

FAYETTE COUNTY HEALTHCHOICES ADVISORY BOARD

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1. NAME - The name of this organization shall be the "Fayette County HealthChoices Advisory Board".

Section 2. PURPOSE - The Board shall serve in an advisory capacity to the County Commissioners and to the Fayette County HealthChoices Chief Executive Officer to develop and plan with them those Medicaid behavioral health services mandated per Department of Public Welfare contract and RFP #11-97.

Section 3. DUTIES - The duties and powers of the Board are outlined as follows:

- (a) To review and evaluate the County's HealthChoices Program needs, services, and special problems in relation to the local health and welfare needs, services and programs.
- (b) To develop, together with the Chief Executive Officer, annual plans for the HealthChoices Program.
- (c) To make recommendations to the County Commissioners regarding the program and any other matters relating to the HealthChoices Program and services in the County, including purchase of service contracts and the extent of funds required to implement the program.
- (d) To review performance under the HealthChoices Program.

ARTICLE II
MEMBERSHIP

Section 1. Appointments to this Board shall be made in accordance therewith by the County proposal in response to Department of Public Welfare Request for Proposal #11-97 and serve a three (3) year term. Membership will include nine (9) members from the following entities: one (1) mental health consumer or family member; one (1) person in recovery (chemical substance abuse); two (2) Fayette County Behavioral Health Administration (“FCBHA”) Advisory Board Members; SCA Executive Director; and four (4) representatives from the community-at-large. The FCBHA Advisory Board Representatives are appointed by the FCBHA Advisory Board

Section 2. Resignations from this Board are filed with the Chairman of the Board. In the case of a Board resignation or termination, the new appointee will fill the unexpired term of the previous Board Member.

Section 3. In order to fill a vacancy due to resignation or termination, the Chairman shall notify Board Members of the vacancy(s) at the next scheduled Board Meeting. A nomination slate shall be developed and presented for vote at the following Board Meeting.

Section 4. Conflict of Interest – A member who has a personal or private interest in any measure proposed or pending before the Board shall disclose the fact to the Board and shall not vote thereon.

ARTICLE III
MEETINGS OF THE BOARD

Section 1. Regular Meetings – The Board shall hold four (4) monthly meetings, with additional meetings scheduled as necessary.

Section 2. Special Meetings – Special meetings may be called by the Chairman of the Board, or by the majority vote of the Executive Committee, or upon written request to the Chairman from any four (4) members of the Board. The Chairman shall act affirmatively upon the request. The Board shall be notified at least one (1) week in advance of the topics to be discussed at the special meeting and no other business other than said topics shall be transacted.

Section 3. Quorum – Five (5) Board members shall constitute a quorum and no business shall be transacted unless five (5) Board members are present at the meeting.

ARTICLE IV

OFFICERS

Section 1. Officers – The officers of the Board shall be Chairman, Vice-Chairman, and Secretary.

Section 2. Election of Officers – The nomination of officers shall be held during the November meeting of each year. Elections shall be held at the first meeting of the calendar year. Elected members shall assume office upon election.

Section 3. Terms of Office – Officers shall serve a term of one (1) year and shall be eligible for re-election at the completion of said one (1) year term.

Section 4. Vacancies – A vacancy for the balance of the term occurring in any office shall be filled by the Board at its next regularly constituted meeting.

Section 5. Duties

- (a) Chairman – The Chairman of the Board shall preside at all regular or special meetings of the Board. The Chairman shall appoint all standing and special committees; shall vote only in the case of a stalemate; and shall be an ex-officio member of all committees. The Chairman also certifies by signature all Board Minutes once adopted by the members of the Board. Minutes are not considered official until certified by the Chairman.
- (b) Vice-Chairman – The Vice-Chairman shall, in the absence or incapacity of the Chairman, perform the duties of the Chairman, subject to the provisions of these Bylaws.
- (c) Secretary – The Secretary shall be the recording officer of the Board and the custodian of its records except such records as specifically assigned to others. The Secretary shall keep one book that contains the Bylaws of the Board, the Department of Public Welfare HealthChoices contract, and the VBH-PA contract. The Secretary shall review financial reports and audits with the Chief Financial Officer who will report to the Board at regular or special meetings of the financial condition of the program.

ARTICLE V
COMMITTEES

Section 1. Special Committees – Special Committees may be authorized by the Board in regular or special meetings assembled or by the majority of the Executive Committee for any purpose for which there is no existing committee of the Board. The Chairman shall appoint the members of any such committee from within the membership of the Board unless otherwise stipulated by the majority of the Executive Committee.

Section 2. Standing Committees – Terms of Office – Appointment

The Chairman shall appoint the following Committees: Bylaws, and Operations. The members of these committees shall hold office for one (1) year from the date of appointment, except those members who hold office at the time of the adoption of these bylaws who shall continue in office until the end of the current calendar year. The Chairman shall appoint the chairperson of each committee, except the Executive Committee.

