

Rhode Island Integrated Care Initiative (ICI) Implementation Council

By-Laws

Effective: October 17, 2018

I. Name and Authority

- a. The Council shall be known as the ICI (Integrated Care Initiative) Implementation Council. It is convened by the RI Executive Office of Health and Human Services (EOHHS).

II. Purpose

- a. The Council is established to serve as an advisor to EOHHS during the implementation of ICI Phase 2 (Financial Alignment Demonstration, Medicare Medicaid Plan) and thereafter as needed. It will make recommendations based on a consensus of its membership of consumers, providers, advocates and other stakeholders.

III. Function

- a. The Council will perform the following functions:
 - i. Advise EOHHS on issues brought before the Council by EOHHS.
 - ii. Solicit input regarding ICI implementation from consumers, providers, advocates and other interested stakeholders.
 - iii. Monitor consumer access to healthcare and critical related non-medical services.
 - iv. Assist in developing quality metrics to be used to measure ICI outcomes.
 - v. Review issues raised through the grievance and appeals process and ICI Ombudsman reports.
 - vi. Promote accountability and transparency, especially for consumers.
 - vii. Participate in the development of public education and outreach campaign materials, as requested.

- viii. Serve as the steering committee for the ICI Ombudsman Program

IV. Relationship of the Council to EOHHS and Mutual Responsibilities.

- a. The Council serves at the pleasure of the Secretary of EOHHS, with EOHHS having final authority for all decisions related to the programmatic operation of the Council.
- b. EOHHS staff will not serve as members of the Council. EOHHS shall designate a representative as a point of contact for the Council. The EOHHS representative shall function as liaison between the Council and EOHHS. The EOHHS representative shall provide administrative support to the Council, to include but not limited to typing and printing agendas and minutes, scheduling and reserving conference rooms, scheduling presenters for meetings, ensuring consumer stipends are paid, and working with Council leadership to plan meetings.
- c. The Council will give its advice to EOHHS in writing or at council meetings as described in the Operating Procedures (Section VIII) below. The Council will respond to all requests from EOHHS for advice or review in a timely manner.
- d. EOHHS will respond to all requests from the Council in writing or at council meetings, explaining to the maximum extent possible areas of concurrence or disagreement and the reasons for its response.
- e. EOHHS will be responsible for bringing important ICI information to the Council and responding to the Council requests for information in a timely manner.

V. Council Membership

- a. The Council will be composed of 15 to 21 members who reflect the populations eligible for ICI. A majority (at least 51%) of members will be ICI eligible consumers (including family or volunteer caregivers of those who are eligible for ICI). Consumer council members who change health program eligibility status during their active term are still considered eligible to serve as a council member during the current term. Service providers, representatives of trade

associations, community-based organizations, and advocacy organizations shall be eligible to serve on the Council, but preference will be given to consumers, family members, and volunteer caregivers with no organizational affiliation. Council members must possess a strong interest in serving the community.

- b. Consumers and organizational representatives will be able to apply for openings in writing during the application period. Accommodations will be provided for anyone who is unable to apply in writing. EOHHS holds authority to appoint appropriate council members.
- c. Vacancies: All appointed Council Members will serve a term of two years unless they resign or fail to meet attendance requirements. Vacancies can be filled at the request of the Council and will be appointed by EOHHS through an application process. If council membership falls below 15 members during an active term, the Council may still be allowed to conduct business with the remaining active quorum, at the discretion of the existing Council. New council members will be chosen every two years, and members will serve starting at the first meeting of the new calendar year.
- d. Expenses for Consumer Council Members: Consumer members (including family members and volunteer caregivers) not paid by advocacy or other stakeholder organizations may be able to receive stipends for each in-person council meeting attended, if available from EOHHS. The stipend is to assist consumers who attend meetings in-person to pay for transportation, caregivers, or other expenses incurred while attending the council meetings.

VI. Council Structure

- a. Officers shall be elected by the Council membership through a majority vote.
 - i. Officers will be nominated and elected by council members.
 - ii. Council members can hold only one elected officer seat at a time.

- iii. If an officer's seat becomes empty, a vote may be held to fill the vacancy at the discretion of the Council.
- b. Officers shall serve a two-year term, following the calendar year terms of the current active members.
- c. The offices of the ICI Council and their functions and responsibilities are listed below.
 - i. Chairperson: The Chairperson position must be first available to consumer representative council members (including family members and volunteer caregivers) unless no consumer representative council member is interested in the position. The position would not initially be available to providers, members of trade associations, and paid advocates. The Chairperson will act as Leader to the Council, run public Council meetings, communicate with the EOHHS representative, assist with the development of meeting agendas, and other duties as appropriate.
 - ii. First Vice Chairperson: The First Vice Chairperson position must be first available to consumer representative council members (including family members and volunteer caregivers) unless no consumer representative council member is interested in the position. The position would not initially be available to providers, members of trade associations, and paid advocates. The First Vice Chairperson will assist with the leadership role of the Council and assume the duties of Chairperson should the Chairperson be unavailable to do so. The First Vice Chairperson will focus on the development and activities of subcommittees and be available to lead any subcommittee that is needed.
 - iii. Second Vice Chairperson: The Second Vice Chairperson position must be first available to consumer representative council members (including family members and volunteer caregivers) unless no consumer representative council member is interested in the position. The position would not initially be available to providers, members of trade associations, and paid advocates. The Second Vice Chairperson will assist with the

leadership role of the Council. In the event the Chairperson and First Vice Chairperson are not available, the Second Vice Chairperson will assume the duties of Chairperson. The Second Vice Chairperson will focus on the development and activities of subcommittees and be available to lead any subcommittee that is needed.

