

BEFORE THE BOARD OF COUNTY COMMISSIONERS

FOR TILLAMOOK COUNTY, OREGON

In the Matter of Re-establishing the ) RESOLUTION  
Tillamook County Community Health )  
Council ) #R-09 - 021

This matter came before the Board of Commissioners for Tillamook County, Oregon, on October 7, 2009.

The Board finds as follows:

1. Tillamook County Oregon is a community health center grantee under Section 330(e) of the Public Health Service Act.
2. Tillamook County is a public agency, a political subdivision of the State of Oregon.
3. The Tillamook County Community Health Council was established on May 19, 1993 by resolution of the Board of County Commissioners, to fulfill Section 330(k) governance requirements of public agencies.
4. Federal expectations of community health centers of public agencies receiving Section 330(e) grants have evolved since 1993.

NOW, THEREFORE, IT IS HEREBY RESOLVED that

- 5 The Tillamook County Board of Commissioners does hereby re-establish the Tillamook Community Health Council.

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IT IS FURTHER RESOLVED that

6. The powers, duties, membership, term of office, and other provisions as to the conduct of business shall be in accordance with the bylaws, attached as Exhibit A and incorporated by reference.

DATED this 7th day of October, 2009.

BOARD OF COMMISSIONERS FOR  
TILLAMOOK COUNTY, OREGON

Aye      Nay      Absent/Abstain

Tim Josi      ✓                        /  
Tim Josi, Chairperson

Mark Labhart      ✓                        /  
Mark Labhart, Vice Chairperson

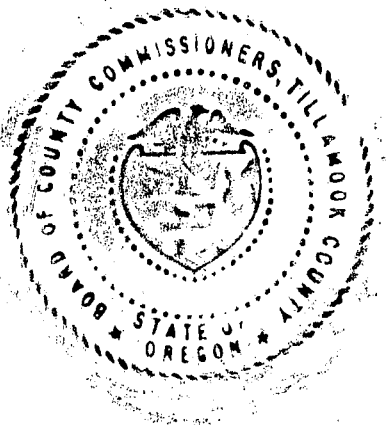
Charles J. Hurliman      ✓                        /  
Charles J. Hurliman, Commissioner

ATTEST: Tassi O'Neil  
County Clerk

APPROVED AS TO FORM:

BY: Sueann L. Beaufort  
Special Deputy

William K. Sargent  
William K. Sargent, County Counsel



**TILLAMOOK COUNTY  
COMMUNITY HEALTH COUNCIL  
BYLAWS (October 2009 Revision)**

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**I. PURPOSE**

The Tillamook County Community Health Council (Council) is ESTABLISHED by the Board of Commissioners (BOC) of Tillamook County to carry out certain governance activities, separately or in conjunction with the Board of Commissioners, as expected of Tillamook County as a Section 330 public agency Community Health Center grantee. The Council may also serve as an advisory board for several programs delivered by the Tillamook County Health Department; and to provide the Department with community input regarding programs delivered throughout the county.

**II. MISSION STATEMENT**

To assure excellence in Tillamook County Health Department services, providing leadership and working as partners for a healthy community.

**III. COUNCIL and COUNTY APPROVAL**

As amended and approved by the Council, and subsequently approved by the BOC, these jointly approved bylaws describe the distribution of governance activities required by Section 330 of the Public Health Services Act and are necessary for a viable health center.

**IV. RESPONSIBILITIES**

The Health Center's system of governance must provide leadership and guidance in support of the health center's mission. Day-to-day leadership and management responsibility rests with staff under the direction of the Executive Director (ED) of the health center. Together, the Council, the ED, and other members of the management team comprise the leadership for the health center.

Certain governance activities and responsibilities are reserved with the BOC. Reserved activities and responsibilities result from:

1. Statutory requirements (e.g., Oregon local budget law, Oregon public procurement statutes).
2. Responsibility for general policies (e.g., human resources, financial management, intergovernmental relations, labor relations, risk management).
3. Activities and responsibilities normally carried out by the board of a non-profit health center but incongruent with the Council as a body created through BOC resolution such as legal responsibility for operations and compliance.

The Council will be knowledgeable about the community and health care marketplace trends and will enable the health center to survive and thrive.

The BOC specifically assigns to and shares with the Council these functions and responsibilities:

1. The Council will approve the selection of the ED. The ED will be selected in accordance with general County human resource policies.
2. The Council will separately approve the health center budget submission to the statutory budget committee. The budget will be prepared under general county budgetary parameters and financial and risk management policies.
3. The Council will approve the Section 330 grant re-application before submission to HRSA. The BOC may also and separately approve this grant re-application in accordance with County grants management or intergovernmental agreement policies.
4. The Council will establish and approve any change to hours of operations, services, and service locations.
5. The Council will recommend at least annually a schedule of charges to the BOC for approval as required by ORS.
6. The Council will approve a schedule of income based discounts for health center services that must be discounted under Section 330 expectations to assure availability of services without regard to ability to pay.
7. The Council will periodically review the financial performance of the health center against planned goals.
8. The Council will evaluate health center activities to assure compliance with applicable federal, state and local laws and regulations.
9. The Council will assure provider credentialing and privileging.
10. The BOC will seek Council participation in evaluating the ED.
11. The Council will work with Health Department and community leaders in long term strategic planning activities.

