

# Trillium Health Resources Provider Council By-Laws

Revised September 2024



Transforming Lives. Building Community Well-Being.

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## OVERVIEW OF THE TRILLIUM HEALTH RESOURCES PROVIDER COUNCIL

The goals of the Trillium Health Resources (“Trillium”) Provider Council (PC) are to represent the interests and needs of network providers and to identify strategic issues that impact the performance of the network and report those to Trillium for consideration. The PC monitors the work and receives updates and recommendations from multiple Trillium committees, as approved by the Provider Council president.

The Provider Council shall be informed and knowledgeable of all aspects of Trillium operations that impact the provider network, such as network capacity, stability, and the quality of care that its members provide. The Council relies on an exchange of information from Trillium PC representatives, its membership, as well as, input from other committees. The PC strives to mirror the characteristics of the Trillium provider network.

**MISSION:** The Trillium Provider Council serves as a fair and impartial representative of all service providers within the Network. The PC shall facilitate the open exchange of ideas, share values, goals, and vision and promote collaboration and mutual accountability among providers and stakeholders. The PC strives to achieve best practices to empower members within our community to achieve their personal goals.

The mission of the Trillium Provider Council is founded in a set of core values:

**Integrity:** Provide accurate and truthful representation.

**Competence:** Honor responsibilities to achieve and maintain the highest level of professional competence.

**Professional Conduct:** Promote dignity and autonomy. Maintain collaborative professional relationships. All interactions should be solution-focused and directed to improving the quality of life of the individuals who receive supports and services from the network agency or practice.

**Individual Value, Dignity, and Diversity:** Provide supports and services that promote people to achieve and seek wellness, recovery, integration, respect, and dignity as defined by each individual supported.

**Social Justice:** Assure that individuals and those who make decisions regarding services to them have complete and accurate information on which to make choices.

**Social Capital:** Network providers support the importance of social relations and the role of cooperation and confidence to get collective results.

**Partnership:** Network providers shall work together in partnership, advocating for needs of the provider network, to promote desired outcomes of individuals served.

# TRILLIUM HEALTH RESOURCES PROVIDER COUNCIL BY-LAWS

## ARTICLE I: NAME, LOCATION, AND EXISTENCE

### Section 1. Name

The name of this Council is the Trillium Health Resources Provider Council.

### Section 2. Location

Meetings of the Council shall be conducted either face to face at a location to be determined or by video/teleconferencing, or a combination of both.

### Section 3. Existence

The period of existence of this Council is unlimited.

## ARTICLE II: PURPOSE AND OBJECTIVES

The Provider Council strives to achieve best practices to empower individuals within the community to achieve their personal goals. The objectives for which this Council is formed are to provide recommendations and advocacy for the Provider Network, while providing consultative review of the following:

- A. Review network performance against stated goals.
- B. Review and make recommendations to Trillium regarding performance indicator selection and performance issues, including outliers.
- C. Review quarterly reports on referrals made/referrals accepted per service per provider; members receiving services per provider; discharges from providers and reasons; and annual review of trend analysis.
- D. Recommend new service initiatives to address service gaps.
- E. Assess and provide for staff education and training needs assess community and prevention needs.
- F. Develop strategies to address funding and financial issues.
- G. Approve the provider satisfaction survey and review results with recommendations.
- H. Review and provide input to the Trillium Cultural Competency Action Plan.
- I. Advise the Chief Executive Officer regarding provider contract reconsiderations, upon Chief Executive Officer's request.

## **ARTICLE III: MEMBERSHIP**

### **Section 1. Management**

The management and control of the Council shall be vested and exercised by the Council consisting of not fewer than fifteen (15) and not more than forty (40) voting members.

### **Section 2. Membership in the Provider Council**

The Provider Council shall vote on the appointment of all members to the PC. The PC membership is designed to represent the diversity and demographics of the network. Candidates for/Members of the Provider Council must be employed by a provider entity (Agency, LIP Group, LIP, Hospital, etc.) that is contracted with Trillium and is actively serving Trillium consumers.

### **Section 3. Voting Members**

A voting member is any provider organization representative appointed/elected to the PC. No two (2) voting provider representatives shall be from the same organization, although it is the person who is elected, not the organization. Only provider agency or practice staff that are authorized to make decisions for his/her organization or practice may serve on the Council. Ideally, voting members of the Council should consist of the following, equally representative of service populations and regions:

#### **Provider Representatives**

Intellectual/Developmental Disability (I/DD)

Mental Health (MH)

Substance Use (SU)

Licensed Independent Practitioners (LIP) /Outpatient

Medical/Primary Care

Hospital

(Determined by the number of Trillium regions covered)

\*Other representatives to address specific content areas, as needed.

### **Section 4. Additional Membership**

Trillium representatives shall be appointed by the Trillium Vice President of Network Management, or their delegate. Trillium representatives shall serve as non-voting PC members. Non-voting members of the Council may consist of the following:

#### **Trillium Health Resources**

Network Management	1	Clinical Operations	1
Finance	1	Training	1
Quality Management	1		

## **Section 5. Membership Terms**

Terms shall coincide with Trillium's fiscal year. After serving one term, a provider representative shall be eligible for one more consecutive term and may be re-elected after a one-year absence from PC participation, except in the case of a PC member who is removed for cause or in the case of a PC member who is elected to office, whose board term may be extended to allow them to serve their full term as an officer.

### **Group 1:**

(1) I/DD Provider  
 (1) LIP/Outpatient Providers  
 (1) Substance Use Provider  
 (1) Mental Health Provider  
 (1) Medical/primary care  
 (1) Hospital

### **Group 2:**

(1) I/DD Provider  
 (1) LIP/Outpatient Provider  
 (1) Substance Use Provider  
 (1) Mental Health Provider  
 (1) Medical/primary care  
 (1) Hospital

### **Group 3:**

(1) I/DD Provider  
 (1) Mental Health Provider  
 (1) LIP/Outpatient Provider  
 (1) Substance Use Provider  
 (1) Medical/primary care  
 (1) Hospital

Members will be assigned to Group 1, Group 2 or Group 3. Every effort will be made to ensure as much regional representation as possible in each grouping upon member assignment while also observing the above-delineated membership requirements for each grouping.

For purposes of consolidation of Trillium, Eastpointe and Sandhills provider councils, all voting members from all 3 MCO's term cycles will start over at the approval of these By-Laws.

Group assignments will be used to determine members' term cycles.

Each group's members will be up for reappointment on a 3-year cycle, with each group's cycle being staggered one year apart from the other groups'. What this means is that, beginning in 2021, one-third (1/3) of the members of the Council will either cycle off of the Council or serve a second, consecutive term if so eligible.

Group 1's Reappointment Cycle: Began 2021; to occur every 3 years (2024, 2027, etc.)

Group 2's Reappointment Cycle: Began 2022; to occur every 3 years (2025, 2028, etc.)

Group 3's Reappointment Cycle: Began 2023; to occur every 3 years (2026, 2029, etc.)

## **Section 6. Membership Vacancies**

At the first meeting of the PC, and at each meeting thereafter, the PC will accept nominations for future membership in the Council and may fill vacancies as needed at any regularly scheduled meeting throughout the year. Council vacancies will be announced at Provider forums and through other Trillium Network communications. All applications for membership shall be submitted to the PC President on a form provided via the Trillium website and shall contain information concerning the qualifications of the applicant.

A Nominating Committee of the PC shall review all applications to ensure that eligibility criteria set forth in these By-Laws and any PC resolutions are met. When a vacancy occurs in the PC through resignation or removal or when a current member reaches the end of their term, the Nominating Committee will recommend nominees to fill the vacancy. The PC shall vote on a replacement from the recommendations provided. The PC shall give final approval on all applications by majority vote of members present at scheduled meeting. No name will be placed for nomination without consulting with Trillium and consent of the nominee to ensure the nominee/agency is eligible for the Trillium Network.\*

(\*See Notification to Trillium of Provider Council Nominee form)

If the PC does not receive applications or recommendations for nominees to fill member vacancies that would allow the PC to meet the provider representative requirements as delineated in Art. III, §3, then the PC shall, nonetheless, make a concerted effort to ensure that there is at least one voting member that represents each Trillium Region.

### **Section 7. Conflict of Interest**

All PC members shall sign a conflict-of-interest statement that ensures that a member will excuse him/herself from discussion and voting if the individual or the individual's organization has a vested interest in the decision.

## **ARTICLE IV: MEETINGS, NOTICE, AND ATTENDANCE**

### **Section 1. Provider Council Meetings**

The PC shall meet at least once every quarter at a time and place designated by the President. Attendance options for regular meetings will include face-to-face and/or video/teleconferencing.

### **Section 2. Special Meetings**

Special meetings of the Council may be called upon written request of three (3) members of the Council, or may be called at the discretion of the President. Written or oral notice of any special call meetings shall be given at least five (5) business days prior thereto. The Secretary of the PC, or other person designated by the President, shall prepare and cause to be sent or published all notices herein mentioned.

### **Section 3. Attendance by Voting Members**

The elected PC member, if unable to attend, may send a substitute in his/her place as a non-voting representative. Because this is a non-voting substitute, the Provider Council member is counted as absent from the PC meeting. If two consecutive meetings are missed without notice or a pattern of absences occurs for a member of the Council, the PC may suggest the representative resign, or be voted off the Provider Council.

### **Section 4. Attendance by non-Voting Members**

Provider council meetings are open to the public and all Trillium stakeholders. Notice of meeting times and location will be posted on the Trillium website. There may be circumstances that require a Closed Session where only the Provider Council members and Trillium staff are allowed to participate. This will require a majority vote.

### **Section 5. Communication of Activities**

The agenda and minutes from PC meetings will be forwarded to all PC members and will be posted on the Trillium website, on the Provider Communications page.

## **ARTICLE V: VOTING**

### **Section 1. Quorum**

Unless stated otherwise in this document, a quorum at any regular or special meeting shall consist of not less than a simple majority of the voting members in attendance, either in person or via technology.

### **Section 2. Voting**

All matters considered at a meeting, including PC Meeting minutes, shall be decided by a majority vote of voting members present with all votes taken by voice, unless a roll call vote is requested. Voting by email is acceptable in all PC matters. All emailed votes should be forwarded to the Administrative Assistant of the PC, and copied to the President of the PC. The President shall not vote except in case of a tie, in which event



the President shall cast the deciding vote. Written votes may be requested by any member. There shall be no proxy votes by PC members.

## **ARTICLE VI: OFFICERS**

### **Section 1. Officers**

The officers of the PC shall be President and Vice President(s).

### **Section 2. Election of Officers**

The officers shall be members of the PC and shall be elected by members of the PC prior to the first annual meeting of the Council. The nomination of officers shall be considered and voted on at the same meeting. Subsequent elections shall be held in June of each fiscal year. Nominees must be present at the meeting and confirm that they are in agreement with the nomination. Officers shall hold office for a term of two (2) years, or until a successor is chosen. Officers, if properly elected, may serve more than one (1) term of office, not to exceed one additional calendar year in the same office for a total of three (3) years. If an officer's PC membership expires while serving as an officer, that officer's term as an officer shall expire at the same time as their PC membership expires.

Officers may be re-elected after a subsequent officer completes one full term of office.

### **Section 3. Duties**

The officers of the PC shall perform such duties as may be required of them by the PC.

- a. **President** – Shall preside at all meetings of the Council. The President shall appoint the chairs of any standing committees. Only provider representatives may be elected to serve as President. The President shall serve as a non-voting member of the Trillium Governing Board.
- b. **Vice President(s)** – Shall succeed to the Presidency in case of a vacancy in that office. The Vice President(s) shall determine who presides at all meetings in the absence of the President. The Vice President(s) shall undertake such other responsibilities as the President may assign.

### **Section 4. Removal of Officers**

Any PC Officer may be removed for cause, including failure to perform the duties of office. Cause for removal shall also include any violation of the By-Laws or other lawful rule adopted by the PC.

Following 30 (business) days prior written notice to all members of the PC and to Trillium advisors to the Board, a motion to remove an officer may be presented by at least three (3) members of the PC and such motion must be accompanied by written claims that support the immediate removal. The motion will be heard at a regularly scheduled PC meeting where the President shall preside over the discussion and the calling for a vote, unless the office of the President is the subject of such motion. In such case, then the Vice President shall preside over the motion and subsequent vote.

The motion will carry with a majority vote of at least 51% of the entire voting membership. Once the officer is removed, the nominating committee will recommend nominees to fill vacancies. Elections for the vacated office will be held at the next regularly scheduled meeting. PC voting members who wish to resign must do so in writing. If a member is removed from the PC, (Ex: if they lose their contract with Trillium), the President of the PC must provide notice to the member in writing of possible status change. A majority vote of the PC will determine if the status change excludes them from being on the PC.

### **Section 5. Administrative Assistant**

The Administrative Assistant to the PC will be provided by Trillium. The Administrative Assistant shall provide administration of meeting agendas, minutes and all other documents for the PC. The Administrative Assistant shall keep all records of the PC.

## **ARTICLE VII: NOMINATING COMMITTEE**

### **Section 1. Nominating Committee**

A nominating committee consisting of five (5) members, 1 from each of the 5 regions, are selected by the PC President who shall make nominations for officers of the PC. The Nominating Committee shall elect its own Chair. The committee shall be formed at least three (3) months prior to the meeting in which the elections will take place. Membership shall be notified in writing prior to the meeting. Any provider representative member of the Council may make additional nominations from the floor.

Sufficient nominations for directors shall be made to ensure choice in the election process. A quorum for elections is a simple majority of the providers in the PC.

## **ARTICLE VIII**

### **Section 1. Committees**

The PC's President is authorized to create any committees and appoint members to those committees, as needed.

## **ARTICLE IX: BY-LAWS AND AMENDMENTS**

### **Section 1. By-Laws Committee**

A By-Laws committee will review By-Laws at least annually, recommending any changes to the Council.

### **Section 2. By-Laws Amendments**

Any need or request for amendment will constitute notice of proposed amendment(s). Draft amendments must be submitted in writing at least fifteen (15) days in advance of the full membership meeting at which the amendments will be voted, although this requirement may be waived by a majority vote of the PC. These By-Laws may be altered or amended by a two-thirds (2/3) vote of the membership present at a scheduled meeting.