

**Maricopa County Special Health Care District's
Valleywise Community Health Centers Governing Council
Bylaws**

ARTICLE I: NAME

The name of the governing authority shall be the Valleywise Community Health Centers Governing Council (Governing Council). The Governing Council is organized to provide governance and oversight of Federally Qualified Health Center (FQHC) Clinics owned and operated by the Maricopa County Special Health Care District (District) dba Valleywise Health, that provide primary and preventive health care and related services (including, but not limited to, ancillary services). The District was awarded designation by Health Resources and Services Administration (HRSA) to operate Federally Qualified Health Center (FQHC) Clinics.

ARTICLE II: PURPOSE AND OBJECTIVES

The purpose of the Governing Council is to serve as the Co-Applicant, consistent with the requirements of applicable HRSA policies and pronouncements in order to meet the Section 330 of the Public Health Service Act governance requirements.

ARTICLE III: GOVERNING COUNCIL MEMBERSHIP

Section I: Members

- A. There shall be no less than nine and no more than 17 voting members on the Governing Council.
1. The majority (at least 51%) of the Governing Council members must be patients served by Valleywise Health's FQHC Clinics. A patient is someone who has received at least one HRSA approved in-scope services within the last 24 months. Patient Governing Council members represent the patients served by the FQHC Clinics in terms of demographic factors, such as race, ethnicity, and gender.
 2. Non-patient Governing Council members must be representative of the community served by the FQHC Clinics and must be selected for their expertise in relevant subject areas, such as community affairs, local government, finance, legal, trade unions, education, business, labor relations, and social service agencies within the community.
 3. No more than 1/2 of the non-patient Governing Council members may derive more than 10% of their annual income from the health care industry. Health care industry is defined as hospitals, other health care institutions, nurses, doctors, dentist, and other licensed healthcare professionals whose primary responsibility is providing primary preventative and therapeutic healthcare services.

4. All members must reside in the service area (Maricopa County).
- B. Candidates will be subject to a background check; a formal vetting process including but not limited to confirmation of skills and experience noted in application, and interviews with past and current associates; a screening for real or apparent conflicts of interest; and a review for exclusion from participating in any Federal or State health care program.
- C. The Governing Council may appoint a member of the District Board of Directors (Board) to serve on the Governing Council as a non-voting member to serve a one-year term effective July 1. The Board member's status on the Governing Council will terminate should the Board member's status cease.
- D. The Governing Council will act as the governing authority for all member appointments.
- E. Employees and immediate family members (spouse, child, parent, or sibling, by blood, adoption, or marriage) of the Maricopa County Special Health Care District dba Valleywise Health, or any other hospital or health care institution, as defined in A.R.S. § 36-401, may not be members of the Governing Council.

Section II: Voting Members Responsibilities

- A. Be informed about the FQHC Clinics strategic plan, programs and services.
- B. Attend a minimum of 3/4 of the Governing Council meetings with in a 12-month period, calculated on a rolling basis.
- C. Actively participate in at least one standing committee.
- D. Attend a minimum of 3/4 of committee meetings, which assigned to, with in a 12-month period, calculated on a rolling basis.
- E. Prepare for Governing Council and committee meetings by reading materials in advance.
- F. Review data and information provided to the Governing Council to make informed decisions.
- G. Adhere to the Governing Council's bylaws and District polices.
- H. Maintain confidentiality of matters of the FQHC Clinics and District.
- I. Participate in the HRSA Operational Site Visit.
- J. Participate in the selection of the Chief Executive Officer (CEO) when applicable.
- K. Participate in the evaluation of the CEO.
- L. Recommend possible members to the Governing Council assist in Governing Council member recruitment when requested.

- M. Participate in Governing Council orientation and ongoing education.
- N. Support decisions of the Governing Council once they are made.
- O. Disclose any potential and actual conflict of interest and if/when one arises, disclose it in writing to the District's Assistant Clerk.

