BY-LAWS OF THE BOARD OF TRUSTEES
JEFFERSON COUNTY HEALTH CENTER
STATE OF MISSOURI
(ADOPTED JANUARY 2021)

The Board of Trustees of the Jefferson County Health Center, State of Missouri, came into existence by the vote of the people of Jefferson County and exists under the provisions of Sections 205.010 through 205.150, Revised Statutes of Missouri, 1945, and thereafter through 1994, and as amended in 1990, and as provided by Section 205.042 does make and adopt these By-Laws for its guidance and for the government of the Jefferson County Health Center as may be deemed expedient for the economic and equitable conduct thereof.

SECTION I - ORGANIZATION

Article 1:
The Jefferson County Health Center (“Center”) is an unincorporated facility operated by and under the exclusive control of the Jefferson County Health Center Board of Trustees. The center is established, maintained and operated for the improvement of the health of all inhabitants of Jefferson County. In carrying out its responsibilities, the Board of Trustees is guided by the desire to use the resources of its community and its staff to provide the highest quality health resources permitted by its financial resources. In reaching decisions the Board will attempt in every case to act in the best interests of the residents of Jefferson County.

The Board of Health Center Trustees have the exclusive control of the expenditures of all monies collected to the credit of the County Health Center Fund, the purchase of sites, the purchase or construction of any county health center buildings; approval of plans and specifications for all buildings that may be erected or constructed, the supervision, care and custody of the grounds, rooms and buildings purchased, constructed, leased or set apart for county health center purposes, the appointment of the Director of the Jefferson County Health Center, the appointment and removal of such personnel as may be necessary and the fixing of their compensation, the determination annually of the rate of the county tax levy for the County Health Center within the maximum rate authorized by the vote of the people of the county, the authority to enter into contracts and agreements with Federal, State, County, School and the Municipal governments and with private individuals, partnerships, firms, associations and corporations for the furtherance of health activities, except as by law prohibited, and the authority to generally carry out the spirit and intent of Sections 205.010 to 205.150, R.S.Mo., pertaining to the establishing and maintaining a county health center.

The Jefferson County Health Center is a separate political subdivision of the State of Missouri. The Board of Health Center Trustees annually determine the rate of tax to be levied for it by Jefferson County, and the Board of Trustees has the exclusive control of all monies and property of the County Health Center. (Section 205.031, 205.042 and 205.050, R.S.Mo.)

Article 2:

Board of Health Center Trustees
Scope of Authority - Board of Trustees shall exercise full legislative rule and management authority for the Center by adopting policy and directing all procedures necessary for the governance of Center responsibilities.

Term - The Board of Health Center Trustees consists of five (5) trustees who are residents of Jefferson County, each elected by the people, for a four (4) year term. Trustees are elected at the annual municipal election, the first Tuesday after the first Monday in April.

Resignation - Any member of the Board of Trustees who resigns, or changes residency to outside of Jefferson County, or otherwise vacates said office shall be considered to have vacated such office and same shall be reported to the County Executive of Jefferson County for the appointment of a replacement to hold office until the next municipal election, when such vacancy shall be filled by election of a Trustee to serve during the remainder of the term of such Trustee's predecessor.

Removal - A Member who fails to adhere to his/her roles and responsibilities is subject to censure by a majority vote of the Board. If, after censure, the Board member fails to perform his/her duties, s/he is subject to removal from the Board by a majority vote of the Board, following a meeting during which s/he is presented with allegations supporting removal and provided an opportunity to respond to the allegations. Upon majority vote of the Board to remove the Member, such removal shall be reported to the County Executive of Jefferson County for the appointment of a replacement to hold office until the next municipal election, when such vacancy shall be filled by election of a Trustee to serve during the remainder of the term of such Trustee's predecessor.

Duties of the Board and Members –

The purpose of the Board of Trustees is:

1. To govern and control the affairs of the Center as provided by law.
2. To discover and interpret the needs, attitudes and interests throughout the County as a guide to developing and setting priorities for health programs for residents.
3. To exercise judgment in reviewing, considering and voting on policies affecting the operation of the residents, businesses and facilities within the County.
4. To oversee the management and fiscal control of the Center as provided by law and to review, evaluate and judge the effectiveness of the Center’s programs.

In addition, members of the Board of Trustees will:

1. Work through the Director and his/her staff.
2. Support the Director’s efforts to appoint the most qualified persons as employees of the Center.
3. Reinforce the efforts of the Director and the staff so that they may perform their assigned responsibilities in the most effective manner.
4. Provide the Director counsel as requested or required.
5. Make every effort to keep all citizens informed about the quality and condition of matters affecting public health in the County.
6. Initiate and implement all efforts to secure adequate financial support for the Center.
7. Assure that all transactions of the Center are ethical, open and above-board.
8. Hire management-level employees of the Center, including the Director, Assistant Director and Cabinet members.
9. Terminate employees of the Center, either upon recommendation of the Director or on its own motion.

