

**BYLAWS OF THE
SAN FRANCISCO HEALTH CARE FOR THE HOMELESS CO-APPLICANT BOARD**

PREAMBLE

WHEREAS, the San Francisco Community Clinic Consortium (“SFCCC”) has applied for and received grant funding 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 (“Section 330”) to operate one or more Health Center Projects for homeless and formerly homeless individuals and families located in San Francisco; and

WHEREAS, SFCCC has entered into a subrecipient agreement with the City and County of San Francisco (“City”), a municipal corporation, through its Department of Public Health (“DPH”), under which SFCCC awards a portion of the HRSA grant funds to support the planning for, and delivery of, services to individuals served by the City’s Health Care for the Homeless Program through neighborhood community clinics operated by DPH (“HCH Program”); and

WHEREAS, Section 330 and its implementing regulations require the City to establish an HCH Program governing board, consistent with the requirements of Section 330, and applicable implementing regulations and Health Center Program Requirements as set forth in the Health Center Program Compliance Manual (the “Compliance Manual”), to qualify as a health center for purposes of federal law; and

WHEREAS, Section 330 and the Compliance Manual allow public entities to create co-applicant boards that meet Section 330’s requirements; and

WHEREAS, City Charter Section 4.110 charges the Health Commission, together with the Department of Public Health, with the management and control of the hospitals of the City, emergency medical services, and general preservation, promotion and protection of the physical and mental health of inhabitants of the City, while Charter Section 4.102 sets forth the duties of City Commissions, including the requirement that Commissions deal with administrative matters solely through the department head or their designees; and

WHEREAS, City Charter Section 4.126 and Administrative Code Section 2A.30 charge the department head with responsibility for the administration of their department, and designates the department head as the “appointing officer” under the civil service provisions of the Charter for the appointing, disciplining and removal of department employees. The Director of Health is the department head of the Department of Public Health; and

WHEREAS, the Health Commission and the Director of Health established the San Francisco Health Care for the Homeless Co-Applicant Board (“CAB”) by Resolution No. _____, on _____, 2021 (“Resolution”) to provide oversight, as specifically set forth in Article III, below, of the HCH Program provided by the City, in accordance with the City Charter and Municipal Code, and the requirements of Section 330 and applicable implementing regulations and program requirements governing the HCH Program, to the extent such operations are funded

by any Health Care for the Homeless grant and governed by Section 330, and the implementing regulations, and other HRSA program requirements applicable to such grants; and

WHEREAS, these Bylaws are intended to set forth the roles and responsibilities of the CAB in carrying out the HCH Project.

NOW, THEREFORE, these Bylaws are hereby established.

DEFINITIONS

“CAB” means the San Francisco Health Care for the Homeless Co-Applicant Board authorized by the Health Commission and the Director of Health.

“Charter” means the Charter of the City and County of San Francisco.

“City” means the City and County of San Francisco.

“Department of Public Health” or “DPH” means the San Francisco Department of Public Health.

“Director of Health” means the Director of the San Francisco Department of Public Health or their designee.

“HCH Program” means, collectively, any programs, health centers, facilities, and clinics operated by the City pursuant to any HRSA grant issued under Section 330 and providing services under the Health Care for the Homeless Program.

“HRSA” means the United States Department of Health and Human Services, Health Resources and Services Administration.

“Municipal Code” means the Municipal Code of the City and County of San Francisco.

“Program Director” means the HCH Program’s Director.

ARTICLE I: NAME AND AUTHORITY

Section 1. Name

The body shall be known as the San Francisco Health Care for the Homeless Co-Applicant Board.

Section 2. Authority

The CAB operates pursuant to the provisions of the City Charter and Municipal Code, Section 330 and its implementing regulations, applicable Health Center Program requirements as set forth in the Compliance Manual, Health Commission Resolution No. _____, the Director of Health’s implementation of the Resolution, and applicable local, state, and federal laws and regulations.

