

Criterion 6: GOVERNANCE (10 points) – Corresponds to Section IV.2.ii

*This the narrative that the ACHCH health center submitted to HRSA in its 2017-2019 Services Area Competition in the section where the program describes its governance structure. This was written in 2016, as the HCH Commission was in development. It was approved by HRSA as the program's governance structure; but as the HCH Commission was a work in progress, left open were questions such as the formal relationship, and expectations between HCH Commission and HCH Consumer/Community Advisory Board.*

GOVERNANCE

**1) Describe how Attachments 2: Corporate Bylaws, 6: Co-Applicant Agreement, and 8: Articles of Incorporation demonstrate that your organization has an independent governing board that retains (i.e., does not delegate) the following unrestricted authorities, functions, and responsibilities:**

Alameda County Health Care for the Homeless (ACHCH) is a 330(h) funded health center which until August of 2016 had two separate public governing authorities overseeing the HRSA-funded Scope of Project. As of August 2016, ACHCH has transitioned, under HRSA guidance, from a governing board consisting of the 5 member Alameda County Board of Supervisors, to a Co-Applicant governing board (the HCH Commission) which will be formally seated on September 13, 2016.

The ACHCH health center grantee is Alameda County Health Care Services Agency (HCSA), a public entity governed by the Alameda County Board of Supervisors. Housed in the HCSA, the ACHCH program staff administer contracts for services including primary care, substance use, outreach, and urgent care, and Alameda County employees provide some clinical, outreach and enabling services and administrative and support services.

Alameda Health System (AHS) is a subrecipient of the 330(h) grant, providing the majority of primary care within the HRSA Scope of Project. AHS is the local public hospital authority for Alameda County, governed by a separate Board of Trustees.

At the HRSA Operational Site Visit in August 2015, it was determined that neither the Board of Supervisors of Alameda County nor the Board of Trustees of Alameda Health System meets HRSA/BPHC requirement 17 for the Board Authority of a 330(h) program. Site visitors were impressed by the complexity and unique challenges presented by having two public entities with two separate governing boards administering the Scope of Project for the health center. As a result, the health center carried out extensive research consulting other public centers in California and several national subject matter experts in community health center regulations, resulting in a corrective action plan submitted and approved by HRSA/BPHC on June 20, 2016.

A joint Co-Applicant Board called the HCH Commission has been created to meet the Board Authority requirement for both Alameda County and Alameda Health System (see Figure). The HCH Commission was established by an ordinance of the Alameda County Board of Supervisors meeting all state legal requirements for public commissions as well as HRSA requirements for governance on 6/28/2016. The co-applicant agreement has been drafted and is currently being reviewed and signed by the three parties. It delineates roles and responsibilities among the Board of Supervisors of Alameda County, the Board of Trustees of Alameda Health System, and the HCH Commission for governance of the HRSA Scope of Project. The Co-Applicant Agreement meets all of the requirements for 330(h) health centers set forth in PIN 2014-01 for both the grantee and the subrecipient, and will be signed by both in addition to the HCH Commission.

The HCH Commission will meet the following HRSA governance requirements:

**a. Meets at least once a month.**

The HCH Commission meets monthly.

**b. Ensures that minutes documenting the board's functioning are maintained.**

As outlined in the HCH Commission bylaws, minutes will be documented by ACHCH staff.

**c. Determines executive committee function and composition.**

As outlined in the HCH Commission bylaws, the HCH Commission members will determine executive committee function and composition.

**d. Selects the services to be provided.**

As determined in the Co-Applicant Agreement, the HCH Commission will be solely responsible for authorizing the services to be provided as signatory of any formal CIS request.

**e. Determines the hours during which services will be provided.**

As determined in the Co-Applicant Agreement, the HCH Commission will be responsible for determining the hours during which services will be provided.

**f. Measures and evaluates the organization's progress and develops a plan for the long-range viability of the organization through: strategic planning and periodic review of the organization's mission and bylaws; evaluating patient satisfaction; monitoring organizational performance; setting organizational priorities; and allocating assets and resources.**

As determined in the Co-Applicant Agreement, the HCH Commission will be actively involved in program planning and evaluation, including setting priorities, monitoring performance, and approving budgets.

