



CENTRAL HEALTH

Our Vision

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.

Innovation - We create solutions to improve healthcare access.

Respect - We honor our relationship with those we serve and those with whom we work.

Collaboration - We partner with others to improve the health of our community.

BOARD OF MANAGERS

BOARD RETREAT

March 23, 2021, 6:00 p.m.

via toll-free videoconference¹

Members of the public may observe and participate in the meeting by connecting to the Ring Central meeting link listed below (copy and paste into your web browser):

<https://meetings.ringcentral.com/j/1448172420?pwd=Y3UrTWVCb3p4S05IUE9TV3p4SWQwQT09>
Password: 564372

Members of the public may also listen and participate by telephone only:

Dial: (888) 501-0031
Meeting ID: 144 817 2420
Password: 564372

A member of the public who wishes to make comments during Public Communication must properly register with Central Health **no later than 4:30 p.m. on March 23, 2021**. Registration can be completed in one of two ways:

- Complete the virtual sign-in form at <https://www.centralhealth.net/meeting-sign-up/>, or
- Call 512-978-9190. Please leave a voice message with your full name and your request to comment via telephone at the meeting.

PUBLIC COMMUNICATION

Central Health will conduct Public Communication in the same manner as it has been conducted at in-person meetings, including setting a fixed amount of time per person to speak and limiting Board responses to public inquiries, if any, to statements of specific factual information or existing policy.

AGENDA*

1. Receive and discuss a presentation regarding the roles and responsibilities of the Hospital District's Board of Managers under Subchapter B of Chapter 281 of the Texas Health & Safety Code and Central Health's Bylaws. (*Informational Item*)
2. Discuss Board compliance policies and procedures, including:

- a. CMP-001 Compliance Program Description Policy
 - b. CMP-0010 Code of Conduct and Ethics for Board Members Policy
 - c. CMP-006 Reporting and Non-Retaliation Policy
 - d. CMP-009 Duality and Conflict of Interest Policy
 - e. CMP-009p Duality and Conflict of Interest Procedures (*Informational Item*)
3. Discuss Central Health's mission and budget alignment. (*Informational Item*)
 4. Review the annual calendar and timeline for reporting on strategic objectives. (*Informational Item*)
 5. Discuss the procedures for requesting (i) information from Central Health employees, including those assigned to Enterprise affiliates, and (ii) the addition of items on Board or Committee meeting agendas. (*Informational Item*)
 6. Discuss techniques to improve board meeting efficiency and effectiveness and receive training on Robert's Rules of Order and commonly used motions. (*Informational Item*)

*The Board of Managers may take items in an order that differs from the posted order.

The Board of Managers may consider any matter posted on the agenda in a closed session if there are issues that require consideration in a closed session and the Board announces that the item will be considered during a closed session.

Any individual with a disability who plans to attend this meeting and requires auxiliary aids or services should notify Central Health at least two days in advance, so that appropriate arrangements can be made. Notice should be given to the Board Governance Manager by telephone at (512) 978-8049.

Los servicios de interpretación consecutiva del español al inglés están disponibles para la comunicación de los ciudadanos o cuando se invita al público a hacer comentarios. Si necesita estos servicios, al llegar sírvase notificarle al personal de la recepción.



CENTRAL HEALTH

Our Vision

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.

Innovation - We create solutions to improve healthcare access.

Respect - We honor our relationship with those we serve and those with whom we work.

Collaboration - We partner with others to improve the health of our community.

BOARD RETREAT

March 23, 2021

REGULAR AGENDA ITEM 1

Receive and discuss a presentation regarding the roles and responsibilities of the Hospital District's Board of Managers under Subchapter B of Chapter 281 of the Texas Health & Safety Code and Central Health's Bylaws.



CENTRAL HEALTH

CommUnityCare | Sendero

Board Roles and Responsibilities under Chapter 281

MAR. 23, 2021

Central Health Board Retreat

PRESENTERS

David Duncan, Assistant County Attorney and Interim Director of Health Services Division

Purpose and Boundaries of Presentation

- **Present all Managers a baseline inventory of the statutory underpinnings of their role, as well as the role of the Board as described in the District's Bylaws.**
- **Distinguish between the statute's mandatory powers and duties and those that are discretionary, and also those requiring approval or delegation from the commissioners court.**
- **Show where Central Health has provisions in the law that apply only to our organization. These statutory sections in the presentation are accompanied by an asterisk*.**
- **Note – some mandatory or discretionary statutory sections are omitted because they were one-time items, acted on during (or soon after) the formation of the district.**



Mandatory Responsibilities

- **The Board “shall”:**

- §281.023 – Elect officers from among its members; appoint a secretary.
- §281.025 – Require the secretary to keep a record of all meetings.
- §281.026 – Appoint an administrator for the district.
- §281.030 – Have a district seal, to be kept by the secretary.
- §281.047 – Manage, control and administer the district.
- §281.051(c) – Encourage and promote participation by small and minority businesses in contracts; develop a plan to identify and remove barriers to such participation.
- §281.072 – Require reimbursement from other jurisdictions for treatment provided to that jurisdiction’s indigent patients.
- §281.091 – Direct the administrator’s preparation of, and approve, an annual budget.
- §281.093 – Select a depository for district funds.



Discretionary Actions

- **The Board “may”:**

- §281.027 – Designate an assistant administrator.
- §281.028 – Appoint/hire appropriate medical and technical staff.
- §281.0281* – Employ physicians, but not for direct patient care.
- §281.02815* – Employ physicians for direct patient care.
- §281.029(b) – Establish a retirement program for district employees.
- §281.048 – Adopt rules governing operation of the hospital system.
- 281.0511(b – c)* – Contract with public or private entity to provide district services; enter into a lease for any property (in an open meeting).



Discretionary Actions, cont.

- **The Board “may”:**

- §281.054 – Exercise eminent domain to acquire property.
- §281.055 – Accept gifts to be held in trust.
- §281.056 – Sue or be sued.
- §281.0565 – Create a charitable organization to provide or arrange for health care services, develop resources for services, or provide ancillary support.
- §281.058 – Create a “captive insurance company.”
- §281.093(c) – Extend a contract with a depository.
- §281.124 – Call an election on a tax rate above “voter-approval” rate.



Actions Board may take – by permission

- **With approval or delegation of the Commissioners Court, the Board may:**
 - §281.029(a) – Contract with state or federal government to create or continue a retirement program for district employees.
 - §281.0475* – Rename the district.
 - §281.049 – Prescribe purchase methods, and accounting and control procedures.
 - §281.050 – Sell, lease, acquire, construct, develop, condemn, etc. property; lease or lease-purchase real property.
 - §281.051 – Enter intergovernmental agreements with feds, state, other governments, or private hospitals for .050 powers.
 - §281.0511(d)* – Lease undeveloped or vacant land for development to generate revenue for the district; enter into a joint venture for such lease/development.
 - §281.106 – Issue certificates of obligation.



Bylaws Duties (Sec. 3.0)

- **The Board “shall”:**

- be the governing body of the District;
- approve the annual budget for the District;
- retain independent auditors to make an annual audit of the fiscal records of the District;
- accept the annual audit at an open meeting and make the annual audit publicly available;
- select the depository for the funds of the District;
- appoint the President and CEO of the District and a Compliance Officer for the District, and may appoint an Assistant Administrator;
- approve, adhere to, and enforce the policies developed for the operation of the District, unless otherwise delegated to the President and CEO;



Bylaws Duties, cont.

- **The Board “shall”:**

- seek approval from the Commissioners Court on matters as required by law;
- approve, modify, or deny contracts, unless otherwise delegated to a committee or the President and CEO;
- develop a philosophy and strategic goals for the District to be reflected in a comprehensive, coordinated strategic plan (“Strategic Plan”);
- serve as an advocate for the District;
- appoint members to the governing boards of affiliated entities or other entities as provided by law, agreement, or other mechanism; and
- meet other requirements imposed by law upon the Board.





CENTRAL HEALTH

Our Vision

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.

Innovation - We create solutions to improve healthcare access.

Respect - We honor our relationship with those we serve and those with whom we work.

Collaboration - We partner with others to improve the health of our community.

BOARD RETREAT

March 23, 2021

REGULAR AGENDA ITEM 2

1. Discuss Board compliance policies and procedures, including:
 - a. CMP-001 Compliance Program Description Policy
 - b. CMP-0010 Code of Conduct and Ethics for Board Members Policy
 - c. CMP-006 Reporting and Non-Retaliation Policy
 - d. CMP-009 Duality and Conflict of Interest Policy
 - e. CMP-009p Duality and Conflict of Interest Procedures



Policy Title: Compliance Program Description
Policy #: CMP-001
Effective Date: 5/28/2010
Revision Dates: 4/6/2017, 1/30/2019
Board Last Approval Date: 1/30/2019
Policy Owner: Compliance Manager
Executive Sponsor: Chief Executive Officer <i>Melanie Green</i>
Attachments: None

I. PURPOSE

The purpose of Central Health’s Compliance Program is to establish and maintain the infrastructure and program components necessary to promote and better ensure compliance with applicable laws, regulations, ordinances, and policies and procedures, including the Central Health Code of Conduct and Ethics. The Compliance Program is intended to promote a culture of ethics and compliance across the organization, foster the identification and reporting of compliance violations and foster rapid response when issues have been identified. Additionally, as a steward of public funds, Central Health is obligated to act in accordance with the highest ethical standards. The Central Health Compliance Program was implemented following a resolution of the Central Health Board of Managers Establishing High Standards of Integrity dated May 27, 2010 ("Board Resolution").

II. SCOPE

This policy applies to all Central Health employees and operations. This includes Board of Managers, officers, consultants, contractors, interns, volunteers and temporary employees.

III. DEFINITIONS

None.

IV. POLICY

In partnership with the Central Health Code of Conduct, this policy provides a summary of the Compliance Program structure, responsibilities and core components.

The Compliance Program is established by Central Health’s Board of Managers. Under the direction of the Chief Executive Officer (CEO), the Compliance Officer manages the day-to-day operations of the Compliance Program. This includes maintaining a current Compliance Work Plan that is relevant to Central Health operations and an annual Audit Plan that monitors controls in areas with corrective actions based on actual or potential findings from external reviews, internal routine or special reviews, or any other issues that deserve study for potential improvements. The scope of areas subject to routine and special reviews is vast and may include any department, line of service, or activity within the organization. Additionally, the Compliance Committee conducts an annual review of the Compliance Program Description and evaluates the effectiveness of the Compliance Program. These

work products are presented to the CEO and the Board with recommendations for improvement.