Meeting Attendance and Participation - Members shall attend all regularly scheduled Board of Trustees meetings insofar as possible. Any member failing to attend the meeting of the Board for three (3) consecutive regular meetings, unless excused by a majority of the Board for reasons satisfactory to the Board, shall be deemed to have vacated the seat; and the secretary of the Board shall certify that fact to the Board. The vacancy shall be filled as other vacancies occurring in the Board. Attendance for purposes of this provision shall be defined as actual, physical (or virtual, as allowed by law and in the case of emergencies) attendance at the Board meeting until all of the business of the Board has been completed unless a member is excused by a majority of the Board. Members shall come to Board of Trustees meetings informed concerning the issues to be considered. When voting, members shall avoid abstaining except when required by statute or Board policy. The members of the Board have been elected to make difficult decisions on behalf of the residents of the County and employees of the Center. The concept of trusteeship requires each member to review the issues under the Board's consideration and to take a respectful stand regarding those issues. A member who has conformed to the above-described tenets of knowledge, open discussion, respect, independent judgment, and independent and civility should be prepared to cast a vote on each of the issues before that member.

Delegation of Matters to the Director - Members shall work with other Board members to establish effective Board policies and to delegate authority for the administration of the Center's facilities to the Director. Members shall not attempt to by-pass, undermine, or usurp the Director's authority and responsibility for the daily operation of the Center.

Conflict of Interest and Authority - Members shall not solicit or accept gifts, payments, or anything greater than a nominal value item or holiday gifts of nominal value from any person, organization, group, or entity doing business or desiring to do business with the Center. Members shall avoid being placed in a position of conflict of interest and shall not use the Board position for personal or partisan gain. Members shall conduct themselves in accordance with the conflict of interest policy and disclosure requirements prescribed by statute and Board policy. When attending functions outside of the Center but speaking on matters concerning to the Center, the Member shall indicate to those present that s/he is an individual Member of the Board, without the authority to act individually, and shall direct those present to the President and/or Director for any questions pertaining to execution and administration of policy and outreach. Members, if contacted by a vendor requesting information about the Center's bidding procedures, whether of a general nature or with regard to specific goods or services to be bid, shall provide the vendor with the name and business telephone number of the administrator.
responsible for purchasing such goods or services. The member shall request that the vendor contact the relevant administrator and direct all questions and concerns to that administrator.

Maintenance of Confidentiality - Members shall not disclose confidential information. Information is confidential if it is (a) communicated during executive session; or (b) concerning members of the personnel of the Center; or (c) exempt from disclosure under the Sunshine Law; or (d) otherwise communicated with a mutual understanding of confidentiality.

**Article 3: Officers**

The Board of Health Center Trustees shall at their first regular meeting after the certificate of each municipal election by the Election Authority, qualify any newly elected Trustee by administering the oath of civil officers, and shall then and yearly elect one of their number as chairperson, one as vice-chairperson, one as secretary-treasurer, to hold office for one year and until their successors as duly elected or appointed and qualified. There shall also be the office of Director, Jefferson County Health Center, who shall serve at the will of the Board of Trustees for such compensation and with such duties and authority as are from time to time determined by the Board of Trustees. (Section 205.042, R.S.Mo.)

**Article 4:**

**Duties of Officers**
The following officers shall have the following duties and others as may be imposed from time to time:

**A. Members of the Board of Trustees**
Before taking office, each Trustee shall take and subscribe an oath or affirmation to support the Constitution of the United States and of Missouri, and to demean themselves faithfully in office. The Board of Health Center Trustees shall hold meetings at least once each month. One of the Trustees shall visit and examine the County Health Center at least twice each month. (Section 205.042, R.S.Mo.)

**B. Chairperson**
It shall be the duty of the Chairperson to:

1. Preside when present at all Board meetings.
2. Appoint special and standing committees of the Board.
3. Sign all warrants ordered drawn by the Board.
4. Sign all contracts or documents as appropriate by virtue of approval of the Board or by virtue of holder if the office of Chairperson, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these By-Laws to some other officer or agent of the Jefferson County Health Center.
5. Call special meetings of the Board when in the Chairperson’s judgment meetings are necessary.
6. Perform any other duties authorized by the Board or by State law.
7. Schedule a monthly visit by a Trustee to the Center, on a rotating basis.
C. Vice-Chairperson
The Vice-Chairperson shall preside over meetings of the Board of Trustees in the absence of the Chairperson and in the absence of the Chairperson shall perform the duties of the Chairperson, and perform such other duties as may be determined by the Board of Trustees from time to time.

D. Secretary-Treasurer

As official secretary of the Board of Trustees, the secretary may issue notices of meetings, preside over meetings of the Board of Trustees in the absence of the Chairperson and Vice-Chairperson and in the absence of the Chairperson and Vice-Chairperson shall perform the duties of the Chairperson, shall be responsible to see that the minutes of Board meetings are kept, shall have official charge of any seal of the Board of Trustees and its keeping, and be the official custodian of the Board of Trustees books and perform such other duties as may be determined by the Board of Trustees from time to time. S/he may delegate his/her responsibility for posting of notices, agendas and recording of minutes to a Corresponding Secretary, who is an employee of the Center. S/he shall make and file all reports as required by law, sign all documents, orders, and reports required by law or as appropriate after approval of the Board, and receive and acknowledge official correspondence of the Board. S/he shall also preside at meeting of the Board if both Chairperson and Vice-Chairperson are absent until a chairperson Pro Tem can be chosen, or if a quorum is present.