**g. Approves the health center's annual budget, federal applications for funding, and selection/dismissal/performance appraisal of the organization's CEO.**

Under the terms of the Co-Applicant Agreement, the HCH Commission will approve the health center's annual budget, federal applications for funding, and selection/dismissal/performance appraisal of the ACHCH Director.

**h. Establishes general policies for the organization.**

Under the terms of the Co-Applicant Agreement, the HCH Commission will establish general policies for the organization.

As a 330(h) grantee, HCH currently has a waiver for Board Composition, and continues to request a waiver in Form 6B of this Services Area Competition. To maintain a strong patient voice the ACHCH health center counts on a long-established a **Community/Consumer Advisory Board (CCAB)** which meets monthly. All members of the CCAB have received services from HCH and have experienced homelessness at some point in their lives. The CCAB has selected one member to serve on the HCH Commission. Additionally, all services provided by HCH are subject to patient experience surveys, whether delivered directly by AHS or Alameda County staff or delivered by contractors. Surveys will be compiled and reviewed at least quarterly by both the CCAB and the HCH Commission, with the CCAB taking special duties in overseeing the development of survey language and methodology.

The current HCH Consumer/Community Advisory Board is supported by ACHCH health center staff, with a budget to support its meetings and work. The CCAB has independent bylaws and an executive committee. Members of the CCAB work closely with ACHCH health center staff and have had meetings with the HCH Director, the Medical Director, and the HCSA Medical Director around issues of concern to the CCAB regarding patient services. Through those meetings, CCAB members gained a seat at ACHCH program planning and management meetings for the TRUST Clinic Steering Committee. HCH CCAB members are also closely involved with the National Health Care for the Homeless Consumer Advisory Board, attending national and regional conferences. The HCH CCAB stands independently of the ACHCH program and health center, and is able to take stands on policy issues that the public entity ACHCH would need board approval for, such as stands against the criminalization of homelessness. Finally, and perhaps most importantly, the HCH CCAB is directly involved in the creation and carrying out of client satisfaction and client experience surveys for ACHCH contractors, providers and subrecipients, and dedicates a full meeting quarterly to the evaluation and analysis of ACHCH client satisfaction surveys.

The HCH Commission meets the spirit and substance of the Board Authority requirement by creating a strong community voice with a window into both Alameda County and AHS, convening experts with a commitment to address the needs of people experiencing homelessness and overseeing shared resources to develop and monitor health care programs targeting those needs. Members of the HCH Commission were selected for their breadth of knowledge and experience in matters of interest to the health of persons experiencing homelessness and the systems providing their care.

As public centers with co-applicant governing boards, the County of Alameda through its HRSA-grantee Health Care Services Agency and subrecipient Alameda Health System through its Board of Trustees will retain authority for establishing general fiscal and personnel policies for the health center (see HRSA-17-050 24 2). The structure of the HCH Commission is appropriate in terms of size, composition, and expertise:

- a. **At least 51 percent of board members are individuals who are/will be patients of the health center (this requirement may be waived for eligible applicants that justify the need for a waiver in Form 6B: Request of Waiver of Board Member Requirements).**

The ACHCH health center has applied for and justified a waiver in Form 6B of this SAC.

- b. **As a group, the patient board members reasonably represent the individuals served by the organization in terms of race, ethnicity, and gender (consistent with Form 4: Community Characteristics and Form 6A: Current Board Member Characteristics). Non-patient board members are representative of the service area and selected for their expertise in any of the following areas: community affairs; local government; finance and banking; legal affairs; trade unions and related organizations; and/or social services.**

The HCH Commission (co-applicant board) is representative of the individuals served by the health center in terms of race, ethnicity and gender. The Commission also represents the service area and has expertise in community affairs, local government, finance, legal, and social services. A position for someone with expertise in hospital systems is currently vacant and being recruited.

- c. **Board has a minimum of nine but no more than 25 members, as appropriate for the complexity of the organization.**

The HCH Commission will have nine members. Eight have been selected and appointed and a remaining member is being recruited.

- d. **No more than half of the non-patient board members derive more than 10 percent of their annual income from the health care industry.**

No members of the current HCH Commission derive more than 10% of their annual income from the health care industry.

