

Santa Barbara County



Santa Barbara County Health Center Board

BYLAWS

BYLAWS EFFECTIVE January 2010

The Community Health Center Board Bylaws were adopted by motion dated February 24, 2010.

Acknowledged and Agreed:

Signature: Marina Gordon

Printed Name: Marina Gordon

Title: Chair, Community Health Board

Date: 2/24/10

Revision Acknowledgement and Approved By Board:

Signature: Skip Szymanski

Print Name: Skip Szymanski

Title: Chair, Health Center Board

Date: February 25, 2015

Date of Last Review: June 16, 2014

HEALTH CENTER BOARD
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Article I: Name

This body shall be known as the Santa Barbara County Health Center Board, and shall be thereafter referred to as "the HC Board".

Article II: Purpose

The Board is the consumer-majority governing Board mandated by the Health Resources Services Administration's (HRSA) - Bureau of Primary Health Care (BPHC) to provide oversight of the county's network of federally-qualified health centers (FQHCs).

The Board shall assist and advise the Public Health Department in promoting its vision of healthy people in healthy communities. It shall support and guide the Public Health Department in its mission to improve the health of our communities by preventing disease, promoting wellness, and ensuring access to needed health care. The Board will provide input and feedback to generally advise the development, implementation and evaluation of Public Health Department- Primary Care & Family Health (PCFH) Regional Clinic Division programs, including but not limited to all programs funded through the BPHC Health Center Grant.

Article III: Authorities and Responsibilities

The HC Board has specific authorities and responsibilities to meet the governance expectations of the Public Health Department's BPHC Health Center grant. Santa Barbara County is a public entity. Therefore, the County Board of Supervisors retains authority over fiscal and personnel policies. Day-to-day leadership and management resides with staff under the direction of the Public Health Department Director.

The HC Board's responsibilities include providing advice, leadership and guidance in support of the Public Health Department's mission. This includes providing at a minimum, an annual report to the Board of Supervisors regarding the health care needs of Santa Barbara County residents.

The HC Board will be knowledgeable about marketplace trends and shall have the responsibility for assisting and advising the Public Health Department to ensure that the Public Health Department remains viable in its marketplace while it pursues its mission.

Based on the mandates of the Grant, the HC Board shall have the following authorities:

- Approve and participate in the selection/dismissal, annual review and continued

leadership of the Health Center Executive Director;

- Determine the services to be delivered and the hours of operation;
- Approve applications related to the health center project, including grants/designation applications and other HRSA requests regarding scope of project;
- Review and approve financial priorities and approval of the FQHC clinic audit and budget within appropriations made available by the Board of Supervisors;
- Adoption of policies necessary and proper for the efficient and effective operation of the FQHC clinics, and establish long-term goals;
- Periodic evaluation of the effectiveness of the FQHC activities, including:
 - Service utilization patterns;
 - productivity;
 - patient satisfaction;
 - achievement of project objectives; and,
 - developing a process for hearing and resolving patient grievances.
- Compliance with federal, state, and local laws and regulations; and
- Adoption and annual review of bylaws.

The HC Board shall work with the Public Health Department's management and community leaders to actively engage in long-term strategic planning to position the Public Health Department now and into the future.

Article IV: Limitations of Authority

The Board of Supervisors shall maintain the authority to set general policy concerning fiscal and personnel matters concerning the Santa Barbara County FQHCs, including those matters in County Ordinance Code, policies related to financial management practices, labor relations and conditions of employment. The HC Board may not adopt any policy or practice, or take any action, which is inconsistent with the County Ordinance Code or which alters the scope of any policy set by the Board of Supervisors on fiscal or personnel issues.

Article V: Members

Section I - Member Appointments

There shall be at least eleven (11) and no more than nineteen (19) members of the HC Board. The members shall be comprised of two categories of members:

A. Consumer Members:

1. A majority of the board (at least 51 percent) shall be consumers or qualified representatives of consumers of the Santa Barbara County FQHCs and who

represent clients served by the clinics. Consumer members are defined as individuals who are served by the Health Center and who utilize the Health Center as their principal source of primary care and who have used the Health Center's Services within the last two years. A legal guardian of a consumer who is a dependent child or adult or a legal sponsor of an immigrant consumer, may be considered a consumer for purposes of Board representation.

2. In making consumer member nominations, the Health Center Board shall assure that such members, as a group, are representative of the consumer population of the Santa Barbara County FQHCs in terms of factors such as special population representation, ethnicity, location of residence, race, gender, age and economic status.

B. Community members:

1. Shall consist of those who possess expertise in community affairs, finance, legal affairs, or business or other commercial concerns, and who are capable of providing expertise in government or business and leadership.
2. No more than one half (50%) of the non-consumer board members may derive more than 10% of their annual income from the health care industry.

