

OEBB BYLAWS 2009

I. Statutory Authority

ORS 243.862 establishes the Oregon Educators Benefit Board in the Department of Administrative Services.

II. Purpose and Role

The Board was created to design, create, implement and administer a benefits program for Oregon's educational employees. By statute, the Board is directed to study all matters connected with providing adequate benefit plan coverage for eligible employees on the best basis possible with relation to both to the welfare of the employees and affordability for the districts. The Board is further directed to design benefits, prepare specifications, analyze carrier responses to advertisements for bids and award contracts.

In carrying out these duties, the goal of the Board is to provide high quality plans for health, dental and other benefits for eligible employees at a cost affordable to the districts, the employees and the taxpayers of Oregon.

III. Composition of the Board

Membership

The Board consists of 10 members appointed by the Governor and confirmed by the Senate, including:

- a. Two members representing district boards;
- b. Two members representing district management;
- c. Two members representing non-management district employees from the largest labor organization representing district employees;
- d. One member representing non-management district employees from the second largest labor organization representing district employees;
- e. One member representing non-management district employees who are not represented by labor organizations described in paragraphs (c) and (d) ; and
- f. Two members with expertise in health policy or risk management

IV. Terms of office

The term of office of each member is four years, but a member serves at the pleasure of the Governor. Before the expiration of the term of a member, the Governor ~~shall~~ **will** appoint a successor to take office upon the date of that expiration.

V. Vacancies

If there is a vacancy on the Board for any cause, the Governor ~~shall~~ **will** appoint a successor to serve the remainder of the former member's term.

VI. Reappointments

Board members are eligible for reappointment.

VII. Compensation

Members of the Board receive no compensation for their services, but ~~shall~~ **will** be paid for their necessary and actual expenses while on official business in accordance with ORS 292.495.

VIII. Role and Representation

Each Board member will contribute their individual expertise and may express the viewpoint of the stakeholder or constituent group they represent. However, individual Board members acknowledge his or her appointment requires he or she act in the best interest of all current and future participating entities and members and the public at large.

IX. Officers

a. Election of officers

The Board ~~shall~~ **will** elect one of its members as chair~~person~~ and another member as vice chair~~person~~. The Board ~~shall~~ **will** elect or reaffirm the chair and vice chair each year at its July Board meeting. Terms of office ~~shall~~ **will** be structured such that after serving as vice chair, the vice chair ~~shall~~ **will** move into the office of chair.

b. Representation among officers

Representation among officers of the Board ~~shall~~ **will** be structured such that the chair and vice chair offices are filled by representatives from different

stakeholder constituencies. The Board ~~shall~~ **will** elect the chair and vice chair from a slate of eligible candidates.

c. Terms of office

An officer may be re-elected by Board members, but ~~shall~~ **will generally** serve no more than a total of four **consecutive** years, two years as vice chair and two years as chair.

d. Duties of officers

i. Duties of the Chair

1. Preside over regular Board meetings
2. Sign contracts or delegate signing of contracts
3. Make ~~subcommittee~~ **workgroup and committee** assignments when necessary
4. Serve as ex-officio member of all ~~subcommittees~~ **workgroups**

ii. Duties of the Vice Chair

1. Preside over meetings in the absence of the Chair
2. Assist the Chair; perform duties of the Chair in the Chair's absence

X. Meetings

a. Frequency

The Board ~~shall~~ **will** meet at times and places specified by the call of the Chair or a majority of the Board. Meetings ~~shall~~ **will** be held on the second Thursday of the month, unless otherwise specified by the Chair or by a majority of the voting members of the Board. Special meetings may be held at the Board's discretion at a time and place to be determined by the Board.

b. Notice

Notice of all Board meetings will also be given to the public in accordance with Oregon Public Meetings Law.

