

**AGREEMENT BETWEEN THE COUNTY OF SAN MATEO AND
THE SAN MATEO COUNTY HEALTH CARE FOR THE HOMELESS &
FARM WORKER HEALTH PROGRAM**

THIS AGREEMENT, entered into this _____ day of _____, 2014, by and between the COUNTY OF SAN MATEO, hereinafter called "County," and the San Mateo County Health Care for the Homeless & Farm Worker Health Program, hereinafter called "Program";

W I T N E S S E T H:

WHEREAS, the San Mateo County Health System, through San Mateo Medical Center ("SMMC"), has applied for and received grants from the United States Department of Health and Human Services Health Resources and Services Administration ("HRSA") pursuant to Sections 330(g) and 330(h) (collectively, "Section 330") of the Public Health Service Act (the "Act") to support the planning for and delivery of services to medically underserved populations, including migratory/seasonal farm workers and their families and the homeless and their families; and

WHEREAS, SMMC has created the Health Care for the Homeless & Farm Worker Health Program which, in conjunction with various community partners and at various locations, provides care to migratory/seasonal farm workers and the homeless based on financial support from the Section 330 grant; and

WHEREAS, based on the provision of care to migratory/seasonal farm workers and the homeless in connection with these grants, SMMC has been designated as a Federally Qualified Health Center ("FQHC") in relation to services provided at certain parts of the SMMC system, qualifies as an FQHC to receive enhanced reimbursement

from Medicare and Medi-Cal for certain services, and operates eleven (11) FQHC health clinics and other facilities, helping to serve as a safety net and providing access to quality healthcare to these historically vulnerable and underserved populations; and

WHEREAS, as a condition of the receipt of the Section 330 grant funds, the Health Care for the Homeless & Farm Worker Health Program must have a governance structure that complies with HRSA requirements, including establishment of a co-applicant board with certain powers relating to the Program; and

WHEREAS, for the mutual benefit of the parties, the County and the Program wish to enter an agreement reaffirming the co-applicant board's powers and obligations laid out in San Mateo County Ordinance Code No. 04670, consistent with HRSA requirements; and

NOW, THEREFORE, IT IS HEREBY AGREED BY THE PARTIES HERETO AS FOLLOWS:

SECTION 1. Establishment of Co-Applicant Board.

San Mateo County Ordinance Code No. 04670 establishes the San Mateo County Health Care for the Homeless & Farm Worker Health Program Co-Applicant Board (the "Co-Applicant Board"). The Co-Applicant Board will serve as the primary governance structure for the Health Care for the Homeless & Farm Worker Health Program, will do so in accordance with its bylaws, will do so in conjunction with the Board of Supervisors and the SMMC Board of Directors, and shall exercise the governance powers for the Health Care for the Homeless & Farm Worker Health Program (the "Program") as set forth in that Ordinance.

SECTION 2. Membership and Appointment.

The Co-Applicant Board shall consist of at least nine (9) and a maximum of twenty-five (25) voting members. The initial members of the Co-Applicant Board are appointed by the SMMC Board of Directors in consultation with the current Health Care for the Homeless & Farm Worker Health Program Community Advisory Board.

Thereafter, membership on the Co-Applicant Board will be determined, and members appointed, by majority vote of the Co-Applicant Board pursuant to its Bylaws. The Co-Applicant Board shall give notice of vacancies pursuant to its Bylaws.

Members of the Co-Applicant Board shall not be compensated for their work for the Co-Applicant Board and shall not be deemed employees of the County of San Mateo by virtue of their work on the Co-Applicant Board. However, employees of the County of San Mateo who serve as members of the Co-Applicant Board shall receive their normal salary and benefits for time spent working on the Co-Applicant Board.

All voting members of the Co-Applicant Board shall be residents of San Mateo County. No voting member of the Co-Applicant Board shall be an employee of or an immediate family member of an employee of SMMC, with "immediate family member" referring to being a parent, spouse, domestic partner, sibling, or child (biological, adopted, step-, or half-); however, a member of the Co-Applicant Board may be an employee of the County. No members shall have a personal financial interest which would constitute a conflict of interest.