All members must be residents of Santa Barbara County and lawful citizens of the United States. No member of the Board shall be an employee of the Health Center, or a spouse, child, parent, or sibling by blood or marriage of an employee. No member shall have a financial interest which would constitute a conflict of interest.

Section II - Responsibilities and Rights of Members

A. All members must:

1. Attend all Board meetings, either in person or via electronic and or telephonic remote conferencing as technology is available.
2. Serve without compensation, however mileage and meal expenses may be allowable in accordance with the reimbursement policies of the County of Santa Barbara and the Public Health Department.
3. Be subject to the conflict of interest rules applicable to the Board of

Supervisors of the County of Santa Barbara and the laws of the State of California.

- B. Members-shall-be-entitled-to receive agendas;-minutes, and all other materials related to the Board, may vote at meetings of the Board, and may hold office and may Chair Board committees.

Article VI: Nominations

Anyone may nominate a person for voting membership on the Board so long as the nominee meets the membership requirements of these Bylaws. Nominations shall be given to the Chair.

In addition, the Board shall ensure that public notice is provided regarding current and pending vacancies. The public notice must be posted at least in the same locations as the notice of regular meetings posted pursuant to Article 12, Section C.2 of these Bylaws, and the Board has discretion to post notice in additional locations. Such notice must be given sufficiently in advance to permit members of the public at least three weeks after the posting of the notice to submit an application before the selection process outlined in this Article.

If requested by the Chair, Vice-Chair, or any of their designees, a nominee must provide information sufficient to confirm they meet membership requirements of these Bylaws. A person who is not nominated but applies for a voting seat on the Board must submit a completed application on an application form adopted by the Board.

A list of nominees and other applicants shall be presented to the Board at a meeting between two and four months in advance of the expiration of terms for voting membership positions which are up for selection.

A nominee may decline nomination. Each proposed new or returning member who is nominated or who applies shall be separately selected by a majority vote of these members present and voting at the meeting designated for such selections. A nominee or applicant who is so selected for voting membership shall begin his or her new term immediately upon the end of the term of the prior holder of the seat for which the selection was held.

Article VII: Term of Office

All terms of office shall be for three (3) years and they may serve two (2) consecutive terms of membership. Each Board member may serve additional terms after mutual agreement and approval from the Board. The effective date of membership corresponds to the date that the nomination is approved by the Board.

Article VIII: Vacancies

Based on the mandates of the Health Center Grant, the Board shall have the ability to appoint members to fill vacancies, following the procedures outlined in Article VI: Nominations.

Article IX: Removal

Any member may be removed whenever the best interests of the Board will be served. 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 Board. 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 Board.

Continuous and frequent absences from the Board meetings, without reasonable excuse, shall be among the causes for removal. In the event that any member is absent without acceptable excuse from three (3) consecutive Board meetings or from four (4) meetings within a period of six (6) months, the Board shall automatically give consideration to the removal of such person from the Board in accordance with the procedures outlined in this Article.

The HC Board will accept a verbal resignation to staff member as long as it is properly documented. The Health Center ED will send an email or letter to the Board member confirming their resignation. Following seven days of receipt of the letter, the resignation will be accepted by the Board.

Article X: Conflict of Interest

A conflict of interest is a transaction with the Public Health Department and/or the Health Center in which a Board member has a direct or indirect interest, either economic, emotional, financial, or otherwise and the Board Member is involved in an action which results in or appears to result in personal, organizational or professional gain. Conflict of interest or the appearance of conflict of interest by Board members, employees, consultants and those who furnish goods or services to the Public Health Department (or Health Center) must be declared. Board members are required to declare any potential conflicts of interest by completing a conflict of interest declaration form (see Appendix A).

Each member is required to fully disclose any business or professional activity or other interest that could form or have the appearance of forming the basis for a conflict of interest in their position on the Health Center Board. The Board shall consider such disclosures and take appropriate actions, as required. Failure of a Board Member to fully disclose as required under this section X may, at the Board's discretion, be cause for immediate removal from office. In

addition, the Board shall establish, adopt and periodically update a written policy that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Board members, officers, employees, consultants, and/or agents who provide services or furnish goods to the Corporation, and for maintaining confidentiality of Health Center's proprietary information.

No Board member shall be an employee, or an immediate family member of an employee of the Santa Barbara County Public Health Department. The Department Deputy Director of the Primary Care and Family Health Division (serving in this capacity as the Health Center Executive Director) may serve as an ex- officio member of the Board.

Article XI: Compensation

Board members serve without compensation, however mileage and meal expenses may be allowable in accordance with the reimbursement policies of the County of Santa Barbara and the Public Health Department.

