

Alameda County Health Care for the Homeless Commission
Friday, September 30 2016, 2:00pm
Location: 1000 San Leandro Blvd #325, San Leandro, CA 94577*

AGENDA

Item	Presenter	TAB	Time
A. CALL TO ORDER 1. Welcome 2. Swearing In 3. Introductions 4. Adopt agenda	Rebecca Gebhart (HCSA) Kathleen Clanon (HCH) Joe DeVries (AHS)		2:00 PM 2:25 PM
B. CLOSED SESSION 1. No closed session this meeting			
C. PUBLIC COMMENT** Persons wishing to address items on or off agenda			
D. CONSENT AGENDA No consent items for this meeting			
E. BOARD ORIENTATION 1. HCH Health Center 101	David Modersbach, HCH		2:30 PM
F. REGULAR AGENDA 1. Consumer Input - no item this meeting 2. Board Ad Hoc Committee reports - no reports this meeting 3. HCH Program report (e.g., Program Director, QI, contracts, finance, etc.) - No reports this meeting 4. Review ordinance creating Commission (Tab 1) 5. Proposed Bylaws Action Item: Approve Bylaws (Tab 2) 6. Proposed Co-Applicant Agreement Action Item: Approve Co-Applicant Agreement (Tab 3)		TAB 1 TAB 2 TAB 3	3:00 PM 3:15 PM
G. OTHER ITEMS 1. Small group exercise 2. Future meetings Action Item: Set meeting dates and location 2. Items for upcoming agenda 3. Housekeeping			3:30 PM
H. ADJOURNMENT	Kathleen Clanon		4:00 PM

* Meetings are accessible to people with disabilities. Individuals who need special assistance or a disability-related modification or accommodation (including auxiliary aids or services) to participate in this meeting, or who have a disability and wish to request an alternate format for the agenda, meeting notice, or other documents that may be distributed at the meeting, should contact the HCH Grant Manager at least five working days before the meeting at (510) 667-4487 in order to make reasonable arrangements to ensure accessibility to this meeting and the materials related to it. The HCH Commission regular meeting documents are posted at least 72 hours prior to the meeting and are accessible online at: <http://www.achch.org/>.

** Any person may address the HCH Commission during its Public Comments period. Presentations must not exceed three (3) minutes in length. HCH Commission members may not take actions or respond immediately to any Public Comments presented, but may choose to follow up at a later time, either individually, or on a subsequent Commission Agenda.

TAB 1

Ordinance

**AN ORDINANCE ADDING CHAPTER 2.124 TO TITLE 2 OF THE ALAMEDA COUNTY ADMINISTRATIVE
ORDINANCE CODE TO ESTABLISH THE ALAMEDA COUNTY HEALTH CARE FOR THE HOMELESS
COMMISSION**

WHEREAS, the Alameda County Health Care Services Agency (“HCSA”), governed by the Alameda County Board of Supervisors, has applied for and received grants from the United States Department of Health and Human Services Health Resources and Services Administration (“HRSA”) pursuant to Section 330(h) of the Public Health Service Act to support health care services for people experiencing homelessness; and

WHEREAS, Alameda Health System (“AHS”), governed by the Alameda Health System Board of Trustees (“BOT”), has provided a portion of those services through its status as a subrecipient of Section 330(h) funds from HCSA and its resulting designation as a Federally Qualified Health Center (“FQHC”); and

WHEREAS, HRSA’s Policy Information Notice 2014-01 defines the Scope of Project (“HRSA Scope of Project”) under a Section 330 grant as “the approved service sites, services, providers, service area(s) and target population(s) which are supported (wholly or in part) under the total section 330 grant-related project budget;” and

WHEREAS, HCSA, through its Alameda County Health Care for the Homeless program (“HCH”), and AHS, through its Homeless Coordinating Office (“HCO”), jointly administer the HRSA Scope of Project; and

WHEREAS, HRSA, as a condition of the Section 330 grant and the resulting FQHC designation, requires the establishment of an independent governing body with specific authority to oversee the HRSA Scope of Project; and

WHEREAS, the County and AHS wish to collaborate in providing the oversight required by HRSA through the establishment of a Joint Co-Applicant Board, which shall be named the Alameda County Health Care for the Homeless Commission with specific authority to oversee the HRSA Scope of Project;

NOW THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA, ORDAINS AS FOLLOWS:

SECTION I

Chapter 2.124 is added to the County administrative code to read as follows:

ALAMEDA COUNTY HEALTH CARE FOR THE HOMELESS COMMISSION

Contents:

- 2.124.010 Establishment and Purpose
- 2.124.020 Membership
- 2.124.030 Term of Office
- 2.124.040 Co-Applicant Agreement

- 2.124.050 Limitations of Authority
- 2.124.060 Compensation and Expenses
- 2.124.070 Meetings
- 2.124.080 Conflicts of Interest
- 2.124.090 Bylaws
- 2.124.100 Severability
- 2.124.110 Termination of the Commission
- 2.124.120 Powers and Duties of the Commission

2.124.010 Establishment and Purpose.

There is hereby established in the County of Alameda ("County") a body which shall be known as the Alameda County Health Care for the Homeless Commission ("Commission"). The purpose of the Commission is to act, in conjunction with the board of supervisors and the Alameda Health System ("AHS") Board of Trustees ("BOT"), as the governing board, as set forth in this ordinance, of health care operations, whether administered by HCSA or AHS, which fall under the United States Department of Health and Human Services Health Resources and Services Administration ("HRSA") Policy Information Notice 2014-01's Scope of Project ("HRSA Scope of Project") under Section 330 the Public Health Services Act and its related grant. The HRSA Scope of Project is defined as "the approved service sites, services, providers, service area(s) and target population(s) which are supported (wholly or in part) under the total section 330 grant-related project budget."