## **V. MEMBERSHIP**

The Council shall have nine (9) to fifteen (15) members:

1. Consumer members will comprise at least a majority of total board membership.
  - a. An individual who is or has been a user of health center programs within the last two years, or
  - b. A legal guardian of a consumer who is a dependent child or adult, or a legal sponsor of an immigrant may also be considered a consumer.

- c. As a group, consumer members shall represent the individuals being, or to be, served by the health center.
2. Community Members will comprise the remainder of the board.
    - a. Community members will be comprised of members with a broad range of skills and expertise, such as community affairs, finance and banking, legal, labor relations, local health care systems and government.
    - b. No more than half of non-consumer members may be a Health Care Industry Representative (derive more than 10% of their income from the health care sector).
  3. No current employee of the health center, or the County, may serve as a member of the Council.
    - a. The Council may choose to include the ED as an ex-officio, non-voting Council member.

Council members are expected to attend each monthly meeting and actively participate in one (1) committee and/or special project.

## **VI. NOMINATIONS**

The Council will solicit interested persons to fill board vacancies using a process assuring compliance with bylaws, continued consumer representation and maintenance of skills and abilities while affording any interested community member consideration. The Council will approve nominations by majority vote. Nominations will be forwarded to the BOC for ratification.

## **VII. OFFICERS**

Officers shall be chosen from among members of the Council and include a Chair, Vice Chair/Treasurer, and Secretary. At least one officer shall be a consumer member. Term of office shall be one (1) year, starting July 1 and ends June 30, or any portion of an unexpired term longer than six months. Officers may serve up to two additional terms. Officers will be selected by written ballot at the June meeting.

The Council Chair will serve as the primary liaison with the Board of Commissioners if the full executive committee cannot attend a meeting with the Board.

Vacancies during the term of an officer may be filled for the remainder of the term by special election at a regular Council meeting.

The Chair will preside over meetings of the Council, prepare and ensure that an agenda is distributed prior to each regular meeting, and shall serve as Chair of the Executive Committee and ex-officio member of all other committees. The Vice-Chair/Treasurer shall perform the duties of the President in the latter's absence. The Secretary will ensure that minutes of all the meetings and proceedings are kept.

## **VIII. TERM OF COMMITMENT**

Council members shall serve staggered terms. A term is three (3) years. A term begins July 1 and ends June 30.

## **IX. REMOVAL OF COUNCIL MEMBER**

Any member may be removed when deemed in the best interest of the Health Council or the Health Department. The member whose removal is placed in issue shall be given prior notice of his/her proposed removal, and a reasonable opportunity to appear and be heard at a meeting of the Health Council. A member may be removed pursuant to this section by a vote of two-thirds (2/3) of the total number of members then serving on the Council.

If three consecutive meetings are missed without acceptable excuse, or four within six months, the member will automatically be given consideration for removal. In all cases the board chair will be the sole judge of reasonableness of an absence.

A member may apply for a leave of absence for any reason for up to nine months from the Council. Requests for leave will be acted on by the Executive Committee. Extensions are not granted.

## **X. MEETINGS**

Regular and special meetings shall be open to the public. Meeting notice will comply with Oregon statutes governing public agency meetings.

The Council will meet monthly. Minutes of each meeting will be recorded. Minutes will be reviewed and approved by the Council at subsequent Council meetings. The Council will decide on the format of minutes.

Special meetings of the Health Council may be called at any time by:

- a. The Chair of the Council;
- b. By any member with a signed petition of a majority of members; or
- c. In response to a request by the County.

The Chair shall convene a meeting within one (1) week of such request. Minutes of special meetings shall be kept and all Health Council members will be informed in a timely manner of any decisions or recommendations made in such special meetings.

Executive sessions may be called during any regular or special meeting, in congruence with Oregon public meeting law. Reasons for executive session are limited by public meeting law. Decisions will not be made during executive session.

A quorum for purposes of meeting will consist of the majority of current membership. The Council may act by the vote of a majority of members present and voting at a meeting at which a

quorum is present, except where a different vote is required by these bylaws. No proxy votes will be accepted.

Attendance by electronic means (e.g., video conference, conference call) is permitted as long as members are able to communicate effectively.

## **XI. COMMITTEES**

The Council shall designate the following standing committees: Executive, Finance, and Quality Assurance. Additional ad hoc committees, including a Nominating Committee, may be established by the Health Council, as needed, and may consist of additional individuals from the community chosen for their knowledge and concern about a specific issue or field of endeavor.

**Term of Office:** The Chairs of standing committees will be Board Officers and they will serve as committee chairs for the duration of their terms.

**Vacancies:** The Council Chair with majority vote of the Council will appoint all ex-officio committee members.

**Meetings:** All meetings of the committees shall occur at such time and place as designated by the Chair of the committee. All committees shall maintain written minutes of all meetings, which shall be available to the Health Council. Committees shall report verbally or in writing to the Council as necessary in the form of reports or recommendations.

