



Department of Health Care

Access and Information

2020 West El Camino Avenue, Suite 800

Sacramento, CA 95833

hcai.ca.gov



Hospital Supplier Diversity Commission (HSDC) Bylaws

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I. Purpose

Purpose Statement

The Hospital Supplier Diversity Commission (Commission) is established to advise and provide recommendations to the Department of Health Care Access and Information’s (HCAI) director and the hospital industry on the best methods to increase procurement with diverse suppliers within the hospital industry.

II. Membership, Roles, and Responsibilities

Section A: Membership Composition and Responsibilities

1. Pursuant to California Health and Safety Code section 1339.88, the HSDC will be comprised of the following stakeholders appointed by the HCAI Director:
- a. One commissioner who is a member of the public and shall serve as the chair of the commission.

- b. Two commissioners who are representatives of the hospital industry who, at the time of appointment, serve as practitioners in the field of supplier diversity.
 - c. Two commissioners who are representatives of a minority business enterprise.
 - d. Two commissioners who are representatives of a women business enterprise.
 - e. One commissioner who is a representative of a disabled veteran business enterprise.
 - f. One commissioner who is a representative of an LGBT business enterprise.
 - g. Two commissioners with expertise in the field of supplier diversity.
 - h. One commissioner who is a representative of a group purchasing organization, manufacturer, or vendor of goods and services for hospitals who, at the time of appointment, is a practitioner or expert in the field of supplier diversity.
 - i. An additional commissioner, at the discretion of the director.
2. Initial appointments to the Commission were for one or two-year terms to create staggered terms of office.
 3. Now that the initial appointments are complete, appointments to the Commission are for one, two-year term under Health and Safety Code section 1339.88(c)(2).
 4. Commission members may be considered for reappointment for additional two-year terms.
 5. Each appointed member, before assuming the duties of their position and participating in any meeting, must take an oath of office administered by the HCAI director or designee.
 6. If a member chooses to resign, he/she shall advise the Director by electronic or postal mail.
 7. If a commissioner resigns prior to the completion of a two-year term, the Director may appoint a successor who will serve through the remainder of the predecessor's term.
 8. Members agree to demonstrate active engagement and full participation in the Commission's work.
 9. Members agree to regularly attend Commission meetings. An expected absence shall be noted to HCAI Stakeholder Engagement Analyst for the HSDC in advance of a scheduled meeting. Appointed members may not send a designee to meetings of the HSDC.
 10. Members shall propose recommendations to the director and the hospital industry on best methods to increase procurement with diverse suppliers within the hospital industry.
 11. Members shall follow the mandates of the Bagley-Keene Open Meeting Act and all other relevant laws.

12. Members agree to cooperate with the Chair and the Commission in preserving order and decorum to meet the charge of the Commission.
13. As required by the California Political Reform Act, members must submit a completed Statement of Economic Interests (Form 700) form within 30 days of their appointment and within 30 days of leaving the Commission. Members must also submit this form annually.

Section B: Vacancies

An unscheduled vacancy occurs when a member is unable to complete their term for any reason, including resignation or removal. Upon a vacancy, HCAI will announce the vacancy and process for filling the position.

Section C: Chair Appointment

1. The Chair of the Commission shall be a representative member of the public.
2. The Chair will be appointed by the HCAI Director at the end of the prior Chair's terms.

The Chair shall serve a term aligned with their appointed term lengths on the Commission.

Section D: Duties of Officers

The Chair shall:

1. Conduct and officiate all meetings of the Commission and have all powers and duties conferred by these bylaws.
2. Take primary responsibility for serving as liaison for communication between the Commission and HCAI.
3. Provide leadership so that Commission members are aware of their obligations and that the Commission complies with its responsibilities.
4. Serve as official representative and spokesperson for the Commission.
5. Solicit agenda items for the Commission meetings from its members at meetings and coordinate with the HCAI Stakeholder Engagement Analyst for the HSDC via supplier.diversity@hcai.ca.gov to share recommended agenda items.
6. Confirm an agenda for each meeting, in consultation with HCAI Stakeholder Engagement Analyst for the HSDC.
7. Hold Commission meetings in compliance with the Bagley-Keene Open Meeting Act and organizational guidelines.
8. Provide sufficient time during the meeting to fully discuss agenda items.
9. Provide leadership so that discussions on agenda items are on topic, productive, and professional.

