



Monday, July 23, 2018 at 10:00

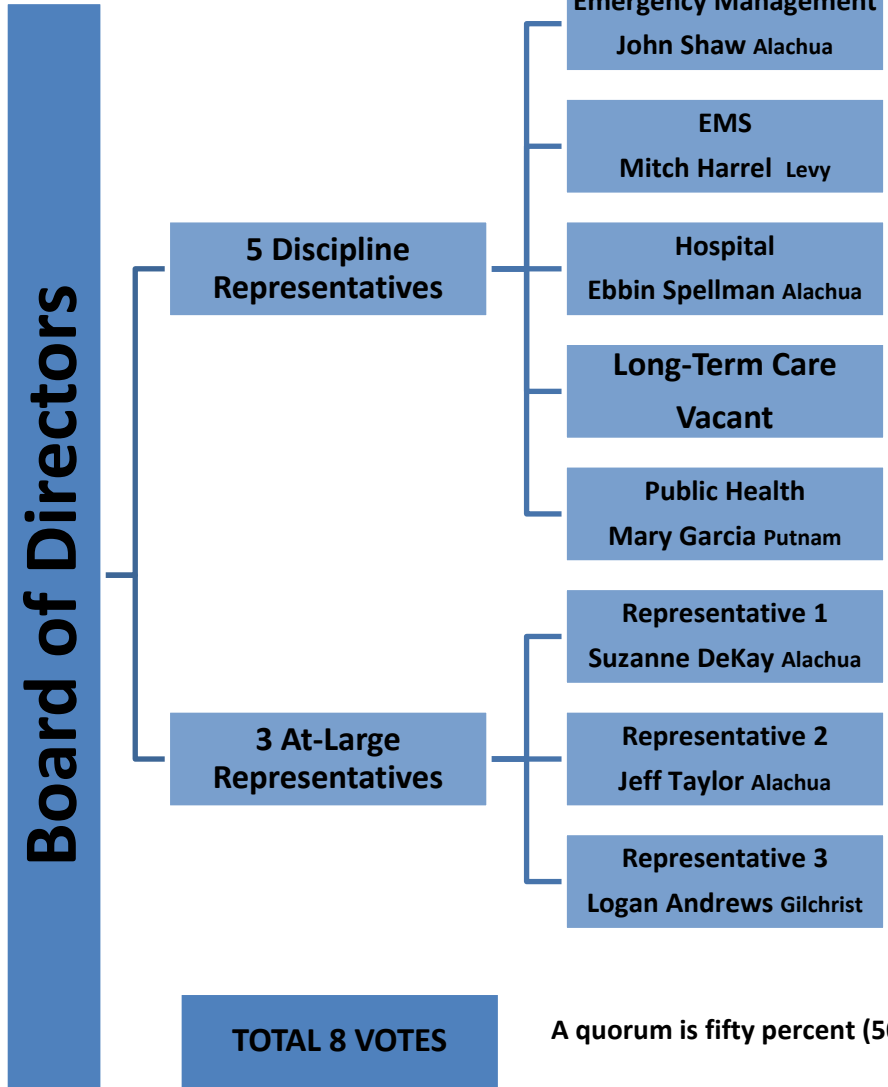
Alachua County EOC – 1100 SE 27th Street, Gainesville, FL 32641

NCFHCC BOARD MEETING AGENDA

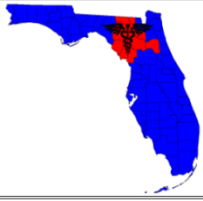
*Requires Board approval

- I. Call to Order
 - Validation of voting members present [accept proxy voters, if present]
 - Introductions
 - *Approval of minutes from 25 June 2018
- II. Financial
 - *Budget Report
 - Expenditure Requests
 - Status on Projects
 - Management and Administration
 - 2018-19 Budget
- III. Business
 - *Bylaws Updates [discussion and approval with 2/3 vote]
 - *Fill the Long-Term Care Board Position
 - *Election of Board Officers
 - Call for nominations of open Board and Officer positions
 - *Memorandum of Agreement with NEFRC
 - Project Funding Application process
 - Future Meeting Schedule
- IV. Member Reports
 - Board Member Reports
 - Open Discussion
- V. Adjourn

Next Meeting: **Date & Location TBD**



A quorum is fifty percent (50%) of the total voting membership of the Board of Directors.



North Central Florida Health Care Coalition



Board Meeting and General Member Meeting

June 25, 2018

Meeting Notes

The Board of the North Central Florida Health Care Coalition (NCFHCC) met on Monday, June 25, 2018, from 10:00 am to 11:00 am at the Alachua County Emergency Operations Center, 1100 SE 27th Street, Gainesville Florida.

Documents provided to the NCFHCC Board:

1. NCFHCC Board Meeting Agenda – June , 225018
2. NCFHCC Board Meeting Minutes – May 21, 2018
3. Financial Report – May 2018
4. Marketing Report – May 2018
5. Primary and Redundant Drill Results
6. Hurricane Alpha Tabletop Exercise After Action Report/Improvement Plan draft

Call to Order

Validation of Voting Members Present (Quorum)

The meeting was called to order by Suzanne DeKay, Secretary/Treasurer acting in the capacity of Chair, with a validation of a quorum, with the following four (4) Board members present:

- **Suzanne DeKay**, Secretary/Treasurer and At-Large Member, Director of Safety, Security, and External Transportation, UF Health Shands
- **Ebbin Spellman**, Hospital Discipline Lead, Safety and Emergency Preparedness, UF Health Shands
- **Mary Garcia**, Public Health Discipline Lead, Administrator / Health Officer, Putnam County Department of Health
- **John Shaw**, Emergency Management Discipline Lead, Emergency Management Director, Alachua County

Those in attendance who presented agenda items or provided subject matter expertise on Board-related business included the following individuals:

- **Logan Andrews**, Director of Nursing, Tri-County Nursing and Rehab and newly elected At-large Board Member, term to commence on July 1, 2018
- **Jim Lyons**, Public Health Planner, Florida Department of Health in Bradford/Union

- Counties, former candidate for At-large Board Member position
- **Leigh Wilsey**, Senior Regional Planner, Northeast Florida Regional Council
 - **Christine Abarca**, Interim Coordinator, WellFlorida Council

There were 7 NCFHCC general members present. Please see accompanying sign-in sheet for names and the organizations they represent.

Suzanne DeKay welcomed everyone and initiated introductions.

Approval of Minutes

Electronic and print copies of the meeting minutes from May 21, 2018 were distributed to the Board.

Approval of May 21, 2018 meeting minutes was moved for approval by Mary Garcia and seconded by Ebbin Spellman. Motion passed unanimously.

Financials (Suzanne DeKay)

1. As of 5/31/2018 there is \$46,048 available. We anticipate all of the funds will be spent by the end of the fiscal year, June 30. As a reminder, most of the funds are earmarked for contractual services. Should it appear that funds will remain the Board discussed and agreed that those funds be transferred to Stop the Bleed-related purchases. About \$79,000 remains in separate NCFHCC's bank account. These funds are dedicated to the four local projects selected earlier this year.
2. To date, no invoices have been received for completed local projects.
3. The Board discussed extending the deadline for all four local projects.

Extension of the deadline for completion of all four local projects to September 30, 2018 was moved by Mary Garcia and seconded by John Shaw. Motion passed unanimously.

Secretary/Treasurer Suzanne DeKay will notify the projects of the extension. Jen Horner, DOH Region 3 SpNS Consultant, requested to be added to the email correspondence to DOH Alachua related to their SpNS supply project.

Coordinator Updates (Christine Abarca)

1. Quarter 4 Deliverables:

Deliverables were submitted ahead of schedule on June 22. Of note was the report on the results from the Primary and Redundant Communications Systems test conducted on June 6. Response rate for the primary drill increased by about 8%.

 - Update of Everbridge and email lists should be conducted
2. Quarter 4 Trainings and Exercise
 - Nursing Home ICS on April 19, attracted 15 participants, instruction provided by EREC

- NCFHCC Annual Training Summit was held on May 22 and 24 on the topic of Mental Health First Aid to build skills that can be applied in emergency response. Session 1 on Youth Mental Health First Aid on May 22 had 6 participants. Session 2 on Adult Mental Health First Aid on May 24 had 8 participants.
- Tabletop Exercise “Hurricane Alpha” took place on Monday, June 11 in Gainesville, and was facilitated by The Blue Cell, LLC. Thirty-seven (37) people participated, the majority were from long-term care facilities and new partners to NCFHCC. Capacities exercised included Medical Surge, Healthcare and Medical Response Coordination, Public Information and Warning, and Situational Awareness. The AAR/IP draft was shared with the Board.
 - To collect IP action items, the Board asked each discipline lead to distribute to their members soliciting input. The discipline leads will compile and report on findings and suggestions at the July 23 Board Meeting.
 - Resulting information may be used to
 - Tailor local projects
 - Guide funding of local projects that fill documented gaps
 - Identify training and exercise needs
 - Leigh Wilsey reminded meeting participants of the importance of documenting large infrastructure gaps identified in AARs/IPs
 - Active Shooter/Hostile Event Awareness workshop took place on June 21 from 8 am to 12 noon also at the Santa Fe College Institute of Public Safety. Thirty (30) participants registered; 10 were no-shows. The training evaluation shows that participants highly valued the content and skills building activities.
 - Board members suggested better timing of training and exercises throughout the year to avoid the end-of-the-year rush and allow more people to participate.

