

## Bylaws for the San Bernardino County Health Center Governing Board

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### **Article I – Name**

The name of the board shall be the San Bernardino County Health Center Governing Board, herein known as the “CHCGB”. CHCGB is organized under the San Bernardino County Board of Supervisors (“Board of Supervisors”) and governed by the San Bernardino County Charter and County Code.

### **Article II – Purpose and Objectives**

The purpose of the CHCGB is to act in conjunction with the Board of Supervisors as the governing board of those health care clinics operated by the County of San Bernardino Department of Public Health (Public Health) which are designated as Federally Qualified Health Centers pursuant to 42 U.S.C §1395x (aa) (3) and/or 42 U.S.C §1396(e) (2) (B) (“San Bernardino County FQHCs”).

### **Article III – Membership**

#### Section I – Member

- A. The CHCGB shall consist of at least nine (9) and not more than seventeen (17) voting members. The Chief Executive Officer and Chief Financial Officer or designee of the San Bernardino County FQHCs shall attend all meetings of the CHCGB as *ex officio* members.
- B. The members shall be composed of two categories of members:
  1. At least fifty-one percent (51%) of the members shall be Consumers of Primary Care at a County FQHC (“Consumer Members”);
  2. The remaining members shall be from differing segments of the community at large (“Non-Consumer Members”).
- C. All members are referred by the CHCGB Council Development Committee to be appointed by the Board of Supervisors, and ratified by the CHCGB in accordance with the following requirements:
  1. In making all Consumer Member appointments, the Board of Supervisors will assure that such members, as a group, are representative of the individuals who are served by the San Bernardino County FQHCs.
  2. The Non-Consumer member group shall include members possessing expertise in:
    - a. Community affairs;
    - b. Local government;

- c. Finance and banking;
- d. Legal affairs;
- e. Trade unions and other commercial and industrial concerns; and
- f. Other relevant expertise (for example, working with the medically underserved)

3. In addition, a Transitional Assistance Department (TAD) District Manager shall represent San Bernardino County Human Services Administration (working with the medically underserved population).
4. No more than fifty percent (50%) of Non-Consumer members can earn ten percent (10%) of their annual income from the healthcare industry.

D. All Consumer members must be residents of San Bernardino County. No member of the CHCGB shall be an employee of the San Bernardino County Department of Public Health or an immediate family member of an employee of the San Bernardino County Department of Public Health.

## Section II – Responsibilities and Rights of Members

A. All members must:

1. Attend one in-person meeting once a quarter at their closest health center site. Members attending virtually are encouraged to turn on cameras for the duration of the meeting. Members are permitted two (2) excused absences; special reasons preventing a member from attending, including emergency situations, will be considered by the CHCGB.
  - a. Members who have three (3) unexcused absences in one (1) calendar year or fail to meet the responsibility of the membership, will receive communication as follows: a) 1<sup>st</sup> absence: member will receive a registered letter plus an email; b) 2<sup>nd</sup> absence: member will receive a registered letter plus an email; c) 3<sup>rd</sup> absence: member will receive a registered letter and this will be considered an automatic resignation from the CHCGB. Member will be required to respond to each communication within fifteen (15) calendar days. Non-response will require the active members to make a motion and vote to remove member from the board. This should align with Sectio IV: Vacancies.
2. Serve without receiving compensation. Travel and meal expenses shall be allowable in accordance with the reimbursement policies of the County of San Bernardino.
3. Be subject to the County's Conflict of Interest Code, Code of Ethics, background check process, and any other rules applicable to the members of Boards and Commissions in the State of California and San Bernardino County.

B. Only members who are in good standing (i.e., they comply with the meeting attendance and participation requirements) shall be entitled to receive agendas, minutes, and other material related to the CHCGB, may vote at meetings of the CHCGB, may hold office, and may serve as the chairperson of a CHCGB committee. Candidates who have been approved by the Council Development Committee, have passed a background check, and are awaiting approval by the Board of Supervisors, will be given temporary voting privileges.

### Section III – Terms

Members of the CHCGB shall serve a minimum of one two (2) year term and may be automatically reappointed for successive terms without limitation.

### Section IV – Vacancies

Removal of a member will be recommended by the CHCGB, approved by the Board of Supervisors, and ratified by the CHCGB, when a voting member has an unexcused absence from three (3) meetings in a one (1) calendar year period, or when a member fails to meet responsibilities of membership, as specified in Section II, for a three (3) month period, unless the Executive Committee excuses such absences or failure is based on extenuating circumstances.

