

CHAIRPERSON
CAROL KOENIG

VICE-CHAIRPERSON
VICTOR CELENTINO

VICE-CHAIRPERSON PRO-TEM
ROBIN NAEYAERT

HUMAN SERVICES COMMITTEE

TERI BANAS, CHAIR
TODD TENNIS
RYAN SEBOLT
DEB NOLAN
CAROL KOENIG
DENNIS LOUNEY
ROBIN NAEYAERT

INGHAM COUNTY BOARD OF COMMISSIONERS

P.O. Box 319, Mason, Michigan 48854 Telephone (517) 676-7200 Fax (517) 676-7264

THE HUMAN SERVICES COMMITTEE WILL MEET ON MONDAY, JUNE 18, 2018 AT 6:30 P.M., IN THE PERSONNEL CONFERENCE ROOM (D & E), HUMAN SERVICES BUILDING, 5303 S. CEDAR, LANSING.

Agenda

Call to Order

Approval of the [June 4, 2018 Minutes](#)

Additions to the Agenda

Limited Public Comment

1. Discussion – Impact of Closure of the Greater Lansing Housing Coalition
2. Health Department – Resolution to Authorize Extended [Cooperative Operational Agreement](#) with the Ingham Community Health Center Board of Directors

Announcements

Public Comment

Adjournment

**PLEASE TURN OFF CELL PHONES OR OTHER ELECTRONIC DEVICES
OR SET TO MUTE OR VIBRATE TO AVOID
DISRUPTION DURING THE MEETING**

The County of Ingham will provide necessary reasonable auxiliary aids and services, such as interpreters for the hearing impaired and audio tapes of printed materials being considered at the meeting for the visually impaired, for individuals with disabilities at the meeting upon five (5) working days notice to the County of Ingham. Individuals with disabilities requiring auxiliary aids or services should contact the County of Ingham in writing or by calling the following: Ingham County Board of Commissioners, P.O. Box 319, Mason, MI 48854 Phone: (517) 676-7200. A quorum of the Board of Commissioners may be in attendance at this meeting. Meeting information is also available on line at www.ingham.org.

HUMAN SERVICES COMMITTEE

June 4, 2018

Draft Minutes

Members Present: Banas, Nolan, Koenig (arrived at 6:30 p.m.), Louney, Tennis, Sebolt, and Naeyaert

Members Absent: None.

Others Present: Michael Unsworth, Simar Pawar, Chad Stevens, Irene Armock-Schaaf, Abigail Tanner, Melissa Buzzard, Tim Morgan, Matt Bennett, Jared Cypher, Lindsey LaForte, and others.

The meeting was called to order by Chairperson Banas at 6:30 p.m. in Personnel Conference Room “D & E” of the Human Services Building, 5303 S. Cedar Street, Lansing, Michigan.

Approval of the May 14, 2018 Minutes

MOVED BY COMM. SEBOLT, SUPPORTED BY COMM. LOUNEY, TO APPROVE THE MINUTES OF THE MAY 14, 2018 HUMAN SERVICES COMMITTEE MEETING.

THE MOTION CARRIED UNANIMOUSLY. Absent: Commissioner Koenig

Additions to the Agenda

None.

Limited Public Comment

None.

MOVED BY COMM. NAEYAERT, SUPPORTED BY COMM. NOLAN, TO APPROVE A CONSENT AGENDA CONSISTING OF THE FOLLOWING ACTION ITEMS:

2. Facilities – Resolution to Extend the Current Tri-County Office on Aging (TCOA) Lease Agreement
3. Health Department – Resolution to Enter Agreement with AGS Data, LLC
5. Community Agencies – Resolution Approving Criteria for Evaluating 2019 Applications for Community Agency Funding

THE MOTION CARRIED UNANIMOUSLY. Absent: Commissioner Koenig

THE MOTION TO APPROVE THE ITEMS ON THE CONSENT AGENDA CARRIED UNANIMOUSLY. Absent: Commissioner Koenig

Commissioner Koenig arrived at 6:30 p.m.

1. Parks Commission – Interviews

Abigail Tanner interviewed for a position on the Parks Commission.

Irene Armock-Scaaf interviewed for a position on the Parks Commission.

Michael Unsworth interviewed for a position on the Parks Commission.

Chad Stevens interviewed for a position on the Parks Commission.

Shimar Pawar interviewed for a position on the Parks Commission.

4. Parks Department – Resolution to Approve the Application Form, Scoring Criteria for the Trails and Parks Millage, and Declaring a Fourth Round of Applications for the Trails and Parks Millage (*Discussion/Possible Action*)

Chairperson Banas stated that there had been a recommendation from the Parks Department to alter the application process and streamline the scoring criteria based on comments they had received from the Board of Commissioners in the recent past.

Melissa Buzzard, Parks and Trails Millage Coordinator, stated that one of the changes to the application process was based on the Drain Commission's recommendations to unify design standards.

Chairperson Banas asked what the Drain Commission's suggested design standard said.

Ms. Buzzard stated that this would allow uniform design standards to be approved for use on the trail projects.

Chairperson Banas asked how these changes would help the selection of applicants for the Trails and Parks Millage funding.

Tim Morgan, Parks Department Director, stated that it would allow more flexibility.

Ms. Buzzard stated the second change was that small grants would be selected separately.

Chairperson Banas stated that this change was based on out-County concerns from residents and officials and would allow the process to be fairer.

Ms. Buzzard stated that there had been a restructuring of criteria, to include connectivity and if the project was a top-five ranked trail based on the Mannik and Smith report.

Chairperson Banas stated that the report was done based on input from the community.

Ms. Buzzard stated that the third criteria change looked at the match funding. She further stated that there was a change to the formula which provided for looking for closely at the match funding.

Discussion.

Chairperson Banas asked for an explanation of the match funding formula.

Matt Bennett, Parks Commission Chair, stated that based on comments from previous meetings they were attempting to find a way to make the match funding portion more equitable. He further explained that in order to figure this number out, they would look at the applicant's match funding percentage, divide it by 10, and use that number to factor with a multiplier of three in order to total the points.

Mr. Morgan stated that the beauty of the formula was that it gave equal weight for all match money. He further stated that the last round of funding was based on a range of match funding rather than a specific amount.

Mr. Bennett stated that this would push communities to really attempt to provide as much match money as they could.

Chairperson Banas stated that the application process would also prioritize the top-five ranked trails in the County.

Commissioner Koenig stated that the Parks Commission wanted the match money to be more heavily weighed and focused on that meaning dollars, not in-kind donations or labor.

Chairperson Banas stated that decision to recommend this criteria was unanimous from the Parks Commission.

Commissioner Tennis stated that he disagreed with both of the points Commissioner Koenig raised because he thought this would make it more difficult for some smaller communities to compete with larger communities. He further stated he had concerns about in-kind services, such as a contribution of land, not counting toward match money and he would not like to penalize in-kind contributions compared to match cash funding.

Commissioner Tennis stated that he was also unsure what criteria was to be used to compare the small scale projects against one another. He further stated that 29% of the millage funds came from communities that received less than 5% of the total millage amount, so there needed to be an equitable way of disturbing funds to these communities.

Commissioner Tennis stated that if the concern was to allow everyone to have access to funds, these changes did not go far enough to be equitable.

Chairperson Banas asked if it could be clarified how the small communities would be treated in this process.

Mr. Morgan stated that small communities would be considered separately if their project was under \$50,000, otherwise they would be considered with everyone. He further stated that Stockbridge went through the last round of projects as a large project, even though they were a small community, because of the size of their projects.

Mr. Morgan stated that communities had always been considered based on sizes, but had been listed all together rather than separated out in the chart at the end of the scoring. He further stated that by separating those out into two charts, it would allow the differences to be better understood.

Chairperson Banas asked if the largest city in the County could also apply for a small grant.

Mr. Morgan stated that it would not be possible for larger communities to apply for smaller grants and be considered with the smaller communities.

Commissioner Tennis asked where the line would be drawn in order to adequately fund the 17 smaller communities in the County. He further stated that the smaller communities would be scored against each other and he would like to know how it would be decided which projects to fund.

Ms. Buzzard stated that it depended on the quality of the project.

Mr. Morgan stated that in every round of applications, there had been more projects than funding, so only quality projects were funded. He further stated that looking at multiple-year projects this past year helped to fund projects a bit more in the long term.

Mr. Morgan stated that this process had been tweaked and would continue to be in order to make it the most beneficial to the County.