Section E: Authority

Pursuant to Health and Safety Code section 1339.88, the Commission shall be under the direction of the Director of HCAI, shall be advisory in nature, and shall not be delegated any administrative authority or responsibility.

III. Operational Procedures

Section A: Bagley-Keene Open Meeting Act

The Commission and its subcommittees shall adhere to the provisions of the Bagley-Keene Open Meeting Act, Government Code sections 11120 to 11132 (henceforth known as the “Act”). The “Act” requires HCAI to publicly notice the Commission’s meetings, prepare agendas, take public comment, and conduct the Commission’s meetings in public unless specifically authorized by the Act to meet in closed session. During Commission meetings held via teleconference under Gov. Code section 11123.2, members attending virtually must stay on camera, except when technologically impracticable. If a member cannot appear on camera due to challenges with internet connectivity, they must announce their reason for nonappearance when they turn off their camera. A copy of the Act will be provided to each commissioner upon their appointment.

Section B: Voting Rights

A quorum of the Commission must be present for the Commission to vote. Proxy or absentee voting is not allowed.

Section C: Conflict of Interest/Recusal Process

Membership on the Commission requires disclosure of a member's financial interests through filing of a Form 700 "Statement of Economic Interest." The requirements of the Political Reform Act and relevant conflict of interest requirements apply to members of this Advisory Commission. During Commission meetings, members shall abstain from voting when they believe they have, or would be perceived as having, a conflict of interest. Members who may have a conflict of interest should contact the HCAI Stakeholder Engagement Analyst, who will connect the member with HCAI legal.

Section D: Quorum

All issues submitted for determination must be made by a quorum of members. A quorum is defined as a simple majority of all appointed Commission members. In the absence of a quorum, no official business may be conducted by the Commission. The Commission may discuss informational issues in the absence of a quorum, but it may not adopt any recommendation or take a vote without a quorum. The Commission may entertain a motion to adjourn without a quorum, however.

Section E: Public Comment Periods

Opportunities for public comment shall be provided during Commission meetings consistent with the requirements of the Bagley-Keene Open Meeting Act.

Section F: Meeting Logistics

1. Meetings will generally be convened in Sacramento but may be convened at other locations around the state subject to the availability of HCAI resources.
2. All meetings of the Commission will be held in accessible locations, and materials relating to the Commission will be made available in accessible formats.
3. All meetings of the Commission shall be open to the public.
4. HCAI shall provide public notice and post an agenda for each meeting in accordance with the Bagley-Keene Open Meeting Act.
5. The agenda shall be published on the HCAI Hospital Supplier Diversity Commission website, with location and virtual access information for the public, no less than ten (10) calendar days prior to the meeting. The agenda shall provide a brief description of the items of business to be transacted or discussed. No item shall be added to the agenda after the agenda is posted.

Section G: Meeting Minutes

HCAI staff will document all agenda items discussed and actions taken. Draft minutes are circulated and posted on the HCAI website for Commission and public review. The minutes are discussed and approved by a vote of the Commission at the next meeting.

Section H: Travel and Reimbursement

Members may be reimbursed for any actual and necessary expenses incurred in connection with their duties as a Commission member, in accordance with state travel policies and subject to appropriation by the Legislature.

Section I: Administration

The HCAI Stakeholder Engagement Analyst will be considered the primary point of contact for all Commission planning processes. All comments and/or questions from Commission members and the public will be directed to the HCAI Stakeholder Engagement Analyst.