2.124.020 Membership.

The Commission shall consist of nine (9) members initially appointed by the board of supervisors in consultation with Alameda County Health Care for the Homeless ("HCH") and AHS through its Homeless Coordinating Office ("HCO"). Subsequent appointments to fill vacancies will be made pursuant to the Commission Bylaws.

All members of the Commission shall be residents of the County. Each of the five districts represented by a member of the board of supervisors must be represented by at least one member of the Commission. At least one member must be an active member of the Consumer Community Advisory Board of HCH. No member of the Commission shall be an officer, employee or an immediate family member of an officer or employee of Alameda County, AHS, or a subcontracting agency of the HCH or HCO. No member shall have a financial interest which would constitute a conflict of interest. No more than one-half (50 percent) of Commission members may derive more than ten (10) percent of their annual income from the health care industry, as required by HRSA regulations.

Collectively, Commission members shall possess expertise in health care, community affairs, finance, government, business, and legal affairs. Each member shall have a demonstrated commitment to people experiencing homelessness and the special health needs of that population.

2.124.030 Terms of Office.

Upon its establishment, initial terms shall be four (4) years for five (5) of the members and two (2) years for the remaining members. Thereafter, the term of each member shall be four (4) years. Any vacancy or removal from the Commission shall occur pursuant to the Bylaws.

2.124.040 Co-Applicant Agreement.

Following the creation of the Commission, a Co-Applicant Agreement shall be established among the Commission, board of supervisors, and BOT delineating governance authority and responsibilities of the Commission in relation to the HRSA Scope of Project. The Co-Applicant Agreement shall be in compliance with HRSA requirements.

2.124.050 Limitations of Authority.

The board of supervisors and BOT shall retain the authority to set policy on fiscal and personnel matters within their respective public agencies including, but not limited to, appropriating and authorizing funding and staffing for programs and policies related to financial management practices, labor relations, and conditions of employment. The Commission may not adopt any policy or practice, or take any action, which is inconsistent with or which alters the scope of any decision or policy set by the board of supervisors or the BOT on fiscal or personnel issues, or which asserts control, directly or indirectly, over any non-HRSA Scope of Project fund or program. The Commission does not have the authority to direct the hiring, promotion, or firing of any employee of the County or AHS.

2.124.060 Compensation and Expenses.

Members of the Commission shall serve without compensation. Travel and meal expenses when traveling out of County on Commission business shall be approved in advance by the Commission and reported to the board of supervisors.

2.124.070 Meetings.

Meetings shall be held pursuant to HRSA requirements and within the jurisdictional limits of the County. All meetings of the Commission, 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).

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 Commission. A majority vote of the Commission members present is required to take any action, and each member present shall be entitled to vote.

2.124.080 Conflicts of interest.

The Commission shall be subject to the same conflict of interest rules and reporting requirements which are applicable to the board of supervisors and as otherwise required by law.

2.124.090 Bylaws.

The Bylaws attached to this ordinance shall constitute the initial Bylaws of the Commission. The Bylaws may be modified thereafter pursuant to the terms of the Bylaws so long as any such modifications are consistent with HRSA regulations, this Ordinance, or any other federal, state, or County law.

2.124.100 Severability.

If any provision(s) of this ordinance is declared invalid by a court of competent jurisdiction, it is the intent of the board of supervisors that such invalid provision(s) be severed from the remaining provisions of the ordinance and that those remaining provisions continue in effect.

2.124.110 Termination of the Commission.

The Commission shall remain in existence for as long as required to remain eligible for receipt of funding from the United States Government under Section 330 of the Public Health Service Act or any successor law that requires the existence of the Commission. If such funding is no longer received by the County, the Commission shall terminate unless the board of supervisors takes action to maintain the Commission.

2.124.120 Powers and Duties of the Commission.

Subject to 2.124.050 regarding the Limitation of Powers, the duties of the Commission shall be limited to the HRSA Scope of Project as follows:

- Approving applications related to the HRSA Scope of Project, including grants and designation applications and other HRSA requests regarding scope of project.
- Approving the annual HRSA Scope of Project budget and audit within appropriations made available by the board of supervisors and/or the BOT.
- Long-term strategic planning, which would include regular updating of the HRSA Scope of Project’s mission, goals, and plans, as appropriate.
- Evaluating the HRSA Scope of Project’s progress in meeting its annual and long-term goals.
- Determining the hours during which services are provided at HRSA Scope of Project’s sites that are appropriate and responsive to the community’s needs.
- Approving the selection and dismissal of, and evaluating the performance of the HCH Director, subject to those limitations on the Commission’s authority over labor relations and conditions of employment described in the Commission’s enabling ordinance, which are strictly reserved to the BOT and BOS.
- Establishing general policies and procedures for the HRSA Scope of Project that are consistent with the HRSA Scope of Project and applicable grants management requirements.
- Developing Commission member selection and dismissal procedures.
- Developing quality improvement system.
- Developing fee schedules for services, including the sliding fee discount program.

SECTION II

The initial Bylaws of the Commission are attached to this Ordinance.

SECTION III

Effective Date

- A. This ordinance shall take effect and be in force thirty (30) days from and after the date of passage.
- B. Before the expiration of fifteen (15) days after its passage, it shall be published once with the names of the members voting for and against the same in a newspaper published in the County of Alameda as required by law.

Adopted by the Board of Supervisors of the County of Alameda, State of California, on _____, 2016 by the following called vote:

AYES:

NOES:

EXCUSED: _____

President of the Board of Supervisors
County of Alameda, State of California

ATTEST: ANIKA CAMPBELL-BELTON

Clerk of the Board of Supervisors, County of
Alameda

By: _____

Approved as to Form:
DONNA R. ZIEGLER, County Counsel

By: _____
Raymond Lara
Senior Deputy County Counsel

TAB 2

Bylaws

BYLAWS OF THE ALAMEDA COUNTY HEALTH CARE FOR THE HOMELESS COMMISSION

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Introduction

The Alameda County Health Care Services Agency (“HCSA”), governed by the Alameda County Board of Supervisors (“BOS”), receives a grant from the United States Department of Health and Human Services Health Resources and Services Administration (“HRSA”) pursuant to Section 330(h) of the Public Health Service Act to support health care services for people experiencing homelessness. Alameda Health System (“AHS”), which is governed by the Alameda Health System Board of Trustees (“BOT”), provides a portion of those services through its status as a subrecipient of Section 330(h) funding from HCSA and its resulting designation as a Federally Qualified Health Center (“FQHC”).

