EASTERN VIRGINIA HEALTHCARE COALITION CHARTER - BYLAWS

The Eastern Virginia Healthcare Coalition ("Coalition") is a collaboration of healthcare organizations and providers, public health departments, Emergency Medical Services (including transport agencies), Emergency Management Agencies and community partners working together to care for the region before, during and after an emergency.

MISSION/PURPOSE

The Eastern Virginia Healthcare Coalition endeavors to develop and promote the emergency preparedness, mitigation, response and recovery capabilities of local healthcare entities by:

- Strengthening community medical resiliency, surge capacity and capabilities
- Building relationships and partnerships
- Developing emergency preparedness, mitigation, response and recovery capability guidelines
- Facilitating communication, information and resource sharing
- Maximizing utilization of existing resources
- Coordinating training, drills, and exercises
- Guiding and supporting the function of the Regional Healthcare Coordinating Center

GEOGRAPHIC BOUNDRIES

The Coalition is an inclusive body open to all organizations/entities that provide or support health services within the following 26 jurisdictions of Eastern Virginia that wish to work collaboratively on emergency preparedness, mitigation, response and recovery activities: Accomack County, Chesapeake, Essex County, Franklin, Gloucester, Hampton, Isle of Wight County, James City County, King and Queen County, King William County, Lancaster County, Matthews County, Middlesex County, Newport News, Norfolk, Northampton County, Northumberland County, Poquoson, Portsmouth, Richmond County, Southampton County, Suffolk, Virginia Beach, Westmoreland County, Williamsburg, and York County.

ORGANIZATION/STRUCTURE

The Coalition has:

1. Membership that includes core and partner organizations and entities.
2. A Regional Healthcare Preparedness Coordinator and staff for day to day operations.
3. A Chair and Vice Chair whose duties are outlined in Section III.
4. An Executive Council to conduct Coalition business as directed by the membership.
5. Subcommittees and workgroups as requested and organized by the membership that will function temporarily or long-term, as needed.

The Coalition provides representation to the Virginia Hospital and Healthcare Association's (VHHA) Hospital Emergency Management Committee (HEMC). HEMC and VHHA provide direct support and liaison to the Virginia Department of Health (VDH) in its administration of the U.S. Department of Health and Human Services (HHS) Office of the Assistant Secretary for Preparedness and Response (ASPR)

Hospital Preparedness Program (HPP) Cooperative Agreement. Two HEMC members are designated as representatives by majority vote of the Coalition.

FUNDING

The Coalition receives some direct funding for activities, operations and staff through grants from the U.S. Department of Health and Human Services (HHS) Office of the Assistant Secretary for Preparedness and Response (ASPR) Hospital Preparedness Program (HPP) and Public Health Emergency Preparedness (PHEP) Cooperative Agreements. A Coalition member's time during Coalition planning and activities is compensated by their organization without reimbursement. The Coalition recognizes the strong need to identify sustainment funding sources.

EASTERN VIRGINIA HEALTHCARE COALITION BYLAWS

I. MEMBERSHIP

A. Core Organizations

1. Core organization members of the Eastern Virginia Healthcare Coalition are listed in Appendix A.
2. Core organizations sign an annual *Organizational Memorandum of Understanding* with the Eastern Virginia Healthcare Coalition.
3. Core organizations appoint one primary and one alternate representative to the Coalition. The representative will have the authority to represent and speak on behalf of the core organization.
4. Core organization representatives serve term lengths as determined by the sponsoring organization.
5. Core organization representatives are eligible to fill Executive Council positions.
6. If an individual representing a core organization withdraws from participation, the core organization will appoint a new representative within 60 days.
7. Individuals may represent more than one core organization, but must clearly be acting in the interests of each represented core organization independently.

B. Partner Organizations

1. Partner organization membership to the Eastern Virginia Healthcare Coalition is open to the organization types listed in Appendix B that are located within the Coalition's geographical boundaries.
2. Partner organizations appoint one primary and one alternate representative to the Coalition. The representative will have the authority to represent and speak on behalf of the partner organization.
3. Partner organization representatives serve term lengths as determined by the sponsoring organization.
4. Partner organization representatives are eligible to fill Executive Council positions.

