

**Policy Council Meeting Agenda | April 3, 2024**

1. **Call to Order | Randy Heady, Chairman**
2. **Roll Call | Sherry Thurman**
3. **Approval of Minutes | Randy Heady, Chairman**
  - a. February 7, 2024
4. **CSBG | LaNelle Godsey, Deputy Director/Community Services Director**
  - a. Dashboards
  - b. Overview of Community Action Agencies
  - c. UCHRA Bylaws
5. **Roundtable | Mark Farley, Executive Director**
  - a. Anna Lea Cothron, System Transformation Director with the Tennessee Division of TennCare
6. **Old/New Business | Randy Heady, Chairman**
7. **Public Comments | Randy Heady, Chairman**
8. **Adjourn | Randy Heady, Chairman**

**Upper Cumberland Human Resource Agency  
Policy Council Meeting**

|                          |  |  |                       |
|--------------------------|--|--|-----------------------|
| <b>DRAFT MINUTES</b>     | <b>FEBRUARY 7, 2024</b>  | <b>10:30 A.M.</b>  | <b>COOKEVILLE, TN</b> |
| <b>MEETING CALLED BY</b> | Chairman Randy Heady called the meeting to order.  |  |                       |
| <b>TYPE OF MEETING</b>   | UCHRA Policy Council   |  |                       |
| <b>FACILITATOR</b>       | Chairman Randy Heady   |  |                       |
| <b>NOTETAKER</b>         | Sherry Thurman   |  |                       |
| <b>MEMBERS PRESENT</b>   | Randy Heady, Sam Gibson, Marvin Lusk, Charlene Whitaker, Keisha Richards, Cindy Putman, Kristi Paling, Marie Ferran, Bill Gibson, Bill Gibson, Barbara Wheeler, Don Hollingsworth, Linda Pastrick, Marilyn Davis   |  |                       |
| <b>MEMBERS ABSENT</b>    | Brent Anderson, Terri Dunn, Anne Stamps, Michael Burton, Misty Phy, Bob Depriest   |  |                       |
|                          | <b>CALL TO ORDER</b>   | <b>CHAIRMAN RANDY HEADY</b>  |                       |
| <b>CALL TO ORDER</b>     | Chairman Randy Heady called the meeting to order and welcomed everyone.  |  |                       |
|                          | <b>APPROVAL OF MINUTES</b>   | <b>CHAIRMAN RANDY HEADY</b>  |                       |
| <b>DISCUSSION</b>        | Chairman Randy Heady asked for a motion to approve the minutes of the October 4, 2023 Policy Council meeting.  |  |                       |
|                          | A motion was made to approve the minutes.  |  |                       |
| <b>ACTION</b>            | <p><b><u>Motion to Approve</u></b><br/> Motion made by: Don Hollingsworth<br/> Motion seconded by: Marvin Lusk</p> <p>Chairman Randy Heady asked for discussion on the motion.<br/> Motion carried unanimously.</p>  |  |                       |
|                          | <b>UCHRA DASHBOARDS AND SATISFACTION SURVEY RESULTS</b>  | <b>LANELLE GODSEY, DEPUTY DIRECTOR/COMMUNITY SERVICES DIRECTOR</b> |                       |
| <b>DISCUSSION</b>        | <p>LaNelle Godsey gave an update on the Community Services programs:</p> <ul style="list-style-type: none"> <li>• Dashboards through December, 2023 were presented to the Policy Council. The mega commodity event that was recently held served significantly more people in each county. No dollar amount was reflected on the dashboards for LIHEAP because we were waiting on a new contract, but, we continued to sign up clients for regular commodities and LIHEAP. We have received the contract and are ready to get all the payments out.</li> <li>• We currently have a couple thousand dollars available for LIWAP. These funds are not recurring. They were provided as a one-time</li> </ul> |  |                       |

