



**STATE OF DELAWARE
DELAWARE HEALTH CARE COMMISSION**

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BYLAWS OF

DELAWARE HEALTH RESOURCES BOARD

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Article I

Name, Place of Business, Purpose, Duties and Responsibilities

Section 1. Name-The name of this organization shall be the Delaware Health Resources Board, hereafter referred to as ‘the Board’.

Section 2. Place of Business-The place of normal business of the Board shall be the Department of Health and Social Services, Delaware Health Care Commission, Dover, Delaware.

Section 3. Purpose -The purpose of the Board is to promote the cost effective and efficient use of health care resources while striving to ensure the availability of and access to high quality and appropriate health care services.

Section 4. Duties and Responsibilities -The duties and responsibilities of the Board are set forth 16 *Del. C.* § 9303 and shall include, but not be limited to the following:

- a. Develop a Health Resources Management Plan which shall assess the supply of health care resources, particularly facilities and medical technologies, and the need for such resources.
- b. Review and make decisions regarding Certificate of Public Review (CPR) applications filed pursuant to this chapter.
- c. Gather and analyze data and information needed to carry out its responsibilities.
- d. Address specific health care issues as requested by the Governor or the General Assembly.
- e. Adopt bylaws as necessary for conducting its affairs.
- f. Coordinate activities with the Delaware Health Care Commission, the Department of Health and Social Services and other groups appropriate.

Article II

Membership, Compensation

Section 1. Membership - The Board shall consist of 15 members appointed by the Governor. Appointments shall be for 3-year terms, except that the initial appointment of an individual may be less than 3 years so that one- third of the terms expires each year. Members shall serve no more than 2 full terms consecutively provided that the terms of newly appointed members will be staggered so that no more than 5 appointments shall expire annually. The Governor may appoint members for terms of less than 3 years to ensure that the board members’ term expire on a staggered basis. The membership shall be comprised in accordance with the provisions of 16 *Del. C.* § 9303.

Section 2. Compensation - Members of the Board shall serve without compensation, except that they may be reimbursed for reasonable and necessary expenses incident to their duties, to the extent that funds are available and the expenditures are in accordance with State laws.

Article III

Section 1. Section and Title- The Board shall consist of:

- a. Chair
- b. Vice Chair
- c. 13 other members

The Governor shall appoint one member of the Board to serve as Chair and one member to serve as Vice Chair. Both the Chair and Vice Chair shall be appointed from among the four representatives of the public-at-large. HCC staff shall serve as staff support to the Board. The Director of Policy and Planning of the HCC shall function as the Administrator Director to the Board.

Section 2. Powers and Duties of the Board Members and Staff - The powers and duties of the members of the Board and staff shall be as follows:

a. Chair - The Chair shall preside at all meetings of the Board except the Chair may under certain circumstances designate another member to preside at a particular meeting or at a certain part of a meeting. The Chair shall cause to be called regular and special meetings of the Board in accordance with these bylaws. The Chair shall perform such other duties as the Board, from time to time, shall designate.

b. Vice Chair - In the absence of the Chair, the Vice Chair shall have all of the powers and duties of the Chair. The Vice Chair shall perform such other duties as the Board, from time to time, shall designate.

c. HCC staff - The HCC staff which support the Board shall keep or cause to be kept the minutes of the meetings of the Board, in an appropriate manner, and shall be custodian of the records. In the absence of both the Chair and Vice Chair, the Executive Director from the Health Care Commission may designate a Board member to preside at a particular meeting or at a certain part of a meeting. HCC staff shall keep or cause to be kept a record, alphabetically arranged, showing the names of the Board members, their addresses and the respective dates of their appointment as members of the Board. HCC staff shall provide reasonable access by the general public the Board's records. HCC staff shall perform other duties such as conduct research for use by the Board in evaluating applications, provide staff expertise on the CPR process, track multiple processes and deadlines associated with Board activities, staff Review Committee meetings and prepare reports.

Article IV

Meetings

Section 1. Public Interest and Involvement - It is the policy of the Board to encourage public interest and involvement. The Board shall operate in accordance with [Title 29, Chapter 100](#). of the Delaware Code (Freedom of Information Act).

