

BYLAWS

Coastal Health & Wellness GOVERNING BOARD

ADOPTED

REVISIONS APPROVED:

These policies were approved, as revised, by the Coastal Health & Wellness Governing Board at a regular meeting on August 28, 2003, Amended: May, 1985; Amended: May, 1986; Amended: May, 1988; Amended: Dec., 1988; Amended: Sep., 1995; Amended: Apr., 1996; Amended: Sep., 1996; Amended: Sep., 1998; Amended: July, 1999; Amended: Oct., 1999; Amended: Apr., 2000; Amended: Sep. 2000; Amended: Oct. 2001; Amended Aug 2003; Amended: October 2005, Amended: May 2008; Amended January 2012

Milton Howard, DDS, Board Chair

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DEFINITIONS:

Business Operations – are those essential internal functions necessary to effectively and efficiently manage a business. Such functions include but are not limited to: human resources, purchasing, risk management, financial management, billing, material management, information technology, etc.

Policy – written policy adopted by the Governing Board provides legal authority and/or broad guidance to the executive managers of the Coastal Health & Wellness who are directly responsible for developing business procedures that direct employee activities and job expectations.

Policy development - refers to the process leading to the Governing Board adopting written expectations for the Coastal Health & Wellness to accomplish goals and measurable objectives. The process of developing policies with legal authority over the Coastal Health & Wellness's jurisdiction will involve: (1) the use of inclusive stakeholder feedback (e.g., advisory or ad hoc committees), and/or (2) a formal public hearing at a Governing Board meeting.

Budgeted Revenue/Fees –fees that the Coastal Health & Wellness anticipates collecting. These collected fees are included in the original Governing Board approved budget.

Unbudgeted/Revenue/Fees- In the event the Coastal Health & Wellness collects funds in excess of budgeted revenue, the excess funds must be brought to the Governing Board for approval of recommended appropriations.

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PURPOSE

The purpose of the Bylaws is to outline the operational rules of the Coastal Health & Wellness to include the responsibilities of the Governing Board, legal authority, function, composition of members, responsibilities of members, officers, and committees, meeting procedures, conflicts of interest and confidentiality, and responsibilities of the Executive Director/Chief Executive Officer of the Clinic.

GENERAL DESCRIPTION

The Governing Board of the Coastal Health & Wellness, a grantee of the U. S. Department of Health and Human Services (DHHS) under section 330 of P.L. 94-63 Title V, is established to provide broad policy direction and general guidance to the activities of the Coastal Health & Wellness Program to assure availability of health services to all residents of Galveston County. By Governing Board decisions/actions, operational policies are adopted. These adopted policies provide legal authority and/or guidance to the duties, functions and internal business operations of the Coastal Health & Wellness.

In general the Governing Board will:

- Establish and monitor the Coastal Health & Wellness plan to measurably improve health services in Galveston County.
- Annually review and, as necessary, modify all existing policies and fee schedules.
- Consider adopting new policies based on changes in existing State/Federal policies when there is a local option on whether or not to adopt. Some new and revised policies may be State or Federally mandated and do not allow a local option for adoption. State and/or Federally-mandated policies will be communicated to the Governing Board but will not require Governing Board action.
- Review and, as necessary, act on any new health services activities and associated fee schedules proposed by clinic staff.
- Review and, as necessary, act on any proposed changes in the level of health services (e.g., hours of operation, expanded services, new services, and/or a decrease in services) currently provided to Galveston County citizens.
- Review and, as necessary, act on health service issues raised by Governing Board members, issues which are politically sensitive, and issues which have a potential fiscal impact on the citizens of Galveston County.
- Review and approve annual operational budget for the Coastal Health & Wellness consistent with the "Specific Duties of Board" section of these Bylaws.

Comment [A1]: Please note that I added the proviso "as necessary" to the items below in order to protect the Board's autonomy in determining whether to take such actions.

