

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:


Fiscal Years	2018	2019	2020	2021	2022
Capital Expenditures					
Operating Costs					
External Revenue					
Program Income (County)					
In-Kind Match (County)					
NET FISCAL IMPACT					

No. ADDITIONAL FTE POSITIONS (Cumulative)					
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Is Item Included In Current Budget? Yes X No
 Does this item include the use of federal funds? Yes No X

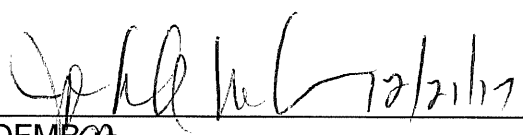
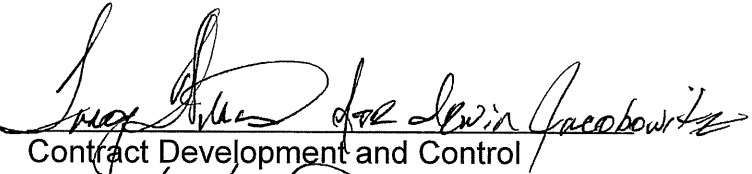
Budget Account No.:
 Fund ___ Dept ___ Unit ___ Object ___ Program Code ___ Program Period ___

B. Recommended Sources of Funds/Summary of Fiscal Impact:
 No fiscal impact. Contract end date change only.

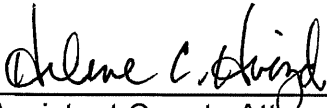
C. Departmental Fiscal Review: 
 Julie Dowe, Director of Finance and Support Services

III. REVIEW COMMENTS

A. OFMB Fiscal and/or Contract Development and Control Comments:

 12/21/17
 OFMB ⁰⁸ 12/21

 Contract Development and Control / 12/22/17 (TW)

B. Legal Sufficiency:

 12-27-17
 Assistant County Attorney

C. Other Department Review:

 Department Director

This summary is not to be used as a basis for payment.

**AMENDMENT TO
CONTRACT FOR PROVISION OF SERVICES**

THIS AMENDMENT TO CONTRACT FOR PROVISION OF SERVICES (R2017-0997) made and entered into at West Palm Beach Florida. On this _____ day of _____, 2017 by and between PALM BEACH COUNTY, a Political Subdivision of the State of Florida, by and through its Board of County Commissioners, hereinafter referred to as "COUNTY" and The Jerome Golden Center for Behavioral Health, Inc., hereinafter referred to as the "AGENCY", a not-for-profit corporation, entitled to do business in the State of Florida, whose address is 1041 45th Street, West Palm Beach, Florida 33407.

WITNESSETH:

WHEREAS, the parties entered into a contract on August 1, 2017, which the AGENCY has agreed to provide case management services to residents of Palm Beach County; and

WHEREAS the contract currently has an expiration date of January 31, 2018 and is funded in the amount of **Fifty-Nine Thousand Six Hundred Thirty-Two (\$59,632)**.

WHEREAS, the parties desire to extend the contract period from January 31, 2018, to March 31, 2018, in an amount not to exceed **Fifty-Nine Thousand Six Hundred Thirty-Two (\$59,632)**.

NOW THEREFORE, the above named parties hereby mutually agree that the Contract entered into on August 1, 2017 is hereby amended as follows:

1. So much as Article 2- is hereby amended to read, the AGENCY shall commence services on August 1, 2017 and complete services on March 31, 2018.
2. Exhibit "A" is hereby replaced by "A-1" attached hereto and made a part thereof.

OTHER PROVISIONS:

All provisions in the Contract or exhibits to the Contract in conflict with this amendment to the Contract shall be and are hereby changed to conform to the amendment.

All provisions not in conflict with this Amendment are still in effect and are to be performed at the same level as specified in the Contract.

IN WITNESS WHEREOF, the Board of County Commissioners of Palm Beach County, Florida has made and executed this Contract on behalf of the COUNTY and AGENCY has hereunto set his/her hand the day and year above written.

