

# Health Care for the Homeless Co-Applicant Board BYLAWS

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*Approved by HCH Co-Applicant Board - June 2, 2015*

*Reviewed & Revised by BCC October 6, 2015*

*- changes included reference to co-applicant (Article III) & Termination (Article XV)*

*For Initial Review April 4, 2017; Approval May 2, 2017; BCC Approval 8/1/2017*

- changes include Council Name*
- Changes from MMU to HCH*
- Addition of Alternate Members*
- Change in fiscal year to align with new grant year*

*For Review and Approval by Co-Applicant Board on February 9, 2021*

*For Review and Approval by the Board of County Commissioners on March 9, 2021*

- removal of standing committees*
- Changes authority of approval of Sliding fee Discount Program Policy to HCH Co-App Board from BCC*
- Changes BCC approval of the board roster to once every three-years in advance of the Service Area Competition Grant Application submitted to HRSA.*
- Clarifies the budget approval process between the Co-Applicant Board and BCC*
- Allows for Bylaw changes to be reviewed and adopted at the same meeting of the Co-Applicant Board.*

*The Health Care for the Homeless (HCH) Co-Applicant Board serves as the patient/community-based governing board to set health center policy for the Healthcare for the Homeless Program on behalf of the Pinellas County Board of County Commissioners. As a public center, the HCH Co-Applicant Board includes a representative majority of consumer/patient representatives, meets monthly and fulfills all the required authorities of a governing board. The purpose of the co-applicant arrangement is for the co-applicant board to oversee the implementation of the Section 330 grant and the operation of the Healthcare for the Homeless Program ~~via the Mobile Medical Unit~~ operated by the Pinellas County Human Services Department in accordance with the terms of this Agreement and the Bylaws as adopted by the BCC and HCH Co-Applicant Board.*

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## **BYLAWS**

### **ARTICLE I – NAME**

This organization shall be known as the Health Care for the Homeless (HCH) Co-Applicant Board.

### **ARTICLE II – MISSION**

To bring community services and resources together to provide the best care possible for those in need.

### **ARTICLE III – GOALS**

1. The HCH Co-Applicant Board will assist the Pinellas County Human Services (PCHS) department to implement health services for residents of Pinellas County. These services represent a significant effort by the PCHS to assure that low-income residents have access to an organized system of health care. The HCH Co-Applicant Board and PCHS shall be particularly committed to meeting the health care needs of at-risk indigent populations.
2. The HCH Co-Applicant Board shall review budgets that are included as part of the 330(h) initial and review application.
3. The HCH Co-Applicant Board will serve as an advocate for consumers of the HCHP.
4. The HCH Co-Applicant Board will strive to improve communication between the HCH Co-Applicant Board and other service providers.
5. The HCH Co-Applicant Board shall participate in the planning of and serve as a co-applicant for a grant application to the U.S. Department of Health and Human Services, Health Resources and Services Administration, Bureau of Primary Health Care, under Section 330 of the Public Health Services Act for operation of a Federally Qualified Health Center and for application for operation of a Federally Qualified Health Center Look-Alike Entity. The HCH Co-Applicant Board shall monitor the County's implementation of the Grant, if applicable.

### **ARTICLE IV – OBJECTIVES**

1. To increase the accessibility of primary care services to uninsured/underinsured population groups which experience a shortage of primary care.
2. To assure that the HCH program provides high quality primary care services.

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## ARTICLE V – SIZE AND COMPOSITION

### A. Size

The HCH Co-Applicant Board shall consist of not less than nine (9) and not more than 25 members.

### B. Composition

1. A majority (at least 51%) of the HCH Co-Applicant Board members shall be individuals who are a currently registered patient and must have accessed the health center in the past 24 months to receive at least one or more in-scope services that generated a health center visit. As a group, represent the individuals being serviced or to be served in terms of demographic factors, such as race, ethnicity and gender.
2. No more than one-half of the remaining members of the HCH Co-Applicant Board may be individuals who derive more than ten percent (10%) of their annual income from the health care industry.
3. The remaining HCH Co-Applicant Board members shall be representatives of the community, in which the catchment area is located and shall be selected for their expertise in community affairs, local government, finance, and banking, legal affairs, trade unions, and other commercial and industrial concerns, or social services agencies within the community.
4. No Board member shall be an employee of Pinellas County or the spouse or child, parent, brother or sister by blood or marriage of such an employee.
5. No more than two (2) HCH Co-Applicant Board members may be Pinellas County Board of County Commission members.
6. Conflicts of interest, as defined by FLORIDA law, or the appearance of conflicts of interest, shall be prohibited.
7. PCHS shall provide logistical and managerial assistance to the HCH Co-Applicant Board.