HRSA regulations define the Scope of Project (“HRSA Scope of Project”) under a Section 330 grant as “the approved service sites, services, providers, service area(s) and target population(s) which are supported (wholly or in part) under the total section 330 grant-related project budget.” HCSA, through its Alameda County Health Care for the Homeless program (“HCH”), and AHS, through its Homeless Coordinating Office (“HCO”), jointly administer the HRSA Scope of Project. HRSA, as a condition of receiving Section 330 grant funds and the resulting FQHC designation, requires the establishment of a Co-Applicant Board with specific authority to oversee the HRSA Scope of Project. The HCO and HCH service sites, services, and providers that fall within the HRSA Scope of Project are collectively known as the “Health Center.” The Co-Applicant Board is also known as the “Health Center Board” under HRSA regulations.

These Bylaws define the powers of this Co-Applicant Board, known as the Alameda County Health Care for the Homeless Commission (the “Commission”). The Commission is governed and created by Alameda County Administrative Code Chapter 2.124, sections 2.124.010 to 2.124.120. For the purposes of these Bylaws, ‘Health Center’ is equivalent to ‘HRSA Scope of Project’ as defined in Alameda County Administrative Code section 2.124.010.

Article I: Purpose

The Commission is the community-based governing board mandated by HRSA’s Bureau of Primary Health Care (“BPHC”) to oversee and set policy for the Health Center.

The Commission shall work cooperatively with the BOS and BOT to support and guide the Health Center in its mission to provide comprehensive health care that is quality-driven, affordable and culturally competent to persons experiencing homelessness in Alameda County, while ensuring compliance with HRSA grant requirements.

Article II: Responsibilities

The Commission has specific responsibilities to meet the governance expectations of HRSA, while day-to-day operational and management authority reside with HCH and HCO Program staff.

The Commission’s responsibilities include providing advice, leadership and guidance in support of the Health Center’s mission.

The Commission shall have the following responsibilities limited to the Health Center:

- Approving applications related to the Health Center, including grants and designation applications and other HRSA requests regarding the HRSA Scope of Project.
- Approving the annual Health Center budget and audit within appropriations made available by the BOS and/or the BOT.
- Long-term strategic planning, which would include regular updating of the Health Center’s mission, goals, and plans, as appropriate.
- Evaluating the Health Center’s progress in meeting its annual and long-term goals.

- Determining the hours during which services are provided at HRSA Scope of Project sites that are appropriate and responsive to the community's needs.
- Approving the selection and dismissal of, and evaluating the performance of the HCH Director, subject to those limitations on the Commission's authority over labor relations and conditions of employment described in the Commission's enabling ordinance, which are strictly reserved to the BOT and BOS.
 - Establishing general policies and procedures for the Health Center that are consistent with the Health Center and applicable grants management requirements.
 - Developing Commission member selection and dismissal procedures as set forth in these Bylaws.
 - Developing a quality improvement system.
 - Developing fee schedules for services, including the sliding fee discount program.

Article III: Limitations of Authority

The BOS and the BOT shall maintain their respective authority to set policy on fiscal and personnel matters pertaining to their respective public agencies, including, but not limited to, appropriating and authorizing funding and staffing for programs and policies related to financial management practices, charging and rate setting, labor relations and conditions of employment. The Commission may not adopt any policy or practice, or take any action, which is inconsistent with its enabling ordinance, or which is inconsistent with or alters the scope of any decision or policy of the Board of Supervisors or BOT regarding fiscal or personnel issues or which asserts control, directly or indirectly, over any non-HRSA Scope of Project fund or program. While the Commission has the ability to approve the appointment, dismissal and evaluation of the HCH Director, the Commission does not have any authority to direct hiring, promotion, or firing decisions regarding any employee of County of Alameda or AHS.

Article IV: Members

The Commission shall consist of nine (9) members initially appointed by the BOS. Subsequent appointments to fill vacancies will be made pursuant to these Bylaws, Article V.

All members of the Commission shall be residents of Alameda County. Each of the five districts represented by a member of the BOS must be represented by at least one member of the Commission. At least one member must be a member of the Consumer Community Advisory Board of HCH. The Director of the HCH program shall serve as an ex-officio non-voting member of the Commission. Currently, there is a HRSA waiver in place regarding consumer membership requirements. If anything should change or the waiver is withdrawn, these Bylaws shall be amended to reflect that change or withdrawal.

No member of the Commission shall be an officer, employee or an immediate family member of an officer or employee of Alameda County, AHS, or a subcontracting agency of the HCH or HCO. No more than four (4) members may receive more than ten percent (10%) of their annual income from the health care industry. No members shall have a financial interest which would constitute a conflict of interest.

Collectively, Commission members shall possess expertise in health care, community affairs, finance, government, business, and legal affairs. Each member shall have a demonstrated commitment to people experiencing homelessness and the special needs of that population.

Article V: Appointment of New Members

Section 1: Nominations

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

In addition, the Board shall ensure that public notice is provided regarding current and pending vacancies. 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, as developed and approved by the Commission, before the selection process outlined in this Article.

A nominee must provide information sufficient to confirm that they meet the membership requirements of these Bylaws.

Section 2: Election

A list of nominees and other applicants shall be presented to the Commission 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 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 VI: Term of Office

Unless otherwise designated in the enabling Ordinance, the term of office for Commission members shall be four (4) years. A member shall be limited to three (3) consecutive full terms of membership. The effective date of membership corresponds to the date of appointment.