C. Invited Guests

Eastern Virginia collaborating organizations and subject matter experts may be invited to attend Coalition meetings and activities. Such invited organizations may fully engage in Coalition discussions and other activities, but have no vote.

D. Member Responsibilities:

1. Provide representation at Coalition meetings and activities.
2. Participate in collaborative regional preparedness planning.
3. Participate in the development of surge capacity plans, inter-organizational agreements, and collaborative emergency response plans.
4. Contribute to meeting Coalition priorities, goals, and contractual deliverables.
5. Vote on questions placed before the membership.
6. Respond to regional emergencies and disasters in collaboration with other members.
7. Guide and support the activities and operations of the Regional Healthcare Coordinating Center.
8. Work to implement emergency preparedness and response capability guidelines within the organization's activities.

E. Membership Roster

A current roster of member organizations, including core or partner designation and contact information, will be maintained. The roster will be published with the agenda of each Coalition meeting. A meeting attendance roster of member organizations will also be maintained.

F. Changes in Member Representation

All changes in member representation must be submitted in writing to the Coalition, endorsed by the representative's organizational senior leadership.

II. MEETINGS and VOTING

A. Scheduling

Coalition meetings will be scheduled on the first Thursday of each month at 9:00 a.m. Electronic notice and agendas for all meetings shall be transmitted at least 5 working days in advance of the meetings.

B. Venue

Meetings will be held at locations convenient for members with Web conferencing as an alternative to in-person attendance at meetings.

C. Attendance

Meetings may be attended in person, by conference call or by other electronic means.

D. Emergency meetings

Emergency meetings may be convened at the request of the Coalition Chair provided that electronic notice is given to each member at least 48 hours prior to the proposed meeting stipulating the time, place and objective of the meeting. No business may be transacted at an emergency meeting except that specified in the notice.

E. Quorum

Fifty percent (50%) of core organization members is a quorum.

F. Conducting Business and Voting

1. A quorum is necessary to conduct official Coalition business at a meeting (except as noted in F.3).

2. Actions in a meeting will be determined by a simple majority vote (except for bylaw changes as noted in section V).
    a. Each core and partner organization will have one vote.
    b. Voting on ASPR/HPP budget and financial issues is restricted to core organization members.
3. If a quorum is not present at a meeting, business will take place under the condition that any motions put forth to a vote will be presented to absent Coalition core organization members via email, conference call or other electronic means in order to receive a quorum vote. A reasonable amount of time will be allowed for receipt of absentee votes. Votes will be received no more than 5 business days from the date of the meeting. Notice will be sent no later than the next business day following the meeting. Such special votes will only be held if discussion has occurred at a previous meeting. If a quorum is not obtained the motion fails.
4. Proxy voting is allowed. Attendance requirements apply to proxy votes. Proxy instructions must be sent to the Coalition Chair in writing prior to the meeting.

III. LEADERSHIP

A. Coalition Chair

1. Election
    a. The Chair will be elected for a one year term for each calendar year by the core and partner organization members.
    b. To be eligible to stand for election the individual will be a representative of a core or partner organization and have attended 50% of that calendar year's Coalition meetings.
    c. The Vice Chair will be placed into nominations for Chair on the agenda of the November meeting agenda for action and election during the December meeting.
        i. A motion from the floor for additional candidate nominations may be brought up for a vote before the Coalition.
        ii. With a passed motion to call for additional nominations, the floor will be opened for additional nominations to the position of Chair.
        iii. Only individuals accepting a nomination will be considered for election.
        iv. A motion to close nominations must be made and passed to officially identify the individuals nominated for Chair at the December meeting.
    d. In the event of the unexpected departure, resignation, or removal from office, the Vice Chair replaces the Chair, subject to a ratification of the membership at the next meeting.
    e. Nominations should be made in a fashion to maintain the multi-disciplinary, multi-regional composition of the Coalition.
2. Duties
    a. Chairs Coalition Meetings.
    b. Reviews and approves meeting agendas.
    c. Works closely with the Regional Healthcare Preparedness Coordinator on current issues concerning the Coalition.
    d. Creates an environment that encourages and rewards cooperation, collective problem-solving and participative decision-making.
    e. Available to the membership for information exchange concerning the Coalition.
    f. Acts in the general interests of the Coalition and its membership.

g. Assumes additional duties from time to time and as appropriate to facilitate the function of the Coalition.

