

Trillium Health Resources Provider Council By-Laws

Revised July 2023



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OVERVIEW OF THE TRILLIUM HEALTH RESOURCES PROVIDER COUNCIL

The goals of the Trillium Health Resources (“Trillium”) Provider Council (PC) are to represent the interests and needs of network providers and to identify strategic issues that impact the performance of the network and report those to Trillium for consideration. The PC monitors the work and receives updates and recommendations from several Trillium committees and groups, including the Quality Improvement Committee (QIC) and the Clinical Advisory Committee (CAC).

The Provider Council shall be informed and knowledgeable of all aspects of Trillium operations that impact the provider network, such as network capacity, stability, and the quality of care that its members provide. The Council relies on an exchange of information from Trillium PC representatives, its membership, as well as, input from other committees. The PC strives to mirror the characteristics of the Trillium provider network.

MISSION: The Trillium Provider Council serves as a fair and impartial representative of all service providers within the Network. The PC shall facilitate the open exchange of ideas, share values, goals, and vision and promote collaboration and mutual accountability among providers and stakeholders. The PC strives to achieve best practices to empower members within our community to achieve their personal goals.

The mission of the Trillium Provider Council is founded in a set of core values:

Integrity: Provide accurate and truthful representation.

Competence: Honor responsibilities to achieve and maintain the highest level of professional competence.

Professional Conduct: Promote dignity and autonomy. Maintain collaborative professional relationships. All interactions should be solution-focused and directed to improving the quality of life of the individuals who receive supports and services from the network agency or practice.

Individual Value, Dignity, and Diversity: Provide supports and services that promote people to achieve and seek wellness, recovery, integration, respect, and dignity as defined by each individual supported.

Social Justice: Assure that individuals and those who make decisions regarding services to them have complete and accurate information on which to make choices.

Social Capital: Network providers support the importance of social relations and the role of cooperation and confidence to get collective results.

Partnership: Network providers shall work together in partnership, advocating for needs of the provider network, to promote desired outcomes of individuals served.

TRILLIUM HEALTH RESOURCES PROVIDER COUNCIL BY-LAWS

ARTICLE I: NAME, LOCATION, AND EXISTENCE

Section 1. Name

The name of this Council is the Trillium Health Resources Provider Council.

Section 2. Location

Meetings of the Council shall be conducted in Greenville, North Carolina, or by video/teleconferencing if necessary due to circumstances that prevent a face-to-face meeting, or a combination of both.

Section 3. Existence

The period of existence of this Council is unlimited.

ARTICLE II: PURPOSE AND OBJECTIVES

The Provider Council strives to achieve best practices to empower individuals within the community to achieve their personal goals. The objectives for which this Council is formed are to provide recommendations and advocacy for the Provider Network, while providing consultative review of the following:

- A.** Review network performance against stated goals.
- B.** Review and make recommendations to Trillium regarding performance indicator selection and performance issues, including outliers.
- C.** Review quarterly reports on referrals made/referrals accepted per service per provider; members receiving services per provider; discharges from providers and reasons; and annual review of trend analysis.
- D.** Recommend new service initiatives to address service gaps.
- E.** Assess and provide for staff education and training needs assess community and prevention needs.
- F.** Develop strategies to address funding and financial issues.
- G.** Approve the provider satisfaction survey and review results with recommendations.
- H.** Review and provide input to the Trillium Cultural Competency Action Plan.

- I. Advise the Chief Executive Officer regarding provider contract reconsiderations, upon Chief Executive Officer's request.

ARTICLE III: MEMBERSHIP

Section 1. Management

The management and control of the Council shall be vested and exercised by the Council consisting of not fewer than twelve (12) and not more than twenty (20) voting members.

Section 2. Membership in the Provider Council

The Provider Council shall vote on the appointment of all members to the PC. The PC membership is designed to represent the diversity and demographics of the network to include below. Candidates for/Members of the Provider Council must be employed by a provider entity (Agency, LIP Group, LIP, Hospital, etc.) that is contracted with Trillium and is actively serving Trillium consumers.

Section 3. Voting Members

A voting member is any provider organization representative appointed/elected to the PC. No two (2) voting provider representatives shall be from the same organization, although it is the person who is elected, not the organization. Only provider agency or practice staff that are authorized to make decisions for his/her organization or practice may serve on the Council. Ideally, voting members of the Council should consist of the following, equally representative of service populations and regions:

Provider Representatives

| | |
|--|-----|
| Intellectual/Developmental Disability (I/DD) | 3 |
| Mental Health (MH) | 3 |
| Substance Abuse (SA) | 3 |
| Licensed Independent Practitioners (LIP) /Outpatient | 3 |
| Hospital | 2-3 |
| (Determined by the number of Trillium regions covered) | |

Other representatives to address specific content areas, as needed.

