

PARTNERS HEALTH MANAGEMENT BOARD BYLAWS

ARTICLE I: PURPOSE

The purpose of Partners Health Management (“Partners”) is to be the Local Management Entity (LME) and Managed Care Organization (MCO) for community mental health services of the highest possible quality within the available resources to serve the populations of Partners Catchment Area or Region. Managed services shall include, but not be limited to, services for mental health disorders, intellectual/developmental disabilities, and substance use.

ARTICLE II: DESCRIPTION

Partners Health Management is a public authority created effective July 1, 2012 by eight counties and expanded to more counties over the years. The county commissioners, in collaboration with the North Carolina Department of Health and Human Services (DHHS), have established a partnership with the State for the delivery of community mental health services in all the counties Partners serves. As a public authority, Partners Health Management receives financial support from the following sources: federal government, state government, local government, grants, contracts, donations and other sources of revenue consistent with the above Purpose and any Statement of Mission and Vision.

ARTICLE III: BOARD COMPOSITION AND RESPONSIBILITIES

The membership of the Board shall comply with requirements for representation as specified by North Carolina Statutes.

A. **Board Composition**

The Board of Directors will consist of up to twenty-one (21) voting members, plus one voting member for each county joining Partners on or after September 1, 2021, along with the President of Partners’ Provider Council or the President’s designee (non-voting) and an administrator of a hospital providing mental health, developmentally disabled and substance abuse emergency services (non-voting). Non-voting members shall participate only in Board activities open to the public.

Three of the voting members will be filled by the recommendation of the local Consumer/Family Advisory Committee (CFAC) as follows: (1) the chair of CFAC or the chair’s designee; (2) one family member of the local CFAC (*family member means an individual who is either (a) a relative by blood/marriage, (b) representative/guardian of an individual with disabilities or (c) lives in the same household as the individual with disabilities and has a substantial interest in the well-being of the individual*); and (3) one openly declared consumer member of the local CFAC. Of these three members, the recommendations of the local CFAC and the appointing commissioners shall ensure that there is at least one member representing the interests of each of the following: (a) individuals with mental illness; (b) individuals in recovery from addiction; or (c)

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individuals with intellectual or other developmental disabilities.

The remaining voting Board members will be comprised of one County Commissioner or designee from each county in the catchment area. The remainder of the members will fulfill the requirements set forth in NCGS § 122C-118.1 utilizing the suggestions of the Board's Nominating Committee.

In all instances, there shall be a minimum of one Board member from each county in the Catchment Area or Region.

B. **Appointment**

Members of the Partners Health Management Board will be appointed by the Boards of County Commissioners within Partners Catchment Area or Region. Board members may fill concurrently no more than two categories of membership if the member has the qualifications or attributes of the two categories of membership. The County Commissioners serving on the Partners Health Management Board will have voting privileges. Each member of the Partners Health Management Board shall serve at the pleasure of the appointing Boards of County Commissioners. The Nominating Committee of the Board will meet throughout the year and compile names of potential appointees that possess the qualifications needed as specified by statute and as needed for the Board. These names and biographies of the potential nominees shall be shared with the appointing Boards of Commissioners for consideration for positions as such positions become available.

Should a Board member choose to resign, the Board member will do so by letter to the appointing commissioners with copies to the Board Chair and Chief Executive Officer.

C. **Term of Office**

Any member of the Partners Health Management Board who is a County Commissioner shall be deemed to be serving on the Board in an ex-officio capacity to his/her public office. Terms of the members on the Board shall be for three (3) years, with members eligible for reappointment for an additional three (3) years. Members appointed to fill an unexpired term shall serve the remainder of the original term and be eligible for reappointment for two (2) additional three (3) year terms. A one (1) year lapse in Board membership must occur before an individual is eligible for subsequent appointments to the Board.

For the initial formation of the Board, one-third of the members will be appointed for a one-year term (Class I); one-third for a two-year term (Class II); and all remaining members for a three-year term (Class III) to ensure that all terms do not expire at once. Thereafter, all Board members shall hold office for a term of three (3) years, whether or not initially appointed to Class I, Class II or Class III terms and shall serve for such term

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until the appointment and qualification of a successor, or until such Board member's death, resignation or removal. If for any reason the terms of the Board cease to be staggered by thirds as hereby intended, one or more terms of sitting Board members may be adjusted by up to one year by affirmative vote of a two-thirds majority of those members present at a single Board meeting, provided a copy of the proposed change in term(s) shall have been sent to each Board member before the meeting took place. New Board seats created for new counties joining Partners Catchment Area or Region will have staggered terms as appropriate.

