

## **The Smoky Mountain LME/MCO Provider Advisory Council Bylaws**

### **ARTICLE I - Name**

The name of this organization is the Smoky Mountain LME/MCO (Smoky) Provider Advisory Council (PAC).

### **ARTICLE II - Term**

This PAC was formed effective October 1, 2013, following the integration of the eight (8) former Western Highlands Network counties into the Smoky catchment area, and shall exist for so long as Smoky continues to operate as an LME/MCO or otherwise manage publicly-funded mental health, intellectual/ developmental disabilities, and substance use/ abuse (MH/IDD/SA) services.

### **ARTICLE III – Mission and Objectives**

**Mission Statement:** The PAC represents the common voice of all Smoky Network Providers for the purpose of advocacy, support and communication in accordance with a Code of Ethics that has been developed in a spirit of mutual collaboration and respect (see Attachment I). Members of the PAC serve as fair and impartial representatives of all Network Providers. The PAC shall facilitate an open exchange of ideas, shared values, goals, and visions and bring forward concerns and solutions while promoting collaboration, ethical operations, mutual accountability, and quality services.

The objectives for the PAC include but are not limited to:

1. Foster partnerships with Smoky to address issues affecting the MH/IDD/SA public service system.
2. Recommend and support the provision of best practices to empower consumers within Smoky's catchment area to achieve their personal goals.
3. Foster communication and collaboration between Network Providers in order to improve consumer care.
4. Provide input and recommendations to Smoky about clinical and provider payment policies, selection and retention criteria, dispute resolution mechanisms, the Provider Operations Manual, and other guidelines and requirements which directly impact Network Providers.
5. Assist in the dissemination of statewide Provider Satisfaction and Consumer Perception of Care surveys, provide input in the development of Smoky surveys, and make recommendations to improve survey participation and the perception of care in the community.
6. Review the results of surveys and the annual needs assessment and gap analysis, advise Smoky in the continued development of the Network Development Plan, and develop and make recommendations for service delivery models and gaps in services.
7. Address strategies regarding funding and financial issues, and provide feedback about network development initiatives, funding priorities and opportunities and Requests for Proposal (RFPs), Requests for Information (RFIs) and other procurement initiatives.
8. Assist in the development of global and individual provider performance outcomes, make recommendations for network quality management practices, and advise Smoky regarding service trends, quality improvement plans, utilization and performance measures, and provider quality and outcome indicators.
9. Provide feedback to Smoky about provider and community education, technical assistance and training needs.
10. Identify members to participate in designated Smoky committees and PAC subcommittees addressing initiatives such as quality improvement, credentialing, clinical practices, integrated care, training, bylaws, ethics, cultural competency, network development, provider manual, AlphaMCS, and finance/ claims.

#### **Article IV – Regional Provider Collaboratives**

Smoky’s catchment area consists of twenty-three (23) counties in western North Carolina. Smoky shall have no more than four (4) Regional Provider Collaboratives (RPCs), representing the following counties:

- Western Regional Collaborative: Cherokee, Clay, Graham, Haywood, Jackson, Macon, Swain – six (6) elected representatives
- Highlands Regional Collaborative: Buncombe, Henderson, Madison, Mitchell, Polk, Rutherford, Transylvania, Yancey – seven (7) elected representatives
- Northern Regional Collaborative: Alleghany, Ashe, Avery, Watauga, and Wilkes – six (6) elected representatives
- Central Regional Collaborative: Alexander, Caldwell and McDowell – six (6) elected representatives

RPCs are open to any Network Provider who wishes to attend and operate pursuant to bylaws or rules established by each RPC. As a collective voice and decision making entity representing the Regional Provider Collaboratives, the PAC will ensure regular interface with each RPC. This interface will include, but is not limited to:

1. Sharing and review of the minutes of both forums (PAC and RPC meetings) and any other pertinent information such as objectives, priorities, amendments, and subcommittee progress.
2. Solicitation of input to subcommittees and the full PAC on salient issues and concerns.

