

BYLAWS
MEDICAL SERVICES BOARD
COLORADO DEPARTMENT OF HEALTH CARE POLICY AND FINANCING

ARTICLE I – CREATION

The Medical Services Board in the Department of Health Care Policy and Financing, hereinafter referred to as the “Board,” is created by statute in section 25.5.1-301, C.R.S., and its members are appointed pursuant thereto.

ARTICLE II – ORGANIZATION

A. OFFICERS

The Board shall elect from its members a president, a vice-president and such other board officers, as it shall determine. Officers’ terms shall be for one year and the presidency shall rotate among the members each year. ~~Each member shall have the opportunity to be president before previous holders of the presidency serve again in that capacity. A member may decline to serve as president.~~ Election of officers shall take place each September. If requested by any Board member, election of officers shall take place by secret ballot.

B. MEETINGS

Regular meetings of the Board shall be held on the second Friday of each month at a place and time determined by the Board or Department, or at such other times as may be established by a majority vote of the entire membership of the Board. The Board may also determine that a regular monthly meeting shall not be held. The Board will make an effort to meet outside the Denver area at least once a year, if funding and staff resources are available for such meetings.

Emergency or special meetings of the Board may be called by the President, by the Executive Director of the Department, or upon written request of a majority of members of the Board. Notice of any emergency or special meeting of the Board shall ~~either be mailed or be~~ delivered electronically, or by telephone or fax ~~other means of communication~~ to each member of the Board stating the time, place and purpose of the meeting. Notice ~~by telephone or fax~~ must be given no later than 24 hours prior to the time set for the ~~meeting or, if mailed, shall be mailed not later than 72 hours prior to the hour set for the meeting.~~ ~~Any member of the Board may waive notice of the time, place and purpose of an emergency or special meeting at any time before, during or after such~~ meeting.

All regular, special and emergency meetings of the Board shall be open to the public as required by law.

At any regular or special Board meeting, the Board may proceed in Executive Session as ~~authorize~~authorized by law upon ~~the affirmative~~ vote of two-thirds of the ~~entire membership of the Board.~~ ~~Prior to proceeding in~~quorum present. ~~Procedures for entering/exiting~~ Executive Session, ~~the President shall announce to the public the general topic of the Executive Session.~~ ~~Only those persons invited~~be governed by ~~the Board may be present at an Executive Session~~24-6-402, C.R.S.

C. QUORUM

The quorum of members necessary for the Board to transact business shall be a simple majority of the entire membership of the Board, as defined at § 25.5-1-301, C.R.S., regardless of whether all positions on the Board are filled. Decisions of the Board shall be by a vote of the majority of a quorum of the Board, ~~as specified by statute.~~

D. COMMITTEES

The Board, by resolution of a majority of a quorum of the members of the Board, may designate and appoint one or more committees to serve in an advisory capacity to the Board. No such committee(s) shall have the authority of the Board and shall perform only those functions determined by the Board. Committee members shall be appointed by the President and shall serve at the pleasure of the Board. The Chairperson(s) of the committee(s) may be designated by the Board or may be selected by the members of the committee(s), as determined by the Board.

Each committee shall meet with the Board or submit a written report when requested by the President of the Board.

E. COMPENSATION

Members of the Board shall serve without compensation but shall be reimbursed for reasonable and necessary actual expenses incurred in the performance of their official duties as members of the Board.

ARTICLE III – PROCEDURES AND RULES OF ORDER

- A. Meetings of the Board shall be conducted generally in keeping with Roberts Rules of Order, except as otherwise provided in these bylaws, but shall be as informal as circumstances permit.
- B. The President shall preside at all meetings. Whenever the President is ineligible to participate, or is absent, the Vice-President shall perform all the duties of the

President. In the absence of both the President and Vice-President, a member selected by those Board members present shall preside.

- C. The Agenda may be changed by the President or by a majority vote of the Board members present.
- D. ~~Testimony~~Rule making proceedings shall be ~~accepted according to the Testimony Protocol adopted~~governed by the ~~Board on July 11, 1007 (copy attached).~~Colorado Administrative Procedures Act, section 24-4-1031, et seq. C.R.S.
- E. The President may participate in discussion and shall vote as any other Board member.
- F. A roll call vote shall be taken upon the request of any Board member. The names of the Board members shall be called in alphabetical order by the State Board Administrator, and each member shall vote yes or no at such time unless he/she chooses to abstain.
- G. All meetings of the Board shall be recorded and ~~retained in~~appropriate minutes shall be taken and maintained.

ARTICLE IV – GENERAL POLICIES

- A. The Board shall act only by resolution at a duly called meeting of the Board, and no individual member of the Board shall exercise any individual administrative authority with respect to the Department.
- B. No individual member of the Board shall make a statement of policy which purports to be that of the Board unless the Board shall have adopted such policy, but no one shall be prohibited from stating his or her personal opinions, provided they are clearly identified as such.
- C. No member of the Board may be an employee of the Department. Upon accepting employment with the Department, a member must resign his or her seat on the Board. This rule shall not apply to employees of other state agencies or any provider or contractor associated with the Department, subject to the conflict of interest policy stated below.

ⓓ

ARTICLE V – CONFLICT OF INTEREST

- A. Actual Conflict of Interest

A Board member shall not perform an official act which may have a direct economic benefit to the member or on a business or other undertaking in which such Board member has a direct or substantial financial interest.

If an actual conflict of interest exists, the Board member shall disclose the basis of the actual conflict of interest to the Board and others in attendance before the discussion or hearing begins or as soon thereafter as the Board member identifies/recognizes the actual conflict and should recuse him or herself from further participation or voting on the matter at hand. The Board member shall leave the room while the discussion and Board action on the item for which an actual conflict of interest exists occurs.

However, ~~A~~ Board member may, prior to acting on a matter ~~that may~~ in which he/she ~~has~~ ~~may have~~ ~~have~~ an actual conflict of interest, disclose the nature of his/her interest by filing written disclosure. The disclosure shall be filed electronically with the Secretary of State on the "Conflict of Interest Filing" form, listing the amount of his/her financial interest, if any, the purpose and duration of his/her services rendered, if any, and the compensation received for the services or such other information as is necessary to describe his/her interest. The Board member should also disclose the conflict to the Board and others in attendance.

Such disclosure shall constitute an affirmative defense to any civil or criminal action or any other sanction.

~~Board members may not participate in the formal voting process when a direct conflict of interest is determined to exist, unless the appropriate written notice has been filed with the Secretary of State. If such notice has been filed, the member may participate fully in discussion and voting, but must announce the nature of his/her interest announce prior to discussion, or as soon as the conflict is recognized, but in any event prior to voting.~~

B. Apparent or Perceived Conflict of Interest

An apparent or perceived conflict of interest may occur when a member does not have an actual conflict but may be perceived as having an interest in the outcome of a vote which could be viewed by the public as a conflict of interest.

A Board member who believes he/she may have an apparent or perceived conflict of interest shall disclose the basis of the apparent or perceived conflict of interest to the Board and others in attendance before the discussion or hearing begins or as soon as practicable.

~~If the Board member does not disqualify him/herself from further participation of the apparent or perceived conflict of interest, the President will ask for comments from the Board or others in attendance. Except for the Board member who disclosed the apparent or perceived conflict of interest, the Board shall vote whether an apparent or perceived conflict of interest exists. If an apparent or perceived conflict is found to exist, the Board member disclosing the conflict shall be disqualified from further participation or voting on the matter at hand and shall leave the room during the discussion and Board action on the item for which an apparent or perceived conflict of interest exists. -The Board member who disclosed the apparent or perceived conflict of interest shall be bound by the Board's vote.~~

~~If an apparent or perceived conflict of interest exists, the Board member disclosing the conflict shall be disqualified from voting on the matter.~~

~~In determining whether an apparent or perceived conflict of interest exists, the following factors may/will/shall be taken into consideration:~~

~~1. The need to maintain public confidence in the integrity of the Board and the government of the state of Colorado;~~

~~2. The likelihood that the Board member in question is able to participate objectively in the action under consideration;~~

~~3. The likelihood that the expertise and experience that the Board member in question will bring to the action under consideration will not be able to be brought forward by any other Board member that does not have an actual, apparent or perceived conflict of interest or by any other person(s) who may present testimony or comment on the action under consideration.~~

~~Any potential actual, apparent or perceived conflict of interest may also be raised by other Board members, the parties to the matter before the Board and any member of the public.~~

~~The Board and any Board member may consult with Board counsel with regard to an actual or perceived conflict of interest.~~

- ~~C. Receipt of Medicaid or other health care services provided by the Department shall not be considered a conflict of interest. -Receipt of payment of services as a provider, whether directly or indirectly, shall be disclosed and is not per se considered a conflict of interest. Board members must disclose any potential conflicts of interest when such conflicts may exist. The Board shall then have the opportunity to deliberate and vote on whether a conflict of interest exists.~~

~~Board members may participate in discussions regarding topics on which they may have a conflict of interest, but shall disclose any potential conflict prior to the discussion.~~

~~Board members may not participate in the formal voting process when a conflict is determined to exist.~~

ARTICLE ~~V~~VI – ADMINISTRATIVE DIRECTIVES

- A. The Executive Director shall attend all Board meetings or send a suitable representative selected by him/her.
- B. The State Board Administrator shall prepare an agenda for all regular meetings, and have such agenda either mailed, delivered electronically, or ~~faxed by other means of~~ communication to Board members to assure receipt at least five business days prior to each meeting.
- C. Copies of the minutes of each regular meeting shall either be mailed, ~~phoned delivered~~ electronically, or ~~faxed by other means of communication~~ to all Board members by the State Board Administrator to assure receipt at least five business days prior to the next succeeding regular meeting. Minutes of the emergency or special meetings shall either be mailed, delivered electronically, or by other means of communication to Board members as soon as ~~is~~ reasonably possible.
- D. Copies of rules, issue summaries and other documents that require Board action shall either be mailed, delivered electronically, or ~~faxed by other means of~~ communication to all Board members to assure receipt at least five business days prior to each meeting when possible.

ARTICLE ~~V~~VII – BYLAWS

These bylaws may be amended or repealed and new bylaws may be adopted by a vote of a majority vote of the entire membership of the Board at any regular meeting of the Board.

The State Board Administrator shall provide a copy of these bylaws to all new members of the Board upon their appointment and to any other person who requests a copy. These bylaws may also be found online on the Department's website.

It being the desire of the Board to meet its responsibilities to the people of Colorado, and in the most efficient and conscientious manner possible, to discharge its duties under the law, the Medical Services Board of the Colorado Department of Health Care Policy and Financing does by resolution hereby adopt these bylaws this ~~14th~~ 14th day of ~~October~~ October, ~~2005~~ 2010, to be effective immediately.

~~Joe Rall~~ Brenda LaCombe, Board President

Bylaws: ~~10/2005~~ /20105

DRAFT