D. **Officers**

1. A Chair, Vice Chair, and Treasurer shall be elected by the Board.
The terms of office shall be for one (1) year. The Board Chair need not always rotate counties. The Chair shall preside at all meetings of the Board and perform such other duties as may be directed by the Board. The Chair is authorized to sign all legal documents on behalf of the Board after the documents have been approved by resolution of the Board. The Chair shall appoint all committees and the Chair of each, except the Finance Committee. The Chair shall chair the Executive Committee and serve as an ex-officio member of all standing committees with no voting privileges except at the Board, Executive Committee, and standing committees-of-the-whole meetings. In the event the Chair is absent, without notice, for two consecutive meetings, submits a resignation, or is removed from the Board, the Board will elect a new Chair.

The Vice Chair shall serve in the absence of the Chair and perform such other duties as may be directed by the Board. The Vice Chair also serves on the Executive Committee.

The Board Treasurer will serve as Chair of the Finance Committee.

The Board Secretary will be either the Chief Executive Officer or the Clerk to the Board and has no voting privileges.

2. **Installation and Term of Office**

The Nominating Committee shall present a slate of nominees at the May meeting for action at the June meeting. Additional nominations can be made from the floor, provided the consent of the nominee to serve, if elected, has been secured. Officers shall be elected and installed at the June meeting to serve for a term of one (1) year. Terms of the officers shall begin at the close of the meeting at which they are elected. No officer may serve in the same office for more than two (2) consecutive terms.

3. **Vacancies**

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An officer vacancy shall be filled through nomination and election of the replacement at the next regularly scheduled meeting of the Board provided that the agenda will include that the vacancy exists. The Nominating Committee shall recommend potential Board members to County Commissioners, for appointment to the Board, when Board vacancies occur.

E. **Committees**

1. There shall be five (5) standing committees of the Board:

- Executive Committee
- Finance Committee
- Nominating Committee
- Human Rights Committee
- Regulatory Compliance Committee

Duties of each committee are outlined in the committee description, as adopted by the Board, as amended from time to time.

2. **Ad Hoc Committees**

Ad Hoc Committees will be appointed by the Chair from time to time.

3. **Committee Membership**

The Chair and a majority of each committee shall be Partners Health Management Board members except Human Rights which shall be as defined in 10A North Carolina Administrative Code 27G .0504 (f).

4. **Executive Committee**

The membership of the Executive Committee will be the current Board Chair, current Vice Chair, current Treasurer, Immediate Past Chair, and two (2) other Board members appointed by the Chair, provided that no county shall have more than two representatives on the Executive Committee. The Executive Committee will be responsible for hearing personnel matters of the Area Authority, meeting and acting for the full Board in the months the full Board does not convene and for handling other significant events needing decisions prior to the meeting of the full Board.

5. **Quorum**

A majority of appointed Committee members shall constitute a quorum.

F. **County Commissioner Advisory Board**

Pursuant to N.C. Gen. Stat. § 122C-118.2, LME/MCOs have an advisory board to ensure advice is available to LME/MCO board and chief executive officer (CEO) from all boards of commission for the counties of that LME/MCO. Partners has a county commissioner, or designee, from all boards of commission of the counties in Partners Catchment Area

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represented on the Board. To efficiently comply with the statute, every regularly scheduled meeting of Partners' Board shall include an opportunity for each county commissioner or their designee on the Board to report and advise on matters relevant to its county and Partners.

G. **Board Meetings**

Regular meetings shall be held at least six (6) times per year at a location and time designated by the Board Chair. Notice of the date, place, and time of the meeting shall be sent to each Board member in the form of an agenda. Information concerning Board meetings shall also be made available to the local news media. Each Board member is responsible for contacting the Clerk to the Board in the event of their unavailability for a meeting.

H. **Special Meetings**

Special meetings may be called by the Chair of the Board or by three (3) or more members of the Board after notifying the Board Chair in writing. Notice of the date, place, and time of the called meeting shall be sent to each Board member and the local news media in the form of an agenda, as well as a special telephone call to the Board members prior to the date of the meeting.

I. **Conduct of Meetings**

Conduct of business at Board meetings shall, in general, follow procedures outlined in the current edition of Roberts Rules of Order except where specified otherwise in these bylaws.

J. **Minutes**

A complete and accurate record of Board meetings shall be maintained in the form of minutes. These minutes shall be made available for inspection upon request of members of the community and employees of Partners Health Management. Copies of the minutes shall be sent each month to the Boards of Commissioners via the County Managers.

K. **Quorum**

A majority of appointed Board members shall constitute a quorum.

L. **Majority for Action**

Any action of the Board requires a vote of greater than 50% of those voting. Participation in a Board meeting shall be allowed via conference call. Proxy voting will not be allowed at any meetings of this body.

M. **Attendance**

The Area Board may declare vacant the office of an appointed member who does not

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attend three (3) consecutive scheduled meetings without justifiable excuse. The Chair of the Area Board shall notify the appropriate appointing authority of any vacancy. Vacancies on the Board shall be filled by the initial appointing authority before the end of the term of the vacated seat or within ninety (90) days of the vacancy, whichever occurs first, and the appointments shall be for the remainder of the unexpired term.

ARTICLE IV: CHIEF EXECUTIVE OFFICER (CEO)

The Chief Executive Officer is an employee of the Board and shall serve at the pleasure of the Board. Duties of the Chief Executive Officer are as described in the job description for the Chief Executive Officer, as adopted by the Board, as amended from time to time.

ARTICLE V: AMENDMENTS

These bylaws may be amended after having been approved at one (1) Board meeting by affirmative vote of a two-thirds majority of those members present, provided a copy of the proposed amendment shall have been sent to each Board member before the meeting took place.

ARTICLE VI: ADOPTION

The Partners Health Management Bylaws, as contained herein, were reviewed and adopted by the Partners Health Management Board in regular session on July 2, 2012 with a quorum present, and as prescribed by Article III (Majority for Action); and properly amended from time to time as reflected below.

The Partners Health Management Bylaws, as contained herein, were reviewed, amended and adopted by the Partners Health Management Board in regular session on May 20, 2021, with a quorum present, and as prescribed by Article III (Majority for Action).

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 Partners Health Management Board Chair

5/28/2021 | 2:02 PM EDT

 Date

DocuSigned by:

 81E05369FA8A444...
 Clerk to the Board

5/31/2021 | 2:31 PM EDT

 Date

AMENDMENTS

AMENDED-August 16, 2012

Reference: Article III, Section E.5. (Committee quorum requirement change)

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AMENDED-November 15, 2012

Reference: Article III, Section E.1. (Audit Committee and Finance Committee combined into one committee – Finance Committee)

AMENDED-February 21, 2013

Reference: Article III, Sections A and B was revised to reflect the changes in board composition and requirements as specified by *NCGS § 122C-118:1 Structure of Area Board*.

AMENDED-March 21, 2013

Reference: Article III, Section L *Attendance* was revised to reflect that the Area Board may declare vacant the office of an appointed member who does not attend three consecutive scheduled meetings without justifiable excuse, as stated in *NCGS § 122C-118:1 Structure of Area Board*.

AMENDED – August 15, 2013

Reference: Article III. Section A *Board Composition*, second paragraph was revised to provide definition of “a family Member.”

AMENDED – November 16, 2017

Reference: Article I updated to reflect Partners is both an LME and MCO; to alphabetize the counties; and to reflect modern parlance for intellectual/developmental disabilities and substance use. Article III updated to reflect Board Chair may vote in committees of the whole; to memorialize the creation in March 2017 of a Regulatory Compliance Committee required by new law and contract; to change “job description” to “committee description”; and to ensure statutory compliance as to an established county commissioner advisory board.

AMENDED - April 18, 2019

Reference: Updated to include Rutherford County effective July 1, 2019, and to adjust Board composition accordingly. Minor typographical and format changes. Deleted language unique to the initial creation of the Board and no longer necessary. Added language to ensure the Board member terms remain staggered by thirds over time, including the addition of Rutherford County.

AMENDED – March 19, 2020

Reference: Article III – Section A, *Board Composition*, fourth paragraph, deleted language pertaining to proportional population composition of the Board and reference thereof at the end of the first sentence in Section B, *Appointment*. Article III – Section C, *Term of Office*, deleted the language defining terms of commissioners as concurrent with their respective terms as public officials to assure statutory compliance as specified by *NCGS § 122C-118:1 Structure of Area Board*, with compliance to the Amended Section C by July 1, 2020.

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AMENDED – June 18, 2020 Reference Resolution 2020-06182020-1 Partners Organizational Name Change related to and in preparation for operations as a Tailored Plan, from “Partners Behavioral Health Management” to “Partners Health Management”, effective July 1, 2020 or as soon thereafter as legally and reasonably feasible; and

Resolves that “Partners” and any reasonable variation thereof shall remain the “doing business as” (dba) name of the organization before, during and after such formal name change; and Authorizes the CEO and his designees to take under this Resolution, without further Board action, all further action on behalf of Partners to effectuate this name change, including all appropriate notification to and approvals from relevant persons and entities; and modification of all official documents of the organization.

AMENDED – May 20, 2021, to be effective on launch dates of new counties joining Partners, including Cabarrus and Union Counties as approved by the DHHS Secretary and Stanly and Forsyth County if also approved by the Secretary. Only edits made reflect increase of maximum Board size beyond current 21 to add one seat for each new county. No other substantive changes were made. Because by NCGS 122C-118.1(a), the cap is 21 Board members, this amendment was made on the condition the current Boards of County Commissioners and the Secretary approve the variation from the statute. Those approvals were obtained by the counties on _____, 2021 and the Secretary on _____, 2021.