

SAN MATEO COUNTY HEALTH CARE FOR THE HOMELESS & FARM WORKER HEALTH PROGRAM CO-APPLICANT BOARD BYLAWS

Article 1: Name

This body shall be known as the San Mateo County Health Care for the Homeless & Farm Worker Health Program Co-Applicant Board (the "Board").

Article 2: Purpose

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. These grant funds support the County's Health Care for the Homeless & Farm Worker Health Program (the "Program").

The Board is the consumer- and community-oriented board whose role it is under regulations applicable to these grants from HRSA to provide guidance and oversight of the Program funded by these grants. As outlined in these Bylaws and in the County of San Mateo Ordinance creating the Board, the Board shall set priorities for the Program, assist and advise the Program in promoting its goals, provide input and feedback to generally advise the development, implementation, and evaluation of the Program, and act as the governing board of the Program (in coordination with the Board of Supervisors of the County of San Mateo and the SMMC Board of Directors).

Article 3: Responsibilities

The Board has specific responsibilities to meet the governance expectations of the San Mateo County Health System's health care grant from HRSA. The Board shall generally set the priorities for the Program and govern those aspects of the Program funded by grant monies from HRSA. At the same time, San Mateo County is a public entity. Therefore, the County Board of Supervisors retains authority over the County's fiscal and personnel policies to the extent the Program is operated by County employees and out of County facilities. Day-to-day leadership and management of SMMC, part of the County of San Mateo, resides with staff under the direction of the San Mateo County Health System.

The Board's responsibilities include setting the priorities of the Program as outlined by this Section, including providing advice, leadership, and guidance in support of the Program's mission.

Subject to the limitations of Article 4, the Board's responsibilities shall include the following:

- 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 County 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) the ordinance of the County of San Mateo Board of Supervisors that established the Board and (2) these Bylaws; and
- P. Filling vacancies, selecting voting members by majority vote, and removing voting members pursuant to the ordinance of the County of San Mateo Board of Supervisors that established the Board and as permitted by these Bylaws.

Article 4: Limitations of Authority

The San Mateo County 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 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 Board does not have any authority to direct hiring, promotion, or firing decisions regarding any County employee. The Board may not adopt any policy or practice, or take any action, which is inconsistent with the County Ordinance Code.

Article 5: Members

Section A - Member Qualifications

1. There shall be between nine (9) and twenty-five (25) voting members of the Board. The Board can set a specific number of voting members within this range by way of an amendment to these Bylaws. The voting membership of the Board 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 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 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 that the United States Secretary of Health and Human Services authorizes a waiver relating to the composition of the voting members of the Board, the number and composition of the voting members of the Co-Applicant Board listed in Subsections (a) and (b), above, may be changed via these Bylaws to the extent any such change is authorized by such waiver.

2. All voting members of the Board shall be residents of San Mateo County. No voting member of the 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 Board may be an employee of the County of San Mateo. No members shall have a personal financial interest which would constitute a conflict of interest.

Section B - Responsibilities and Rights of Members

1. All voting members of the Board must attend all Board meetings.
2. Voting members shall be entitled to receive agendas, minutes, and all other materials related to the Board, may vote at meetings of the Board, and may hold office and may Chair Board committees.

Section C - 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 Board. In addition, the San Mateo County Board of Supervisors and the SMMC Board of Directors may designate additional non-voting *ex officio* members of the Board.

Article 6: Nominations, Applications, & Selection of Voting Members

Anyone may nominate a person for voting membership on the Board so long as the nominee meets the membership requirements of these Bylaws. Nominations shall be given to the Secretary or to the Chair.

In addition, the Board shall work with the Secretary to ensure that public notice is provided regarding (1) mid-term vacancies and (2) upcoming selection of members for terms which are expiring. The public notice must be posted at least in the same locations as the notice of regular meetings posted pursuant to Article 12, Section C.2 of these Bylaws, and the Board has discretion to post notice in additional locations. Such notice must be given sufficiently in advance to permit members of the public at least three weeks after the posting of the notice to submit an application before the selection process outlined in this Article.

If requested by the Chair, Co-Chair, Secretary, or any of their designees, a nominee must provide information sufficient to confirm they meet membership requirements of these Bylaws. A person who is not nominated but applies for a voting seat on the Board must submit a completed application on an application form adopted by the Board.

A list of nominees and other applicants shall be presented to the Board at a meeting between two and four months in advance of the expiration of terms for voting membership positions which are up for selection. A nominee may decline nomination. Each proposed new or returning member who is nominated or who applies shall be separately selected by a majority vote of these members present and voting at the meeting designated for such selections. A nominee or applicant who is so selected for voting membership shall begin his or her new term immediately upon the end of the term of the prior holder of the seat for which the selection was held.

