

# BYLAWS OF THE HEALTH CARE FOR THE HOMELESS GOVERNANCE COUNCIL

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## ***Introduction***

Public Health Seattle-King County (“PHSKC”), an agency of King County government, provides medical, dental, and behavioral health care for individuals experiencing homelessness. PHSKC receives a grant from the United States Department of Health and Human Services Health Resources and Services Administration (“HRSA”) pursuant to Section 330(h) of the Public Health Service Act to support this work.

HRSA regulations define the Scope of Project (“HRSA Scope of Project”) under a Section 330 grant as “the approved service sites, services, providers, service area(s) and target population(s) which are supported (wholly or in part) under the total section 330 grant- related project budget.” PHSKC, through its Healthcare for the Homeless Network (“HCHN”), administers the HRSA Scope of Project. HRSA, as a condition of receiving Section 330 grant funds and the resulting FQHC designation, requires the establishment of a Co-Applicant Board with specific authority to oversee the HRSA Scope of Project. The HCHN service sites, services, and providers that fall within the HRSA Scope of Project are collectively known as the “Health Center.” The Co-Applicant Board is also known as the “Health Center Board” under HRSA regulations.

These Bylaws define the powers of this Co-Applicant Board, known as the Healthcare for the Homeless Governance Council (the “Council”). The Council is authorized by King County Code sections 2.16.020D and E2 and 2.35A.010 for the purposes of these Bylaws, “Health Center” is equivalent to “HRSA Scope of Project”.

## ***Article I: Purpose***

The Council is the community-based governing board mandated by HRSA’s Bureau of Primary Health Care (“BPHC”) to oversee and set policy for the Health Center.

The Council shall work cooperatively with PHSKC and HCHN to support and guide the Health Center in its mission to provide comprehensive health care that is quality-driven, affordable and culturally competent to persons experiencing homelessness in King County, while ensuring compliance with all HRSA grant requirements.

## ***Article II: Responsibilities***

The Council has specific responsibilities to meet the governance expectations of HRSA, while day-to-day operational and management authority reside with PHSKC and HCHN staff.

The Council’s responsibilities include providing advice, leadership and guidance in support of the Health Center’s mission.

The Council shall have the following responsibilities limited to the Health Center:

- i. Reviewing and approving the annual HRSA Scope of Project budget and applications.
- ii. Providing direction for long-range planning, including but not limited to identifying health center priorities and adopting a three-year plan for financial management and capital expenditures. The Council determines the format of its long-range/strategic planning.
- iii. Assessing the achievement of project objectives through evaluation of health center activities, including service utilization patterns, quality of care, productivity [efficiency and effectiveness] of the center, patient satisfaction, and ensuring that a process is developed for hearing and resolving patient grievances.
- iv. Adopting health care policies related to the operations of the health center including quality-of-care audit procedures and the scope and availability of services to be provided within the HRSA Scope of Project, including decisions to sub-award or contract for a substantial portion of the services; service site location(s); and hours of operation of service sites.
- v. Approving the selection and dismissal of, and evaluating the performance of the HCH Program Manager, subject to those limitations on Council authority over labor relations and employment described herein, and in federal, state and local law.
- vi. Adopting policy for eligibility for services including criteria for partial payment schedules.
- vii. Adopting, evaluating at least once every three years, and, as needed, approving updates to Quality Improvement/Assurance policies.
- viii. Assuring that the health center is operated in compliance with applicable Federal, State, and local laws and regulations.

### ***Article III: Limitations of Authority***

King County and PHSKC shall maintain their respective authority over monitoring the financial status of the health center, fiscal, and personnel matters, including, but not limited to Sliding Fee Discount Program, Billing and Collections policy, appropriating and authorizing funding and staffing for programs, financial management, charging and rate setting, contracting, labor relations and conditions of employment. The Council may not adopt any policy or practice, or take any action which is inconsistent with or alters the scope of any decision or policy of King County or PHSKC regarding any fiscal or personnel issue, or which asserts control, directly or indirectly, over any non-HRSA Scope of Project fund or program. While the Council has the ability to approve the appointment, dismissal and evaluation of the HCH Program Manager, the Council does not have any authority to direct hiring, promotion, or firing decisions regarding any employee of King County or PHSKC.

