

ACCEL GOVERNANCE AGREEMENT

THIS GOVERNANCE AGREEMENT (“Agreement”) is by and between the original participating organizations (“Members”) in ACCEL, a county-wide health collaborative dedicated to improving El Dorado County residents’ access to and quality of health care by developing and implementing a patient case management services program called Care Pathways, and advancing electronic solutions for transparent patient program linkages across health services agencies and providers, including the development of a Electronic Master Patient Identifier (“EMPI”) and the establishment of a network for the electronic exchange of health information among participating health services agencies and providers (“Programs”). The purpose of this Agreement is to define the duties and responsibilities of the Members for the administration and operation of ACCEL and its Programs.

Article I – THE MEMBERS.

The Members of ACCEL include the following health organizations which were participating in the development or implementation of certain ACCEL Programs at the time of the original formation of the collaborative:

- County of El Dorado Health Services Department
 - Public Health and Mental Health Divisions
- Barton Healthcare System
 - Barton Memorial Hospital
 - Barton Community Clinic
 - Barton Family Medicine
- Marshall Medical Center
 - Marshall Hospital
 - Marshall Physician Clinic Services
 - Divide Wellness Center
- El Dorado County Community Health Center
- Shingle Springs Tribal Health Program
- Two (2) Physician Champions – West Slope & South Lake Tahoe

As Members, each of the above health organizations may participate in the governance of ACCEL and its Programs through representation on the Steering Committee (described below). Additional members may be appointed by the Steering Committee.

Article II – THE PARTICIPANTS.

Upon approval by the Steering Committee, additional health organizations may participate in the ACCEL Programs by entering into a Participation Memorandum of Understanding (“MOU”) defining the nature and extent of their participation. The Steering Committee shall determine when a new Participant’s involvement rises to a level

qualifying the Participant as a Member of ACCEL with representation on the Steering Committee.

Article III – THE STEERING COMMITTEE.

ACCEL is governed by an executive Steering Committee comprised of representatives from most of the above named Members. The Steering Committee has the following responsibilities:

- A. Make critical business decisions necessary for the operation and success of all ACCEL Programs and initiatives, including but not limited to, the determination of long term finance mechanisms for the Programs, the approval of health organization Participants for the Programs, and the approval of any transactions or agreements with Members or third parties relating to any component of the Programs;
- B. Provide strategic guidance in the evolution and implementation of all ACCEL Programs;
- C. Establish and provide oversight to working groups and committees tasked with the evaluation and development of particular components necessary for the success of the Programs;
- D. Ensure resources are used effectively and efficiently to support the development, implementation and administration of ACCEL Programs; and
- E. Establish policies necessary for continued operation, improvement, and expansion of the Programs, including without limitation, the adoption of a Program Manual governing the electronic exchange of health information and approval of modifications or updates to the Program Manual in a manner directed by the Steering Committee.

The responsibilities identified above, as well as the procedures for decision-making, evaluation and reporting by the Steering Committee are set forth in the ACCEL Governance Committee Charter, which is fully incorporated herein by reference.

Article IV – RESPONSIBILITIES ASSUMED BY CERTAIN MEMBERS.

Certain Members have entered separate agreements with the County of El Dorado (“County”) to perform or assist with the performance of specific functions necessary for the development, implementation and operation of the Programs. The following responsibilities have been assumed by the Members named below:

- A. Fiscal Administration. Funding for ACCEL and its Programs has been or is being provided by the following grants:
 - 1) The California Endowment (“TCE”) grant # 20092073: Barton Healthcare System (“Barton”) is named as the fiscal agent for the grant “Creating a

Countywide Shared Patient Record Across Institutions”. Barton is providing grant management services necessary to meet the objectives and scope of the work of the grant during the term of June 11, 2009 through December 31, 2010.