All funds received by the County Health Center shall be paid out only upon warrants ordered drawn by the treasurer of the Board of Trustees upon properly authenticated vouchers of the Board of Health Center Trustees pursuant to Section 205.042, R.S.Mo., and as authorized by Federal law, such as 12 U.S.C. 5001, et seq. The exclusive control of the Board of Trustees of the Health Center over the expenditures of all money collected to the credit of the County Health Center Fund and other monies received by the Health Center is supervised by the Treasurer and carried out by such officers as the Board of Trustees may from time to time direct. The Treasurer shall also perform such other duties as may be determined by the Board of Trustees from time to time. (Revised 11/29/2011 - Resolution 11-11-1)

E. Director
The Director of the Jefferson County Health Center is the Chief Executive Officer of the Board of Trustees of the Center and shall attend all meetings of the Board of Trustees. It is the Director's responsibility to carry out the policies, rules, regulation, By-Laws and decisions of the Board of Trustees of the Health Center. The Director, under the direction of the Board, is responsible for the general supervision and day-to-day operation of the Center's programs and personnel

The Director’s duties shall include:

1. Preparation of an agenda for each meeting and cause the same together with
other meeting information to be given to the Trustees;

2. Preparation and presentation to the Board for approval an annual report, which is required to be filed with the County Council of Jefferson County on or before January 7th each year reporting the proceedings of the Board of Trustees with reference to the County Health Center and a sworn statement of all receipts and expenditures during the preceding year (Section 205.090, R.S.Mo.);

3. Preparation and submission to the Board for approval a Jefferson County Health Center budget for the ensuing year so that the same may be approved and submitted to the county budget officer in the time prescribed by law;

4. Supervision of all employees of the;

5. Hire Center employees, except for the Assistant Director and Cabinet;

6. Recommend the termination of employees to the Board;

7. Overseeing the day to day operations of the Center;

8. Maintaining a current written description of every allocated position within the facility;

9. Provision of fiscal accounting to the Board of Trustees at each regularly scheduled meeting;

10. Causing a cash reconciliation statement to be submitted to the County Auditor each month;

11. Presentation of accounts payable with prepared drafts of warrants and invoices for expenditures of funds therefore for approval of the Treasurer of the Board and proper authentication of vouchers by the Board;

12. Provision for the evaluation of all employees;

13. Maintaining good public relations for the Center;

14. Taking such personnel actions as are authorized from time to time by the Board of Trustees;

15. Performing such other duties as may be determined by the Board of Trustees from time to time;

16. Attendance and participation in all meetings of the Board, except when his/her own employment status is being considered.

17. Enforcing all provisions of applicable municipal, state and federal laws, policies and regulations of the Board, make recommendations for any changes of policy or regulation which may be needed.

18. Responding to situations requiring discretion because they are not covered by Board existing policies, reporting the action to the Board as soon as possible thereafter.

19. Assisting Center in an efficient and just manner.

20. Communication of policies, and directives of staff interest and concern to staff members; and

21. Employing such media as are appropriate to keep the staff fully informed of the Board's concerns and actions.

The Director’s contract will be based on a twelve-month year, with salary and work year to be established by the Board. S/he may be employed by the Board for a term of from one (1) to three (3) years. The terms of the Director’s employment will be contained in a written contract signed by the Director, the Board Chairperson and the Board Secretary-Treasurer. During the
term of the Director’s contract, the amount of compensation and benefits provided in the contract may not be changed.

The Board will evaluate the performance of the Director in each contract year. The Director’s evaluation will be based, in part, upon the Director’s annual goals provided to the Board.

The employment of the Director terminates upon expiration of the his/her contract. The decision to extend the Director’s contract or to deny such extension lies in the total discretion of the Board.

In addition, and as provided in the Director’s employment contract, the Director’s contract may be terminated by mutual consent, termination for cause, death or incapacity.

F. Corresponding Secretary (Non-Elected, Employee of the Center)

Upon delegation of the Secretary-Treasurer’s authority to post agendas, notices and record minutes, the corresponding secretary shall cause the minutes of the meetings of the Board of Trustees to be prepared and submitted to the Director, the Secretary and the Board of Trustees for approval. The Corresponding Secretary shall be an employee of the Board and shall maintain confidentiality for all matters closed to the public under the Sunshine Law.

Article 5: Committees of the Board

Special Committees created by the Board of Trustees will be assigned specific tasks to be performed and will be assigned a specific time frame within which to accomplish assigned tasks. Upon completion of these tasks or upon expiration of the time allotted, the committee will be dissolved unless extended by the Board.

Standing Committees created by the Board of Trustees operate to analyze regularly-occurring issues within a broad area of policy or procedure of the Board. Such Committees shall meet as often as necessary and may be comprised of Board members and Center staff, as needed. Such Committees serve in an advisory role to the Board as a whole.

Reports of Board committees may be made in written form or be presented verbally at a Board meeting at the discretion of the Board.

Meetings of committees appointed by the Board or at the Board's direction will comply with the notice and open meeting provision applicable to Board of Trustees meetings. The Center's custodian of records will maintain a current list of such committees.

SECTION II - MEETINGS OF THE BOARD OF TRUSTEES

Article 1: Pursuant to Section 205.042, RSMo, the Board of Trustees shall hold at least one meeting each month at such time and place as may be fixed by Resolution of the Board, which Resolution may be adopted to continue until changed, or may be adopted at any meeting for the
next one (1) or more meetings. Notice of the meetings of the Board of Trustees shall comply with Chapter 610 of the Missouri Revised Statutes.

Article 2:
Three (3) Trustees shall constitute a quorum and except as otherwise specifically provided, the action of a majority of the quorum shall be the action of the Board of Trustees. In the case of an emergency of the Jefferson County Health Center and where a vote is required and a quorum of the Board is present, less than a quorum of the Board may also participate by electronic means. Members of the public must be able to hear the entire open session proceedings of any electronic meeting.

