

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

**May 18, 2021**

**FROM**

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

**SUBJECT**

Participation Agreement with the Association of American Medical Colleges for Participation in and Use of Their Visiting Student Learning Opportunities Program

**RECOMMENDATION(S)**

Approve Participation **Agreement No. 21-369** with the Association of American Medical Colleges, in an amount not to exceed \$7,500, for participation in and use of the Association of American Medical Colleges Visiting Student Learning Opportunities Program by Arrowhead Regional Medical Center's Graduate Medical Education Department for the total period of May 18, 2021 through June 30, 2024.

(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 recommendation will not result in the use of Discretionary General Funding (Net County Cost) as the contract will be paid \$2,500 annually for a total amount not to exceed \$7,500 is funded by State Medi-Cal, Federal Medicare, private insurances, and other departmental revenue. Funding sources may change in the future pending any legislative activity related to the repeal and/or replacement of the Affordable Care Act. Adequate appropriation and revenue have been included in the Arrowhead Regional Medical Center (ARMC) 2020-21 budget and will be included in future recommended budgets.

**BACKGROUND INFORMATION**

Approval of the Participation Agreement will allow ARMC to participate in the Visiting Student Learning Opportunities Program (VSLO) coordinated by the Association of American Medical Colleges (AAMC). The AAMC operates the American Medical College Application Service and the Electronic Residency Application Service, which facilitates students applying to medical schools and residency programs. Their VSLO Program will allow ARMC to broaden the pool of medical school students who can complete clinical rotations at ARMC, and therefore, increase the hospital's residency recruitment.

ARMC has agreements with several medical schools to allow their students to complete clinical rotations at the hospital. VSLO is an online program that enables students beyond those contracted medical schools to pursue short-term learning opportunities with ARMC. The program allows ARMC to ensure diverse groups of applicants are invited to interview for residency opportunities at the hospital in service to the residents of San Bernardino County.

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The Participation Agreement is AAMC's standard commercial agreement with terms negotiated by the parties that include non-standard County terms and omits certain County standard terms. The non-standard terms and omitted standard terms are as follows:

1. Either party may terminate the agreement for convenience with 90 days advance written notice.
  - The County's standard contract permits either party to terminate the agreement for convenience with 30 days advanced notice.
  - Potential Impact: The County is required to give at least 90 days advanced written notice before it may terminate the agreement without cause.
2. The agreement requires AAMC to indemnify the County to intellectual property rights claims, but not general indemnity claims.
  - The County standard contract general indemnity provision requires the contractor to indemnify, defend, and hold County harmless from third party claims arising out of the acts, errors or omissions of any person.
  - Potential Impact: AAMC is not required to defend, indemnify or hold the County harmless from any general indemnity claims, including indemnification for claims arising from AAMC's negligent or intentional acts. If the County is sued for any claim, other than for intellectual property infringement, the County may be solely liable for the costs of defense and damages, which could exceed the total contract amount.
3. Except for intellectual property rights claims, AAMC caps its liability to the County at \$15,000.
  - The County standard contract does not cap a contractor's liability.
  - Potential Impact: The County's claims against AAMC may exceed the cap of \$15,000, leaving the County liable for the excess. The County's liability to AAMC is similarly capped.
4. The parties disclaim any liability to each other for any indirect, special, incidental, punitive, or consequential damages.
  - The County standard contract does not limit either party's potential recovery of damages.
  - Potential Impact: In the event the County sustains any of the above-referenced damages, the County would be unable to recover such damages in any claim against AAMC.
5. The agreement does not require AAMC to meet the County's insurance standards as required pursuant to County Policy 11-07.
  - County policy requires contractors to carry appropriate insurance at limits and under conditions determined by the County's Risk Management Department and set forth in the County standard contract.
  - Potential Impact: The agreement does not include County standard insurance requirements. This means that the County has no assurance that AAMC will be financially responsible for claims that may arise from the County's participation in the VSLO, which could result in expenses to the County that exceed the total contract amount.

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ARMC recommends approval of the Participation Agreement with AAMC to allow ARMC to expand the recruitment of medical students to complete their clinical rotations at ARMC as well as apply for ARMC's residency program.

**PROCUREMENT**

This is an approved non-competitive justification procurement based on sole source service. VSLO is the only internet-based service that will allow ARMC to accept medical students who are interested in ARMC clinical rotations and residency programs.

**REVIEW BY OTHERS**

This item has been reviewed by County Counsel (Charles Phan, Deputy County Counsel, 387-5487) on April 30, 2021; Purchasing Department (Ariel Gill, Buyer III, 387-2070) on April 7, 2021; ARMC Finance (Chen Wu, Budget and Finance Officer, 580-3165) on April 13, 2021; Finance (Yael Verduzco, Administrative Analyst, 387-5285) on April 14, 2021; and County Finance and Administration (Matthew Erickson, County Chief Financial Officer, 387-5423) on April 18, 2021.

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Record of Action of the Board of Supervisors  
County of San Bernardino

**APPROVED (CONSENT CALENDAR)**

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

Lynna Monell, CLERK OF THE BOARD

BY   
DATED: May 18, 2021



cc: ARMC- Gilbert w/agree  
Contractor- C/O ARMC w/agree  
File- w/agree  
LA 05/20/2021