

CHAPTER 2

COMMISSION ORGANIZATION AND CONDUCT OF BUSINESS

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2-1 NAME, CONSTITUTING AUTHORITY AND FUNCTION

- 1) This body shall be known as the Tennessee Commission on Aging and Disability, hereinafter referred to as the "Commission."
- 2) This Commission is established pursuant to the requirements of Acts 1981, Public Chapter. 428, § 2; 1982, Public Chapter. 834, § 2; Tennessee Code Annotated, § 14-6-101; Acts 2001, Public Chapter. 397, § 2.] (Tennessee Code Annotated, Title 71, Chapter 2); the Older Americans Act of 1965, as amended by Public Law No: 109-365 (42 U.S.C. 3001); and 45 CFR, Section 1321.
- 3) The authority of Commission members lies with the body as a whole. No individual Commission member, or committee of the Commission has authority to make statements in the name of the Commission, request or direct state agency staff support, or take other actions in the name of the Commission without specific approval by vote of the Commission. This in no way precludes the authority of Commission members to speak to other individuals and groups regarding activities, issues, and decisions of and by the Commission on Aging and Disability.

- 4) It shall be the function of this Commission to plan, develop, and administer projects, programs, services, and state funds and federal funds designated for and relating to adults with disabilities and older adults in this state as provided in T.C.A., Title 71, Chapter 2; allocation of funds for such programs; serve as an advocate within government and in the community in this state; advise the governor and heads of state departments and agencies regarding the needs of and the programs for older adults and other adults with disabilities; and carry out other provisions of T.C.A., Title 71, Chapter 2.

2-2 COMMUNICATIONS

The offices of the Commission shall be located in Nashville. Written communications to the Commission shall be addressed to its office in Nashville.

2-3 MEETINGS AND PROCEDURE

- 1) A) Frequency. This Commission shall conduct all its business meetings in public and shall meet at least quarterly on dates determined by the Commission.
B) Time. Regularly scheduled meetings shall be held in February, May, August, and November unless otherwise specified. Notice of Commission meetings shall be mailed to all members at least one (1) week prior to such meetings. Mailing may be accomplished either electronically or by postal delivery.
- 2) Quorum. The majority of the voting members of the Commission, after due notice as specified in Article II, Section 2, shall constitute a quorum.
- 3) Rules. The rules contained in the latest edition Robert's Rules of Order shall

apply in all meetings of the Commission to the extent that such rules are not in conflict with these bylaws.

- 4) Minutes. The state agency staff shall provide support to the Commission in the conduct of all meetings and committee meetings by preparing and mailing agendas and other meeting information; taking minutes of Commission and committee meetings and mailing minutes to all Commission members; and preparing reports as requested by vote of the Commission. Mailing may be accomplished either electronically or by postal delivery.
- 5) Voting.
 - a. Each of those Commission Members who are Commissioners of the State Departments of Human Services, Health, Veterans Affairs, and Mental Health/Mental Retardation, and from the Governor's personal staff will be allowed to designate a permanent alternate to represent the department and to vote in his/her stead at any meeting(s) which s/he is not able to attend.
 - b. Voting shall be by voice and shall not be recorded by "yeas" and "nays" unless requested by a member of the Commission. There will be no proxy votes for regular members. A single, designated proxy vote will be allowed for Commission members who are members of the Governor's cabinet.
 - c. The members nominated by the Speaker of the House of Representatives and the Speaker of the Senate are ex-officio members without vote who may attend and sit with the Commission in open meeting in order to report back to the General Assembly on actions being taken or considered by the Commission.

- 6) Attendance. Any member who is absent from three (3) consecutive regular or called meetings of the Commission shall be referred to the Governor for possible replacement.

2-4 COMPENSATION AND EXPENSES

Members of the Commission shall not receive a salary or any other compensation, but may receive reimbursement for travel and other expenses incurred in the attendance of regular Commission meetings or meetings authorized by the Commission. Expenses other than to meetings specified above are unallowable unless authorized by vote of the Commission. All reimbursement of expenses shall be in accordance with the provisions of the State of Tennessee Comprehensive Travel Regulations.

