



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.

Right by All - By being open, anti-racist, equity-minded, and respectful in discourse, we honor those around us and do right by all people.

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

AD HOC POLICY & BYLAWS COMMITTEE MEETING

Wednesday, October 25, 2023, 3:00 p.m.

Videoconference meeting¹

A quorum of the Committee and the presiding officer will be present at:

Central Health Administrative Offices
1111 E. Cesar Chavez St.
Austin, Texas 78702
Board Room

Members of the public may attend the meeting at the address above, or observe and participate in the meeting by connecting to the Zoom meeting link listed below (copy and paste into your web browser):

<https://us06web.zoom.us/j/82564473245?pwd=mcbgHDHYDc55osYLL7BZWnKj04oHhR.1>

Meeting ID: 825 6447 3245

Passcode: 867861

Links to livestream video are available at the URL below (copy and paste into your web browser):

<https://www.youtube.com/watch?v=K6GRRre1EA7k>

Or to participate by telephone only:

Dial: (346) 248 7799

Meeting ID: 825 6447 3245

Passcode: 867861

The Committee may meet via videoconference with a quorum present in person and will allow public participation via videoconference and telephone as allowed under the Open Meetings Act. Although a quorum of the Committee will be physically present at the location posted in the meeting notice, we strongly encourage all members of the public to observe the meeting virtually and participate in public comment, if desired, through the virtual meeting link or telephone number listed on each meeting notice.

Members of the public who attend in person should conduct a self-assessment before coming to the building to ensure they do not have a high temperature or any symptoms of COVID-19.

Anyone who is symptomatic and/or has a fever should contact their healthcare provider for further instructions. Symptomatic members of the public can still participate, if desired, through the virtual meeting link or telephone number listed on each meeting notice. Resources related to COVID-19 can be found at the following link <https://www.austintexas.gov/covid19>.

A member of the public who wishes to make comments virtually during Public Communication for the Committee meeting must properly register with Central Health **no later than 1:30 p.m. on October 25, 2023** Registration can be completed in one of three ways:

- Complete the virtual sign-in form at <https://www.centralhealth.net/meeting-sign-up/>;
- Call 512-978-9190. Please leave a voice message with your full name and your request to comment via telephone at the meeting; with the name of the meeting at which you wish to speak; or
- Sign-in at the front desk on the day of the meeting, prior to the start of the meeting.

Individuals who register to speak on the website or by telephone will receive a confirmation email and/or phone call by staff with instructions on how to join the meeting and participate in public communication.

PUBLIC COMMUNICATION

Public Communication rules for Central Health Board and Committee meetings include setting a fixed amount of time per person to speak and limiting Committee responses to public inquiries, if any, to statements of specific factual information or existing policy.

REGULAR AGENDA²

1. Approve the minutes of the Central Health Board of Managers ad Hoc Policy and Bylaws Committee August 19, 2020 meeting. (*Action Item*)
2. Discuss and take appropriate action on potential revisions to the Central Health Amended and Restated Bylaws. (*Action Item*)
3. Confirm the next regular ad hoc Policy and Bylaws Committee meeting date, time, and location. (*Informational Item*)

Notes:

- ¹ This meeting may include one member of the Ad Hoc Bylaws Committee participating by videoconference. It is the intent of the presiding officer to be physically present and preside over the meeting at Central Health Administrative Offices, 1111 E. Cesar Chavez St., Austin, TX 78702, Board Room. This meeting location will be open to the public during the open portions of the meeting, and any member participating by videoconference shall be both visible and audible to the public whenever the member is speaking. **Members of the public are strongly encouraged to participate remotely through the toll-free videoconference link or telephone number provided.**
- ² The Ad Hoc Bylaws Committee may take items in an order that differs from the posted order and may consider any item posted on the agenda in a closed session if the item involves issues that require consideration in a closed session and the Committee announces that the item will be considered during

a closed session. A quorum of Central Health's Board of Managers may convene or participate via videoconference to discuss matters on the Committee agenda. However, Board members who are not Committee members will not vote on any Committee agenda items, nor will any full Board action be taken.

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.

Cualquier persona con una discapacidad que planee asistir o ver esta reunión y requiera ayudas o servicios auxiliares debe notificar a Central Health con la mayor anticipación posible de la reunión, pero no menos de dos días de anticipación, para que se puedan hacer los arreglos apropiados. Se debe notificar al Gerente de Gobierno de la Junta por teléfono al (512) 978-8049.

Consecutive interpretation services from Spanish to English are available during Public Communication or when public comment is invited. Please notify the Board Governance Manager by telephone at (512) 978-8049 if services are needed.

Servicios de interpretación consecutiva del español al inglés están disponibles durante la Comunicación Pública o cuando se le invita al público a comentar. Notifique al Gerente de Gobierno de la Junta por teléfono al (512) 978-8049 si necesita servicios.

Central Health Board of Managers Shared Commitments Agreed adopted on June 30, 2021

Whereas, the Board of Managers of Central Health has come together as a governing body to ensure the Vision of Central Health: Central Texas is a model health Community;

Whereas, the Board of Managers of Central Health bring this vision into reality by enacting the mission of caring for those who need it most and thereby improving the health of our community;

Whereas, the Board of Managers of Central Health achieves excellence toward this vision and mission through the stated values of Stewardship, Innovation, Respect, and Collaboration;

Whereas, the Board of Managers of Central Health further known as we in this document understand that systemic racism is the root of health inequities that emerge from a history of racism in Texas including Travis County that contributes to the social determinants of health that play a primary role in producing inequitable health outcomes;

Whereas, as an organization, Central Health is anti-racist and committed to a diverse and inclusive culture that seeks equity and social justice in the pursuit of its mission:

1. We Commit to informing all of our actions as Board Managers with the understanding that we are accountable to recognizing and to interrupting systems of oppression. This includes understanding the power structure in the United States, and Texas, and Travis County, that advantages certain community members and has historically disadvantaged other community members based on the color of their skin, race, ethnicity, language, and/or other characteristics. We further understand that to disrupt this power structure and the health inequities it produces, we must collaborate to collectively respond to the lived realities of all ethnicities, races, and identities disadvantaged within this system and all historically oppressed identities and communities disadvantaged within this system. We Commit to understanding that when disadvantaged communities compete against each other, we all lose in this system, and the only way forward is to work together for the benefit of all oppressed communities collectively.
2. We Commit to a model of Generative Leadership which requires us to understand and practice collaboration and accountability demonstrated by following our agreed upon meeting procedures and ensuring all members have the opportunity for comparable speaking time. We further Commit to intentionality prior to speaking including: considering: what is the goal of what I

