

**CONTRA COSTA COUNTY HEALTH SERVICES DEPARTMENT
HEALTH CARE FOR THE HOMELESS PROGRAM
CO-APPLICANT BOARD BYLAWS**

Article 1: Name

This body shall be known as the Contra Costa County Health Services Department Health Care for the Homeless Program Co-Applicant Board (the "Co-Applicant Board").

Article 2: Purpose

The Contra Costa County ("County") Health Services Department ("HSD") has applied for and received 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 (the "Act") to support the planning for and delivery of services to medically underserved populations, including the homeless. The grant funds support the HSD's Health Care for the Homeless Program (the "Program").

The Co-Applicant Board is the consumer- and community-oriented board whose role it is under regulations applicable to these grants from HRSA to provide guidance and oversight of the Program included in the HRSA scope of project. The Co-Applicant Board is necessary because the County cannot independently meet all applicable HRSA governance requirements. The Co-Applicant Board shall set priorities and policies for the Program, assist the Program in promoting its goals, provide input and feedback to generally assist the development, implementation, and evaluation of the Program, and serve as the governing board of the Program, carrying out the responsibilities detailed in Article 3 (in coordination with the County Board of Supervisors and HSD).

In addition to these Bylaws, a co-applicant agreement is required by HRSA to describe the delegation of authority and define roles, responsibilities, and authorities, including shared roles and responsibilities in carrying out applicable governance functions related to the Program. The County has delegated the responsibilities for executing, implementing, and amending as needed such co-applicant agreement to the HSD.

Article 3: Mission Statement

The mission of the Healthcare for the Homeless Co-Applicant Board is to oversee, guide and assist the Program in its efforts to deliver high quality health care to a diverse and medically underserved community. The Co-Applicant Board will use its skills, expertise and life experience to make the policies and operational decisions which will provide the best benefit the Program client.

Article 4: Responsibilities

The Co-Applicant Board has specific responsibilities pursuant to the governance requirements of the HSD's health care grant from HRSA. The Co-Applicant Board shall generally set the policies and priorities for the Program. At the same time, the County is a public entity. Therefore, the County Board of Supervisors retains authority over the County's general fiscal and personnel policies and decisions. Because the Co-Applicant Board retains decision-making authority on duties and authorities beyond the general types of fiscal and personnel policies, the co-applicant arrangement shall allow for the Co-Applicant Board and HSD to work collaboratively in the exercise of governance responsibilities.

The Co-Applicant Board's responsibilities include setting the Program's policies and priorities as outlined by this Section.

Subject to the limitations of Article 5, the Co-Applicant Board's responsibilities shall include the following:

- A. Selection, retention, dismissal and performance evaluation of the Program Director;
- B. Working collaboratively with the Program and the HSD in the exercise of the Co-Applicant Board's governance responsibilities and 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;
- C. Reviewing the scope and availability of services to be delivered, including selecting services beyond those required in law to be provided, and the location and hours of operation of the Program;
- D. Reviewing and setting financial priorities of the Program, developing the Program's annual operating and capital budgets, approving the Program budget covering all Program, and reviewing and accepting any appropriations made available by the County Board of Supervisors;
- E. Setting general policies necessary and proper for the efficient and effective operation of the Program;
- F. Evaluating the effectiveness of the Program in making services accessible to the Program's target populations;

- G. Setting and reviewing separate policies and procedures for hearing and resolving grievances relating to the Program;
- H. Setting and reviewing separate policies and procedures for ensuring quality of care under the Program, including any quality audit procedures;
- I. Approving grant applications and other documents necessary to establish and maintain the Program, including being identified as a co-applicant and individual governing board members as may be required in relation to future grant applications;
- J. Requesting, being apprised of, and reviewing financial reports and audits relating to the Program;
- K. Making the Co-Applicant Board's records available for inspection at all reasonable times as required by law;
- L. Filling vacancies, selecting voting members by majority vote, and removing voting members as permitted by these Bylaws;
- M. Engaging in long-term strategic planning, including regular updating of the Program's mission, goals and plans;
- N. Providing bi-annual reports to the HSD Joint Conference Committee providing updates on the Program;
- O. 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.

Article 5: Limitations of Authority

The County Board of Supervisors shall maintain the sole authority to set general fiscal and personnel policy, such as internal control procedures to ensure sound financial management, purchasing policies, standard employee selection, performance review, dismissal and evaluation, employee compensation including wage and salary scales, benefits, position descriptions and class, employee grievance procedures and equal opportunity practices. The Co-Applicant Board may not take any action which is inconsistent with or which alters the scope of any policy set by the County Board of Supervisors on fiscal or personnel issues.

Article 6: Members

Section A - Member Qualifications

1. There shall be between nine (9) and twenty-five (25) voting members of the Co-Applicant Board.

(a) Consumer 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 Consumer Members, as a group, shall represent the Program's population in terms of demographic factors such as ethnicity, race and gender.

(b) Community Members

The remaining voting members of the Co-Applicant Board (the "Community Members") shall have expertise in community affairs, local government, finance and banking, managed care, 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.