A partial term of less than four (4) years shall not count as a term as outlined above.

Article VII: Responsibilities and Rights of Members

Commission members are expected to attend all meetings.

Commission members shall demonstrate a commitment to working collaboratively with the BOS, BOT, HCH staff, HCO staff, other Commission members, others within the Health Center, and the public to support the Health Center's mission and ensure the maintenance of the HRSA grant in accordance with expectations, rules, and regulations of HRSA, the County of Alameda, AHS, as well as the population served by the Health Center.

Commission Members shall be entitled to receive agendas, minutes, and all other materials related to the Commission, may vote at meetings of the Commission, may hold office, and may chair Commission committees.

Commission Members may not act, or speak, on behalf of the Commission without the Commission's express consent.

Article VIII: Removal

Any member may be removed whenever the best interests of the Health Center or the Commission will be served. 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 Commission. A member may be removed pursuant to this section by a vote of two-thirds (2/3) of the total number of members then serving on the Commission.

Continuous and frequent absences from Commission 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 Commission meetings or from four (4) meetings within a period of six (6) months, the Commission shall automatically give consideration to the removal of such person from the Commission in accordance with the procedures outlined in this Article.

The Commission will accept a verbal resignation of a Commission member so long as it is properly documented. The Commission will send an email or letter to the Commission member confirming the resignation. Following seven days (7) of receipt of the letter by the Commission, the resignation is accepted.

Article IX: Vacancies

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

Article X: Conflict of Interest

A conflict of interest is a transaction within the Health Center in which a Commission member has a direct or indirect economic or financial interest. Actual or potential conflicts of interest or the appearance of a conflict of interest by Commission members, employees, consultants and those who furnish goods or services to the Health Center must be declared by completing a conflict of interest declaration form (see Appendix "A").

In situations in which a conflict of interest may exist for a member of the Commission, the member shall declare and explain the conflict of interest. No member of the Commission shall participate in discussion of or vote on a matter where a personal conflict of interest exists for that member.

In addition to the requirements imposed by these Bylaws, Commission members shall be subject to all applicable state and federal conflict of interest laws and the rules, reporting requirements, and conflict of interest code applicable to the BOS.

Article XI: Compensation

Members of the Commission shall serve without compensation. Travel and meal expenses when traveling out on Commission business shall be approved in advance by the Commission.

Article XII: Meetings

Section 1: Regular Meetings

The Commission shall meet at least monthly and maintain records and minutes that verify and document its functioning. Where geography or other circumstances make monthly, in-person participation in board meetings burdensome, monthly meetings may be conducted by telephone or other means of electronic communication, subject to the requirements of the Ralph M. Brown Act, where all parties can both listen and speak to all other parties.

Section 2: Conduct of Meeting

The meeting shall be conducted in accordance with the most recent edition of *The Sturgis Standard Code of Parliamentary Procedure* unless otherwise specified by these Bylaws.

Section 3: Open and Public

All meetings will be conducted in accordance with the provisions of the Ralph M. Brown Act, open public meeting law, as amended.

Section 4: Notice, Agenda and Supportive Materials

Written notice of each regular meeting of the Commission, specifying the time, place and agenda items, shall be sent to each member not less than seventy-two (72) hours prior to the meeting except as permitted by the Ralph M. Brown Act. Preparation of the agenda shall be the responsibility of the Chair in conjunction with the Director of the HCH Program, or his or her designee.

Supportive materials for policy decisions to be voted upon shall be distributed to all members along with the agenda. If, on a rare occasion, such prior submission is precluded by time pressures, and if the urgency of a Commission vote is established by the Chair of the Commission, 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.

Items which qualify as an emergency can be added to the agenda pursuant to the Ralph M. Brown Act.

Section 5: Special Meetings

To hold a special meeting, advance notice of such meeting shall be given.

Section 6: Quorum and Voting Requirements

A quorum is necessary to conduct business and make recommendations. A quorum shall be constituted by the presence of a majority of the appointed members of the Commission.

A majority vote of those Commission members present and voting is required to take any action.

Each member shall be entitled to one vote. Voting must be in person or telephonically; no proxy votes will be accepted.

Commission member attendance at all meetings shall be recorded on a sign-in sheet. Members are responsible for signing the attendance sheet. The names of members attending shall be recorded in the official minutes.

Article XIII: Officers

Section 1: Nomination & Election

Nominees for officers shall be selected from the Commission membership. Nominations for officers shall be made at the regular November meeting. A nominee may decline nomination.

Officers shall be elected annually by a majority vote of these members present and voting, as the first order of business at the December meeting of the Commission.

Initial selection of officers upon creation of the Commission will transpire at the same Commission board meeting following the adoption of these Bylaws.

Section 2: Election of Chair & Vice Chair

Officers shall be elected for a term of one (1) year, or any portion of an unexpired term thereof. A term of office for an officer shall start January 1, and shall terminate December 31, of the same year, or shall serve until a successor is elected.

The Chair and Vice-Chair shall be chosen from among the members of the Commission.

The removal of any officer from his or her office shall be governed by the provisions of Article VIII regarding the removal of members.

Section 3: Vacancies

Vacancies created during the term of an officer shall be filled for the remaining portion of the term by special election, outside the November and December meeting if necessary, by the Commission at a regular or special meeting in accordance with this Article.

Section 4: 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 Commission.

The Chair and Vice-Chair shall be chosen from among the members of the Commission.

A. Chair

The Chair shall preside over meetings of the Commission, shall serve as Chair of the Executive Committee and shall perform the other specific duties prescribed by these Bylaws or that may from time to time be prescribed by the Commission.

B. 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 Commission.

Article XIV: Executive Committee

Section 1: Meetings

The Executive Committee shall meet 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.

