


TILLAMOOK COUNTY COMMUNITY HEALTH ADVISORY COUNCIL BYLAWS

Adopted September 21, 2022


Harry Coffman, Health Council Chair

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 Protect and Foster the Health of all People in Tillamook County

III. COUNCIL and COUNTY Agreement

These bylaws describe the authority and 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 CEO (aka Administrator) of the health center. Together, the Council, the CEO, and other members of the management team comprise the leadership for the health center.

Certain governance activities and responsibilities are reserved by 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.

Specifically, general policy which falls under the Statutory Requirements are as follows:

BOC Authorities

Fiscal Policies:

- Internal control procedures to ensure sound financial management procedures;
- Purchasing policies and standards.

Personnel Policies:

- Employee selection, performance review/evaluations and dismissal procedures;
- Employee compensation, including wage and salary scales and benefit packages;
- Position descriptions and classification;
- Employee grievance procedures;
- Equal opportunity practices.

The Council will be knowledgeable about the community and health care marketplace trends and will enable the health center to survive and thrive in the environment of health care reform. The BOC specifically shares with the Council these functions and responsibilities:

Health Council Executive Committee & BOC Authorities CEO/Administrator

1. The Council Executive Committee and a majority thereof shall sit on the recruitment and hiring committee for employment of a CEO/Administrator.
2. Health Council agrees to adhere to County Personnel Policies that adheres to County Policy and State and Federal law, to maintain due process and legality.
3. Health Council Executive Committee members and BOC shall jointly review CEO/Administrator applications & resumes in order to select candidates to interview consistent with County Policy.
4. Health Council Executive Committee and BOC shall jointly conduct interviews of CEO/Administrator applicants consistent with County Policy to guide process.
5. Health Council Executive Committee will select a CEO/Administrator candidate to make an offer of employment subject to satisfactory criminal record check and reference

check all in accordance with County Policy.

6. Health Council Executive Committee shall conduct a joint review and evaluation of CEO/Administrator at least annually using an agreed upon protocol and/or process.
7. Health Council Executive Committee will meet in executive session to discuss personnel issues and/or misconduct regarding the CEO. Should the Executive Committee identify a personnel issue that could lead to removal or resignation of the CEO, the Executive Committee or their designees (not less than three members) of the Health Council will meet with the BOC to discuss the issues and begin due process.
8. After meeting with the BOC, the Health Council Executive Committee shall determine, consistent with County policy, if the CEO/Administrator should be terminated from employment or asked to resign from the position.

Health Council & BOC Authorities Grant Administration

9. The Council will approve and recommend a schedule of Public Health charges/fees, based on Public Health program elements, to the BOC for review and approval as required by law.
10. The Council will approve grant applications related to the Community Health Center, including grants/designation applications and other Health Resources Services Administration (HRSA) requests regarding scope of project.
11. The Council will approve the annual 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.
12. The Council will approve the Section 330 grant re-application before submission to HRSA. The BOC will also approve this grant re-application in accordance with County grants management or intergovernmental agreement policies.

Health Council Authorities

13. The Council will establish long-term strategic planning, which would include regular updating of the health center's mission, goals and plans, as appropriate, and evaluate the health center's progress in meeting its annual and long-term goals.
14. The Council will establish and approve any change to hours of operations, services, fees for services, and service locations appropriate and responsive to the community's needs, including selection of services beyond those required in law to be provided by the health center, as well as the location and mode of delivery of those services.

15. The Council will establish general policies and procedures for the health center that are consistent with Health Center Program and applicable grants management requirements.

- Board member selection and dismissal procedures;
- Quality improvement system;
- Fee schedules for services;
- The sliding fee discount program;
- Billing and collections;
- Financial policies that assure accountability for health center resources;
- Avoidance of conflict of interest.

16. 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.

17. The Council will periodically review the financial performance of the health center against planned goals.

18. The Council will evaluate health center activities to assure compliance with applicable federal, state and local laws and regulations.

19. The Council will assure provider credentialing and privileging.

V. MEMBERSHIP

The Council shall have at least nine (9) and a maximum of fifteen (15) members:

Patient members will comprise at least a majority of total board membership (50% +1).

