ARTICLE I: NAME

The name of the governing authority shall be the Maricopa Health Centers Governing Council (Council). The Council is organized as designated by the Health Resources and Services Administration (HRSA) guidelines for Federally Qualified Health Center Look-Alike (FQHC Look-Alike) organizations.

ARTICLE II: PURPOSE AND OBJECTIVES

The purpose of the Council is to act as the governing authority for all Maricopa County Special Health Care District, (District) d.b.a., Maricopa Integrated Health System (MIHS) FQHC Look-Alike designated sites according to Section 330 of the Public Health Services Act.

ARTICLE III: MEMBERSHIP IN COUNCIL

Section I: Members

A. There shall be not less than nine (9) and not more than seventeen (17) voting members on the Council (members).

1. At least 51 percent (51%) of the Members must be active consumers of MIHS FQHC Look-Alike services (consumers). All other members are considered non-consumers (non-consumers). A consumer is an individual who has received at least one service in the past 24 months that generated an FQHC Look-Alike Clinic visit, where both the service and the site where the service was received are within the HRSA-approved scope of project.

2. Consumer members must, as a group, represent the individuals who are served by the FQHC Look-Alike Clinics in terms of demographic factors, such as race, ethnicity, and gender.

3. Non-consumer members must be representative of the community served by the FQHC Look-Alike Clinics and must be selected for their expertise in relevant subject areas, such as community affairs, government, finance, legal affairs, trade unions, and other commercial and industrial concerns, or social service agencies within the community.

4. No more than one-half (1/2) of the non-consumer members may derive more than 10 percent (10%) of their income from the health care industry, which is defined as directly involved in the delivery of health care.

5. All Members must reside in the service area (Maricopa County).
B. All candidates for the Council will be processed in accordance with the established procedures created by the Executive Committee.

C. The Council reserves the right to appoint a member of the District Board to serve on the Council as a non-voting Member to serve a one-year term effective July 1. District Board member status on the Council will terminate should the District Board member status terminate.

D. The full Council will act as the governing authority for Member appointments.

E. No Member of the Council shall be an employee or spouse, child, parent, or sibling, by blood or by marriage of an employee of Maricopa Integrated Health System, the District Board, or any other hospital or health care institution as defined in A.R.S. §36-401.

Section II: Responsibilities and Rights of Members

A. Member Responsibilities:

All members must:

1. Attend a minimum of three-fourths (3/4) of the Council meetings within any twelve-month period calculated on a rolling basis.
2. Sit on a minimum of one Standing Committee.
3. Attend three-fourths (3/4) of the committee meetings in a twelve-month period calculated on a rolling basis.
4. Serve without compensation. However, travel and mileage expenses shall be allowable in accordance with any District approved reimbursement policies.
5. Comply with applicable District policies.

B. Member Rights:

All members have the right to:

1. Receive agendas, minutes, and all other materials related to the Council.
2. All voting members may vote at meetings of the Council.
3. All voting members may serve as Chairpersons of Council committees.

Section III: Terms

A. Before any voting member may accept duties of the Council, the member shall take an oath or affirmation set forth in A.R.S. § 38-231.
B. All voting members may serve a term up to three (3) years in length that commences after taking the Oath of Office and ends June 30 of the third year. Due to timing, it is possible that the first term may not be a full three years.

C. Voting members are eligible to serve for a maximum of three (3) terms.

Section IV: Vacancies

A. When a member fails to meet responsibilities of membership, as specified in Section II A, the member may be removed.

B. Any member of the Council may be removed at any time by a two-thirds (2/3) vote of the voting members of the Council for cause, including but not limited to, violations of the Code of Conduct and Ethics or actions that are unbecoming of the Council.

C. A resignation from a member shall be in writing and filed with the Assistant Clerk.

D. Upon the vacancy of a member position, however created, the vacancy shall be filled according to the original filling of the position as set forth in Article III, Section I. The remaining members of the Council shall seek community assistance in identifying persons interested and qualified for the vacant member position. The full Council, as the governing authority for member appointments, will act on recommendation (s) of the interview panel.

E. The Council may create policies and procedures consistent with this section.

ARTICLE IV: MEETINGS

Section I: Regular Meetings

The Council shall meet a minimum of monthly.

Section II: Special Meetings

Special Meetings of the Council may be held in a manner that is consistent with the Arizona Open Meetings Law, A.R.S. § 38-431 et. seq. as amended from time to time.

Section III: Emergency Meetings

Emergency Meetings of the Council may be held in a manner that is consistent with the Arizona Open Meeting Law, A.R.S. § 38-431 et. seq. as amended from time to time.

