

**WESTERN VIRGINIA EMERGENCY MEDICAL SERVICES COUNCIL
BOARD OF DIRECTORS**

DRAFT MEETING MINUTES

DATE: February 4, 2010

LOCATION: Salem Civic Center – Parlor A

Directors Present

Ford Wirt
Steve Eanes
Tommy Hunter
Carey Harveycutter
Jim Cady
Dale Wagoner
Kris Shrader
Steve Allen
Daryl Hatcher
Steve Simon
John Beach
Steve Davis
Tim Duffer
Mike Jefferson
Rob Logan
Morris Reece
Lee Simpkins
Joe Trigg

Staff Present

Debbie Akers
Mary Christian
Gene Dalton
Charles Berger
Mike Garnett

Guests Present

Mike Mulhare, Emergency Manager, Virginia Tech

TO ORDER:

President Ford Wirt called this regular meeting of the Board of Directors to order at 2:00 PM. Ford thanked the Salem Civic Center for providing the meeting space for our meeting.

John Beach introduced his guest Mike Mulhare, Virginia Tech's Emergency Manager.

SECRETARY'S REPORT:

Ford presented minutes of the last meeting as distributed. He called for any corrections or additions. There were none.

ACTION: Motion was made and duly seconded to approve. **Motion CARRIED.**

TREASURER'S REPORT:

Treasurer Harveycutter presented the unaudited treasurer's report for the end of the second quarter of FY 2009. He noted that all accounts were within expectations.

ACTION: Motion was made and duly seconded to adopt. **Motion CARRIED.**

Carey Harveycutter then explained some changes that were made to reorganize and improve efficiencies in our banking. The Executive Committee approved these changes to take effect in January, but the board should affirm the new accounts.

ACTION: Motion to adopt the necessary corporate resolutions and enter into banking arrangements as previously approved by the executive committee was made and duly seconded. **Motion CARRIED.**

EXECUTIVE COMMITTEE:

The WVEMS Regional EMS Plan was discussed at the last board meeting. Comments relating to the strengths and weaknesses of the Council and its plan were sought, along with comments relating to the various opportunities available to us, and any threats. Most comments received related to finances, and the need to include in our planning any improvements to cost controls and efficiencies.

ACTION: Motion to adopt was made and duly seconded. **Motion CARRIED.**

The WVEMS Continuity of Operations Plan was revised in 2009 based on comments received last year. A few new revisions relating to updated IT procedures and resource contacts are proposed in the 2010 version.

ACTION: Motion to adopt was made and duly seconded. **Motion CARRIED.**

MEDICAL DIRECTION COMMITTEE:

Debbie Akers reported for the Medical Direction Committee. The RSAF joint grant application from WVEMS and BREMS to fund printing of the new operational guidelines handbooks was denied. A recent poll was conducted to obtain opinions on the necessity to print pocket guides. The results were overwhelming (505 to 36) in favor of providing a printed pocket guide to every affiliated EMS provider. Discussions are underway at OEMS to reconsider the grant request, but funding is not guaranteed. Staff recommends that reserve funding be used (if necessary) up to \$10,000 to print and distribute the handbooks. This matter was discussed in executive committee, and that committee recommended that a RSAF funds again be sought if the time frame for roll-out permits. As an alternative, the Council will print a smaller quantity and will furnish one copy for each permitted vehicle, one binder copy for each station, and once binder copy for each hospital and OMD. Additional handbooks can be ordered by agencies and providers for a fee. It was suggested that a pre-print discount be offered.

ACTION: Motion to approve funding for Operational Guideline handbook printing up to \$5,000 if required, and to provide one copy for each permitted vehicle, one binder copy for each station, and once binder copy for each hospital and OMD, and to provide additional copies to agencies and providers for a fee was made and duly seconded. **Motion CARRIED.**

Debbie also reported for the state Medical Direction Committee. A meeting was held recently, but no quorum was present so no action items were undertaken. Work toward statewide guidelines continues.

PERFORMANCE IMPROVEMENT COMMITTEES:

Charles Berger reported for the General and Trauma Performance Improvement Committees. Both met in December. He reported on several projects undertaken by the committees.

The Trauma PI Committee served as the committee to review and revise the WVEMS Trauma Triage Plan. This plan has been adopted by the committee and distributed to the board for adoption.