Article XII: Meetings

Section I - Regular Meetings

The Board shall meet a minimum of once each month and maintains records/minutes that verify and document the board's functions.

Section II - Conduct of Meeting

The meeting shall be conducted in accordance with the most recent edition of Roberts Rules of Order.

Section III- Open and Public

All meetings will be conducted in accordance with the provisions of the Ralph M. Brown Act, open public meeting law, as amended.

Section IV - Notice, Agenda and Supportive Materials

- A. Written notice of each regular meeting of the Board, specifying the time, place and agenda items, shall be sent to each member not less than seven (7) days before the meeting. Preparation of the Agenda shall be the responsibility of the Chair in conjunction with the Health Center ED or designee.
- B. The agenda of each meeting shall be posted in a public notice area including, but not

limited to the public notice bulletin Board at 300 N San Antonio Road Santa Barbara CA 93110 and each of the regional clinics in accordance with the Ralph M. Brown Act and not less than seventy-two (72) hours prior to the meeting except as permitted by the Ralph M. Brown Act.

- C. Items which qualify as an emergency, pursuant to the Ralph M. Brown Act, can be added to the agenda at the meeting by a two-thirds (2/3) vote of the members present .

Section V - Special Meetings

To hold a special meeting, advance notice of such meeting shall be given.

Section VI- Format of Meetings

The make-up of membership should dictate the format by which meetings are conducted.

Section VII - Quorum and Voting Requirements

- A. A quorum is necessary to conduct business and make recommendations.
A quorum shall be constituted by the presence of a majority of the members of the Board then in existence.
- B. A majority vote of those Board members present is required to take any action.
- C. Each member shall be entitled to one vote. Voting must be in person or on the telephone or via video-conferencing; no proxy votes will be accepted.
- D. Attendance at all meetings shall be recorded on a sign-in sheet. Members are responsible for signing the attendance sheet. The names of members attending shall be recorded in the official minutes.
- E. The Health Center ED clinics shall have direct administrative responsibility for the operation of the FQHCs and shall attend, or assign a delegate in his/her absence, all meetings of the Board but shall not be entitled to vote.

Article XIII: Officers

The Chair and Vice-Chair shall be chosen from among the members of the Board.

Section 1: Nomination & Election

Nominees for officers shall be selected from the Board membership. Nominees for Board membership shall be presented at the regular October meeting, and nominations for Board officers shall be made at the regular November meeting. A nominee may decline nomination.

Officers shall be elected annually by a majority vote of these members present and voting, as the first order of business at the December meeting of the Board.

Section 2: Term of Office

Officers shall be elected for a term of one (1) year, or any portion of an unexpired term thereof, and shall be eligible for reelection to serve additional terms after mutual agreement and approval from the Board. A term of office for an officer shall start January 1, and shall terminate December 31, of the same year, or shall serve until a successor is elected.

Section 3: Vacancies

Vacancies created during the term of an officer of the Board shall be filled for the remaining portion of the term by special election by the Board, at a regular meeting in accordance with this Article.

Section 4: Responsibilities

The officers shall have such powers and shall perform such duties as from time to time shall be specified in these Bylaws, resolutions or other directives of the Board.

A. Chair

The Chair shall preside over meetings of the Board, shall serve as Chair of the Executive Committee and shall perform the other specific duties prescribed by these Bylaws or that may from time to time be prescribed by the Board.

B. Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the latter's absence and shall provide additional duties that may from time to time be prescribed by the Board.

Article XIV: Executive Committee

The Board shall have the following standing committee:

- Executive Committee

Meetings

- The Executive Committee shall meet on an as needed basis and at such time and place as it may designate and shall keep a record of all its proceedings and actions.
- Special meetings of the Executive Committee may be called on one (1) day's notice by the Chair or by three (3) members of the Executive Committee.

Membership

- The Executive Committee shall consist of the Chair, Vice-Chair, and one (1) member of the Board elected as a member-at-large. If neither the Chair nor Vice Chair are Consumer members then the member at large must be a Consumer member.

Election

- Officers and members-at large shall be elected annually by a majority vote of these members present and voting, as the first order of business at the-December meeting of the Board, in accordance with Article XIII.

Powers

- The Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of its responsibility.
- The Executive Committee may meet to conduct critical business that cannot wait until the next board meeting. Any actions or recommendations of the committee must be reviewed and approved by the Board.
- The Executive Committee may also provide feedback and guidance to the Executive Director as needed between meetings of the entire Board.
- In the event removal of the Health Center Executive Director is deemed necessary by the Board, the Executive Committee shall develop criteria for removal of the Executive Director, which will be presented to the full BOARD for approval. Such removal shall not constitute a termination of employment by the COUNTY.

