

Bylaws of the
Fresno-Kings-Madera Regional Health Authority
Commission

BYLAWS OF THE
FRESNO-KINGS-MADERA REGIONAL HEALTH AUTHORITY COMMISSION

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**BYLAWS OF THE
FRESNO-KINGS-MADERA REGIONAL HEALTH AUTHORITY COMMISSION**

ARTICLE I. AUTHORITY AND PURPOSE

These Bylaws are adopted by the Fresno-Kings-Madera Regional Health Authority Commission, hereinafter referred to as the "Commission," to establish rules, policies, and procedures for its proceedings. The Commission was established under the Joint Exercise of Powers Agreement Between the Counties of Fresno, Kings, and Madera for the Joint Provision of Medi-Cal Managed Care and Other Health Services Programs, hereinafter referred to as the "Joint Exercise of Powers Agreement," pursuant to ordinances adopted by the Boards of Supervisors of Fresno County, Kings County, and Madera County under the statutory authority of Welfare and Institutions Codes section 14087.38. The purpose of the Commission is to provide Medi-Cal managed care systems or other health care systems to serve eligible residents of the counties of Fresno, Kings, and Madera and to negotiate and enter into contracts under the provisions of Welfare and Institutions Codes section 14087.38 and /or under Chapter 7 of Part 3 of Division 9 of the California Welfare and Institutions Code (commencing with Section 14000 thereof). The Commission may also enter into contracts for the provision of health care services to individuals including, but not limited to, those covered under Subchapter XVIII (commencing with Section 1395) of Chapter 7 of Title 42 of the United States Code, those entitled to coverage under other publicly supported programs, those employed by public agencies or private businesses, and uninsured or indigent individuals.

ARTICLE II. COMMISSIONERS

2.1 Number and Appointment. The Commission shall consist of seventeen (17) voting members, six of whom shall be appointed by the Board of Supervisors of Fresno County, three of whom shall be appointed by the Board of Supervisors of Kings County, three of whom shall be appointed by the Board of Supervisors of Madera County and five of whom shall be appointed by the Commission, as set forth in paragraph 2.6, below. Each Commission member shall serve at the

pleasure of the Board appointing him or her.

2.2 Qualifications. Each member of the Commission has a commitment to a health care system which seeks to improve access to quality health care for all persons, regardless of their economic circumstances, delivers high quality care and is financially viable. Members of the Commission shall likewise have an abiding commitment to, and interest in, a quality publicly assisted health care delivery system. The Commission shall be generally representative of the diverse skills, backgrounds, interests, and demography of persons residing in the three Counties.

2.3 Commission Composition

2.3.1. Fresno County Appointees. The Commission members from Fresno County shall be the following:

2.3.1.1. One member of the Fresno County Board of Supervisors;

2.3.1.2. The Director of the Department of Public Health or Director of the Department of Social Services of Fresno County, as designated by the Fresno County Board of Supervisors; and

2.3.1.3. Four persons appointed by the Board of Supervisors of Fresno County who are representative of the interests of physician providers of Medi-Cal covered health care services, health care consumers, community representatives or community clinics.

2.3.2. Kings County Appointees. The Commission members from Kings County shall be the following:

2.3.2.1. One member of the Kings County Board of Supervisors;

2.3.2.2. The Director of the Department of Public Health or Director of the Department of Social Services of Kings County, as designated by the Kings County Board of Supervisors; and

2.3.2.3. One person appointed by the Board of Supervisors of Kings County who is representative of the interests of physician providers of Medi-Cal covered health care services, health care consumers, community representatives or community clinics.