ARTICLE II: MISSION AND PURPOSE OF THE CAB

Section 1. Mission

The mission of the CAB is to improve the health of City residents experiencing homelessness by ensuring access to culturally-informed, whole-person health care, and services tailored to the health needs of people experiencing homelessness.

Section 2. Purpose

The purpose of the CAB is to provide oversight, as specifically set forth in Article III, below, and Article II of the Co-Applicant Agreement executed by the CAB and DPH, of the HCH Program in accordance with the City Charter and Municipal Code, and Section 330 and applicable implementing regulations and program requirements governing the HCH Program, to the extent such operations are funded by any Health Care for the Homeless grant and governed by HRSA requirements applicable to such grants.

ARTICLE III: RESPONSIBILITIES

The CAB shall provide oversight, as specifically set forth below and in Article II of the Co-Applicant Agreement executed by the CAB and DPH, of the HCH Program in accordance with the City Charter and Municipal Code, and Section 330 and its implementing regulations, and the applicable HCH program requirements as set forth in the Compliance Manual. Subject to the authority delegated to it by the Health Commission and the Director of Health, the CAB shall perform the following functions:

- A. Adopt Bylaws.
- B. Subject to the budgetary and fiscal provisions of the City Charter, recommend a policy for financial management and accounting practices, including a system to assure accountability for HCH Program resources and assets, and long-range financial planning.
- C. Develop and present the annual HCH Program priorities to DPH, which DPH will take under strong advisement and work wherever possible to incorporate into the annual HCH Program budget.
- D. Subject to the budgetary and fiscal provisions of the City Charter, review and recommend approval of the annual HCH Program budget submitted to SFCCC, which outlines the proposed uses of the Section 330 grant funds.
- E. Develop, and at least once every three years, review and recommend updates to policies for eligibility for services, including the Sliding Fee Discount Program and other criteria for partial payment schedules, subject to the applicable provisions of the City Charter.
- F. Monitor the financial status of the HCH Program based on the financial reports and the annual audit prepared and presented by the City, accept the annual audit report, and if necessary, ensure that appropriate follow-up actions are taken.
- G. Recommend approval of the portions of the HCH Program project plan submitted to SFCCC and requests to SFCCC related to the federal scope of project (including but not limited to, Change in Scope requests).
- H. Measure and evaluate the HCH Program's progress in meeting its annual and long-term programmatic and financial goals and the HCH Program's activities and performance based on quality assurance, improvement assessments, and other information received

from DPH. Ensure that appropriate follow-up actions are taken based on such evaluations, including evaluation of services utilization patterns; productivity, efficiency, and effectiveness of the HCH Program; patient satisfaction; quality of care; achievement of HCH Program objectives; and development of a process for hearing and resolving patient grievances.

- I. Develop, review, and as necessary update policies for the HCH Program governing scope and availability of services, location and hours of services, and quality-of-care audit procedures, including the quality improvement and assurance plan for the HCH Program (which shall be reviewed and as necessary updated at least once every three years).
- J. In conjunction with DPH, conduct long-term strategic planning for the HCH Program at least once every three years, which at a minimum will address financial management and capital expenditures.
- K. Subject to the personnel administration provisions of the City Charter, Municipal Code, Civil Service Commission rules, and applicable labor memoranda of understanding, recommend to the Director of Health the selection and dismissal of the HCH Program Director, and provide input to the Director of Health regarding evaluating the performance of the HCH Program Director, provided that the CAB shall have no authority to hire, fire, or discipline City employees.
- L. Subject to the personnel administration provisions of the Charter, Municipal Code, Civil Service Commission rules, and applicable labor memoranda of understanding, recommend personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices, provided that the CAB shall have no authority to hire, fire, or discipline City employees.
- M. Assure that the HCH Program is operated in compliance with applicable Federal, State, and local laws and regulations.
- N. Hold a regular meeting at which a quorum is present not less than once every month and within the jurisdictional limits of the City, in accordance with the Ralph M. Brown Act, California Government Code §§ 54950, *et seq.* (“Brown Act”) and the San Francisco Sunshine Ordinance, Chapter 67 of the Administrative Code (“Sunshine Ordinance”). If a quorum is not present at the regularly scheduled meeting, another meeting must be held and conducted during that same month. Minutes of each meeting shall be kept.