The Co-Applicant Board voting membership shall consist of Consumer Members and Community Members, as outlined by this Section.

A. Consumer Members

More than one-half (50% + 1) of the voting members of the Co-Applicant Board shall be individuals who are, have been, or will be served by the Program (the "Consumer Members"). The Consumer Members shall be representative of the geographical areas served by the Program and, as a group, shall represent the Program's user population in terms of demographic factors such as ethnicity, location of residence, race, gender, age, and economic status.

B. Community Members

The remaining voting members of the Co-Applicant Board (the "Community Members") shall have a commitment to the populations that utilize the Program and the special needs of those populations, and they shall possess expertise in community affairs, local government, finance and banking, legal affairs, trade unions, community service agencies, and/or other commercial or industrial concerns. No more than one-half (50%) of these Community Members may derive more than ten percent (10%) of their annual income from the health care industry.

C. Modification to Consumer and Community Membership Numbers

To the extent authorized by law, the number and composition of the voting members of the Co-Applicant Board may be changed at any time via the Co-Applicant Board's Bylaws.

D. Non-Voting *Ex Officio* Members

The Director of the Program shall be a County employee and shall be a non-voting *ex officio* member of the Co-Applicant Board. In addition, this Board and the SMMC Board of Directors may designate additional non-voting *ex officio* members of the Co-Applicant Board.

SECTION 3. Terms of Office and Vacancies.

For voting members who are appointed to the Co-Applicant Board upon its establishment, one-half of the voting members shall serve a term of two (2) years, and the other half of the voting members shall serve a term of four (4) years. The term of each Co-Applicant Board member selected thereafter shall be four (4) years. Any vacancies in or removals from the Co-Applicant Board membership shall occur pursuant to the Bylaws and, to the extent applicable, the San Mateo County Charter.

SECTION 4. Meetings.

The Co-Applicant Board shall meet monthly (or less frequently if authorized by law and determined appropriate by the Co-Applicant Board) at a location provided for or arranged by the County of San Mateo.

All meetings of the Co-Applicant Board, including, without limitation, regular, special, and adjourned meetings, shall be called, publicly noticed, held, and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code), as amended. Minutes of each meeting shall be kept.

A quorum is necessary to conduct business and make recommendations. A quorum shall be constituted by the presence of a majority of the voting members of the Co-Applicant Board then in existence. A majority vote of those voting Co-Applicant Board members present is required to take any action, and each member shall be entitled to one vote.

SECTION 5. Powers and Duties of the Co-Applicant Board.

Subject to the provisions of Section 6, the duties of the Board shall be as follows:

- A. Making decisions regarding the selection and continued leadership of the Director of the Program and providing input to the County regarding evaluation of the Director of the Program, however the Co-Applicant Board does not have authority to hire or fire any County employee and County employment must still meet all County requirements;
- B. Evaluating Program activities, including services utilization patterns, productivity of the Program, patient satisfaction, achievement of project objectives, and the process for hearing and resolving patient grievances;
- C. Providing recommendations to the SMMC Board of Directors regarding the fee schedule for services rendered to the Program's target populations and determining the policy for discounting charges (*i.e.*, a sliding fee scale) for the Program's target populations based on the client's ability to pay for said services;
- D. Working with the Program and the SMMC Board of Directors to ensure that the Program is operated pursuant to all applicable program requirements and grant conditions, related federal statutes, rules, and regulations, and other Federal, State, and local laws and regulations;
- E. Reviewing and setting the scope and availability of services to be delivered by and the location and hours of operation of the Program;
- F. Reviewing and setting financial priorities of the Program, reviewing and setting the Program budget to the extent that the budget is provided by the

Section 330 grant funds, and reviewing and accepting any appropriations made available by the Board of Supervisors;