Region 3 Healthcare Coalition Alliance Business
(Leigh Wilsey)

1. Strategies for closing the gaps
 - Ensure the recruitment of new coalition members
 - Promote the awareness of HVA, JRA and other gap analyses findings
 - Identify future funding opportunities
2. Accomplishments
 - Surge Tool Exercise, done by the Alliance with hospitals in Duval
 - FLHealth STAT drills
 - Everbridge system drills and test
 - Outreach to recruit new members
 - Encourage members to set preferences in Everbridge to include text and/or download app for phone
 - Engagement of hospital executive leadership (C-suite)
 - Stop the Bleed (STB) program
 - Goal was to purchase all kits by June 30 which was accomplished

- More STB kits were purchased with funding left at the end of the fiscal year
 - 60 more kits will be given to each county
 - Board must determine how to distribute those additional kits
 - Board considered filling gaps at schools, placement in private schools and churches
 - Board recommends that each county determines where to place the 60 additional STB kits
- Original plan was for EMS to take lead on STB project
- In the NCFHCC region, still need to identify lead/advocate in some counties. Currently, leads include
 - Putnam – Mary Garcia
 - Alachua – Harold Theus
 - Bradford/Union – Jim Lyons
 - Gilchrist – Ralph Smith
 - Levy – Mitch Harrell
 - Columbia and Hamilton – Jeremy Gifford
 - Suwannee – James Sommers, Michelle Howard
 - Dixie – Lola Butler?
 - Lafayette – Rel Perea?
- Schools vary on where they place the STB kits
 - Placement with AEDs
 - Avoiding placement in locked areas
 - One kit per hallway
- Training is available through UF Health Shands
- Alliance is collecting best practices.

3. Next year's projects include

- Operational Plan
- Mission Ready Packages
- COOP planning and training
- Supply chain integrity
- STB expansion
- Active Shooter training

4. In the future

- Infectious Disease Plan
- Crisis Standards of Care
- Full scale exercise for all 18 counties in the Alliance, moved to fall 2021 with Eric Anderson as lead
- Planning for evacuation and transportation

- Mass fatality planning
5. Project Funding
 - Money has been set aside for projects
 - Setting up a uniform application process to be used across the three Alliance coalitions
 - Application scheduled for release on September 1, application close date TBD
 - Projects should address identified gaps, health care impacts and help mitigate issues
 - Follow the more stringent of local and state procurement processes to avoid issues with the state procurement process
 - Future application process will be done a rolling basis
 6. By-laws
 - Reformatting all coalition by-laws to be consistent across the Alliance
 - Edits required by the Alliance structure, DOH contract or federal requirements include:
 - Edits to reflect the address of NEFRC
 - Adding core member disciplines to the Composition of Membership section
 - Updating to correlate to the content and revision timeframes of strategic plan
 - Addition of statement that indicates that if the coalition did play a response role (by request) that they would fall under the appropriate ICS structure within ESF8 or Health/Medical Branch. (This is a federal requirement.)
 - Revising to add the Long-term Care seat to the Board, as voted at May 2018 meeting
 - Making multiple edits to reflect the addition of the Long-term Care Board member
 - Edits to the Schedule of Meetings section, reflecting the monthly meetings and removing provision that are not exercised (e.g., reimbursement of Board member travel to meetings)
 - Restructuring of Article 10: Financial Process to reflect the Alliance structure
 7. Next steps
 - A red-lined copy of By-laws will be distributed 14 days prior to the July 23 meeting
 - Voting on the revised By-laws will be done at the July 23 meeting

Old Business

Stop the Bleed (Leigh Wilsey)

1. Stop the Bleed (STB) see discussion under item 2 above
2. Health Care Coalition Task Force Meeting, in Tallahassee on June 13
 - Attended by John Shaw and Logan Andrews. Items of note:
 - Issue of COOP planning for long-term care facilities was brought up
 - Need for an electronic system that is visible/accessible to all to collect data on where facilities are evacuating to
 - State level folks are listening to locals

- State now recognizes that some of the responsibilities pushed to coalitions are state responsibilities
- AHCA discussions about generator deadline pointed out several issues:
 - Deadline extensions are needed
 - Financial support is needed
 - HMPG grants may be applied for but many complicated rules apply

New Business (Open Discussion)

Long-term Care Facility Discipline Board Position

1. Board decided to defer the vote to add the Long-term Care Facility Discipline to the Board until the July 23 meeting.

Election of Officers

1. Floor was open for nominations for the Board Chair position
 - Suzanne DeKay was nominated for Chair and accepted the nomination
 - Mitch Harrell was nominated for Vice Chair; his acceptance must be obtained
2. Nomination and election to fill the Secretary/Treasurer position vacated by Suzanne DeKay will take place at July 23 meeting.

Open Discussion

1. John Shaw requested that the Marketing Report include data on the breakdown of membership by discipline
2. Ebbin Spellman reported that a Walgreens representative is interested in connecting with the coalition; would be an appropriate speaker at next general membership meeting
3. It was pointed out that business COOPs are very different from hospital, EM and DOH COOPs and specialized assistance will be needed for businesses writing COOPs

Next Board Meeting

The next NCFHCC Board Meeting will be held on Monday, July 23, 2018 from 10:00 am – 11:00 am at the Alachua County Emergency Operations Center, Gainesville.

With no further business, the Board Meeting was adjourned at 11:25 am by Suzanne DeKay, Secretary/Treasurer acting as Board Chair.

**North Central Florida Health Care Coalition
 Financial Report
 As of June 2018**

NCFHCC 17/18	Budget	June 2018	Project To Date	% of Budget Spent	Funds Available
Revenues					
State Contract	\$ 140,371.00	\$ 46,057.28	\$ 140,380.04	100%	\$ (9.04)
Revenues	\$ 140,371.00	\$ 46,057.28	\$ 140,380.04	100%	\$ (9.04)
Expenses					
Staffing Cost	\$ 18,862.00	\$ 7,508.35	\$ 18,063.99	96%	\$ 798.01
Office Supplies	\$ 900.00	\$ -	\$ -	0%	\$ 900.00
Travel	\$ -	\$ 154.41	\$ 327.44	0%	\$ (327.44)
Stop the Bleed	\$ 30,000.00	\$ 9,083.00	\$ 38,362.30	128%	\$ (8,362.30)
Contractual Services	\$ 90,609.00	\$ 29,311.52	\$ 83,626.31	92%	\$ 6,982.69
Expenses	\$ 140,371.00	\$ 46,057.28	\$ 140,380.04	100%	\$ (9.04)

NCFHCC Draft Budget 2018-19		\$141,755
Staff Time	\$	43,012.00
<i>for contract deliverables:</i>		
<i>Operational Plan</i>		
<i>Supply Chain Assessment</i>		
<i>HVA, Risk Assessment, Preparedness Plan updates</i>		
<i>Create TEP</i>		
<i>Mission Ready Packages</i>		
<i>Administrative Tasks:</i>		
<i>Quarterly Reports</i>		
<i>NIMS Compliance</i>		
<i>Communications testing</i>		
<i>FL Health STAT drills</i>		
<i>Annual Reports</i>		
<i>Monthly Meetings</i>		
<i>Etc.</i>		
Meeting Expenses	\$	2,000.00
<i>Locations, if needed, for classes, etc.</i>		
<i>If not needed, this can be re-allocated to another category</i>		
Supplies	\$	2,062.00
<i>Promotional Items</i>		
Insurance- This paid by HCC for 2018-19	\$	-
Professional Services	\$	17,250.00
<i>Instructors for TEP classes/exercises</i>		
<i>Active Shooter Initiative</i>		
<i>COOP instructors</i>		
<i>Subject Matter Expert</i>		
Portion of Marketing Firm	\$	14,000.00
Regional Travel	\$	3,600.00
Conference Travel	\$	4,000.00
<i>Statewide Meetings</i>		
<i>Conferences</i>		
Project Funding	\$	35,000.00
<i>Indirect Costs (Rent, Lights, Phone, etc. for Council)</i>	\$	20,831.00
	\$	141,755.00



NORTH CENTRAL FLORIDA HEALTH CARE COALITION, INC.

GOVERNANCE DOCUMENTS - BYLAWS

SECTION 1.0 – BYLAWS

1.1 ADDRESS

The mailing address of the **North Central Florida Health Care Coalition**, NCFHCC, hereafter referred to as the “Coalition”, is:

North Central Florida Health Care Coalition
100 Festival Park Avenue
Jacksonville, FL 32202

1.2 GEOGRAPHIC AREA

The geographic area to be served by the North Central Florida Health Care Coalition includes eleven counties in north-central Florida including:

- Alachua
- Bradford
- Columbia
- Dixie
- Gilchrist
- Hamilton
- Lafayette
- Levy
- Putnam
- Suwannee
- Union

1.3 MEMBERSHIP

NCFHCC shall be organized into two levels of participation: general membership (non-voting) and the Board of Directors (voting). General membership is referred to as “General Members.” The voting membership is referred to in these Bylaws as the “Board.”

1.3.1 Composition

In addition to the core members of county Public Health Departments, hospitals, Emergency Management (EM) and Emergency Medical Services (EMS), many community partners collaborate in the Coalition including, but not limited to, long term care (LTC), home healthcare, durable medical equipment providers, surgical centers, dialysis centers, rehabilitation centers, volunteer organizations, law enforcement, senior citizen and elder interest groups, other existing strategic health planning initiatives and other partners from every county participating in the Coalition. Any organization that has a healthcare connection during a public health emergency in the geographic region of NCFHCC is a potential member.

