



# Governing Board Governance Manual 2024

Updated January 2024



## **ARTICLE 1. NAME OF CORPORATION**

The name of the Corporation is “HealthierHere” (the “**Corporation**”).

## **ARTICLE 2. GOVERNING BOARD**

### **2.1 Powers.**

The business and affairs of the Corporation shall be managed by a Governing Board, which shall at all times serve as the manager of the Corporation, as defined in RCW 25.15.006. The Governing Board collectively shall have authority, power and discretion to manage and control the business, affairs and properties of the Corporation and to perform any and all other acts or activities customary or incident to the management of the Corporation in the ordinary course of its business, subject to only the limitations provided in this LLC Agreement. No individual member of the Governing Board (each a “GB member”), acting alone, shall have authority to take action on the Corporation’s behalf. The Governing Board shall operate in accordance with these Bylaws and the LLC Agreement.

### **2.2 Specific Charges.**

The Corporation’s Governing Board will steward the Corporation’s overall mission and strategic plan, monitor the Corporation’s performance, hire and evaluate the Chief Executive Officer, and ensure adequate oversight over the Corporation. The Governing Board will serve as the single point of accountability with financial decision-making authority and responsibility for the implementation of projects consistent with its mission. The Governing Board will ensure that the Corporation obeys applicable laws and acts in accordance with ethical practices, that it adheres to its stated purpose, and that its activities advance the Corporation’s mission. The Governing Board shall have authority to delegate part or all of its responsibilities to established committees, as outlined in Section 2.

### **2.3 Fiduciary Duties.**

Every GB member shall have the fiduciary duties of loyalty and care to the Corporation as set out in RCW 25.15.038.

### **2.4 Limitations.**

Powers of the Governing Board are subject to the limitations and requirements set forth in the Articles of Incorporation.



## **2.5 Number and Qualifications.**

The Governing Board shall have twenty-six (26) GB members. GB members must reside or work in King County.

## **2.6 Terms.**

### **2.6.1 Two Consecutive, Three-Year Terms.**

Except as otherwise provided in this Section, GB members shall serve terms of three (3) years, or until their successors are appointed and qualified. GB members may serve a maximum of two consecutive terms and must take at least one year off before joining the Governing Board again. If at the end of a GB member's two terms, a new candidate has not been found to fill the vacating seat, the member may serve until replaced. Former GB members can continue to serve on various Corporation committees. This does not apply to Federally recognized Tribal Nations.

Term limits are tied to the GB seat rather than when a GB member was appointed. A term is considered to count towards the term limit only when a delegate assumes the seat within the first 3 months of the term.

For "Open" seats as identified in Section 2.7, existing members may be offered a "first right of refusal" for appointment to a second term. For "Reserved" seats as identified in Section 2.7, lead entities may elect to reappoint an existing member or identify a new member.

### **2.6.2 Exceptions.**

Organizations representing seats that are identified in Section 2.7 as "Reserved" may request alternative arrangements (e.g., one-year, rotating terms) to promote greater fairness and participation within their sector. Such requests must be made in writing to and approved by the Executive Committee of the Governing Board.

## **2.7 Composition: Sector Representation.**

The Governing Board shall consist of the following twenty-six (26) GB members, with each GB member representing a designated sector as approved by the Governing Board. The Governing Board may add or modify sectors that should be represented by a two-thirds majority vote of the Governing Board. The Governing Board includes:

| Sector / Partner   | Seats          | Open or Reserved Seat<br>(Lead Entity)   |
|--|----------------|--|
| <b>Providers &amp; Payers</b>  |                |  |
| Behavioral health providers  | 2              | <b>Reserved</b> (King County Behavioral Health Provider Association & the King County Integrated Care Network, Executive Committee provider)   |
| Hospital/health systems Family practice provider   | 1              | <b>Reserved</b> (Washington State Hospital Association)  |
| FQHC   | 1              | <b>Open</b>  |
| MCO <b>Government</b>  | 1              | <b>Reserved</b> (Community Health Center Council)  |
| King County/public health  | 1              | <b>Reserved</b> (Coordination between MCOs)  |
| City of Seattle <b>Sub-total</b>   | <b>6 (23%)</b> |  |
| <b>Suburban area Community &amp; Consumer</b>  | 1              |  |
| Community-based equity networks, coalitions, consumer advocate organizations and/or individuals from communities that are disproportionately impacted by racism and health disparities, are low income, or un/under-insured consumers of the health system | 1              | <b>Reserved</b> (Public Health - Seattle King County)  |
| Native/Indigenous community member and/or consumer of Indian health services   | 1              | <b>Reserved</b> (Seattle Mayor's Office)   |
| <b>Tribes</b>  | <b>3 (12%)</b> | <b>Reserved</b> (Sound Cities Association)   |
| Federally recognized tribes in King County   | 4              |  |
|  | 1              | <b>Reserved</b> (HealthierHere's Consumer/Community Voice Committee)   |
| <b>Sub-total</b>   | <b>5 (19%)</b> |  |
|  | 3              | <b>Reserved</b> (Tribal Governments: Cowlitz, Muckleshoot, Snoqualmie Indian Tribes). If a Tribal Nation is unable to fill its reserved seat, HealthierHere's Indigenous Nations Committee may fill the seat with a Tribally affiliated representative, an American Indian/Alaska Native (AI/AN) community member or AI/AN-serving health organization or provider in the interim. |
| Urban Indian Health Board  | 1              | <b>Reserved</b> (Seattle Indian Health Board). If a Tribal Nation is unable to fill its reserved seat, HealthierHere's Indigenous Nations Committee may fill the seat with a Tribally affiliated representative, an American Indian/Alaska Native (AI/AN) community member or AI/AN-serving health organization or provider in the interim.  |
| <b>Sub-total</b>   | <b>4 (15%)</b> |  |
| <b>CBOs &amp; Social Determinants of Health</b>  |                |  |
| A balance of CBOs representing the Social Determinants of Health   | 4              | <b>Open</b>  |
| Affordable public and supportive housing   | 1              | <b>Reserved</b> (Housing Development Consortium)   |
| <b>Philanthropy Sub-total</b>  | <b>5 (19%)</b> |  |
| Philanthropy   | 2              | <b>Reserved</b> (1 seat, The Seattle Foundation)   |
|  | <b>2 (8%)</b>  | <b>Open</b> (1 seat)   |
| <b>Sub-total</b>   |                |  |
| <b>Business</b>  |                |  |
| Business/technology/communications   | 1              | <b>Open</b>  |
| <b>Sub-total</b>   | <b>1 (4%)</b>  |  |
| <b>TOTAL SEATS</b>   | <b>26</b>      |  |



## **2.8 Nomination and Election Process.**

The Governing Board approves membership to the Governing Board and elects its GB members. GB members shall be elected at the annual meeting, or at any regular or special meeting of the Governing Board. All GB candidates must apply for the Governing Board via a transparent, standardized application and review process approved by the Governing Board.

### **2.8.1 Reserved Seats.**

Seats identified in Section 2.7 as “Reserved” provide the organization, coalition, association or entity identified as the “Lead Entity” the opportunity of nominating individuals to represent their particular sector. The Governing Board will appoint such nominations unless there are extenuating circumstances. A “Lead Entity” may also elect to open its reserved seat to the broader public/sector for candidate applications, if it so chooses.

### **2.8.2 Tribal Appointments.**

Out of respect for Tribal Nation’s sovereignty, federally recognized Tribes in King County and the Urban Indian Health Board have the first right to fill their reserved seat and full discretion to select their own representative to serve on the Governing Board. If a Tribal Nation or the Urban Indian Health Board is unable to fill its reserved seat, HealthierHere’s Indigenous Nations Committee may fill the seat with an interim appointment of a Tribally affiliated representative, an American Indian/Alaska Native (AI/AN) community member or AI/AN-serving health organization or provider to ensure strong Tribal representation and voice on the Governing Board. This “Tribal Alternate” is an official Governing Board member with full voting rights during their tenure. However, at any time, the Tribal Nation or Urban Indian Health Board may elect to fill its seat with its own representative, in which case the “Tribal Alternate” would no longer serve as the Governing Board member for that seat.

### **2.8.3 Vacancies.**

Any vacancy on the Governing Board occurring by reason of the disqualification, death, resignation, expired term, or removal of a GB member shall be filled through the same procedure that ordinarily would be used under Section 2.8 to nominate and appoint that GB member’s successor. The Governing Board shall provide written notice of the vacancy to participating organizations in the applicable sector or agency. Any GB member appointed by the Governing Board to fill a vacancy shall serve for the remainder of his or her predecessor’s unexpired term.



## **2.9 Resignation.**

A GB member may resign at any time by providing written notice to the President/Vice President. The GB member's resignation shall be effective as of the date and time stated in the notice.

## **2.10 Removal.**

### **2.10.1 Removal Requested by Lead Entity.**

A Lead Entity that nominated a GB member for a "Reserved Seat" under Section 2.8 may request at any time that the Governing Board remove such GB member, but the Governing Board retains discretion over whether to remove the GB member pursuant to such request, unless the GB member is no longer eligible to serve. Any GB member removed pursuant to this Section shall be automatically removed from any position he or she may hold as an officer of the Corporation.

