

**RESOLUTION
R2024-010**

A Resolution Establishing Bylaws for the DeKalb County Rehab & Nursing Center Oversight Board

WHEREAS, in December of 2023, the DeKalb County Board approved Ordinance O2023-26 which established an Oversight Board to oversee the operations of the DeKalb County Rehab & Nursing Center (DCRNC); and

WHEREAS, the County Board did designate a mission statement, membership structure, scope of authority, and reporting responsibility of the Oversight Board upon approving Ordinance O2023-26; and

WHEREAS, the establishment of the Oversight Board necessitates the creation of a complete set of Bylaws for which the Oversight Board will operate under; and

WHEREAS, the Health & Human Services Committee and the Executive Committee have made recommendations for the Bylaws of the Oversight Board attached as Exhibit A; and

WHEREAS, the DeKalb County Board feels that said Bylaws are in the best interest of health, safety, and general welfare of the residents of the DCRNC, as well as the overall management of the facility; and

WHEREAS, the bylaws include the creation of an Ad Hoc Nominating Committee for the purpose of reviewing applications and making a recommendation for appointment to DCRNC Oversight Board positions comprised of members of the public; and

NOW, THEREFORE, BE IT RESOLVED, that the DeKalb County Board does hereby approve the attached Bylaws of the DeKalb County Rehab & Nursing Center Oversight Board with an effective date of February 1, 2024.

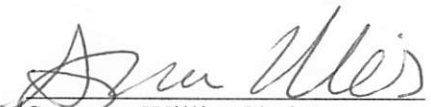
PASSED AT SYCAMORE, ILLINOIS, THIS 17TH DAY OF JANUARY, 2024, A.D.

ATTEST:

SIGNED:


Tasha Sims
DeKalb County Clerk




Suzanne Willis, Chair
DeKalb County Board

DCRNC OVERSIGHT BOARD

The Oversight Board serves within the authority granted by the County Board to ensure transparency, accountability, and quality resident care while maintaining fiscal responsibility by supporting the DCRNC operations, providing focused oversight and expedited decision making, and making recommendations to the County Board. The purpose of the DeKalb County Nursing and Rehab Center is to provide excellent elder and rehab care now and for generations to come.

BYLAWS
OF THE
DCRNC OVERSIGHT BOARD
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DCRNC OVERSIGHT BOARD BY-LAWS

County of DeKalb

DeKalb, Illinois

INTRODUCTION

The County of DeKalb operates a nursing and rehabilitation facility known as DeKalb County Rehab & Nursing Center (the DCRNC), located in DeKalb, Illinois at 2600 North Annie Glidden Road. The County operates and maintains the DCRNC in accordance with the statutes of the State of Illinois as they pertain to County Homes (Reference Counties Code 55 ILCS 5/1 B 1001 et seq.). The County of DeKalb established the Rehab & Nursing Center Oversight Board with authority similar to the County's "departmental level" committees in order to carry-out the functions and mission outlined in these bylaws.

ARTICLE I

MISSION AND PURPOSE

Section 1. MISSION OF THE OVERSIGHT BOARD

The Oversight Board serves within the authority granted by the County Board to ensure transparency, accountability, and quality resident care while maintaining fiscal responsibility by supporting the DCRNC operations, providing focused oversight and expedited decision making, and making recommendations to the County Board. The purpose of the DeKalb County Nursing and Rehab Center is to provide excellent elder and rehab care now and for generations to come.

ARTICLE II

GOVERNING AUTHORITY

Except as set forth in these Bylaws, the authority and ultimate responsibility for the operation of the DCRNC shall rest with the DeKalb County Board. Nothing in these Bylaws shall be interpreted to the contrary.

ARTICLE III

OVERSIGHT AUTHORITY

Section 1. POWERS

Except as otherwise provided by the DeKalb County Board, these Bylaws, or applicable law, the activities and affairs of the DCRNC shall be conducted and all powers shall be exercised by or members of the Oversight Board referred to as Members. It shall be the responsibility of the Oversight Board to oversee the DCRNC according to all applicable laws and regulations with an emphasis on fiscal responsibility by supporting the DCRNC operations, providing focused oversight and expedited decision making, and making recommendations to the County Board.

ARTICLE IV
OVERSIGHT BOARD COMPOSITION

Section 1. NUMBER AND QUALIFICATION

The Oversight Board shall consist of nine (9) persons. Members shall be selected from DeKalb County residents who possess the ability to participate effectively in the discharge of the Oversight Board's responsibilities. Specific expertise in the health care field, finance/accounting field, or legal field (generally, and in long-term care, specifically), are desirable, but not an exclusive, criterion for qualification as a Member.