1.3.2 Voting Membership – Board of Directors

The voting membership shall be known as the Board of Directors, hereafter referred to as “the Board.” At a minimum, the Board consists of designated representatives from the following:

- At-Large Members (one vote per member; total of three votes)
- Discipline Representatives** (one vote per discipline; total of **five votes**)

**** The **five discipline representatives** on the Board are to represent 1) public health; 2) emergency management; 3) hospitals; 4) emergency medical services, and 5) long-term care. Other entities or individuals may be added to the Board through a majority vote of the Board members.**

Further description of the voting process and group votes is provided under Section 1.5.4 - Voting Procedures.

1.3.2.1 Nomination of At-Large Members

1. Not less than thirty (30) days preceding an annual meeting, the Nominating Committee shall solicit nominations from the General Members to serve as At-large members of the Board.
2. The names of persons nominated to be at-large members shall be provided to the General Members not less than fourteen (14) days prior to the annual meeting.
3. ~~The election of at-large board members shall be conducted by written ballot at the annual meeting.~~

1.3.2.2 Selection of Discipline Representatives

1. Not less than thirty (30) days preceding an annual meeting, a Nominating Committee shall solicit nominations from each of the five disciplines to serve as Board representatives of their respective sector: Public Health, EMS, EM, Health Systems/Hospitals and long-term care.
2. Discipline representatives on the Board will be determined by the members of their respective sector and are not subject to general membership vote.

3. The discipline representatives to the board will be announced at the annual meeting.

1.3.3 General Membership

Any organization that has a healthcare connection during a public health emergency in the geographic region of the Coalition is a potential general member. General members are non-voting members, but are invited to participate in activities sponsored by the Coalition.

1.3.3.1 Admission as a General Member

The Board of Directors approves applications for General Membership by general consensus.

1.3.3.2 General Member Term

General Members shall serve at the discretion of their appointing organizations.

1.3.3.3 General Member Duties and Responsibilities

It shall be the duty of the General Members to do the following:

1. Meet at such times and places as required by these Bylaws;
2. Participate in the activities of NCFHCC;
3. Serve on work groups and/or committees if requested;
4. Register their addresses with the secretary of the governing body with notices of meetings mailed to them at such address shall be valid notices thereof;
5. Provide information and guidance to Board.

1.3.4 Conflict of Interest

A member who has a direct agency or personal interest in any matter before the Coalition shall disclose his/her interest prior to any discussion of that matter by the Coalition. The disclosure shall become a part of the official record of the Coalition proceedings. The conflicted member shall refrain from further participation in any action relating to the matter, including funding requests on the matter.

1.3.5 Dues

The Board shall have the authority to assess membership dues as it deems appropriate to support NCFHCC activities.

1.4 COALITION MEETINGS

Board meetings of the Coalition will be held at least quarterly, on a schedule determined by the Board. There will be at least one meeting for General Members annually. General members and the public are invited to attend all regularly scheduled meetings.

1.5 BOARD OF DIRECTORS

The Board will perform any and all duties imposed upon them collectively or individually by law or by these Bylaws. Duties include, but are not limited to:

- Assure that administrative functions are properly performed;
- Approve the annual work plan and budget of Coalition;
- Meet at such times and places as required by these Bylaws;
- Enter into contracts, working agreements or statements of agreements with such agencies and organizations as from time to time may be deemed necessary or useful to carry out the functions, plans, and purposes of the Coalition.

1.5.1 Schedule of Meetings

1. The Board shall meet at least once each quarter. At a minimum, two face-to-face meetings must be held in a calendar year.
2. All Board members will be required to respond via email five (5) days prior to any Board meeting to assure a quorum will be present at the designated time/place and prevent unnecessary travel costs to the Coalition and loss of valuable time of the other committee members.
3. A quorum is fifty percent (50%) of the total voting membership (Board).
4. The Coalition Board will coordinate the schedule of meetings.
5. Regular quarterly meetings should have a fifteen (15) business day notice.
6. Special meetings shall have at least a seven (7) business day notice.
7. Board members will attend at least fifty percent (50%) of all meetings.
8. The most current Roberts Rules of Order will govern meetings, where not inconsistent with these bylaws.
9. The meeting agenda will be developed and distributed by the Coalition Coordinator or Secretary/Treasurer at least five (5) business days prior to each meeting. Any member (voting or non-voting) may request items be added to meeting agendas. Each member/agency/representative on the agenda will be given adequate time (as determined by the Board) to present information or proposals at the scheduled meeting for which they appear on the agenda. Agenda items not addressed at their scheduled meeting will be added to the agenda of the following meeting. Meeting agenda item requests are to be submitted to the Coordinator no later than fifteen (15) business days prior to the

scheduled meeting date. Minutes of all meetings shall be prepared and made available to the membership.

10. Public comment at Coalition meetings is welcome; however, speakers on general topics will fill out a speaker card and will be limited to three (3) minutes, unless exempted by the Board Chair.
11. Prior to the adjournment of any meeting, attendees from the general public will be provided an opportunity for input.

1.5.2 Strategic Plan

1. The Board is responsible for approving/updating a Strategic Plan every other year.
2. The Strategic Plan shall include requirements from the Florida Department of Health contract.
3. The plan shall consider all individual county resources.
4. The plan shall seek to engage every sector of the Coalition area.
5. The plan shall reference existing Coalition documents that provide an assessment of needs, available services, and potential gaps in resources and services.
6. The plan shall reflect the mission, goals and objectives of the Coalition.

1.5.3 General Powers

The Board shall administer the affairs of the Coalition in accordance with the vision and mission statement, objectives and purpose. The Board is responsible for the business and affairs of the Coalition and is governed by these bylaws and State and Federal regulations as set forth by the Florida Department of Health and the U.S. Department of Health and Human Services, Assistant Secretary of Preparedness and Response (ASPR) Hospital Preparedness Program (HPP) and Public Health Emergency Preparedness (PHEP) Cooperative Agreements.

If called upon to play a response role by any Coalition member, the Coalition will align itself with the appropriate incident management structure in place following National Incident Management System (NIMS) principles including, Hospital Incident Management System (HICS) and/or Nursing Home Incident Management System (NHICS).

1.5.4 Voting Procedures

Voting on Coalition issues and plans, and for all expenditures, excluding expenditures on projects will be accomplished as follows:

Each Board member has one vote for a total of eight (8) votes. In the future, other entities approved as a voting member by the Board will add to the total votes of the Board of Directors.

Prior to calling for any Board vote, discussion will be opened for public comment, which will be limited to three (3) minutes per speaker.

Annually, the Board will review and adopt by standing rule the project funding guidelines and procedures.

1.5.4.1 Voting by Proxy

Board members may appoint a proxy to serve in their absence at a meeting. **The proxy appointment shall be in writing or electronic mail to the Chair and Coordinator and the term will expire at the end of the meeting to which they are appointed.**

1.5.5 Work Groups or Committees

The Board may authorize the creation, prescribe the terms and define the powers and duties of ad hoc work groups or committees as warranted to expedite appropriate research and information gathering on relevant items. Work Group or Committee members are drawn from General Members and the Board. The Board shall encourage the use of Subject Matter Experts (SMEs) in committees, work groups and decisions whenever possible.

1.5.5.1 Work Groups

Examples of likely work groups include, but are not limited to:

- Training Review and Development
- Exercise Planning
- Risk assessment and Gap Analysis

1.5.5.2 Standing Committees

The Coalition has two Committees; Executive Committee and Nomination Committee. Members of Executive Committee are the Chair, Vice Chair and Secretary/Treasurer. Nominating Committee members are drawn from the General Members or Board. The selection of the Nominating Committee Chair and Committee Members shall be subject to approval by Board. The term of a committee chair and member is one (1) year and may be renewed. Each Standing Committee shall have a minimum of three (3) members and the presence of one half of the members of a committee shall constitute a quorum for the transaction of business of the committee.

1.5.5.2.1 Executive Committee

The Executive Committee shall be composed of the Chair, Vice Chair, and Secretary/Treasurer. The committee shall be chaired by the Chair and empowered to act on behalf of Board between regular meetings or in emergency situations. One-half (1/2) of the members present shall constitute a quorum of the committee.

1.5.5.2.2 Nominating Committee

The Nominating Committee shall nominate members to be Board members. This committee meets when Board changes are necessary.

1.5.6 Officers of the Board of Directors

The officers of the Board shall be elected by the Board and shall consist of a Chair, a Vice-Chair and a Secretary/Treasurer. In the absence of any officer of the Board of Directors, or for any other reasons that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, provided a majority of the members of the Board concur. If an officer resigns or is unable to serve, the Board will elect a replacement.

Chair

The Chair shall be the operational officer of the Board and may, from time to time, delegate all or any part of his/her duties to the Vice-Chair. The Chair shall perform the following duties:

1. Preside at meetings of Board or General Members;
2. Appoint all committee chairpersons subject to the approval of Board, except as otherwise provided in these Bylaws;
3. Serve as an ex-officio non-voting member of all standing and ad hoc committees except the Nominating Committee;
4. Present at the annual meeting a report of the activities of NCFHCC during the preceding year and a statement of plans for the ensuing year with a copy of such report attached to the minutes of the annual meeting.

Vice-Chair

The Vice-Chair may execute the same duties as the Chair in the latter's absence.