### **2.10.2 Removal for Cause.**

The Governing Board may remove a GB member for cause by a vote of two-thirds of all of the GB members, subject to the procedure set out in this Section. "Cause" for purposes of this Section is defined as (a) failure to attend at least 6 meetings of the Governing Board in a 12-month period, (b) actions or conduct, whether related or unrelated to such GB member's actions as a GB member, which the Governing Board determines to be materially detrimental to the business, operations or mission of the Corporation or (c) if a GB member ceases to be an officer, employee, or representative of an organization in such GB member's sector seat.

## **2.11 Compensation.**

GB members shall not receive compensation for their service on the Governing Board, but may receive reimbursement for reasonable expenses incurred as a result of their service on the Governing Board, as permitted by State and Federal requirements.

## **2.12 Meetings.**

### **2.12.1 Regular Meetings.**

The Governing Board shall hold at least one meeting during each quarter, at a time and place to be determined by the Governing Board.



#### **2.12.2 Special Meetings.**

Special meetings of the Governing Board may be held at any place and time, whenever called by the President/Vice President or any five (5) GB members.

#### **2.12.3 Notice of Meetings.**

Notice of the time and place of every regular and special meeting of the Governing Board shall be given by the President/Vice President or designee, or GB members calling the meeting, to all of the GB members by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, or by personal communication over the telephone or otherwise, at least five (5) business days before the date on which the meeting is to be held. The notice of each meeting must incorporate a description of any pending actions of the Governing Board to be voted on at the meeting.

#### **2.12.4 Effect of Attendance at Meeting.**

Attendance of a GB member at any meeting shall constitute a waiver of notice of such meeting, except where the GB member attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not called or convened according to the requirements of these Bylaws.

#### **2.12.5 Meetings Held by Telephone or Electronic Equipment.**

GB members or its committees may participate in a meeting of the Governing Board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously understand each other. Participation by such means shall constitute presence in person at a meeting.

### **2.13 Quorum.**

A simple majority of the Governing Board shall constitute a quorum for the transaction of business. At any meeting of the Governing Board at which a quorum is present, any business may be transacted, and the Governing Board may exercise all of its powers, except as otherwise provided in these Bylaws or the Articles of Incorporation. A GB member who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the GB member's dissent or abstention is entered in the minutes of the meeting, or unless the GB member delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to the President/Vice President or Chief Executive Officer before the adjournment of the meeting or immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a GB member who voted in favor of such action.



#### **2.14 Advance Notice of Decisions.**

The Corporation will maintain the current practice of providing Governing Board members at least 5 business days of advance notice for decisions. An effort will be made to provide decision memos and more advance notice on key decisions such as the annual budget or project selection.

#### **2.15 Decision Making and Voting Process.**

Any action approved by a two-thirds majority vote of GB members present at a meeting at which a quorum is present is the act of the Governing Board. The Governing Board shall endeavor, but is not required, to make decisions by consensus. In voting, GB members must honor their fiduciary duties to the Corporation and act in accordance with the Corporation's conflict of interest policy.

Each GB member has one vote. A GB member must be present to vote, either in person or virtually. If a GB member is unable to attend a Governing Board meeting, s/he may send his/her formally approved delegate who is granted full decision-making authority.

GB members are expected to consult with organizations/members from their sector before voting, as is reasonably feasible. In the event that the Governing Board considers an action where advance notice was not planned (e.g., a new item came up during discussion), the President/Vice President will ask if GB members need additional time to consult with their sectors and consider deferring action to a later date as determined by the President/Vice President (e.g., subsequent meeting, via email).

The Governing Board may approve additional, clarifying guidelines regarding decisions that the Governing Board, the Executive Committee and the Chief Executive Officer are authorized to make.

#### **2.16 Actions Without Meeting.**

Any action required or permitted to be taken at a meeting of the Governing Board or its committees may be executed via the written consent of two-thirds of GB members or committee members in office at which a quorum is present, provided (in the case of the Governing Board) that all GB members received at least five 5 business days' notice of the proposed action. Such consent shall have the same force and effect as a unanimous vote of the Governing Board or committee, and may be described as such. For purposes of these Bylaw, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.





## **2.17 Committees.**

### **2.17.1 Governing Board Committees.**

The Governing Board may designate and appoint one or more standing or temporary committees (“**Governing Board Committees**”). The Governing Board shall appoint the chair of any Governing Board Committee, and such co-chairs as may be necessary. The Governing Board shall have the power at any time to discharge any Governing Board Committee. The designation and appointment of any Governing Board Committee and the delegation thereto of authority shall not operate to relieve the Governing Board of any responsibility imposed by law, and the power and authority granted by the Governing Board to any Governing Board Committee may not exceed the power and authority of the Governing Board as then in effect pursuant to these Bylaws and the Act.

### **2.17.2 Executive Committee.**

The Governing Board shall appoint an Executive Committee which shall be a standing Governing Board Committee and shall include the officers of the Corporation (as referred to in Article 3 below) and other GB members as assigned. The Executive Committee shall review the performance of the Chief Executive Officer and may exercise the authority of the Governing Board to the extent that these Bylaws allow or that the Governing Board directly delegates such authority to the Executive Committee by resolution. The Executive Committee shall otherwise make such recommendations and reports to the Governing Board as the Governing Board may request. The Executive Committee shall also select 1-2 of its members to serve as the Governing Board’s President/Vice President and present its recommendation to the full Board for approval.

### **2.17.3 Finance Committee.**

The Governing Board shall appoint a Finance Committee which shall be a standing Governing Board Committee and shall include the Treasurer and other GB members or community members as assigned. Working in partnership with the Chief Financial Officer, the Finance Committee shall oversee and support the Corporation in fulfilling its fiduciary responsibilities, including budgeting, financial modeling, monitoring, financial reporting, contracting, and internal controls. The Finance Committee may exercise the authority of the Governing Board to the extent that these Bylaws allow or that the Governing Board directly delegates such authority to the Executive Committee by resolution. The Finance Committee shall otherwise make such recommendations and reports to the Governing Board as the Governing Board may request.

## **ARTICLE 3. OFFICERS**

### **3.1 Officers Enumerated.**

The Governing Board shall include the following officers, each of whom shall be an individual (not an entity) and shall serve as an officer of the Governing Board with the duties and authority stated in this Article 3. The officers shall include the following: a Governing Board President/Vice President, a Treasurer, the Chief Executive Officer, and such other officers and assistant officers as may be deemed necessary by the Governing Board. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Governing Board may prescribe. The Governing Board President/Vice President is appointed as “Authorized Officer” of the Corporation and, in such capacity, is authorized to execute contracts approved by the Governing Board. The Governing Board may delegate such other signatory authority or additional duties to such Authorized Officer as the Governing Board deems appropriate from time to time.

### **3.2 The Governing Board President & Vice President.**

The President/Vice President shall preside at meetings of the Governing Board and shall carry out such other duties as the Governing Board may delegate from time to time, including, but not limited to the authority to execute contracts and other documents on behalf of and in the name of the Corporation where necessary to the conduct of the Corporation’s business or operations. The President/Vice President shall chair the Executive Committee and steward this committee’s roles and responsibilities as defined in Section 2.17.2.

The Governing Board President/Vice President shall be limited to two-year, staggered terms with the option to renew. The President/Vice President shall be selected from the pool of current Executive Committee members and be recommended by the Executive Committee for Governing Board approval.

The Executive Committee of the Governing Board has the authority to appoint an outgoing President/Vice President to serve as Chair Emeritus to facilitate a smooth transition between appointments. This Chair Emeritus shall serve in an advisory capacity to the President/Vice President for a one-year term with the option to renew. This person must be a current, active Governing Board member.

### **3.3 The Treasurer.**

The Treasurer shall have the care and custody of and be responsible for all funds and investments of the Corporation and shall keep the board informed of the financial condition of the Corporation. The Treasurer shall chair the Finance Committee and steward this committee’s roles and responsibilities as defined in Section 2.17.3, working in partnership with the Chief



Financial Officer. The Treasurer shall carry out such other duties as the Governing Board may delegate from time to time.

### **3.4 The Secretary.**

In lieu of a Governing Board Secretary, HealthierHere staff shall keep records of the proceedings of the Governing Board; keeping a register of the address of each GB member; and carrying out such other duties as the Governing Board may delegate from time to time. The Board Chair/Co-Chairs or the Chief Executive Officer assume responsibility for signing and executing all deeds, bonds, contracts, and other obligations or instruments, in the name of the Corporation; and carry out such other duties as the Governing Board may delegate from time to time.

### **3.5 Officer Removal.**

The Governing Board may remove any officer with or without cause by a vote of the majority of the GB members in office at a meeting, with notice given and called for that purpose.

### **3.6 Election and Term of Office.**

The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

### **Resignation.**

Any officer may resign at any time by delivering written notice to the Board President/Vice President, Chief Executive Officer, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE 4. EXECUTIVE DIRECTOR**

### **4.1 Selection.**

The Chief Executive Officer of the Corporation shall serve subject to the oversight of, report to, and attend meetings of the Governing Board, but shall not be a GB member and shall not have a vote on the Governing Board. The Chief Executive Officer shall be appointed subject to the approval of the Governing Board.