The make-up of the Oversight Board shall be as follows:

- (1) Member of County Board Health and Human Services Committee, recommended by HHS vote to the County Board for approval.
- (1) Member of County Board Finance & Administration Committee, recommended by F&A to the County Board for approval.
- (1) County Board Member at-large nominated by the Executive Committee to the County Board for approval.
- (1) One representative of DCRNC residents, chosen by resident council.
- (5) Five Members of the public, which may (but does not have to) include family of residents and/or persons with specific expertise in the health care field, finance/accounting field, or legal field. These positions shall be advertised to the public, who will be invited to apply.

All Oversight Board appointments will be approved by the full County Board.

Section 2. APPOINTMENT

A Four-Member Ad Hoc Committee of the County Board, consisting of two members of each party that are not sitting members of the Oversight Board, will review applications from members of the public and make recommendations for appointment to the full County Board.

The Members that are members of the public shall be appointed by the DeKalb County Board in February, except for the filling of vacancies as provided in Section 5 and 6 below. Members who are members of County Board shall be appointed at the first regular meeting of the County Board following the County Board Organizational meeting.

The DCRNC resident member will be recommended from the Resident Council with the nomination forwarded to the full County Board for approval.

Section 3. TRAINING AND ORIENTATION

Within sixty-days of initial appointment, all new members of the Oversight Board will receive training related to the operations of the DCRNC, the Illinois Freedom of Information Act (FOIA), the Illinois Open Meetings Act (OMA) and attend a DCRNC new employee orientation.

Section 4. TERM

For the initial Oversight Board, each Member from the public shall be appointed for staggered terms with two of the appointments for one-year terms and the other three members two-year terms. Thereafter, Members will be appointed for two-year terms. County Board member terms will coincide with the election every two years and shall serve until the HHS Committee, Finance and Administration Committee or Executive Committee nominate the respective Member for the coming term. Each Member, including a Member elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Members may be re-appointed to successive terms, provided no Member may serve for more than four (4) consecutive terms once the full Oversight Board has been constituted. Members will need to be off the Oversight Board at least one year before being eligible for re-appointment.

Section 5. RESIGNATION

Any Member may resign at any time, by oral tender of resignation at any meeting of the Oversight Board and by giving written notice thereof to the Chair of the DeKalb County Board. Such resignation shall take effect at the time specified in the written notice therefore and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. REMOVAL

A Member may be removed, with or without cause, by action of a three-fifths (3/5ths) majority of the DeKalb County Board.

Section 7. VACANCIES

Any vacancy occurring on the Oversight Board shall be filled by the DeKalb County Board. A Member appointed to fill a vacancy occurring on the Oversight Board shall serve for the unexpired term of his or her predecessor in the office.

ARTICLE V

MEETINGS OF THE OVERSIGHT BOARD

Section 1. PLACE OF MEETING

All meetings of the Oversight Board shall be held at the DCRNC or at such other place as may be designated for that purpose from time to time by the Chair of the Oversight Board.

Section 2. ORGANIZATIONAL MEETINGS

As soon as reasonably practicable, and within thirty (30) days after the appointment of Members, and after any special meeting of the DeKalb County Board at which Members have been appointed, the Members shall meet for the purpose of organizing the Oversight Board, for the election of officers and for the transaction of such other business as may come before the Oversight Board.

Section 3. REGULAR MEETINGS

Regular meetings of the Oversight Board shall be scheduled at least once a month at the DCRNC or at such time and place as the Oversight Board may fix by resolution from time to time. Notice of all regular meeting of the Oversight Board will be given pursuant to Illinois Law.

Section 4. SPECIAL MEETINGS

Special meetings of the Oversight Board for any purpose or purposes may be called at any time by the Chair or by any three (3) Members.

Section 5. NOTICE OF MEETINGS

County staff shall serve as Recording Secretary for the Oversight Board. Notice of all meetings shall comply with comply with the requirements set forth in the Illinois Open Meetings Act (OMA). The meeting agenda and meeting materials of all meetings shall be delivered by email, to each Member, the Administrator of the DCRNC, and the Administration Office of DeKalb County. The meeting agenda and all meeting materials must be posted on the website of DeKalb County and a physical copy of the agenda posted at the location where the meeting is to be held, a minimum of 48 hours in advance of the meeting date.

