

**REPORT/RECOMMENDATION TO THE BOARD OF SUPERVISORS  
OF SAN BERNARDINO COUNTY  
AND RECORD OF ACTION**

February 6, 2024

**FROM**

**WILLIAM L. GILBERT, Director, Arrowhead Regional Medical Center**

**SUBJECT**

Non-Financial Short-Term Offsite Resident Physician Affiliation Agreement with Keck Medical Center of USC on behalf of its Keck Hospital of USC

**RECOMMENDATION(S)**

Approve Non-Financial **Agreement No. 24-143** Short-Term Offsite Resident Physician Affiliation Agreement, including non-standard terms, with Keck Medical Center of USC on behalf of its Keck Hospital of USC for Arrowhead Regional Medical Center Resident physicians to obtain clinical experience for a 60-day period from date of execution.  
(Presenter: William L. Gilbert, Director, 580-6150)

**COUNTY AND CHIEF EXECUTIVE OFFICER GOALS & OBJECTIVES**

**Provide for the Safety, Health and Social Service Needs of County Residents.**

**FINANCIAL IMPACT**

Approval of this item will not result in the use of Discretionary General Funding (Net County Cost) as this agreement with Keck Medical Center of USC on behalf of its Keck Hospital of USC (USC) is non-financial in nature.

**BACKGROUND INFORMATION**

This Affiliation Agreement will enable Arrowhead Regional Medical Center (ARMC) emergency medicine residents to participate in an anesthesia critical care rotation at USC.

The Accreditation Council for Graduate Medical Education (ACGME) provides accreditation to medical residency programs. Each accredited program has specific requirements related to the number and types of patients for whom a resident physician must provide care as well as the type of medical care or procedures that the resident must complete in the course of the program. For that reason, to meet volume requirements, it is customary and necessary for hospitals that operate residency programs to enter into affiliation agreements with other hospitals to permit their residents to participate in training at other hospitals.

As a teaching hospital, ARMC has a number of agreements with other hospitals to provide on-site clinical training for the residents of those other hospitals, and for those other hospitals to accept ARMC residents for onsite specialized training.

The Affiliation Agreement with USC ensures that ARMC's resident physicians will receive specialty training for completion of the necessary requirements for the respective residency program.

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The Affiliation Agreement has been negotiated by the parties with the following non-standard contract terms or is missing the following standard County contract terms:

1. The County is required to maintain certain levels off insurance and meet other insurance requirements under the agreement.
  - The standard County contract does not impose any insurance obligations on the County.
  - Potential Impact: The County must be mindful of the insurance requirements and meet all of the requirements for the term of the agreement. Failing to comply with the insurance obligations will render the County in breach of the agreement.
2. USC is not required to meet all of the County standard insurance requirements.
  - The County standard contract requires contractors to carry appropriate insurance at limits and under conditions determined by the County's Risk Management Department.
  - Potential Impact: The agreement does not include all of the County standard insurance requirements. This means that the County has no assurance that USC will be financially responsible for claims that may arise under the agreement.
3. All disputes must be resolved through binding arbitration.
  - The County standard contract does not require arbitration.
  - Potential Impact: The agreement requires binding arbitration for all disputes between the parties. Disputes that might otherwise be settled in small claims court would incur arbitration costs that would exceed the costs of a small claims action. Arbitration decisions are not appealable.
4. Each party is required to indemnify the other party for any claims that result from the indemnifying party's negligence or willful misconduct or the breach by the indemnifying party of any of its representations, warranties, and covenants in the agreement.
  - The County standard contract does not include any indemnification or defense by the County of a contractor.
  - Potential Impact: By agreeing to indemnify USC, the County could be contractually waiving the protection of sovereign immunity. Claims that may otherwise be barred against the County, time limited, or expense limited could be brought against USC without such limitations and the County would be responsible to defend and reimburse USC for costs, expenses, and damages.
5. Each party disclaims liability for incidental, consequential, indirect, special, punitive or exemplary damages.
  - The County standard contract does not include a limitation on damages.
  - Potential Impact: In the event the County suffers any of the damages described above as a result of any conduct of USC, the County will be unable to recover such damages from USC, leaving the County financially responsible for such damages.

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ARMC recommends approval of this Affiliation Agreement, including the non-standard terms, since it will provide for the health and safety of San Bernardino County residents by allowing ARMC resident physicians to obtain specialized clinical experience, who will in turn be able to offer such services at ARMC.

**PROCUREMENT**

Not applicable.

**REVIEW BY OTHERS**

This item has been reviewed by County Counsel (Charles Phan, Deputy County Counsel, 387-5455) on January 9, 2024; Risk Management (Victor Tordesillas, Director, 386-8623) on January 9, 2024; ARMC Finance (Chen Wu, Finance and Budget Officer, 580-3165) on January 12, 2024; Finance (Jenny Yang, Administrative Analyst, 387-4884) on January 17, 2024; and County Finance and Administration (Valerie Clay, Deputy Executive Officer, 387-5423) on January 17, 2024.

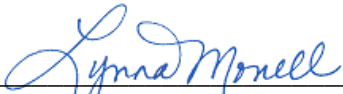
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Record of Action of the Board of Supervisors  
San Bernardino County

**APPROVED (CONSENT CALENDAR)**

Moved: Joe Baca, Jr. Seconded: Curt Hagman  
Ayes: Col. Paul Cook (Ret.), Jesse Armendarez, Dawn Rowe, Curt Hagman, Joe Baca, Jr.

Lynna Monell, CLERK OF THE BOARD

BY   
DATED: February 6, 2024



cc: ARMC - Gilbert w/agrees  
Contractor c/o ARMC w/agree  
File - w/agree  
MA 02/9/2024