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|--------------------------|--|
| <p><b>DISCUSSION</b></p> | <p>federal funding. Discussion was held on what can be done to get more funding for the program.</p> <ul style="list-style-type: none"> <li>• Weatherization – For this year, all units have been completed.</li> <li>• Satisfaction Surveys were completed in all fourteen counties. LaNelle highlighted the results of the surveys.             <ul style="list-style-type: none"> <li>• One hundred fifty-seven surveys were completed.</li> <li>• Eleven counties had new clients that never received services.</li> <li>• Thirty-one clients stated it was their first time visiting the county UCHRA office.</li> <li>• One hundred fifty-six clients received fair treatment.</li> <li>• One hundred fifty-one clients stated that the assistance help to increase the income available for their household.</li> <li>• All one hundred fifty-seven clients stated they were satisfied with the services that they received.</li> </ul> </li> </ul>   |
|                          | <p><b>UCHRA ROUNDTABLE LANELLE GODSEY, DEPUTY DIRECTOR/<br/>COMMUNITY SERVICES DIRECTOR</b></p> <ul style="list-style-type: none"> <li><b>a. Overview of the TQEE Network</b></li> <li><b>b. TQEE/Brightstart</b></li> <li><b>c. Fatherhood Initiative</b></li> </ul>  |
| <p><b>DISCUSSION</b></p> | <p>Megan Choate, Director of the Economic Development department at the Upper Cumberland Development District advised that the department has been working with the Empower Upper Cumberland to explore the removal of broader barriers hindering workforce entry. Megan introduced her team members.</p> <ul style="list-style-type: none"> <li>• Rosa Smith has been working to improve the landscape for child care providers; administering federal grants that are creating additional slots across the region; she helped facilitate a connection with the Brightstart network; Rosa has been looking at the rules and regulations of what it takes to open and operate a child care facility and advocate for legislative change for availability of child care slots.</li> <li>• Charles Cobb is diligently addressing the challenges within affordable housing for the working population to pinpoint best practices and facilitate change that encourages further development in that realm.</li> <li>• Shelia Scruggs has been researching the need for a fatherhood program that would support fathers in the region.</li> </ul> <p>Rosa Smith gave an overview of the Tennesseans for Quality Early Education and Brightstart Network.</p> <p>Megan Choate advised that the Development District is working toward a potential fatherhood initiative. Several meetings have been conducted to initiate discussions on the needs of fathers and the needs for the region. A presentation was held outlining the potential structure of a program and its envisioned benefits for the region.</p> |

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|  | <b>STATE OF THE CHILD – TENNESSEE<br/>REPORT</b>  | <b>KRISTI PALING</b>        |
| <b>DISCUSSION</b>                      | Kristi Paling gave a presentation on the 2023 State of the Child – Tennessee Report provided by the Tennessee Commission on Children and Youth.   |                             |
|  | <b>OLD/NEW BUSINESS</b>   | <b>CHAIRMAN RANDY HEADY</b> |
| <b>DISCUSSION</b>                      | No old/new business was presented for discussion.   |                             |
|  | <b>PUBLIC COMMENTS</b>  | <b>CHAIRMAN RANDY HEADY</b> |
| <b>DISCUSSION</b>                      | There were no public comments presented.  |                             |
|  | <b>ADJOURN</b>  | <b>CHAIRMAN RANDY HEADY</b> |
| <b>ADJOURN</b>                         | Chairman Randy Heady advised that he would accept a motion to adjourn.  |                             |
| <b>ACTION</b>                          | <p><b><u>Motion to Adjourn:</u></b><br/> Motion made by: Bill Gibson<br/> Motion seconded by: Marie Ferran</p> <p>The Policy Council members voted unanimously to adjourn the February 7, 2024 meeting.</p> |                             |
| <b>CONCLUSION</b><br><b>11:45 a.m.</b> |   |                             |