Chairperson Banas stated that the review process had been very helpful and the small grant process had helped to make the process fairer.

Commissioner Koenig stated that the reason why in-kind donations were no longer being counted toward the match funding was because larger communities would benefit more since they had staff such as engineers and planners that were being utilized for a high dollar amount.

Commissioner Nolan stated that she wanted to know how many points were possible without the match figured in.

Mr. Bennett stated that it would be 30 points.

Commissioner Nolan stated that it may have been possible to get an additional 15 points for a project with 50% match money.

Mr. Morgan stated that the match money points awarded would about a third of the total points if the project reached an additional 15 points for match money as in Commissioner Nolan's example.

Mr. Bennett stated that the Parks Commission would not be able to put a poor quality project forward just because of the match money put forward.

Commissioner Naeyaert asked if a smaller community applied for a Michigan Department of Natural Resources (DNR) grant would that count toward the cash match.

Mr. Morgan stated that the DNR grants counted as a cash match.

Commissioner Naeyaert stated that at times those grants would not be awarded if the millage funding was not awarded.

Mr. Morgan stated that the Parks Commission would assume the DNR funding would be awarded, but if that did not happen, the community would have to come before the County again to ask for additional funding and at that time the project may not go forward.

Mr. Bennett stated that this conversation linked with what a Parks Commission candidate had said during their interview, about wanting to see the projects happening, but so many other parts needed to come together before the work could happen.

Commissioner Naeyaert stated that was the reason why she wanted to understand the whole process.

Discussion.

Mr. Morgan stated that it did take a bit of time to get moving on the millage funding for the first rounds because they needed to develop the task force, hire the consultant, the application round then happened, and then the work finally happened. He further stated that a lot of work would be completed this year, so the millage was becoming more visible.

Chairperson Banas asked if the Board of Commissioners could be notified as millage projects were completed so that they may communicate that with constituents.

Commissioner Sebolt stated that he was concerned that small projects in the larger communities would be overlooked. He further stated that there was a small project in his community where parks needed a small connector trail, but it was not a priority for the City and there was no incentive for it to become one.

Ms. Buzzard stated that they had funded a few smaller City of Lansing projects under \$15,000 in the last round of applications. She further stated that this was probably not a concern because small projects were already being funded in larger communities as long as the communities brought them forward.

Mr. Morgan stated that those smaller projects often came with large grant matches from DNR funding, so they were often easily approved. He further stated that this current process would not encourage communities to bring small projects but small projects were low-hanging fruit and if the communities brought them forward, they would likely be funded.

Commissioner Sebolt stated that those smaller City of Lansing projects during the last round of funding happened because they were specialized, water trail projects. He further stated that it seemed that the millage funding criteria had been designed to give more incentives for larger projects.

Mr. Morgan stated that communities should have a desire to bring those projects forward because they were projects that would be very appealing for approval.

Chairperson Banas stated that as a Commissioner sitting on the Park Commission, she would look forward to supporting a project such as the one Commissioner Sebolt was describing.

Mr. Bennett asked if the project involved the Lansing City Park.

Commissioner Sebolt stated that it included two parks, one of which was Lansing City Park.

Commissioner Tennis asked about the point scale because it appeared that there were 35 possible points. He further stated that even if a community could provide engineering, it would reduce the total cost of the project, so it did not make sense to not allow in-kind services.

Commissioner Tennis stated that he could understand that in-kind services would need to be looked at closely to make sure that were valued properly, such as engineering and the sale of land. He further stated that he would like to see that part of the policy change.

Commissioner Tennis stated that he would like to see the match with a multiplier of two rather than three, as it would bring more balance to this application process.

Commissioner Sebolt asked Commissioner Tennis if he would be comfortable with in-kind match be taken into account, with a smaller multiplier.

Commissioner Tennis stated that he thought in-kind services brought value and he was concerned that if given as smaller consideration than cash it would not be worthwhile.

Chairperson Banas stated that there needed to be some definition of what was allowable for in-kind services.

Commissioner Tennis stated that he would imagine it would be done on a case-by-case basis.

Mr. Morgan stated that the Parks Department would like guidelines because it was difficult for staff to know what should be allowed and not allowed. He further stated that at times, the staff

allowed certain values for in-kind services and then the Parks Commission disagreed, leaving the staff to look like the bad guy.

Mr. Morgan stated that for land they had been looking at the Federal Yellow Book appraisals, but for other work, such as engineering, it was more difficult to account for the actual cost.

Commissioner Tennis stated that if the engineering was done by the community, then the community should be credited with what the cost-savings was of not hiring that portion out.

Mr. Morgan stated that it was a dilemma for staff because they were unsure what the value would be for something like that and it would be impossible to take bids for a project that would never be hired out to get an average cost. He further stated that it would be helpful to have clear guidelines for considering in-kind service values.

Mr. Morgan stated that communities might start reducing the amount of cash match if they saw other communities being allowed to inflate their monetary match with huge in-kind service values.

Discussion.

Chairperson Banas stated that this discussion would need to continue at the next Committee meeting because there was not a motion to adopt this resolution.

Commissioner Koenig stated that the Parks Commission had been in discussions about the value of in-kind services and sometimes communities would argue that they needed more than another community for the same job because it was based on the salary paid by each community. She further stated that those discussions had been uncomfortable and complicated.

MOVED BY COMM. LOUNEY, SUPPORTED BY COMM. NOLAN, TO APPROVE THE RESOLUTION.

Commissioner Louney stated that the Parks Commission members and Parks Department staff had worked for a long time on these issues and it was time to move forward. He further stated his experience with the grant process had been that criteria like this was often changing and moving forward.

MOVED BY COMM. TENNIS, SUPPORTED BY COMM. SEBOLT, TO AMEND THE INGHAM COUNTY TRAILS AND PARKS PROGRAM SCORING CRITERIA AS FOLLOWS:

3. How the project provides for other available funders and partners.

Has Potential Available Funds: Projects that have the potential to be funded through state or federal grants, donations, partner contributions, or other funding sources will receive a higher priority than projects without other identified funding opportunities. ~~Only monetary contributions will be considered.~~ To determine whether a project has

leveraged potential available funds, a project should address the following matching % to receive points, *match = what total percent of the project all matching dollars account for*. The number of points a project will receive is determined by dividing the percent match by 10 then multiplying that number by three. (ex. 63% match will receive 18.9 points)

Commissioner Nolan stated that she supported the staff and their work. She further stated that there were also Parks Commission members that had worked very hard, volunteering many hours, on this grant process.

Commissioner Nolan stated that she would not support this amendment.

Commissioner Koenig stated that she would vote against the amendment because this needed to be moved forward and Commissioner Tennis' concerns could be reviewed later. She further stated that if in-kind services were to be included in the criteria, Commissioner Tennis should work on that and then bring it forward to the Committee.

Commissioner Koenig stated that she had already spent 10 or more hours on this process and it was time to move on.

Commissioner Tennis stated that he would have worked the next couple weeks on a formula and brought it to the next Committee meeting; however, he did not have time since the resolution was moving toward being adopted now. He further stated that perhaps he could have something ready before it moved through Finance Committee on Wednesday.

Commissioner Naeyaert stated that this had been worked on for a long time and she supported what the staff recommended.

Commissioner Banas stated that she would not support the amendment.

THE MOTION TO APPROVE THE AMENDMENT FAILED.

Yeas: Tennis and Sebolt **Nays:** Banas, Nolan, Koenig, Louney, and Naeyaert

MOVED BY COMM. TENNIS, SUPPORTED BY COMM. SEBOLT, TO AMEND THE INGHAM COUNTY TRAILS AND PARKS PROGRAM SCORING CRITERIA AS FOLLOWS:

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match by 10 then multiplying that number by ~~two~~ ~~three~~. (ex. 63% match will receive **12.6** ~~18.9~~ points)

Commissioner Nolan stated that she really liked the formula and the weight given to the multiplier. She further stated that with all of her hours on the Park Commission it had been her dream to double their money, or even bring in another 1/3 with match money, and this would move toward making that a reality.

Commissioner Koenig stated that she would vote against the amendment and that she recommend Commissioner Tennis serve on the Park Commission next January after Chairperson Banas' absence left a vacancy

Commissioner Tennis stated that there was an impression that he had been ignoring the Parks Commission and staff's hard work, but he was simply voting his conscience and trying to do what was best for the County.