- want to share; is this the right time to share it; and is this in keeping with our collective goal for this particular moment within this particular meeting?
3. We Commit to Generative Conflict which includes engaging in disagreements and differences in perspective in a way that deepens relationships and trust by expanding knowledge and understanding of each other, including expecting our ideas to be expanded and enriched by learning and engaging with other Board Manager ideas, choosing curiosity over competition of ideas, and anchoring our conversations in our common purpose.
 4. We Commit to practicing emotional intelligence as leaders which includes being aware of our own emotions and reactions and managing them, as well as being aware of our impact on others and managing this impact for the collective good when we are in our role as Board Managers.
 5. We Commit to being aware of our own privileges and advantages in the sociopolitical and economic structure of the United States, Texas, and Travis County to use these for the benefit of interrupting inequities across historically disadvantaged identities.
 6. We Commit to preventing the commission of microaggressions through the awareness of the history and oppression of diverse identities and communities. To this end, we Commit to strive to learn the historical context informing the lived realities of all historically oppressed identities and communities, and to use this to prevent use of language and commission of actions that can be harmful given these histories.
 7. If we inadvertently commit a microaggression, we strive to immediately become aware on our own of the harm we have caused. If another Board Manager generously helps us become aware of a microaggression we have committed we welcome the support in our learning and growing process as a leader and immediately express appreciation for having made us aware, own the mistake we have made, acknowledge the impact of the harm we have caused, and engage repair through apology and the articulation of what we will do to avoid the repetition of such harm in the future.
 8. If we observe one of our fellow Board Managers commit a microaggression, we Commit to calling them in by letting them know in a respectful and kind manner of the mistake that has been made.
 9. We understand that many of us, as survivors of historically oppressed identities and communities, carry internalized narratives of oppression, and we can inadvertently express these oppressions against others in ways that cause harm and we Commit to the same process identified in 7 and 8 to engage repair and return to generative collaborative processes.
 10. We understand that even without the history of oppression potentiating the weight of harm, expressions of prejudice and rudeness can also cause harm to our shared aims, and we Commit to the same process identified in 7 and 8 to engage repair and return to generative collaborative processes.

11. We Commit to using our Racial and Social Justice Framework (next page) for decision-making as we work together for the collective good of our communities as we eradicate health inequities and create a model healthy community.
12. We understand that we are entrusted with a vital responsibility for our communities and are accountable stewards for the time and resources available to our Board of Managers. We understand that these commitments are entered into to ensure responsible stewardship of this time and resources through generative collaborative processes to reach our vision and mission and we agree that if we do not follow any one of these commitments we welcome our Board Manager colleagues to bring this to our attention through the agreed upon process reflected here and when this occurs, we commit to immediately acknowledging the mistake and engaging in a repair and correction process as indicated in these commitments so that our work to dismantle systemic racism and resulting barriers and achieve health equity can move forward.

Be it adopted that the above agreements will be honored and acted upon by each Board Manager as of 6/30/2021 and henceforth forward as indicated by signature below.

Board Manager Signature

Date

Board Manager Printed Name

Calling In and Repairing Harm

Calling In after Harm in Groups with Shared Values and Aims Stance

Hey, this thing you said/did hurt some folks or could hurt some folks.

A) Here's why that can be hurtful or,

B) Please do some research to learn the history of why that's hurtful.

Implied message: I know you are good and are on this journey with us and we are all going to make mistakes as we unlearn things.

Calling In after Harm in Groups with Shared Values and Aims Sample Language

- I know it wasn't your intention, but what you just said minimizes the horror of _____ e.g. the history of racism, enslavement, the holocaust, etc.
- I know it wasn't your intention but what you just said has the impact of implying that _____ are not competent or as intelligent as others.
- What you just said suggests that _____ people don't belong.
- That phrase has been identified as being disrespectful and painful to _____ people and it's important that we not use it.
- Oh, I have also used that term, but I have now learned that when we use it we are leaving out people who _____ or we are implying that _____ and the word people are learning to use now is _____.
- The term used now by people living with that identity is _____.

Repairing Harm after Microaggressions, Mistakes, and expressions of Prejudice

- Own / Name it
- Recognize the Impact
- Apologize (Do not share context or explanations)
- Make any amends that are possible
- State what you are going to do to learn and do better in the future.

Sample Language: Thank you so much for letting me know. You are right, I used this term or said that phrase and realize that it has the impact of minimizing the experience of _____ or implying that _____. I am deeply sorry and will practice learning the correct language and will research and learn more about this to ensure that I do not make this mistake and cause this harm in the future.

RACIAL and SOCIAL JUSTICE FRAMEWORK

Values and Anti-Racism/Anti-Oppression

- Is this consistent with our values?
- Are we taking steps so we cannot predict outcomes by race and other systemically disadvantaged characteristics?

Intentional and Accountable Storytelling

- What data are we using and has it been disaggregated by race? What is the source of the data? Who is it making visible and invisible? Whose experience is being centralized and whose is being marginalized in the data? Does the way we are using the data reflect the complexity of the issues and reflect the issues accurately?
- What are the stories and narratives we are telling? What is the purpose? Who is interpreting the meaning? Who's it meant for? Who's impacted and how?
- Are we refusing to be ahistorical? Are we fully considering history and the impacts of the historical context?

Power Analysis

- What are the power dynamics in this situation? What are the intersecting spheres of oppression at work in this situation?
- What are the cultural norms of white supremacy at work in this situation?
- Who would benefit and who would be harmed by this action/decision?
- Does this interrupt/disrupt or collude with/reinforce oppressive systems/power structures?
- If this is attempting a solution, where are we locating the problem?
- Does the solution/strategy we are proposing change the system or the individual?
- Who are we asking to change and why?

