



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.

AD HOC POLICY AND BYLAWS COMMITTEE

Wednesday, August 19, 2020, 3:30 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/1492778988?pwd=YStLVWYwcXBYSnNwdkR0bHQ1dU5ndz09>

Password: 854746

Or to participate by telephone only:

Dial: (888) 501-0031

Meeting ID: 149 277 8988

Password: 854746

A member of the public who wishes to make comments during **Public Communication** portion of the meeting must properly register with Central Health **no later than 1:00 p.m. on August 19, 2020**.

Registration can be completed in one of two ways:

- Complete the virtual sign-in form at <https://www.centralhealth.net/meeting-sign-in/>, 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 for a person to speak and limiting Committee responses to public inquiries, if any, to statements of specific factual information or existing policy.

AGENDA²

1. Approve the minutes of the Central Health Board of Managers ad Hoc Policy and Bylaws Committee June 17, 2020 meeting. (*Action Item*)
2. Discuss and take appropriate action on revisions to the Central Health Amended and Restated Bylaws. (*Action Item*)
3. Discuss and provide feedback on revisions to Central Health Human Resources Policy 1-005, Anti-Harassment, Discrimination, and Retaliation. (*Informational Item*)

Notes:

¹ **By Emergency Executive Order of the Governor, issued March 16, 2020, Central Health may hold a videoconference meeting with no Board members present at a physical meeting location.**

² **The ad hoc Policy and Bylaws Committee may take items in an order that differs from the posted order.**

Any individual with a disability who plans to attend or view this meeting and requires auxiliary aids or services should notify Central Health as far in advance of the meeting as possible, but no less than 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 planea 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.

A quorum of Central Health's Board of Managers may convene or participate via videoconference to discuss matters on the 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.



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CENTRAL HEALTH

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Came to hand and posted on a Bulletin Board in the Courthouse
Austin, Travis County, Texas on this the 14th day of

August 2020

Dana DeBeauvoir

County Clerk, Travis County, Texas

By A Macedo Deputy



A MACEDO



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OFFICIAL PUBLIC RECORDS**

Dana DeBeauvoir

Dana DeBeauvoir, County Clerk
Travis County, Texas

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**CENTRAL
HEALTH**

**AD HOC POLICY AND BYLAWS COMMITTEE
MEETING**

August 19, 2020

AGENDA ITEM 1

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

MINUTES OF MEETING – JUNE 17, 2020
CENTRAL HEALTH
POLICY AND BYLAWS COMMITTEE

On Wednesday, June 17, 2020, a meeting of the Central Health Policy and Bylaws Committee convened in open session at 3:00 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, Manager Bell, Manager, Oliver, Manager Museitif

Board members present via audio only:

Absent:

PUBLIC COMMUNICATION

Clerk's Notes: Public Communication began at 3:00 p.m. Ivan Davila announced that there were no speakers for public communication.

AGENDA

1. Discuss the scope and role of the ad hoc Policy and Bylaws Committee.

Clerk's Notes: Discussion on this item began at 3:01 p.m.

Chair Valadez briefly discussed the purpose of the committee.

No action was taken on item 1.

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 3:03 p.m. Mr. David Duncan from the Travis County Attorney's Office went over the draft revisions to the Central Health Bylaws and the reasons behind the proposed changes.

No action was taken on item 2.

3. Confirm the next regular ad hoc Policy and Bylaws Committee meeting date, time, and location.

Clerk's Notes: Discussion on this item began at 4:16 p.m.

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 4:17 p.m.

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

ATTESTED TO BY:

Sherri Greenberg, Chairperson
Central Health Board of Managers



**CENTRAL
HEALTH**

**AD HOC POLICY AND BYLAWS COMMITTEE
MEETING**

August 19, 2020

AGENDA ITEM 2

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

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

**EFFECTIVE XXX, 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.

“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.

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

“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 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 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.
- 7.11 The Medical Executive Board shall supervise the medical practice decisions of all physicians employed by the District. The Board shall not supervise or control the practice of medicine, as prohibited by Texas Occupations Code Title 3, Subtitle B.

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 xx day of xxx, 2020.

Sherri Greenberg
Chairperson, Board of Managers
Travis County Healthcare District

Cynthia Valadez
Secretary, Board of Managers
Travis County Healthcare District

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

**EFFECTIVE ~~JUNE 1XXX~~, 202019
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.

~~“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.~~

“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.

“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.

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

“Travis County” means the Texas political subdivision ~~in Central Texas whose geographical center is located at 30°18' north latitude and 97°45' west longitude and~~ 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.

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

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 ~~The Board shall, T~~to the extent not prohibited or limited by law, ~~the Board shall, seek to do the following:~~
- (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 may appoint the an Assistant Deputy 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 ~~have met~~ all are duly qualified ~~edations~~ 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 ~~have 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 ~~the following responsibilities~~ 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 ~~chair and~~ serve on Board committees and the chair of ad hoc committees;
 - (C) presiding over Board and Executive Committee meetings and, in the absence of ~~the another~~ committee's chair, either presiding over the committee meetings 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 ~~the following responsibilities~~ responsibility and authority for:
- ~~(A)~~ serving as chair of the Strategic Planning Committee unless the Board votes otherwise;
 - ~~(A)(B)~~ assisting the Chairperson as requested;
 - ~~(B)(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 ~~expires~~; 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 ~~the following responsibilities~~ 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 the following responsibilities-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. The Board may appoint the President and CEO to serve as the Secretary of the Board. If the Board appoints the President and CEO to serve as the Secretary, the President and CEO shall not have the right to vote at Board meetings, and may not exercise the duties of higher officer position on the Board under Section 6.2(C).

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 7.12.1(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 ~~election position set forth in this Article VI~~required by these Bylaws.

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

6.910 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 ~~sworn into~~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 7.78.32 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 self-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 7.75, 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 ~~that are unrelated to the reuse and redevelopment of the Downtown Campus~~; and
- (G) receive reports from District staff on the progress and results of communications and community engagement initiatives.

~~7.3 REAL ESTATE COMMITTEE~~

~~The Real Estate Committee shall be responsible for managing the reuse and redevelopment of the Central Health Downtown Campus and for developing and making recommendations to the Board on other proposed real estate transactions, including sales, leases, or acquisitions and the methods to finance same, in order to accomplish the strategic goals of the District.~~

SPECIAL COMMITTEES AND SUBCOMMITTEES

- ~~7.34~~ 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.
- ~~7.45~~ 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

- ~~7.56~~ 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.
- ~~7.67~~ 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

- ~~7.78~~ 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.