THE MOTION TO APPROVE THE AMENDMENT FAILED.

Yeas: Tennis and Sebolt **Nays:** Banas, Nolan, Koenig, Louney, and Naeyaert

Commissioner Sebolt stated that he would support this resolution although he agreed with Commissioner Tennis that it needed further amending. He further stated that he would move this resolution forward because many resolutions were altered in the Finance Committee and he expected this to be also.

THE MOTION TO APPROVE THE RESOLUTION CARRIED.

Yeas: Banas, Nolan, Koenig, Louney, Sebolt and Naeyaert **Nays:** Tennis

Announcements

None.

Public Comment

None.

Adjournment

The meeting was adjourned at 7:54 p.m.

JUNE 18, 2018 HUMAN SERVICES AGENDA STAFF REVIEW SUMMARY

ACTION ITEMS:

The Deputy Controller is recommending approval of the following resolutions

2. *Health Department – Resolution to Authorize Extended Cooperative Operational Agreement with the Ingham Community Health Center Board of Directors*

This resolution extends the cooperative operational agreement with the Ingham Community Health Center Board of Directors through December 31, 2018. Additionally, the ICHC Board of Directors must have established bylaws in order to ensure compliance with federal statute and program requirements as stipulated by Section 330 of the PHS, which are included as an attachment to the Cooperative Operational Agreement. The bylaws of the ICHC Board were recently revised, and these revisions must also be approved by the Ingham County Board of Commissioners.

OTHER ITEMS:

1. *Discussion – Impact of Closure of the Greater Lansing Housing Coalition*

The Greater Lansing Housing Coalition will be present to discuss how the closure of the Housing Coalition will impact the community/county.

Agenda Item 2

TO: Board of Commissioners Human Services Committee
FROM: Linda S. Vail, MPA, Health Officer
DATE: May 31, 2018
SUBJECT: Authorization to Extend Cooperative Operational Agreement with the Ingham Community Health Center Board of Directors
For the meeting agenda of June 26, 2018

BACKGROUND

The Ingham Community Health Centers (ICHC), through Resolution #15-478, extended the Cooperative Operational Agreement between the Ingham County Board of Commissioners and the ICHC Board of Directors through December 31, 2017. As a Health Center Program Grantee of the U.S. Department of Health and Human Services' Health Resources and Services Administration (HRSA), Ingham County Health Department (ICHD) is required by Section 330 of the Public Health Services (PHS) Act to maintain a governing board of which the majority are being served by the center, and who as a group demographically represent the population receiving health care from the center. As a public entity, ICHD fulfills this requirement with a co-applicant board, the Ingham Community Health Center Board of Directors. Each board's roles must be specified in writing so that the responsibilities for carrying out the governing functions are clearly understood. ICHD fulfills this requirement through a Cooperative Operational Agreement with the ICHC Board. As the current Cooperative Operational Agreement ended December 31, 2017 and in order to maintain compliance as a HRSA grantee, an updated agreement must be established. The ICHC Board recommends that the terms of the current Cooperative Operational Agreement be extended for one year, which will extend it through December 31, 2018.

Additionally, the ICHC Board of Directors must have established bylaws in order to ensure compliance with federal stature and program requirements as stipulated by Section 330 of the PHS, which are included as an attachment to the Cooperative Operational Agreement. The bylaws of the ICHC Board were recently revised, and these revisions must also be approved by the Ingham County Board of Commissioners.

ALTERNATIVES

There are no alternatives.

FINANCIAL IMPACT

There are no costs associated with this extension.

STRATEGIC PLANNING IMPACT

This resolution supports the overarching long-term objective of Promoting Accessible Healthcare, specifically Goal A – Whereby ICHD seeks to provide easy access to quality, innovative and cost-effective services that promote well-being and quality of life for the residents of Ingham County. Additionally, this resolution supports Strategy 1: whereby ICHD seeks to offer health care to residents with facilities and services that are user-friendly throughout the community Health Centers

OTHER CONSIDERATIONS

There are no other considerations.

RECOMMENDATION

Based on the information presented, I respectfully recommend approval to extend the Cooperative Operational Agreement with Ingham Community Health Center Board of Directors for one year, effective January 1, 2018 through December 1, 2018. Additionally, I respectfully recommend that the Ingham County Board of Commissioners approve the revised bylaws developed by the Ingham Community Health Center Board of Directors, which are included as an attachment to the Cooperative Operational Agreement

INGHAM COMMUNITY HEALTH CENTER BOARD BYLAWS

Ingham Community Health Center Board of Directors

Article I – Name

The name of this Board shall be the Ingham Community Health Center Board of Directors hereinafter “Community Health Center Board.”

Article II – Purpose

The Community Health Center Board will assist the Ingham County Board of Commissioners, hereinafter “Board of Commissioners” and the Ingham County Health Department, hereinafter “Health Department,” a department of Ingham County pursuant to MCL 333.2413, to implement health services for Ingham County residents throughout a network of Community Health Centers operated by the Health Department. These services represent a significant effort by the County to assure that low-income Ingham County residents have adequate access to primary care, dental care, Women’s Health services, categorical public health programs and services, including family planning, sexually transmitted infection prevention, diagnosis, and treatment, breast and cervical cancer control, WIC, and immunizations, behavioral health, care for the homeless, refugee care and care for persons with HIV. The Community Health Center Board, Board of Commissioners, and the Health Department shall be particularly committed to meeting the health care needs of at-risk populations, including women during the child-bearing years, children, minorities, and other underserved populations.

The Community Health Center 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, Federal Bureau of Primary Health Care, Health Center Program under Section 330 of the Public Health Services Act for operation of a Federally Qualified Health Center and for operation of a Federally Qualified Health Center Look-Alike Entity. The Community Health Center Board shall monitor the Health Department’s implementation of the grant.

Article III – Mission and Objectives

A. Mission

Our mission is to attain the highest level of community wellness by empowering people to improve their health and well-being.

B. Objectives

1. To arrange for the provision of comprehensive primary care services to residents of the medically underserved areas of Ingham County, and surrounding areas.
2. To increase the accessibility of primary care services, inclusive of medical and dental (oral) services, to uninsured/underinsured population groups which experience a shortage of primary care.
3. To assure that the Community Health Centers provide high quality primary care services.
4. To develop an integrated primary care program with other community health resources, including ongoing public health services.
5. To support the Ingham County objective of assuring that all County residents have access to an organized system of health care.
6. To support Ingham County in its efforts to make ~~certain categorical~~ public health services (such as family planning, sexually transmitted infection prevention, diagnosis, and treatment, breast and cervical cancer control, ~~WIC~~, and immunizations) available to the general population and especially to at-risk populations, including women in childbearing years, children, minorities, and other underserved populations through a primary medical care model.

Article IV – Authority of Board of Commissioners

The Board of Commissioners is elected and operates under provisions of Article VII of the 1963 Michigan Constitution and Public Act 156 of 1851, MCL 46.1 et. seq. The Board of Commissioners has the responsibility to represent the County and for the care and management of the business of the County. MCL 46.11. The Board of Commissioners has the authority to establish rules and regulations in reference to the management of the interest and business concerns of the County as the Community Health Center Board considers necessary and proper in all matters not especially provided for by law. MCL 46.11(m). Pursuant to the statute, the Board of Commissioners is required to provide for a County Health Department to serve the needs of the community. MCL 333.2413.

The Board of Commissioners, acting on behalf of Ingham County, shall serve as the public entity applicant, together with the Community Health Center Board as co-applicant, for grants under Section 330 of the Public Health Services Act.

Article V – Size and Composition

A. Size

The Community Health Center Board shall consist of no less than nine (9) and no more than ~~fifteen~~ twenty seventeen (1520 17) members to maintain appropriate representation for the complexity of the Community Health Centers.

B. Composition

1. A majority of the Community Health Center Board members shall be individuals who are ~~or will be~~ served by the Community Health Centers and who, as a group, represent the individuals being served ~~or to be served~~ in terms of demographic factors, such as race, ethnicity and gender, and geographic factors. Board members that have not utilized Community Health Center services within the past 24 months do not count toward the board composition requirement.
2. No more than one-half of the remaining members of the Community Health Center Board shall be individuals who derive more than ten percent (10%) of their annual income from the health care industry.