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VISION, MISSION, & STATUTORY FUNCTIONS:

The Governing Board will adopt policies that are consistent with the vision and mission as outlined in section 330 of P.L. 94-63 Title V.

Vision

“Healthy people in healthy communities with local access to health care”

Mission

“Provide access to quality ambulatory health care to uninsured and underinsured Galveston County residents.”

Values

1. We believe in the inherent dignity of and have respect for all people.
2. We believe that we must work together with mutual trust to provide quality care.
3. We believe our clinics should provide comfort, through courtesy and hospitality.
4. We believe that honest, unbiased communication is the basis for understanding.
5. We respect the diversity of the cultures that we serve.
6. We believe that people have free will, the ability to understand and select among choices.
7. We believe that wellness is the responsibility of the individual, the health care system, and the community.
8. We believe that we must work efficiently to conserve our resources.
9. We believe in educating patients, family, staff and community.
10. We believe that each individual’s opinions are valuable.
11. We believe that each individual’s actions contribute to the quality of care.

SPECIFIC DUTIES OF BOARD:

- In coordination with the Galveston County United Board of Health, act as supervisor to the Executive Director/Chief Executive Officer, including annual evaluation of performance, hiring and separation.
- Form a finance committee to do the following: (1) review monthly financial report of the appropriate budgets and recommend action at the Governing Board meeting; (2) develop and propose finance management policies for adoption at Governing Board meetings; (3) and propose other policies for Governing Board action, which may improve financial viability.
- Approve the annual operating plan, operating budget, and capital budget.
- Review and approve unbudgeted expenditures (i.e. unexpected expenditures that are not already accounted for in the planned budget process) and recommend allocations of unexpected increase in revenues (i.e., unbudgeted funds not tied to a specific use). Once the appropriate budgets are approved, the Governing Board

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will review any unbudgeted revenue for appropriate allocation. In the event the Coastal Health & Wellness sees a need for using unbudgeted expenditures, Governing Board approval will be sought for use of any dollars in the restricted reserve.

- Perform an annual self-assessment of the effectiveness, efficiency and compliance with all requirements imposed upon health centers (as set forth in Section 330 of the Public Health Service Act) of the Governing Board, as a group, as well as its effectiveness in meeting the expectations of the Board.
- In consort with the Galveston County United Board of Health, adopt a Galveston County Health Plan (Plan) every five years to include strategies, goals, and objectives that the Coastal Health & Wellness will be expected to accomplish. The development and adoption of the Plan will occur in conjunction with the Coastal Health & Wellness Governing Board. The Plan will be developed in an inclusive participatory process involving public feedback and comment. The Plan will also identify key health partners who contribute to the goals and objectives in coordination with the Coastal Health & Wellness.
- Review and approve an annual report on the progress of the Coastal Health & Wellness in accomplishing the goals and objectives in the Plan.
- Evaluate the Coastal Health & Wellness achievements at least annually and utilize the knowledge gained thereby to revise the Clinic's goals, objectives, operational plan and budget as necessary and appropriate, including providing advise regarding the establishment of linkages with other health care providers and/or health care programs;
- Review and approve emergency/disaster plans and procedures on an annual basis.
- Review and approve any proposed single item purchased in excess of \$5,000 or greater which have not been budgeted (and therefore, without prior Governing Board approval).
- Review and approve any proposed single purchase with a bid of \$15,000 or greater.
- Review and adopt the Coastal Health & Wellness's operational policies on an annual basis. Operational business policies include, but are not limited to: human resources, purchasing, records management, equal opportunity, emergency and disaster response, information technology, risk management and safety, fiscal management, financial signatories for authorizing district pay checks, travel, HIPPA, Americans with Disabilities Act and other non-discrimination laws and regulations, billing and collection activities, including eligibility for services and criteria for partial payment schedule (sliding fee), and clinic fee schedule development.
- Annually evaluate center activities including service utilization patterns, productivity of the center, patient satisfaction, and achievement of project objectives, and develop a process for hearing and resolving patient grievances.
- Assure that the Coastal Health & Wellness's program is operated in compliance with applicable Federal, State and local laws and regulations, including those regarding professional practice of all health care providers.

