

**A Resolution of the Board of Directors of
the San Joaquin Valley Insurance Authority
Establishing a Policy for Sharing Information
with its Members**

The San Joaquin Valley Insurance Authority (“Authority”) is a joint exercise of powers authority formed by the County of Fresno and the County of Tulare (each of which is a “Member”; collectively, “Members”).

The Authority is governed by a Board of Directors (“Board”). The Board is comprised of seven directors (“Directors”), four of whom are appointed by and from the Board of Supervisors of the County of Fresno and three of whom are appointed by and from the Board of Supervisors of the County of Tulare.

Staff to the Authority include a Manager and an Assistant Manager, each of which is a Human Resources Director for one of the Members, and the staff in their respective departments who they may designate, as well as an Auditor-Treasurer, which is the County of Fresno’s Auditor-Controller/Treasurer-Tax Collector, and the staff in his or her department as he or she may designate. Legal advisors to the Authority are deputy attorneys designated by each Member’s County Counsel.

The Authority also retains a consultant for health benefits consultation and administration services (“Consultant”).

Meetings of the Board, and meetings of the Members’ boards of supervisors, are called, noticed, held, and conducted in accordance with the provisions of the Ralph M. Brown Act, which is codified in Title 5, Division 2, Part 1, Chapter 9 (beginning with section 54950) of the Government Code (“Brown Act”).

The Authority is a public entity separate from the Members. On most matters within the jurisdiction of the Authority, however, including those that may be discussed in a closed session of the Board, the interests of the Members and the interests of the Authority are aligned.

For that reason, the Board wishes to foster collaboration and cooperation between the Authority and the Members by establishing the policy set forth in this resolution.

The Board therefore resolves as follows:

1. General Disclosure. The Authority shall cooperate with each of the Members in all audits, inquiries, and investigations concerning the financial condition and operation of the Authority. That cooperation includes, but is not necessarily limited to, the Authority’s disclosure to each Member of communications and information that may otherwise be confidential. The Manager and the Assistant Manager may share such communications internally within their respective Member organizations as the Manager and Assistant Manager deem necessary.

2. Cross Disclosure. All information that the Authority discloses to one Member shall be disclosed to the other Member.

3. Communications from Consultant. All written communications from the Consultant, in its capacity as consultant to the Authority, shall be addressed to both the Manager and the Assistant Manager of the Authority, even if a communication is made in response to a request from only one of them. If the Consultant, for whatever reason, fails to address a written communication to both the Manager and the Assistant Manager, the one who received the communication shall promptly disclose it to the other. The Manager and the Assistant Manager may share such communications internally within their respective Member organizations, and with a Member's own consultants, as the Manager and Assistant Manager deem necessary.

4. Closed Session. All information received in closed sessions by the boards of supervisors of Members related to information presented to the Board in closed session is confidential and shall not be disclosed; provided, however, that:

a. Directors may disclose information obtained in a closed session of the Board that has direct financial or liability implications for their respective Member to the following individuals:

i. Legal counsel of that Member for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Member

ii. Other members of the board of supervisors of that Member who are present in a closed session of that board under Government Code section 54956.96, subdivision (b), and described on the applicable meeting agenda as provided in Government Code section 54954.5, subdivision (j).

b. Any designated alternate Director who is also a member of the board of supervisors of one the Members and who is attending a properly noticed meeting of the Board in lieu of the regularly appointed Director may attend closed sessions of the Authority.

c. This section 4 of this resolution is intended to be a policy as provided in Government Code section 54956.96, subdivision (a).

5. Protected Health Information. Disclosures authorized or required by this resolution do not include protected health information as that term is defined in the Health Insurance Portability and Accountability Act of 1996, as amended.

6. Participating Entities. Notwithstanding anything else in this resolution, nothing in this resolution authorizes or requires any disclosure to any "Participating Entity," as that term is defined in the Amended and Restated Joint Exercise of Powers Agreement Creating the San Joaquin Valley Insurance Authority, dated January 1, 2016, except insofar as each Member is also a Participating Entity.

7. Confidential Information of Members. Notwithstanding anything else in this resolution, nothing in this resolution authorizes or requires either Member to disclose its own confidential information to the other, or to the Authority.

8. Effective Date. The policy established by this resolution is effective as of January 1, 2017.

The Board of Directors of the San Joaquin Valley Insurance Authority approved the resolution above, "Establishing a Policy for Information Sharing with its Members," on October 27, 2017, by the following vote:

Aye: 6

No: 0

Absent: |



Pete Vander Poel, President

Attest:



Marie Edmondson, Acting Clerk

Keenan & Associates