto subscribed my name this day, 2000.	of
Secretary	

BYLAWS OF SANTA CLARA FAMILY HEALTH FOUNDATION, INC. A California Nonprofit Public Benefit Corporation

SECTION 1. NAME

The name of this corporation is Santa Clara Family Health Foundation, Inc.

SECTION 2. OFFICES

The principal office of the Corporation in the State of California shall be located in Santa Clara County. The Corporation may have such other offices, either within or without the State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

SECTION 3. GENERAL AND SPECIFIC PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.

The specific purposes of this corporation are: to promote, coordinate and support quality health care services for the residents of Santa Clara County, with an emphasis on addressing the problems of delivery of publicly assisted medical care in the County; and to demonstrate ways of promoting quality care and medical cost efficiency within the meaning of the Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future United States internal revenue law) and the Revenue and Taxation Code section 23701(d) (or the corresponding provision of any future California revenue and tax law). Despite any other provision in these articles, the corporation shall not, except to an Insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future United States internal revenue law) and the Revenue and Taxation Code section 23701(d) (or the corresponding provision of any future California revenue and tax law), or (b) a corporation, contributions to which are the deductible under Internal Revenue Code section 170(c)(2) (or the corresponding provision of any future United States internal revenue law).

SECTION 4. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without Ilmiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

SECTION 5. DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the

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corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law) and under Revenue and Taxation Code section 23701d (or the corresponding section of any future California revenue and tax law), or to or for the benefit of the Santa Clara County Health Authority, or the County of Santa Clara, for a public purpose.

SECTION 6. CORPORATION WITHOUT MEMBERS

This corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. The corporation's Board may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

SECTION 7. BOARD OF DIRECTORS

- **7.1 General Powers.** Subject to any limitations in the Articles of Incorporation or these Bylaws and to any provision of the California Nonprofit Public Benefit Corporation Code requiring authorization or approval for a particular action, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board shall have all rights, powers, duties, immunities and privileges granted to California Nonprofit Public Benefit Corporations either directly or implicitly in the California Nonprofit Public Benefit Corporations Law (Title 1, Division 2, Parts 1 and 2 of the Corporations Code). The Board may delegate the management of the day-to-day operation of the business of the corporation to a management company or to any other person provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.
- **7.2 Specific Powers.** Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall have the power to:
- (a) Appoint and remove, at the pleasure of the Board, all corporate officers and the Executive Director of the corporation; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.
- (b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or county; conduct its activities in or outside California; and designate a place in or outside California for holding any meetings.
- (c) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, piedges, hypothecations, and other evidences of debt and securities.
- **7.3a** Number and Tenure. The authorized maximum number of directors shall be seventeen (17), with the initial number of director positions authorized at six (6) as designated by the Incorporator. One director shall be the Chief Executive Officer of the Santa Clara County Health Authority. Additional directors may be appointed by the Board from time to time. The term of office of each elected director shall be three (3) years,

unless otherwise provided for at the time of the director's appointment. Open positions on the existing Board shall be filled prior to adding newly created Board positions, in order to continue staggered terms.

- **7.3b Honorary Board.** The designation "honorary director" may be awarded to any past member or prominent community member who has significantly contributed to the successes of Santa Clara Family Health Foundation or who has shown extraordinary dedication to its mission. Honorary directors shall be chosen by act of the board upon recommendation by at least one current board member in good standing. The position of honorary director is ceremonial/commemorative, and has no voting or other authoritative powers or corporation responsibilities. Honorary directors will be recognized on Santa Clara Family Health Foundation's letterhead, reports, and other appropriate documents and materials where the Board of Directors are commonly listed.
- **Restriction on Interested Persons.** No later than December 31, 2002, no more than 49 percent of the directors serving on the Board may be "interested directors." As set forth in California Corporations Code Section 5233, any director who has a material financial interest in a transaction to which the corporation is or may be a party, other than certain types of transactions set forth as exceptions in such section, is deemed to be an "interested director" for purposes of such section. An interested director shall also be (a) any person compensated for service rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to such person as a director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this Section 7.4 shall not affect the validity or enforcement of transactions entered into by the corporation.

If at any time any Director believes that he or she is or may be an interested director as to any transaction, such Director is directed to immediately disclose such fact to the Board. In addition, the Corporation may, not more often than quarterly, and shall, not less than annually, distribute to each Director a form requesting such reasonable information as the Corporation shall determine, as to actual and/or potential conflicts of interest of such Director with the Corporation. Each such Director shall promptly, accurately, and fully complete each such form and return it to the Corporation. No Director may vote as a Director on any matter as to which he or she is an interested party or which constitutes a conflict of interest between such Director and the Corporation.

- 7.5 Regular Meetings. A regular annual meeting of the Board on a date specified by the Board shall be held without other notice than this Bylaw for the purpose of electing officers and transacting any other business. The Board may provide for other regular meetings from time to time. Such other regular meetings may be held without call or notice if the meeting time and piace of the meetings are provided for in the Bylaws or fixed by the Board. Notice of a meeting need not be given to any director who provides: a waiver of notice or consent to holding the meeting; or an approval of the minutes thereof in writing, whether before or after the meeting; or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.
- **7.6 Special Meetings.** Special meetings of the Board may be called at any time by the President, any Vice President, the Secretary, or by any two (2) directors.
- **7.7 Notice of Special Meetings.** Notice of the time and place of all special meetings of the Board shall be delivered personally or by telephone or electronic means to each director

- at least forty-eight (48) hours before the meeting, or sent to each director by first-class mail, postage prepaid, at least four (4) days before the meeting. Such notice need not specify the purpose of the meeting. The articles and bylaws may not dispense with notice of a special meeting.
- **7.8** Place of Meetings. Meetings of the Board may be held at any place within or outside the State of California, which has been designated in the notice, or if not stated in the notice or there is no notice, at the principal executive office of the corporation.
- **7.9** Participation by Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 7.9 constitutes presence in person at such meeting.
- **7.10 Quorum.** A majority of the directors then in office shall constitute a quorum for the transaction of business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a)approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of an appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- **7.11** Action at Meeting. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, subject to the provisions of California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
- **7.12** Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of any meeting of the Board need not be given to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such director.
- **7.13** Action Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if 100% of the Board members consent to the action in writing, which may include, but not limited to, a response by electronic mail; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in California Nonprofit Public Benefit Corporation Law section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

- **7.14** <u>Vacancies.</u> A vacancy or vacancies on the Board shall occur in the event of a (a) the death or resignation of any director, (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the declaration by resolution of the Board of a vacancy in the office of a director due to the director's lack of participation at meetings of the Board and other activities of the Corporation..
- **7.15 Resignation.** Except as provided below, any director may resign by giving written notice to the chairman of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective upon acceptance by the Board. The Board may elect a successor to take office as of the date when the resignation becomes effective.
- **7.16** <u>Vacancies Filled by Board.</u> Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with California Nonprofit Public Benefit Corporation Law section 5211, or (3) a sole remaining director.
- **7.17** Compensation. Directors as such shall not receive any stated salaries for their services. The Board shall set the compensation of the Executive Director of the Corporation. Changes in Executive Director compensation shall be consistent with guidelines established by the Board and shall reflect performance. The Executive Director shall establish the compensation of other Foundation employees, in accordance with guidelines established by the Board, if any.
- **7.18** No Vacancy on Reduction of Number of Directors. Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

7.19 Standing Committees of the Board and Ad Hoc Committees.

- (a) The Board shall establish, by resolution adopted by a majority of the directors present at a meeting at which a quorum was present, Standing Committees of the Board. The Standing Committees shall include but may not be limited to those listed below, which shall provide advice and counsel to the Corporation on matters within the jurisdiction of the Committee. Each Standing Committee shall have a sufficient number of members to provide the necessary expertise and to work effectively as a group. Each Committee shall have a chairperson appointed by the Chairperson of the Governing Body. The Chairperson of the Governing Body may recommend Committee members for Board approval, however the Board must, by resolution, appoint the Committee members, as required by law.
 - I. Governance and Nominating Committee. The Governance and Nominating Committee shall be composed entirely of directors then in office. The role of the Governance and Nominating Committee shall be to oversee how the Board is functioning and to nominate candidates for Board membership. The Governance Committee shall also perform the duties of a bylaws committee, evaluating the bylaws and proposing revisions as needed. Proposed amendments to the bylaws shall not be submitted to the Board for

- consideration unless approved by a majority vote of the Governance Committee.
- ii. **Finance Committee.** The role of the Finance Committee shall be to oversee the financial affairs of the Foundation. At least one member of the Finance Committee shall be an accountant.
- iii. Audit Committee. The role of the Audit Committee shall be to oversee the financial reporting and disclosure process. The audit committee may include non-board members. The audit committee may include members of the finance committee, but the chair of the audit committee may not be a member of the finance committee, and the members of the finance committee must constitute less than half of the audit committee. The audit committee may not include any member of the staff, including top management, or any person who has a material financial interest in any entity doing business with the corporation. The Audit Committee must use an independent certified public accountant to perform the audit of the Corporation.
- iv. Compensation Committee. The role of the Compensation Committee shall be to oversee the compensation program of the Foundation. The Compensation Committee may include one or more members of the Finance Committee. The Board may establish, by resolution adopted by a majority of the directors present at a meeting at which a quorum was present, such other Ad Hoc Committees as the directors may deem appropriate. An Ad Hoc Committee shall have such authority as is provided in the Board resolution and not prohibited by law.

SECTION 8. OFFICERS

- **8.1** Officers. The officers of the corporation shall be: an Executive Director, who shall serve as President and Chief Executive Officer of the corporation; a Chairperson; a Chief Financial Officer, who shall be the treasurer of the corporation; a Secretary; a Chair-Elect; an Immediate Past Chair; and such other officers as may be elected in accordance with the provisions of this Section 8. The Board may elect or appoint such other officers, including one or more Vice Chairpersons, one or more Assistant Secretaries, and one or more Assistant Treasurers (the number thereof to be determined by the Board), as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Except as provided in Section 8.9, any two or more offices may be held by the same person.
- **8.2** Election and Term of Office. The officers of the corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. The term of office of the chair shall be two years unless the Board votes to extend the term. The term of office of the officers shall be two consecutive two-year terms. The Board may change term limits for officers on the recommendation of the Governance Committee and approval of a majority of the members of the Board then present who constitute a quorum.

- **8.3 Removal.** Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.
- **8.4 <u>Vacancies.</u>** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.
- **8.5** Executive Director. The Executive Director shall be the President and Chief Executive Officer of the corporation. The Executive Director shall be appointed by, report to and serve at the pleasure of the Board of Directors. The Executive Director shall be responsible for the general supervision, direction and control of the business and affairs of the corporation, subject to Board oversight and policies. The Executive Director shall have the general powers and duties of management usually vested in the office of the President and Chief Executive Officer of a corporation. The Executive Director shall have the necessary authority and responsibility to operate the corporation and all of its activities and departments on a day-to-day basis, subject to the direction of the Board or its delegates, any policies issued by the Board or its delegates and subject to applicable law.
- **8.6 Chairperson.** The Chairperson shall preside at all meetings of the Board. The Chairperson may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the corporation; and in general the Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.
- **8.7** <u>Chief Financial Officer.</u> The Chief Financial Officer ("CFO") may also act as the Treasurer of the corporation. He or she shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The CFO shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The CFO shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (ii) disburse the corporation's funds as the Board may order; (iii) render to the Chairperson and/or the Board, when requested, an account of all transactions in his or her capacity as Chief Financial Officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the Board or the Bylaws may require.

If required by the Board, the CFO shall give the corporation a bond in the amount and with the surety or suretles specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement or removal from office.

8.8 Secretary. The Secretary shall keep the minutes of the meetings of the shareholders and of the Board in one or more books provided for that purpose; see that all

notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

- **8.9 Chair-Elect.** The Chair-Elect shall be elected during the second year of the present Chairperson's term. The role of the Chair-Elect shall be to undertake to study the position of Chair in preparation of assuming this role.
- **8.10** Immediate Past Chair. The Immediate Past Chair shall serve as an advisor to the Chair and the President.
- **8.11** <u>Vice Chairperson.</u> In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chairperson, if there is one, or in the event there be more than one Vice Chairperson, the Vice Chairpersons in the order of their election, shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any Vice Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board.
- **8.12 Duplication of Office Holders.** Any number of offices may be held by the same person, except that neither the Secretary nor the CFO may serve concurrently as President.

SECTION 9. SEAL

The seal of the corporation shall consist of the name of the corporation, the state of its incorporation and the year of its incorporation.

SECTION 10. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

SECTION 11. BOOKS AND RECORDS

11.1 <u>Maintenance.</u> The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the corporation may be inspected by the directors for any proper purpose at any reasonable time.

11.2 Annual Report.

- (a) Financial statements shall be prepared not later than 120 days after the close of the fiscal year. The financial statements shall contain, in appropriate detail, a balance sheet as of the end of the fiscal year, an income statement for the fiscal year and a statement of changes in financial position for the fiscal year.
- (b) Any report furnished to directors of the corporation which includes the financial statements prescribed by paragraph (a) shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

(c) A report including the financial statements prescribed by paragraph (a) shall be furnished annually to all directors of the corporation.

SECTION 12. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- **12.1** <u>Contracts.</u> The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- **12.2** <u>Checks, Drafts, etc.</u> All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the CFO. Any check over \$10,000 shall also require a second authorized signature.
- **12.3** <u>Deposits.</u> All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.
- **12.4** Contracts With Directors and Officers. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good falth and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section 12.4 does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

SECTION 13. INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in California Nonprofit Public Benefit Corporation Law section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and the amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the California Nonprofit Public Benefit Corporation Law.

On written request to the Board by any person seeking indemnification under California Nonprofit Public Benefit Corporation Law section 5238(b) or section 5238(c), the Board shall promptly decide under California Nonprofit Public Benefit Corporation Law section 5238(e) whether the applicable standard of conduct set forth in California Nonprofit Public Benefit Corporation Law section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorized indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 14. INSURANCE

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

SECTION 15. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting. A copy of the amendment must be distributed to the Board no later than two days before the amendment is adopted.

SECTION 16. LOANS TO DIRECTORS AND OFFICERS

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

CERTIFICATE OF SECRETARY

I, the un	dersigned, hereby certify:
1.	That I am the duly elected, acting and qualified Secretary of Santa Clara Family Health Foundation, Inc., a California corporation; and
2.	That the foregoing bylaws constitute the bylaws of such corporation as duly adopted by action of the Incorporator of the corporation duly taken on the day of, 20
IN WITN	ESS WHEREOF, I have hereunto subscribed my name this day of, 20

Secretary

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At Healthfer Kids Foundation Santa Clara County, we believe that health care is a basic human right. Our mission is to ensure access to and advocacy for health care services for all children through family-centered and innovative approaches.

Healthier Kids Foundation (HKF) is a nonprofit, 501(c)(3) organization whose premise primary focus is on raising funds to support the Healthy Kids program and the Children's Health Initiative in Santa Clara County. Through HKF, community leaders, community members, foundations, corporations, local businesses, friends, and other supporters can contribute funds to help achieve the goal of providing every child in Santa Clara County with access to quality health care through insurance.

Founded in 2000, HKF was established by Santa Clara Family Health Plan (SCFHP) to redirect excess funds from their risk pools back to the local community and receive funds, when needed, for research and community outreach.

During this same period, a grassroots movement initiated by labor-affiliated Working Partnerships USA and falth-based People Acting in Community Together (PACT) was underway to improve the availability and accessibility of health care for children in Santa Clara County. While Medi-Cal and Healthy Families* were already serving many low-income children, many other eligible children were still, for various reasons, uninsured. Large numbers of needy children remained without access to affordable health care coverage because their immigration status or their family income rendered them ineligible for existing subsidized programs.