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- Develop, adopt and periodically update health care policies including scope and availability of services, location and hours of services, and quality-of-care audit procedures.
- Elect officers (SEE Governing Board Operational procedures.)
- Annually contract, in concert with the Galveston County United Board of Health, with an outside auditor to perform a single agency audit, and officially adopt the annual audit report.
- Approve the annual Section 330 grant application and project plan, any applications for subsequent grants under Section 330, and any changes to the Clinic's scope of project.
- Exercise all other authorities and responsibilities which are required by Section 330 and implementing regulations and policies to be vested in a Section 330-compliant governing Board.

Other than as agreed upon with the Galveston County United Board of Health, no other party may be granted approval or veto rights regarding any of the aforementioned authorities.

Comment [A2]: This provision reflects current BPHC affiliation policy, which limits a third party's involvement in health center governance and decision-making. While not required, we recommend that health centers that are "sponsored" by other organizations include such language in their Bylaws.

GOVERNING BOARD OPERATIONAL PROCEDURES

1. Membership:

The membership of the Governing Board will consist of no less than nine (9) and no more than fifteen (15) persons representing community, providers and consumers of health service, broadly reflecting the ethnic and socio-economic distribution of the area's population. A majority of the membership will be persons served by the program, as described below.

Comment [A3]: While not required, BPHC prefers that health centers do not stipulate that the Board will be comprised of 9 persons. Because 9 persons reflects the regulatory floor, should a member leave the Board, the Board will automatically be out of compliance with health center requirements. Further, to ensure that the Board is not out of compliance with its own Bylaws in the event that a person leaves the Board, we suggest including a range, rather than a specific number.

- At a minimum, a majority of the Board members shall be individuals who utilize the Coastal Health & Wellness as their principal source of primary care and who, as a group, represent the individuals being served by the Clinic, in terms of demographic factors such as race, ethnicity, gender and economic status ("consumer representatives"). Consumer representatives shall live in the Clinic's service area. A legal guardian of a user of the health center services who is a dependent child or adult, or a legal sponsor of an immigrant, may also be considered a consumer representative for purposes of fulfilling the composition requirements set forth in this Section. Consumer representatives may be nominated by the Galveston County United Board of Health or the Governing Board, in accordance with paragraph 2 of this Section
- The remaining Board members will be representatives of the community served by the Coastal Health & Wellness, and shall be selected for their expertise in health care delivery, community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns, or social service agencies within the community ("non-consumer representatives"). To the extent possible, non-consumer representatives should live or work in the Clinic's

Comment [A4]: I revised this provision to mirror the regulatory and policy requirements for user Board members, to reflect the change to the size of the Board, as discussed above, and to reflect the fact that the nominees may come from either the Board of Health or the co-applicant Board (also see discussion under "election of membership").

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service area. No more than one-half of the non-consumer representatives shall derive more than ten percent of their annual income from the health care industry. Non-consumer representatives may be nominated by the Galveston County United Board of Health or the Governing Board, in accordance with paragraph 2 of this Section.

Comment [A5]: I revised this provision to mirror the regulatory and policy requirements for non-user Board members, to reflect the change to the size of the Board, as discussed above, and to reflect the fact that the nominees may come from either the Board of Health or the co-applicant Board (also see discussion under “election of membership”).

Ex-Officio Member:

- The Chairperson of the Department of Family Medicine of The University of Texas Medical Branch or designee will be an ex-officio, non-voting member of the Governing Board.
- The Executive Director/Chief Executive Officer, Galveston County Health District, is an ex-officio, non-voting member.

Other qualifications

- No Board member shall be an employee of the Coastal Health & Wellness or of the Galveston County United Board of Health, or a spouse, child, parent, brother, or sister, by blood, marriage or adoption, of an employee.
- In no event shall Board members appointed by any other party constitute a majority of the entire Board or a majority of the non-consumer representatives, nor shall any other party preclude the selection of Board members not appointed by such party.

