

**AGREEMENT BETWEEN THE COUNTY OF SAN MATEO AND
THE SAN MATEO COUNTY HEALTH CARE FOR THE HOMELESS/FARMWORKER
HEALTH PROGRAM**

This Agreement supersedes the Agreement approved on May 20, 2014

THIS AGREEMENT, entered into this 13 day of January ,
2015 , by and between the COUNTY OF SAN MATEO, hereinafter called "County,"
and the San Mateo County Health Care for the Homeless/Farmworker Health Program,
hereinafter called "Program";

W I T N E S S E T H:

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

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

WHEREAS, based on the provision of care to migratory/seasonal farmworkers and the homeless in connection with these grants, SMMC has been designated as a Federally Qualified Health Center ("FQHC") in relation to services provided at certain

parts of the San Mateo Medical Center (SMMC) system, qualifies as an FQHC to receive enhanced reimbursement from Medicare and Medi-Cal for certain services, and operates seven (7) FQHC health clinics and other facilities, helping to serve as a safety net and providing access to quality healthcare to these historically vulnerable and underserved populations; and

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

WHEREAS, for the mutual benefit of the parties, the County and the Program wish to enter an agreement reaffirming the co-applicant board's powers and obligations, consistent with HRSA requirements.

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

SECTION 1. Establishment of Co-Applicant Board.

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

Care for the Homeless/Farmworker Health Program (the “Program”) as set forth in this Agreement.

SECTION 2. Co-Applicant Board Membership and Meetings

A. Membership: As set forth in the Co-Applicant Board Bylaws, the Co-Applicant Board Membership will comply with Section 330 Program requirements. The Co-Applicant Board shall consist of at least nine (9) and a maximum of twenty-five (25) voting members. More than one-half of the voting members of the Co-Applicant Board shall be individuals who are served by the Program (the “Consumer Members”). The remaining voting members of the Co-Applicant Board (the “Community Members”) shall have a commitment to the populations that utilize the Program and the special needs of those populations, and they shall possess expertise in community affairs, local government, finance and banking, legal affairs, trade unions, community service agencies, and/or other commercial or industrial concerns. No more than one-half (50%) of these Community Members may derive more than ten percent (10%) of their annual income from the health care industry.

All voting members of the Co-Applicant Board shall be residents of San Mateo County. No voting member of the Co-Applicant Board shall be an employee of or an immediate family member of an employee of the San Mateo County Health System, with “immediate family member” referring to being a parent, spouse, domestic partner, sibling, or child (biological,

adopted, step-, or half-); however, a member of the Co-Applicant Board may be an employee of the County. No members shall have a personal financial interest which would constitute a conflict of interest.

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

B. Meetings: The Co-Applicant Board shall meet monthly at a location provided for or arranged by the County of San Mateo. All meetings of the Co-Applicant Board, including, without limitation, regular, special, and adjourned meetings, shall be called, publicly noticed, held, and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code), as amended. Minutes of each meeting shall be kept and digitally stored by the Program.

C. Quorum: A quorum is necessary to conduct business and make recommendations. A quorum shall be constituted by the presence of a majority of the voting members of the Co-Applicant Board then in existence. A majority vote of those voting Co-Applicant Board members present is

required to take any action and each voting member shall be entitled to one vote.

SECTION 3: Co-Applicant's Board's Roles and Responsibilities

The Co-Applicant Board shall exercise all programmatic and policy-setting authority for the Program except as set forth in Section 4. Responsibilities shall specifically include:

- A. Making decisions regarding the selection and continued leadership of the Director of the Program and providing input to the County regarding evaluation of the Director of the Program, however the Co-Applicant Board does not have authority to hire or fire any County employee and County employment must still meet all County requirements.
- B. Evaluating Program activities, including services utilization patterns, productivity of the Program, patient satisfaction, achievement of project objectives, and the process for hearing and resolving patient grievances;
- C. Establishing the fee schedule for services rendered to the Program's target populations and determining the policy for discounting charges (*i.e.*, a sliding fee scale) for the Program's target populations based on the client's ability to pay for said services, and establishing billing and collection policies for the Program;
- D. Working with the Program and the Grantee to ensure that the Program is operated pursuant to all applicable program requirements and grant conditions, related federal statutes, rules, and regulations, and other Federal, State, and local laws and regulations;