In December 2000, because of the efforts of Working Partnerships and PACT, the Santa Clara County Board of Supervisors approved the use of tobacco settlement funds to create a first-of-lts-kind health insurance program designed to fill the gap left by Medi-Cal and Healthy Families* coverage. The Board of Supervisors directed the Santa Clara Valley Health and Hospital System (SCVHHS) to develop a plan to make comprehensive health insurance available and accessible to Santa Clara County's uninsured children.

SCVHHS undertook the project along with PACT, Working Partnerships, Santa Clara County Social Services Agency, and Santa Clara Family Health Plan. These founding organizations created the Healthy Kids program, which would, upon implementation, be managed by SCFHP. In addition, these organizations established an extensive outreach plan known as the Children's Health Initiative, or CHI, to promote enrollment in Medi-Cal, Healthy Families*, and Healthy Kids. To this day, CHI continues in its efforts, going out into the community to locate and provide application assistance for all of the county's eligible children.

With the onset of the Healthy Kids program and the Children's Health Initiative, SCFHF began focusing its activities on raising funds for these two worthy causes. Initial startup and ongoing funding came from the David and Lucile Packard Foundation. Since then, the list of supporters has grown exponentially. Today, as more and more eligible children are found for the Healthy Kids program, SCFHF's goal is to obtain sufficient funding to ensure that every eligible child can be enrolled.

Other Work

Community Outreach, Prevention, and Education Program: The primary objective of the Community Outreach Prevention and Education (COPE) program is to identify uninsured children and assist their parents in applying for and enrolling their children into subsidized health coverage. Since its establishment in 2011, the COPE program has

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http://www.hkidsf.org/content/about-us

established almost 40 partnerships with community-based organizations throughout Santa Clara County and has identified over 1,800 uninsured children.

For more information on the COPE program, click here.

Baby Gateway: Launched in December 2012, the Baby Gateway Project's (BGP) primary goals are to: (1) increase access to health coverage and a medical home for newborns; (2) decrease emergency room use for children under the age of one; and (3) support Medi-Cal parents in creating a safe, healthy, and loving home in which to raise their children.

The BGP was piloted at O'Connor Hospital in San Jose and Saint Louise Regional Hospital in Gilroy. In the first six months, the BGP served over 700 mothers.

The BGP was launched at Valley Medical ter in San Jose In July 2013.

For more Information on the Baby Gateway Project, please contact Emily Hennessy at 408,564,5114 x 203 or emily@hkidsf.org.

Childhood Obesity:

The "5 Keys to Raising a Healthy, Happy Eater" class is for parents to learn the structure and support within
which children are able to make healthy choices. It is a 2 hour, one time class for parents who have young
children from ages 0-5. The project serves parent of 1,000 children a year.

For more information on the 5 Keys class, click here.

 10 Steps to a Healthier Youl is a series of classes for childcare providers and their parents to learn how to develop and teach children good eating habits, become and remain physically active, minimize TV time, and get enough sleep.

For more information on 10 Steps to a Healthier Youl, click here.

FocusFirst: Using high-tech photo optic scan cameras, conduct vision screening among children ages 1-5 in child care and preschool setting to detect vision problems and provide immediate follow-up care so that the children can access vision services.

For more information on FocusFirst, click here.

DentalFirst: Utilizing Registered Dental Assistants, the DentalFirst program will screen preschoolers and kindergartners for cavities and the need for fluoride varnish and sealants. It is anticipated that the parents of 40% of the children screened will need to be contacted to ensure that the children receive follow-up dental services.

For more information on DentalFirst, click here.

To view SCFHF's audited financials for fiscal year ending June 30, 2012, click here.

To view SCFHF's IRS 990 Form for fiscal year ending June 30, 2012, click here.

*On January 1, 2013, Healthy Families began its transition to Medi-Cat. For Information on Healthy Families transition to Medi-Cat, click here.











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Healthier Kids Foundation 4030 Moorpark Avenue, Suite 107 San Jose, CA 95117

Kathleen King Chief Executive Officer (408) 564.5114 x202

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Strategic Plan funded by the David and Lucile Packard Foundation

Objective of the Strategic Planning

The goal of the strategic planning process, funded by the David and Lucile Packard Foundation, for Santa Clara Family Health Foundation (SCFHF) was to develop and implement a long-term strategic plan that would enable SCFHF to effectively and efficiently meet its mission to assist Santa Clara Family Health Plan (SCFHP) in resource development and evaluation of programs aimed at meeting the health needs of Santa Clara County's most vulnerable populations.

Historical Perspective

For the first eight years of SCFHF's existence, the organization raised funds almost exclusively for the premiums for Healthy Kids, a subsidized health coverage program for children up to 300% of Federal Poverty Level that do not qualify for state and federal programs. At one point over 13,000 children received health coverage through the Santa Clara County's Healthy Kids program. Unfortunately, SCFHF did not raise enough funding to cover the premium subsidies for all 13,000 children for the subsequent three years and instead, incurred a large debt owed to SCFHP. As of June 2008, this debt has been resolved and enrollment for the Healthy Kids program has been dramatically reduced to match current and future projected funding. The relationship between the Board of Directors of SCFHF and SCFHP was non-existent and SCFHF's Board of Directors began to develop one. This process continues to go well.

SCFHF was working with an unsustainable model, receiving all operating funds from SCFHP, premium subsidies for Healthy Kids primarily from local public funding sources and major foundations. The financial model for SCFHF was not stable. At this juncture, SCFHF requested a strategic planning grant from the David and Lucile Packard Foundation.

Critical Decisions to be Made

SCFHF board and staff needed to make a few critical decisions:

- Should SCFHF continue to exist?
- Should SCFHF continue to only resource develop for SCFHP?
- Should SCFHF become part of a larger, regional foundation?
- Should SCFHF become an advocacy organization?

Steps Taken to Develop the Strategic Plan

A subset of SCFHF board and staff and SCFHF board were appointed to serve on a subcommittee. The committee's first charge was to interview and select an appropriate qualified consultant. Once selected, the consultant developed a schedule and content outline for a series of meetings. Once the three meetings concluded, the consultant reviewed the outcomes with the committee.

The planning meetings included SCFHF board, SCFHF Board Chair, staff and SCFHP board members and staff.

Before the first planning session, the consultant interviewed 18 key individuals representing SCFHF and SCFHP board members, program officers from funding foundations, and SCFHF

and SCFHP staff. The consultant re-interviewed a subset of eight individuals from the original 18 after the plan was developed to gain important feedback for SCFHF.

Decisions Made

The following decisions were made as a result of SCFHF's strategic planning process.

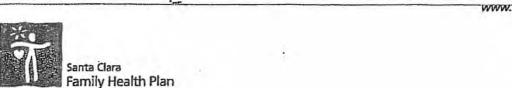
- A new mission statement was developed: SCFHF promotes access to affordable, high
 quality healthcare by supporting SCFHP through resource development and outreach on
 behalf of the underserved members of our community.
- SCFHF will continue as a foundation focused solely on resource development for SCFHP.
- The staff reporting structure was clarified.
- SCFHF will broaden its fundraising effort to all SCFHP lines of business and initiatives.
- SCFHF and SCFHP well strengthen the administrative agreement between the two
 organizations.

Actions Completed

- SCFHP forgave the outstanding debt that SCFHF owed to SCFHP as of June 2008.
 SCFHF strengthened its forecasting abilities for Healthy Kids, committing to specific fundraising levels that could realistically be met and only increasing the number of children in the program when more funding is available. SCFHP and SCFHF have been working closely on monitoring the enrollment for over a year. There has been no debt by SCFHF to SCFHP.
- A new mission statement (see above) was developed.
- SCFHF's board has doubled in size and diversified its members. Plans are in place to continue to grow the board and diversify even more.
- SCFHF is solvent and financially stronger with funding in place for operating costs for the year.
- SCFHF has set objectives for the year and met them.
- SCFHF is diversifying the SCFHP programs it is supporting, raising funds for Healthy Workers, obesity and mental health efforts for children, rent reduction for SCFHP, IT support, and outreach.
- SCFHF developed a five year strategic plan.

Themes for each Year

- Year 1: Alignment Between SCFHF and SCFHP, establishment of formalized partnership
- Year 2: Contingency Planning in Place, broaden fundraising goals aligned with SCFHP's planned growth
- Year 3: Funding Growth in Children's Healthcare, Healthy Workers, Outreach, and Efforts to reduce Obesity and Hospital Stays
- Year 4: Broaden funding base, outreach to more funders
- Year 5: Evaluate results of last four years, re-evaluate need for SCFHF and develop new plans



The Spirit of Care

April 07, 2005

Ms. Emily M. Hennessy

Dear Emily:

On behalf of the Santa Clara County Health Authority, dba Santa Clara Family Health Plan, I am pleased to offer you employment in the Santa Clara Family Health Foundation. If you have any questions, please contact me at

Title:

Finance and Budget Analyst

Salary:

\$4,583.33 per month, which is equivalent to \$55,000.00 per year

Classification:

Exempt

General Duties:

Review, evaluate and maintain the integrity of the financial database, financial reporting

and forecasting that support financial activities related to all contracts, grant proposals

and funding sources of the SCFH Foundation

Start Date:

May 09, 2005

Report To:

Foundation Executive Director

Hours:

Regular hours of operation are Monday to Friday, 8:00am to 5:30pm

Benefits:

Benefit package effective July 01, 2005, which is the first of the month after 30 days of

employment.

On your first day of work, please bring with you proof of your legal right to live and work in this country. We are required by federal law to examine documentation of your employment eligibility within three business days after you begin work.

Please indicate your acceptance of our offer by signing this letter and returning it to us in the enclosed envelope. Keep a copy for your records.

I look forward to working with you.

Yours truly

Barbara L. Elsea

Human Resources Director .

Acceptance of Employment:

Emily M. Hennessy

11 April 2005

Date

The Santa Clara County Health Authority is an At Will Employer. All offers of employment are made on an At Will basis and do not imply an employment contract.





Santa Clara Family Health Plan

The Spirit of Care

August 17, 2011



Dear Emesto:

We are delighted to extend you an offer of employment. The terms and conditions of the offer to join Santa Clara Family Health Authority, dba Santa Clara Family Health Plan, as a part-time Outreach Specialist are consistent with our employment practice which states that all employment is based on an at will provision. All employees are expected to comply with all company policies and procedures.

This letter confirms the general terms of your employment offer.

- · This position is classified as non-exempt.
- As a part-time (20 hours per week) Outreach Specialist, your salary will be \$25.00 per hour which equates to \$1,000 bi-weekly.
- This is a part-time, grant-funded position through June 2012. This grant could be
 extended, there is no guarantee. Please note that severance benefits are not applicable
 upon the termination of this grant-funded position.
- You will report to the Foundation's Finance Director, Emily Hennessy.
- In order to comply with the Immigration Reform Act of 1986, you are required to
 produce documents which will prove your legal right to work in the United States within
 three business days after you begin work.
- Assuming you accept our offer, we would like you to start on August 22, 2011. This
 offer will remain open until the close of business on Friday, August 19, 2011.

This letter constitutes our entire offer, and supersedes any prior offer, representation, understanding and the like, whether written or verbal. There are no other terms or conditions, either stated or implied, which are a part of or apply to this offer. This offer can only be modified by Human Resources, in writing.

Mr. Ernesto Villalobos August 11, 2010 Page Two

We think that with your skill set, you will be a wonderful addition to the team. This job will give you ample opportunity to learn some new skills and to make a real contribution to the team and to the community.

Please sign and date this letter to formalize your acceptance and return a copy to me in the enclosed envelope. In the meantime, feel free to contact me if you have any questions.

Sincerely,

Sharon Valdez

Human Resources Director

Acceptance of Employment:

Emesto Villalobos

www.scfhp.com



Santa Clara Family Health Plan

The Spirit of Care

August 17, 2011

Mr. Ernesto Villalobos

Dear Ernesto:

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Sincerely,

Sharon Valdez

Human Resources Director

Acceptance of Employment:

Emesto Villalohos



SALARY / WAGE CHANGE

Employee:	Kathle	en King						
Title:	Execut	ive Director						
Department:	SCFH	Foundation					Date of Hire: 03	3 / 31 / 08
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Page 1 of 1

Barbara Elsea

From:

Ronald Cohn [

Sent:

Monday, November 26, 2007 3:45 PM

To:

Barbara Elsea

Subject: Re: Reminder that I need written authorization from you to put in the Wage Change we discussed

for Emily Hennessy

Barbara,

Sorry I meant to get this off to you over the weekend but forgot.

As we discussed last week, The Board of Trustees of the Family Health Foundation on Nov 2, 2007 authorized an increase in salary for Emily Hennessy for the time she will be the Interim Executive Director. The amount we discussed last week is correct and it will be effective with the pay period which began on Nov. 4. I understand that will require a supplimental payment for the periods completed.

Thank you for taking care of this.

Ronald Cohn Chair of the Board

Barbara Elsea <

> wrote:

Ron,

If you can get that off to me today, we'll be an time for the payroll cutoff tomorrow. It's not necessary to provide exact \$\$\$ so your reply by email will be sufficient.

Thanks!

Barbara



SALARY / WAGE CHANGE

Employee:	Emily Hennessy				
Title:	Director of Finan	ice	prima	rion 1.	Elsen
Department:	SCFH Foundatio	n		Date of Hire:	05 / 09 / 05
Salary Range:	\$ 80,000.	to _\$_	120,000.	Midpoint: _\$	100,000.
Current Salary:	\$ 92,000.		per: 🛛 yea	r 🗌 hour (che	eck one)
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SALARY / WAGE CHANGE

Employee:	Emi	ly Henness	у							
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Department:	SCF	H Foundat	ion					Date of Hire	e: <u>05 / 0</u>	9 / 0
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Increase:	\$	13,250.	00			per:	⊠ year	hour (check one)	
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EMPLOYEE PERFORMANCE EVALUATION SELF-REVIEW

The Spirit of Care

Employee Name	Emily Hennessy	Position Title	Director of Finance	Department	Foundation
Review Period	07/10 - 06/11	Review Date	6/15/11		

SECTION I - Spirit of Care

These categories define the behaviors that support the Spirit Of Care and promote SCFHP's mission.

COMPASSION

- Fosters a feeling of belonging, displays courtesy and sensitivity
- Is tolerant with others
- Lets others know their opinion counts
- Shows patience with others

ACCEPTANCE

- Shows sensitivity for cultural differences
- Exhibits objectivity and openness to others' views/ideas
- Contributes to building a positive team spirit
- Fosters a feeling of belonging

RESPECT

Inspires the trust of others

- Exhibits tact and consideration
- Acts with integrity, honesty and fairness, remaining mindful of the duty of trust SCFHP has to its providers, members and employees
- Models professional behavior/conduct that remains in concert with the SCFHP culture and business values

EMPATHY

- Displays the ability to identify with and understand the feelings of others
- The ability to put oneself in another person's place
- The ability to take the point of view or perspective of others

As an individual who has spent that past twelve years working in the nonprofit sector, I am dedicated to and passionate about working with and for the community. I have a strong commitment to serving communities that are underserved and/or overlooked by traditional social service agencies. My passion lies within the greater community health field and am I grateful for the opportunity to work for the Health Plan, the Foundation, and the community they serve.

I am certain that I embody the Health Plan's Spirit of Care and mission. In every facet of my work, I try to foster compassion, acceptance, respect, and empathy for my colleagues, members, potential members, and the general community.

COMMENTS

Santa Clara Family Health Foundation promotes access to affordable, high quality health care by supporting Santa Clara Family Health Plan through resource development and outreach on behalf of the underserved members of the community. Every day I work towards this goal, whether it is making fiscal or operational decisions to writing a proposal or grant report to overseeing the Foundation's Community Outreach Program.