- 2) Blue Shield of California Foundation (“BSCF”) grant # 2716288: Additional grant funding for furtherance of ACCEL Health Information Technology (“HIT”) and business plan work in connections with the ACCEL Programs has been provided for a period of January 1, 2009 through October 1, 2010. The grant is administered by the Public Health Division (“PHD”). The PHD has entered into a separate agreement with Barton Healthcare System to provide technical and grants management services necessary to meet the objectives and scope of work. This 9/30/09-12/21/10 agreement between PHD and Barton Healthcare System is fully incorporated herein by reference.
- 3) The California HealthCare Foundation grant # 08-1901: Additional grant funding for furtherance of improving access to specialty care services (using Care Pathway Program model) for the period of April 1, 2009 through June 30, 2011. The County’s separate agreement with Barton Healthcare System to provide technical and grants management services necessary to meet the objectives and scope of work also applies to this grant. This 9/30/09 – 12/21/10 agreement between PHD and Barton Healthcare System is fully incorporated herein by reference.

The Members agree as a matter of policy that all funding obtained for the development, implementation or administration of ACCEL Programs shall be Participant(s) managed. The Members agree to execute necessary funder agreements and to take further action necessary to accomplish this policy objective. The Members designated with the responsibility for fiscal administration of funding currently are the County of El Dorado Health Services Department Public Health Division and Barton Healthcare System. Other ACCEL Members may perform the same role as determined by the Steering Committee.

B. Technology/programming enhancements and reports regarding the health information exchange pilot. Barton is responsible for performing this function. (Reference Agreement # 009-092-P-E2009). By January 2011, a technology transfer by Barton to Marshall Medical Center (“Marshall”) will occur and from that point forward, Marshall will host the technology.

C. ACCEL Program Operations and Management. The Members have agreed to oversee the operation and management of the ACCEL Programs by contributing operational staff necessary for the successful function of the ACCEL Programs and by acquiring additional consulting staff necessary for the management of the ACCEL Programs.

D. Development of Program Manual. The Steering Committee has adopted and will maintain a Program Manual governing technology operations and setting forth the procedures, policies and rules governing participation in the ACCEL Programs. The

Steering Committee may delegate responsibilities for the development of the manual to other Members or committees of ACCEL, and may contract with a third party consultant for assistance in development of the manual. The Program Manual may be modified or updated from time to time on an as needed basis as directed by the Steering Committee.

Article V – GENERAL RESPONSIBILITIES OF MEMBERS AND PARTICIPANTS.

The Members and Participants of ACCEL are responsible for adhering to the terms and conditions of their respective Participation MOUs and the Program Manual, as modified or updated, which govern that Member's or Participant's participation in the ACCEL Programs. If utilizing ACCEL technology, Members and Participants shall ensure strict compliance by their Authorized Users with the terms and conditions of their respective Participation MOUs and the Program Manual. Each Member's or Participant's participation in ACCEL is conditioned upon its compliance with the terms of its Participation MOU and the Program Manual. Status as a Member or Participant may be terminated at any time upon written notice under the direction of the Steering Committee.

Article VI – GENERAL PROVISIONS.

This Governance Agreement, together with the ACCEL Governance Committee Charter and any separate documents or agreements referred to herein, represent the complete governing documents for ACCEL. This Governance Agreement may be amended at any time under the direction of the Steering Committee.

The individuals signing on behalf of the Member organizations named below and thereby binding such Members to the obligations set forth in this ACCEL Governance Agreement represent that they are fully authorized to do so by law or other appropriate instrument.

The County officer or employee responsible for the administration of this Agreement on behalf of the County of El Dorado is Sharon Elliott, Assistant Director of Public Health, Health Services Department, or successor.

<u>Member Organization</u>	<u>Signature of Acceptance</u>	<u>Print Name and Title</u>
Barton Healthcare System		
South Lake Tahoe Physician Champion		
El Dorado County Community Health Center		
Marshall Medical Center		
Western Slope Physician Champion		
County of El Dorado Health Services Department		
Shingle Springs Tribal Health Program		