Comment [A6]: Health center regulations prohibit employees and their immediate family members from sitting on the health center’s Board. If the United Board of Health is not the public entity named on the Notice of Grant Award, please substitute the actual grantee for the United Board of Health.

Each person elected will signify in writing to the Governing Board that he/she will accept appointment, will agree to attend all regular meetings, and, that if he/she has three (3) consecutive unexcused absences, he/she will be removed from membership, consistent with paragraph 4 of this Section.

Comment [A7]: This provision, which applies only to Board members appointed by another party and not those individuals nominated by another party, reflects current BPHC affiliation policy, which limits a third party’s involvement in health center governance and decision-making. While not required, we recommend that health centers that are “sponsored” by other organizations include such language in their Bylaws, regardless of whether they currently have Board members appointed by another party.

2. Election of Membership

All voting members of the Governing Board are elected by a majority of the seated Governing Board members, upon consideration of a slate of recommended nominees prepared by the Galveston County United Board of Health (consistent with the membership requirements set forth in paragraph 1 of this Section) and presented to the Governing Board. The Galveston County United Board of Health may recommend one or more qualified nominees for each vacancy, and the Governing Board may select from these nominees or may request further nominations. In turn, the Governing Board may suggest potential nominees to the Galveston County United Board of Health, who will be included on the slate of recommended nominees presented to the Governing Board.

Comment [A8]: I revised this section to reflect that the Board members are elected, not appointed (so as to avoid confusion with the affiliation policies discussed above). I also revised and/or added new language to clarify that the persons nominated by the Board of Health are not appointed and that the health center Board can nominate persons who will be part of the slate of nominees presented back to the Board.

3. Terms of Membership

To ensure continuity and experience in the voting membership, the terms of not more than one-third of the number will expire at any one time. Reckoning from the adoption

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date of these by-laws, terms of one, two and three years will be established and will be assigned by lot, at the direction of the Chairperson, to these members and to any vacancies on the roll at that time. Upon the expiration of the terms of membership initially established by lot, the regular three years terms will begin. These may be filled by new election or re-election by procedures identified in paragraph 2 above. The terms of the newly elected or re-elected Board members shall commence immediately upon election. At the end of a member's term, the existing member shall continue to serve on the Governing Board until an individual is elected to replace him/her, or until he/she is elected for an additional term.

4. Removal of Membership:

Any Governing Board member may be removed from office by a majority vote of the remaining Governing Board members present and voting at any regular meeting, or at any special meeting called for such purpose, at which a quorum exists, for neglect of duty, malfeasance, conduct detrimental to the interests of the Coastal Health & Wellness, conviction of a felony, debarment or suspension from participation in Federal health care programs, or whenever it is determined that the best interest of the Clinic would be served by such removal. Any allegation shall be presented in writing, by mail, to the Board member in question at least ten (10) days in advance of the meeting. The allegation shall be noted on the agenda of the meeting. The Board member in question shall be entitled to appear before and be heard at such meeting. In addition, any member who misses three (3) consecutive meetings without being excused by action of the Governing Board shall automatically be removed from office. The Chair of the Board may declare a vacancy, and will notify the Galveston County United Board of Health of such fact, so that the vacancy can be filled as soon as possible.

Comment [A9]: I added additional causes for removal – while not required, I advise, at a minimum, specifically permitting removal for debarment or suspension. Further, we recommend including removal procedures to avoid confusion at a later date.

In no event shall any other party require the removal of any current Board members not appointed by such party.

Comment [A10]: This provision, which applies only to Board members appointed by another party and not those individuals nominated by another party, reflects current BPHC affiliation policy, which limits a third party's involvement in health center governance and decision-making. While not required, we recommend that health centers that are "sponsored" by other organizations include such language in their Bylaws, regardless of whether they currently have Board members appointed by another party.

