



Greater Columbia Accountable Community of Health

Collaboration • Innovation • Engagement

GCACH Finance Committee Charter

CHARGE

The Greater Columbia Accountable Community of Health (GCACH) is a non-profit organization governed by a Board of Directors who provide strategic direction and work in partnership with the Leadership Council and workgroups on approved projects. The number of Directors shall be determined from time to time by a vote of the Board but shall consist of not less than fifteen (15) and not more than twenty-five (25). They may appoint, from time to time, from its own members and/or the public, standing or temporary committees consisting each of no fewer than two Directors. The designation of any such committee and the delegation of authority thereto shall not relieve the Board or any members thereof of any responsibility imposed by law.

The Finance Committee is a Standing committee of the Board. *

DEFINITIONS

"Finance" – the assets, money, or other resources of a government, business, group, or individual.

MEMBERSHIP

The Treasurer of the Board shall chair a committee comprised of at least three (3) Directors to provide financial oversight for the organization. The Board may appoint additional committee members as needed to carry out their roles and responsibilities. The Chief Financial Officer will be an ex-officio of the Finance Committee. The Finance Committee will consist of individuals with expertise or working knowledge of budgets, financial statements, or have non-profit accounting experience.

The members and the Chair of the Finance Committee will be appointed by, and report to, the Board of Directors.

The members of the Finance Committee will serve for one-year terms. Any mid-term vacancies in the Finance Committee will be filled by the Board of Directors, and the individual appointed will serve the remainder of the term.

The members of the Finance Committee may be removed for cause by GCACH or upon vote of 75% from the Board of Directors. Cause shall include failure to attend three consecutive meetings, unless absence is excused for good cause.

The termination of a Finance Committee member's affiliation with a GCACH participant will serve as a trigger for the Board of Directors to reexamine whether the individual may keep their membership on the Committee, or whether the individual should be removed and replaced. The Board of Directors will make a recommendation to the GCACH Executive Director who will make the final determination.

ROLE

In addition to developing an annual budget, the committee will establish long-term financial goals that will provide for the sustainability of the corporation, * and to establish financial controls to ensure compliance with DSRIP program requirements.

Nonprofits must make financial and operating information public so that donors are certain their contributions have been used effectively.

RESPONSIBILITIES

The Finance Committee's responsibilities will include the following:

- ✓ Developing an annual budget and establishing long-term financial goals.
- ✓ Making recommendations with respect to allocation and distribution of DSRIP funds.
- ✓ Developing a communication plan to engage and educate network partners on the funds flow model.
- ✓ Monitoring the ACH's budget(s), audit(s) and investment(s) and their performance relative to their unique standards.
- ✓ Developing and overseeing the implementation of the ACH's financial oversight structure.
- ✓ Establish/Review significant accounting and financial reporting practices including internal financial statements reporting the receipt and distribution of project funds, cash position and cash flow.
- ✓ Establish/Evaluate the effectiveness of the internal control system with respect to financial reporting and controls over receiving and distributing project funds.
- ✓ Developing approaches to assist with financially fragile ACH participants.
- ✓ Making recommendations with respect to value-based purchasing and the management of risk contracts.
- ✓ Developing and overseeing the implementation of a sustainability plan for the ACH.
- ✓ Ensure an external audit of the financial management practices of the DSRIP program for compliance with DSRIP requirements.
- ✓ Collaborating with other Committees as appropriate.

COMPLIANCE WITH LAWS, REGULATIONS AND AGREEMENTS

- ✓ Ensure the development and maintenance of an effective compliance plan that promotes prevention, detection and resolution of conduct that adheres to federal and state law as well as ethical and business policies
- ✓ Ensure that the compliance program meets the requirements of the Office of the Medicaid Inspector General (OMIG) and Washington State regulations.
- ✓ Assure compliance with executive compensation regulations.
- ✓ Review the findings of any examinations by regulatory agencies, and any auditor observations.
- ✓ Obtain regular updates from management and legal counsel regarding compliance matters
- ✓ Review and approve compliance policies, procedures and plans, and the mechanism for approval of such policies, procedures and plans.
- ✓ Assure substantial compliance with HIPAA privacy and security laws and regulations.
- ✓ Review with legal counsel and designated Compliance Officer any legal or regulatory matters that may have a material impact on operations and financial reporting.

MEETINGS

The Finance Committee will hold regular monthly meetings at least one week prior to the scheduled Board meeting. The Finance Committee may schedule additional meetings as needed to address emerging issues.

Notice of all regular and special meetings will be sent to members of the Finance Committee by email at least one week prior to the meeting date. Members may waive their right to notice by participating in the meeting.

To constitute a "quorum", at least 75% of all members of the Finance Committee must be (physically or electronically) present. (*to the extent electronic participation is permitted.)

Each member of the Finance Committee will act as a fiduciary for the GCACH, rather than a representative of his or her employer. Further, all members of the Finance Committee must attend at least 75% of all regular and special meetings held during each calendar year, unless the absence is excused for good cause, as determined by the Committee Chair. Failure to meet the attendance requirements will lead to automatic removal of the member, unless otherwise determined by the Board of Directors. Members of the Finance Committee may not send a designee to attend any regular or special meeting.

Finance Committee members will be expected to:

- ✓ Read meeting materials in advance and come prepared to contribute substantively in the work of the Committee
- ✓ Actively engage in discussions and contribute expertise to decision-making processes
- ✓ Provide timely review and feedback on documents when solicited
- ✓ Participate in surveys and information gathering as appropriate

DECISION MAKING

The Finance Committee will use a collaborative, consensus-based decision-making process that requires the approval of at least 75% of the Finance Committee members (physically or electronically) present for any Finance Committee decision.

Consensus-based decisions by the Finance Committee will be submitted to the Board of Directors for review. If the Finance Committee's decision is approved by the Board of Directors, it will be submitted to GCACH for action. If the Finance Committee's decision is not approved by the Board of Directors, the Board of Directors will provide GCACH with a summary of the issues on which it agrees and disagrees with the Finance Committee, and GCACH will work with the Board of Directors and the Finance Committee to resolve any disagreements. If such disagreements cannot be resolved, GCACH will determine the appropriate course of action.

If there are issues that the Finance Committee cannot reach a decision on, the Finance Committee will provide the Board of Directors with a summary of the areas of disagreement, and the Board of Directors will work with the Finance Committee to attempt to resolve such disagreements. If such disagreements cannot be resolved, the Board of Directors will make a recommendation to GCACH, and GCACH will determine the appropriate course of action.

AMENDMENTS

Amendments to this charter will require the approval of the GCACH Board of Directors.

REPORTING

The Finance Committee will keep regular minutes of its meetings and will provide such minutes to the other committees or sub-committees from time to time or as requested by the Board of Directors. The minutes of the Finance Committee meetings will be made available to GCACH and its participants.

CONFLICTS OF INTEREST

Finance Committee members are required to comply with the GCACH's Conflicts of Interest Policy.