Section 6. QUORUM

A majority of the Oversight Board shall constitute a quorum for the transaction of business at any meeting of the Oversight Board, but if fewer than a majority thereof are present at the meeting, a majority of the Members present may adjourn and reconvene the meeting from time to time without further notice.

Section 7. ATTENDANCE AT MEETINGS

Members of the DeKalb County Board shall be allowed to attend all meetings of the Oversight Board.

Section 8. MINUTES

Detailed Meeting Minutes shall be kept of all meetings of the Oversight Board. A copy must be forwarded to the DeKalb County Board and the County Administration Office and an official permanent copy filed with the DeKalb County Clerk's Office no less than 48 hours after approval.

ARTICLE VI

OFFICERS

Section 1. OFFICERS

The officers of the Oversight Board shall be a Chair and a Vice Chair.

Section 2. CHAIR

The Oversight Committee Board Chair shall preside at all meetings of the Board, serve as an ex-officio member of all standing committees, and ensure reports are made the DeKalb County Board on a quarterly basis. The Chair shall be empowered to call special meetings of the Oversight Board as set forth herein, and shall discharge all other duties as may be required by these Bylaws and from time to time as may be assigned by the Oversight Board and the DeKalb County Board. The Chair shall be elected annually by the Oversight Board at its organizational meeting for a term of one year or until he or she shall resign or shall be removed, or otherwise disqualified to serve, or his or her successor shall be elected and qualified. Members serving as Chair shall be limited to four (4) consecutive one (1) year terms in the same office.

Section 3. VICE CHAIR

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall be elected annually by the Oversight Board at its organizational meeting for a term of one year or until he or she shall resign or shall be removed, or otherwise disqualified to serve, or his or her successor shall be elected and qualified. Members serving as Vice Chair shall be limited to four (4) consecutive one (1) year terms in the same office.

Section 4. REMOVAL OF OFFICERS

Any officer may be removed either with or without cause by a majority of the Members then in office at any regular or special meeting of the Oversight Board. Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Oversight Board will elect a successor at its next meeting or as soon as practicable thereafter.

Section 5. NURSING HOME ADMINISTRATOR

The Nursing Home Administrator shall perform the job functions as designated by the DeKalb County Board in the oversight and operations of the DCRNC. The Nursing Home Administrator's employment and compensation shall be maintained and regulated by the DeKalb County Board. The Administrator shall serve as key staff to the DeKalb County Board, the County Administrator, and the DCRNC Oversight Board and provide them with research, plans, and professional recommendations to assist in the formulation of policy and procedures. In the absence of the Administrator, the Director of Nursing may temporarily perform the duties of the Administrator. The Nursing Home Administrator, or designee, shall be responsible for delivering agendas, meeting materials, approved minutes, and verbatim recordings to County Administration for posting on the County's Website. The Nursing Home Administrator, or designee, shall also be responsible for posting the physical agenda at the meeting location in compliance with OMA.

On behalf of the Oversight Board, the Administrator of the Nursing Home shall provide a report to the Health & Human Services Committee, Finance & Administration Committee and Committee of the Whole on a quarterly basis. These reports shall be given once per month with the Committee to which they are provided being rotated on a monthly basis.

ARTICLE VII

COMMITTEES

Section 1. COMMITTEES GENERALLY

Except as otherwise provided by these Bylaws, the Oversight Board may, by resolution or resolutions passed by a majority of the Members thereof, appoint standing or special Committees for any purpose and, if such Committees are comprised solely of Members, delegate to such Committees any of the powers and authority of the Oversight Board, except the power and authority to adopt, amend, or repeal these Bylaws, or such other powers as may be prohibited by law or by these Bylaws. Such Committees shall have power to act only in intervals between meetings of the Oversight Board and shall at all times be subject to the control of the Oversight Board. The Oversight Board, or if the Oversight Board does not act, the Committees, shall establish rules and regulations for meetings and shall meet at such times as are deemed necessary, provided the provisions of Section 5, 6, and 7 of Article V (Meetings of the Oversight Board) shall apply to Committee Meetings. Committees shall keep regular minutes of proceedings and report the same to the Oversight Board from time to time as the Oversight Board may require. Any Committee not appointed pursuant to the provisions of the first sentence of this section or composed of persons, one or more of whom are not Members, may act solely in an advisory capacity to the Oversight Board. Except as otherwise provided in these Bylaws, the Chair shall appoint Committee Members and designate the chair of the Committee.