- 2.3.3. Madera County Appointees. The Commission members from Madera County shall be the following:
- 2.3.3.1. One member of the Madera County Board of Supervisors;
 - 2.3.3.2. The Director of the Department of Public Health or Director of the Department of Social Services of Madera County, as designated by the Madera County Board of Supervisors; and
 - 2.3.3.3. One person appointed by the Board of Supervisors of Madera County who is representative of the interests of physician providers of Medi-Cal covered health care services, health care consumers, community representatives or community clinics.
- 2.3.4 Commission Appointees. The Commission shall appoint three persons who are representative of the interests of health care consumers, providers of pharmacy services or other health care services, or other person meeting the qualifications as stated in paragraph 2.2 above. Appointments to be made by the Commission shall be nominated, selected, replaced, or removed, as may be necessary, in accordance with the Joint Exercise of Powers Agreement and with these bylaws adopted by a majority of the voting members of the Commission.
- 2.3.5. One Commission member shall be a representative of the Children's Hospital Central California (the "Hospital"), and one Commission member shall be a representative of the Community Regional Medical Center (the "Medical Center"). The designation of these two Commission members shall be made by the Hospital and Medical Center respectively, but each such designation is subject to confirmation by the Commission. The Commission may, in its discretion, reject any person designated by the Hospital or the Medical Center and request additional designations.
- 2.3.6. If a Commissioner no longer qualifies for his/her prescribed position on the Commission, the position shall be vacant and the appointing authority shall appoint a replacement. The appointing authority will ensure that the candidate's background and demography are considered to ensure that the composition is reflective of the counties served.

- 2.4. Selection of Commission Appointees. The Clerk of the Commission shall publicly notice the availability of appointment(s) to be made by the Commission and an application for appointment shall be required of candidates to establish his/her qualifications. The Chairperson, in consultation with the Vice Chairperson, will determine which applications meet the requirements for appointment. Candidates meeting the requirements for appointment may be interviewed by the Chairperson and other Commissioners. Candidates approved by the Chairperson will be submitted to the Commission for a vote.
- 2.5. Term. Initial terms of Commission members shall be staggered as set forth in the Joint Exercise of Powers Agreement, Section 6, Subsection 6. Once the initial term is fulfilled, the appointing party shall make succeeding appointments for a full three-year term. At the conclusion of any term, a commission member may be reappointed to a subsequent three-year term. Terms for Commission members serving pursuant to subsections 2.3.1.1, 2.3.1.2, 2.3.2.1, 2.3.2.2, 2.3.3.1, and 2.3.3.2 shall be coterminous with their County positions unless the appointing Board of Supervisors replaces such member on its own motion.
- 2.6. Resignation. A Commissioner may resign effective on giving written notice to the Clerk of the Commission, unless the notice specifies a later date for his/her resignation to become effective. Upon receipt of such notice, the Clerk shall notify the Chairperson and the Board of Supervisors of the County appointing the Commissioner or the Chief Administrator, if the Commission itself is the appointing authority. The Clerk of the Commission shall enter the notice in the proceedings of the Commission. The acceptance of a resignation shall not be necessary to make it effective.
- 2.7. Removal. Commission members designated for appointment by a county Board of Supervisors shall be appointed by a majority vote of the Board of Supervisors of the respective County. Any Commission member so appointed may be removed from office by a majority vote of the Board of Supervisors of the County appointing that member. Any Commission members designated for appointment or confirmation by the Commission shall be appointed by a majority vote of the Commission. Any Commission member so appointed or confirmed may be

removed from office by a majority vote of the Commission.

2.8. Alternate Members. There shall be one (1) person appointed as an alternate member for each regular member holding an elected office, for a total of three (3) alternate members, to attend and participate in meetings of the Commission in the event of the absence of any of the members appointed as provided in subsection 2.3, above. The qualifications, representation of interests or organizations, appointment, and terms of the alternate members shall be the same as the regular members for which they stand as alternates. When attending a meeting in place of a regular member, an alternate member shall be entitled to participate in the same manner and under the same standards as the regular member, to the extent that the alternate member is not otherwise disqualified from participating in discussion and voting on an item due to a conflict of interest.

2.9. Vacancies. Any vacancy on the Commission shall be filled by the Board of Supervisors of the County appointing the Commissioner or by the Commission, pursuant to the Joint Exercise of Powers Agreement. The individual must be appropriately qualified for the position in accordance with Section 2.2 and satisfy the applicable compositional requirements of Section 2.3.