3. The remaining Community Health Center 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 service agencies within the community. Geographic factors also to be considered.
4. No less than one (1), but no more than two (2), Community Health Center Board members shall be Ingham County Board of Commissioners' members.
5. No Community Health Center Board member shall be an employee of the Community Health Center or the spouse, child, parent, brother or sister by blood or marriage of such an employee. Board members shall not have been employees of the Health Center or Ingham County Health Department during the 12 months prior to appointment.
6. Conflicts of interest, as defined by Michigan law, or the appearance of conflicts of interest, shall be prohibited and shall be reviewed annually.
7. The Executive Director and Executive Assistant shall provide logistical and managerial assistance to the Community Health Center Board.

Article VI – Membership and Terms of Office

A. Community Health Center Board Appointments

On an as-needed basis, the Community Health Center Board shall recommend nominations for each vacant seat on the Community Health Center board for consideration and appointment. The Community Health Center Board shall solicit nominations from the community serviced by the Community Health Centers, community organizations, and health organizations. The Board of Commissioners shall make appointments from the slate of nominees recommended by the Community Health Center Board. The Community Health Center Board and the Board of Commissioners will use their best efforts to maintain the same ratio of consumer members and, ~~provider~~ members, ~~and consumers~~-at-large as set out in Article V above.

B. 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 will serve no more than three (3) consecutive full terms of office unless suitable new members cannot be identified to allow the Board to remain in compliance with composition requirements.

C. Removal

Any member of the Community Health Center Board may be removed for just cause upon 2/3 vote of the Community Health Center Board after notice and an opportunity to be heard. Just cause includes but is not limited to unexcused absence from three consecutive Community Health Center Board meetings, or the failure to attend 75% of the regular meetings in any calendar year. An unexcused absence is defined as an absence of which designated staff was not notified in advance of the meeting.

D. Vacancies and Resignations

Any vacancies occurring on the Community Health Center Board shall be filled in the same manner as Community Health Center Board appointments are made. In the process of filling vacancies, the Community Health Board shall maintain the Community Health Center Board's composition of consumer members and, ~~provider~~ members, ~~and consumers~~-at-large and maintain the minimum number of members requirement. Any Community Health Center Board member appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office.

All resignations must be submitted to the Community Health Center Board Chairperson thirty (30) days prior to the effective date, if possible, in accordance with the established Submission of Resignation policy set forth by the Community Health Center Board.

E. ~~Composition~~Compensation

Members of the Community Health Center Board shall serve without compensation for membership. Members ~~may be will be~~ provided with compensation for actual expenses related to transportation, childcare or other assistance as the board sees fit to support attendance a a gas or bus card of a designated amount to cover transportation to and from monthly committee and monthly Community Health Center Committee or Board meetings and other official business requested by the Community Health Center Board. The Health Center Board will maintain a policy outlining the acceptable types of reimbursement and approvals required. Requirements to receive this transportation assistance will follow the established Expense Reimbursement policy. Members may be reimbursed for reasonable expenses, such as transportation or parking for attendance at trainings, actually incurred related to their service on the Community Health Center Board. Authorization is required before expenses are incurred.

Article VII – Meetings and Voting

A. Annual Meeting

The annual meeting of the Community Health Center Board shall be held in October at a place to be decided by the Community Health Center Board.

B. Regular and Special Meetings

Regular meetings of the Community Health Center Board shall be held monthly at a time and place to be decided by the Community Health Center Board. All regular meetings of the Community Health Center Board shall be conducted according to the Michigan Open Meetings Act (P.A. 267 of 1976.) The agenda of each meeting will be distributed to the members no later than two (2) business days prior to each meeting. The agenda may be modified by a majority vote of the members present at the meeting.

Special meetings may be called by the Chairperson or by four (4) members of the Community Health Center Board, at such a time and place as may be deemed necessary. All special meetings shall be conducted in accordance with the Michigan Open Meetings Act (P.A. 267 of 1976.)

C. Notice of Special Meetings

Community Health Center Board members shall be notified of the time, place, and purpose of all special meetings of the Community Health Center Board at least two (2) days prior by e-mail, US mail, text or electronic communication ~~facsimile, correspondence or communication~~ or hand delivery in person. Notices of special meetings of the Community Health Center 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

A majority (51%) of the Community Health Center Board members appointed and serving shall constitute a quorum for the transaction of business. Committee meetings shall hold different requirements as actions are recommendations to the full Community Health Center Board as set forth in the Guidelines for Ingham County Advisory Boards and Commissions. Community Health Center Board Members participating by telephone or other technology that allows for nearly immediate two way communication will be counted as present for the quorum.

E. Voting

All questions shall be decided by majority vote of the Community Health Center Board members present and voting except as may be provided by statute or these Bylaws.

Article VIII – Officers and Staff Assistance

A. Officers

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

B. Election and Terms of Office

The officers shall be elected by the Community Health Center Board during the annual meeting and shall take office immediately thereafter. Terms of office shall be for one (1) year or until their successors are elected. Officers shall be elected at the first meeting of the Community Health Center Board and shall serve until the first annual meeting thereafter.

C. Removal

Any officer elected by the Community Health Center Board may be removed by the Community Health Center Board with 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 Community Health Center Board at the next regular meeting after the vacancy or at a special meeting called for that purpose. A majority vote of the total Community Health Center Board membership shall be necessary to elect an officer.

E. Chairperson

The Chairperson shall be elected by a majority of the Community Health Center Board membership and shall preside at all meetings of the Community Health Center Board.

F. Vice-Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson, shall chair either the Membership, Finance or Quality Committees and shall perform such other duties as from time to time may be assigned by the Community Health Center Board.

G. Secretary

The Secretary shall ~~keep the minutes of all meetings of the Community Health Center Board. The Secretary shall give notices of all meetings of the Community Health Center Board in accordance with the provisions of these Bylaws or as required by statute or resolution. The Secretary shall work with the CHC staff and be responsible for initial review of the draft minutes provided by staff. The Secretary shall~~ perform other duties as assigned by the Community Health Center Board.

H. Executive Director

The Executive Director shall be primarily responsible for the management and operation of the Community Health Centers. The Community Health Center Board shall have the authority to suspend, remove, appoint, and/or reappoint a person to the position of Executive Director with concurrence of the Ingham County Health Officer in accordance with the Ingham County Managerial and Confidential Employee Personnel Manual and other procedures and policies of the Board of Commissioners. The Community Health Center Board, upon committee recommendation, shall participate in the annual performance evaluation of the Executive Director with contribution by the Ingham County Health

Officer, to be conducted in accordance with the U.S. Department of Health and Human Services, ~~Federal~~ Bureau of Primary ~~Health~~ Care, Health Center Program expectations and Ingham County personnel policies.

I. Staff Assistance

The Executive Director shall ensure that secretarial assistance for purposes of recording, distributing, and storing minutes in accordance with the Meeting Minutes Guideline policy is provided. Also, Community Health Center or Ingham County staff assistance, if appropriate, shall be provided to the Community Health Center Board and committee meetings and to the Chairperson in the performance of his/her Community Health Center Board authorized duties, as reasonably requested.

Article IX – Committees

A. Ad-Hoc Committees

The Community Health Center Board may establish ad-hoc committees as it deems necessary to carry out the purpose and objectives of the Community Health Center. The Chairperson, with the consent of a majority of Community Health Center Board members, shall assign Community Health Center Board members to these committees. Non-Community Health Center Board members may also serve on ad-hoc committees. Ad-hoc committees shall be advisory in nature. An annual ad-hoc committee may be established for the purpose of the annual Executive Director evaluation.

B. Standing Committees

The Chairperson of the Community Health Center Board shall, from among Community Health Center Board members, assign the following standing committees and appoint chairpersons for each committee (except Executive Committee, where the Board Chairperson shall serve as chair and VOA Clinic Committee which will be selected as described below):

Executive Committee:

The Executive Committee shall be comprised of the Community Health Center Chairperson (who shall serve as chair or designate a chair in his/her absence) and the Chairpersons of the Finance, Quality, and Membership Committees (totaling four (4) members). The Executive Committee shall, through the Board's intent, provide strategic direction for the Community Health Center board and align communication among board committees. It shall also act for the Board between regularly scheduled meetings. Any and all actions conducted on behalf of the Board by the Executive Committee must have approval from a majority of present Executive Committee members assuming quorum (greater than 50% of committee members present). It shall be responsible for monitoring policy matters affecting the Community Health Center Network and its patients at the local, state, and federal levels. It shall also delegate tasks to other committees when appropriate. Finally, it shall oversee the annual evaluation of the Community Health Center Executive Director and lead the search process and seek input from board members when a Community Health Center Executive Director vacancy arises (this may be tasked to an ad-hoc committee).