Section 2. TERM OF OFFICE

The Chair, and each member of any Oversight Board Committee, shall serve until the next annual election of Members, and until his or her successor is appointed, or until such Committee is sooner terminated, or until he or she is removed, resigns, ceases to be a Member of the Oversight Board, or otherwise ceases to qualify as a Chair or Member, as the case may be, of the Oversight Board.

Section 3. VACANCIES

Vacancies may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment. Notice of vacancies will be advertised immediately with an appointment at one of the next two County Board meetings.

ARTICLE VIII
QUALITY OF NURSING & REHAB SERVICES

Section 1. **OVERSIGHT BOARDS RESPONSIBILITY**

The Oversight Board shall require: (a) that the Nursing Staff prepare and maintain adequate and accurate medical records for all patients, and (b) that the person responsible for each basic and supplemental medical service cause written policies and procedures to be developed and maintained and that such policies be approved by the DeKalb County Board. The Oversight Board shall further require, after considering the recommendations of the Nursing Staff, the conduct of specific review and evaluation activities to assess, preserve, insure, and improve the overall quality and efficiency of patient care at the DCRNC and to assure the provision of a single standard of care for patients with the same diagnosis, which assurance is provided by holding the DCRNC staff accountable for its delegated responsibilities in areas of utilization review, and quality assurance. The Oversight Board shall provide whatever administrative assistance is reasonably necessary to support and facilitate the implementation and the ongoing operation of these review and evaluation activities.

Section 2. **ACCOUNTABILITY TO OVERSIGHT BOARD**

The DCRNC staff shall conduct and be accountable to the Oversight Board for conducting activities that contribute to the preservation and improvement of the quality and efficiency of patient care provided in the DCRNC. Without limiting the generality of the foregoing, these activities shall include:

- a. The conduct of periodic meetings at regular intervals to review and evaluate the quality of patient care and the correction of identified problems;
- b. Ongoing monitoring of patient care practices through the defined functions of the Nursing Staff, other professional services and the DCRNC administration;
- c. Review of utilization of the DCRNCs medical resources to provide for their allocation to meet the needs of the patients; and
- d. Such other measures as the Oversight Board may, after considering the advice of the Nursing Staff, other professional services and the DCRNC administration, deem necessary for the preservation and improvement of the quality and efficiency of patient care.

Section 3. **DOCUMENTATION**

The Oversight Board shall require, receive, consider and act upon the findings and recommendations emanating from the activities required by Section 2 of this Article. All such findings and recommendations shall be in writing, assigned by the persons responsible for conducting the review activities and supported and accompanied by appropriate documentation upon which the Oversight Board can take informed action.

ARTICLE IX
ADJUNCT ORGANIZATIONS

From time to time the DCRNC may establish adjunct organizations, including advisory bodies, and auxiliaries. The Bylaws of the DCRNC Oversight Board shall prevail and govern over the documents and actions of such adjunct and subordinate groups.

ARTICLE X
INDEMNIFICATION

The County of DeKalb shall indemnify its Members, officers, agents, employees, and appointees who are or were parties or who are threatened to be made parties to any proceeding against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding in accordance with and subject to the limitations prescribed by the Constitution of the State of Illinois of 1970, applicable State law, and the DeKalb County Indemnity Policy as adopted on October 16, 1996 and as modified from time to time.

The County of DeKalb shall also have the power to maintain / provide insurance on behalf of its Members, officers, agents, employees, and appointees against any liability asserted against or incurred by them in their capacity as such Member, officer, agent, employee, or appointee arising out of their status as such whether or not the County would have the power to indemnify against such liability.

ARTICLE XI
GENERAL PROVISIONS

Section 1. **COMPENSATION OF OFFICERS AND MEMBERS**

The members of the Oversight Board and the officers shall serve without compensation. Members may be reimbursed for reasonable expenses incurred in the fulfillment of their responsibilities to the DCRNC.

Section 2. **INSPECTION OF RECORDS**

The records of the DCRNC are subject to the Freedom of Information Act 5 ILCS 140/1 et seq. Consistent with the requirements, rules, and procedures contained in the ILCS FOIA, the books of account of the DCRNC and minutes of proceedings of the Oversight Board shall be open pursuant to State law. Such inspection may be made in person or by an agent or attorney and shall include the right to make extracts. Demand of inspection other than at a meeting of the DeKalb County Board shall be made by a writing, addressed to the Chair of the Oversight Board.