Section 2: Membership

The Executive Committee shall consist of the Chair, Vice-Chair, and one (1) member of the Commission elected as a member-at-large.

Section 3: Powers

The Executive Committee shall coordinate the activities of all committees and shall perform such other duties as prescribed by the Commission. Any actions or recommendations of the Executive Committee must be approved by the Commission.

Section 4: Voting

The Executive Committee shall act by majority vote of those present at a meeting having a quorum.

Two (2) members of the Executive Committee shall constitute a quorum.

Section 5: Vacancies

Vacancies on the Executive Committee shall be filled by special election at a regular or special meeting of the Commission, in accordance with Article XIII.

Article XV: Committees

In addition an Executive Committee pursuant to Article XIV, the Commission may designate one or more committees as the Commission sees fit to carry out its responsibilities. A committee may be so

designated by adoption at a meeting of the Commission at which a quorum is present. Each standing committee shall be subject to the requirements of the Ralph M. Brown Act.

Each committee shall consist of two (2) or more Commission members.

The designation of such committees and the delegation thereto of authority shall not operate to relieve the Commission of its responsibility to approve all actions or recommendations of a committee.

Section 1: Committee Appointments

A. Chair

The Chair of the Commission shall appoint the Committee Chair from the members of the committee.

B. Members

Committee members shall be appointed by the Chair of Commission and are subject to the review of the Commission.

C. Term of Office

The Chair of a committee shall hold office until a successor is appointed and approved. All members of each committee shall hold office for two (2) years.

D. Vacancies

The Chair, with the approval of the Commission, shall have the power to fill any vacancies that occur on a committee.

Section 2: Meetings

Committees shall meet at such time and place as designated by the Chair of each committee and as often as necessary to accomplish the committee's duties.

Section 3: Minutes

All committees shall maintain written minutes of all meetings, which shall be available to the Commission. Committees shall report in writing to the Commission as necessary, in the form of reports or recommendations.

Article XVI: Amendments and Dissolution

Section 1: Amendments

The Bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting of the Commission at which a quorum is present, 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 intention to alter, amend, repeal, or to adopt new Bylaws at such meetings, as well as the written alteration, amendment or substitution proposed. Any revisions or amendments approved by the Commission must conform to the County of Alameda ordinance codes, including this Commission's enabling ordinance, as well as state and federal law. Any amendment that conflicts with the County of Alameda ordinance codes shall be null and void.

The Commission shall submit to the County's Clerk of the BOS a copy of any amendment to these Bylaws within five (5) business days of making any amendment. If the Commission repeals these Bylaws, it shall submit to the County's Clerk of the BOS a copy of the minutes of any meeting where the Bylaws are repealed within five (5) business days of the meeting. If the Commission adopts new Bylaws, the Commission shall submit to the County's Clerk of the BOS a copy of the new Bylaws within five (5) business days of adopting the new Bylaws.

Section 2: Dissolution

Dissolution of the Commission shall only be by affirmative vote of the Alameda County Board of Supervisors. The causes for dissolution may include, but are not limited to, changes in laws, regulations, or external environments, circumstances that dictate dissolution such as the identification of an

environment that would constitute a threat to patient, employee, or public safety, clinical care, or inappropriateness, or any other circumstance that would constitute a violation of the County law, or laws and regulations governing the Health Center, or threaten credentialing, accreditation, or certifications that permit the delivery of services to patients. In considering dissolution, the Board of Supervisors shall take into consideration the importance of Health Center services to the community, and only exercise such authority as a last resort or remedy.

CERTIFICATION

These Bylaws were approved at a meeting of the Commission by a two thirds majority vote on _____, 2016.

Chair Date

Vice Chair

Date

APPENDIX A: Conflict of Interest

Conflict of Interest. Conflict of Interest is defined as an actual or perceived interest by the member in an action which results or has the appearance of resulting in personal, organizational, or professional gain.

Duty of Loyalty. Commission members must be faithful to the Health Center and may never use information obtained by virtue of their position as Commission members for personal gain.

Responsibilities of Commission Members

1. A Commission member must declare and explain any potential conflicts of interest related to:
 - Using her/his Commission appointment in any way to obtain financial gain for him/herself, anyone from the member’s household or family, or for any business with which the Commission member or a Commission member’s household or family is associated; and
 - Taking any action on behalf of the Commission, the effect of which would be to the member’s household or family’s private financial gain or loss.
2. No member of the Commission shall participate in discussion of, or vote in a situation where a personal conflict of interest exists for that member.
3. No member of the Commission shall be an employee or an immediate family member of an employee of the Health Center.
4. Any member may challenge any other member(s) as having a conflict of interest by the procedures outlined in the Commission’s Bylaws, Article X.

As a Commission member, my signature below acknowledges that I have received, read and had an opportunity to ask clarifying questions regarding these conflict of interest requirements. I understand that any violation of these requirements may be grounds for removal from Commission membership. I further understand that I may be subject to all other applicable state and federal conflict of interest requirements in addition to the provisions set forth in these bylaws.

Commission Member’s name
(please print):

Commission Member’s signature:

_____Date:___

TAB 3

Co-Applicant Agreement

**ALAMEDA COUNTY HEALTH CARE FOR THE HOMELESS
CO-APPLICANT AGREEMENT**

This Co-Applicant Agreement ("Agreement") shall delineate the governance authority and responsibilities of the Alameda County ("County") Health Care for the Homeless Commission ("Commission") in relation to the Health Resources and Services Administration (HRSA) Scope of Project and in relation to the Alameda County Board of Supervisors ("BOS"), and Alameda Health System's ("AHS's") Board of Trustees ("BOT"), who shall be considered as Co-Applicants ("Co-Applicants," also referred to as the "parties" to this Agreement) as applied to HRSA Regulations and Authorities pertaining to the operation of the Alameda County Health Care for the Homeless program ("HCH").