2-5 OFFICERS

- 1) Officers. The officers of this Commission shall be the chair, one vice-chair, and one representative from each of the three (3) grand divisions of the state.
- 2) Election of Officers. The Commission shall elect the chair, the vice-chair, and one representative from each of the three (3) grand divisions of the state to serve for a period of two years at the regular Commission meeting held during the last quarter of the state fiscal year (April – June), or at such time as the Commission deems feasible. A nominating committee shall present a slate of officers to the Commission. Other nominations may be made from the floor
- 3) Duties of Officers - Chair. The chair shall preside at all meetings of the Commission and shall have the authority to call and preside at any special meeting.

The chair shall name special and ad hoc committees as deemed necessary by the Commission, appoint members to the named committees, and name the committee chair.

- 4) Duties of Officers – Vice Chair. The vice-chair shall preside in the absence of the chair or in the event that the chair is unable to perform his/her duties.
- 5) Duties of Officers – Representatives of Grand Divisions. An elected representative from each grand division shall serve on the Executive Committee to conduct the business of the Commission as necessary or during emergencies.

2-6 MEMBERSHIP

2-6.01 GENERAL

Membership. The Commission shall consist of twenty-five (25) members who shall provide leadership in programs for older adults and other adults with disabilities in the state. Twenty-three (23) shall be appointed by the Governor, and the Speaker of the Senate and the Speaker of the House of Representatives each shall name one (1) legislator from such speaker's respective house to serve on the Commission as provided in T.C.A., Title 71, Chapter 2. At least one-half (1/2) of the membership shall be representative of the population served [T.C.A. 71-2-104(b)]. It is desirable that Commission membership reflect the geographic diversity of the state and include women and minorities at least in proportion to their presence in the state's population.

2-6-.02 MEMBERSHIP QUALIFICATIONS

- 1) One (1) person shall be appointed from the rural area of each of the nine (9) planning and service areas in consultation with each of the nine (9) advisory councils to the nine (9) area agencies on aging and disability. Such persons may be appointed from two (2) persons nominated by each of such advisory councils. Nothing shall preclude members of such advisory councils from being appointed as Commission members;
- 2) Five (5) additional persons shall be appointed, one (1) from each of the five (5) urban areas of Shelby, Davidson, Hamilton and Knox counties and the Tri-City area of Bristol, Kingsport and Johnson City in consultation with each of the advisory councils to the area agencies on aging and disability in those areas. Each of such persons may be appointed from two (2) persons nominated by each of such advisory councils. Nothing shall preclude members of such advisory councils from being appointed as Commission members;
- 3) One (1) member of the governor's personal staff shall be appointed;
- 4) One (1) person shall be appointed who is an active member of a chartered, statewide organization, which advocates exclusively for older persons (example, Tennessee Federation on Aging). Each such organization may submit two (2) nominations for this appointment;
- 5) One (1) person shall be appointed who is an active member of a federally chartered organization, which advocates exclusively for older persons; has chapters chartered in this state; and has membership statewide (example, AARP Tennessee). Each such organization may submit two (2) nominations for this

appointment.

- 6) One (1) person representing individuals with disabilities (who is an active member of a chartered, statewide organization that advocates exclusively for disabled persons, per TCA 71-2-104);
- 7) The Executive Director of the Council on Developmental Disabilities;
- 8) The Commissioners of the state Departments of Human Services, Health, Veterans Affairs, and Mental Health/Mental Retardation; and
- 9) The Speaker of the House of Representatives and the Speaker of the Senate each shall name one (1) legislator from his/her respective house to serve on the Commission. The legislators will serve as ex-officio members, without vote, to attend and sit with the Commission in open meetings in order to report to the General Assembly on actions being taken or considered by the Commission.

2-6-.03 TERMS OF OFFICE

- 1) The terms of office for members of the Commission shall be six (6) years except for members of the Governor's personal staff and cabinet whose terms shall be coterminous with that of the appointing Governor and except for the legislators whose terms shall be coterminous with the terms to which they have been elected to the general assembly.
- 2) Any unexpired term vacancies shall be filled in accordance with the Tennessee Commission on Aging Act of 1984 only for the remainder of the unexpired term.

2-6-.04 COMMITTEES

Executive Committee. There shall be an Executive Committee consisting of the elected Commission officers, who shall act for the Commission between regular meetings, in emergencies, or as empowered to act by the Commission. The Executive Committee shall report and be responsible to the Commission. The Executive Committee shall evaluate periodically the performance of the Executive Director as required under 71-2-105(9) of the Commission on Aging and Disability Act.