A. A member may resign at any time provided the resignation shall be in writing and filed with the Clerk of the Board of Supervisors.

B. All vacancies and appointments shall be filled utilizing the following process:

Upon vacancy of a Board Member, however created, the Council Development Committee shall seek community assistance in identifying persons interested and qualified for the vacant position, including contacting local civic, religious and community organizations, as appropriate. At a minimum, they shall follow provisions within the Maddy Act (Govt. Code §54970 et seq.) by posting notices of the vacancy at the San Bernardino County Clerk of the Board of Supervisors and FQHCs as well as take such other steps as deemed proper. After review of the possible candidates, the Council Development Committee shall make recommendations of candidates for open positions to the full CHCGB, and forward application(s) to the Board of Supervisors for approval. The CHCGB shall ratify appointments of new members following approval by the Board of Supervisors and assure that the composition of the CHCGB, as set forth in Article III, Section I, is maintained.

## **Article IV – Meetings**

### Section I – 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 simple majority, fifty-one percent (51%) of the active membership.

- B. Any candidate the Council Development Committee recommends for appointment to the CHCGB will receive temporary voting privileges, after passing a background check, while awaiting confirmation of the appointment by the County Board of Supervisors. Temporary voting privileges shall include formation of quorum, participation in discussions and voting on motions. The candidate shall not have any privileges to make a motion or participate in any CHCGB committees.
- C. A majority vote of those present is required to take any action, with the exception of the specific voting requirements described in Article IX.
- D. Voting must be in open forum and cannot be by secret ballot. In some instances, email vote may be allowed, if approved by the CHCGB.
- E. Each member shall be entitled to one (1) vote. Members must vote in person or by email; proxy votes are not allowed.
- F. Attendance at all meetings is recorded on a sign-in sheet. The names of the members attending are recorded in the official minutes. Members are responsible for signing the attendance sheet. For members attending virtually, their names will be recorded in the official minutes via roll call.
- G. The Chief Executive Officer and Chief Financial Officer of the San Bernardino County FQHCs, or their designee(s), shall attend all meetings of the CHCGB but shall not be entitled to a vote.

## Section II – Regular Meetings

The CHCGB shall meet monthly, at a minimum. The schedule of meetings and locations shall be set at the first meeting of the calendar year.

## Section III – Conduct of Meeting

The meeting shall be conducted in accordance with the parliamentary procedure adopted by the CHCGB. Committees do not need to follow strict parliamentary procedure and may simply discuss items, but any action must be taken by a motion.

## Section IV – Open and Public Meetings

All meetings of the CHCGB and all standing committees that have continuing subject matter jurisdiction shall be conducted in accordance with the Ralph M. Brown Act, if required.

## Section V – Notice Agenda and Supportive Materials

- A. The goal is to send written notice of each regular meeting of the CHCGB, specifying the time, place, and agenda items to each member, not less than seven (7) calendar days before the meeting.

- B. The agenda shall be posted in a public notice area that is open to the public twenty-four (24) hours a day, not less than seventy-two (72) hours prior to the meeting.
- C. Supporting materials for policy decisions to be voted on shall be included with the meeting notices. In rare cases where time constraints prevent such prior submission, and if the Chairperson establishes the urgency of a CHCGB vote, an item may be added to the agenda without supporting materials being mailed in advance. Such materials must be made available at the meeting.
- D. Items which qualify as an urgent item in accordance with the Ralph M. Brown Act, can be added to the agenda at the meeting by two-thirds (2/3) vote.

## **Article V – Limitations of Authority**

The Board of Supervisors shall maintain the authority to set general policy of fiscal and personnel matters at the San Bernardino County FQHCs, including those matters in County Code, policies related to fiscal management practices, labor relations and conditions of employment. The CHCGB may not adopt any policy or practice, or take any action, which is inconsistent with the County Code or which alters the scope of any policy set by the Board of Supervisors on fiscal and personnel issues. (Policy Information Notice 98-23)

## **Article VI – Duties of the CHCGB**

### Section I

Subject to the limitations imposed in Article V, the duties of the CHCGB shall be as follows:

- A. As further described in Article IX approve the selection and dismissal of the Chief Executive Officer of the San Bernardino County FQHCs, subject to ratification by the Board of Supervisors, if necessary;
- B. Approve policies identifying the services to be delivered at the FQHC locations and the hours which services are to be provided, except in instances conflicting with provisions in Article V;
- C. Develop and approve the budget for County FQHC operations within the appropriation available for such purpose. The Chief Financial Officer, or their designee, is responsible for the initial budget preparation. The CHCGB will forward the budget to the Board of Supervisors for approval. Any changes made by the Board of Supervisors will be returned to the CHCGB for final approval;
- D. Develop financial priorities and strategies for major resource utilization, subject to approval by the Board of Supervisors;

- E. Evaluate, at least annually, the effectiveness of the County FQHCs. Such evaluations shall include but not be limited to utilization patterns, productivity, strategic planning, patient satisfaction, and achievement of program objectives;
- F. Review all audit results;
- G. Develop and approve a strategic plan and conduct long-term planning;
- H. Review and refer grant applications to the Board of Supervisors for acceptance and submission;
- I. Approve and implement a procedure for receiving and resolving patient grievances;
- J. Approve quality of care audit procedures;
- K. Ensure the FQHCs are operating in compliance with Federal, State, and local laws and regulations;
- L. Ratify the appointment of new members following approval by the Board of Supervisors.
- M. Annually report to the Board of Supervisors regarding the County FQHCs' utilization, productivity, patient satisfaction and achievement of project objectives;
- N. Approve such other policies as necessary and proper for the efficient and effective operation of the health centers; and,
- O. Evaluate the performance of the Chief Executive Officer annually.

## Section II – Provider Credentialing

The CHCGB delegates its authority to the Chief Executive Officer of San Bernardino County FQHCs to determine if a licensed or certified health care practitioner meets credentialing requirements based on approved policies and procedures, except in instances conflicting with provisions in Article V. The Chief Executive Officer shall review policies and procedures annually to ensure compliance with Health Resources and Services Administration Primary Care regulations.

## **Article VII – Officers**

### Section I-- Designation

There shall be a Chairperson, Vice Chairperson, Treasurer, and Secretary of the CHCGB. All officers shall be elected from the voting membership of the CHCGB. A County employee who is not a member of the CHCGB shall prepare meeting minutes and agenda for approval by the Secretary.

## Section II – Powers and Officers

- A. The Chairperson shall:
  - 1. Preside at all meetings of the CHCGB.
  - 2. Plan and carry out the agenda for each monthly meeting.
  - 3. Facilitate the purposes of the CHCGB by having such powers and duties as may be prescribed from time to time by majority vote of the membership.
  - 4. Delegate a reasonable portion of his or her duties to the Vice Chairperson.
  - 5. Follow Robert's Rules of Order to ensure that meetings are fair, efficient, democratic, and orderly.
  
- B. The Vice Chairperson shall:
  - 1. Assist the Chairperson in his or her duties as needed.
  - 2. Perform the duties of the Chairperson in the event of their absence, resignation, or inability to perform their duties, until such time as the Chairperson returns or a new chairperson assumes office under the provisions in these Bylaws.
  
- C. The Secretary shall:
  - 1. Sign and submit meeting agendas and meeting minutes to committee for approval.
  - 2. Ensure new members receive welcoming packets.
  - 3. Tally results for the election of Officers.
  
- D. The Treasurer shall:
  - 1. Report financial status at monthly meetings when appropriate.
  - 2. Act as Chair of the Finance Committee.

## Section III – Nominations and Elections

- A. Nominations
  - 1. At the regular January meeting, the Chairperson shall designate three (3) CHCGB members as the Nominating Committee to nominate candidates for the Chairperson, Vice Chairperson, Secretary, and Treasurer positions.
    - a. In the event of a catastrophic event, the elections will be postponed, and the new officers will serve twelve (12) months or more to return the cycle to March. Not to exceed eighteen (18) months.

2. The Nominating Committee shall contact proposed candidates to determine their willingness to run for office and nominate additional candidates if necessary to complete a ballot of nominees for each office.
3. The Nominating Committee shall transmit its nominations to each member of the CHCGB not less than seven (7) calendar days prior to the February meeting. Nominations may be made from the floor at the February meeting.
4. The Nominating Committee may not nominate any of its members for any office, although they may be nominated from the floor.