## ARTICLE VI – MEMBERSHIP AND TERMS OF OFFICE

### A. Recruitment/Appointment

On an annual or as needed basis, the HCH Co-Applicant Board shall nominate between one (1) and three (3) individuals to the HCH Co-Applicant Board for each vacant Board seat for consideration and appointment. The HCH Co-Applicant Board may solicit nominations from the community, current or former consumers of the HCH, persons who are currently or formerly homeless, and other interested individuals who are committed and interested in the delivery of

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services of the Health Care for the Homeless Program. The Board of County Commissioners shall review and approve the board roster in advance of the project period Service Area Competition application submission ~~The Board of County Commissioners shall make appointments from the slate of nominees presented~~ by the HCH Co-Applicant Board. The HCH Co-Applicant Board and the Board of County Commissioners will use their best efforts to maintain the same ratio of consumer members, provider members and consumers-at-large as set out in Article V above.

## **B. Alternate Membership**

If desired, the community organization may appoint, by action taken at an official meeting of the co-applicant board, an alternate for its elected member. The alternate member must be a professional, preferably senior level, full-time employee of the organization, not a volunteer. An alternate voting member's term shall be for no longer than the term of the voting member he or she represents. The alternate member, when attending an HCH *Co-Applicant Board* meeting in the place of a regular member, shall have full voting rights and be counted towards a quorum. The community organization shall notify the HCH Project Director in writing that the appointed individual may act as an alternate member if the regular member cannot attend a meeting. The HCH *Co-Applicant Board* shall acknowledge the appointment of each alternative member by reading the notification of appointment into the minutes of the first HCH *Co-Applicant Board* meeting following notification by the community organization.

## **C. Terms of Office**

Members shall be appointed for terms of two (2) years and shall serve until his/her successor is appointed and qualified. Members may serve no more than three (3) consecutive full terms of office.

## **D. Removal**

Any member of the Board may be removed for unexcused absences, inappropriate behavior or unfavorable representation of the HCH Co-Applicant Board, contingent upon a 2/3 vote of the Board, after notice and an opportunity to be heard. An unexcused absence is defined as an absence of which the chair and/or staff coordinator was not notified in advance for the meeting. Not more than three consecutive unexcused absences from board meetings or failure to attend 75% of the meetings in any calendar year will be allowed.

## **E. Vacancies and Resignations**

On an annual basis, vacancies occurring on the Board shall be filled in the same manner as previous appointments were made, following the guidance in Section A. In the process of filling vacancies, the Co-Applicant Board shall extend their best efforts to maintain the Board's composition of consumer members, provider members and consumers-at-large. Any Board member appointed to fill a vacancy shall be appointed for the unexpired term of her/his predecessor in office.

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All resignations must be in writing and submitted to the HCH Co-Applicant Board Chairperson thirty (30) days prior to effective date.

The HCH Co-Applicant Board Chairperson shall nominate an interim appointment to fill the remainder of the term of members removed pursuant to Sections C and D. A member appointed by the Chairperson shall serve as a full member of the Co-Applicant Board ~~pending confirmation by the Board of County Commissioners.~~ The Chairperson in making interim appointments shall use best efforts to maintain the same ratio of consumer members, provider members and consumers-at-large as set out in Article V above.

## **F. Compensation**

Members of the Board shall serve without compensation. However, members may be reimbursed for reasonable expenses actually incurred related to their service on the HCH Co-Applicant Board.

## **ARTICLE VII – MEETINGS AND VOTING**

### **A. Annual Meeting**

The HCH Co-Applicant Board shall hold an annual meeting during the second quarter of each year. The date and time are to be decided by the Board members.

### **B. Regular and Special Meetings**

Regular meetings of the HCH Co-Applicant Board shall be monthly at a time and place to be decided by the Board. The agenda of each meeting will be distributed to the membership not later than ~~two-one (21)~~ business days prior to each meeting. Notices of meetings will be included on the MMU/Bayside monthly calendar. The agenda may be modified by a majority vote of the members present. All meetings of the HCH Co-Applicant Board shall be open to the public.

