Board Bylaws Review
Goals

• Review 1996 Bylaws for consistency with current practice
• Identify areas for process improvement
• Ensure Board practices align with Public Health Accreditation Board (PHAB) standards for governance
Statutory Context: Open Meeting Law

• Deliberation of body can only occur in open public meeting
• Deliberation is broadly defined and includes circulation of information or documents where the opinion of a member is expressed (G. L. c. 30A, § 18)
• Open meetings must be noticed and open to the public and minutes must be kept
• Closed executive session allowed for certain specific circumstances
Overview of Bylaws

I. Enabling Act | Powers and Duties
II. Offices, Books and Records
III. Meetings of the Commission
IV. Organization of the Commission
V. Committees and Subcommittees
VI. Fiscal Year
VII. Indemnification
VIII. Amendments
Vice Chair

Existing bylaw provisions

• The Commission shall have a Chairperson and a Vice Chairperson.
• The Commission shall annually elect one of its members as Vice-Chairperson.
• The Vice-Chairperson shall perform the duties and have the powers of the Chairperson during the absence or incapacity of the Chairperson.
• In absence of both, members may elect presiding officer.

Current practice

• No named Vice-Chair; Board appoints member to serve as presiding officer in the absence of the Chair when needed.
Committees and Subcommittees

Existing Bylaw Provisions

• “There may be the following standing committees of the Commission:
  1. Executive Management Committee
  2. Budget and Finance Committee
  3. Personnel Committee
  4. Property Committee”

• Commission may form other committees at its discretion

Current practice

• Board members form committees as needed, participate in projects and advisory working groups
Miscellaneous Recommendations

• Revise Section 3.3 to reflect current practice of communication with Board via email unless otherwise specified
• Add 3.9 to allow for remote participation under the same conditions set by the Open Meeting Law
  • Note: requires that a quorum be physically present at the meeting in order to take an official vote
• Add 3.10 to clarify expectations regarding public participation in meetings
Discussion

• Additional issues
• Process