Section 2. Regular Meetings of the Board - Regular meetings of the Board will be held bi-monthly (every two months) .There shall be no less than four regular meetings each calendar year. HCC staff shall send out a written notice of each regular meeting,-to all members of the Board.

Section 3. Special Meetings of the Board - Special meetings of the Board may be called by the

Chair at any time and shall be called by the Chair upon written request of any 8 out of the 15 members of the Board. HCC staff shall send out a written notice of each special meeting, stating the purpose for which it is called to all members of the Board.-Such notice shall be sent to each member at least seven (7) days prior to the meeting.

Section 4. Parliamentary Procedures for Board Meetings - Parliamentary procedures at all meetings of the Board shall be in accordance with Roberts' Rules of Order.

Section 5. Quorum -The presence of at least 50 percent of the members of the Board shall constitute a quorum. There are 15 seats on the Board. A quorum must be a majority of the actual number of seats on the Board. Eight members present are needed for a quorum.

Section 6. Voting - All members are entitled to one vote on matters brought before the Board except when the member has a conflict of interest. The disqualification of a member from voting or a member abstaining from voting shall not affect the quorum. All matters, except as provided for in Article VI of these bylaws, shall be decided by a majority of the members present and voting. Members who abstain from voting on a particular matter are considered "present and voting" for purposes of determining a majority.

Section 7. Attendance at Meetings - The Board may request the Governor to declare a vacancy for any member who is absent from three consecutive meetings upon the recommendation of the membership. The Governor may at any time, after notice and hearing, remove any board member for gross inefficiency, neglect of duty, malfeasance, misfeasance or nonfeasance in office. A member shall be deemed in neglect of duty if they are absent from 3 consecutive board meetings without good cause or if they attend less than 50% of board meetings in a calendar year.

Section 8. Conflict of Interest-- Board members shall comply with [Title 29, Chapter 58](#) of the Delaware Code (State Ethics Code). A Board member may not participate in the review or disposition of any matter in which he has a conflict of interest except to respond to questions from another Board member or any other person with official responsibility with respect to the matter. A Board member has a conflict of interest with respect to any matter when:

- a. Any action or inaction would result in a financial benefit or detriment to accrue to the Board member or a close relative (parents, spouse, children or siblings) to a greater extent than such benefit or detriment would accrue to others who are members of the same class or group of persons; or
- b. The Board member or close relative has a "financial interest" in a private enterprise (whether profit or not for profit) which enterprise or interest would be affected by any action or inaction on a matter to a lesser or greater extent than like enterprises or other interests in the same enterprise. A person has a "financial interest" in a private enterprise if: (1) He has a legal or equitable ownership interest in the enterprise of more than 10% (1% or more in the case of a corporation whose stock is regularly traded on an established securities market); (2) He is associated with the enterprise and received from the enterprise during the last calendar year or might reasonably be expected to receive from the enterprise during the current or the next calendar year income in excess of \$5,000 for services as an employee, officer, director, trustee or independent contractor; or (3) He is a creditor of a private enterprise in an amount equal to 10% or more of the debt of that enterprise (1% or more

in the case of a corporation whose securities are regularly traded on an established securities market).

- c. A Board member shall declare his conflict of interest at the earliest practicable time after learning of such conflict.

Article V

Committee, Task Forces

Section 1. Appointment of Committees or Task Forces -- The Board may create such committees, task forces, or such other work or study groups at any time as may be appropriate to assist in the conduct of the affairs of the Board. Such committees or task forces shall be appointed by the Chair and may include in their membership persons other than members of the Board. Such committees or task forces shall operate accordance with Title 29, Chapter 100 of the Delaware Code (Freedom of Information Act).

Article VI

Amendments

Amendments to the Bylaws - These Bylaws may be altered, amended, repealed or added to at any regular meeting or special meeting of the Board called for that purpose, providing that ten (10) days written notice shall have been sent to each member. Such notice shall describe, at least in general terms, the alterations, amendments, or changes which are proposed to be made in the Bylaws. Public Notice shall be provided in accordance with Title 29, Chapter 100 of the Delaware Code (Freedom of Information Act). Changes shall become effective upon the affirmative vote of at least 50 percent of Board members.