

# RIVER BLUFF BOARD OF DIRECTORS AGENDA

**Called by:** Winnebago Co. Board  
Chairman, Joseph Chiarelli

**DATE:** Tuesday, March 21, 2023

**Members:** Trent Brass, John Butitta,  
Jay Ferraro, Teresa Gobeli, Jim  
Knutson, Bernice Marinelli, Bob  
Nieman, Frank Perrecone, Steve Schultz

**TIME:** 2:00 PM  
**LOCATION:** **Room 303**  
County Administration Building  
404 Elm Street  
Rockford, IL 61101

## **AGENDA:**

- A.** Call to Order
- B.** Roll Call
- C.** Public Comment – This is the time we invite the public to address the River Bluff Nursing Home Board of Directors with issues and concerns. We ask you to limit your comments to three minutes. Personal attacks or inappropriate language of any sort will not be tolerated. We will allow a maximum of five speakers on a first come basis with sign up at the meeting. Speakers may not address zoning matters which are pending before the ZBA, the Zoning Committee or the County Board. Personnel matters or pending or threatened litigation may not be addressed in open session. An individual may speak a maximum of three times per calendar year on the same topic. This prohibition shall include the repetition of the same topic in a statement on what is purported to be a different topic. After acknowledgement by the chair, please stand and state your name. Thank you.
- D.** Introductions of RBNH Board of Directors and County Staff
- E.** Election of Officers – Chairperson and Vice-Chairperson
- F.** Approval of Bylaws
- G.** Review of Open Meetings Act and Statement of Economic Interests
- H.** Establish Time, Date and Location of Future Meetings
- I.** Presentation on Baker-Tilly Audit Report
- J.** Other Matters
- K.** Adjournment

**BY LAWS OF THE**  
**River Bluff Nursing Home**  
**BOARD OF DIRECTORS**  
**COUNTY OF WINNEBAGO**  
**ROCKFORD, ILLINOIS**

**BY LAWS:**  
**River Bluff Nursing Home**  
**Board of Directors**

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BY LAWS

OF THE

River Bluff Nursing Home

Board of Directors

COUNTY OF WINNEBAGO

ROCKFORD, ILLINOIS

**INTRODUCTION**

The County of Winnebago, Illinois operates a nursing and rehabilitation facility known as River Bluff Nursing Home (RBNH) located at 4401 North Main St, Rockford, Illinois. The County operates and maintains RBNH according to the Illinois Counties Code, (55 ILCS 5/1-1001, *et seq.*), the Nursing Home Care Act, (210 ILCS 45/1-1010 *et seq.*) and applicable State and Federal law. The County of Winnebago has elected to carry-out its responsibilities for RBNH through a Board of Directors. With these Bylaws, the County of Winnebago establishes a formal governance process that the RBNH Board of Directors (RBNH Board) is to follow and delegates certain authorities to enable the RBNH Board to carry out its responsibilities over the operations, management and quality of care for RBNH.

**ARTICLE I**

**NAME AND PURPOSE**

The name of the nursing and rehabilitation facility shall be River Bluff Nursing Home, hereinafter referred to as "RBNH". The principal purpose of RBNH shall be the offering of short-term rehabilitative and long-term skilled nursing services.

**ARTICLE II**

**GOVERNING AUTHORITY**

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

**ARTICLE III**  
**OPERATING AUTHORITY**

Section 1. POWERS

Except as otherwise provided by the Winnebago County Board, these Bylaws, or applicable law, the activities and affairs of RBNH shall be conducted and all powers shall be exercised by or under the direction of the RBNH Board, and its members, referred to as "Directors". It shall be the responsibility of the RBNH Board to govern RBNH according to all applicable laws and regulations and in such a manner that RBNH is self-supporting, operating within its revenues and without County subsidy from the General Fund.

Section 2. NUMBER AND QUALIFICATION

The RBNH Board shall consist of nine (9) persons. Directors shall possess the ability to participate effectively in the discharge of the RBNH Board's responsibilities. The RBNH Board shall be representative of the community and with specific expertise in the areas of health care, finance/banking, accounting, social services, human resources and marketing. At least one (1) Director shall be a member of the Winnebago County Board.

Section 3. APPOINTMENT

The Directors shall be appointed by the Winnebago County Board Chairman with the advice and consent of the Winnebago County Board, in accordance with the Winnebago County Board Rules.

