

**City of Vancouver Health Care Benefit Program
Governing Board Bylaws**

PREAMBLE

Chapter 48.62 RCW provides that two or more local government entities may, by interlocal agreement under Chapter 39.34 RCW, jointly self-insure health care benefit plans and programs, and/or jointly hire risk management services for such plans or programs by any one or more of certain specified methods. City of Vancouver (“City”) and the Vancouver Housing Authority (“VHA”) have entered into such an agreement (the “Interlocal Agreement”) to jointly self-insure certain health care benefit plans and programs for Participating Employees, their qualified dependents and other qualified individuals (“Beneficiaries”), on whose behalf the contributions were paid. Such Interlocal Agreement created the City of Vancouver Health Care Benefit Program (the “Program”).

The Program is administered by a board (the “Governing Board” or “Board”) that must implement an approved plan of management and operation in accordance with the Interlocal Agreement and City of Vancouver Resolution No. M-3841 (the “Resolution”). Actions of the Board shall be governed by the Interlocal Agreement and the below Bylaws.

ARTICLE 1

Definitions

Defined terms are capitalized when used in the defined context, definitions for which are either found in the Interlocal Agreement or defined where they are first used.

ARTICLE 2

Governing Board

- 2.1 Powers and Responsibilities. The Program shall be governed by a five-member board which shall:
- 2.1.1 Provide for the management and operation of the Program;
 - 2.1.2 Provide for health care benefit coverage options for Participating Employees, their qualified dependents, and other qualified individuals;
 - 2.1.3 Determine the level of Stop-Loss Insurance or Reinsurance coverage for claims expenses above the amounts deemed appropriate for self-insurance;
 - 2.1.4 Ensure that the Program meets required state and federal statutes and rules;
 - 2.1.5 Recommend to the Vancouver City Council vendor contracts required to meet the responsibilities established by the Program policies, and applicable state and federal statutes and rules;

- 2.1.6 Maintain the balance between the Program needs of the Participating Agencies and the long-term financial integrity of the Program including setting rates, budget preparation for cost of administration and adjusting reserves;
- 2.1.7 Provide for services that are appropriate to meet the purposes of this Agreement; and
- 2.1.8 Ensure a claims audit is performed at least every three (3) years in accordance with WAC 200-110-100.
- 2.2 Governing Board Membership. The initial Board membership shall consist of individuals holding the following positions:
 - 2.2.1 City of Vancouver Human Resources Director
 - 2.2.2 City of Vancouver Chief Financial Officer
 - 2.2.3 City of Vancouver Deputy City Manager
 - 2.2.4 City of Vancouver Benefits representative assigned (“Program Manager”)
 - 2.2.6 City of Vancouver Deputy Finance Director
- 2.3 Program Manager. The person responsible for the management and operation of the Program shall be the Program Manager. The Program Manager has the responsibilities conferred by the Resolution, as well as the responsibility to coordinate Governing Board meetings.
- 2.4 Vacancies. In the case of a vacancy on the Governing Board because a specified position has not yet been filled, the Governing Board may appoint an interim member, to participate until such time as the position has been filled.
- 2.5 Chair. The Chair of the Governing Board shall be the Deputy City Manager. The Chair shall have the authority to execute documents on behalf of the Board, provided that in the Chair’s absence, the Human Resources Director shall be authorized to execute documents on behalf of the Board.
- 2.6 Chair Pro Tempore. In the absence of the Chair the Deputy Finance Director shall serve as Chair Pro Tem.

ARTICLE 3

Meetings

- 3.1 Time and Place of Regular Board Meetings. Regular meetings of the Board shall be at the call of the Program Manager and shall be held at such time, place, and manner to efficiently carry out the Board’s duties. Board meetings shall be held in a location that provides reasonable access to the public, including the use of accessible facilities. The Program Manager shall propose an annual schedule of regular Board meetings for adoption by the Board. The Program Manager may cancel a regular Board meeting at his or her discretion, including the lack of sufficient agenda items.

- 3.2 Meeting Notice. Notice for Governing Board meetings shall be provided as follows:
- 3.2.1 The Governing Board, or any entity performing Program business delegated thereto by the Governing Board, shall provide notice of its regular and special meetings, at a minimum, in accordance with WAC 200-110-230 and 200-110-240, and Chapter 42.30, RCW, the Open Public Meetings Act.
 - 3.2.2 The VHA shall be provided with notice of the time and place of each regular Board meeting at least ten (10) days prior to each regular meeting and twenty-four (24) hours prior to each special meeting.
 - 3.2.3 The state risk manager shall be provided with a copy of all meeting notifications, both regular and special, in the same form, manner and time as provided to the VHA.
 - 3.2.4 Communications with the VHA may occur using mail or email.
 - 3.2.5 In addition to mail or email notification, the Board shall publish notification of regular meetings on the City's publicly accessible website.
 - 3.2.6 Communications may come directly from the Program Manager.
- 3.3 Open Public Meetings. All Board meetings shall be open to the public to the extent required by the Open Public Meetings Act. The Board may hold executive sessions to consider matters enumerated in the Open Public Meetings Act or privileged matters recognized by applicable law.
- 3.4 No Conditions for Attendance. A member of the public is not required, as a condition to attendance at a meeting of the Board, to register his or her name or provide other information.
- 3.5 Meeting Agendas. The agenda for an upcoming Board meeting shall be made available to the Board and the state risk manager prior to the meeting date as required by the Open Public Meetings Act and Chapter 200-110 WAC. The agenda shall also be made available on the Program's publicly accessible website.
- 3.6 Meeting Minutes. Minutes summarizing the significant action of the Board shall be taken during the Board meeting. Meeting minutes, after approval, shall be provided to the state risk manager and the VHA, and shall be posted on the City's publicly accessible website.
- 3.7 Attendance. Board members shall inform the Program Manager with as much notice as possible if unable to attend a scheduled Board meeting. The person preparing the minutes shall record the attendance of Board members at the meeting for the minutes.