5. Resignation and Vacancies:

A Governing Board member may resign at any time by giving written notice to the Chairperson or to the Secretary/Treasurer.

When a vacancy occurs by death, resignation or act of the Governing Board as provided by here, the Galveston County United Board of Health will be notified and asked to present a slate of nominations to replace such individual, according to procedures outlined in paragraph 2 above. The new Board member shall be elected by a majority vote of the remaining Governing Board members present and voting at any regular meeting, or at any special meeting called for such purpose, at which a quorum exists, and shall complete the unexpired term of the seat filled.

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6. Officers:

There will be elected by majority vote of the membership immediately following adoption of these By-laws and annually thereafter at the first meeting of the Governing Board for each calendar year, at which a quorum is present, a Chairperson, a Vice-Chairperson and a Secretary/Treasurer/Treasurer. All officers shall be members of the Governing Board. In the absence of the Chairperson, the Vice-Chairperson will act; in the absence of the Vice-Chairperson, the Secretary/Treasurer/Treasurer will act and in the absence of all three officers, a presiding officer will be named for that meeting by a majority of the remaining voting members present.

Comment [A11]: While not required, it is recommended that all officers be selected from the current Board roster.

- Each officer shall serve for a term of one (1) year or until his or her successor is elected and qualified, and no officer shall be elected for more than six (6) consecutive terms in the same office.
- Any officer, upon a two-thirds consenting majority of the voting membership, can be removed from office. Removal from the Governing Board will automatically constitute removal from any office held by such member.
- An officer may resign at any time by giving written notice to the Chairperson or the Secretary/Treasurer.
- Upon the death, resignation or removal of an officer of the Governing Board, an interim replacement will be elected from the current voting membership by a majority vote of the members of the Governing Board present and voting at any regular meeting, or at any special meeting called for such purpose, at which a quorum exists, in order to serve out the unexpired term of that officer.

Comment [A12]: BPHC does not specify the manner in which officers should be elected. However, BPHC policy suggests that the Bylaws address the terms of office and states a preference for regular rotation of the Board leadership. As such, I added a provision specifying the length of each term and the maximum number of consecutive terms that each officer can serve.

7. Responsibilities of the Officers:

The Chairperson (or the Vice-Chairperson, in the Chairperson's absence) shall:

- Conduct meeting business in accordance with Robert's Rules of Order.
- Review and sign official correspondence, including minutes, of the Governing Board, any document or instrument requiring the signature of an officer (unless expressly delegated by the Governing Board to another officer or agent), and the annual Section 330 grant application.
- Be responsible for naming the members of any committee.
- Perform such other duties as may be required of him or her by the Governing Board.

Comment [A13]: I expanded this section to include powers for all officers. BPHC does not require that officers exercise certain powers or duties; however, it suggests that their responsibilities be included in the Bylaws. The powers and duties prescribed below are those common to Board officers. If the Secretary/Treasurer/Treasurer are the same person (as indicated above), feel free to combine their responsibilities.

In no event shall any Board member appointed by any other party be chosen as Chairperson.

The Secretary/Treasurer shall:

- Keep and oversee an accurate record of the proceedings of all meetings of the Governing Board, and present such record to the Board for approval and adoption.
- Give or cause to be given all notices in accordance with these Bylaws or as required by law.
- Oversee the fiscal affairs of the Coastal Health & Wellness

Comment [A14]: This provision, which applies only to Board members appointed by another party and not those individuals nominated by another party, reflects current BPHC affiliation policy, which limits a third party's involvement in health center governance and decision-making. While not required, we recommend that health centers that are "sponsored" by other organizations include such language in their Bylaws, regardless of whether they currently have Board members appointed by another party.

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- Report on the financial condition of the Clinic to the Governing Board at its regular meetings and at such other times as the Board may require.
- Function as chairperson of the Finance Committee.
- Perform all duties customary of the office and such other duties as may be required of him or her by the Governing Board shall direct.