(c) Modification to Consumer and Community Membership Numbers

The Co-Applicant Board composition requirements of (a) and (b) above shall not apply if, and to the extent that, the United States Secretary of Health and Human Services authorizes a waiver relating to such composition.

2. No voting member of the Co-Applicant Board shall be an employee or the immediate family member of an employee of the HSD, with "immediate family member" referring to being a parent, spouse, domestic partner, sibling or child (biological, adopted, step-, or half-); however, a voting member of the Co-Applicant Board may be a non-HSD employee of Contra Costa County. No member shall have a personal financial interest which would constitute a conflict of interest.

Section B – Responsibility to Attend Board Meetings

All voting members of the Co-Applicant Board must attend all Co-Applicant Board meetings.

Section C – Program Director

1. HSD shall initially select an acting Program Director, a County employee, who will fulfill the duties of Program Director until such time as the Co-Applicant Board selects a Program Director. The Program Director shall have direct

administrative responsibility for the operation of the Program.

2. The Program Director shall be a non- voting, *ex officio* member of the Co-Applicant Board. In addition, the HSD may designate additional non-voting *ex officio* members of the Co-Applicant Board.

Section D – Appointment of Members

The initial Consumer Members and Community Members of the Co-Applicant Board shall be appointed by the HSD. Thereafter, Consumer Members shall be determined and appointed by the Co-Applicant Board and Community Members shall be determined and appointed by the HSD, in accordance with these Bylaws.

Article 7: Nominations, Applications, & Selection of Voting Members

Anyone may nominate a person for voting membership on the Co-Applicant Board so long as the nominee meets the membership requirements of these Bylaws. Nominations shall be given to the Secretary or to the Chair.

A list of nominees and other applicants for Consumer Members shall be presented to the Co-Applicant Board 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 Consumer Member who is nominated or who applies shall be separately selected by a majority vote of these members present and voting at the Co-Applicant Board meeting designated for such selections. A nominee or applicant who is so selected for voting 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.

The Secretary or the Chair shall forward any nominations for Community Members to the HSD between two and four months in advance of the expiration of terms for voting membership positions which are up for selection.

Article 8: Term of Office

For the initial appointments, one-half of the voting members of the Co-Applicant Board shall serve a term of two (2) years and the other half of the voting members shall serve a term of four (4) years. The term of each Co-Applicant Board member selected thereafter shall be four (4) years. Any vacancies in or removals from the Co-Applicant Board membership shall occur pursuant to these.

There is no limit on the number of terms a member of the Co-Applicant Board may serve.

Article 9: Vacancies

The Co-Applicant Board shall have the ability to appoint Consumer Members to fill vacancies to complete a term, following the procedures outlined in Article 6. The HSD shall have the ability to appoint Community Members to fill vacancies to complete a term, following the procedures outlined in Article 6. Anyone selected to fill a vacancy shall fill the remainder of the term.

Article 10: Removal

Any member of the Co-Applicant Board may be removed whenever the best interests of the HSD or the Co-Applicant Board will be served by the removal. A member may be removed pursuant to this Article by a vote of two-thirds (2/3) of the total number of members then serving on the Co-Applicant Board.

Continuous and frequent absences from the Co-Applicant Board meetings, without reasonable excuse, shall be among the causes for removal.

In addition, the HSD retains the power to remove any Community Member for cause.

Article 11: Conflict of Interest

Voting members of the Co-Applicant Board are subject to the same conflict of interest rules and reporting requirements which are applicable to County boards, commissions, and advisory committees.

A conflict of interest is a transaction with the HSD, any part of the HSD, or with any other entity in relation to which a Co-Applicant Board member has a direct or indirect economic or financial interest.

A conflict of interest or the appearance of conflict of interest by Co-Applicant Board members, employees, consultants, and those who furnish goods or services to the HSD, must be declared. Co-Applicant Board members are required to declare any potential conflicts of interest by completing a conflict of interest declaration form.

In situations when conflict of interest exists for a member, the member shall declare and explain the conflict of interest. No member of the Co-Applicant Board shall vote in a situation where a personal conflict of interest exists for that member; however, a member of the Co-Applicant Board who has a conflict of interest may still provide input regarding the matter that created the conflict.

Article 12: Compensation

Except for any employees of the County who serve on the Co-Applicant Board pursuant to these Bylaws, members of the Co-Applicant Board are to be volunteers in relation to their work for the Co-Applicant Board and shall not receive compensation for their participation on the Co-Applicant Board. No member of the Co-Applicant Board shall be deemed an employee of the County by virtue of their work on the Co-Applicant Board. County employees who serve as members of the Co-Applicant Board may receive their normal salary and benefits for time spent working on the Co-Applicant Board.

Article 13: Meetings

Section A - Regular Meetings

The Co-Applicant Board shall meet monthly at a location provided by or arranged by the HSD.

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 (the "Brown Act") and the Contra Costa County Better Government Ordinance (Contra Costa County Code Chapter 25-2). Minutes of each meeting shall be kept and digitally stored by the Program.