#### **Article V – Membership and Composition**

The PAC shall be comprised of no more than thirty (30) members, consisting of one representative from each provider designated by Smoky as a Comprehensive Care Center, elected members from each RPC as set forth below, the Chief Executive Officer (CEO) of Smoky (or designee), and the immediate Past President of the PAC. Provider representatives will serve as a conduit between the RPCs and the PAC. The elected members from each RPC must represent the following provider categories/ disability types:

##### **Highlands RPC:**

- 1 Hospital representative per region
- 1 Mental Health representative per region
- 1 Substance Abuse representative per region
- 2 Intellectual/Developmental Disabilities representatives per region
- 2 at-large representatives per region, which may include Licensed Independent Practitioners (LIPs)

##### **Western, Northern and Central RPC:**

- 1 Mental Health representative
- 1 Substance Abuse representative
- 2 Intellectual/Developmental Disabilities representatives
- 2 at-large representatives, which may include an LIP or Hospital representative

Only Network Providers in good standing as defined by Smoky’s selection and retention criteria are eligible to serve on the Network Council. Agency representatives must either be the CEO/ President/ Executive Director or designee from senior management. Network Providers are limited to one (1) representative per organization (i.e. agencies cannot have two representatives on the PAC). Representation must include both large and small providers representing the diversity of the Network. The PAC shall encourage participation from Community Care of North Carolina (CCNC), the Smoky Consumer and Family Advisory Council (CFAC) and other community stakeholders. Such individuals

may participate as non-voting members. Periodically, the PAC will evaluate data from Smoky related to numbers of consumers served to determine if existing representation is adequate.

## **ARTICLE VI – Elections and Meetings**

**Section 1: Management** – The management and control of the PAC shall be vested and exercised by the PAC, consisting of not more than thirty-one (31) members. A voting member is anyone appointed or elected to the PAC as set forth in Sections 2 and 3, below. Each representative to the PAC has one vote per person.

**Section 2: Appointed Members** – The immediate Past President of the PAC and the Smoky CEO shall be automatically appointed to serve as voting members. The Smoky CEO may appoint a member of Smoky Executive Leadership or a Senior Director to serve as his or her designee. Each Comprehensive Care Center agency as designated by Smoky shall appoint one representative, who shall either be the CEO/ President/ Executive Director or designee from senior management, to serve on the PAC as a voting member.

**Section 3: Elected Members** – Twenty-five (25) representatives shall be elected by the respective RPC to serve on the PAC as voting members. Elections shall be conducted according to each RPC bylaws. Terms and term limits shall be established by RPC. Any vacancies shall be filled by the RPC promptly in accordance with RPC bylaws. However, if an agency representative leaves employment or is no longer affiliated with the agency, they are no longer a voting member of the PAC, and one of the following shall occur: either the RPC shall nominate a new member or the agency shall designate another member to complete that term consistent with RPC bylaws.

**Section 4: Meetings** – The PAC shall meet at least once every quarter at a central location. Special meetings of the PAC shall be called upon written request of three (3) members of the PAC, or may be called at the discretion of the President. Electronic notice of each meeting shall be given at least five (5) days prior thereto. Regular meetings should be attended in person whenever possible, but provisions shall be made for special meetings to be held via conference call, web conferencing or email. Meetings will be conducted in accordance with Robert's Rules of Order, as set forth in Attachment II of these Bylaws.

**Section 5: Annual Planning Meeting** – The Annual Planning meeting of the PAC shall be held annually in September at a location to be recommended by the President.

**Section 6: Notices** – The Secretary of the PAC, or other person designated by the President, shall prepare and cause to be sent or published all notices herein mentioned.

**Section 7: Quorum** – A quorum at any regular or special meeting shall consist of not less than a simple majority (51%) of the PAC members then in office, in person or via technology. Proxy voting shall be allowed for any member who completes and executes a proxy form prior to the meeting.

**Section 8: Voting** – All matters considered at a meeting shall be decided by a majority vote of voting members present, and 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 he/she shall cast the deciding vote. Written votes may be requested by any member.

**Section 9: Attendance at PAC Meetings** – If a PAC member misses two consecutive meetings or demonstrates a pattern of absences, the PAC Secretary shall notify the applicable RPC in writing, which may require the representative to resign or be replaced.

**Section 10: Conflict of Interest and Confidentiality**– All PAC members shall sign a conflict of interest and confidentiality statement that ensures that members will respect the confidentiality of all matters discussed by the PAC and will excuse him or herself from discussion and voting if the individual or the individual’s agency has a vested interest in the decision.