Section 3. REPORTING

The Oversight Board shall create an annual report to be sent to the DeKalb County Board and the DeKalb County Clerk's Office no later than 120 days after the close of the fiscal year. In addition, the Oversight Board and Administrator of the Nursing Home shall provide a report to the Health & Human Services Committee, Finance & Administration Committee and Committee of the Whole on a quarterly basis. These reports shall be given once per month with the Committee to which they are provided being rotated on a monthly basis.

Section 4. EXECUTION OF CONTRACTS

The Oversight Board, except as in these Bylaws or otherwise provided, may authorize an officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the DCRNC, and such authority may be general or confined to specific instances, and unless so authorized by the Oversight Board, no officer, agent or employee shall have any power or authority to bind the DCRNC by any contract or engagement or to pledge its credit or to render it liable for any purpose of in any amount.

Approval of any contracts, agreements and/or expenditures shall be consistent with the authority granted to the County's "departmental level" committees and comply with Article XI, Section 5. "Expenditures" and Article XIII, "Acting Requiring Approval By the Dekalb County Board."

Section 5. EXPENDITURES

Any expenditure of the DCRNC funds shall comply with the DeKalb County Procurement Policy and all applicable laws. The Nursing Home Administrator shall have the authority to authorize purchases of \$5,000 or less.

It is the responsibility and within the Authority of the Oversight Board to approve expenditures of more the \$5,000 and less than \$30,000, known as Department Level Procurements. Department Level Procurements require quotes to be obtained from a minimum of three vendors. Illinois State Bid pricing and any approved Purchasing Cooperative program satisfies the quotation requirements. Award will be given to the vendor with the lowest responsive and responsible quote. The Nursing Home Administrator will prepare and submit a memorandum with a professional recommendation to the DCRNC Oversight Board outlining the selected vendor, price, and justification for recommendation. If it is in the DCRNC's best interest to award a purchase contract to a vendor who did not submit the lowest acceptable quotation/proposal, or in the instance that obtaining three quotes is not feasible, the reasoning shall be indicated in the memorandum.

All expenditures of \$30,000 or greater shall be submitted to the DeKalb County Board for approval in accordance with the DeKalb County Procurement Policy. Expenditures of \$30,000 or greater may be submitted to the DCRNC Oversight Board for consideration or recommendation.

The approval of payment of all claims for the DCRNC is subject to approval of the DeKalb County Board.

ARTICLE XII
POWERS OF THE DEKALB COUNTY BOARD

The following powers are reserved exclusively to the DeKalb County Board, and any attempted exercise of any such powers by any entity other than the DeKalb County Board shall not be valid or of any force or effect whatsoever:

1. To change the mission and purposes of the DCRNC for which it was and is formed and exists,
2. To elect the members of the Oversight Board and to remove the same without cause,
3. To amend, alter, modify or repeal these Bylaws,
4. To merge, consolidate, or affiliate the DCRNC with another corporation, organization or program,
5. To dissolve or terminate the existence of the DCRNC and to determine the distribution of assets upon such termination or dissolution,
6. To require a certified audit of the DCRNC at any time and to appoint the fiscal auditor.

ARTICLE XIII
ACTION REQUIRING APPROVAL BY THE DEKALB COUNTY BOARD

Actions initiated by the Oversight Board on the following matters can be authorized by and shall be effective only upon the prior written assent of a statutory majority of the DeKalb County Board:

1. The acquisition, purchase, sale, lease, transfer or encumbrance of any real estate or of any substantial part of other assets of the DCRNC,
2. Any increment or additions to the capital debt or to renegotiate, modify or otherwise change the existing capital debt obligations of the DCRNC,
3. Any borrowing not indicated in the capital or operating budgets of the DCRNC,
4. The adoption of the annual operating and capital budgets of the DCRNC or any changes thereto.
5. To approve expenditures as provided in these Bylaws.
6. All matters related to the appointment, compensation and employment status of the DCRNC Administrator.
7. To determine salary ranges of all employees of the DCRNC.
8. Approval of Collective Bargaining Agreements.
9. The selection and award of any contracts for an outside Management Company (only in the event the Board determines to use a management company). If applicable, these contracts will be bid under Illinois Law and re-bid at least every four years.
10. To enter into or settle litigation.
11. To change pricing and rates for the goods & services provided by the DCRNC.

ARTICLE XIV
AMENDMENTS AND REVIEW

These Bylaws, or any part thereof, may be amended, modified or repealed, or new Bylaws may be adopted by the vote or written assent of a majority of the DeKalb County Board