Section B - Conduct of Meeting

The meeting shall be conducted in an orderly manner as deemed appropriate by the Chair.

Section C - Notice, Agenda, and Supportive Materials

1. Written notice of each regular meeting of the Co-Applicant Board, specifying the time, place, and agenda items, shall be sent to each member not less than ninety-six (96) hours prior to the meeting.
2. The agenda of each meeting shall be posted in a public notice area in accordance with the Brown Act and Better Government Ordinance not less than ninety-six (96) hours prior to the meeting except as permitted by law.

Section D - Special Meetings

To hold a special meeting, advance notice of such meeting shall be given as required by law.

Section F - Quorum and Voting Requirements

1. A quorum is necessary to conduct business and make recommendations. A quorum shall be constituted by the presence of a majority of the members of the Co-Applicant Board then in existence.
2. A majority vote of those Co-Applicant Board members present is required to take any action.
3. Each voting member shall be entitled to one vote. Only members who are present (as defined in Subsection F.1, above) are permitted to vote; no proxy votes will be accepted.
4. Attendance at all meetings shall be recorded on a sign-in sheet. The names of members attending shall be recorded in the official minutes.
5. The Program Director or his/her designee shall attend all meetings of the Co-Applicant Board but shall not be entitled to vote.

Article 14: Officers

The Officers of the Co-Applicant Board shall be the Chair, the Vice-Chair, and the Secretary. The Chair and Vice-Chair of the Co-Applicant Board shall be chosen from among the voting members of the Co-Applicant Board. The Program Director or his/her designee shall be the Secretary of the Co-Applicant Board.

Section A - Nomination & Election

Anyone may nominate from the Co-Applicant Board membership candidates for Chair and Vice-Chair. Nominations shall be given to the Secretary. A nominee may decline nomination. The Chair and Vice-Chair shall be elected annually by a majority vote of members present and voting.

Section B - Term of Office

The Chair and Vice-Chair shall be elected for a term of one (1) year or, if applicable, for any portion of an unexpired term thereof, and shall be eligible for reelection for a maximum of three (3) additional terms. A term of office for an officer shall start January 1 and shall terminate December 31 of the year for

which they are elected, or they shall serve until a successor is elected.

Section C - Vacancies

Vacancies created during the term of an officer of the Co-Applicant Board shall be filled for the remaining portion of the term by special election by the Co-Applicant Board at a regular meeting in accordance with this Article.

Section D - 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 Co-Applicant Board.

1. Chair

The Chair shall preside over meetings of the Co-Applicant Board and shall perform the other specific duties prescribed by these Bylaws or that may from time to time be prescribed by the Co-Applicant Board.

2. 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 Co-Applicant Board.

3. Secretary

The Secretary or the Secretary's designee shall take minutes of the meetings, submit those minutes to the Co-Applicant Board for approval, and see to the proper distribution and storage of the minutes.

Article 15: Committees

The Co-Applicant Board may designate one or more committees to address specific issues. Any such committee is limited to a membership of fewer than half the members of the Co-Applicant Board. Only Co-Applicant Board members can be part of the Co-Applicant Board committees. Committees may invite persons from the community, who are not members of the Co-Applicant Board, to provide feedback about a specific issue.

Committees shall operate pursuant to the Brown Act and the Better Government Ordinance.

Article 16: Amendments

These Bylaws may be amended at any meeting of the Co-Applicant Board at

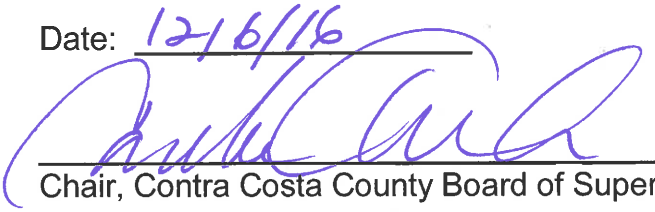
which a quorum is present upon agreement by two-thirds (2/3) of those present and voting. At least fourteen (14) days written notice must be given to each member of the Co-Applicant Board of the intention to alter, amend, or adopt new Bylaws at such meetings, and such notice must include the text of the proposed alteration, amendment, or substitution. Bylaw changes which are approved by the Co-Applicant Board and which are inconsistent with or in opposition to established Contra Costa County policies and procedures are not effective unless approved by the County Board of Supervisors.

Article 17: Program Termination

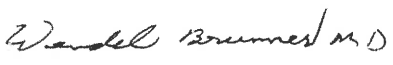
The Co-Applicant Board shall remain in existence for as long as required to remain eligible for receipt of funding from the United States Government under Section 330 of the Act or any successor law that requires the existence of the Co-Applicant Board. In the event the Program is terminated or is no longer funded by HRSA, the Co-Applicant Board shall cease to operate.

Notwithstanding the foregoing, the County Board of Supervisors may terminate the Co-Applicant Board at any time; provided, however, that any such termination may impact funding under Section 330 of the Act.

Date: 12/6/16


Chair, Contra Costa County Board of Supervisors

Date: 11/16/16


Chair, Co-Applicant Board