## **ARTICLE VII - Officers**

**Section 1: Officers** – The officers of this organization shall be a President, a Vice President and a Secretary.

**Section 2: Election** – The officers shall be elected by members of the PAC at the meeting immediately prior to the Annual Planning Meeting, or at a special meeting called by a majority of members. The nomination of officers shall be submitted by the Nominating Committee from among the PAC voting membership and voted on at the same meeting. Nominees must be present at that meeting and confirm that they are in agreement with the nomination. The officers of the organization shall hold office for a term of one (1) year and until their successors are chosen and qualified. The officers may, if properly elected, serve more than one (1) term of office, not to exceed three (3) consecutive years in the same office.

**Section 3: Duties** – The officers of the organization shall perform such duties as may be required of them by the PAC.

1. The President or the President’s designee shall serve as a non-voting member of the Smoky Board of Directors in accordance with N.C.G.S. § 122C-118.1(b)(12). The President shall preside at all meetings of the PAC and shall appoint the chairs of all standing and special committees, with the approval of the PAC, and supervise directly or indirectly their work except the Nominating Committee. The President will report information from Smoky Board of Directors meetings to the PAC as a standing agenda item. As appropriate, the President will present formal recommendations from the PAC to the Smoky Board of Directors for consideration.
2. The Vice President shall succeed to the Presidency in case of a vacancy in that office, shall preside at all meetings in the absence of the President, and shall undertake such other responsibilities as the President may assign.
3. The Secretary shall handle such correspondence of the PAC as is necessary including making and distributing notices regarding meeting date/time/location/agenda, and shall keep all records of the PAC other than financial records, including a record of the proceedings of all PAC meetings. The Secretary shall maintain a roster of PAC membership, terms of service and times for rotation.
4. The immediate Past President shall continue to serve on the PAC as a voting member until a new Past President is available to serve.

**Section 4: Elections** – Nominations for officers of the PAC shall be made by a nominating committee consisting of four (4) members elected by the PAC. The immediate past president shall be chairperson of the Nominating Committee. Elections shall occur the meeting prior to the Annual Retreat. Membership shall be notified in writing prior to the meeting. Additional nominations may be made from the floor by any Network Provider in good standing with Smoky. No name shall be placed in nomination without the consent of the nominee. Sufficient nominations shall be made to ensure choice in the election process. Only the CEO/ President/ Executive Director or designee from senior management from an agency may serve as an officer of the PAC. A quorum for elections is a simple majority of PAC members.

## **ARTICLE VIII – Committees**

The PAC President will create committees as needed to address topics such as credentialing, clinical practices, integrated care, training, bylaws, ethics, cultural competency, network development, provider manual, AlphaMCS, and finance/ claims. The PAC, as a whole or through subcommittee(s), shall review

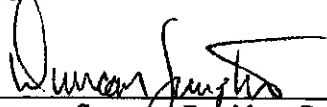
copies of reports submitted to the Board, including but not limited to reports prepared for the Board Finance and Performance & Quality Subcommittees. In the event of significant changes to Smoky funding (increase or decrease to funding received from the State or rates paid by Smoky); an *ad hoc* committee will be formed to meet and make recommendations to the full PAC for consideration by Smoky Executive Leadership or the Board of Directors.


**ARTICLE IX – Bylaws**

Following initial approval, these bylaws will be reviewed annually at the first meeting of the calendar year. These by-laws may be altered or amended by simple majority vote of a quorum of the membership, notice of which proposed amendment or amendments has been given to the PAC along with notice of the meeting itself at least fifteen (15) days in advance of the full membership meeting.

Approved this the 18<sup>th</sup> day of November, 2015.

Signed:

  
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Duncan Sumpter, President, Provider Advisory Council

  
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Brian Ingraham, CEO, Smoky Mountain LME/MCO

## **Attachment I to PAC Bylaws Code of Ethics**

### Preamble

The PAC shall facilitate an open exchange of ideas, shared values, goals, and visions and bring forward concerns and solutions while promoting collaboration, ethical operations, mutual accountability, and quality services. The PAC strives to achieve best practices to empower consumers within our community to achieve their personal goals. PAC members commit to:

- Assure that their staff adhere to this code of ethics;
- Provide support to other member agencies; and
- Advocate for the further development of resources on a local and state level for consumers served.

