



**Sacramento County Health Center
Co-Applicant Board**

BOARD BYLAWS

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Introduction

This body shall be known as the Sacramento County Health Center Co-Applicant Board, and shall be hereafter referred to as "CAB". The CAB is also known as "Board" under Health Resources and Services Administration (HRSA). The CAB shall serve as the independent local co-applicant governing board pursuant to the Public Health Services Act and its implementing regulations. The County of Sacramento, a public entity and political subdivision of the State of California, shall act as co-applicant with the CAB.

Article I: Purpose

The CAB is the community-based governing board mandated by the Health Resources Services Administration's ("HRSA") Bureau of Primary Health Care ("BPHC") to set health center policy and provide oversight of the County's Federally Qualified Health Center ("FQHC"), which shall be hereafter referred to as "Health Center".

The CAB shall work cooperatively with the County of Sacramento acting in its role as co-applicant, to support and guide the Health Center in its mission:

~~Any individual, especially those experiencing homelessness, has access to high quality comprehensive primary care at the Sacramento County Federally Qualified Health Center sites.~~

Mission: Improved health outcomes through high quality health services with a patient centered focus.

Values: Partnership, Accountability, Innovation, Integrity

Article II: Responsibilities

The CAB has specific responsibilities to meet the governance expectations of HRSA, while day-to-day operational and management authority reside with Sacramento County, Department of Health and Human Services (DHHS), Primary Health Services Division staff.

The CAB's responsibilities include providing advice, leadership, and governance guidance in support of the Health Center's mission. ~~The CAB will be knowledgeable about marketplace trends and shall have the responsibility for assisting and advising the Health Center, ensuring that it remains viable in its marketplace while it pursues its mission.~~

The CAB shall have the following responsibilities:

- A. Hold final authority on all areas assigned to the Health Center's HRSA scope of project, including services and supports provided through HRSA grant funds, program income, and all appropriated funds;
- B. Hold monthly meetings and maintain a record of all official actions;
- C. Approve the annual Health Center budget;
- D. Identification, consultation and selection of services beyond those required in law to be provided, as well as the location, mode of delivery of those services and the hours of operation;

- E. Adopt policies necessary and proper for the efficient and effective operation of the Health Center;
- F. Periodic evaluation of the effectiveness of the Health Center in making services accessible to County residents, particularly those experiencing homelessness;
- G. Develop and implement a procedure for hearing and resolving patient grievances;
- H. Approve quality of care protocols and audits;
- I. Delegate credentialing and privileging of providers to the Medical Director of the Health Center, as referenced in the Performance Improvement Policy and Procedure 01-01;
- J. Ensure compliance with federal, state, and local laws and regulations;
- K. Adopt Bylaws;
- L. Approve the selection, performance evaluation, retention, and dismissal of the Health Center's Project Director;
- M. Approve Health Center Sliding Fee Discount policy;
- N. Long-term strategic planning, which would include regular updating of the Health Center's mission, goals, and plans, as appropriate;
- O. Approve HRSA applications related to the Health Center, including grants/designation application and other HRSA requests regarding scope of project;
- P. Ensure new board members are oriented and trained regarding the duties and responsibilities of being a board member of an organization subject to FQHC requirements and satisfying the educational and training needs of existing members; and
- Q. Officially, accept the annual audit report and management letter performed by an independent auditor in accordance with federal audit requirements.

NOTE: No individual member shall act or speak for the CAB except as may be specifically authorized by the CAB. Members (other than the Health Center Chief Executive Officer/Project Director) shall refrain from giving personal advice or directives to any staff of the Health Center.

Article III: Limitations of Authority

The Board of Supervisors shall maintain the authority to set general policy on fiscal and personnel matters pertaining to the Health Center, including financial management practices, charges and rate setting, and labor relations and conditions of employment. The CAB 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 of the Board of Supervisors regarding fiscal or personnel issues. All policies and practices must adhere to California law, Brown Act requirements, and are subject to the Public Records Act.