- a) Executive Committee – This committee shall consist of the Officers of the Board and two (2) members of the Board to be elected by the membership of the Board at the first meeting of the calendar year. The duties of this committee shall be to act between Board meetings in cases of emergency. The minutes of the Executive Committee Meetings shall be read at the regular Board meeting. All actions of the Executive Committee are subject to approval of the Board. The Chairman shall be the chairperson of the Executive Committee.
- b) Bylaws Committee – This committee shall consist of three (3) Board members and have such duties as are generally assignable to such a committee together with the duties outlined in Article VI of these bylaws.
- c) Operations Committee – This committee shall consist of at least three (3) Board members. The committee shall have such duties as related to the general operations of the Fayette County HealthChoices Program. This includes review and analysis of contracts, audits, management information system and any data developed for the quality management of the program. The committee will be responsible for assisting the CEO or designee in planning and implementing the County Compensation Plan, reviewing training reports/staff development, and planning for effective recruitment and retention of the work force to implement the HC Program.

Section 3. Vacancies – The Chairman of the Board shall have the power to fill vacancies on any committee, except the Executive Committee, whose members shall be elected by the membership of the Board.

Section 4. Quorum – A majority of the members of any committee shall constitute a quorum.

Section 5. Ex-Officio Members – The Chairman of the Board shall be ex-officio member of all committees.

Section 6. Minutes – Each committee shall keep a record of its committee meetings and report its minutes at the next regular meeting of the Board.

ARTICLE VI

AMENDMENTS

Section 1. Bylaws – These Bylaws may be amended at a regular meeting or special meeting of the Fayette County HealthChoices Advisory Board by two-thirds vote of the membership present, provided, however, that any proposed amendments have been presented to the Bylaws Committee. This committee shall review the proposed changes and submit them in writing to the membership two weeks in advance of said regular or special meeting. The Bylaws Committee shall also report its recommendations concerning amendments to the Board for its approval or disapproval.

ARTICLE VII

ABSENCES

Section 1. Regular Scheduled or Special Meetings – Any person serving on the Board who shall be absent from two (2) consecutively scheduled meetings (whether the same be the regular scheduled meeting or a special meeting) without due cause as described by the Board, it shall be recommended that this person's membership be terminated in accordance with the procedures

listed below. To establish due cause, the Board Chairman must be notified with the explained absence prior to the meeting in order for the Board to consider as an excused absence from the meeting.

Removal from the Board for failure to attend two (2) consecutively scheduled meetings as aforesaid, should occur only after written notification is sent from the Chairman of the Fayette County HealthChoices Board to the absent member at least seven (7) days prior to the next regular scheduled or special meeting. This notice shall state:

- (a) The date, time and place of the next regular or special meeting;
- (b) That the said member has been absent from two (2) consecutively scheduled meetings whether the said be a regular or special meeting;
- (c) Said member, at the next regularly scheduled or special meeting, may show cause why his or her membership should not be terminated and why he or she should not be removed from the Board for failure to attend two (2) consecutively scheduled meetings aforesaid.

If said member appears to show cause why his or her membership should be continued, it shall have to be agreed upon by majority vote of the other Board members.

If said member fails to appear and show cause why his or her membership should not be terminated, his/her membership shall be terminated automatically.

ARTICLE VIII

CONFIDENTIALITY

Section 1. **CONFIDENTIALITY**

- (a) Board Members have a fiduciary duty to the HealthChoices Program and the Board as a whole (hereinafter the “Program”), which includes a duty of loyalty.

- (b) A Board Members' duty of loyalty requires that each Board Member not take any action, which would be detrimental to the Program, including, but not limited to the disclosure of confidential information.
- (c) Confidential information includes, but is not limited to information of every kind and sort relating to the Program, including proprietary information, client information, financial and technical information prepared or compiled by or for the Program ("Confidential Information").
- (d) Board Members shall not disclose, in any form or manner whatsoever, Confidential Information to any individual, entity or association whatsoever, without the express written consent of the administrators of the Program.
- (e) Board Members shall not make copies in any manner whatsoever of any documents containing Confidential Information, without the express written consent of the administrators of the Program.
- (f) Any and all disclosures of Confidential Information made pursuant to the Sunshine Act or any other federal and/or state statute or regulation, shall not be made by any individual Board Member or Members, but shall be made in the form of a written statement of disclosure issued by the Board of Directors.
- (g) Any and all questions regarding confidentiality issues and issues regarding Confidential Information that can not be resolved by referring to these Rules or for which a question, an issue of interpretation or conflict arises shall be referred to the Assistant County Solicitor retained to represent the Program for advice.

Section 2. Violations - Any person serving on the Board who it is determined has violated any of confidentiality provisions of Section 1, once said violation has been substantiated, may tender his voluntary resignation from the Board. In the absence of a voluntary resignation, the Board may recommend that this person's membership be terminated without further consideration.