ARTICLE 4

Meeting Procedures

- 4.1 Meeting Procedures. The Governing Board shall hold its meetings in accordance with WAC 200-110-230 and 200-110-240, and the Open Public Meetings Act. All rules of order not provided for in these Bylaws shall be determined in accordance with the most current edition of Robert's Rules of Order.
- 4.2 Quorum. Three voting members of the Board shall constitute a quorum for the transaction of Board business. No final action may be taken in the absence of a quorum. The Program Manager may declare a meeting adjourned in the absence of a quorum necessary to transact Board business.
- 4.3 Teleconference Permitted. A Board Member may attend a meeting in person or, by special arrangement and advance notice to the Program Manager. A Board member may attend a meeting by telephone conference call or video conference when in-person attendance is impracticable. Any Board member participating in a meeting by telephone call or video conference is deemed to be present in person at the meeting for all purposes, including, but not limited to, establishing a quorum.
- 4.4 Voting. Each Board member eligible to vote shall have one vote on matters coming before the Board. On motions, resolutions, or other matters, a voice vote may be used. At the discretion of the Program Manager, or upon request of a Board member, a roll call vote may be conducted. Votes may be taken by telephone or by proxy.
- 4.5 Motions and Resolutions. All actions of the Board shall be expressed by motion or resolution. No motion or resolution shall have effect unless passed by the affirmative votes of a majority of the Board members present or deemed to be present and eligible to vote.

ARTICLE 5

Public Records

- 5.1 Executive Sessions. The Governing Board may enter an executive session in accordance with chapter 42.30 RCW to consider litigation and settlement of claims when it appears that public discussion of these matters would impair the Program's ability to conduct its business effectively.
- 5.2 Public Records Disclosure. Notwithstanding any provision to the contrary contained in the Public Records Act, Chapter 42.56 RCW, in a claim or action against the state or a local government entity, no person is entitled to discover that portion of any funds or liability reserve established for purposes of satisfying a claim or cause of action, except that the reserve is discoverable in a supplemental or ancillary proceeding to enforce a judgment. All other records of the Program are subject to disclosure in accordance with Chapter 42.56 RCW.
- 5.3 Bargaining Group Access. In accordance with chapter 41.56 RCW, bargaining groups representing local government employees shall have reasonable access to information concerning the experience and performance of any health and welfare benefits program established for the benefit of such employees.

ARTICLE 6

Amendment of Bylaws

- 6.1 Amendment. The Board is expressly authorized to make, alter and repeal the Bylaws. The Bylaws may be amended upon a majority vote of the Board.
- 6.2 Notice of Amendment. Notice of amendments will be given to all Board members at least thirty (30) days prior to the vote on an amendment, in accordance with WAC 200-110-270.

ARTICLE 7

Communication with the VHA and Beneficiaries

- 7.1 Annual Membership Report. The Program Manager shall make available to the VHA and beneficiaries a copy of the program's annual membership report. The annual membership report shall include, at a minimum, financial information which includes the comparative balance sheet and statement of revenues, expenses and net assets prepared in accordance with the finance administrative procedures of the City of Vancouver. The reports shall be delivered to the VHA by either electronic or regular mail, and shall be published and maintained on the City's official web site for a minimum of three years from the date of publication.
- 7.2 Benefit and Procedure Amendments. Absent exigent circumstances, benefits and procedures may not be amended without written notice to Beneficiaries at least thirty (30) days in advance of the effective date of the change.

ARTICLE 8

Conflicts of Interest

No member of the Governing Board shall:

- 8.1 Receive directly or indirectly or have a pecuniary interest in any fee, commission, compensation, or emolument arising out of any transaction to which the Program is or is expected to be a party except for salary or other similar compensation regularly fixed and allowed for because of services regularly rendered to City of Vancouver.
- 8.2 Receive compensation as a consultant to the Program while also acting as a member of the Governing Board or as an employee of City of Vancouver.
- 8.3 Have any direct or indirect pecuniary interest in any loan or investment of the Program.