Secretary/Treasurer

1. Attend all meetings of Board.

2. Record all votes and the minutes of all proceedings. These will be disseminated to all members within seven (7) business days of the meeting and remain available for review at any time requested.
3. Review and present the financial report and its key findings at each Coalition meeting. The Coalition financial report and its key findings will be provided to the Secretary/Treasurer by the Coalition Coordinator.
4. This position may be delegated to available members within the region and may be the Coalition Coordinator.

1.5.6.1 Officer Term of Office

Officers shall be elected for a term of two years. Terms of Office start at the beginning of the fiscal year (July 1). Officers will be able to serve additional years upon reelection but will not exceed two consecutive terms.

1.5.6.2 Delegation of Duties of Officers

In the absence of any officer of the Board, or for any other reason the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, provided a majority of the members of the Board concur. If an officer resigns or is unable to serve, the Board will elect a replacement.

1.5.6.3 Removal and Resignation of Officers

Any Officer may be removed should he or she cease to be qualified for the office as herein required, or for cause, by action of Board vote at any regular or special meeting. Any Officer may resign at any time by giving written notice by email or certified mail to Board or Chair of Board. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

1.5.6.4 Filling Officer Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by Board for the unexpired portion of the term. In the event of a vacancy in any Office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as Board shall fill the vacancy.

1.5.7 Election of Officers

The officers of the Board shall be elected by the Board and shall consist of a Chair, a Vice-Chair and Secretary/Treasurer. Election of officers will take place every two years (even years).

1.5.8 Board Member Terms of Office

Terms of Office start at the beginning of the fiscal year (July 1) unless there is a vacancy. Board members shall be elected for a term of two years. Board members will be able to serve additional years upon reelection but will not exceed two consecutive terms.

1.5.9 Board Member Compensation

Board shall serve without compensation; however, nothing in this section shall prohibit reimbursement of a Board member for his or her actual expenses, which have been approved by Board.

1.5.10 Board Vacancies

1. Vacancies on the Board shall exist on the death, resignation, or removal of any Board member.
2. The resignation of a Board member shall take effect upon the date of acceptance by Board.
3. A person selected as a Board member to fill a vacancy shall hold office until expiration of the uncompleted term or until the new Director's death, termination, or resignation as provided in these Bylaws.
4. Termination of an individual's membership from Board shall result from the member's resignation or death, action by Board, or termination of a member's term in accordance with the provisions of paragraph 5 of this section. Anything in these Bylaws to the contrary notwithstanding, the term of board member may be terminated in the event that the board member fails to attend any three (3) consecutive unexcused meetings or the Board member fails to attend more than 50 percent of all announced meetings in any 12-month period. A courtesy notification of change in status of such member may be sent by letter indicating that another absence may result in a request for termination by Board.
5. A board member may be terminated by an action of the Board of Directors if a change in the status of his or her affiliation jeopardizes the prescribed constitution of the governing body. A board member may be terminated by an action of the Board of Directors for behavior contrary to adopted policies or other abuse of membership policies.

1.6 NCFHCC COORDINATOR

NCFHCC shall provide funding for a Healthcare Coalition Coordinator, hereafter referred to as the "Coordinator." The Coordinator shall be the Coalition's point of contact. The Coordinator is responsible for planning, implementing, and evaluating activities associated with NCFHCC to include providing general oversight for NCFHCC activities and associated projects.

1.6.1 Coordinator Duties

1. Coordinate and attend Board meetings (regular and special).
2. Prepare and submit required state and federal Coalition deliverables.
3. Prepare required Coalition reports.
4. Attend Coalition members' Multi-Year Training and Exercise Plan meetings.
5. Create Coalition emergency plans as required (HPP, PHEP, FDOH, etc.).
6. Plan and coordinate Coalition educational and training activities.
7. Develop and manage the Coalition budget.
8. Serve as central point of contact for NCFHCC and answer inquiries regarding the Coalition.
9. Representing NCFHCC at local/state/regional/national conferences, meetings and planning workshops.
10. Manage day-to-day administrative functions.
11. Travel Coalition area to become familiar with Coalition geography, resources, partner agencies, organizations, etc. to assist with regional situation awareness.
12. Serving as the fiscal agent of the NCFHCC.
13. When requested by a Coalition member's EM or ESF 8 Lead, during a public health emergency, coordinate for Coalition support. Coalition support may include, or may only be, the Coordinator standing by in the county's Emergency Operations Center answering questions about available resources, or coordination with the Florida Department of Health's Regional Emergency Response Advisor.

1.7 FUNDING ALLOCATIONS

The Florida Department of Health (FDOH) allocates funding to Region 3 in support of healthcare coalitions. Funding is allocated among the three healthcare coalitions by the Region 3 Healthcare Coalition Alliance.

1.8 AMENDMENTS TO BYLAWS AND GONVENANCE STRUCTURE

Proposed amendments to NCFHCC Bylaws or governance structure must be disseminated to the Board members at least 14 days prior to the face-to-face meeting at which they will be voted on.

Votes to consider the amendment will be made by the Board members at the meeting at least fourteen (14) days following the proposal. This ensures that all members have an opportunity to read and comment on the proposed changes. At the Board meeting, a motion and second must be made to initiate committee discussion. Following discussion, a voice vote of at least two-thirds (2/3) of the Board membership will approve the amendment. The Board will determine whether the approved amendment will be implemented immediately, or at a date determined by the Board. If a proposed amendment fails to pass, the Board may make a determination whether the amendment may be revised, resubmitted, or no additional action will be taken related to the amendment.

These bylaws will be reviewed annually by the Board to incorporate any changes in federal or state guidance covering Healthcare Coalition activities.

SECTION 2.0 – COALITION POLICIES

2.1 Conflict Resolution Policy

It is the policy of the NCFHCC to work cooperatively to address public health preparedness through the implementation of a community-wide strategy that is fair and beneficial to all parties involved.

Collaboration is vital to the success of NCFHCC and its goals. This conflict resolution policy is intended to constructively address differences of opinion and aid NCFHCC in reaching fair, effective conclusions to conflict situations. It is intended the group use conflict resolution strategies before using the procedures outlined in this attachment.

A difference of opinion that arises between two or more parties involved with NCFHCC that halts the progress and/or goodwill within the program will be subject to the Conflict Resolution Policy outlined below.

2.1.1 Notification

In the case that a conflict arises between two parties, the conflict shall be documented in writing and submitted to the Board. The Board will acknowledge and document all such written conflicts.

2.1.2 Negotiation/Compromise

Within seven days of a conflict notification, the Board Chair shall work with the parties to see if the conflict can be resolved through negotiation or compromise. This meeting will not take place during a scheduled or unscheduled Coalition meeting and will be at a neutral location. A volunteer may serve to facilitate the meeting to assist with this process and serve as a neutral party. The meeting should occur between the parties in a quiet, comfortable atmosphere, and all parties involved in the conflict should be present. The facilitator should help ensure that the resolution is realistic and specific and that both parties contribute to the compromise effort. Parties should work to find a solution as a team and not as opponents. Every effort should be made to secure a win-win solution to the conflict without having to progress to the formal mediation stage.

If the parties involved in a dispute, question, or disagreement are unable to reach a mutually satisfactory compromise, they will adhere to the following mediation steps to reach a resolution

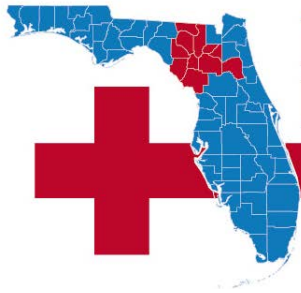
2.1.3 Mediation

If a resolution is not met at the negotiation/compromise level, either party involved in the conflict may choose to pursue the matter to the next level. A "Letter of Disagreement" must be submitted to the board requesting further action within seven days. The letter should contain the nature of the disagreement and the date of the occurrence. The Board will review the Letter of Disagreement and discuss the next options for resolving the conflict. The Board will work with all involved parties to clearly define goals, making sure that all parties are clear with their requests.

A mediator will then be selected by the Board. The mediator shall be a neutral member from another health care coalition in the state. Every option will be taken to achieve cooperation and a mutually agreed-upon solution to the conflict.

2.2 Liability

Board members shall not be personally liable for debts, liabilities, or other obligations of the NCFHCC. No individual Board member shall, by reason of his or her performance on behalf of the agency or any duty, function, or activity required, or authorized to be undertaken by NCFHCC, be liable for the payment of damages under any law of the United States or any state (or political subdivision of any state) if the member himself or herself to be acting with the scope of the duty, function, or activity of a Board member, and with respect to such performance, acted without gross negligence or malice toward any person affected by it.



North Central Florida Health Care Coalition

Coordinating Preparedness & Resilience
through all sectors of the healthcare system

BYLAWS FOR THE NORTH CENTRAL FLORIDA HEALTH CARE COALITION, INC.

Article 1: Address

North Central Florida Health Care Coalition
1785 NW 80th Blvd.
Gainesville, FL 32606

Comment [LW1]: Outline format changes and re-ordering sections throughout the document

Comment [LW2]: Changed address to the NEFRC

Article 2: Geographic Area

The geographic area to be served by the North Central Florida Health Care Coalition (NCFHCC) encompasses eleven counties in north-central Florida including Alachua, Bradford, Columbia, Dixie, Gilchrist, Hamilton, Lafayette, Levy, Putnam, Suwannee and Union.

Comment [LW3]: Format change

Article 3: Membership

NCFHCC shall be organized into two levels of participation: general membership (non-voting) and the Board of Directors (voting). General membership is referred to as "General Members." The voting membership is referred to in these Bylaws as the "Board."