### ***Article IV: Members***

The Council shall consist of twelve to eighteen (12-18) members, ~~with 15 as ideal~~, initially appointed by the director of PHSKC with input from key stakeholders to ensure broad community representation. Subsequent appointments to fill vacancies will be made pursuant to these

Bylaws, Article V. Of the 12 to 18 total seats on the board, the goal is 1/3 (with a minimum floor of 3 seats) to be designated for people who are current HCHN patients (as defined by HRSA as “a current registered patient...[who has] accessed...services in the past 24 months”) or others who are currently homeless or have other pertinent lived experience with homelessness and can represent the perspective of potential patients, but who do not meet HRSA’s definition of current patient board members. Every effort will be made to recruit consumer members to represent the consumer population in terms of factors such as ethnicity, location of residence, race, gender, age, LGBTQ, and economic status to ensure meaningful patient input is included. Non-patient health center board members must be representative of the community served by the health center.

All members of the Council shall be residents of King County. The City of Seattle, and each of the regions to the north, east, and south of the city’s borders within King County must be represented by at least one member of the Council. The HCH Program Manager shall serve as an ex-officio non-voting member of the Council. Currently, there is a HRSA waiver in place regarding consumer membership requirements. If anything should change or the waiver is withdrawn, these Bylaws shall be amended to reflect that change or withdrawal.

No more than one-half of the Council members may derive more than ten percent (10%) of their annual income from the health care industry. No members shall have a financial interest which would constitute a conflict of interest. Health center employees and immediate family members (i.e., spouses, children, parents, or siblings through blood, adoption, or marriage) of employees may not be on the Council. The health center will verify annually that the Governance Council does not include members who are current employees of the health center or immediate family members of current health center employees.

Collectively, Council members shall possess expertise in health care, community affairs, finance, government, business, and legal affairs. One (1) member must be an executive leadership representative of a Community Health Center and appointed by the King County Community Health Center Council for a term of no more than two (2) years. Each member shall have a demonstrated commitment to people experiencing homelessness and the special needs of that population.

## ***Article V: Appointment of New Members***

### **Section 1: Nominations**

The Council will be initially appointed by the director of PHSKC with input from key stakeholders to ensure broad community representation.

Anyone may nominate a person for voting membership on the Council so long as the nominee meets the membership requirements of these Bylaws. Nominations shall be given to the Chair in writing.

In addition, the Council shall ensure that thirty (30) days public notice is provided regarding current and pending vacancies. Such notice must be given sufficiently in advance to permit members of the public at least three weeks after the posting of the notice to apply for membership in writing by submitting an application, as developed and approved by the Council, before the selection process outlined in this Article.

A nominee must provide information sufficient to confirm that they meet the membership requirements of these Bylaws.

### **Section 2: Election**

A list of nominees and applicants shall be presented to the Council at a meeting between two and four (2 - 4) months in advance of the expiration of terms for voting membership positions which are up for selection. A nominee may decline nomination. Each proposed new or returning member who is nominated or who applies shall be separately selected by a majority vote of these members present and voting at the meeting designated for such selections. A nominee or applicant who is so selected for membership shall begin the new term immediately upon the end of the term of the prior holder of the seat for which the selection was held.

### ***Article VI: Term of Office***

Upon establishment of the Council, initial terms shall be four (4) years for seven (7) of the members, and two (2) years for the remaining members to ensure terms are staggered. The term of office for all Council members thereafter shall be four (4) years. A member shall be limited to three (3) consecutive terms of membership. Any vacancy or removal from the Council shall occur pursuant to the Bylaws.

One (1) seat will be reserved for an executive leadership representative from a Community Health Center (CHC) and term will be no more than two (2) years. No single CHC will serve consecutive terms.

