

Bylaws
Colorado Healthcare Affordability and Sustainability Enterprise Board

A. CREATION

The Colorado Healthcare Affordability and Sustainability Enterprise Board, hereinafter referred to as the “Board,” is created by statute, Section 25.5-4-402.4, C.R.S., and its members are appointed pursuant thereto.

B. ORGANIZATION

1. Officers.

- a. The Board chair is appointed by the Governor. The Board shall elect from its members a vice-chair.

2. Committees and work groups.

- a. Committees and work groups shall be established only by vote of the Board.
- b. Committee and work group members shall be appointed by the chair and shall serve at the pleasure of the Board.
- c. Any committee or work group so established and appointed:
 - i. Shall act in an advisory capacity to the Board.
 - ii. Shall serve without compensation but may, in the discretion of the Board, be allowed actual and necessary traveling and subsistence expenses when in attendance at meetings away from their places of residence.
 - iii. Shall fix times and places of meetings.

C. PROCEDURES AND RULES OF ORDER

1. Meetings of the board.

- a. Regular meetings of the Board shall be held on a bi-monthly basis, or at such other times as may be fixed by a vote of the Board.
- b. The meetings will be held at the Colorado Department of Health Care Policy and Financing, unless otherwise designated.
- c. Special meetings may be called by the chair or by a majority of the members of the Board at any time on three days prior notice by mail, or in

case of emergency, on twenty-four hours notice by telephone, facsimile or electronic mail.

- d. Board members are expected to attend regularly scheduled board meetings in person or via conference call. A Board member who cannot attend a meeting should notify the chair in advance. The Board chair may report any Board member who does not attend at least three quarters of regularly scheduled Board meetings to the appointing authority.

2. Bylaws.

The Board at any time may amend these bylaws by a vote of the majority of the entire membership or, if the amendment was submitted in writing at the previous regular meeting, by a two-thirds vote of those voting, a quorum being present.

3. Quorum.

A majority of the entire membership of the Board shall constitute a quorum.

4. Conflicts of Interest. A Board member who believes that he or she may have an actual or perceived conflict of interest should consult with Board counsel as to the potential conflict.

D. MEETING PROCEDURES

1. All meetings shall be open to the public except when executive session is announced and conducted as authorized by law.
2. Meetings shall be conducted generally in keeping with Robert's Rules of Order but, shall be as informal as circumstances permit.
3. The chair, or in the absence of the chair, the vice-chair, shall chair all meetings. In the absence of both chairperson and vice-chair, a member selected by those Board members present shall preside.
4. The chair may participate in discussion and vote as any other member.
5. A resolution or other formal action of the Board shall be passed by majority vote of those voting, a quorum being present, unless otherwise required by law or by these bylaws.
6. The agenda or order of business may be changed by the chair or by a majority vote of the Board members voting.
7. All meetings of the Board shall be recorded and retained in appropriate minutes, which shall be considered unofficial until approved by the Board. The recording shall be retained as the complete and accurate record of the meeting proceedings.

E. GENERAL POLICIES

1. The Board shall act only by resolution adopted at a duly called meeting of the Board, and no individual member of the Board shall exercise individually any administrative authority with respect to the Enterprise or the Colorado Department of Health Care Policy and Financing.
2. The Board shall not involve itself directly in Department or Enterprise personnel matters, or in intradepartmental problems, except through the executive director.
3. No individual member shall make a statement of policy that purports to be that of the Board unless the Board shall have adopted such policy, but no one shall be prohibited from stating his or her personal opinions, provided they are clearly identified as such.

F. ADMINISTRATIVE DIRECTIVES

1. The staff of the Enterprise shall see that a copy of the bylaws of the Board is presented to all members of the Board upon their appointment, and to appropriate members of staff, and members of committees. Such copies shall be kept current and shall include an up-to-date list of members of the Board and of committees of the Board.

It being the desire of the Board to meet its responsibilities to the people of Colorado, and, in the most efficient and conscientious way possible, to discharge its duties under the law, the Colorado Healthcare Affordability and Sustainability Enterprise Board does by resolution hereby adopt these by-laws.

Date of Resolution: June 25, 2019

Effective date: June 25, 2019

Shepard Nevel
Board Chair