ARTICLE IV: GOVERNANCE

Section 1. Membership of the Governing Body

- A. The CAB shall consist of eleven voting members and one ex officio non-voting member. Members of the CAB shall be initially recruited among patients and community members who meet the requirements set forth in this Section 1 and ratified by the Director of Health. Subsequent appointments to fill vacancies shall be made pursuant to Article IV, Section 2 of these Bylaws.

- B. The term of office for the CAB members shall be four years, except that the initial term of members initially appointed under Article IV, Subsection 1.A to odd-numbered seats shall be two years to ensure that the terms of the CAB members are staggered. A member shall be limited to three consecutive full terms of membership. The effective date of membership corresponds to the date of appointment. For the purpose of calculating this term limit, the initial two-years terms of members in odd-numbered seats shall not count as a full term, and any member's service for less than two years of any term shall not count as a full term.
- C. Seats 1 through 6 shall be held by individuals who are currently or have been within the past 24 months served by the HCH Program (the "Consumer Members"). Consumer Members shall have received at least one service in the past 24 months that generated a health center visit, where both the service and the site at which the service was received are included within the HCH Program's approved scope of project. The Consumer Members shall be representative of the geographical areas served by the HCH Program and, as a group, shall represent the HCH Program's user population in terms of demographic factors such as ethnicity, location of residence, race, gender, age, and economic status. Notwithstanding the foregoing, DPH may request a waiver of the Consumer Member majority requirement from SFCCC, or any successor direct grantee, consistent with Section 330, the implementing regulations and Compliance Manual. If DPH receives such waiver, then the CAB may modify the composition of its members to the extent such modification is authorized by such waiver.
- D. Seats 7 through 11 shall be individuals who are representative of the community in which the HCH Program is located (the "Non-Consumer Members"). The Non-Consumer Members shall either live, work or have a demonstrable connection with such community and shall have a commitment to the populations that utilize the HCH Program and the special needs of those populations, and each of them shall possess expertise in community affairs, local government, finance and banking, legal affairs, trade unions, community service agencies, other commercial or industrial concerns, and/or social service agencies within the community. No more than one-half of these Non-Consumer Members may derive more than ten percent of their annual income from the health care industry.
- E. The Director of Health's designee shall serve as ex-officio, non-voting member of the CAB.
- F. No voting member of the CAB may be an employee of the City, or spouse, child, step-child, parent, parent-in-law, sibling, or sibling-in-law of a City employee. Members of the CAB shall be City residents.
- G. Voting CAB members are volunteers and shall serve without compensation.

Section 2. Nominations, Applications, and Election of Voting Members

- A. Each member of the CAB or any person not a member of the CAB may nominate a person for voting membership on the CAB so long as the nominee meets the membership requirements in Article IV, Section 1 of these Bylaws. Nominations shall be given to the Secretary or Chair.

