

# **SACRAMENTO COUNTY HEALTH AUTHORITY COMMISSION BYLAWS**

## **ARTICLE I. NAME**

The name of the commission shall be: Sacramento County Health Authority Commission.

## **ARTICLE II. AUTHORITY**

The Health Authority Commission is established by Title 2, Chapter 2.136, Sections 2.136.010 through 2.136.170, of the Sacramento County Code. All of the rights, duties, privileges, and immunities vested in Sacramento County pursuant to Article 2.7 of Chapter 7 of Part 3 of Division 9 of the California Welfare and Institutions Code are vested in the Health Authority.

## **ARTICLE III. RESPONSIBILITIES**

The Sacramento County Health Authority Commission has the responsibility and duty to do the following:

1. Meet with any health plans intending to contract as Medi-Cal managed care plans in the county and health plans that operate as Medi-Cal managed care plans in the county pursuant to Section 14089 of the Welfare and Institutions Code to review and discuss strategies for improving quality, cost, and access of Medi-Cal services in the county, until the Health Authority implements any activity described in paragraph 3.
2. Designate to the Department of Health Care Services at least two Knox-Keene licensed health plans for the Board of Supervisors' approval (based on the criteria described in Section 2.136.130, paragraph g, of the Sacramento County Code) for purposes of the Medi-Cal managed care plan procurement under Section 14089 of the Welfare and Institutions Code for the County of Sacramento, until the Health Authority implements a county-sponsored local initiative health plan as authorized by Section 14087.38 of the Welfare and Institutions Code as described in paragraph 3.
3. Consistent with Section 14087.38 of the Welfare and Institutions Code, and upon approval of the Commission and the Board of Supervisors, the Commission may pursue either of the following activities:
  - a) The Commission may seek and obtain Knox-Keene health plan licensure in order to serve as the county-sponsored local initiative to contract with the Department to arrange for the provision of health care services to qualifying individuals, as authorized by Section 14087.3 of the Welfare and Institutions Code.
  - b) The Commission may negotiate and enter into a contract with a Knox-Keene licensed health plan to be the designated county-sponsored local initiative health plan for the purpose of contracting with the Department for the provision of health care services to qualifying individuals as authorized by Section 14087.3 of the Welfare and Institutions Code.

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4. Comply with applicable federal and state laws and regulations.
5. Serve the public interest of Medi-Cal beneficiaries served by the Health Authority, which includes striving to:
  - Improve health care quality;
  - Increase health care access and network adequacy;
  - Better integrate the services of Medi-Cal managed care plans and behavioral health and oral health services;
  - Reduce health disparities;
  - Promote prevention and wellness; and
  - Ensure the provision of cost-effective health and mental health care services.
6. Ensure the operational well-being and fiscal solvency of the Health Authority.

### **ARTICLE IV. MEMBERSHIP**

Members of the Commission shall be appointed by the Board of Supervisors to represent the interests of the County, the general public, beneficiaries, physicians, hospitals, clinics, and other nonphysician health care providers. The commission shall have twenty (20) voting members and at least two (2) nonvoting members.

#### Section 1 - Voting Members

The voting members shall consist of all of the following:

1. Five (5) members shall be individuals who advocate on behalf or represent the interests of Medi-Cal beneficiaries in the county. Of the five members, at least one individual shall advocate on behalf of Medi-Cal beneficiaries for behavioral health services. Members shall be nominated by the Consumer Protection Advisory Committee.
2. Two (2) members shall be individuals who are Medi-Cal beneficiaries in the county at the time they are nominated. Members shall be nominated by the Consumer Protection Advisory Committee.
3. Three (3) members shall be representatives of nonprofit community health centers that operate in the county and serve Medi-Cal beneficiaries, and these members shall be nominated by the Central Valley Health Network, or its successor organization.
4. Four (4) members shall be individuals who are nominated by the Hospital Council of Northern and Central California, or any successor organization, and represent hospital systems operating in the county. The Board shall appoint no more than one individual representing each hospital system.

