

OAC Bylaws

Article 1: Name

The name of this committee shall be the Oversight and Advisory Committee (Committee).

Article 2: Purpose

By a March 28, 2000 Final Decision and Order (Order), the Commissioner of Insurance of the State of Wisconsin approved the conversion of Blue Cross & Blue Shield United of Wisconsin (BCBSUW) and subsequent disbursement through an independent foundation, now called the Wisconsin United for Health Foundation, Inc. (WUHI) of fifty (50) percent of the conversion proceeds to the University of Wisconsin-Madison and the UW Medical School (Medical School). The Wisconsin state agency and its governing body, which must implement the Order on behalf of the University of Wisconsin-Madison and the Medical School, is the Board of Regents of the University of Wisconsin System (Board of Regents). The Order thus required the Board of Regents to create a public and community health oversight and advisory committee (Committee) to plan for and oversee the use of funds allocated for public health purposes (public health funds) in collaboration with the Medical School.

As specified in the Order, the functions of the Committee are as follows:

- 1) The Committee must participate in the Medical School's development of five-year expenditure plans for application of the conversion

proceeds. As part of the process, the Committee shall set standards for public health community-based initiatives upon which the allocated public health funds will be expended.

- 2) The Committee must determine that each of the School's five year spending plans meet the following requirements as specified in the Commissioner's order:
 - a) That the public health funds will be expended only for public health and public health community-based initiatives. The public health funds can be used for health care provider education and medical research that is substantially for public health.
 - b) That the allocation for public health community-based initiatives is appropriate.
 - c) That the standards for access to the public health funds for public health community-based initiatives, including matching requirements, recommended by the Medical School, are reasonable.
- 3) The Committee must approve, by an affirmative vote of a majority of all Committee members, the portion of the five-year plan that addresses public health. The Committee may authorize the expenditure of the public health funds on a multi-year program basis, a project basis, or in any other manner appropriate for management of the public health funds. The Committee shall make an advisory recommendation to the Board of Regents concerning the remaining portion of the plan by an affirmative vote of a majority of those present.

- 4) The Committee will annually receive a report from the Medical School on the use of the funds. This report shall address at least the following:
 - a) the distribution of the funds, including the relative percentage of the funds applied to medical research, education of health care providers and public health,
 - b) the Medical School's evaluation of the effectiveness of application of the funds,
 - c) a determination as to whether the funds are supplanting resources otherwise available to accomplish the same purposes, and the basis for the Medical School's determination,
 - d) the extent of expenditure of funds for community based initiatives,
 - e) whether the funds are expended in accordance with the then current five-year plan, and
 - f) the financial status of the funds.
- 5) The Committee will review the Medical School's report and provide a report annually to the Board of Regents, WUHI and the public concerning all the matters listed in Part 2 (12) and (13) of the Order (copy attached hereto). The Committee will use its best efforts to coordinate its annual report to the Board of Regents with the report of the Medical College of Wisconsin's corresponding committee to its governing entity.
- 6) The Committee must adopt standards regarding outside organization access to funds for public health community-based initiatives.
- 7) The Committee may alter the percentage of the conversion proceeds allocated to public health upon a two-thirds vote of all Committee members at the time a five-year plan is approved.

- 8) The Committee may permit the expenditure of a portion of principal and/or earnings from the funds for real property, or for purchase, capital lease or construction of a facility, or to be committed as collateral for such purposes, provided the expense or commitment is approved by affirmative two-third's (2/3) vote of all Committee members.

- 9) The Committee will receive the results of the program and financial audit to be conducted at least every five years on behalf of the University of Wisconsin Foundation and the Medical School.

Article 3: Membership

3.1 Committee Composition.

The Committee shall consist of nine members to be appointed as follows:

3.11 Commissioner's Appointee.

One (1) member shall be appointed by the State of Wisconsin Insurance Commissioner.

3.12 Regent Representatives.

Four (4) members, who may be representative of the Medical School, shall be appointed by the Board of Regents.

