

**Northwest Suburban Health Alliance**  
**Community Health Network Area (CHNA) 15**

Acton - Bedford - Boxborough - Burlington - Carlisle - Concord  
Lexington - Lincoln - Littleton - Wilmington - Winchester - Woburn

## **Operating Principles**

*The Massachusetts Department of Public Health created the Community Health Network (CHNA), including the Northwest Suburban Health Alliance, also known as CHNA 15, in May, 1992. A Community Health Network is a local coalition of public, non-profit, and private sectors. Today this initiative involves all 351 towns and cities through 27 Community Health Networks. Continuous improvement of health status is the goal of this partnership between the Department, service providers, local health departments, consumers, and the general public in the 12 towns.*

The mission of CHNA 15 was adopted in the spring of 1992:

**We pledge ourselves to working together to build healthier communities through community-based prevention planning and health promotion.**

To further its mission CHNA 15 will work together to:

- ◆ Build and maintain the CHNA participation, ensuring that it is representative of the diverse organizations and individuals within the 12 communities;
- ◆ Create opportunities for networking between public and private health providers, including individuals;
- ◆ Educate and raise awareness about health issues, focusing on effective program models and best practices;
- ◆ Assess current services offered in the 12 towns, including assets and gaps; and
- ◆ Develop, implement, and evaluate initiatives, events, and projects that address areas of common interest to the CHNA 15 members.

To enhance its purpose CHNA 15 established a vision statement in May 2000, revised as follows:

***We envision that each and every community will be a safe and supportive environment that empowers community members to develop self-esteem and personal responsibility to make positive and healthy life choices.***

## **Article I – Participation (Previous: Membership)**

Section 1 *Eligibility*: Participation is open to any person interested in furthering and supporting the purposes of the CHNA.

### **Section 2 Types of Participation: (New Section: Taken from Section 1 with same language, new designations)**

- A. **Member**: An individual who attends at least two CHNA meetings within the previous twelve months. The meetings attended may be General Meetings, Annual Meeting, Steering Committee Meetings or any scheduled Ad Hoc committee meetings (refer to Article V, section 3 for definition of Ad Hoc Committees). There are no terms or conditions to membership thereafter.
- B. **Affiliate**: Any individual with an interest in the CHNA is welcome to attend meetings. However, they will not be deemed to be members unless they have attended at least two CHNA meetings within the past twelve months.
- C. **Advisor**: Any individual or organization present to provide technical support to the CHNA. Advisors do not have membership status or voting privileges.

### **Section 3 Identity**

Participation categories include the following. Specific category must be specified in writing at the time of joining CHNA 15.

- A. Individual
  - individual community residents
  - parents/ guardians whose children attend school in any of the CHNA communities, and
  - students attending school in the CHNA
- B. Organizational
  - resident organizations
  - education organizations and institutions
  - health care organizations
  - human service organizations
  - municipal government
  - agencies or businesses located in and/or serving the CHNA, and
  - other institutions based within the CHNA
- C. Advisory
  - representatives of the Massachusetts Department of Public Health (DPH),
  - representatives of the Regional Center for Healthy Communities (RCHC)
  - Fiscal Sponsor
  - representatives from funding organization(s)

Section 4 *Effective Date of Membership*: An eligible person becomes a member at the conclusion of the second meeting attended.

## **Article II- Meetings**

Section 1 *General Meetings*: General Meetings will occur at least **three times per year. (Previous: every other month with the possible exception of the summer months.)** Written notice of the meetings will be given to all members at least fourteen days in advance.

Section 2 Annual Meeting: The Annual Meeting of the membership will be held in the spring of every year. Written notice of this meeting will be given to all members at least fourteen days in advance.

Section 3 Ad Hoc Committee Meetings: The CHNA Chairperson will call Ad Hoc Committee Meetings, as needed, to conduct business of a specific nature between General Meetings.

Section 4 Steering Committee Meetings: **(Section same but moved from Article IV Governance)**

The Steering Committee is composed of a minimum of seven and a maximum of fifteen CHNA members. Representatives from the Massachusetts Department of Public Health (DPH), the Regional Center for Healthy Communities (RCHC), the funding organization and the CHNA 15 Coordinator are non-voting advisory members of the Steering Committee. Times and frequency of all Steering Committee Meetings are determined by its members.

### **Article III - Decision Making Process**

Section 1 Membership: Membership is granted to anyone (including community residents and/or agency representatives) who has attended at least two meetings within the previous twelve months prior to the meeting at which a decision is being made.

Membership status is required for individuals and organizations to participate in the decision making of the CHNA (via consensus or voting, if required). Members have the right to participate in the decision making at General Meetings and at Annual Meeting.