Section III: Terms

- A. Governing Council members shall take an oath or affirmation set forth in A.R.S. § 38-231 after appointment to the Governing Council and prior to serving. All oaths shall be filed with the District's Clerk of the Board.
- B. Terms are up to three years in length, which commences after taking an oath 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 terms.
- D. Resignations from the Governing Council shall be in writing and filed with the District's Assistant Clerk

Section IV: Vacancies

- A. Upon the vacancy of a member, however created, the vacancy shall be filled according to the process set forth in Article III, Section I.

Section V: Removal

- A. When a member fails to meet responsibilities as specified in Article III, Section II, the member may be removed.
- B. Any member of the Governing Council may be removed at any time by a 2/3 vote of the voting members of the Governing Council at any regular or special meeting of the Governing Council for cause, including but not limited to:
 - 1. Violations of the District's Code of Conduct and Ethics.
 - 2. Violations of the District's Conflicts of Interest and Gift Policy.
 - 3. Actions that are unbecoming of the Governing Council.
 - 4. For any basis that is provided for or permitted under Arizona law, including A.R.S. § 38-291.

Section VI. Compensation

- A. Governing Council members shall serve without compensation. However, each member is allowed reimbursement of expenses from approved travel, and reimbursement of mileage to and from Valleywise Community Health Centers Governing Council meetings.

ARTICLE IV: MEETINGS

Section I: Regular Meetings

The Governing Council shall hold monthly meetings where a quorum is present.

Section II: Additional Meetings

Additional meetings of the Governing Council may be held in a manner that is consistent with the Arizona Open Meetings Law, A.R.S. § 38-431 et. seq.

Section III: Emergency Meetings

Emergency meetings of the Governing Council may be held in a manner that is consistent with the Arizona Open Meeting Law, A.R.S. § 38-431 et. seq.

Section IV: Place of Meetings

All meetings of the Governing Council shall be at the Valleywise Health Medical Center campus, unless otherwise specified with proper notice to Governing Council members, staff, and the public.

Section V. Remote Meetings

The Governing Council may hold a remote meeting through technological means after providing proper notice and an agenda in accordance with the Arizona Open Meeting Law A.R.S. § 38-431 et. seq.

Section VI. Conduct of Meeting

Governing Council meetings shall be conducted using Parliamentary Procedures, also known as rules of order. Rules are intended to maintain decorum and for the timely and orderly progression of the meeting.

Section VII: 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.

Section VIII: Quorum and Voting Requirements

- A. A quorum shall consist of a majority of the voting Governing Council members.
- B. A quorum is necessary to conduct Governing Council business. Governing Council members shall attend meetings in person, or when circumstances, dictate, telephonically. As much notice as possible, but no less than 24 hours, should be given if Governing Council members need to participate telephonically so that arrangements can be made.
- C. A majority vote of the Governing Council members is required to take any action.
- D. Each voting Governing Council 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.
- E. There shall be no vote by proxy.
- F. If after 10 minutes from the scheduled start of any meeting a quorum is not present, the meeting cannot be called to order and will be rescheduled until such date and hour as a quorum may be reached.
- G. The FQHC Clinics CEO shall attend all meetings of the Governing Council but shall not be entitled to vote.

Section IX: Notice, Agenda and Supportive Materials

- A. A written notice of each regular meeting of the Governing Council, specifying the date, time and place, and a written agenda, shall be emailed to the Governing Council members no less than five calendar days before the meeting.
- B. Supportive materials, if any, shall be emailed to the Governing Council members with the meeting notice and agenda.
- C. The following shall have the right to place an item on the agenda of any Governing Council meeting: The Governing Council Chair, The FQHC Clinics CEO, or any voting Governing Council member. The Governing Council Chair shall have the right to reject an item placed on the agenda.
- D. If the Governing Council Chair rejects an item placed on the agenda, four voting Governing Council members acting together, shall have the right to override the Governing Council Chair's rejection and place the item on the agenda as requested despite the Governing Council Chair's rejection. The request by the four Governing Council members shall be made in writing to the Governing Council Chair, FQHC CEO, and District's Assistant Clerk, and 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 X: Minutes and Documents

The District's Assistant Clerk shall keep the minutes of the Governing Council meetings. Official minutes and supporting documents, shall be maintained by the District's Assistant Clerk.