3.13 Health Care Advocate - Initial Appointment.

One (1) member shall be appointed by the Board of Regents as the Health Care Advocate. This member shall be a qualified representative of a non-profit organization that is a statewide advocate concerning a broad range of health care issues, which organization has operated for at least five years, is widely recognized as a health care advocate, and is independent

of influence by BCBSUW, affiliates of BCBSUW, and the medical schools. The Board of Regents shall appoint the initial representative from a slate of at least three nominees submitted by one or more qualified organizations on a list of qualifying non-profit organizations that the Commissioner may disapprove as not reasonably representative of such organizations. The Board of Regents may in its discretion request that additional qualified nominees to be added to the slate. Subsequent representatives shall be appointed pursuant to Sections 3.51 and 5.1 of these Bylaws.

3.14 Community Health Advocates - Initial Appointment.

Three (3) members shall be appointed by the Board of Regents as the Community Health Advocates. These members shall be qualified, independent representatives chosen from among the following: an advocate for health issues of particular concern to a minority community, to women, to senior citizens or to children; a representative of a non-profit or local government rural community health organization; a representative of a non-profit or local government community health organization other than a rural community health organization. The Board of Regents shall appoint each of the initial representatives from a slate of at least three nominees. The Board of Regents may in its discretion request that additional qualified nominees to be added to the slate. The nominations will be made by Wisconsin based organizations that have operated for at least five years, are widely recognized as non-profit or governmental advocates on the topic, and are independent of influence by BCBSUW, affiliates of BCBSUW, and the medical schools. No more than one of these positions may be filled by an individual who is representative of the same interest. Subsequent representatives shall be appointed pursuant to Sections 3.51 and 5.1 of these Bylaws.

3.2 Term of Office

Members shall serve four-year terms, with the exception of the initial terms of two of the Regent Appointees, who shall serve two-year terms, and two of the Community Health Advocates, who shall serve two-year terms.

3.3 Resignation of Members

Members may resign from the Committee by filing a written notice with the committee chair. Failure to attend at least 50 percent of the meetings in a calendar year, shall be deemed a resignation from the Committee, unless the Committee determines by majority vote of those present at the meeting that absences were excusable.

3.4 Removal of Members

3.41 Health Care Advocate and Community Health Advocates.

The Health Care Advocate and the Community Health Advocates may be removed during their terms only for cause by the Board of Regents or for cause by a two-thirds affirmative vote of the remaining Committee members. For cause is defined as engaging in fraudulent or dishonest conduct, gross abuse of authority, violation of fiduciary duty or other misconduct.

3.42 Commissioner's Appointee and Regent Representatives.

The Commissioner's Appointee may be removed by the Commissioner, and the Regent Representatives may be removed by the Board of Regents, with or without cause.

3.5 Vacancies

3.51 Health Care Advocate and Community Health Advocates.

Unless otherwise permitted by the Insurance Commissioner, the Board of Regents shall fill vacancies, created by resignation, removal or expiration of term of the Health Care Advocate and Community Health Advocate positions, from a slate of at least three nominees for each position developed by a Nominating Subcommittee as defined in Section 5.1 of these Bylaws. The Board of Regents may, in its discretion, request that additional qualified nominees to be added to the slate. Nominations will be required for all vacant seats unless the Board of Regents decide to reappoint the prior incumbent.

When a vacancy arises from the resignation, removal or death of a member with an unexpired term, the appointment shall be only for the unexpired portion of the term.

3.52 Commissioner's Appointee and Regent Representatives.

The Insurance Commissioner shall fill a vacancy in the Commissioner appointed position and the Board of Regents shall fill vacancies in the Regent representative positions.

When a vacancy arises from the resignation, removal or death of a member with an unexpired term, the appointment shall be only for the unexpired portion of the term.

3.6 Compensation

Following submission of proper documentation, members are entitled to reimbursement for travel, room and board under State of Wisconsin travel policies for the days the member is attending regular or special Committee meetings. These costs will be borne by the conversion proceeds. No other compensation or expenses incurred will be reimbursed.

