

TRILLIUM HEALTH RESOURCES BYLAWS
for the
Northern Regional Advisory Board

ARTICLE I: ORGANIZATION AND OFFICES

Section 1. Name

Trillium Health Resources is a public entity and local political subdivision of the State of North Carolina, incorporated according to the laws of the State. Trillium Health Resources is the successor entity resulting from the merger of East Carolina Behavioral Health (ECBH) and CoastalCare Area Authorities. This organization shall be called the Northern Regional Advisory Board (hereinafter called Regional Advisory Board).

Section 2. Offices

The principal office of the Regional Advisory Board shall be at 144 Community College Road, Ahoskie, North Carolina 27910.

ARTICLE II: BOARDS AND MEMBERS

Section 1. Governing Board and Regional Advisory Board

1.1 Powers. The governing unit of Trillium Health Resources (the Company) is comprised of a single Governing Board and three Regional Advisory Boards. The Governing Board shall have the power to direct the business and affairs of the Company and to exercise all of its powers, duties, and responsibilities, including those set forth in the Joint Resolution establishing Trillium Health Resources, effective July 1, 2015. The Governing Board shall be responsible for establishing policies that guide the operation of the Company. The Regional Advisory Board shall ensure involvement of local stakeholders, promote local collaboration, and monitor services provided within established catchment area. Individuals who serve on the Regional Advisory Board are "Members."

1.2 Regional Advisory Board Composition. The Members of the Regional Advisory Board shall be as follows:

- (a) Two Members from each County, appointed by each County's Board of Commissioners, and will include a County Commissioner or designee, a stakeholder/citizen who meets one of the criteria listed in North Carolina Statute 122C-118.1, and
- (b) One Member from the local Consumer and Family Advisory Committee (CFAC), either the Chair or other elected member.

1.3 *Chair and Vice Chair of the Regional Advisory Board.* The Regional Advisory Board shall elect a Member to serve as Chair and Vice Chair of the Board for a one-year term. The Chair shall preside at all meetings of the Advisory Board. In the absence of the Chair, the Vice Chair will preside at the meeting of the Advisory Board.

1.4 *Representatives to the Governing Board of Directors.* The Regional Advisory Board shall elect four members to serve on the Governing Board of Directors: one County Commissioner, one CFAC Chair or designee, and two other members who meet the criteria outlined in G.S. 122C-118.1.

1.5 *Term.* The term of County Commissioner Members of the Regional Advisory Board shall be three years with no re-appointment upon expiration of the term without a break in service. The term of non-commissioners on the Regional Advisory Board shall be three years, with a maximum of three consecutive terms of office. To provide continuity for the initial creation of the Governing Board of Directors, the Northern Region Advisory Board shall designate two members to a one-year term, three to a two-year term and one to a three-year term of office. When those terms expire, the standard three-year term outlined above will apply to all members.

1.6 *Vacancies.* Any vacancy on the Regional Advisory Board shall be filled by requesting that the appointing County Board of Commissioners appoint a new qualifying Member. In the case of a Member from the regional CFAC, the regional CFAC shall elect a new Member.

1.7 *Removal.* The Advisory Board may declare vacant the office of an appointed member who does not attend three consecutive scheduled meetings without justifiable excuse. If the advisory board declares an appointed member's office vacant, the board will seek to have the vacant office filled by the appointing authority.

1.8 *Compensation.* The Regional Advisory Board, with the approval of the Governing Board, may fix compensation and reimburse Members to the extent allowed by law.

ARTICLE III: MEETINGS

Section 1. Meetings

1.1 Regular meetings of the Regional Advisory Board shall be held six (6) times a year, the date and time selected by consensus of the members.

1.2 The Order of Business for Regional Advisory Board meetings shall be as follows:

- (a) *Call to Order*
- (b) *Approval of the Minutes*

- (c) *Comments from the Public.* Any member of the public may address the Regional Advisory Board adhering to time allotted by the chair.
- (d) *Adoption of Agenda.*
- (e) *Special Presentations.* The Regional Advisory Board will receive presentations from Company staff on topics of interest or for monitoring purposes. The Regional Advisory Board may also hear presentations about local initiatives.
- (f) *Governing Board Report.* The Regional Advisory Board representative to the Governing Board will provide an update on decisions and other matters considered by the Governing Board.
- (g) *Regional Director's Report.* The Regional Director will report on the operations of the Northern Region, as well as other local activities and initiatives.
- (h) *Monitoring Items.* The Regional Advisory Board will review performance of Trillium Health Resources and the Northern Region on key performance indicators.
- (i) *Information Items.* The Regional Advisory Board will receive information on local and state activities and initiatives.
- (j) *Other Business.* The Regional Advisory Board will consider other matters that impact services to enrollees or the Northern Region.
- (k) *Adjournment.*

1.3 *Notice.* Written notice of the time and place of Regional Advisory Board meetings shall be provided to Members at least seven (7) days before the meetings.