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5. Two (2) members shall be physicians, nominated by the Sierra Sacramento Valley Medical Society, or any successor organization, who serve Medi-Cal beneficiaries in the county.
6. One (1) member shall be a behavioral health services provider who serves Medi-Cal beneficiaries in the county and is nominated by the Sacramento County Mental Health Advisory Board.
7. One (1) member shall be an individual member of the stakeholder advisory committee on oral health and dental services, nominated by the stakeholder advisory committee on oral health and dental services, established pursuant to Section 14089.08, who resides or is employed in the county.
8. A member of the Board of Supervisors, or his or her designee.
9. The director of the Department of Health Services of the County of Sacramento, or his or her designee.

### **Section 2 - Nonvoting Members**

Until the Health Authority implements any activity described in paragraph 3 under Article 3, Responsibilities, nonvoting members shall include at least:

1. Two (2) members, nominated by the Department of Health Services, who represent Medi-Cal managed care plans operating in the county.
2. Two (2) individuals, nominated by the Department of Health Services, who represent independent physician practice associations operating in the county.

Upon the implementation of any activity described in paragraph 3 under Article 3, Responsibilities, the nonvoting members shall include at least two (2) individuals, nominated by the Department of Health Services, who represent independent physician practice associations operating in the county.

### **Section 3 - Conflict of Interest**

Each Commission member will be subject to file the appropriate Conflict of Interest financial disclosure form with the Department of Health Services Staff for submission to the Clerk of the Board of Supervisors in a timely manner. Failure to do so may invalidate Commission membership.

Notwithstanding any other law, a member of the Commission shall not be deemed to be interested in a contract entered into by the Health Authority within the meaning of Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 of Title 1 of the Government Code if the member is a Medi-Cal recipient or if all of the following apply:

1. The member was appointed to represent the interests of physicians, health care practitioners, hospitals, or other health care organizations.

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2. The contract authorizes the member or the organization the member represents to provide Medi-Cal services in the county.
3. The contract contains substantially the same terms and conditions as contracts entered into with other individuals or organizations the member was appointed to represent.
4. The member does not influence nor attempt to influence the Commission or another member of the Commission to recommend that the Health Authority enter into the contract in which the member is interested.
5. The member discloses the interest to the Commission and abstains from voting on any recommendation on the contract.
6. The Commission notes the member's disclosure and abstention in its official records and authorizes the contract in good faith by a vote of its membership sufficient for the purpose without counting the vote of the interested member.

All members of the Commission and any advisory committee shall comply with all State and County laws, ordinances and regulations relating to conflict of interest and are subject to the financial reporting requirements of the Political Reform Act.

### **Section 4 - Terms of Service**

Commission members shall serve for two (2) years, subject to reappointment by the Board of Supervisors or nominating authority as specified in this Chapter, and until the appointment of his/her successor.

No member shall serve more than six (6) consecutive years on the Commission, or until a replacement is appointed. However, a member may be reappointed, subject to the same limitation, if such member has not served within the two (2) years prior to such reappointment.

### **Section 5 - Compensation**

Members of the Commission and its committees shall not be paid compensation for activities relating to their duties as members, but Commission members who are Medi-Cal recipients shall be reimbursed an appropriate amount to be determined and provided by the county for travel and childcare expenses incurred in performing their duties related to the Commission and those committees.

## **ARTICLE V. OFFICERS**

### **Section 1 – Designation**

The officers of the Commission shall be a Chair and a Vice-chair.

The Chair and Vice-chair shall be selected from among the following members: an individual who advocates on behalf or represent the interests of Medi-Cal beneficiaries in the county, provided that the individual is not employed or contracted by an organization that provides medical services; a Medi-Cal beneficiary; the director of the Department of Health Services of the County of Sacramento, or his or her designee; or a member of the Board of Supervisors, or his or her designee.