Article 7: Term of Office

For the initial appointments, one-half of the voting members of the Board 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 Board member selected thereafter shall be four (4) years. Any vacancies in or removals from the Board membership shall occur pursuant to these Bylaws and, to the extent applicable, the San Mateo County Charter.

There is no limit on the number of terms a member of the Board may serve.

Article 8: Vacancies

The Board shall have the ability to appoint members to fill vacancies to complete a term, following the procedures outlined in Article 6. Anyone selected to fill a vacancy shall fill the remainder of the term.

Article 9: Removal

Any member of the Board may be removed whenever the best interests of the County or the Board will be served by the removal. The member whose removal is placed in issue shall be given prior notice of his/her proposed removal and a reasonable opportunity to appear and be heard at a meeting of the Board. A member may be removed pursuant to this Article by a vote of two-thirds (2/3) of the total number of members then serving on the Board.

Continuous and frequent absences from the Board meetings, without reasonable excuse, shall be among the causes for removal. In the event that any member is absent without acceptable excuse from three (3) consecutive Board meetings or from four (4) meetings within a period of six (6) months, the Board shall automatically give consideration to the removal of such person from the Board in accordance with the procedures outlined in this Article.

In addition, the San Mateo County Board of Supervisors retains the power to remove for cause (by majority vote) or without cause (by four-fifths vote) any members of the Board, as required by the San Mateo County Charter.

Article 10: Conflict of Interest

Voting members of the Board are subject to the same conflict of interest rules and reporting requirements which are applicable to San Mateo County boards, commissions, and advisory committees.

A conflict of interest is a transaction with the County of San Mateo Health System, any part of the Health System, or with any other entity in relation to which a Board member has a direct or indirect economic or financial interest.

A conflict of interest or the appearance of conflict of interest by Board members, employees, consultants, and those who furnish goods or services to the County of San Mateo Health System must be declared. Board members are required to declare any potential conflicts of interest by completing a conflict of interest declaration form.

In situations when conflict of interest exists for a member, the member shall declare and explain the conflict of interest. No member of the Board shall vote in a situation where a personal conflict of interest exists for that member; however, a member of the Board who has a conflict of interest may still provide input regarding the matter that created the conflict.

Any member may challenge any other member(s) as having conflict of interest. By roll call vote, properly recorded, the status of the challenged member(s) shall be determined prior to further consideration of the proposed project or issue.

Article 11: Compensation

Except for any employees of the County of San Mateo who serve on the Board pursuant to these Bylaws, members of the Board are to be volunteers in relation to their work for the Board and shall not receive compensation for their participation on the Board. No member of the Board shall be deemed an employee of the County of San Mateo by virtue of their work on the Co-Applicant

Board. Employees of the County of San Mateo who serve as members of the Board may receive their normal salary and benefits for time spent working on the Board.

Article 12: Meetings

Section A - Regular Meetings

The Board shall meet monthly (or less frequently if approved by the United States Secretary of Health and Human Services) at a location provided by 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 (the "Brown Act"). Minutes of each meeting shall be kept.

Section B - Conduct of Meeting

The meeting shall be conducted in an orderly manner as deemed appropriate by the Chair. If the Board disagrees with how meetings are conducted, it may by majority vote of the total current members of the Board adopt a policy regarding how meetings shall be conducted.

Section C - Notice, Agenda, and Supportive Materials

1. Written notice of each regular meeting of the Board, specifying the time, place, and agenda items, shall be sent to each member not less than four (4) days before the meeting. Preparation of the Agenda shall be the responsibility of the Chair in conjunction with the Executive Committee and the Program Director.

2. The agenda of each meeting shall be posted in a public notice area in accordance with the Brown Act and not less than seventy-two (72) hours prior to the meeting except as permitted by the Brown Act.

3. Supportive materials for policy decisions to be voted upon shall be distributed to all members along with the meeting notice. If, on a rare occasion, such prior submission is precluded by time pressures, and if the urgency of a Board vote is established by the Chair of the Board, an item may be placed on the agenda although supporting materials are not available in time to be distributed; however, such material shall be available at the meeting.

4. Items which qualify as an emergency, pursuant to the Brown Act, can be added to the agenda at the meeting by a two-thirds (2/3) vote of the

members present at the hearing.

Section D - Special Meetings

To hold a special meeting, advance notice of such meeting shall be given as required by law.

Section E - Format of Meetings

The make-up of membership should dictate the format by which meetings are conducted.

Section F - Quorum and Voting Requirements

1. A quorum is necessary to conduct business and make recommendations. A quorum shall be constituted by the presence (either physical presence or participation by telephone, videoconference, or other similar electronic means as permitted by the Brown Act) of a majority of the members of the Board then in existence.
2. A majority vote of those Board members present is required to take any action.
3. Each member shall be entitled to one vote. Only members who are present (as defined in Subsection F.1, above) are permitted to vote; no proxy votes will be accepted.
4. Attendance at all meetings shall be recorded on a sign-in sheet. Members are responsible for signing the attendance sheet, except that the Secretary shall sign in any members attending via electronic means. The names of members attending shall be recorded in the official minutes.
5. The Program Director shall have direct administrative responsibility for the operation of the Program and shall attend all meetings of the Board but shall not be entitled to vote.