Article 3:
Special meetings may be called by the Chairperson, by the Vice-Chairperson acting in the absence of the Chairperson, or by the Secretary, at any time. All members shall be notified of such special meetings at least three (3) days prior to such special meeting, except in case of emergencies as determined by the officer calling the meeting. Special meetings may be called upon twenty-four (24) hours’ notice.

Article 4:
The corresponding secretary designated by the Board of Trustees shall be responsible for complete minutes of all meetings being kept.

Article 5:
Any portion of a meeting may be closed for any reason outlined within the Sunshine Law, including those reasons outlined below:

Legal Matters - Litigation including privileged communications between the Board, its representatives, and its attorneys. Upon completion of the litigation or upon the execution of a settlement agreement, the vote, minutes, and settlement agreement will be made public unless subject to a court order closing the record.

Real Estate Matters - The lease, purchase or sale of real estate where public knowledge of the details of the proposed acquisition might adversely affect the Center’s interests. Any vote or public record approving such a contract shall become available to the public upon execution of the contract.

Personnel Matters - Actions related to the hiring, firing, disciplining or promotion of a Center employee when the performance or individual merits of this employee is considered. Any vote on a final decision to hire, fire, promote or discipline will be available to the public within seventy-two (72) hours of the close of the meeting, except that good faith efforts will be made to notify the affected employee prior to the information becoming publicly available. Disclosure of Board action on such personnel matters will include notice of how each Board member voted on the proposition.

Employee Negotiations - Preparations for negotiations with employees and employee representatives, including any work product of the Board.
Bidding Matters - Competitive bidding specifications, until officially approved or published for bids. Sealed bids, until the earlier of the time all are opened or all are accepted or rejected.

Personnel Records - Individually identifiable personnel records, performance ratings or records related to employees or applicants for employment. However, the public will have access to the names, positions, salaries, and length of service of employees of the County.

Communications with Auditor - Confidential and privileged communication between the Board and its auditor, including all auditor's work product. However, final audit reports issued by the auditor will be open.

Security Systems - Information provided to the Center by outside consultants relating to the security of Center facilities. However, expenditures of public funds for the purchase of security systems are considered to be open public records.

Notwithstanding the provisions of this section, consultant reports involving open records matters which were prepared for the Center are deemed to be open records.

In order to enter into executive session, such motion must be approved by a roll call majority vote. The motion to enter executive session must reference the specific statutory matters to be discussed. Any Board member may object to the closing of a meeting, record or vote if the member believes the motion to close violates the Sunshine Law; such member(s) must object at or before the motion to close is voted upon and must vote against closing. The member(s) shall be allowed to fully participate in any subsequent meeting or vote. The objecting member(s) shall be immune from any liability for improper closure of a meeting.

The Board reserves the right, as provided by law, to close meetings, records and votes as they relate to the matters below. All discussion and action by the Board in executive session must be related to the reasons set forth in the motion to enter executive session. The minutes of the executive session shall be recorded and maintained in a separate, confidential minute book. (See Policy 0420 - Minutes.)

**Article 6:**

The Board adopts *Robert’s Rules of Order* for conducting meetings, with the exception that only a Member who makes a motion may amend the motion.

**Article 7:**

The Board may allow for public comment at Board meetings, as time and circumstances allow. In the event the Board allows for public comment, those members of the public wishing to speak must provide his/her name and address within the County prior to speaking. If more than two (2) people wish to speak on the same topic, the Board may request that a spokesperson be appointed for the participants. The Board may limit the time allotted for public comment and shall announce such limit at the commencement of the public comment portion of the meeting.
The Board of Trustees permits its open sessions to be audio or video recorded subject to the following restrictions:

1. No additional artificial lighting may be used for a video recording.
2. Individuals wishing to video record an open session of the Board must locate themselves behind individuals attending the meeting.
3. No microphones may be placed on or near the tables where the Board and the administration are seated for purposes of individual audio recording.
4. Board meetings will not be interrupted to respond to questions or requests from individuals recording the meeting.

These guidelines are adopted to minimize disruption of Board meetings and to minimize any inconvenience to individuals attending the Board meetings.

Article 8:

Order of Business- The Chairperson, upon taking the chair, shall call the members to order, on the appearance of a quorum. The order of business shall be as follows, unless changed by the Chairperson:

1. Call to Order
2. Announcements
3. Citizen Comments
4. Approval of Previous Minutes
5. Director Reports and Recommendations
6. Other Items
7. Adjournment

Agenda - A tentative agenda for each regular, special or proposed closed meeting of the Board shall be prepared by the Director, in consultation with the Board Chairperson, and shall be included in any public notice of such meetings. Any member of the Board may request items to be placed on the agenda. The tentative agenda, related materials and minutes of the previous meeting shall be mailed to each member of the Board at least three calendar days prior to the stated meeting unless a special emergency meeting is called at a time which makes the three day prior notice impossible. Confidential documents pertaining to members of the personnel may be excluded from the packet. The Director may collect the packet of documents or any portion thereof at the conclusion of the meeting.

A Member may take his/her own notes during the meeting; however, disclosure of notes outside of the Center which are taken during executive session is expressly prohibited unless required by law.