SECTION II – Key Expectations These categories define areas that are necessary in order to meet the erformance standards outlined in Section III – Skills and Competencies.	Check appropriate box in each category below and comment as needed.
FLEXIBILITY/COLLABORATION Willingly helps others when workload permits Responds and adapts positively to new ideas, requests, and/or changing situations/circumstances Works effectively as a team member and demonstrates respect for others Accepts constructive criticism positively	Yes No N/A See Comments (Section IV)
COMMUNICATION Expresses ideas and thoughts verbally Expresses ideas and thoughts in written form Exhibits good listening and comprehension Keeps others adequately informed Selects and uses appropriate communication methods	∀es No N/A See Comments (Section IV)
QUALITY IMPROVEMENT & INITIATIVE Demonstrates commitment to continual process improvements Engenders enthusiasm toward exceeding project and department goals Demonstrates willingness to accept additional responsibilities	∑ Yes ☐ No ☐ N/A ☐ See Comments (Section IV)
PROBLEM SOLVING/CRITICAL THINKING Identifies problems in a timely manner Gathers and analyzes information skillfully Develops alternative solutions Resolves problems in early stages Works well in group problem solving	
PRODUCTIVITY Completes work on time, meets deadlines Follows through on responsibilities with thoroughness and accuracy Performs full share of responsibility Effectively prioritizes multiple projects	∑ Yes ☐ No ☐ N/A ∑ See Comments (Section IV)
DEPENDABILITY Meets attendance guidelines appropriate for the position and area of responsibility Arrives to work-related meetings and appointments on time	☐ Yes ☐ No ☐ N/A ☐ See Comments (Section IV)

Attachment I Respondent King's Exhibit A Page 69 of 288

SECTION III – Skills and Competencies
'hese categories define five (5) key elements from the employee's job description selected by the reviewer.

KEY ELEMENT 1.

The Foundation staff collectively developed organizational goals that fall into one of four categories – fund development, evaluation and reporting, board and staff development, and communications. As the Director of Finance and the individual who manages most of the day-to-day operations for the Foundation, I played some role in the Foundation's ability to meet its organizational goals.

Fund Development

- 1. Healthy Kids
 - a. Objective: Raise \$8.7 million Outcome: Raised \$9.4 million.

Emily's Role: I assisted the Executive Director in raising these funds by being the individual who drafted and submitted proposals for funding, interim reports, and final reports. In many cases, I served as the contact between the funder and our organization, providing assistance and information when needed. I also tried to identify new sources of funding which served as prospects for future funding. In general, I served as a good steward of the community's investment in Healthy Kids.

b. Objective: Increase funding for children ages 0-5 by \$150,000 Outcome: Budgeted to raise \$2,043,223 for children ages 0-5, yet raised \$1,969,744. Emily's Role: Although enrollment for the children ages 0-5 steadily decreased over the past year, I assisted with slowing the attrition rate down by 29% through the management of an outreach specialist dedicated to stabilizing and/or increasing enrollment for this age group. I continue to work on stabilizing the attrition and increasing enrollment.

- 2. School Outreach
 - a. Goal: Raise \$10,000

Outcome: Ralsed \$7,400 (Summer BBQ - \$1,200; Summit - \$2,500; Judy Chirco - \$1,200; and MAA Conference - \$2,500)

Emily's Role: I assisted the Director of School Outreach In managing the funds raised for the School Outreach Program.

- b. Goal: Develop strategies to increase online donations restricted to school cutreach Outcome: In conjunction with the Fund Development Committee, the program intends on developing a strategy to increase cnline donations during the Fall 2011. Emily's Role: I did not have any responsibility for assisting with this goal except for setting up an option for donors to allocate their giving to the School Outreach Program through the Foundation's *Donate Now* page on its website.
- c. Goal: Develop strategies to raise additional funding from sources other than grants Outcome: The Fund Development Committee will be engaging in the following activities beginning in August 2011:
 - Seeking \$18,000 \$20,000 for the monthly collaborative meetings, organizational planning meetings, and fund development committee meetings.
 - Seeking \$7,000 \$10,000 for CAA stipends for participation in 15 to 21 school enrollment events.
 - Seeking \$5,000 \$8,000 for annual summit and MAA conference.
 - Seeking grants from previous funders (e.g., Kaiser Permanente).
 - Researching other opportunities to acquire funding through grants.

Emily's Role: I did not have any responsibility for meeting this goal.

- d. Goal: Reconnect with school districts to acquire continued funding through MOUs Outcome: Established a Fund Development Committee, comprising of members of all five regional school collaboratives, in January. The Committee did not procure funding from the school districts, but has set a goal for FY 11-12 to raise \$25,000 to \$30,000 through school district MOUs. Emily's Role: I did not have any responsibility for meeting this goal.
- 3. Community Outreach
 - a. Goal: Raise \$160,000

Outcome: Raised \$185,979 (Cisco - \$50,000; FIRST 5 - \$72,799; and Kaiser - \$63,180).

Emity's Role: I drafted and submitted the proposal to Cisco and Kaiser (in concert with the Executive Director); participated in numerous conversations with the funders to answer questions and provide additional supplemental information to help to raise the funds; and provided interim reports (when required) to the funders, which contained data and analyses on the funders investment in the Community Outreach Program.

Goal: Develop strategies to raise additional funding to sustain community outreach work
 Outcome: Developed relationships with Cisco and Kaiser to request continued funding to sustain community
 outreach work into subsequent fiscal year. Will apply for continued funding from Kaiser in July 2011 and Cisco
 in February 2012.

Emily's Role: I played a significant role in developing strategies given resource limitations (both human and financial) that would enable the Foundation to raise additional funding for the Community Outreach Program 100/10 Community Outreach Program 2010 Community Outreach Program 201

KEY ELEMENT 2

Fund Development (Continued)

Information Technology

Goal: Raise \$100,000 in equipment and technical support for Health Plan's needs
 Outcome: Submitted proposal to Cisco for a product donation of a phone system in May 2011 (valued at \$204,655).

Emily's Role: I drafted and submitted the proposal to Cisco for the request of a phone system. We received notification in early July 2011 that we have been awarded the product donation. This proposal was technically specific in its nature, and was thereby the most difficult proposal that I have written since working for the Foundation.

5. Obesity Prevention & Education

a. Goal: Raise \$129,000

Outcome: Raised \$125,880.

Emily's Role: From a contractual perspective, I managed the Childhood Obesity Project (funded by FIRST 5). I drafted and submitted a interim report to FIRST 5, which provided all the required data that was collected and tracked by the Health Educator. I served as the liaison between FIRST 5 staff and the Health Plan staff to ensure effective communication, efficient processes, and exceptional reporting.

6. Medical Home Management

Goal: Develop program to receive \$300,000 from federal appropriations funding Outcome: Assisted the Health Plan in developing appropriate mechanism to implement a federal appropriations grant of \$300,000 for the SPD population.

Emily's Role: In concert with the Executive Director, I assisted the Health Plan with the implementation of a federal appropriations grant for the SPD population. In doing so, I am aiding in the reporting and management of the contract.

7. Administration

COMMENTS

a. Goal: Raise \$660,000

Outcome: Raised \$665,594.

Emily's Role: In all facets of this goal, I assisted with raising the funds for the Foundation's administration — from event planning for the three fundraising events and drafting and submitting proposals for grants to negotiating administrative funding from FIRST 5 and assisting with sending out special direct mail appeals to individuals.

8. New Funding

a. Goal: Identify and secure \$150,000 in new funding Outcome: Identified and secured \$157,407 in new funding. Emily's Role: Similar to goal number seven, I assisted with raising funding from new sources as well. My role primarily consisted of drafting and submitting proposals and providing open communication between the potential funder and the organization to ensure effective dissemination of information to gain their support.

KEY ELEMENT 3

Evaluation & Reporting

1. Healthy Kids

a. Goal: Maintain a monthly average enrollment of 7,298 children Outcome: Maintained a monthly average enrollment of 7,288 children. Emily's Role: I worked to maintain an enrollment based on the program budget set forth at the beginning of the fiscal year. In doing so, I worked with the Director of Eligibility around managing attrition rates, revised forecasted projections, and made decisions based on enrollment trends.

- Goal: Conduct outreach to maintain a monthly average enrollment of 704 children ages 0-5
 Outcome: Conducted outreach to maintain a monthly average enrollment of 671 children ages 0-5.
 Emlly's Role: I managed the Community Outreach Program to help ensure that we maintained a specific average monthly enrollment of children ages 0-5 enrolled in Healthy Kids. Please see Key Element 1.1.b.
- c. Goal: Develop strategies to identify uninsured children ages 0-5 who are eligible for Healthy Kids and assist their parents in applying to the program Outcome: Engaged in the following activities to outreach to the parents of uninsured children ages 0-5 who are eligible for Healthy Kids and assist their parents in applying to the program (1) Developed appropriate outreach materials and distributed them to local community centers, temples, churches, and schools; (2) Conducted outreach through radio, television, and printed ethnic newspapers; and (3) Placed flyers and posters at the nine FIRST 5 LTI/FRC sites.
 Emily's Role: The above outcome is my contribution to achieving the goal.
- d. Goal: Develop and distribute customer satisfaction surveys on the Healthy Kids program Outcome: Per a contractual requirement of the City of San José, a customer satisfaction survey was supposed to be distributed to parents of Healthy Kids members. However, an extensive survey was distributed last year, so the City of San José did not require us to distribute one for the current year. Emily's Role: The above outcome is my contribution to achieving the goal.

2. School Outreach

- Goal: Coordinate and facilitate 15 school enrollment events to assist the parents of 500 uninsured children apply for health coverage

 Outcome: Coordinated and facilitated 21 school enrollment events to assist the parents of 601 uninsured children apply for health coverage.

 Emily's Role: Although I did not help to coordinate or facilitate the events, I did serve as the editor of the event flyers to ensure professionalism and accuracy of the Information.
- o. Goal: Coordinate and facilitate an annual summit Outcome: Coordinated and facilitated an annual summit, which was held at the Santa Clara County Office of Education on November 18, 2010. Emily's Role: I attended the annual summit to provide support to the School Outreach Program.
- c. Goal: Coordinate and facilitate an annual Medi-Cal Administrative Activities (MAA) conference Cutcome: Coordinated and facilitated an annual MAA conference at the Isaac Newton Senter Auditorium in the Santa Clara County Government Center on April 6, 2011. Emily's Role: I attended the MAA conference for informational purposes and to provide support to the School Outreach Program.
- d. Goal: Develop and distribute updated resource guide for one collaborative Outcome: Developed and distributed an updated resource guide for the Westside Collaborative in January 2011. Emily's Role: Although I did not develop and distribute the resource guide, I did serve as the editor of the publication.
- e. Goal: Maintain a functioning Certified Application Assistor (CAA) group of 25
 Outcome: Trained and maintained a CAA group of 29 Individuals.

 Emily's Role: I assisted with setting up One-e-App trainings for new CAAs.

3. Community Outreach

- a. Goal: Develop effective referral systems with community-serving agencies to identify and refer the parents of 600 uninsured children to the appropriate resource to apply for health coverage Outcome: Developed effective referral systems with community-based organizations to identify and refer the parents of 760 uninsured children to the appropriate resource to apply for health coverage. Of these 760 children, roughly 80% or 611 children applied for health coverage. In addition to the development of the referral systems, outreach staff attended 60 events.
 Emily's Role: Through my management of the program, the above outcome is my contribution to achieving the goal.
- b. Goal: Support the Health Plan in ensuring that children retain their health coverage
 Outcome: The Community Outreach staff supported the Health Plan in ensuring that children retained their
 SCFHP Entreach Reverage by Research parents to the appropriate resource to obtain assistance in renewing their children's health coverage, as well as assisting parents in Research their renewal paperwork.
 Emily's Role: Through my management of the program, the above outcome is my contribution to achievily the goal.

Attachment I Respondent King's Exhibit A Page 73 of 288 KEY ELEMENT 4

Evaluation & Reporting (Continued)

 Goal: Serve as primary lead to coordinate, organize, train, and support all CAAs working throughout the county to ensure accessibility to families and accuracy of work

Outcome: Thong Le served as the primary lead to coordinate, organize, train, and support all CAAs working throughout the county to ensure accessibility to families and accuracy of work. In addition, Thong Le will work with the Health Plan's Eligibility Department to train any new CAAs and ensure they receive appropriate support when using One-e-App.

Emily's Role: Through my management of the program, the above outcome is my contribution to achieving the goal.

d. Goal: Coordinate outreach efforts with the Health Plan to maximize effectiveness of outreach work Outcome: Coordinated outreach efforts, particularly as it related to staffing events, with the Health Plan to ensure effective and efficient outreach to families with uninsured children. Emily's Role: Through my management of the program, the above outcome is my contribution to achieving the goal.

4. Healthy Workers

a. Goal: Attain membership of 200 enrollees by June 30, 2011
 Outcome: Attained a membership of 292 enrollees from 123 employers (as of June 1, 2011).
 Emily's Role: I did not have any contribution to attaining a specific membership for Healthy Workers.

Information Technology

 Goal: Identify information technology needs of the Health Plan and procure the appropriate resources to meet those needs

Outcome: Identified the need for a more sophisticated phone system (complete with an enhanced IVR function) and submitted a proposal to Cisco Systems for a product donation valued at \$204,655. Anticipate outcome of the product grant request by early August 2011. Emlly's Roie: Please see Key Element 2.4.a.

6. Obesity Prevention & Education

Goal: Conduct outreach to providers that results in 1,500 children enrolling in a 5 KEYS class
 Outcome: Conducted outreach to 200 providers that resulted in 2,087 children enrolling in a 5 KEYS class (as of May 31, 2011).

Emily's Role: I helped to manage the project from a contractual perspective.

b. Goal: Ensure that 600 of the 1,500 children who enroll in a 5 KEYS class complete the class Outcome: Ensured that 675 of the 2,087 children who enrolled in a 5 KEYS class completed the class. Emily's Role: I helped to manage the project from a contractual perspective.

Goal: Hold a minimum of 36 5 KEYS classes
 Outcome: Held 41 FIVE KEYS classes (as of May 31, 2011).
 Emily's Role: I helped to manage the project from a contractual perspective.

Goal: Identify additional resources to support the Health Plan's efforts to reduce childhood obesity
 Outcome: Identified opportunities, but they were not appropriate. Anticipate identifying additional opportunities
 next year.

Emily's Role: I did not have any contribution to identifying additional resources to reduce childhood obesity among the Health Plan's members.

7. Medical Home Management

 Goal: Assist with the process to develop and implement an online portal to collect medical history data on Special Persons with Disabilities (SPDs) so that patients, providers, and the Health Plan are able to better manage their care

Outcome: Provided support to the Health Plan staff to develop and implement online provider and patient portals for the SPDs to better manage their care. The implementation of the provider portal (first phase) is set for August 2011.

Emily's Role: I worked with the IT Department to help understand the portal so that I can effectively communicate its purpose and intent to the funder.

New Funding

a. Goal: Develop and distribute three special appeals targeting individual donors Outcome: Developed and distributed two special appeals targeting individual donors – (1) Summer Campaign In June 2010 that raised \$2,975; and (2) Year-End Campaign In November 2010 that raised \$7,548. Anticipate sending out a third appeal to physicians and current donors in June 2010. Emily's Role: I assisted with the coordination of the year-end campaign. I also managed the intake of all gifts that resulted from the campaign.