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.

Special meetings may be called by the Board Chairperson or by four (4) members of the HCH Co-Applicant Board, at such time and place as may be deemed necessary.

### **C. Notice of Special Meetings**

Board members shall be notified of the time, place and purpose of all special meetings of the HCH Co-Applicant Board at least two (2) days prior by email, facsimile, correspondence, or hand delivery in person. Notices of special meetings of the HCH Co-Applicant Board shall specify the business to be transacted at the special meeting and no other business except that specified shall be considered at the special meeting.

### **D. Quorum**

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A majority (51%) of the HCH Co-Applicant Board members appointed and serving shall constitute a quorum for the transaction of business. Board officers can act in absence of quorum.

### **E. Voting**

All members shall be deemed as equal members and a simple vote is all that is required. A minimum of three members must be present to solidify a vote, except as may be provided by statute or these bylaws.

### **F. Recording, Distribution and Storage of Minutes**

The HCH Co-Applicant Board shall keep a record of its proceedings and shall be custodian of all books, documents, and papers filed with it. All meetings of the HCH Co-Applicant Board, as well as all records, books, documents, and papers, shall be open and available to the public in accordance with F.S. § 286.011.

## **ARTICLE VIII -- OFFICERS AND STAFF ASSISTANCE**

### **A. Officers**

The officers of the Board shall be the Chairperson, Vice-Chairperson, and Secretary.

### **B. Election and Terms of Office**

The officers shall be elected by the Board during the annual meeting and shall take office immediately thereafter. Terms of office shall be for two (2) years or until their successors are elected. Officers shall be elected at the first meeting of the HCH Co-Applicant Board and shall serve until the second annual meeting thereafter.

### **C. Removal**

Any officer elected by the Board may be removed by two-thirds majority vote after notice and an opportunity to be heard.

### **D. Vacancy**

The unexpired term of an officer not completing his or her term shall be filled by a majority vote of the HCH Co-Applicant Board at the next regular meeting after the vacancy or at a special meeting called for that purpose. A majority vote of the total HCH Co-Applicant Board membership shall be necessary to elect an officer.

### **E. Chairperson**

The Chairperson shall be elected by a majority of the HCH Co-Applicant Board membership and shall preside at all meetings of the HCH Co-Applicant Board. The Chairperson shall make appointments to Boards, with approval of a majority of HCH Co-Applicant Board members. The Chairperson shall arbitrate disputes between these Boards. The Chairperson shall be kept advised of the affairs of PCHS and ensure that all directives and policies are carried into effect. The

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Chairperson shall fill unexpired terms of Co-Applicant Board members. The Chairperson shall perform other duties as may be assigned by the Board.

#### **F. Vice-Chairperson**

The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson and shall perform such other duties as from time to time may be assigned by the HCH Co-Applicant Board.

#### **G. Secretary**

The Secretary shall keep the minutes of all meetings of the HCH Co-Applicant Board. The Secretary shall give notices of all meetings of the HCH Co-Applicant Board in accordance with the provisions of these bylaws or as required by statute or resolution. The Secretary shall perform other duties as assigned by the HCH Co-Applicant Board.

#### **H. Staff Assistance**

PCHS STAFF shall ensure that secretarial and/or stenographic assistance and staff assistance, if appropriate, is provided to the HCH Co-Applicant Board meetings and to the Chairperson in the performance of his/her HCH authorized duties, as may be reasonably requested.

### **ARTICLE IX – COMMITTEE(S)**

#### **A. Ad-hoc Committees**

The Board may establish ad-hoc Committees as it deems necessary to carry out the purpose and objectives of the HCH Co-Applicant Board. The Chairperson, with the consent of a majority of HCH Co-Applicant Board members, may appoint HCH Co-Applicant Board members to these Committees. Ad-hoc Committees shall be advisory in nature.

