



OLD DOMINION EMERGENCY MEDICAL SERVICES ALLIANCE INC.

7818 E. Parham Road, Suite 911
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804-560-3300 • FAX: 804-560-0909
www.odemsa.vaems.org

Old Dominion EMS Alliance
Board of Directors

December 11, 2019
7 p.m.

Board Members Present: Heidi Hooker, Allen Yee, M.D. – via Phone, Robert Trimmer, Rodney Newton, Lisa Baber, Walt Bailey, Willoughby Hundley, M.D. – via Phone, Jay Lovelady, Sean Moore,
Board Members Absent: Kathi Manis, Jessica Goodman, Ray Mason, Al Thompson, Pier Ferguson,
ODEMSA Staff: Lynette Eanes, Ryan Scarbrough, Steve Parrott
Other: Catina Downey, CPA- via phone, Chris Vernovai
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 7:00pm by Board President Rodney Newton. A quorum was determined. The Agenda was approved noting items “e & f” under “New Business” would be in Executive Session. The September meeting Minutes were approved. Introductions were made. (00:00-03:40)	<p>Motion by: Lisa Baber to approve Agenda. Seconded by: Walt Bailey Vote: Unanimously approved</p> <p>Motion by: Walt Bailey to approve the September Meeting Minutes. Seconded by: Robert Trimmer Vote: Unanimously approved</p>
President Reports:		



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A. Board President	Rodney stated he and Heidi had met and talked several times. He said he had a chance to meet with the new auditor the Fri before. (03:41-04:10)	
B. PD-13	Rodney read an email sent from Board Member Al Thompson – Al could not attend due to a scheduling error, but asked Rodney to convey a message from him which stated: “It has been an honor and privilege to have worked alongside each of you the past five years as we have advanced prehospital care in the ODEMSA Region. We’ve made significant change in prehospital care, which has solidified the growth in our Region. We’ve faced challenges as well as tragedies together that made us more aware of the critical need to have a unified administration who works as a team. We have celebrated achievements together that has delivered education and training, prehospital protocols and stronger relationships with our hospital partners. I’m sure that some of you are relieved that this migraine and pain in the derriere may be off the Board of Directors but I will still be serving on committees and supporting ODEMSA. I look forward to the future growth and further development of ODEMSA. Best of the holidays to you and each of your families.” Al Thompson Metro-Richmond Council will vote on Al’s replacement during their next meeting. (14:31-16:26)	
C. PD-14	Rodney Newton- said Southside continues to plan for their 19 th Annual Super CE Weekend, which will be in Halifax County. He said they are bringing Douglas Wolfberg down from Page Wolfberg and Wirth (PWW) to do the Certified Ambulance Documentation Specialist Class on Saturday. (04:11-05:13)	
D. PD-15	Walt Bailey- said the South Central Council is going through a rebuilding phase. He said with the recent resignation of the president he has moved into that position. They still have a couple vacancies they need to fill. He said he’s in the process of meeting with organizations in his Planning District hoping to get them re-energized and involved with the South Central Council. He said so far he’s received good feedback. (05:14-05:48)	
E. PD-19	Robert Trimmer- reported he was unable to attend Metro-Richmond’s last meeting. They will hold elections at their next meeting, and they are moving	



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	<p>forward with a Bylaw change to combine the Secretary and Treasurer positions. (05:49-06:13)</p> <p>Jay Lovelady- reported a light participation at their last meeting. Crater Sub-Council continues to hold education sessions at meetings. Heidi said Pier did inform her of the nomination committees recommendations for officers, which will be voted on at their next meeting. (06:14-07:36)</p>	
<p>Advisory Board Report:</p>	<p>No Report (07:36-07:43)</p>	
<p>Executive Director Report:</p>	<p>Heidi said, after a suggestion from Steve Parrott, she felt it was a good idea to orient board members to the Hospital Coalitions activities. She said Steve proposed a short presentation to be given at the next meeting. She said in return, Steve would like her to attend some of his meetings. She said the Council Directors had another meeting with Deputy Health Commissioner Dr. Jaber. She said they spent the meeting discussing what Regional Councils do. About a two years ago the Council Directors did put a document together that more accurately described the work done at each Council. This document included work done by Councils that are not contractual, for example teaching EMT classes. This was exactly what Dr. Jaber was trying to discover, so the document was very helpful. Heidi said it was a positive meeting, but nothing other than the exercise was of note. Chris Vernovai said OEMS plans to take the Council Directors document and review it for MOU modifications. He said they are planning a retreat sometime after the General Assembly session end. Heidi said she reached out to Adam Harrell, during the meeting, to offer the ODEMSA meeting rooms for State meetings, if needed. He in return offered to assist ODEMSA in procuring tables and chairs for our classroom. Heidi said she interviewed to the two open positions, Program Coordinator and Training Director. She said she has narrowed the selection to a few and will most likely hold a second interview. She felt there were several good candidates. She said</p>	