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**Chairman Randy Heady**

February 2024 UCHRA Services Dashboard

|                        | Total Households Served Duplicated | Cases of Ensure Sold | Regular LIHEAP Households Served | Regular LIHEAP Funds Utilized | Crisis LIHEAP Households Served | Crisis LIHEAP Funds Utilized | THDA ERA-EPP Households Served | THDA ERA-EPP Funds Utilized | LIHWAP Households served | LIHWAP Funds Utilized | WP Applications | Commodities  | Information and Referrals |
|------------------------|------------------------------------|----------------------|----------------------------------|-------------------------------|---------------------------------|------------------------------|--------------------------------|-----------------------------|--------------------------|-----------------------|-----------------|--------------|---------------------------|
| <b>TIER 1 Counties</b> |                                    |                      |                                  |                               |                                 |                              |                                |                             |                          |                       |                 |              |                           |
| Cumberland             | 625                                | 6                    | 171                              | \$ 125,000.00                 | 50                              | \$ 36,400.00                 | 0                              | \$ -                        | 2                        | \$ 500.00             | 8               |              | 388                       |
| Putnam                 | 868                                | 18                   | 334                              | \$ 240,000.00                 | 76                              | \$ 55,200.00                 | 0                              | \$ -                        | 0                        | \$ -                  | 0               | 412          | 28                        |
| Warren                 | 1234                               | 25                   | 171                              | \$ 124,200.00                 | 49                              | \$ 36,200.00                 | 0                              | \$ -                        | 0                        | \$ -                  | 0               | 332          | 657                       |
| <b>TIER 2 COUNTIES</b> |                                    |                      |                                  |                               |                                 |                              |                                |                             |                          |                       |                 |              |                           |
| DeKalb                 | 473                                | 11                   | 92                               | \$ 66,200.00                  | 12                              | \$ 8,800.00                  | 0                              | \$ -                        | 0                        | \$ -                  | 1               | 235          | 122                       |
| Fentress               | 1472                               | 5                    | 155                              | \$ 114,000.00                 | 36                              | \$ 27,600.00                 | 0                              | \$ -                        | 8                        | \$ 2,308.72           | 0               | 282          | 986                       |
| Macon                  | 559                                | 11                   | 84                               | \$ 61,200.00                  | 18                              | \$ 11,800.00                 | 0                              | \$ -                        | 0                        | \$ -                  | 1               |              | 445                       |
| Overton                | 479                                | 11                   | 83                               | \$ 60,600.00                  | 34                              | \$ 25,200.00                 | 0                              | \$ -                        | 2                        | \$ 1,534.62           | 0               | 349          | 0                         |
| Smith                  | 166                                | 1                    | 50                               | \$ 35,200.00                  | 26                              | \$ 19,200.00                 | 0                              | \$ -                        | 0                        | \$ -                  | 0               |              | 89                        |
| White                  | 218                                | 13                   | 84                               | \$ 60,200.00                  | 30                              | \$ 22,600.00                 | 0                              | \$ -                        | 8                        | \$ 2,000.00           | 0               |              | 83                        |
| <b>TIER 3 Counties</b> |                                    |                      |                                  |                               |                                 |                              |                                |                             |                          |                       |                 |              |                           |
| Cannon                 | 260                                | 3                    | 56                               | \$ 39,200.00                  | 14                              | \$ 11,000.00                 | 0                              | \$ -                        | 0                        | \$ -                  | 1               | 126          | 60                        |
| Clay                   | 146                                | 12                   | 102                              | \$ 75,000.00                  | 17                              | \$ 12,600.00                 | 0                              | \$ -                        | 3                        | \$ 750.00             | 1               |              | 11                        |
| Jackson                | 167                                | 7                    | 108                              | \$ 79,800.00                  | 29                              | \$ 22,400.00                 | 0                              | \$ -                        | 0                        | \$ -                  | 3               |              | 20                        |
| Pickett                | 116                                | 7                    | 84                               | \$ 63,000.00                  | 8                               | \$ 6,400.00                  | 0                              | \$ -                        | 2                        | \$ 500.00             | 0               |              | 15                        |
| Van Buren              | 220                                | 0                    | 91                               | \$ 67,200.00                  | 17                              | \$ 12,800.00                 | 0                              | \$ -                        | 3                        | \$ 750.00             | 1               |              | 108                       |
| <b>Total:</b>          | <b>7003</b>                        | <b>130</b>           | <b>1665</b>                      | <b>\$1,210,800.00</b>         | <b>416</b>                      | <b>\$308,200.00</b>          | <b>0</b>                       | <b>\$0.00</b>               | <b>28</b>                | <b>\$8,343.34</b>     | <b>16</b>       | <b>1,736</b> | <b>3,012</b>              |