SCFHB.EmpleStabitatinalget Ensiolatited proposals 9 05/10
Outcome: Submitted eight LOIs or proposals to 1889Women Charitable Foundation (pending), Bank of America (pending), Cisco Systems for a product grant (pending), Mission Community Fund (awarded), SanDisk 080
Corporation (awarded), Sobrato Family Foundation (awarded), Valley Foundation (pending), and Whole Foods

Attachment I Respondent King's Exhibit A Page 76 of 288

KEY ELEMENT 5	
-	

Evaluation & Reporting (Continued)

c. Goal: Hold two fundraising events

Outcome: Hosted three fundraising events – (1) Annual Wine Tasting Benefit in September 2010 that netted \$121,701; (2) Annual Turkey Trot in November 2010 that netted \$150,000; and (3) Spring Symposium in Ma y 2011 that netted \$65,000.

Emily's Role: I assisted with the planning for all three events.

Board & Staff Development

Goal: Produce monthly financial statements and maintain an appropriate internal control system
 Outcome: Produced monthly financial statements, received a clean annual audit, and maintained an effective internal
 control system.

Emily's Role: The above outcome is my contribution to achieving the goal.

Goal: Develop accurate job descriptions by June 30, 2011
 Outcome: Staff are working on developing accurate job descriptions for their positions, with the appropriate input from their supervisors. Anticipate them being finalized by mid-July 2011.

 Emily's Role: I have not completed a revised job description for my position. I anticipate completing it by late July 2011.

Goal: Arrange training for new board members
 Outcome: Did not arrange training for new board members. Anticipate doing so next year.
 Emily's Role: I did not have a specific responsibility related to achieving this goal.

Goal: Attend 5 KEYS class (all staff)
 Outcome: Each staff member attended a 5 KEYS class in various languages.

Emily's Role: I attended a 5 KEYS class in February 2011.

Goal: Attend at least two board meetings (all staff)
 Outcome: One staff member did not attend any board meetings, one attended only one meeting, and four attended at least two meetings.
 Emily's Role: I attended all board meetings that were held during the fiscal year.

Goal: Obtain certification as a CAA (all outreach staff)
Outcome: Mayra Koenig and Thong Le obtained certifications as a CAA and began taking applications in April 2011.
Felix Alvarez will be obtaining his certification in June 2011.
Emily's Role: I worked with my direct reports to make sure that they obtained all certifications as a CAA. They began taking applications through One-e-App in April 2011.

7. Goal: Attend professional development trainings (all staff)
Outcome: Kathleen King plans on attending a Childhood Obesity Prevention conference in late June. Appropriate professional development trainings are being identified for other staff for next year.
Emily's Role: Unfortunately, I did not attend any professional development trainings. I plan to attend some in the near future.

Communications

1. Goal: Develop, launch, and maintain new website

Outcome: With the assistance of M3iworks, staff developed and launched a new website (healthyfamilyfund.org) in December 2010. Jennifer Shelton, with input from Kathleen King and Emily Hennessy, has maintained the website on an ongoing basis since February 2011.

Emlly's Role: I managed the dissemination of the website content from Foundation staff to M3iworks staff. I drafted a bit of the content and edited all content prior to it being placed on the website. In addition, I strategized with the Executive Director about updating current content and placing it on the new website, as well as the development of new content that gives viewers a broader perspective of the Foundation, its work, and the community it serves.

Goal: Present the School Outreach Program to the board
 Outcome: The School Outreach Program was not presented to the board.
 Emily's Role: I did not have a specific responsibility related to achieving this goal.

Goal: Develop wide-distribution communication tools to increase visibility and fundraising efforts
 Outcome: Engaged in e-blasting; developed, published, and distributed a book on relevant data; and published
 opinion editorials in local and community newspapers. Developing an annual report, this should be available for
 distribution in July 2011.

Emily's Role: Worked with the Executive Director and Development Coordinator to draft content for the e-blasts and program book for the Symposium. I served as the editor for the opinion editorials that were submitted to local and community newspapers. Currently, I am working in conjunction with the Executive Director and the Development Coordinator to develop a data book that will be finalized and published in late July or early August.

4. Goal: Develop three stories for Healthy Kids and three for Healthy Workers SCFHO has not been parable to the stories for Healthy Workers. Emily's Role: I did not have a specific responsibility reliable to achieving this goal.

05/10

SECTION IV - Evaluation Period's Goals Include 3-4 Individual, Professional Goals

Goal 1

DESCRIPTION

Evaluate and refine the Foundation's Community Outreach Program to ensure that outreach staff are engaging in the most effective and efficient activities to identify uninsured children and assist their parents in applying for appropriate health coverage for their children.

Goal 2

DESCRIPTION

Spend time with the Development Coordinator so that she is able to learn more aspects of my position. In doing so, it should enable the Development Coordinator to take on more responsibilities that are significant so that she is able to learn more operational functions of the Foundation.

Goal 3

Work with Health Plan staff to identify funding needs, assist with locating appropriate funding sources, and manage the entire process.

DESCRIPTION

Goal 4

Ensure that the operations of the Foundation run efficiently and effectively to sustain and create increased capacity within the organization for all of the current work in which it engages, as well as any new work.

DESCRIPTION

1 01 .	
.nployee Signature	Date

- Continued from Key Element 5
 5. Goal: Document manatement Goal: Document monetary value of funds raised for the Health Plan Outcome: Raised \$9,763,862 for the Health Plan. Emily's Role: I document all the funds that were raised for the Health Plan. In addition, I conducted all the analyses that were reported to the entities that provided this funding.
- 6. Goal: Develop new communications strategies (e.g., e-blasting, e-newsletters, community newsletters, blogging, etc.) Outcome: See the third goal above. Emily's Role: See Key Element 5.3.
- Goal: Develop and update a Face Book page Outcome: Developed and launched a Face Book page in November 2011. Thong Le updated our page on an ongoing Emily's Role: I worked with Thong Le to provide the appropriate content for the Foundation's Face Book page. I also made certain that Thong was regularly updating it.

SE	ECTION V	/ – EMPL	OYEE COM	MMENTS			
COMMENTS							

Attachment I Respondent King's Exhibit A Page 81 of 288

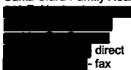
From: Sharon Valdez

Sent: Monday, May 13, 2013 11:58 AM

To: All Staff

Subject: RE: Self-Reviews - 4 down, 12 to go!

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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086

From: Sharon Valdez

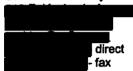
Sent: Monday, May 13, 2013 8:48 AM

To: All Staff

Subject: 90 Self-Reviews turned In. GREAT JOB! Can we get the remainding 16 by the end of today? Come On - You can

make it to the finish line!

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



onfidentiality Notice:

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2

Kathleen King

From:

Sharon Valdez

Sent:

Monday, May 13, 2013 4:41 PM

To:

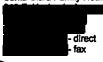
All Staff

Subject:

A Reason To Celebrate

Thank you to all of you who turned in your self-reviews on time. Please join in the kitchen on Wednesday at 1:00 p.m. for a Ben & Jerry's Ice Cream Sundae.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



Jonfidentiality Notice:

Kathleen King

From:

Sharon Valdez

Sent:

Monday, May 06, 2013 8:51 AM

To:

All Staff

Subject:

Reminder - Self-Reviews are due to HR this Friday, May 10

We are requesting all employees to complete a Self-Review form this year.

This year's Self-Review form is similar to last year's form with the exception of a few additional questions. You will notice that we have introduced the term "Performance and Development Goals" in this year's form. For your convenience, the attached Self-Review form includes definitions and examples of both.

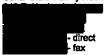
As mentioned in my earlier email message, the Self-Review and Appraisal forms were covered in detail with your supervisor during their recent Management Development training. If you have any questions or need guidance completing the form, please feel free to reach out to your supervisor for assistance.

_Completed Self-Reviews are due to HR on or before May 10. HR will forward your completed Self-Review to your supervisor.



Employee Self Review.doc

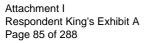
Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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!

090

From: Sharon Valdez

Sent: Wednesday, May 30, 2012 9:05 AM

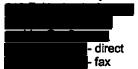
To: Kathleen King

Jubject: Performance Reviews

Kathleen,

I'd like to spend a few minutes to show you the new performance review form that SCFHP is using this time around. Do you have a few minutes to meet this week?

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



Confidentiality Notice:

Law Clerk

om:

Sharon Valdez

يnt:

Wednesday, June 20, 2012 1:24 PM

To:

Kathleen King

Subject:

RE: Performance Review

Kathleen,

The review comes to me, I sign it and then return it to you at which time you present it to your employee along with their JD.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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From: Kathleen King

Sent: Tuesday, June 19, 2012 10:38 PM

To: Sharon Valdez

Subject: Performance Review

Sharon,

Can you remind me, do we go over the job description and reach agreement with our employee before we turn the review into you or after we receive the review back?

Kathleen King
Executive Director
anta Clara Family Health Foundation



Kathleen King

From:

Elizabeth Darrow

Sent:

Thursday, August 02, 2012 11:06 AM

To:

All Staff

Subject:

Update

Dear Staff

Some of you have asked about merit increases and/or cost of living adjustments for this fiscal year and I wanted to update you on where we are in the decision making process. First of all, Medi-Cal postponed releasing our rates from July 15 to mid-September, therefore, we are currently operating with a "draft" budget. Additionally, our Board of Directors voted to have the plan absorb the provider rate cuts for last fiscal year and these cuts are still on hold while the final decision moves through the courts. If these cuts are approved, Medi-Cal will retroactively adjust our rates which will have a significant financial impact. Finally, since the Board approves the final budget and salary increases we must wait until we are notified of the rates from Medi-Cal for the next fiscal year and then seek Board approval.

I am hopeful that we will be able to follow the new review process and award merit increases based on performance. However, the State continues to face a serious budget shortfall and this fiscal crisis directly impacts our payment rates.

f appreciate all the hard work and contributions you make to SCFHP and will keep you posted on our final rates. If you wish to discuss this with me please feel free to stop by.

Thanks Elizabeth Attachment I Respondent King's Exhibit A Page 89 of 288

From: Sharon Valdez

Sent: Friday, August 31, 2012 11:30 AM

To: Emily Hennessy

Cc: Kathleen King; Christina M. Ohara

Subject: RE: E

Emily,

I will be out of the office all of next week, so if you don't get an answer from Kathleen today, you can follow up with Christina in my absence.

Thanks.

Sharon D. Valdez
/ice President, Human Resources
Santa Clara Family Health Plan

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From: Emily Hennessy

Sent: Friday, August 31, 2012 11:10 AM

To: Sharon Valdez

Cc: Kathleen King; Christina M. Ohara

Subject: RE: E

Hi Sharon,

Thank you for the Information. I will discuss with Kathleen the new salary and get back to you.

Emily M. Hennessy
Director of Finance & Programs
Santa Clara Family Health Foundation
phone
www.healthyfamilyfund.org

From: Sharon Valdez

Sent: Friday, August 31, 2012 10:21 AM

To: Emily Hennessy

Cc: Kathleen King; Christina M. Ohara

Subject: E

Emily,

I received the benchmarking for the Outreach Manager job description. I noticed that you have this job description classified as non-exempt. I have asked Christina to review the job description this morning to see if it qualifies as exempt. I will let you know.

The salary range is as follows

Minimum - \$63,772 Mid Point - \$81,310 Maximum - \$98,847 Ernesto's current hourly rate is \$25.00 which equates to \$52,000 annually. Please let me know the amount of the increase and effective date. I will put together the Personnel Action Notice and give it to you so you can get it approved. It needs to be approved by you, Kathleen and Kathleen's supervisor/manager. Once the PAN has been approved, you should return it to HR and we will input his increase into the HR and Payroll systems.

Thanks.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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Attachment I Respondent King's Exhibit A Page 92 of 288

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From: Emily Hennessy Sent: Monday, October 22, 2012 1:46 PM To: Sharon Valdez

Cc: Kathleen King

Subject: RE: Benchmark for new JD

Sharon

We have not filed our IRS Form 990 as of 6/30/12 yet. I have attached our copy of our 990 as of 6/30/11. Something to note is that the organizational udget reflects funds from the County of Santa Clara, City of San José, and FIRST 5 Santa Clara County that the Foundation is responsible for negotiating, alsing, and reporting on the use of those funds. These funds are not reflected in our 990 as the funds go directly to the Health Plan with the Foundation being the steward of those funds. I have also attached our audited financials for the fiscal year ending 6/30/11. Please pass along to C-Biz that the Foundation's Board of Directors included, with the approval of our third-party auditors, a paragraph on page 7 of our financials (paragraph four under the section on the nature of operations) that states that the Foundation raised another \$8M for the Health Plan that is not reflected on the Foundation's 990 or in the Foundation's financials. These are funds that go directly to the Health Plan, but are raised by the Foundation.

Emily M. Hennessy Director of Finance & Programs Santa Clara Family Health Foundation

www.healthyfamilyfund.org

From: Sharon Valdez

Sent: Monday, October 22, 2012 11:38 AM

To: Emily Hennessy Cc: Kathleen King

Subject: Benchmark for new JD

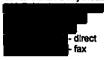
Hi Emily,

Attachment I Respondent King's Exhibit A Page 93 of 288

My contact at C-Biz called me today. They need your 990 for FYE June 30 2012. Can you forward me a copy? Once I get this, they should have everything they need to benchmark the your new JD.

Thanks.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



Confidentiality Notice:

Kathleen King

From:

Sharon Valdez

Sent:

Wednesday, October 24, 2012 2:21 PM

To:

All Staff

Cc:

Dave Cameron; Elizabeth Darrow; Pat McClelland; Rayne Johnson; Matthew Woodruff

Subject:

Merit Increases

Thank you for waiting so patiently to hear back from us regarding increases for this fiscal year. We are pleased to announce that we are in a position to move forward with a modest increase after analyzing several factors.

As the Executive Team reviewed the Employee Satisfaction Survey, we noted that a significant number of you asked us to improve performance evaluations; in particular, making sure they occur and occur on time. In response, we implemented a new performance evaluation format that included ratings tied to categories and two levels of management oversight to ensure a consistent and equitable process across the organization. Thanks to our management team, evaluations were completed on time and we received positive comments from many of you regarding the new process.

In the past, increases were across the board. This year increases will be based on merit and tied to the final total rating on your performance evaluation as

Final Rating	Increase
1.0 - 1.4	1%
1.5 - 1.9	1.5%
2.0	2%
2.1 +	2.5%

Increases will be processed on your November 9th paycheck retroactive to July 1, 2012.

If you fall into any of the categories below, you will not be eligible for a merit increase this fiscal year. Your department head (Elizabeth, Dave, Matt, Rayne or Pat) will speak with you directly to explain further or to answer any questions.

- Executive Team (VP and up); Employees on a Performance improvement Plan;
- Employees who have received a promotion and increase within the last six months (May October); or
- Employees who were hired on or after February 28, 2012.

Attachment I Respondent King's Exhibit A Page 95 of 288

Again, thank-you for waiting so patiently. We appreciate all of the hard work and contributions you make to SCFHP. If you have any questions or wish to discuss this with me further, please feel free to stop by.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



Confidentiality Notice:

Kathleen King

From:

Sharon Vaidez

Sent:

Friday, August 31, 2012 10:21 AM

To:

Emily Hennessy

Ce:

Kathleen King; Christina M. Ohara

Subject:

Ernesto

Emily,

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The salary range is as follows

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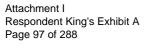
Thanks.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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delivering it to the intended recipient, please delete this message and notify me of the error. Any disclosure, copying or distribution of this message, or the taking of any action based on it, is strictly prohibited. Thank you.

Law Clerk

rom: Sharon Valdez

Jent: Thursday, October 11, 2012 1:49 PM

To: Kathleen King

Subject: RE: New Job Description for Emily

Welcome!

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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From: Kathleen King

Sent: Thursday, October 11, 2012 1:46 PM

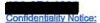
To: Sharon Valdez

Subject: RE: New Job Description for Emily

Thank you Sharon.