Section 3.1: Composition

In addition to hospitals and health departments, many community partners collaborate in NCFHCC including, but not limited to, long term care (LTC) leadership, mental health, rehabilitation centers, volunteer organizations, county Emergency Management (EM), Emergency Medical Services (EMS), religious organizations, law enforcement, transportation, senior citizen and elder interest groups, public schools, other existing strategic health planning initiatives and other partners from every county in NCFHCC. Any organization that has a healthcare connection during a public health emergency in the geographic region of NCFHCC is a potential member.

Comment [LW4]: Reworded for Alliance compliance.

Section 3.2: Voting Membership – Board of Directors

The voting membership shall be known as the Board. At a minimum, the Board consists of designated representatives from the following for a total of seven votes:

- At-large members (one vote per member; total of three votes)
- Each discipline representative** (one vote per discipline; total of four votes)

**** The four discipline representatives on the Board are to represent public health, emergency management, hospitals, and emergency medical services. The number and nature of the Board may be changed by amendment to these Bylaws.**

Comment [LW5]: Added LTC discipline
Previously Approved

Comment [LW6]: Added Long-Term Care discipline.

Section 3.3: Admission as a General Member

The Board approves General Member applications by majority vote.

Comment [LW7]: Moved to 1.3.3.1
Added description of General Member and consensus vote for membership.

Section 3.4: Conflict of Interest

A member who has a direct personal interest in any matter before the NCFHCC shall disclose his/her interest prior to any discussion of that matter by the NCFHCC. The disclosure shall become a part of the official record of the NCFHCC proceedings. The conflicted member shall refrain from further participation in any action relating to the matter, including funding requests on the matter.

Comment [LW8]: Moved 1.3.4

Section 3.5: Dues

The Board shall have the authority to assess membership dues as it deems appropriate to support NCFHCC activities.

Comment [LW9]: Moved to 1.3.5

Article 4: Board of Directors

Section 4.1: Board Duties and Responsibilities

1. Perform any and all duties imposed upon them collectively or individually by law or by these Bylaws.
2. Employ or contract with staff to administer NCFHCC and realize the objectives and purposes of NCFHCC;
3. Assure that administrative functions are properly performed;

Comment [LW10]: Moved to 1.5

Comment [LW11]: NEFRC now does this

4. Approve the annual work plan and budget of NCFHCC;
5. Meet at such times and places as required by these Bylaws;
6. Register their addresses with the secretary of Directors with notices of meetings mailed to them at such address shall be valid notices thereof;
7. Enter into contracts, working agreements or statements of agreements with such agencies and organizations as from time to time may be deemed necessary or useful to carry out the functions, plans, and purposes of NCFHCC. The organization or individual that is carrying out these administrative functions is called the "Health Care Coalition Coordinator."

Comment [LW12]: This needs to stay until you spend the \$ in the HCC account, then it will not be needed.

Comment [LW13]: This is the NEFRC now

Section 4.2: Schedule of Meetings

Comment [LW14]: Moved to 1.5.1

1. The Board shall meet at least once each quarter.
2. All Board members will be required to respond via email five (5) days prior to any Board meeting to assure a quorum will be present at the designated time/place and prevent unnecessary travel costs to NCFHCC and loss of valuable time of the other Board members.
3. The Health Care Coalition Coordinator or designee will coordinate the scheduling of meetings.
4. Board meetings shall be presided over by the Chair, if present. If the Chair is not present, the meeting shall be presided over by, in ranking order, the Vice Chair, Secretary/Treasurer, or majority of Board present.
5. Regular quarterly meetings should have a fifteen (15) working day notice.
6. Special meetings shall have at least a seven (7) working day notice.
7. Board members will attend at least fifty percent (50%) of all meetings.
8. NCFHCC shall budget for reimbursing NCFHCC member travel expenses for meetings outside their local area (as defined by the Florida Department of Health travel rules).
9. The most current Roberts Rules of Order will govern meetings, where not inconsistent with these Bylaws.

Added quarterly general membership meeting for Alliance compliance.

Comment [LW15]: Added "often meets monthly"

Comment [LW16]: Added definition of quorum as 50% of voting members. **Approval Needed**

Comment [LW17]: Moved to Board member responsibilities.

Comment [LW18]: Deleted, as this is not used or budgeted.

10. The meeting agenda will be developed and distributed by the Health Care Coalition Coordinator or designee at least five (5) business days prior to each meeting. Any member (voting or non-voting member) may request items be added to meeting agendas and will be given adequate time (as determined by the Board) to present information or proposals at the scheduled meeting for which they appear on the agenda. Agenda items not addressed at their scheduled meeting will be added to the agenda of the following meeting. Meeting agenda item requests are to be submitted to the Health Care Coordinator or designee no later than fifteen (15) business days prior to the scheduled meeting date. The Board will review and vote on which requested agenda items will be addressed at each meeting. Minutes of all meetings shall be prepared and distributed to the membership.

Comment [LW19]: Removed

Section 4.3: Strategic and Administrative Plans

Comment [LW20]: Additional items added to address public comment and public input in meetings.

The Board is responsible for reviewing and updating the NCFHCC Strategic Plan and NCFHCC Administrative Plan once a year.

Comment [LW21]: Moved to 1.5.2

Comment [LW22]: Contract compliance language added

Section 4.4: General Powers

Comment [LW23]: Moved to 1.5.3

The Board shall administer the affairs of NCFHCC in accordance with the mission statement, objectives and purpose outlined in the Articles of Incorporation and further defined in these Bylaws. The Board is responsible for the business and affairs of NCFHCC and is governed by the Articles of Incorporation, these bylaws and state and federal regulations as set forth by the Florida Department of Health and the United States Health and Human Services, Assistant Secretary of Preparedness and Response (ASPR) Hospital Preparedness Program (HPP) and Public Health Emergency Preparedness (PHEP) Cooperative Agreements.

Section 4.5: Voting Procedures

Comment [LW24]: 1.6.1 Added required Response narrative. **Approval Needed**

Comment [LW25]: Moved to 1.5.4

When voting on NCFHCC issues, plans, and all expenditures, other than project funding, each Board member shall have one (1) vote. Each act of decision done or made by a majority of Board members present and voting at a meeting duly held at which a quorum is present is the act of Board.

Comment [LW26]: Rewording

Annually, the Board will review and adopt by standing rule a project funding procedure.

Section 4.6: Work Groups and Committees

Comment [LW27]: Moved to 1.5.5

The formation of Work Groups or Committees may expedite appropriate research and information gathering on relevant items. These groups are formed and disbanded by formal action of the Board. The Board shall encourage the use of Subject Matter Experts (SMEs) in decisions whenever possible.

Section 4.7: Terms of Office

Comment [LW28]: Moved to 1.5.8

Terms of Office start at the beginning of the fiscal year (July 1) unless there is a vacancy. Board members shall be elected for a term of two years. Board members will be able to serve additional years upon reelection but will not exceed two consecutive terms.

Section 4.8: Board Member Compensation

Comment [LW29]: Moved to 1.5.9

Board shall serve without compensation; however, nothing in this section shall prohibit reimbursement of a Board member for his or her actual expenses, which have been approved by Board.

Section 4.9: Voting Quorum & Voting by Proxy

Comment [LW30]: Quorum moved to 1.5.1
Proxy moved to 1.5.4.1

The presence of a majority of the Board at a duly scheduled meeting shall constitute a quorum for the transaction of business. Wherever this section conflicts with a state or federal statute or regulations, such statute or regulation shall supersede this section. Except as otherwise expressly provided for in these Bylaws, or by law, no business shall be considered by Board at any meeting at which a quorum, as herein defined, is not present.

Board members may appoint a proxy to serve in their absence at a meeting.

Comment [LW31]: 1.5.4.1 Does the Board want to keep the proxy option? If not, recommend adding permanently alternates for Board positions.
Approval Needed

Section 4.10: Nomination of At-large Board Members

Comment [LW32]: Moved to 1.3.2.1

1. Not less than thirty (30) days preceding an annual meeting, the Nominating Committee shall solicit nominations from the General Members to serve as At-large members of the Board.
2. The names of persons nominated to be at-large members shall be provided to the General Members not less than fourteen (14) days prior to the annual meeting.

3. The election of at-large board members shall be conducted by written ballot at the annual meeting.

Comment [LW33]: Recommend removing the written ballot **Approval Needed**

Section 4.11: Selection of Discipline Specific Board Members

Comment [LW34]: Moved to 1.3.2.2

1. Not less than thirty (30) days preceding an annual meeting, a Nominating Committee shall solicit nominations from each of the four disciplines to serve as Board representatives of their respective sector: Public Health, EMS, EM, and Health Systems/Hospitals.
2. Discipline representatives on the Board will be determined by the members of their respective sector and are not subject to general membership vote.
3. The discipline representatives to the board will be announced at the annual meeting.

Section 4.12: Board Vacancies

Comment [LW35]: Moved to 1.5.10

1. Vacancies on the Board shall exist on the death, resignation, or removal of any Board member.
2. The resignation of a Board member shall take effect upon the date of acceptance by Board.
3. A person selected as a Board member to fill a vacancy shall hold office until expiration of the uncompleted term or until the new Director's death, termination, or resignation as provided in these Bylaws.
4. Termination of an individual's membership from Board shall result from the member's resignation or death, action by Board, or termination of a member's term in accordance with the provisions of paragraph 5 of this section. Anything in these Bylaws to the contrary notwithstanding, the term of board member may be terminated in the event that the board member fails to attend any three (3) consecutive unexcused meetings or the Board member fails to attend more than 50 percent of all announced meetings in any 12-month period. A courtesy notification of change in status of such member may be sent by letter indicating that another absence may result in a request for termination by Board.
5. A board member may be terminated by an action of the Board of Directors if a change in the status of his or her affiliation jeopardizes the prescribed constitution of the governing body. A board member may be terminated by an action of the Board of Directors for behavior contrary to adopted policies or other abuse of membership policies.