A partial term of less than four (4) years shall not count as a term as outlined above.

### ***Article VII: Responsibilities and Rights of Members***

Council members are expected to attend all meetings.

Council members shall demonstrate a commitment to working collaboratively with PHSKC and its staff, including HCHN staff, other Council members, others within the Health Center, and the public to support the Health Center's mission and ensure the maintenance of the HRSA grant, in accordance with the expectations, rules, and regulations of HRSA, King County law and policy, as well as the population served by the Health Center.

Council Members shall be entitled to receive agendas, minutes, and all other materials related

to the Council, may vote at meetings of the Council, may hold office, and may chair Council committees.

Council Members may not act, or speak, on behalf of the Council without the Council's express consent.

### ***Article VIII: Removal and Resignation***

Any member may be removed whenever the best interests of the Health Center or the Council will be served. The member whose removal is placed in issue shall be given seven days (7) prior notice of proposed removal and a reasonable opportunity to appear and be heard at a meeting of the Council. 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 Council.

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

A Council member wishing to resign prior to expiration of the term must provide resignation in writing to the Council. Alternatively, the Council will accept a verbal resignation of a Council member so long as it is properly documented in the Council minutes. The Council will send an email or letter to the Council member confirming the resignation. Following seven days (7) of receipt of the letter by the Council, the resignation is accepted.

### ***Article IX: Vacancies***

The Council shall have the ability to appoint members to fill vacancies to complete a term, following the procedures outlined in Article V. Anyone selected to fill a vacancy shall fill the remainder of the term. Vacancies due to term completion can be filled following procedures outlined in Article V.

### ***Article X: Conflict of Interest***

A conflict of interest is a transaction within the Health Center in which a Council member has a direct or indirect financial interest, as defined in more detail in Appendix A hereto. Actual or potential conflicts of interest or the appearance of a conflict of interest by Council members, employees, consultants and those who furnish goods or services to the Health Center must be declared by completing a conflict of interest declaration form (see Appendix "A").

In situations in which a conflict of interest may exist for a member of the Council, the member shall declare and explain the conflict of interest. No member of the Council shall participate in ~~discussions of or~~ votes on a matter where a direct conflict of interest exists for that member or

his/her organization. In any discussion where a member has a potential conflict of interest, he/she may participate but must disclose nature of conflict to Council members.

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

### **Article XI: Compensation**

Members of the Council shall serve without compensation. However, if a council member is from a family who meets HRSA income limits (as defined in the [HRSA Health Center Program Compliance Manual](#), Chapter 20, subnote 6) or if the member is a single person who meets HRSA income limits (as defined in the [HRSA Health Center Program Compliance Manual](#), Chapter 20, subnote 6), then the member is entitled to reimbursement for: (a) reasonable expenses actually incurred by reason of their participation in Council activities (e.g., transportation to council meetings, childcare during council meetings) or (b) wages lost by reason of participation in the activities of Council members.

Travel and meal expenses when traveling out on Council business shall be approved in advance by the Council.

### **Article XII: Meetings**

#### **Section 1: Regular Meetings**

The Council shall meet at least monthly and maintain records and minutes that verify and document its 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 [Open Public Meetings Act, RCW 42.30 et seq.](#)

#### **Section 4: Notice, Agenda and Supportive Materials**

Written notice of each regular meeting of the Council, 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 [Open Public Meetings Act](#). Preparation of the agenda shall be the responsibility of the Chair in conjunction with the HCH Program Manager or designee.



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 Council vote is established by the Chair of the Council, an item may be placed on the agenda even though supporting materials are not available in time to be distributed. However, such material shall be available at the meeting.

Items which qualify as an emergency may be added to the agenda pursuant to the [RCW 42.30.080\(4\)](#).

#### **Section 5: Special Meetings**

To hold a special meeting, advance notice of such meeting shall be given pursuant to [RCW 42.30.080](#).

#### **Section 6: Quorum and Voting Requirements**

A quorum is necessary to conduct business and make recommendations. A quorum shall be constituted by the presence of a majority of the appointed members of the Council.