- 7.78.1 Quorum Generally. A majority of the voting members of a committee shall constitute a quorum.
- 7.78.2 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.
- 7.78.3 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

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

ADVISORY AND AUXILIARY COMMITTEES

- 7.9+0 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+ 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.
- 7.11+ The Medical Executive Board shall supervise the medical practice decisions of all physicians employed by the District. The Board shall not supervise or control the practice of medicine, as prohibited by Texas Occupations Code Title 3, Subtitle B.

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) ~~installation~~ 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 determining from legal counsel that an emergency or urgent public necessity ~~warrant~~exists the meeting and ~~if there that the 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 lesser number may adjourn meeting must cease due to the lack of a quorum, thea meeting chair may announce until a later specified date when the meeting will be rescheduled with a quorum ~~shall be~~ 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 agenda item is reached during the Board meeting 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. ~~In instances in which the Chairperson's direction is due to a perceived emergency or urgent public necessity, the President and CEO, in consultation with legal counsel, shall determine whether an emergency or urgent public necessity exists.~~

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 ~~exercising~~ 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 ~~29th~~xx day of ~~May~~xxx, 202019.

~~Guadalupe Zamora~~Sherri Greenberg
Chairperson, Board of Managers
Travis County Healthcare District

~~Abigail Aiken~~Cynthia Valadez
Secretary, Board of Managers
Travis County Healthcare District



**CENTRAL
HEALTH**

**AD HOC POLICY AND BYLAWS COMMITTEE
MEETING**

August 19, 2020

AGENDA ITEM 3

Discuss and take appropriate action on revisions to Central Health Human Resources Policy 1-005, Anti-Harassment, Discrimination, and Retaliation Policy.



CENTRAL HEALTH

Anti-Harassment & Retaliation Policy Revision Recommendations August 2020



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Policy History

- The Anti-Harassment & Retaliation Policy-HR1-005 was effective on December 7, 2007
- Last revision occurred in February 2018.
 - The revision in 2018 was a change to the company name from TCHD to Central Health.



Policy Revision Considerations:

- Two committees were established in January 2020:
 - Leader Committee
 - Employee Committee



Leader Committee

- The purpose of the committee was to review the current policy, make recommendations based on best practices and create safer avenues for employees to report allegations of Harassment, Discrimination & Retaliation.



EEOC Best Practices – Preventing Harassment

- Leadership & Accountability – Senior leaders creating a work environment that is free of harassment.
- Comprehensive & Effective Harassment Policy – policy that applies to all relevant individuals, examples of harassment, informal option of filing a complaint, statement of prohibiting retaliation and confidentiality of the process.
- Effective & Accessible Harassment Complaint System – Providing multiple avenues for employees to report complaints, responsive to complaints
- Effective Harassment Training – Championed by Senior Leaders, conduct live or interactive sessions, sessions should encourage to report harassing conduct, and allow employees to ask questions

Reference: <https://www.eeoc.gov/laws/guidance/promising-practices-preventing-harassment>



Employee Committee

- The purpose of the employee committee was to discuss and receive feedback on the following:
 - Policy opportunities
 - Discussing why employees may not feel comfortable in reporting concerns under the current policy
 - Discussing ways Central Health can create a safer environment for reporting concerns of harassment, discrimination & retaliation



Employee Committee Feedback

- Accountability
- Face-to-face education versus a online training & testing
- Transparency of the process for everyone involved in the investigation
- Defining as many terms in revised policy as possible
- Provide a template that will serve as a guide for employees who want to voice a concern under the revised policy
- Create options to report concerns



Policy Revisions

Policy Name Change

- **Current Policy Name:** Anti-Harassment & Retaliation Policy
- **Recommended Policy Name:** Anti-Harassment, Discrimination & Retaliation Policy (**The Policy**)



Policy Statement

It is the policy of Central Health to maintain a working environment free from all forms of discrimination and harassment against individuals on the basis of race, color, citizenship status, national origin, sex (including pregnancy), gender identity or expression, sexual orientation, age, religion, disability, genetic information, marital status, or veteran status.

All reported or suspected occurrences of prohibited harassment or discrimination will be promptly and thoroughly investigated. When harassment or discrimination is found to have occurred, appropriate corrective action will be taken, up to and including termination.

It is the policy of the Enterprise to prohibit **Harassment, Discrimination & Retaliation** in the workplace. The Enterprise will not condone, permit, or tolerate **Harassment, Discrimination & Retaliation** of employees by co-workers, supervisors, management, staff, customers, vendors, contractors, or other individuals in the workplace.

There may be cases where a **Complainant** makes an unfounded allegation of **Harassment** for malicious reasons. These cases, when substantiated, will be addressed according to the Discipline Policy (HR2-107).

REPORTING PROCESS & PROCEDURE RECOMMENDATIONS

Reporting Process & Procedure

- Employees have several options to report concerns of Harassment, Discrimination or Retaliation. The reporting process is not in any specific order and employees can utilize the option that best meets their needs.
 - **Informal Process:** A **Complainant** does not formally report an allegation under **The Policy**, but speaks to the **Respondent** about the issue that makes them uncomfortable & seeks an agreement that the behavior will cease. The **Complainant** may also choose to contact HR while utilizing the informal process. HR will begin the necessary steps to investigate the matter.
 - Employees utilizing the **Informal Process** should document the incident, which includes the name of the **Respondent**, the date of the incident, a description of what occurred, who may have heard or witnessed the incident. This information will be helpful in the event the **Complainant** changes their mind and would like to file a formal complaint, or if the **Respondent** continues the **Unacceptable Conduct** and the **Complainant** wants to file a formal complaint.
 - **Formal Process:** A **Complainant** formally reports the **Respondent** to their supervisor, Human Resources or through one of the **Other Reporting Avenues** under **The Policy**.
 - **Other Reporting Avenues**
 - Utilize the Company Hotline
 - Confidential HR Inbox

The timeline to conclude an investigation under **The Policy** may range from 48 hours to 5 days, depending on the allegation, list of witnesses, employee schedules/availability, weekends and holidays.

Policy Page Reference: Pages 3 – 5



Roles & Responsibilities

- **Enterprise** –The Enterprise, including executive leadership, has an obligation to ensure a safe and healthy work environment for its work force. As part of the Enterprise workplace culture, an environment of professionalism and respect is required. **Harassment, Discrimination and Retaliation** will not be tolerated or condoned.
- **Management** – Includes executives, middle management, supervisor and team leads implement and enforce **The Policy**, educates & holds themselves and staff accountable.
- Escalates concerns of Harassment, Discrimination & Retaliation within 24 business hours to the Human Resources Department
- Respects a person's personal space and boundaries

Policy Page Reference: Pages 5-6



Roles and Responsibilities:

- **Human Resources Department** – The VP of HR has the responsibility of ensuring that **The Policy** is followed fairly and consistently
- **The HR Team** – Must be available to staff or management that would like to report a concern under **The Policy**
- Investigates promptly
- Takes immediate corrective action when applicable

Policy Page Reference: Pages 5-6



Employee Assistance Program (EAP)

The EAP offers several benefits to employees, including confidential counseling for personal and work related stress.