Section 2 Consensus Model: CHNA 15 will use the consensus model to reach agreement at Meetings. In the event that consensus is not successful, formal voting procedures will be employed.

Section 3 Voting: Should the group not be able to reach a decision via consensus and formal voting is required at General Meetings and at Annual Meetings each Voting Member who is an individual community resident of a CHNA 15 community and each organization will have one vote. Acceptable methods of voting are paper ballot, electronic ballot, or facsimile. All matters presented for a vote, at which a quorum is present, may be written or by a show of hands, and will be decided by a simple majority of those voting.

Affiliates and Advisors do not vote.

Section 4 Quorum: A quorum for the Annual Meeting and all General Meetings is twenty-five percent of the Voting Members. A quorum for Steering Committee meetings is a majority of voting Steering Committee members.

Section 5 Review: A member may request a review of the decision making process of CHNA 15 by reference to at least one decision and requesting the Steering Committee to place the item on a General Meeting agenda.

### **Article IV – GOVERNANCE**

Section 1 Steering Committee: Governance of the CHNA is conducted through a Steering Committee, which reflects the views and needs of the General Membership. The Steering Committee is charged with setting the program of the CHNA. The Steering Committee is vested with

- all administrative oversight of the organization,

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Amended September 12, 2007, November 12, 2008, November 18, 2010 and May 15, 2014. Conflict of Interest Policy amended May 15, 2015.  
Disclaimer Statement added January 7, 2016.

- dispersal of funds,
- establishment of all contractual arrangements for the organization,
- establishment of a schedule for decisions on funding requests, and
- responsibility for the selection, evaluation and termination, if necessary, of the Coordinator and the Fiscal Sponsor.

Steering Committee members aim to represent the diversity of the CHNA communities (cultural, linguistic, geographic, gender and economic). CHNA 15 seeks to involve a variety of public and private institutions and draw representation from a diverse range of ages. Annually the Steering Committee will review the composition of member communities and strive to reflect that in CHNA 15 and Steering Committee membership composition.

Times and frequency of all Steering Committee Meetings are determined by its members. All business conducted by the Steering Committee will be reviewed at the next General Meeting of the CHNA and issues put to a decision making process with members, as appropriate. From time to time decisions will need to be made between regularly scheduled Steering Committee meetings. Agreement of a majority of Steering Committee members is required for any between meeting decisions that need to be made.

The Voting Members elect the Steering Committee. Nominees who receive the greatest number of votes will be elected, with no runoffs, with the exception of a tie vote.

Terms of Steering Committee members and of officers are two years with half of the Steering Committee members elected each year. Steering Committee members must be Voting Members of the CHNA at the time of nomination and may not hold any other elective office within the CHNA.

New Steering Committee Members and Officers begin their terms at the end of the next Steering Committee Meeting following the Annual Meeting.

Section 2 Removal of Steering Committee Members: A two-thirds majority of the Voting Members present at a General Meeting or at a special meeting called for that purpose, provided proper notification has been given and a quorum is present, may remove any Steering Committee member.

Section 3 Officers:

Chairperson: Prior to election as Chairperson, the nominee must have been on the Steering Committee for at least one year. Duties include the following:

- ❑ Set the agenda with Steering Committee members with CHNA 15 Coordinator input and designate facilitation or all Steering Committee Meetings and General Meetings.
- ❑ Represent the CHNA, as needed.

Vice-Chair: Duties include the following:

- ❑ Conduct General Meetings and Steering Committee Meetings at the request of the Chairperson or in the Chairperson's absence.
- ❑ The Vice Chair will assist in the duties and functions of the Chairperson.

Secretary:

The Secretary may be elected with other officers or the CHNA Coordinator may fill this position.

Duties include the following:

- ❑ Keep and publish an accurate record of all General Meetings of the CHNA.
- ❑ Keep a record of all Steering Committee Meetings.
- ❑ Be responsible for giving legal notice of all meetings.
- ❑ In collaboration with the CHNA Coordinator, conduct all correspondence not otherwise provided for.
- ❑ Keep a file on all correspondence, official reports, and other valuable papers.
- ❑ Present a report of all meetings of the Steering Committee to the CHNA.

Treasurer:

Duties include the following:

- ❑ Authorize payment of CHNA bills, as directed by the Steering Committee
- ❑ Work with the Coordinator and any designated Fiscal Sponsor to keep an accurate account of all receipts and disbursements.
- ❑ As the Steering Committee may require, present a monthly statement of the financial status of the CHNA to the membership at all General and/or Steering Committee Meetings.
- ❑ Work with the Coordinator and the designated Fiscal Sponsor to prepare an annual accounting of all fiscal activity for the preceding year.

Section 4 Replacement of Officers In the event that an officer resigns or fails to attend three consecutive General Meetings or Steering Committee Meetings, without notice, then the Steering Committee will elect a replacement from the membership to serve until the next Annual Meeting.