Relationships

- Who is in the room and who isn't and why? Who is sharing and who is not and why?
- Whose perspective is represented/who is left out? And who is doing the representing? Who do we believe, who do we find credible? Why? Why not?
- Whose experience is being centralized and whose experience is being marginalized? Who is gazing and who is being gazed upon?
- Are we boldly leading toward our racial justice aim by building a broad coalition of support?
- Are we operating from a similar/shared understanding of anti-racism work? Do we have a shared anti-racist understanding of where the problem is located and a shared anti-racist theory of change to generate a solution? Have we agreed upon a shared goal?



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CENTRAL HEALTH BOARD OF MANAGERS AD HOC POLICY AND BYLAWS COMMITTEE

October 25, 2023

AGENDA ITEM 1

Approve the minutes of the Central Health Board of Managers ad Hoc Policy and Bylaws Committee August 19, 2020 meeting. (*Action Item*)

MINUTES OF MEETING – AUGUST 19, 2020
CENTRAL HEALTH
AD HOC POLICY AND BYLAWS COMMITTEE

On Wednesday, August 19, 2020, a meeting of the Central Health Policy and Bylaws Committee convened in open session at 3:31 p.m. remotely by toll-free videoconference. Clerk for the meeting was Briana Yanes.

Committee members present via video and audio: Chairperson Valadez, Manager Greenberg, and Manager Jones

Board members present via audio and/or video: Manager Bell

PUBLIC COMMUNICATION

Clerk’s Notes: Public Communication began at 3:35 p.m. Ivan Davila announced there were no speakers for Public Communication.

AGENDA

- 1. Approve the minutes of the Central Health Board of Managers ad Hoc Policy and Bylaws Committee June 17, 2020 meeting.**

Clerk’s Notes: Discussion on this item began at 3:32 p.m.

Manager Jones moved that the Committee approve the minutes of the June 17 meeting of the ad hoc Policy and Bylaws Committee.

Manager Valadez seconded the motion.

Chairperson Valadez	For
Manager Greenberg	For
Manager Jones	For

- 2. Discuss and take appropriate action on revisions to the Central Health Amended and Restated Bylaws.**

Clerk’s Notes: Discussion on this item began at 3:36 p.m. Mr. David Duncan, Travis County Attorney’s Office, presented the revisions to the Central Health Amended and Restated Bylaws.

Manager Greenberg moved that the Committee recommend that the full Board adopt the revisions to the Central Health Amended and Restated Bylaws as presented with the modifications suggested by the Committee in the meeting today.

Manager Jones seconded the motion.

Chairperson Valadez	For
Manager Greenberg	For
Manager Jones	For

- 3. Discuss and provide feedback on revisions to Central Health Human Resources Policy 1-005, Anti-Harassment, Discrimination, and Retaliation.**

Clerk's Notes: Discussion on this item began at 4:04 p.m. Ms. Susan Willars, Enterprise VP of Human Resources; Ms. Sharelle Freeman, Senior HR Business Partner; and Ms. Jeannie Virden, CommUnityCare, presented the Anti-Harassment and Retaliation Policy revision recommendations. The presentation included policy history, policy revision considerations, and details about the committees that were created to review the policy.

No motion necessary.

Manager Greenberg moved that the Committee meeting adjourn.

Manager Jones seconded the motion.

Chairperson Valadez	For
Manager Greenberg	For
Manager Jones	For

The meeting was adjourned at 4:30 p.m.

Cynthia Valadez, Chairperson
Central Health ad hoc Policy and Bylaws
Committee

ATTESTED TO BY:

Sherri Greenberg, Chair
Central Health Board of Managers



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CENTRAL HEALTH BOARD OF MANAGERS AD HOC POLICY AND BYLAWS COMMITTEE

October 25, 2023

AGENDA ITEM 2

Discuss and take appropriate action on potential revisions to the Central Health Amended and Restated Bylaws. (*Action Item*)



AGENDA ITEM SUBMISSION FORM

This form is to provide a general overview of the agenda item in advance of posting for the Board meeting. Proposed motion language is a recommendation only and not final until the meeting and may be changed by the Board Manager making the motion. All information in this form is subject to the Public Information Act.

Agenda Item Meeting Date October 25, 2023

Who will present the agenda item? (Name, Title) TCAO

General Item Description Discuss and take appropriate action on potential revisions to the Central Health Amended and Restated Bylaws.

Is this an informational or action item? Action

Fiscal Impact N/A

Recommended Motion (if needed – action item) Approve revisions to the Central Health Amended and Restated Bylaws.

Key takeaways about agenda item, and/or feedback sought from the Board of Managers:

Some of the potential revisions are listed below:

Add a definition of “Immediate Past Chair” to Article VI (Officers of the Board) and add that person to the roster of the Executive Committee (per suggestion by Dr. Bell). Also, whether and how the Past Chair might act as Chair – only in the event of all other officers’

- 1) absence/unavailability?
- 2) Add definition of Assistant Administrator to mean Deputy Administrator of CH.
- 3) 7.0 – modify requirement that Budget and Finance must meet monthly?
Put the Medical Committee back in Article 7 of the Bylaws per action by the Board in the June
- 4) 28, 2023 Board of Managers meeting.
- 5) Various cleanup revisions.

What backup will be provided, or will this be a verbal update? (Backup is due one week before the meeting.) Documents will be provided next week.

Estimated time needed for presentation & questions? 30 minutes



CENTRAL HEALTH

Is closed session
recommended? (Consult
with attorneys.)

No

Form Prepared By/Date
Submitted:

Briana Yanes/ October 20, 2023

**\AMENDED AND RESTATED BYLAWS OF THE
TRAVIS COUNTY HEALTHCARE DISTRICT**

**EFFECTIVE OCTOBER 28, 2020
BOARD OF MANAGERS**

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**AMENDED AND RESTATED BYLAWS
OF THE
BOARD OF MANAGERS**

**TRAVIS COUNTY HEALTHCARE DISTRICT
D/B/A CENTRAL HEALTH**

PREAMBLE

The Travis County Healthcare District d/b/a Central Health (“District”) Board of Managers hereby adopts these Amended and Restated Bylaws to provide a framework for self-government of the District. This framework permits the District to operate pursuant to the Constitution and governing statutes of the State of Texas, including Chapter 281 of the Texas Health and Safety Code. Portions of these governing laws are included in these Bylaws for the purpose of clarification.