Section 4. Additional Membership

Trillium representatives shall be appointed by the Trillium Executive Vice President or the Executive Vice President's delegate. Trillium representatives shall serve as non-voting PC members.

Non-voting members of the Council *may* consist of the following:

Trillium Health Resources

| | | | |
|--------------------|---|---------------------|---|
| Network Management | 1 | Clinical Operations | 1 |
| Finance | 1 | Training | 1 |
| Quality Management | 1 | | |

Section 5. Membership Terms

Terms shall coincide with Trillium's fiscal year. After serving one term, a provider representative shall be eligible for one more consecutive term, and may be re-elected after a one-year absence from PC participation, except in the case of a PC member who is removed for cause or in the case of a PC member who is elected to office, whose board term may be extended to allow them to serve their full term as an officer.

Group 1:

1 I/DD Provider
1 LIP/Outpatient Providers
1 Substance Use Provider
1 Mental Health Provider
1 Provider At-Large

Group 2:

1 I/DD Provider
1 LIP/Outpatient Provider
1 Substance Use Provider
1 Mental Health Provider
1 Hospital
1 Provider At-Large




Group 3:

1 I/DD Provider
1 Mental Health Provider
1 LIP/Outpatient Provider
1 Substance Use Provider
1 Hospital
1 Provider At-Large

Members will be assigned to Group 1, Group 2 or Group 3. Every effort will be made to ensure as much regional representation as possible in each grouping upon member assignment while also observing the above-delineated membership requirements for each grouping.

Group assignments will be used to determine members' term cycles.

Each group's members will be up for reappointment on a 3-year cycle, with each group's cycle being staggered one year apart from the other groups'. What this means is that, beginning in 2021, 1/3 of the members of the Council will either cycle off of the Council or serve a second, consecutive term if so eligible.

-  Group 1's reappointment cycle will begin in 2021 and occur every 3 years after that (2024, 2027, etc.).
-  Group 2's reappointment cycle will begin in 2022 and occur every 3 years after that (2025, 2028, etc.).
-  Group 3's reappointment cycle will begin in 2023 and occur every 3 years after that (2026, 2029, etc.).

Section 6. Membership Vacancies

At the first meeting of the PC, and at each meeting thereafter, the PC will accept nominations for future membership in the Council and may fill vacancies as needed at any regularly scheduled meeting throughout the year. Council vacancies will be announced at Provider forums and through other Trillium Network communications.

All applications for membership shall be submitted to the PC President on a form provided via the Trillium website and shall contain information concerning the qualifications of the applicant.

A Nominating Committee of the PC shall review all applications to ensure that eligibility criteria set forth in these By-Laws and any PC resolutions are met. When a vacancy occurs in the PC through resignation or removal or when a current member reaches the end of their term, the Nominating Committee will recommend nominees to fill the vacancy. The PC shall vote on a replacement from the recommendations provided. The PC shall give final approval on all applications by majority vote of members present at scheduled meeting.

In the event that the PC does not receive applications or recommendations for nominees to fill member vacancies that would allow the PC to meet the provider representative requirements as delineated in Art. III, §3, then the PC shall, nonetheless, make a concerted effort to ensure that there is at least one voting member that represents each Trillium Region (Northern; Central; Southern) and each service population (I/DD; Mental Health; Substance Use).

If the PC is unable to ensure representation by at least one voting member of each Trillium Region and/or each service population from the pool of applications and/or recommendations available to it, despite its concerted effort to ensure such representation, then the PC shall consult with Trillium's Executive Vice President of Clinical Operations or the Executive Vice President's delegee in order to determine if an eligible, willing applicant may serve as a stand-in representative of a Trillium Region and/or service population that does not otherwise have representation on the PC as delineated in Art. III, § 3. The PC shall give final approval, by majority vote, on all such stand-in determinations.

Section 7. Conflict of Interest

All PC members shall sign a conflict of interest statement that ensures that a member will excuse him/herself from discussion and voting if the individual or the individual's organization has a vested interest in the decision.

ARTICLE IV: MEETINGS, NOTICE, AND ATTENDANCE

Section 1. Provider Council Meetings

The PC shall meet at least once every quarter at a time and place designated by the President. Attendance options for regular meetings will include face-to-face and video/teleconferencing.

Section 2. Annual Planning Meeting

The Annual Planning retreat of the PC shall be held once each year at a time and place recommended by the President. This meeting will be a face-to-face meeting, or by video/teleconferencing if necessary due to circumstances that prevent a face-to-face meeting, or a combination of both.

Section 3. Special Meetings

The Annual Planning retreat of the PC shall be held once each year at a time and place recommended by the President. This meeting will be a face-to-face meeting or by video/teleconferencing, if necessary, due to circumstances that prevent a face-to-face meeting, (or will be a combination of both).

