OREGON HEALTH POLICY BOARD
By-Laws

ARTICLE I

Oregon Health Policy Board

The Oregon Health Policy Board (the Board) is created pursuant to House Bill 2009, 2009 Or. Laws Chapter 595 (the Act). The Board is the policy-making and oversight body for the Oregon Health Authority. The Board's duties are described in Section 9 of the Act.

The Director of the Oregon Health Authority (Director) and staff employed or arranged for by the Director shall serve as staff to the Board.

It is expressly understood that nothing contained in these Bylaws shall be deemed to limit or restrict the general authority vested in the Board or the Oregon Health Authority by law.

ARTICLE II

Board Composition

Section 1 – Board Members

The Board consists of nine members appointed by the Governor and confirmed by the Senate. Board members serve four year terms. A Board Member is eligible for reappointment. A Member whose term has expired but whose successor has not been appointed and confirmed may continue to serve until replaced.

Section 2 – Compensation

Members of the Board receive no compensation for their services, but shall be reimbursed for per diem and travel expenses for their attendance at Board meetings and Committee meetings as provided in ORS 292.495.

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ARTICLE III

Officers of the Board

Section 1 – Statutory Composition of the Board's Officers

The officers of the Board shall be a Chairperson and a Vice Chairperson, appointed by the Governor from the membership of the Board.

Section 2 – Duties of Officers

A. The Board Chairperson shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board. The Chairperson will:

1. Coordinate meeting agendas in consultation with the Director
2. Review all draft Board meeting minutes prior to the meeting at which they are to be approved
3. Make Committee Chairperson assignments

B. The Board Chairperson shall possess the power to sign all certificates, contracts and other instruments which may be authorized by the Board, unless delegated by the Board to the Director.

C. In the absence of the Board Chairperson, or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Board Chairperson.

Section 3 – Office Vacancies

A. If a vacancy occurs in the office of the Board Chairperson, the Vice Chairperson shall carry out the functions of the Chairperson until the Governor selects a new Chairperson.

B. If a vacancy occurs in the office of the Vice Chairperson, the office shall remain vacant until the Governor selects a new Vice Chairperson.

C. If a vacancy occurs in the office of the Chairperson when the office of the Vice Chairperson is vacant, the Board shall designate one of its Board Members to serve as chairperson pro tem over meetings until the Governor selects a Chairperson or a Vice Chairperson.

Section 4 – Absence of Officers from Meetings

If neither the Chairperson nor the Vice Chairperson is able to attend any duly called Board meeting, the Chairperson of the Board shall designate a Board Member to serve as chairperson pro tem for that meeting.

Section 5– Committees

A. Public Health Benefit Purchasers Committee: Appointment of membership and duties of the Public Health Benefit Purchasers Committee shall be made in accordance with statute.

B. Health Care Workforce Committee: Appointment of membership and duties of the Health Care Workforce Committee shall be made in accordance with statute.

C. Advisory and Technical Committees

The Board may establish such advisory and technical committees as the Board considers necessary to aid and advise the Board in the performance of the Board's functions. These committees may be standing committees or temporary committees. The Board will determine the representation, membership, terms and organization of the committees and shall appoint the members of the committees. The

Board Chairperson shall appoint Committee Chairpersons at the same time the committee is appointed. The Board may terminate a committee, except for a Committee established by statute.

D. Committee Procedures, Recommendations and Reports to the Board

1. Meetings of the Committees are subject to the Public Meetings Law. The Committee Chairperson shall work with Oregon Health Authority staff to provide for the distribution of an agenda and for the recording of meetings, and shall be responsible for the order and conduct of the meeting.

2. A recommendation from a Committee to the Board requires an affirmative vote of a majority of the Committee members.

3. The work of the Committees must be arranged so as to permit the timely completion of tasks requested by the Board or included within the Committee's mandate. The Committees will work cooperatively with the Board and staff to provide requested information.

E. Compensation

Members of Committees who are not voting Board Members may be reimbursed from funds available to the Board for actual and necessary mileage and parking expenses (and other expenses authorized by the Board) incurred by them in the performance of their official duties, in the manner and amount provided in ORS 292.495.