A majority vote of those Council members present and voting is required to take any action. Each member shall be entitled to one vote. Voting must be in person or telephonically; no proxy votes will be accepted.

Council 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.

### ***Article XIII: Officers***

#### **Section 1: Nomination & Election**

Nominees for officers shall be selected from the Council membership. Nominations for officers shall be made at the regular November meeting. A nominee may decline nomination.

Officers shall be elected annually by a majority vote of these members present and voting, as the first order of business at the December meeting of the Council.

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

#### **Section 2: Election of Chair & Vice Chair**

Officers shall be elected for a term of one (1) year, or any portion of an unexpired term thereof. 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.

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

The removal of any officer from office shall be governed by the provisions of Article VIII regarding the removal of members.

### **Section 3: Vacancies**

Vacancies created during the term of an officer shall be filled for the remaining portion of the term by special election, outside the November and December meeting if necessary, by the Council at a regular or special meeting in accordance with this Article.

### **Section 4: Responsibilities**

The officers shall have the following duties:

#### **A. Chair**

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

#### **B. Vice-Chair**

The Vice-Chair shall perform the duties of the Chair in the latter's absence and shall perform additional duties that may from time to time be prescribed by the Council.

## ***Article XIV: Executive Committee***

### **Section 1: Meetings**

The Executive Committee shall meet on an as-needed basis and at such time and place as it may designate and shall keep a record of all its proceedings and actions. Each Executive Committee meeting shall be subject to the requirements of the [Open Public Meetings Act, RCW 42.30 et seq.](#)

### **Section 2: Membership**

The Executive Committee shall consist of the Chair, Vice-Chair, [Chair of the Program Evaluation Committee, one \(1\) member of the Council elected by the Council as a Community Advisory Committee member-at-large](#), and one (1) member of the Council elected by a majority vote of the Council as [Executive Committee](#) member-at-large.

### **Section 3: Powers**

The Executive Committee shall coordinate the activities of all committees and shall perform such other duties as prescribed by the Council. Any actions or recommendations of the Executive Committee must be approved by the Council.

### **Section 4: 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 5: Vacancies**

Vacancies on the Executive Committee shall be filled by special election at a regular or special meeting of the Council, in accordance with Article XIII.

## ***Article XV: Community Advisory Committee***

### **Section 1: Meetings**

The Community Advisory Committee, also known as the Community Advisory Group, shall meet on an as-needed basis and at such time and place as it may designate and shall keep a record of all its proceedings and actions. Each Community Advisory Committee meeting shall be subject to the requirements of the [Open Public Meetings Act, RCW 42.30 et seq.](#)

### **Section 2: Membership**

The Community Advisory Committee shall consist of at least one (1) member of the Council elected by a majority vote of the Council as a member-at-large and at least six (6) non-Council members. The Council shall appoint all members of the Committee, elected by majority vote of the Council. Committee members who are not on the Council must represent one (1) of the following groups: 1) direct service providers employed by agencies or programs serving the King County homeless population; 2) consumers of homeless services with expertise on homeless health care needs; or 3) others with lived experience with homelessness. The initial membership of the CAC will include members of the Community Advisory Committee created by the Health Care for the Homeless Network Planning Council in April 2018.

### **Section 3: Powers**

The Community Advisory Committee shall serve in an advisory role only and will provide a link between the Council and non-Council members with field-based expertise about needs and issues impacting the current homeless services environment or lived experience who can provide consumer/community guidance to the Council. The Committee must brief the full Council at least quarterly. This link will aid the full Council in its planning and program evaluation activities. Any policy recommendations the Committee makes to the full Council must be voted on by majority vote of the Committee and forwarded to the Council for consideration.

### **Section 4: Voting**

The Community Advisory Committee shall act by majority vote of a quorum where at least five (5) members are present at a meeting.

### **Section 5: Vacancies**

Vacancies on the Community Advisory Committee shall be filled by special election at a regular or special meeting of the Council, in accordance with Article XIII.