- e. **No board member is an employee of the health center or an immediate family member of an employee. \* If you are requesting funding to serve the general community (CHC) AND special populations (MHC, HCH, and/or PHPC), you must have appropriate board representation. At a minimum, there must be at least one representative from/for each of the special population groups for which funding is requested. Board members representing a special population should be individuals who can clearly communicate the target population's needs/concerns (e.g., advocate for migratory and seasonal agricultural workers, former homeless individual, current resident of public housing).**

According to the ordinance establishing the HCH Commission, no board member may be an employee or immediate family member of Alameda County. The ordinance also establishes that a permanent seat of the HCH Commission shall be at least one representative from the HCH Consumer/Community Advisory Board.

### **3) Document the effectiveness of the governing board by describing how the board:**

- a. **Operates, including the organization and responsibilities of board committees (e.g., Executive, Finance, QI/QA, Risk Management, Personnel, Planning).**

The HCH Commission will operate with support of HCSA and ACHCH staff to provide organizational structure. The HCH Commission Bylaws give the board independence to develop its committee structure as it sees fit, with likely formation of Executive, Finance, QI/QA, Risk Management and Planning committees.

- b. **Monitors and evaluates its performance, inclusive of identifying training needs.**

The HCH Commission will receive support from HCSA and ACHCH program, which have devoted a budget towards a ramp up year of training on health center operations and board functions. Board members will be encouraged to visit nearby health centers and communicate with board members from San Mateo, Santa Cruz and other regional co-applicant boards. ACHCH staff have already developed a training schedule to review HRSA requirements, and delve into both HCSA and AHS health center operations. The Commission will evaluate its own performance annually as described by its Bylaws.

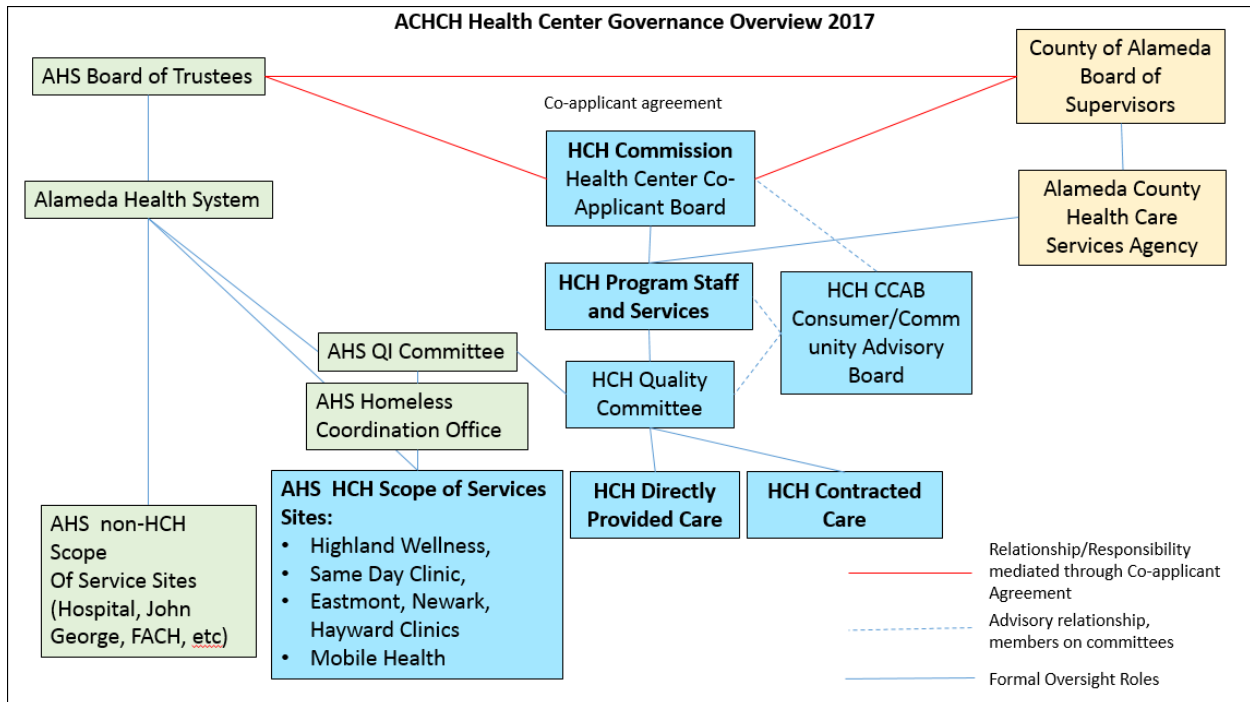
- c. **Provides training, development, and orientation for new members to ensure that they have sufficient knowledge to make informed decisions regarding the strategic direction, general policies, and financial position of the organization.**