The Compliance Program Description and Work Plan will address the following:

1. Regularly scheduled review and **distribution of written standards of conduct**, compliance program documents and organizational policies and standard operating procedures (SOP). These materials should articulate Central Health's commitment to compliance with all applicable laws, regulations, standards, and contractual obligations. Documents should be written in language clearly understandable by impacted individuals and distributed in a consistent manner. CMP-0011 should be referenced for additional guidance regarding Policy and Standard Operating Procedure Management.
2. Identified personnel responsible for the implementation of the Compliance Program, including a **dedicated Compliance Officer and Compliance Committee**. Compliance Officer may at times designate responsibilities to other compliance personnel. This individual, or individuals, will be responsible for the daily operations and monitoring of the Compliance Program and have a clear line of reporting to the Chief Executive Officer to ensure timely escalation and response to identified risks and issues.
3. Development and implementation of **frequent and effective compliance education and training** for all employees, Board members, and when applicable consultants and contractors. Training topics should include, but not be limited to; the structure of Central Health's Compliance Program, methods for reporting suspected compliance violations, information regarding fraud, waste and abuse policies, HIPAA privacy and security, ethics and organization-specific policies and SOPs.
 - a. Compliance training will occur for all newly hired employees. Training should be completed within ninety (90) days of an employee's start date. Training may be provided in person or electronically.
 - b. Annual Compliance training will be provided to all employees, Board members, and when applicable, consultants and contractors. Training may be provided in person or electronically.
 - c. Periodic training may be identified as necessary. Circumstance that may warrant a periodic training include: as an element of a corrective action addressing identified noncompliance, changes in individual or department job responsibilities, in response to identified trends, following the issuance of a new regulation or law, etc.
4. Central Health ensures there are clear and effective lines of communication that allow all employees, Board members, consultants, contractors, and the public a **method for reporting any suspected violation** or compliance concern to the Compliance Officer without fear of retaliation. This includes a dedicated Compliance and Ethics Help Line. The Compliance Officer is responsible for communicating the methods in which employees may report concerns and provide a path for investigating if there is suspected retaliation against an individual for an in good faith compliance report. HR1-005 can be referenced for further information regarding Central Health's Anti-

Harassment & Retaliation policy. Additionally, CMP-006 provides information related to the Compliance and Ethics Help Line.

5. Promotes the **publication of disciplinary standards and guidelines**, which ensure timely response and consistent enforcement of appropriate action following identification of a violation.
6. Oversight and implementation of **audits and monitoring techniques** to aid in the proactive identification, prompt investigation and reduction of compliance violations. A responsibility of the Compliance Program will be to ensure audit and monitoring activities align with identified risk areas.
7. Systematic method for **responding to suspected compliance violations**, improper or illegal activities. Investigations should incorporate the necessary management, including Legal Counsel, to promptly identify root cause, implement corrective and disciplinary actions, mitigate future violations and, if applicable, manage disclosure or report to necessary authorities. CMP-008 can be referenced for additional information regarding compliance investigations.

V. RELEVANT STATUTES, REGULATIONS OR GUIDANCE

United States Federal Sentencing Guidelines

VI. RELATED POLICIES AND PROCEDURES

HR2-002, HR1-005, CMP-006, CMP-008, CMP-0011

VII. PROCESS

None



Policy Title: Code of Conduct and Ethics for Board Members
Policy #: CMP-0010
Effective Date: 5/28/2010
Revision Dates: 4/6/2017, 1/30/2019
Board Last Approval Date: 1/30/2019
Policy Owner: Compliance Manager
Executive Sponsor: Chief Executive Officer <i>Mike Caeslin</i>
Attachments: None

I. PURPOSE

This Code of Conduct and Ethics for Board Members is a component of the written compliance policies for the Central Health Compliance Program. The Code of Conduct and Ethics for Board Members is a set of standards for legal and ethical business conduct that requires all Central Health Board members to comply with applicable federal and state laws governing Central Health's governance and to provide guidance to Board members regarding Board conduct and practices. The Code of Conduct and Ethics for Board Members will be distributed to all Board members upon appointment.

II. SCOPE

This Code of Conduct and Ethics for Board Members applies to all Board members in carrying out their duties and authorities pursuant to their constitutional and statutory mandates, as well as those outlined in governing documents and policies.

III. DEFINITIONS

None.

IV. POLICY

1) Be Honest

All Central Health Board members must be honest in the performance of their duties for Central Health.

2) Follow applicable law, policies and procedures

Central Health is committed to complying, and Board members are under an ongoing duty to comply with all applicable state and federal laws, regulations, guidelines, and Central Health policies and procedures, where applicable, including this Code of Conduct and Ethics for Board Members. Noncompliance with Central Health policies, procedures federal or state laws, regulations, guidelines, or any implication or suspicion thereof must be brought to the attention of a Board Chairperson, Legal Counsel or the Compliance Officer.

3) Maintain and protect information

Certain actions and transactions, including compliance-related transactions, must be

accurately documented on a timely basis according to Central Health policy and procedures and in accordance with applicable state and federal laws and regulations. Falsifying a government record may result in criminal liability. Central Health has provided a Record Management Policy that establishes guidance regarding the creation, distribution, retention, storage, retrieval, and destruction of documents. The Record Management policy outlines retention for (i) all records and documentation required by federal or state law for participation in federal health care programs; and (ii) all records necessary to protect the integrity of Central Health's compliance process and confirm the effectiveness of the program, including training records, reports from the Help Line, modifications to the Compliance Program, and the results of auditing and monitoring efforts.

4) Protect Central Health assets

Central Health property, facilities, equipment, supplies, personnel time, and accounts receivable (including monies owed to Central Health) are Central Health assets. Central Health Board members must respect Central Health property and maintain and protect it. Central Health assets and property, including but not limited to computers, supplies, staff time, records, business records and cash, may not be used for personal use or gain. Equipment and supplies removed from Central Health must be accounted for, used for Central Health business and all equipment and unused disposable goods must be returned in good condition.

5) Respect the rights of others

All persons at Central Health should be treated with dignity and respect. Central Health does not tolerate harassment or discrimination of any personnel or member of the public in any manner or form, and specifically, on the basis of sex, race, color, national origin, citizenship status, marital status, sexual orientation, veteran status, religion, age, or disability. Suspected harassment or discrimination shall be reported to the Board Chairperson.

6) Business transactions must be conducted free from offers or solicitation of gifts

Central Health Board members must conduct all Central Health business with honesty and integrity. Central Health Board members are expected to conduct business in a manner that is free from offers or solicitation of gifts, favors, or other improper inducements. Business transactions with outside vendors, contractors and other third parties must be free from offers or solicitation of gifts and favors or other improper inducements in exchange for influence or assistance in a transaction. Central Health Board members cannot accept gifts, favors, services, entertainment, or other things of value to the extent that the decision making of Central Health or a Board member might be influenced. Board members will abide by Local Government Code, Chapter 171 and Chapter 176. If there is any concern about whether a particular gift should be accepted, Board members should consult with Central Health Legal Counsel. Board members should reference CMP-009 and CMP-009 Duality and Conflict of Interest Policy and Standard Operating Procedures for additional information.

7) Do not offer, solicit, or accept bribes, kickbacks, or rebates

Offering, soliciting, or accepting a bribe, kickback, or rebate for any good or service associated with Central Health is inappropriate, illegal, unethical, and strictly prohibited by Central Health. A "bribe" is money or other thing of value, including a favor, given or promised in order to influence the judgement or conduct of another person. A "kickback" is the return of a part of a sum or other thing of value received, often because of a confidential agreement or coercion. A "rebate" is the return of part of a payment. If there are any questions concerning a potential offer, solicitation, or other arrangement, contact Legal Counsel. Board members should reference CMP-009 and CMP-009 Duality and Conflict of Interest Policy and Standard Operating Procedures for additional information.

8) Lead by example

It is incumbent upon Central Health Board members to provide leadership that is ethical and lawful to Central Health and to assure that adequate systems, policies and procedures are in place to promote and ensure ethical and legal conduct.

9) Fiduciary Duties

Under Texas law and Central Health policy, Board members owe a fiduciary duty to Central Health. A Board member's fiduciary duty includes the duty to act in the best interests of Central Health, including placing the public interest and Central Health's interests above personal conflicts or conflicting loyalties. A Board member's fiduciary duty includes but is not limited to avoiding conflicts of interest. A Board member's fiduciary duty to Central Health precludes a Board member from appearing before the Central Health Board or lobbying Central Health staff as an advocate for Central Health funding to outside persons, groups, or interests.

10) Use of Central Health staff and resources

Official requests for staff time or resources

Board members making use of Central Health staff time or resources should specify whether the request is made in an official capacity regarding Board policy or potential Board policy, or individual capacity. Requests from board members not expressed during a board or committee meeting should be directed to Central Health's President and CEO or designee. If the request is made in an official capacity, the Board member should first discuss the request with the Chairperson. Board members shall be respectful of Central Health staff time and duties and avoid unduly burdensome and/ or unreasonably repetitive requests. Requests for staff time or resources shall not be unreasonably withheld.

Information requests for staff time or resources

Information requests made by a Board member in a personal capacity should utilize the process establish by Central Health for receiving Texas Public Information Act requests, including the submission of the request in writing. Board members who request information in their personal capacity should not seek special or expedited treatment.

Before making requests for information retained by Central Health, that may be confidential or protected by law, Board members may consult with Legal Counsel.

11) Appointments

A Board member appointed by Central Health to another board or organization, including affiliated entities of Central Health, should remain aware, in consultation with Central Health's President and CEO and Legal Counsel, that the Board member's duty is to represent Central Health. If a conflict of interest arises between Central Health and the entity to which the Board member is appointed, the Board member should recuse himself or herself from any discussion, consideration, or action that presents a conflict of interest. A member of the Board of Managers appointed to another entity shall protect from unauthorized disclosure all confidential information that may be orally presented or come into the physical possession of the Board member, concerning Central Health, the other organization, or entity.

12) Public Appearances

A Board member appearing in a public forum or making a public statement should make it clear whether the Board member is speaking in a personal capacity or as a representative for Central Health. A Board member appearing in a public forum or making public statements should not purport to speak on behalf of Central Health or the Board of Managers unless authorized to do by the Board or Board Chairperson. A Board member may communicate publicly concerning official Board policy positions or an approved Central Health initiative or activity. A Board member appearing at a public forum or making public statements or communications in any capacity should be cognizant of his or her fiduciary duty to Central Health.

