

Northeast Florida Healthcare Coalition

Northeast Florida Healthcare Coalition GOVERNANCE DOCUMENTS – BYLAWS

SECTION 1.0 – BYLAWS

1.1 ADDRESS

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

Northeast Florida Healthcare Coalition
100 Festival Park Avenue
Jacksonville, FL 32202

1.2 GEOGRAPHIC AREA

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

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

1.3 MEMBERSHIP

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 the Coalition is a potential member.

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1.3.2 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 follow groups within the six County Coalition region
 - Long Term Care (one vote)
 - Home Healthcare (one vote)
- One of the Regional Emergency Response 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.

1.3.3 Admission as a Member

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

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.

1.4 COALITION MEETINGS

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

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1.5 EXECUTIVE BOARD

1.5.1 Schedule of Meetings

1. The Executive Board shall meet at least once each quarter, but often meet monthly. At a minimum, two meetings must be held in a calendar year. The Executive Board may choose to conduct face-to-face or virtual meetings
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 Elected Officers 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 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 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

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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 Executive Board Chairperson.
11. Prior to the adjournment of any meeting, attendees from the general public will be provided an opportunity to speak.

1.5.2 Strategic Plan

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

1. The Strategic Plan shall include requirements from the Florida Department of Health contract.
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 reference existing Coalition documents that provide 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.

1.5.3 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.

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)

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principles including, Hospital Incident Management System (HICS) and/or Nursing Home Incident Management System (NHICS).

1.5.4 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 Regional Health Advisors). The Regional Emergency Response Advisor will cast one 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 to set forth the project funding guidelines and procedures.

1.5.5 Committees

The Executive Board can appoint 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.

1.5.6 Officers of the Executive Board (“Leadership”)

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

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Chairperson

The Chairperson 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-Chairperson. The Chairperson 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-Chairperson

The Vice-Chairperson may execute the same duties as the Chairperson 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 be the NEFLHCC Coordinator

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.

1.5.7 Election of Officers

Election of officers will take place every two years (odd years) prior to the start of the new fiscal year.

1.5.8 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.

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1.6 NEFLHCC COORDINATOR

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

1.6.1 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
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.

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 FINANCIAL MANAGEMENT AND ADMINISTRATIVE SUPPORT

The NEFLHCC Elected Officers are 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.

1.9 AMENDMENTS TO BYLAWS AND GOVERNANCE STRUCTURE

Proposed amendments to the Coalitions bylaws and/or governance structure must be disseminated to all Executive Board members at least 14 days prior to a noticed 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 Executive Board to incorporate any changes in federal or state guidance covering Healthcare Coalition activities.

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SECTION 2.0: COALITION POLICIES

2.1 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 section.

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.

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 Executive Board. The Executive Board will acknowledge and document all such written conflicts.

2.1.2 Negotiation/Compromise

Within seven days of a conflict notification, the chairperson 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 or held virtually. 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.

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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 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.