Items approved by the Executive Committee not formally delegated to the committee by the Health Center Board must be submitted to the full Board at their next regularly scheduled meeting for approval. Item approved by the Executive Committee and not approved by the Board of Directors will be reversed to the extent legally and physically possible.

Finance Committee:

The Finance Committee must be comprised of no less than three (3) and no more than 49% of all Community Health Center Board members. It shall develop the recommended Community Health

Center ~~network~~-budget. The Community Health Center Board and the Board of Commissioners must jointly approve the budget. This committee shall also develop the strategic plan to align financial/operational goals with the County to the greatest extent possible, monitor financial/operational outcomes, and present new or revised financial/operational policies needed to ensure financial solvency of the Community Health Center.

Quality Committee:

The Quality Committee must be comprised of no less than three (3) and no more than 49% of all Community Health Center Board members. It shall be responsible for establishing all Community Health Center policies and procedures, except for personnel and fiscal policies and procedures (which are retained by the Board of Commissioners). This committee recommends the approval of the annual quality assurance/quality improvement plan to the full Community Health Center Board, and monitors the plan's implementation and results. This committee shall also provide and oversight of provider credentialing, review clinical protocols, evaluate patient satisfaction ~~on a quarterly basis,~~ and ensure that Community Health Center operations promotes patient centered care and meets patient needs.

Membership Committee:

The Membership Committee must be comprised of no less than three (3) and no more than 49% of all Community Health Center Board members. It shall be responsible for the recruitment of new Community Health Center Board members in accordance with established Community Health Center Board policies and maintaining size and composition requirements per the Community Health Center Board Bylaws. This committee shall also be responsible for the training and orientation of new Community Health Center Board members, including the development of annual board member training schedule. This committee shall also be assigned with preparing a slate of nominees for election of officers at the annual meeting. Finally, this committee shall develop and maintain the board member manual, which shall at a minimum, contain detail Bylaws and board member responsibilities.

VOA Clinic Committee:

The VOA Clinic Committee must be comprised of no less than three (3) and no more than 49% of all Community Health Center Board members. It shall make recommendations on VOA Clinic operations and may also recommend additional opportunities for charity care. The chair of the VOA Clinic Committee shall be appointed by EDWARD W. SPARROW HOSPITAL ASSOCIATION ("Sparrow") for the duration that the Transfer Agreement for the VOA Clinic, entered into by Sparrow and the County of Ingham, is in effect.

The functions of the standing committees are advisory in nature, with the exception of the Executive Committee, who may act on behalf of the Board between regularly scheduled Board meetings in circumstances requiring board action. Except for the aforementioned situation necessitating action by the Executive Committee, the Community Health Center Board must approve any action or decision. The Executive Director, or designee, shall be a non-voting member of all committees. In accordance with program requirements, committees shall meet as needed to accomplish monthly objectives as presented in the annual work plan. Committees are encouraged to meet in person, but can meet virtually (e.g., telephone conference, video conference, etc.) at the discretion of the committee chair.

C. General Committee Procedures

1. *Term:* Each standing committee shall be appointed at the annual meeting of the Community Health Center Board and shall serve for one year. Committee chairpersons shall also serve for one year. Committee reassignments may be completed as necessary throughout the term.

2. *Meeting Procedure:* Every meeting of a standing committee of the Community Health Center Board shall be called by its Chairperson or by a majority (51% or more) of committee members. At the first meeting of a standing committee, a regular meeting schedule shall be established. In the event that a special meeting is necessary, committee members shall be notified of the time, place, and purpose of the special committee meeting at least two (2) business days prior by acknowledged e-mail, US Mail, text or electronic communication ~~facsimile, correspondence~~ or hand delivery in person. A quorum for the conduct of committee business shall require the presence of a majority of committee members. All committee meetings of the Community Health Center Board shall be conducted in accordance with the Michigan Open Meetings Act (P.A. 267 of 1976.)
3. *Membership:* Only Community Health Center Board members may be assigned to standing committees of the Community Health Center Board with the exception of the VOA Clinic as set forth above. The Community Health Center Board may request that non-Community Health Center Board members attend Community Health Center Board meetings to provide assistance or information.
4. *Voting:* When a committee meets and votes on an issue, only members of that committee may vote. Community Health Center Board members who are present and who are not members of the committee may not vote. Community health Center Board committees are advisory in nature and all actions shall be forwarded for review and action to the full Community Health Center Board.

Article X – Responsibilities of the Community Health Center Board

A. Personnel Policies and Procedures

The Community Health Center Board, through its Cooperative Operational Agreement, shall be bound by the Ingham County personnel policies and procedures, including all collective bargaining agreements negotiated between Ingham County and the legal representatives of employees. 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 Board of Commissioners.

B. Executive Director

The Community Health Center Board shall have the authority to suspend, remove, appoint, and/or reappoint a person to the position of Executive Director with concurrence of the Ingham County Health Officer in accordance with the Ingham County Managerial and Confidential Employee Personnel Manual and other procedures and policies of the Board of Commissioners. The Executive Director shall be an employee of Ingham County.

The Community Health Center Board, upon committee recommendation, shall participate in the annual performance evaluation of the Executive Director with contribution by the Ingham County Health Officer, to be conducted in accordance with the U.S. Department of Health and Human Services, ~~Federal~~ Bureau of Primary ~~Health~~ Care, Health Center Program expectations and Ingham County personnel policies.

C. Financial Management

The Community Health Center Board shall annually review the budget prepared by the Health Department for the operation of the Community Health Centers, after review and recommendation by the Community Health Center Board Finance Committee. The Community Health Center Board shall advise the Board of Commissioner's regarding this budget. The Community Health Center Board shall review and approve the Section 330 grant application and the annual Section 330 grant budget and recommend this budget to the Board of Commissioners after review and recommendation by the Community Health Center Finance Committee, at the time set forth in Article IX B.1. The Community

Health Center Board and the Board of Commissioners shall jointly approve the annual Section 330 grant budget submitted to the U.S. Department of Health and Human Services, Health Resources and Services Administration, Bureau of Primary Health Care, Health Center Program~~Federal Bureau of Primary Health Care. The Community Health Center Board shall review and approve the Look Alike application and any budget requirements to maintain the Federally Qualified Health Center Look Alike status and recommend such budget to the Board of Commissioners, after review and recommendation by the Community Health Center Board Finance Committee.~~

The Community Health Center Board shall review management reports to support the Health Department and the Board of Commissioners in the operation of the Community Health Centers. The Community Health Center Board shall provide assurance to the U.S. Department of Health and Human Services, Health Resources and Services Administration, Bureau of Primary Health Care, Health Center Program~~Federal Bureau of Primary Care that the Community Health Centers shall operation operate~~ within the adopted budget. As set forth in Michigan law, the Community Health Center Board shall recommend to the Board of Commissioners a fee schedule for the services provided through the Community Health Centers and shall recommend to the Board of Commissioners policies for discounting fees (i.e. sliding fee scale) based on patient/family income.

Audits, as required by law for the 330 grant agreement ~~and for Federally Qualified Health Center Look Alike entities,~~ shall be performed by an independent auditor. The audits may be performed in conjunction with other Ingham County audits.

D. Evaluate Community Health Center Activities

The Community Health Center Board shall evaluate utilization patterns, productivity, patient satisfaction, achievement of project objectives of the Community Health Centers, and shall review patient complaint trends or concerns unresolved at a staff levels.

E. Compliance with Laws

The Community Health Center Board shall assure that the Community Health Centers are operated in compliance with applicable Federal, State, and local laws and regulations.

F. Health Care Policy

The Community Health Center Board shall work with the Board of Commissioners 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. The recommended policies will assist the Health Department and the Board of Commissioners to implement the objectives set out in Article III of these Bylaws.

G. Grants

The Community Health Center Board shall work with the Health Department and the Board of Commissioners to identify and make application for grant opportunities.