Article 5: Officers of the Board of Directors

Section 5.1: Election of Officers

Comment [LW36]: Moved to 1.5.7

The officers of the Board shall be elected by the Board and shall consist of a Chair, a Vice-Chair and Secretary/Treasurer. Election of officers will take place every two years.

Section 5.2: Terms of Office

Comment [LW37]: Moved to 1.5.8

Officers shall be elected for a term of two years. Terms of Office start at the beginning of the fiscal year (July 1). Officers will be able to serve additional years upon reelection but will not exceed two consecutive terms.

Section 5.3: Chair

Comment [LW38]: Moved to 1.5.6

The Chair shall be the operational officer of the Board and may, from time to time, delegate all or any part of his/her duties to the Vice-Chair. The Chair shall perform the following duties:

1. Preside at meetings of Board or General Members;
2. Perform all such duties as are incident to this office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be prescribed from time to time by Board;
3. Make and execute contracts in the ordinary course of NCFHCC business to execute other legal instruments when authorized by Board, except as otherwise expressly provided by law, the Articles of Incorporation, or by these Bylaws;
4. Appoint all committee chairpersons subject to the approval of Board, except as otherwise provided in these Bylaws;
5. Serve as an ex-officio non-voting member of all standing and ad hoc committees except the Nominating Committee;
6. Present at the annual meeting a report of the activities of NCFHCC during the preceding year and a statement of plans for the ensuing year with a copy of such report attached to the minutes of the annual meeting.

Comment [LW39]: Removed

Comment [LW40]: Removed- NEFRC now does this task.

Section 5.4: Vice-Chair

The Vice-Chair may execute the same duties as the Chair in the latter's absence.

Section 5.5: Secretary/Treasurer

1. Attend all meetings of Board.
2. Record all votes and the minutes of all proceedings. These will be disseminated to all members within seven (7) business days of the meeting and remain available for review at any time requested.
3. Review and present the financial report and its key findings at each General Member meeting. The NCFHCC financial report and its key findings will be provided to the Secretary/Treasurer by the Health Care Coalition Coordinator.

Comment [LW41]: Added option to delegate responsibility to Coordinator.

Section 5.6: Delegation of Duties of Officers

Comment [LW42]: Moved to 1.5.6.2

In the absence of any officer of the Board, or for any other reason the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, provided a majority of the members of the Board concur. If an officer resigns or is unable to serve, the Board will elect a replacement.

Section 5.7: Removal and Resignation of Officers

Comment [LW43]: Moved to 1.5.6.3

Any Officer may be removed should he or she cease to be qualified for the office as herein required, or for cause, by action of Board vote at any regular or special meeting. Any Officer may resign at any time by giving written notice by email or certified mail to Board or Chair of Board. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.8: Filling Vacancies

Comment [LW44]: Moved to 1.5.6.4

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by Board for the unexpired portion of the term. In the event of a vacancy in any Office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as Board shall fill the vacancy.

Article 6: General Members

Section 6.1: General Members Duties and Responsibilities

Comment [LW45]: Moved to 1.3.3.3

It shall be the duty of the General Members to do the following:

1. Elect Board as required by these Bylaws;
2. Meet at such times and places as required by these Bylaws;
3. Participate in the activities of NCFHCC;
4. Serve on work groups and/or committees if requested;
5. Register their addresses with the secretary of the governing body with notices of meetings mailed to them at such address shall be valid notices thereof;
6. Provide information and guidance to Board.

Section 6.2: General Member Term

Comment [LW46]: Moved to 1.3.3.2

General Members shall serve at the discretion of their appointing organizations.

Section 6.3: Abuse of General Membership Privileges

No General Member shall use his or her membership for personal gain or advantage.

Article 7: Health Care Coalition Coordinator

Section 7.1: Health Care Coalition Coordinator Funding

Comment [LW47]: Moved to 1.6
Re-formatted and changes to align with Alliance and contract compliance.

NCFHCC shall provide funding for a Healthcare Coalition Coordinator or designee.

Comment [LW48]: Changes for contract compliance, now in 1.7 & 1.8

Section 7.2: Point of Contact

Comment [LW49]: Moved to 1.6

The Health Care Coalition Coordinator shall be NCFHCCs' point of contact. The coordinator is responsible for planning, implementing, and evaluating activities associated with NCFHCC to include providing general oversight for NCFHCC activities and associated projects.

Section 7.3: Coordinator Duties

Health Care Coalition Coordinator duties may change annually. All duties are included in a Scope of Work that is part of the contract between the NCFHCC and the Health Care Coalition Coordinator. This contract is reviewed and approved annually by the Board.

Comment [LW50]: Removed

In general the Health Care Coalition Coordinator is responsible for:

Comment [LW51]: Moved to 1.6.1
Added a response component for contract compliance.
Approval Needed

1. Coordinating and attending Board meetings (regular and special).
2. Preparing and submitting required state and federal NCFHCC deliverables.
3. Attending Coalition members Multi-Year Training and Exercise Plan meetings.
4. Ensuring that the NCFHCC is performing activities defined in the Strategic Plan.
5. Planning and coordinating NCFHCC educational and training activities.
6. Developing and managing the Coordinator budget.
7. Serving as central point of contact for NCFHCC and answering inquiries regarding NCFHCC.
8. Representing NCFHCC at local/state/regional/national conferences, meetings and planning workshops.
9. Managing day-to-day administrative functions.
10. Maintaining NCFHCC region situational awareness.
11. Creating an annual Coalition success/activity report.
12. Serving as the fiscal agent of the NCFHCC.

Article 8: Meetings

Section 8.1: Regular Meetings

Comment [LW52]: Moved to 1.4
Changes for contract compliance

The annual meeting shall be held in May of each year at a time and place to be designated by Board. Board and General Members shall be given written/email notice at a minimum of fifteen (15) days in advance of each meeting.

Section 8.2: Special Meetings

Comment [LW53]: Moved to 1.5.1

Special meetings shall have at least a seven (7) working day notice.

Section 8.3: Presiding Officer

Comment [LW54]: Moved to 1.5.6

Meetings shall be presided over by the Chair, if present. If the Chair is not present, the meeting shall be presided over by, in ranking order, the Vice Chair, Secretary/Treasurer, or majority of Board present.

Article 9: Committees

Section 9.1: Standing Committees

Comment [LW55]: Moved to 1.5.5
Changed to Work Groups

Members of Standing Committees are drawn from the General Members or Board. Each Standing Committee Chair may select members of the committee, with the restriction that they shall come from the General Members or Board. Committees are to perform work as needed by the NCFHCC. The selection of each Committee Chair and Committee Members shall be subject to approval by Board. The term of a committee chair and member is one (1) year and may be renewed. Each Standing Committee shall have a minimum of three (3) members. The Standing Committees established by these Bylaws are:

- 1. Executive
- 2. Nominating
- 3. Planning
- 4. Funding
- 5. Training
- 6. Exercise

Section 9.2: Standing Committees Duties and Responsibilities

Comment [LW56]: 1.5.5.2
Executive & Nominating Committees kept,
others removed.

- 1. **Executive Committee** – The Executive Committee shall be composed of the Chair, Vice Chair, and Secretary/Treasurer. The committee shall be chaired by the Chair and empowered to act on behalf of Board between regular meetings or in emergency situations. One-half (1/2) of the members present shall constitute a quorum of the committee. The actions of the committee are subject to review and approval by the Board.

Comment [LW57]: Moved to 1.5.5.2.1

Comment [LW58]: Removed. This contradicts the authority given in the previous sentences.

2. **Nominating Committee** - The Nominating Committee shall nominate members to be Board members. This committee meets when Board changes are necessary.

Comment [LW59]: Moved to 1.5.5.2.2

3. **Planning Committee** - The Planning Committee determines NCFHCC's baseline needs for sustainment, inventories resources, identifies training/exercise gaps, and provides recommendations on how resources can be used and leveraged. Planning Committee ensures that HSEEP requirements are reviewed and met.

Comment [LW60]: Remainder changed to Work Groups

4. **Funding Committee** - The Funding Committee provides recommendations to the Board regarding the level of funds NCFHCC needs to maintain and identifies funding opportunities.

5. **Training Committee** - The Training Committee will develop training plans based on the gap analyses performed by the Planning Committee. All trainings must be HSEEP compliant and documented, include hotwashes, and feedback forms.

6. **Exercise Committee** - The Exercise Committee will develop exercise plans based on the gap analyses performed by the Planning Committee. All exercises must be HSEEP compliant and documented, include hotwashes, and feedback forms.

Section 9.3: Ad Hoc and Other Standing Committees

Comment [LW61]: Removed

The Board of Directors may authorize the creation, prescribe the terms and define the powers and duties of ad hoc, and other standing committees not specifically created by these Bylaws as may from time to time be necessary or useful in the conduct of NCFHCC business.

Section 9.4: Committee Definition

Comment [LW62]: Removed

When establishing a new committee under Section 9.3, Board shall specify the purpose and charge of such committee.