#### **4.2 Duties.**

The Governing Board delegates to the Chief Executive Officer the authority to manage the Corporation's day-to-day affairs under the oversight of the Governing Board. The Chief Executive Director shall also carry out such other functions as the Governing Board may delegate from time to time. The Chief Executive Officer shall provide reports to the Governing Board on a periodic basis.

### **ARTICLE 5. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

#### **5.1 Conflict of Interest.**

Governing Board members shall abide by the Corporation's conflict of interest policy and shall disclose to the Board any financial interest in which he or she directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Corporation.

#### **5.2 Loans.**

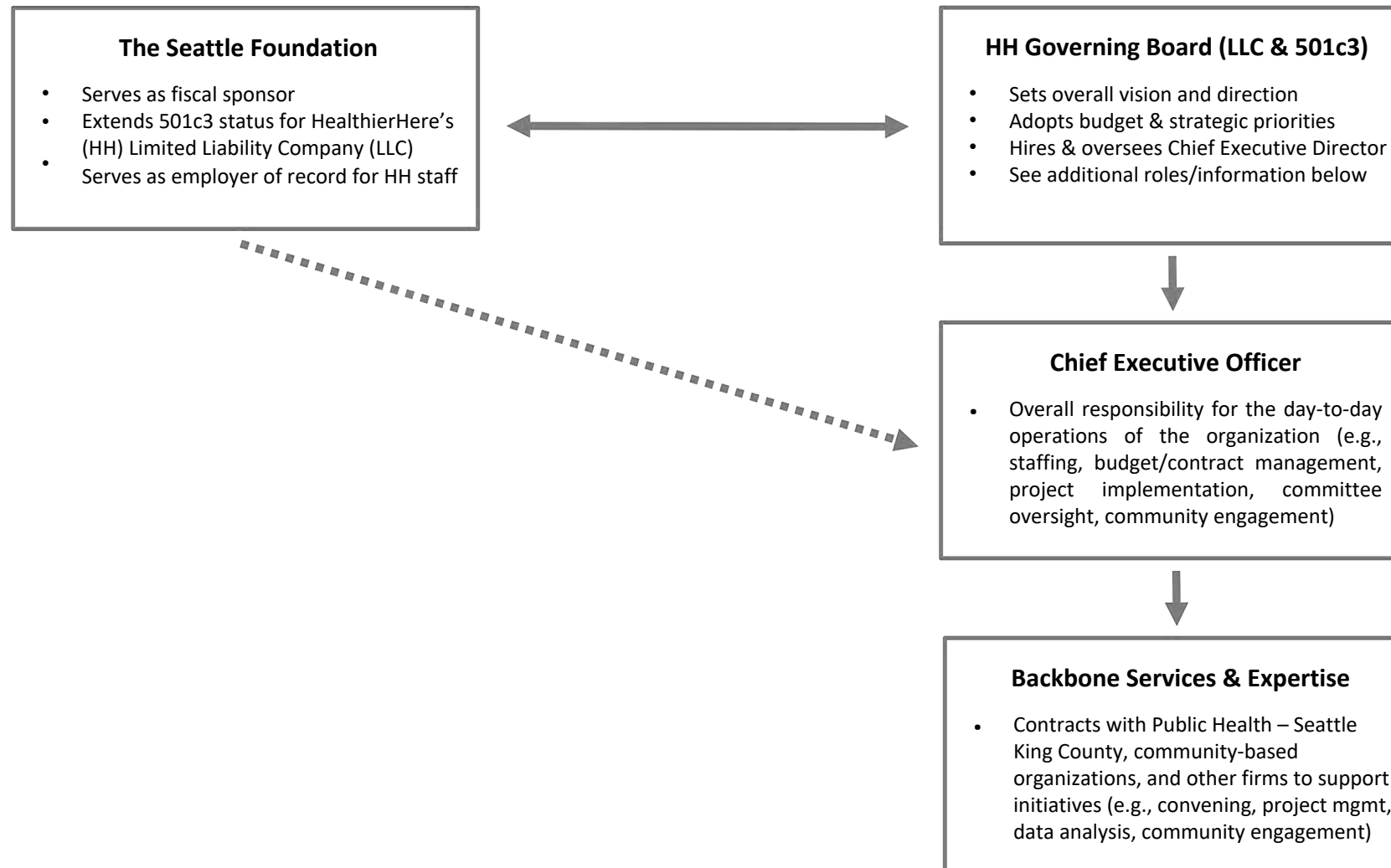
No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Governing Board. Such authority may be general or confined to specific instances.

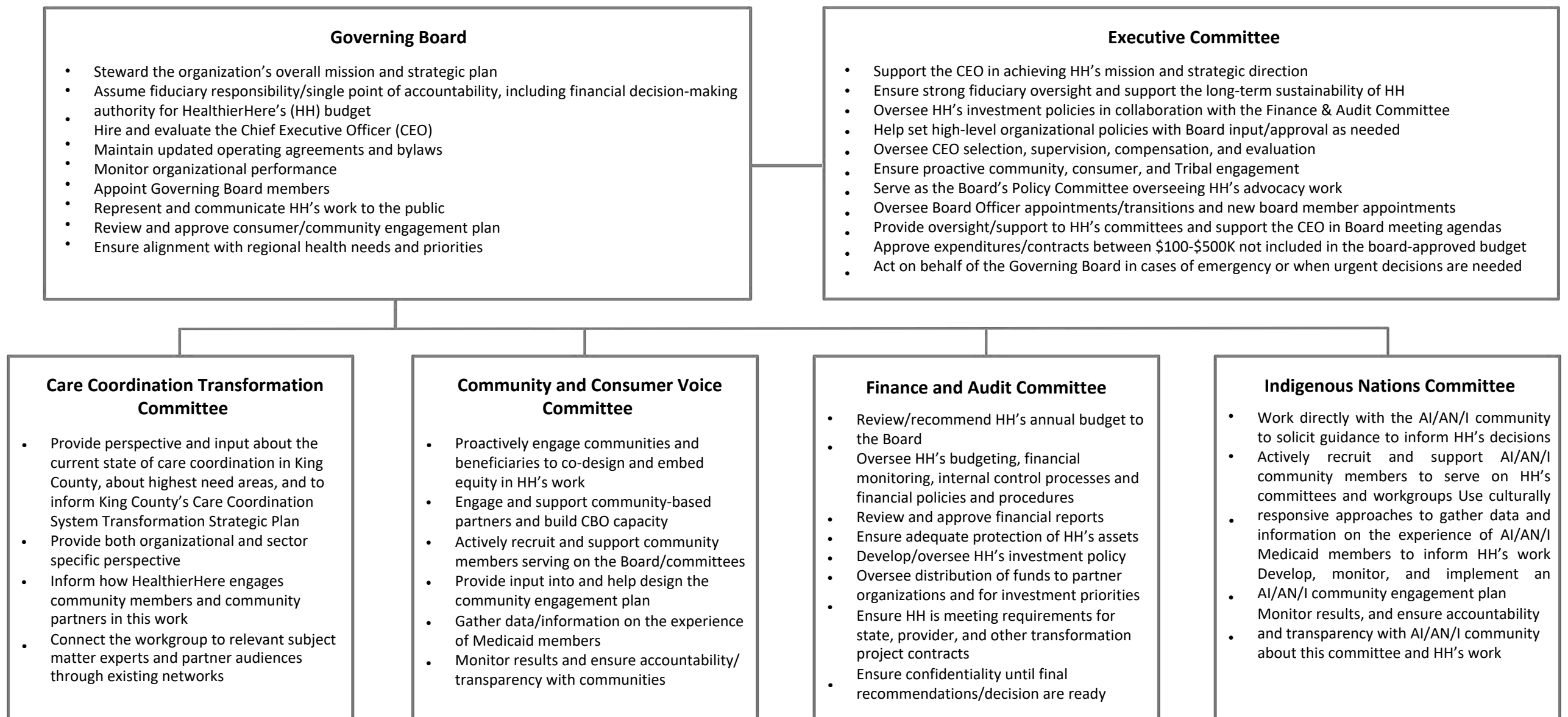
#### **5.3 Loans or Extensions of Credit to Officers and Directors.**

No loans shall be made and no credit shall be extended by the Corporation to its officers or Governing Board members.