B. Coalition Vice Chair

1. The Vice Chair will be elected for a one year term for each calendar year by the core and partner organization members.
2. To be eligible to stand for election the individual will be a representative of a core or partner organization and have attended 50% of that calendar year's Coalition meetings.
3. The names of individuals nominated for Vice-Chair will be listed on the November meeting agenda for action, prior to the election taking place during the December meeting.
4. Duties same as Chair except Vice Chair will not chair Coalition meetings unless Chair is absent.
5. Acts for the Chair in his/her absence.
6. Nominations should be made in a fashion to maintain the multi-disciplinary, multi-regional composition of the Coalition.

C. Regional Healthcare Preparedness Coordinator

1. Hired or contracted by the Virginia Hospital and Healthcare Association.
2. Responsible for management, day to day operations, and administrative support of the Coalition.
3. Supervise the Regional Healthcare Coordinating Centers (RHCC).

D. Executive Council

The Executive Council is comprised of the Chair, Vice-Chair and three (3) representatives at-large.

1. Election
   a. To be eligible to stand for election to the Executive Council a member representative must have attended two (2) of the last four (4) Coalition meetings.
   b. Elections for membership to the Executive Council will occur during the first meeting of the calendar year.
   c. Any new vacancies on the Executive Council will be filled as soon as possible by vote of the core and partner organization members.
   d. The current Executive Council may place nomination(s) for vacant position(s) on the agenda of the last meeting of the year for action by the membership.
   e. Nominations from the floor to stand for Executive Council may be made by core and partner organization members during the last meeting of the year.
   f. Nominations should be made in a fashion to maintain the multi-disciplinary, multi-regional composition of the Executive Council.
   g. Executive Council members will serve for two years.
   h. There is no limit to the number of successive terms an Executive Council member may serve.

2. Duties and Scope of Responsibilities
   a. Lead the strategic planning process and continued development of the Coalition.
   b. Provide budgetary oversight.
   c. Provide oversight on development of regional and health sector emergency preparedness plans.
   d. Provide oversight of Coalition subcommittees, workgroups and projects.

IV. SUBCOMMITTEES and OTHER GROUPS

The Coalition may establish subcommittees and workgroups to perform such tasks and duties as deemed appropriate by the Coalition. Each subcommittee and workgroup will have a charter to define duties and responsibilities and its Chair will provide progress reports at Coalition meetings. Members are appointed to subcommittees and workgroups as approved by the Coalition Chair and subject to approval of the membership. The following standing workgroups have been established to ensure the operations and activities of the Coalition are maintained:

1. Budget Workgroup
2. Communications Workgroup
3. Exercise and Training Workgroup
4. Regional Healthcare Coordinating Center Workgroup

Outcomes of subcommittees and other groups are ratified by the membership-at-large before action.

1. Exception - when the charge of such group specifically identifies an action as an outcome.

V. AMENDING THE BYLAWS

Amendment of these bylaws may be proposed at any meeting of the Coalition. The amendment shall be acted on at the following meeting provided a copy of such proposed amendment(s) are distributed at least thirty (30) days in advance of such meeting or fully stated at the first meeting, and attached to the electronic notice for that meeting. A two-thirds majority vote is required for the amendment to carry.

VI. PARLIMENTARY PROCEDURE

Except as described herein, the current edition of Roberts Rules of Order, will be used to guide the conduct of any Coalition meeting.

VII. LEGAL DISCLAIMER

Indemnification and Limits of Liability

This Charter and Bylaws shall not be interpreted or construed to create an association, joint venture separate legal entity or partnership among the Coalition members or to impose any partnership obligation or liability upon any Coalition member. Further, no Coalition member shall have any undertaking for or on behalf of, or to act as or be an agent or representative of, or to otherwise bind any other Coalition member.