Section 4. Attendance by Voting Members

The elected PC member, if unable to attend, may send a substitute in his/her place as a non-voting representative. If two consecutive meetings are missed without notice or a pattern of absences occurs for a member of the Council, the PC may require the representative to resign.

Section 5. Attendance by non-Voting Members

Provider council meetings are open to the public and all Trillium stakeholders. Notice of meeting times and location will be posted on the Trillium website.

Section 6. Communication of Activities

Agenda and minutes from PC meetings will be forwarded to all PC members and will be posted on the Trillium website, on the Provider Communications page.

ARTICLE V: VOTING

Section 1. Quorum

Unless stated otherwise in this document, a quorum at any regular or special meeting shall consist of not less than a simple majority of the voting members in attendance, either in person or via technology.

Section 2. Voting

All matters considered at a meeting shall be decided by a majority vote of voting members present with all votes taken by voice, unless a roll call vote is requested. The President shall not vote except in case of a tie, in which event the President shall cast the deciding vote. Written votes may be requested by any member. There shall be no proxy votes by PC members.

ARTICLE VI: OFFICERS

Section 1. Officers

The officers of the PC shall be President and Vice President.

Section 2. Election of Officers

The officers shall be members of the PC and shall be elected by members of the PC prior to the first annual meeting of the Council. The nomination of officers shall be considered and voted on at the same meeting. Subsequent elections shall be held in June of each fiscal year. Nominees must be present at the meeting and confirm that they are in agreement with the nomination. Officers shall hold office for a term of two (2) years, or until a successor is chosen. Officers, if properly elected, may serve more than one (1) term of office, not to exceed one additional calendar year in the same office for a total of three (3) years. In the event that an officer's PC membership expires while serving as an officer, that officer's term as an officer shall expire at the same time as their PC membership expires.

Officers may be re-elected after a subsequent officer completes one full term of office.

Section 3. Duties

The officers of the PC shall perform such duties as may be required of them by the PC.

- a. **President** – Shall preside at all meetings of the Council. The President shall appoint the chairs of any standing committees. Only provider representatives may be elected to serve as President. The President shall serve as a non-voting member of the Trillium Area Board.
- b. **Vice President** – Shall succeed to the Presidency in case of a vacancy in that office. The Vice President shall preside at all meetings in the absence of the President. The Vice President shall undertake such other responsibilities as the President may assign.

Section 4. Removal of Officers

Any PC Officer may be removed for cause, including failure to perform the duties of office. Cause for removal shall also include any violation of the By-Laws or other lawful rule adopted by the PC.

Following 30 (business) days prior written notice to all members of the PC and to Trillium advisors to the Board, a motion to remove an officer may be presented by at least three (3) members of the PC and such motion must be accompanied by written claims that support the immediate removal.

The motion will be heard at a regularly scheduled PC meeting where the President shall preside over the discussion and the calling for a vote, unless the office of the President is the subject of such motion. In such case, then the Vice President shall preside over the motion and subsequent vote.

The motion will carry with a majority vote of at least 51% of the entire voting membership. Once the officer is removed, the nominating committee will recommend nominees to fill vacancy. Elections for the vacated office will be held at the next regularly scheduled meeting. PC members who wish to resign must do so in writing. If a member is removed from the PC, the provider council must provide notice to the member in writing.

Section 5. Administrative Assistant

The Administrative Assistant to the PC will be provided by Trillium. The Administrative Assistant shall also keep a record of the proceedings of all the membership and PROVIDER COUNCIL meetings. The Administrative Assistant shall keep all records of the PC.

ARTICLE VII: NOMINATING COMMITTEE

Section 1. Nominating Committee

A nominating committee consisting of four (4) members selected by the PC President who shall make nominations for officers of the PC. The Nominating Committee shall elect its own Chair. The committee shall be formed at least three (3) months prior to the meeting in which the elections will take place. Membership shall be notified in writing prior to the meeting. Any provider representative member of the Council may make additional nominations from the floor.

No name shall be placed in nomination without the approval of the Trillium Network Director and consent of the nominee. Sufficient nominations for directors shall be made to ensure choice in the election process. A quorum for elections is a simple majority of the providers in the PC.

ARTICLE VIII

Section 1. Committees

The PC's President is authorized to create any committees and appoint members to those committees, as needed.

ARTICLE IX: BY-LAWS AND AMENDMENTS

Section 1. By-Laws Committee

A By-Laws committee will review By-Laws at least annually, recommending any changes to the Council.

Section 2. By-Laws Amendments

Any need or request for amendment will constitute notice of proposed amendment(s). Draft amendments must be submitted in writing at least fifteen (15) days in advance of the full membership meeting at which the amendments will be voted, although this requirement may be waived by a majority vote of the PC. These By-Laws may be altered or amended by a two-thirds (2/3) vote of the membership present at a scheduled meeting.