- B. In addition, the CAB shall work with the Secretary to ensure that public notice is provided regarding (i) mid-term vacancies and (ii) upcoming selection of members with expiring terms. The public notice must be posted at least in the same locations as the notice of regular meetings posted pursuant to Article VI, Section 2 of these Bylaws, and the CAB has discretion to post notice in additional locations. 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 applications before the selection process outlined in this Article IV.
- C. If requested by the Chair, Vice-Chair, Secretary, or any of their designees, a nominee must provide sufficient information to confirm such nominee meets the membership requirements of these Bylaws. A person who is not nominated but applies for a voting seat on the CAB must submit a completed application on an application form adopted by the CAB.
- D. A list of nominees and other applicants shall be presented to the CAB at a regular or special 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. The CAB shall vote separately on each person who has been nominated or who has applied for each seat, in an order selected by the CAB. A person receiving a majority vote of the quorum shall be selected as a proposed member for that seat. ~~The Secretary shall forward a list of proposed members selected by the CAB to the Director of Health for ratification within 10 business days. If the Director of Health fails to ratify or reject the member selection within 10 business days, the member shall be seated. If the Director of Health rejects any proposed member, then the CAB shall recommend a replacement by the same process described in this Article IV, Section 2, until such seat is filled.~~ A nominee or applicant who is so appointed to replace a member whose term is expiring shall begin the new term immediately upon the end of the term of the prior holder of the seat for which the selection was held.

Section 3. Removal or Vacancy

- A. Any member of the CAB may be removed by the CAB at the CAB's discretion subject to prior written notice from the CAB and a reasonable opportunity to appear and be heard at a meeting of the CAB. A member may be removed pursuant to this Section 3 by a vote of two-thirds of all of non-vacant seats or a majority of all seats, whichever threshold is greater at the time of the vote.
- B. In the event that any member is absent from three consecutive meetings without the express approval of the CAB at or before each missed meeting, that member shall be deemed to have resigned from the CAB ten days after the third unapproved absence.
- C. The CAB may appoint members to fill vacancies to complete a term, following the procedures outlined in Article IV, Section 2 of these Bylaws.

ARTICLE V: OFFICERS

Section 1. Composition

- A. The officers of the CAB shall be a Chair, Vice-Chair, and Secretary. The Chair may not serve concurrently as the Vice-Chair.
- B. Chair. The Chair shall preside over meetings of the CAB and shall perform the other specific duties prescribed by these Bylaws or that may from time to time be prescribed by the CAB.
- C. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the latter's absence and shall perform additional duties that may from time to time be prescribed by the CAB.
- D. Secretary. The Secretary shall review and sign off on official CAB meeting minutes and proper distribution and storage of minutes. The Secretary shall also ensure that the CAB adheres to adopted Bylaws.

Section 2. Election and Term of Office

- A. Officers shall be elected bi-annually by a majority vote of these members present and voting. Nominees for officers shall be selected from the CAB membership. A nominee may decline nomination. Nominations and elections for officers shall be made at the first regular meeting after January 1 of each year.
- B. Initial selection of officers upon creation of the CAB will transpire at the same CAB meeting following the adoption of these Bylaws.
- C. Officers shall be elected for a term of two years, 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 following year, or shall serve until a successor is elected.

Section 3. Removal or Vacancy

- A. Vacancies created during the term of an officer shall be filled for the remaining portion of the term by special election, by the CAB at a regular or special meeting in accordance with this Article V.
- B. Any officer of the CAB may be removed from office by the CAB at the CAB's discretion subject to prior written notice from the CAB and a reasonable opportunity to appear and be heard at a meeting of the CAB. An officer may be removed from office pursuant to this Article V by a vote of two-thirds of all of non-vacant seats or a majority of all seats, whichever threshold is greater at the time of the vote. Removal from office does not constitute removal from membership on the CAB.

ARTICLE VI: MEETINGS

Section 1. Regular Meetings

The CAB shall hold a regular meeting at which a quorum is present, not less than once every month and within the jurisdictional limits of the City. If a quorum is not present at the regularly scheduled meeting, another meeting must be held and conducted during that same month.

Section 2. Notice and Agenda

- A. All CAB meetings shall be called, publicly noticed, held, and conducted in accordance with the Ralph M. Brown Act, California Government Code §§ 54950, *et seq.* and the San Francisco Sunshine Ordinance, Chapter 67 of the Administrative Code. Minutes of each meeting shall be kept.
- B. Written notice of each regular meeting of the CAB, specifying the time, place, and agenda items and supportive materials, shall be sent to each member at least 72 hours before the meeting. Preparation of the agenda shall be the responsibility of the Program Director.