ACTION: Motion to adopt was made and duly seconded. **Motion CARRIED.**

NSPA:

Morris Reece reported for the Near Southwest Preparedness Alliance. NSPA did not meet last month, but work on many projects is ongoing.

EMS ADVISORY BOARD:

Dale Wagoner reported for the Advisory Board. A written report was included in the board agenda packet. The next meeting is set for February 12 2010 in Richmond at the Office of EMS at Technology Park. Dale noted that state budget cuts were of significant concern to the Advisory Board.

EMS FINANCIAL ASSISTANCE:

Applications for the upcoming cycle are due by March 15. A report of the current cycle awards was included in the board agenda packet.

President Wirt encouraged all agencies seeking RSAF funding to seek assistance from WVEMS staff.

NEW BUSINESS:

Carey Harveycutter reported for the Nominating Committee. The committee nominated the following slate of directors and actions:

City of Roanoke	Billy Altman
Alleghany County	Ryan Muterspaugh
Roanoke County	Steve Simon
Giles County	Steve Davis
City of Martinsville	Kris Shrader
Franklin County	Daryl Hatcher
Craig County	Jim Cady
Virginia College of Emergency Physicians	Steve Ausband
Virginia Assoc. of Vol. Rescue Squads	Rickey Hodge

Emergency Nurses Association	Judy Cauley continues to serve until
nominations are received	
At-Large, Fourth Planning District	Hold vacant pending acceptance by nominee

ACTION: Motion to elect the directors as nominated by the committee and adopt recommendation of the committee regarding two other seats was made and seconded.

Motion CARRIED and directors were elected.

The Nominating Committee recommends that the bylaws be amended to allow appointment of directors representing localities, rather than election. An amendment was prepared and distributed for consideration.

ACTION: Motion to adopt the amendment was made and duly seconded. **Motion CARRIED.** The amendment is attached to and made a part of these minutes.

PRESIDENT'S REPORT: The President reported 66 percent of the Board in attendance.

EXECUTIVE DIRECTOR'S REPORT:

The OEMS designation process recommends that language addressing distribution of assets upon dissolution be included in our bylaws. Such amendment was prepared and distributed.

ACTION: Motion to adopt the amendment was made and duly seconded. **Motion CARRIED.** The amendment is attached to and made a part of these minutes.

The executive director explained current proposals to move OEMS to the Public Safety secretariat. The official position of the regional directors group is to remain neutral, but work to ensure that certain aspects remain intact, including EMS' funding stream, medical direction involvement, and support for regional EMS councils. Nothing has been introduced this year to that effect, but it is likely to come up again next year.

Discussion included advice to use caution in this matter, as the prime focus of Public Safety is law enforcement, and state police in particular.

Several revisions have been made to our Financial Control Policies over the past year. Mary Christian, Business Manager explained the revisions. It is advisable for the board to adopt the current version.

ACTION: Motion to adopt was made and duly seconded. **Motion CARRIED.**

Rob brought forth discussions on a venue for the 2010 Regional EMS Awards Program. The executive committee recommends that our annual awards program return to a more formal seated dinner.

ACTION: Motion to hold a seated dinner awards program for 2010 was made and duly seconded. **Motion CARRIED.** It is noted that Carey Harveycutter abstained from this vote, declaring a potential conflict of interest.

Rob presented a proposal to revised our board meeting schedule, to allow for adoption of various plans and documents to meet deadlines set out in our contract with OEMS. The executive committee recommends that future meetings be held on the second Thursday of the last month of each calendar quarter, and that for the remainder of 2010, meetings be held at 2:00 PM.

Discussion included exploring the possibility of allowing proxy votes or alternate representatives. This matter was referred to the executive committee for consideration.

ACTION: Motion to move board of directors meetings to the second Thursday of the last month of each calendar quarter, and for the remainder of 2010, hold meetings at 2:00 PM was made and duly seconded. **Motion CARRIED..**

The 2009 Annual Report was presented. Our contract with OEMS requires adoption by the board.

ACTION: Motion to adopt was made and duly seconded. **Motion CARRIED.**

STAFF REPORTS:

Debbie - none

Mike- none

Charles - none

Gene - none

Mary - none

OTHER BUSINESS:

Steve Simon reported to the board that Billy Altman was undergoing treatment for cancer, and asked that thoughts and prayers for his recovery continue.

Rob reported that the OEMS site review team for designation will be in the office on Tuesday, February 16. He encouraged any interested directors to come by and meet the reviewers.

