Northeast Florida Healthcare Coalition

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GOVERNANCE DOCUMENTS – BYLAWS

December 2017

SECTION 3.0 – BYLAWS

3.1 ADDRESS

The mailing address of the Northeast Florida Healthcare Coalition (NEFLHCC), hereafter referred to as “the Coalition”, is:

Northeast Florida Healthcare Coalition
6850 Belfort Oaks Place
Jacksonville, FL 32216

3.2 GEOGRAPHIC AREA

The region served by the Northeast Florida Healthcare Coalition includes the following Northeast Florida counties:

- Baker
- Clay
- Duval
- Flagler
- Nassau
- St. Johns

3.3 MEMBERSHIP

3.3.1 Composition

In addition to county Public Health Departments, hospitals, Emergency Management (EM) and Emergency Medical Services (EMS), many community partners are invited to collaborate in the Coalition including, but not limited to, long term care (LTC) leadership, mental/behavioral health, rehabilitation centers, volunteer organizations, law enforcement, transportation, senior citizen and elder interest groups, public schools, religious organizations, 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 the Coalition is a potential member.
3.3.2 Voting Membership-Executive Board

The voting membership shall be known as the Executive Board. At a minimum, the Executive Board consists of the following:

- Each County (one vote per county; total of six votes)
- Each discipline** (one vote per discipline; total of four votes)
- Two ‘At Large’ Members representing the following groups within the six County Coalition region
  - Long Term Care (one vote)
  - Allied Health (one vote)
- One of the Regional Health Advisors (one vote only to break a tie vote)

** The four discipline groups having voting privileges at the formation of the organization are public health, emergency management, hospitals, and emergency medical services. Other entities or individuals may be added to the Executive Board through a majority vote of the Executive Board members.

Further description of the voting process and group votes is provided under Section 3.5.4 - Voting Procedures.

3.3.3 Admission as a Member

The Executive Board approves Coalition membership applications by general consensus (General Membership) or simple majority vote (Voting Membership/Executive Board).

3.3.4 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.

3.4 COALITION MEETINGS

Coalition membership meetings will be held quarterly, on a schedule determined by the Executive Board. General members and the public are invited to attend.

3.5 EXECUTIVE BOARD
3.5.1 Schedule of Meetings

1. The Executive Board shall meet at least once each quarter. At a minimum, two face-to-face meetings must be held in a calendar year. Other meetings may be held as conference calls.

2. All Executive Board members will be required to respond via email five (5) days prior to any Executive 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 (Executive Board).

4. The NEFLHCC Leadership 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. Executive Board members will attend at least fifty percent (50%) of all meetings.

8. The Coalition shall budget for reimbursing Coalition 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.

10. The meeting agenda will be developed and distributed by the NEFLHCC 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 agency/representative on the agenda will be given adequate time (as determined by the Executive 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. The Executive Board will review and vote (via email) on which requested agenda items will be addressed at each meeting. Minutes of all meetings shall be prepared and distributed to the membership.

11. 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 Committee Chair.

12. Prior to the adjournment of any meeting, attendees from the general public will be provided an opportunity for input.

3.5.2 Strategic Plan

The Executive Board is responsible for approving/updating a Strategic Plan once a year.

1. The Strategic Plan shall include requirements from the Hospital Preparedness Program and Public Health Emergency Preparedness Cooperative Agreements and requirements from the Florida Department of Health Healthcare Coalition Task Force.

2. The plan shall consider all individual county resources.

3. The plan shall seek to engage every sector of the Coalition area.

4. The plan shall include an assessment of needs, available services, and potential gaps in resources and services.

5. The plan shall reflect the mission, goals and objectives of the Coalition.

3.5.3 General Powers

The Executive Board shall administer the affairs of the Coalition in accordance with the vision and mission statement, objectives and purpose outlined in the charter and further defined in these bylaws. The Executive 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.
3.5.4 Voting Procedures

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

Votes are compiled as group votes, for a total of twelve (12) votes. A group vote is determined by compiling the votes from that group’s membership (County-level Healthcare Coalition, or discipline group such as EM representatives, Hospital representatives, EMS representatives, Public Health Representatives, At Large Members and the three Regional Health Advisors). The three Regional Health Advisors will cast one group vote only in the event of a tie vote. Other entities approved as a voting member by the Executive Board in the future will add to the total votes of the Executive Board. 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 a project funding procedure.
3.5.5 Committees

The Coalition’s Charter specifies the formation of one committee, the Coordination Committee, which consists of subject matter experts or representatives of member disciplines, and the NEFLHCC Coordinator.