ARTICLE V: LIMITATIONS OF GOVERNING COUNCIL AUTHORITY

The Governing Council's governance authorities and responsibilities shall comply with the requirements of Section 330, its implementing regulations, and HRSA policies. The Governing Council shall specifically exercise the authorities and responsibilities contained within the Co-Applicant Operational Arrangement (Arrangement) between the District and the Governing Council.

ARTICLE VI: GOVERNING COUNCIL AUTHORITIES AND RESPONSIBILITIES

- A. Subject to the limitations imposed in Article V, the duties of the Governing Council shall be as follows:
1. Annually review the service area by zip codes reported on Form 5B: Service Sites;
 2. Complete or update a community needs assessment of the current patient population at least once every 3 years to improve the delivery of health care services;
 3. Review and approve additional health services, if any, to offer in order to meet the health needs of the patient population served by the FQHC Clinics, subject to Board approval;
 4. Annually review a list of FQHC Clinics, including addresses, hours of operation by clinic, and information on general services offered at each clinic reported on Form 5B: Service Sites;
 5. Approve location of any new FQHC Clinic or closure of existing FQHC clinic as long as it is consistent with the District's facility, strategic, business, financial, and capital plans;
 6. Ensure written operating procedures exist for responding to patient medical emergencies during each FQHC Clinics regularly scheduled hours of operation;
 7. Ensure written operating procedures exist for responding to patient medical emergencies after regularly scheduled hours of operation;
 8. Ensure written operating procedures are in place to obtain medical information related to a FQHC Clinic patient's hospital or emergency department visit;

9. Review, evaluate, and approve a sliding fee discount program for the FQHC Clinics at least every 3 years. Evaluation should include the effectiveness of the sliding fee discount program in reducing financial barriers to care, and the rate which patients within each discount category are accessing services;
10. Annually review and approve a sliding fee discount schedule for the FQHC Clinics based on the most recent Federal Poverty Guidelines;
11. Review and approve at least every 2 years a Quality Improvement/Quality Assurance (QI/QA) program for the FQHC Clinics that addresses the quality and utilization of services, patient satisfaction, patient grievance process and patient safety including adverse events;
12. Ensure that QI/QA data, including patient satisfaction, patient grievance and patient safety, is shared with the Governing Council at least quarterly;
13. Ensure written quality of care audit procedures are in place and audit is shared with the Governing Council annually;
14. Select/hire the Project Director/CEO of the FQHC Clinics after receiving prior approval from HRSA and as set forth in Paragraph 6 of the Arrangement between the District and Governing Council;
15. Annually evaluate the Project Director/CEO's performance as set forth in Paragraph 6 of the Arrangement between the District and Governing Council;
16. Dismiss/terminate the Project Director/CEO from the Health Center Program if necessary, as set forth in Paragraph 6 of the Arrangement between the District and Governing Council and notify HRSA;
17. Approve changes to Project Director/CEO's job description;
18. Approve changes to organization chart including titles and names of key management staff;
19. Comply with the District's written Code of Conduct and Ethics; and Conflicts of Interest and Gift policy;
20. Submit written disclosure to the District's Assistant Clerk if a real or apparent conflict of interest was identified by a Governing Council member;
21. Make reasonable efforts to establish and maintain collaborative relationships, including with other specialty providers that provide care within Maricopa County, to provide access to services not available at the FQHC Clinics and to reduce the non-urgent use of hospital emergency departments; and with social service organizations to support community services that impact patients of the FQHC Clinics;