Policy Page Reference: Page 6



CENTRAL HEALTH



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Training Requirements

- New Employees will continue to receive training and education on **The Policy** during the New Employee Orientation
- Employees will have a chance to read & acknowledge **The Policy** and the rest of the HR Policies during their first 45 days of employment.
- Employees will continue to receive annual education and training on **The Policy** via the learning management system and during a live/virtual setting.
- New supervisors and managers will continue to receive education and training on **The Policy** within their first 30 days of employment.
- Management will receive annual education and training on this policy via the learning management system and during a live/virtual setting.

Policy Page Reference: Pages 5-6



Report Form

Page 1

APPENDIX 3

The Central Health Enterprise (CHE) Report Form

The CHE supports a work environment for individuals in which respect and dignity are paramount. If you feel that you have been subjected to any form of conduct prohibited by the Harassment, Discrimination and Retaliation Policy, please complete the form below and submit to either your supervisor, HR representative or to one of the confidential HR inboxes below:

** Supervisors will need to contact HR immediately after receiving a Report Form from an employee.

Central Health: `HRConduct_CH`
CommUnityCare: `HRConduct_CUC`
Sender: `HRConduct_Sendero`

COMPLAINANT INFORMATION

Name:

Work Location/Department:

Work Phone:

Job Title:

Email:

Select Preferred Communication Method:

Email Phone In person

SUPERVISORY INFORMATION

Immediate Supervisor's Name:

Title:

Work Phone:

Work Location or Department:

COMPLAINT INFORMATION

1. Please provide as much information as possible about the accused:

Name:

Title:

Work Address:

Work Phone:





CENTRAL HEALTH



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CENTRAL HEALTH: HR1-005 - Anti-Harassment Policy Crosswalk

| Current Policy | New Policy |
|--|---|
| <p>POLICY NAME: Anti-Harassment & Retaliation</p> | <p>POLICY NAME: Anti-Harassment, Discrimination & Retaliation</p> |
| <p>PURPOSE: None Listed</p> | <p>PURPOSE: The purpose of this policy is to ensure that Central Health (Enterprise) staff is treated with dignity and respect in the workplace at all times (the Policy).</p> |
| <p>SCOPE: None Listed</p> | <p>SCOPE: This Policy and its associated procedures will apply to all staff directly employed by the Enterprise and its volunteers, students, and visitors.</p> <p>Unacceptable Conduct by this Policy is unacceptable in the workplace and in any work-related setting outside of the workplace, such as offsite business trips, business meetings, business lunches, and all other business-related social events/gatherings whether formal or informal, as well as electronic communication and social media posts.</p> |
| <p>DEFINITIONS: <i>Employee</i> refers to all employees working under the Central Health Enterprise (Central Health, CommUnityCare, Community Care Collaborative & Sendero,) including contract staff, assigned staff from partner organizations, interns & volunteers.</p> <p><i>Discrimination:</i> is conduct directed at an individual or group that subjects the individual or group to treatment that adversely affects their employment, education, or health care because of their race, color, religion, national origin, sex, age, Disability, veteran status, sexual orientation, gender identity, or gender expression.</p> <p><i>Harassment:</i> Harassment is a form of employment discrimination that violates Title VII of the Civil Rights Act of 1964, the Age Discrimination Act in Employment Act of 1967, (ADEA), and the Americans with Disabilities Act of 1990. Harassment is unwelcome conduct based on race, color, religion, sex (including pregnancy), national origin, age (40 or older), disability or genetic information. Harassment becomes unlawful when:</p> | <p>DEFINITIONS: Discrimination is conduct directed at an individual or group that subjects the individual or group to treatment that adversely affects their employment, education, or benefits because of their race, color, religion, national origin, sex (including pregnancy sexual orientation, gender identity, sexual orientation or identity) age (40 or older), disability, veteran status, or genetic information.,</p> <p>The term Harassment is defined as ‘unwelcome conduct’ based on race, color, religion, sex (including pregnancy, sexual orientation, gender identity or sexual orientation), national origin, age (40 or older), disability, veteran status, or genetic information. Harassment becomes unlawful where 1) enduring the offensive conduct becomes a condition of continued employment, or 2) the offensive conduct is severe or pervasive enough to create a work environment that a reasonable person would consider intimidating, hostile, or abusive.</p> <p>For the purpose of this Policy, Harassment & Discrimination will be read to include the terms Harassment & Discrimination throughout the Policy, which includes Sexual Harassment and other forms of Harassment that include behaviors, a hostile work environment and other conduct that are offensive or potentially harmful to others, such as ongoing physical or psychological aggression. See Appendix 1 for examples of Unacceptable Conduct.</p> |

DEFINITIONS (CONTINUED):

- a. Enduring the offensive conduct becomes a condition of continued employment; or
- b. The conduct is severe or pervasive enough to create a work environment that a reasonable person would consider intimidating, hostile, or abusive.

Examples of Prohibited Harassment:

This policy against harassment includes all prohibited forms of harassment. Prohibited harassment can include, among other things:
(see Sexual Harassment Prevention HR 1 -008)

- (a) jokes, slurs or innuendoes regarding sex, race, age, color, national origin, religion, disability or any other protected status;
- (b) verbal or physical conduct designed to threaten, intimidate, or coerce; and
- (c) lewd, offensive, or abusive language or behavior; or
- (d) pictures or images, including, but not limited to computer images, screen savers, emails, and mobile phone photos.

DEFINITIONS (CONTINUED):

Unacceptable Conduct is any behavior that is unwelcome and makes an employee feel intimidated, degraded, humiliated, or offended. Even if there was no intent to cause offense, if an employee's perception is that the behavior is unwelcome. It is the impact of the conduct and not its intention that determines if the behavior is **Unacceptable Conduct**. Please review a list of **Unacceptable Conduct Examples under Appendix 1**.

Sexual Harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature, when:
Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
Submission to or rejection of such conduct by an individual is used as the basis for employment decision affecting such individual; or
Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment. See Appendix 2 for a list of examples of prohibited **Sexual Harassment** conduct.

Retaliation is an adverse employment action against an individual because of the individual's **Good Faith Report**, filing of a discrimination claim, testifying, or participating in any way with an investigation or legal proceeding. The Enterprise will not tolerate **Retaliation** against a **Complainant** or making a **Good Faith Report** filing of a discrimination claim, testifying, or participating in any way with an investigation or proceeding regarding **Unacceptable Conduct** under this Policy.