January 2024 UCHRA Services Dashboard

| Total Households Served Duplicated | Cases of Ensure Sold | Regular LIHEAP Households Served | Regular LIHEAP Funds Utilized | Crisis LIHEAP Households Served | CRISIS LIHEAP Funds Utilized | THDA ERA-EPP Households Served | THDA ERA-EPP Funds Utilized | LHWAP Households served | LHWAP Funds Utilized | WP Applications | Commodities  | Information and Referrals |
|------------------------------------|----------------------|----------------------------------|-------------------------------|---------------------------------|------------------------------|--------------------------------|-----------------------------|-------------------------|----------------------|-----------------|--------------|---------------------------|
| <b>TIER 1 COUNTIES</b>             |                      |                                  |                               |                                 |                              |                                |                             |                         |                      |                 |              |                           |
| Cumberland                         | 10                   | 1                                | \$ 600.00                     | 70                              | \$ 52,400.00                 | 0                              | \$ -                        | 6                       | \$ 1,500.00          | 3               | 238          | 438                       |
| Putnam                             | 22                   | 21                               | \$ 14,400.00                  | 57                              | \$ 41,000.00                 | 1                              | \$ 3,100.00                 | 12                      | \$ 3,000.00          | 2               |              | 15                        |
| Warren                             | 13                   | 19                               | \$ 12,800.00                  | 32                              | \$ 23,400.00                 | 0                              | \$ -                        | 18                      | \$ 4,500.00          | 1               |              | 452                       |
| <b>TIER 2 COUNTIES</b>             |                      |                                  |                               |                                 |                              |                                |                             |                         |                      |                 |              |                           |
| DeKalb                             | 8                    | 14                               | \$ 9,800.00                   | 15                              | \$ 11,400.00                 | 0                              | \$ -                        | 0                       | \$ -                 | 1               |              | 73                        |
| Fentress                           | 0                    | 44                               | \$ 31,200.00                  | 65                              | \$ 47,000.00                 | 0                              | \$ -                        | 3                       | \$ 1,094.28          | 0               |              | 414                       |
| Macon                              | 6                    | 3                                | \$ 1,800.00                   | 24                              | \$ 17,200.00                 | 0                              | \$ -                        | 7                       | \$ 1,849.47          | 0               | 86           | 612                       |
| Overton                            | 11                   | 15                               | \$ 11,600.00                  | 30                              | \$ 23,000.00                 | 0                              | \$ -                        | 0                       | \$ -                 | 0               |              | 4                         |
| Smith                              | 2                    | 8                                | \$ 5,800.00                   | 27                              | \$ 19,800.00                 | 0                              | \$ -                        | 0                       | \$ -                 | 0               | 128          | 84                        |
| White                              | 9                    | 11                               | \$ 8,200.00                   | 28                              | \$ 20,000.00                 | 0                              | \$ -                        | 2                       | \$ 500.00            | 0               | 266          | 141                       |
| <b>TIER 3 COUNTIES</b>             |                      |                                  |                               |                                 |                              |                                |                             |                         |                      |                 |              |                           |
| Cannon                             | 2                    | 6                                | \$ 4,400.00                   | 20                              | \$ 15,000.00                 | 0                              | \$ -                        | 4                       | \$ 1,000.00          | 0               |              | 45                        |
| Clay                               | 12                   | 4                                | \$ 2,000.00                   | 41                              | \$ 30,200.00                 | 0                              | \$ -                        | 3                       | \$ 750.00            | 1               | 192          | 3                         |
| Jackson                            | 11                   | 12                               | \$ 9,000.00                   | 43                              | \$ 31,400.00                 | 0                              | \$ -                        | 2                       | \$ 1,500.00          | 4               | 140          | 25                        |
| Pickett                            | 20                   | 1                                | \$ 800.00                     | 8                               | \$ 5,600.00                  | 0                              | \$ -                        | 0                       | \$ -                 | 0               | 191          | 12                        |
| Van Buren                          | 0                    | 11                               | \$ 8,000.00                   | 17                              | \$ 12,600.00                 | 0                              | \$ -                        | 1                       | \$ 250.00            | 1               | 176          | 113                       |
| <b>Total:</b>                      | <b>4693</b>          | <b>170</b>                       | <b>\$120,400.00</b>           | <b>477</b>                      | <b>\$350,000.00</b>          | <b>1</b>                       | <b>\$3,100.00</b>           | <b>58</b>               | <b>\$15,943.75</b>   | <b>13</b>       | <b>1,417</b> | <b>2,431</b>              |



BY-LAWS OF THE UPPER CUMBERLAND HUMAN RESOURCE AGENCY

Adopted by the Governing Board June 16, 2021

## UPPER CUMBERLAND HUMAN RESOURCE AGENCY

### ARTICLE I | Section 1. Authority

The Upper Cumberland Human Resource Agency, Inc., hereinafter referred to as the "Agency," is the successor to the governmental agency empowered pursuant to an Act adopted by the General Assembly of the State of Tennessee as Chapter 289, Public Acts of 1973, and as amended, known as the Human Resource Agency Act of 1973, Tennessee Code Annotated, 13-26-101 et seq.

The Agency was incorporated June 11, 1990, and received its 501(c)(3) status on November 26, 2002.

### Section 2. Purpose

The purpose of the Agency shall be to promote the development of human resources in the Upper Cumberland region through the effective and efficient delivery of human services. It is recognized that a special need exists to obtain strong local involvement in the decisions of Federal, State, and other agencies, which affect the welfare and well being of the region's citizens. The Agency shall have the responsibility to provide both a forum and a vehicle for local authority to administer and to assure implementation and operation of human resource programs.

### ARTICLE II | OFFICES

The central office of the Agency shall be located within the geographical boundaries of the 14 Counties: Cannon, Clay, Cumberland, DeKalb, Fentress, Jackson, Macon, Overton Pickett, Putnam, Smith, Van Buren, White, Warren. The Agency may have such other offices, sites, and locations within any or all of the 14 counties as deemed necessary and proper to carry out the business of the Agency.

### ARTICLE III | GOVERNING BOARD

#### Section 1. Members

As prescribed in TCA, Section 13-26-103; The County Executive/County Mayor of each county; Six (6) municipal mayors within the geographical district who serve on a rotating basis as determined by the bylaws of the Agency. Two representatives will be selected from three sub-regions divided between the 31 municipalities located within the Upper Cumberland Region. The mayors within each sub-region will vote to select two members to serve on the Governing Board for a term of one year commencing July 1.

Sub-regions:

- West: Macon, Smith, Dekalb, Cannon (11 municipalities)
- North: Clay, Pickett, Fentress, Jackson, Overton, Putnam (10 municipalities)
- South: Warren, Van Buren, White, Cumberland (10 municipalities)



One State Senator and One State Representative shall serve on the governing board in accordance with the provisions of TCA, Section 13-26-103, selected in accordance with that statute.