ATTEST:

Sharon R. Bock, Clerk & Comptroller

**PALM BEACH COUNTY, FLORIDA, a
Political Subdivision of the State of
Florida**

BOARD OF COUNTY Commissioners

BY: _____
Deputy Clerk

BY: _____
Melissa McKinlay, Mayor

WITNESS:

AGENCY:

Sharon Bock
Signature

The Jerome Golden Center for
Behavior Health, Inc.
AGENCY's Name Typed

Sonja McQuair
Name Typed

BY: Linda DePiano
Signature

59-1171320
AGENCY's Federal ID Number

Linda DePiano Ph.D
AGENCY's Signatory Name Typed

**APPROVED AS TO FORM AND
LEGAL SUFFICIENCY**

Chief Executive Officer
AGENCY's Signatory Title Typed

By: _____
Assistant County Attorney

**APPROVED AS TO TERMS AND
CONDITIONS Department of
Community Services**

James E. Dean
Department Director

SCOPE OF WORK

BACKGROUND INFORMATION:

An Assertive Community Treatment (ACT) Team is a team-based **treatment model** that provides multidisciplinary, flexible **treatment** and support to people with mental illness and/or substance abuse. ACT is based around the idea that people receive better care when their behavioral health care providers work together. The ACT Team will provide outreach as assigned by the Division of Human and Veteran Services (DHS) Staff in areas where homeless persons are known to congregate.

DESCRIPTION OF SUPPORTIVE SERVICES FOR JEROME GOLDEN Behavioral HEALTH CENTER (JGC):

JGC's role on the ACT Team will be to provide 2 FTE Case Managers who specializes in behavioral health issues to include mental illness and substance abuse as well knowledgeable of available treatment and resources. JGC Staff will participate on a daily basis in Outreach efforts as assigned by DHS. Hours of operation will be Monday – Friday with varying eight hour shifts based on the Outreach schedule. This position(s) will be hired, supervised, trained by JGC. The JGC employee must have knowledge of mental health issues, treatment, medication as well as substance abuse, issues and treatment along with the ability to readily interface with behavioral health services. Day-to-day supervision of JGC case managers as it relates to the work of the ACT is to be under the direction of a Human Services Case Work Supervisor.

Palm Beach County Division of Human Services reserves the right to participate in the final appointment of any case manager. Case Management services are only for clients screened and approved by the ACT Team Supervisor. The DHS Supervisor must also be notified of any scheduled vacation time or sick time.

MONITORING / REPORTING:

Desk audits will be completed by the contract monitoring staff to determine programmatic and fiscal compliance.

BILLING / PAYMENTS: Monthly **Exhibits C and D** will be submitted by the tenth of each month. Reimbursement is based on a unit cost which must reconcile with actual expenses by the close of the contract period.

All invoice billings for services relative to this agreement must be submitted to the Division of Human Services by March 31, 2018.

Summary of Certificates

This report displays detailed Certificate of Insurance information for a selected Insured. Any items shown in red are deficient.

Monday, November 13, 2017

Insured: The Jerome Golden Center for Behavioral Health, Inc.
Insured ID: 032HS03FY16

Status: **Compliant**

ITS Account Number: **PLC2246**

Project(s): **Palm Beach County - Community Services**

Insurance Policy	Required	Provided	Override
<u>General Liability</u>			
Expiration: 7/1/2018			
General Aggregate:	\$500,000	\$3,000,000	
Products - Completed Operations Aggregate:	\$0	\$0	
Personal And Advertising Injury:	\$0	\$0	
Each Occurrence:	\$500,000	\$1,000,000	
Fire Damage:	\$0	\$0	
Medical Expense:	\$0	\$0	
<u>Automobile Liability</u>			
Expiration: 7/1/2018			
Combined Single Limit:	\$500,000	\$1,000,000	
	All Owned Autos	Any Auto not provided	X
	Hired Autos	not provided	X
	Non-Owned Autos	not provided	X
<u>Workers Compensation/Employers Liability</u>			
Expiration: 4/1/2018			
<u>Professional Liability</u>			
Expiration: 7/1/2018			
Each Occurrence:	\$1,000,000	\$1,000,000	
Aggregate Limit:	\$1,000,000	\$3,000,000	

Notifications (Show All)

There were no deficiency letters issued.

Do you have an updated Certificate? Click the button below to submit a Certificate.

~~THE JEROME GOLDEN CENTER FOR BEHAVIORAL HEALTH, INC.~~

CONSTITUTION AND BYLAWS

Mission Statement

The mission of the Board of Directors is to promote the Jerome Golden Center for Behavioral Health through the development, approval and evaluation of long term plans, to provide the foundation for teamwork in the accomplishment of these goals and objectives and to offer ongoing partnership to the Center to help clients build resiliency, facilitate recovery and achieve reintegration into the community by designing and delivering behavioral health care services that meet their needs and expectations.

We, therefore, set forth these Bylaws as a guide for accomplishing this mission.