Voting

- The Executive Committee shall act by majority vote of those present at a meeting having a quorum. Three (3) members of the Executive Committee shall constitute a quorum.

Vacancies

- Vacancies on the Executive Committee shall be filled by special election at a regular meeting of the Board, in accordance with Article XIII.

Article XV: Committees

In addition to the Executive Committee, the Board may appoint other committees as the Board sees as appropriate to carry out its responsibilities by resolution. The resolution shall be adopted at a meeting of the Board at which a quorum is present.

Each committee shall consist of two (2) or more Board members, at least one (1) of who is a Consumer Member. Committees may also consist of additional persons from the community chosen for their knowledge and concern about a specific issue or field or endeavor who are not members of the Board.

The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of its responsibility. Any actions or recommendations of a committee must be approved by the Board.

Section 1: Non-Executive Committee Appointments

A. Chair

The Chair of the Board or by majority vote shall appoint the Committee Chair from the members of the committee.

B. Members

Committee members shall be appointed by the Chair of the Board with the approval of the Board.

C. Term of Office

The Chair of a committee shall hold office for a maximum on one (1) year or until a successor is appointed and approved. All members of each committee shall hold office for one (1) year and a maximum of three (3) years or until a

successor is appointed and approved.

D. Vacancies

The Chair of the Board, with the approval of the Board, shall have the power to fill any vacancies that occur on the committee.

Section 2: Meetings

All meetings of the committees shall meet at such time and place as designated by the Chair of the committee and as often as necessary to accomplish their duties.

Section 3: Minutes

All committees shall maintain written minutes of all meetings, which shall be available to the Board. They shall report in writing to the Board as necessary, in the form of reports or recommendations.

Article XVI: Amendments

The bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting of the Board at which a quorum is present, by two-thirds (2/3) of those present and voting. At least fourteen (14) days written notice must be given to each member of the intention as to alter, amend, repeal, or to adopt new Bylaws at such meetings, as well as the written alteration, amendment or substitution proposed. The established bylaws must be reviewed annually either by the Board or by committee. Any revisions and amendments must be approved by the Board. Date stamping for purposes of identifying last review are not considered revisions to the bylaws.

Article XVII: Organizational Changes

In the event the Public Health Department is reorganized or merged with another Department within Santa Barbara County, the Board shall:

- A. Continue to meet its purpose and responsibilities in cooperation with the newly created organizational unit performing community health functions.
- B. Immediately upon reorganization or merger amend its Bylaws, as needed.

Article XVIII: Dissolution

In the event of dissolution, the Chair shall give the Board of Supervisors written notice the Health Center intends to dissolve. The notice must include a copy or summary of the plan of dissolution.

- A. Immediate Dissolution. This Board shall terminate immediately upon the non-renewal or termination of the Section 330 grant, or upon the loss of any license, permit or other authorization required by law or regulation for operation of the Health Center.
- B. Dissolution for Mutual Convenience. This Board may be terminated upon the mutual approval of HRSA, The County and the Health Center Board.
- C. Dissolution Contingent Upon HRSA Approval. With the exception of a termination for cause arising from the voluntary or involuntary loss of the Health Center's FQHC designation (or its Section 330 grant), termination shall not become effective unless and until HRSA issues its written approval of such termination.



Takashi Wada, MD, MPH *Director/Health Officer*
 Suzanne Jacobson, CPA *Chief Financial Officer*
 Susan Klein Rothschild, M.S.W. *Deputy Director*
 Angela Gonzalez, MHA *Deputy Director*
 Polly Baldwin, MD, MPH *Medical Director*

CONFLICT OF INTEREST

Conflict of Interest. Defined as an actual or perceived interest by the member in an action which results or has the appearance of resulting in personal, organizational, or professional gain.

Duty of Loyalty. Board members will be faithful to the organization and can never use information obtained in his/her position as a Board member for personal gain.

Responsibilities of Board Members

1. A Board member must declare and explain any potential conflicts of interest related to:
 - Using her/his Board appointment in any way to obtain financial gain for the member's household or family, or for any business with which the Board member or a Board member's household or family is associated.
 - Taking any action on behalf of the Board, the effect of which would be to the member's private financial gain or loss.
2. No member of the Board shall vote in a situation where a personal conflict of interest exists for that member.
3. No Board member shall be an employee of the Health Department or an immediate family member of an employee.
4. Any member may challenge any other member(s) as having a conflict of interest by the procedures outlined in the Board's Bylaws, Article IX.

As a Board member, my signature below acknowledges that I have received, read and had an opportunity to ask clarifying questions regarding these conflict of interest requirements. I understand that any violation of these requirements may be grounds for removal from Board membership.

Board Member's name (please print): _____

Board Member's signature: _____ Date: _____