## **Section 2. Powers**

The Governing Board constitutes the Board of Directors of UCHRA, and is vested with the highest and final authority of the Agency in all respects. The Governing Board is vested with all powers to the maximum extent permitted by the Human Resource Agency Act of 1973 (T.C.A. § 13-26-101, *et seq*) and the Tennessee Nonprofit Corporation Act (T.C.A. § 48-51-101, *et seq*). The Governing Board is vested with authority to ratify and approve, or reject, disapprove, or override any act of any other or inferior board, council, committee, or the Executive Director. The business and affairs of UCHRA shall be supervised by its Governing Board, which shall exercise in the name of and on behalf of UCHRA all of the rights and privileges legally exercisable by UCHRA as an entity, except as may otherwise be provided by law, the Charter, or these Bylaws. The Governing Board, as the governing body of UCHRA, shall have the authority to receive, administer and distribute property on behalf of UCHRA in accordance with the provisions set forth in these Bylaws.

The Governing Board shall appoint an Advisory Council composed of ex officio nonvoting members, to be invited to meet with the governing board at least once annually. The membership of the advisory council is broadly based and equitably distributed between representatives of providers and consumers of human resource services and as established by law, and the Advisory Council will include members of the Governing Board and municipal mayors in the service area of the human resource agency.

The Governing Board has the power to delegate all or a portion of its authority, including those powers in Article VII Section 2, to an Executive Committee which will be constituted in a manner designated in any resolution of delegation. Any such delegation may be made upon a written resolution passed by an affirmative vote of 2/3 vote of the Governing Board, which resolution shall include both the composition of such Executive Committee, and a specific enumeration of the powers delegated to the Executive Committee. In all events, these Bylaws will control, and the Governing Board will remain the final authority and retains the authority to ratify and approve, or reject, disapprove, or override any act of any such Executive Committee.

However, an act of an Executive Committee pursuant to such delegation from the Governing Board will constitute a final action of the Governing Board for all respects without the need for an additional vote to ratify same, though this provision will not serve as a prohibition on the Governing Board taking separate, subsequent action in its own right.

Though not required by 2021 Public Chapter 463, a Policy Council will be created and composed as prescribed in Article VIII of these Bylaws for the purposes referenced therein.

## **ARTICLE IV | OFFICERS**

### **Section 1. Officers**

The officers of the Agency shall be a Chairman, Vice Chairman, Secretary, and Treasurer. The four officers shall be elected each year at the regular scheduled annual meeting of the Governing Board from among its members to serve for terms of one year with eligibility for re-election. The Chairman and Vice Chairman will be eligible to serve both UCHRA and UCDD during the same time period.

Members will not be eligible to serve as the Secretary and Treasurer if the individuals are serving as UCDD officers during this period.

The four officers shall serve on the Board's Executive Committee. The term of office shall commence immediately upon election. The Board shall fill any vacancy occurring in any office for the un-expired term, except that the Executive Committee can make an interim appointment.

### **Section 2. Duties of Officers**

The Chairman shall preside at all meetings of the Governing Board, Policy County, the Advisory Council, and any Executive Committee created by resolution and shall have special duties as further prescribed in the by-laws, and shall have the further authority to preside at any meeting or call and preside at any special meeting. The Chairman may sign contracts, checks, reports, and instruments made or approved by the Board. The Chairman of the governing board or the Executive Committee may delegate this responsibility to the Executive Director of the Agency.

The Chairman of the Board in consultation with the Chairman of the Policy Council shall appoint all standing committees. The Governing Board will vote on all committee assignments at the Annual Meeting.

The Vice-Chairman shall in the absence of the Chairman or his/her inability to act, assume the duties of the Chairman.

The Secretary shall sign and approve all minutes of the Board and Executive Committee.

The Treasurer shall serve on the Finance Committee and may be authorized to sign checks for the Agency.

## **ARTICLE V | COMPENSATION**

Members of the Governing Board shall not receive any salary or compensation for their services. Members may receive a per diem reimbursement in accordance with The Tennessee State Travel policy for state employees. Per diem will be based upon actual day or days for travel expenses incurred while engaging in UCHRA Agency business, within budget limitations.

## **ARTICLE VI | MEETINGS**

The provisions of this Article VI will apply to all meetings of each Board or Committee of UCHRA.

### **Section 1. The Annual Meeting-Board of Directors**

One annual meeting of the Governing Board shall be held at a time and place designated by the Governing Board, as hereinafter established. At this annual meeting, and at such other times as may be requested in accordance with Section 3 of this Article VI, the Advisory Council will be invited to meet with the Governing Board.