The agenda for each meeting of the Board shall be adopted or modified by a motion by a majority of those Board members present. Once the agenda is approved, it shall require a vote of majority of the Board members present to make additional modifications.

The agenda for closed sessions shall be on a separate document; however, the motion to close
a meeting must be voted on during a public meeting and must also include the reasons for closing the meeting with references to the specific topics under the provision of Section 610.021, RSMo. as valid grounds for a closed meeting session.

SECTION III - FISCAL

Article 1:
All checks (warrants) or electronic payments shall be prepared under the direction of the Director of the Jefferson County Health Center. Such checks (warrants) or electronic payment requests shall be presented to the Board of Trustees at their regular monthly meeting or at such other meeting as is appropriate. The Board of Trustees shall approve or disapprove said requested payments and for those payments approved, authenticated vouchers of the Board of Trustees shall be executed and given to the Treasurer for execution of the checks (warrants) or electronic payments shall be issued by the Treasurer.

Article 2:
Checks (warrants) for pay of personnel, travel reimbursements of personnel and for expenditures against the Health Center petty cash accounts may be executed by the Treasurer and one other designated signature upon authentication of vouchers occurring at the next previous meeting. Single signature authority may be granted by the Board of Trustees to the Director of the Health Center for items less than five hundred dollars ($500) that have been budgeted, with the exception of the Director's personal expense reimbursement items which must be approved by a Board member.

Article 3:
A Jefferson County Health Center petty cash account shall be maintained in the amount of One Hundred Fifty dollars ($150.00). This fund shall be controlled by the Director of the Jefferson County Health Center. The Director or the Director's designee shall maintain a ledger for the petty cash account that is itemized together with receipts for all expenditures therefrom. The Director or Director's designee shall each month, or when necessary, submit to the Board of Trustees an itemized account with voucher for reimbursement of expenditures from the petty cash fund, together with receipts for all such expenditures, so as to replenish said fund.

Article 4:
Purchases
A. Purchases from petty cash to the extent of $150.00 per month are under the control of the Director and such purchases may be made by the Assistant Director, the Operations Manager, Administrative Services Manager, or the Comptroller. (hereinafter referred to as a Purchasing Officer).
B. For purchases of $5,000.00 or less for property and services, which are budgeted, and in an amount not to exceed the budgeted allowance, the Director or Purchasing Officer may make the purchase without bid.
C. Purchases for property and services which are budgeted and within the budgeted amounts at a cost of over $5,000.00 may be purchased by the Director after competitive bids have been acquired if the purchase is made from the low bidder.
D. If the price of the purchase for property and services which are budgeted and within
the budgeted amounts at a cost of over $5,000.00 been set as a result of a governmental competitive bid process, the Director may make the purchase without bid to a maximum of $25,000.00.
E. All other purchases shall be ordered by the Board of Trustees after receiving competitive bids (preferably three) for selection of the vendor and concluding the purchase.
F. Solicitation of bids shall be advertised with respect to all purchases over $25,000.00.
G. The Board may waive or make exceptions to bid requirements.

Article 5:
Bills or invoices for purchases made under the provisions of Article 4 of Section III hereof shall be signed by the Director or responsible employee indicating the receipt of the item or service involved.

SECTION IV - OPERATIONS AND ADMINISTRATION

Article 1:
At the regular meeting of the Board of Trustees occurring in April of each year, the Director shall present to the Board a summary of the major public health program and activities to be undertaken during the following year. Such programs may be revised by the Board of Trustees, as they deem necessary. Upon approval by the Board of Trustees, these programs shall constitute the official directives of the Board of Trustees for the following year's operations. Activities may be added to or deleted from these directives at any time by the Board of Trustees.

Article 2:
The Chairperson of the Board of Trustees shall visit the County Health Center at least once a month. The Chairperson shall at each regular meeting delegate one other member of the Board to make at least one visit to the Health Center during the succeeding month.

Article 3:
The Director of the Jefferson County Health Center shall have the following authority, responsibility and limitations:
A. Director is responsible for negotiating administrative contracts with Health Councils and the County Commissions.
B. Director shall be responsible for management and control of the day to day operations of the Jefferson County Health Center, including but not limited to:
   1. Personnel supervision, recognition, correction, written or verbal reprimands and suspensions with pay.
   2. Clinic scheduling.
   3. Office equipment and supplies.
   4. The submission of requisitions.
   5. Receipt of merchandise.
   7. Janitor service.
   8. Maintenance of inventories.
C. Director through subordinates will keep all administrative records for the office.
as a whole, including time sheets, payrolls and similar employee records.

D. Approval of expense accounts, with final approval by Board of Trustees.

E. Administrative responsibility for assembly of reports.

F. The Director is responsible for administration, but is not responsible for defining the scope of practice of licensed health staff, unless the Director is licensed in that area.

Article 4:
The Jefferson County Health Center may consult with the Department of Health and Senior Services of the State of Missouri to furnish technical supervision and assistance to the personnel of the Jefferson County Health Center and to periodically advise the Board of Trustees as to the technical efficiency of its personnel.

Article 5:
Personnel of the Jefferson County Health Center may be hired or discharged at will only by a majority vote of a quorum of the Board of Trustees at a meeting thereof, provided however, it may delegate authority to the Director to hire an employee or employees when a position becomes available, the Director will consult with a quorum of the Board of Trustees at the next meeting of the Board to determine if hiring authority for that position is delegated to the Director. If so, the qualifications of the person hired by the Director will be presented to the Board at the next meeting.