8. Committees:

Each standing committee shall have at least two Board members and a majority of each committee shall be comprised of members of the Governing Board. Each committee shall meet upon the call of the committee chairperson, or upon the call of the Chairperson of the Governing Board, which call shall indicate the date, time and place of such meeting. Unless otherwise specified, each committee shall make a report to the Governing Board at the Board’s regular meeting held subsequent to the meeting of the committee. Only the Executive Committee is authorized to act for the full Board where reasonable and necessary; the recommendations of all other committees shall be subject to review and approval of the Governing Board prior to any action being taken.

- Executive Committee: The Chairperson, Vice-Chairperson, and Secretary/Treasurer/Treasurer will comprise the Executive Committee of the Board. The Executive Committee has the power to act for the Governing Board during the interim periods between meetings, consistent with established Board policies, under the direction of the full Board, and subject to ratification by the full Governing Board at its next meeting. In no event shall any Board members appointed by any other party constitute a majority of the Executive Committee.
- Finance Committee: The Finance Committee shall be responsible for monitoring and making recommendations regarding the financial status and viability of the Coastal Health & Wellness, including fiscal planning, budgeting, financial management policy development, and financial performance; reviewing financial statements and recommending action to the Governing Board; reporting on the annual independent financial audit process (with the final annual audit report to be presented to the Governing Board); and working with any financial consultants and auditors.

Comment [A15]: I added a section addressing committees. BPHC policy suggests that the Bylaws should address the membership and responsibilities of the Board committees. While it does not require certain committees (other than an Executive Committee), it recommends that each health center establish a committee structure that is appropriate for its size and complexity. Nevertheless, the majority of health centers establish, at a minimum, finance, quality assurance, personnel, and nominating committees (some of which I added to this section). Please note that since the Board of Health maintains responsibility for preparing the slate of nominees for Board membership, a nominating committee is unnecessary. If the Board of Health also maintains responsibility for personnel management (it is difficult to discern whether that is the case, based on the specific duties discussed above), a personnel committee is unnecessary. Other common committees include planning and development, personnel and fundraising committees.

Comment [A16]: While not required, it is recommended that Board members comprise the majority of each committee so as to ensure appropriate Board representation in the event that non-Board members are permitted to serve on committees

Comment [A17]: This provision, which applies only to Board members appointed by another party and not those individuals nominated by another party, reflects current BPHC affiliation policy, which limits a third party’s involvement in health center governance and decision-making. While not required, we recommend that health centers that are “sponsored” by other organizations include such language in their Bylaws, regardless of whether they currently have Board members appointed by another party.

9. Meetings:

The regular meeting of the Governing Board shall be held on the last Thursday of each month at a Governing Board determined time best suited to maintain a quorum to conduct business. All members will be notified of the time of the meeting at least five days prior to the meeting.

Comment [A18]: I don’t see provision for an Annual Meeting. Do you have one? An annual meeting is not required by BPHC, unless it is required under State law. Additionally, I added several common meeting-related provisions. While the new provisions are not required, it is advisable to address these issues in the Bylaws to avoid confusion at a later date.

Quorum – A majority of filled positions on the Governing Board shall constitute a quorum for the transaction of business.

- If a quorum is not present at a meeting, or a quorum is not present at the time business is to be transacted, a majority of the Board members present may

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adjourn the meeting to another time and shall give absent Board members reasonable notice of the time and place of such adjourned meeting.