13) Record Retention

Board members will comply with Central Health policies on record retention. Board members will be cognizant that communications in their official capacities or concerning Central Health business made using personal email, text messaging or any electronic media may be subject to public disclosure under the Texas Public Information Act. Board members shall retain personal Central Health and Board related electronic correspondence and other communications on personal devices and systems in a manner that complies with Central Health's record retention policy and applicable law. Board members will cooperate fully with Central Health staff and Legal Counsel in responding to information requests that seek official Central Health communications maintained by a Board member in private email or on other private electronic communication systems. Board members should avoid making statements in an official capacity by emails or any electronic media that, if disclosed, could reasonably cause negative public perceptions of Central Health or the Board of Managers.

14) Ethics

Board members will:
Listen carefully to fellow Board Members;
Respect the opinion of fellow Board Members;

Respect and support the majority decisions of the Board or Board Committee;
Bring to the attention of the Board any issue the Board member has reason to believe will adversely affect Central Health or the Board of Managers;
Not discuss the confidential business or proceeding of Central Health or the Board of Managers outside the boardroom or confidential and privileged setting; and not interfere with the duties of the President and CEO.

15) Compliance

Violations of this Code of Conduct and Ethics for Board members shall be reviewed by the Chairperson, who may and in consultation and with the approval of the Board officers, may take reasonable action that is intended to correct the violation and encourage compliance. Any such action may include a verbal discussion with the Board member, written documentation of the violation, making or changing committee assignments, or other action that may be deemed appropriate as determined by the Board.

V. RELEVANT STATUTES, REGULATIONS OR GUIDANCE

United States Sentencing Guidelines, Chapter 171 and 176, Texas Local Government Code.

VI. RELATED POLICIES AND PROCEDURES

CMP-001, CMP-006, CMP-008, CMP-009, CMP-009P

VII. PROCESS

None.



Policy Title: Reporting and Non-Retaliation
Policy #: CMP-006
Effective Date: 5/28/2010
Revision Dates: 4/6/2017, 1/30/2019
Board Last Approval Date: 1/30/2019
Policy Owner: Compliance Manager
Executive Sponsor: Chief Executive Officer <i>Mike Carlson</i>
Attachments: None

I. PURPOSE

It is Central Health's policy to require all employees to report relevant perceived wrongdoing and suspected violations of compliance policies and to protect reporting employees from retaliation for all reports of perceived wrongdoing.

II. SCOPE

This policy applies to all Central Health employees and operations. This includes Board of Managers, officers, consultants, contractors, interns, volunteers and temporary employees.

III. DEFINITIONS

Wrongdoing – Any behavior categorized as illegal, unethical or dishonest. Can include non-compliance with organizational policies and procedures.

Retaliation – Discriminatory action against an individual based solely on their participation in the compliance reporting process. Examples can include, but are not limited to; transferring an employee to a less desirable position, increased scrutiny, unwarranted negative performance evaluation, physical or verbal abuse or employment dismissal.

IV. POLICY

- 1) All Central Health employees, including executives and Board members, have an affirmative duty and responsibility for immediately reporting knowledge of perceived wrongdoing, including actual or potential violations of laws, regulations, policies, or procedures, including the Code of Conduct and Ethics for employees and Board members. Employees may report to a Board member, executive, supervisor, Human Resources (in the event of a personnel policy violation), or the Compliance Officer, or designee, or through the Compliance and Ethics Help Line. See Standards of Conduct, Policy Number HR 2-008. Board members may report to the Chairperson, the CEO, or the Compliance Officer or via the Compliance and Ethics Help Line.
- 2) Individuals are encouraged to utilize the Compliance and Ethics Help Line for matters requiring they remain anonymous to protect them from any possible retaliatory act. Employees may proceed up the chain of command or communicate with the Compliance Officer or designee, or Human Resources if a perceived problem or concern is not resolved. Central Health permits no form of retaliation.

- 3) Regular business matters that do not require anonymity are encouraged to be directed to an individual's supervisor, a Board member, an executive, Human Resources or the Compliance Officer.
- 4) Knowledge of a violation or potential violation of this non-retaliation policy must be reported directly to the Compliance Officer or through the Compliance Help Line. The Compliance Officer will be responsible for the investigation and follow-up of any reported retaliation against an employee for reporting under this policy and will report the results of an investigation to the Chief Executive Officer (CEO), VP of Human Resources and/or Central Health Board of Managers, as appropriate.
- 5) Officers, supervisors, and employees will be held accountable for failing to comply with, or for the foreseeable failure of their subordinates to adhere to, the applicable standards, laws, and procedures.

V. RELEVANT STATUTES, REGULATIONS OR GUIDANCE

United States Sentencing Guidelines

VI. RELATED POLICIES AND PROCEDURES

HR2-008, CMP-008

VII. PROCESS

Known or suspected concerns may be directed to Central Health's third-party managed Compliance and Ethics Help Line in the following ways:

- **Website:** www.lighthouse-services.com/centralhealth
- **Toll-Free Telephone:** (833) 770-0080 (English)
- **Toll-Free Telephone:** (800) 216-1288 (Spanish)
- **Email:** reports@lighthouse-services.com (must reference Central Health with the report)
- **Fax:** (215) 689-3885 (must reference Central Health with the report)

Employees will have the ability to remain anonymous if they choose. Please note that the information provided may be the basis for an internal or external investigation and anonymity will be protected to the extent possible by law. However, the employee's identity may become known during the course of the investigation because of the information provided. Please see CMP-008 Compliance Investigations for additional information.



Policy Title: Duality and Conflict of Interest
Policy #: CMP-009
Effective Date: 5/28/2010
Revision Dates: 4/6/2017, 1/30/2019
Board Last Approval Date: 1/30/2019
Policy Owner: Compliance Manager
Executive Sponsor: Chief Executive Officer <i>Mike Gorman</i>
Attachments: None

I. PURPOSE

It is Central Health's policy that all decisions and actions by the members of the Central Health Board of Managers, officers, supervisors, and employees be made in a manner that promotes Central Health's best interests and avoids the perception of a conflict of interest. This policy shall be maintained by the following practices of disclosure of affiliation and withdrawal from debate, voting, or other decision-making processes where duality or conflict of interest may exist as provided in Chapters 171 and 176 of the Texas Local Government Code.

II. SCOPE

This policy applies to all Central Health employees and operations. This includes Board of Managers, officers, consultants, contractors, interns, volunteers and temporary employees, which will collectively be referred to as "individuals".

III. DEFINITIONS

Affiliation(s) – any commitment, compensation arrangement, financial investment or relationship, obligation, involvement or other interest, either direct or indirect, that (i) may influence, or could be perceived to influence, a person's decision or action; (ii) could reasonably impair the person's judgement in the performance of his/her official duties; or (iii) might require or induce the person to disclose confidential, privileged, or proprietary information acquired through performance of his/her official duties.

Cash equivalent – includes currency, coins, money orders, checks, credits, gift cards, vouchers or coupons.

Business entity – a sole proprietorship, partnership, firm, corporation, holding company, joint-stock company, receivership, trust, or any other entity recognized by law.

Conflict of interest – when a person in a position to decide, vote or take action on a matter and has a substantial interest in the business entity or real property in which an action will be taken.

Duality of interest – any activity or interaction that has the potential to compromise an employee's objectivity, that conflicts with Central Health's interests, or that interferes with their ability to perform their work duties for Central Health.

Family member – for purpose of this policy, this term is defined as spouse, domestic partner, or any immediate relative (e.g. parent, child and siblings).

Financial interest – includes employment, ownership, or investment interest, equity, stock, intellectual property interest (patents or trademarks), royalties, compensation or reimbursement arrangements and any other payments for service.

Gift – any item, product or service offered to benefit an individual. The term includes but is not limited to food and drink, promotional materials, cash or cash equivalent, discounts, entertainment, and financial interest.

Intergovernmental transfer (IGT) – transfer of public funds by Central Health, for the benefit of a permissible affiliated participating provider, for the purposes of any state or federal supplemental payment program including, but not limited to, the State of Texas 1115 Medicaid Waiver.

Reasonably likely – is met when the person or body responsible for determining whether a duality of interest exists finds that there is sufficient evidence that conclude that a particular outcome is more like to occur than not.

Substantial interest – exists if 1) owns ten percent or more voting stock or shares of a business entity, 2) owns either ten or \$15,000 or more of the fair market value of a business entity, 3) has direct or indirect compensation arrangement which accounts to more than ten percent of the person's gross income, 4) holds an equitable or legal ownership in real property with a fair market value of \$2,500 or more; or 5) has a family member who has a substantial interest in a business entity as outlined.

IV. POLICY

Central Health encourages opportunities for individuals to engage in professional activities within the community and health care industry. Such activities can help staff develop their skills and expertise and enhance the organization's mission. At the same time, involvement in these activities may create a conflict or duality of interest. It is Central Health's policy that these activities must not impair an individual's ability to perform their role with Central Health. This policy is designed to assist individuals in identifying situations that present potential conflicts or duality of interest and to provide a procedure for appropriately disclosing.

Accordingly, it is the policy of Central Health that:

- All individuals shall seek approval from their supervisor or governing authority prior to entering into any employment, transaction, or other arrangement that may be a conflict or duality of interest;
- All individuals, including Board members, shall not use their position with Central Health for personal gain for themselves or family members;
- Contracts and agreements on behalf of Central Health will involve reasonable precautions to avoid any personal benefit;
- All individuals, including Board members, shall complete a Conflict of Interest Disclosure form at hire or oath of office, or at the time a new situation occurs which alters the previous disclosure submission, and annually thereafter;
- All individuals, including Board members, shall update their disclosure statement with any new potential conflicts or duality of interest as soon as they arise;
- All individuals, including Board members, shall review and follow the attached guidelines for identifying and disclosing conflicts of interest; and

- Engaging in an undisclosed conflict of interest may be cause for disciplinary action up to and including termination of employment. Employees may reference HR 2-017 for additional discipline information. Board member disciplinary actions will be determined by the Board or Chief Executive Officer (CEO).

V. RELEVANT STATUTES, REGULATIONS OR GUIDANCE

United States Sentencing Guidelines, Chapter 171 and Chapter 176, Texas Local Government Code.

VI. RELATED POLICIES AND PROCEDURES

HR2-015, HR2-017, HR2-033, CMP-002, CMP-009P

VII. PROCESS

The following categories of items and services are examples of potential situations in which a conflict or duality of interest must be disclosed. Note this is not an exhaustive list as there may be other relationships, items or services that may be perceived as a conflict or duality of interest that require disclosure.