Section IV: Place of Meetings

All meetings of the Council shall be at the Maricopa Medical Center campus, unless otherwise specified with proper notice to Members, staff, and the public.
Section V. Conduct of Meeting

The meeting shall be conducted using Parliamentary Procedures for the timely and orderly progression of the meeting.

Section VI: Open and Public

All meetings will be held in a manner that is consistent with the Arizona Open Meeting Law, A.R.S. § 38-431 et. seq. as amended from time to time.

Section VI: Quorum and Voting Requirements

A. A quorum shall consist of a majority of the voting members. A quorum is necessary to conduct Council business. Although in-person member attendance at meetings is preferred, the Council recognizes that situations may arise requiring the need for a member to attend telephonically. In-person and telephonic attendance are considered “present” for purposes of determining quorum.

B. There shall be no vote by proxy. If at any meeting a quorum is not present, the meeting cannot be called to order or may not continue and will be rescheduled until such date and hour as a quorum may be reached.

C. A simple majority vote of the members present is required to take any action.

D. Each member present at a meeting shall be entitled to one vote. Voting must comply with the Arizona Open Meetings Law, A.R.S. § 38-431 et. seq. as amended from time to time.

E. The Chief Executive Officer of the Council shall attend all meetings of the Council but shall not be entitled to vote.

Section VIII: Notice, Agenda and Supportive Materials

A. 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 five (5) calendar days before the meeting.

B. Supportive materials shall be emailed to the Council with the meeting notice.

C. The following shall have the right to place an item on the agenda of any scheduled meeting of the Council: The Chair, The CEO, or any Council member. The Chair shall have the right to reject an item placed on the agenda. If the Chair rejects an item placed on the agenda, two Council members acting together shall have the right to override the Chair’s rejection and place the item on the agenda as requested despite the Chair’s rejection. The action by the two Council members shall relate solely to identifying the subject matter of the item to be placed on the agenda with no discussion, consideration or deliberation of the matter.
Section IX: Minutes and Documents

The Council shall record and maintain minutes of its meetings. Official minutes, and all supporting documents related thereto, shall be maintained in the Office of the Council, by the Assistant Clerk.

ARTICLE V: LIMITATIONS OF COUNCIL AUTHORITY

The Council’s governance authorities and responsibilities shall comply with the requirements of Section 330, its implementing regulations, and HRSA policies. The Council shall specifically exercise the authorities and responsibilities contained within the Co-Applicant Operational Arrangement as amended from time to time.

ARTICLE VI: COUNCIL DUTIES

Subject to the limitations imposed in Article V, the duties of the Council shall be as follows:

A. Adopting of health care policies that are supportive of the District’s policies regarding the scope, availability, location, and hours of operation provided by the FQHC Look-Alike clinics.

B. Developing, annually reviewing, and approving fee structures, a sliding fee discount schedule, collections policies and financial policies for the FQHC Look-Alike clinics, consistent with state and federal law and HRSA policy and other billing and collection policies.

C. Setting, approving, and recommending for final approval by the District Board the operating and capital budgets for the FQHC Look-Alike clinics.

D. Reviewing, approving, and recommending for final approval by the District Board any Section 330 and related look-alike and/or grant applications and other HRSA requests regarding scope of project for the FQHC Look-Alike clinics.

E. Selecting, evaluating, and dismissing the Executive Director, (synonymous with Maricopa Health Centers Governing Council Chief Executive Officer).

F. Evaluating FQHC Look-Alike clinics activities regarding service utilization patterns, productivity, patient satisfaction, achievement of project objectives and development of a process for hearing and resolving patient grievances.

G. Reviewing the District Board’s selection of the District’s independent external auditor and reviewing and recommending for approval by the District Board the FQHC Look-Alike clinics’ audit report.
H. Recommending a quality improvement plan for the FQHC Look-Alike clinics and conducting a quality of care audit procedure.

I. Assuring that the FQHC Look-Alike clinics are operated in compliance with applicable federal, state and local laws, regulations, HRSA requirements and the District’s corporate compliance program.

J. Annually evaluating the FQHC Look-Alike clinics’ achievements; establishing the FQHC Look-Alike clinics’ goals and objectives in collaboration with the District Board; and then approving the FQHC Look-Alike clinics’ goals and objectives, including recommending linkages with other health care providers and health care programs.

K. Annually developing a strategic plan based on an assessment of the health care needs of the community served by the FQHC Look-Alike clinics.

L. Establishing and maintaining a monthly meeting schedule.

M. Participating in training and developmental programs in furtherance of the services provided at, and operations of, the FQHC Look-Alike clinics.

