

Santa Barbara County Community Health Center Board

BYLAWS

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COMMUNITY HEALTH CENTER BOARD
Santa Barbara County Public Health Department
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Article I: Name

This body shall be known as the Santa Barbara County Community Health Center Board, and shall be thereafter referred to as “the CHC 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 provide comprehensive health care that is quality-driven, affordable and culturally competent to the people of Santa Barbara County. 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 Primary Care Grant.

Article III: Responsibilities

The CHC Board has specific responsibilities to meet the governance expectations of the Public Health Department’s primary health care grant from the Federal Bureau of Primary Health Care. 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 CHC 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 CHC 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 Primary Care Grant, the CHC Board shall have the following authorities:

- Participate in the selection, annual review and continued leadership of the Deputy Director of the FQHC clinic operations;
- Identification and consultation about the services to be delivered and the hours of operation;
- Review and approve financial priorities and approval of the FQHC clinic 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;
- Periodic evaluation of the effectiveness of the FQHC clinics in making services accessible to County residents;
- Development and implementation of a procedure for hearing and resolving patient grievances;
- Approval of the implementation and ongoing operation of the Community Health Center (CHC);
- Adoption of a quality of care audit procedure;
- Compliance with federal, state, and local laws and regulations; and
- Adoption of bylaws.

The CHC 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 any and all fiscal and personnel matters concerning the Santa Barbara County FQHCs, including those matters in County Ordinance Code, policies related to financial management practices, charging and rate setting, labor relations and conditions of employment. The CHC 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

- A. There shall be thirteen (13) voting members of the CHC Board. The members shall be comprised of two categories of members:
 - 1. Eight (8) members from consumers of the Santa Barbara County FQHCs ("Consumer Members"); and
 - 2. Five (5) members from differing segments of the County and the community ("Community Members").
- B. The consumer members will be appointed by the Director of the Public Health Department in accordance with the following requirements:
 - 1. Eight (8) members selected solely from consumers or qualified representatives of consumers of the Santa Barbara County FQHCs and who represent clients served by the clinics, the "Consumer Members." The members of the Community Health Board shall be approved by the Board of Supervisors. Any and all subsequent members of the Community Health Board shall be recommended by the Director of Public Health Department to the Executive Committee.
 - 2. In making consumer member appointments, the Director of the Public Health Department 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 ethnicity, location of residence, race, gender, age and economic status.
- C. The Community member group shall consist of five (5) members who are appointed by the Board of Supervisors (1 from each district) and 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.
 - 1. No more than two (2) of the Community members, (less than one-half) may receive more than ten percent (10%) of their annual income from the health care industry.
- D. 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 or an immediate family member of an employee of the Santa

Barbara County FQHCs, provided however that a member may be an employee of the County. 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.
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

The Public Health Director shall prepare and submit to the Executive Committee a list of nominees for each vacant consumer member on the Board. The Executive Committee shall review and may submit nominations to the Board. The Board shall approve new members by a majority vote and submit the names to the Board of Supervisors for approval.

Article VII: Term of Office

All terms of office shall be for three (3) years. A person shall be limited to no more than two (2) consecutive terms of membership. 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 Primary Care Grant, the Board shall have the ability to appoint members to fill vacancies, following the procedures outlined in Article V: Nominations.

Article IX: Removal

Any member may be removed whenever the best interests of the County or 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. Community member removal requires concurrence from the Board of Supervisors.

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.

Article X: Conflict of Interest

A conflict of interest is a transaction with the Public Health Department in which a Board member has a direct or indirect economic or financial interest. 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 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).

In situations when conflict of interest exists for a member, the member shall declare and explain the conflict of interest. No member of the Board shall vote in a situation where a personal conflict of interest exists for that member.

Any member may challenge any other member (s) as having conflict of interest. By roll call vote, properly recorded, the status of the challenged member (s) shall be determined prior to further consideration of the proposed project or issue. Prior to debate on any proposed project or issue at committee or Board level, it shall be the

responsibility of the Chair to identify any conflict of interest, either by declaration or challenge. The challenge may be individual or applied to a group.

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 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.

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 FQHC Deputy Director.
- 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. Supportive materials for policy decisions to be voted upon shall be distributed to all members along with the meeting notice. If, on a rare occasion, such prior submission is precluded by time pressures, and if the urgency of a BOARD vote is established by the Chair of the BOARD, an item may be placed on the agenda although supporting materials are not available in time to be distributed; however, such material shall be available at the meeting.
- D. 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 at the hearing.

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; 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 Deputy Director of the FQHC clinics shall have direct administrative responsibility for the operation of the FQHCs and shall attend 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 for a maximum of one (1) additional year. 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

Section 1: 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.

Section 2: Membership

The Executive Committee shall consist of the Chair, Vice-Chair, and one (1) member of the Board elected as a member-at-large. Consumer members shall be strongly encouraged to serve on the Executive Committee.

Section 3: 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.

Section 4: Powers

The Executive Committee shall prepare and see that an agenda is distributed prior to each regular meeting; shall coordinate the activities of all committees; and shall perform such other duties as prescribed by the Board.

Section 5: 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.

Section 6: 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

The Board may designate one or more 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 an actual or potential consumer. 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.

The Board shall have the following standing committee:

- Executive Committee

Additionally, the Board may appoint other committees as appropriate to fulfill its advisory role across the Public Health Department.

Section 1: Committee Appointments

A. Chair

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

B. Members

Committee members shall be appointed by the Chair 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, 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. Bylaw changes which are approved by the Board and which are inconsistent or in opposition to established County policies and procedures are subject to approval of the Chair of the Board of Supervisors. The established by-laws must be approved and amended by the Board.

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.



Elliot Schulman, MD, MPH Director/Health Officer
Anne M. Fearon Deputy Director
Suzanne Jacobson, CPA Chief Financial Officer
Michele Mickiewicz, MPH Deputy Director
Elizabeth Snyder, MHA Deputy Director
Peter Hasler, MD 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: _____