If hiring authority is not delegated, the resumes of at most three qualified applicants will be presented to the Board, with a recommendation from the Director and staff, and the hiring decision will be made by a majority vote of a quorum of the Board of Trustees, provided that the qualifications of all persons employed in the operation of said health center shall be at least equal to the minimum standard of qualifications as set forward by the department of health or its successors for positions of like importance and responsibilities (Section 205.110 R.S.Mo.).

Article 6:
Personnel of the Jefferson County Health Center shall be subject to all its rules and regulations.

Article 7:
No Trustee shall receive any compensation for said Trustee's services performed, but any Trustee may receive reimbursement for any cash expenditures actually made for personal expenses incurred as such Trustee, and an itemized statement of all such expenses and money paid out shall be made under oath by each of such Trustees and filed with the Secretary of the Board of Trustees and allowed only by the affirmative vote of all of the Trustees present at a meeting of the Board. (Section 205.015, R.S.Mo.)

Article 8:
The Board of Trustees shall not enter into contracts for the private practice of medicine, nor shall any of its personnel practice medicine nor dispense drugs, vaccines or serums for personal gain, nor shall its facilities be used for such purpose in any way, except as it may be necessary
and agreed upon between the Board and County Council or commissions for the care of the indigent for whom the commission or commissions may be responsible, or except in furtherance of diagnostic and communicable disease control programs. (Section 205.060, R.S.Mo.)

Article 9:
Any person, firm, organization, society or corporation desiring to make donations of money, personal property or real estate for the benefit of the Jefferson County Health Center, shall have the right to vest title of such property so donated, in Jefferson County, to be controlled when so accepted by the Board of Trustees of the Jefferson County Health Center according to the terms of deed, gift, devise or bequest of such property. (Section 205.070, R.S.Mo.)

SECTION V – PROHIBITION AGAINST HARASSMENT, DISCRIMINATION AND RETALIATION

The Center is committed to maintaining a workplace environment that is free from discrimination, harassment, and retaliation in admission or access to, or treatment or employment in, its programs, services, activities and facilities. The Center is committed to providing equal opportunity in all areas of recruiting, hiring, retention, promotion and contracted service. Harassment or discrimination because of an individual’s race, color, national origin, ancestry, religion, sex, sexual orientation, gender identity, disability, age, genetic information, or any other characteristic protected by law is prohibited by the Board. The Board also prohibits retaliation against a person who files a complaint of discrimination or harassment or participates in an investigation of allegations of harassment or discrimination.

In its programs and activities, the Center does not discriminate on the basis of race, color, national origin, ancestry, religion, sex, sexual orientation, gender identity, disability, age, genetic information, or any other characteristic protected by law and as required by Titles VI and VII of the Civil Rights Act of 1964, the Age Discrimination Act of 1975 and Title II of the Americans with Disabilities Act of 1990, and state law.

This provision governs the Center’s compliance with the laws identified above. The following person is designated and authorized as the Center’s Compliance Officer to coordinate compliance with the laws identified above, including to handle inquiries or complaints regarding the Center’s non-discrimination policies: {INSERT NAME AND CONTACT}. The Compliance Officer will:

1. Receive complaints of discrimination or harassment based on an individual’s race, color, national origin, ancestry, religion, sex, sexual orientation, gender identity, disability, age, genetic information, or any other characteristic protected by law.
2. Oversee the investigative process. The Compliance Officer may retain an independent investigator or request Counsel perform the investigation.
3. Assess the training needs of Center staff and Board members in connection with the dissemination, comprehension, and compliance with this provision.
4. Arrange for necessary training required for compliance with this provision.
5. Ensure that investigations are conducted by an impartial investigator.
6. In the event the complaint is about the Compliance Officer or Compliance Officer’s immediate supervisor, the Board will consider appointment of an outside investigator.

Definitions - For the purpose of this provision, the following terms are defined:

Compliance Officer: The Center employee(s) designated by the Board to coordinate the Center’s compliance with Board policy, Missouri statutes, and federal laws regarding discrimination, harassment and retaliation based on an individual’s race, color, national origin, ancestry, religion, sex, sexual orientation, gender identity, disability, age, genetic information, or any other characteristic that is protected by law.

Day: A calendar day. All timeframes and deadlines may be extended by the Board for good cause, including but not limited to Board-approved holiday breaks and building closures.

Disability: A physical or mental impairment that substantially limits a major life activity.

Discrimination: Adverse conduct directed at an individual or group based on race, color, national origin, ancestry, religion, sex, sexual orientation, gender identity, disability, age, genetic information, or any other characteristic that is protected by law. The encouragement, cooperation, coercing, or support of adverse conduct that is based on race, color, national origin, ancestry, religion, sex, sexual orientation, gender identity, disability, age, genetic information, or any other characteristic that is protected by law is discrimination.

Harassment: Harassment is conduct, including but not limited to, intimidation, ridicule or insult, toward an individual or group because of race, color, national origin, ancestry, religion, sex, sexual orientation, gender identity, disability, age, genetic information, or any other characteristic that is protected by law and is so severe or pervasive that it:

- Affects an individual’s ability to work in, participate in, or benefit from a program or activity provided by the Center; and
- Creates an intimidating, threatening, abusive hostile or offensive environment; or
- Has the purpose or effect of substantially or unreasonably altering the work environment.