### **ARTICLE 6. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority vote of the Governing Board.





## 501c3 Evolution Board Composition

In January 2023, the Board approved the following 26-member Governing Board composition for HealthierHere's 501c3.

| Sector / Partner   | Seats          | Open or Reserved Seat (Lead Entity)  |
|--|----------------|--|
| <b>Providers &amp; Payers</b>  |                |  |
| Behavioral health providers  | 2              | <b>Reserved</b> (King County Behavioral Health Provider Association & the King County Integrated Care Network, Executive Committee provider) |
| Hospital/health systems  | 1              | <b>Reserved</b> (Washington State Hospital Association)  |
| Family practice provider   | 1              | <b>Open</b>  |
| FQHC MCO   | 1              | <b>Reserved</b> (Community Health Center Council)  |
|  | 1              | <b>Reserved</b> (Coordination between MCOs)  |
| <b>Sub-total</b>   | <b>6 (23%)</b> |  |
| <b>Government</b>  |                |  |
| King County/public health  | 1              | <b>Reserved</b> (Public Health - Seattle King County)  |
| City of Seattle  | 1              | <b>Reserved</b> (Seattle Mayor's Office)   |
| Suburban area  | 1              | <b>Reserved</b> (Sound Cities Association)   |
| <b>Sub-total</b>   | <b>3 (12%)</b> |  |
| <b>Community &amp; Consumer</b>  |                |  |
| Community-based equity networks, coalitions, consumer advocate organizations and/or individuals from communities that are disproportionately impacted by racism and health disparities, are low-income, or un/under-insured consumers of the health system | 4              | <b>Reserved</b> (HealthierHere's Consumer/Community Voice Committee)   |
| Native/Indigenous community member and/or consumer of Indian health services   | 1              | <b>Reserved</b> (HealthierHere's Indigenous Nations Committee)   |
| <b>Sub-total</b>   | <b>5 (19%)</b> |  |
| <b>Tribes</b>  |                |  |
| Federally recognized tribes in King County   | 3              | <b>Reserved</b> (Tribal Governments: Cowlitz, Muckleshoot, Snoqualmie Indian Tribes)   |
| Urban Indian Health Board  | 1              | <b>Reserved</b> (Seattle Indian Health Board)  |
| <b>Sub-total</b>   | <b>4 (15%)</b> |  |
| <b>CBOs &amp; Social Determinants of Health</b>  |                |  |
| A balance of CBOs representing the Social Determinants of Health   | 4              | <b>Open</b>  |
| Affordable public and supportive housing   | 1              | <b>Reserved</b> (Housing Development Consortium)   |
| <b>Sub-total</b>   | <b>5 (19%)</b> |  |
| <b>Philanthropy</b>  |                |  |
| Philanthropy   | 2              | <b>Reserved</b> (1 seat, The Seattle Foundation)<br><b>Open</b> (1 seat)   |
| <b>Sub-total</b>   | <b>2 (8%)</b>  |  |
| <b>Business</b>  |                |  |
| Business/technology/communications   | 1              | <b>Open</b>  |
| <b>Sub-total</b>   | <b>1 (4%)</b>  |  |
| <b>TOTAL SEATS</b>   | <b>26</b>      |  |

## 501c3 Governing Board: Board Member Roles & Responsibilities

*Approved January 2023*

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### **BOARD MEMBER ROLES, RESPONSIBILITIES & EXPECTATIONS**

The Governing Board is expected to work in partnership with the Chief Executive Officer (CEO) and staff to ensure that the organization is healthy, effective, sustainable, and fulfilling its mission. Specifically:

**HealthierHere Governing Board members have responsibilities standard to non-profit boards, including:**

- Stewarding HealthierHere’s overall mission and strategic plan
- Selecting, providing direction to, and evaluating the Chief Executive Officer
- Setting and abiding by the organization’s policies and procedures
- Monitoring HealthierHere’s performance
- Recruiting and onboarding new governing body members
- Representing and communicating the work of HealthierHere to the broader public
- Ensuring legal and ethical integrity
- Ensuring fiduciary responsibility and sustainability of the organization, which may include connecting with funders/donors, communicating HealthierHere’s work to others, supporting HealthierHere’s development staff or other activities/skills a member wishes to offer. (Making a personal contribution is not an expectation of board members.)

**HealthierHere Governing Board members also have duties specific to the organization’s mission:**

- Ensuring a commitment to equity and racial justice
  - Providing strategic direction for system transformation and other regional priorities
  - Assuming decision-making authority for broad strategic investments and priorities
  - Sharing power with our community partners
  - Communicating to the public, interested parties and state officials on HealthierHere’s progress
  - Providing oversight and support to HealthierHere committees and authorizing ad hoc committees and work groups as needed
- Abiding by HealthierHere’s policies and procedures, with particular consideration to the conflict of interest and tribal engagement policies

**HealthierHere Governing Board members take seriously their commitment to work on behalf of the community. Members are expected to:**

- Bring the expertise and perspective of their sector and their lived experience
  - Model HealthierHere’s values and interact with one another with a spirit of collaboration, aligned action and deep respect
- Steward and help advance HealthierHere’s agreed upon “Equity Definitions and Guidelines”





- Be active participants on the Board:
  - The work of HealthierHere requires a significant level of engagement and time commitment; board members or their approved delegates are expected to attend Governing Board meetings regularly (Members should follow-up with the Board Co-Chair(s) or CEO if they cannot participate regularly in Board meetings—excused vs. unexcused absences.)
  - A member who is no longer able to serve on the Governing Board should let the Board
  - Co-Chair(s) or CEO know and, if able/appropriate, suggest a replacement  
A member must be present to vote; if a member is unable to attend a Governing Board meeting, they can send an approved delegate who is granted full decision-making authority



## 501c3 Governing Board Term Limits & Appointments

~ Updated January 17, 2024 ~

| BOARD SEAT  | Managed Care Organization CBO - Affordable Public Housing       | City of Seattle Behavioral Health Provider Community-Based Equity Network/Consumer CBO - 2025 | 2025                   | 2026 | Determinants of Health CBO - 2027               |
|---|---|---|------------------------|------|---|
| Determinants of Health CBO - Social Determinants of Health/Community-Based Equity Network/Consumer Family Practice Provider Federally Qualified Health Center King County/Public Health Hospital/Health Systems Philanthropy  | Community/Consumer Philanthropy Suburban Area                   | Urban/Health Care & Social Justice Tribal Cowliiz Tribe Muckleshoot Tribe                     | Recruitment in Process |      |   |
| Terms run on an adjusted calendar year from April to March with staggered waves. Terms are tied to the seat rather than when a GB member was appointed with an exception: A term is considered to count towards the term limit only when a delegate assumes the seat within the first 3 months of the term. Tribal Nation seats are not subject to term limits. | Giselle Zapata-Garcia - Term 2                                  |   | Recruitment in Process |      |   |
| * The board approved extending Jeff Sakuma and Betsy Lieberman's second term through December 2023 to provide leadership continuity.  | Andrea Yip - Term 2   |   | TBD                    |      |   |
| Items in red reflect appointments being teed-up at the time of the meeting.   | Marguerite Ro - Term 1  |   |                        |      |   |
|   | Zakeyo Ngoma - Term 0 (completing prior board member's term)    |   |                        |      |   |
|   | Denise Yu - Term 0 (completing prior board member's term)       |   |                        |      |   |
|   | Lisa Yohalem - Term 2   |   |                        |      | --> Start of new term (April 2025 - March 2028) |
|   | Matias Valenzuela - Term 1                                      |   |                        |      |   |
|   | Stacey Devenney - Term 0 (completing prior board member's term) |   |                        |      |   |
|   | Molly Judge - Term 0 (completing prior board member's term)     |   |                        |      |   |
|   | Michael Ninburg - Term 2  |   |                        |      |   |
|   | Claudia D'Allegri - Term 1                                      |   |                        |      |   |
|   | Laurent Rotival - Term 1  |   |                        |      |   |
|   | Swee May Cripe - Term 1   |   |                        |      |   |
|   | Junson Hu - Term 1  |   |                        |      | --> Start of new term (April 2026 - March 2029) |
|   | Ixtlixochitl Salinas-White Hawk - Term 1                        |   |                        |      |   |
|   | Jennifer Vickers - Term 1                                       |   |                        |      |   |
|   | Semra Riddle - Term 2   |   |                        |      |   |
|   | Ryan Gilbert - Term 1   |   |                        |      |   |
|   | Jolene Williams - Term N/A                                      |   |                        |      |   |
|   | Vacant  |   |                        |      |   |
|   | Vacant  |   |                        |      |   |



## Executive Committee Charter

Updated: December 2023 (Officers & Members)  
New Charter Approved: August 2023  
Original Charter: July 2017

### Purpose

The purpose of the Executive Committee is to support the Governing Board in executing its responsibilities, including alignment to HealthierHere's mission and strategic direction, sound fiduciary oversight, the hiring and evaluation of its CEO, and effective high-level policy setting.

### Principles of Engagement

The work of the Executive Committee will be guided by the following principles:

**Fiduciary responsibility.** Always act in the best interest of the community HealthierHere is designed to serve, not our personal or organizational self-interests. Operate with the highest legal and ethical standards.

**Equity.** Work intentionally to eliminate racial, ethnic, socio-economic, and geographic disparities in health and well-being. In all decisions, consider whether equity is being prioritized. Look at who decides, who provides, and who benefits or bears the burden of our actions.

**Community & Tribal voice.** Consider community and Tribal input/voice in the committee's decision making and process.

**Transparency.** Make available to interested parties and the public committee work products, processes, and recommendations to the greatest extent possible.

**Respect.** Work in the spirit of mutual agreement and accountability to each other.

**Value-centered, active leadership.** Model for the Board and broader community the values of the organization, and proactively work with and support the CEO in achieving the HealthierHere's mission; this is an "all-hands-on-deck" committee, not an advisory one.