DEFINITIONS

“Board” means the Board of Managers of the District. The term “Board” shall have the same meaning as the term “board” under Chapter 281 of the Texas Health and Safety Code.

“Board Member” means a person appointed to serve on the Board and duly qualified. Board Members are Public Officers. Members may also be referred to as Managers.

“Commissioners Court” means the members of the Commissioners Court of Travis County, Texas, being the elected officials of Travis County who are responsible for appointing certain Board members.

“District” means the Travis County Healthcare District d/b/a Central Health.

“Duly Qualified” means that a Public Officer has satisfied all legal prerequisites to serve in the appointed office including completing and filing all legally required papers or bonds and swearing and recordation of all necessary oaths.

“Medical Executive Board” means a board created by Texas Health and Safety Code §281.02815 which is independent of the Board and is charged with adopting, maintaining, and enforcing policies to ensure that a physician employed by the District exercises the physician’s independent medical judgment in providing care to patients.

“Municipality” means the municipality with the largest population in Travis County.

“President and Chief Executive Officer (CEO)” means the individual appointed by the Board to perform the duties described in Article IX. The term “President and CEO” shall have the same meaning as the term “administrator” under Chapter 281 of the Texas Health and Safety Code.

“Program Budget” means a budget designed to reflect the costs of activities (programs) that are undertaken to achieve specific goals and objectives.

“Public Officer” means a person who is appointed or elected to a public office created by law, where the office has duties which involve the person exercising discretion over some sovereign function of government for the public.

“Travis County” means the Texas political subdivision that is surrounded by Williamson, Bastrop, Caldwell, Hays, Blanco, and Burnet Counties. Travis County is comprised of 1,023 square miles and its territory fully encompasses nine municipalities: Bee Cave, Creedmoor, Jonestown, Lago Vista, Lakeway, Manor, Rollingwood, Sunset Valley, and Westlake Hills. Portions of seven municipalities, most notably Pflugerville and Austin, extend outside of Travis County’s boundaries.

ARTICLE I

VISION

1.0 Central Texas is a model healthy community.

MISSION

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

PURPOSE

1.2 The purpose of the District is to provide hospital and medical care to the extent required by law and to fulfill any other lawful purpose.

ARTICLE II

RESPONSIBILITIES AND POWERS OF THE DISTRICT

2.0 It is the responsibility of the District to seek to meet the requirements imposed upon it by Texas law.

2.1 Notwithstanding anything herein to the contrary, the District shall have all powers and rights that have been granted under Article IX, Section 9 of the Texas Constitution, Chapter 281 of the Texas Health and Safety Code, and all other applicable laws.

ARTICLE III

DUTIES AND AUTHORITIES OF THE BOARD

3.0 To the extent not prohibited or limited by law, the Board shall,:

- (A) be the governing body of the District;
- (B) approve the annual budget for the District;
- (C) retain independent auditors to make an annual audit of the fiscal records of the District;
- (D) accept the annual audit at an open meeting and make the annual audit publicly available;
- (E) select the depository for the funds of the District;
- (F) appoint the President and CEO of the District and a Compliance Officer for the District, and may appoint an Assistant Administrator;
- (G) approve, adhere to, and enforce the policies developed for the operation of the District, unless otherwise delegated to the President and CEO;
- (H) seek approval from the Commissioners Court on matters as required by law;
- (J) approve, modify, or deny contracts, unless otherwise delegated to a committee or the President and CEO;
- (K) develop a philosophy and strategic goals for the District to be reflected in a comprehensive, coordinated strategic plan (“Strategic Plan”);
- (L) serve as an advocate for the District;
- (M) appoint members to the governing boards of affiliated entities or other entities as provided by law, agreement, or other mechanism; and
- (N) meet other requirements imposed by law upon the Board.

ARTICLE IV

APPOINTMENT OF THE BOARD

- 4.0 The Commissioners Court shall appoint four (4) members to the Board. The governing body of the Municipality shall appoint four (4) members to the Board, and the Commissioners Court and the Municipality shall jointly appoint one member to the Board. In selecting the members of the Board, the Board shall encourage the Commissioners Court and the Municipality to consider the duties of the Board, the candidates’ interests, availability, skills, and reputation for objectivity and fairness, as well as any legal conflicts that may impact the candidate’s ability to effectively engage as a Board member.
- 4.1 The members of the Board serve staggered four-year terms, with as near as possible to one-fourth of the members’ terms expiring each year.

- 4.2 Subject to agreement by the Commissioners Court and the governing body of the Municipality, appointments shall take place each December, with terms beginning on January 1.
- 4.3 Members of the Board shall serve the length of their term and are eligible for re-appointment.
- 4.4 If a member resigns or is otherwise incapable of fulfilling his or her term, the Commissioners Court and/or the Municipality, as applicable, shall appoint an interim member to the Board to serve until the permanent member's term expires.
- 4.5 In accordance with Article XVI, Section 17 of the Texas Constitution, members of the Board shall continue to perform the duties of their offices until their successors are duly qualified for the office.

ARTICLE V

CONFLICT OF INTEREST

- 5.0 The requirements in this Article V are in addition to all requirements the Board members may be subject to under any policies adopted by the Board.
- 5.1 Members of the Board shall comply with Chapter 171 of the Texas Local Government Code by recusing themselves from any vote or decision and abstaining from participation in discussions on matters in which they have a substantial interest.