WHEREAS, the Alameda County Health Care Services Agency ("HCSA"), governed by the BOS, has applied for and received grants from HRSA pursuant to Section 330(h) of the Public Health Service Act to support health care services for people experiencing homelessness; and

WHEREAS, AHS, governed by the BOT, has provided a portion of those services through its status as a subrecipient of Section 330(h) funds from HCSA and its resulting designation as a Federally Qualified Health Center ("FQHC"); and

WHEREAS, HRSA's Policy Information Notice 2014-01 defines the Scope of Project ("HRSA Scope of Project") under a Section 330 grant as "the approved service sites, services, providers, service area(s) and target population(s) which are supported (wholly or in part) under the total section 330 grant-related project budget;" and

WHEREAS, HCSA, through its HCH program, and AHS, through its Homeless Coordinating Office ("HCO"), jointly administer the HRSA Scope of Project; and

WHEREAS, HRSA, as a condition of the Section 330 grant and the resulting FQHC designation, requires the establishment of an independent governing body with specific authority to oversee the HRSA Scope of Project; and

WHEREAS, the BOS and AHS wish to collaborate in providing the oversight required by HRSA through the Commission, which has specific authority to oversee the HRSA Scope of Project; and

WHEREAS, the BOS established the Commission pursuant to Alameda County Administrative Code Chapter 2.124;

NOW THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF ALAMEDA, THE BOARD OF TRUSTEES OF ALAMEDA HEALTH SYSTEM, AND THE ALAMEDA COUNTY HEALTH CARE FOR THE HOMELESS COMMISSION AGREE AS FOLLOWS:

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3. Health Care for the Homeless Commission
4. Management of the HRSA Scope of Project
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9. Assignment
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1. Establishment and Purpose.

The Commission's purpose is to act, in conjunction with the BOS and BOT, as the governing board of health care operations, whether administered by HCSA or AHS, which fall under the HRSA Scope of Project. This Co-Applicant Agreement ("Agreement") delineates the authority and responsibilities of the Commission in relation to the HRSA Scope of Project.

The parties agree to carry out the activities and purposes of the HRSA Scope of Project in accordance with the specific provisions contained within Chapter 2.124 to Title 2 of the Alameda County Administrative Ordinance Code. The parties further agree to maintain the Section 330 grant by complying with the letter and spirit of applicable federal, state and local laws, policies and regulations. Above all, the parties to this Co-Applicant Agreement acknowledge their mutual commitment and responsibility to work together to serve the best interests of the target population served within the HRSA Scope of Project.

2. Reservation of Powers.

Powers not expressly granted to the Commission within the terms of this Agreement are reserved to the BOS and the BOT, as the case may be.

3. The Health Care for the Homeless Commission.

a) Membership.

The Commission shall consist of nine (9) members initially appointed by the BOS in consultation with HCH and AHS through its Homeless Coordinating Office ("HCO"). Subsequent appointments to fill vacancies will be made pursuant to the Commission Bylaws. All members of the Commission shall be residents of the County. Each of the five districts represented by a member of the BOS must be represented by at least one member of the Commission. At least one member must be an active member of the HCH Consumer Community Advisory Board. No member of the Commission shall be an officer, employee, or immediate family member of an officer or employee of the County, AHS, or a subcontracting agency of the HCH or HCO. No member shall have a financial interest which would constitute a conflict of interest. No more than one-half (50 percent) of Commission members may derive more than ten (10) percent of their annual income from the health care industry, as required by HRSA regulations.

Collectively, Commission members shall possess expertise in health care, community affairs, finance, government, business, and legal affairs. Each member shall have a demonstrated commitment to people experiencing homelessness and the special health needs of that population. The HCH Director shall be an ex-officio, nonvoting member of the Commission.

b) Terms of Office.

Upon establishment of the Commission, initial terms shall be four (4) years for five (5) of the members and two (2) years for the remaining members. Thereafter, the term of each member shall be four (4) years. Any vacancy or removal from the Commission shall occur pursuant to the Bylaws.

c) Compensation and Expenses.

Members of the Commission shall serve without compensation. Travel and meal expenses when traveling out of County on Commission business shall be approved in advance by the Commission and reported to the BOS.

d) Meetings.

Meetings shall be held pursuant to HRSA requirements and within the jurisdictional limits of the County. All meetings of the Commission, 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). 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 Commission. A majority vote of the Commission members present is required to take any action and each member present shall be entitled to vote.

e) Conflicts of Interest.

The Commission shall be subject to the same conflict of interest rules and reporting requirements which are applicable to the BOS and as otherwise required by law.

f) Bylaws.

The parties to this Agreement acknowledge the power of the Commission to revise the Bylaws which govern the Commission within the limits established by the ordinance which created the Commission and subject to HRSA regulations or any other federal, state, or county law.

g) Termination of the Commission.

The Commission shall remain in existence for as long as required to remain eligible for receipt of funding from the United States Government under Section 330 of the Public Health Service Act or any successor law that requires the existence of the Commission. If such funding is no longer received by the County, the Commission shall terminate unless the BOS takes action to maintain the Commission.

h) Limitations of Commission Authority.

The BOS and BOT shall retain authority to set policy on fiscal and personnel matters within their respective public agencies including, but not limited to, appropriating and authorizing funding and staffing for programs and policies related to financial management practices, labor relations, and conditions of employment. The Commission may not adopt any policy or practice or take any action which is inconsistent with or which alters the scope of any decision or policy set by the BOS or the BOT on fiscal or personnel issues or which asserts control, directly or indirectly, over any non-HRSA Scope of Project fund or program. The Commission does not have the authority to direct the hiring, promotion, or firing of any employee of the County or AHS.

i) Powers and Duties.