ARTICLE I – NAME

The name of this corporation shall be “The Jerome Golden Center for Behavioral Health, Inc.” (the “Center”).

ARTICLE II – OBJECTIVES

To provide mental health services in accordance with levels of disability or dysfunction and to the extent funding is available.

1. To those persons who are severely and persistently mentally or emotionally impaired and possibly pose a threat to themselves or others.
2. To those persons acutely emotionally disturbed who may be a high risk such that they may suffer irreparable emotional or physical damage or become seriously functionally impaired, unless adequate and timely services are provided.
3. To those persons who are mildly to moderately emotionally disturbed and are experiencing some disruption in their functioning but, in general, are able to maintain relatively normal functioning in employment, family life, and their social environment.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of persons who have significant and active interest in the Palm Beach County community and the future of The Center.

- A. Every effort shall be made to select directors who have the means, knowledge, skills, and the abilities necessary for governance of a community not-for-profit corporation. The Board shall strive to have a membership reflective of the population which it serves.
- B. Board Members shall not receive compensation for their volunteer service, but shall be reimbursed for reasonable expenses incurred by them in the performance of their responsibilities.

C. Noneligibility

Any person receiving salary, wages, fees, or contract payments for services as an employee or independent contractor of any mental health facility funded by or through the State of Florida, Substance Abuse and Mental Health Program Office, of the Department of Children and Families, or its successor, or of this Center, shall not be eligible for election or appointment to the Board of Directors.

D. Emeritus Board Member

A former Board member who was dedicated to the Center's mission and who made major contributions of time, expertise or resources is eligible for nomination as an Emeritus Board Member. An Emeritus Board Member may serve for life, unless he/she voluntarily resigns. An individual may become an Emeritus Board Member by a vote of two-thirds of a quorum of Board members at a regularly scheduled meeting and upon that individual agreeing to accept this honorary position. Emeritus Board Members may serve as volunteers to participate as the Board deems appropriate. An Emeritus Board Member may attend Board meetings but has no vote. An Emeritus Board Member acts only in an advisory capacity and shall not be counted for purposes of determining a quorum.

Section 2. Commitment of Time

All members of the Board are expected to participate in orientation, training programs, and meetings, as well as to serve on and be active in one or more committees.

Section 3. Number, Term & Vacancy

A. Number

The number of directors shall not be less than seven (7) nor more than fifteen (15).

B. Term

Directors shall be elected for a period of three (3) years. No Board member shall serve more than four (4) consecutive terms unless unanimously agreed to at the annual meeting by all Board members present and voting. Notwithstanding the foregoing, if Jerome Golden or Barbara E. Golden is appointed as the Golden Board Member, the Golden Board Member shall serve until his or her resignation, his or her successor is appointed, or until his or her removal for cause, as provided under Section 10 of this Article III, and shall not otherwise be subject to the term limits set forth under this Section 3.B. Any other person appointed as the Golden Board Member shall serve subject to the term and term limits set forth under this Section 3.B.

C. Vacancy

Any vacancy occurring on the Board of Directors may be filled by vote of the plurality of the directors voting after nominations are received from the nominating

committee, and from the floor, if any. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4. Election and Appointment of Directors

A. Election of Directors

At the annual meeting of the Board of Directors in February, the Nominating Committee shall nominate at least one person for each director whose term is expiring, excluding the Golden Board Member, and for each director whose term expired early leaving a vacancy on the Board. Additional nominations may be made from the floor. After such nominations are closed, the directors shall be elected by plurality vote of the directors present and take their seats in March.

B. Appointment of Golden Board Member

Jerome Golden shall have the right to appoint, at any regular, special, or annual meeting of the Board, or at any other time, one (1) member of the Center's Board of Directors (the "Golden Board Member") who shall take his or her seat upon such appointment. Nothing herein shall be construed to require that a Golden Board Member serve as a member of the Board of Directors at all times; lack of a then serving Golden Board Member shall not be a vacancy on the Board unless the lack of such Golden Board Member would cause the number of Directors to be less than seven (7), in which case, it shall be deemed a vacancy of the Board which shall be filled by the Board of Directors as provided in these Bylaws. In the event that Jerome Golden dies or is adjudged incapacitated by a court of competent jurisdiction, Barbara E. Golden shall have the right to appoint the Golden Board Member under this Section 4.B. In the event that Barbara Golden is not then living or is then adjudged incapacitated by a court of competent jurisdiction, Jerome Golden's legal guardian shall exercise the right to appoint the Golden Board Member under this Section 4.B. Upon the death of the survivor of Jerome Golden and Barbara E. Golden, the right to appoint the Golden Board Member under this Section 4.B. shall expire.