ARTICLE VI

OFFICERS OF THE BOARD

CHAIRPERSON

- 6.0 The Chairperson of the Board serves as the chief officer of the Board and shall have responsibility and authority for:
- (A) enforcing compliance with standards of ethical conduct and professional demeanor by the Board in their relations with each other, District staff, and the community that the District serves;
 - (B) appointing Board members to serve on Board committees and the chair of ad hoc committees;
 - (C) presiding over Board and Executive Committee meetings and, in the absence of another committee's chair, either presiding over the committee meeting or appointing another member of the committee to do so; and

- (D) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

VICE-CHAIRPERSON

6.1 The Vice-Chairperson of the Board shall have responsibility and authority for:

- (A) serving as chair of the Strategic Planning Committee unless the Board votes otherwise;
- (B) assisting the Chairperson as requested;
- (C) in the case of absence, death, resignation, disability, refusal to serve, removal, or disqualification of the Chairperson, perform the duties of the Chairperson until the Chairperson shall resume his or her office or until the expiration of the Chairperson's term as Chairperson; and
- (D) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

SECRETARY

6.2 The Secretary shall have responsibility and authority for:

- (A) ensuring the adequacy and accuracy of minutes taken or recordings of the Board meetings;
- (B) keeping a suitable record of each Board meeting and the Official Seal of the District, or delegating the keeping of such record and/or the Seal of the District to the President and CEO;
- (C) in the case of the absence, death, resignation, disability, refusal to serve, removal, or disqualification of the Chairperson and Vice-Chairperson, perform the duties of the Chairperson until the Chairperson and/or Vice-Chairperson shall resume his or her office or until the terms of the elected Chairperson and Vice-Chairperson have expired; and
- (D) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

TREASURER

6.3 The Treasurer shall have responsibility and authority for:

- (A) serving as chair of the Budget and Finance Committee unless the Board votes otherwise;

- (B) in the case of the absence, death, resignation, disability, refusal to serve, removal, or disqualification of the Chairperson, Vice-Chairperson, and Secretary, exercising the duties of the Chairperson, as Acting Chairperson, until the Chairperson, Vice-Chairperson, or Secretary shall resume his or her office or the terms of the Chairperson, Vice-Chairperson, and Secretary have expired; and
- (C) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

ELECTIONS AND APPOINTMENTS

- 6.4 Every two (2) years, unless two-thirds of the Board vote to accept nominations for Board officers prior to the second year of the current Board officer's term, the members shall elect from among themselves a Chairperson, Vice-Chairperson, and Treasurer, and shall appoint a Secretary.
- 6.5 Nominations for the position of Chairperson, Vice-Chairperson, Treasurer, and any other position that requires election or appointment may be made by a Board member at a Board meeting or by a special ad hoc committee established pursuant to Section 7.1.1(A). Board members may nominate themselves for any Board officer position.
- 6.6 Elections or appointments conducted at Board meetings shall be conducted in an open meeting. Unless a different number is required by law, a majority vote of a quorum is required to elect a nominee for each position set forth in this Article VI.
- 6.7 When a Board officer position other than Chairperson becomes vacant, an election or appointment for the position shall take place at the next meeting of the Board, or as soon thereafter as practicable.
- 6.8 No Board member may hold the same office for more than one (1) term, unless two-thirds of the Board vote to suspend the term limits imposed by these Bylaws.
- 6.9 Board Officer elections shall be held at the annual meeting as described in Section 8.3(A). Officers shall take office as of the first day of the next year, unless the annual meeting and elections are delayed, in which case the newly elected officers shall take office the first day of the month following the annual meeting.

REMOVAL AND RESIGNATIONS

- 6.10 A Board member may be removed from office pursuant to Chapter 87 of the Texas Local Government Code or other Texas law. Additionally, a Board member may resign at any time by giving written notice to the Board Chairperson or Secretary and to the governmental entity that appointed the member (i.e., the Travis County Commissioners Court and/or the governing body of the Municipality). Any such resignation shall take effect as soon as a replacement is appointed and qualified to serve in the office.

ARTICLE VII

COMMITTEES

7.0 ***BUDGET AND FINANCE COMMITTEE***

The Budget and Finance Committee shall be responsible for assisting the President and CEO in preparing the District's annual budget, reviewing and monitoring financial statements, advising on audit matters, and making recommendations regarding financial transactions. The Budget and Finance Committee shall meet at least monthly.

7.0.1. **The Budget and Finance Committee shall also:**

- (A) advise on financial policies of the District, as necessary;
- (B) assist in the selection of an external independent auditor; and
- (C) review the annual audit report prepared by the independent auditor.

7.0.2 **The Budget and Finance Committee shall have standing authority to act on behalf of the Board with respect to the following:**

- (A) approve the expenditure of funds for goods and services at any meeting of the committee at which at least seven (7) members of the committee (including, without limitation, any Board members who are not regular appointed members of the committee but who are appointed automatically to be members of the committee for such meeting in accordance with Section 7.7.3 of these Bylaws) are present, and with respect to such expenditure, at least five (5) of the committee members vote for approval at such meeting in a session that is open to the public;
- (B) approve the appointment of depositories;
- (C) ratify investments and take appropriate action on cash management, borrowings, and other District financial transactions; and
- (D) receive financial information from affiliated organizations.

7.1 ***EXECUTIVE COMMITTEE***

The Executive Committee shall be comprised of Board officers and shall be responsible for making recommendations concerning the types of appointments described in Article III, candidates for Board officers, the President and CEO's employment, items for future Board discussions, and compliance activities.

7.1.1 **The Executive Committee shall:**

- (A) ensure the formation of a special ad hoc committee comprised of two (2) Executive Committee members, one of whom must be the outgoing Board Chairperson, and two members of the Board who are not members of the Executive Committee for the purpose of (i) accepting nominations for Board officers; (ii) discussing the merits that a particular Board member may bring to the position that he or she has expressed interest in assuming; and (iii) making recommendations on candidates for Board officers. As outlined in Section 7.5, the outgoing Chairperson shall appoint the members of such special ad hoc committee, and he or she shall do so at least one (1) month prior to the date on which Board officers are set to be elected or appointed;
- (B) present the Board with nominations for candidates to the governing boards of affiliated entities or other entities who have contracts with or are under the oversight of the District. Appointed candidates shall receive no compensation for their services and shall represent the District in their service on the entity board;
- (C) conduct and make recommendations to the Board concerning the President and CEO's evaluation process and compensation;
- (D) review policies and other documentation related to the District's compliance program;
- (E) monitor and advise on compliance investigations and corrective action plans; and
- (F) seek input from District staff and Board members on governance processes, including the development of Board agendas under Section 8.18.

7.2 STRATEGIC PLANNING COMMITTEE

The Strategic Planning Committee shall be responsible for developing the Strategic Plan and performance metrics and dashboards related to the business of the District.