N. Complying with the District’s conflict of interest and gift policy.

O. On an annual basis, submitting to the District an attestation that the Governing Council has operated; and each Governing Council Member has performed his/her duties, in a manner that is compliant with the provisions of this Arrangement; and that each Governing Council Member has completed their annual compliance and governance training and sign the Maricopa Integrated Health System Code of Conduct and Ethics attestation form.

P. At a minimum of bi-annually, provide an informational report to the District Board regarding the FQHC Look-Alike designated site utilization, productivity, patient satisfaction, achievement of project objectives and financial performance.

Q. Review and approve the FQHC Look-Alike Annual Uniform Data System report.

R. Approve the HRSA FQHC Look-Alike Renewal of Designation and Annual Certification Application.

ARTICLE VII: OFFICERS

Section I: Designation

There shall be a Chair, a Vice Chair, and a Treasurer of the Council. All officers shall be elected from the voting membership of the Council. An employee of the District who is not a Member shall serve as the Assistant Clerk.
Section II: Powers and Duties of Officers

A. Chair

1. Shall preside, plan and carry out the agenda for each meeting of the Council and the Executive Committee.

2. May appoint the non-voting member from the District Board, with Council approval.

3. May delegate a reasonable portion of his or her duties to the Vice Chair, in the event of the Chair’s absence, resignation, inability to perform the Chair’s duties, or as otherwise appropriate until the Chair returns or a new chair assumes office.

4. Annually, the incoming Chair will appoint or reappoint the Standing Committee Chairs and will appoint a Member at large to the Executive Committee.

B. Vice Chair

1. Shall assist the Chair in his or her duties as needed.

2. Shall perform the duties of Chair as directed in the event of the Chair’s absence, or the vacancy of the office until an election can be held in accordance with Article VII, Section VII.

C. Treasurer

1. Shall report financial status at monthly Council meetings.

2. Shall serve as the Chair of the Finance Committee

Section III: Elections

A. Council members interested in serving as one of the officers shall contact the Assistant Clerk in writing of his or her interest in serving. Council members may also contact the Assistant Clerk to nominate fellow members of the Council for an officer position. All nominations shall be made in writing and shall be submitted no later than the first Monday in April of every year.

B. The MHCGC CEO will contact nominated candidates to determine their willingness to serve as an officer.

C. The current Chair and MHCGC CEO may nominate additional candidates if necessary to complete ballot of nominees for each office.

D. By the first Monday in May of every year, the Assistant Clerk will transmit to the Council in writing, the names of the persons running for each officer role.
E. Election of officers will be held at the June Council meeting. Members must attend the Council meeting in person or telephonically in order to vote.

F. A roll call vote will be taken in order to ensure that candidates obtain at least fifty percent (50%) of the vote. If no candidate for an officer position obtains over fifty percent (50%) of the vote, a run-off between the two (2) candidates with the most votes will be held immediately following the first vote count.

G. The Assistant Clerk shall record the votes.

Section IV: Term

The term of each office for the Chair, Vice Chair and Treasurer shall be one (1) year, commencing on July 1 of each year. Members can serve in any officer role for a maximum of 3 terms during his/her service on the Council.

Section V: Resignation

A resignation from an officer shall be in writing and filed with the Assistant Clerk.

Section VI: Removal

Any officer may be removed from their elected position by a simple majority vote of the Council.

Section VII: Vacancies

A. Upon the announcement of a vacancy of an officer position (Chair, Vice Chair, and/or Treasurer), Council members interested in filling the position shall contact the Assistant Clerk in writing of his or her interest in serving within five (5) business days of the announcement.

B. The Assistant Clerk will transmit to the Council in writing, the names of the persons running for the vacant position.

C. The election will be held at the next Council meeting. Members must attend the Council meeting in person or telephonically in order to vote.

D. A roll call vote will be taken in order to ensure that candidates obtain at least fifty percent (50%) of the vote. If no candidate obtains over fifty percent (50%) of the vote, a run-off between the two (2) candidates with the most votes will be held immediately following the first vote count.

E. The Assistant Clerk shall record the votes.
ARTICLE VIII: COMMITTEES

Section I: Standing Committees

The following are considered Standing Committees of the Council:

A. Executive Committee

The purpose of the Executive Committee of the Maricopa Healthcare Centers Governing Council is to ensure the Maricopa Health Centers Governing Council carries out its due-diligence function related to new Council member recruitment, the healthy development and operation of the Council, its committees, and performance of the individual Council member by equipping them with the proper tools and motivation to carry out his or her responsibilities.

B. Finance Committee

The purpose of the Finance Committee is to (1) provide oversight of financial objectives and budgeted financial performance to ensure current and future financial integrity of the FQHC Look-Alike clinics; (2) reviewing major transactions, investments or expenditures which represent a significant financial commitment, or which have significant strategic or operational implications; (3) ensure annual independent financial audit of the FQHC Look-Alike clinics is performed.