The Executive Board can appoint additional committees or work groups as warranted to expedite appropriate research and information gathering on relevant items. Examples of likely committees or work groups include, but are not limited to:

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

The Executive Board shall encourage the use of Subject Matter Experts (SME’s) in committees, work groups and decisions whenever possible.

3.5.6 Officers of the Executive Board (“Leadership”)

The officers of the Executive Board shall be elected by the Executive Board and shall consist of a Chair, a Vice-Chair and a Secretary/Treasurer.

Chair

The Chair shall be the operational officer of the Executive Board and may from time to time delegate all or any part of his/her duties to the Vice-Chair. The Chair shall preside at all meetings of the Executive Board and shall perform all the duties of the office as provided by the Charter or these bylaws.

Vice-Chair

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

Secretary/Treasurer

1. The Secretary/Treasurer shall attend all meetings of the Executive Board: recording 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.
2. This position may be delegated to available members within the region and may the NEFLHCC Coordinator, who is a non-voting member of the Executive Board.

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

3.5.7 Election of Officers

Election of officers will take place every two years at the first quarterly meeting of the calendar year.

3.5.8 Terms of Office

Terms of Office start at the beginning of the fiscal year (July 1). Officers shall be elected for a term of two years. Officers may serve one additional consecutive term upon re-election but will not exceed two consecutive terms, and may not be elected under another discipline for a third consecutive term.

3.6 COORDINATION COMMITTEE

3.6.1 Composition

The Coordination Committee includes subject matter experts or representatives of member disciplines, and the NEFLHCC Coordinator (non-voting member).

3.6.2 Voting Membership

Each member of the Coordination Committee has one vote. No county agency or entity shall have more than one vote on this committee.

Chair

The Chair of the Coordination Committee shall preside over all regularly scheduled meetings of the committee.

Vice-Chair
The Vice-Chair shall assume all duties of the Chair in his/her absence at regularly scheduled meetings.

**Secretary**

1. The Secretary shall take minutes during meetings and distribute the minutes to all members of the committee.

2. The Secretary will 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. The Secretary shall send a meeting agenda via email seven (7) days prior to every committee meeting.

### 3.6.3 Terms of Office

Officers of the Coordination Committee shall be elected for a term of two years. Officers may serve additional years upon re-election but will not exceed two consecutive terms.

### 3.6.4 Election of Officers

Candidates must be current Coordination Committee members and can be nominated by any committee member. A majority vote of a quorum of committee members present at the meeting will elect.

### 3.6.5 Meetings

1. The Coordination Committee shall meet at least once a quarter one month prior to the Executive Board meetings.

2. The NEFLHCC Coordinator will coordinate the scheduling of the meetings.

3. Meetings should have a fifteen (15) business day notice, but may be held with as little as a five (5) business day notice.

4. All Coordination Committee members will be required to respond via email prior to any committee 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.
5. A quorum is fifty percent (50%) of the voting members, not including the NEFLHCC Coordinator.

6. Committee members will attend at least fifty percent (50%) of all meetings.

7. The location of meetings will rotate among Coalition member areas.

8. The Coalition shall budget for reimbursing Coalition member travel expenses for meetings outside their local areas.

9. The most current Roberts Rules of Order will govern meetings, where not inconsistent with these bylaws.

3.6.6 Risk Assessment

The Coordination Committee shall complete a regional risk assessment once a year and forward the assessment to the Executive Board. The assessment will be accomplished working closely with each county EM and with input from as many community members as possible.

3.6.7 Exercises

The Coordination Committee is responsible for planning, scheduling, coordinating a yearly coalition-wide exercise. Coalition members are not required to participate each year, but must participate in one full-scale Coalition exercise at a minimum every five years.

3.6.8 Sub-Committees

The Coordination Committee may create temporary sub-committees to accomplish individual issues.

3.6.9 Work Groups

The formation of Work Groups may expedite appropriate research and information gathering on relevant items. These groups may be formed and disbanded without formal action by the committee. The Executive Board shall encourage the use of Subject Matter Experts (SME’s) in decisions whenever possible.

3.7 NEFLHCC COORDINATOR

The Coalition shall provide funding for a Coalition Coordinator (HCCC).
The HCCC shall be the Coalition’s point of contact.

### 3.7.1 Coordinator Duties

1. Coordinate and attend the Executive Board meetings.

2. Coordinate and attend the Coordination Committee meetings.

3. 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.