22. Track the financial performance of the FQHC Clinics, including identification of trends or conditions that may warrant action to maintain financial stability;
23. Review and accept the annual fiscal year audit of the District, which includes certain financial information about the FQHC Clinics;
24. Maintain control over, and accountability for, all funds, in order to adequately safeguard and ensure that they are used solely for authorized purposes;
25. Ensure written policies and procedures are in place to ensure the appropriate use of federal funds in compliance with applicable federal statutes, regulations, and the terms and conditions of the federal award;
26. Ensure written billing and collections policies and procedures are in place and include provisions to waive or reduce fees owed by patients; a policy for refusal to pay; and procedures for notifying patients of additional costs for supplies and equipment related to the services;
27. Develop and approve an annual operating and capital budget for the FQHC Clinics to be incorporated into the District's annual budget for Board approval. The budget should be reflective of the costs and revenues necessary to support the FQHC Clinics scope of project;
28. Submit timely, accurate, and complete Uniform Data System (UDS) reports;
29. Annually review data-based reports on: patient service utilization; trends and patterns in the patient population; and overall health center performance including achievement of FQHC Clinics objectives; and efficiency and effectiveness of the FQHC Clinics, for oversight by the Governing Council;
30. Approve application for HRSA grant funding, subject to Board approval;
31. Approve changes in scope of project for the FQHC Clinics subject to Board approval;
32. Annually evaluate the operations of the FQHC Clinics including compliance with applicable federal requirements, performance expectations such as financial and patient volumes, patterns of health service utilization;
33. Ensure the existence of a co-applicant arrangement that delegates the required authorities and responsibilities to the Governing Council and delineates the authorities and responsibilities of the Board;
34. Hold monthly meetings where a quorum is present;

35. Conduct and approve a long-range, strategic plan at least once every three (3) years that identifies FQHC Clinic priorities and addresses financial management and capital expenditure needs, that is consistent with the District's facility, strategic, business, financial and capital plans; and
36. On an annual basis, submit 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 the Arrangement between the District and Governing Council; and that each Governing Council member has completed their annual compliance training and sign the District's Code of Conduct and Ethics attestation form.

ARTICLE VII: OFFICERS

Section I: Officer Designation

There shall be a Chair, a Vice Chair, and a Treasurer, known as officers of the Governing Council. The Governing Council officers shall be elected by voting Governing Council members.

Section II: Powers and Duties of Officers

A. Chair

1. The Chair shall lead the Governing Council members and ensure that the Governing Council fulfills its responsibilities.
2. The Chair shall convene, preside, and maintain order over Governing Council meetings.
3. The Chair shall plan and carry out the agenda for Governing Council meetings.
4. Annually, the incoming Chair will appoint or reappoint the Standing Committee Chairs and will appoint a voting Governing Council member as a Member at Large to the Executive Committee.

B. Vice Chair

1. The Vice Chair shall assist the Chair in his or her duties as needed.
2. In the absence of the Chair, or in the event of the Chair's resignation or the inability to perform duties, the Vice Chair shall perform the duties of Chair until an election can be held in accordance with Article VII, Section VII.

C. Treasurer

1. The Treasurer shall report the financial performance of the FQHC Clinics at the monthly Governing Council meetings.
2. The Treasurer shall serve as the Chair of the Finance Committee

Section III: Elections

- A. Voting Governing Council members interested in serving as a Governing Council officer shall contact the District's Assistant Clerk in writing of his or her interest in serving. Governing Council members may also contact the District's Assistant Clerk in writing, to nominate fellow voting Governing Council members for an officer position. All nominations shall be submitted no later than the first Monday in April of every year.
1. The FQHC CEO will contact nominated candidates to determine their willingness to serve as an officer.
 2. The current Chair and the FQHC CEO may nominate additional voting Governing Council members if necessary, to complete the ballot of nominees for each officer position.
- B. By the first Monday in May of every year, the District's Assistant Clerk will transmit to the Governing Council members in writing, the names of the persons running for each officer position.
- C. Election of officers will be held at the regularly scheduled June Governing Council meeting. Voting Governing Council members must attend the meeting in person or telephonically in order to vote.