2.9.1. If a Hospital or Medical Center fails to appoint a Commissioner for their Commission Seat within thirty (30) days of a request to appointment, the Commission will appoint an individual to that vacancy who shall serve a term as defined in these by-laws or until the Hospital or Medical Center appoints a Commissioner.

2.10. Reimbursement. The Commission may provide for a stipend and reimbursement of reasonable expenses incurred in connection with a member's service on the Commission.

ARTICLE III. OFFICERS

3.1. Designation of Officers. Officers of the Commission shall be:

3.1.1. A Chairperson who shall be a Commissioner and preside over all meetings.

3.1.2. A Vice-Chairperson who shall be a Commissioner and who in the absence

of the Chairperson shall preside at the meetings of the Commission. If both Chairperson and Vice-Chairperson are absent, the Commissioners present will select one Commissioner to act as temporary Chairperson to conduct the meeting.

- 3.1.3. A Clerk of the Commission who shall report to the Chief Administrator and who would attend all the Commission meetings, keep the minutes, witness signatures on all documents executed on behalf of Commission, keep the seal of the Commission, if one is adopted, give notice of all meetings of the Commission and committees of the Commission, as required by law, and have other duties as resolved by the Commission. The Clerk would not be a member of the Commission. An Assistant Clerk shall perform the duties of the Clerk in the Clerk's absence. The Assistant Clerk shall not be a member of the Commission.
- 3.1.4. Treasurer. The Chief Financial Officer of CalViva Health shall be and shall act as the Treasurer of the Commission. The Treasurer shall have the custody of the Commission money and disburse Commission funds pursuant to the accounting procedures developed in accordance with the provisions of the Joint Exercise of Powers Agreement, the Act, and with those procedures established by the Commission. The Treasurer shall assume the duties described in Section 6505.5 of the Government Code, namely: receive and receipt for all money of the Commission and place in the Treasury of the Treasurer to the credit of the Commission; be responsible upon an official bond as prescribed by the Commission for the safekeeping and disbursement of all Commission money so held; pay, when due, out of money of the Commission so held, all sums payable, only upon warrants of the officers performing the functions of the Auditor-Controller who has been designated by the Commission; verify and report in writing on the first day of July, October, January and April of each year to the Commission and to the Counties of Fresno, Kings, and Madera the amount of money held for the Commission, the amount of receipts since the last report, and the amount paid out since the last report; and perform

such other duties as are set forth in the Joint Exercise of Powers Agreement or specified by the Commission.

- 3.1.5. Auditor-Controller. The Chief Financial Officer of CalViva Health shall be the Auditor-Controller of the Commission. The Auditor-Controller shall draw warrants to pay demands against the Commission when such demands have been approved by the Commission or by any other person authorized to so approve such by the Joint Exercise of Powers Agreement or by resolution of the Commission. The Auditor-Controller shall perform such duties as are set forth in the Joint Exercise of Powers Agreement and such other duties as are specified by the Commission. There shall be strict accountability of all funds and reporting of all receipts and disbursements. The Auditor-Controller shall establish and maintain such procedures, funds and accounts as may be required by sound accounting practices. The books and records of the Commission in the hands of the Auditor-Controller shall be open to inspection at all reasonable times by representatives of the Counties of Fresno, Kings, and Madera. The Auditor-Controller, with the approval of the Commission, shall contract with an independent certified public accountant or firm or certified public accountants to make an annual audit of the accounts and records of the Commission, and a complete written report of such audit shall be filed as public records annually, within six months of the end of the fiscal year under examination, with the Counties of Fresno, Kings, and Madera. Such annual audit and written report shall comply with the requirements of Section 6505 of the Government Code. The cost of the annual audit, including contracts with, or employment of such independent certified public accountants in making an audit pursuant to the Joint Exercise of Powers Agreement shall be a charge against funds of the Commission available for such purpose. The Commission, by unanimous vote, may replace the annual audit with a special audit covering a two-year period.
- 3.2. Election. The Commission shall elect the Chair and Vice-Chair for one (1) year terms, at the last meeting of each fiscal year. Commissioners may be nominated by

other Commissioners or may nominate themselves for offices.