- E. Reviewing and setting the scope and availability of services to be delivered by and the location and hours of operation of the Program;
- F. Reviewing and setting financial priorities of the Program, reviewing and setting the Program budget covering all Program services and including all Program income, with reimbursement for costs incurred, and reviewing and accepting any appropriations made available by the County Board of Supervisors;
- G. Setting general policies necessary and proper for the efficient and effective operation of the Program;
- H. To the extent that the Program's policies relate to the operation of SMMC facilities, recommending to the SMMC Board of Directors policies relating to such operations;
- I. Evaluating the effectiveness of the Program in making services accessible to the Program's target populations;
- J. Setting and reviewing separate policies and procedures for hearing and resolving grievances relating to the Program;
- K. Setting and reviewing separate policies and procedures for ensuring quality of care under the Program, including any quality audit procedures;
- L. Approving grant applications and other documents necessary to establish and maintain the Program, including being identified as a co-applicant in relation to future grant applications;
- M. Requesting, being apprised of, and reviewing financial reports and audits relating to the Program;

- N. Making the Co-Applicant Board's records available for inspection at all reasonable times as required by law;
- O. Filling vacancies, selecting voting members by majority vote, and removing voting members as permitted by the Bylaws;
- P. Engaging in long-term strategic planning, including regular updating of the Program's mission, goals and plans.

SECTION 4. Grantee's Roles and Responsibilities

The San Mateo County Board of Supervisors and The Health System, through the SMMC Board of Directors, as appropriate shall provide certain governance responsibilities and authorities with respect to the Program.

The San Mateo County Board of Supervisors and the SMMC Board of Directors, as appropriate, shall maintain the sole authority to set general policy on fiscal and personnel matters pertaining to all County facilities and programs (including SMMC and its facilities and clinics), including but not limited to policies related to financial management practices, non-Program charging and rate setting, labor relations, and conditions of employment. The Co-Applicant Board may not adopt any policy or practice, or take any action, which is inconsistent with or which alters the scope of any policy set by the Board of Supervisors and/or the SMMC Board of Directors on fiscal or personnel issues or which asserts control over any non-Program funds. The Parties acknowledge that capitation payments that reimburse SMMC for the cost of providing services outside the Program's scope of project are not Program income. The Co-Applicant Board does not have any authority to direct hiring, promotion, or firing decisions regarding any County employee.

Specific responsibilities of the County or the Health System as appropriate shall include:

- A. Developing, adopting and periodically updating policies for financial management practices including policies and procedures to ensure sound financial management of the Program, and procurement policies and standards.
- B. Providing for an annual financial audit.
- C. Preparing monthly financial and operational reports for the Program and any other reports reasonable requested by the Co-Applicant Board to enable the Co-Applicant Board to fulfill its responsibilities for the Program.
- D. Providing input and recommendations related to other financial policies including charge schedules, sliding fee discounts and billing and collection policies that are established by the Co-Applicant Board.
- E. Establishing and periodically updating personnel policies and procedures applicable to all County employees assigned to the Program. All Program personnel shall be employees of the County and shall be subject to all County policies and procedures, including personnel policies and procedures. The County shall be responsible for the payment of wages, fringe benefits, workers' compensation and unemployment compensation for Program personnel.
- F. Disbursing Section 330 Grant funds in accordance with the Federally approved budget. The parties understand and agree that the Section 330 funds shall be used solely for the purposes allowed by the Grant. Any Section 330 Grant funds remaining after the end of the fiscal year shall be disbursed at the direction of the granting authority.

Section 5: Shared Responsibilities

The County Board of Supervisors or the Health system as appropriate and the Co-Applicant Board (Parties) will collaborate and coordinate as needed to ensure successful implementation of the Program.

The Chair of the Co-Applicant Board or the Program Director on behalf of the Chair and the Director of the Health System or their designee shall coordinate the Parties' efforts to meet their respective obligations under this agreement and shall cooperate to communicate and resolve any issues between the Parties. Each of the aforementioned individuals will be reasonably accessible and available for consultation regarding operations of the program.