#### ~~**B. Standing Committees**~~

~~The Chairperson of the HCH Co-Applicant Board shall, from among Board members, appoint with the concurrence of a majority of HCH Co-Applicant Board members, the following standing Committees:~~

- ~~1. A Planning and Development Committee composed of four to five (4–5) Co-Applicant Board members shall be responsible for developing the goals and objectives of the HCH for monitoring and evaluating their implementation and progress, and for reviewing the HCH’s by-laws. Additionally, this Committee will monitor local, state, and federal issues regularly informing the Board of these issues.~~
- ~~2. A Clinical Operations Committee composed of four to five (4–5) Board members shall work with PCHS on establishing all policies and procedures, except for personnel and fiscal policies~~

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~~and procedures (retained by Pinellas County Board of County Commissioners). This Board recommends the approval of the annual quality assurance/quality improvement plan to the full Board, monitors the plan's implementation and results. This Board will meet at least quarterly.~~

~~The function of the standing Committees is advisory in nature. Any action or decision must be approved by the FULL HCH Co-Applicant Board. No Board or individual member may decide any matter or action without specific Board approval. The PCHS Project Director shall be a non-voting member of all Committees.~~

### **C.B. General Committee Procedures**

1. **Term:** Each ~~standing~~ Committee, except ~~the a~~ Nominating Committee, shall be appointed at the annual meeting of the Co-Applicant Board and shall serve for the ensuing year. Board chairpersons shall also serve for the ensuing year.
2. **Meeting Procedure:** Every meeting of a ~~standing~~ Committee of the Co-Applicant Board shall be called by its chairperson or by a majority of Board members. At the first meeting of a ~~standing Board~~, a meeting schedule shall be determined. In the event that a special meeting is necessary, Board members shall be notified of the time, place and purpose of the special Board meeting at least two (2) business days prior by facsimile, correspondence, or hand delivery in person. A quorum for the conduct of Board business shall require the presence of a majority of the Board members.
3. **Membership:** Only Board members may be appointed to ~~standing~~ Committees of the HCH Co-Applicant Board. The Board may request that non-Board members attend HCH Co-Applicant Board meetings to provide assistance or information.
4. **Voting:** When the Board meets and votes on an issue, only members, or approved alternate members of that Board may vote. ~~Co-Applicant Board members who are present and who are not members of the Board may not vote. HCH Co-Applicant Board is advisory in nature and all actions shall be forwarded for review and action/inaction to the full Board of County Commissioners.~~

## **ARTICLE X -- RESPONSIBILITIES OF THE ~~COUNCIL~~CO-APPLICANT BOARD**

### **A. Personnel Policies and Procedures**

The HCH Co-Applicant Board, through its ~~Cooperative~~Co-Applicant Agreement, shall be bound by the Pinellas County personnel policies and procedures. These agreements and policies include selection and dismissal procedures, performance appraisal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity and non-discrimination practices as established by the Pinellas County Board of County Commissioners.

### **B. Financial Management**



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The HCH Co-Applicant Board shall annually review the budget prepared by the PCHS Department for the operation of the HCH. ~~The HCH Co-Applicant Board shall advise the Pinellas County Board of County Commissioners regarding this budget.~~ The HCH Co-Applicant Board shall review and approve the annual Section 330 grant budget ~~and recommend this budget to the Board of County Commissioners.~~ The HCH Co-Applicant Board and Board of County Commissioners shall **jointly approve the annual three-year Service Area Competition application and budget for** Section 330 ~~budget~~ submitted to the Bureau of Primary Health Care.

The HCH Co-Applicant Board shall review management reports to support the PCHS and the Board of County Commissioners in the operation of the HCH. The HCH Co-Applicant Board shall provide assurance to the Federal Bureau of Primary Care that the HCH shall operate within the adopted budget. The HCH Co-Applicant Board shall set a fee schedule for the services provided through the HCH and shall **recommend to the Board of County Commissioners review and approve** policies for discounting fees (i.e. sliding fee scale) based on patient/family size and income.

Audits, as required by law for the 330 Grant Agreement shall be performed by an independent auditor. The audits may be performed in conjunction with other Pinellas County audits.

### **C. Evaluate Health Center Activities**

The Board shall evaluate utilization patterns, productivity, patient satisfaction, and achievement of project objectives of the HCH, and shall develop and implement a process for hearing and resolving patient grievances.

The Board shall evaluate the HCH achievements at least annually and utilizing the knowledge gained thereby to revise the HCH goals, objectives, plan and budget as necessary and appropriate, including providing advice regarding the establishment of linkages with other health care providers and/or health care programs.