4. Prepare required Coalition reports (HPP and PHEP Cooperative Agreement reports, FDOH, etc.)

5. Attend Coalition members’ Multi-Year Training and Exercise Planning meetings.

6. Create Coalition Emergency Plans as required (HPP, PHEP, FDOH, Executive Board, etc.)

7. Attend regional planning meetings.

8. Attend meetings with regional partners (First Coast Disaster Council, Region 3 Domestic Security Task Force, North Central Florida Health Care Coalition, Marion Coalition for Health and Medical Preparedness, etc.)

9. Travel Coalition area to become familiar with Coalition geography, resources, agencies, organizations, etc.

### 3.8 FUNDING ALLOCATIONS

The Florida Department of Health (FDOH) intends to allocate funds to each formal healthcare coalition. These funds will be allocated in at least three categories:

- Equipment and supplies
- Training
- Exercises
The exact level of funding in each category is determined by FDOH based on available grant funds and allocation strategies developed by the Florida Healthcare Coalition Task Force. Additionally, the NEFLHCC will have specific deliverables that are required in order to receive any funding. All members of the Coalition, its Executive Board, Coordination Committee and any sub-committees are expected to support efforts to complete the required deliverables.

Some funding must be set aside to cover administrate costs associated with running the NEFLHCC. The following section provides details on how and where these funds will be spent.

### 3.9 FINANCIAL MANAGEMENT AND ADMINISTRATIVE SUPPORT

The NEFLHCC Leadership is responsible to select and negotiate financial terms for a non-FDOH agency to serve as the fiduciary agent and, if requested, provide administrative support for the Coalition. Formal arrangements made with an outside financial agent will follow FDOH contracting processes. A separate and formal contract will be negotiated with the financial agent and will include additional specifics and deliverables beyond the expectations included in these bylaws. Per FDOH policy, all formal contracts are confidential documents and are not subject to review by anyone except the Contract Manager and the Vendor. The NEFLHCC Leadership will serve as the Contract Manager for this contract.

#### 3.9.1 The Fiduciary Agency may provide administrative support, if requested, to the NEFLHCC Coalition Executive Board, committees, subcommittees and work groups through the following actions:

1. Arrange for or provide a meeting venue and meeting support as requested.

2. Provide administrative support efforts to assist with development and updates of regional gap analysis reports. Local gap analysis will be conducted by the Coordination Committee in coordination with county-specific committees and coalitions.

3. Track all purchases and ensure each is tied directly back to a documented health and medical preparedness gap analysis. Any purchases not directly related to a specific gap analysis should be referred to NEFLHCC Leadership for resolution.
3.9.2 The Fiduciary Agency may serve as financial agent for the NEFLHCC through the following actions:

1. Ensure all proposed purchases or expenditures are formally approved by both the NEFLHCC Leadership and the Executive Board. Executive Board approval must be documented in meeting minutes. Leadership approval requires a signed letter or form detailing each purchase.

2. Complete all actions necessary to order or acquire supplies, materials, services, or equipment on behalf of the NEFLHCC and officially recognized committees.

3. Track all purchases and ensure each is tied directly back to a documented health and medical preparedness gap analysis. Any purchases not directly related to a specific gap analysis should be referred to NEFLHCC Leadership for resolution.

4. Ensure items purchased are delivered to intended recipient.

5. Compensate any coalition partner for overnight travel costs, mileage, and per Diem directly related to coalition business or training. All travel reimbursements will be based on State of Florida travel reimbursement rates. NEFLHCC related travel must be approved in advance by the NEFLHCC Leadership.

6. Compile and maintain in a logical and organized manner all receipts, delivery documents, and other evidence necessary to show a complete record of expenditures. Records must include at a minimum:
   - References to specific meeting minutes where purchases were approved
   - Copies of formal Leadership approval
   - Documentation detailing exact purchase and purchase source
   - Receipts showing when and where items were delivered
   - Documentation showing when the final recipient signed for the items

7. Submit to external audits of healthcare coalition business activities as required by the Florida Department of Health.

3.11 AMENDMENTS TO BYLAWS AND GOVERNANCE STRUCTURE
Proposed amendments to the Coalition's bylaws and/or governance structure must be disseminated to all Executive 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 Executive 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 proposed changes. At the Executive 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 Executive 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 Coalition Leadership and the Executive Board to incorporate any changes in federal or state guidance covering Healthcare Coalition activities.
SECTION 4.0: COOPERATIVE AGREEMENT’S PERFORMANCE MEASURES

The work of the NEFLHCC must meet performance measures in the HPP-PHEP cooperative agreement programs.

