



Update to Bylaws (VOTE)

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Background



Today we are recommending the Board adopt updates to the Health Connector Board of Directors bylaws.

- The Health Connector Board of Directors bylaws were first enacted in 2006 and have not been updated since
- The updates recommended today reflect changes in state law since that date, updates to certain provisions to reflect current practice and changes that simplify administrative procedures
- The goal of these amendments is to reduce the amount of Board time spent on administrative matters, while retaining its oversight of major Health Connector expenditures
- We reviewed recommended changes with the Administration and Finance Subcommittee in June and have incorporated some additional refinements for consideration today

Proposed Updates to Bylaws: Summary



- The proposed bylaw amendments fall into three categories:
 - **Updates to statutory changes** that have occurred since 2006, which have included the recent change in statute designating the Secretary of Health and Human Services as Board Chair
 - Also, changes in legal references have been made to reflect both the codification of the Health Connector’s enabling act as Chapter 176Q of the General Laws, as well as updates to the Open Meeting laws
 - **Updates to reflect our current practice**, including amendments to permit notice to Board members of scheduling and other matters by email and to permit the delegation of a Health Connector employee to act as Secretary and take Board meeting minutes, rather than requiring the Executive Director to perform that function
 - **Changes to streamline administration**, including an amendment permitting the annual meeting to elect the vice-chair to occur any time in the final quarter of the year, such that it can occur in the month most convenient given each month’s agenda topics

Proposed Updates to Bylaws: Contracts



Below is a summary of the recommended changes related to contract notice and vote, as compared to the original bylaws.

Proviso	Current Bylaws	Proposed Updates
Dollar threshold which, once met, requires Board authorization to enter into a contract	\$250,000	\$250,000
Entity authorized to authorize contracts in excess of the aforementioned dollar figure	Health Connector Board	Health Connector Board
Dollar range for contracts that do not require formal vote, but do require notice to the Board	\$5,000-\$249,999	\$15,000-\$249,999
Type of notice required for aforementioned smaller dollar value contracts	Five business days prior to execution; no format specified	Written notice, five business days prior to execution
Type of “contract” requiring Board vote (as opposed to notice)	Any and all types, including Master Services Agreements (MSA), Extensions, Amendments and Work Orders	Any and all types, excluding Extensions, Amendments and Work Orders that cost less than 25% of the original MSA, so long as the cost is otherwise within the most recent fiscal year budget approved by the Board
Type of notice required for aforementioned Extensions, Amendments and Work Orders	Prior-authorization at meeting of the Board	Written notice, five business days prior to execution

VOTE



Health Connector staff recommend that the Board adopt the updated Health Connector Board of Directors bylaws as outlined in this presentation.