### Purpose

PAC members agree to abide by this Code of Ethics. Member agencies shall:

- Become familiar with and encourage their Board of Directors, Owners, and staff to adhere and follow the Code of Ethics;
- Agree that actions which violates the Code would be considered unethical;
- Agree that a lack of knowledge is not a defense for unethical conduct;
- Strive to achieve the highest standards of professional conduct;
- Acknowledge that all member agencies be committed to best practices in their specific area through involvement with continued education and review of relevant research;
- Have an obligation to report in writing any direct knowledge of perceived violations of the code of ethics;
- Offer age appropriate services which promote dignity and empower the individual; and
- Reflect the beliefs, values, heritage, and customs of individuals supported by offering culturally competent services.

PAC Members will discuss known violations of standard ethical practices by members with the offending colleague or agency director. In the event that this does not end in resolution of the issue, the member shall consult with the Ethics Committee of the PAC regarding their responsibility.

### **CORE VALUES**

The PAC embraces the following core values, which serve as the foundation of the Provider Advisory Council:

**Integrity:** Provide accurate and truthful representation.

**Competence:** Honor responsibilities to achieve and maintain the highest level of professional competence for members and those in their employ.

**Professional Conduct:** Promote the dignity and autonomy of the profession, maintain harmonious inter-professional and intra-professional relationships, and accept the profession's self-imposed standards. All professional relationships should be directed to improving the quality of life of the individuals who receive supports from the member agency.

**Individual Value, Dignity, and Diversity:** Provide supports and services that promote respect and dignity of each individual supported.

**Social Justice:** Assure that the right of 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 Capital in each individual supported.

**Partnership:** Network Providers will work together in partnership to develop and achieve an individual's desired outcomes.

## **ETHICAL PRICIPLES**

The following broad based principles are based on the Core Values of the PAC. These principles set forth ideals to which all Network Providers should aspire.

**VALUE: INTEGRITY** – Provide accurate and truthful representation.

**ETHICAL PRINCIPLE:** Network Providers will not knowingly permit anyone under their supervision to engage in any practice that violates the Code of Ethics. Network Providers will not engage in dishonesty, fraud, deceit, misrepresentation of themselves or other providers, or any form of conduct that adversely reflects on their profession, the PAC, or on the Network Provider's ability to support consumers professionally. Network Providers will not commit unethical practices that include, but are not limited to, deceptive billing, falsification of documentation, commission of a felony, gross neglect and fiduciary impropriety.

**VALUE: COMPETENCE** – Honor responsibilities to achieve and maintain the highest level of professional competence for themselves and those in their employ.

**ETHICAL PRINCIPLE:** Network Providers will represent their competence within their scope of practice. Network Providers will engage in only those aspects of the profession that are within the scope of their competence, considering their level of education, training, and experience. Network Providers will allow individual staff to provide only those services that are within the staff member's competence, considering the employee's level of education, training, and experience. Network Providers agencies will demonstrate compliance with state and federal rules, regulations and laws regarding standards for training and credentials for supports provided.

**VALUE: PROFESSIONAL CONDUCT** – Uphold the dignity and autonomy of the profession, maintain harmonious inter-professional and intra-professional relationships, and accept the profession's self-imposed standard. All professional relationships should be directed to improving the quality of life of the individual who receives support from the member agency.

**ETHICAL PRINCIPLE:** Network Providers will not participate in activities that produce a benefit for themselves over the individuals they support or may potentially support, always giving priority to professional responsibility over any personal interest or gain. Network Providers will make all reasonable efforts to prevent any incidents of abuse, neglect and exploitation. Abuse means the infliction of mental or physical pain or injury by other than accidental means, or unreasonable confinement, or deprivation by an employee of services, which are necessary to the mental or physical health of the individual. Temporary discomfort that is a part of an approved and documented treatment plan or use of a documented emergency procedure shall not be considered abuse. Neglect means the failure to provide care or services necessary to maintain the mental or physical health and well being of the individual. Network Providers will promptly report and thoroughly investigate all allegations of abuse, neglect, and exploitation. Under no circumstance will the support relationship between the program, staff, and individuals receiving services, and/or their families or legal guardian be exploited. Exploitation is defined as the illegal or unauthorized use of a service user or a service user's resources for another person's profit, business or advantage. Network Providers will train staff to recognize and report any suspected incidents of abuse and neglect and exploitation.