### **Section 2. Regular Meetings**

Regular meetings of the Governing Board and the Policy Council will occur at least six (6) times per year, on a calendar approved by the Governing Board, and may be recessed from time to time. In the event that the Governing Board delegates all of its authority to an Executive Committee in accordance with Article III Section 2, then the Governing Board will meet at one annual meeting, as described in Article VI Section 1 and such other special meetings as may be called in accordance with Article VI Section 3, and the Executive Committee shall meet the six (6) times per year as set forth in this Section 2.

### **Section 3. Special Meetings**

Upon the written request of a minimum of (25%) plus (1) of the membership of any board or committee, or when deemed expedient by the Chairman, the Chairman shall call a special meeting of the applicable board or council for the purpose of transacting any business designated verbatim in the written request in the call.

The information contained within the written request shall be detailed and specific to the nature of the business to be presented in the called meeting.

The call for such special meeting shall be delivered to each member or may be mailed, or emailed to each member at such address as the member shall have previously designated not later than five days [5] before the meeting. At such meetings, no business shall be considered other than that designated verbatim in the written request. In order for the five day notice to be waived to conduct an emergency called meeting, three [3] of the four [4] standing officers must agree in writing.

### **Section 4: Quorum**

For a Quorum to be declared for any meeting of the Board or a committee meeting thereof: 1/3 Plus one (1) of the membership shall be in attendance;

For all Boards and committees, the minimum number of affirmative votes needed to pass a motion will be the greater of 51% of those present, or the same as the number required if 51% were in attendance.

Policy Council: Members: 19  
51%: 10  
Votes needed to pass motion if 10 are present: 6  
Number required for Quorum: 8  
**YES** votes required to pass a motion: 6

Governing Board: Members: 22  
51%: 12  
Votes needed to pass motion if 12 are present: 7  
Number required for Quorum: 9  
**YES** votes required to pass a motion: 7

Advisory Council: Non-voting ex-officio

Committees will adhere to the same guidelines and the numbers will depend upon the number of members on the committee.

### **Section 5. Voting**

A roll call vote shall be required on every vote with the exception of a recess or adjournment for meetings of the Governing Board, Executive Committee, and Policy Council. However, on votes that do not involve the expenditure of funds, the Chairman may call for a voice vote. Upon objection or request of any member made prior to the vote, a roll call vote will be required.

### **Section 6: Rules**

The rules contained in the last revised edition of "Robert's Rules of Order" as published by the Scott-Forman Publishing Company shall apply in all meetings of the Board to the extent that such rules are not in conflict with these By-Laws.

### **Section 7: Audit**

The Upper Cumberland Human Resource Agency will contract with an independent accounting firm to conduct an annual audit of the financial records. The Audit committee will make requests for proposals on performing the audit at least every five years. If the audit firm that performed the previous audit contract term is awarded the contract again, the firm must provide a different auditing partner to oversee the audit. Under a shared management agreement it will be acceptable to have the same audit firm as the Upper Cumberland Development District.

### **Section 8: Public Comment**

A public comment portion will be required prior to the conclusion of any meeting of the Governing Board and Policy Council. Members of the public may have up to 3 minutes, or such additional time as may be permitted by the Chairman, to speak to the board or council on any topic relevant to the Agency or its programs.

## **Section 9: Minimum Attendance Requirements**

All members of the Governing Board, the Policy Council, and any Executive Committee are required to meet minimum attendance requirements as recommended by the Tennessee Comptroller of the Treasury. Members of each board or council are required to attend no fewer than 50% of all meetings, and the Executive Director will prepare a list of all members not meeting attendance requirements, which will be publicly available at the Annual Meeting. Municipal mayors not meeting attendance requirements as reflected by the list will not be eligible for reappointment to the Governing Board at the conclusion of their one-year term, and members of the Policy Council not meeting attendance requirements as reflected by the list, will not be eligible for reappointment to the Policy Council at the conclusion of their one-year term. Such attendance-based disqualification will remain for a period of one-year following the end of the term during which the attendance requirement was not met. Due to the statutory requirement of inclusion of each County Mayor/County Executive and the Senator and Representative member, there will be no attendance disqualification for any such officeholder. Any person disqualified from serving on the Governing Board or Policy Council due to attendance is nevertheless permitted to be included on the Advisory Council.

## **ARTICLE VII | GOVERNING BOARD**

### **Section 1. Responsibilities**

- a. The Governing Board has the responsibility to:
- b. Adopt or amend bylaws.
- c. Appoint an executive director, who would serve at the pleasure of the Governing Board.
- d. Determine major personnel, fiscal, and program policies.
- e. Approve overall program plans and priorities.
- f. Assure compliance with conditions of and approve proposals for financial assistance under this chapter.