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## Section 2 – Term of Office

The member appointed by the Board of Supervisors to serve as Chair shall serve in that capacity until there is reappointment by the Board.

The voting Commission members shall annually elect a Vice-chair who shall serve for a term of one year. The Commission shall elect the Vice-chair by majority vote, and the election of the Vice-chair shall be conducted at a Commission meeting in January of each year. The term shall begin immediately at the conclusion of the meeting in which the election is held. A member may be re-elected for any number of terms.

## Section 3 – Duties of Officers

The Chair shall be the principal executive officer and shall provide supervision, direction, and administer leadership over the affairs of the Commission. The Chair shall act as the spokesperson of the Commission. The Chair shall prepare meeting agendas, preside at all meetings of the Commission, and carry out the policies of this Commission. The Chair may call special meetings and create standing and ad hoc advisory committees as deemed necessary. The Chair shall appoint advisory committee chairs, vice-chairs, and members from the Commission's voting membership. The Chair may serve simultaneously as an advisory committee chair. The Chair shall have the power to contract for services of planners, financial consultants, and other experts and, separate and apart therefrom, to employ such other persons as it deems necessary. The Chair shall have the power to apply for, accept and receive state, federal or local licenses, permits, grants, loans or other aid from any philanthropic organization, agency of the United States of America, or agency of the State of California necessary for the Authority's full exercise of its powers.

The Vice-Chair shall do everything necessary to assist the Chair in the performance of the Chair's duties. In the event of absence of the Chair, the Vice-Chair shall exercise all the powers of the Chair. The Vice-Chair may serve simultaneously as an advisory committee chair or vice-chair.

In the absence of the Chair and Vice-chair, the Chair will designate an acting Chair.

## Section 4 – Executive Committee

Members of the Executive Committee shall include the Chair and Vice-Chair of the Commission, and the chair of each standing committee (i.e., Consumer Protection Committee and Quality Improvement/Quality Assurance Committee).

The Executive Committee shall carry out any responsibilities delegated to it by the Commission for any activities that do not require approval of the Commission. The Executive Committee is authorized to act on behalf of the Commission to fulfill the Commission's responsibilities only when time sensitive matters arise and an urgent response is required, but the Commission is unable to convene for a special meeting. In those circumstances the Executive Committee may perform only those actions

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necessary to deal with that emergent situation until such time as the Commission can be convened. Any actions taken pursuant to this subsection shall be placed on the agenda for the next subsequent regular meeting for review by the Commission and are subject to the ratification or invalidation by a vote of the Commission.

If a Commission member's inappropriate conduct or level of contribution is considered by the Executive Committee not to be in the best interest of the Commission, a meeting will be held with the Chair, Vice Chair and the member in question to resolve the issue. If no resolution is reached, the Executive Committee may recommend corrective action up to and including recommending that member's termination to the Board of Supervisors.

### **ARTICLE VI. MEETINGS**

#### Section 1 - Regular Meetings

The Commission meetings shall be scheduled monthly. Meetings may be cancelled as appropriate, though the Commission shall meet at least quarterly. Notice of regular meetings shall be provided at least 72 hours in advance of the scheduled meeting date.

#### Section 2 - Special Meetings

Special meetings of the Commission may be called at any time by the Chair. Notice of the meeting shall be provided at least 72 hours in advance of the special meeting.

#### Section 3 - Quorum

A quorum for transaction of business shall be one-half of the appointed voting members. The definition of members excludes unfilled positions and those vacated by resignation or removal. Action may be taken based on a majority vote of those members present and voting, provided that no action may be taken if less than a quorum is present. In the event of a tie vote, the Chair shall have an additional vote, or the Vice-chair if the Chair is not present.

#### Section 4 – Member Attendance

Voting members are expected to attend all Commission meetings.

