

A RESOLUTION TO APPROVE THE WASHTENAW COMMUNITY HEALTH ORGANIZATION (WCHO) AMENDED BYLAWS AS RECOMMENDED BY THE WCHO BOARD OF DIRECTORS

WASHTENAW COUNTY BOARD OF COMMISSIONERS

March 2, 2011

WHEREAS, on July 7, 1999, the Washtenaw County Board of Commissioners approved Resolution #99-0154 which authorized the Chair of the Board of Commissioners to execute a ten-year Urban Cooperation Act Agreement ("UCA") with the Regents of the University of Michigan ("University") to create the Washtenaw Community Health Organization ("WCHO") ; and

WHEREAS, on June 2, 2010, the Washtenaw County Board of Commissioners approved Resolution #10-0111 which authorized the chair of the Board to sign the renewal of the UCA agreement with the University of Michigan; and

WHEREAS, the WCHO is a separate legal entity which serves as the Community Mental Health Service Provider (CMHSP) for Washtenaw County as defined in the Mental Health Code, and acts as a regional substance abuse coordinating agency (CA) and a specialty prepaid inpatient health plan (PIHP); and

WHEREAS, the parties to the agreement have appointed a 12 member Board of Directors that complies with the composition requirements of the Urban Cooperation Act (MCLA 124.501); and

WHEREAS, the UCA, in Article 3.2 Powers of the Board, states the powers and responsibilities granted to the Board of Directors; and

WHEREAS, the UCA in Article 3.11 Reserve Powers, states the parties to the Agreement reserve the powers delineated below:

(1) Approve, prior to any changes taking effect, changes to the membership, or bylaws of the Organization; and

WHEREAS, on January 18, 2011, at a properly convened meeting of the WCHO Board of Directors, the Board approved a motion recommending the following changes to the Bylaws:

Article II

- Section II.1i Inserting language from the Mental Health Code indicating the Board responsibility regarding the provision of services
- Section II.1j Inserting the language from the Mental Health Code regarding the Board responsibility to the community as a community mental health provider

- Section 1 (previously marked i) Removing the item regarding specialty medical care dollars. This section is no longer applicable.

Article III

- Section III.2 Amending the language to be consistent with the UCA language given the appointing parties specific authority to reappoint, maintaining the balance of 6 members appointed by each party.
- Section III.5 Removing language specific to attendance by Board members. Board member roles and responsibilities will be included in the Board orientation and handbook and clarifying the language to match the wording used in Section III.2

Article V

- Section V.1 Inserting the language from the Mental Health Code which more clearly describes the function of the Executive Director
- Section V.2 Inserting the language indicating the responsibility of the Executive Director to appoint a Medical Director
- Section V.3 Inserting the language from the Mental Health Code indicating the terms and conditions of the Executive Director's employment

Article VI

- Section VI.2 Moving the Executive Committee section to Article VII Committees
- Section VI.3 Amending the quorum requirement from 9 to 7 in accordance with the renewal UCA agreement of June, 2010 and amending the language to allow for a simple majority for action

Article VII

- Section VII.1 Amending language regarding the Executive Committee membership and powers, including the requirements of the Executive Committee in voting and reporting to the Board of Directors
- Section VII.2 Inserting language to describe the Budget/Finance Committee as a standing committee of the Board with specific responsibilities
- Section VII.3 Amending the language describing membership on committees to allow for non-WCHO Board members to serve on a subcommittee with restriction on the number of non-Board members eligible to serve on a committee and adherence to the conflict of interest provision required by Board members in Article X

Article VIII

- Section VIII.2 Removing Washtenaw County as the fiscal agent for the WCHO
- Section VIII.3 Removing the word resolution

Article X

- Inserting language from the Mental Health Code stating the responsibilities of the Board to ensure compliance with disclosure of conflicts of interest by potential or existing Board and committee members

Article XI

- Inserting language from the UCA regarding the powers of indemnification

Article XII

- Updating language for nondiscrimination that complies with Federal and State laws and reflects the University of Michigan and Washtenaw County policies and statements of nondiscrimination; and

WHEREAS, the changes to the Bylaws must also be approved by the Regents of the University of Michigan prior to any changes taking effect.

NOW THEREFORE BE IT RESOLVED that the Washtenaw County Board of Commissioners hereby approves the changes to the WCHO Bylaws.