### **Section 2. Duties, Powers, Responsibilities, and Limitations**

The Governing Board is vested with all the rights, powers, privileges, responsibilities, and limitations imposed, granted, required and necessary for the operation of a Human Resource Agency as provided by law, including but not limited to all powers in Article III, Section 2, which shall also include but not be limited to the following:

- a. To own and dispose of property both real and personal under the standing policies and procedures of UCHRA and to receive and administer funds and contributions from private or public sources which will be used in support of a Human Resource Program and funds under any Federal or State assistance provisions of the Human Resource Act of 1973.
- b. To apply for such programs and projects as it deems proper and necessary for carrying out the purpose of the Agency.
- c. To enter into contracts to delegate programs and projects to other agencies

- d. To ratify and approve, or reject, disapprove, or override any act the actions of the Policy Council, and to consider any recommendations of the Advisory Council.
- e. To assure that an annual report of the activities of the Agency is prepared through the end of the fiscal year, that being June 30, and to assure that the travel rules and regulations are administered in conformity therewith.
- f. To use The State of Tennessee requirements of Competitive Bidding System of competitive bidding on purchases of supplies and equipment and other contracts approval and to insure State of Tennessee, Federal Government, and UCHRA Agency compliance therewith.
- g. To develop written personnel procedures to be filed with the Commissioner of Finance and Administration for the hiring, promotion, demotion, and dismissal of all employees and to include therein an employee compensation plan based on a salary comparability analysis which takes into account state salary scheduled, local government salary schedules, and regional private market variations.
- h. To establish and maintain the uniform accounting system as approved by the Comptroller of the Treasury as required under the Human Resource Act of 1973.
- i. To assure that the Bond requirements are complied with under the Human Resource Act of 1973 and/or current State and Federal requirements.
- j. To establish all necessary committees for the proper operation of the Agency, which shall include; a Personnel, Grievance Committee and Community Action Committee. The number of committees, the method of selection, the terms of their tenure, and composition to be determined by the Executive Committee, if outside the Governing Board's annual meeting. However, members of each standing committee will be selected in accordance with Article IV, Section 2.
- k. To assure that the Agency operates within the intent of the law authorizing its establishment and remains a service delivery agency conforming at all times with the rules and regulations imposed by the various Federal, State, and local requirements for each program operated, to further assure compliance with current Federal guidelines, and to assure that the Agency does not in any way infringe on the planning functions of the Development District.
- l. To assure that an annual meeting of the overall Governing Board is held in accordance with Article VI, Section 1.
- m. To appoint one Minority Member-at-Large to the Policy Council.
- n. When deemed to be in the best interest of the Agency or the region, the Governing Board is specifically empowered to enter into and renew or extend a Shared Administration and Cost Pool Agreement between the Agency and the Upper Cumberland Development District, providing shared management between the respective entities.

## **ARTICLE VIII | POLICY COUNCIL**

### **Section 1. Composition**

As deemed in the interest of complying with applicable state or federal guidelines, there is hereby appointed a Policy Council. A participation requirement for all Consumer Representatives shall be met by attending [3] three of the [6] six regular scheduled meetings over the course of the annual term.

The Governing Board will appoint members of the policy council each year whomay come from a slate of candidates recommended by the Agency staff. The Policy Council will be comprised of 19 persons, who shall include the following:

Provider Representatives (6) - The Provider Representatives for this Policy Council shall represent major groups and interests in the region served. Those groups may include but are not limited to the following areas. Utilities, law enforcement, public housing, education, social assistance programs, children's services, senior services, substance abuse, mental health, workforce development, and corrections. These are designated as providers in order to have the broadest possible base of representation of human resources in each county.

Consumer Representatives (6) - The Consumer Representatives shall represent low-income individuals and families within their respective communities. The Consumer Representatives shall be composed of six representatives from the counties served by the Upper Cumberland Human Resource Agency. To be eligible to serve, Consumer Representatives shall have been actual users and consumers of human resource services provided by UCHRA within one year prior to their appointment (and within one year prior to re-appointment to the Policy Council).

Elected Officials or their representatives. (6) - The elected officials or their representatives shall represent the various programs offered by the local municipalities within the region. Those groups may include but are not limited to the following areas. Utilities, law enforcement, public housing, education, social assistance programs, children's services, senior services, substance abuse, mental health, workforce development, and corrections. The Chairman and Secretary of the governing board shall serve in those capacities on the Policy Council.

One minority-member-at-large will be appointed to the Policy Council by the Governing Board.

### **Section 2. Terms**

Members of the Policy Council shall serve a one-year term commencing on July 1 each year, and will serve until their successors are elected unless otherwise removed. However, a member of the Policy Council may be removed from their position by a vote of the Governing Board for any reason with or without cause.

### **Section 3. Powers and Responsibilities**

The Policy Council (subject to the approval and ratification of the Governing Board of the Agency, or any Executive Committee as delegated in Article VII, Section 2) may

recommend changes to the By-Laws; shall have the power to recommend major personnel, fiscal and program policies and otherwise make oversee program plans and priorities, and assure compliance with requirements of Agency contracts or funding bodies. The actions of the Policy Council are at all times subject to the approval and ratification or disapproval and rejection of the Governing Board, (or any Executive Committee to whom such authority is delegated).