- Location/time -The meetings will be held in the designated Boardroom at the Headquarters of the Galveston County Health District unless by Governing Board action another location is decided upon and publicly announced. Majority vote can change the time and place of regular meetings.
- Special meetings – special meetings shall be called at any time by the Chairperson or at the request of a majority of the Governing Board. The Executive Director/Chief Executive Officer, or designee, prior to each meeting, shall notify all members. Any time the Governing Board needs to be called into special meeting by the Chairperson or a majority of Governing Board members, the Executive Director/Chief Executive Officer or designee will notify all members, at least five days prior to such meeting, of the time, date and purpose of the called meeting.
- Waiver of Notice – Notice of any meeting of the Governing Board need not be given to any Board member who submits a signed waiver of notice, either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.
- Voting – Except as otherwise provided by these Bylaws or as may be required by applicable law, all matters before the Governing Board shall be decided by an affirmative vote of the majority of the Board members present and voting at a meeting at which a quorum exists. Each Board member shall be entitled to one (1) vote.
- Telephonic or Electronic Meetings – Any or all Governing Board members may participate in a meeting of the Board by telephone or by any other means of communication so long as all Board members who are participating in the meeting can hear all other Board members, and such participation shall constitute presence in person at the meeting.
- Roberts Rule of Order - meetings of the Governing Board shall be conducted under the latest version of Roberts Rules of Order unless otherwise specified in this policy.
- Agenda - At least 72 hours before the scheduled time of the meetings, the Agenda will be posted at the entrance of the Health District’s headquarters and copies of the Agenda will be forwarded electronically to designees at each clinic sites for posting. Finally, the Agenda and relevant handouts will be posted to the public on the GCHD internet website.
- Executive Session – The Governing Board may conduct all or any part of a meeting in Executive Session for such purposes as authorized by the Texas

Comment [A19]: Health centers are required to hold monthly meetings except for good cause. Accordingly, I deleted the broad statement permitting meetings to be postponed at the request of the Governing Board and have incorporated the concept of “postponement” in the additional sections above.

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Open Meetings Act. The Chairperson of the Board may invite the Executive Director/Chief Executive Officer and such other persons as he or she deems appropriate to attend an Executive Session. The public and staff personnel are excluded from Executive Sessions except when invited to give testimony or advice, after which they will be excused.

Comment [A20]: BPHC policy recommends including in the Bylaws an "Executive Session" provision.

- Texas Open Meetings Act - all meetings of the Coastal Health & Wellness Governing Board shall conform to the rules and requirements set forth in the Texas Open Meetings Act.

10. Minutes:

The minutes of the Galveston County Coastal Health & Wellness Governing Board shall be summary type minutes. Regular meetings shall be taped and filed until the minutes are approved. Tapes of meetings with items of special interest, to be determined by the Chairperson or the Executive Director/Chief Executive Officer, will be retained for a period of one (1) year. The minutes of the preceding meeting, including a record of attendance, will be distributed prior to, and approved at, the next regular monthly meeting and at that time, will be signed by the Secretary/Treasurer and Chairperson (or Vice-Chairperson, in absence of the Chairperson). Tapes are to be for the exclusive use of the Governing Board and administration. Copies of tapes will not be provided to individuals, however, upon written request to the Executive Director/Chief Executive Officer, individuals may review the tape of a particular meeting at the Galveston County Health District's headquarters.

11. Persons Appearing Before the Board :

Persons wishing to appear before the Governing Board will have as their objective any of the following or combinations thereof: (1) to request information on Coastal Health & Wellness's affairs, (2) to comment on health service issues, and/or (3) to ask for specific action or change of policy. Under policies and procedures established by the Executive Director/Chief Executive Officer, day-to-day citizen inquiries are addressed directly by clinic employees with issue-related job responsibilities. However, all shall be assured of their right to appear before the Governing Board if so desired. A citizen desiring to make comment to the Governing Board shall submit a written request to the Executive Director/Chief Executive Officer by noon on the Thursday preceding the Thursday Board meeting. A statement of the nature of the matter to be considered shall accompany the request. The Executive Director/Chief Executive Officer shall include the requested appearance on the agenda, and the person shall be heard if he or she appears.

- At the discretion of the Board Chairperson, persons who have not submitted written request may be permitted to comment on posted agenda item.

