

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: _____