The COUNTY through its DHHS in consultation with the CAB, shall be solely responsible for the management of the financial affairs of the Health Center, including capital and operating borrowing; for the development and implementation of financial policies and controls related to the Health Center; and receive, manage, allocate, and disburse, as applicable, revenues necessary for the operation of the Health Center.

Article IV: Members

Section 1: Membership

There shall be ~~between nine (9) and thirteen (13) twenty-one (21)~~ at large voting members of the CAB and one (1) ex-officio non-voting member.

A. Membership categories:

1. ~~Patient~~ Board Members - ~~Consumers~~:

- a. A majority of members of the board, ~~(at least eleven (11) members or fifty-one (51%) percent)~~ shall be individuals who are served by the Health Center. This means an individual who is a currently registered patient who has accessed Health Center services in the past 24 months and received at least one service.
- ~~b. Must be a current registered patient of the health center and must have accessed the health center in the past twenty-four (24) months to receive at least one or more in-scope service(s) that generated a health center visit.~~
- ~~e.b.~~ As a group, patient members of the board reasonably represent ~~the~~ individuals who are served by the Health Center in terms of demographic factors such as race, ethnicity gender, socioeconomic status, and age.
- ~~d.c.~~ At least one ~~patient~~ representative will be on the board including homelessness, as specifically defined under the section 330 grant.
- ~~e.d.~~ A legal guardian of a patient who is a dependent child or adult, or a legal sponsor of an immigrant, may also be considered a patient for purposes of board representation.

2. ~~Community~~ Board Members - ~~("Community Members")~~:

- a. ~~Community~~ Members of the board, ~~(no more than ten (10) members or forty-nine (49%) percent) that have a~~ with a broad range of skills, expertise and perspectives representing the community ~~currently~~ served by the Health Center.
- b. Members ~~§§~~ shall be individuals from differing segments of the County with expertise in community affairs, finance, legal affairs, business or other commercial concerns.
- c. ~~Community~~ Members may be an advocate who has personally experienced being a member of or represent, or have expertise in or work closely with the special population such as individuals experiencing homelessness.

3. The Project Director, or designee, shall serve as an ex-officio non-voting member of the CAB.

B. Establishment of CAB.

1. The initial ~~(present)~~ voting members of the CAB will be nominated and appointed by the Board of Supervisors.

~~2. Following the establishment of the CAB and the seating of its initial members, Nominations for voting membership on the CAB may ~~can~~ be submitted by anyone so long as the nominee meets the membership requirements of these Bylaws. Once approved by the CAB, staff will provide the Nominations ~~shall be given~~ to the Clerk of the Board or designee to the Chair, ~~for review and their recommendations will be presented to the Board of Supervisors for approval.~~~~

~~2.3.~~ The Clerk of the Board, or designee, reviews materials and submits for ratification by the Board of Supervisors.

Section 2: Membership Qualifications

- A. No more than half of the Community members may receive more than ten percent (10%) of his or her annual income from the health care industry (health care industry is understood to mean any community clinic or hospital providing health services to low income residents of Sacramento).
- B. All members must work, reside in, or be associated with, Sacramento County. No member of the CAB shall be an employee or an immediate family member (i.e., spouse, child, parent, brother, or sister, related by blood, adoption, or marriage) to such an employee of the County of Sacramento, DHHS, or CAB officer. No member shall have a financial interest, which would constitute a conflict of interest.

Section 3: Responsibilities and Rights of Members

- A. All members must:
 - 1. Attend all CAB meetings, unless excused by the Chair.
 - 2. Be subject to the conflict of interest rules applicable to the Board of Supervisors of the County of Sacramento and the laws of the State of California.
- B. Members shall be entitled to receive agendas, minutes, and all other materials related to the CAB, may vote at meetings of the CAB, and may hold office and may chair CAB committees.