Kathleen King Executive Director





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From: Sharon Valdez

Sent: Thursday, October 11, 2012 1:44 PM

To: Kathleen King

Subject: RE: New Job Description for Emily

Hi Kathleen,

Sure, I'll send the JD off for benchmarking.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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From: Kathleen King

Sent: Thursday, October 11, 2012 1:05 PM

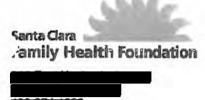
To: Sharon Valdez

Subject: New Job Description for Emily

Dear Sharon,

Could I get Emily's new job description evaluated for salary and compensation?

Kathleen King Executive Director



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From: Emily Hennessy

Sent: Monday, October 22, 2012 1:46 PM

To: Sharon Valdez Cc: Kathleen King

Subject: RE: Benchmark for new JD

Sharon,

We have not filed our IRS Form 990 as of 6/30/12 yet. I have attached our copy of our 990 as of 6/30/11. Something to note is that the organizational budget reflects funds from the County of Santa Clara, City of San José, and FIRST 5 Santa Clara County that the Foundation is responsible for negotiating, raising, and reporting on the use of those funds. These funds are not reflected in our 990 as the funds go directly to the Health Plan with the Foundation being the steward of those funds. I have also attached our audited financials for the fiscal year ending 6/30/11. Please pass along to C-Biz that the Foundation's Board of Directors included, with the approval of our third-party auditors, a paragraph on page 7 of our financials (paragraph four under the section on the nature of operations) that states that the Foundation raised another \$8M for the Health Plan that is not reflected on the Foundation's 990 or in the Foundation's financials. These are funds that go directly to the Health Plan, but are raised by the Foundation.

Emily M. Hennessy
Director of Finance & Programs
Santa Clara Family Health Foundation
phone
www.healthyfamilyfund.org

From: Sharon Valdez

Sent: Monday, October 22, 2012 11:38 AM

To: Emily Hennessy Cc: Kathleen King

Subject: Benchmark for new JD

Hi Emily,

My contact at C-Biz called me today. They need your 990 for FYE June 30 2012. Can you forward me a copy? Once I get this, they should have everything they need to benchmark the your new JD.

Thanks.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



Confidentiality Notice:

Attachment I Respondent King's Exhibit A Page 102 of 288

From: Sharon Valdez

Sent: Wednesday, October 24, 2012 2:21 PM

To: All Staff

Cc: Dave Cameron; Elizabeth Darrow; Pat McClelland; Rayne Johnson; Matthew Woodruff

Subject: Merit Increases

Thank you for waiting so patiently to hear back from us regarding increases for this fiscal year. We are pleased to announce that we are in a position to move forward with a modest increase after analyzing several factors.

As the Executive Team reviewed the Employee Satisfaction Survey, we noted that a significant number of you asked us to improve performance evaluations; in particular, making sure they occur and occur on time. In response, we implemented a new performance evaluation format that included ratings tied to categories and two levels of management oversight to ensure a consistent and equitable process across the organization. Thanks to our management team, evaluations were completed on time and we received positive comments from many of you regarding the new process.

In the past, increases were across the board. This year increases will be based on merit and tied to the final total rating on your performance evaluation as follows:

Final Rating Increase

1.0 – 1.4 1% 1.5 – 1.9 1.5% 2.0 2% 2.1 + 2.5%

Increases will be processed on your November 9th paycheck retroactive to July 1, 2012.

If you fall into any of the categories below, you will not be eligible for a merit increase this fiscal year. Your department head (Elizabeth, Dave, Matt, Rayne or Pat) will speak with you directly to explain further or to answer any questions.

Executive Team (VP and up);

Employees on a Performance Improvement Plan;

imployees who have received a promotion and increase within the last six months (May - October); or Employees who were hired on or after February 28, 2012.

Again, thank you for waiting so patiently. We appreciate all of the hard work and contributions you make to SCFHP. If you have any questions or wish to discuss this with me further, please feel free to stop by.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



Confidentiality Notice:

Law Clerk

From:

Sharon Valdez

Sent:

Thursday, November 15, 2012 3:47 PM

To:

Kathleen King 'Dana Ditmore'

Cc: Subject:

RE: Benchmark for Emily Hennessy

Hi Kathleen,

The vendor used the following criteria to benchmark this position:

- Chief Financial Officer
- Geographical Area Campbell, CA
- NTEE Code E12 Fundraising and/or Fund Distribution Organization

As a fundraising and/or fund distribution organization, assets are used to predict compensation. The vendor provided the salary range based on the assets listed on your 990 in the amount of \$2,047.510.

As mentioned in my previous message, you should feel free to get an independent opinion for your Board if you feel it is needed.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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From: Kathleen King

Sent: Wednesday, November 14, 2012 6:43 AM

To: Sharon Valdez Cc: 'Dana Ditmore'

Subject: RE: Benchmark for Emily Hennessy

Sharon,

So did CBiz use what we actually raise or what is on our 990? We raise \$5M that goes directly to the Health Plan. Was this considered in evaluating Emily's compensation? Emily does all the work to bring in the funds and make sure disbursements to the Health Plan are made accurately. Was this considered by CBiz or not?

Kathleen King Chief Executive Officer

www.healthyfamilyfund.org



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From: Sharon Valdez

Sent: Tuesday, November 13, 2012 1:50 PM

To: Kathleen King Cc: 'Dana Ditmore'

Subject: RE: Benchmark for Emily Hennessy

Kathleen,

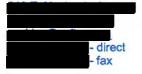
I thought it would be helpful to provide you with additional information regarding how the Foundation positions were matched to the market. In general, a correlation is typically found between the following independent variables and compensation: Revenue or Operating Budget, Number of Employees, Years of Experience or Asset Size. If a job is an upper-level executive or director, the size of the organization (in terms of revenue/operating budget, number of employees or assets under management) is going to predict compensation levels. For instance, you would expect a CEO of a \$100 million organization to be paid more than the CEO of a \$10 million organization. For other positions, such as accountant, there is no correlation between compensation and the size of the organization. Larger organizations are going to hire more accountants rather than pay any individual accountant more money. For this reason, with lower-level positions, experience is going to predict compensation (the vendor relies upon median years of experience in order to predict median levels of pay).

When it comes to size, most organizations are measured by revenue or operating budget. It is my understanding, that there are specific instances, such as financial institutions and foundations, where asset size is the correlated predictor of compensation levels. For the most recent analysis of the Foundation's Vice

President of Finance, asset size was used to predict compensation. In the prior study, the Executive Director and Finance Director Foundation positions were viewed as a division of SCFHP rather than a stand-alone organization. In the most recent analysis, our vendor looked at the Foundation as an independent organization which they believe is more appropriate given the fact that the Foundation has to complete an independent Form 990. For the Outreach Manager (Ernesto's position), the size of the organization did not play a role in the data provided due to the level of the position.

Kathleen, I hope this additional information is helpful, but you should also feel free to get an independent opinion for your Board if you feel it is needed.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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From: Kathleen King

Sent: Friday, November 09, 2012 10:56 AM

To: Sharon Valdez Cc: 'Dana Ditmore'

Subject: RE: Benchmark for Emily Hennessy

Sharon,

I really would rather sit down and ask you questions. I want to understand the different grade levels in the Health Plan. On one hand, Emily is measured as an employee because she is an employee so I would like to understand how her grade level fits within the organization. On the other hand, she was measured as if we were separate. My experience of 990's and peers within our Valley, tells me this range is very low if she was evaluated as an employee of a separate organization. Before I do my own investigation for our board, I need to know what went into CBiz's recommendation, what revenue did they use to make this recommendation.

Was Emesto's range evaluated as if he was part of a separate organization? Does this help?

Kathleen King Chief Executive Officer

From: Sharon Valdez

Sent: Friday, November 09, 2012 10:43 AM

To: Kathleen King

Subject: FW: Benchmark for new JD

Hi Kathleen.

I forwarded Emily's email message below, along with attachments, to C-Biz per their request in order to benchmark her updated job description.

As mentioned in my earlier message, when Biz initially benchmarked the Foundation positions they were not provided with the same level of financial information. They assumed that the Foundation was more of a division of SCFHP in the initial analysis, so the asset size of the Foundation was not taken into account. Originally, Emily's position was benchmarked at a Grade 17. The new analysis considers Emily's position as part of a stand-alone Foundation. As a result, her new job description was benchmarked at a Grade 15 by C-Biz. The salary range for her new job description is:

Grade Minimum Midpoint Maximum 15 \$73,338 \$93,506 \$113,674

If you have any other questions, please let me know in advance of meeting, so I can have everything you need when we get together. I think this will save both of us time in the long run. My schedule is pretty open on Wednesday or Thursday of next week. Let me know what works best for you.

Thanks.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



Confidentiality Notice:

Sharon.

I did a study through Guidestar of non-profits CFO's and second in commands that raised between \$3.5M-\$8M and I have attached this excel spread sheet. I shared this with Dana and we agreed that the request to CBIZ should be made based on our foundation raising \$5.5M-8.5M. There is funding that we raise that goes directly to the Health Plan but we to raise the funds. Could you please put in a request to CBIZ to analyze Emily's position and salary based on our revenue run-rate?

Kathleen King Chief Executive Officer prohibited. Thank you.

From: Sharon Valdez

Sent: Friday, November 09, 2012 10:43 AM

To: Kathleen King

Subject: FW: Benchmark for new JD

Hi Kathleen,

I forwarded Emily's email message below, along with attachments, to C-Biz per their request in order to benchmark her updated job description.

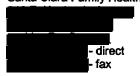
As mentioned in my earlier message, when Biz initially benchmarked the Foundation positions they were not provided with the same level of financial information. They assumed that the Foundation was more of a division of SCFHP in the initial analysis, so the asset size of the Foundation was not taken into account. Originally, Emily's position was benchmarked at a Grade 17. The new analysis considers Emily's position as part of a stand-alone Foundation. As a result, her new job description was benchmarked at a Grade 15 by C-Biz. The salary range for her new job description is:

Grade Minimum Midpoint Maximum 15 \$73,338 \$93,506 \$113,674

If you have any other questions, please let me know in advance of meeting, so I can have everything you need when we get together. I think this will save both of us time in the long run. My schedule is pretty open on Wednesday or Thursday of next week. Let me know what works best for you.

Thanks.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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Law Clerk

From:

Sharon Valdez Sent: Wednesday, December 12, 2012 1:49 PM

To: Kathleen King

RE: employee increase Subject:

Hi Kathleen,

I sent out an All Staff email message on October 24 summarizing the guidelines for increases effective July 1, 2012. This year increases were based on merit and tied to the final total rating on the performance evaluations.

- Emily's total score on her performance evaluation was 2.91. She is eligible for a 2.5 percent increase. I was waiting for you to send me the signed performance evaluation prior to processing her increase. Please sign her review, have Emily sign it and then forward it on to me. In turn, I will process her increase effective retroactive to July 1.
- Employees who received a promotion and increase within the last six months (May October) are not eligible for an increase. Emesto received an increase and promotion in August 2012, so he is not eligible.
- Executives (VP's and up) are not eligible for an increase this year.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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From: Kathleen King

Sent: Wednesday, December 12, 2012 10:12 AM

To: Sharon Valdez

Subject: employee increase

Law Clerk

From:

Sharon Valdez

Sent:

Wednesday, December 12, 2012 1:51 PM

To:

Kathleen King

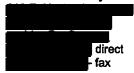
Subject:

RE: Benchmark for Emily Hennessy

Kathleen.

The information I provided earlier is the final benchmark from C-Biz.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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From: Kathleen King

Sent: Wednesday, December 12, 2012 9:59 AM

To: Sharon Valdez

Subject: FW: Benchmark for Emily Hennessy

Dear Sharon,

I am not sure I received a reply from this email?

Kathleen King Chief Executive Officer

From: Kathleen King

Sent: Thursday, November 29, 2012 6:39 PM

To: Sharon Valdez Cc: Dana Ditmore

Subject: Benchmark for Emily Hennessy

Dear Sharon,

I am pretty sure that Ernesto, Emily, and I did not receive the 2% increase given to employees. Could you check that for us?

Kathleen King Chief Executive Officer

Santa Clara Family Health Foundation

www.healthyfamilyfund.org



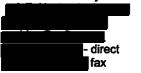
Make a difference in the health of our children by contributing to the Healthy Kids Program!



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Sharon D. Valdez Vice President, Human Resources `anta Clara Family Health Plan



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Employee Name Pay Period Ending Dep				Employee Signature								
				Dept.	Foundation		Manager Approval					
Day	Start Time	Lunch	Lunch In	End Time	Reg	On	PTO	Holiday	Floating Holiday	Other (Explanation)	Total Paid Hrs	Time Off w/o Pay
Sunday					1							
Monday							1					
Tuesday						1			11			
Wednesday						-						
Thursday		1										
Friday												
Saturday						-	UIII					
Sunday												
Monday		-										
Tuesday			1						19-3			
Wednesday												
Thursday											4 4 7 7	
Friday		1					A					
Saturday												
						E						

Retroactive Changes to Previous Timesheets

Date	Earnings Type	Hours
Total		

RE:11/7/2013

118

Kathleen King

From:

Sharon Valdez

Sent:

Thursday, April 18, 2013 12:07 PM

To:

All Staff

Subject:

ADP Timekeeping System

Importance:

High

All,

We are having technical difficulties with the ADP timekeeping system so you may not be able to log in or out. We are working with ADP to get this resolved quickly. I will send an update shortly.

Sharon D. Valdez Vice President, Human Resources Santa Clara Family Health Plan



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DEPT 044485 950

SANTA CLARA COUNTY HEALTH AUTHORITY

CLOCK VOITE NO. 675 0000360108

Earnings Statement

Period Beginning: Period Ending:

08/22/2009

Pay Date:

09/04/2009 09/04/2009

00000000055

KATHLEEN M KING

Taxable Marital Status: Married Exemptions/Allowances: Federal: CA:

Social Security Number: XXX-X

Earnings	rate	hours	this period	year to date
Regular	5230.77		5,230.77	87,550.02
Savings Bonus			80.77	1,453.86
Flex Comp				1,249.95
Pto				6,603.84

Gress Pay \$5,911.54 96,857.67

Deductions	Statutory		
	Federal Income Tax	-942.55	17,338.14
	Medicare Tax	-77.02	1,404.44
	CA State Income Tax	-313.09	5,649.84
	CA SUI/SDI Tax		997.36
	Other		
	Check	-3,533.75	63,450.43
	H.K. Donation	-43.00	774.00
	Pers	-366.15	6,590.70
•	Survivor Benef	-0.93	16.74
	401A	-35.05*	636.02

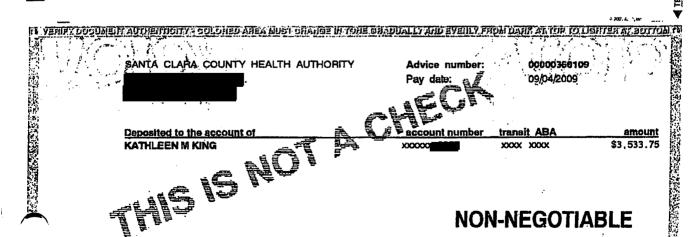
Net Pay \$0.00

* Excluded from federal taxable wages

Your federal taxable wages this period are \$5,276.49

Other Benefits and

Information	this period	total to date
Available Float		24.00
Available Pto		99.37



Earnings

Regular

DEPT 044485 950

CLOCK VCHELNO, USO 6006±50089

this period

6,140.38

year to date

39.554.79

Earnings Statement

SANTA CLARA COUNTY HEALTH AUTHORITY

Taxable Marital Status: Married Exemptions/Allowances: Federal: CA:

Period Beginning: Period Ending:

03/27/2011 04/09/2011 04/15/2011

00000000021

Pay Date:

KATHLEEN M KING

Oi-I	0	A	. ~~~	V .