- 3.3. Resignation. An officer may resign effective on giving written notice to the Clerk of the Commission, unless the notice specifies a later date for his/her resignation to become effective. Upon receipt of such notice, the Clerk shall notify the Chairperson and shall enter the notice in the proceedings of the Commission. The acceptance of a resignation shall not be necessary to make it effective.
- 3.4. Vacancies. A vacancy in any office shall be filled by resolution of the Commission at a regular or special meeting of the Commission.
- 3.5. Designation of Employees. Employees of the Commission shall include, but not be limited to:
 - 3.5.1. Chief Administrator. The Commission may employ by contract or otherwise, an Administrator who shall act as the Chief Administrator of the Commission to direct the day-to-day operations of the Commission. Serving at the will of the Commission and subject to its policies, rules, regulations and instructions, the Chief Administrator shall have the powers described below and those delegated and assigned by the Commission. The Chief Administrator shall have the following powers and all those other powers necessarily inherent therein:
 - 3.5.1.1. To appoint, remove and transfer employees of the Commission, including management level officers, except for the Treasurer, Auditor-Controller and General Counsel of the Commission and such others as the Commission may designate;
 - 3.5.1.2. To enforce all orders, rules and regulations adopted by the Commission relating to the regulation, operation or control of personnel, funds, facilities, properties and apparatus of the Commission;
 - 3.5.1.3. To enter into contracts or authorize other expenditures whenever the Commission shall have approved and authorized any work, improvement or task and shall have budgeted or appropriated the necessary money therefore;
 - 3.5.1.4. To have custody of and accountability for all property of the

Commission except money.

The Chief Administrator shall act as representative of the Commission in all matters that the Commission has not authorized someone else to do. At the inception of the Joint Exercise of Powers Agreement, the Director of the Fresno County Department of Public Health shall act as the Commission's Chief Administrator and shall serve until replaced by the Commission.

3.5.2. Auditor-Controller, as described in Section 3.1.5 of these Bylaws.

3.6 Designation of Advisors. Advisors to the Commission shall include, but not be limited to:

3.6.1. Consultants. Subject to the availability of funds, the Commission may employ such consultants, advisors and independent contractors as are deemed necessary and desirable in implementing and carrying out the purposes of the Joint Exercise of Powers Agreement.

3.6.2. General Counsel to the Commission. The Madera County Counsel shall serve as counsel to the Commission. The Commission may appoint new counsel as necessary. The Commission may employ by contract or otherwise specialty counsel.

3.7. Reimbursement. Officers and employees of the Commission who are employees of the Counties of Fresno, Kings, or Madera, excepting those Officers and employees who are also members of the Commission or who are designated in the Joint Exercise of Powers Agreement to provide services to the Commission, shall be reimbursed by the Commission for their actual costs of providing such services. In addition, additional services provided by officers and employees of the Counties of Fresno, Kings, and Madera pursuant to contracts with the Commission shall be reimbursed as provided by the contracts. All reimbursements by the Commission shall be made after receiving an itemized billing for services rendered.

ARTICLE IV. MEETINGS

4.1. Regular and Special Meetings. The Commission shall establish the time and place for its regular meetings. The date, hour, and location of regular meetings

shall be fixed by resolution of the Commission. The Commission shall hold at least one regular meeting each quarter of every calendar year. Special meetings and adjourned meetings may be held as required or permitted by law.