An Adverse Employment Action includes but is not necessarily limited to discharge, intimidation, abuse of authority, discrimination in compensation, or discrimination in conditions of employment.

Good Faith Report is a verbal or report made with an honest and reasonable belief that an Enterprise related violation of law or Policy or other instance of non-compliance or related misconduct that may have occurred that violates this policy.

Complainant is an Enterprise employee who initiates either an Informal Process or Formal Process.

Respondent is an Enterprise employee who is subject to a complaint by the **Complainant**.

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| | <p>DEFINITIONS (CONTINUED):</p> <p>Informal Process: The Complainant voluntarily seeks resolution by speaking with the Respondent without reporting Unacceptable Conduct under this Policy to a supervisor or to the Human Resources Department. Employees are encouraged to escalate their concern to their supervisor or Human Resources, if the Informal Process was not successful.</p> <p>Formal Process: The Complainant reports an allegation/concern of Unacceptable Conduct under this Policy to their supervisor or the Human Resources Department.</p> |
| <p>RELEVANT FEDERAL AND STATE STATUTES:</p> <p>Texas Labor Code, Chapter 21</p> <p>Titles VI and VII of the Civil Rights Act of 1964, as amended</p> <p>Age Discrimination in Employment Act of 1967, as amended</p> <p>Age Discrimination Act of 1975</p> <p>Americans with Disabilities Act of 1990</p> <p>Equal Pay Act of 1963</p> <p>Vietnam Veterans’ Readjustment Assistance Act of 1974</p> <p>Executive Order of 11246 – Equal Employment Opportunity</p> <p>Sections 503 and 504 of the Rehabilitation Act of 1973</p> <p>Title 45 Code of Federal Regulations Parts 80, 84, and 91</p> | <p>RELEVANT FEDERAL AND STATE STATUTES:</p> <p>Title VII of the Civil Rights Act of 1964, as amended, including the Pregnancy Discrimination Act</p> <p>Age Discrimination in Employment Act of 1967, as amended</p> <p>Age Discrimination Act of 1975</p> <p>Title I of the Americans with Disabilities Act of 1990</p> <p>The Equal Pay Act of 1963</p> <p>The Genetic Information Nondiscrimination Act of 2008</p> <p>Sections 503 and 504 of the Rehabilitation Act of 1973</p> <p>Vietnam Veterans’ Readjustment Assistance Act of 1974</p> <p>Presidential Executive Order of 11246 – Equal Employment Opportunity</p> <p>Title 45 Code of Federal Regulations Parts 80, 84 and 91</p> <p>Texas Labor Code Chapters 21 and 22</p> <p>More information about these laws and their application can be found on the EEOC website: https://www.eeoc.gov/laws/statutes/, and/or the Texas Workforce Commission website: https://twc.texas.gov/jobseekers/employee-rights-laws.</p> |
| <p>RELATED POLICIES:</p> <p>None Listed</p> | <p>RELATED POLICIES:</p> <p>Discipline (HR2-017)</p> <p>Equal Employment Opportunity Employer (HR1-004)</p> <p>Grievance Process (HR2-034)</p> <p>Standards of Conduct (HR2-008)</p> |

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| <p>POLICY STATEMENT: It is the policy of Central Health to maintain a working environment free from all forms of discrimination and harassment against individuals on the basis of race, color, citizenship status, national origin, sex (including pregnancy), gender identity or expression, sexual orientation, age, religion, disability, genetic information, marital status, or veteran status. All reported or suspected occurrences of prohibited harassment or discrimination will be promptly and thoroughly investigated. When harassment or discrimination is found to have occurred, appropriate corrective action will be taken, up to and including termination.</p> | <p>POLICY STATEMENT: It is the policy of the Enterprise to prohibit Harassment, Discrimination & Retaliation in the workplace. The Enterprise will not condone, permit, or tolerate Harassment, Discrimination & Retaliation of employees by co-workers, supervisors, management, staff, customers, vendors, contractors, or other individuals in the workplace.</p> <p>There may be cases where a Complainant makes an unfounded allegation of Harassment for malicious reasons. These cases, when substantiated, will be addressed according to the Discipline Policy (HR2-017).</p> |
| <p>PROCEDURE: <i>Reporting Discrimination and Harassment:</i> Any employee who feels that he or she is a victim of prohibited discrimination or harassment, including, but not limited to, any of the conduct listed above, by any Supervisor or other employee, customer, supplier, or by any other person in connection with Central Health, should bring the matter to the immediate attention of the Human Resources Business Partner, Director or VP. Additionally, a supervisor who witnesses discrimination or harassment is required to report the allegation to the human resources management staff.</p> <p>All allegations of harassment and discrimination will be promptly and thoroughly investigated. Central Health will keep the matter as confidential as possible, however, it will communicate with persons as needed in the process of handling the report of harassment and conducting a thorough investigation. Confidentiality cannot be guaranteed. Employees are expected to cooperate in any investigation.</p> <p>If necessary, immediate and appropriate remedial measures will be taken when an allegation of harassment is received. These remedial measures may take place prior to completion of the investigation in order to ensure that harassment or retaliation does not continue to occur. Remedial measures will not adversely affect the complainant. Remedial measures include, but are not limited to: transfer or reassignment and leave with pay pending the completion of the investigation.</p> | <p>REPORTING PROCESS AND PROCEDURE: Employees who believe they have been a victim of Unacceptable Conduct have several options to report their concern(s). The processes and procedures for reporting are in no specific order; therefore, employees may choose the option that they feel most comfortable utilizing. Employees are under no obligation to utilize any particular reporting method, and may choose the option that best meets their needs. Employees may also select to utilize any option listed under “Other Reporting Avenues” identified in Section VIII below.</p> <p>Informal Process Ideally, workplace issues and conflicts between colleagues can be dealt with through a less formal process when possible. Sometimes people are not aware that their behavior is unwelcome, and an informal discussion can lead to greater understanding and an agreement that the behavior will cease. The Complainant should describe the offending and unwanted behavior to the Respondent, how the behavior was received, and seek agreement that the behavior will cease. The informal discussion should be raised at the time of the incident, or as soon as reasonably possible. The Complainant may also inform the HR Department of the incident(s) and the use of his informal procedure, and the HR Department will document that report and investigate as appropriate.</p> <p>Employees utilizing the Informal Process should document the incident, which includes the name of the Respondent, the date of the incident, a description of what occurred, the names of those who may have heard or witnessed the incident. This information will be helpful in the event the Complainant changes their mind and would like to file a formal complaint, or if the Respondent continues the Unacceptable Conduct and the Complainant wants to file a formal complaint.</p> |