A member who is unable to attend a given meeting shall give advance notice of his/her inability to attend to the Sacramento County Health Services staff. A member's absence shall constitute a "notified absence" where the member, in advance of the meeting, informs the staff that the member will be absent. An absence due to unforeseen circumstances such as illness or emergency shall also qualify as a notified absence where the member reports such absence to the staff as soon as reasonably possible. The staff shall record as non-notified all absences involving neither advance notice nor unforeseen circumstances.

In the event that a voting member has two consecutive non-notified absences from regular Commission meetings, the Chair or designee will initiate a letter to the member asking him/her to reaffirm in writing his/her intent to remain active. If a voting member

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has three consecutive non-notified absences or attends fewer than 50% of the meetings held in a year, he/she shall be recommended by the Executive Committee for removal from the Commission by the Board of Supervisors.

### Section 5 – Public Attendance

Community attendance and public testimony shall be welcomed and encouraged at all regular and special Commission meetings, unless it is designated a closed session per the Ralph M. Brown Act.

### Section 6 – Minutes

Official minutes, recording motions entertained and actions taken at each meeting of the commission, shall be prepared and submitted to the clerk of the board.

### Section 7 – Staff Support

The Department of Health Services shall provide clerical and administrative support for the Commission.

## **ARTICLE VII. ADVISORY COMMITTEES**

The Commission's advisory committees shall include the Consumer Protection Committee, and any other committee determined to be advisable by the Health Authority. The advisory committees shall act through majority vote of the advisory committee. If any advisory committee adopts a motion making any recommendation to the Commission, the advisory committee chair shall promptly advise the Commission Chair, who shall place that item on the agenda for the next Commission meeting.

In addition, the Commission shall consult with, and receive input from, the Stakeholder Advisory Committee established pursuant to Section 14089.08 of the Welfare and Institutions Code on matters that may impact the oral health of Medi-Cal beneficiaries.

### Section 1 – Consumer Protection Committee

The Consumer Protection Committee shall be comprised of Medi-Cal beneficiaries and individuals who advocate on behalf or represent the interests of Medi-Cal beneficiaries in the county (per paragraphs 1 and 2 in Section 1 Voting Members, Article IV Membership).

### Section 2 – Quality Improvement/Quality Assurance Committee

The Quality Improvement/Quality Assurance Committee shall be comprised of voting and non-voting members and be charged with analyzing healthcare quality, per the direction of the Commission, and providing reports to the Commission on their findings.

## **ARTICLE VIII. REPORTS**

On or before January 31 of each year, the Commission shall submit an annual report to the clerk of the Board. The report shall highlight the activities, accomplishments and future goals of the Health Authority.

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The Board may request the Commission to submit progress reports and recommendations, and the Commission shall respond to such requests within a reasonable period of time.

### **ARTICLE IX. BUDGET**

Within 90 days after the establishment of the Health Authority, and thereafter prior to the commencement of each fiscal year, the Commission shall adopt a budget for the ensuing fiscal year. The Commission shall adopt its budget under the same laws, rules and policies that control the County budget process. Hearings on the Authority budget shall be conducted concurrently with hearings conducted in connection with the County budget.

### **ARTICLE X. RULES OF ORDER**

When a member desires to address the Commission, the member shall seek recognition by addressing the presiding officer, and when recognized, shall proceed to speak, confining his or her remarks to the question before the Commission. No discussion shall take place until a resolution or motion has been moved and seconded, or a calendared item has been introduced.

In the absence of provisions contained herein, all proceedings of the Commission shall be conducted in accordance with Robert's Rules of Order Newly Revised.

### **ARTICLE XI. AMENDMENTS**

Amendment of these bylaws may be achieved by a two-thirds (2/3) vote of voting members present at any regular meeting, provided that notice of such proposed amendment has been presented in writing to the Chair and read by the Chair or his/her designee at a regular meeting held prior to the time the proposed amendment is to be voted upon.