- **Gifts**
 - Individuals may retain gifts that will not influence decision-making and have nominal value of less than \$50 per gift and \$300 per year in the aggregate.
 - Additional circumstances in which individuals may offer or accept gifts, in which value may not be known, include the following:
 - Achievement awards;
 - Donations if solely for use and operation by Central Health. Donations should come through the Finance department for clearance;
 - Provided in connection with attendance at continuing education programs or other professional society meetings open to the public (i.e. raffle prizes);
 - The offering or accepting of these gifts is still dependent on there being no perception of an influence on the individuals' decision-making.
 - Individuals are prohibited from accepting gifts from clients and/or patients unless the gift is modest and nominal token of appreciation and the gift is not cash or cash equivalent.
 - If there is, a concern about whether a particular gift should be accepted individuals must consult the Compliance Officer.
- **Personal Financial Interests**
 - Individuals may have personal substantial interest, ownership, or investment with entities, which do or seek to do business with Central Health. However, these interests must be disclosed to ensure effective controls are implemented.
 - Examples of controls include, but are not limited to; individuals may be required to abstain from negotiation, oversight, and decision-making processes related to the business entity if the individuals personal financial interest causes or has the appearance of affecting their ability to act in the best interest of Central Health.

- See CMP-009P Conflict of Interest and Duality Procedure for additional information regarding the process for disclosing such affiliations, and the procedure for implementing controls to mitigate any influence on decision-making.
- **Outside Employment**
 - Individuals may engage in outside work with prior approval of their supervisor so long as the outside work does not conflict with Central Health's interests, mission or strategic plan or does not interfere with the employee's work performance.
 - Individuals, such as officers or Board members, may be required to abstain from debate, voting, and decision-making processes if their employment causes or has the appearance of affecting their ability to act in the best interest of Central Health.
- **Charitable Organizations and Events**
 - Individuals may participate in professional associations, charitable and/or civic organizations so long as participation does not conflict with Central Health's interests, mission or strategic plan or does not interfere with the employee's work performance. See also HR2-015 Participation in Professional Associations, Community Affairs & Civic Organizations for additional information.
- **Family, Friends, and Personal Workplace Relationships**
 - Central Health will not permit an employment arrangement which would result in a supervisor/subordinate relationship between family members, or if it creates an appearance of control of interest. HR2-033 Nepotism provides additional information regarding controls, which may be required to mitigate any perceived or actual conflict of interest regarding familiar and personal workplace relationships.

Additional procedures related to the identification, disclosure and implementation of controls to mitigate individuals' affiliations from influencing decision-making can be reviewed in CMP-009P Conflict of Interest and Duality Procedure.

Nothing in this policy should be interpreted to imply that Central Health Board or staff members are expected to disclose or otherwise reveal any political, religious, ethnic, or fraternal Affiliations.



Standard Operating Procedure Title: Duality and Conflict of Interest Procedure
SOP #: CMP-009P
Effective Date: 1/31/2019
Revision Dates: N/A
Executive Last Approval Date: 1/30/2019
SOP Owner: Patti Miller, Compliance Manager
Executive Sponsor: Chief Executive Officer <i>Mike Goolsby</i>
Attachments: Employee Conflict of Interest Disclosure (A) Statement of Interest Form (B) Personal Financial Statement (C)

I. PURPOSE

The purpose of this standard operating procedure (SOP) is to assist employees, including Board of Managers, in understanding and complying with Central Health’s duality and conflict of interest policy. This procedure includes instructions for disclosing potential duality or conflict of interests and actions to be taken by individuals to mitigate perception or known duality or conflicts from influencing their ability to perform their role or function on behalf of Central Health.

II. SCOPE

This SOP applies to all Central Health employees and operations. This includes Board of Managers, officers, consultants, contractors, interns, volunteers and temporary employees, which will collectively be referred to as “individuals”.

III. DEFINITIONS

See policy CMP-009 for related definitions.

IV. RELEVANT STATUTES, REGULATIONS OR GUIDANCE

United States Sentencing Guidelines, Chapter 171 and Chapter 176, Texas Local Government Code.

V. RELATED POLICIES AND PROCEDURES

CMP-009

VI. PROCEDURE

It is the duty of all individuals to disclose at hire or initial contracting situations, which may be perceived as a conflict or duality of interest. Procedures for how employees and Board members may report any conflict or duality of interest to the Compliance Officer, or designee are as follows:

Central Health Staff Disclosure Statements:

- **New Hire Attestation:**

Upon hire all new employees will be required to complete an Employee Conflict of Interest Disclosure form (see Attachment A). Form to be completed and submitted within 90 days of the start of their employment.

- **Annual Attestation:**

Annually, employees with financial responsibility, including decision-making regarding the procurement of vendor services, and Director-and-above level employees will acknowledge receipt and understanding of CMP-009 Duality and Conflict of Interest Policy. Additionally, employees will submit an annual Employee Conflict of Interest Disclosure form.

- **Situational Attestation:**

Employees are responsible for reporting to the Compliance Officer when there has been a change in their situation, which affects their last submitted Employee Conflict of Interest Disclosure Form. If circumstances have changed and a situation that could be considered a conflict of interest as arisen the employee is responsible for submitting an updated Employee Disclosure Form to the Compliance Office.

- **Chief Executive Officer Personal Financial Statement:**

The Central Health Chief Executive Officer (CEO) must complete and submit a Personal Financial Disclosure Statement that complies with the requirements of Texas Government Code Sections 572.022 and 572.023. The statement must be submitted to the Travis County Intergovernmental Relations Department by electronic mail or personal delivery no later than:

- 5:00 p.m. on the forty-fifth day after the date on which he or she assumes the duties of the position of CEO.

In the event that the Central Health CEO experiences a substantial change in his or her financial circumstances the CEO shall notify the Chairperson of the Central Health Board of Managers. The Chairperson of the Central Health Board of Managers, in consultation with Legal Counsel, shall determine whether the change is of such a nature or amount that it should be reported to the Travis County Commissioners Court. If the Chairperson determines that the change should be reported to the Travis County Commissioners Court, the Chairperson will first notify the affected individual of the Chairperson's determination. The Chairperson will then report the change to the clerk of the Travis County Commissioners Court.

Central Health Board of Manager Disclosure Statements:

- **Statement of Interest Form:**

Members of the Central Health Board of Managers must complete and submit a written Statement of Interest Form describing the nature and extent of any of his or her Affiliations as follows:

- Within twenty business days of taking the oath of office; and

- The annual Board Meeting each year.

These disclosure statements must be submitted to the Board Secretary by 5:00 p.m. on the twentieth business day after taking the oath of office and the annual Board Meeting each year.

Board Members are also required to submit amended Statement of Interest Forms whenever their Affiliations change. Amended statements shall be submitted within seven business days of the date on which a Board becomes aware of facts that require the amending of the statement.

- **Conflict of Interest:**

Within twenty business days of taking the oath of office, and annually thereafter, the Central Health Board of Managers will complete the Local Government Officer Conflicts Disclosure Statement (Form CIS) as published by the Texas Ethics Commission. For a copy of the current CIS form, individuals can contact the Board Liaison.

- **Personal Financial:**

Additionally, members of the Central Health Board of Managers must complete and submit a Personal Financial Disclosure Statement that complies with the requirements of Texas Government Code Sections 572.022 and 572.023. The statement must be submitted to the Travis County Intergovernmental Relations Department by electronic mail or personal delivery no later than:

- For Board Members – 5:00 p.m. on the later of
 - the sixtieth day after the deadline to apply for appointment to the Central Health Board of Managers by the Travis County Commissioners Court; or
 - February 12th.

In the event that a Board member appointed by the Travis County Commissioners Court experiences a substantial change in his or her financial circumstances the Board member shall notify the Chairperson of the Central Health Board of Managers. The Chairperson of the Central Health Board of Managers, in consultation with Legal Counsel, shall determine whether the change is of such a nature or amount that it should be reported to the Travis County Commissioners Court. If the Chairperson determines that the change should be reported to the Travis County Commissioners Court, the Chairperson will first notify the affected individual of the Chairperson's determination. The Chairperson will then report the change to the clerk of the Travis County Commissioners Court.

At every Board or Committee meeting at which action is expected to be taken, the Secretary of the Board or the Committee Chair, as appropriate, will read a statement designed to remind Board members of their duty to disclose any Conflict of Interest or Duality of Interest. Each Board member must disclose said Conflict of Interest or Duality of Interest before discussion on

any matter involving the interest begins and such disclosure will be reflected in the minutes of the Board or committee meeting. Where a Conflict of Interest exists, the nature and extent of the Board member's interest must also be memorialized in the affidavit required pursuant to Chapter 171 of the Texas Local Government Code.

Determining Whether a Conflict of Interest or Duality of Interest Exists for staff and Board of Managers:

- **Before a Board and Committee Meeting or Participation in Transaction:**
 - **Conflict of Interest:**

Board members or staff will seek a written opinion from Legal Counsel with the Travis County Attorney's Office on the existence of a Conflict of Interest. Legal Counsel will consider the information contained in the Board or staff member's Conflict of Interest Disclosure Statement, as well as, all other material facts provided to him/her by the Board or staff member for the purpose of forming an opinion on whether the Board or staff member has a Conflict of Interest. The Board or staff member will be required to acknowledge Legal Counsel's opinion and follow Legal Counsel's recommended course of action. Examples of recommended courses of action include, but are not limited to the following:

 - Abstention or removal from any decision-making duties that involve the source of the Conflict of Interest
 - Application of additional oversight to the transaction
 - Insertion of contractual terms that prohibit the vendor from making any royalty payments or offering any other compensation or thing of value to staff or Board members subsequent to the execution of a contract

Legal Counsel's opinion is protected by the attorney-client privilege and will remain confidential, unless a violation of this policy is alleged or litigation involving Board action is initiated, in which case, Legal Counsel may share the written opinion with the Chairperson of the Board, the Executive Committee, Legal Counsel, and/or the Compliance Officer, as appropriate. Legal Counsel will report to the Board or Committee at each meeting whether an opinion has been sought by an individual Board Member and, if so, whether any Board member has been determined to have a Conflict of Interest.