For the purposes of this provision, sexual harassment is defined as unwelcome conduct of a sexual nature or based upon sex when a) benefits or decisions are implicitly or explicitly conditioned upon submission to, or consequence is applied for refusing to comply with, unwelcome sexual advances, requests for sexual favors or conduct of a sexual nature; or b) the work environment becomes permeated with intimidation, ridicule or insult that is based on sex or is sexual in nature and that is sufficiently severe or pervasive enough to alter the conditions of participation in the Center’s programs and activities or the conditions of employment.

Retaliation: Adverse conduct including, but not limited to, conduct of a coercive, intimidating, threatening, discriminatory, or harassing nature because of an individual’s good faith complaint, participation in the investigation, testifying, or resolution of discriminatory or
harassing conduct based on an individual’s race, color, national origin, ancestry, religion, sex, sexual orientation, gender identity, disability, age, genetic information, or any other characteristic that is protected by law.

Sexual harassment may include a range of subtle and not-so-subtle behaviors and may involve individuals of the same or different gender. Legitimate, non-sexual physical conduct necessary to avoid physical harm to persons or property, to console an individual, or spontaneous movement during a sporting activity is not sexual harassment.

Depending on the circumstances and application of the definitions immediately above in this provision, examples of conduct which may or may not constitute sexual harassment, include, but are not limited to:

- sexual advances;
- request for sexual favors;
- threatening an individual for not agreeing to submit to sexual advancement;
- sexually motivated touching of an individual’s intimate parts;
- coercing, forcing, or attempting to coerce or force the touching of an individual’s intimate parts;
- display of drawings, graffiti, cartoons, pictures, symbols or other written material of a sexual nature;
- sexual gestures;
- sexual or dirty jokes;
- sexually provocative or explicit speech;
- communications about or rating an individual as to his/her body, sexual activity, or performance; and
- verbal abuse of a sexual nature.

Examples of conduct that may be considered harassment based on an individual’s race, color, national origin, ancestry, religion, disability, age, or genetic information, or any other characteristic that is protected by law include, but are not limited to:

- display of drawings, graffiti, cartoons, pictures, symbols or other written material;
- jokes;
- gestures;
- slurs, derogatory stereotypes or remarks, rumors, name-calling, insults, teasing, or taunting;
- threats or intimidating conduct;
- hostile action, physical aggression or violence; and
- damage or theft of property.

The Board is steadfastly committed to providing an inclusive environment that is free from discrimination and harassment for all of its staff. Unless a concern is informally resolved, staff shall report all incidents of discrimination, harassment and retaliation to the Compliance Officer as set forth in this provision. When a formal complaint is filed with the Compliance Officer, the investigation and complaint process detailed below will be used, including a
possible determination by the Compliance Officer that the incident has been appropriately addressed through the informal process. Reports of discrimination, harassment and/or related retaliation must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures.

The Board will take action to protect a complainant or persons subjected to discrimination, harassment, or retaliation as necessary during the course of an investigation. Appropriate interim measures will be offered and may include, but are not limited to, physical separation, contact limitations, reassignment, alternative work or assignments, altering assignments, additional supervision, counseling, training, warning, conferences, exclusion and employee suspension pending an investigation as permitted by the Board’s policies and law. Additional interim measures to prevent retaliation may include, but are not limited to, notification of the retaliation prohibition, confirming the individual knows how to report retaliation, and follow-up contact.

The Board will investigate allegations of harassment, discrimination, and/or retaliation and take appropriate steps reasonably calculated to resolve the situation, eliminate the misconduct, prevent its recurrence and as appropriate, remedy its effects. The Board will take equitable and remedial action within its authority on complaints that come to the attention of the Board, either formally or informally.

Engaging in harassment, discrimination, and/or retaliation will result in appropriate discipline or other appropriate sanctions against offending staff, Board Members or other third parties involved in Center activities. Anyone else who engages in harassment, discrimination, and retaliation on Board property or at Center activities will have their access to Board property and activities restricted, as appropriate.

The Board takes seriously the obligation to investigate complaints of discrimination, harassment, or retaliation and to take appropriate remedial measures when necessary. The Board recognizes that the obligation to investigate and remedy may be accomplished through an informal process, depending on the circumstances.

Anyone may use informal procedures to report and resolve complaints of harassment, discrimination, and retaliation. If a staff member receives an informal complaint of harassment, discrimination, and/or retaliation and the complaint cannot be resolved informally, the staff member shall inform their supervisor. The supervisor may attempt to resolve the matter informally and should inform complainants of this provision.

Supervisors shall provide information to the Compliance Officer on a regular basis about complaints reported and resolved through the informal process.

Informal complaints may become formal complaints at the request of the complainant.

In the event informal procedures are ineffective, the complainant may make a formal complaint, as follows:
Step One – Complaint to the Director

Anyone may initiate a formal complaint of harassment, discrimination, or retaliation by filing a written complaint with the Board’s Compliance Officer. At any step in the formal resolution process, where appropriate, the Board will take interim measures to protect the complainant or alleged victim before the final outcome of the Board’s investigation. Additionally, the Board may appoint an outside investigator at any step of the informal or formal resolution process. A subordinate shall not investigate his/her supervisor.