### Responsibilities

The Executive Committee is responsible for activities including but not limited to:

- Provide support to the CEO to achieve the mission/strategic direction of the organization
- Ensure strong fiduciary oversight and support the long-term sustainability of HealthierHere
- Oversee HealthierHere's investment policies in conjunction and collaboration with the Finance Committee



- Help set high-level organizational policies with input/approval from the board as needed
- Oversee the process for the selection, supervision, compensation, and evaluation of the CEO
- Ensure proactive community, consumer, and Tribal engagement
- Serve as the Board’s Policy Committee overseeing HealthierHere’s advocacy work
- Oversee the process for recruiting/selecting new Board members for Board approval
- Select among its members who will serve as the Governing Board’s President/Vice-President and present its recommendation to the full Board for approval
- Has the option to appoint an outgoing President/Vice-President to serve as Chair Emeritus to facilitate smooth transitions between Officer appointments
- Provide oversight and support to HealthierHere’s committees
- Support the CEO in Board meeting agendas, materials, preparation
- Approval of any expenditures or contracts between \$100,000 and \$500,000 that are not included in the board-approved annual budget
- Act on behalf of the Governing Board in cases of emergency or when urgent decisions are needed between board meetings (e.g., items subject to time constraints), with an expectation that the Executive Committee update and, where possible, solicit input from the Governing Board

## Membership and Terms

The Executive Committee is comprised of 5-9 Governing Board members, representing a diversity of sectors and perspectives. Committee members do not have specific term limits. HealthierHere will maintain a detailed roster and representation will be assessed for appropriate adjustments on an annual basis.

| Name                           | Organization                                | Sector Seat  |
|--------------------------------|---|--|
| Semra Riddle (President)       | City Council of Lake Forest Park            | Suburban area  |
| Marguerite Ro (Vice President) | AARP Washington                             | CBO/SDOH   |
| Mario Paredes (Treasurer)      | Consejo Counseling and Referral Service     | Behavioral health provider   |
| Betsy Lieberman                | Retired/Independent Consultant              | Affordable public and supportive housing                           |
| Shelley Cooper-Ashford         | Center for MultiCultural Health             | Community-based equity network, coalition, consumer representative |
| Zakeyo Ngoma                   | Association of Zambians in Seattle, WA      | Community-based equity network, coalition, consumer representative |
| Jolene Williams                | Snoqualmie Tribal Council                   | Federally recognized tribe in King County                          |
| Andrea Yip                     | City of Seattle Aging & Disability Services | CBO/SDOH   |



### Meetings

The Executive Committee is a standing committee of the Board that meets at least monthly. It may decide to add, cancel, or modify meetings as appropriate.

### Decision Making

The Executive Committee aims for consensus but relies on a simple majority vote for final decision-making. Key decisions will be made in person or virtually at Executive Committee meetings. Members will be provided with adequate advance notice about decision items. For more routine items, decision making may be conducted over email and/or phone.



## Care Coordination Transformation Committee Charter

Approved: April 14, 2023 by Executive Committee

Last Updated: April 14, 2023  
Members Updated: January 26, 2024

### Background

Together, the Washington State Health Care Authority (HCA) and the Washington State Accountable Communities of Health (ACH), including HealthierHere, co-created a vision for Community-Based Care Coordination in 2021.

Community-Based Care Coordination (CBCC) reduces fragmentation and improves access, coordination and support for individuals and families across the care continuum. CBCC can help providers manage the transition to value-based care, but is broader than medical care coordination. CBCC is truly locally based and includes addressing social determinant of health needs.

Our vision is that every person in the state should receive the community-based care coordination support they need to make improvements to their health.

As King County's current care coordination system stands, significant transformation will need to build upon existing relationships, technologies, funding, infrastructure, and processes to achieve the vision as articulated above. Care and service providers are currently operating in silos. A lack of coordination across care environments causes individual's and families' whole person needs to go unmet and some to fall through the cracks completely. Limiting factors to achieving optimal care coordination in our current system include time, technology, lack of interoperability, lack of/poor communication, proximity, cultural mismatch/misunderstanding, workforce limitations, payment structures and reimbursement mechanisms, and more.

HealthierHere as an ACH is well positioned to have actionable impact in leading an effort in King County to transform the care coordination system because of its ability to be a neutral convener, build trusted relationships with regional partners, steward regional funding, and provide technical support to partners. Care coordination is something that most (if not all) of HealthierHere's partners are directly involved in or impacted by. As those who are closest to the work and the current system challenges, partner perspectives and input are extremely valuable to developing a care coordination system transformation strategic plan for King County. By forming a Care Coordination Transformation Committee representative of a variety of sectors engaged in care coordination work, together we can understand the current state of CBCC and where capacity and energy need to be focused to collectively achieve the system transformation that will enable every person in King County to receive the CBCC support they need to make improvements in their health.



## Purpose

The Care Coordination Transformation Committee (CCTC) will provide knowledge and perspective across sectors involved in care coordination in King County to lend context about the current state of care coordination as well as priority areas of focus for system transformation. The CCTC will help shape the future direction of HealthierHere's care coordination work, how HealthierHere engages partners in this work, and how entities across the county can contribute to system transformation collectively. Input from the CCTC will help inform a Care Coordination Strategic Plan for King County, the development of which HealthierHere will be contracting to an experienced entity.

## Principles of Engagement

The work of the CCTC will be guided by the following principles of engagement:

**Focus on People and Populations:** members will advocate for the best interest of communities in King County, not personal or organizational self-interests.

**Eliminate Disparities:** members will work intentionally to shape the work to ensure that all people have access to the opportunities, services, and care needed to reach their full health potential regardless of race, ethnicity, socio-economic status, gender, sexuality, housing status, or geography. Members will consider who decides, who provides, and who benefits from or bears the burden of our actions. See HealthierHere's [Equity Definition and Guidelines](#) for more guidance.

**Active Leadership:** members will serve as champions within their organizations, sectors, and communities to advance care coordination system transformation alongside HealthierHere.

**Respectful and Open Collaboration:** members will work with one another to create shared understanding and to advocate for systems change by making room for multiple ways of communicating and thinking, listening to understand, providing respect for differing opinions, learning in public, and asking questions even when there may not be a clear answer.

## Responsibilities

1. Provide perspective and input about the current state of care coordination in King County including what is working well and persistent challenges.
2. Provide perspective and input about the highest need areas to focus capacity and energy for care coordination system transformation.
3. Provide perspective and input to inform a Care Coordination System Transformation Strategic Plan for King County.
4. Provide both organizational and sector specific perspective.
5. Inform how HealthierHere engages community members in this work.
6. Inform how HealthierHere engages other organizational partners in this work.
7. Connect the workgroup to relevant subject matter experts and partner audiences through existing networks.



## Membership and Terms

CCTC seats are identified through a desire to have wide ranging representation across HealthierHere partner sectors and those involved in care coordination work in varying capacities. The committee will include HealthierHere Governing Board representation and will designate additional non-board members based on needs for representation and expertise.

Term limits will not be applied to members in 2023. HealthierHere will maintain a detailed roster for the Committee and membership and representation will be assessed for appropriate adjustments on an annual basis.

| Name           | Organization                            | Sector                                  |
|----------------|---|---|
| Andrea Yip     | City of Seattle                         | Governing Board Member                  |
| Dicken Leung   | International Community Health Services | Federally Qualified Health Centers      |
| Dan Floyd      | Behavioral Health & Recovery Division   | Government                              |
| Mike Wong      | City of Seattle                         | Government                              |
| Olivia Hood    | UW Dept. of Emergency Medicine          | Hospital                                |
| Patrick Joseph | SSKANA                                  | Community Based Organization            |
| Risho Sapano   | Mother Africa                           | Community Based Organization            |
| Paul Park      | Solid Ground                            | Community Based Organization            |
| Sean Soth      | Evergreen Treatment Services            | Behavioral Health Agency                |
| Travis Grady   | Cowlitz                                 | Tribal Lead/Tribal Serving Organization |
| Shannon Baker  | Community Health Plan of WA             | Managed Care Organization               |

## Meetings

The CCTC will meet monthly throughout the year 2023. The committee may decide to add, cancel, or modify meetings as appropriate. Meetings will take place via the zoom platform and will be approximately 1-1.5 hours in length. Members may be expected to do some pre/post preparation work between meetings.

## Decision Making

The input and perspectives of CCTC members will be considered and incorporated into the direction of HealthierHere's care coordination work, HealthierHere's future partner support, and contractor development of a Care Coordination Transformation Strategic Plan for King County. While the CCTC may make strong recommendations, workgroup members will not have any official decision-making authority over HealthierHere's work.





## Community & Consumer Voice Committee Charter

Approved: July 2017

***THIS CHARTER IS IN THE PROCESS OF BEING UPDATED***

### Purpose

The purpose of the Community/Consumer Voice (CCV) Committee is to proactively engage community-based organizations and the beneficiaries of services to ensure that their voices guide and influence the decision-making of HealthierHere. The CCV advocates for the inclusion of equity and authentic community engagement within the planning, development and implementation of HealthierHere's priorities and projects.