- a. An individual who has received at least one service in the past 24 months that generated a health center visit, where both the service and the site where the service was received are within the HRSA-approved scope of project.
- b. A legal guardian of a patient who is a dependent child or adult, or a legal sponsor of an immigrant may also be considered a consumer
- c. As a group, patient members shall represent the individuals being served by the health center

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 Earner (derive more than 10% of their income from the health care sector).

- c. The Council may choose to include the CEO (aka Administrator) as an ex-officio, non-voting Council member

No board member shall be an employee of the health center or the Tillamook County Health Department or an immediate family member (i.e., spouse, child, parent, brother, or sister by blood, adoption, or marriage) of an employee.

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 patient representation and maintenance of skills and abilities while affording any interested community member consideration. The Council will approve nominations by majority vote.

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 patient member. Term of office shall be one (1) year, starting July 1 and ends-ing June 30, or any portion of an unexpired term longer than six months. 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 Chair 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. An exception will be made for local Youth/Student Members to serve for one (1) year terms, with up to two (2) one-year terms additional.

IX. REMOVAL OF COUNCIL MEMBER

Any member may be removed when deemed in the best interest of the Health Council or the

Health Center. 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. Where geography or other circumstances make monthly, in-person participation in board meetings burdensome or not possible, monthly meetings may be conducted by telephone or other means of electronic communication where all parties can both listen and speak to all other parties. In the event that phone or electronic communication is not available as an alternative on the scheduled meeting date, then communication about the meeting will occur when electronic and telephonic communication becomes available.

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;
- 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 non 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 up to two other members 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 approve Health Council

agendas.

The Executive Committee will act on behalf of the full Council in certain circumstances (i.e. immediate decision or vote required to comply with deadlines, etc.) and forward on the decision to the full Council for ratification.

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. PARLIAMENATRY 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 Council member shall be an employee of the health center or the Tillamook County Health Department or an immediate family member (i.e., spouse, child, parent, brother or sister by blood, adoption, or marriage) of an employee.
- The CEO/Administrator may serve only as a non-voting, ex-officio member of the board.
- The health center grantee must have written standards of conduct governing the performance of its employees engaged in the award and administration of contracts. In the case of a Co-Applicant relationship, Tillamook County's Contracting Policy governs.
- No health center employee, Council member, or agent may participate in the selection, award, or administration of a contract supported by Federal funds if a real or apparent conflict of interest would be involved. Such a conflict would arise when a health center employee, Council member or agent, or any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the firm selected for an award.
- The Council members, employees, and agents of the health center grantee shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, or parties to sub agreements. However, recipients may set standards for situations in which the financial interest is not substantial or the gift is an unsolicited

item of nominal value.

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.

Council members shall annually complete a disclosure form that lists personal and professional affiliations, thus ensuring that conflicts of interest are assessed on a regular, periodic basis.

Disclosure forms will be reviewed by the Health Council Executive Committee. Depending on the circumstances, the Council will determine one of two things:

- The Council member does not have an actual or apparent conflict of interest and may participate in the deliberations and/or vote regarding the matter. In order to make this determination, the Council must conclude that the potentially conflicted Council member's other interest is not, nor does it appear to be, at odds with the interests of the health center, and that his or her participation in the deliberation and/or vote does not compromise the health center's reputation.
- The Council member has an actual or apparent conflict of interest and must abstain from voting on the matter. Further, the Council may determine that the Council member should abstain from participating in deliberations, or otherwise use personal influence to affect the decision.

XIX. COMPENSATION

No salary shall be paid to a member for his/her service as a member of the Council. Certain limited reimbursement of Council members may be permitted as follows:

1. Reasonable expenses actually incurred by reason of Council member participation in board activities (i.e. transportation, meals, child care and other necessary expenses incurred by Council members) may be reimbursed;
2. For wages lost by reason of participation in the activities of such Council if the member

is from a family with an annual family income less than \$10,000 or if the member is a single person with an annual income less than \$7,000.

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. If any part of this agreement is declared unenforceable or invalid, the remainder will continue to be valid and enforceable.

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.