#### **Section 4. Officers**

The Chairman and Secretary of the Governing Board will serve in the same capacity on the Policy Council.

#### **Section 5. Compensation**

Members of the Policy Council shall not receive any salary or compensation for their services. Members may receive a per diem reimbursement in accordance with The Tennessee State Travel policy for state employees. Per diem will be based upon actual day or days for travel expenses incurred while engaging in UCHRA Agency business, within budget limitations.

### **ARTICLE XI ADVISORY COUNCIL**

#### **Section 1. Composition**

In accordance with the provisions of the Human Resource Act of 1973, as amended by 2021 Public Chapter 463, the Governing Board shall appoint an advisory council composed of ex officio nonvoting members, to be invited to meet with the governing board at least once annually. The membership of the Advisory Council is broadly based and equitably distributed between representatives of providers and consumers of human resource services and as established by law, and the council includes members of the Governing Board, Policy Council and all other municipal mayors within the Agency's geographical boundaries referenced in Article II. There is no set or maximum number of members on the Advisory Council, but there will be a minimum of 12 total providers and consumers of human resource services among the membership of the Advisory Council, and all municipal mayors within the Agency's geographical boundaries referenced in Article II will be among the members.

#### **Section 2. Compensation**

Members of the Advisory Council shall not receive any salary or compensation for their services. Members may receive a per diem reimbursement in accordance with The Tennessee State Travel policy for state employees. Per diem will be based upon actual day or days for travel expenses incurred while engaging in UCHRA Agency business, within budget limitations.



## **ARTICLE XI | COMMITTEES**

### **Section 1. Committee Reports**

Committees shall submit a written report on their actions to the Chairman, who will refer the matters to the Governing Board, and may also refer such reports to the Policy Council as he deems appropriate for the various programs. No finding, recommendation, or action of any committee shall be effective until ratified and approved by the Governing Board.

### **Section 2. Vacancies**

In the event a person serving as County Executive/County Mayor or City Mayor is succeeded on the UCHRA Governing Board by virtue of death, disability, resignation, election, or appointment, the successor so elected or appointed shall succeed the predecessor on each committee. Any other vacancies on any committee may be filled by the Chairman.

## **ARTICLE XII | EMPLOYEES**

### **Section 1. Executive Director**

An Executive Director of the Agency shall be appointed by the Governing Board (or as delegated to an Executive Committee) under the terms and conditions set forth in the Personnel Policies of the Agency, who will serve at the pleasure of the Governing Board. The Executive Director shall be responsible to the Governing Board, report to and be controlled by the Governing Board (or as delegated to an Executive Committee), and have such duties as may from time to time deem appropriate. The Executive Director shall report to the Governing Board at each annual meeting and regular meeting, shall make budget and program recommendations, and shall perform other such duties as the Governing Board (or an Executive Committee) may designate. The Executive Director will notify the Governing Board of new programs as may occur from time to time. Due to the infrequency of Board meetings, and because many of the programs involve standard state or federal contracts, and renewals of such contracts, the Executive Director is authorized to make purchases and enter contracts binding the Agency that do not exceed the total expenditure of \$50,000, and which do not exceed one year; and may execute renewals of contracts or programs in higher amounts that have previously been approved by the Board.

### **Section 2. Finance Director**

A Finance Director shall be appointed by the Governing Board (or as delegated to the Executive Committee) under the terms and conditions set forth in the Personnel Policies of the Agency. The Finance Director shall report to and be controlled by the Governing Board (or as delegated to an Executive Committee).

**Section 3. Other Employees**

The Executive Director shall name, select, control, and release such other staff members as may be necessary to properly operate and administer the Agency, in accordance with the personnel policies of UCHRA.

**Section 4. Other Management Methods**

When deemed to be in the best interest of the agency or the region, the Executive Committee shall have the option to enter into a contractual arrangement with other agencies to provide shared management.

**ARTICLE XIII | AMENDMENTS**

These By-laws shall be amended after consideration by the Policy Council, upon a 2/3 vote of the Governing Board.

**ARTICLE XIV | OPEN MEETINGS**

The Upper Cumberland Human Resource Agency shall be in compliance with the Open Meeting Act, T.C.A. § 8-44-101, et seq, and the State of Tennessee Public Records Law, T.C.A. § 10-7-503, et seq.

**ARTICLE XV | EFFECTIVE DATE**

**ARTICLE XVI | FISCAL YEAR**

The fiscal year of the Agency shall be July 1 - June 30.

  
\_\_\_\_\_  
Chairman of the Board

8-18-21  
Date

Adopted by the Governing Board this 16<sup>th</sup> day of June, 2021.