hours

rate

6140.3B

Savings Bonus		80.77	646.16
Float Holiday			1,842.11
Pto			4,208.85
Retro Pay	-		2,861.44
·	Gross Pay	\$6,221.15	49,113.35
Deductions	Statutory		
	Federal Income Tax	-1,186.45	9,415.51
	Medicare Tax	-90.35	713.44
	CA State Income Tax	-423,98	3,335.16
	CA SUI/SDI Tax	-74.65	589.36
	Other		
	Checking Acct	-3,930.82	30,991.00
	U. V. Donntian	43.00	244.00

H.K. Donation -43.00 344.00 429.83 3.392.72 Pers Survivor Benef -0.93 7.44 324.72 401(A) -41.14* Not Pay \$0.CO

Other Benefits and Information this period total to date G.T.L 9.92 89.28 0.00 Available Float 174.35 Available Pto

* Excluded from federal taxable wages

Your federal taxable wages this period are \$6,180.01

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SANTA CLARA COUNTY HEALTH AUTHORITY

Advice number:

00000150089 04/15/2011

Deposited to the account of

KATHLEEN M KING

transit ABA XXXX XXXX

amount \$3,930.82 TEAR HERE

RTJ 044485 950

GLOCK VCHR, NO. 630 0000240102 1

Earnings Statement

SANTA CLARA COUNTY HEALTH AUTHORITY

Period Beginning: Period Ending:

05/05/2013 05/18/2013

Pay Date:

05/24/2013

Taxable Marital Status: Exemptions/Allowances: Federat CA:

KATHLEEN KING

	Social Security Number: A	000-X	
Earnings	rate hours	this period	year to date
Regular Pto	6238 . 63	6,238.63	59,266.98 9,357.95
	Ģepsa Pay	\$9,238.63	68,624.93
Deductions	Statutory		
	Federal Income Tax	-1,058.38	11,652.06
	Medicare Tax	-84.93	934 . 22

			00,024,00
B	Statutory		
	Federal Income Tax	-1,058.38	11,652.06
	Medicare Tax	-84.93	934 . 22
	CA State Income Tax	-375.99	4,135.89
	CA SUI/SDI Tax	-58 , 48	643 .20
	Other		
	Checking Acct	-3,747.03	41,207.54
	Dental Pretax	-41.29*	454 . 19
	Fsa Dep Care	-192.30*	2,115.30
	Fsa Health	-76.92*	846 . 12
	H.K. Donation	-43.00	473.00
	Medical Pretax	-80.04*	880.44
	Pers	-436 . 70	4,803.70
	Survivor Benef	-0.93	10.23
	Vision Pretax	-0.84*	9.24
	401(A)	-41.80*	459.80

* Excluded from federal taxable wages

Your federal taxable wages this period are \$5,805.44

Other Benefits and Information	this period	total to date
Er Pers Match	606.15	6,667.65
G.T.L	9.92	109 . 12
Available Float		0.00
Available Pto		289 . 87

SANTA CLARA COUNTY HEALTH AUTHORITY

Advice number:

\$0.00

00000210102 05/24/2013

Not Pay

SCCOURT NUMBER

transit ABA

XXXX XXXX

amount \$3,747.03

FILE DEPT. **044485 950**

OLOCK VCHR NO. 008 0000170085 1

Earnings Statement

SANTA CLARA COUNTY HEALTH AUTHORITY

Taxable Marital Status: Married Exemptions/Allowances: Federal: 0 CA: ō

Period Beginning: 04/10/2011 04/23/2011 Period Ending: 04/29/2011 Pay Date:

00000000014

KATHLEEN M KING

	Social Security I	Number. XX	CX-X	
Earnings	rate	hours	this period	year to date
Regular	6140.38		6,140,38	45,695.17
Savings Bonus			80.77	726.93
Float Holiday				1,842.11
Pto				4,208.85
Retro Pay				2,861.44
•	Gress Pay	1.1	\$6,221.15	55,334.50
Deductions	Statutory			
	Enderal Income	Tev	1 186 45	10 601 96

Other Benefits and Information	this period	total to date
Er Pers Match	520.40	520.40
G.T.L	9.92	99.20
Available Float		0.00
Available Pto		182.04

Deductions	Statutory		
	Federal Income Tax	-1,186.45	10,601.96
	Medicare Tax	-90.35	803.79
	CA State Income Tax	-423.98	3,759.14
	CA SUI/SDI Tax	-74.65	664.01
	Other		
	Checking Acct	-3,930.82	34,921.82
	H.K. Donation	-43.00	387.00
	Pers	-429.83	3,822.55
	Survivor Benef	-0.93	8.37
	401 (A)	-41.14*	365.86
~	Net Pay	\$Ó. QŎ	

* Excluded from federal taxable wages

Your federal taxable wages this period are \$6,180.01

TEAR HERE 00000170085 SANTA CLARA COUNTY HEALTH AUTHORITY Advice number: · 04/29/2011 Deposited to the account of amount \$3,930.82 KATHLEEN M KING **NON-NEGOTIABLE**

FILE DEPT ELOCK VCHR NO. 030 RH 044485 960 0000210102

Earnings Statement

SANTA CLARA COUNTY HEALTH AUTHORITY

Period Beginning: Period Ending: Pay Date:

05/05/2013 05/18/2013 05/24/2013

Texable Maritel Status: Married Exemptions/Allowances:

Federal: CA:

KATHLEEN KING

Social Security Number: XXX

Earnings	rate hours	this period	year to date
Regular	6238 . 63	6,238.63	59,266.98
Pto			9,357.95
	Gross Pay	\$6,238.63	68,624.93
Deductions	Statutory .		
	Federal Income Tax	-1,058.38	11,652.06
	Medicare Tax	-84.93	934 . 22
	MODIOGIO ION		
	CA State Income Tax	-375.99	4,135.89

Statutory .		
Federal Income Tax	-1,058.38	11,652.06
Medicare Tax	-84,93	934 . 22
CA State Income Tax	-375.99	4,135.89
CA SUI/SDI Tax	-58 . 48	643.20
Other		
Checking Acct	-3,747.03	41,207.54
Dental Pretax	-41 . 29*	454 . 19
Fsa Dep Care	-192.30*	2,115.30
Fsa Health	-76.92*	846.12
H.K. Donation	-43.00	473.00
Medical Pretax	-80.04*	880.44
Pers	-436 . 70	4,803.70
Survivor Benef	-0.93	10.23
Vision Pretax	-0.84*	9.24
401(A)	-41.80*	459.80

\$0.00

Your federal taxable wages this period are \$5,805.44

Other Benefits and Information	this period	total to date
Er Pers Match	606 . 15	6,667.65
G.T.L	9.92	109 . 12
Available Float		0.00
Available Pto		289.87

SANTA CLARA COUNTY HEALTH AUTHORITY

account number

00000210102 05/24/2013

Net Pey

Advice number:

transit ABA

amount \$3,747.03

^{*} Excluded from federal taxable wages

FILE DRP 044485 950

CLOCK VCHR NO. 030 .0000210102 1

Earnings Statement

Period Beginning:

Period Ending:

Pay Date:

SANTA CLARA COUNTY HEALTH AUTHORITY

Texable Maritel Status:

Pers

Survivor Benef

Vision Pretax

Married

KATHLEEN KING

05/05/2013

05/18/2013

05/24/2013

	Social Security Number:	XXX-X	
Earnings	rate hours	this period	year to date
Regular	6238 . 63	6,238.63	59,266.88
Pto			9,357.95
	Gross Pay	\$6,238.65	68,624.93
Deductions	Statutory		
	Federal Income Tax	-1,058.38	11,652.06
	Medicare Tax	-84 . 93	934 . 22
	CA State Income Tax	-375.99	4,135.89
	CA SUI/SDI Tax	-58.48	643.20
	Other		
	Checking Acct	-3,747.03	41,207.54
	Dental Pretax	-41 .29*	454 . 19
	Fsa Dep Care	-192 . 30*	2,115.30
	Fee Health	-76 . 92*	846 . 12
	H.K. Donation	-43.00	473.00
	Medical Pretax	-80.04*	880.44

401(A) -41.80* Not Pay \$6.00 * Excluded from federal taxable wages

-436.70

-0.93

-0.84*

Your federal taxable wages this period are \$5,805.44

Other Benefits and	9.5		
Information	this period . 1	tetal to date	
Er Pers Match	606 . 15	6,687.65	
G.T.L	9.92	109 . 12	
Available Float		0.00	
Available Pto		289 . 87	

SANTA CLARA COUNTY HEALTH AUTHORITY 00000210102 Advice number: 05/24/2013 transit ABA XXXX XXXX \$3,747.03

4,803.70

10.23

9.24

459.80

DEPT FILE CLOCK VOITR (40), 675. 0080360109 1 KRS

SANTA CLARA COUNTY HEALTH AUTHORITY

Earnings Statement

Period Beginning: Period Ending: Pay Date:

08/22/2009 09/04/2009 09/04/2009

00000000055

KATHLEEN M KING



Taxable Marital Status: Married Exemptions/Allowances: Federal: CA:

Social Security Number. XXX-XX

Earnings	rate hours	this period	year to date
Regular	5230.77	5,230.77	87,550.02
Savings Bonus		80.77	1,453.86
Flex Comp			1,249.95
Pto			6,603.84
•	Gress Pay	\$5,311.54	96,857.67
Deductions	Statutory		
	Federal Income Tax	-942.55	17,338.14
	Medicare Tax	-77.02	1,404.44
	CA State Income Tax	-313.09	5,649.84
	CA SUI/SDI Tax		997.36
	Other		
	Check	-3,533.75	63,450.43
	H.K. Donation	-43.00	774.00
	Pers	-366.15	6,590.70
	Survivor Benef	-0.93	16.74
	401A	-35.05*	636.02
	Net Pay	\$0.06	

Other Benefits and Information this period 24.00 Available Float Available Pto 99.37

* Excluded from federal taxable wages

Your federal taxable wages this period are

SANTA CLARA COUNTY HEALTH AUTHORITY

Advice number:

00000360109 09/04/2009

Deposited to the account of KATHLEEN M KING

10000000

XXXXX XXXXX

amount \$3,533.75

NON-NEGOTIABLE

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\$5,276.49

FILE DCPT. CLOCK VIHR NO. 686 RT4 044485 950 8000150089 1

SANTA CLARA COUNTY HEALTH AUTHORITY

Earnings Statement

Period Beginning:

03/27/2011 04/09/2011

Period Ending: Pay Date:

04/15/2011



Taxable Marital Status: Married

Exemptions/Allowances: Federal: CA: ō

Social Security	IAGIIIDAL VV	^·	
rate	hours	this period	year
6140.38		6,140.38	39
		00.77	

Earnings	rato	hours	this period	year to date
Regular	6140.38		6,140.38	39,554.79
Savings Bonus			80.77	646.16
Float Holiday				1,842.1#
Pto				4,208.85
Retro Pay				2,861.44
	Gross Pay		\$6,221.15	49,113.35

year to date	
39,554.79	!
646.16	i
1,842.1#	
4,208.85	
2,861.44	-
49,113.35	

Information	this period	total to date
G.T.L	9.92	89.28
Available Float		0.00
Available Pto		174.35

Deductions	Statutory		
	Federal Income Tax	-1,186.45	9,415.51
	Medicare Tax	-90.35	713.44
	CA State Income Tax	-423.98	3,335.16
	CA SUI/SDI Tax	-74.65	589.36
	Other	<u></u>	
	Checking Acct	-3,930.82	30,991.00
	H.K. Donation	-43.00	344.00
	Pers	-429.83	3,392.72
	Survivor Benef	-0.93	7.44
	401 (A)	-41.14*	324.72
	Net Pay	\$0,00	

* Excluded from federal taxable wages

Your federal taxable wages this period are \$6,180.01

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SANTA CLARA COUNTY HEALTH AUTHORITY

Advice number:

00000150089 04/15/2011

Deposited to the account of

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Earnings Statement

SANTA CLARA COUNTY HEALTH AUTHORITY

Period Beginning: Period Ending: Pay Date:

05/05/2013 05/18/2013 05/24/2013

Texable Marital Status: Married Exemptions/Allowances: CA:

KATHLEEN KING

	Social Security Number:	CCC-	
Earnings	rate hours	this period	year to date
Regular Pto	6238 , 63	6,238.63	59,266.88 9,357.95
	Gross Pay	40,238.68	68,624.93

Statutory **Deductions** Federal Income Tax -1,058.38 11,652.06 934.22 -84.93 Medicare Tax -375.99 4,135.89 CA State Income Tax CA SUI/SDI Tax -58.48 643.20 Other -3,747.03 41,207.54 Checking Acct Dental Pretax -41.29* 454.19 - 192 , 30* 2,115.30 Fsa Dep Care Fsa Health -76.92° 846.12 473,00 H.K. Donation -43.00 880.44 -80.04* Medical Pretax Pers -436.70 4,803.70 10.23 -0.93 Survivor Benef Vision Pretax -0.84* 9.24 -41.80° 459.80 401(A) Net Pay \$0.00

Your federal taxable wages this period are \$5,805.44

Other Benefits and Information	this period	total to date
Er Pers Match	606 . 15	6,667.65
G.T.L	9.92	109.12
Available Float		0.00
Available Pto		289 . 87

* Excluded from federal taxable wages

SANTA CLARA COUNTY HEALTH AUTHORITY 00000210102 Advice number: Pay date: 05/24/2013

account number

ABA transit XXXXX XXXXX

amount \$3,747.03

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Earnings Statement

SANTA CLARA COUNTY HEALTH AUTHORITY

Period Beginning: Period Ending:

04/10/2011 04/23/2011

Pay Date:

04/29/2011

00000000014

KATHLEEN M KING

Taxable Marital Status: Married Exemptions/Allowances: Federal: CA:

Social Security	Number: 2	XXX-X	
rate	hours	this	pe

Earnings	rate h	ours this period	year to date
Regular	6140.38	6,140.38	45,695.17
Savings Bonus		80.77	726.93
Float Holiday			1,842.11
Pto			4,208.85
Retro Pay			2,861.44
•	Gross Pay	\$6,221.15	55,334.50
	•		
Deductions	Statutory		
	Federal Income Te	x -1,186.45	10,601.96
	Medicare Tax	-90.35	803.79
	CA State Income	Tax -423.98	3.759.14

520.40
99.20
0.00
182.04

Net Pay	· \$6.00
401 (A)	-41.14
Survivor Benef	-0.93
Pers	-429,83
H.K. Donation	-43.00
Checking Acct	-3,930.82
Other	
CA SUI/SDI Tax	-74.65

* Excluded from federal taxable wages

Your federal taxable wages this period are \$6,180.01

oocument authenticity - coloned amea Must Chanae in tone gradually and evenly from dari $\mathcal{H}^{\prime}\mathcal{H}$ SANTA CLARA COUNTY HEALTH AUTHORITY 00000170085 Advice number: 04/29/2011 transit ABA amount Deposited to the account of XXXX XXXX \$3,930.82 **NON-NEGOTIABLE**

664.01

34,921.82 387,00 3,822.55 8.37 365.86

FILE DEPT. RTU 944485 950

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Earnings Statement



SANTA CLARA COUNTY HEALTH AUTHORITY



Period Beginning: Period Ending: Pay Date:

05/05/2013 05/18/2013 05/24/2013

Taxeble Moritel Statuc: Exemptions/Allowances:

Federal: CA:

KATHLEEN KING

Social Security Number: XXX-X

Earnings	rate	hours	this period	year to date
Regular	6238 . 63		6,238.63	59,266.98
Pto				9,357.95
	Gross Pay.		\$6,238.63	68,624.93