Article V: Term of Office

The term of office for CAB members shall be for four (4) years. A member shall be limited to no more than four (4) consecutive terms of membership. The effective date of membership corresponds to the date of appointment.

Any elected member who has served four (4) consecutive, four (4) year terms shall not be eligible for re-election until one (1) year after the end of his or her third term. Election for a term of less than three (3) years or to fill a vacancy for less than three (3) years shall not be counted as service of a four (4) year term for this purpose. Unless terminated earlier in accordance with the Bylaws, members shall serve their designated term until their successors are elected and qualified.

Article VI: Removal

Any member may be removed whenever the best interests of the Health Center or the CAB 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

CAB. 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 CAB.

Continuous and frequent absences from the CAB 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 CAB meetings or from four (4) meetings within a period of six (6) months, the CAB shall automatically consider the removal of such person from the CAB in accordance with the procedures outlined in this Article.

The CAB will accept an email resignation of a CAB member. The CAB Chair or designee will send an email or letter to the CAB member confirming the resignation. Following seven days (7) of receipt of the letter by the CAB, the resignation is accepted.

Article VII: Conflict of Interest

A conflict of interest is a transaction with the Health Center in which a CAB member has a direct or indirect economic or financial interest. Conflict of interest or the appearance of conflict of interest by CAB members, employees, consultants and those who furnish goods or services to the Health Center must be declared. CAB members are required to declare any potential conflicts of interest by completing a [Conflict of Interest: Disclosure and Attestation Statement declaration form per County of Sacramento policy for members appointed to advisory boards](#) (see Appendix A).

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

In addition to the requirements imposed by these Bylaws, CAB members shall also be subject to all applicable state and federal conflict of interest laws.

Article VIII: Compensation

Members of the CAB shall serve without compensation from the Health Center. Travel and meal expenses when traveling out of Sacramento County for CAB business shall be approved in advance by the CAB.

Article IX: Meetings

Section 1: Regular Meetings

The CAB shall meet ~~at least~~ monthly and maintain records/minutes that verify and document the Board is functioning. Where geography or other circumstances make monthly, in-person participation in board meetings burdensome, monthly meetings may be conducted by telephone or other means of electronic communication where all parties can both listen and speak to all other parties.

Section 2: Conduct of Meeting

The meeting shall be conducted in accordance with the most recent edition of The Sturgis Standard Code of Parliamentary Procedure unless otherwise specified by these Bylaws.

Section 3: 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 4: Notice, Agenda and Supportive Materials

- A. Written notice of each regular meeting of the CAB, specifying the time, place and agenda items, shall be sent to each member not less than seventy-two (72) hours prior to the meeting except as permitted by the Ralph M. Brown Act. Preparation of the agenda shall be the responsibility of the Chair in conjunction with the Project Director, or his or her designee.
- B. The agenda of each regular meeting shall be posted at the Health Center and on the Health Center's website: <http://www.dhhs.saccounty.net/PRI/Pages/PRI-Home.aspx>.
- C. Supportive materials for policy decisions to be voted upon shall be distributed to all members along with the agenda. If, on a rare occasion, such prior submission is precluded by time pressures, and if the urgency of a CAB vote is established by the Chair of the CAB, 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, can be added to the agenda pursuant to the Ralph M. Brown Act.

Section 5: Special Meetings

- A. To hold a special meeting, advance notice of such meeting shall be given.
- B. The CAB shall hold an annual meeting during November, at such time and place as is established by the Board upon proper notice, for election of new members and officers, and for the transaction of such other businesses as may properly come before the CAB. The annual meeting shall serve as the regular meeting for that month. Notice of the annual meeting shall be given in writing by the Project Director or his or her designee to each member not less than thirty (30) nor more than sixty (60) days prior to the date of such meeting.