The RBNH Board shall have the responsibility of maintaining a roster of qualified persons for recommendation to the Winnebago County Board to serve as Board members. This roster and these recommendations do not supersede the authority of the Winnebago County Board Chairman to solicit nominations for the RBNH Board, nor the authority of the Winnebago County Board to advise and consent to any final appointments to the RBNH Board.

Section 4. TERM

Each Director shall hold office for a term of four (4) years. (*The terms shall be staggered at inception for two (2) and four (4) year terms*), and determined by a lottery. Each Director, including a Director appointed to fill a vacancy, shall hold office until expiration of the term for which appointed or until a successor has been appointed and qualified Directors may be re-appointed to successive terms, provided no Director may serve for more than three (3) consecutive four (4) year terms. Past Directors may be reappointed after one (1) year.

## Section 5. RESIGNATION

Any Director may resign at any time, either by oral tender of resignation at any meeting of the RBNH Board or by giving written notice to the Chair of the Winnebago County Board. Such resignation shall take effect at the time specified 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 Director may be removed, with or without cause, by action of at least fourteen (14) members of the Winnebago County Board at the meeting at which such action is being considered.

## Section 7. VACANCIES

Any vacancy occurring on the RBNH Board shall be filled by the Winnebago County Board Chairman with the advice and consent of the Winnebago County Board. A Director appointed to fill a vacancy occurring on the RBNH Board shall serve for the unexpired term of his or her predecessor in the office.

# ARTICLE IV

## MEETINGS OF THE RBNH BOARD

### Section 1. PLACE OF MEETING

All meetings of the RBNH Board shall be held at RBNH, the County Administration Building, or at such other place as may be designated for that purpose from time to time by the Chairperson of the RBNH Board.

### Section 2. ORGANIZATIONAL MEETINGS

As soon as reasonably practicable, and within thirty (30) days after the initial appointment of Directors by the Winnebago County Board, the Directors shall meet for the purpose of organizing the RBNH Board.

### Section 3. REGULAR MEETINGS

Regular meetings of the RBNH Board shall be held monthly at such time and place as the RBNH Board may fix by resolution from time to time.

### Section 4. SPECIAL MEETINGS

Special meetings of the RBNH Board for any purpose or purposes may be called at any time by the Chairperson or by any three (3) Directors.

## Section 5. NOTICE OF MEETINGS

Notice of all meetings of the RBNH Board shall comply with the Illinois Open Meetings Act, 5 ILCS 120/1 *et seq.* Notice of the time and place of all meetings shall be posted on the County's website and sent to each Director by email notification at that Director's designated email address. The notice shall be sent at least five (5) days in advance of all regular meetings and at least forty-eight (48) hours in advance of all special meetings. The notice shall contain an agenda which complies with the requirements of the Illinois Open Meetings Act.

## Section 6. QUORUM

A majority of the RBNH Board shall constitute a quorum for the transaction of business at any meeting of the RBNH Board, but if fewer than a majority thereof is present at the meeting, a majority of the Directors present may adjourn the meeting.

## Section 7. MINUTES

Minutes of all meetings of the RBNH Board shall be kept and approved by the RBNH Board in compliance with the Illinois Open Meetings Act. All minutes shall be posted on the Winnebago County website and forwarded to the Winnebago County Board upon approval by the RBNH Board.

# **ARTICLE V**

## **OFFICERS**

### Section 1. OFFICERS

The officers of the RBNH Board shall be a Chairperson and a Vice-Chairperson.

### Section 2. ELECTION OF OFFICERS

The officers of the RBNH Board shall be elected by the RBNH Board at its organizational meeting for a term of two (2) years or until he or she resigns, is removed, otherwise disqualified to serve, or his or her successor is elected. Officers shall be limited to two (2) consecutive two (2) year terms in the same office.

### Section 3. REMOVAL OF OFFICERS

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

### Section 4. CHAIRPERSON

The Chairperson shall preside at all meetings of the board, serve as an ex-officio member of all standing committees. The Chairperson shall report annually to the Winnebago

County Board and file a monthly report to the Operations and Administrative Committee of the Winnebago County Board, as provided in Article IX. The Chairperson shall be empowered to call special meetings of the RBNH 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 RBNH Board and Winnebago County Board.

#### Section 5. VICE CHAIRPERSON

In the absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall also perform any other duties as may be assigned by the RBNH Board and the Winnebago County Board.