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	<p>we are moved in to the new office, but still unpacking boxes. She offered to give a tour of the building after the meeting. (07:43-14:30)</p>	
<p>Financial Discussion: A. Quarterly Financial Statement – Action Item B. Annual Financial Report – Update</p>	<p>Rodney thanked Catina for her report that was submitted to members in advance of the meeting. He asked if she had further to report. She did not. He asked members if they had questions regarding the report. There were none. A motion was made to accept the financial statement prepared by Catina Downey. The report was unanimously approved. (16:27-17:20)</p> <p>Heidi gave an update. She reminded members that during the audit process, our auditor Alan Perkins suddenly passed away. She said she requested and received a deliverable extension from OEMS for one quarter. ODEMSA has brought on Stephen and Elaine Ragland to complete the audit, chosen because of their familiarity with the organization because they were, for many years, ODEMSA auditors. The only reason Perkins had been doing them the past few years was due to a recommendation to switch auditors from time to time. Heidi said at this point one hold up is trying to obtain a contract for our new office, other than that she has been able to view documents she needs and in a timely manner. Heidi was asked about the cost. Elaine is more expensive by about \$1,000. Catina reminded members that Mr. Perkins gave discounts for 3 year agreement. Catina reminded members that we paid Allen Perkins a retainer of around \$2,000. Members asked Catina to pursue getting that refunded. (17:20-22:26)</p>	<p>Motion by: Robert Trimmer to approve the Quarterly Financial Report. Seconded by: Lisa Baber Vote: Unanimously approved</p> <p>A deliverable extension has been granted by OEMS for one quarter for the Annual Financial Report due to the death of our auditor mid process.</p>
<p>Current Business: A. BOD Officer Nominations – Action Item</p>	<p>With the resignation of Board President, David Norman the president position has been vacant. Per the Bylaws, Rodney Newton has been filling in by doing the president responsibilities. Rodney opened the floor for nominations for the board president position. Rodney Newton was nominated and was voted in by unanimous vote. At the next meeting a treasurer and vice-president should be selected. (22:27-25:19)</p>	<p>Rodney Newton was voted in as ODEMSA President.</p> <p>Next meeting: Need to vote on a new Vice-President and Treasurer</p>



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<p>New Business:</p> <p>A. Annual Report – Action Item</p> <p>B. COOP Plan – Action Item</p> <p>C. Bylaws – Action Item</p> <p>D. CTS Schedule – Action Item</p> <p>E. Staff Insurance– Action Item</p> <p>F. Field Coordinator Position – Discussion</p>	<p>Heidi said Ryan worked on the report that was distributed to members prior to the meeting. She said the financial information would be inserted after the audit. A misspelling of the word “Coalition” was identified on page 19 and Jay Lovelady suggested Life Evac be called “VCU Health Life Evac”. A motion was made to approve the Annual Report with the additional of the financials when they’re done and the two corrections noted. The motion passed with unanimous vote. (25:20-29:45)</p> <p>A motion was made to approve the ODEMSA COOP Plan. The motion passed with unanimous vote. (29:46-30:59)</p> <p>A motion was made to approve the ODEMSA Bylaws. There were no changes made since the last revision, but some identified issues have come to light with recent events that will need to be addressed in the coming meetings. The motion passed with unanimous vote. (31:00-32:19)</p> <p>Heidi said other than the actual dates, the CTS schedule is unchanged. A motion was made to approve the CTS Schedule. The motion passed with unanimous vote. (32:20-33:22)</p> <p>The members voted to enter into Executive Session to discuss the next two items. At the conclusion of the Executive Session the Board unanimously decided to offer the health insurance program to full-time staff and agreed to pay the Executive Directors portion at the same rate as the previous bonus. They also determined unanimously that they do want to keep the part-time Field Coordinator position without change.</p>	<p>Motion by: Walt Bailey to approve the Annual Report Seconded by: Robert Trimmer Vote: Unanimously approved</p> <p>Motion by: Jay Lovelady to approve the COOP Plan Seconded by: Sean Moore Vote: Unanimously approved</p> <p>Motion by: Robert Trimmer to approve the Bylaws Seconded by: Walt Bailey Vote: Unanimously approved</p> <p>Motion by: Robert Trimmer to approve the CTS Schedule Seconded by: Jay Lovelady Vote: Unanimously approved</p>
<p>Business from Floor</p>	<p>Walt suggested we add the Board Member Roster listed under “General Information” on the ODEMSA website to the Committee section. Ryan added a link to that section while members watched.</p>	



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	<p>Walt also brought up an issue with the new OEMS fingerprint rules. He said some in his Planning District have an hour drive to get to a site that will process the fingerprints. Chris Vernovai said the Office has received feedback and as a result they have determined if the hours of service don't work or the distance to a site is too far for an area the paper cards that have been used for years can still be used. There was a lengthy discussion about the new fingerprint process using Field Print, and the displeasure in the way OEMS notified agencies of the change.</p> <p>Walt had questions about the Sub-Council Bylaws. He said South Central's needs to be updated. Heidi suggested Walt refer to the BOD and other Sub-Council Bylaws when updating South Centrals. She will get Walt the info he needs. (33:23-49:25)</p> <p>Steve Parrott thanked the Board and Sub-Councils for their support towards the Central Virginia Healthcare Coalition. He said he's looking forward to the next meeting where he can show a presentation. He said they too have been going through a lot of transition and flux. Because of the location of the next meeting, Rodney suggested showing the presentation at the meeting after. (49:26-51:58)</p> <p>Chris Vernovai said the EMS Officer Program is still in pilot, but they continue to hold classes averaging 10 a year. There are already 6 scheduled for the first part of 2020, including one at the EMS Expo. He reminded us of the Standard of Excellence Program and the goals of the program. (51:59-55:11)</p> <p>Rodney Newton said voids have been identified, with the resignation of our BOD President, in the BOD Bylaws. He wants to look at the broad authorities of the president position, and also there is no provision for a forced removal from office, if needed. He asked for volunteers to work on the Bylaws. Walt, Robert and Jay volunteered to be on a Bylaw update workgroup. (55:12-1:00:03)</p>	<p>Walt Bailey, Robert Trimmer and Jay Lovelady will review the Bylaws together and offer revision suggestions if needed.</p>
<p>Next Meeting</p>	<p>March 18, 2020 (Location – PD-13 – TBD)</p>	
<p>Adjourn</p>	<p>The meeting was adjourned</p>	