A first task will be for ACHCH health center and HCSA staff to provide training, development and orientation for the incoming HCH Commissioners to ensure that they have sufficient knowledge to make informed decisions regarding the strategic direction, general policies, and financial position of the organization, as well as to comply with state public transparency laws (the Brown Act) and conflict of interest regulations. HCSA and health center staff have dedicated staff time and resources (including technical assistance, consultants and travel, conferences) towards this effort at orienting the new Commission members.

### **4) If you have a parent/affiliate/subsidiary (consistent with Form 8: Health Center Agreements): Describe how this organizational structure/relationship does not impact or restrict your governing**

**board composition and/or authorities (reference Attachment 2: Corporate Bylaws and other attachments as needed):**

A public entity health center with a subrecipient agreement with another public entity (AHS), the ACHCH health center has, with consultation with HRSA, developed a unique governance structure that meets HRSA public entity health center governance requirements, through the development of a co-applicant agreement which does not impact or restrict governing board key functions while still enabling each party to govern their aspect of the health center operations. Built into the co-applicant agreement is an understanding that protracted conflict will only negatively impact the health center, grant and patients, and a key concept is that consensus and respect for each party will serve the mutual needs of the homeless population served by the health center.



- a. Selection of the board chairperson, a majority of board members (both patient and non-patient), and, if applicable, Executive Committee members.**

Under its bylaws, the HCH Commission will select its board chairperson, and if applicable, its executive committee members.

- b. Selection or dismissal of the CEO/Executive Director, including arrangements that combine this position with other key management positions.**

The Co-Applicant Agreement makes very clear that the selection and dismissal of the ACHCH Director in their capacity as Director of the ACHCH program will be the responsibility of the HCH Commission. The Commission does not have the authority to direct the hiring, promotion, or firing of any employee of the County or AHS, and in the case of board dismissal of the ACHCH Director, s/he will continue to remain an employee of the County or AHS.

- c. Ensuring that no outside entity has the authority to override board approval (e.g., dual or super-majority voting, prior approval process, veto power, final approval). Note: Upon award, your organization will be the legal entity held accountable for carrying out the approved Health Center Program scope of project.**

The Co-Applicant Agreement has been drafted to ensure that that no outside entity, including AHS or County of Alameda has the authority to override board approval (e.g., dual or super-majority voting, prior approval process, veto power, final approval).

**5) Document that your health center's bylaws (consistent with Attachment 2: Corporate Bylaws) and/or other board-approved policy document(s) and procedures include specific provisions that prohibit real or apparent conflict of interest by board members, employees, consultants, and others in the procurement of supplies, property (real or expendable), equipment, and other services procured with federal funds.**

As demonstrated in Attachment 2 (Bylaws) and Attachment 6 (Co-Applicant Agreement), the HCH Commission has specific provisions that prohibit or apparent conflict of interest by board members, in the procurement of supplies, property (real or expendable), equipment, and other services procured with federal funds. All ACHCH health center staff as employees of the County of Alameda are subject to the same conflict of interest policies and procedures approved by the County of Alameda Board of Supervisors under Government Code Section 1090 on Conflict of Interest and Section 87100 (the Political Reform Act of 1974).

**6) Describe how the composition of the governing board will be modified if changes occur in the demographics or needs of the target population and/or service area.**

According to the bylaws, the governing board, or HCH Commission, is itself responsible for directing changes or modifications to its composition if changes occur in the demographics or needs of the target population and/or service area.