~~H. Administrative Assistance~~

~~The Executive Director shall provide the administrative assistance necessary to fulfill the Community Health Center 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 of 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 or 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 Community Health Center Board shall be from October 1 through September 30

Article XII - Order of Business

The order of business of the Community Health Center Board shall be set by Board Chair and comply with *Mason's Manual of Legislative Procedure.*

~~at its regular and annual meetings, unless changed by a majority vote of its members, shall be as follows:~~

Regular Meeting:

~~Call to order and roll call~~

~~Approval of agenda~~

~~Public comment~~

~~Consent agenda~~

~~Minutes~~

~~Committee action items~~

~~Written reports~~

~~— Executive Director~~

~~— Medical Director~~

~~— Dental Director~~

~~Old business~~

~~New business~~

~~Public comment~~

~~Adjournment~~

~~— Annual Meeting:~~

~~Call to order and roll call~~

~~Approval of agenda~~

~~Public comment~~

~~Consent agenda~~

~~Minutes~~

~~Committee action items~~

~~Written reports~~

~~— Executive Director~~

~~— Medical Director~~

~~— Dental Director~~

~~Chairpersons annual report~~

~~Election of Community health Center Board Officers~~

~~Old business~~

~~New business~~

~~Public comment~~

~~Adjournment~~

Article XIII – Amendments

These Bylaws may be amended at a regular meeting of the Community Health Center Board by a two-thirds (2/3) vote of the entire membership of the Community Health Center 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 ratified by the Board of Commissioners, and signed and dated by the Community Health Center Board Chairperson, Executive Director for the Ingham Community Health Centers, and the Board of Commissioners' Chairperson.

Article XIV – Proxy

An absent Community Health Center Board member shall not be allowed to vote by proxy.

Article XV – Parliamentary Authority

The Parliamentary Authority of the Community Health Center Board shall be the *Mason's Manual of Legislative Procedure*.

Conclusion

To the extent that any of the Community Health Center Board Bylaws are contrary to the statutory requirements or Board of Commissioner's authorization, they shall be of no force or effect.

Community Health Center Board Chairperson

Date

Ingham County Board of Commissioner's Chairperson

Date

Executive Director of Ingham Community Health Centers

Date

APPROVED AS TO FORM
FOR COUNTY OF INGHAM
COHL, STOKER & TOSKEY, P.C.

| By: _____
Mattis D. Nordfjord

|

Introduced by the Human Services Committee of the:

INGHAM COUNTY BOARD OF COMMISSIONERS

**RESOLUTION TO AUTHORIZE EXTENDED COOPERATIVE OPERATIONAL AGREEMENT
WITH THE INGHAM COMMUNITY HEALTH CENTER BOARD OF DIRECTORS**

WHEREAS, through resolution #15-478, the Cooperative Operational Agreement between the Ingham County Board of Commissioners and the Ingham Community Health Center (IHC) Board of Directors was extended through December 31, 2017; and

WHEREAS, as a Health Center Program Grantee of the U.S. Department of Health and Human Services' Health Resources and Services Administration (HRSA), Ingham County Health Department (ICHD) is required by Section 330 of the Public Health Services (PHS) Act to maintain a governing board of which the majority are being served by the center, and who as a group demographically represent the population receiving health care from the center; and

WHEREAS, as a public entity, ICHD fulfills this requirement with a co-applicant board, the Ingham County Community Health Center Board of Directors; and

WHEREAS, when two boards exist, each board's responsibilities must be specified in writing so that responsibilities for carrying out the governing functions are clearly understood; and

WHEREAS, ICHD fulfills the requirement through a Cooperative Operational Agreement with the Community Health Center Board of Directors; and

WHEREAS, the IHC Board of Directors functions must, at a minimum, include the following:

- Hold monthly meetings;
- Reach approval of the health center grant application and budget;
- Oversee selection/dismissal and performance evaluation of the health center Executive Director;
- Select services to be provided and health center hours of operations;
- Measure and evaluate the organization's progress in meeting its annual and long-term program and financial goals and develop plans for the long-range viability of the organization by engaging in strategic planning, review the organization's mission and bylaws, evaluate patient satisfaction, and monitor organizational assets and performance; and
- Establish general policies for the health center.

WHEREAS, in order to maintain compliance as a HRSA grantee, an updated agreement must be established; and

WHEREAS, the current Cooperative Operational Agreement ends December 31, 2017; and

WHEREAS, the IHC Board of Directors must have established Bylaws in order to ensure compliance with federal statute and program requirements as stipulated by Section 330 of the Public Health Services Act, which are included as an attachment to the Cooperative Operational Agreement; and

WHEREAS, the Bylaws of the ICHC Board of Directors were recently revised, and these revisions must also be approved and adopted by the Ingham County Board of Commissioners; and

WHEREAS, the ICHC Board of Directors recommends that the terms of the current Cooperative Operational Agreement be extended for the term of one year; and

WHEREAS, the Health Officer recommends that the Board of Commissioners authorize the extension of the Cooperative Operational Agreement for one year, effective January 1, 2018 through December 31, 2018.

THEREFORE BE IT RESOLVED, that the Ingham County Board of Commissioners hereby authorizes the extension of the Cooperative Operational Agreement with ICHC Board of Directors for one year, effective January 1, 2018 through December 31, 2018.

BE IT FURTHER RESOLVED, that the Ingham County Board of Commissioners approve the attached revised bylaws developed by the ICHC Board of Directors.

BE IT FURTHER RESOLVED, that the Chairperson of the Board of Commissioners is hereby authorized to sign any necessary contract documents on behalf of the county after approval as to form by the County Attorney.

Approved for Signature 12/21/2017

**INGHAM COMMUNITY HEALTH CENTER BOARD
BYLAWS**

Ingham Community Health Center Board of Directors

Article I – Name

The name of this Board shall be the Ingham Community Health Center Board of Directors hereinafter “Community Health Center Board.”

Article II – Purpose

The Community Health Center Board will assist the Ingham County Board of Commissioners, hereinafter “Board of Commissioners” and the Ingham County Health Department, hereinafter “Health Department,” a department of Ingham County pursuant to MCL 333.2413, to implement health services for Ingham County residents throughout a network of Community Health Centers operated by the Health Department. These services represent a significant effort by the County to assure that low-income Ingham County residents have adequate access to primary care, dental care, Women’s Health services, including family planning, sexually transmitted infection prevention, diagnosis, and treatment, immunizations, behavioral health, care for the homeless, refugee care and care for persons with HIV. The Community Health Center Board, Board of Commissioners, and the Health Department shall be particularly committed to meeting the health care needs of at-risk populations, including women during the child-bearing years, children, minorities, and other underserved populations.

The Community Health Center Board shall 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, Health Center Program under Section 330 of the Public Health Services Act for operation of a Federally Qualified Health Center. The Community Health Center Board shall monitor the Health Department’s implementation of the grant.

Article III – Mission and Objectives

A. Mission

Our mission is to attain the highest level of community wellness by empowering people to improve their health and well-being.

B. Objectives

1. To arrange for the provision of comprehensive primary care services to residents of the medically underserved areas of Ingham County, and surrounding areas.
2. To increase the accessibility of primary care services, inclusive of medical and dental (oral) services, to uninsured/underinsured population groups which experience a shortage of primary care.
3. To assure that the Community Health Centers provide high quality primary care services.
4. To develop an integrated primary care program with other community health resources, including ongoing public health services.
5. To support the Ingham County objective of assuring that all County residents have access to an organized system of health care.
6. To support Ingham County in its efforts to make certain public health services (such as family planning, sexually transmitted infection prevention, diagnosis, and treatment, breast and cervical cancer control, and immunizations) available to the general population and especially to at-risk populations, including women in childbearing years, children, minorities, and other underserved populations through a primary medical care model.

Article IV – Authority of Board of Commissioners

The Board of Commissioners is elected and operates under provisions of Article VII of the 1963 Michigan Constitution and Public Act 156 of 1851, MCL 46.1 et. seq. The Board of Commissioners has the responsibility to represent the County and for the care and management of the business of the County. MCL 46.11. The Board of Commissioners has the authority to establish rules and regulations in reference to the management of the interest and business concerns of the County as the Community Health Center Board considers necessary and proper in all matters not especially provided for by law. MCL 46.11(m). Pursuant to the statute, the Board of Commissioners is required to provide for a County Health Department to serve the needs of the community. MCL 333.2413.

The Board of Commissioners, acting on behalf of Ingham County, shall serve as the public entity applicant, together with the Community Health Center Board as co-applicant, for grants under Section 330 of the Public Health Services Act.

Article V – Size and Composition

A. Size

The Community Health Center Board shall consist of no less than nine (9) and no more than seventeen (17) members to maintain appropriate representation for the complexity of the Community Health Centers.

