

# **OREGON HEALTH FUND BOARD**

## **By-Laws**

### **ARTICLE I**

#### ***The Board and its Members***

- The Oregon Health Fund Board (hereinafter “OHFB” or “Board”) is created pursuant to Senate Bill 329 (2007 Oregon Legislative Assembly) within the Department of Human Services. The Board’s function is to “develop a comprehensive plan to achieve the Oregon Health Fund program goals” outlined in SB 329.
- The Executive Director and staff employed or arranged for by the Executive Director shall serve as staff to the Board. The Office for Oregon Health Policy and Research (OHPR) and other state agencies will support the work of the Board in a manner mutually agreed upon by the Executive Director and the respective entity(ies).
- The Members of the Board shall be appointed by the Governor and confirmed by the Oregon State Senate in accordance with SB 329. Board Members shall serve four-year terms. A Member whose term has expired, but whose successor has not been appointed and confirmed, may continue to serve until replaced.
- Members of the Board are not entitled to compensation for services as a Member, but are entitled to expenses as provided in ORS 292.495(2).

### **ARTICLE II**

#### ***Board Officers and Duties***

- The Board shall select a Chair and two (2) Vice Chairs from among its Members. The terms of office shall be 24 months.
- Duties of the Chair are:
  - Preside at all meetings of the Board.
  - Coordinate meeting agendas after consultation with the Executive Director.
  - Review all draft Board meeting minutes prior to the meeting at which they are to be approved.
  - Be advised of all presentations or appearances of the Executive Director or staff before Legislative or Executive committees or agencies that relate to the work of the Board.
  - The Chair may designate, in the absence of the Vice-Chairs or when expedient to Board business, other Board Members to perform duties related to Board business such as, but not limited to, attending other agency or public meetings, meetings of committees of the Board, training programs, and approval and review of documents that require action of the Chair. In such cases, the Board Member assigned the responsibility will be entitled to expenses as provided in ORS 292.495(2).

- Duties of the Vice Chairs are:
  - Perform all of the Chair’s duties in his/her absence or inability to perform; and
  - Perform any other duties assigned by the Chair after consultation with the Board.

**ARTICLE III**  
**Board Committees**

- The Board may establish committees to undertake work chartered by the Board. The committees may include Board Members and other persons with particular expertise and interest in the work of the committee. A committee shall cease to exist upon a majority vote of the Board to disband the committee.
- The Chairs of committees created by the Board shall serve as non-voting Members of the Board. They shall sit with the Board and participate in all Board discussions, but they shall not be permitted to make, second or vote on motions, resolutions or other formal actions of the Board.

**ARTICLE IV**  
**Board Meetings**

- The Board shall meet at the call of the Chair in consultation with the Board Members and staff or at the call of the majority of the Members. The Board shall meet at least quarterly.
- The Board and committees established by the Board shall conduct all business meetings in public and in conformity with Oregon Public Meetings Laws.
- The preliminary agenda will be available from the Board staff and posted on the Board website [[healthfundboard.oregon.gov](http://healthfundboard.oregon.gov)] at least two working days prior to the meeting. The final agenda will be established at the beginning of each Board meeting.
- Four (4) Board Members shall constitute a quorum for the transaction of business.
- All actions of the Board shall be expressed by motion or resolution. Official action by the Board requires the approval of a majority of the Members of the Board.
- On motions, resolutions, or other matters a voice vote may be used. At the discretion of the Chair, or upon the request of a Board Member, a roll call vote may be conducted. Proxy votes are not permitted.
- If a Board Member is unable to attend a meeting in person, the Member may participate by conference telephone or internet conferencing provided that the absent Board Member can be identified when speaking, all participants can hear each other and members of the

public attending the meeting can hear any Member of the Board who speaks during the meeting. A Board Member participating by such electronic means shall be considered in constituting a quorum.

- Board Members shall inform the Chair with as much notice as possible if unable to attend a scheduled Board meeting. Board staff preparing the minutes shall record the attendance of Board Members at the meeting for the minutes.
- The Board will conduct its business through discussion, consensus building and informal meeting procedures. The Chair may, from time to time, establish procedural processes to assure the orderly, timely and fair conduct of business.

## **ARTICLE V**

### **Amendments to the By-Law and Rules of Construction**

- These By-laws may be amended upon the affirmative vote of five (5) Members of the Board.
- All rules and procedures in these By-laws shall be liberally construed so that the public's health, safety and welfare shall be secured in accordance with the intents and purposes of applicable State laws and regulations.