Other Committees. In addition to the committees named in Article IV, Section 1, the Chair may name other special and ad hoc committees as deemed necessary by the Commission, including, but not limited to, those listed below.

- 1) **Nominating Committee.** This committee shall be named at the quarterly meeting preceding the meeting at which new officers are elected. The committee shall submit to the Commission nominations for chair, vice-chair, and one representative from each of the state's three (3) grand divisions.
- 2) **Personnel Committee.** This committee is responsible for presenting to the Commission for its approval names of persons to fill the position of Executive Director.
- 3) **By-Laws Committee.** This committee is responsible for drafting bylaws for the Commission's approval and the bylaws may be reviewed and updated periodically as necessary.
- 4) **Planning Committee.** This committee is responsible to oversee the funding, planning, and implementation of programs of the Commission on Aging and Disability. This committee will review the state plan on aging, the area plans on

aging, and budgets for the plans, and shall recommend action to the full Commission. The committee chair may designate subcommittees for special focus studies and reports.

- 5) **Audit Committee**. This committee will provide input on fiscal issues and take action, as deemed necessary, as defined by the “State of Tennessee Audit Committee Act of 2005”, stated in the T.C.A., Title 4. The primary purpose of the Audit Committee is to assist the Commission in fulfilling its oversight responsibilities with respect to the financial reporting process, the system of internal controls and risk management, the external audit process and the standards of professional conduct. The Audit Committee’s responsibility is one of oversight, recognizing that the agency’s management is responsible for preparing the financial reports, is subject to the financial and accounting policies of the State of Tennessee, is accountable for implementing and monitoring internal controls and compliance with laws and regulations, and that the Comptroller of the Treasury is statutorily responsible for financial and compliance auditing. Additionally, the agency’s management is responsible for complying with the U.S. Department of Health and Human Services, Administration on Aging, Washington, D.C. The Commission shall elect the chair and members to the Audit Committee for a three-year term of office with staggering terms for the members. A majority of the Audit Committee shall constitute a quorum.
- 6) **Advocacy Committee**. This committee is responsible for reviewing legislation concerning aging and disability issues. The committee may conduct studies and bring recommendations before the Commission

- 7) **Long Term Care Committee.** This committee shall be responsible for conducting studies and making recommendations to the Commission for the purpose of promoting independent living and preventing premature institutionalization for older adults and other adults with disabilities

2-7 STAFF

- 1) **Executive Director.** There shall be an Executive Director who shall be the chief administrative officer of the Commission and shall serve at the pleasure of the Commission. The Executive Director shall be a full-time employee of the Commission and shall have such education as deemed necessary by the Commission with a minimum of five (5) years experience in the field of aging or disability, or administrative experience as necessary to administer the programs under this chapter. The Executive Director shall have the authority to conduct ordinary and necessary business in the name of the Commission, in accordance with the provisions of TCA 71, Chapter 2, Part 1, Tennessee Commission on Aging and Disability.
- 2) **Staff.** The Executive Director may employ such personnel as may be required to carry out the provisions of TCA 71, Chapter 2, Part 1, Tennessee Commission on Aging and Disability, within the limits of appropriated funds. The Director shall appoint and may remove all such personnel in accordance with the state civil service system.

2-8 CONFLICT OF INTEREST

1) Commission Members

- a) Each Commission member shall avoid any action, whether or not specifically prohibited by statute or regulation, which might result in or create the appearance of:
 - 1. Using public office for private gain;
 - 2. Giving preferential treatment to any person;
 - 3. Impeding government efficiency or economy;
 - 4. Losing complete independence or impartiality;
 - 5. Making a government decision outside of official channels; or
 - 6. Affecting adversely the confidence of the public in the integrity of the government.
- b) Use of information. No Commission member shall, directly or indirectly:
 - 1. Use, disclose, or allow the use of official information which was obtained through or in connection with his or her appointment to the respective Commission and which has not been made available to the general public for the purpose of furthering the private interest or personal profit of any person, including the Commission member; or
 - 2. Engage in a financial transaction as a result of, or primarily relying upon, information obtained through his or her Commission appointment.
- c) Use of government property. No Commission member shall make use of the facilities, equipment, personnel, or supplies of the State or its agencies for private use or gain, except to the extent that the use is incidental or *de*

minus or is lawfully available to the general public.