Article 13: Officers

The Officers of the Board shall be the Chair, the Vice-Chair, and the Secretary. The Chair and Vice-Chair of the Board shall be chosen from among the voting members of the Board. The Program Director shall be the Secretary of the Board.

Section A - Nomination & Election

Anyone may nominate from the Board membership candidates for Chair and Vice-Chair. Nominations shall be given to the Secretary. A list of nominees for Chair and Vice-Chair shall be presented to the Board in advance of its October or November meeting. A nominee may decline nomination. The Chair and Vice-Chair shall be elected annually by a majority vote of these members present and voting as the first order of business at the October or November meeting of the Board.

Section B - Term of Office

The Chair and Vice-Chair shall be elected for a term of one (1) year or, if applicable, for any portion of an unexpired term thereof, and shall be eligible for reelection for a maximum of three (3) additional terms. A term of office for an officer shall start January 1 and shall terminate December 31 of the year for which they are elected, or they shall serve until a successor is elected.

Section C - Vacancies

Vacancies created during the term of an officer of the Board shall be filled for the remaining portion of the term by special election by the Board at a regular meeting in accordance with this Article.

Section D - Responsibilities

The officers shall have such powers and shall perform such duties as from time to time shall be specified in these Bylaws or other directives of the Board.

1. Chair

The Chair shall preside over meetings of the Board and shall perform the other specific duties prescribed by these Bylaws or that may from time to time be prescribed by the Board.

2. Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the latter's absence and shall provide additional duties that may from time to time be prescribed by the Board.

3. Secretary

The Secretary or the Secretary's designee shall take minutes of the meetings, submit those minutes to the Board in advance of the following meeting for

approval of the Board, ensure that notice of meetings is given as required by these Bylaws, and ensure that space is reserved for meetings of the Board.

Article 14: Executive Committee

Section A - Meetings

The Executive Committee shall meet, whether in person or via other electronic means, on an as needed basis and at such time and place as it may designate and shall keep a record of all its proceedings and actions.

Special meetings of the Executive Committee may be called on one (1) day's notice by the Chair or by two (2) members of the Executive Committee.

Section B - Membership

The Executive Committee shall consist of the Chair, Vice-Chair, and one (1) member of the Board elected as a member-at-large. Consumer members shall be strongly encouraged to serve on the Executive Committee.

Section 3 - Election

The member-at large shall be elected annually by a majority vote of the Board members present and voting as the second order of business at the October or November meeting of the Board in conjunction with the election occurring pursuant to Article 13.

Section 4 - Powers

The Executive Committee shall prepare and see that an agenda is distributed prior to each regular meeting; shall coordinate the activities of all committees; and shall perform such other duties as prescribed by the Board.

Section 5 - Voting

The Executive Committee shall act by majority vote, but a meeting requires all three (3) members of the Executive Committee to be participating.

Section 6 - Vacancies

Vacancies on the Executive Committee shall be filled by special election at a regular meeting of the Board in accordance with this Article.

Article 15: Committees

The Board may designate one or more committees as the Board sees as appropriate to address specific issues or duties as they arise. Any such committee is limited to a membership of fewer than half the members of the Board. Committees may also consist of additional persons from the community chosen for their knowledge and concern about a specific issue or field or endeavor who are not members of the Board.

The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of its responsibility. Committees shall not have power to bind the Board, and any recommendations of a committee must be approved by the Board.

Committees shall operate pursuant to the Brown Act and shall not attempt to poll a majority of the members of the Board about actions or recommendations. Formal Board actions on items recommended by the Committee must occur at Board meetings pursuant to the proper notice required for such action.

Article 16: Amendments

These Bylaws may be amended at any meeting of the Board at which a quorum is present upon agreement by two-thirds (2/3) of those present and voting. At least fourteen (14) days written notice must be given to each member of the Board of the intention to alter, amend, or adopt new Bylaws at such meetings, and such notice must include the text of the proposed alteration, amendment, or substitution. Bylaw changes which are approved by the Board and which are inconsistent with or in opposition to established San Mateo County policies and procedures are not effective unless approved by the San Mateo County Board of Supervisors. These Bylaws must always remain consistent with the Ordinance which created the Board, and any change to the Bylaws which is inconsistent with that Ordinance is null and void.

Article 17: Program Termination

The 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 Board. In the event the Program is terminated or is no longer funded by HRSA, the Board shall cease to operate unless the San Mateo County Board of Supervisors takes action to continue the Board's existence.

Notwithstanding the foregoing, the San Mateo County Board of Supervisors may terminate the Board at any time; provided, however, that any such termination may impact Section 330 funding.

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