To ensure that Legal Counsel has adequate time to produce a written opinion, a Board or staff member must request such opinion at least three business days in advance of the Board/Committee meeting or transaction date. Failure to request an opinion at least three business days in advance of the Board/Committee meeting or transaction date will prevent Legal Counsel from forming an opinion on the subject. Legal Counsel will not, under any circumstances, opine upon the existence of a Conflict of Interest

during or immediately prior to a Board or Committee meeting or proposed transaction.

- **Duality of Interest:**

Except in situations involving a vote on intergovernmental transfers, Board and staff members will seek an opinion from the Compliance Officer on the existence of a Duality of Interest. The Compliance Officer will judge whether the Board or staff member's Affiliation is Reasonably Likely to influence the decisions or actions of the Board or staff member in the performance of his/her role. The decision of the Compliance Officer will be binding upon (and is non-appealable by) staff members; however, Board members may appeal the Compliance Officer's decision to the Executive Committee. The Executive Committee will review the Compliance Officer's decision and may uphold or overturn it. To ensure that Compliance Officer has adequate time to produce an opinion, a Board or staff member must request such opinion at least three business days in advance of the Board/Committee meeting or transaction date. Failure to request an opinion at least three business days in advance of the Board/Committee meeting or transaction date will result in the Compliance Officer recommending that the Board or staff member abstain from participating in the discussion or transaction at issue. The Board or staff member will be required to acknowledge the Compliance Officer's determination and follow the Compliance Officer's recommended course of action.

- **Before a Vote on Intergovernmental Transfers:**

The Board of Managers or the Budget & Finance Committee will determine, by majority vote, whether an individual Board member's Affiliation presents a Duality of Interest that would require his or her recusal. Before the Board or Budget & Finance Committee makes such determination, the interested Board member will have the opportunity to make a brief presentation on their Affiliation. The presentation must identify the nature of the Affiliation and include all material facts surrounding the Board member's Affiliation.

After allowing the interested Board member an opportunity to present the facts surrounding the Affiliation, the interested Board member must leave the Board or Budget & Finance Committee meeting and the remainder of the Board or Budget & Finance Committee must discuss the implications of the Affiliation and determine whether a Conflict of Interest or Duality of Interest exists. The Board or Budget & Finance Committee will, upon receiving a recommendation from the Compliance Officer, determine in the first instance whether an Affiliation exists that represents a Duality of Interest. If the Board or Budget & Finance Committee determines a potential Duality of Interest exists, then they shall deliberate whether the relationship or involvement of the Board member with the hospital designated to receive an IGT that it will reduce the likelihood that the Board member can act impartially and in the best interests of Central Health. The Board or Budget &

Finance Committee may consider the fact that a Board member's Affiliation could subject Central Health to public disapproval, the appearance of impropriety, reputational harm, or litigation in making such decision.

The decision of the Board or Budget & Finance Committee must be reflected in the minutes of the Board or Budget & Finance Committee meeting.



Attachment A: Employee Conflict of Interest Disclosure

To your knowledge:

1. **Do you or your family member hold 1% or greater interest in publicly traded stock in any entity that does or seeks to do business with Travis County Healthcare District?** *This is defined as direct ownership where the individual is listed as the owner and has ownership rights, this does not apply to stocks held by a fund in which the individual has invested, such as Central Health retirement fund options.*
Yes No
If yes, entity name _____ approximate value \$ _____
2. **Do you or your family member have a private equity/ownership interest or intellectual property rights in any entity that does or seeks to do business with Travis County Healthcare District?**
Yes No
If yes, entity name _____ approximate value \$ _____
3. **Do you or your family member receive royalties from any entity that does or seeks to do business with Travis County Healthcare District?**
Yes No
If yes, entity name _____ approximate value \$ _____
4. **Do you or your family member receive a salary or contract pay for professional services from any entity that does or seeks to do business with Travis County Healthcare District?**
Yes No
If yes, entity name _____ approximate value \$ _____
5. **Have you or your family member received payments from any entity that does or seeks to do business with Travis County Healthcare District for speaking or presenting?**
Yes No
If yes, entity name _____ approximate value \$ _____
6. **Have you or your family member received payments for serving as a consultant or advisor to any entity that does or seeks to do business with Travis County Healthcare District?**
Yes No
If yes, entity name _____ approximate value \$ _____
7. **Do you or your family member serve as a board member, officer, trustee or in any other fiduciary capacity for any entity that does or seeks to do business with Travis County Healthcare District?**
Yes No
If yes, entity name _____ approximate value \$ _____
8. **Has any entity that does or seeks to do business with Travis County Healthcare District reimbursed or sponsored travel for you or your family member?**
Yes No
If yes, entity name _____ approximate value \$ _____

9. Have you or your family member received gifts, hospitality or any other types of business courtesies (e.g. meals, entertainment) from any entity that does or seeks to do business with Travis County Healthcare District?

Yes No

If yes, entity name _____ approximate value \$ _____

10. Have you or your family member received a personal favor from any entity that does or seeks to do business with Travis County Healthcare District?

Yes No

If yes, entity name _____ approximate value \$ _____

11. Have you or your family member received any other payments that have benefited you or your family member from any entity that does or seeks to do business with Travis County Healthcare District?

Yes No

If yes, entity name _____ approximate value \$ _____

12. Have you or your family member received a loan from any entity that does or seeks to do business with Travis County Healthcare District?

Yes No

If yes, entity name _____ approximate value \$ _____

13. Are you involved in purchasing or procurement decisions regarding an entity that does business or seeks to do business with Central Health?

Yes No

If yes, entity name _____

I attest that I have received and reviewed the Conflict of Interest policy and that all information on the disclosure form is correct and complete to the best of my knowledge. I further attest that I will update the foregoing disclosures as new information becomes available that could affect the interests stated above.

Signature

Name (Printed)

Title

Date

PLEASE COMPLETE FORM, SIGN AND RETURN TO:
McKenzie Frazier, Vice President of Compliance & Compliance Officer
Central Health
1111 Cesar Chavez St, Austin, TX 78702
Phone: 512-978-8049
Email: Mckenzie.Frazier@CentralHealth.net

Statement of Interest Form

1. I have been provided with a copy of the Central Health Duality and Conflict of Interest Policy, I have carefully reviewed such policy, and agree to abide by the same.

2. Except as set forth in paragraph 3 herein:
 - (a) I have not in the past twelve months received nor do I expect to receive in [insert year] any compensation or pecuniary benefit, including gifts, of any kind from any of the entities listed in Exhibit A hereto;
 - (b) No "Family Member" (as defined in paragraph 4 below) of mine has, in the past twelve month period, received or expects to receive in [insert year], any compensation or pecuniary benefit, including gifts, of any kind from any of the entities listed in Exhibit A hereto;
 - (c) Neither I nor any business or entity in which I or any of my Family Members owns a 10% or greater interest has or intends to establish a "Business Relationship" (as defined in paragraph 5 below) with Central Health, the Community Care Collaborative, or Sendero Health Plans, Inc. (collectively, "TCHD Entities");
 - (d) Neither I nor any of my Family Members owns real property in Travis County, Texas, other than a resident homestead;
 - (e) I am not currently, and none of my Family Members is, a board member, officer, or employee of any of the TCHD Entities; and
 - (f) Neither I nor any of my Family Members acts as a surety for any entity listed in Exhibit A.

3. The following is a specific description of any interest that should be disclosed under paragraph 2 and of any Affiliation (as defined in the Central Health Duality and Conflict of Interest Policy) that is not encompassed by paragraph 2:

4. For purposes of this form, the term "Family Member" means a person related to you by consanguinity or affinity within (a) the first degree, *i.e.*, a spouse, parent, sibling, or child; (b) the second degree, *i.e.*, a grandparent or grandchild; or (c) the third degree, *i.e.*, a great-grandparent, great-grandchild, aunt, uncle, nephew, or niece.

5. For purposes of this form, the term "Business Relationship" means a connection between two or more parties based on commercial activity. The term does not include a connection based on a transaction that is subject to rate or fee regulation by a federal, state, or local governmental entity or an agency of a federal, state, or local governmental entity.

Date

Signature
Printed Name: _____

LOCAL GOVERNMENT OFFICER CONFLICTS DISCLOSURE STATEMENT

FORM CIS

(Instructions for completing and filing this form are provided on the next page.)

This questionnaire reflects changes made to the law by H.B. 23, 84th Leg., Regular Session.

This is the notice to the appropriate local governmental entity that the following local government officer has become aware of facts that require the officer to file this statement in accordance with Chapter 176, Local Government Code.

OFFICE USE ONLY

Date Received

1 Name of Local Government Officer

2 Office Held

3 Name of vendor described by Sections 176.001(7) and 176.003(a), Local Government Code

4 Description of the nature and extent of each employment or other business relationship and each family relationship with vendor named in item 3.

5 List gifts accepted by the local government officer and any family member, if aggregate value of the gifts accepted from vendor named in item 3 exceeds \$100 during the 12-month period described by Section 176.003(a)(2)(B).

Date Gift Accepted _____ Description of Gift _____

Date Gift Accepted _____ Description of Gift _____

Date Gift Accepted _____ Description of Gift _____

(attach additional forms as necessary)

6 AFFIDAVIT

I swear under penalty of perjury that the above statement is true and correct. I acknowledge that the disclosure applies to each family member (as defined by Section 176.001(2), Local Government Code) of this local government officer. I also acknowledge that this statement covers the 12-month period described by Section 176.003(a)(2)(B), Local Government Code.

Signature of Local Government Officer

AFFIX NOTARY STAMP / SEAL ABOVE

Sworn to and subscribed before me, by the said _____, this the _____ day
of _____, 20 _____, to certify which, witness my hand and seal of office.

Signature of officer administering oath

Printed name of officer administering oath

Title of officer administering oath

LOCAL GOVERNMENT OFFICER CONFLICTS DISCLOSURE STATEMENT

Section 176.003 of the Local Government Code requires certain local government officers to file this form. A "local government officer" is defined as a member of the governing body of a local governmental entity; a director, superintendent, administrator, president, or other person designated as the executive officer of a local governmental entity; or an agent of a local governmental entity who exercises discretion in the planning, recommending, selecting, or contracting of a vendor. This form is required to be filed with the records administrator of the local governmental entity not later than 5 p.m. on the seventh business day after the date on which the officer becomes aware of the facts that require the filing of this statement.

A local government officer commits an offense if the officer knowingly violates Section 176.003, Local Government Code. An offense under this section is a misdemeanor.

Refer to chapter 176 of the Local Government Code for detailed information regarding the requirement to file this form.