## **Article V - Committees**

Section 1 Composition: Committees are composed of CHNA members. No person may chair more than one Standing Committee at a time.

Section 2 Nominating: **The Steering Committee Chairperson** will chair the Nominating Committee.

Immediately following Annual Meeting the CHNA Chairperson may recruit three members from the Active Membership to serve on the Nominating Committee for the next year. The three members will include one Steering Committee member and two representative members from the General Membership.

The Nominating Committee is charged with nominating a slate of active members and officers to the Steering Committee. Its members determine times of their meetings. The CHNA Coordinator is a non-voting member of this committee. The CHNA Coordinator maintains a record of CHNA membership.

The Nominating/Membership Committee will:

- ❑ accept and solicit nominations from the Membership for Steering Committee members who are reflective of the composition of the CHNA communities.
- ❑ present a slate of candidates, including Officers, for election to the Steering Committee to the Membership 14 days prior to Annual Meeting.
- ❑ announce results of the election at the Annual Meeting.

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Section 3 Ad Hoc Committees: Ad Hoc Committees are designated by the Steering Committee, as needed, to fulfill time-limited objectives. Chairpersons are appointed by the Steering Committee and report to the Steering Committee for the duration of their appointment.

## **Article VI – Administration**

Section 1 CHNA Coordinator: The CHNA Coordinator is a paid employee of the CHNA, under the direction of the Steering Committee. The Coordinator is a non-voting member of the Steering Committee, is the project manager for all CHNA activities, and serves as the liaison to the communities.

Section 2 Fiscal Sponsor: The Fiscal Sponsor is responsible for administering all CHNA funds according to contract specifications including:

- ❑ Receive monies on behalf of the CHNA and give receipt for them.
- ❑ Deposit monies in such depository as the Steering Committee shall direct.
- ❑ Review and forward all requests for payment to the Treasurer for approval.
- ❑ File all necessary Federal and State reports as the law requires.
- ❑ Keep all papers relating to the property of the CHNA.

Section 3 Emergency Succession Plan: The Steering Committee will develop and maintain an Emergency Succession Plan in the event of an unplanned absence of the Coordinator to assure that CHNA activities continue with minimal disruption.

Section 4 Document Retention Policy: The Steering Committee will develop and maintain a Document Retention Policy. The Coordinator will adhere to the policy and maintain CHNA documents accordingly.

## **Article VII – General**

Section 1 Conflict of Interest: When funding becomes available, decisions on funding requests will follow a predetermined, well-documented, transparent process overseen by the Steering Committee. Examples of funding sources include DPH mini-grants, Determination of Need or "DoN" monies\*, or private sources.

In order to maintain an equitable process, representatives of organizations or individuals who request funding are expected to exempt themselves from voting on their own funding proposals. All Steering Committee members shall sign a conflict of interest form when reviewing proposed grant funding. The ultimate decision in funding allocation will rest with the Steering Committee. All members of the Steering Committee shall disclose any conflict of interest on an annual basis. Steering Committee members exercise their authority in the interest of the organization and not for their own self-interest or the interest of another organization. Steering Committee members must comply with applicable Federal, state and local laws, adhere to organizations bylaws and remain guardians of the mission.–Conflicts (real/perceived) in which public and private interest intersect should be managed.

All CHNA 15 members participating in a grant review process will be asked to disclose any conflict of interest and are expected to exempt themselves from reviewing proposals from organizations with whom they have a conflict.

Section 2 *Contributions*: Any capital contribution of money in any amount or any other property of value shall not be repaid to any member upon dissolution of the CHNA. Funds or property remaining in the holdings of the CHNA upon its dissolution will be donated to a charitable organization of the membership's choosing **NEW: with the collaboration of the Massachusetts Department of Public Health, Office of Community Health Engagement or its successor.)**

Section 3 *Amending the Operating Principles*: These Operating Principles will be reviewed every third year and may be altered, amended or repealed by a 60% majority of the Members present at the Annual Meeting or at a general meeting, provided a quorum is present. Any proposed changes to the Operating Principles will be sent to membership via email 14 days before the Annual Meeting or General Meeting.

Section 4 *Disclaimer Statement*: Resources, trainers and experts hired and shared by CHNA 15 are offered to provide a variety of perspectives, research findings and experience, and are meant to be informational. CHNA 15 and its Steering Committee do not endorse or recommend any specific organizations or services, and encourage members to evaluate resources to ensure that they meet your specific needs.

\*Determination of Need, or "DoN," is a DPH requirement for health care organizations that want to make certain improvements or upgrades of their facilities. These organizations must involve the local CHNA in how to spend 5% of the project's cost on improving health within the region.

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