The following process will be followed at Step One:

Filing of Complaint

- All formal complaints will be in writing and will set forth the specific acts, conditions or circumstances alleged to have occurred and to constitute harassment, discrimination or retaliation. The Compliance Officer may draft the complaint based on the report of the complainant for the complainant to review and approve. The Compliance Officer may also conclude that the Board needs to conduct an investigation based on information in his or her possession, regardless of the complainant’s interest in filing a formal complaint.
- Formal complaints must be submitted to the Compliance Officer.
- A charge or complaint of discrimination, harassment, or retaliation filed with an outside agency does not constitute a formal complaint or trigger an obligation to follow the formal complaint investigation procedures as contemplated under this provision.

Investigation of Complaint

- The Compliance Officer will receive and investigate all formal, written complaints of harassment, discrimination or retaliation or will investigate if information in the Officer’s possession leads them to believe further investigation is required. The Compliance Officer will delegate his or her authority to participate in this process if such action is necessary to avoid any potential conflicts of interest. Upon receipt of a complaint, the Compliance Officer will provide the complainant a copy of this provision.
- Investigations will be carried out in a manner that is adequate in scope, reliability and impartiality. During the investigation process, the complainant and accused party or parties, if the complainant has identified an accused party, will have an opportunity to identify witnesses and present relevant evidence. The Board and complainant may also agree to resolve the complaint in lieu of an investigation.
- When the investigation is completed, the Compliance Officer will compile a written report of the investigation. The report may include a recommendation of appropriate action to remedy the allegations included in the complaint. The Compliance Officer will forward the report and recommendations to the Director. If the Director is the subject of the complaint, the report and recommendations will be forwarded to the Board Chairperson.

Response to Complaint

- The Director will review the report completed by the Compliance Officer.
The Director will respond in writing with a Letter of Outcome to the complainant and the accused party within thirty (30) calendar days of the Compliance Officer’s receipt of the written complaint, unless otherwise agreed to by the complainant or if circumstances related to the complaint require an extension of the time limit. In the event an extension is needed, the Board will notify the complainant in writing of the reason for the extension and the anticipated response date.

- The Letter of Outcome will include a statement of the outcome of the investigation including whether a preponderance of the evidence establishes that harassment, discrimination, and/or retaliation occurred in violation of this provision. If a violation is found to have occurred, the assurance that the Board will take steps to prevent recurrence and remedy its effects on the complainant and others, if appropriate must be included. If no violation was found to have occurred, the Letter of Outcome must provide the complainant notice of the right to appeal to the Board of Trustees and the necessary filing information.
- Any corrective measures deemed necessary will be instituted as promptly as reasonable.
- If the Director is the subject of the complaint, the actions set forth herein to be completed by the Director will be completed by the Board Chairperson.

Step Two – Appeal to Board of Trustees

Notice of Appeal

- The complainant or accused party may appeal to the Board of Trustees by filing a written notice of appeal with the secretary of the Board within ten (10) calendar days following receipt of the Letter of Outcome.
- On receipt of the written appeal, the matter shall be placed on the agenda of the Board for consideration not later than their next regularly scheduled meeting, unless otherwise agreed to by the complainant and the Director or for good cause.
- Parties will be allowed to provide comment and information as the Board deems relevant and material.

Board Decision

- Unless otherwise agreed to by the appealing party, the Board will provide written notice of its determination within thirty (30) calendar days following the filing of the notice of appeal and provide the appealing party with a copy of the determination.

The Board will respect the privacy of the complainant, the individuals against whom the complaint is filed, and the witnesses to the extent possible, consistent with applicable law, the Board’s legal obligations to investigate, to take appropriate action, and to conform with any discovery or disclosure obligations. However, pursuant to the Board’s discretion, information may be disclosed, if necessary, to aid in the investigation, resolution, or appeal of the complaint.

The Board will take prompt, effective and appropriate action to address substantiated
discrimination, harassment or retaliation, prevent its recurrence and remedy its effects.

SECTION VI - BY-LAWS, RULES AND REGULATIONS

The Board of Health Center Trustees shall make and adopt such By-Laws, Rules and Regulations for its own guidance and for the government of the County Health Center as may be deemed expedient for the economic and equitable conduct thereof, and the same may be amended from time to time in writing presented to a meeting. In developing policy, the Board may solicit input from the community, staff and other professionals.

At any meeting of the Board, policies governing the Center may be enacted, amended or repealed by a majority vote. The formal adoption of policies shall be recorded in the minutes of the Board. Only those written statements so adopted and so recorded shall be regarded as official Board policy.

The Director is assigned the responsibility for insuring that all Board policies, rules and regulations are implemented. The Board authorizes the Director to develop administrative guidelines in order to implement Board policy. The Director shall notify all employees of their need to abide by Board policies and regulations. The Director shall prepare the staff handbook that interprets Board policies and state rules and regulations that affect each population set. The handbooks shall be revised annually and distributed within the first month of the fiscal term.

The Board shall review written policies on a continuing basis to ensure consistency and legality of Board action and administrative decisions. Policies shall be reviewed and revised as a result of newly enacted state and/or federal legislation, court decisions, as a result of research and/or policy development as presented by state and/or national organizations and agencies, or for other reasons as determined by the Board.

During periods of time in which the Center maintains a web site, the Board's policies will be posted on the web site.

Enacted by the Board of Trustees of the Jefferson County Health Center on the 28th day of January, 2021

Dennis Diehl, Chairperson
Board of Trustees
Jefferson County Health Center

Attest:

James Proctor, Secretary/Treasurer
Board of Trustees
Jefferson County Health Center