INSTRUCTIONS FOR COMPLETING THIS FORM

The following numbers correspond to the numbered boxes on the other side.

- 1. Name of Local Government Officer.** Enter the name of the local government officer filing this statement.
- 2. Office Held.** Enter the name of the office held by the local government officer filing this statement.
- 3. Name of vendor described by Sections 176.001(7) and 176.003(a), Local Government Code.** Enter the name of the vendor described by Section 176.001(7), Local Government Code, if the vendor: a) has an employment or other business relationship with the local government officer or a family member of the officer as described by Section 176.003(a)(2)(A), Local Government Code; b) has given to the local government officer or a family member of the officer one or more gifts as described by Section 176.003(a)(2)(B), Local Government Code; or c) has a family relationship with the local government officer as defined by Section 176.001(2-a), Local Government Code.
- 4. Description of the nature and extent of each employment or other business relationship and each family relationship with vendor named in item 3.** Describe the nature and extent of the employment or other business relationship the vendor has with the local government officer or a family member of the officer as described by Section 176.003(a)(2)(A), Local Government Code, and each family relationship the vendor has with the local government officer as defined by Section 176.001(2-a), Local Government Code.
- 5. List gifts accepted, if the aggregate value of the gifts accepted from vendor named in item 3 exceeds \$100.** List gifts accepted during the 12-month period (described by Section 176.003(a)(2)(B), Local Government Code) by the local government officer or family member of the officer from the vendor named in item 3 that in the aggregate exceed \$100 in value.
- 6. Affidavit.** Signature of local government officer.

Local Government Code § 176.001(2-a): "Family relationship" means a relationship between a person and another person within the third degree by consanguinity or the second degree by affinity, as those terms are defined by Subchapter B, Chapter 573, Government Code.

Local Government Code § 176.003(a)(2)(A):

(a) A local government officer shall file a conflicts disclosure statement with respect to a vendor if:

(2) the vendor:

(A) has an employment or other business relationship with the local government officer or a family member of the officer that results in the officer or family member receiving taxable income, other than investment income, that exceeds \$2,500 during the 12-month period preceding the date that the officer becomes aware that:

- (i) a contract between the local governmental entity and vendor has been executed; or
- (ii) the local governmental entity is considering entering into a contract with the vendor.

Contracted Party
Accountability Resources
Accusource, Inc.
ADP
Aetna Health Insurance
Aetna Life Insurance
Affordable Dentures and Implants - Texas, PLLC
AG CM
Agility PR Solutions
Alchemy at AMS
Amazon Web Services
Anthony M. DiLeo
Ascension Texas
Ascensus
Atchley & Associates, LLP
Austin Anesthesiology Group, PLLC dba American Anesthesiology
Austin Area Research Organization ("AARO") and the Shivers Cancer Foundation
Austin Independent School District (AISD)
Austin LGBT Chamber of Commerce
Austin Public Health
Austin Radiological Association and ARA/St. David's Imaging, LP
Austin Regional Clinic, P.A.
Austin Retina Associates
Austin Surgeons, PLLC
Austin Wheelchair Company
Bailey Square Ambulatory Surgical Center, Ltd.
Baker Botts, LLP
BB&T Retirement Services
Belmont Icehouse, LLC
Bickerstaff Heath Delgado Acosta, LLP
Braun & Butler Construction, Inc.
Bright Horizons Family Solutions
Broaddus & Associates
BSA Life Structures, Inc.
C.A. Short Company
Carrot Health
CDW
Central Texas Community Health Centers d/b/a CommUnity Care ("CUC")
Central Texas Food Bank, Inc.
Central Texas Medical Specialists
Children's Optimal Health
City of Austin
City of Fort Worth

Clinical Pathology Associates
Clinical Pathology Laboratories, Inc.
Colette Holt & Associates
Communication by Hand, L.L.C.
Communitas Foundation of Texas
Community Coalition for Health d/b/a C2H
Concentra
Cool River Consulting, LLC
Covenant Management Systems
CP Surgery Center, LLC
Cultural Strategies, Inc.
Customer Expressions
D&G Quality Roofing, Inc.
Deer Oaks Mental Health PC
Dell Computers
Dell Marketing, L.P.
Deloitte Consulting, LLP
Doucet & Associates, Inc.
Dr. Sridhar P. Reddy
Dunaway & Associates, LLP f/k/a Urban Design Group (UDG)
ECM International
ECS Southwest, LLP
Emergency Services Partner, LLC
Ending Community Homelessness Coalition (ECHO)
Enercon Services, Inc.
Energy Engineering Associates, Inc.
EPIC
ERC Services, Inc.
Erling Sales & Service, LLC
Excell Environmental, Inc.
Eye Physicians of Austin, P.A.
Eyman Associates (Legal)
Foundation Communities
Foundation Communities
Franklin Fitch
Frost Insurance Agency, Inc
Fugro USA Land, Inc.
G4S Secure Solutions (USA), Inc.
Gracy Title
Granada Journeyman GC Joint Venture
Granicus, Inc.
Gresham Smith
Hahn Public
Hanger Prosthetics & Orthotics
HDR Architecture, Inc.

Health and Human Services Commission, City of Austin
HillCo Partners
Huron (MyRounding Platform software)
Husch Blackwell, LLP
i2i Systems
ICIMS
Imprivata
Integral Care
Intelligent Retinal Imaging Systems, LLC
Issa Galvan
Jasmine Engineering, Inc.
Jenny Abrego
Jones Lang LaSalle Americas, Inc (JLL)
JP Morgan Chase Bank, N.A.
JR Ramon Demolition
Kaseya
Kevin Greenblat
Kowert, Hood, Munyon, Rankin & Goetzl, P.C.
Kucera Management
Laboratory Corporation of America
Latino Healthcare Forum
LifeSize
Lightedge Solutions
Lighthouse Services
LMLM Investments, LLC
Local Government Purchasing Cooperative d/b/a BuyBoard
Locke Lord
Lone Star Circle of Care
Maldonado Nursery & Landscaping
Maxwell Locke & Ritter, LLP (MLR)
McKim & Creed, Inc
MediView
Microix
Millennium
Mimecast
Morgan, Lewis & Bockius, LLP
MWM Design Group
Navigant Consulting, Inc.
Network Sciences Inc.
Newmark Knight Frank (NKF)
North Austin Surgery Center, L.P.
Northwest Surgery Center, L.L.P.
O'Connell Robertson and Associates, Inc.
OnRamp Access, LLC
OpenText

Orrick, Herrington, & Sutcliffe LP (Bond Counsel)
Pam McDonald, LLC
Paul Hornsby & Co.
PayFlex
People's Community Clinic
Periscope Holdings
Perkins Coie
Planned Parenthood of Greater Texas
Print Mail Pro
ProNvest
Public Employee Benefits Alliance (PEBA)
Public Financial Management, Inc. (PFM)
PURE Action, Inc.
Rajeesh M. Mehta, M.D., P.A.
Reeves & Brightwell, LLP
Region 8 Education Service Center
Retina Consultants of Austin
Richards, Rodriguez, & Skeith, LLP
Rifeline
RingCentral
Ronald D. Horne, D.D.S., P.A.
Salary.com, LLC
Seton Healthcare Network and St. David's Healthcare Partnership, L.P., LLP
Sherry Matthews Advocacy
Sherwood Surveying & S.U.E., LLC
Sridhar P Reddy MD PA
Sigland Properties II, Ltd.
SIMS Foundation
SolarWinds (fka Samanage)
Sooth Limited Partnership
Steven Lamp
StuderGroup
Tableau
TexHahn Media Inc.
TEKsystems, Inc.
Terracon Consultants Inc.
Texas Division of Emergency Management ("TDEM")
Texas Legal Protection Plan, Inc.
Texas RioGrande Legal Aid
Texas Star Alliance (Thomas Suehs & Associates, LLC)
Texas Workforce Commission
TexSTAR
The 2033 Higher Education Development Foundaiton

Travis County
Travis County Emergency Services District No. 4
Travis County Fire and Rescue
Travis County Services for the Deaf and Hard of Hearing
U.S. REIF Eurus Austin, LLC
UBM Enterprise, Inc.
United Healthcare Insurance Company
United Way Greater Austin
University of Texas at Austin
University of Texas Health Science Center (UTHSC) at Houston
WageWorks
Winstead, LLP
Workify



CENTRAL HEALTH

Our Vision

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.

Innovation - We create solutions to improve healthcare access.

Respect - We honor our relationship with those we serve and those with whom we work.

Collaboration - We partner with others to improve the health of our community.

BOARD RETREAT

March 23, 2021

REGULAR AGENDA ITEM 3

Discuss Central Health's mission and budget alignment.



CENTRAL HEALTH

CommUnityCare | Sendero

Board Retreat

March 2021



Purpose: Why we do what we do

- **Mission & Community**
- **Resolution by the Board**
- **Budget**
- **Strategic Objectives**
- **Bylaws**
- **Compliance & Risk**
- **Professional Fulfillment**



Purpose: Why we do what we do

- Mission & Community
- **Resolution by the Board**
- **Budget**
- **Strategic Objectives**
- Bylaws
- Compliance & Risk
- Professional Fulfillment



The Budget Resolution is a Foundational Document



Strategy & Planning

• March - July

(Timeframes overlap and are approximate)