7.2.1 The Strategic Planning Committee shall:

- (A) develop and present the Strategic Plan to the Board;
- (B) monitor the implementation of the Strategic Plan;
- (C) recommend interim updates to the Strategic Plan whenever such updates are, in the opinion of the committee, necessary to reflect the District's current operating environment or shifting priorities, such as new strategic initiatives;

- (D) assist in evaluating service delivery methods in relation to the implementation of the Strategic Plan;
- (E) develop and recommend communication strategies that align with the Strategic Plan and promote District initiatives;
- (F) develop and recommend community engagement strategies that align with the Strategic Plan and promote District initiatives; and
- (G) receive reports from District staff on the progress and results of communications and community engagement initiatives.

SPECIAL COMMITTEES AND SUBCOMMITTEES

- 7.3 Special ad hoc committees may be created by the Chairperson of the Board to perform specific tasks or to address specific issues. The formation of a special ad hoc committee must be approved by the Board, unless another section of these Bylaws gives a different person or body the ability to approve of the committee’s creation. All special ad hoc committees are accountable to the Board.
- 7.4 Any committee may elect to perform any of its designated advisory functions by constituting any two of its members as a subcommittee for that purpose and reporting such action to the Board. Any such subcommittee may include non-board members in addition to members of the committee.

COMPOSITION AND TERM

- 7.5 Except as otherwise specified herein, committees shall be composed of no more than four Board members, each of whom shall be appointed by, and may be removed by, the Chairperson of the Board. The Chairperson of the Board shall be an ex-officio member, without vote, of all committees; provided, however, that the Chairperson shall be automatically appointed as a temporary committee member, with the right to vote, whenever such appointment is necessary to achieve a quorum of a committee.
- 7.6 Committee members are appointed for a term of one (1) year and shall serve until the end of this period or until the member’s successor is appointed, unless the member shall resign or be removed from the committee. The Chairperson may appoint an interim successor to the committee for a member whose Board term has expired and who is holding over as a Board member but who has resigned his or her committee position. Any such interim successor may serve until the meeting of the Board at which the Board votes to consent to the appointment of a new committee member.

QUORUM AND VOTING

- 7.7 Committees are advisory in nature and, unless they have been given authority to act on behalf of the Board under these Bylaws or through Board action, may not take action on their own other than to make recommendations to the Board. To the extent that committees are

authorized to develop strategies and make recommendations, committee members have voting privileges.

- 7.7.1 Quorum Generally. A majority of the voting members of a committee shall constitute a quorum.
- 7.7.2 Quorum of the Budget and Finance Committee. A quorum of the Budget and Finance Committee shall consist of either: (A) a majority of the voting members of the committee or (b) a majority of the Board.
- 7.7.3 Special Voting Rights Related to the Budget and Finance Committee. All non-committee Board members in attendance at a Budget and Finance Committee meeting are automatically appointed as members of such committee and shall have the same voting rights, without limitations, as regularly-appointed members of the Budget and Finance Committee.

AGENDAS

- 7.8 The committee Chair shall have final approval of items to be placed on a committee agenda.

ADVISORY AND AUXILIARY COMMITTEES

- 7.9 If authorized or required by state law or Board policy, the Board shall appoint advisory or auxiliary committees of non-Board members to assist the District. These committees may be composed of volunteers, independent contractors, or employees. The terms, qualifications, and methods of appointment of these committees shall be governed by relevant state law, Board policy, and the Bylaws. The Board shall designate the chair and vice-chair, if any, of each such committee.

MEDICAL EXECUTIVE BOARD INTERACTION AND AUTHORITY

- 7.10 The Medical Executive Board (“MEB”) shall oversee, on behalf of the District, all aspects of the practice of medicine as defined by state law, including peer review, credentialing, and the oversight of the safety, quality, and appropriateness of the care, treatment, and services provided to patients (“Practice of Medicine”). The Board shall not supervise or control the Practice of Medicine, as prohibited by Texas Occupations Code Title 3, Subtitle B.
- 7.11 In cooperation with the District’s Medical Executive Board, the Board shall develop and implement a conflict management process to resolve any conflict between a policy adopted by the Medical Executive Board and a policy of the District.
- 7.12 For all matters relating to the Practice of Medicine, each physician employed by the District shall ultimately report to the chair of the Medical Executive Board. For all standards of conduct or employee policies not involving the Practice of Medicine that apply to all employees of the District, each physician employed by the District shall ultimately report to the President and CEO.

- 7.13 In matters that may raise mixed issues involving the Practice of Medicine and standards of conduct applicable to all District employees, the District's President and CEO and the Chair of the MEB shall resolve such issues through the District's conflict management process.

ARTICLE VIII

MEETINGS OF THE BOARD

GENERAL PROVISION

- 8.0 All regular, annual, special, and emergency meetings of the Board shall be held in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Government Code, and District policy.

REGULAR MEETINGS

- 8.1 Regular meetings of the Board shall be held at least once a month at the District headquarters, 1111 E. Cesar Chavez, Austin, Texas, unless another location is specified. The date and time of all regular meetings to occur during a calendar year will be established by the Chairperson and adopted at the annual Board meeting. When necessary, the Board may add or cancel a regular meeting or change the date of a regular meeting by motion adopted at a meeting of the Board. Regular meetings shall begin at a time designated by the Chairperson.

ANNUAL MEETINGS

- 8.2 The Board will conduct an annual meeting in December of each year or at another regular meeting designated by the Chair.
- 8.3 The following activities should occur at the annual meeting:
- (A) election and appointment of officers of the Board, if appropriate that year;
 - (B) review of the Bylaws, if appropriate that year;
 - (C) disclosure of conflict-of-interest statements by Board members; and
 - (D) address such other matters as may come to the attention of the Board.

SPECIAL MEETINGS

- 8.4 Special meetings of the Board may be held on any date that permits the President and CEO to provide notice of the meeting in compliance with Chapter 551 of the Texas Government Code, and may be called by: (A) the Chairperson; (B) the written request of at least four (4) Board members to the President and CEO; or (C) a motion adopted at a meeting of the Board. Special meetings shall begin at a time designated by the Chairperson or a time specified by

motion of the Board. The business to be discussed and acted upon at the special meeting shall be confined to the purpose or purposes for which the meeting was called.