HEARING OF THE PUBLIC:

None

Being no further business, the meeting was adjourned at 3:25 PM.

Respectfully submitted:

Robert Logan
Executive Director

**WESTERN VIRGINIA
EMERGENCY MEDICAL SERVICES COUNCIL, INC.**

**Notice to Amend the Bylaws:
To Amend Article V – BOARD OF DIRECTORS**

The intent of these amendments is as follows:

1. To allow localities to appoint, rather than nominate their representatives to the board. Staff has been approached by various locality administrators stating that normally any locality's representative to any board or commission is appointed by the locality's governing body, and not subject to election by the board or commission.

Amend Article V, Section 1 – MEMBERSHIP

Directors of the Corporation, hereinafter referred to as the Council Board, shall be elected or appointed in accordance with the Articles of Incorporation and the following provisions:

Amend Article V, Section 3 – ELECTIONS, TERM OF OFFICES AND VACANCIES

The Council Board shall be comprised of twenty-seven (27) members allocated as follows:

A. Among Political Jurisdictions (18)

At least one director from each of the following political jurisdictions:

City of Roanoke	Alleghany County
City of Salem	Roanoke County
City of Radford	Botetourt County
City of Covington	Craig County
Pulaski County	Montgomery County
Floyd County	Giles County
City of Danville	Franklin County
City of Martinsville	Henry County
Pittsylvania County	Patrick County

Directors allocated to political jurisdictions shall include residents of the area served and representatives of organizations, including rescue squads and medical societies, engaged in the emergency medical services system as prescribed in Article V, Section 1. Directors representing localities shall be appointed by the locality represented.

B. At Large Professional (5)

Virginia Chapter – American College of
Emergency Physicians

1

Emergency Nurses' Association	1
Virginia Association of Volunteer Rescue Squads	1
Near Southwest Preparedness Alliance	1
Regional Medical Director	1

One at-large from each of the above professional organizations shall be elected from among names of persons submitted by each organization to the Council Board. In the case of the Regional Medical Director, nominations shall be provided by the nominating committee.

C. At-Large Other (3)

Three directors, one from Fourth Planning District, one from the Fifth Planning District, and one from the Twelfth Planning District, shall be chosen with out regard to professional organization affiliation or political jurisdiction, and shall be elected by the board.

D. The Council's Executive Director, who shall serve without vote.

Of the foregoing twenty-seven directors, not less than ten percent (10%) shall be persons whose vocational or professional activities do not directly involve them as emergency health care providers.

E. Directors, (with the exception of the Executive Director and Regional Medical Director) shall serve a term of three (3) years in office, measured beginning the first day of the month following the annual meeting of the Council Board. The Executive Director's term shall coincide with his/her employment. The Regional Medical Director's term shall coincide with his/her appointment.

All directors elected or appointed annually shall take office on the first day of the month following their election or appointment.

F. Vacancies on the Council Board shall be filled for the unexpired portion of the term by the Council Board or the appointing authority at any regular meeting or at a Special meeting called for that purpose.

G. A director shall serve until the expiration of the term to which elected or until replaced by the appointing authority, and until a successor has been appointed or qualified, or until the prior resignation, death or removal of such director.

H. An elected director who shall be absent from three (3) consecutive Board Meetings shall be considered to have resigned from the Board, subject to acceptance of the resignation by the Board of Directors.

I. Removal of a director for cause, other than absence, shall require a vote of two-thirds (2/3) of the members of the Board present and voting. Notice of a meeting to consider a removal shall be mailed to each director at least seven (7) days prior to the date of such proposed meeting, stating the purpose of such meeting.

Vacancies resulting from the above shall be filled according to the membership and election and appointment requirements of the Bylaws.

**WESTERN VIRGINIA
EMERGENCY MEDICAL SERVICES COUNCIL, INC.**

Notice to Amend the Bylaws:

To Add Article XVIII – DISTRIBUTION OF ASSETS UPON DISSOLUTION OF THE CORPORATION

The intent of these amendments are as follows:

2. To meet the guidelines for designation as a regional EMS council by the Virginia Board of Health and the Virginia Office of EMS, it is recommended that language addressing the distribution of the corporation's assets upon dissolution be included in the bylaws. This is already addressed in the Articles of Incorporation and in the Financial Control Policies, but this will add identical language to the bylaws.

Add Article XVIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or another 501(c)(3) organization, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the Commonwealth of Virginia.