- G. Setting general policies necessary and proper for the efficient and effective operation of the Program;
- H. To the extent that the Program's policies relate to the operation of SMMC facilities, recommending to the SMMC Board of Directors policies relating to such operations;
- I. Evaluating the effectiveness of the Program in making services accessible to the Program's target populations;
- J. Setting and reviewing separate procedures for hearing and resolving grievances relating to the Program if the Co-Applicant Board opts to create such procedures for the Program, and otherwise reviewing and providing feedback regarding the procedures adopted by SMMC for hearing and resolving patient grievances relating to its patients, including those being served by the Program;
- K. Setting and reviewing separate procedures for ensuring quality of care under the Program, including any quality audit procedures, if the Co-Applicant Board opts to create such procedures for the Program, and otherwise reviewing and providing feedback regarding the procedures adopted by SMMC for ensuring quality of care to its patients, including those being served by the Program and including any quality audit procedures;
- L. Approving grant applications and other documents necessary to establish

and maintain the Program, including being identified as a co-applicant in relation to future grant applications;

- M. Requesting, being apprised of, and reviewing financial reports and audits relating to the Program;
- N. Making the Co-Applicant Board's records available for inspection at all reasonable times as required by law and/or upon request by the Board of Supervisors, the SMMC Board of Directors, or either body's duly authorized agents or representatives;
- O. Amending the Bylaws, as necessary and as permitted by (1) Ordinance 04670 and (2) the Co-Applicant Board's existing Bylaws; and
- P. Filling vacancies, selecting voting members by majority vote, and removing voting members pursuant to Ordinance 04670 and as permitted by the Co-Applicant Board's Bylaws.

SECTION 6. Limitations on Powers of the Co-Applicant Board.

The Board of Supervisors and the SMMC Board of Directors, as appropriate, shall maintain the sole authority to set general policy on fiscal and personnel matters pertaining to all County facilities and programs (including SMMC and its facilities and clinics), including but not limited to policies related to financial management practices, charging and rate setting, labor relations, and conditions of employment. The Co-Applicant Board may not adopt any policy or practice, or take any action, which is inconsistent with or which alters the scope of any policy set by the Board of Supervisors and/or the SMMC Board of Directors on fiscal or personnel issues or which asserts control over any non-Section 330 grant funds provided by the County to the Program.

The Co-Applicant Board does not have any authority to direct hiring, promotion, or firing decisions regarding any County employee.

SECTION 7. Conflicts of Interest.

The Co-Applicant Board voting members shall be subject to the same conflict of interest rules and reporting requirements which are applicable to County boards, commissions, and advisory committees.

SECTION 8. County Support of Co-Applicant Board.

In addition to providing the location for regularly-scheduling meetings of the Co-Applicant Board, the County is permitted but not required to provide incidental support for the program, such as personnel and equipment for taking minutes of meetings, noticing meetings of the Co-Applicant Board, and maintaining archives of Co-Applicant Board documents as required by law. To the extent that County employees otherwise provide operational support for aspects of the Program or the Co-Applicant Board in the usual course of their employment, such support is permitted but not required to be provided by the County. The County undertakes no obligation to provide financial or other support for the Program or the Co-Applicant Board.

SECTION 9. Termination of the Co-Applicant Board.

The Co-Applicant Board shall remain in existence for as long as required to remain eligible for receipt of funding from the United States Government under Section 330 or any successor law that requires the existence of the Co-Applicant Board. If such funding is no longer received by the County of San Mateo, the Co-Applicant Board shall terminate unless the Board of Supervisors takes action to maintain the Co-Applicant

Board.

Notwithstanding the foregoing, this Board may terminate the Co-Applicant Board at any time; provided, however, that any such termination may impact Section 330 funding.

SECTION 10. Bylaws.

The Bylaws attached to San Mateo County Ordinance Code No. 04670 shall constitute the initial Bylaws of the Co-Applicant Board, which may be modified thereafter pursuant to the terms of the Bylaws so long as any such modifications are consistent with the law and with that Ordinance.

IN WITNESS WHEREOF, the parties hereto, by their duly authorized representatives, have affixed their hands.

COUNTY OF SAN MATEO

By: _____
President, Board of Supervisors, San Mateo County

Date: _____

ATTEST:

By: _____
Clerk of Said Board

HEALTH CARE FOR THE HOMELESS
& FARM WORKER HEALTH PROGRAM



Program Board Chair

Date: 4/28/2014