No Coalition member shall be required under this Charter to indemnify, hold harmless and defend any other Coalition member from any claim, loss, harm, liability, damage, cost or expense caused by or resulting from the activities of any Coalition officers, employees, or agents acting in bad faith or performing activities beyond the scope of their duties. In the event of any liability, claim, demand, action or proceeding, of whatever kind or nature arising out of participation in a unified health and medical response to an emergency, the Coalition member agrees to indemnify, hold harmless, and defend, to the fullest extent of the law, each Coalition member, whose only involvement in the

transaction or occurrence which is the subject of such claim, action, demand, or other proceeding, is the approval of this Charter.

This Charter and Bylaws shall not supersede any existing mutual aid agreement or agreements.

APPROVAL OF CHARTER and BYLAWS: The Charter and Bylaws are adopted by a vote of the Eastern Virginia Healthcare Coalition core organization membership.

Date Approved:

Chair: _____
(Signature)
Name: _____

Vice Chair: _____
(Signature)
Name: _____

EVHC 5/4/2017

Appendix A

Eastern Virginia Healthcare Coalition Core Members
(As 5/4/17)

1. Bon Secours DePaul Medical Center
2. Bon Secours Mary Immaculate Hospital
3. Bon Secours Maryview Medical Center
4. Chesapeake Regional Medical Center
5. Children's Hospital King's Daughters
6. Rappahannock General Hospital
7. Riverside Doctors Hospital
8. Riverside Regional Medical Center
9. Riverside Walter Reed Hospital
10. Riverside Tappahannock Hospital
11. Riverside Shore Memorial
12. Sentara CarePlex Hospital
13. Sentara Leigh Hospital
14. Sentara Norfolk General Hospital
15. Sentara Obici Hospital
16. Sentara Princess Anne Campus
17. Sentara Virginia Beach General Hospital
18. Sentara Williamsburg Regional Medical Center
19. Southampton Memorial Hospital
20. Three Rivers Health District
21. Peninsula Health District
22. Eastern Shore Health District
23. Norfolk Health District
24. Virginia Beach Health District
25. Chesapeake Health District
26. Portsmouth Health District
27. Western Tidewater Health District
28. The Hampton Roads Metropolitan Medical Response Strike Team
29. The Tidewater Emergency Medical Services Council
30. The Peninsula Emergency Medical Services Council
31. Accomack County Emergency Management
32. Chesapeake Emergency Management
33. Essex County Emergency Management
34. Franklin Emergency Management
35. Gloucester Emergency Management
36. Hampton Emergency Management
37. Isle of Wight County Emergency Management
38. James City County Emergency Management
39. King and Queen County Emergency Management
40. King William County Emergency Management
41. Lancaster County Emergency Management
42. Matthews County Emergency Management
43. Middlesex County Emergency Management

44. Newport News Emergency Management
45. Norfolk Emergency Management
46. Northampton County Emergency Management
47. Northumberland County Emergency Management
48. Poquoson Emergency Management??
49. Portsmouth Emergency Management
50. Richmond County Emergency Management
51. Southampton County Emergency Management
52. Suffolk Emergency Management
53. Virginia Beach Emergency Management
54. Westmoreland County Emergency Management
55. Williamsburg Emergency Management,
56. York County Emergency Management

Appendix B

Eastern Virginia Healthcare Coalition Partner Members
(As of 5/4/17)

1. Long Term Care Facilities
2. Military Treatment Facilities
3. Veterans Administration Health Centers
4. Mental/Behavioral Health Providers
5. Hampton Roads Planning District Commission
6. Private Entities
7. Specialty Service Providers
8. Support Services Providers
9. Primary Care Providers
10. Medical Product and Device Manufacturers
11. Community Health Centers
12. Tribal Healthcare
13. State and Federal Entities
14. Local and State Law Enforcement
15. Public Works
16. Private Organizations
17. Non-governmental Organizations
18. Volunteer Organizations Active in Disaster (VOAD)
19. Faith-based Organizations
20. Community-based Organizations (CBOs)
21. Health Educational Institutions