Section 3. Special Meetings

The CAB may hold a special meeting with advance notice of such meeting given as required by law.

Section 4. Quorum and Voting

- A. A quorum is necessary to conduct business and make recommendations. A quorum shall be constituted by the presence (either physical presence or participation by telephone, videoconference, or other similar electronic means as permitted by the Brown Act and the Sunshine Ordinance) of a majority of the members of the CAB. The names of members attending a meeting shall be recorded in the official minutes.
- B. A majority vote of the quorum is required to take any action.
- C. Each member shall be entitled to one vote. Only members who are present are permitted to vote; no proxy votes will be accepted.
- D. Each member present at a regular or special meeting shall vote “yes” or “no” when a question is put, unless excused from voting by a motion adopted by a majority of the members present.
- E. The Program Director or their designee shall attend all meetings of the CAB ~~as a non-voting, ex-officio member.~~

ARTICLE VII: COMMITTEES

- A. The CAB may designate one or more committees as the CAB sees fit to carry out its responsibilities. Each committee shall consist of at least two and no more than four CAB

members.

- B. The designation of such committees and the delegation thereto of authority shall not operate to relieve the CAB of its responsibilities listed in Article III of these Bylaws. No committee shall have power to bind the CAB, and any recommendations of a committee must be approved by the CAB. Notwithstanding, the CAB may designate an Executive Committee, which may act for the CAB during emergencies, provided that all actions of the Executive Committee are reported to and ratified by the full CAB at the CAB's next subsequent meeting.
- C. All committees shall operate in accordance with the Brown Act and Sunshine Ordinance requirements that apply to them, and shall not attempt to poll a majority of the members of the CAB about actions or recommendations. Formal CAB actions on items recommended by a committee must occur at CAB meetings pursuant to the proper notice required for such action.
- D. Nothing in this section limits or is intended to limit the Program Director from meeting with advisors, staff, colleagues, or anyone else, or from creating multi-member bodies in support of HCH Program operations.

ARTICLE VIII: LIMITATIONS ON AUTHORITY AND TERMINATION

Section 1. Limitations on Authority

Because the City is a public entity and pursuant to HRSA guidance, the Board of Supervisors, the Health Commission, and the Director of Health shall retain the sole authority to set policy on fiscal and personnel matters within the City and the HCH Program. The CAB shall not have the authority to direct the hiring, promotion, discipline or firing of any City employee. The CAB may not adopt any policy or practice, or take any action, that is inconsistent with the Charter or Municipal Code.

Section 2. Termination

The CAB shall remain in existence for as long as required for the City to remain eligible for receipt of funding under Section 330 or any successor law that requires the existence of the CAB. If the City no longer receives such funding, the authorizing Resolution requires the CAB to terminate unless the Health Commission and the Director of Health act to maintain the CAB.

ARTICLE IX: CONFLICT OF INTEREST

Members of the CAB shall be subject to all applicable conflict of interest restrictions as set forth in applicable federal, state and local law.

ARTICLE X: ADOPTION AND AMENDMENTS

These Bylaws may be adopted or amended at any regular or special meeting of the CAB provided that at least fourteen days written notice of intent to adopt or amend has been given to each member of the CAB and the Director of Health and such notice must include the text of the proposed alteration or amendment. Amendments to the Bylaws that are inconsistent with or in opposition to City or DPH policies or laws are not effective unless approved by the Director of Health pursuant to the notice provided by this Article X. For these Bylaws to be adopted or amended, there must be an approval by a two-thirds vote of those CAB members present and voting.

These Bylaws have been adopted by the San Francisco Health Care for the Homeless Co-Applicant Board.

Signed: _____
Chair of the CAB

Date: _____