Deductions	Statutory		
	Federal Income Tax	-1,058.38	11,652.06
	Medicare Tax	-84.93	934 . 22
	CA State Income Tax	-375 . 99	4,135.89
	CA SUI/SDI Tax	-58 . 48	643 . 20
	Other		
	Checking Acct	-3,747.03	41,207.54
	Dental Pretax	-41.29°	454 . 19
	Fsa Dep Care	- 192 . 30°	2,115.30
	Fsa Health	-76 . 92*	846 . 12
	H.K. Donation	-43.00	473,00
	Medical Pretax	-80.04*	880 . 44
	Pers	-436 . 70	4,803.70

401(A) -41.80* Net Pay \$0.00 * Excluded from federal taxable wages

-0.93

-0.84*

10.23 9.24

459.80

Your federal taxable wages this period are \$5,805.44

Information	this period	total to date
Er Pers Match	606.15	6,667.65
G.T.L	9.92	109 . 12
Available Float		0.00
Available Pto		289 . 87

SANTA CLARA COUNTY HEALTH AUTHORITY

account number

Advice number:

00000210102 05/24/2013

Survivor Benef

Vision Pretax

transit ABA XXXX XXXX

amount

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044485 950

CLOCK UCHR. NO. 030 0000210102 1

Earnings Statement



SANTA CLARA COUNTY HEALTH AUTHORITY

Married



Taxable Marital Status: Exemptions/Allowances:

Federal: CA:

Period Beginning:

Period Ending:

Pay Date:



05/05/2013

05/18/2013

05/24/2013

	Social Security Number: XX	OX-XX	
Earnings	rate hours	this period	year to date
Regular	6238 . 63	6,238.63	59,266.98
Pto			9,357.95
	Gross Pay	\$6,238.68	68 , 624 . 93
Deductions	Statutory		
	Federal Income Tax	-1,058.38	11,652.06
	Medicare Tax	-84 . 93	934 . 22
	CA State Income Tax	-375 . 99	4.135.89
	CA SUI/SDI Tax	-58.48	643.20
	Other		
	Checking Accl	-3,747.03	41,207.54
	Dental Pretax	-41 . 29°	454 . 19
	Fsa Dep Care	- 192 . 30°	2,115.30
	Fsa Health	-76 . 92*	846 . 12
	H.K. Donation	-43.00	473 .00
	Medical Pretax	-80.04*	880 . 44
	Pers	-436.70	4,803.70
	Survivor Benef	-0.93	10.23
	Vision Pretax	-0.84*	9.24
	401(A)	-41 , 80*	459.80
	Net Pay	\$0.00	

Excluded from federal taxable wages

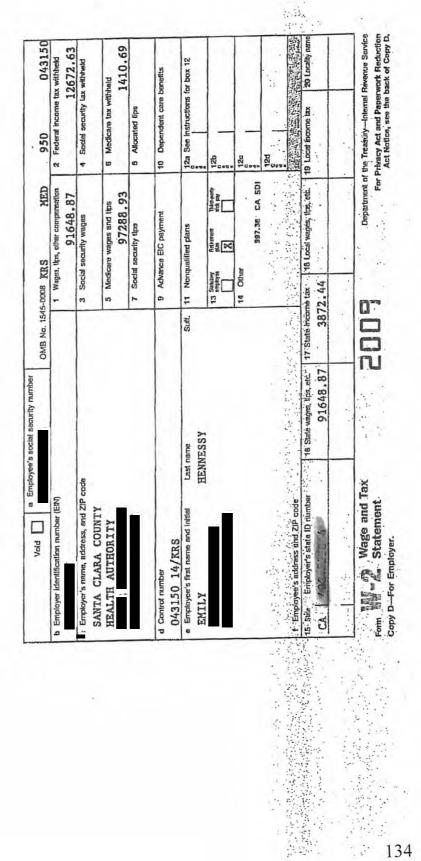
Your federal taxable wages this period are \$5,805.44 Other Benefits and total to date Information 606.15 6,687.65 Er Pers Match 109.12 G.T.L 9.92 0.00 Available Float Available Pto 289.87

SANTA CLARA COUNTY HEALTH AUTHORITY Advice number: 00000210102 05/24/2013 account number transit ABA amount XXXXXXXX XXXX XXXX \$3,747.03

NON-NEGOTIABLE

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him beautiful transpalition and article			Wages, tips, other compensation 91648,87	91648,87	2 Federal income tax withheld 12672.6	12672.63
c Employer's name, address, and ZIP code		В	3 Social security wages	wages	6 Social security tax withheld	withheld
HEALTH AUTHORITY		n,	5 Medicare wages and tips 97288.9	97288,93	8 Medicare tax withheld 14:	held 1410.69
		7	7 Social security tips	tips	B Allocated tips	
d Control rumber 043150 14/KRS		65	9 Advance EIC payment	ayment	10 Dependent care benefits	enefits
EMILY HEN HEN HEN	Last name HENNESSY	Suff. 11	Suff. 11 Nonqualified plans	ans	12a See instructions for box 12	or box 12
		15	13 Stationy References 13 stationers 13 stat	nent Third-pany side pay	72	
		7	14 Other		12a	
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f Employee's address and ZIP code					· 1000 1000 1000 1000 1000 1000 1000 10	1
15. Stile Erriployer's state ID number CA	16 Satis wages, lips, etc. 17 State income tax 18 Local wages, this, etc	17 State income tax 3872, 44	18 Local 144		19 Local income tax	20 Locality name



Attachment I Respondent King's Exhibit A Page 129 of 288

From: Shannon McNally

Sent: Friday, April 13, 2012 11:33 AM

To: Kathleen King

Subject: RE: ADP Workforce Now(tm) - Action Required for Time Off Request 1019 from Kathleen M King

Hi Kathleen,

I have put in, and approved, your request in ADP. Enjoy your vaca ©

Shannon McNally Executive Assistant Santa Clara Family Health Plan



Confidentiality Notice:

This electronic mail transmission (including any documents, files or previous email messages attached to it) may contain confidential information that is intended for a specific individual and purpose and that is privilege or otherwise protected by law. If you are not the intended recipient, or a person responsible for delivering it to the intended recipient, please delete this message and notify me of the error. Any disclosure, copying or distribution of this message, or taking of any action based on it, is strictly prohibited. Thank you.

From: Kathleen King

Sent: Friday, April 13, 2012 11:24 AM

To: Shannon McNally

Subject: FW: ADP Workforce Now(tm) - Action Required for Time Off Request 1019 from Kathleen M King

Here goes.

Kathleen King Executive Director

From: Dana Ditmore

Sent: Friday, April 13, 2012 11:09 AM

To: Kathleen King Cc: Sharon Valdez

Subject: RE; ADP Workforce Now(tm) - Action Required for Time Off Request 1019 from Kathleen M King

Kathleen,

You have my approval for your planned vacation time next week.

Regards,

Dana

From: Kathleen King [mailto:

Sent: Friday, April 13, 2012 10:15 AM To: 'Dana Ditmore'; Sharon Valdez

Subject: FW: ADP Workforce Now(tm) - Action Required for Time Off Request 1019 from Kathleen M King

Importance: High

Dana,

Would you approve my vacation time next week for four days? I have plenty of vacation time and the twins are on spring break. Could you reply all so that Sharon can follow through on this? I will be back on Friday for our board meeting.

Kathleen King Executive Director Santa Clara Family Health Foundation

From: Elizabeth Darrow

Sent: Friday, April 13, 2012 10:06 AM

To: Kathleen King

Cc: Dave Cameron; Sharon Valdez

Subject: FW: ADP Workforce Now™ - Action Required for Time Off Request 1019 from Kathleen M King

Importance: High

Kathleen

Please forward these requests to your Board chair, he can then forward to Shannon for approval.. As you are aware, there is no reporting structure to me.

Elizabeth Darrow CEO Santa Clara Family Health Plan



From:

Sent: Friday, April 13, 2012 9:34 AM

To: Elizabeth Darrow

Subject: ADP Workforce Now™ - Action Required for Time Off Request 1019 from Kathleen M King

Importance: High

Please do not respond to this message. This is a system-generated e-mail from an automated mailbox.

Kathleen M King created a request for time off. Please login to the Time & Attendance module in ADP Workforce Now and review request 1019 by 4/15/2012.

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EMPLOYEE BENEFITS SUMMARY

HOLIDAYS

Santa Clara Family Health Plan observes eleven (11) paid holidays during the year. The Holiday Schedule is approved and distributed annually. It is also available on the HR Portal. When a holiday falls on a Saturday, it is observed on the preceding Friday. Holidays that fall on a Sunday are observed on the following Monday. The holidays observed by SCFHP are:

- New Year's Day
- Martin Luther King, Jr. Day
- > Presidents' Day
- > Memorial Day
- Independence Day
- > Labor Day
- > Veterans' Day
- Thanksgiving Day
- Day After Thanksgiving
- Christmas Day
- One holiday scheduled by management each year

Full-time employees are eligible for paid holidays immediately upon hire. Holiday pay is calculated at the employee's normal hourly rate, exclusive of any other forms of compensation.

Employees on paid or unpaid leaves of absence for any reason are not eligible for pay for any holiday that falls during the leave of absence.

Unless a non-exempt employee is required to work, Holidays are not considered as hours worked for the purposes of determining overtime.

PERSONAL TIME OFF (PTO)

The purpose of paid time off is to provide employees opportunities to relax away from the workplace or to recover from illness or to take care of personal needs.

Each anniversary year, members of the Senior Staff Team earn 28 PTO days, Exempt employees earn 23 PTO days and Non-Exempt employees earn 18 PTO days. After five years of full-time service, the PTO benefit increases by 5 days up

to a maximum of 33 days per year for Senior Staff and 28 days for Exempt employees and 23 days for Non-Exempt employees.

PTO is accrued each pay period and carries over from year to year up to a maximum of 480 hours.

PTO CASH-OUT

Santa Clara Family Health Plan's PTO Cash-Out program is available to all staff in place of advances against paychecks. An employee may cash out unused accrued PTO within the following guidelines:

- An employee may request to cash out PTO one time each calendar year.
- The employee must leave at least 40 hours in his/her PTO bank after the request has been processed. NO EXCEPTIONS;
- The maximum number of hours that may be cashed out is 80. The minimum number of hours that may be cashed out is sixteen (16) whole hours;
- The PTO Cash Out form (located on SCFHP's HR Portal) is to be completed and signed by the employee;
- All requests to cash out PTO must be submitted to the Human Resources Department for processing.

Cashed out PTO will be subjected to all regular payroll withholdings; as well as a contribution to the 401A Program, if the employee is enrolled in that benefit. A contribution to the PERS retirement benefit is not included.

HEALTH CARE BENEFITS

Santa Clara Family Health Plan is proud to extend our motto *The Spirit of Care* to employees and retirees and their eligible dependents through our comprehensive health care package.

Employee Medical Benefits

Open Enrollment: Mid-October — Mid-November Enrollment Effective: January 1st through December 31st

A choice from six medical plans is available to the employee through the Public Employees' Retirement System (PERS). Unless written proof of outside medical coverage is provided, each new employee who works a minimum of 20 hours per week on a regular basis is eligible and required to enroll in one of the plans. Please note that dependents enrolled in a government subsidized program, such as Medi-Cal, Healthy Families or Healthy Kids, are not eligible to continue in that program.

 Enrollment in health coverage must be requested within sixty (60) days of eligibility (date of hire). The effective date of enrollment is the first of the month following the date the employee's health benefits plan enrollment form is received by the Human Resources department. Coverage ends one month beyond the month in which termination of employment occurs.

- SCFHP sponsors medical premiums for employees and their eligible dependents up to the limit of the most expensive HMO. For details, please see the Health Care: Employee Share of Premium Chart in the Employee Orientation packet.
- The employee is responsible for the payment of premiums in excess of these sponsored rates. Any amounts owed by the employee are deducted from each paycheck on a pre-tax, pro-rata basis.
- With written proof of eligibility, your child/children, whether previously enrolled in a plan or not, are eligible for health coverage up to the age of 26. They are eligible even if they are married, do not live with you, or are not students. Eligible children are defined as natural, adopted, step, or domestic partner's children up to age 26.
- During the annual open enrollment period, the employee may change medical plans or add or drop eligible dependents. All changes are effective the following January 1st.
- Certain life events qualify an employee to make a change sooner than the next annual open enrollment period. Qualifying Events include:
 - a. Marriage
 - b. Divorce
 - c. Death
- d. Birth or adoption of a child
- e. Loss of/change in status of an eligible dependent's external coverage

Change in a spouse's job status alone does not qualify as a life event.

 Enrollment in a medical plan through SCFHP entitles an employee and/or covered eligible dependent(s) to receive CalCOBRA benefits for up to a maximum of 36 months when coverage ends following termination of employment.

The medical benefit program as well as the level of premium sponsorship may be changed or eliminated at any time at the discretion of the Health Plan.

Retiree Medical Benefits

SCFHP offers medical coverage to persons who retire from the Health Plan under the following circumstances:

- As long as SCFHP maintains a contract with CalPERS to provide medical coverage for Employees and Retirees and
- The Retiree receives a pension from CalPERS.

SCFHP sponsors medical premiums for Retirees and their eligible dependents up to the same limits offered to employees. The Retiree is responsible for the

payment of premiums in excess of these sponsored limits. Any amounts owed by the Retiree are deducted from the Retiree's monthly annuity.

Retirees are entitled to the same Open Enrollment and Qualifying Event rights and privileges as are employees. The Retiree medical benefit program as well as the level of premium sponsorship may be changed or eliminated at any time at the discretion of the Health Plan.

Vision Benefits

Open Enrollment: Mid-October — Mid-November Enrollment Effective: January 1st through December 31st

Vision care is available through Vision Service Plan (VSP) for employees who work a minimum of 34 hours per week on a regular basis. All employees and eligible dependents enrolled in the medical plan are required to enroll in the vision plan, including children turning 4 years of age during the Plan Year.

A comprehensive, up-to-date listing of participating providers can be found online at www.vsp.com. Please refer to An Eyecare Plan with You in Mind for detailed specifics about SCFHP's program with VSP.

- Coverage begins the first of the month following the date of hire and ceases at the end of the month in which termination of employment occurs.
- SCFHP sponsors vision premiums for employees and their eligible dependents. For details, refer to the Health Care: Employee Share of Premium Chart in the Employee Orientation packet.
- The employee is responsible for the payment of premiums in excess of these sponsored rates. Any amounts owed by the employee are deducted from each paycheck on a pre-tax, pro-rata basis.
- With written proof of eligibility, dependent children are covered up to their 26th birthday.
- · Co-payments:

For one Basic Vision Exam each Plan Year.

Co-payments for exams for contact lenses are not covered above the level of the co-payment for the basic vision exam.

For each 24-month Plan Year

Materials such as eyeglass lenses and frames are included.

- Discounts may apply toward the cost of eyewear and eye services
- During the annual open enrollment period, the employee may add or drop eligible dependents. All changes become effective on January 1st.
- An employee may make a change sooner than the next annual open enrollment period when a Qualifying Event occurs.
- Enrollment in the vision benefit through SCFHP entitles an employee and/or covered eligible dependent(s) COBRA benefits for up to a

maximum of 18 months when coverage ends following termination of employment.

The vision benefit program as well as the level of premium sponsorship may be changed or eliminated at any time at the discretion of the Health Plan.

Dental Benefits

Open Enrollment: Mid-October — Mid-November Enrollment Effective: January 1st through December 31st

Dental care is available through Delta Dental for employees who work a minimum of 34 hours per week on a regular basis. SCFHP offers two group insurance programs through Delta Dental: a DPO (Dental Provider Organization) and a DHMO (Dental Health Maintenance Organization). For detailed lists of benefits and costs of services for the DPO and the DHMO, visit www.deltadentalins.com or contact Human Resources.

A comprehensive, up-to-date listing of participating providers and detailed specifics about the programs can be found online at www.deltadentalins.com.

