

RULES OF OPERATION OF THE ADVISORY BOARD OF CHILDREN'S HEALTH ALLIANCE OF WISCONSIN

ARTICLE I

Identity

The Children's Health Alliance of Wisconsin (The Alliance) is a program of Children's Hospital of Wisconsin, Inc. (CHW), funded by the State of Wisconsin to improve the health and well-being of every child by creating strategic alliances with diverse organizations, families and individuals.

ARTICLE II

Mission, Vision, and Values

A. Mission

To improve the health and well-being of every child by creating strategic alliances with diverse organizations, families and individuals.

B. Vision

The Children's Health Alliance of Wisconsin is the recognized leader who acts as catalyst to inspire and champion innovative approaches that nurture the health and well being of Wisconsin's children.

C. Values

The Children's Health Alliance of Wisconsin holds the following in highest regard:

- a. The health and well being of every child in Wisconsin
- b. The role of families and communities in nurturing healthy children
- c. Our work is accomplished and optimized by the facilitation of strategic alliances
- d. The results are meaningful and sustainable

ARTICLE III

Advisory Board Membership

The membership of this Advisory Board will be individuals with a commitment to children's health issues, including families, adolescents, government agencies, hospitals, public and private health care providers, business professionals, community agencies, advocates and others.

A. Advisory Board

A Member of the Advisory Board (Advisory Board Member) is an individual or representative of an organization who is nominated by the Executive Council, ratified by the Advisory Board and approved by CHW.

Section 1 – Responsibilities of Advisory Board Members:

- a. Travel to and participation in approximately three five-hour board meetings per year, held throughout the state of Wisconsin. (Advisory Board Members who are unable to attend a minimum of two yearly meetings will be asked to recommit for the next year board membership.)
- b. Review agenda and supporting materials prior to Advisory Board and committee meetings.
- c. Actively participate in the work plan of the Alliance.
- d. Initiate and maintain contact with other Advisory Board Members. Discuss matters of concern with Advisory Board Chairs and/or Executive Council.
- e. Promote the Alliance to the community and help to establish new relationships, where appropriate.
- f. Suggest possible nominees to the Advisory Board who can make significant contributions to the organization.

- g. Commit the necessary time to become familiar with issues that come before the Advisory Board.
- h. Provide timely, candid, and constructive praise, criticism, advice and comments to the Advisory Board and staff.
- i. Review and recommend the Alliance's budget to CHW. Know the budget and take an active part in monitoring it.
- j. Assist the staff by providing timely responses to requests.

Section 2 – Responsibilities of the Advisory Board:

- a. Oversight responsibility for all affairs of the Alliance.
- b. Recommend Alliance policies and objectives.
- c. Supervise disbursement of funds, based on recommendations from the Executive Council and in accordance with the budget established by CHW.
- d. Evaluate performance of the Executive Director.
- e. Delegate Advisory Board responsibilities to the Executive Council.

Section 3 – Number of Members

- a. There will be no limit to the number of Advisory Board Members.
- b. Ex-Officio members of the Advisory Board are the Advisory Board Chair, Advisory Board Vice-Chair, CHW Fiscal Agent, the Division of Public Health grant monitor and the Executive Director All ex-officio members have voting status, but may choose to abstain.
- c. There will be representatives from three of the following communities on the Advisory Board: Rural Health, Urban Health, Advocate for Low Income individuals, Hmong, Hispanic, African American, Parent.
- d. Advisory Board Members not affiliated with an organization, i.e. Parent Representatives, will be reimbursed for travel and lodging costs.

Section 4 - Qualifications of Advisory Board Members

Advisory Board Members shall be persons who have shown an active interest in and commitment to the purposes and objectives of the Alliance.

Section 5 - Term of Office

- a. Advisory Board Members shall be appointed to hold office for a term of two (2) years and may be renewed up to four (4) consecutive terms.
- b. Advisory Board Member term status will be reviewed yearly during the October Advisory Board meeting.
- c. The Executive Director shall send a renewal letter at the end of each individual Advisory Board Member's two-year term.

Section 6 - Nominations

- a. Individuals and organizations may submit names to the Executive Council or an Ad Hoc Nomination Committee.
- b. Executive Council shall submit final candidates to Advisory Board for approval.
- c. Advisory Board Members approved by the Advisory Board will be submitted to CHW for approval.

Section 7 - Resignation

- a. An Advisory Board Member may resign at any time by filing his or her resignation in writing with the Executive Director.

Section 8 - Removal

- a. An Advisory Board Member may be removed from office with or without cause by the action of CHW or of the Executive Council whenever, in its judgment, the best interests of The Alliance will be served thereby.

Section 9 – Meetings

- a. The Advisory Board shall meet three times per year at a location determined by the Executive Director.
- b. In order to accommodate Advisory Board Member travel requirements, the location of these meetings will be voted on by Advisory Board Members.

Section 11 – Compensation. Advisory Board Members shall receive no compensation for their services as Advisory Board Members. However, Advisory Board Members may receive reimbursement for reasonable expenses incurred in connection with organizational matters, provided that such reimbursement is authorized by the affirmative vote of a majority of Advisory Board Members then in office.

Section 12 – Financial Support for Community Members. Funds will be available to support transportation and lodging for community and parent representatives not affiliated with an organization.

B. Executive Council

The Executive Council members are Advisory Board Members elected to facilitate the operational work of the Advisory Board.

Section 1 – Responsibilities

As delegated by the Advisory Board, the Executive Council shall act in the best interests of the Alliance.

- a. Travel to and participate in, six (6) Executive Council meetings, three of which will be in person, three through teleconference.
- b. Participate as a full Advisory Board Member, as addressed in Article III, Section A.

Section 2 - Powers

As delegated by the Advisory Board, the Executive Council shall have certain reserved powers as stated below:

- a. Recommendation to CHW of appointment and termination of the Executive Director with or without cause.
- b. Recommendation to CHW of Appointment and removal of Advisory Board Members with or without cause.
- c. Amendment or restatement of these Rules of Operation to be approved by the Advisory Board and CHW.
- d. Issues delegated to the Executive Council shall be decided through majority vote.

Section 3 – Qualifications of Executive Council

Qualifications are the same as Advisory Board Members, See Article III, Section 4.

Section 4 – Number of Members

- a. The Executive Council shall have no less than 8 and no more than 20 members.
- b. Ex-Officio members of the Executive Council include Advisory Board Chair, Vice-Chair, CHW fiscal agent, the Division of Public Health grant monitor and the Executive Director.

Section 5 – Term of Office

- a. A slate of candidates for Executive Council will be presented to the Advisory Board by the Executive Council.
- b. Members shall be elected to the Executive Council by a majority vote of the Advisory Board during the October meeting.
- c. Each Executive Council member will serve a renewable, one-year Term, for a maximum of eight years.

Section 6 – Meetings

- a. The Executive Council shall meet six times per year at a location determined by the Executive Director.
- b. A minimum of fifty percent of the meetings will be held in person, with the remainder held via teleconference.

Section 7 - Action by Member

The Executive Council when taking action with respect to the Alliance shall act through a majority vote of its Members.

C. Stakeholders

A stakeholder is any individual or organization in Wisconsin interested in advancing the mission, vision, and values of The Alliance.

Section 1 – Membership

- a. There shall be no limit to the number of stakeholders in the organization.
- b. Stakeholders may remain members indefinitely.
- c. Membership is available to all who request it.
- d. Members shall receive updates of the Alliance activities through newsletters, electronic news and statewide or regional meetings.
- e. An appeal will be made to members annually to financially support Children’s Health Alliance of Wisconsin projects, however financial support is not a requirement for membership.

Section 2 – Meetings

A stakeholder meeting may be held at the discretion of the Executive Council with approval of the Advisory Board.

ARTICLE IV

Officers

The Advisory Board shall have one Chair, one Vice Chair, and other officers as deemed necessary.

A. Advisory Board Chair

Section 1 – Duties

- a. Shall preside at all meetings of the Advisory Board and perform such other functions as may from time to time be delegated to him or her by the Advisory Board.
- b. Shall appoint the Committee Chairs and Members of Advisory Board designated committees and shall fill any vacancy occurring therein.
- c. Shall be an ex-officio member of all committees of the Alliance.

Section 2 - Term

- a. The Board Chair is nominated by the Executive Council and elected by the Advisory Board:
- b. Serves a one-year term. May be re-elected to a second year as Chair.
- c. Chairs the Executive Council.
- d. May continue on the Advisory Board and be re-appointed to the Executive Council after term as Chair expires.

B. Vice-Chair

Section 1 – Duties

- a. The Vice-Chair shall discharge the Board Chair's duties in the event of the Board Chair's absence or disability.
- b. The Vice-Chair shall also perform such other functions as may from time to time be delegated to him/her by the Advisory Board.

Section 2 - Terms

- a. Nominated and elected by the Advisory Board.
- b. Serves a one-year term. May be re-elected to a second year as Vice-Chair.
- c. Becomes primary candidate for Board Chair immediately following term as Vice Chair.

C. Executive Director

The Executive Director shall be the “Chief Executive Officer” of the Alliance reporting to CHW and the Executive Council and subject to control of the Advisory Board, and shall in general supervise and control all of the affairs of the Alliance.

Section 1 – Duties

- a. Shall establish and maintain policies to support sound organizational management
- b. Shall take all necessary steps to conform to all applicable federal, state and local laws.
- c. Shall implement the policies of the Advisory Board for the control and effective use of the resources of the Alliance.
- d. Shall have authority to sign, execute and acknowledge, on behalf of the Alliance, all documents or instruments necessary or proper to be executed on behalf of the Alliance or which shall be authorized by resolution of the Advisory Board or by CHW.
- e. May attend any meetings of any committee.

- f. In general, shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Executive Council from time to time.
- g. Shall be responsible for keeping the Advisory Board informed of the current status of the Alliance's operations.
- h. Shall advise and make recommendations to the Advisory Board concerning the present and contemplated activities of the Alliance.
- i. Shall assure that the Advisory Board is properly represented to employees, the Executive Council and the general public.

D. Resignation of Officers

Any officer may resign at any time by given written notice to the Advisory Board. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

E. Removal of Officers

Any officer may be removed from office by the action of CHW or of the Executive Council whenever in its judgment, the best interests of the Alliance will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

F. Officer Vacancies

A vacancy occurring in any elected office for any reason may be filled for the unexpired portion of the term of said office by the action of the Chair of the Board.

ARTICLE V

General Provisions

A. Instruments, Bank Accounts, Checks and Drafts, Loans, Securities.

Children's Hospital of Wisconsin, Inc. as Fiscal Agent shall establish policies and procedures with respect to execution of all financial transactions. Notwithstanding the foregoing, no loans may be made to any officer or director, directly or indirectly.

B. Fiscal Year

The fiscal year of the Alliance shall end on December 31.

ARTICLE VI

Miscellaneous

A. Advisory Board Directed Fund

There shall be no mandatory membership fees, dues or assessments, however, each Advisory Board Member will be asked to voluntarily support the Children's Health Alliance of Wisconsin Advisory Board Directed Fund, in anticipation of a 100% Advisory Board commitment to this fund. The fund will be used at the discretion of a majority of the Advisory Board to enhance Alliance activities.

B. Committees

There are no "standing" committees. The Advisory Board Chair appoints committees as needed.

ARTICLE VII

Non-Discrimination

The services and activities of the Alliance shall at all times be conducted on a non-discriminatory basis without regard to color, national origin, sex, religious preference or creed,

age or physical impairment or handicap (except in the case of eligibility of participation in health care programs restricted by their nature to persons of certain sex, age or physical characteristics).

**ARTICLE VIII
Amendment**

The Rules of Operation of the Alliance may only be amended, repealed or restated by the Executive Council with CHW approval.

Dated this ____ day of _____, 2002.

Chair, Children's Health Alliance Advisory Board

Attest:

Executive Director
Children's Health Alliance Advisory Board

A Resolution approving the foregoing instrument of the Rules of Operation of the Alliance was adopted by a majority vote of the Advisory Board of the Alliance at a meeting duly called and held on _____, 2002.

Chair, Children's Health Alliance Advisory Board

Attest:

Executive Director
Children's Health Alliance Advisory Board

These Rules of Operation were approved by Children's Hospital of Wisconsin, Inc. on _____, 2002.

Jon Vice, President
Children's Hospital of Wisconsin, Inc.