- 4.2. Open and Public. Except as expressly set forth in Welfare and Institutions Code Section 14087.38, all meetings of the Commission, including, without limitation, regular, special and adjourned meetings, shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code.
- 4.3. Notice. At least seventy-two (72) hours prior to each regular meeting, an agenda for the regular meeting shall be mailed to each Commission member, and to each representative of the news media and to each other person who has submitted a written request to the Commission for notification of meetings, and shall be posted at least seventy-two (72) hours prior to the regular meeting at a location that is freely accessible to the public. The agenda shall contain a brief general description of each item of business to be transacted or discussed at the meeting. No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that members of the Commission may briefly respond to statements made or questions posed by persons exercising their public testimony rights or ask a question for clarification, refer the matter to staff or to other resources for factual information, or request staff to report back at a subsequent meeting concerning any matter. Notwithstanding the foregoing, action may be taken on an item of business not appearing on the posted agenda upon a determination by two-thirds vote of the membership of the Commission, or if less than two-thirds of the members are present, by unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the Commission subsequent to the agenda being posted.
- 4.4. Attendance and Participation. Commissioners must attend the regular meetings of the Commission and of committees to which they are appointed. If a Commissioner is unable to attend a meeting, he/she must notify the Clerk of the Commission of the reason and the Clerk, in turn, will notify the Chairperson.

Except in the case of an emergency, if a Commissioner fails to attend a meeting without first notifying the Clerk, the absence will be considered unexcused. Two unexcused absences during a six-month period shall be grounds for the party appointing the Commission member, either a Board of Supervisors or the Commission, to consider removing the Commissioner.

- 4.5. Quorum. Nine members of the Commission shall constitute a quorum. Each member of the Commission shall be entitled to one vote. A vote of the majority of the members present with at least a quorum in attendance shall be required to take action, except for adjournment of a meeting which shall require only a majority of those present, and as provided in Section 4.9. No proxy or absentee voting shall be permitted, except by alternate members who are present in the event of members' absences.
- 4.6. Special Meeting. At least twenty-four (24) hours prior to each special meeting, an agenda for the special meeting shall be mailed to each Commission member and to each representative of the news media and to each other person who has submitted a written request to the Commission for notification of meetings; and shall be posted at least twenty-four (24) hours prior to the special meeting at a location that is freely accessible to members of the public. No business other than that listed on the agenda shall be considered at a special meeting. However, the Commission may hold an emergency meeting without complying with the twenty-four (24) hour notice and posting requirements if an emergency situation exists as defined by California Government Code Section 54956.5.
- 4.7. Conduct of Business.
 - 4.7.1. Items on the agenda will be considered in order unless the Chairperson announces a change in the order of consideration.
 - 4.7.2. Unless an agenda item identifies a particular source for a report, (such as the Chairperson, Commissioners, Advisory Groups, Chief Administrator, or Treasurer), the Chief Administrator, the Commissioners, the Commission staff and consultants shall report first on the item. The item will then be open to public comment upon recognition of the speaker by the Chairperson.
 - 4.7.3. Confidential information shall not be subject to disclosure at meetings of

the Commission.

- 4.8. Resolutions and Motions. All official acts of the Commission shall be taken either by resolution or a motion, duly made, seconded, and adopted by vote of the Commissioners. Motions and seconds may be made by any Commissioner, including the Chair.
- 4.9. Voting. All actions of the Commission shall be adopted by an affirmative vote of a majority of the Commissioners present and eligible to vote, provided that at least nine Commissioners are present and eligible to vote. Commissioners disqualified or recused from voting shall not be counted as present for the purpose of maintaining a quorum.
- 4.10. Disqualification from Voting. A Commissioner shall be disqualified from voting on any contract in which he/she has a financial interest, as required by law and the Conflict of Interest Code of the Commission. Commissioners will not be disqualified from continuing to serve on the Commission and such contracts may not be avoided for the sole purpose of avoiding the conflict of financial interest.
- 4.11. Minutes. The Clerk of the Commission shall prepare the minutes of each meeting of the Commission. The minutes shall be an accurate summary of the Commission's or committee's consideration of each item on the agenda and an accurate record of each action taken by the Commission. At a subsequent meeting, the Clerk shall submit the minutes to the Commission for approval by a majority vote of the Commissioners in attendance at the meeting covered by the minutes. Once approved, the Clerk will sign the minutes and keep them with the proceedings of the Commission. The official Minutes, as approved by the Commission, recording any motions or actions taken by the Commission shall be prepared and submitted to the Board of Supervisors and the County Administrative Offices of each County.
- 4.12. Closed Sessions. The Commission may meet in closed sessions as permitted by applicable law. The Commission shall report actions taken at a closed session to the public as required by applicable law. 4.13. Public Records. Except as expressly set forth in Welfare and Institutions Code section 14087.38, all records of the Commission shall be kept and provided to the public

in accordance with the provisions of the California Public Records Act (commencing with Section 6250 of the California Government Code).

- 4.14. Adjournment. The Commission may adjourn any meeting to a time and place specified in the resolution or motion of adjournment, notwithstanding less than a quorum may be present and voting. If no members of the Commission are present at regular or adjourned meeting, the Clerk may declare the meeting adjourned to a stated time and place and shall cause written notice to be given in the same manner as provided for special meetings, unless such notice is waived as provided in Section 4.3 of these Bylaws for special meetings. A copy of the order or notice of adjournment shall be posted as required by applicable law.
- 4.15. Reports. On or before January 31st of each year, the Commission shall submit an annual report to each respective Board of Supervisors and County Administrative Officer. The report shall highlight the activities, accomplishments, and future goals of the Commission.
- 4.16. Progress Reports. Any of the respective Boards of Supervisors may request the Commission to submit progress reports and recommendations at any time. The Commission shall respond to such requests within a reasonable period of time.
- 4.17. Communications with the Public. Public participation in Commission meetings shall be allowed as follows:
 - 4.17.1. An opportunity for members of the public to directly address the Commission on any item on the agenda of interest to the public shall be provided before or during the Commission's consideration of the item.
 - 4.17.2. The agenda will provide for public comment on items not on the agenda which are within the subject matter jurisdiction of the Commission at the beginning of each regular meeting agenda. The total time for public comment on matters not on the agenda shall not exceed fifteen (15) minutes, and each speaker is limited to a maximum of three (3) minutes.
 - 4.17.3. The Chairperson of the Commission may establish reasonable limits on the amount of time allotted to each speaker on a particular item, and the Commission may establish reasonable limits on the total amount of time

allotted for public testimony on a particular item. When further discussion is required, the Commission may vote to allot time in the agenda of the following meeting.

- 4.18. Rosenberg's Rules of Order. To the extent that conduct of the meetings is not governed by these bylaws or the Ralph M. Brown Act, the current edition of Rosenberg's Rules of Order shall apply.

ARTICLE V. COMMITTEES OF THE COMMISSION

- 5.1. Appointment. The Commission may establish such advisory committees as it deems necessary for the exercise of its powers. Such Committees must be composed of less than a quorum of voting Commissioners. The Commission may designate one (1) or more alternates for the committees to serve during any absences.
- 5.2. Authority. All committees are advisory only. Notwithstanding the foregoing, the Commission delegates to each committee, the authority to develop or approve operational policies and procedures within the areas of focus defined in each committee charter.
- 5.3. Meetings. Regular meetings of committees shall be held at times and places determined by resolution of the Commission. Special meetings may be held at any time and place as designated by Chairperson, Chief Administrator, or a majority of members on the committee. A majority of the appointed members of a committee shall constitute a quorum.
- 5.4. Notice and Agenda. All committees shall comply with the notice and agenda requirements otherwise applicable to the Commission in these bylaws, except for subcommittees composed solely of less than a quorum of the members of the Commission which are not standing subcommittees of the Commission with either a continuing subject matter jurisdiction or a meeting schedule fixed by resolution or other formal action of the Commission.
- 5.5. Minutes. The Clerk of the Commission or designated individual shall prepare the minutes of each meeting of committees of the Commission. Official minutes shall record motions entertained and actions taken at each meeting. The minutes

shall be an accurate summary of the committee's consideration of each item on the agenda and an accurate record of each action taken-by the committee. At a subsequent meeting, the Clerk or designated individual shall submit the committee meeting minutes to the Commission.

5.6. Open and Public. Meetings of standing committees shall be open and public as required by the Charter adopted by the Commission.

5.7. Public Policy Committee. The Commission shall have a Public Policy Committee, as required by Health and Safety Code section 1369 and Title 28, section 1300.69 of the California Code of Regulations, which shall be a standing committee whose meetings shall be conducted in compliance with this Article. The Public Policy Committee shall be responsible for participation in establishing public policy of the Health Authority's service plan and shall regularly and timely submit recommendations and reports to the Commission.

5.7.1. The Public Policy Committee shall consist of at least seven (7) members, all of whom shall be appointed by the Commission Chairperson, and the membership shall be comprised as follows: At least one member shall be a member of the Commission, at least one member shall be a provider of health care services, and a majority of the members shall be subscribers and/or enrollees in the plan.

5.7.2. Two (2) Community Based Organization (CBO) representatives shall be appointed as alternate Public Policy Committee members to attend and participate in meetings of the Committee in the event of a vacancy or the absence of any of the subscriber/enrollee Committee members. Alternates shall represent different CBOs that serve Fresno, Kings, and/or Madera Counties and provide community services or support services to members entitled to health care services from the Plan.

5.7.3. Subscriber/enrollee members and Community Based Organization (CBO) alternates shall not be employees of the plan, providers of health care services, subcontractors to the plan or group contract brokers, or persons financially interested in the plan. Subscriber/enrollee members' and CBO alternates' terms shall be of reasonable length (one, two, or three years)

and shall be staggered or overlapped so as to provide continuity and experience in representation. Subscriber/enrollee members and CBO alternates shall have access to information available from the plan regarding public policy, including financial information and information about the specific nature and volume of complaints received by the plan and their disposition. The process for selection and appointment of subscriber/enrollee members and CBO alternates shall include a consideration of the subscriber and enrollee population of the plan, including but not limited to ethnicity, demography, occupation, and geography.

5.7.4. The Public Policy Committee shall meet at least quarterly.

5.8 Committee Membership.

5.8.1. Membership of the Finance Committee shall include at least three (3) Commissioners, the Chief Executive Officer, and the Chief Financial Officer of the Commission.

5.8.2. All other committees shall be comprised as mandated by the adopted committee charters and as amended from time to time.

5.8.3. Membership for all committees shall be generally representative of the diverse skills, backgrounds, interests, and demography of persons residing in the three Counties. The appointing authority of the Committee shall ensure that a committee candidate's background and demography are considered to ensure that the composition of the Committee is reflective of the counties served.

ARTICLE VI. ADVISORY COUNCILS

6.1. Purpose. The Commission may establish Advisory Councils as it deems necessary for the exercise of its powers. Advisory councils provide review and recommendations on policies and procedures considered by the Commission, and to the extent deemed appropriate by the Commission, shall participate in the Commission's consideration of policies and procedures prior to their adoption.

6.2. Authority. Advisory councils shall be considered advisory by nature

- 6.3. Composition. Advisory councils shall be decided by the Commission. Such Councils or committees shall be comprised of persons possessing the commitment set forth in Section 2.3 of these bylaws. Commissioners may be members of advisory councils.
- 6.4. Selection. The number of members to an advisory council shall be limited to a specific number as deemed appropriate by the Commission. The Commission shall consider all nominations to advisory councils from members of the public and from Commissioners. Members to an advisory council shall be appointed by a majority vote of the Commission. The Commission shall take into consideration a candidate's background and demography to ensure that the composition of the advisory council is reflective of the counties served.
- 6.5. Appointment. Advisory council members shall serve one (1) year terms at the end of which the Commission shall vote on advisory council membership.
- 6.6. Officers. The advisory council members shall select a Chairperson and a Vice-Chairperson.
- 6.7. Conduct of Proceedings. The provisions of Article IV of these Bylaws pertaining to regular and special meetings of the Commission shall apply equally to such meetings of advisory councils, and all references to the "Commission", "Commissioners" and "Clerk" shall be deemed to mean the "advisory councils", the "members of the advisory councils" and the "secretary of the advisory councils", respectively.