Section 9.5: Powers and Duties

Comment [LW63]: Removed

The committees shall have such powers and duties as are specifically provided in these Bylaws and such as may be given to them from time to time by Board. Each committee may conduct hearings, perform studies, and will make written reports on all such activities, provided, however, all such committee work shall be in accordance with the purposes and work programs as defined by these Bylaws, the Strategic Plan, or from time to time by resolution of Board. Committees shall be advisory and recommendations shall not be binding until ratified by Board. The committee shall submit such reports and on such dates as may be specified by Board.

Section 9.6: Vacancies

Comment [LW64]: Removed

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments. The term of a committee member may be terminated in the event that he or she fails to attend any three (3) consecutive meetings in any twelve (12) month period.

Section 9.7: Quorum

Comment [LW65]: Moved to 1.5.5.2

The presence of one half of the members of a committee shall constitute a quorum for the transaction of business of the committee.

Article 10: Financial Process

Comment [LW66]: Moved to 1.7 & 1.8
Entire section changes made for NEFRC & FDOH contract compliance

Section 10.1: Fiscal Year

The NCFHCC fiscal year shall begin July 1 and end June 30 of the following year.

Section 10.2: Funding

Comment [LW67]: Moved to 1.7

Coalition funding is provided by grants, donations and fund raising events (ASPR grants are the major source).

Section 10.3: Expenditures

Comment [LW68]: Moved to Financial Mgmt 1.8

Board must approve a budget that includes expenses for NCFHCC business. These expenses will include salary, benefits and travel (travel for NCFHCC meetings, FLDOH Coalition Task Force Meetings, planning and disaster preparedness conferences), training cost requested, communication and technology costs requested, and funding for office equipment and supplies for NCFHCC business. The proposed budget may be prepared by the Health Care Coalition Coordinator or NCFHCC staff. Except for the expenditures noted above, no member has the authority to commit NCFHCC funds for any purpose without the vote of Board. The Board will vote on all requests for expenditures.

Article 11: Coalition Policies

Comment [LW69]: Moved to 2.0

Section 11.1: Conflict Resolution Policy

Comment [LW70]: Moved to 2.1

It is the policy of the NCFHCC to work cooperatively to address public health preparedness through the implementation of a community-wide strategy that is fair and beneficial to all parties involved.

Collaboration is vital to the success of NCFHCC and its goals. This conflict resolution policy is intended to constructively address differences of opinion and aid NCFHCC in reaching fair, effective conclusions to conflict situations. It is intended the group use conflict resolution strategies before using the procedures outlined in this attachment.

A difference of opinion that arises between two or more parties involved with NCFHCC that halts the progress and/or goodwill within the program will be subject to the Conflict Resolution Policy outlined below.

Section 11.2: Notification

Comment [LW71]: Moved to 2.1.1

In the case that a conflict arises between two parties, the conflict shall be documented in writing and submitted to the Board. The Board will acknowledge and document all such written conflicts.

Section 11.3: Negotiation/Compromise

Comment [LW72]: Moved to 2.1.2

Within seven days of a conflict notification, the chair of NCFHCC Board of Directors shall work with the parties to see if the conflict can be resolved through negotiation or compromise. This meeting will not take place during a scheduled or unscheduled Coalition meeting and will be at a neutral location. A volunteer may serve to facilitate the meeting to assist with this process and serve as a neutral party. The meeting should occur between the parties in a quiet, comfortable atmosphere, and all parties involved in the conflict should be present. The facilitator should help ensure that the resolution is realistic and specific and that both parties contribute to the compromise effort. Parties should work to find a solution as a team and not as opponents. Every effort should be made to secure a win-win solution to the conflict without having to progress to the formal mediation stage.

If the parties involved in a dispute, question, or disagreement are unable to reach a mutually satisfactory compromise, they will adhere to the following mediation steps to reach a resolution.

Section 11.4: Mediation

Comment [LW73]: Moved to 2.1.3

If a resolution is not met at the negotiation/compromise level, either party involved in the conflict may choose to pursue the matter to the next level. A "Letter of Disagreement" must be submitted to the board requesting further action within seven days. The letter should contain the nature of the disagreement and the date of the occurrence. The Board will review the Letter of Disagreement and discuss the next options for resolving the conflict. The

Board will work with all involved parties to clearly define goals, making sure that all parties are clear with their requests.

A mediator will then be selected by the Board. The mediator shall be a neutral member from another health care coalition in the state. Every option will be taken to achieve cooperation and a mutually agreed-upon solution to the conflict.

Article 12: Liability

Comment [LW74]: Moved to 2.2

Board members shall not be personally liable for debts, liabilities, or other obligations of the NCFHCC. No individual Board member shall, by reason of his or her performance on behalf of the agency or any duty, function, or activity required, or authorized to be undertaken by NCFHCC, be liable for the payment of damages under any law of the United States or any state (or political subdivision of any state) if the member himself or herself to be acting with the scope of the duty, function, or activity of a Board member, and with respect to such performance, acted without gross negligence or malice toward any person affected by it.

Article 13: Amendments

Comment [LW75]: Moved to 1.9

Proposed amendments to NCFHCC Bylaws or governance structure must be disseminated to the Board members at least 14 days prior to the face-to-face meeting at which they will be voted on.

Votes to consider the amendment will be made by the Board members at the meeting at least fourteen (14) days following the proposal. This ensures that all members have an opportunity to read and comment on the proposed changes. At the Board meeting, a motion and second must be made to initiate committee discussion. Following discussion, a voice vote of at least two-thirds (2/3) of the Board membership will approve the amendment. The Board will determine whether the approved amendment will be implemented immediately, or at a date determined by the Board. If a proposed amendment fails to pass, the Board may make a determination whether the amendment may be revised, resubmitted, or no additional action will be taken related to the amendment.

These bylaws will be reviewed annually by NCFHCC Leadership to incorporate any changes in federal or state guidance covering Healthcare Coalition activities.

Bylaws reviewed and approved by NCFHCC: September 19, 2016

Memorandum of Agreement
Between
Northeast Florida Regional Council
And
North Central Florida Health Care Coalition

I. Purpose of the Agreement

This Memorandum of Agreement (MOA) sets out the terms by which the Northeast Florida Regional Council (NEFRC) and the North Central Florida Health Care Coalition (NCFHCC) will work together. This agreement will provide the means necessary to undertake the work of the Coalition.

II. Funding

The State of Florida has granted the contract for these funds to the NEFRC to support the three (3) Healthcare Coalitions in Region 3. The State of Florida allots fifteen percent of the contract to be designated for a fiscal agent. As a part of the Request for Proposal process, NEFRC designated fifteen percent (15%) of the contract funds to be used to fund the activities to cover administrative support, fiscal duties, planning support and document preparation.

The Region 3 Alliance Board allocates the funding each year. The current percentage for the North Central Florida Healthcare Coalition is 24.75%.

Administrative support and fiscal duties includes the following, as necessary:

- manage Coalition funds
- process all expenditures related to Coalition activities
- provide Coalition treasurer with quarterly financial reports
- meet state auditing and financial requirements

Planning support and document preparation includes the following, as necessary:

- provide assistance and support creating written documents required by the FDOH
- maintain consistency, where needed among the three Coalitions in the Region for contract deliverables

- completion of all contract deliverables
- compile and submit final written documents to the FDOH

The remainder of the funds is allocated to support the mission of the Region 3 Healthcare Coalition Alliance (Alliance) and its three Coalitions including the (NCFHCC). The allocation of funding among the three Coalitions will be determined annually by the Alliance. These funds may be used for exercises, trainings, equipment, travel and supplies necessary to complete the contract deliverables, and work to close gaps in disaster preparedness as identified by the Health Care Coalition. FDOH, this MOA, and NEFRC's policies will supersede any provisions that are in conflict with NCFHCC Bylaws or actions. Procurement of goods and services will be accomplished through adherence with NEFRC's and FDOH's requirements.

Significant budget expenditures (over \$1000) will come before the Board for discussion and approval at Board Meetings. For non-supply expenditures below \$1000, approval is needed by the Treasurer and either the Chairman or Vice Chairman of the Coalition. A summary report of these approvals will be provided to the Coalition Board at each meeting.

II. Roles and Responsibilities

The NEFRC will:

- Be responsible for administrative and fiscal aspects of the contract for NCFHCC.
- NCFHCC funds will be managed in the NEFRC's financial management system, Grants Management System, as a "Project(s)" providing for separate and distinct tracking of NCFHCC funds from which detailed financial reporting can be prepared.
- NCFHCC funds shall be managed in accordance with Generally Accepted Accounting Principles and shall be consistent with the requirements of the Governmental Accounting Standards Board.
- Assist with planning support and document preparation,
- Ensure all deliverables are compiled and submitted in a timely manner,
- Facilitate process with NCFHCC members and vendors to purchase items and coordinate events related to identified gaps in disaster preparedness in Region 3 according to recommendations by the NCFHCC,
- The NEFRC shall accomplish the work tasks set forth in the FDOH contract through use of qualified professional staff.
- The NEFRC may, at its discretion, engage qualified professional independent contractors to assist in the completion of work tasks.
- Ensure the NCFHCC adheres to all provisions and requirements set forth in the contract with the FDOH.