- iv. Secretary: The Secretary position must be first available to consumer representative council members (including family members and volunteer caregivers) unless no consumer representative council member is interested in the position. The position would not initially be available to providers, members of trade associations, and paid advocates. The functions of the Secretary are to maintain and monitor the attendance policy of council meetings and subcommittee meetings, advising the Council if there is a need for communication to delinquent Council Members or a need for a vote by the Council. The Secretary would also maintain a record of the Council's charter, bi-laws, and meeting records.

VII. Provisions for Membership

- a. Council Members shall serve a two-year term, starting at the beginning of the calendar year. A new Council will be recruited every two years through the state's application process.
- b. Existing Council Members may re-apply and be permitted to continue participation and to hold offices.
- c. The Secretary of EOHHS may remove members who are not meeting member responsibilities and appoint new members, as needed.

VIII. Council Operating Procedures

- a. Meetings: The Council will meet at least six times annually. Written notices of upcoming meetings shall be sent to all members at least ten (10) days prior to meetings. Best efforts should be exhausted to ensure meetings are held in a convenient and accessible location. All Council Members are expected to attend meetings in-person. Accommodations can be made to meet individual needs. All meetings shall be announced and open to the public. Minutes shall be recorded

for each meeting and distributed to Council Members following the meeting. Minutes will be approved at the next Council meeting. Records of minutes and all relevant Council documents will be maintained by the Council Secretary and available for review and reference. Roberts Rules of Order will be used when a decision is to be recorded and transmitted as a recommendation. Discussion to obtain consensus shall be the preferred style of decision-making. “Minority reports” may be submitted. A quorum for voting purpose will consist of a simple majority of appointed members, consisting of 51% of Council members to be in attendance, unless otherwise stated.

- b. Attendance: Consistent attendance at each Council meeting and chosen committee meeting is a requirement of Council membership. In order for the Council to properly conduct business, the following attendance policy must be followed:
 - i. Unexcused Absence: Council Members must contact the EOHHS representative as early as they know they will be absent. Failure to provide advanced notice of an absence from a council or committee meeting will be considered an “unexcused absence.” Council Members who miss two unexcused council meetings or committee meetings in the same calendar year, will receive a written warning that their membership is at risk of being terminated. Council members who miss three unexcused council meetings or committee meetings in the same calendar year, will have their continued membership voted on by the remaining Council Members. The Council Member whose membership is in question, will not receive a vote on this issue.
 - ii. Excused Absence: An excused absence is that in which the Council Member notifies the EOHHS representative at least 48 hours in advance, with a qualified reason for missing the meeting. Qualified reasons are determined by the Council and include reasons such as personal or family emergencies that are unexpected, planned work conferences that require travel and cannot be rescheduled, and personal or family sickness which requires the member to remain at home. Council Members

must take every effort to make council and committee meetings a priority. Some unexpected events that occur, which prevent the Council Member from providing 48-hour advanced notification can be determined by the Council to be considered an “excused absence.” Council Members who miss three consecutive excused council meetings or committee meetings will receive a letter from the Council with the purpose to inquire about the member’s interest on his/her continued council membership. The member will be asked to respond in writing. The Council will discuss the response at the next council meeting and decide if any action will be taken. There will be no proxy participation at council meetings or subcommittee meetings.

- c. Public Input: In addition to regular council meetings, the Council may hold “town hall” public meetings to allow for consumers to share experiences and concerns about the ICI.
- d. By-Laws: The Council shall adopt bylaws to govern its operations. A two-thirds vote of members, a quorum being present, will be required to adopt or amend the by-laws. For the purpose of adopting the bylaws, a quorum shall be 51% of Council Members in attendance.
- e. Sub-Committees: The Council will have the power, with approval by the membership, to designate any subcommittees necessary to its work and the membership of such subcommittees.
 - i. Standing subcommittees may be established for relevant topics addressed by the Council.
 - ii. Temporary subcommittees may be established for short-term topics addressed by the Council.
 - iii. Subcommittees may vary by size.
 - iv. The Subcommittee Chairperson will be appointed by the Implementation Council Vice Chairperson. The subcommittee chairperson must be a Council Member and will be responsible for reporting all activities during the Council meeting.

- v. The subcommittee chairperson may make recommendations to the Council. All motions and voting will take place during Council meetings.