

CHAPTER 2

COMMISSION ORGANIZATION AND CONDUCT OF BUSINESS

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2-1 NAME

The legal name of this agency shall be the Tennessee Commission on Aging and Disability, hereinafter referred to as the "Commission."

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

- 1) Frequency. The Commission shall meet in public session at least quarterly, and as necessary, to transact business.
- 2) Time. Regularly scheduled meeting 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 week prior to such meetings. Commission members may request communication via e-mail in lieu of regular mail.
- 3) Rules. The meetings will be conducted in accordance with Robert's Rules of Order following a written agenda.

- 4) Minutes. The director shall ensure that minutes of each Commission meeting are recorded and approved by the Commission at the next meeting.
- 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. All other members must vote in person and will not be allowed proxy votes;
 - 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. In accordance with the By-Laws, any member who is absent for 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 or the members of subcommittees appointed by the Commission shall receive no compensation for their services other than a reimbursement for travel expense incurred in the performance of their official duties. All reimbursement for travel expenses shall be in accordance with the provisions of the Comprehensive Travel Regulations, as promulgated by the Department of Finance and Administration and approved by the Attorney General.

2-5 OFFICERS

- 1) Officers. The Commission shall elect from its members a chair, one vice-chair, and three representatives, one each from the eastern, middle, and western portions of the state. The eastern section includes the 34 counties of the First Tennessee, East Tennessee, and Southeast Tennessee Planning and Service Areas. The middle section includes those 40 counties in Upper Cumberland, South Central, and Greater Nashville Planning and Service Areas. The western section includes the 21 counties of the Northwest, Southwest, and Memphis Delta Planning and Service Areas.
- 2) Duties. The chair or the designated Vice-Chair in his/her absence shall conduct all meetings of the Commission.

2-6 MEMBERSHIP

2-6-.01 GENERAL

- 1) The Commission on Aging and Disability, a board of 25 members, shall consist of twenty-three (23) members appointed by the Governor and of two ex-officio members named by the Speaker of the House of Representatives and the Speaker of the Senate, each from his/her respective house.
- 2) Commission members shall be persons who provide leadership in programs for the older adults and adults with disabilities in the state. Representatives may come from such diverse areas as housing, recreation, employment, medicine, nursing, social service, business, adult education, long-term care, religion, research, and advocacy.
- 3) It is desirable that the Commission membership include minorities and women at

least in proportion to their presence in the states population and that at least one half of the membership be sixty (60) years of age or older.

- 4) Staff members of programs funded wholly or in part by the Commission shall be ineligible to serve as Commission members.

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

In accordance with the By-laws, there shall be an Executive Committee of the elected Commission officers, which 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 periodically evaluate the performance of the Executive Director.

In addition to the committees named below, the chair may name special and ad hoc committees as deemed necessary by Commission.

- 1) Nominating Committee—for nominating officers
- 2) Personnel Committee—for presenting names of persons to fill the position of Executive Director
- 3) By-Laws Committee—for drafting By-Laws for the Commission’s approval
- 4) Finance or Program Committee—for overseeing funding, planning, and implementation of programs

This committee will review the state plan, area plans and budgets for the plans and recommend action to the full Commission.
- 5) Audit Committee—for providing input on fiscal issues and taking action as defined in the “State of Tennessee Audit Committee Act of 2005”
- 6) Advocacy Issue Committee—for studying and making recommendations brought before the Commission
- 7) Health Issue Committee—for encouraging programs that promote healthy lifestyles for older adults and other adults with disabilities

- 8) Home and Community Based Services Committee—for conducting studies and making recommendations for the purpose of promoting independent living and preventing premature institutionalization for older adults and other adults with disabilities

2-7 EMPLOYEES

- 1) Executive Director. The Director shall be the chief administrative officer of the Commission and, pursuant to TCA 71-2-105, shall serve at the pleasure of the Commission. The 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 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 or as determined by the Commission.
- 2) Staff. The 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 minimus* 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 sign annually.

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