Subject to the Limitations of Commission Authority as set forth herein, the duties of the Commission shall be limited to the HRSA Scope of Project as follows:

- i. Approving applications related to the HRSA Scope of Project, including grants and designation applications and other HRSA requests regarding scope of project.
- ii. Approving the annual HRSA Scope of Project budget and audit within appropriations made available by the BOS and/or the BOT.
- iii. Long-term strategic planning, which would include regular updating of the HRSA Scope of Project's mission, goals, and plans, as appropriate.
- iv. Evaluating the HRSA Scope of Project's progress in meeting its annual and long-term goals.

- v. Determining the hours during which services are provided at HRSA Scope of Project sites that are appropriate and responsive to the community's needs.
- vi. Approving the selection and dismissal of, and evaluating the performance of, the HCH Director, subject to those limitations on the Commission's authority over labor relations and conditions of employment described in the Commission's enabling ordinance, which are strictly reserved to the BOT and BOS.
- vii. Establishing general policies and procedures for the HRSA Scope of Project that are consistent with the HRSA Scope of Project and applicable grants management requirements.
- viii. Developing Commission member selection and dismissal procedures.
- ix. Developing quality improvement system.
- x. Developing fee schedules for services, including the sliding fee discount program.

4. Management of the HRSA Scope of Project.

a) Budget Development and Approval.

Subject to the requirements for adoption and approval of a public agency budget, the Commission shall have final authority to approve the annual operating and capital budgets of the HRSA Scope of Project within the confines and amounts provided by the BOS during its annual budget adoption. The Commission agrees not to undertake expenditures in excess of the authorized budget. The BOS through HCSA shall develop preliminary recommendations for the annual operating and capital budgets of the HRSA Scope of Project based on financial projections and plans developed by HCSA and AHS staff. HCSA shall recommend such budgets to the Commission for review. The Parties shall negotiate in good faith in order to arrive at agreed-upon budgets which satisfy the programmatic goals as well as budgetary constraints and larger planning objectives of all three parties to this Agreement. In the event that the Commission is unable or unwilling to approve a budget which is satisfactory to all three parties, then the parties may engage in a dispute resolution process as defined in this Agreement.

All income generated within the HRSA Scope of Project, including fees, premiums, third party reimbursements, state and County funding, and Section 330 grant funds (collectively "Program Income"), as well as all Program Income greater than the amount budgeted to the Scope of the Project ("Excess Program Income"), shall be under the control of the BOS or BOT, depending on the entity responsible for carrying out the programmatic activities and billing for them. In accordance with HRSA regulations, the parties agree that Excess Program Income shall be used to further the goals of the Scope of Project consistent with the policies and priorities established by the Commission.

The Parties shall not materially deviate from adopted budgets except that the County or AHS may modify planned fiscal activities if there is a reduction in available resources (e.g. decreased levels of reimbursement, diminished revenues, or adverse labor events). The County and AHS shall immediately notify the Commission of any budgetary changes that would materially modify the HRSA Scope of Project and seek the Commission's approval of any changes to the HRSA Scope of Project.

b) Fiscal Management.

The BOS, through HCSA, and the BOT, through its HCO, shall each be responsible for the management of their respective financial affairs, including:

- i. Borrowing for capital costs and operations;
- ii. Financial policies and controls;

- iii. Preparing and submitting cost reports, supporting data, and other materials required in connection with reimbursement under Medicare, Medicaid, and other third-party payment contracts and programs and otherwise receiving, managing, allocating, and disbursing funds necessary for the operation of the HRSA Scope of Project;
- iv. Providing for the annual audit of the HRSA Scope of Project, which shall be undertaken in consultation with the Commission in accordance with this Agreement, consistent with the requirements of the United States Office of Management and Budget Circular A-133 and the compliance supplement applicable to the consolidated Health Center Program to determine, at a minimum, the fiscal integrity of financial transactions and reports and compliance with Section 330 requirements and the fiscal policies of HCSA and AHS;
- v. Preparing regular financial reports, which shall be submitted to the Commission, and managing financial matters related to the operation of the Health Center;
- vi. Developing and managing internal control systems, in consultation with the Commission as set forth in this Agreement (as applicable), in accordance with sound management procedures and Section 330 that provide for:
 - i. Eligibility determinations;
 - ii. Development, preparation, and safekeeping of records and books of account relating to the business and financial affairs of the HRSA Scope of Project;
 - iii. Separate maintenance of the HRSA Scope of Project's business and financial records from other records related to the finances of HCSA so as to ensure that funds of the HRSA Scope of Project may be properly allocated;
 - iv. Accounting procedures and financial controls in accordance with generally accepted accounting principles;
 - v. A schedule of charges and partial payment schedules (i.e., a sliding fee schedule of discounts) for services provided to certain uninsured and underinsured patients with annual incomes at or below 200% of the federal poverty level, and a nominal fee policy for those with annual incomes at or below 100% of the federal poverty level, and in compliance with, but not greater than, the requirements set forth in the California State law (California Welfare and Institutions Code § 17000, et seq.); and
 - vi. Billing and collection of payments for services rendered to individuals who are: (1) eligible for federal, state or local public assistance; (2) eligible for payment by private third-party payors; or (3) underinsured or uninsured and whose earnings fit the low-income criteria.

c) Personnel.

Subject to the limitations outlined in this Agreement regarding the selection, evaluation, approval, and removal of the HCH Program Director, the parties agree that the BOS and AHS shall have sole authority over employment matters and development and approval of personnel policies and procedures, including but not limited to: employing or contracting personnel to carry out clinical, managerial, and administrative services related to the HRSA Scope of Project, including agreements for the provision of

staff who are employees of other agencies or organizations; day-to-day management and supervision; evaluation; discipline and dismissal; salary and benefit scales; grievance procedures and processes; equal employment opportunity practices; collective bargaining agreements; and labor disputes and other labor and human resources issues.

The HCH Program Director shall be an employee of HCSA. Removal of the HCH Program Director by the Commission pursuant to this Agreement shall not constitute a termination of employment nor impede the HCH Program Director's employment relationship with HCSA or Alameda County.

d) Other Operations.