#### Section 6. ADMINISTRATOR of RBNH

The Administrator, in accordance with Winnebago County Code, (Ch. 2, Art. III, Div. 1, Sec. 2-111) shall have the general overall supervision of RBNH affairs and shall act as the duly authorized representative of the RBNH Board in all matters in which the RBNH Board has not formally designated some other person to act. The Administrator may appoint such subordinate administrative individuals as he/she deems necessary or desirable to insure the efficient conduct of the business and operations of RBNH in accordance with Winnebago County Code. The Administrator is an employee of Winnebago County and reports to the County Administrator and RBNH Board. The County Administrator shall work with the RBNH Board in evaluating the performance of the RBNH Administrator.

### **ARTICLE VI**

### **COMMITTEES**

#### Section 1. COMMITTEES GENERALLY

Except as otherwise provided by these Bylaws, the RBNH Board may, by resolution or resolutions passed by a majority of the Directors thereof, appoint standing or special Committees for any purpose and, if such Committees are comprised solely of Directors, delegate to such Committees any of the powers and authority of the RBNH 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 RBNH Board and shall at all times be subject to the control of the RBNH Board. The RBNH Board, or if the RBNH 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 IV (Meetings of the RBNH Board) shall apply to Committee meetings. Committees shall keep regular minutes of their meetings and report the same to the RBNH Board from time to time. 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 Directors, may act solely in an advisory capacity to the



RBNH Board. Except as otherwise provided in these Bylaws, the Chairperson shall appoint Committee Members and designate the Chair of the Committee.

#### Section 2. TERM OF OFFICE OF COMMITTEES

The Chairperson, and each member of any RBNH Board committee, shall serve until the next annual election of Directors, and until his or her successor is elected, or until such committee is sooner terminated, or until he or she is removed, resigns, ceases to be a Director, or otherwise ceases to qualify as a Chairperson or Director, as the case may be, of the RBNH Board.

#### Section 3. VACANCIES

Vacancies on any Committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

#### Section 4. EXPENDITURES

Any expenditure of RBNH funds by a Committee shall require prior approval of the RBNH Board and Winnebago County Board.

### **ARTICLE VII**

#### **QUALITY OF NURSING & RELATED SERVICES**

##### Section 1. RBNH BOARD'S RESPONSIBILITY AND AUTHORITY

The RBNH Board shall require, in accordance with all applicable State and Federal regulation: (a) that the RBNH Nursing Staff prepare and maintain adequate and accurate medical records for all residents, 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 RBNH Board. The RBNH Board shall further require, after considering the recommendations of RBNH Administration, the conduct of specific review and evaluation activities to assess, preserve, insure, and improve the overall quality and efficiency of resident care at RBNH and to assure the provision of a single standard of care for residents with the same diagnosis, which assurance is provided by holding the RBNH staff accountable for its delegated responsibilities in areas of utilization review and quality assurance. The RBNH 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. In addition to ensuring quality care, the RBNH Board shall also make certain that RBNH is attaining and maintaining a level of fiscal health that will allow RBNH to operate without assistance from the County's General Fund. To that end, the RBNH Board is authorized to adjust the bed mix and private pay room rate from time to time to align revenues with operating costs.

The RBNH Board shall also be empowered to develop and adopt a strategic plan as it relates to short and long-term goals pertaining to the operations, quality of care and financial health of RBNH.

## Section 2. ACCOUNTABILITY TO RBNH BOARD

The RBNH staff shall conduct and be accountable to the RBNH Board for conducting activities that contribute to the preservation and improvement of the quality and efficiency of resident care provided in RBNH. 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 resident care and the correction of identified problems;
- b) Ongoing monitoring of resident care practices through the defined functions of the Nursing Staff, other professional services and the RBNH administration;
- c) Review of utilization of RBNH's medical resources to provide for their allocation to meet the needs of the residents;
- d) Financial Performance and cost control;
- e) Such other measures as the RBNH Board may, after considering the advice of the Nursing Staff, other professional services and RBNH administration, deem necessary for the preservation and improvement of the quality and efficiency of resident care; and
- f) Staff responsibilities shall include making sure the RBNH Board is aware of all State and Federal Surveys and results and who shall be responsible for corrective action.

## Section 3. DOCUMENTATION

The RBNH 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 RBNH Board can take informed action.