Shared responsibilities include:

A. Selecting, evaluating and dismissing the Program Director as follows:

A.1. Selection/Hiring: The Program Director will be recruited according to County policies and procedures and selected by the Co-Applicant Board. All candidates will be initially screened by the County for conformance with minimum criteria specified in the job announcement. The County and Co-Applicant Board will form a joint search committee which shall conduct initial interviews of acceptable candidates and present a slate of 3-5 candidates to the County for determination of eligibility based on County criteria. At least 3 final candidates who meet County criteria will be presented to the Co-Applicant Board, which will make the final selection. If not already a County employee, the candidate selected by the Co-Applicant Board will be hired by the County.

A.2. Annual evaluation: It shall be the Co-Applicant Board's responsibility to evaluate and provide feedback to the Program Director on his/her

performance related to the Program. It shall be the County's responsibility to evaluate and provide feedback to the Program Director related to his/her performance related to County criteria and standards and related to any functions performed outside the Program. Both evaluations will become part of the Program Director's personnel file.

A.3. Removal/dismissal: The Co-Applicant Board has authority to remove the Program Director from his/her Program responsibilities but has no authority to terminate County employment. The Co-Applicant Board will establish objective criteria for guiding any recommendation to dismiss the Program Director. Any recommendation to dismiss the Program Director, whether emanating from the Co-Applicant Board or the County, will require a documented determination by the Co-Applicant Board based on the established criteria. If the Co-Applicant Board decides to dismiss the Program Director, the County will remove the Program Director from his/her position in the Program and the recruitment process described in Section 5.A.1 will commence. The County will make the final decision whether to terminate his/her employment with the County or reassign the individual to another position.

- B. Developing long range and operational plans for the Program. SMMC or other County staff may participate in the planning process. The Co-Applicant Board will approve all long range, strategic and operational plans.
- C. Determining the locations, hours and services provided for farmworker and homeless clients. The Co-Applicant Board will recommend to the SMMC Board of Directors policies relating to such issues in SMMC facilities. The Co-Applicant Board will have final authority to determine acceptable hours, locations and services. If the Co-Applicant Board and SMMC do not agree on hours, locations and services, the dispute resolution process described in this agreement will be implemented.

- D. Developing the Program's annual operating and capital budgets. All Program budgets will be approved by the Co-Applicant Board and forwarded to SMMC Board and the County Board of Supervisors for approval. The SMMC Board and the County Board of Supervisors may not unilaterally revise the budgets approved by the Co-Applicant Board without approval by the Co-Applicant Board.

- E. Implementing the Program's policies and procedures for ensuring quality of care under the Program. The Co-Applicant Board will approve the Program's Quality Improvement ("QI") plan and procedures. SMMC staff will assist in implementing the plan including conducting QI audits, collecting and reporting QI data to the Co-Applicant Board and preparing required data for submission to HRSA.

- F. Assuring that the Program is operated pursuant to all applicable program requirements and grant conditions, related federal statutes, rules, and regulations, and other Federal, State, and local laws and regulations.

SECTION 6: County Support of Co-Applicant Board.

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

other support for the Program or the Co-Applicant Board.

SECTION 7. Modification or Termination of the Co-Applicant Agreement.

Notwithstanding any other provision in this Agreement to the contrary, if the Program no longer receives funding under Section 330 of the Public Health Services Act or any successor to or substitute Act(s), this Agreement shall terminate.

Modifications, amendments or waivers of any provision of this Agreement may be made only by written mutual consent of the parties, signed by their duly authorized representatives.

Any party may terminate this Agreement upon sixty (60) days written notice to the other parties. A copy of any notice of termination shall be provided to the HHS as the granting authority.

SECTION 8. Bylaws.

The Bylaws attached to San Mateo County Ordinance No. 04670 shall constitute the initial Bylaws of the Co-Applicant Board, which may be modified thereafter pursuant to the terms of the Bylaws.

SECTION 9. Dispute and Conflict Resolution.

The HCH/FH Co-Applicant Board and the County will use their best efforts to carry out the terms of this Agreement in the spirit of cooperation and will resolve by negotiation any disputes or conflicts occurring hereunder.

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

COUNTY OF SAN MATEO

By: Carole Groom
President, Board of Supervisors, San Mateo County

Date: January 13, 2015

ATTEST: 
By: _____
Clerk of Said Board

HEALTH CARE FOR THE HOMELESS/FARM
WORKER HEALTH PROGRAM


Program Board Chair

Date: 11/25/2014

Resolution #073589