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| <p>PROCEDURE (CONTINUED)</p> <p><i>Discipline for Harassment:</i> Appropriate corrective action will be taken if harassment or discrimination is believed to have occurred. Any Central Health employee who is found to have engaged in prohibited harassment or discrimination will be subject to appropriate disciplinary action up to, and including, immediate termination of employment. Both parties will be informed of corrective actions taken when it is determined that harassment has occurred in violation of this policy.</p> <p>Under no circumstances will an employee, who in good faith reports alleged incidents of prohibited harassment, or who cooperates in an investigation of any such report, be subjected to any form of retaliation on account of his or her report or participation. Employees who believe they have been subjected to such retaliation should immediately report the retaliation to their supervisor or any member of Senior Management, including the President and CEO. Employees who engage in retaliation are subject to disciplinary actions, including termination of employment.</p> <p>The HR staff will track and monitor inquiries and allegations of harassment reported in accordance with this policy.</p> <p>Employees also have the right to report allegations of discrimination to the Federal Equal Employment Opportunity Commission and the Texas Workforce Commission.</p> | <p>REPORTING PROCESS AND PROCEDURE (CONTINUED)</p> <p>Formal Process</p> <p>If the Informal Process is not successful or if the Complainant chooses to not to resolve the issue informally, the Complainant should contact their supervisor or the Human Resources Department and submit a Good Faith Report verbally and in writing to initiate the Formal Process. The Good Faith Report should detail relevant dates, witnesses, incidents, and any attempts made by asking the Respondent to stop the Unacceptable Conduct (if applicable) that is prohibited under this Policy. The information provided should be as concise as possible and should focus on the actual Unacceptable Conduct. As an option, employees can utilize the Report Form Template.</p> <p>Following receipt of the report of Unacceptable Conduct under this Policy, the Human Resource Representative will meet with the Complainant to review the case.</p> <p>Depending on the allegation and the situation, it may be appropriate to separate the parties by either moving the Complainant and/or Respondent to another area or request that the Complainant and/or Respondent remain at home with pay until the investigation is concluded.</p> <p>The timeline to conclude an investigation under The Policy may range from 48 hours to 5 days, depending on the allegation, list of witnesses, employee schedules/availability, weekends and holidays.</p> |
| <p>OTHER REPORTING AVENUES:</p> <p>None Listed</p> | <p>OTHER REPORTING AVENUES:</p> <p>The Enterprise recognizes that Unacceptable Conduct under this Policy may be difficult for employees to report. Therefore, employees can also choose any of the options below to report Unacceptable Conduct. The options are in no specific order.</p> <p>Hot Line Telephone Reporting:</p> <p>If an Enterprise employee is reluctant to report a concern related to Harassment, Discrimination or Retaliation to their supervisor or to the HR Department directly, they may utilize the reporting hotline to report their concern(s):</p> <p>Central Health: www.lighthouse-services.com/centralhealth/ (833)770-0080</p> <p>CommUnityCare: www.lighthouse-services.com/communitycaretx/ (833)860-0008</p> <p>Sendero: Reports@lighthouse-services.com / (833)290-0001</p> |

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| | <p>OTHER REPORTING AVENUES:</p> <p>If an employee calls the hotline or submits a report via the portal regarding a concern of Harassment, Discrimination or Retaliation the following items must be shared to conduct an effective investigation:</p> <p>Name of person who is being accused (Respondent)</p> <p>Describe in detail the event(s)/Unacceptable Conduct which led to the concern</p> <p>Provide the date and time of the incident(s) involving Unacceptable Conduct</p> <p>Share the names of all potential witnesses, and if possible, share what they may have witnessed</p> <p>The results of the investigation will be dependent on the details shared about the Unacceptable Conduct and whether the underlying facts can be verified.</p> <p>E-Mail Specific Inboxes:</p> <p>Employees may also report Unacceptable Conduct under this Policy to the following confidential email inboxes, which will be checked daily by a designated HR Representative during regular business hours:</p> <p>HRConduct_CH for Central Health</p> <p>HRConduct_CUC for CommUnityCare</p> <p>HRConduct_Sendero for Sendero</p> |
| <p>ROLES & RESPONSIBILITIES:</p> <p>None Listed</p> | <p>ROLES & RESPONSIBILITIES:</p> <p>The Enterprise</p> <p>The Enterprise, including leadership, has an obligation to ensure a safe and healthy work environment for its work force. As part of the Enterprise workplace culture, an environment of professionalism and respect is required. Harassment, Discrimination and Retaliation will not be tolerated or condoned.</p> |

ROLES & RESPONSIBILITIES:

Management

All members of management (which includes executives, supervisors and team leads) have a responsibility to implement this Policy and to educate and hold themselves and their staff accountable for an environment free of Harassment, Discrimination and Retaliation. Members of management are expected to:

- set a positive example by treating others with respect and abiding by the Enterprise's standards of conduct;
- promote a working environment where **Harassment, Discrimination and Retaliation** is unacceptable and not tolerated;
- Be aware and respect a person's personal space and boundaries;
- treat a report of **Unacceptable Conduct** under this Policy seriously and escalate the report to HR within 24 business hours of being received, while remaining impartial and supportive of the entire resolution process.;

Staff

All Enterprise employees have a personal responsibility for their own behavior and for ensuring they comply with this Policy. Staff are expected to:

- promote a professional and safe environment by treating everyone with dignity and respect;
- know the contents of this Policy, and work within its boundaries;
- be aware of and respect personal space and boundaries;
- inform the other individual that their **Unacceptable Conduct** under this Policy is not acceptable and should stop;
- report the **Unacceptable Conduct** to the respective supervisor, or the HR Department, or utilize any other reporting avenue listed under this Policy.

ROLES & RESPONSIBILITIES:

Human Resources Department

The Enterprise VP of Human Resources has the responsibility to ensure this Policy and associated procedures are properly and consistently implemented and monitored, and to ensure that the Enterprise takes effective action to address concerns related to **Harassment, Discrimination and Retaliation**.

