



# **Tampa Bay Health & Medical Preparedness Coalition**

**Hereafter known as “TBHMPC”**

**Charter, By-Laws, and Governance Structure**

Effective Date: 4/3/2018

## Article 1 – Background

- A. Counties included in the Tampa Bay Health & Medical Preparedness Coalition (TBHMPC) include Citrus, Hardee, Hernando, Hillsborough, Manatee, Pasco, Pinellas, Polk, and Sumter. Population rates for each county are determined by the most recent Census data.
- B. The Health Care Coalition approach works to include ALL health & medical system partners in the preparedness process while sustaining gains developed within hospitals. There's also a connection in this new process to FEMA's Whole Community Concept. The Whole Community Concept works to engage all parts of a community in disaster planning and preparation so the entire community becomes more resistant to the impacts of future disasters and can recover quicker after the disaster occurs. Health Care Coalitions are intended as a vehicle to maintain current hospital preparedness levels while enhancing disaster preparedness and resiliency in other portions of the entire health & medical system.
- C. The TBHMPC is **NOT** designed nor intended to be a disaster response organization. It's also recognized that TBHMPC activities will serve to support, enhance and expand regional and county-level health & medical response capacity and capability.

## Article 2 – Definitions

- **Board of Directors** – a 9-member group elected or appointed by their respective Standing Committees charged with overall responsibility for TBHMPC finances, strategic planning, and senior leadership decisions. See Article 5 for more details.
- **Emergency Support Function 8 (ESF8)** - Within Florida's emergency management system there are between 18 to 21 separate Emergency Support Functions (ESF). Their responsibilities range from transportation to military affairs to first responder activities. ESF-8 represents the health & medical system within this larger emergency support function structure.
- **Health & Medical System** – includes all aspects of the health care system including all medical services from pre-natal care to funeral service, both public and private.
- **Regional Health & Medical Co-Chair** – a role within the Florida Department of Health charged with leading disaster preparedness efforts within the RDSTF-4 area. Serves as a Executive Board member of the State-wide Domestic Security Coordinating Group (DSCG).
- **Standing Committee** – Each county group has formed into a county-level coalition under the TBHMPC umbrella.
- **TBHMPC** – acronym for Tampa Bay Health & Medical Preparedness Coalition.

### **Article 3 – Vision & Mission**

A. Vision - To further develop and promote the health & medical system disaster preparedness and recovery capability in the Coalition boundary. This vision includes (but is not limited to) **active involvement** from the following health & medical system partners based within the TBHMPC boundaries:

1. Public Health agencies\*
2. Emergency Management\* / Public Safety agencies\*
3. Hospitals\* (acute and rehabilitation facilities) including Critical Access Hospitals\*
4. Emergency Medical System (EMS) agencies\* (public and private including Fire Department based)
5. Federally Qualified Health Centers (FQHCs)\* and Rural Health Centers\*
6. Nursing Homes\*, Assisted Living Facilities\*, and Group Homes\*
7. Home healthcare industry (includes home healthcare agencies, nurse registries, and durable medical equipment providers)\*
8. Dialysis centers (end stage renal disease)\* and Ambulatory Surgical Centers (ASC)\*
9. Blood banks, stand-alone medical laboratories, and poison control agencies
10. Medical Examiners\* and funeral homes
11. Community mental health centers / behavioral health providers\*
12. Psychiatric Residential Treatment Facilities (PRTF)\*
13. Hospice facilities and agencies (in-home care)\*
14. Substance Abuse Receiving Facilities
15. Residential Substance Abuse Treatment Facilities\*
16. Intermediate Facilities for Individuals with Intellectual Disabilities\*
17. Comprehensive Outpatient Rehabilitation Facilities (CORF)\*
18. Organ Procurement Organizations (OPO)\* and Transplant Centers\*
19. Healthcare associations and professional medical associations
20. Pharmacies and pharmacy associations
21. Primary care providers and walk-in clinics
22. Higher education agencies directly involved in healthcare professional education
23. Medical Reserve Corps (MRC) units
24. Volunteer organizations with a health & medical mission (Red Cross or similar)
25. Community organizations with a health & medical mission
26. Faith-based or non-profit organizations
27. Private organizations with a health & medical system role
28. Community organizations serving health & medical needs of vulnerable populations

\* = agencies in the 17 health care sectors under the CMS Emergency Management Rule

B. Mission - To educate on, coordinate, and improve the delivery of healthcare services before, during, and after planned events or emergent incidents.