Section 5. Authority and Duties

Policy Development

A. The Board of Directors is responsible for the overall policy and direction of the Center. The Board delegates its responsibilities for fulfilling the day-to-day operations of the Center to the Chief Executive Officer. The Center shall be operated in accordance with the standards prescribed by the State of Florida.

~~B. The Board of Directors shall employ a Chief Executive Officer who shall serve at the pleasure of the Board. The Board of Directors may terminate the services of the Chief Executive Officer, subject to the terms of any contract. The Board of Directors shall delegate to the Chief Executive Officer the necessary authority to direct, operate, sign, and establish such contracts and/or management systems necessary to accomplish the Center's mission.~~

C. Reports shall be presented to the Board including (a) financial reports, (b) program reports, (c) reports regarding corporate objective attainment, and (d) such other information necessary for the Board to meet its responsibilities.

D. Review other matters placed properly before the Board.

Section 6. Election of Officers

At the annual meeting of the Board of Directors, in February, the Board shall organize itself by the election of a Chairman, a Vice-Chairman, a Secretary, and a Treasurer, each of whom shall be a member of the Board. No officer may serve more than three (3) years, consecutively, in one specific office.

Section 7. Board Meetings

A. Regular Meetings

The Board should meet on a schedule agreed upon by the Board but must not meet less than quarterly.

B. Special Meetings

A special meeting may be called by the Chairman or by three (3) Board Members.

C. Notice of Directors Meetings

1. Regular meeting notices shall be mailed or delivered (fax, e-mail) to each Director at least five (5) days prior to date of meeting.
2. Notice of special meetings shall be delivered (phone, fax, e-mail) at least 24 hours prior to meeting.

D. Annual Meetings

The annual meeting shall take place in February of each year.

E. Place

All Board meetings shall take place at the principal place of business unless authorized to take place at another location in Palm Beach County by the Board at a prior meeting or as directed by the Chairman.

F. Attendance by Audio or Video Conferencing

Board members shall be allowed to attend by audio or video conferencing for quorum, participation and voting purposes at any meeting.

Section 8. Waiver of Notice

Whenever, by these Bylaws or otherwise, the members of the Board of Directors are authorized to take any action after notice, such notice may be waived, in writing, either before or after the taking of such action by all persons who were entitled to receive such notice.

Section 9. Quorum

If the board is less than twelve (12) members fifty percent of the members shall constitute a quorum for the transaction of business at any meeting of the Board, otherwise a quorum shall be six members. If a quorum is not present, a majority of those directors present may adjourn the meeting.

Section 10. Termination/Resignation

A director shall be terminated as a director from the Board for cause after twenty (20) days' written notice and with the approval of two-thirds (2/3) vote of a duly-constituted meeting of the Board members. Absence of a director from three (3) or more regular meetings of the Board during the corporate year without reasonable excuse may constitute sufficient cause for termination. A director may resign at any time, and such resignation shall be effective upon receipt by the Board. Notwithstanding the foregoing, the Golden Board Member may be removed without cause by Jerome Golden at any time. In the event that Jerome Golden dies or is adjudged incapacitated by a court of competent jurisdiction, Barbara E. Golden shall have the right to remove without cause the Golden Board Member under this Section 10. In the event that Barbara Golden is not then living or is then adjudged incapacitated by a court of competent jurisdiction, Jerome Golden's legal guardian shall exercise the right to remove without cause the Golden Board Member under this Section 10. Upon the death of the survivor of Jerome Golden and Barbara E. Golden, the right to remove without cause the Golden Board Member under this Section 10 shall expire.

Section 11. Indemnification/Hold Harmless

No member of the Board of Directors of the Center shall be personally liable for any of the Center's debt, liabilities, or obligations. The Center shall hold all Board members harmless from and against all claims, damages, losses, and expenses, including attorney fees sustained by a Board member on account of any lawsuit, judgment, claims or demands by other individuals, corporations, or entities whatsoever arising out of within the scope of the Board member's authority and duties as enumerated in these Bylaws. Should Florida Statutes allow for a broader indemnification provision for the Board members, then the applicable Florida Statutes shall control and the Board members shall be entitled to indemnification to the full extent of that allowed under Florida Statutes and/or Florida law. Additionally, the Board of Directors may, at its sole discretion, direct that the Center maintain a directors' and officers' liability policy to provide insurance coverage for any claims that may be directed to any director or officer.