The measures that form the foundation for reporting this Budget Period (BP2) are defined in the Florida Healthcare Coalition Task Force “Healthcare Coalition Requirements”, hereafter known as “HCC Requirements”. The HCC Requirements are incorporated into this document as a roadmap for assuring performance completion of each designated function. The elements included in the current requirements must be completed in their entirety by the end of the 2016-2017 fiscal year which ends on June 30, 2017. The functions outlined in the current requirements are:

Function 1: Develop, Refine or Sustain Healthcare Coalitions
- Essential members
- Additional Partners
- Evidence of Partnerships
- Governance Documentation
- Multi-agency Coordination during Response

Function 2: Coordinate Healthcare Planning to Prepare the Healthcare System for a Disaster
- Healthcare system situational assessments
- Healthcare System Disaster Planning

Function 3: Identify and Prioritize Essential Healthcare Assets and Services
- Priority healthcare assets and essential services planning
- Equipment to assist healthcare organizations with the provision of critical services

Function 4: Determine Gaps in Healthcare Preparedness and Identify Resources for Mitigation of These Gaps
- Resource Elements (plans, equipment, skills, healthcare resources assessment)
- Address healthcare information gaps

Function 5: Coordinate Training to Assist Healthcare Responders to Develop the Necessary Skills to Respond
- Resource Elements
- NIMS
Function 6: Improve Healthcare Response Capabilities through Coordinated Exercise and Evaluation

- Exercise Plans
- Exercise Implementation and Coordination

Function 7: Coordinate with Planning for At-Risk Individuals and Those with Special Medical Needs

- Status of vulnerable populations and potential impact on healthcare delivery
- Healthcare planning for at-risk individuals and functional needs

Performance measures will be developed based on these requirements, as well as HPP and PHEP Program measures. In addition, the following HCC Developmental Assessment factors will be considered as program measures:

1. The HCC has established a formal self-governance structure, including leadership roles.
2. The HCC has multi-disciplinary healthcare organization membership.
3. The HCC has established its geographical boundaries.
4. The HCC has a formalized process for resource and information management with its membership.
5. The HCC is integrated into the healthcare delivery system processes for their jurisdiction (e.g., EMS, referral patterns, etc.)
6. The HCC has established roles and responsibilities.
7. The HCC has conducted an assessment of each of its members’ healthcare delivery capacities and capabilities.
8. The HCC has engaged its members’ healthcare delivery system executives.
9. The HCC has engaged its members’ healthcare delivery system clinical leaders.
10. The HCC has an organizational structure to develop operational plans.
11. The HCC has an incident management structure (e.g., MACC, ICS) to coordinate actions to achieve incident objectives during response.
12. The HCC demonstrates an ability to enhance situational awareness for its members during an event.

13. The HCC demonstrates an ability to identify the needs of at-risk individuals (e.g., electrically dependent home-bound patients, chronically ill) during response.

14. The HCC demonstrates resource support and coordination among its member organizations under the time urgency, uncertainty, and logistical constraints of emergency response.

15. The HCC members demonstrate an evacuation capability with functional patient tracking mechanisms.

16. The HCC utilizes an operational framework and set of indicators to transition from crisis standards of care, to contingency, and ultimately back to conventional standards of care.

17. The HCC incorporates post-incident health services recovery into planning and response.

18. The HCC ensures quality improvement through exercises/events and corrective action plans.

19. The HCC has established a method (e.g., social network analysis) for incorporating feedback from its members to support group cohesion and improve processes.
SECTION 5.0: COALITION POLICIES

5.1 Conflict Resolution Policy

It is the policy of the Northeast Florida Healthcare Coalition (NEFLHCC) 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 the Coalition and its goals. This conflict resolution policy is intended to constructively address differences of opinion and aid the Coalition 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 NEFLHCC that halts the progress and/or goodwill within the organization will be subject to the Conflict Resolution Policy outlined below.

5.1.1 Notification

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

5.1.2 Negotiation/Compromise

Within seven days of a conflict notification, the chair of the Executive Board 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.

5.1.3 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 Executive Board requesting further action within seven days. The letter should contain the nature of the disagreement and the date of the occurrence. The Executive Board will review the Letter of Disagreement and discuss the next options for resolving the conflict. The Executive 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 Executive Board. The mediator shall be a neutral member from another healthcare coalition in the state. Every option will be taken to achieve cooperation and a mutually agreed-upon solution to the conflict.