B. Composition

1. A majority of the Community Health Center Board members shall be individuals who are served by the Community Health Centers and who, as a group, represent the individuals being served in terms of demographic factors, such as race, ethnicity and gender, and geographic factors. Board members that have not utilized Community Health Center services within the past 24 months do not count toward the board composition requirement.
2. No more than one-half of the remaining members of the Community Health Center Board shall be individuals who derive more than ten percent (10%) of their annual income from the health care industry.
3. The remaining Community Health Center 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 service agencies within the community. Geographic factors also to be considered.
4. No less than one (1), but no more than two (2), Community Health Center Board members shall be Ingham County Board of Commissioners' members.
5. No Community Health Center Board member shall be an employee of the Community Health Center or the spouse, child, parent, brother or sister by blood or marriage of such an employee. Board members shall not have been employees of the Health Center or Ingham County Health Department during the 12 months prior to appointment.
6. Conflicts of interest, as defined by Michigan law, or the appearance of conflicts of interest, shall be prohibited and shall be reviewed annually.
7. The Executive Director and Executive Assistant shall provide logistical and managerial assistance to the Community Health Center Board.

Article VI – Membership and Terms of Office

A. Community Health Center Board Appointments

On an as-needed basis, the Community Health Center Board shall recommend nominations for each vacant seat on the Community Health Center board for consideration and appointment. The Community Health Center Board shall solicit nominations from the community serviced by the Community Health Centers, community organizations, and health organizations. The Board of Commissioners shall make appointments from the slate of nominees recommended by the Community Health Center Board. The Community Health Center Board and the Board of Commissioners will use their best efforts to maintain the same ratio of consumer members and members-at-large as set out in Article V above.

B. 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 will serve no more than three (3) consecutive full terms of office unless suitable new members cannot be identified to allow the Board to remain in compliance with composition requirements.

C. Removal

Any member of the Community Health Center Board may be removed for just cause upon 2/3 vote of the Community Health Center Board after notice and an opportunity to be heard. Just cause includes but is not limited to unexcused absence from three consecutive Community Health Center Board meetings, or the failure to attend 75% of the regular meetings in any calendar year. An unexcused absence is defined as an absence of which designated staff was not notified in advance of the meeting.

D. Vacancies and Resignations

Any vacancies occurring on the Community Health Center Board shall be filled in the same manner as Community Health Center Board appointments are made. In the process of filling vacancies, the Community Health Board shall maintain the Community Health Center Board's composition of consumer members and members-at-large and maintain the minimum number of members requirement. Any Community Health Center Board member appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office.

All resignations must be submitted to the Community Health Center Board Chairperson thirty (30) days prior to the effective date, if possible, in accordance with the established Submission of Resignation policy set forth by the Community Health Center Board.

E. Compensation

Members of the Community Health Center Board shall serve without compensation for membership. Members may be provided with compensation for actual expenses related to transportation, childcare or other assistance as the board sees fit to support attendance a Community Health Center Committee or Board meetings and other official business requested by the Community Health Center Board. The Health Center Board will maintain a policy outlining the acceptable types of reimbursement and approvals required.

Article VII – Meetings and Voting

A. Annual Meeting

The annual meeting of the Community Health Center Board shall be held in October at a place to be decided by the Community Health Center Board.

B. Regular and Special Meetings

Regular meetings of the Community Health Center Board shall be held monthly at a time and place to be decided by the Community Health Center Board. All regular meetings of the Community Health Center Board shall be conducted according to the Michigan Open Meetings Act (P.A. 267 of 1976.) The agenda of each meeting will be distributed to the members no later than two (2) business days prior to each meeting. The agenda may be modified by a majority vote of the members present at the meeting.

Special meetings may be called by the Chairperson or by four (4) members of the Community Health Center Board, at such a time and place as may be deemed necessary. All special meetings shall be conducted in accordance with the Michigan Open Meetings Act (P.A. 267 of 1976.)

C. Notice of Special Meetings

Community Health Center Board members shall be notified of the time, place, and purpose of all special meetings of the Community Health Center Board at least two (2) days prior by e-mail, US mail, text or electronic communication or hand delivery in person. Notices of special meetings of the Community Health Center 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

A majority (51%) of the Community Health Center Board members appointed and serving shall constitute a quorum for the transaction of business. Committee meetings shall hold different requirements as actions are recommendations to the full Community Health Center Board as set forth in the Guidelines for Ingham County Advisory Boards and Commissions. Community Health Center Board Members participating by telephone or other technology that allows for nearly immediate two way communication will be counted as present for the quorum.

E. Voting

All questions shall be decided by majority vote of the Community Health Center Board members present and voting except as may be provided by statute or these Bylaws.

Article VIII – Officers and Staff Assistance

A. Officers

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

B. Election and Terms of Office

The officers shall be elected by the Community Health Center Board during the annual meeting and shall take office immediately thereafter. Terms of office shall be for one (1) year or until their successors are elected. Officers shall be elected at the first meeting of the Community Health Center Board and shall serve until the first annual meeting thereafter.

C. Removal

Any officer elected by the Community Health Center Board may be removed by the Community Health Center Board with 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 Community Health Center Board at the next regular meeting after the vacancy or at a special meeting called for that purpose. A majority vote of the total Community Health Center Board membership shall be necessary to elect and officer.

E. Chairperson

The Chairperson shall be elected by a majority of the Community Health Center Board membership and shall preside at all meetings of the Community Health Center Board.

F. Vice-Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson, shall chair either the Membership, Finance or Quality Committees and shall perform such other duties as from time to time may be assigned by the Community Health Center Board.

G. Secretary

The Secretary shall work with the CHC staff and be responsible for initial review of the draft minutes provided by staff. The Secretary shall perform other duties as assigned by the Community Health Center Board.

H. Executive Director

The Executive Director shall be primarily responsible for the management and operation of the Community Health Centers. The Community Health Center Board shall have the authority to suspend, remove, appoint, and/or reappoint a person to the position of Executive Director with concurrence of the Ingham County Health Officer in accordance with the Ingham County Managerial and Confidential Employee Personnel Manual and other procedures and policies of the Board of Commissioners. The Community Health Center Board, upon committee recommendation, shall participate in the annual performance evaluation of the Executive Director with contribution by the Ingham County Health Officer, to be conducted in accordance with the U.S. Department of Health and Human Services, Bureau of Primary Care, Health Center Program expectations and Ingham County personnel policies.

I. Staff Assistance

The Executive Director shall ensure that secretarial assistance for purposes of recording, distributing, and storing minutes in accordance with the Meeting Minutes Guideline policy is provided. Also, Community Health Center or Ingham County staff assistance, if appropriate, shall be provided to the Community Health Center Board and committee meetings and to the Chairperson in the performance of his/her Community Health Center Board authorized duties, as reasonably requested.

Article IX – Committees

A. Ad-Hoc Committees

The Community Health Center Board may establish ad-hoc committees as it deems necessary to carry out the purpose and objectives of the Community Health Center. The Chairperson, with the consent of a majority of Community Health Center Board members, shall assign Community Health Center Board members to these committees. Non-Community Health Center Board members may also serve on ad-hoc committees. Ad-hoc committees shall be advisory in nature.

An annual ad-hoc committee may be established for the purpose of the annual Executive Director evaluation.

B. Standing Committees

The Chairperson of the Community Health Center Board shall, from among Community Health Center Board members, assign the following standing committees and appoint chairpersons for each committee (except Executive Committee, where the Board Chairperson shall serve as chair and VOA Clinic Committee which will be selected as described below):

Executive Committee:

The Executive Committee shall be comprised of the Community Health Center Chairperson (who shall serve as chair or designate a chair in his/her absence) and the Chairpersons of the Finance, Quality, and Membership Committees (totaling four (4) members). The Executive Committee shall, through the Board's intent, provide strategic direction for the Community Health Center board and align communication among board committees. It shall also act for the Board between regularly scheduled meetings. Any and all actions conducted on behalf of the Board by the Executive Committee must have approval from a majority of present Executive Committee members assuming quorum (greater than 50% of committee members present). It shall be responsible for monitoring policy matters affecting the Community Health Center Network and its patients at the local, state, and federal levels. It shall also delegate tasks to other committees when appropriate. Finally, it shall oversee the annual evaluation of the Community Health Center Executive Director and lead the search process and seek input from board members when a Community Health Center Executive Director vacancy arises (this may be tasked to an ad-hoc committee).