1.4 *Attendance.* Members shall attend all meetings of the Regional Advisory Board. Members who cannot attend a scheduled Regional Advisory Board meeting must request to be excused from attendance by the Chair. Absences shall only be approved by the Chair upon showing of good cause. Members who have more than two (2) unexcused absences in any single fiscal year may be removed from the Regional Advisory Board by the appointing county commissioners. In such cases, the county commissioners may appoint another member to complete the term of the removed advisory board member.

1.5 *Special Meetings.* Special meetings of the Regional Advisory Board for a specific purpose may be called at any time by the Chair or at the request of at least five board members. The specific purpose must be stated in the notice, which must be given not less than 48 hours prior to any special meeting, and no other business shall be transacted. Meetings shall be held at such time and place as fixed by the Chair.

1.6 *Responsibilities.* The Regional Advisory Board's responsibilities are to:

- (a) *Recommend priorities for the expenditure of state and county funds for the development of the annual budget.*
- (b) *Determine local priorities for inclusion in the Company's overall strategic plan.*
- (c) *Identify community needs and concerns and monitor the resolution of issues.*

- (d) Monitor performance at the local level, including access to care, expenditure of service funds, number of enrollee served, services delivered, provider network size and composition, outcomes, and enrollee satisfaction.

1.7 *Linkage to the Governing Board.* Responsibilities not delegated to the Regional Advisory Board shall be performed by the Governing Board. Members shall work with the Regional Advisory Boards' representatives to the Governing Board to ensure that local concerns requiring Governing Board action are appropriately addressed.

Section 2. Voting and Conduct

2.1 *Quorum and Voting.* A majority of the Members must be present in order to constitute a quorum and to transact official business of the Regional Advisory Board. A motion shall be adopted if approved by a majority of votes cast and a quorum being present.

2.2 *Presumed Agreement.* A Member who is present during a vote of the Regional Advisory Board shall be presumed to agree with the vote taken, unless his or her vote against the action is recorded.

2.3 *Conflict of Interest.* Members shall disclose any known or possible conflicts of interest. Such members may participate in discussions after declaration of the conflict but shall not vote. The conflict shall be noted in the minutes.

2.4 *Code of Conduct.* Members will be ethical and professional, and abide by the following Code of Conduct at all times:

- (a) Members will not self-deal, conduct private business, or provide personal services for the Company, except as explicitly authorized through written policies and procedures.
- (b) Members may not use their positions to obtain employment for themselves, family members, or associates.
- (c) Members will annually disclose their involvement with other organizations, vendors, or any other associations that might create a conflict of interest.
- (d) Members may not exercise individual authority over the Company, its officers, or employees except as explicitly set forth in written policies and procedures.
- (e) Members will not interact with the public, press, or other entities regarding Regional Advisory Board activities or Company business. All interactions regarding Company matters will be coordinated through the Company's Communications staff.
- (f) Members will, from time to time, receive information that is privileged, confidential, or otherwise protected by law or statute. Members will maintain the confidentiality and or privileged nature of such information, including information received and discussed during a duly called closed session..

ARTICLE IV: OFFICERS

Section 1. *Officers and Duties*

1.1 *Chair and Vice Chair.* The Chair is responsible for presiding over the meeting of the Regional Advisory Board. If the Chair is unable to attend, then it will be assigned to the Vice Chair. In the absence of either Chair or Vice Chair, the Regional Director has the authority to preside over the meeting.

1.2 *Clerk.* The Regional Director shall appoint a staff member to serve as Clerk for each Regional Advisory Board. The Clerk shall attend all meetings of the Regional Advisory Board and is responsible for required compliance activities such as meeting notices, recording minutes and votes, etc. The Clerk shall coordinate his/her duties with and be accountable to the Governing Board Clerk.

ARTICLE V: GENERAL

Section 1. *Amendment of Bylaws*

These bylaws may be amended by an affirmative vote of the Regional Advisory Board, subject to the approval of the Governing Board.

Section 2. *Indemnification and Insurance*

2.1 *Indemnification.* Any individual who serves or has served as a Member shall be indemnified to the fullest extent permitted by law against any claim arising from his or her service as a Member.

2.2 *Insurance.* The Company shall purchase and maintain insurance on behalf of any Member against any liability asserted against, or incurred by, a Member arising from his or her service as a Member.

Section 3. *Books and Records*

The Regional Advisory Board shall submit the minutes of the proceedings of the Regional Advisory Board and all committees to the Governing Board as required by law.

PASSED, ADOPTED AND APPROVED this 28th day of April, 2016.

Derrick L. Wilkins
Chairman

Jacqueline M. Waller
Clerk