Section IV: Term

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

Section V: Resignation

Resignations shall be in writing and filed with the District's Assistant Clerk.

Section VI: Removal

Any officer may be removed from his or her elected position by a majority vote of the Governing Council.

Section VII: Vacancies

- A. Upon the vacancy of an officer, however created, voting Governing Council members interested in filling the position shall contact the District's Assistant Clerk in writing of his or her interest in serving within five business days of the announcement.
- B. The District's Assistant Clerk will transmit to the Governing Council in writing, the names of the persons running for the vacant position.
- C. The election will be held at the next regularly scheduled Governing Council meeting. Voting Governing Council members must attend the meeting in person or telephonically in order to vote.
- D. The term will be effective immediately.

ARTICLE VIII: COMMITTEES

Section I: Standing Committees

The following are considered standing committees of the Governing Council:

- A. Executive Committee: The purpose of the Executive Committee is to ensure the Governing Council carries out its due-diligence function related to the healthy development and operation of the Governing Council, its committees, and performance of the individual Governing 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) recommend an annual operating budget for the FQHC Clinics; (2) provide oversight of the financial performance of the FQHC Clinics; and (3) review the annual audit performed by an independent, external auditor.
- C. Compliance and Quality Committee: The purpose of the Compliance and Quality Committee is to: (1) ensure the quality of care provided at the FQHC Clinics; (2) ensure patient safety and satisfaction provided throughout the FQHC Clinics; (3) ensure compliance with HRSA Program requirements.
- 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 identify FQHC Clinics health equity priorities to address health care needs in Maricopa County.

Section II: Term

- A. Members of standing committee shall be appointed by the Governing Council.
- B. Members of standing committees shall serve his or her terms in accordance with the appropriate committee charter.

Section III: Vacancies

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

Section IV: Minutes and Documents

- A. The District's Assistant Clerk shall keep the minutes of each standing committee meetings. Official minutes and supporting documents, shall be maintained by the District's Assistant Clerk.
- B. Each standing committee shall report its activities to the Governing Council at the next regularly scheduled Governing Council meeting including, at minimum, the agenda items discussed.

Section V: Quorum and Voting Requirements

- A. A quorum shall consist of a majority of the voting committee members.
- B. A quorum is necessary to conduct committee business. Committee members shall attend meetings in person, or when circumstances, dictate, telephonically. As much notice as possible, but no less than 24 hours, should be given if committee members need to participate telephonically so that arrangements can be made.
- C. A majority vote of the committee members is required to take any action.
- D. Each voting committee 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.
- E. There shall be no vote by proxy.
- F. If after 10 minutes from the scheduled start of any committee meeting a quorum is not present, the meeting cannot be called to order and will be rescheduled until such date and hour as a quorum may be reached.

Section VI. Attendance and Removal

Unless expressly provided otherwise by committee charter, failure to attend a minimum of 3/4 of committee meetings which assigned to within a 12-month period, calculated on a rolling basis, or two consecutive committee meetings, may result in removal of a committee member by a majority vote of the Governing Council.

Section VII: Ad Hoc and Advisory Committees

- A. The Governing Council has the authority to create ad hoc or advisory committees, to assist with Governing Council functions.
- B. Any voting Governing Council member may suggest the creation of an ad hoc or advisory committee when it appears necessary.
- C. An ad hoc or advisory committee shall be established upon the majority vote of the Governing Council.
- D. Ad hoc and 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 created.
- E. Ad hoc and advisory committees shall only have those powers as specifically outlined in writing upon by the Governing
- F. Ad hoc and advisory committees shall report to the Governing Council.
- G. The continuation of any ad hoc or advisory committee shall be reviewed annually.
- H. Ad hoc and advisory committees shall disband upon of completion of its work.
- I. Members of an ad hoc or advisory committee shall be appointed by the Governing Council. The chair of an ad hoc or advisory committee must be a voting member of the Governing Council.
- J. The Governing Council may involve citizens of Maricopa County as members to serve on an ad hoc or advisory committee, who need not be members of the Governing Council, but whose expertise can benefit and add value to the committee. Such citizens shall serve without compensation

Section VIII: Term

Members of ad hoc or advisory committees shall serve his or her terms in accordance with the appropriate committee charter.