Items approved by the Executive Committee not formally delegated to the committee by the Health Center Board must be submitted to the full Board at their next regularly scheduled meeting for approval. Item approved by the Executive Committee and not approved by the Board of Directors will be reversed to the extent legally and physically possible.

Finance Committee:

The Finance Committee must be comprised of no less than three (3) and no more than 49% of all Community Health Center Board members. It shall develop the recommended Community Health Center budget. The Community Health Center Board and the Board of Commissioners must jointly approve the budget. This committee shall also develop the strategic plan to align financial/operational goals with the County to the greatest extent possible, monitor financial/operational outcomes, and present new or revised financial/operational policies needed to ensure financial solvency of the Community Health Center.

Quality Committee:

The Quality Committee must be comprised of no less than three (3) and no more than 49% of all Community Health Center Board members. It shall be responsible for establishing all Community Health Center policies and procedures, except for personnel and fiscal policies and procedures (which are retained by the Board of Commissioners). This committee recommends the approval of the annual quality assurance/quality improvement plan to the full Community Health Center Board, and monitors the plan's implementation and results. This committee shall also provide and evaluate patient satisfaction and ensure that Community Health Center operations promotes patient centered care and meets patient needs.

Membership Committee:

The Membership Committee must be comprised of no less than three (3) and no more than 49% of all Community Health Center Board members. It shall be responsible for the recruitment of new Community Health Center Board members in accordance with established Community Health Center Board policies and maintaining size and composition requirements per the Community Health Center Board Bylaws. This committee shall also be responsible for the training and orientation of new Community Health Center Board members, including the development of annual board member training schedule. This committee shall also be assigned with preparing a slate of nominees for election of officers at the annual meeting. Finally, this committee shall develop and maintain the board member manual, which shall at a minimum, contain detail Bylaws and board member responsibilities.

VOA Clinic Committee:

The VOA Clinic Committee must be comprised of no less than three (3) and no more than 49% of all Community Health Center Board members. It shall make recommendations on VOA Clinic operations and may also recommend additional opportunities for charity care. The chair of the VOA Clinic Committee shall be appointed by EDWARD W. SPARROW HOSPITAL ASSOCIATION ("Sparrow") for the duration that the Transfer Agreement for the VOA Clinic, entered into by Sparrow and the County of Ingham, is in effect.

The functions of the standing committees are advisory in nature, with the exception of the Executive Committee, who may act on behalf of the Board between regularly scheduled Board meetings in circumstances requiring board action. Except for the aforementioned situation necessitating action by the Executive Committee, the Community Health Center Board must approve any action or decision. The Executive Director, or designee, shall be a non-voting member of all committees. In accordance with program requirements, committees shall meet as needed to accomplish monthly objectives as presented in the annual work plan. Committees are encouraged to meet in person, but can meet virtually (e.g., telephone conference, video conference, etc.) at the discretion of the committee chair.

C. General Committee Procedures

1. *Term:* Each standing committee shall be appointed at the annual meeting of the Community Health Center Board and shall serve for one year. Committee chairpersons shall also serve for one year. Committee reassignments may be completed as necessary throughout the term.
2. *Meeting Procedure:* Every meeting of a standing committee of the Community Health Center Board shall be called by its Chairperson or by a majority (51% or more) of committee members. At the first meeting of a standing committee, a regular meeting schedule shall be established. In the event that a special meeting is necessary, committee members shall be notified of the time, place, and purpose of the special committee meeting at least two (2) business days prior by acknowledged e-mail, US Mail, text or electronic communication or hand delivery in person. A quorum for the conduct of committee business shall require the presence of a majority of committee members. All committee meetings of the Community Health Center Board shall be conducted in accordance with the Michigan Open Meetings Act (P.A. 267 of 1976.)
3. *Membership:* Only Community Health Center Board members may be assigned to standing committees of the Community Health Center Board with the exception of the VOA Clinic as

set forth above. The Community Health Center Board may request that non-Community Health Center Board members attend Community Health Center Board meetings to provide assistance or information.

4. *Voting:* When a committee meets and votes on an issue, only members of that committee may vote. Community Health Center Board members who are present and who are not members of the committee may not vote. Community health Center Board committees are advisory in nature and all actions shall be forwarded for review and action to the full Community Health Center Board.

Article X – Responsibilities of the Community Health Center Board

A. Personnel Policies and Procedures

The Community Health Center Board, through its Cooperative Operational Agreement, shall be bound by the Ingham County personnel policies and procedures, including all collective bargaining agreements negotiated between Ingham County and the legal representatives of employees. 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 Board of Commissioners.

B. Executive Director

The Community Health Center Board shall have the authority to suspend, remove, appoint, and/or reappoint a person to the position of Executive Director with concurrence of the Ingham County Health Officer in accordance with the Ingham County Managerial and Confidential Employee Personnel Manual and other procedures and policies of the Board of Commissioners. The Executive Director shall be an employee of Ingham County.

The Community Health Center Board, upon committee recommendation, shall participate in the annual performance evaluation of the Executive Director with contribution by the Ingham County Health Officer, to be conducted in accordance with the U.S. Department of Health and Human Services, Bureau of Primary Care, Health Center Program expectations and Ingham County personnel policies.

C. Financial Management

The Community Health Center Board shall annually review the budget prepared by the Health Department for the operation of the Community Health Centers, after review and recommendation by the Community Health Center Board Finance Committee. The Community Health Center Board shall advise the Board of Commissioner's regarding this budget. The Community Health Center Board shall review and approve the Section 330 grant application and the annual Section 330 grant budget and recommend this budget to the Board of Commissioners after review and recommendation by the Community Health Center Finance Committee, at the time set forth in Article IX B.1. The Community Health Center Board and the Board of Commissioners shall jointly approve the annual Section 330 grant budget submitted to the U.S. Department of Health and Human Services, Health Resources and Services Administration, Bureau of Primary Health Care, Health Center Program.

The Community Health Center Board shall review management reports to support the Health Department and the Board of Commissioners in the operation of the Community Health Centers. The Community Health Center Board shall provide assurance to the U.S. Department of

Health and Human Services, Health Resources and Services Administration, Bureau of Primary Health Care, Health Center Program shall operate within the adopted budget. As set forth in Michigan law, the Community Health Center Board shall recommend to the Board of Commissioners a fee schedule for the services provided through the Community Health Centers and shall recommend to the Board of Commissioners policies for discounting fees (i.e. sliding fee scale) based on patient/family 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 Ingham County audits.

D. Evaluate Community Health Center Activities

The Community Health Center Board shall evaluate utilization patterns, productivity, patient satisfaction, achievement of project objectives of the Community Health Centers, and shall review patient complaint trends or concerns unresolved at a staff level.

E. Compliance with Laws

The Community Health Center Board shall assure that the Community Health Centers are operated in compliance with applicable Federal, State, and local laws and regulations.

F. Health Care Policy

The Community Health Center Board shall work with the Board of Commissioners 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. The recommended policies will assist the Health Department and the Board of Commissioners to implement the objectives set out in Article III of these Bylaws.

G. Grants

The Community Health Center Board shall work with the Health Department and the Board of Commissioners to identify and make application for grant opportunities.

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 of 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 or 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 Community Health Center Board shall be from October 1 through September 30

Article XII - Order of Business

The order of business of the Community Health Center Board shall be set by Board Chair and comply with *Mason's Manual of Legislative Procedure*.

Article XIII – Amendments

These Bylaws may be amended at a regular meeting of the Community Health Center Board by a two-thirds (2/3) vote of the entire membership of the Community Health Center 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 ratified by the Board of Commissioners, and signed and dated by the Community Health Center Board Chairperson, Executive Director for the Ingham Community Health Centers, and the Board of Commissioners' Chairperson.

Article XIV – Proxy

An absent Community Health Center Board member shall not be allowed to vote by proxy.

Article XV – Parliamentary Authority

The Parliamentary Authority of the Community Health Center Board shall be the *Mason's Manual of Legislative Procedure*.

Conclusion

To the extent that any of the Community Health Center Board Bylaws are contrary to the statutory requirements or Board of Commissioner's authorization, they shall be of no force or effect.

Community Health Center Board Chairperson

Date

Ingham County Board of Commissioner's Chairperson

Date

Executive Director of Ingham Community Health Centers

Date

APPROVED AS TO FORM
FOR COUNTY OF INGHAM
COHL, STOKER & TOSKEY, P.C.

By: _____

Mattis D. Nordfjord