ARTICLE IV – OFFICERS

Section 1. Chairman

The Chairman shall be the principal officer of the Board. The Chairman's duties will include:

- A. Controlling the business and affairs of the Board;
- B. Being the principal contact between the Board and the Chief Executive Officer;
- C. Presiding at all meetings of the Board;
- D. Signing or delegating to the Chief Executive Officer or other designee the authority to sign any deeds, mortgages, bonds, or contracts or instruments authorized by the Board to be executed;
- E. Appointing all committee members and chairpersons with approval of the Board.

Section 2. Vice-Chairman

The Vice-Chairman's duties will include:

- A. Acting in the absence of the Chairman;
- B. Performing any such duties assigned him by the Chairman.

Section 3. Treasurer

The Treasurer's duties shall consist of:

- A. Giving a bond for faithful discharge of his or her duties in such service and with the surety or security as the Board shall determine;
- B. Reporting to the Board with respect to financial matters;
- C. Performing any duties assigned by the Chairman.

Section 4. Secretary

The Secretary's duties will include:

- A. Keeping minutes of the Center's meetings;
- B. Providing that all notices are duly given in accordance with the provisions of the Bylaws;
- C. Custodial care of the corporate records and seal;
- D. Maintaining a register of all directors' addresses;

E. Performing any duties assigned by the Chairman.

ARTICLE V – COMMITTEE

Section 1. Executive Committee

The Executive Committee shall be composed of current Board officers and one Member At Large elected by the Board. Not less than three (3) executive committee members are authorized to deal with situations occurring between Board meetings which require Board action. The Executive Committee shall have the authority to act for the organization in all matters, except that the committee shall not have the authority to: a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. Decisions of the Executive Committee shall require a majority vote of those serving on the committee. Such actions taken will be reported to the Board at its next regular meeting, but will not require ratification or approval by the Board.

Section 2. Standing Committees

There shall be the following Standing Committees, each to have a chairperson. The Standing Committees shall make reports and recommendations for the Board's consideration. The charter which each committee shall adopt and submit to the Board for approval shall set forth the membership of the committee, a more detailed description of the committee's purpose and goals, and such other information as the committee so desired.

A. Financial Oversight/Audit Committee

The Financial Oversight/Audit Committee shall be responsible for oversight of all financial matters both past and present associated with the Center. The Committee shall establish its objectives consistent with its function and those objectives shall be approved by the Board. Additionally, the committee should recommend to the Board the outside financial auditor, review and approve all internal and external audits and reviews of finances, and make recommendations regarding changes in practices and procedures based upon the audits reviewed. The Committee should also approve of the Administrative/Support related parts of the Annual Plan of Operations (APO).

B. Program Committee

The Program Committee shall be responsible for reviewing and advising the Board on all existing clinical programs which are operated by the Center and potential new clinical programs. Its activities shall include, but not limited to, review of the clinical programs section of the Annual Plan of Operations (APO), applications for initial and renewal of Credentialing and Privileging, Quality Assessment and Performance improvement reports which also include reports from the Risk Management/Patient

Safety Committee, site visit reports from the regulating agencies such as State, CMS, Joint Commission, etc., and Utilization Review reports. The Committee shall establish its objectives consistent with its function and those objectives shall be approved by the Board.

Section 3. Ad Hoc Committees

Ad Hoc committees are designed to consider specific matters and report to the Board. After the final report is given to and accepted by the Board, the committee is automatically dissolved. (Note: Acceptance of a report does not constitute acceptance of the committee's recommendations.)

ARTICLE VI - AMENDMENT TO BYLAWS

Upon at least seven (7) days' notice, including the distribution of the proposed amendments to each member of the Board, these Bylaws may be amended, altered, or rescinded by a two-thirds (2/3) majority vote of the Board at any regular or special meeting called for that purpose.

ARTICLE VII - RULES OF ORDER

In absence of specific provisions pertaining to the parliamentary procedures and/or rules of order, these Bylaws hereby designate the latest edition of *Robert's Rules of Order* as the appropriate authority.

IN WITNESS HEREOF, the undersigned hereby certify that the foregoing was adopted as the Bylaws for The Jerome Golden Center for Behavioral Health, Inc., this 28 day of March, 2012.

ATTEST:

The Jerome Golden Center for Behavioral Health, Inc.

BY: Barbara Golden
Vice-Chair

BY: R. H. [Signature]
Chairman