**VALUE: INDIVIDUAL VALUE, DIGNITY AND DIVERSITY** – Provide supports and services, which promote respect and dignity of each individual served.

**ETHICAL PRINCIPLE:** Network Providers will comply with all Federal and State rules and laws related to confidentiality and protected health information, including but not limited to, N.C.G.S. 122C; - 52 through 122C-56, the Health Insurance Portability and Accountability Act of 1996 (HIPAA); the HIPAA final administrative simplification regulations codified at 45 CFR Parts 160, 162 an 164; and 42 CFR Part 2. Network Providers will not discriminate in their relationships or services provided to individuals receiving supports, contractors, and colleagues on the basis of race or ethnicity, gender, age,

religion, national origin, sexual orientation, or disability. Network Providers will provide individuals and families a means of submitting grievances that is fair and impartial. Network Providers will comply with N.C.G.S. § 35A – 1201, which allows for individuals who have been adjudicated incompetent to be involved in decisions and choices that impact their lives. Network Providers will make all reasonable efforts to ensure individuals and families participate in the development and revision of any plan for services. Network Providers will not abandon individuals and families. Network Providers will consistently demonstrate efforts to assure that their services eliminate the effects of any biases based upon individual and cultural factors. Network Providers will support the recovery and self-determination of each individual.

**VALUE: SOCIAL JUSTICE** – Assure the rights of individuals receiving supports and others who make decisions regarding services have complete information on which to make their choices.

**ETHICAL PRINCIPLE:** Network Providers will accurately portray their services and capacities through public and private statements. Network Providers will not engage in false and deceptive representation of their services. Network Provider’s marketing strategies will not offer inducements to primary individuals receiving supports or their legal representatives in exchange for business gained. Network Providers will accurately portray their ownership, board of directors and management through public and private statements. Network Providers will follow required laws and standards regarding the hiring of staff. Network Providers will not make initial contact with employees of other providers for the purpose of offering employment to that individual employee for the purpose of gaining clients. This does not preclude the individual client to make a choice. Network Providers will use the standards means of advertising for hiring staff.

**VALUE: SOCIAL CAPITAL** – Network Providers support the importance of social capital for each individual supported.

**ETHICAL PRINCIPLE:** Network Providers will support and promote opportunities for individuals they support to develop valued relationships with members of the community in which they live or work. Network Providers will support and promote opportunities for individuals they support they be treated with respect and dignity within the community they live or work. Network Providers will support and promote opportunities for individuals they support developing roles in the community in which they live or work.

**VALUE: PARTNERSHIP** – Network Providers will work together in partnership to develop and achieve individual desired outcomes:

**ETHICAL PRINCIPLE:** Network Providers shall collaborate to share resources that enhance the functions of the Network to develop solutions for gaps in services and will work in partnership:

- To assure continuity of care for consumers, and
- To assure linkage for services, and
- With consumers, stakeholders, parents, significant others, and Smoky to support the attainment of each individual’s goals



## Attachment II to Bylaws

### Robert's Rules of Order - Summary Version for Fair and Orderly Meetings

Robert's Rules of Order provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation. The fundamental purpose of deliberative assemblies is for all questions to be thoroughly discussed before taking action. Silence means consent. In general, the following procedure should be followed:

- Obtain the floor (the right to speak) and be recognized by the Chair (PAC President) before speaking.
- Debate can begin after the Chair has stated the motion or resolution and asked if there are questions or debate. If no one indicates a need to debate, the chair calls for the vote.
- Before the motion is stated by the Chair, members may suggest modification of the motion; the mover can modify as s/he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.
- All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives.
- The agenda and all committee reports are merely recommendations. When presented to the assembly and the question is stated, debate begins and changes can occur.

#### The Rules

- **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires discussion)
- **Main Motion:** Brings new business (the next item on the agenda) before the assembly
- **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own)
- **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- **Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor
- **Commit /Refer/Recommit to Committee:** State the committee to receive the question or resolution; if no committee exists include size of committee desired and method of selecting the members (election or appointment).
- **Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time
- **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time
- **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed
- **Lay on the Table:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending
- **Take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table
- **Previous Question:** Closes debate if successful - may be moved to "Close Debate" if preferred
- **Suspend the Rules:** Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified