

**AGREEMENT BETWEEN THE COUNTY OF CONTRA COSTA  
HEALTH SERVICES DEPARTMENT  
AND  
CO-APPLICANT BOARD OF THE CONTRA COSTA COUNTY  
HEALTH CARE FOR THE HOMELESS PROGRAM**

THIS AGREEMENT, is entered into on this 16<sup>th</sup> day of November 2016, by and between Contra Costa County Health Services Department, hereinafter called "Health Services Department," and the Co-Applicant Board of the Contra Costa County Health Care for the Homeless Program, hereinafter called "Co-Applicant Board" and "Program," respectively. This Agreement is required by the United States Department of Health and Human Services Health Resources and Services Administration ("HRSA") to describe the delegation of authority and define roles, responsibilities, and authorities, including any shared roles and responsibilities in carrying out applicable governance functions related to the Program. Contra Costa County ("County") has delegated responsibilities under this Agreement to the Health Services Department.

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

**SECTION 1. Establishment of Co-Applicant Board.**

Contra Costa County Board Order 9/13/16 D.5 approves the Contra Costa County Health Services Department's Health Care for the Homeless Program Co-Applicant Board (the "Co-Applicant Board"). The Co-Applicant Board will serve as the governance structure for the Program, will do so in accordance with its bylaws, will do so in conjunction with the Health Services Department, and shall exercise the governance powers for 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 the Section 330 of the Public Health Service Act ("Section 330") requirements applicable to the Program. 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, managed care 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.

No voting member of the Co-Applicant Board shall be an employee of or an immediate family member of an employee of the Health Services Department, 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 Program Director shall be a County employee and shall be a non-voting *ex officio* member of the Co-Applicant Board. In addition, the Health Services Department 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 Health Services Department. 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 Program Director and providing input to the Health Services Department regarding evaluation of the Program Director, however the Co-Applicant Board does not have authority to hire or fire any County employee and County employment must still meet all County requirements.
- B. Evaluating Program activities, including services utilization patterns, productivity of the Program, patient satisfaction, achievement of project objectives, and the process for hearing and resolving patient grievances;
- C. Providing input to the Health Services Department on 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 Health Services Department 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, 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. Evaluating the effectiveness of the Program in making services accessible to the Program's target population;
- I. Setting and reviewing separate policies and procedures for hearing and resolving grievances relating to the Program;
- J. Setting and reviewing separate policies and procedures for ensuring quality of care under the Program, including any quality audit procedures;
- K. 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;
- L. Requesting, being apprised of, and reviewing financial reports and audits relating to the Program;
- M. Making the Co-Applicant Board's records available for inspection at all reasonable times as required by law;
- N. Filling vacancies, selecting voting members by majority vote, and removing voting members as permitted by the Bylaws;
- O. Engaging in long-term strategic planning, including regular updating of the Program's mission, goals and plans;
- P. Adopt the fee schedule for services rendered to the Program's target populations and approve 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;

- Q. Providing bi-annual reports to the Health Services Department providing updates on the Program.

**SECTION 4. Grantee’s Roles and Responsibilities**

The County Board of Supervisors and the Health Services Department, as appropriate shall provide certain governance responsibilities and authorities with respect to the Program.

The County Board of Supervisors shall maintain the sole authority to set general policy on fiscal and personnel matters pertaining to all County facilities and programs, 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 on fiscal or personnel issues or which asserts control over any non-Program funds.

Specific responsibilities of the Health Services Department 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.
- E. Establishing and periodically updating personnel policies and procedures applicable to Program employees.
- F. Disbursing Section 330 grant funds in accordance with the Federally approved budget. The parties understand and agree that the Section 330 grant 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 Health Services Department 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 Services Department or 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 Health Services Department for conformance with minimum qualifications specified in the job announcement. The Parties will form a joint search committee which shall conduct initial interviews of acceptable candidates and present a slate of 3-5 candidates to the Health Services Department 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. .

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 Health Services Department, 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 Health Services Department will remove the Program Director from his/her position in the Program and the recruitment process described in Section 5.A.1 will commence..

A.4. Selection: The Health Services Department shall initially select an acting Program Director, who will fulfill the duties of Program Director until such time as the Co-Applicant Board selects a Program Director.

B. Developing long range and operational plans for the Program. Health Services Department staff may participate in the planning process. The Co-Applicant Board will approve all long range, strategic and operational plans.

C. Reviewing the scope and availability of services to be delivered, including selecting services beyond those required in law to be provided, and determining the location and hours of operation of the Program;

- D. Developing the Program's annual operating and capital budgets. All Program budgets will be approved by the Co-Applicant Board and forwarded to the Health Services Department for approval. The Health Services Department 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. Health Services Department 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 Health Services Department 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 HRSA as the granting authority.

**SECTION 8. Bylaws.**

The Bylaws attached to Contra Costa Board Order No. 9/13/16 D.5 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 Co-Applicant Board and the Health Services Department 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.

HEALTH SERVICES DEPARTMENT

By:   
Director, Health Services Department

Date: 11/16/2016

HEALTH CARE FOR THE HOMELESS PROGRAM

By:   
Program Board Chair

Date: 11-16-2016