## B. Elections

1. Elections of officers shall typically be held at the February meeting. An officer is elected by receiving a simple majority vote, fifty-one percent (51%) of those members present and in good standing. If no candidate for an office obtains fifty-one percent (51%) of the vote, a run-off between the two candidates with the most votes shall be held immediately. If only one (1) candidate is nominated, and fails to receive a simple majority vote, fifty one percent (51%), nominations shall be reopened to allow for additional candidates. Once all nominations are received, voting shall resume in conformity with the process indicated above. Members with temporary voting privileges can vote for officers but cannot make nominations or be nominated.
2. The Secretary shall prepare and count the votes. The Secretary shall then declare the election results and proceed with run-off elections as indicated in Subsection 1 above, if necessary.
3. In the event that elections cannot be held as scheduled due to catastrophic events beyond the reasonable control of the CHCGB (including riots, wars, sabotage, acts of terrorism, civil disturbances, insurrection, explosion, pandemics, quarantines, acts of God, acts of government or governmental restraint, and natural disasters), elections shall be held at a regularly scheduled Board meeting as soon as practicable. Officers elected after the month of March shall serve for a minimum of twelve (12) months and not more than eighteen (18) months.

## Section IV – Term

The term of each office shall be one (1) year, commencing in March of each year.

## Section V – Resignation

Any officer may resign by filing a written resignation with the Executive Committee.

## Section VI – Vacancies

Upon a vacancy in the office of Chairperson, Vice Chairperson, Secretary, and/or Treasurer, nominations shall be accepted at the meeting in which the vacancy is announced. The vote on such nominees shall be taken at the next monthly meeting and the election shall proceed as under Section III. If the office of the Chairperson is vacated after the tenth month of any term, then the Vice Chairperson shall assume office for the remaining months of the term. In this event, at the meeting at which the vacancy is announced, nominations shall be received for the position of Vice Chair. The vote on such nominees shall take place at the next monthly meeting.

## **Article VIII – Committees**

### Section I – Composition of Committees

Standing committees except for the Executive Committee shall consist of at least three (3) members. The committee members will be appointed by a majority vote of the CHCGB during the meeting held in April, or as needed upon the vacancy of a member.

### Section II – Standing Committees

#### A. Executive Committee

Shall consist of the Chairperson, Vice Chairperson, Treasurer, and Secretary of the CHCGB. The Chief Executive Officer shall be an ex officio non-voting member of the Executive Committee. The Chairperson of the CHCGB shall facilitate meetings of the Executive Committee.

1. The responsibilities of the Executive Committee shall include:
  - a. Advising and assisting the membership in fulfilling the purpose and objectives set forth in Article VI of these Bylaws;
  - b. Acting on behalf of the CHCGB on all matters deemed by the Executive Committee to require action prior to the next regularly scheduled CHCGB meeting; and
  - c. Addressing other governance matters.
2. Actions of the Executive Committee acting on behalf of the CHCGB shall be ratified by a majority of the CHCGB at the next regularly scheduled meeting.

#### B. Finance Committee

1. The purpose of the Finance Committee shall include:
  - a. Assisting with the preparation and review of the annual budget;
  - b. Developing, in conjunction with the FQHCs' professional staff, monthly reports regarding financial status of the FQHC(s), including expenditure and revenue status;

- c. Determining major resources use and allocation strategies and priorities.

**C. Council Development Committee**

1. The purpose of the Council Development Committee shall include:
  - a. Ongoing recruitment and screening of applicants, using an open nomination process approved by the CHCGB;
  - b. Recommendation of candidates for appointment by the CHCGB and the Board of Supervisors, both annually as terms end, and throughout the year as vacancies occur;
  - c. Orientation, training, and mentoring of CHCGB members;
  - d. Selection of one member of the Council Development Committee or a designee to serve as a mentor for new members upon request. The duties of the mentor are described in Appendix B.
  - e. Monitoring of member participation, including attendance at CHCGB and committee meetings.

**D. Outreach and Patient Education Committee**

1. The purpose of the Outreach and Patient Education Committee shall include:
  - a. Informing consumers about services available through the FQHCs;
  - b. Providing recommendations to the CHCGB for achieving equitable delivery of high quality, culturally competent services to all patients;
  - c. Improving outreach and services to medically underserved populations;
  - d. Fostering awareness of the mission and goals of the CHCGB in the communities; and
  - e. Reviewing annual patient satisfaction surveys and preparing a report for the CHCGB to improve patient services.