Section 6: Quorum and Voting Requirements

- A. A quorum is necessary to conduct business, make recommendations, or approve items. A quorum shall be constituted by the presence of a majority of the appointed members of the CAB.
- B. A majority vote of those CAB members present and voting is required to take any action.
- C. Each member shall be entitled to one (1) vote. Voting must be in person or telephonically; no proxy votes will be accepted.
- D. CAB member 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. Where geography or other circumstances make monthly, in-person participation in board meetings burdensome, monthly meetings may be conducted by telephone or other means of electronic communication where all parties can both listen and speak to all other parties. Attendance will be recorded by the Project Director or his or her designee with a roll call and participation recorded in the official minutes.

- E. The Project Director shall have direct administrative responsibility for the operation of the Health Center and shall attend, or assign a delegate in his/her absence to all meetings of the CAB, but shall not be entitled to vote.

Article X: Officers

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

Section 1: Nomination and Election

Nominees for officers shall be selected from the CAB membership. Nominations for officers shall be made at the regular October 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 November meeting of the CAB.

Initial selection of officers upon creation of the CAB will transpire at the same CAB Board meeting following the adoption of these Bylaws.

Section 2: Appointment of Chair and Vice-Chair

Officers shall be elected for a term of one (1) year, or any portion of an unexpired term thereof, a person shall be limited to no more than four (4) consecutive terms of membership. 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 shall be filled for the remaining portion of the term by special election by the CAB, at a regular or special 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 or other directives of the CAB.

A. Chair

The Chair shall preside over meetings of the CAB, 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 CAB.

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 CAB.

~~Article XI: Executive Committee~~

~~Section 1: Meetings~~

~~The Executive Committee shall meet as needed, at such time and place as it may designate, and shall keep a record of all its proceedings and actions. This Committee may act on behalf of the full Board if there is an urgent personnel or financial matter that requires prompt action. This Committee will report all actions taken independently and on behalf of the full Board to the full~~

~~CAB and the full CAB must vote on these actions. These actions will then be recorded in the minutes.~~

~~Special meetings of the Executive Committee may be called on one (1) days' notice by the Chair.~~

~~Section 2: Membership~~

~~The Executive Committee shall consist of the Chair, Vice-Chair, and one (1) member of the CAB elected as a member-at-large.~~

~~Section 3: Election~~

~~Officers shall be elected annually by a majority vote of these members present and voting, as the first order of business at the November meeting of the CAB, in accordance with Article X.~~

~~Section 4: Powers~~

~~The Executive Committee shall coordinate the activities of all committees; and shall perform such other duties as prescribed by the CAB including making decisions in emergencies. In such cases the full CAB shall be apprise of the actions in a formal meeting within five (5) days of the action.~~

~~Section 5: Voting~~

~~The Executive Committee shall act by majority vote of those present at a meeting having a quorum. Two (2) 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 or special meeting of the CAB, in accordance with Article X.~~

~~Article XII: Committees~~

~~In addition to an Executive Committee, pursuant to Article XI, CAB may designate one (1) or more committees as the CAB sees as appropriate to carry out its responsibilities. The designation shall be adopted at a meeting of the CAB at which a quorum is present. Each standing committee shall be subject to the requirements of the Ralph M. Brown Act.~~

~~The Chairperson of the governing CAB shall, from among governing board members, appoint with the concurrence of a majority of Governing Board members, the following standing committees:~~

- ~~A. **Finance and Audit Committee:** The Finance and Audit Committee will be responsible for reviewing and accepting the recommended annual budget of the Health Center before the budgets are submitted to HRSA for review and final approval. The Committee shall include member representatives, the Project Director, and the Health Center's budget officer.~~

~~In the event that the Finance and Audit Committee does not accept or recommend the budget to the CAB and/or if the CAB does not approve the recommended budget, the County through its DHHS and the CAB shall meet and confer to develop an appropriate budget that is satisfactory. If DHHS and the CAB fail to develop a mutually agreed upon budget within thirty (30) days of the initial review, then the dispute or impasse shall be resolved by mediation by the DHHS Director or designee, in accordance with the~~

