

## Rule No. 560-X-64-.03 Governing Board of Directors

(1) An ~~integrated~~Integrated care-Care network-Network (ICN) shall have a governing board of directors composed of the following ~~twenty~~ members:

(a) ~~Twelve~~Sixty percent (60%) of the members shall be persons representing risk-bearing participants in the ~~integrated care network~~ICN. A participant bears risk by contributing cash, capital, or other assets to the ~~integrated care network~~ICN.

~~(i) Six of~~ At least half of the ~~twelve~~ risk-bearing participants shall be long-term health care or medical providers, or representatives thereof, (herein referred to as "Provider Members") who serve or will serve Medicaid beneficiaries enrolled in the ~~integrated care network~~ICN.

~~(ii) The long term health care or medical providers~~Provider Members must collectively contribute cash, capital, or other assets approved by the Medicaid Agency to satisfy at least fifty percent (50%) of the minimum financial reserves and capital and/or surplus requirements established by the Medicaid Agency of Alabama Medicaid Administrative Code Chapter 560-X-64.

(b) ~~Eight~~Forty percent (40%) of the members shall be persons who do not represent a risk-bearing participant in the ~~integrated care network~~ICN and are not employed by a risk bearing participant. At least four of these members must be ~~long term health care or medical providers~~Provider Members who serve or will serve Medicaid beneficiaries enrolled in the ~~integrated care network~~ICN. The non-risk bearing participants must be comprised as follows:

(i) At least twenty (20%) of the members shall be appointed by long-term care and/or disability advocacy groups (including but not limited to Disabilities Leadership Coalition of Alabama, Alabama Arise, AARP, Alabama Disabilities Advocacy Program, Disability Rights and Resources, and Arc of Alabama).

(ii) Two members shall be appointed by the Medical Association of the State of Alabama, or its successor organization; and

~~(ii) One member shall be appointed by the Alabama Hospice and Palliative Care Organization, or its successor organization;~~

~~(iii) One member shall be a representative of an organization that is part of the Disabilities Leadership Coalition of Alabama or Alabama Arise, or their successor organizations;~~

~~(iv) One member shall be a representative of the Alabama chapter of AARP or the Alabama Disabilities Advocacy Program, or their successor organizations;~~

~~(v) One member shall be a representative of the Disability Rights and Resources or the Arc of Alabama, or their successor organizations;~~

~~(viii) The One member shall be the~~ chair of the citizen's' advisory committee established pursuant to Alabama Medicaid Administrative Code Rule 560-X-64-.04; and,

(c) The ICN shall adopt policies and procedures, subject to the review and/or approval of the Medicaid Agency, that ensures gender, race, and geographic diversity in the composition of the governing board.

~~(vii) One members shall be a community representatives.~~

(2) A majority of the members of the board may not represent a single provider. Any provider shall meet licensing requirements set by law, shall have a valid Medicaid provider number, and shall not be otherwise disqualified from participating in Medicare or Medicaid.

(3) Medicaid shall have the power to approve the members of the governing board and the board's structure, powers, bylaws, or other rules of procedure. No organization shall be granted integrated care network certification without approval.

~~(4) Any vacancy on the governing board of directors in connection with non-risk bearing members appointed as described in Section 22-6-221(d)(1) shall be filled by the appropriate authority. A vacancy in a board of directors' seat held by a representative of a risk-bearing participant as defined in Section 22-6-221(d)(1)(a) shall be filled by a majority vote of the remaining directors of the integrated care network. Notwithstanding other provisions of this rule, the Medicaid Commissioner shall fill a board seat left vacant for more than three months.~~

(5) The governing board may, by resolution adopt by a majority of the directors, appoint an executive committee, which shall consist of two or more directors, who may have such authority and take such action as authorized by the governing board and consistent with state law; provided, however, any at-risk provider type shall be represented on the executive committee. For purposes of this subsection, a legal entity shall be considered the same provider type of the majority owner(s), principal(s) or member(s) of that entity. The governing board shall set policy and direction for the integrated care network and the executive committee shall execute the policies established by the governing board. The governing board may also appoint such other committees as are consistent with Alabama law. All actions of the executive committee and all other committees shall be reported to the governing board. The compositions of the executive committee must ensure gender, race, and geographic diversity. At least one member of an executive committee and any other committee shall be one of the members appointed to the board by the Medical Association of the State of Alabama.

~~(6) The governing board shall meet at least quarterly. If provided for in the ICN's bylaws, a member may participate and/or vote in a meeting of the governing board of directors by means of telephone conference, videoconference, or similar communications equipment only if:~~

~~(a) All persons participating in the meeting may hear each other at the same time.~~

~~(b) The meeting of the governing board of directors is conducted at a physical location whereby members have the option to attend the meeting in person. Participation by such means shall constitute presence in person at a meeting for all purposes, including the establishment of a quorum.~~

~~(7) All appointing authorities for the governing board and the executive committee shall coordinate their appointments so that diversity of gender, race, and geographical areas is reflective of the makeup of the population served.~~

**Author:** Stephanie Lindsay, Administrator, Administrative Procedures Office.

**Statutory Authority:** State Plan; Title XIX, Social Security Act; 42 C.F.R. Part 438

**History:** New Rule: Filed December 12, 2016; effective January 26, 2017. **Amended:** Emergency Rule filed and effective April 4, 2018. **Amended:** April 20, 2018.