



**Santa Clara County Health Authority
Bylaws Committee
Special Meeting**

Friday, December 8, 2017
4:00 pm - 5:00 pm
210 E. Hacienda Avenue (Creekside)
Campbell, CA 95008

Members Present

Brian Darrow, Chair (*via telephone*)
Liz Kniss (*via telephone*)
Paul Murphy (*via telephone*)

Staff Present

Christine Tomcala, Chief Executive Officer
Robin Larmer, Chief Compliance & Regulatory
Affairs Officer

Minutes – APPROVED

1. Roll Call

Brian Darrow, Chair, Called the meeting to order at 4:03 pm. Roll call was taken and a quorum was established.

2. Public Comment

There were no public comments.

3. Meeting Minutes

The minutes of the March 21, 2017 Bylaws Committee Meeting were reviewed.

It was moved, seconded, and the March 21, 2017 Bylaws meeting minutes were **unanimously approved** as presented.

Liz Kniss joined.

4. Amendments to the Bylaws

Mr. Darrow initiated a discussion of proposed revisions to the Bylaws.

Christine Tomcala, Chief Executive Officer, noted that under the terms of the current Bylaws, the Bylaws Committee is responsible for nominating officers. That arrangement may not be practicable because the Bylaws Committee is not regularly convened. Mr. Darrow, Mr. Murphy and Ms. Kniss agreed that the Bylaws should be revised to remove from the Bylaws Committee the responsibility of nominating Officers.

The Committee discussed whether a Nominating Committee should be established, and agreed that the Board should convene a Nominating Committee on an ad hoc basis as needed, rather than establish a standing Nominating Committee.

Robin Larmer, Chief Compliance & Regulatory Officer, noted that the proposed revised Bylaws modified Section 5.2.2 to authorize the Executive/Finance Committee to act with the authority of the Board in the event of an urgent or emergent matter that the Executive/Finance Committee or Chief Executive Officer reasonably determines requires handling before a special meeting of the Board can be convened. The current Bylaws allow the Executive/Finance Committee to take such action only in the event of emergency.

Paul Murphy, Board Member, asked for clarification regarding the Executive/Finance Committee's obligations regarding reporting to the Board when such action is taken. Committee members agreed that specific notice to the Board of such action, as soon as practicable thereafter, was warranted.

A motion was made to recommend that the Board approve the Bylaws with the proposed revisions to: (1) remove from the Bylaws Committee the responsibility of nominating Officers; and (2) authorize the Executive/Finance Committee to act in urgent and emergent circumstances before the Board can be convened, when determined reasonably necessary by the Executive/Finance Committee or the Chief Executive Officer.

It was moved, seconded, and unanimously approved that the Bylaws Committee recommend approval of the Bylaws with the proposed revisions.

5. Adjournment

The meeting was adjourned at 4:03 pm

Brian Darrow, Chair