- d) The Commission member will avoid all known conflicts of interest, and to the extent he or she becomes aware of a conflict of interest in connection with any matter brought before the Commission on which he or she serves, he or she will disclose such conflict to the appropriate person and will further recuse himself, or herself, from participating in any consideration of the matter.
- e) While serving on any board or Commission, the Commission member will not participate in considerations or actions involving individuals in his or her immediate family, individuals employed by him or her, or his or her organization, services provided by him or her, or his or her organization, or any other matter in which his or her participation may create an appearance of bias or impropriety.
- f) While serving on the Commission, the Commission member shall not serve as an officer, or otherwise serve in a policy-making role, in any trade or professional association. Service on committees of trade or professional associations is permissible; provided, however, that while in such service, the Commission member does not participate in considerations or actions concerning the Commission of which he or she is a member.
- g) Questions on interpretation of this statement. When a Commission member is in doubt as to the proper interpretation of this conflict of interest statement, he or she is expected to seek the advice of the Executive Director of the Tennessee Commission on Aging and Disability.

1. Each Commission member notifies the TCAD Executive Director in

writing of membership in all organizations, directly or indirectly related to aging and disability issues and discloses such member's role in the organization as an officer, director, or special relationship with any such organizations.

2. If any matter before the Commission involves a project, transaction, or relationship in which a member of his associated institution, business, or agency has a direct or indirect conflicting interest, the member shall make known to the Commission that interest and shall abstain from the proceedings or from voting.

3) **Staff**

- a) Each Staff person shall avoid any action, whether or not specifically prohibited by statute or regulation, which might result in or create the appearance of:
 1. Using public office for private gain;
 2. Giving preferential treatment to any person;
 3. Impeding government efficiency or economy;
 4. Losing complete independence or impartiality;
 5. Making a government decision outside of official channels; or
 6. Affecting adversely the confidence of the public in the integrity of the government.
- b) Use of information. No Staff person shall, directly or indirectly:
 1. Use, disclose, or allow the use of official information which was obtained through or in connection with his or her employment of the

respective Commission and which has not been made available to the general public for the purpose of furthering the private interest or personal profit of any person, including the Commission or staff person; or

2. Engage in a financial transaction as a result of, or primarily relying upon, information obtained through his or her Commission employment.
- c) Use of government property. No Staff person shall make use of the facilities, equipment, personnel, or supplies of the State or its agencies for private use or gain, except to the extent that the use is incidental or *de minimus* or is lawfully available to the general public.
 - d) The Staff person will avoid all known conflicts of interest, and to the extent he or she becomes aware of a conflict of interest in connection with any matter brought before the Commission on which he or she serves, he or she will disclose such conflict to the appropriate person and will further recuse himself or herself from participating in any consideration of the matter.
 - e) While serving as an employee of the Commission, the Staff person will not participate in considerations or actions involving individuals in his or her immediate family, individuals employed by him or her, or his or her organization, services provided by him or her, or his or her organization, or any other matter in which his or her participation may create an appearance of bias or impropriety.
 - f) While serving as an employee of the Commission, the Staff person shall not

serve as an officer, or otherwise serve in a policy-making role, in any trade or professional association. Service on committees of trade or professional associations is permissible; provided, however, that while in such service, the staff person does not participate in considerations or actions concerning the Commission of which he or she is an employee.

- g) Questions on interpretation of this statement. When a Staff person is in doubt as to the proper interpretation of this conflict of interest statement, he or she is expected to seek the advice of the Executive Director.

4) Code of Conduct

- a) No state agency employee or agent shall solicit or accept gratuities, favors or anything of monetary value from contractors or potential contractors.
- b) To the extent possible under state law, rules and regulations, penalties or other disciplinary actions will be applied for violations of this code by employees or agents of the state agency.

5) Conflict of Interest Forms

Attached to the chapter are the forms that Commission Members and Commission Staff shall complete and sign annually.

- a) Conflict of Interest Requirement
- b) Conflict of Interest Statement
- c) Conflict of Interest Form

All Conflict of Interest forms will be reviewed annually by the TCAD Audit Committee as follows:

- a) TCAD Commission Members – May quarterly Audit Committee meetings

- b) TCAD Staff – August quarterly Audit Committee meetings
- c) New Commission Members and new TCAD Staff – Completed and signed Conflict of Interest forms will be reviewed by the TCAD Audit Committee at the next quarterly Audit Committee meeting after the Commission Member appointment, or the TCAD Staff hire date.