Notice of special meetings ~~shall~~ **will** be delivered to each Board member personally, by telephone or electronic mail not less than two days prior to the meeting unless emergency situation requires otherwise.

c. Records

The Board ~~shall~~ will maintain all records in accordance with Oregon Public Records Law.

d. Meetings by telecommunication

A regular or special meeting may be held by telephone or telecommunication in which all Board members may hear each other so long as it complies with Oregon Public Meetings Law. If a Board member is unable to attend any meeting in person, the Member may participate via telephone or internet conferencing provided 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~~ will be included in constituting a quorum.

e. Attendance

Regular attendance at meetings is expected of each Board member. A Member ~~shall~~ will notify the Chair or the deputy administrator at least 24 hours in advance of a meeting if the Member is unable to attend. In an emergency, the Member ~~shall~~ will contact the Chair or deputy administrator as soon as reasonably possible.

f. Transparency

Board members will refrain from private meetings or communication on official Board business (electronic, by telephone, or in person) that involves a quorum of Board members outside of public meetings or executive session. Board member will also refrain from disclosing matters discussed in executive session unless these matters are part of the public record.

XI. Procedures

The Board ~~shall~~ will operate in accordance with Roberts Rules of Order. All procedural conflicts ~~shall~~ will be resolved in accordance with these rules.

XII. Quorum and Voting Rights

a. Quorum

A majority of the members of the Board constitutes a quorum for the transaction of business. The continued presence of a quorum is required for any official vote or action of the Board throughout an official meeting.

b. Voting

Any of the 10 voting members of the Board who are present at a meeting may vote on motions raised during the meeting, with the exception of the Chair.

On all motions or other matters, "voice" vote may be used. At the discretion of the Chair, or at the request of a Board member, a show of hands or "roll-call" vote may be conducted. Proxy votes are not permitted.

A majority vote of the members present is necessary to pass any motions raised during a meeting.

c. Chair's Role in Voting

In accordance with Roberts Rules of Order, the Chair may vote to produce a tie, and thus cause a motion to fail, or to break a tie when necessary.

d. Abstaining Votes

Abstaining votes ~~shall~~ will be recorded.

XIII. Conflict of Interest

Board members ~~shall~~ will declare any direct interest of potential financial gain for any issue to be discussed. Conduct of members ~~shall~~ will be consistent with ORS 244.010 to 244.400 and the Oregon Government Standards and Practices Laws.

When met with a potential conflict of interest, Board members ~~shall~~ will announce publicly the nature of the potential conflict prior to taking any action thereon.

Board members will refrain from participating in any discussion on the issue out of which an actual conflict of interest arises and refrain from voting on the matter in any circumstances.

XIV. Committees

a. Administrative Review Committee

- i. Selection or appointment of committee members and officers

The committee ~~shall~~ **will** be comprised of three Board members. The Board Chair ~~shall~~ **will** seek voluntary members to serve on the committee or otherwise appoint Board members to the committee as necessary. The Board Chair ~~shall~~ **will** appoint a chair. Members of the committee ~~shall~~ **will** be selected or reaffirmed ~~annually at the March meeting of the Board~~ **at the discretion of the Board Chair.**

ii. Meeting Frequency

The committee ~~shall~~ **will** meet on as needed basis, unless otherwise determined by the chair.

iii. Authority

The committee will have decision-making authority regarding specific issues brought before the committee.

XV. Workgroups

a. ~~Administrative~~ **Business and Operations** Workgroup

i. Selection or appointment of workgroup members and officers

The Workgroup ~~shall~~ **will** be comprised of three Board members. The Board Chair ~~shall~~ **will** seek voluntary members to serve on the Workgroup or otherwise appoint members to the Workgroup as necessary. The Board Chair ~~shall~~ **will** appoint a workgroup chair. Members of the Workgroup ~~shall~~ **will** be selected or reaffirmed ~~annually at the July meeting of the Board~~ **at the discretion of the Board Chair.**

ii. Meeting Frequency

The Workgroup ~~shall~~ **will** meet on a day and frequency determined by consensus of the Workgroup members, unless otherwise specified by the Workgroup chair.