### Principles

- Lift up the voice of communities and consumers most affected by health disparities and HealthierHere's work
- Address health disparities, inequities, and social determinants of health, with a particular focus on health system transformation that addresses conscious and unconscious practices of underinvestment and overburdening of communities arising from a legacy of institutional racism, implicit bias, discrimination, power, and privilege operating within the United States and our health system.
- Support deep and ongoing community engagement to inform HealthierHere's work; not "one-and-done" community engagement

### Responsibilities

- Work directly with communities to solicit guidance on equity and social justice issues to inform HealthierHere Governing Board decisions
- Actively recruit and support community members/consumers serving on HealthierHere's various committees and workgroups
- Gather data and information on the experience of Medicaid members to inform the work of HealthierHere and its projects
- Develop, monitor and (as funding provides) support HealthierHere's community engagement plan
- Assist HealthierHere in building capacity for community-based organizations and consumer groups to participate in HealthierHere.
- Monitor results, and ensure accountability and transparency with communities about HealthierHere's work
- Serve as Trusted Advisors in communicating with Community Partners and Medicaid Beneficiaries about HealthierHere's work



- Recommend communication strategies, venues, forums, groups for HealthierHere to engage with about HealthierHere's work (e.g., goals, strategies, progress, outcomes, etc.)

### Timeline / Meeting Frequency

The CCV Committee meets monthly.

### Decision Making Process

The Committee aims for consensus and uses a simple majority vote for key decisions.

### Reporting

The CCV Committee provides regular updates to HealthierHere's Governing Board. It also makes meeting summaries and attendance available on HealthierHere's website after every regularly scheduled general membership meeting to facilitate communication and transparency.



## Connect2 Community Network Advisory Group Charter

Approved: March 10, 2021

Updated: October 13, 2021

***THIS CHARTER IS IN THE PROCESS OF BEING UPDATED***

### Purpose

The purpose of the Connect2 Community Network Advisory Group (AG) is to form a coalition of organizations, leveraging their knowledge and expertise to create, govern, and coordinate a unified network of health and human services providers, with universal access and interoperability between platforms/networks so as to better meet the holistic needs of clients and patients.

### Introduction

Efforts are underway in King County (and Washington State) to transform the region's delivery system to create a better client experience, improve health and well-being, and reduce the per capita costs of healthcare. The goal is to harness cross-sector collaboration to change how we address health and social problems, from a costly, crisis-oriented response to a proactive system that focuses on prevention, embraces recovery, and eliminates disparities by providing people with the services they need to realize their full potential. Key to our success in this endeavor is the ability of our region to invest more in addressing social determinants of health – the 80% of a person's overall health and well-being that happens outside of a health clinic. Human services providers are at the heart of being able to effectively address the social determinants – making it essential to establish stronger more robust partnerships and linkages between the region's health care delivery system and its network of social services.

Momentum is building to make this shift. Organizations from health care, social services, government, payers as well as community members have expressed interest in creating mechanisms for community and clinical linkages to ensure individuals can get the services they need when they need them. Through multiple efforts and initiatives, the King County region now has the opportunity to create an integrated network of care that would be unprecedented in its ability to connect people to resources with enhanced efficiency, accuracy, and effectiveness, with an emphasis on prevention.

One of the tools the region has identified to achieve this goal is a Community Information Exchange (CIE). A CIE is an integrated network of social service, community, tribal, government, physical and behavioral health providers that use a shared language, a database of available resources, and an integrated technology platform to facilitate data sharing, bi-directional closed-loop referrals, and the creation of a longitudinal record for individual clients.

In King County, some foundational elements are already in place. There are multiple organizations that already have interconnected networks, both formal and informal. These organizations have established



competency in CIE models and execution, with varied levels of sophistication in technology as well as client engagement practices.

The governance, values, and goals of the unified Community Information Exchange, now called the Connect2 Community Network (C2C Network), must come from the community of partners and organizations that would participate. For multiple social, cultural, and financial reasons, the governance of this new CIE must be carefully defined, protected, and stewarded to ensure maximum community benefit.

### Overarching Goal of the C2C Network

Strengthen the coordination of care for those in need by connecting people, service organizations, and community partners more quickly and more effectively – resulting in a healthier, more equitable community for all.

### C2C Network Advisory Group Purpose

The C2C Network Advisory Group (AG) was established in January 2021 to serve as the governing body overseeing our region's Community Information Exchange. In this role, AG members provide expertise, guidance and make final decisions on the design, implementation, evaluation, and sustainability of the C2C Network.

### Principles

- **Focus on People and Populations:** Always act in the best interest of communities in King County, particularly those experiencing the greatest health, social, economic, and racial disparities. Strive to consider the best interest of the full community (not just a sector or organization) through intentional decision-making processes and practices, such as, but not limited to understanding who stands to benefit / be impacted by decisions, assessing unintended consequences, and understanding the “why” behind workgroup recommendations.
- **Center Health Equity:** Work intentionally to ensure that individuals and groups disproportionately affected by structural racism, health disparities, and unmet social needs have a fair and just opportunity to be as healthy as possible. In decision making, seek to understand the impact on specific populations most impacted by health disparities and examine both individual and system-level barriers to improving care coordination.
- **Community and Consumer Voice:** Actively seek out and consider community and consumer input in decision making with an emphasis on people and populations who bear the burden of our actions. Be diligent in seeking out the voices of those not at the table and ensure ongoing communication on how community feedback is being incorporated.
- **Support for Agencies:** Support agencies and constituencies focused on mitigating and solving for social determinants of health by reducing complexity and administrative burden, increasing the size and ease of use of the Connect2 Community Network. Build and advocate for capacity to support and sustain services delivered through the Network.
- **Intentional Transparency:** Make processes and decisions accessible and available to the public and other interested parties.



- **Active Leadership:** Serve as champions and ambassadors of the C2C Network, and proactively work with and support the Advisory Group, Network Partners, workgroups, and existing community organizations and leaders associated with this work and its goals.
- **Inclusive Collaboration:** Ensure membership is comprised of leaders from sectors critical to regional success of the C2C Network.
- **Respect and Openness:** Operate with respect, a willingness to listen, and an openness to different perspectives.
- **Stewardship:** Be trusted stewards of the C2C Network and the data it collects and shares in a way that builds trust and is accountable to the communities we serve. Support the implementation of an integrated CIE that promotes community and clinical linkages and creates high impact system improvements.
- **Continuous Improvement:** Honor and build upon the work of others who have gone before us and incorporate promising practices where it makes sense to do so. Avoid "recreating the wheel." Remain flexible, learn from others, and commit to a process of continuous improvement.
- **Sustainability:** Use available resources effectively, efficiently, and within the allotted timeframe. Build a C2C Network that can continue well into the future. Promote and advocate for the reinvestment of funds to support healthy communities.
- **Data Informed:** Ensure the AG has access to qualitative and quantitative information that enables effective decision making, learning, advocacy, and continuous improvement. Use aggregated and disaggregated numerical data as one source of information. Honor and listen to lived experience, knowledge, and stories as equally important sources of information to guide our decision making. Whenever possible, ensure that interpretation of information will be led by those closest to the "data."

## Responsibilities

The Advisory Group and its members are responsible for the following activities:

- Participate regularly in Connect2 Community Network Advisory Group meetings.
- Effectively steward and represent the vision, mission and values of the Connect2 Community Network
- Contribute expertise and support to activities that advance the financial sustainability of the Connect2 Community Network
- Contribute expertise and support to activities that address resource gaps and service constraints identified through network data.
- Review recommendations and assume decision-making responsibilities for, and compliance with, data privacy, security, and regulatory policies.
- Review recommendations and assume decision-making responsibilities related to network interoperability and technology infrastructure.
- Assume a leadership role for integration and technology related conversations within their own organizations, flagging issues for the Advisory Group that may arise.

### In joining the Advisory Group, members agree to:

- Steward and represent the vision, mission, and values of the C2C Network
- Advance equity and support anti-racism practices.