EMERGENCY MEETINGS

- 8.5 Emergency meetings of the Board may be called by the Chairperson or the Vice-Chairperson after receiving confirmation from legal counsel that an emergency or urgent public necessity exists and if there are issue(s) whose consideration cannot be postponed until a special or regular meeting. Posting of notice for emergency meetings shall be done in accordance with the requirements set forth in the Open Meetings Act, Chapter 551 of the Texas Government Code. An emergency or urgent public necessity exists only if immediate action is required by the Board because of (A) an imminent threat to public health and safety; or (B) a reasonably unforeseeable situation. At an emergency meeting, the Board may only deliberate and take action on matters directly related to responding to the emergency or urgent public necessity identified in the notice of the meeting, or other matters for which normal notice has been given under the Open Meetings Act.

ORDER OF BUSINESS

- 8.6 The order of business at Board meetings shall be determined by the Chairperson. The agenda may include reports from Board committees.

CLOSED SESSION

- 8.7 The Board may enter a closed session after establishing a quorum, calling the meeting to order, and announcing, in open session, that a closed session will be held in accordance with the policies and procedures of the Board and in compliance with the requirements set forth in the Open Meetings Act, Chapter 551 of the Texas Government Code.

QUORUM

- 8.8 The presence of the majority of the Board shall constitute a quorum for the transaction of business, but if a meeting must cease due to the lack of a quorum, the meeting chair may announce a later specified date when the meeting will be rescheduled with a quorum present. A quorum of the Board must be physically present at the main meeting location.

MANNER OF ACTION

- 8.9 Except as otherwise specified, the action of a majority of the members present and voting at a meeting at which a quorum is physically present shall be the action of the group. Board members participating via videoconference will be considered as present and voting in accordance with applicable laws, rules, and District policy.
- 8.10 No final action, decision, or vote shall be taken while the Board is convened in closed session, and any motion to adjourn must be made after the Board has reconvened in an open meeting.

NOTICE OF MEETING

- 8.11 Board meetings will be posted pursuant to the requirements set forth in the Open Meetings Act, Chapter 551 of the Texas Government Code.
- 8.12 Board members shall be notified of regular and special meetings at least seventy-two (72) hours prior to the scheduled time of the meetings.
- 8.13 Board members shall be notified of emergency meetings called under Section 8.5 above at least two hours prior to the time of the meeting.

RECORD OF MEETINGS

- 8.14 The Board shall either (A) prepare or direct the President and CEO to prepare minutes or (B) make a recording of each open meeting. The recording or minutes of meetings shall contain each subject of discussion and deliberation, all motions, seconds, and the vote, if any, on such motions. Minutes shall be signed by the presiding officer and attested to by the Secretary.

CONDUCT OF MEETINGS

- 8.15 The most recent edition of *Robert's Rules of Order Newly Revised*, when not in conflict with other Board-adopted rules of procedure, these Bylaws, or applicable law, shall be the rules of parliamentary procedure and order for the Board and its committees, except that there shall be no requirement to read the minutes and the chair of any meeting may (A) vote and (B) establish time limits for discussion of each agenda item without the necessity of receiving a two-thirds vote of the Board.

PUBLIC PARTICIPATION AT MEETINGS

- 8.16 Members of the public who desire to deliver oral comments at a Board or Committee meeting must complete the required sign-in form before the time set by the Board or Committee for public comment registration. The Board may develop a policy addressing how public comment will be received, including specifying the number of speakers allowed and the length of time each speaker may speak. Persons wishing to speak before the Board shall provide the following information:
 - (A) name and address;
 - (B) the name of the person or group, if any, the speaker is representing;
 - (C) the agenda item upon which the person wishes to speak, if any; and
 - (D) if the matter does not relate to an agenda item, a brief description of the nature of the matter to be addressed by the speaker.

- 8.17 If a member of the public inquires about a subject for which notice has not been given as required by the Open Meetings Act, Chapter 551 of the Texas Government Code, the Board or Committee may provide a statement of specific factual information or a recitation of existing policy in response to the inquiry by the speaker. Any deliberation of or decision about the subject of the speaker's inquiry shall be limited to a proposal to place the subject on the agenda for a subsequent meeting.

AGENDAS

- 8.18 The Chairperson shall have final approval of items to be placed on Board meeting agendas. The Vice-Chairperson may approve the Board agenda if the Chairperson of the Board is, or appears to be, unable to approve the agenda in time to allow the President and CEO to post the agenda in compliance with the Open Meetings Act, Chapter 551 of the Texas Government Code. The President and CEO shall be responsible for preparing, posting, and distributing the meeting agenda and any associated written materials to the Board.
- 8.19 The Chairperson may direct the President and CEO to add one or more agenda items to a posted agenda if there is time to post a revised agenda or supplement in compliance with the Open Meetings Act, Chapter 551 of the Texas Government Code.

ARTICLE IX

PRESIDENT AND CEO

- 9.0 The Board shall appoint a President and CEO who is qualified by training and experience. The President and CEO shall be held accountable for the management of the District and shall ensure that the District's activities are within the limits prescribed by law and the policies adopted by the Board. Except as limited by law, District policy, or action of the Board, the President and CEO or designee shall, at a minimum:
- (A) advise and assist the Board in managing, controlling, and administering the District's business;
 - (B) administer and enforce the policies, procedures, and rules necessary for the operation of the District;
 - (C) employ, evaluate, and discharge all employees of the District, subject to an annual approved budget;
 - (D) develop and maintain personnel policies and practices of the District;
 - (E) prepare, revise, and recommend an annual budget that reflects expected revenues and expenditures to the Board and the Commissioners Court for approval;
 - (F) spend budgeted funds in accordance with District policies and procedures in order to accomplish the strategic goals of the District;