C. Compliance and Quality Committee

The purpose of the Compliance and Quality Committee is to: (1) ensure the quality of care provided by the FQHC Look-Alike clinics; (2) ensure patient safety and satisfaction provided throughout the FQHC Look-Alike clinics; (3) ensure that all policies comply with federal and state law and HRSA Program Information Notices (PINs) and Program Assistance Letters (PALs).

D. Strategic Planning and Outreach Committee

The purpose of the Strategic Planning and Outreach Committee is to identify, develop, and implement strategic planning and outreach initiatives to address the changing healthcare environment in Maricopa County.

Section II: Ad Hoc Committees & Advisory Committees

A. The Council has the authority to create ad hoc or advisory committees, to assist with any Council functions.

B. Any Member may suggest the creation of an ad hoc or advisory committee when it appears necessary, and such committee may be established upon a majority vote of the Council.
C. Ad hoc or advisory committees shall limit their activities to the purposes for which they are commissioned and be limited in time to the task for which they are appointed. Ad hoc or advisory committees shall have only those powers as specifically conferred in writing upon them by the Council and shall report to the Council. The continuation of any ad hoc or advisory committee shall be reviewed annually if it has not been disbanded because of completion of its work.

D. Members of an ad hoc or advisory committee shall be appointed by the Council. The chair of an ad hoc or advisory committee must be a member of the Council.

E. The Council may involve citizens of Maricopa County as members to serve on an advisory committee, who need not be members of the Council, but whose expertise can benefit and add value to the committee. Such citizens shall serve without compensation.

Section III: Term of Office

Members of each Committee shall serve their terms in accordance with the appropriate Committee charter.

Section IV: Vacancies

Vacancies on any Committee will be filled in the same manner as provided in the case of the original appointment.

Section V: Minutes and Reports

Each Committee shall record and maintain minutes of its meetings and shall report its activities to the Council at the next regularly scheduled Council meeting including, at minimum, the agenda items discussed, and other supporting documents as needed. Official minutes, and all supporting documents related thereto, of all Committees shall be maintained in the Office of the Council, by the Assistant Clerk or designee.

Section VI: Quorum and Committee Action

A majority of the voting members of any Committee shall constitute a quorum. A quorum shall be necessary for taking action. In person and telephonic attendance are considered “present” for purpose of determining a quorum. Any action taken must be recorded with the minutes of the Committee.
 ARTICLE IX: MISCELLANEOUS

Section I: Adoption and Amendments

The Council must approve all proposed amendments to the Bylaws and submit the proposed amendments to the Board of Directors for approval. Once approved by the Board of Directors, the Board will transmit the proposed amendments back to the Council for final adoption. These Bylaws may be amended by a majority vote of a quorum of the Council at any regular or special meeting; provided that, in the case of any amendment, written notice of the amendment shall have been submitted to each Member at least seven (7) calendar days prior to the meeting.

Section II: Preservation of Confidential Information

The Council has adopted policies and will comply with all federal and state laws and regulations regarding the protection of confidential, privileged or proprietary information and all such provisions shall apply to all Committees and their members, both during committee service and thereafter.

Section III: Audit

The financial documents of the Council shall be audited annually by certified public accountants, authorized to audit public entities in the State of Arizona. The final audit report shall be presented to the Council, as it pertains to the FQHC Look-Alike clinics.

Section IV: Discrimination

No discrimination shall be exercised by the Council or by any person subject to its jurisdiction against or in favor of any person because of race, color, national origin, religion, sex, sexual orientation, marital status, political beliefs, veteran status, or disability, ability to pay, or age in the admission, treatment, or participation in any of its health care programs, services and activities, any employment matters, or any person doing business with Council, pursuant to federal, state or local laws.

Section V: Conflict of Interest and Ethics

Each Member and Committee Member shall comply with all federal and state conflict of interest laws, including but not limited to the provisions of A.R.S. §38-501 et. seq. and MIHS Code of Conduct and Ethics, as revised from time to time. A Member who has a conflict of interest shall make such conflict known to the Assistant Clerk in writing and it shall be recorded in the meeting minutes. The members shall refrain from voting upon or participating in any such matter. If, at any time, a member develops a potential conflict of interest, such potential conflict shall be disclosed to the Assistant Clerk in writing.

Section VI: Patient’s Rights.

The Council shall respect patient confidentiality, patient rights, and will comply with MIHS polices.
Section VII: Office

The official office of the Council and its Members is at Maricopa Medical Center, 2601 East Roosevelt Street, Phoenix, Arizona, 85008.

Chair
Maricopa Health Centers Governing Council

Elizabeth K. McCarty

Date
10-3-18