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12. Adoption of Health Service Policies (local rules & regulations) :

The Galveston County Coastal Health & Wellness Governing Board will adopt health service policies that govern health service activities, consistent with all Federal, State and local laws, regulations and policies.

13. Change in Board Bylaws:

Changes or new additions to Governing Board Bylaws may be adopted by the Governing Board during Governing Board meetings, as specified below. The Governing Board Chairperson may appoint a Bylaw committee comprised of selected Governing Board members with the responsibilities of developing and evaluating revisions, and submitting recommendations at a future Governing Board meeting for immediate adoption. Unless otherwise stated, upon Governing Board adoption, new Bylaws will become effective immediately.

Comment [A21]: I deleted the "majority vote" to make this consistent with the bullet points below.

- By-laws will be enacted upon the affirmative vote of three-fourths of the Governing Board members present at a regular meeting of the Governing Board at which a quorum exists, each member having received a copy at least ten (10) days prior to the meeting at which they will be considered.
- By-laws may be amended, altered or repealed upon the petition of two-thirds of the voting membership of the Governing Board and affirmed by two-thirds of the voting membership present at the next regular meeting at which a quorum exists, provided however, that the members receive a copy, in writing, of the proposed amendment(s) ten (10) days prior to the meeting at which the vote will be taken.
- In no event shall the alteration, amendment or repeal of these Bylaws, or the adoption of new Bylaws, require approval of any other party.

Comment [A22]: This provision reflects current BPHC affiliation policy, which limits a third party's involvement in health center governance and decision-making. While not required, we recommend that health centers that are "sponsored" by other organizations include such language in their Bylaws.

14. Authority to Act :

No individual Governing Board member shall act for the Governing Board except as may be specifically authorized by the Board. The Governing Board may, by a majority vote, authorize the Chairperson of the Board to act in its behalf during an emergency.

CONFLICTS OF INTEREST AND CONFIDENTIALITY

Each Board member has a fiduciary duty to the Coastal Health & Wellness and must give it his/her loyalty. The Governing Board shall establish, adopt, and periodically update a written policy, consistent with Texas Local Government Code Chapter 171 Section .001 et.seq., that establishes procedures for: (i) 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 Coastal Health & Wellness, and (ii) maintaining the confidentiality of information obtained by a Board

Comment [A23]: BPHC policy recommends including in the Bylaws a conflict of interest statement.

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member, officer, employee, consultant and/or agent by virtue of his or her position as such.

AUTHORITY DELEGATED TO EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER (who may in turn delegate authority to appropriate district staff):

The Executive Director/Chief Executive Officer shall be an agent of the Governing Board and shall be directly accountable to the Board. Subject to the control of the Governing Board, the Executive Director/Chief Executive Officer shall have responsibility for the general care, supervision, and direction of the Coastal Health & Wellness's affairs in furtherance of the policies and programs established by the Governing Board, consistent with these Bylaws. Specifically, the Executive Director/Chief Executive Officer shall:

- Approve all new and/or revised operational policies not previously approved by the Governing Board for immediate implementation. As necessary, these policies will then be brought to the Coastal Health & Wellness's Governing Board at the next meeting for ratification.
- Sign contracts that commit the agency to receive or disburse any funds (local, State, or Federal; public, private, and/or nonprofit) for new and existing and continuing clinic program activities.
- Provide an executive report of Coastal Health & Wellness's activities, to include a summary of new and renewed contracts/services signed by the Executive Director/Chief Executive Officer and/or designee.
- With accountability to the Governing Board, independently execute, direct, organize, monitor, assign and dismiss clinic staff as necessary to implement Governing Board policies, to support Governing Board meetings, to carry out policy development activities, to assure compliance with all applicable laws, rules and regulations, and to provide services in accordance with their positions.
- Approve unbudgeted single item expenditures of less than \$5000 and subsequently report such approval in executive reports.

Comment [A24]: While it is not necessary for the Board to approve all policies and procedures, those that require Board approval (i.e., regulatory requirements) should be approved at the next meeting.