

TRILLIUM HEALTH RESOURCES BYLAWS

For the

Northern Region

ARTICLE I: ORGANIZATION AND OFFICES

Section 1. Name

Trillium Health Resources is an area authority and local political subdivision of the State of North Carolina, incorporated according to the laws of the State.

Section 2. Offices

The principal office of the Northern Region shall be at 144 Community College Road, Ahoskie, NC 27910.

ARTICLE II: BOARDS AND MEMBERS

Section 1. Governing Board and Regional Advisory Boards

1.1 Powers. The governing unit of Trillium Health Resources is comprised of a single Governing Board and three Regional Advisory Boards. The Governing Board shall have the power to direct the business and affairs of the Local Management entity/Managed Care Organization (LME/MCO) and to exercise all of its powers, duties, and responsibilities, including those set forth in the Joint Resolution establishing Trillium Health Resources, effective July 1, 2015. The Governing Board shall be responsible for establishing policies that guide the operation of the LME/MCO. The Regional Advisory Boards shall ensure involvement of local stakeholders, promote local collaboration, and monitor services provided within established catchment areas in coordination within each of the three regions. Individuals who serve on the Governing Board are "Directors." Individuals who serve on the Regional Advisory Boards are "Members."

1.2 Regional Advisory Board Composition. The Members of the Regional Advisory Boards shall be as follows:

(a) Two (2) Members from each County, appointed by each County's Board of Commissioners, and will include a County Commissioner or designee, a stakeholder/citizen who meets one of the criteria listed in North Carolina Statute 122C-118.1 and

(b) One (1) Member from the Local Consumer and Family Advisory Committee, either the Chair or other elected member.

1.3 Chair of the Regional Advisory Board. Each Regional Advisory Board shall elect a Member to serve as Chair, and Vice-Chair of the Regional Advisory Board for a term of one (1) year in accordance with the fiscal year. The Chair shall preside at all meetings of the Regional Advisory Board.

1.4 Representative to the Governing Board. Each Regional Advisory Board shall elect 4 members to serve on the Governing Board of Directors: (1) 1 County Commissioner, (2) 1 CFAC Chair or designee, (3) 2 other members who meet the criteria outlined in G.S. 122C-118.1. The Provider Network Council chair (or chair's designee) will serve on the Governing Board of Directors in a non-voting capacity. This will result in a body of 13 members.

1.5 Term. The term for Directors of the Governing Board shall be 1 three year term with no re-appointment upon expiration of a term without a break in service for County Commissioners. The terms of non-commissioners on the governing Board of Directors shall be three years, with a maximum of three consecutive terms of office. Members appointed as a Director of the Governing Board must retain their membership on the Regional Advisory Boards for the duration of their term on the Governing Board. Members appointed from the Regional Consumer and Family Advisory Committees must retain their membership on the Regional Consumer and Family Advisory Committees for the duration of their term on the Regional Advisory Boards.

1.6 Vacancies. Any vacancy on the Regional Advisory Board shall be filled by requesting that the appointing County Board of Commissioners appoint a new qualifying Member. In the case of a Member from the Regional Consumer and Family Advisory Committee, the Regional Consumer and Family Advisory Committee shall elect a new Member.

1.7 Removal.

The Advisory Board may declare vacant the office of an appointed member who does not attend three consecutive scheduled meetings without justifiable excuse. If the advisory board declares an appointed member's office vacant, the board will seek to have the vacant office filled by the appointing authority.

1.8 Compensation. The Governing Board, at its discretion, may fix compensation and reimburse Members to the extent allowed by law.

ARTICLE III: MEETINGS

Section 1. Meetings

1.1 Meetings. Regular meetings of each Regional Advisory Board shall be held six (6) times a year, at a date and time selected by consensus of the Members. The meeting will occur either virtually and/or in a central location. The Order of Business for Regional Advisory Board meetings shall be as follows:

- (a) Comments from the public: Any member of the public may address the Regional Advisory Board.
- (b) Approval of the minutes.
- (c) Special Presentations: The Regional Advisory Board will receive presentations from LME/MCO staff on topics of interest or for monitoring purposes. The Regional Advisory Board may also hear presentations about local initiatives.
- (d) Governing Board Report: The Regional Advisory Board representative to the Governing Board will provide an update on decisions and other matters considered by the Governing Board.
- (e) Regional Director's Report: The Regional Director will report on the operations of the Northern Region, as well as other local activities and initiatives.
- (f) Monitoring Items: The Regional Advisory Board will review performance of Trillium Health Resources and the Northern Region on key performance indicators.
- (g) Information Items: The Regional Advisory Board will receive information on local and state activities and initiatives.
- (h) Other Business: The Regional Advisory Board will consider other matters that impact services to enrollees or the Northern Region.
- (i) Adjourn.

1.2 Notice. Written notice of the time and place of Regional Advisory Board meetings shall be provided to Members at least seven (7) days before the meetings.

1.3 Attendance. Members shall attend all meetings of their respective Regional Advisory Boards. Members who cannot attend a scheduled Regional Advisory Board meeting must request to be excused from attendance by the Chair. Absences shall only be approved by the Chair upon showing of good cause. Members who have more than two (2) unexcused absences in any single fiscal year shall be removed from the Regional Advisory Board.

1.4 Responsibilities. The Regional Advisory Boards' responsibilities are:

- (a) Advise the CEO on the evaluation and hiring of the Northern Regional Director.
- (b) Recommend priorities for the expenditure of state and county funds for the development of the annual budget.
- (c) Determine local priorities for inclusion in the LME/MCO's overall strategic plan.
- (d) Identify community needs and concerns and monitor the resolution of issues.

- (e) Monitor performance at the local level, including access to care, expenditure of service funds, number of enrollee served, services delivered, provider network size and composition, outcomes, and enrollee satisfaction.
- (f) Receive updates on the implementation of the Tailored Plan and managing whole person health.

1.5 Special Meetings. Special meetings of the Regional Advisory Board for a specific purpose may be called at any time by the Chair or at the request of at least five board members. The specific purpose must be stated in the notice, which must be given not less than 48 hours prior to any special meeting, and no other business shall be transacted. Meetings shall be held at such time and place as fixed by the Chair.

1.6 Linkage to the Governing Board. Responsibilities not delegated to the Regional Advisory Boards shall be performed by the Governing Board. Members shall work with the Regional Advisory Boards' representatives to the Governing Board to ensure that local concerns requiring Governing Board action are appropriately addressed.

Section 2. Voting and Conduct

2.1 Quorum and Voting. A majority of the Members must be present in order to constitute a quorum and to transact official business of the Regional Advisory Board. A motion shall be adopted if approved by a majority of votes cast and a quorum being present.

2.2 Presumed Agreement. A Member who is present during a vote of the Regional Advisory Board shall be presumed to agree with the vote taken, unless his or her vote against the action is recorded.

2.3 Conflict of Interest. Members shall disclose any known or possible conflicts of interest and be recused from all discussions and votes regarding matters on which the Member is, or may be, conflicted.

2.4 Code of Conduct. Members will be ethical and professional, and abide by the following Code of Conduct at all times:

- (a) Members will not self-deal, conduct private business, or provide personal services for the Company, except as explicitly authorized through written policies and procedures.
- (b) Members may not use their positions to obtain employment for themselves, family members, or associates.
- (c) Members will annually disclose their involvement with other organizations, vendors, or any other associations that might create a conflict of interest.

- (d) Members may not exercise individual authority over the LME/MCO, its Officers, or employees except as explicitly set forth in written policies and procedures.
- (e) Members will, from time to time, receive information that is privileged, confidential, or otherwise protected by law or statute. Members will maintain the confidentiality and or privileged nature of such information, including information received and discussed during a duly called closed session.

ARTICLE IV: OFFICERS

Section 1. Officers and Duties

1.1 Chair and Vice Chair. The Chair is responsible for presiding over the meeting. If they are unable to attend, then it will be assigned to the Vice Chair. In the absence of either Chair or Vice Chair the Regional Director has the authority to preside over any meetings of the Regional Advisory Board.

1.2 Clerk. Each Director of the Regional Advisory Board shall appoint a staff member to serve as Clerk for each Regional Advisory Board. The Clerks shall attend all meetings of their respective Regional Advisory Boards and are responsible for required compliance activities such as meeting notices, recording minutes and votes, etc. The Clerks shall coordinate their duties with, and are accountable to, the Governing Board Clerk.

ARTICLE V: GENERAL

Section 1. Amendment of Bylaws

These bylaws may be amended by an affirmative vote of the Northern Regional Advisory Board, subject to the approval of the Governing Board.

Section 2. Indemnification and Insurance

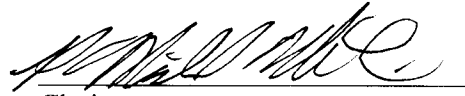
2.1 Indemnification. Any individual who serves, or has served, as a Member shall be indemnified to the fullest extent permitted by law against any claim arising from his or her service as a Member.

2.2 Insurance. The LME/MCO shall purchase and maintain insurance on behalf of any Member against any liability asserted against, or incurred by, a Member arising from his or her service as a Member.

Section 3. Books and Records

The LME/MCO shall keep minutes of the proceedings of the Regional Advisory Boards and all committees as required by law.

PASSED, ADOPTED AND APPROVED this 12 day of July, 2022.


Chairman

Jacqueline M. Waller
Clerk