- (G) make budget transfers between line items within the same Program Budget;
- (H) supervise the District's business affairs to ensure that funds are collected and used to the best possible advantage;
- (I) supervise the purchase of supplies, services, and equipment in accordance with District policies and procedures;
- (J) attend all meetings of the Board and committees thereof;
- (K) execute contracts, amendments, and renewals in accordance with Board approved policies and procedures;
- (L) execute documents on behalf of the Board which do not require individual discretion and are carried out as the result of statutory or regulatory mandates, or established procedures, including but not limited to, the execution of tax resale deeds and license agreements;
- (M) perform such other duties as may be delegated by the Board to serve the best interests of the District;
- (N) make an annual report to the Board, Commissioners Court, the Texas Health and Human Services Commission or its successor, and the comptroller as soon as practicable after the close of the fiscal year as required by Section 281.092 of the Texas Health and Safety Code;
- (O) perform duties as required by Section 281.071, Texas Health and Safety Code, concerning payment and support, as necessary;
- (P) serve as the agent for service of process on behalf of the District;
- (Q) oversee and make timely decisions on litigation matters in which the District is or may become named in a legal action, with the exception that the President and CEO may not accept or reject any settlement offer or initiate any legal action without Board approval;
- (R) inform the Board in the most appropriate manner of material operational or financial issues as identified by the Board;
- (S) identify threats and opportunities and make recommendations to the Board; and
- (T) meet such other requirements imposed by law or the Board upon the President and CEO.

9.1 The President and CEO serves at the will of the Board and for terms of not more than four (4) years. Before assuming duties, the President and CEO shall execute a bond payable to the District in the amount of not less than \$10,000, which bond is conditioned on the faithful

performance of the President and CEO's duties and any other requirements determined by the Board. The President and CEO shall be entitled to compensation as determined by the Board.

- 9.2 If the President and CEO is incapacitated, absent for a period of more than 72 hours, or unable to perform his or her duties, the Assistant Administrator as described in Section 281.027, Texas Health and Safety Code, shall perform any or all of the duties of the President and CEO necessary for the operation of the District.
- 9.3 Notwithstanding the foregoing, the Board reserves its right to manage, control, and administer the District.

ARTICLE X

PUBLIC STATEMENTS AND PRONOUNCEMENTS

- 10.0 The Chairperson, after conducting reasonable due diligence, may make, or authorize his or her designee to make, public statements and pronouncements on behalf of the Board.

ARTICLE XI

INDEMNITY AND INSURANCE

- 11.0 If, as, upon such conditions, and to the extent permitted or required by Texas law, the District shall indemnify any member of the Board and the President and CEO against all costs and expenses reasonably incurred or imposed upon the same in connection with any action, suit, or proceeding that results from the Board member or President and CEO's service, regardless of whether the action, suit, or proceeding is based on actions that occurred prior to or subsequent to the adoption of these Bylaws. The costs and expenses for which such persons shall be indemnified include attorney's fees and all amounts paid or payable by any Board member or the President and CEO (other than amounts paid or payable to the District itself), pursuant to any judgment or any reasonable settlement agreement.
- 11.1 The District may also, to the extent expressly permitted by Chapter 102 of the Texas Civil Practice and Remedies Code and any other applicable Texas laws, indemnify any other officer or employee of the District against all costs and expenses reasonably incurred or imposed upon the same in connection with any action, suit, or proceeding that results from the officer or employee's service to the District. Notwithstanding the foregoing, the District makes no express or implied guaranty or promise that it will indemnify an officer or employee in a particular situation, and no officer or employee of the District shall be entitled to rely upon this section for that purpose.
- 11.2 The District shall acquire liability insurance if, in the opinion of the Board, that insurance is reasonably affordable and, among other things, provides indemnity and/or defense of any member of the Board for claims or expenses, except to the extent prohibited by Texas law.

- 11.3 Nothing in Article XI is intended to, or should be construed to, require the District to indemnify any of the persons identified in Sections 11.0 and 11.1 above against the costs and expenses of any action, suit, or proceeding if:
- (A) no law expressly permits the District to provide such indemnity; or
 - (B) such person(s) shall be finally adjudged in said action, suit, or proceeding or, in the event of a settlement, determined by the Board to have been guilty of violations of law, acting in bad faith, or exhibiting reckless or grossly negligent behavior in the performance of their duties to the District.
- 11.4 Additionally, any grant or denial of indemnity under this Article XI represents an exercise of discretionary functions of the Board.

ARTICLE XII

CONFLICT OF BYLAWS

- 12.0 If any provision of these Bylaws is now or hereinafter becomes in conflict with any federal or state statute, regulation, or any other law relating to the operation of the District, such statute or other law, as long as it is in effect, shall take precedence over these Bylaws.

ARTICLE XIII

AMENDMENTS AND ALTERATIONS TO BYLAWS

- 13.0 Every two (2) years, the Board shall review these Bylaws. Proposed revisions shall be submitted to the Board at least seven (7) working days prior to the meeting at which a vote to amend the Bylaws is scheduled. The submitted revisions must be in writing and include the exact wording of the existing Bylaws' language, if any, and the proposed change(s).

ARTICLE XIV

MISCELLANEOUS ORGANIZATIONAL PROVISIONS

- 14.0 The District fiscal year shall begin October 1 and shall end the following September 30.
- 14.1 The form of the official seal of the District shall consist of two hands shaking with a stethoscope superimposed over an outline of the State of Texas surrounded by two concentric circles with the name "Travis County Healthcare District" displayed in the space between the two circles. The seal may be either embossed or stamped. The Secretary has the responsibility of retaining the seal, but may delegate the retention of the seal to the President and CEO. Affixing the seal is not necessary to authenticate or attest a document unless the seal is required by applicable law.

ARTICLE XV

ADOPTION

15.0 These Amended and Restated Bylaws shall become effective immediately upon their acceptance and adoption and shall supersede all previous Bylaws heretofore adopted by the Board of the District.

Accepted and adopted by the Board of the Travis County Healthcare District at Austin, Travis County, Texas, on the 28th day of October, 2020.

Sherri Greenberg
Chairperson, Board of Managers
Travis County Healthcare District

Cynthia Valadez
Secretary, Board of Managers
Travis County Healthcare District



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.

Right by All - By being open, anti-racist, equity-minded, and respectful in discourse, we honor those around us and do right by all people.

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

CENTRAL HEALTH BOARD OF MANAGERS AD HOC POLICY AND BYLAWS COMMITTEE

October 25, 2023

AGENDA ITEM 3

Confirm the next regular ad hoc Policy and Bylaws Committee meeting date, time, and location. (*Informational Item*)