ARTICLE IV

Board Meetings

Section 1 – Regular and Special Meetings.

A. The Board shall meet at least once every month and shall meet at least once every two years in each congressional district in this state, at a place, day and hour determined by the Board.

B. The Board may also meet at other times and places specified by the call of the Chairperson or a majority of the Members of the Board, or as specified in these Bylaws.

C. Board meetings will be held within the geographic boundaries of the state.

Section 2 – Meetings by Telecommunication

A. A regular or special meeting of the Board may be held by telephone, video conferencing or other electronic means in which all Board Members may hear each other so long as it complies with the Oregon Public Meetings Law.

B. If a Board Member is unable to attend any meeting in person, the Member may participate via telephone, video conferencing or other electronic means, providing that all participants can hear each other and members of the public attending the meeting can hear any Board Member who speaks during the meeting. Board Members attending through such electronic means shall be included in constituting a quorum.

Section 3 – Attendance

Regular attendance at meetings is expected of each Board Member. A Member should notify the Chairperson, the Director, or Oregon Health Authority staff assisting the Board, at least 24 hours in advance of a meeting if the Member is unable to attend. In an emergency, the Member shall contact the Chairperson, the Director, or Oregon Health Authority staff assisting the Board, as soon as reasonably possible.

Section 4 – Notice of Meetings, Minutes and Records

A. Meetings of the Board are subject to the Oregon Public Meetings Law.

B. Notice of scheduled meetings, together with an agenda and minutes of the previous meeting will be mailed to all Board members and to the public at least ten (10) business days prior to such meetings, or if ten days' notice is not practicable then such lesser notice as is practicable.

C. Typed minutes of all meetings of the Board shall be distributed to all Board Members and made available to the public no later than thirty (30) days after the meeting and are subject to amendment and approval of the next meeting of the Board.

D. The Board shall maintain all records in accordance with the Oregon Public Records Law.

Section 5 – Rules of Order

A. The Board will conduct its business through discussion, consensus building and informal meeting procedures.

B. The Chairperson may, from time to time, establish specific procedural rules of order to assure the orderly, timely and fair conduct of business. The Chairperson may refer to the most recent edition of Robert's Rules of Order for guidance.

Section 6 – Quorum and Voting Rights

A. Quorum – A majority of the voting Members of the Board constitutes a quorum for the transaction of business, so five (5) voting Members constitute a quorum of the Board. The continued presence of a quorum is required for any official vote or action of the Board throughout an official meeting. Less than a quorum of the Board may receive testimony.

B. Voting – All official actions of the Board must be taken by a public vote. On all motions or other matters, "voice" vote may be used. At the discretion of the Chairperson or at the request of a Board Member, a show of hands or "roll-call" vote may be conducted. Proxy votes are not permitted. The results of all votes and the vote of each member by name must be recorded.

C. When there is a quorum present at a meeting, a majority of the Board Members present is necessary to pass motions or take other action during a meeting. Abstaining votes shall be recorded as abstention.

Section 7 – Conflict of Interest

Actions of the Board and Committees are subject to the Oregon Government Ethics Law, including requirements for declaring conflicts of interest. The Board shall adopt a policy with respect to conflicts of interest involving Board Members and Committee members. The policy shall be reviewed periodically by the Board and may be modified from time to time.

ARTICLE V

Rules of Construction and Amendments to Bylaws

A. All references in these Bylaws to "mail" or "mailing" shall also include electronic mail to a Member or an addressee who has an email address on file with the Board and who has agreed to be contacted by electronic mail.

B. All procedures in these Bylaws shall be construed in accordance with the intent and purpose of applicable state laws and regulations.

C. These Bylaws may be amended or repealed and new bylaws adopted, by the Board at any regular or special meeting of the Board provided that twenty (20) days written notice of the proposed

amendment shall be given to each Member of the Board prior to any regular or special meeting of the Board at which the proposed amendment is to be considered and acted upon. Amendment of the Bylaws requires an affirmative vote of five (5) voting Members of the Board.