

The Vaya Health Provider Advisory Council Bylaws

ARTICLE I - Name

The name of this organization is the Vaya Health (Vaya) 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 Vaya catchment area, and shall exist for so long as Vaya 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 Vaya 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 1).

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 Vaya to address issues affecting the MH/IDD/SA public service system.
2. Recommend and support the provision of best practices to empower members within Vaya's catchment area to achieve their personal goals.
3. Foster communication and collaboration between Network Providers in order to improve member care.
4. Provide input and recommendations to Vaya 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 Member Perception of Care surveys, provide input in the development of Vaya 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 Vaya 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 recommendations for network quality management practices, and advise Vaya regarding service trends, quality improvement plans, utilization and performance measures, and

- provider quality and outcome indicators.
9. Provide feedback to Vaya about provider and community education, technical assistance and training needs.
 10. Identify members to participate in designated Vaya 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

Vaya's catchment area consists of twenty-three (23) western North Carolina counties which are divided into three (3) regions. Vaya shall have no more than three (3) Regional Provider Collaboratives (RPCs), representing the following counties:

- Western Regional Collaborative: Cherokee, Clay, Graham, Haywood, Jackson, Macon and Swain- six (6) elected representatives
- Central Regional Collaborative: Buncombe, Henderson, Madison, Mitchell, Polk, Rutherford, Transylvania and Yancey- seven (7) elected representatives
- Northern Regional Collaborative: Alexander, Alleghany, Ashe, Avery, Caldwell, McDowell, Watauga and Wilkes, - six (6) to twelve (12), with a minimum of 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 RPCs, 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 issue and concerns.

Article V – Membership and Composition

The PAC shall be comprised of no more than thirty-two (32) voting members, with one representative from each provider designated by Vaya as a Comprehensive Care Center (CCC), elected members from each RPC as set forth below, the Chief Executive Officer (CEO) of Vaya (or designee), and the immediate Past President of the PAC. These members 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:

Western RPC:

- 1 Mental Health representative
- 1 Substance Use/ Abuse representative
- 2 Intellectual/Developmental Disabilities representatives
- 2 at-large representatives, which may include a Licensed Independent Practitioner

(LIP) or Hospital representative

Central RPC:

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

Northern RPC:

- At least 1, but up to 2 Mental Health representative
- At least 1, but up to 2 Substance Use/Abuse representative
- At least 2, but up to 4 Intellectual/Developmental Disabilities representatives
- At least 2, but up to 4 at-large representatives, which may include LIP or Hospital representatives

Only Network Providers in good standing as defined by Vaya's selection and retention criteria are eligible to serve as voting members on the PAC. Agency representatives must either be the agency's CEO/ President/ Executive Director or designee from senior management. Each eligible Network Provider is limited to one (1) representative (i.e. agencies cannot have two representatives on the PAC). Representation must include both large and small Network Providers representing the diversity of the Network.

The PAC shall encourage participation from Community Care of North Carolina (CCNC), the Vaya Consumer and Family Advisory Council (CFAC) and other community stakeholders. Any individual who joins or participates in PAC as a member or representative of CCNC, CFAC or as a community stakeholder shall be considered a non-voting participant. Periodically, the PAC will evaluate data from Vaya related to numbers of Vaya health plan members 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, which shall be comprised of no more than thirty two (32) voting members. A voting member is anyone appointed or elected to the PAC as set forth in Sections 2 and 3, below. Each voting member on the PAC has one vote.

Section 2: Appointed Members- The immediate Past President of the PAC and the Vaya CEO shall be automatically appointed to serve as voting members. The Vaya CEO may appoint a member of Vaya Executive Leadership or a Senior Director to serve as his or her designee. Each CCC agency as designated by Vaya shall appoint one representative, who shall either be such agency's CEO/ President/ Executive Director or designee from senior management, to serve on the PAC as its voting member. In the event that the CCC agency representative is also an elected member or the immediate Past President, no additional representative from the CCC agency or the Past President's agency will be appointed to serve as a voting member.

Section 3: Elected Members- A minimum of nineteen (19) with a maximum of 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's respective bylaws.

Terms and term limits shall be established by the 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, s/he is 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) voting 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 shall 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 voting members then in office, in person, via technology or by proxy. 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 in person, via technology or by proxy, 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 s/he shall cast the deciding vote. Written votes may be requested by any member.

Section 9: Attendance at PAC Meetings- If a PAC voting member misses two consecutive meetings in person or via technology 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 and participants 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 voting members of the PAC at the meeting immediately prior to the Annual Planning Meeting, or at a special meeting called by a majority of voting 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 two (2) years 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 four (4) 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, of PAC shall serve as a non-voting member of the Vaya 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 Vaya 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 Vaya 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) voting members elected by the PAC. The immediate past president shall be chairperson of the Nominating Committee. Elections shall occur at 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 Vaya. 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 voting members.

ARTICLE VIII-Committees

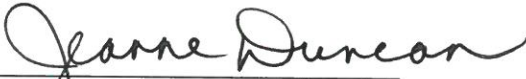
The PAC President will create standing and *ad hoc* committees as needed to represent disability specific interests. These committees will include MH, SA and IDD focus and each will address topics such as credentialing, clinical practices, integrated care, training, bylaws, ethics, cultural competency, network development, provider manual, AlphaMCS, finance/ claims and co-occurring issues. The PAC, as a whole or through standing or *ad hoc* committees, 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 Vaya funding (increase or decrease to funding received from the State or rates paid by Vaya); an *ad hoc* committee will be formed to meet and make recommendations to the full PAC for consideration by Vaya Executive Leadership or the Board of Directors.

ARTICLE IX-Bylaws

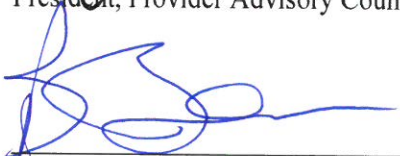
Following initial approval, these bylaws will be reviewed annually at the first meeting of the calendar year. These by-laws may be altered or amended by simple majority vote of a quorum of the voting membership, notice of which proposed amendment or amendments has been given to the PAC along with notice of the meeting itself at least five (5) days in advance of the full membership meeting.

Approved this 20 day of June, 2018

Signed:



Jeanne Duncan
President, Provider Advisory Council



Brian Ingraham
CEO, Vaya Health

Attachment I to Bylaws:

Vaya Health Provider Advisory Council (PAC) 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 members 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 members 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 violate 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;
- 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 resolve the issue, the member shall consult with the Ethics Committee of the PAC regarding his or her 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 are provided with 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 PRINCIPLES

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 members 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 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 wellbeing 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 and 164; and 42 CFR Part 2. Network Providers will not discriminate in their relationships or services provided to individuals receiving supports, contractor 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 are 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 are provided with 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:

- 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