The Human Resources Team has a responsibility to ensure that the Policy is followed fairly and consistently. The Human Resources Team is expected to:

- Ensure annual training is provided to all employees and management in a setting that allows for questions and answers;
- be available to staff that would like to report **Harassment, Discrimination or Retaliation**;
- to the extent possible, protect the confidentiality of the individuals voicing concern(s) of **Harassment, Discrimination or Retaliation**;
- listen objectively and immediately inform HR Management of any complaint within 24 business hours of receiving a report of **Unacceptable Conduct** under the Policy;
- inform HR Management immediately if there is a conflict of interest where there may be any appearance of lack of neutrality by the HR staff member;
- determine next steps and prepare the investigative plan;
- to the extent that confidentiality can be maintained, inform the **Complainant's** and **Respondent's** Department leaders about the allegation and how the investigation process will be handled so that appropriate staffing plans can be made by the leaders;
- make reports **Harassment, Discrimination and Retaliation** complaints a top priority;
- complete investigations of **Unacceptable Conduct** in a timely manner;
- take immediate and appropriate corrective action if a claim of **Harassment, Discrimination & Retaliation** is substantiated.

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| <p>EMPLOYEE ASSISTANCE PROGRAM: None Listed</p> | <p>EMPLOYEE ASSISTANCE PROGRAM: The EAP is an employee benefit that can be utilized as a short-term counseling solution to assist an employee with emotional work related or personal stress. The EAP is open and available to Employees 24 hours a day, 7 days a week, 365 days per year. <i>Note: Discussions with an EAP representative are confidential and will not be shared with any Enterprise staff, including the HR Department. There should be no expectation that calls made to the EAP center will serve as a formal report pursuant to the Formal Process.</i></p> |
| <p>TRAINING REQUIREMENTS: None Listed</p> | <p>TRAINING REQUIREMENTS: The content of this Policy will be addressed in the Human Resources Training during the New Employee Orientation. Each new employee will receive a copy of this Policy as part of the HR Manual via the ADP system, which must be acknowledged within the first 45 days of employment. Employees will receive training on Harassment, Discrimination & Retaliation via the Learning Management System and live training at least annually.</p> <p>In addition to the New Employee Orientation Training, the management and supervisor staff will also receive a comprehensive training as part of the New Leader Orientation (NLO) upon hire and receive a live training on an annual basis thereafter.</p> |
| <p>Report Form Template: None available</p> | <p>Report Form Template: "see attached"</p> |



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| Policy Title: Anti-Harassment, Discrimination & Retaliation |
| Policy #: HR1-005 |
| Effective Date: 12/7/2007 |
| Revision Dates: 11/8/2017, 08/26/2020 |
| Board Last Approval Date: 02/21/2018 |
| Policy Owner: Susan Willars, VP of HR |
| Executive Sponsor: Susan Willars, VP of HR |
| Attachments: Report Form |

I. PURPOSE

The purpose of this policy is to ensure that Central Health (Enterprise) staff is treated with dignity and respect in the workplace at all times (the Policy).

II. SCOPE

This Policy and its associated procedures will apply to all staff directly employed by the Enterprise and its volunteers, students, and visitors.

Unacceptable Conduct by this Policy is unacceptable in the workplace and in any work-related setting outside of the workplace, such as offsite business trips, business meetings, business lunches, and all other business-related social events/gatherings whether formal or informal, as well as electronic communication and social media posts.

III. DEFINITIONS

Discrimination is conduct directed at an individual or group that subjects the individual or group to treatment that adversely affects their employment, education, or benefits because of their race, color, religion, national origin, sex (including pregnancy sexual orientation, gender identity, sexual orientation or identity) age (40 or older), disability, veteran status, or genetic information.,

The term **Harassment** is defined as ‘unwelcome conduct’ based on race, color, religion, sex (including pregnancy, sexual orientation, gender identity or sexual orientation), national origin, age (40 or older), disability, veteran status, or genetic information. **Harassment** becomes unlawful where 1) enduring the offensive conduct becomes a condition of continued employment, or 2) the offensive conduct is severe or pervasive enough to create a work environment that a reasonable person would consider intimidating, hostile, or abusive.¹

For the purpose of this Policy, **Harassment & Discrimination** will be read to include the terms **Harassment & Discrimination** throughout the Policy, which includes **Sexual Harassment** and other forms of **Harassment** that include behaviors, a hostile work environment and other conduct that are offensive or potentially harmful to others, such as ongoing physical or psychological aggression. **See Appendix 1 for examples of Unacceptable Conduct.**

¹ United States Equal Employment Opportunity Commission Office. (1992). EEOC Harassment. [Washington, D.C.]. Retrieved from <https://www.eeoc.gov/harassment>.



Unacceptable Conduct is any behavior that is unwelcome and makes an employee feel intimidated, degraded, humiliated, or offended. Even if there was no intent to cause offense, if an employee's perception is that the behavior is unwelcome. It is the impact of the conduct and not its intention that determines if the behavior is **Unacceptable Conduct**. Please review a list of **Unacceptable Conduct Examples under Appendix 1**.

Sexual Harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature, when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
- Submission to or rejection of such conduct by an individual is used as the basis for employment decision affecting such individual; or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

See Appendix 2 for a list of examples of prohibited **Sexual Harassment** conduct.

Retaliation is an adverse employment action against an individual because of the individual's **Good Faith Report**, filing of a discrimination claim, testifying, or participating in any way with an investigation or legal proceeding. The Enterprise will not tolerate **Retaliation** against a **Complainant** or making a **Good Faith Report** filing of a discrimination claim, testifying, or participating in any way with an investigation or proceeding regarding **Unacceptable Conduct** under this Policy.

An Adverse Employment Action includes but is not necessarily limited to discharge, intimidation, abuse of authority, discrimination in compensation, or discrimination in conditions of employment.

Good Faith Report is a verbal or report made with an honest and reasonable belief that an Enterprise related violation of law or Policy or other instance of non-compliance or related misconduct that may have occurred that violates this policy.

Complainant is an Enterprise employee who initiates either an Informal Process or Formal Process.

Respondent is an Enterprise employee who is subject to a complaint by the **Complainant**.

Informal Process: The **Complainant** voluntarily seeks resolution by speaking with the **Respondent** without reporting **Unacceptable Conduct** under this Policy to a supervisor or to the Human Resources Department. Employees are encouraged to escalate their concern to their supervisor or Human Resources, if the **Informal Process** was not successful.

Formal Process: The **Complainant** reports an allegation/concern of **Unacceptable Conduct** under this Policy to their supervisor or the Human Resources Department.



IV. RELEVANT FEDERAL AND STATE STATUTES

- a. Title VII of the Civil Rights Act of 1964, as amended, including the Pregnancy Discrimination Act
- b. Age Discrimination in Employment Act of 1967, as amended
- c. Age Discrimination Act of 1975
- d. Title I of the Americans with Disabilities Act of 1990
- e. The Equal Pay Act of 1963
- f. The Genetic Information Nondiscrimination Act of 2008
- g. Sections 503 and 504 of the Rehabilitation Act of 1973
- h. Vietnam Veterans' Readjustment Assistance Act of 1974
- i. Presidential Executive Order of 11246 – Equal Employment Opportunity
- j. Title 45 Code of Federal Regulations Parts 80, 84 and 91
- k. Texas Labor Code Chapters 21 and 22

More information about these laws and their application can be found on the EEOC website: <https://www.eeoc.gov/laws/statutes/>, and/or the Texas Workforce Commission website: <https://twc.texas.gov/jobseekers/employee-rights-laws>.

V. RELATED POLICIES AND PROCEDURES

- a. Discipline (HR2-017)
- b. Equal Employment Opportunity Employer (HR1-004)
- c. Grievance Process (HR2-034)
- d. Standards of Conduct (HR2-008)

VI. POLICY

It is the policy of the Enterprise to prohibit **Harassment, Discrimination & Retaliation** in the workplace. The Enterprise will not condone, permit, or tolerate **Harassment, Discrimination & Retaliation** of employees by co-workers, supervisors, management, staff, customers, vendors, contractors, or other individuals in the workplace.

There may be cases where a **Complainant** makes an unfounded allegation of **Harassment** for malicious reasons. These cases, when substantiated, will be addressed according to the Discipline Policy (HR2-017).

VII. REPORTING PROCESS AND PROCEDURE

Employees who believe they have been a victim of **Unacceptable Conduct** have several options to report their concern(s). The processes and procedures for reporting are in no specific order; therefore, employees may choose the option that they feel most comfortable utilizing. Employees are under no obligation to utilize any particular reporting method, and may choose the option that best meets their needs. Employees may also select to utilize any option listed under “**Other Reporting Avenues**” identified in **Section VIII** below.



Informal Process

Ideally, workplace issues and conflicts between colleagues can be dealt with through a less formal process when possible. Sometimes people are not aware that their behavior is unwelcome, and an informal discussion can lead to greater understanding and an agreement that the behavior will cease. The **Complainant** should describe the offending and unwanted behavior to the **Respondent**, how the behavior was received, and seek agreement that the behavior will cease. The informal discussion should be raised at the time of the incident, or as soon as reasonably possible. The **Complainant** may also inform the HR Department of the incident(s) and the use of this informal procedure, and the HR Department will document that report and investigate as appropriate.

Employees utilizing the **Informal Process** should document the incident, which includes the name of the **Respondent**, the date of the incident, a description of what occurred, who may have heard or witnessed the incident. This information will be helpful in the event the **Complainant** changes their mind and would like to file a formal complaint, or if the **Respondent** continues the **Unacceptable Conduct** and the **Complainant** wants to file a formal complaint.

Formal Process

If the **Informal Process** is not successful or if the **Complainant** chooses to not to resolve the issue **informally**, the **Complainant** should contact their supervisor, Human Resources or utilizes another option under **Other Reporting Avenues** and submits a **Good Faith Report** verbally and in writing to initiate the **Formal Process**. The **Good Faith Report** should detail relevant dates, witnesses, incidents, and any attempts made by asking the **Respondent** to stop the **Unacceptable Conduct** (if applicable) that is prohibited under this Policy. The information provided should be as concise as possible and should focus on the actual **Unacceptable Conduct**. As an option, employees can utilize the **Report Template**.

Following receipt of the report of **Unacceptable Conduct** under this Policy, the Human Resource Representative will meet with the **Complainant** to review the case.

Depending on the allegation and the situation, it may be appropriate to separate the parties by either moving the **Complainant** and/or **Respondent** to another area or request that the **Complainant** and/or **Respondent** remain at home with pay until the investigation is concluded.

The timeline to conclude an investigation under **The Policy** may range from 48 hours to 5 days, depending on the allegation, list of witnesses, employee schedules/availability, weekends and holidays.



VIII. OTHER REPORTING AVENUES:

The Enterprise recognizes that **Unacceptable Conduct** under this Policy may be difficult for employees to report. Therefore, employees can also choose any of the options below to report **Unacceptable Conduct**. The options are in no specific order.

Hot Line Telephone Reporting:

If an Enterprise employee is reluctant to report a concern related to **Harassment, Discrimination or Retaliation** to their supervisor or to the HR Department directly, they may utilize the reporting hotline to report their concern(s):

- Central Health: www.lighthouse-services.com/centralhealth/ (833)770-0080
- CommUnityCare: www.lighthouse-services.com/communitycaretx/ (833)860-0008
- Sendero: Reports@lighthouse-services.com / (833)290-0001

If an employee calls the hotline or submits a report via the portal regarding a concern of **Harassment, Discrimination or Retaliation** the following items must be shared to conduct an effective investigation:

- Name of person who is being accused (**Respondent**)
- Describe in detail the event(s)/**Unacceptable Conduct** which led to the concern
- Provide the date and time of the incident(s) involving **Unacceptable Conduct**
- Share the names of all potential witnesses, and if possible, share what they may have witnessed

The results of the investigation will be dependent on the details shared about the **Unacceptable Conduct** and whether the underlying facts can be verified.

E-Mail Specific Inboxes:

Employees may also report **Unacceptable Conduct** under this Policy to the following confidential email inboxes, which will be checked daily by a designated HR Representative during regular business hours:

- HRConduct_CH for Central Health
- HRConduct_CUC for CommUnityCare
- HRConduct_Sendero for Sendero

IX. ROLES & RESPONSIBILITIES:

The Enterprise

The Enterprise, including executive leadership, has an obligation to ensure a safe and healthy work environment for its work force. As part of the Enterprise workplace culture, an environment of professionalism and respect is required. **Harassment, Discrimination and Retaliation** will not be tolerated or condoned.

Management

All members of management (which includes executives, middle management, supervisors and team leads) have a responsibility to implement this Policy and to educate and hold themselves and their staff accountable for an environment free of Harassment, Discrimination and Retaliation. Members of management are expected to:

- set a positive example by treating others with respect and abiding by the Enterprise's standards of conduct;
- promote a working environment where **Harassment, Discrimination and Retaliation** is unacceptable and not tolerated;
- Be aware and respect a person's personal space and boundaries;
- treat a report of **Unacceptable Conduct** under this Policy seriously and escalate the report to HR within 24 business hours of being received, while remaining impartial and supportive of the entire resolution process.;

Staff

All Enterprise employees have a personal responsibility for their own behavior and for ensuring they comply with this Policy. Staff are expected to:

- help promote a professional and safe environment by treating everyone with dignity and respect;
- know the contents of this Policy, and work within its boundaries;
- be aware of and respect personal space and boundaries;
- inform the other individual that their **Unacceptable Conduct** under this Policy is not acceptable and should stop;
- report the **Unacceptable Conduct** to the respective supervisor, or the HR Department, or utilize any other reporting avenue listed under this Policy.

Human Resources Department

The Enterprise VP of Human Resources has the responsibility to ensure this Policy and associated procedures are properly and consistently implemented and monitored, and to ensure that the Enterprise takes effective action to address concerns related to **Harassment, Discrimination and Retaliation**.

The Human Resources Team has a responsibility to ensure that the Policy is followed fairly and consistently. The Human Resources Team is expected to:

- Ensure annual training is provided to all employees and management in a setting that allows for questions and answers;
- be available to staff that would like to report **Harassment, Discrimination or Retaliation**;
- to the extent possible, protect the confidentiality of the individuals voicing concern(s) of **Harassment, Discrimination or Retaliation**;
- listen objectively and immediately inform HR Management of any complaint within 24 business hours of receiving a report of **Unacceptable Conduct** under the Policy;



- inform HR Management immediately if there is a conflict of interest where there may be any appearance of lack of neutrality by the HR staff member;
- determine next steps and prepare the investigative plan;
- with as much detail as possible while maintaining confidentiality, inform the **Complainant's** and **Respondent's** Department leaders about the allegation and how the investigation process will be handled so that appropriate staffing plans can be made by the leaders;
- make reports **Harassment, Discrimination and Retaliation** complaints a top priority;
- complete investigations of **Unacceptable Conduct** in a timely manner;
- take immediate and appropriate corrective action if a claim of **Harassment, Discrimination & Retaliation** is substantiated.

X. EMPLOYEE ASSISTANCE PROGRAM (EAP) – (866)327-2400

The EAP is an employee benefit that can be utilized as a short-term counseling solution to assist an employee with emotional work related or personal stress. The EAP is open and available to Employees 24 hours a day, 7 days a week, 365 days per year.

Note: Discussions with an EAP representative are confidential and will not be shared with any Enterprise staff, including the HR Department. There should be no expectation that calls made to the EAP center will serve as a formal report pursuant to the Formal Process.

XI. TRAINING REQUIREMENTS

The content of this Policy will be addressed in the Human Resources Training during the New Employee Orientation. Each new employee will receive a copy of this Policy as part of the HR Manual via the ADP system, which must be acknowledged within the first 45 days of employment. Employees will receive training on **Harassment, Discrimination & Retaliation** via the Learning Management System and live training at least annually.

In addition to the New Employee Orientation Training, the management and supervisor staff will also receive a comprehensive training as part of the New Leader Orientation (NLO) upon hire and receive a live training on an annual basis thereafter.



APPENDIX 1 – EXAMPLES OF UNACCEPTABLE CONDUCT

Unacceptable Conduct can take a wide range of forms. Some examples are cited below however, it should be noted that this list is not exhaustive:

- Bullying by exclusion – this may take the form of social isolation and/or unexplained exclusion of meetings or other business gatherings
- The deliberate withholding of information with the intention of affecting a colleague's performance
- Unfair and destructive criticism
- Intimidating behavior including unwanted jokes and comments
- Verbal abuse and spreading of malicious rumors
- Humiliation or ridicule
- Physical conduct ranging from unwelcome touching to serious physical assault
- Unwelcome sexual advances
- The offer of rewards for going along with sexual advances, e.g. promotion, access to training
- Threats for rejecting sexual advances, e.g. suggestions that refusing advances will adversely affect the individual's employment, evaluation, pay, advancement, assigned work, or any other condition of employment or career development
- Demeaning comments about a person's appearance
- Questions about a person's sex life
- The use of obscene gestures
- Overbearing supervisor, or other misuse of power or position
- Intent to undermine, humiliate, denigrate, or injure
- Making threats or comments about job security without foundation
- Preventing individuals progressing by intentionally blocking promotion or training opportunities
- Disparaging comments about the employee via social media
- Substantiated **Retaliation**



APPENDIX 2: SEXUAL HARASSMENT – UNACCEPTABLE CONDUCT

Sexual Harassment encompasses a wide range of conduct; some examples of specifically **Unacceptable Conduct** include the following however, it should be noted that this list is not exhaustive:

- Physical assaults of a sexual nature, such as rape, sexual battery, molestation or attempts to commit these assaults, and intentional physical conduct that is sexual in nature, such as touching, pinching, patting, grabbing, or brushing against another employee's body
- Unwelcome sexual advances, propositions, or other sexual comments, such as sexually oriented gestures, noises, remarks, jokes, or comments about a person's sexuality or sexual experience
- Preferential treatment or promises of preferential treatment to an employee for submitting to sexual conduct, including soliciting or attempting to solicit any employee to engage in sexual activity for compensation or reward
- Subjecting, or threats of subjecting, an employee to unwelcome sexual attention or conduct or intentionally making performance of the employee's job more difficult because of that employee's sex
- Sexual or discriminatory displays or publications anywhere in the workplace by the employees
- Sexual or discriminatory images or remarks by Text, Glip or other communication avenues
- **Retaliation** against a **Complainant** who made a **Sexual Harassment** complaint

APPENDIX 3

The Central Health Enterprise (CHE) Complaint Form

The CHE supports a work environment for individuals in which respect and dignity are paramount. If you feel that you have been subjected to any form of harassment/sexual harassment and/or bullying, please complete the form below and submit to an HR representative or to one of the confidential HR inboxes below:

Central Health: **HRConduct_CH**
CommUnityCare: **HRConduct_CUC**
Sendero: **HRConduct_Sendero**

COMPLAINANT INFORMATION

Name:

Work Location/Department:

Work Phone:

Job Title:

Email:

Select Preferred Communication Method:

Email Phone In person

SUPERVISORY INFORMATION

Immediate Supervisor's Name:

Title:

Work Phone:

Work Location or Department:

COMPLAINT INFORMATION

1. Please provide as much information as possible about the accused:

Name:

Title:

Work Address:

Work Phone:

Relationship to you: Supervisor Subordinate Co-Worker Other

2. What type of concern are you filing (check all that apply): _____Harassment _____Discrimination
_____Retaliation

3. Please describe what occurred in detail. Include dates and times of the event(s) and how it is affecting you and your work (if applicable). Please use additional sheets of paper if necessary and attach any relevant documents or other evidence.

4. Have you attempted to resolve this concern by using the informal approach listed in the Anti-Harassment, Discrimination & Retaliation (HR1-005) policy?
_____ Yes _____No

If yes, has the situation improved? _____Yes _____No

5. Please list the name and contact information of any witnesses or individuals who may have information related to your concern(s):

6. Have you previously reported your concern(s) to anyone in the CHE? If yes, when and to whom did you speak with?

Signature: _____ *Date:* _____