Article 4: Officers

4.1 Officers and Their Terms

The officers of the Committee shall consist of a Chair, a Vice Chair, and a Secretary, who will each hold their respective offices for two years and until their successor shall be elected. However, the Board of Regents shall appoint the initial Chair of the Committee. This individual shall serve only for the purpose of presiding over the election of a Chair, Vice Chair, and Secretary by the Committee. Any officer may be removed by a vote of a majority of the members or a two-thirds vote of those present at the meeting.

4.2 Method of Election

Officers shall be elected by ballot at the first meeting of the calendar year every other year, or as soon as possible thereafter. Officer vacancies due to death, resignation or removal shall be filled by the Committee for the duration of the unexpired term.

4.3 Duties of Officers

The Chair of the Committee shall preside at all meetings and shall discharge the ordinary duties of this office. The Vice Chair shall preside at meetings in the absence of the Chair. The Secretary is responsible for

keeping the records of the Committee, and for producing minutes of Committee and subcommittee proceedings.

Article 5: Subcommittees

5.1 Nominating Subcommittee for Health Care Advocate and Community Health Advocate Vacancies

Unless otherwise permitted by the Insurance Commissioner, a Nominating Subcommittee shall be established to develop a slate of at least three nominees for each Health Care Advocate and Community Health Advocate seat when requested by the Board of Regents because of a vacancy. As ordered by the Commissioner, this subcommittee shall be composed of the Commissioner's Appointee, the Health Care Advocate (if not vacating the position) and the Community Health Advocates other than those vacating a position. The nominees shall meet the qualifications set forth in Sections 3.13 and 3.14 of these Bylaws. The Board of Regents may, in its discretion, request that additional qualified nominees be added to the slate.

5.2 Additional Subcommittees

The Committee may establish additional subcommittees from time to time as necessity demands by an affirmative majority vote of the committee. Such committees may include an executive committee and/or, a program committee, which may review proposals and make recommendations to the Committee on distribution of the funds. The Committee Chair shall make appointments to such subcommittees. Subcommittee members appointed under this section, other than to the executive subcommittee, may include individuals not appointed to the Committee.

Article 6: Meetings

6.1 Meeting Frequency

The Committee shall meet at least twice a year according to a schedule determined by members. Special meetings may be called by the Chair acting on his/her own or at the request of three of the members.

6.2 Meeting Notice

A meeting notice and agenda must be provided to each member at least 24 hours in advance of the meeting and in accordance with Wisconsin Open Meetings Law.

6.3 Meetings by Telephone

Meetings may be held by telephone conference call or by using other communications technology, but must comply with the Wisconsin Open Meetings Law.

6.4 Quorum

A majority of the members of the Committee will constitute a quorum. The Committee may take action by a majority vote of those present at the meeting unless a larger number of votes is required by the Commissioner's Order or by another provision of these Bylaws. A member must be present to vote.

6.5 Open Meetings and Records

Committee meetings shall be held in accordance with the Wisconsin Open Meeting Law. Committee records shall be subject to the Wisconsin Public Records Law.

Article 7: Staffing

The Medical School will provide staff and other administrative support to assist the Committee in carrying out its functions. The direct costs of such support to the Committee will be borne by the conversion proceeds.

Article 8: Liability Coverage for Committee Members

Committee members, as either employees of the State of Wisconsin or agents of the Board of Regents, will be covered under section 895.46, Wisconsin Statutes, for acts committed while carrying out the duties of his/her employment or agency, provided the member was acting within the scope of his/her employment or agency at the time the alleged acts were committed.

Article 9: Amendment of Bylaws

The Committee may recommend Bylaws amendments to the Board of Regents on a two-thirds (2/3) vote of all members of the Committee at a meeting provided, however, that such proposed amendments shall be specifically set forth in the notice of such meeting and are not inconsistent with the terms of the Commissioner's Order or with policies and rules of the University of Wisconsin System. Bylaws amendments recommended by the Committee, which the Regents approve, must be approved by a majority vote of the members present at a Board of Regents meeting. The Board of Regents may on its own initiative approve amendments of the Bylaws, providing the amendments are not inconsistent with the Commissioner's Order, or with policies and rules of the University of Wisconsin System. All Bylaws amendments approved by the Committee and/or the Regents, must receive prior written approval of the Commissioner before taking effect.