Section IX: Vacancies

Vacancies on any ad hoc or advisory committee will be filled in the same manner as provided in the case of the original appointment.

Section X: Minutes and Documents

- A. The District's Assistant Clerk shall keep the minutes of any ad hoc or advisory committee meetings. Official minutes and supporting documents, shall be maintained by the District's Assistant Clerk.
- B. Each ad hoc or advisory committee shall report its activities to the Governing Council at the next regularly scheduled Governing Council meeting including, at minimum, the agenda items discussed.

Section XI: Quorum and Voting Requirements

- A. A quorum shall consist of a majority of the voting ad hoc or advisory committee members.
- B. A quorum is necessary to conduct ad hoc or advisory committee business. Ad hoc or advisory committee members shall attend meetings in person, or when circumstances, dictate, telephonically. As much notice as possible, but no less than 24 hours, should be given if committee members need to participate telephonically so that arrangements can be made.
- D. A majority vote of the ad hoc or advisory committee members is required to take any action.
- E. Each voting ad hoc or advisory committee 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.
- F. There shall be no vote by proxy.
- G. If after 10 minutes from the scheduled start of any ad hoc or advisory committee meeting a quorum is not present, the meeting cannot be called to order and will be rescheduled until such date and hour as a quorum may be reached.

Section XII. Attendance and Removal

Unless expressly provided otherwise by committee charter, failure to attend a minimum of 3/4 of ad hoc or advisory committee meetings with in a 12-month period, calculated on a rolling basis, or two consecutive committee meetings, may result in removal of a committee member by a majority vote of the Governing Council.

ARTICLE IX: MISCELLANEOUS

Section I: Adoption and Amendments

- A. Prior to adopting amendments to the bylaws, the Governing Council will provide the Board a copy of the proposed amendments with sufficient time to permit the Board to review. The Board shall approve the proposed amendments at the next regularly scheduled Board meeting and thereafter, notify the Governing Council of approval. The Board may only disapprove an amendment to the bylaws if the amendment is inconsistent with the requirements of Section 330, its implementing regulations, HRSA policies, the Compliance Manual, or the terms of the Arrangement between the District and Governing Council. The Board will provide the Governing Council with reason(s) for such disapproval within seven (7) calendar days after non-approval.
- B. Proposed bylaw amendments shall be submitted to the Governing Council at least 7 calendar days prior to the meeting at which the proposed amendments are scheduled to be voted upon.

Section II: Preservation of Confidential Information

The Governing Council shall 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 standing, ad hoc and advisory committees and their members, both during committee service and thereafter.

Section III: Discrimination

No discrimination shall be exercised by the Governing Council or by any person against or in favor of any person because of race, color, religion, sex, sexual orientation, national origin, marital status, political beliefs, age, veteran status, disability, or 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 Governing Council, pursuant to federal, state or local laws.

Section IV: Patient's Rights

The Governing Council shall respect patient confidentiality, patient rights, and will comply with Valleywise Health policies.

Section V: Office

The official office of the Governing Council and its members is at Valleywise Health Medical Center, 2601 East Roosevelt Street, Phoenix, Arizona, 85008.

Approved by the Governing Council on 11/04/2020

A handwritten signature in black ink, appearing to be a stylized 'W' or similar character.

Chair, Valleywise Community Health Centers Governing Council

11/04/2020
Date