



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