~~Dispute Resolution and Mediation Process. Subject to the requirements for adoption and approval of a public agency budget, the CAB shall have final authority to approve the annual operating budget of the Health Center.~~

~~B. Clinical and Quality Assurance Committee: The Clinical and Quality Assurance Committee will be responsible for monitoring and making recommendations for the implementation and improvement of the quality assurance programs of the Health Center, as described in the Co-Applicant Agreement. In addition to member representatives, the Committee shall include the Health Center's Medical Director and appropriate staff clinicians of the Health Center. Credentialing and privileging of medical providers is delegated to the Health Center Medical Director.~~

~~C. Nominating Committee: The Nominating Committee shall be comprised of members nominated by CAB and will be responsible for recruiting and nominating all individuals for consideration for membership on the CAB. The Nominating Committee shall review candidates' qualifications, and make nominations in a manner that assures compliance with the Bylaws (i.e. board composition).~~

~~Each committee shall consist of two (2) or more CAB members. 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 CAB.~~

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

Section 1: Committee Appointments

~~A. Chair: The Chair of the CAB shall appoint the Committee Chair from the members of the committee.~~

~~B. Members: Committee members shall be appointed by the Chair of CAB and are subject to the review of the CAB.~~

~~C. Term of Office: The Chair of a committee shall hold office for a maximum of one (1) year or until a successor is appointed and approved. All members of each committee shall hold office for one (1) year. A person shall be limited to no more than four (4) consecutive terms of membership.~~

~~D. Vacancies: The Chair, with the approval of the CAB, shall have the power to fill any vacancies that occur on the committee.~~

Section 2: Meetings

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

Section 3: Minutes

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

Article XIII: Amendments and Dissolution

- A. Amendments: The Bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting of the CAB 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. Any revisions and amendments must be approved by the CAB. County Board of Supervisors must approve any change that alters or conflicts with their action establishing CAB.
- B. Dissolution: Dissolution of the CAB shall only be by affirmative vote of the CAB and County Board of Supervisors at duly scheduled meetings.

Certification

These Bylaws were approved at a meeting of the board by a two-thirds (2/3) majority vote on _____, 20____.

Chair / Date

Appendix A: Conflict of Interest

<p style="text-align: center;">Sacramento County Health Center Co-Applicant Board Conflict of Interest: <i>Disclosure and Attestation Statement</i></p>

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: CAB members shall be faithful to the organization and can never use information obtained in his/her position as a CAB member for personal gain.

Responsibilities of CAB Members:

- A. A CAB member must declare and explain any potential conflicts of interest related to:
 - 1. Using her/his CAB appointment in any way to obtain financial gain for the member’s household or family, or for any business with which the CAB member or a CAB member’s household or family is associated; and
 - 2. Taking any action on behalf of the CAB, the effect of which would be to the member’s household or family’s, private financial gain or loss.
- B. No member of the CAB shall vote in a situation where a personal conflict of interest exists for that member.
- C. No voting member of the CAB shall be an employee or an immediate family member of an employee of the Health Center or County of Sacramento, Department of Health and Human Services; however, a member may otherwise be an employee of the County.
- D. No CAB member shall be an employee or an immediate family member of an employee of a Federally Qualified Health Center.
- E. Any member may challenge any other member(s) as having a conflict of interest by the procedures outlined in the CAB’s Bylaws, Article IX.

As a CAB member, my signature below acknowledges that I have received, read, had an opportunity to ask clarifying questions regarding these conflict of interest requirements and the CAB Conflict of Interest Policy and that I understand the contents of this policy as it relates to my membership and responsibilities as a CAB member in capacity of officer, expert volunteer, advocate, consumer, or County staff member. I understand that any violation of these requirements may be grounds for removal from CAB membership. I further understand that I may be subject to all other applicable state and federal conflict of interest requirements in addition to the provisions set forth in these Bylaws. I declare that the above statement is true and accurate to the best of my knowledge.

CAB Member’s name (please print)

Date

CAB Member’s signature