ARTICLE VII. EXECUTION OF DOCUMENTS

- 7.1. Contracts and Instruments. The Commission may by resolution authorize any officer(s), agent(s) or employee(s) to enter into or execute any contract in the name of and on behalf of the Commission. The authority given may be general or confined to specific instances. Unless authorized or ratified by the Commission, no officer, agent or employee shall have the power or authority to bind the Commission by any contract or to render it liable for any purpose or for any amount.
- 7.2. Checks, Drafts, Evidence of Indebtedness. All checks, drafts or other orders

for payment of money on behalf of or payment to the Commission shall be signed or endorsed by such persons as determined by either motion or resolution of the Commission.

ARTICLE VIII. CONFLICT OF INTEREST POLICY

- 8.1. Adoption. The Commission shall by resolution adopt and may amend a Conflict of Interest Code for the Commission as required by applicable law.
- 8.2. Definition. A member of the Commission shall not be deemed to be financially interested in a contract entered into by the Commission (within the meaning of Government Code Section 1090 et seq.) if all the following apply:
 - 8.2.1. The Board appointed the member to represent the interests of physicians, health care practitioners, hospitals, pharmacies, or other health care organizations.
 - 8.2.2. The contract authorizes the Commissioner or the organization the Commissioner represents to provide services to Medi-Cal beneficiaries under the Commission's program.
 - 8.2.3. The contract contains substantially the same terms and conditions as contracts entered into with other individuals or organizations that the Commissioner was appointed to represent.
 - 8.2.4. The Commissioner does not influence or attempt to influence the Commission or other Commissioners to enter into a contract in which the Commissioner is interested.
 - 8.2.5. The member discloses the interest to the Commission and abstains from voting on the contract.
 - 8.2.6. The Commission notes the Commissioner's disclosure and abstention in its official records and authorizes the contract in good faith by a vote of the majority of the Commission without counting the vote of the interested member.

ARTICLE IX. MISCELLANEOUS

- 9.1. Purchasing, Hiring, Personnel. The Commission shall adopt either by motion or

by resolution and may amend procedures, practices, and policies for purchasing and acquiring the use of equipment and supplies, acquiring, constructing, and leasing real property, and improvements, hiring employees, managing personnel, and for all other matters as deemed appropriate. These policies shall be kept with the minutes of the proceedings of the Commission.

- 9.2. Insurance. The Commission shall procure property, casualty, indemnity and workers' compensation insurance, including without limitation directors' and officers' liability and professional liability coverage, in such amounts and with such carriers as the Commission shall from time to time determine shall be prudent in the conduct of its activities; provided, the Commission may in its discretion provide self insurance or participate in consortia or similar associations to obtain coverage in lieu of commercial coverage.
- 9.3. Bonds. The Commission shall require all of its members, officers, employees, and agents to be covered by fidelity bonds as required by law and as the Commission shall determine shall be prudent in the conduct of its activities.
- 9.4. Enforcement. Subject to the authority of Commission, the Chief Administrator shall implement all procedures, practices and policies adopted by the Commission.

ARTICLE X. AMENDMENT OF BYLAWS

These Bylaws may be amended only by a motion or resolution of the Commission at any meeting of the Commission. Notice of such proposed amendment shall be given in the manner prescribed in Section 4.3 for notices of special meetings of the Commission.

CERTIFICATE OF CHAIRPERSON

I, the undersigned, do hereby certify that I am the duly elected and acting Chairperson of the Fresno-Kings-Madera Regional Health Authority Commission, a local joint powers public agency and political subdivision of the State of California, and that the foregoing Bylaws, comprising 23 pages, including this page, constitute the Bylaws of the Commission, as duly adopted by the Commission at a regular meeting, duly called and held on the 18th day of July 2024 in Fresno County, California.

David S. Hodge

Chairperson of the Commission