



OLD DOMINION EMERGENCY MEDICAL SERVICES ALLIANCE INC.

1463 Johnston-Willis Drive
Richmond, VA 23235-4730
804-560-3300 • FAX: 804-560-0909
www.odemsa.vaems.org

Old Dominion EMS Alliance
Board of Directors

December 18, 2013

7 p.m.

ODEMSA Office, Richmond

Board Members Present: Allen Bober- via phone, Allen Yee, M.D., Eddie Ferguson, Ellen Buchanan, Pier Ferguson- via phone, David Salot, Mindy Carter, Heidi Hooker, Bryan McRay, David Norman, Sean Moore,

Board Members Absent: Helen Compton, Kathi Manis, Rick McClure, Willoughby Hundley, M.D., Bill Hogan

ODEMSA Staff: Heidi Hooker, Holly Sturdevant

Other: Catina Downey, Tim Perkins

Minutes Scribed by: Heidi Hooker **Reviewed by:**

Topic/Subject	Discussion	Recommendations, Action/Follow-up; Responsible Person
Meeting Called to Order	The quarterly meeting was called to order at 7:00 P.M. by Vice-President David Salot following dinner. After introductions a quorum was determined. Allen Bober asked staff to clarify the payment rates for CTS. He was satisfied with the explanation. The minutes were approved with one abstention, Bryan McRay, who was not at the prior meeting and wished to abstain. The agenda was approved with the addition of Officer Elections – letter D under New Business. (00:00-10:44)	Motion by: Bryan McRay to approve minutes. Seconded by: Allen Bober Vote: Approved w/one abstention Motion by: Bryan McRay to approve agenda. Seconded by: Eddie Ferguson



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		Vote: Unanimously approved
President Reports: A. Board President B. PD-13 C. PD-14 D. PD-15 E. PD-19	<p>No Report</p> <p>Allen Bober reported Southside Council will host a Super CEU weekend Jan 17-19. Southside Council will have their annual dinner on Feb 11th during their normal bi-monthly meeting. Allen invited Board members to attend if they like. Southside will also have their officer elections that night. (2:18-02:54)</p> <p>David Norman had no report. (10:45-10:49)</p> <p>Eddie Ferguson reported Metro Richmond council held their officer elections at their last meeting. Eddie will be stepping down as MREMSC President. Robert Trimmer is the newly elected President and will replace Eddie on the ODEMSA BOD. (10:50-11:25)</p> <p>David Salot reported the Crater Council also held their elections. Brad Owens is the new President for Crater Council and will replace David on the ODEMSA BOD. (11:26-11:44)</p>	
Advisory Board Report:	<p>Allen Yee said it was a short meeting. Revisions to the Formulary Grid and Scope of Practice were approved. New committee chairs were approved. A briefing was given regarding student pass rates. A Community Paramedic discussion was held. The Governor signed the signature waiver. It will go into effect March 1st. (11:44-16:40)</p>	
Executive Director Report: A. New Position B. Office Move	<p>Heidi reported she has hired Adam Alford as the ODEMSA Education Coordinator. Adam is a member of Holly Grove Vol. Rescue Squad, which is in the Thomas Jefferson Council bordering ODEMSA. Heidi said they interviewed 16 candidates for the position. Adam will start the first full week of January.</p> <p>Heidi has not received official word about the move yet, but she reported she has had conversation with the doctors next door who still intend to move. The doctors have not yet signed the contract, so Heidi believes this is the reason</p>	



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	<p>for her not hearing from HCA. Heidi says she has seen the proposed move location and she believes it will work. Heidi's going to ask for a space that adjoins the proposed location for additional classroom space. Discussion was held regarding the planning for a building purchase when and if needed. The group decided to table this until a later date. This will not affect the current anticipated move but possible future moves if needed. (16:40-27:22)</p>	
<p>Financial Discussion: A. Annual Audit B. Financial Statement</p>	<p>Treasurer Norman met with the Auditor, Alan Perkins. David said the auditor was pleased with the finances. He was impressed with the way finances are handled. David said there were no red flags. The Annual Audit was approved. (27:22-28:50)</p> <p>A copy of the financial report, prepared by ODEMSA accountant Catina Downey, was distributed via email prior to the meeting. Catina Downey was in attendance and offered to entertained questions. Allen Yee asked about the cell phone fees. After discussion it was decided the amount paid is a very good rate. The financial report was approved. (28:50-34:43)</p> <p>Bryan McRay suggested the Request for Locality Funding Letter state an amount requested. Heidi said the letter does state an amount. ODEMSA asks for 10%. Heidi will ask her counterparts about revenue streams they utilize. (34:43-39:42)</p>	<p>Motion by: David Norman to approve the Annual Audit. Seconded by: Eddie Ferguson Vote: Unanimously approved Motion by: Bryan McRay to approve the Quarterly Financial Statement. Seconded by: David Norman Vote: Unanimously approved</p>
<p>Current Business: A. Regional OMD Contract – Postponed B. ODEMSA Bylaw Revision – Update</p>	<p>This is postponed until bylaws and contracts are revised. (39:42-40:30)</p> <p>A workgroup of the Board met the evening before via phone conference to review the bylaws. Heidi submitted a typed document highlighting areas of disagreement that need further discussion by the entire Board as assessed by the workgroups. Bryan McRay motioned to accept the draft bylaws presented at</p>	<p>Motion by: Bryan McRay to accept the proposed bylaws as</p>