Subject to the governance responsibilities exercised by the Commission, HCSA and AHS shall conduct the day-to-day operations of the HRSA Scope of Project. Such operational responsibilities shall include but not be limited to:

- i. Applying for and maintaining all licenses, permits, certifications, accreditations, and approvals necessary for the operation of the HRSA Scope of Project;
- ii. Compliance with the terms and conditions of the FQHC Look-Alike and/or Grantee designation, as applicable.
- iii. Unless otherwise stated in this Agreement, establishment of the HRSA Scope of Project's operational, management, and patient care policies.
- iv. Establishing ongoing quality improvement programs.
- v. Ensuring the effective and efficient operation of the Health Center.

5. Governing Law.

This Agreement shall be governed and construed in accordance with applicable federal laws, regulations, and policies. In addition, each Party covenants to comply with all applicable laws, ordinances and codes of the State of California and of local governments.

6. Term.

This Agreement shall remain in effect during the project period of any Section 330 grant award that HCSA receives with the Co-Applicants unless terminated at an earlier date in accordance with the terms of Section 3(i) of this Agreement.

7. Termination.

This Agreement may terminate:

- a) Upon the non-renewal or termination of the Section 330 grant, which shall be considered a termination for cause;
- b) Upon the mutual approval of the Parties in writing;
- c) Upon action of the BOS to repeal the ordinance which established the Commission; or
- d) With the exception of a termination for cause arising from the voluntary or involuntary loss of the Section 330 grant, either party may terminate this Agreement on 120 days written notice; however, such termination shall not become effective unless and until HRSA issues its written approval of such termination.

8. Dispute Resolution and Mediation.

The Parties shall attempt to resolve any dispute or impasse in decision-making arising under or relating to this Agreement by informal discussions among representatives appointed by the BOS, AHS, and the Commission. The parties further agree to consult with HRSA to attempt to resolve disputes. Any dispute or impasse not resolved within a reasonable time following such discussions may be resolved by mediation by a mutually-agreed upon resource. The costs of mediation shall be borne equally by AHS and HCSA.

9. Assignment.

This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective transferees, successors and assigns, provided that no party shall have the right to assign, delegate or transfer this Agreement, or its rights and obligations hereunder, without the express prior written consent of the other parties and HRSA. Furthermore, the parties shall not execute a merger, consolidation, or major structural or contractual affiliation with third-parties that materially impacts the governance or operation of the HRSA Scope of Project or which materially impairs their performance under this Agreement without the written consent of the other parties to this Agreement.

10. Severability.

If any provision of this Agreement is declared invalid by a court of competent jurisdiction, it is the intent of the parties that such invalid provision be severed from the remaining provisions of this Agreement and that those remaining provisions continue in effect.

11. Amendments.

The Parties may agree to amend this Agreement. Amendments shall be in writing and signed by the Parties.

12. Waiver.

No provision of this Agreement shall be waived by any act, omission, or knowledge of a party or its agents or employees except by an instrument in writing expressly waiving such provision and signed by a duly authorized officer or representative of the waiving party.

13. Agency.

Except as may be required as a condition of licensure, no party is, nor shall be deemed to be, an employee, agent, co-venture or legal representative of another party for any purpose. No party shall be entitled to enter into a contract in the name of, or on behalf of another party, nor shall a party be entitled to pledge the credit of another party in any way or hold itself out as having the authority to do so.

14. Third-Party Beneficiaries.

None of the provisions of this Agreement shall be for the benefit of or enforceable by any third party, including, without limitation, any creditor of parties to this Agreement. No third-party shall obtain any right under any provision of this Agreement or shall by reason of any provisions make any claim relating to any debt, liability, obligation or otherwise against any party to this Agreement.

15. Force Majeure.

in the event a party is unable to timely perform its obligations hereunder due to causes that are beyond its control, including, without limitation, strikes, riots, earthquakes, epidemics, war, fire, or any other general catastrophe or act of God, no party shall be liable to another party for any loss or damage resulting therefrom.

16. Incorporation by Reference of Portions of the County Code.

Alameda County Administrative Code Chapter 2.124 is hereby incorporated by this reference as though stated in full herein. To the extent that any of the provisions of this Agreement are inconsistent with the any of the provisions of the Alameda County Administrative Code Chapter 2.124, the provisions of the Alameda County Administrative Code Chapter 2.124 shall prevail.

17. Notice

All notices required by law or under this Agreement must be in writing and either (a) delivered personally or (b) deposited in the United States Mail, first class postage. Notice must be given to the following persons:

For Alameda County Health Care for the Homeless Commission:
Chair, HCH Commission
1404 Franklin Street, Suite 200
Oakland, CA 94612

For Alameda Health System:
President, Board of Trustees
1411 E. 31st St
Oakland, CA 94602

For County of Alameda
Director, Alameda County Health Care Services Agency
1000 San Leandro Blvd., Suite 300
San Leandro, CA 94577

[The remainder of this page is intentionally left blank.]

Execution: In witness whereof, the parties have executed this Agreement below by their duly authorized representatives as of the date and year first above written.

COUNTY OF ALAMEDA

ALAMEDA HEALTH SYSTEM

By: _____
(Signature)

By: _____
(Signature)

Name: _____
(Printed)

Name: _____
(Printed)

Title: President of the Board of Supervisors

Title: _____

Date: _____

Date: _____

Approved as to Form, DONNA ZIEGLER, County Counsel for the County of Alameda:

ALAMEDA COUNTY HEALTH CARE FOR THE HOMELESS COMMISSION

By: _____

By: _____
(Signature)

Raymond Lara
Senior Deputy County Counsel

Name: _____
(Printed)

Title: _____

Date: _____

By signing above, signatory warrants and represents that he/she executed this Agreement in his/her authorized capacity and that by his/her signature on this Agreement, he/she or the entity upon behalf of which he/she acted, executed this Agreement.