**E. Credentialing and Privileging Committee**

1. The purpose of the Credentialing and Privileging Committee shall include:
  - a. Providing oversight of the credentialing process to ensure all service providers affiliated with FQHCs are qualified to provide care consistent with Federal Tort Claims Act (FTCA) standards for credentialing and privileging.

- b. The initial granting of privileges to Licensed Independent Practitioners (LIPs), Other Licensed Certified Practitioners (OLCPs), and other health professionals is performed by the Federally Qualified Health Center with final approval authority by the CHCGB which may review recommendations from either the CMO, Clinical Director, or a joint recommendation of the medical staff, including the Health Officer (or designee).
- c. The standard for Licensed Independent Practitioners (LIPs), Other Licensed Certified Practitioners (OLCPs), and other health professionals for recredentialing is every two years.

### **Section III – Task Forces and Committees**

- A. Any member may suggest the creation of a committee or task force when it appears necessary, and such committee or task force may be established upon majority vote of the CHCGB.
- B. Standing committees shall be defined as on-going committees and task forces shall be defined as time-limited (*ad hoc*) committees with designated purposes.
- C. Committee and task force members shall elect a Chairperson.
- D. Any committee or task force may be disbanded by a majority vote of the CHCGB.
- E. Committee meetings shall be called by the Chairperson of the committee, or the Chairperson of the CHCGB.
- F. A representative of the Community Health Center Governing Board will attend the Health Center's Quality Improvement/Quality Assurance Committee.

### **Article IX – Selection and Dismissal of Chief Executive Officer**

The CHCGB shall approve the selection and dismissal of the Chief Executive Officer for the FQHCs, in accordance with the following provisions:

- A. The Chief Executive Officer may only be dismissed for cause. Notice must be provided to the Chief Executive Officer prior to dismissal. Such notice must indicate the basis for the proposed dismissal and provide the Chief Executive Officer the opportunity to respond to the allegations forming the basis of the proposed dismissal and a time period to correct any deficiencies.
- B. An action by the CHCGB to terminate the Chief Executive Officer must occur at a regularly scheduled meeting of the CHCGB and upon a vote of two-thirds (2/3) of the voting CHCGB members.

- C. In the event of a vacancy in the Chief Executive Officer position, the Chief Operations Officer shall serve as the Chief Executive Officer on an interim basis. If a Chief Executive Officer is dismissed, the appointment of a replacement Chief Executive Officer must be conducted in compliance with the County of San Bernardino Personnel Rules and the County recruitment process, including but not limited to, all required background checks and licensing requirements.
- D. The recruitment and selection process for a replacement Chief Executive Officer shall be conducted by an ad-hoc committee established for the sole purpose of selecting such replacement.

## **Article X – Adoption and Amendments**

These Bylaws shall be adopted and may be amended by a majority vote of the CHCGB at any regular meeting. The CHCGB shall review the Bylaws annually. In the case of amendment, written notice of the amendment shall be submitted to each member at least seven (7) days prior to the meeting at which adoption is scheduled. Subsequent to CHCGB action, said amendments shall be approved by the Board of Supervisors. Bylaws must fit the policies established by the County of San Bernardino for Boards and Commissions, as well as meeting FQHC legislative requirements.

## **Appendix A: Key Terms Related to the ByLaws and Governance:**

- Applicant—a person who has completed the County of San Bernardino Application for Appointment to County Board, Commission or Committee.
- Candidate—a person whose application has been received by the health center staff; scheduled for an interview with the Council Development Committee; their application presented and voted upon by the active members of the CHCGB; and passed a background check while awaiting appointment from the Board of Supervisors. Candidates will have temporary voting privileges while awaiting full appointment. They will be able to vote but cannot make a motion or join a subcommittee.
- Member—a person whose application has been recommended by the Council Development Committee, appointed by the County Board of Supervisors, and ratified by the CHCGB.
- Active Members—members who are in good standing and not on leave.
- Mentorship—a process of acclimating new board members to the functions and processes of the CHCGB.

## **Appendix B: Mentorship**

**Mentorship is available to members upon request.**

- CHCGB Membership Mentor Introduction Letter
- CHCGB Membership Mentor Expectations
- CHCGB Membership Mentee Expectations
- CHCGB Membership Mentee Expectation Signature