The NCFHCC will:

- Meet regularly via standing NCFHCC meetings and/or workgroups devoted to specific deliverables, and
- Assist in the completion of all deliverables as required for the contract by providing information as requested, reviewing and commenting on documents in a timely manner, and fulfilling other requests as needed, and
- Identify gaps in preparedness and recommend exercises, trainings, equipment, travel or supplies necessary to fill those gaps and further the mission of the NCFHCC.
- Adhere to all provisions and requirements set forth in the contract with the FDOH and the NCFHCC Charter or Bylaws. Any revision to the Bylaws will be subject to review of alignment with the contract, all applicable state and federal laws and the policies of the fiscal agent.

III. Duration of the Agreement

This agreement will be in effect for the 2018-19 Fiscal Year (July 1, 2018 through June 30, 2019). This agreement shall be reviewed each year of the five year contract between the FDOH and the NEFRC (2017-2022) and updated, if needed.

All contract funds must be spent during each annual contract period (generally ending June 30th) or returned to the State.

This Memorandum of Agreement can be terminated by either party upon no less than 30 days' written notice to the other party without cause. In the event that the FDOH terminates the contract due to lack of funds or for other reasons, the MOA may be terminated with 24 hours' notice.

Additional funds held after the close of the contract may be transferred, with 30 days' notice, upon a NCFHCC majority vote.

IV. Signatures of Parties' Principals

If the terms of this Memorandum of Agreement are acceptable, please sign and date both copies of this agreement letter. Keep one copy for your records and return the other to the NEFRC.

Brian Teeple, CEO, NEFRC

Date

Suzanne DeKay, NCFHCC Chair

Date

Project Funding Process

1. North Central Florida HCC has \$35,000 allocated to projects.
2. Project application window opens September 1, 2018.
3. Projects not funded last year, will be asked to update and resubmit their application.
4. Deadline to submit a project is October 1, 2018.
5. A project review committee is convened to review and rank projects.

Recommended Review Committee Members are:

RERA (Sandi Courson/Sam MacDonnell),

FDEM Regional Planner (Gina Lambert),

FDLE RDSTF Planner (Daryl Albury), and

Subject Matter Expert (Bruce Scott)

FDOH Special Needs Coordinator (Jen Horner),

FHA Rep (John Wilgis) and

maybe FHCA (April Henkel)

Other Suggestions?

6. Project Priority list presented to Coalition Board at October meeting for review and approval.
7. Contracts/Memorandum of Agreement written for the funded projects by the Northeast Florida Regional Council in late October/early November.
8. Projects complete by June 1, 2019 (to ensure funding is spent).



**North Central Florida HealthCare Coalition
PROJECT SUBMISSION GUIDELINES
2018-19**

- Requesting agency must be a current member or request membership to the North Central Florida HealthCare Coalition (NCFHCC) as part of the project submission process.
- Project must demonstrate relevance to the Coalition's mission: *Coordinating preparedness and resilience through all sectors of the healthcare system.*
- Projects will provide for geographic diversity within the eleven county region of Alachua, Bradford, Columbia, Dixie, Gilchrist, Hamilton, Lafayette, Levy, Putnam, Suwannee and Union counties.
- Projects must address an identified healthcare delivery deficiency, gap or resource shortage as identified in the 2018 Region 3 Healthcare Coalition planning documents:
 - Region 3 Hazard Vulnerability Analysis
 - Region 3 Jurisdictional Risk Assessment
 - Region 3 Preparedness Plan
 - North Central Florida HCC Strategic Plan
- Projects must align to and support one of the following 2017 -2022 Health Care Preparedness and Response Capabilities: Foundation for Health Care and Medical readiness, Health Care and Medical Response Coordination, Continuity of Health Care Service Delivery, or Medical Surge.
- Projects will not be considered if they supplant normal business expenses/core mission requirements
- Projects will not be considered if they violate any of the ASPR funding restrictions (see Attachment).
- Decisions made on funding requests are at the sole discretion of the North Central Florida HealthCare Coalition Board of Directors.
- The North Central Florida HealthCare Coalition Board reserves the right to partially fund a request.

All project funding awarded must be expended (and equipment received) by **June 1, 2019**.

PROJECT SUBMISSION PROCESS

- Coalition shall budget annually the amount of funds available for member projects.
- Coalition will announce call for project submissions, which will include submission period and project submission deadline.
- Coalition members will complete Project Submission Form as provided.
- Requests will be submitted to the Coalition Coordinator for initial review for completeness then provided to the Project Review Committee.
- Coalition Coordinator will convene a Project Review Committee to review and prioritize projects.
- The Board of Directors will be provided a list of submitted projects and their prioritization from the Project Review Committee. The Board will have final approval of the prioritized project list.
- A formal letter of acceptance or denial will be sent to the requesting member within 15 business days of decision.

NEFLHCC Project Submission Process

2018-19

Attachment – ASPR Funding Restrictions

(from ASPR Funding Opportunity Announcement)

Restrictions, which apply to both awardees and their sub awardees, must be taken into account while writing the budget. Restrictions are as follows:

- None of the funds awarded to these programs may be used to pay the salary of an individual at a rate in excess of Executive Level II or \$181,500 per year.
- Recipients cannot use funds for fund raising activities or lobbying.
- Recipients cannot use funds for research.
- Recipients cannot use funds for construction or major renovations.
- Recipients cannot use funds for clinical care.
- Recipients cannot use funds for reimbursement of pre-award costs.
- Recipients may supplement but not supplant existing state or federal funds for activities described in the budget.
- The direct and primary recipient in a cooperative agreement program must perform a substantial role in carrying out project objectives and not merely serve as a conduit for an award to another party or provider who is ineligible.
- Payment or reimbursement of backfilling cost for staff, including healthcare personnel for exercises, is not allowed.
- HPP awardees cannot use funds to support stand-alone, single-facility exercises.
- PHEP awardees cannot use funds to purchase vehicles to be used as means of transportation for carrying people or goods, e.g., passenger cars or trucks and electrical or gas-driven motorized carts.

NEFLHCC Project Submission Form 2018-19

Please submit completed applications to Leigh Wilsey lwilsey@nefrc.org

Project Title			
Requesting Agency			Are you a member of the NCFHCC? Yes No
Point of Contact Include name, organization, address, phone and e-mail address			
Project Category Check appropriate option	Training/Education Supplies/Equipment	Exercise Other	New Project Application Re-submittal If yes, provide date submitted?
Funding Requested Please attach an itemized budget for total cost - be as detailed as possible			
Project Description & Details			
Project Description Provide a detailed description, including specific information on the deliverables and/or end state of the project.			
Identified Gap: Provide documentation of Coalition identified gap – from Coalition specific Risk Assessment, Vulnerability Analysis, Preparedness Plan, Training & Exercise Plan, etc. http://www.neflhcc.org/Coalition-Plans.html			
Gap Analysis Details: How will this gap be addressed by this project			

<p>Impact/Benefit: Please describe how the eleven county Healthcare Coalition will benefit from this project.</p>	
<p>2017-2022 Health Care Preparedness & Response Capabilities Which capability does your project address? You may choose more than one if applicable. Descriptions of each capability are attached.</p>	<p style="text-align: center;">Foundation for Health & Medical Readiness</p> <p style="text-align: center;">Health Care & Medical Response Coordination</p> <p style="text-align: center;">Continuity of Health Care Service Delivery</p> <p style="text-align: center;">Medical Surge</p>
<p>Project Justification: How does this project address the above capability?</p>	
<p>Additional Information: provide other details as needed</p>	
<p>Please provide the timeframe to complete the project. Please confirm the ability to complete the project by June 1, 2019.</p>	
<p>Letters of Support: Please provide letter(s) of support from County ESF 8 Partners.</p>	

*****For NCFHCC Administrative Use Only*****

Date Submitted:

Notification to Agency of Receipt:

2017 – 2022 Health Care Preparedness and Response Capabilities

These four capabilities were developed based on guidance provided in the *2012 Healthcare Preparedness Capabilities: National Guidance for Healthcare System Preparedness* document. They support and cascade from guidance documented in the *National Response Framework*, *National Preparedness Goal*, and the *National Health Security Strategy* to build community health resilience and integrate health care organizations, emergency management organizations, and public health agencies.

Capability 1: Foundation for Health Care and Medical Readiness

Goal of Capability 1: The community's health care organizations and other stakeholders—coordinated through a sustainable Health Care Coalition —have strong relationships, identify hazards and risks, and prioritize and address gaps through planning, training, exercising, and managing resources.

Capability 2: Health Care and Medical Response Coordination

Goal of Capability 2: Health care organizations, the Health Care Coalition, their jurisdiction(s), and the ESF-8 lead agency plan and collaborate to share and analyze information, manage and share resources, and coordinate strategies to deliver medical care to all populations during emergencies and planned events.

Capability 3: Continuity of Health Care Service Delivery

Goal of Capability 3: Health care organizations, with support from the Health Care Coalitions and the ESF-8 lead agency, provide uninterrupted, optimal medical care to all populations in the face of damaged or disabled health care infrastructure. Health care workers are well-trained, well-educated, and well-equipped to care for patients during emergencies. Simultaneous response and recovery operations result in a return to normal or, ideally, improved operations.

Capability 4: Medical Surge

Goal of Capability 4: Health care organizations—including hospitals, EMS, and out-of-hospital providers—deliver timely and efficient care to their patients even when the demand for health care services exceeds available supply. The Health Care Coalition (HCC), in collaboration with the ESF-8 lead agency, coordinates information and available resources for its members to maintain conventional surge response. When an emergency overwhelms the HCC's collective resources, the HCC supports the health care delivery system's transition to contingency and crisis surge response and promotes a timely return to conventional standards of care as soon as possible.