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	<p>the last meeting. The group agreed to use that as a starting point and review them article by article. The following changes were made:</p> <ul style="list-style-type: none">(1) Article II – will “lead off” with the Code of Virginia language. Sentence one will not reference the Planning Districts. Sentence two will explain the Board of Health boundaries. (39:54-48:37)(2) Article IV –<ul style="list-style-type: none">a. Section 1-3 – No change (48:37-52:21)b. Section 4 – The RMD contract will be for a one year period with automatic renewals. When needed the Medical Control Committee will submit two candidates/nominees in rank order. The RMD will be a voting member with the understanding a conflict of interest section for all members will be added. (53:34-1:16:40)c. Section 6 - Add – If this is an existing member they will have only one vote. (52:21-53:40)d. Section 7 – Board members will have no term limits. Officers will have term limits (addressed in Article V-section 3). Officers will be limited to two successive terms then 2 years must elapse before being nominated for Officer again (addressed in Article V- section 3). Partial Terms will apply. (1:16:41-1:31:46)e. Section 8 – This will be a new section – use generic conflict of interest language. (1:31:46-1:33:18)(3) Article V – Changes noted above(4) Article VIII –<ul style="list-style-type: none">a. Section 5 - Change to Seven (7) Directors, including at least one (1) Officer. (1:33:18-1:36:39)b. Section 6 – Documents for the Board meeting will be distributed seven (7) calendar days in advance of the meeting. If attending via telecommunication, you will be counted as present during the meeting. When telecommunicating, no announcement of your location is required. (1:36:39-1:45:44)	<p>presented at the last meeting. Seconded by: Eddie Ferguson Vote: Unanimously approved</p>
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<p>C. Personnel Handbook - Update</p>	<p>c. Section 7 - Reword – A Director is expected to participate, via in person or telecommunication, more than half of the regularly scheduled Board meetings in any rolling twelve month period. (1:45:44-1:54:00)</p> <p>d. Section 8 - Change majority vote to 2/3 vote. (1:54:00-1:58:49)</p> <p>(5) Article IX -</p> <p>a. Section 1 – Change the word “deal” to “address”. Remove the word “Steering” between STEMI and Committee (1:58:50-2:01:31)</p> <p>b. Section 3 - Add Personnel Committee and Strategic Planning Committee. Change selected by President to selected by Board. (2:01:31-2:14:26)</p> <p>Bryan McRay proposed an amendment to postpone the acceptance of these bylaw until the next meeting. It is expected the bylaws can be voted on at the next meeting. (2:14:26-2:17:35)</p> <p>Heidi reminded the members that by contract a set of bylaws must be approved this quarter. She reminded them the current operating document can be renewed until the Board votes on the proposed bylaws. The Board approved the current bylaws until the proposed bylaws are approved. (2:17:35-2:18:22)</p> <p>Ellen sent a revised copy of the handbook prior to the meeting. She has not heard comment. She will get with Bryan and Allen and present a document regarding their thought on the Personnel Committee. She said this will be a separate document, not in the handbook. (2:18:22-2:19:16)</p>	<p>The role of the Personnel Committee will be tabled.</p> <p>Bryan proposed an amendment to postpone the acceptance of these bylaws until the next meeting.</p> <p>Motion by: Allen Yee to approve the current Bylaws Seconded by: David Norman Vote: Unanimously approved</p>
<p>New Business:</p> <p>A. ODEMSA Annual Report – Action Item</p> <p>B. Regional COOP Plan – Action Item</p> <p>C. ODEMSA CTS Schedule – Action Item</p>	<p>Heidi presented the Annual Report. Correct spelling Robin Manke under MCI Chair. (2:19:16-2:20:09)</p> <p>The COOP Plan was approved. (2:20:09-2:20:16)</p> <p>The ODEMSA CTS Schedule was approved. (2:20:16-2:20:23)</p>	<p>Motion by: Allen Yee to approve the ODEMSA Annual Report Seconded by: Bryan McRay Vote: Unanimously approved</p>



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<p>D. Election of Officers</p>	<p>Motion by Allen Yee was made to keep the officers we have in place until the June meeting of 2014. He discussed having a nominating committee off cycle to elect officers off cycle to correspond with the new bylaws. He withdrew his motion. Motion made by Bryan McRay to postpone elections until the June 2014 meeting or the bylaws are approved. Discussion was made regarding the vacant Vice-President position. It was decided this will be a vacant position until the June election. (2:20:23-2:23:16)</p>	<p>Motion by: Allen Yee to approve the ODEMSA COOP Plan Seconded by: David Norman Vote: Unanimously approved</p> <p>Motion by: Allen Yee to approve the ODEMSA CTS Schedule Seconded by: David Norman Vote: Unanimously approved</p> <p>Motion by: Bryan McRay to postpone elections until June 2014 or the Bylaws are approved. Seconded by: David Norman Vote: Unanimously approved</p>
<p>Business From Floor</p>	<p>Board Members Eddie Ferguson and David Salot were thanked for their service to the ODEMSA Board of Directors. Their positions within their Sub-</p>	



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	<p>Councils have changed and they will no longer serve on the Board. (2:23:16-2:24:48)</p> <p>Heidi informed the Board plans are moving forward for an ODEMSEA EMS Day at Pocahontas State Park. The Annual Awards Ceremony will be held during the day. Heidi and staff hope having an EMS will help promote the awards event. She informed them of some of the activities planned during the day. (2:24:48-2:26:20)</p> <p>Heidi also said she's exploring a partnership with the YMCA to have a Lose Big Contest for EMS. Lose Big is an established program at the Y. Heidi hopes to add the EMS partnership. (2:26:20-2:27:10)</p> <p>ODEMSA had two Annual Award winners win the Governor EMS Award. Congratulations to Cam Crittenden and Berk Jones. (2:27:10-2:29:11)</p>	
Next Meeting	March 19, 2014 (Farmville)	
Adjourn	The meeting was adjourned at 9:30pm.	