Budget

• April - September

Staging & Execution

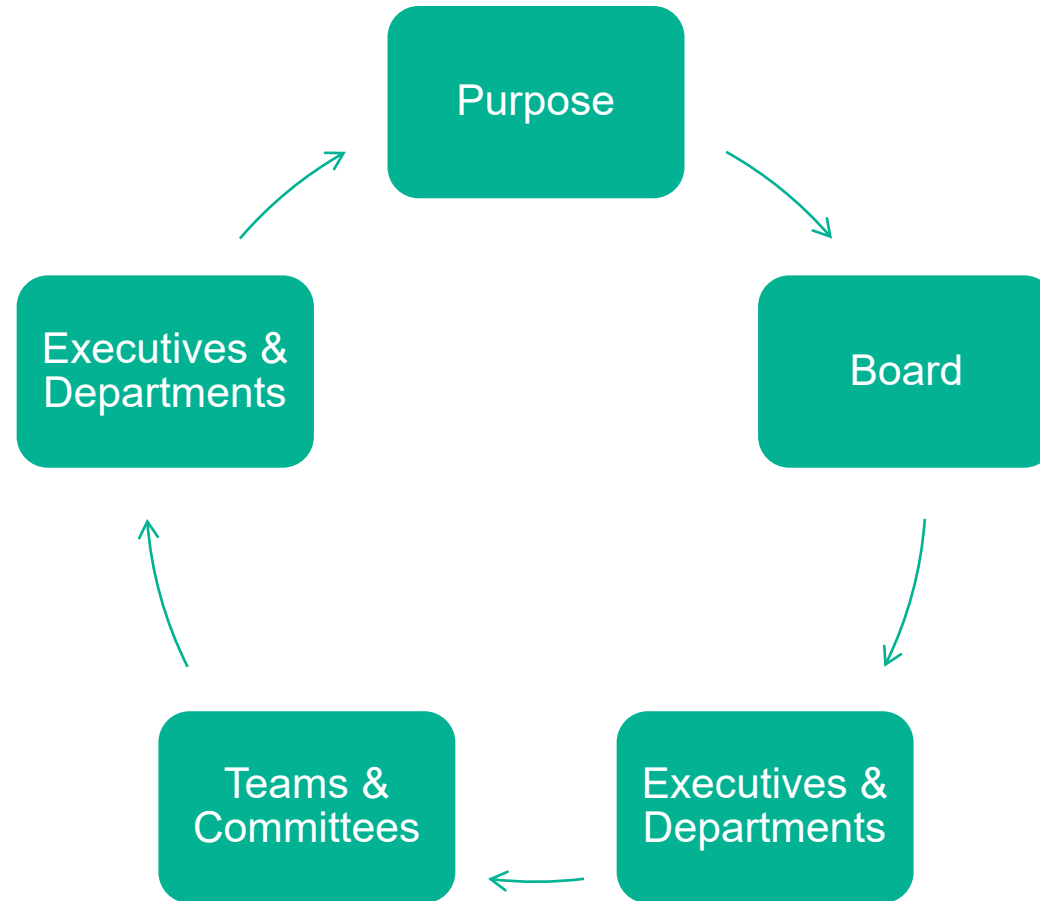
• August - December

Execution & Reporting

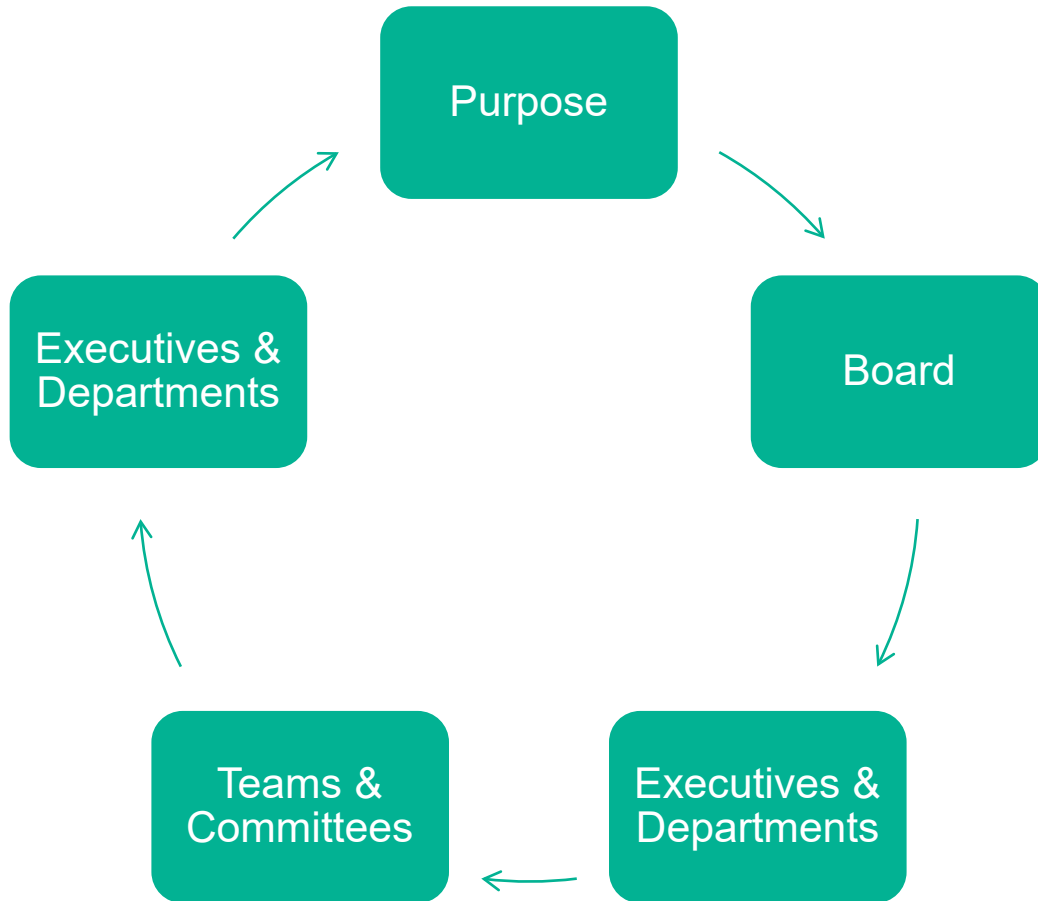
• January - June

Central Health Work Cycle

The Flow: Decision, Information, Work, and Accountability



The Flow: Decision, Information, Work, and Accountability



- The decision-making, information, work collaboration, and accountability...
- Will be aligned into a single flow



Thank you!

Contact mike.mckinnon@centralhealth.net
With questions or problems.



Appendix

The background of the slide is a solid teal color. It features a decorative pattern of semi-transparent, lighter teal squares and crosses scattered across the right side and bottom. The crosses are formed by overlapping squares, and the squares vary in size and orientation, creating a modern, geometric aesthetic.

FY 2021 Budget Resolution Strategic Objectives

Objective 1: Develop health care delivery based on people and place

- Continue service site development in Colony Park, Del Valle and Hornsby Bend
- Ensure equity and diversity within workforce and contracted vendors
- Support ongoing Covid-19 response efforts for Central Health patients



FY 2021 Budget Resolution Strategic Objectives

- **Objective 2: Implement patient-focused and coordinated health care system**
- Support system-based planning with a focus on health equity for low income residents
- Improve access to specialty care
- Implement an in-house call center for eligibility and enrollment
- Support CommUnityCare's implementation of a new electronic health record system
- Create plans to best utilize telemedicine
- Develop alignment for case management throughout the Central Health Enterprise



FY 2021 Budget Resolution Strategic Objectives

Objective 3: Implement sustainable financial model for health care delivery and system strategies through 2024

- Work with partners to create a new hospital reimbursement funding model
- Continue Brackenridge Campus redevelopment
- Maintain sufficient financial reserves to support health care delivery operations and enhancements



Workforce Recruitment & Equity and Inclusion

- **Workforce Recruiting Strategies 2020-2021**
- **Full-time Diversity & Inclusion Manager in HR**
- **Equity and Inclusion Task Force Work: Subcommittees on Standards and Values, Goals and Objectives, Employee Affinity Groups**



HUB Outreach Plan

and

Disparity Study

Goal	Activity	July-Sept	Oct-Dec	Jan-Mar	Apr - June
Develop specific HUB good faith outreach efforts for formal solicitations and contracts					
	Incorporate process for targeted outreach plan development for each formal solicitation posted				
	Create data collection process for informal solicitations to gather information on HUB status consistently				
	Identify practices for increasing the number of HUB quotes for informal solicitations with specific targets				
Track data that measures and reports good faith effort					
	Develop mechanism for reporting on both formal and informal solicitation outreach to HUB vendors				
	Collect and report on key data points for each solicitation: - Number of HUBs alerted to opportunities - Number of HUBs proposing and - Award HUB status				
Identify solicitations with HUB sub-contracting opportunities and require prime contractors to provide additional specific plans					
	Enhance process for tracking subcontractor participation and HUB status				
Identify opportunities to refer vendors to City of Austin or Travis County business development, training and certifications and work					
	Enhance the HUB vendor database through partnership with City of Austin and Travis County				
Develop social media program for procurement department to promote upcoming solicitations					
	Use existing community engagement team, advisory committees and social media to promote solicitations				
	Develop a social media strategy, program and operational plan for Procurement Department				
Host specific events to raise awareness of large upcoming projects, that have high participation opportunities					
	Create community events specific to large construction projects and opportunities for significant HUB participation				
Develop Reporting Structure and Calendar					
	Identify and implement new reporting tools from contract management and purchase order software investments				
	Update the annual reporting to the Board of Managers and enhance with				





CENTRAL HEALTH

Our Vision

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.

Innovation - We create solutions to improve healthcare access.

Respect - We honor our relationship with those we serve and those with whom we work.

Collaboration - We partner with others to improve the health of our community.

BOARD RETREAT

March 23, 2021

REGULAR AGENDA ITEM 4

Review the annual calendar and timeline for reporting on strategic objectives.

2021 Central Health Board of Managers Meeting Schedule- *subject to revision*

Strategic Planning Committee- 1:00pm, Executive Committee- 4:30pm, BOM- 5:30pm

January 2021	
Strategic Planning Committee	January 13, 2021
Budget and Finance Committee	January 20, 2021
Board of Managers	January 27, 2021
Executive Committee	January 27, 2021

February 2021	
Strategic Planning Committee	February 10, 2021
Board of Managers	February 24, 2021
Executive Committee	February 24, 2021

March 2021	
Strategic Planning Committee	March 10, 2021
Board of Managers	March 31, 2021
Executive Committee	March 31, 2021

April 2021	
Strategic Planning Committee	April 14, 2021
Board of Managers	April 28, 2021
Executive Committee	April 28, 2021

Spring break for AISD & UT Austin: March 15-19

May 2021	
Strategic Planning Committee	May 12, 2021
Board of Managers	May 26, 2021
Executive Committee	May 26, 2021

June 2021	
Strategic Planning Committee	June 9, 2021
Budget and Finance Committee – DRAFT Budget presentation	June 16, 2021
Board of Managers	June 23, 2021
Executive Committee	June 23, 2021

July 2021- No meetings unless necessary

August 2021	
Strategic Planning Committee	August 4, 2021
Board of Managers – Approve MAX tax rate and start timeline for tax rate approval	August 11, 2021
Board of Managers – Review final Budget	August 25, 2021
Executive Committee	August 25, 2021

September 2021	
Public Hearing #1	September 8, 2021
Board of Managers -Approve Final Budget and tax Rate	September 15, 2021
Executive Committee	September 15, 2021

October 2021	
Strategic Planning Committee	October 13, 2021
Board of Managers	October 27, 2021
Executive Committee	October 27, 2021