- Understand the role and responsibilities of the Advisory Group (e.g., governing verses management, community impact over organizational self-interest)
- Make time for and have the capacity to be an active member of the Advisory Group
- Model the C2C Network's agreed upon principles.  
Be accountable to the communities we serve (e.g., share information about the C2C Network to the communities/networks/sector organizations as appropriate; bring the expertise and perspective of our sector)

## Membership

The Connect2 Community Network is comprised of clinical and community leaders from sectors identified as critical to the CIE's success. In the interest of balancing vital perspectives, the Advisory Group includes seats for approximately 25-30 members representing the following perspectives:

### Providers

Federally qualified health center (1 seat)  
Hospital, health systems (1 seat)  
Behavioral health providers (1 seat)

### Payers

Medicaid managed care organization (1 seat)  
Private insurer (1 seat)

### Government

King County (1 seat)  
City of Seattle (1 seat)  
Suburban area (1 seat)

### Community/Consumer

Regional consumer or community coalition representative (2 seats)

### Tribal Entities/Organizations

Representation from Tribal Nations and American Indian/Alaska Native (AI/AN)-serving organizations in King County, initially reserved for Snoqualmie Tribe, Muckleshoot Tribe, Cowlitz Tribe and Duwamish Tribe (4 seats) \*  
Urban Indian Health Board representative (1 seat) \*\*  
Native-serving/Native-led community-based organization (1 seat)  
Tribal data specialist representative (1 seat)

\* If unable to participate, extend to a Tribally affiliated representative(s) and/or AI/AN community member

\*\* If unable to participate, seat may be filled with another AI/AN-serving health organization or provider



#### Community Based Organizations

Community organizations that serve specific populations in King County including but not limited to BIPOC-led organizations, organizations led by people with lived experience, and/or organizations serving veterans, seniors, immigrants, or individuals with disabilities (3 seats)

#### Social Service Support or Delivery Organizations

Organizations including but not limited to expertise in housing, homelessness, food security, employment and/or navigation services (5 seats)

#### Information and Referral Providers

Organizations/providers facilitating the exchange of information and transitions for community members (2 seats)

#### First Responders

Individuals with expertise in community paramedicine programs, Emergency Medical Technicians (EMT) and/or Fire Department personnel (1 seat)

#### Philanthropy/Business

Corporate and philanthropic foundations or community benefit (2 seats)

#### Courts/Criminal Justice

Community-based organization serving criminal justice involved individuals (1 seat)

#### Organizational Sponsor

HealthierHere (1 seat)

#### At-Large Position

Option for additional sector or community perspective (1 seat)

### Chair and Co-Chair

The C2C Network AG will select a Chair (or Co-Chairs) to provide leadership for the AG in mid-2021. Staff will provide facilitation/meeting support in the interim.

The Chair (or Co-Chairs) will be selected using the “majority plus one” voting process outlined below. They shall serve a one-year term with the option to renew for up to one additional year.

### Meeting Frequency

The C2C Network Advisory Group will meet monthly through mid-2021, and will adjust the meeting cadence (e.g., bimonthly, quarterly) after midyear. It may decide to add, cancel, or modify meetings as appropriate.

### Decision Making Process

The Advisory Group will work to understand and integrate perspectives of all members until an agreeable solution can be found in a reasonable amount of time.



The C2C Network Advisory Group aims to reach decisions by full consensus. When formalizing a decision, the C2C Network Advisory Group will vote using Robert’s Rules of Order (e.g., 1st/2nd motion, yes/no/abstentions). A quorum is required of at least 50% of members present. A “majority plus one” is required to carry the vote (e.g., if 23 members are present, the motion carries if at least 13 members approve, 12 plus 1).

Each C2C Network AG member has one vote. An AG member or his/her proxy (i.e., another AG member) must be present to vote, either in person, in a virtual meeting, or via phone.

### Materials and Reporting

C2C Network Advisory Group Chair/Co-Chair will prepare objectives and materials for each meeting (with staff support as needed). Agenda and meeting materials will be distributed at least 3 business days in advance of meetings. Decisions will be documented in a decision log available to AG members.





## Finance & Audit Committee Charter

New Charter Approved: August 2023  
Original Charter: January 2018

### Purpose

The Finance & Audit Committee supports HealthierHere in fulfilling its fiduciary responsibilities for both the LLC and 501C3 entities, including budgeting, financial modelling, monitoring budget vs. actual, financial reporting, contracting and audit.

The Finance & Audit Committee is responsible for fiscal oversight related to:

- A. The internal operations of HealthierHere such as the administrative budget;
- B. The financial analysis to support a fully functioning C3 organization;
- C. The MTP 2.0 Renewal Waiver;
- D. HealthierHere's annual audit;
- E. Ad-hoc financial analysis in support to the Governing Board and its committees, as needed; and
- F. The development of HealthierHere's investment policy for approval by the Executive Committee and Governing Board, followed by ongoing oversight of investments.

### Committee Members

| Name             | Organization             | Sector Seat |
|------------------|--------------------------|-------------|
| Janine Childs    | Neighborcare             | FQHC        |
| David DiGiuseppe | MCO - CHPW               | MCO         |
| Pam Gallagher    | Swedish Hospital         | Hospital    |
| Travis Grady     | Cowlitz                  | Tribal      |
| Hiroshi Nakano   | Valley Medical           | Hospital    |
| Mario Paredes    | Consejo Counseling       | BHA         |
| Semra Riddle     | City of Lake Forest Park | Suburban    |
| Karen Spoelman   | King County DCHS         | Government  |

### Guiding Principles

The Finance & Audit Committee will operate under the broad HealthierHere principles including equity, community voice, mutual respect, and transparency and will work with other committees as appropriate to mitigate decisions made in silos that could have financial impacts to HealthierHere or its partnering providers. Specific additional principles for this workgroup include:

**Eliminate disparities:** Work intentionally to ensure that all people can access the same opportunities for health and experience similar outcomes by eliminating racial, ethnic, socio-economic and geographic



disparities in health and well-being. Look at who decides, who provides, and who benefits from or bears the burden of our actions.

**Fiduciary Responsibility:** Always act in the best interest of the community HealthierHere serves, not our personal or organizational self-interests. Operate with the highest legal and ethical standards.

**Generally Accepted Accounting Principles (GAAP):** Ensure the ACH's financial operations, processes and reporting follow this industry standard and best practice.

**Accountability:** Responsible to perform duties required of this workgroup to further the goals of HealthierHere.

**Transparency:** Open communication of information and process and not focus on sector's agenda but rather focus on the overall transformation goals

**Collaboration:** Members work together to achieve HealthierHere's goals and objectives

**Value-Driven:** Seek to meet the state's definition for Triple Aim of better health, better care, and lower costs.

**Flexibility:** Being open to innovative ideas and explore possibilities with pragmatism

## Responsibilities

### Internal Operations

- Review and recommend to the Governing Board HealthierHere's annual budget
- Oversee the development of the organization's budgeting, financial monitoring, internal control processes, and financial policies and procedures
- Review and approve financial reports
- Ensure adequate protection of HealthierHere's assets
- Develop and oversee HealthierHere's investment policy

### External Operations - Including Delivery System Reform Incentive Payment (DSRIP), Value Based

#### Payments, and Other Funds:

- Oversee the distribution of funds to partnering providers
- Oversee the distribution of funds to investment priorities agreed to by HealthierHere's Governing Board
- Monitor HealthierHere in meeting requirements outlined in state, provider, and other transformation project contracts

### Confidentiality

- Ensure confidentiality of discussions until final recommendations and/or decisions are ready to be communicated

## Timeline / Meeting Frequency

The Finance & Audit Committee is a standing committee that meets at least quarterly. It may decide to add, cancel, or modify meetings as appropriate. To constitute a "quorum", at least 60% of all members



of the Finance & Audit Committee must be (physically or electronically) present. The preferred meeting mode is in-person though members may call in, if necessary.

Each member of the Finance & Audit Committee will act as a fiduciary for HealthierHere, rather than a representative of his or her sector. Further, all members of the Finance & Audit Committee must attend at least 75% of all regular and special meetings held during each calendar year, unless the absence is excused for good cause, as determined by the Committee Co-Chairs. Failure to meet the attendance requirements will lead to potential removal of the member.

### Decision Making Process

The Finance & Audit Committee aims for consensus but relies on a simple majority vote for final decision-making. Key decisions will be made in person at Finance & Audit Committee meetings. Members will be provided with adequate advanced notice about decision items. For more routine items, decision making may be conducted over email and/or phone.

The Treasurer, who also serves as one of the Co-Chairs of the Finance & Audit Committee, will coordinate and ensure communication of key activities or issues with the Executive Committee.

### Reporting

The Finance & Audit Committee will provide regular updates to HealthierHere's Governing Board. Agenda and meeting materials will be distributed at least 3 business days in advance, and will, whenever possible/appropriate, be available to the public online. Decisions will be documented in meeting summaries.

### Membership and Terms

Membership will include individuals representing sectors critical to the project success and the terms for the members will align with their terms on the Governing Board, if applicable. The committee reserves the right to designate/appoint additional non-board members as needed based on the need for specific subject matter expertise. The committee will specify the duration of this appointment.

Finance & Audit Committee members will select the Co-Chairs of the Finance & Audit Committee. Replacement of a vacating board member will be prioritized by the sector represented by that board member. Nominees will be reviewed by the Finance Co-Chairs/Treasurer, and HH's CFOO and the recommendation will be presented to the Finance & Audit Committee for approval.

HealthierHere's CFOO will maintain a detailed list of board member terms and alert the Finance & Audit Committee when actions are needed.

### Conflicts of Interest

Finance & Audit Committee members are required to comply with HealthierHere's Conflict of Interest Policy.

## Indigenous Nations Committee Charter

Approved: January 2020

***THIS CHARTER IS IN THE PROCESS OF BEING UPDATED***

### Committee Members

(Committee membership will regularly be updated by HealthierHere staff)

### Definitions

Indigenous: Those original people(s) of Turtle Island whose ancestors stewarded the land and water of turtle island prior to colonized contact

Turtle Island: The continent of North America

### Membership

Invite only - Membership is open to all American Indian/Alaska Native/Indigenous (AI/AN/I) people who live in or work in King County or who are allies representing an AI/AN/I organization. Membership to non- AI/AN/I, who are not otherwise participating on behalf of an AI/AN/I organization, must be approved by the current standing committee. Committee must always remain at least 66% (two-thirds) AI/AN/I membership.

