

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

ARTICLE I

Identity

Children's Health Alliance of Wisconsin (Alliance) is a program of Children's Hospital of Wisconsin, Inc. (CHW), created to serve as a voice for children's health, raise awareness, mobilize leaders, impact public health and implement programs with demonstrated outcomes. CHW serves as the fiscal agent and programmatic home for the Alliance.

ARTICLE II

Mission, Vision, and Values

A. Mission

To ensure Wisconsin children are healthy, safe and able to thrive.

B. Vision

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

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 the Alliance Advisory Board will be individuals with a commitment to child health issues, representing 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 and confirmed by the Advisory Board.

Section 1 – Responsibilities of Advisory Board Members:

- a. Travel to and participate in approximately three 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 Chair 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 the Alliance's budget submitted to CHW annually. Know the budget and take an active part in monitoring it.
- j. Assist Alliance staff by providing timely responses to requests.
- k. Complete a periodic Advisory Board Member self evaluation, surveying the operations, functions, engagement and good stewardship of the Executive Council and Advisory Board.

Section 2 – Responsibilities of the Advisory Board:

- a. Provide oversight for all activities of the Alliance.
- b. Recommend Alliance policies and objectives.
- c. Engage in strategic planning for the Alliance.
- d. Provide input into the performance evaluation of the Executive Director.
- e. Delegate Advisory Board responsibilities to the Executive Council.

Section 3 – Advisory Board Composition

- a. The Advisory Board will target a membership of approximately 30 members.
- b. Ex-Officio members of the Advisory Board are the CHW representative, the Division of Public Health grant monitor and the Executive Director. All ex-officio members have voting status, but may choose to abstain.
- c. Advisory Board members will be diverse in geography, background, ethnicity and gender.

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. The Executive Council may nominate Advisory Board Members to serve additional terms beyond the four terms.
- c. Advisory Board Member term status will be reviewed and confirmed yearly during the fall Advisory Board meeting.
- d. The Executive Director shall send notification at the end of each individual Advisory Board Member's two-year term. A Member can choose to renew their term at this time if the maximum terms have not been reached.
- e. New Advisory Board members who join the Board at a time other than the fall meeting will initiate their first full term the following fall.

Section 6 - Nominations

- a. Individuals and organizations may submit names to the Executive Council or an Ad Hoc Nomination Committee. Prior to candidates being submitted to the Advisory Board, the Executive Director shall share potential candidates with CHW to confirm their endorsement.
- b. Executive Council shall submit final candidates to the Advisory Board for approval.

Section 7 - Resignation

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

Section 8 - Removal

- a. An Advisory Board Member may be removed from office with or without cause by the action 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 recommended 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.
- c. Minutes shall be taken at each meeting and presented for approval at a subsequent meeting.

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 such reimbursement is authorized by the Executive Director.

Section 12 – Financial Support for Member Meeting Attendance

Funds may be available to support transportation and lodging for Advisory Board members upon request to the Executive Director.

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. Participate in, four to five (4-5) Executive Council meetings annually, via teleconference or in person.
- 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. Input and recommendation to CHW of appointment and termination of the Executive Director with or without cause.
- b. Recommendation to the Advisory Board for the appointment of new Advisory Board members.
- c. Recommendation to the Advisory Board for the removal of Advisory Board Members with or without cause.

- d. Amendment or restatement of these Rules of Operation to be approved by the Advisory Board and CHW.
- e. 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 target a membership of ten (10). The Executive Council, at a minimum, shall include the Advisory Board Chair, Vice Chair, CHW representative and other Advisory Board Members at-large.
- b. Ex-Officio members of the Executive Council include the CHW representative, the Division of Public Health grant monitor and the Executive Director. All ex-officio members have voting status, but may choose to abstain.

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 fall meeting.
- c. Each Executive Council member will serve a renewable, one-year Term, for a maximum of eight years, unless additional terms are recommended by the Executive Council and approved by the Advisory Board.

Section 6 – Meetings

- a. The Executive Council shall meet as often as needed or requested by the Executive Director, targeting four to five times per year.
- b. Minutes shall be taken at each meeting and presented for approval at a subsequent meeting.

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.

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 Executive Council, and perform such other functions as may from time to time be delegated to him or her by the Advisory Board.
- b. Shall appoint Committee Chairs, work groups and 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 two-year term. May be re-elected to a second term as Chair.
- c. 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.
 - i.

Section 2 - Terms

- a. Nominated and elected by the Advisory Board.
- b. Serves a two-year term. May be re-elected to a second term 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 carry out the essential job functions as described in the CHW job description for Alliance executive director. Shall take all necessary steps to conform to all applicable federal, state and local laws.
- b. Shall implement the policies of the Advisory Board for the control and effective use of the resources of the Alliance.
- c. 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.
- d. May attend any meetings of any committee or delegate attendance to another Alliance staff member.
- e. 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.
- f. Shall be responsible for keeping the Advisory Board informed of the current status of the Alliance’s operations.
- g. Shall advise and make recommendations to the Advisory Board concerning the present and contemplated activities of the Alliance.
- h. Shall assure the Advisory Board is properly represented to employees, the Executive Council and the general public.
- i. Shall represent the Alliance in education, advocacy and public policy matters, and in doing so, will utilize the following guidelines:
 - i. Act in accordance with the mission of the Alliance and specific grant objectives or work plans for each Alliance initiative.
 - ii. Initiate communication and provide information to the Executive Council or Advisory Board on legislative matters that may or may not be directly related to an Alliance initiative, but impact the Alliance mission, and seek guidance prior to taking action.

- iii. Periodically update the Executive Council and Advisory Board on education and advocacy actions related to the Alliance mission.

D. Associate Director

The Associate Director shall assist the Executive Director in the general supervision and control of all affairs of the Alliance. In the absence of the Executive Director, the Associate Director shall perform all duties as noted above in section C.

E. Succession Plan

The Alliance Executive Council will review and approve a succession plan developed by Alliance staff and CHW. The succession plan should be implemented upon the departure of the executive director.

F. 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.

G. 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.

H. 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. 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 29th day of December, 2016.

Heidi Wapinski
Chair, Children's Health Alliance Advisory Board

Attest: Karen Ordianow
Executive Director
Children's Health Alliance of WI

A Resolution approving the contained amendments to the original Rules of Operation established in 2002 for the Alliance was adopted by a majority vote of the Advisory Board of the Alliance at a meeting duly called and held on September 30,, 2016.

Heidi Wapinski
Chair, Children's Health Alliance Advisory Board

Attest: Karen Ordianow
Executive Director
Children's Health Alliance Advisory Board

These amended Rules of Operation were approved by Children's Hospital of Wisconsin, Inc. on January 30, 2016.7

Michelle Mettner
Michelle Mettner, Corporate Vice President,
Government and Legal Affairs
Children's Hospital of Wisconsin, Inc.