Committees will act through majority vote. No proxy votes will be accepted. Attendance by electronic means (e.g., video conference, conference call) is permitted as long as members are able to communicate effectively.

## **XII. EXECUTIVE COMMITTEE**

**Membership:** The Executive Committee shall consist of the Chair, Vice Chair/Treasurer, Secretary and one other member of the Health Council, elected at large. The at large member's term will coincide with the Officer's terms.

The Executive Committee shall meet at such time and place as the chair may designate. A record of all its proceedings and actions shall be kept.

The Executive Committee will assist the Chair in preparing and assuring distribution of the agenda for all regular meetings, coordinate activities of all committees, and perform other duties as assigned by the Council.

The Executive Committee will meet when and where it designates, as necessary to complete its work. The Executive Committee will keep and approve minutes and distribute its agendas and minutes to all Council members.

### **XIII. FINANCE COMMITTEE**

In addition to other duties assigned by the Council, the Finance Committee will monitor the financial performance of the health center relative to planned performance. The Finance committee will assure that key financial policy actions are brought to the full Council as necessary. The Finance Committee will consist of the Vice Chair/Treasurer and at least two other members, one of which must be a Council member. The Vice Chair/Treasurer will act as Chair of the Finance Committee.

The Finance Committee will meet when and where it designates, as necessary to complete its work. The Finance Committee will keep and approve minutes and distribute its agendas and minutes to all Council members.

### **XIV. QUALITY ASSURANCE COMMITTEE**

The work of the Quality Assurance Committee is to evaluate the program's activities including service utilization patterns, productivity of the programs, patient satisfaction, achievement of program objectives and development of a process for hearing and resolving patient grievances.

Membership: The membership will consist of the Secretary and one additional Council member.

The committee will report quarterly to the full Council.

### **XV. NOMINATING COMMITTEE**

The Council may periodically create a nominating committee to carry out the work of managing the solicitation and election of members and officers. In the absence of a Nominating Committee, the Executive Committee will assume these responsibilities.

### **XVI. OTHER AD-HOC COMMITTEES**

Other ad-hoc Committees may be established by the Council as needed and may consist of additional individuals from the community chosen for their expertise and knowledge and concern about a specific issue or a field of endeavor. All Ad-Hoc Committees will have at least one consumer member. Once an Ad-Hoc Committee has completed assigned tasks, it shall cease to exist.

### **XVII. PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Revised shall be the parliamentary authority for the conduct of all meetings whenever they are not in conflict with the Bylaws, and by applicable laws and regulations of the United States and the State of Oregon.



## **XVIII. CONFLICT OF INTEREST**

Council members are required to follow the code of ethics set forth in ORS 244.040 and are prohibited from engaging in Actual Conflicts of Interest and must declare Potential Conflicts of Interest as those terms are defined in ORS 244.020. Members are to refrain from:

- Using her/his Council appointment in any way to obtain financial gain for the Council member, a person in the member's household or relative, or for any business with which the Council member or a person in the member's household or relative is associated.
- Taking any action on behalf of the Council, the effect of which would be a financial gain or loss to the member or a person in the member's household or relative.

No member of the Council shall participate in any discussion or debate or vote in a situation where an actual conflict of interest exists for that member, a person in the member's household or relative. The member must immediately declare the conflict orally to the Chair and explain the nature of the conflict. Both the declaration and the nature of the conflict must be noted in the minutes of the next scheduled Council meeting.

When a potential conflict of interest exists a Council member must immediately declare the conflict of interest to the Chair and explain the nature of the conflict prior to participating in any discussion, debate or vote on the issue at committee or Council level. Both the declaration and the nature of the conflict must be noted in the minutes of the next scheduled Council meeting.

Any Council member may challenge any other member as having a conflict of interest. It shall be the responsibility of the Chair to identify any conflict of interest, either by declaration or challenge.

## **XIX. COMPENSATION**

No salary shall be paid to a member for his/her service as a member of the Council. Direct expenses, including transportation, meals, child care and other necessary expenses incurred by Council members may be reimbursed. Council expenses will be subject to County policies on allowable employee expenses.

## **XX. AMENDMENT**

The bylaws may be repealed or amended, or new bylaws may be adopted at any meeting of the Council at which a quorum is present, by two-thirds (2/3) of those present and voting. At least fourteen days written notice must be given to each member of the intention to amend, repeal, or adopt new bylaws, including the proposed change. Proposed changes will also be provided the BOC chair with the same notice period. Bylaw amendments approved by the Council must comply with the authority granted in these Bylaws, County policies, state law and federal laws and regulations regarding Section 330 Community Health Center program or shall be deemed unenforceable and void.

Bylaw changes which are inconsistent with County policy, or bylaw changes which alter the assignment of governance activities between the Council and the BOC, are subject to approval of the BOC.

Tillamook County Community Health Council Bylaws approved by the Council at a meeting held 10/8/09 (date):

Donna J. Parks  
Community Health Council Chair

10/8/09  
Date

Donna J. Parks  
Printed Name