## **Article XVI: Committees**

In addition to an Executive Committee and a Community Advisory Committee, the Council may designate one or more committees to carry out Council responsibilities. At a minimum, the Council will have a Quality Management Program Evaluation Committee to oversee the continual monitoring and evaluation of quality management activities programs and services provided by the health center and receive periodic reports from the Health Center's Quality Management Committee. A committee may be so designated by adoption at a meeting of the Council at which a quorum is present.

The designation of such committees and the delegation thereto of authority shall not operate to relieve the Council of its responsibility to approve all actions or recommendations of a committee.

### **Section 1: Committee Appointments**

#### **A. Chair**

The Chair of the Council shall appoint the Committee Chair from the members of the committee.

#### **B. Members**

Committee members shall be appointed by the Chair of Council and are subject to the review of the Council. Each committee shall consist of two (2) or more Council members.

#### **C. Term of Office**

The Chair of a committee shall hold office for two (2) years or until a successor is appointed and approved. All members of each committee shall hold office for two (2) years.

#### **D. Vacancies**

The Chair, with the approval of the Council, shall have the power to fill any vacancies that occur on a committee.

### **Section 2: Meetings**

Committees shall meet at such time and place as designated by the Chair of each committee and as often as necessary to accomplish the committee's duties. Each standing committee shall be subject to the requirements of the Open Public Meetings Act, RCW 42.30 et seq.

### **Section 3: Minutes**

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

**Article XVII: Amendments and Dissolution**

**Section 1: Amendments**

The Bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting of the Council at which a quorum is present, by two-thirds (2/3) of those present and voting. At least thirty (30) days written notice must be given to each member of the intention to alter, amend, repeal, or to adopt new Bylaws at such meetings, as well as the written alteration, amendment or substitution proposed. Any revisions or amendments approved by the Council must conform to King County Code, policy, as well as state and federal law. Any amendment that conflicts with King County Code, policy, state law, or federal law shall be null and void.

The Council shall provide PHSKC thirty (30) days advance notice and consult and collaborate with the HCH Program Manager prior to revising the Bylaws.

**Section 2: Dissolution**

Dissolution of the Council shall only be per the Co-Applicant Agreement termination provision. In considering dissolution, the Council and PHSKC shall take into consideration the importance of Health Center services to the community, and only exercise such authority as a last resort or remedy.

**CERTIFICATION**

These Bylaws were approved at a meeting of the Council by a two thirds majority vote on \_\_\_\_\_, 2018.

Chair Eleta Wright

Date

Vice Chair Katherine Switz

Date

## **APPENDIX A: Conflict of Interest**

*Conflict of Interest.* Conflict of Interest is 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.* Council members must be faithful to the Health Center and may never use information obtained by virtue of their position as Council members for personal gain.

### Responsibilities of Council Members

1. A Council member must declare and explain any potential conflicts of interest related to:
  - Using Council appointment in any way to obtain financial gain for him/herself, anyone from the member's household or family, or for any business with which the Council member or a Council member's household or family is associated; and
  - Taking any action on behalf of the Council, the effect of which would be to the member's household or family's private financial gain or loss.
2. No member of the Council shall participate in ~~discussion of, or votes~~ in a situation where a direct personal conflict of interest exists for that member or his/her organization.
3. No member of the Council shall be an employee or an immediate family member of an employee of the Health Center.
4. Any member may challenge any other member(s) as having a conflict of interest, by the procedure outlined in the Council's Bylaws, Article X.

As a Council member, my signature below acknowledges that I have received, read and had an opportunity to ask clarifying questions regarding these conflict of interest requirements. I understand that any violation of these requirements may be grounds for my removal from Council membership.

I further understand that I am also subject to the same conflict of interest rules and reporting requirements which are applicable to King County and PHSKC employees, contained in the King County Code Chapter 3.04, and as otherwise required by law.

Council Member's name (please print)

Council Member's signature:

\_\_\_\_\_

Date: \_\_\_\_\_