iii. Authority

The Workgroup will discuss, reach a consensus and make recommendations for Board decisions.

b. Strategies on Evidence and Outcomes Workgroup

i. Selection or appointment of workgroup members and officers

The Workgroup ~~shall~~ **will** be comprised of three Board members and other individuals as deemed necessary. The Board Chair ~~shall~~ **will** seek voluntary members to serve on the Workgroup or otherwise appoint members to the Workgroup as necessary. The Board Chair ~~shall~~ **will** appoint a Workgroup chair. Members of the Workgroup ~~shall~~ **will** be selected or reaffirmed ~~annually at the December meeting of the Board~~ **at the discretion of the Board Chair.**

ii. Meeting Frequency

The Workgroup ~~shall~~ **will** meet on a day and frequency determined by consensus of the Workgroup members, unless otherwise specified by the Workgroup chair.

iii. Authority

The Workgroup will discuss, reach a consensus and develop recommendations for Board decisions.

c. Communications Workgroup

i. Selection or appointment of workgroup members and officers

The Workgroup will be comprised of three Board members. The Board Chair will seek voluntary members to serve on the Workgroup or otherwise appoint members to the Workgroup as necessary. The Board Chair will appoint a Workgroup chair. Members of the Workgroup will be selected or reaffirmed at the discretion of the Board Chair.

ii. Meeting Frequency

The Workgroup will meet on a day and frequency determined by consensus of the Workgroup members, unless otherwise specified by the Workgroup chair.

iii. Authority

The Workgroup will discuss, reach a consensus and make recommendations for Board decisions.

d. Ad-hoc workgroups **and committees**

The Board or Board Chair may elect to form additional workgroups or committees as needed to address issues as they arise. Selection, meeting frequency and authority of ad-hoc workgroups ~~shall~~ will be consistent with those of permanent workgroups or committees.

XVI. Authority

a. Legislative Authority

The Board recognizes the role of the state legislature in approving the biennial budget.

b. Actions Requiring Board Authorization

The Board may authorize action in key administrative and operational areas, or may choose to delegate authority to authorize such action to a Board Committee. Areas where Board authorization is required include, but are not limited to the following:

- i. Release of Requests For Proposals
- ii. Awarding of any and all contracts after a formal bid process
- iii. Any decisions to terminate active contracts with vendors
- iv. Approval of all benefit plan designs
- v. Approval of premium rates
- vi. Approval of administrative rates
- vii. Approval of consultant fees
- viii. Stabilization Fund expenditures
- ix. Hiring of Board Administrator

c. Authority Delegated to Board Staff

The Board may delegate authority to OEBC administrative staff. Areas where this authority is delegated to staff include, but are not limited to the following:

- i. Direct rate negotiations with vendors through OEBC's contracted consultant
- ii. Direct contract negotiations for implementation and renewal of OEBC programs and benefits once the Board has awarded contracts to successful vendors or has approved renewals of existing program contracts
- iii. Authority to initiate contracts for specific services that fall under the definition of a Small Procurement as established under OAR 111-005-0044 (Small Procurement Process)

- iv. Authority to initiate transfer of excess reserve funds held by contracted carriers or refunds from contracted vendors to OEGB Stabilization Fund
- v. Authority to pay all invoices, purchase orders and travel expenses
- vi. Operational and administrative actions required to administer services to members and implement benefits (e.g., rulemaking authority, system enhancement work orders, amendments to statements of work under Board-approved contracts)
- vii. Other activities as determined by the Chair and Vice Chair

XVII. Requests for Staff Assistance

Boards will direct individual requests for staff or consultant assistance through the Board Chair, the OEGB Administrator, or the OEGB Deputy Administrator.

XVIII. Amendments to Bylaws

These bylaws may be amended or repealed, and new bylaws adopted, by the Board by a majority vote of Members present, if a majority of the full membership of the Board is present.