The Board shall evaluate itself periodically for efficiency, effectiveness, and compliance with all requirements imposed upon community health centers, as set forth in Section 330 of the Public Health Service Act, 42 U.S.C. § 254b.

### **D. Compliance with Laws**

The Board shall assure that the HCH is operated in compliance with applicable Federal, State and local laws and regulations.

### **E. Health Care Policies**

The Board shall work with the HCH clinical staff to establish policies for health care delivery, including those dealing with the scope, availability and types of services, location and hours of services, and quality of care audit procedures.

### **F. Grants**

The Co-Applicant Board shall work with the PCHS to identify and make application for grant opportunities.

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## **G. Administrative Assistance**

The PCHS shall provide the administrative assistance necessary to fulfill the Board's responsibilities.

## **H. Conflict of Interest**

No employee, officer or agent shall participate in the selection, award or administration of a contract supported by Federal funds if a real or apparent conflict of interest would be involved. Such a conflict would arise when the employee, officer, or agent, or any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the firm selected for an award. The officers, employees and agents of the recipient shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, or parties to sub-agreements. However, recipients may set standards for situations in which the financial interest is not substantial or the gift is an unsolicited item of nominal value. The standards of conduct shall provide for disciplinary actions to be applied for violations of such standards by officers, employers or agents of the recipients.

## **ARTICLE XI -- FISCAL YEAR**

The fiscal year of the Board shall be March 1 – February 28 (February 29 in leap year).

## **ARTICLE XII -- ORDER OF BUSINESS**

The order of business of the Board at its regular and annual meetings, unless changed by a majority vote of its members, shall be as follows:

### Regular Meeting

1. Welcome and Call to Order
2. Approval of Minutes
3. Guest Speaker, if applicable
4. Community Input (limited to 3 minutes unless extended by the Chairperson)
5. Staff Reports (Governance, Fiscal, Clinical)
6. Committee Reports, if any
7. Other
8. Adjournment

### Annual Meeting

1. Welcome, and Call to Order
2. Approval of Minutes
3. Community Input (limited to 3 minutes unless extended by the Chairperson)
4. Chairperson's Annual Report

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5. Election of Board Officers
  6. Unfinished Business
  7. New Business
  8. Board Announcements
  9. Adjournment

### **ARTICLE XIII—AMENDMENTS**

These bylaws may be amended at a regular meeting of the Board by a two-thirds vote of the entire membership of the HCH Co-Applicant Board, ~~only after the proposed change has been presented and discussed at a previous regular meeting.~~ Amendments to the bylaws do not become effective until voted and approved by the Board of County Commissioners.

### **ARTICLE XIV -- PROXY**

An absent HCH Co-Applicant Board alternate member shall be allowed to vote by proxy.

### **ARTICLE XV – PROGRAM TERMINATION**

The HCH Co-Applicant Board shall remain in existence for as long as required to remain eligible for receipt of funding from the United States Government under Section 330 or any successor law that requires the existence of a Co-Applicant Board. In the event the Program is terminated or is no longer funded by HRSA, the HCH Co-Applicant Board shall cease to operate unless the Pinellas County Board of County Commissioners takes action to continue the HCH Co-Applicant Board's existence.

Notwithstanding the foregoing, the Pinellas County Board of County Commissioners may terminate the HCH Co-Applicant Board at any time. However, any such termination may affect Section 330 funding.

### **ARTICLE XVI -- PARLIAMENTARY AUTHORITY**

The Parliamentary Authority of the Council shall be Robert's Rules of Order.

### **CONCLUSION**

To the extent that any of the HCH Co-Applicant Board By-laws are contrary to statutory requirements or the PCHS' authorization, they shall be of no force or effect.

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***ADOPTED -***

Approved by HCH Co-Applicant Board 11/04/2014

Updated Draft as of 4/10/2015 per feedback from HRSA on 3/30/2015

Provided to HCH Co-Applicant Board for review on 5/5/2015

Approved by HCH Co-Applicant Board 06/02/2015

Updated on 10/1/2015 per feedback from HRSA on 9/23/2015

Approved by HCH Co-Applicant Board on 10/6/2015

Updated in March 2017, distributed for review by Co-Applicant Board on 4/4/2017

Approved by Co-Applicant Board 5/2/2017

Approved by Pinellas County BCC 8/1/2017