November 2021	
Strategic Planning Committee	November 10, 2021
Board of Managers	November 17, 2021
Executive Committee	November 17, 2020

December 2021	
Strategic Planning Committee	December 8, 2021
Board of Managers	December 15, 2021
Executive Committee	December 15, 2021

STRATEGIC OBJECTIVES: FY21 REPORTING SCHEDULE
Eastern Travis County (Etc) - Three Focus Areas
<ul style="list-style-type: none"> • Reporting at Eastern Travis County Subcommittee • Regular Board Meeting: January, April, August
Cultural: Workforce Assessments & Diversity, Recruitment, Retention, Pathways
<ul style="list-style-type: none"> • Regular Board Meeting: October, November, January, April, June, August, November
Cultural: Hub Disparity Study & Work Plan
<ul style="list-style-type: none"> • Regular Board Meeting: October, December, January, February, March, April, June, August, September
COVID Response – Outreach To Communities & Support For Care Partners
<ul style="list-style-type: none"> • Weekly/Bi-weekly written updates • Board Packet: November, December, February, March, June, September
Systems Strategy And Health Equity Development
<ul style="list-style-type: none"> • Reporting at Strategic Planning Committee • Regular Board meeting: March, June
Specialty Care Access
<ul style="list-style-type: none"> • Reporting at Strategic Planning Committee and Dashboards
MAP Call Center
<ul style="list-style-type: none"> • Call Center went online last October (Q1)
Epic & Telemedicine, E-Consults, And Virtual Care
<ul style="list-style-type: none"> • Regular Board Meeting: November, TBD
Case Management And Outreach
<ul style="list-style-type: none"> • Reporting at Strategic Planning Committee
Hospital Payment Model & Downtown Campus
<ul style="list-style-type: none"> • As needed
Maintain Reserves
<ul style="list-style-type: none"> • Regular Board Meeting: October, January, April, June, August, September



CENTRAL HEALTH

Our Vision

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.

Innovation - We create solutions to improve healthcare access.

Respect - We honor our relationship with those we serve and those with whom we work.

Collaboration - We partner with others to improve the health of our community.

BOARD RETREAT

March 23, 2021

REGULAR AGENDA ITEM 5

Discuss the procedures for requesting (i) information from Central Health employees, including those assigned to Enterprise affiliates, and (ii) the addition of items on Board or Committee meeting agendas.



CENTRAL HEALTH

Our Vision

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.

Innovation - We create solutions to improve healthcare access.

Respect - We honor our relationship with those we serve and those with whom we work.

Collaboration - We partner with others to improve the health of our community.

BOARD RETREAT

March 23, 2021

REGULAR AGENDA ITEM 6

Discuss techniques to improve board meeting efficiency and effectiveness and receive training on Robert's Rules of Order and commonly used motions.



CENTRAL HEALTH

CommUnityCare | Sendero

Basics of *Robert's Rules of Order* (RROR)

MAR. 23, 2021

2021 Annual Board Retreat

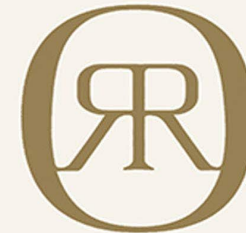
PRESENTERS

David Duncan, Assistant County Attorney and Interim Director of Health Services Division

The ONLY CURRENT AUTHORIZED EDITION of the
CLASSIC WORK on PARLIAMENTARY PROCEDURE

ROBERT'S RULES OF ORDER

NEWLY REVISED



12TH EDITION

Henry M. Robert III,
Daniel H. Honemann, Thomas J. Balch,
Daniel E. Seabold, and Shmuel Gerber

Good News

- You don't have to read ALL of RROR
- This presentation will help you understand the basics and to discourage you from... →



“Just make it up as you go along, like everybody else!”



Motions and Motion Chart

- **A motion is a formal call to action**

- Essentially, you are saying, “I believe we should do _____”

- **The chart provided in the Board packet outlines frequently used motions**

-  Requires $> \frac{1}{2}$ (simple majority) to pass

-  Requires $\frac{2}{3}$ vote to pass

-  Requires a second for consideration

-  Not a debatable item

-  Amendable



The Second

- **The “second” validates that the motion is important enough to discuss**
 - Eliminates unnecessary discussion on a point that only one member believes is worth discussing
 - A second doesn't mean the person seconding agrees with the motion but feels that it should at least be discussed





Discussion Etiquette

- **Any discussion limits should be defined and agreed upon by the group**
 - Best for members to wait to speak a second time until all other interested members speak first
- **Discussion should be directed toward the chairs and not at other members**
 - Reduces assumption of “direct attacks”



Discussion Etiquette cont.



- Chair will ensure discussion is orderly and relevant
 - Individuals must be recognized by the chair before speaking
 - Chair will monitor whether discussion is related to the motion and its merits



Amending and Withdrawing Motions

- Amendments are used to insert, strike out, or both insert and strike out some of the words in a pending motion
 - **An amendment should not be used to replace an entire motion**



- Withdrawing prevents the need for a “substitute motion”
 - Can only be done by the person who made the original motion



Commit or Refer an Issue

Copyright 2006 by Randy Glasbergen.
www.glasbergen.com



**“You have a 30 year mortgage, a 5 year car lease,
and a lifetime gym membership...but you’re
afraid of commitment?”**

- Use the motion to refer when it’s clear more focused discussion is warranted
- Motion must state the committee to which the motion will be referred and the proposed timeline for investigation
 - Can be one that already exists (preferred)
 - Can be to an ad hoc committee



Postpone or Lay on the Table

- Postponement can be used for multiple reasons
 - Most common is that you want to think about the issue more before voting
- Motion to postpone must specify when the item will be discussed again
- The motion to lay on the table allows for an agenda item or motion to be set aside temporarily
- **A motion or item should not be “laid on the table” until the next meeting!**



Motion versus Resolution

- **A resolution is another type of main motion**
- **A resolution is most often used when the action to be taken is of great significance and/or the governing body desires to explain the action**
- **According to RROR, resolutions must be in writing**



Voting

- Once the chair has recognized that there is no further discussion, they can call the vote
- For most motions, **>50% of those voting** must vote in favor of the motions for it to pass



Types of Votes

- **Voice**
 - Utilized for a cast majority of votes to speed along the meeting
- **Hand or standing vote**
 - Typically used for votes requiring 2/3 of those present and voting to vote in favor
- **Roll call**
 - The vote for each voting member must called and recorded individually



Action Following No Objection

- Chair will ask if anyone objects to an action (e.g., the withdrawal of the motion)
 - If there are no objections, the action is taken
 - If there is even a single objection, there must be a vote to take action

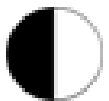


"We'll talk later, Ed, but for now we have a quick and dirty solution to your objections."



Reconsider or rescind

- The motion to reconsider can only be made:
 - At the same meeting at which a vote was taken on the motion
 - By someone on the prevailing side of the original vote on the motion
- Prevents minority from consistently bringing up a dead point
- If a motion to reconsider is approved, the Chapter address the previous question as a main motion
- The motion to lay on the table allows for an agenda item or motion to be set aside temporarily
- **A motion or item should not be “laid on the table” until the next meeting!**



Summary

- **Robert's Rules of Order can be complex, but:**
 - The basics are pretty easy to follow
 - There are tools and resources to help you
 - Motions chart
 - Legal counsel
- **Practice makes perfect!**



How to Make a Motion

Reminder No. 1: Please wait to be recognized by the chair before making a motion.

Reminder No. 2: If you don't know the proper form of a motion, you can raise a parliamentary inquiry.

Reminder No. 3: Wait for the motion to be seconded before discussing the motion.

Reminder No. 4: Don't make a motion, second or vote in a Committee meeting unless you are a member of the Committee.

Desired Outcome	Motion Necessary	Motion Language	Debatable	Amendable	Vote Needed
You want to change some of the wording used in a motion	Amend a Motion	Mr. Chair, I move that the motion be amended by _____.	Yes	Yes	Majority
You want to change all of the wording used in a motion	Substitute	Mr. Chair, I move to substitute the pending motion with the following motion: _____.	Yes	Yes	Majority
You want to take back a motion that you made	Permission to Withdraw a Motion	Mr. Chair, I ask permission to withdraw my motion.	No	No	Majority

Desired Outcome	Motion Necessary	Motion Language	Debatable	Amendable	Vote Needed
You think discussion has gone too long and you want to stop discussion and vote	Previous Question/ Motion “Call for the Question”	Mr. Chair, I move the previous question.	No	No	2/3rds of those present and voting
You think the discussion may go quite long, but you want to give a reasonable length of time for discussion	Limit Debate	Mr. Chair, I move to limit discussion to _____ minutes per speaker. OR Mr. Chair, I move to limit discussion to a maximum of _____ minutes.	No	Yes	2/3rds of those present and voting
You want to study and perform further investigation of a matter	Refer to a Committee	Mr. Chair, I move that the question be referred to the _____ Committee.	Yes	Yes	Majority

Desired Outcome	Motion Necessary	Motion Language	Debatable	Amendable	Vote Needed
You think the Chair or member of the Board is not following the proper rules or would like to draw the Board's attention to a personal affront	Point of Order Note: This motion does not need a second.	Without recognition, "I rise to a point of order" or simply state "point of order."	No	No	N/A: Chair rules
You want clarification on a fact under discussion	Point of Information Note: This motion does not need a second.	Without recognition, "Point of information."	No	No	N/A
You want to understand the proper parliamentary procedure	Point of Parliamentary Inquiry	Without recognition, "Point of parliamentary inquiry."	No	No	N/A: The parliamentary will answer

Desired Outcome	Motion Necessary	Motion Language	Debatable	Amendable	Vote Needed
You want to postpone discussion on an item to another day	Postpone to a certain time	Mr. Chair, I move that the item be postponed until the next regularly scheduled meeting of the _____.	Yes	Yes	2/3rds of those present and voting
You want to reconsider an item that was already voted on	Reconsider Note: This motion must be made by a member who voted with the prevailing side and cannot be made at a subsequent meeting	Mr. Chair, I move to reconsider the vote on the motion related to _____.	Yes	Yes	Majority
You want to repeal or annul an action that was previously taken by the Board or a Committee	Rescind or Amend Something Previously Adopted	Mr. Chair, I move that the resolution relating to _____ and adopted on _____ be [rescinded or amended by] _____.	Yes	Yes	2/3rds of those present and voting or majority of the entire body