(Guests from all race and ethnicities are welcome by invite as non-voting participants)

### Purpose

The purpose of the Indigenous Nations Committee is to proactively engage Native serving community-based organizations, Indigenous professionals, traditional healers, AI/AN/I storytellers, AI/AN/I Elders, AI/AN/I cultural experts and beneficiaries of services to ensure that their voices guide the decision-making of HealthierHere. The Indigenous Nations Committee helps HealthierHere co-design its priorities and projects with respect for trust and treaty obligations, sovereignty, historical and intergenerational trauma, and other effects of colonization, using culturally attuned, indigenous and community-led approaches.

### Principles

- Stewardship: Consider the impact and sustainability of our decisions on the next seven (7) generations.
- Accountability: Consider the priorities of the communities most impacted and center the voice of Tribal and urban Indian communities and beneficiaries.



- Equity: Prioritize the promotion of community led culturally relevant and appropriate health practices when addressing health disparities, inequities and social determinants of health.
- Value-centered, active leadership: Prioritize solutions rooted in Indigenous knowledge, cultural practices and traditions, and strengths-based approaches.
- Community Voice: Lift up the voice of Tribal communities and consumers most affected 2
- Sustainability: Sustain AI/AN/I engagement to inform HealthierHere's work.

### Responsibilities

- Work directly with the AI/AN/I community to solicit guidance to inform HealthierHere's Governing Board decisions
- Actively recruit and support AI/AN/I community members to serve on HealthierHere's various committees and workgroups
- Use culturally responsive approaches to gather data and information on the experience of AI/AN/I Medicaid members to inform the work of HealthierHere and its projects
- Develop, monitor and implement an AI/AN/I community engagement plan
- Monitor results, and ensure accountability and transparency with AI/AN/I community about the AI/AN/I committee and HealthierHere's work

### Timeline / Meeting Frequency

The Indigenous Nations Committee meets monthly.

### Decision Making Process

Minimum quorum to conduct a meeting would be five participants. The Committee aims for consensus but uses a 3/4 majority of the vote for key decisions. New members will not have voting rights on 1st meeting attended.

### Reporting

The Indigenous Nations Committee provides regular updates to the HealthierHere Governing Board. It also disseminates meeting summaries and attendance after every meeting to facilitate communication and transparency.

## Decision Making Guidance

~~Approved September 2017; Subsequent updates~~

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In 2017, the Governing Board and Executive Committee approved the following guidance regarding decision-making, drawn largely from the organization's bylaws. This has since been updated to include subsequent decisions/refinements made by the Board or Executive Committee (e.g., updated committee charters). These subsequent updates are noted in the footnotes.

### Quorum

A **simple majority** of the Governing Board shall constitute a quorum for the transaction of business. At any meeting of the Governing Board at which a quorum is present, any business may be transacted, and the Governing Board may exercise all of its powers, except as otherwise provided in these Bylaws or the Articles of Incorporation. A GB member who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the GB member's dissent or abstention is entered in the minutes of the meeting, or unless the GB member delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to the President/Vice President or Chief Executive Officer before the adjournment of the meeting or immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a GB member who voted in favor of such action.

### Advance Notice of Decisions

The Corporation will maintain the current practice of providing Governing Board members at least **5 business days of advance notice for decisions**. An effort will be made to provide decision memos and more advance notice on key decisions such as the annual budget or project selection.

### Decision Making and Voting

Any action approved by a **two-thirds majority vote** of GB members present at a meeting at which a quorum is present is the act of the Governing Board. The Governing Board shall endeavor, but is not required, to make decisions by consensus. In voting, GB members must honor their fiduciary duties to the Corporation and act in accordance with the Corporation's conflict of interest policy.

**Each GB member has one vote.** A GB member **must be present to vote, either in person or virtually**. If a GB member is unable to attend a Governing Board meeting, s/he may send his/her **formally approved delegate** who is granted full decision-making authority.

GB members are expected to consult with organizations/members from their sector before voting, as is reasonably feasible. In the event that the Governing Board considers an action where advance notice was not planned (e.g., a new item came up during discussion), the President/Vice President will ask if GB members need additional time to consult with their sectors and consider deferring action to a later date as determined by the President/Vice President (e.g., subsequent meeting, via email).



The Governing Board may approve additional, clarifying guidelines regarding decisions that the Governing Board, the Executive Committee and the Chief Executive Officer are authorized to make.

### Actions Without Meeting

Any action required or permitted to be taken at a meeting of the Governing Board or its committees **may be executed via the written consent of 2/3rds** of GB Members or committee members in office at which a quorum is present, provided (in the case of the Governing Board) that all GB Members received at least five 5 business days' notice of the proposed action. Such consent shall have the same force and effect as a unanimous vote of the Governing Board or committee, and may be described as such. For purposes of this Bylaw, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

### Decision Authorization

The Governing Board approved the following guidance regarding decisions that the Board, the Executive Committee and the Executive Director are authorized to make:

#### Decisions of the Board:<sup>1</sup>

- Overall mission and strategic direction of the organization
- Fiduciary responsibility, including approval of HealthierHere's annual budget
- Hire and evaluate the Chief Executive Officer
- Updated operating agreements and bylaws
- Appointment of Governing Board members
- Review and approval of the community engagement plan

#### Decisions of the Executive Committee:<sup>2</sup>

- Approval of any expenditures or contracts between \$100,000 and \$500,000 that are not included in the board-approved annual KCACH budget  
Act on behalf of the Governing Board in cases of emergency or when urgent decisions are needed between board meetings (e.g., items subject to time constraints), with an expectation that the Executive Committee update and, where possible, solicit input from the Governing Board
- Process for selection, supervision, compensation, and evaluation of the Executive Director
- Process for recruiting/selecting new Board Officers and Board members
- Board meeting agendas, materials, preparation

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<sup>1</sup> Several adjustments have been made to the "Decisions of the Board" section based on HealthierHere's evolution since this was originally approved in 2017. These include: a) referring to HealthierHere instead of the King County Accountable Community of Health, b) removing items that are no longer applicable with the current waiver (e.g., selecting demonstration projects, overseeing the Regional Health Needs Inventory), and c) adding/adjusting language to better reflect HealthierHere's transition to the 501c3 Board and other more recent changes (e.g., added reference to updating the bylaws, referring to the CEO instead of ED).

<sup>2</sup> One change to the "Decisions of the Executive Committee" section since 2017 was removing the "approval of KCACH certification and other documents required by the state." This was applicable under the first waiver.

#### Decisions of the Finance & Audit Committee:<sup>3</sup>

- Recommend annual budget for Board approval
- Oversee the development of the organization's budgeting, financial monitoring, internal control processes, and financial policies and procedures
- Approval of financial reports
- Process for developing and overseeing HealthierHere's investment policy
- Process for overseeing the distribution of funds to partnering providers and for investment priorities agreed to by the Governing Board
- Process for monitoring that HealthierHere is meeting state, provider, and other contract

#### Decisions of the Chief Executive Officer:<sup>4</sup>

- Approval of any expenditures or contracts that correspond to expenditures of the board-approved annual KCACH budget
- Approval of any expenditures or contracts under \$100,000 that are not included in the board-approved annual KCACH budget
- Selection, supervision, compensation, and evaluation of all HealthierHere staff
- Sign and execute all legal documents such as coordination agreements, memorandum of understanding, etc.  
Apply for grants that align with the HealthierHere's mission and strategic plan, and provide the opportunity for the Governing Board to comment on pursuing these grants  
Management/operational decisions related to the ACH's relationship with The Seattle Foundation

#### Coordination with Other Committees

To the extent possible and as committees are established, recommendations on decisions will come through the appropriate committees before going to the Executive Committee and/or Governing Board.

#### Notice of Meetings

Notice of the time and place of every regular and special meeting of the Governing Board shall be given by the President/Vice President or designee, or GB members calling the meeting, to all of the GB members by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, or by personal communication over the telephone or otherwise, **at least five 5 business days** before the date on which the meeting is to be held. The notice of each meeting **must incorporate a description of any pending actions** of the Governing Board to be voted on at the meeting.

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<sup>3</sup> This section on "Decisions of the Finance & Audit Committee" was added in 2023 following the approval of the Committee's new charter.

<sup>4</sup> Only change to the "Decisions of the CEO" section since 2017 is referring to HealthierHere instead of KCACH, and CEO instead of ED.





#### Effect of Attendance at Meeting

Attendance of a GB Member at any meeting shall constitute a waiver of notice of such meeting, except where the GB Member attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not called or convened according to the requirements of this Bylaws.

#### Meetings Held by Telephone or Electronic Equipment

Members of the Governing Board or its committees **may participate** in a meeting of the Governing Board or such committees by means of a **conference telephone or similar communications** equipment by means of which all persons participating in the meeting can simultaneously understand each other. Participation by such means shall constitute presence in person at a meeting.

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