## **ARTICLE VIII**

### **ADJUNCT ORGANIZATIONS**

From time to time the RBNH Board may coordinate with and encourage adjunct organizations, including advisory bodies, foundations, and auxiliaries. Each such group shall establish its own Bylaws and rules and regulations and present them to the RBNH Board for approval, and all amendments thereto shall also be subject to the approval of the RBNH Board.

The Bylaws of the RBNH Board shall prevail and govern over the documents and actions of such adjunct and subordinate groups.

## **ARTICLE IX**

### **GENERAL PROVISIONS**

#### **Section 1. EXECUTION OF CONTRACTS**

The RBNH Administrator shall have and retain the procurement authorities as provided in the Winnebago County Purchasing Ordinance. The RBNH Board except as in these Bylaws or otherwise provided, may authorize the RBNH Administrator to enter into any contract or execute an instrument in the name of and on behalf of RBNH in an amount not to exceed \$25,000 if the expenditure necessitated by such a contract has been approved by the Winnebago County Board in RBNH budget for the fiscal year in question or such expenditure is specifically authorized by the Winnebago County Board. The RBNH Board shall have the authority to implement policies and authorize unanticipated expenditures up to this limit as may be necessary to maintain compliance with federal and state regulatory requirements or mandates, however, any such expenditure shall be submitted to the Winnebago County Board for ratification at the next available meeting cycle. The execution of any contract is subject to the Winnebago County Purchasing Ordinance and any applicable State law. The RBNH Board does not have the power to negotiate or enter into a collective bargaining agreement, which said power is reserved exclusively to the Winnebago County Board. Also, the RBNH Board shall not have the authority to settle any lawsuit or litigation.

#### **Section 2. COMPENSATION OF DIRECTORS**

The members of the RBNH Board shall serve without compensation. Directors may be compensated for reasonable expenses incurred in the fulfillment of their responsibilities to RBNH, in accordance with applicable County Board policies.

#### **Section 3. INSPECTION/COPYING OF RECORDS**

The records of RBNH are subject to the Freedom of Information Act 5 ILCS 140/1 *et seq.* (FOIA). Consistent with the requirements, rules, and procedures contained in the FOIA, the books of account of RBNH and minutes of the RBNH Board and its committees shall be maintained at RBNH and available to the public in accordance with the FOIA.

#### **Section 4. REPORTING**

The RBNH Board shall report annually to the Winnebago County Board on the current state of RBNH and plans for the future, no later than ninety (90) days after the close of the fiscal year. In addition, the Chairperson of the RBNH Board shall cause to be filed with the Operations and Administrative Committee of the Winnebago County Board a monthly report regarding RBNH operations.

## **ARTICLE X**

### **POWERS OF THE WINNEBAGO COUNTY BOARD**

The powers listed below are reserved exclusively to the Winnebago County Board, and any attempted exercise of any such powers by any entity other than the Winnebago County Board shall not be valid or of any force or effect whatsoever. This list is not exclusive and these powers include but are not limited to:

1. To change the mission and purposes of RBNH for which it was and is formed and exists,
2. To appoint the members of the RBNH Board and to remove the same without cause,
3. To amend, alter, modify or repeal these Bylaws,
4. To merge, consolidate, or affiliate RBNH with another corporation or program,
5. To dissolve or terminate the existence of RBNH and to determine the distribution of assets upon such termination or dissolution,
6. To require a certified audit of RBNH at any time and to appoint the fiscal auditor,
7. To borrow money, sell lease or transfer property,
8. To pay off bonds.

## **ARTICLE XI**

### **ACTION REQUIRING APPROVAL BY THE WINNEBAGO COUNTY BOARD**

Actions initiated by the RBNH Board on the following matters can be authorized by and shall be effective only upon the prior formal approval of a statutory majority of the Winnebago County Board.

1. The acquisition, purchase, sale, lease, transfer or encumbrance of any real estate or of any substantial part of other assets of RBNH.
2. Any increment or additions to the capital debt or to renegotiate modify or otherwise change the existing capital debt obligations of RBNH.
3. Any borrowing not indicated in the capital or operating budget of RBNH.
4. The adoption of the annual operating and capital budgets of RBNH or any changes thereto.
5. Establishing the annual property tax levy.
6. Changing Personnel Policy and Employee Benefits.

## **ARTICLE XII**

### **AMENDMENTS AND REVIEW**

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