



# BRONX PARTNERS FOR HEALTHY COMMUNITIES



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## Master Services Agreements

May 28, 2015

# Who Contracts with BPHC?

Only **partners** enter into a Master DSRIP Services Agreement (MSA) with BPHC

## Partner\*

Organizations that will participate in BPHC and are expected to receive DSRIP funds

## Member

Organizations that will participate in BPHC but are not expected to receive DSRIP funds

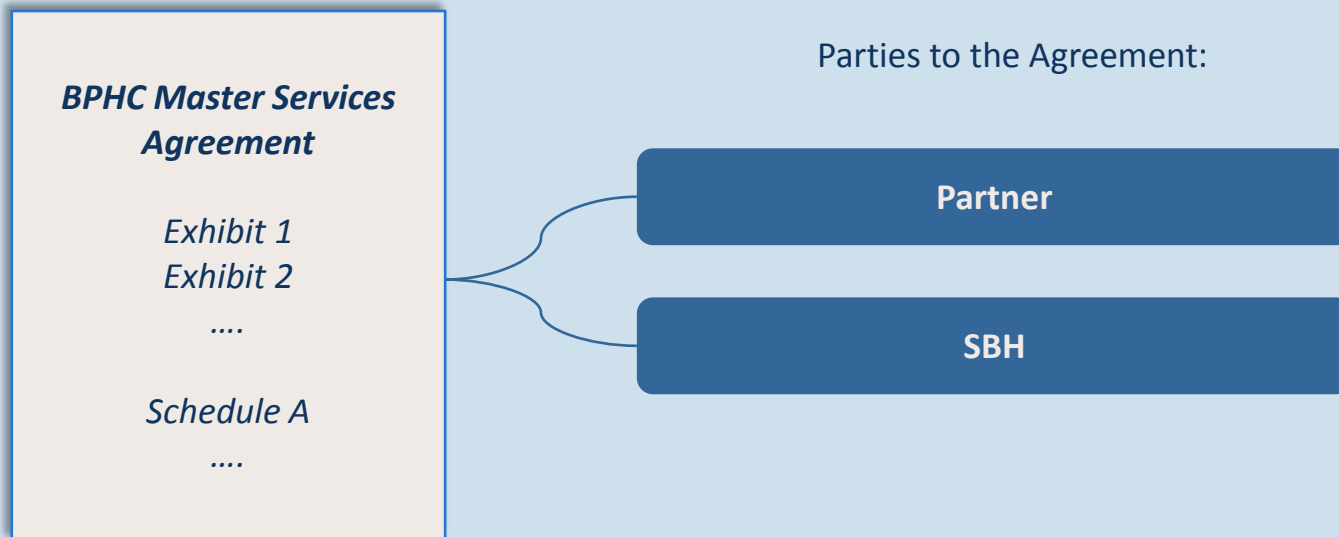
## Vendor

Organizations that will not participate in BPHC but will provide services and receive payment for rendering services (e.g., IT vendor, PCMH technical assistance provider)

\*Note: For partners assuming a leadership role in clinical deployment, BPHC will execute an MOU

# Agreements Overview

The Master Services Agreement, along with its exhibits and schedules, establishes the roles and responsibilities of the entities participating in BPHC, the SBH-led PPS



*All Partners must sign or (have signed on their behalf) a Master Services Agreement to participate in the Bronx Partners for Healthy Communities PPS*

# What the Agreements Do and Do Not Do

## What the Agreements Do:

- Establish general roles and responsibilities of the parties
- Outline general framework for the PPS's process for distributing DSRIP payments
- Outline governance process
- Describe process for establishing Partner's responsibilities related to implementing specific projects
- Provide basic legal terms governing relationships among the parties

## What the Agreements Do Not Do:

- Describe which projects each Partner will participate in
- Establish Partner's specific obligations related to implementing a particular project
- Identify amount of DSRIP funds Partners will receive for implementing a particular project

*All details around specific projects will be negotiated and set out in Project Specific Schedules at a later date.*

# Master Services Agreement, Exhibits Overview

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## ❑ **Master Services Agreement:**

- Establishes the roles and responsibilities of the parties
- Describes the governance process at a high-level
- Establishes the process for identifying Partner's obligations related to specific projects
- Provides a high-level overview of the process for distributing DSRIP payments
- Outlines the Exhibits

## ❑ **Exhibit 1 Definitions:** Defines terms used in agreement and exhibits

## ❑ **Exhibit 2 Legal Terms:** Establishes legal terms, such as termination, assignment, representations, record retention, confidentiality, dispute resolution, compliance, and insurance

## ❑ **Exhibit 3 Governance:** Attaches charters of PPS committees, describing each committee's responsibilities, composition, and decision-making process (Non-negotiable)

## ❑ **Exhibit 4 Business Associate Agreement** (Non-negotiable)

## ❑ **Exhibit 5 Confidentiality Addendum**

## ❑ **Schedule A Projects:** Will outline each Partner's obligations with respect to specific projects (to be completed at a later date)

# Contract Review Process

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- ❑ **Tuesday 5/26:** Send drafts and comment matrix to [partners and members](#)
- ❑ **Thursday 5/28:** Webinar to provide overview of documents, review process, and next steps
- ❑ **Monday 6/8:** Comments due
- ❑ **Monday 6/8 to Friday 6/19:** SBH reviews comments
- ❑ **Friday 6/19:** Send final comment matrix and contract forms to partners
- ❑ **Wednesday 6/24:** Conference call/webinar with targeted partners to discuss comment matrix and any outstanding issues
- ❑ **Friday 6/26:** Final agreements sent to partners

*After June 26, there will be no further changes to the agreements.*

# How to Provide Comments

Please provide all comments using the comment matrix.

This document is for discussion purposes only.

Insert the Section # and Exhibit # here

Summarize the general topic here.  
*Example: "Records" or "Disputes"*

Copy the text you are commenting on here

Describe your concerns here, suggesting new language whenever possible

Ref #	Exhibit & Section # <sup>1</sup>	Topic	Existing Language	Comment <i>(please include concern and, if possible, proposed change language or solution)</i>
1.				
2.				
3.				
4.				
5.				
6.				
7.				

Email completed comment matrix to Lawrence Robertson ([lrobertson@sbhny.org](mailto:lrobertson@sbhny.org)) with "Comment Matrix" in Subject line by 11:59 PM on Monday, June 8<sup>th</sup>



# Next Steps

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- E-mail completed comment matrix to **Lawrence Robertson** (**[lrobertson@sbhny.org](mailto:lrobertson@sbhny.org)**) with “Comment Matrix” in Subject line by 11:59 p.m. on Monday, June 8<sup>th</sup>