- Coverage begins the first of the month following date of hire and ceases at the end of the month in which termination of employment occurs.
- SCFHP sponsors premiums for employees enrolled in the DHMO or the DPO network. Premiums for eligible dependents are sponsored up to the monthly rate of the DHMO. For details, please see the *Health Care:* Employee Share of Premium Chart in the Employee Orientation packet.
- The employee is responsible for the payment of premiums in excess of these rates. Any amounts owed by the employee are deducted from each paycheck on a pre-tax, pro-rata basis.
- With written proof of eligibility, dependent children are covered up to their 26th birthday.
- During the Contract Renewal Period, the employee may add or drop dependents and/or change networks.
- If a Qualifying Event occurs and an employee's eligible dependents lose outside coverage, they may be added to one of SCFHP's dental plans with written proof of the loss.
- Enrollment in the dental benefit through SCFHP entitles an employee and/or covered eligible dependent(s) COBRA benefits for up to a maximum of 18 months when coverage ends following termination of employment

The dental benefit program as well as the level of premium sponsorship may be changed or eliminated at any time at the discretion of the Health Plan.

BENEFITS CONTINUATION (COBRA)

SCFHP complies with all provisions of the Federal Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA).

SCFHP's Cobra Administrator, C-Biz, notifies each eligible employee, and separately notifies the dependents, in writing, of their rights and obligations under COBRA. Notice is provided on two occasions: first, when the employee becomes eligible for coverage; and second, within fourteen calendar days after the date that employment with SCFHP terminates. Additionally, upon leaving employment, C-Biz provides the employee, and separately provides eligible dependents, a Certificate of Creditable Coverage for each group benefit in which the employee and/or his/her eligible dependents were enrolled.

CUSTOMIZED BENEFITS

Savings Bonus

Any employee who has eligible dependents who are already covered under outside medical insurance is eligible to receive a Savings Bonus. The bonus amount is \$175 per month, paid on a bi-weekly basis, to reflect a share of the savings the company realizes due to the outside coverage. Participation begins the first full pay period following the date of eligibility.

In order to qualify for the Savings Bonus, the employee needs to complete a Saving Bonus Program Election Form each year and attach written documentation that proves outside medical coverage for eligible dependents. A letter from the spouse's or partner's employer or medical plan provider is acceptable as long as the it includes the name of the plan, the name of each covered person, and current dates of coverage. A copy of a medical plan card is not acceptable proof of coverage.

Section 125 Plan

Open Enrollment: Mid-October — Mid-November Enrollment Effective: January 1st — December 31st

Deductions begin the first of the month following date of hire. This IRS-approved program allows employees to purchase benefits with pre-tax dollars through an employer sponsored payroll reduction program. To participate, the employee must enroll in this benefit upon employment or renew participation each year during Open Enrollment. Participation begins the first full pay period following the date of eligibility.

Benefits sheltered from income taxes include employee paid group insurance premiums, un-reimbursed medical expenses, dependent care expenses, and orthodontia expenses. Pre-tax savings fall into two separate categories:

- Health Care Flexible Spending Account (HCFSA) for out-of-pocket health care expenses:
 - o **Minimum** amount of contribution = \$150 for the *Plan Year* **Maximum** amount of contribution = \$2000 for the *Plan Year*
 - Reimbursement for eligible expenses may be processed up to the fully elected annual amount even when all payroll deductions have not yet been withheld.
 - The IRS requires that any designated dollars not used during the Plan Year are to be forfeited. This is referred to as the "Use It Or Lose It" provision.
 - o Covered out-of-pocket expenses include: co-pays, prescription medicines, medical supplies and equipment, orthodontia, chiropractic care, etc. Over the counter drugs will require a doctor's prescription in order to be reimbursed under the health FSA. Please refer to the list of eligible and ineligible expenses provided in the Flexible Spending kit.
- Dependent Care Flexible Spending Account (DCFSA) for out of pocket dependent care expenses:
 - o Up to \$5000 may qualify for pre-tax savings per Plan Year
 - The IRS requires that any designated dollars not used during the Plan Year are to be forfeited. This is referred to as the "Use It Or Lose It" provision.
 - o Unlike the HCFSA, the amount claimed may not exceed the amount accumulated through payroll deductions.

RETIREMENT BENEFITS

SCFHP offers employees excellent retirement benefits made up of three different programs: the California Public Employees' Retirement System (CalPERS), the 401A Defined Contribution Plan and the 457 Deferred Compensation Plan.

CalPERS Pension Plan

SCFHP employees are automatically enrolled in the California Public Employees Retirement System and do not make contributions to Social Security. The pension you may receive could reduce your Social Security benefits. For more information, refer to the documents titled Windfall Elimination Provision and Government Pension Offset in your new hire packet and/or view the Social Security Website at http://www.ssa.gov/.

Effective January 1, 2013, there are two categories of CalPERS members (New and Classic).

CalPERS defines a New Member as any of the following:

- A new hire who is brought into CalPERS membership for the first time on or after January 1, 2013, and who has no prior membership in any California public retirement system.
- A new hire who is brought into CalPERS membership for the first time on or after January 1, 2013, and who is not eligible for reciprocity with another California public retirement system.
- A member who first established CalPERS membership prior to January 1, 2013, and who is rehired by a different CalPERS employer after a break in service of greater than six months.

CalPERS defines a Classic Member as any of the following:

- An employee that does not fit within the definition of a New Member;
- An employee that has a break in service of more than six months but returns to the service with the same employer.

New Member CalPERS Pension Plan: 2% @ 62 Program

- The 2% @ 62 benefit formula will be used when calculating retirement benefits.
- Each pay period 6.25% of an employee's total compensation (excluding any unused benefit stipend or overtime) is deducted from his/her pay on a pre-tax basis and put into the CalPERS retirement fund on the employee's behalf;
- Employees are vested after accumulating five (5) years of fully funded service credits.
- To be eligible for full monthly retirement benefits, an employee must be vested <u>and</u> reach the age of 62 years.
- A vested employee may choose to retire at 52 years of age but will receive a permanently reduced monthly retirement benefit.
- The monthly annuity is based on the average of the employee's highest wage over three continuous years of service prior to retirement.

Classic Member CalPERS Pension Plan: 2% @ 55 Program

- The 2% @ 55 benefit formula will be used when calculating retirement benefits.
- Each pay period 7.0% of an employee's total compensation (excluding any unused benefit stipend or overtime) is deducted from his/her pay on a pre-tax basis and put into the CalPERS retirement fund on the employee's behalf.
- Employees are vested after accumulating five (5) years of fully funded service credits.

- To be eligible for full monthly retirement benefits, an employee must be vested and reach the age of 55 years.
- A vested employee may choose to retire at 50 years of age but will receive a permanently reduced monthly retirement benefit.
- The monthly annuity is based on the average of the employee's highest wage over three continuous years of service.

For additional information regarding CalPERS pension benefits:

- View your employee contributions, interest earned, years of service, and Annual Member Statements visit My|CalPERS at https://my.calpers.ca.gov/.
- Refer to the booklet titled "Your Benefits/Your Future" in your orientation packet.
- Visit the CalPERS Web site at http://www.calpers.ca.gov/ or contact them at 1-800-225-7377.

401A Defined Contribution Plan

All funds contributed to the 401A Plan are held by ICMARC in a trust in the Health Plans' name for the exclusive benefit of the contributing employees and their named beneficiaries.

The employee is eligible to enroll in the 401A plan upon completion of 30 days of employment. The employee must enroll within 60 calendar days after the initial month of employment. If the employee does not enroll within 60 calendar days after the initial month of employment, there will be no other opportunity to enroll during employment with SCFHP.

- Once an employee joins the 401A Plan, participation cannot be cancelled
 and contributions remain uninterrupted as long as he/she is employed by
 SCFHP. The only exceptions allowed are particular types of Qualifying
 Events as defined under the terms of this benefit.
- Employee pre-tax contributions are deducted from each paycheck and are fixed at 6% of gross wages for regular employees and .67% for members of Senior Management,
- Employer contributions are fixed at 3% of gross wages for regular employees and 6% for members of Senior Management.
- The vesting period is two years. After one year of employment, the employee is 50% vested in the employer's contribution. After two years of employment, the employee is 100% vested in the employer's contribution.
- Neither the employee's contribution nor the employer's match nor any earnings accumulated on the investments is subject to Federal or State income tax until the employee withdraws the funds.
- The employee has a wide range of investment choices available for both his/her contribution and the employer's match, including several publicly

traded mutual funds. The employee may change his/her investment choices at any time online or by contacting ICMA by phone.

- Early withdrawal is not permitted except in the case of a Qualifying Event as defined under the terms of this benefit. Be sure to contact the Human Resources Department for guidance if you experience a Qualifying Event.
- If funds are withdrawn before age 59 ½ and a Qualifying Event has not occurred, a 10% penalty will apply in addition to the income taxes due for the year in which the withdrawal occurred.
- Loans are available with the following provisions:
 - o Minimum: \$1,000 (assumes at least a \$2,000 balance);
 - o Maximum: 50% of balance up to a maximum loan of \$50,000;
 - o Contact the Human Resources Department for other guidelines.
- Loan applications must be made on-line directly with ICMARC at http://www.icmarc.org.
- Loan repayments must be debited directly to the employee's bank account. Contact Human Resources for details.
- Upon terminating employment, be sure to speak with a representative from ICMARC to verify the circumstances under which funds may be withdrawn.

This information is provided as a convenient summary and does not cover all possible situations. For complete details, visit the ICMA Web site at http://www.icmarc.org or call 1-800-669-7400.

457 Deferred Compensation Plan

No Open Enrollment: Participation may be elected at any time Enrollment Effective: The first full pay period after enrollment

The Health Plan offers an optional program to employees who want to maximize their retirement savings. This program is the 457 Deferred Compensation Plan. Participants contribute a portion of their income on a tax-deferred basis. For details of the options available, visit www.icmarc.org or speak with a member of the Human Resources Department

All funds contributed to the 457 Plan are held by ICMARC in a trust in the Health Plans' name for the exclusive benefit of the contributing employees and their named beneficiaries.

- Participation in the 457 Plan may be elected at any time.
- An employee may contribute specified dollars up to the maximum amounts for a given calendar year permitted under IRS law.
- Pre-tax contributions are deducted from each paycheck.
- SCFHP does not match any funds contributed to the 457 Plan.
- Because SCFHP does not match funds contributed to the 457 Plan, there
 is no vesting period to consider.

- Neither the employee's contribution nor any earnings accumulated on the investments is subject to Federal or State income tax until the employee withdraws the funds.
- The employee has a wide range of investment choices available, including several publicly traded mutual funds. The employee may change his/her investment choices at any time online or by contacting ICMA by phone.
- Under certain circumstances, early withdrawal from the program is permitted. Please be sure to contact ICMARC directly or SCFHP's Human Resources Department for guidance.
- There are no penalties imposed on early withdrawals.
- However, funds withdrawn are subjected to income taxes due at that time.
- Loans are available with the following provisions:
 - o Minimum: \$1,000 (assumes at least a \$2,000 balance);
 - o Maximum: 50% of balance up to a maximum loan of \$50,000;
 - o Contact the Human Resources Department for other guidelines.
- Loan applications must be made on-line directly with ICMARC at http://www.icmarc.org.
- Loan repayments must be debited directly to the employee's bank account. Contact Human Resources for details.
- Upon terminating employment, be sure to speak with a representative from ICMARC to verify the circumstances under which funds may be withdrawn.

This information is provided as a convenient summary and does not cover all possible situations. For complete details, visit the ICMA Web site at http://www.icmarc.org or call 1-800-669-7400.

LIFE, AD&D, and LONG TERM DISABILITY INSURANCE

Life, AD&D and Long Term Disability Insurance is available through Sun Life Insurance Company for employees who work a minimum of 34 hours per week on a regular basis. SCFHP pays the premiums for each of these benefits provided by Sun Life Insurance Company. Benefits are effective the first of the month following the date of hire and cease immediately upon termination of employment.

This information is provided as a convenient summary and does not cover the terms and conditions of each benefit. For more detailed information, contact the Human Resources Department.

Life Insurance

Each employee is covered by \$100,000 of Group Term Life Insurance.

Accidental Death & Dismemberment (AD&D) Insurance

Employees are covered by Accidental Death and Dismemberment (AD&D) insurance which would pay an additional benefit, up to the amount of your Life benefit, if you suffer a covered loss due to an accident. Benefits are reduced to 56% at age 75, to 50% at age 80 and to 35% at age 85.

Long Term Disability (LTD) Insurance

Long term disability insurance is separate from short-term state disability insurance (SDI).

- The policy pays 60% of earnings up to a maximum of \$5,000.00 per month for all regular employees working 32 hours per week or more.
- The policy pays 66% % of your monthly earnings up to a maximum of \$10,000.00 per month for Executives working 32 hours per week or more.
- All benefits paid are taxable to the employee.
- Benefits begin on the 91st day from the start of the short-term disability period.

EMPLOYEE ASSISTANCE PROGRAM (EAP)

SCFHP provides an Employee Assistance Program to provide confidential counseling to help address the personal issues you face. This service, staffed by experienced clinicians, is available by calling a toll-free phone line 24 hours per day, seven days a week. A Guidance Consultant will refer you to a local counselor or to resources in your community.

For more details, go on-line to <u>www.guidanceresources.com</u> or call (877) 595-5284.

EMERGENCY TRAVEL ASSISTANCE SERVICES

Sun Life offers Emergency Travel Assistance services provided by Assist America. You have access to a unique emergency medical and personal assistance program while traveling, 24 hours a day, 365 days a year. Eligible participants have immediate access to doctors, hospitals, pharmacies and certain other services when faced with a medical-related emergency while traveling internationally or domestically more than 100 miles away from home. Additional information, including your Assist America ID card, can be found in your new hire package.

WELLNESS at WORK

At SCFHP, we strive to promote healthy behavior and develop an awareness of how each of us can accommodate our personal needs while improving our quality of life.

Although this program is not a formal one, we do provide several features to allow employees choice and flexibility such as:

- ❖ Employee Assistance Program (EAP) up to 5 FREE sessions for each employee, each year. Support available 24/7! (Refer to the section on Employee Assistance Program for more information.)
- ❖ Corporate Membership at the Campbell Fitness Center (Refer to the section on *Fitness Center* for more information.)
- ❖ Farmers' Market Healthy snacks available at a very low cost

FITNESS CENTER

SCFHP's employees are encouraged to take advantage of our corporate membership at the City of Campbell Fitness Center. The Center is located on the corner of Campbell and Winchester Avenues, just 1.5 miles away.

Employees may work out for free at the Fitness Weight Training Center, do a few laps in the Swimming Pool, exercise in the Aerobics Room, utilize the quarter-mile all weather outdoor running track, or pick up a game on the outdoor handball and tennis courts. Check posted Gym Times to play volleyball, badminton or basketball.

TUITION REIMBURSEMENT PROGRAM

SCFHP recognizes the value of continued education and encourages employees to develop in their career and take on increased responsibility. We offer an Education Reimbursement Program to reimburse employees for expenses incurred while continuing their education. Expenses covered include tuition for college credit courses, continuing education units, seminars and certification tests as well as the full cost of course related textbooks, lab fees and materials.

SCFHP will reimburse each employee up to a maximum of \$2,000 per fiscal year for education related expenses if certain conditions are met. These conditions are:

- The employee must be employed for at least one year to be eligible for education reimbursements;
- To be considered, the employee's performance must be rated "Meets Expectations" or better in all areas of responsibility;
- The course(s) must be directly related to the employee's development in his/her current position or to the work of the Department or to SCFHP in general;
- In advance of enrollment, the employee is to complete the Education Reimbursement Form and obtain written approval from his/her Director and member of Senior Staff;
- The course must be taken during non-working hours;