## **Article 4 – Coalition Boundary**

TBHMPC includes all health & medical system partners (as described in Article 3, paragraph A) in the following counties:

- Citrus
- Sumter
- Hernando
- Hillsborough
- Manatee
- Pasco
- Polk
- Hardee
- Pinellas

## **Article 5 – Membership**

### **A. Board of Directors:**

1. The Board of Directors will be from the 9 Standing Committees. Non-voting members include the FDOH Regional Health & Medical Co-Chair, the Coalition’s Executive Director, and the Coalition’s Fiduciary Agent.
2. Voting members of the Board of Directors will serve for a term as defined by their respective Standing Committee.
3. Any Board of Directors member can request removal at any time.
4. It is the responsibility of each standing committee to appoint a Board of Directors representative.
5. The Board of Directors will elect the following officers for a 1 year maximum term limit (starting in March 2018) from within their membership:
  - a. Chair Person
  - b. Vice-Chair
  - c. Secretary / Treasurer

### **B. Advisory Committee:**

Membership of the Advisory Committee includes the Board of Directors, the FDOH Regional Health & Medical Co-Chair, and the Coalition Executive Director serving as the facilitator. The Board of Directors will appoint representatives to fill the following Advisory Committee roles until replaced by the board or the representative requests removal.

1. One regional EMS Representative
2. One representative of from the Long-Term Care community (includes nursing homes, assisted living facilities, and group homes)
3. One hospital representative
4. One representative from a local health department within the coalition boundaries, preferably from a senior leadership position.
5. One person representing community-based out-patient care services (includes private practice physicians and all other out-patient care agencies)
6. One Emergency Management representative from a county within the Coalition’s defined boundary
7. One person representing physicians
8. One home healthcare industry representative

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9. One person representing the Residential Behavioral Health community
  10. One representative from the hospice community
  11. One representative from a dialysis facility (end stage renal disease)
  12. One community mental health facility representative
  13. One representative from a substance abuse treatment facility
  14. One representative from the organ procurement or an organ transplant facility
  15. One representative from an Ambulatory Surgical Center
  16. One representative from the Programs for All-Inclusive Care for the Elderly (PACE) community
  17. Other subject matter experts as deemed appropriate by the Advisory Committee and approved by the Board of Directors.
- C. Planning Advisory Group – Includes Public Health Preparedness planning staff from all Tampa Bay HMPC counties. This group is critical to provide the Board of Directors with a global perspective on any number of health & medical planning issues. Planning Advisory Group is primarily responsible for:
1. Developing a regional gap analysis of health & medical disaster preparedness, response, or recovery capabilities. This gap analysis and prioritization will serve as a major component of any funding approval process.
  2. Review and vetting of all submitted funding projects
  3. Regional funding project prioritization recommendations
- D. Members will include representatives from all organizations as defined in Article 3, paragraph A. Conditions of membership include:
1. Agree with the Vision & Mission
  2. Demonstrate willingness to assist and support other Tampa Bay HMPC members during any response or recovery activity
  3. Appoint a representative to attend meetings
  4. Ensure a senior decision maker signs a Memorandum of Agreement (MOA) or Letter of Support (LoS)
  5. Health & medical system sectors are encouraged to appoint one member to represent their interests
- E. Membership Application Procedure – Organizations meeting the criteria defined in Article 3, paragraph A may request membership by email, formal letter, or by attending meetings.
- F. Responsibilities of Membership:
1. The leadership of each member organization must be committed to send knowledgeable and authoritative representatives to TBHMPC meetings.
  2. All Board of Directors members, Planning Advisory Group, and members must have access to the resources of their organization to serve the needs of disaster victims.
  3. Board of Directors members that do not participate in two consecutive meetings may be replaced by the TBHMPC Board of Directors.

- G. Termination of Membership - A membership may be terminated by:
1. Voluntary – Submission of an email or letter of separation to TBHMPC Chair / Vice-Chair.
  2. Non-Voluntary – Consistent failure of the Coalition member (including Board of Directors members) to meet the conditions and responsibilities of membership. Membership may be terminated at any time for any reason by a majority vote of the TBHMPC Board of Directors.

## **Article 6 – Meetings**

- A. TBHMPC meetings shall be guided by Roberts Rules of Order except as otherwise provided for in these by-laws.
- B. Meeting Frequency:
1. Meetings of the Board of Directors will be held at least 4 times annually or more frequently as needed on a schedule set by TBHMPC Chair / Vice-Chair
  2. Quarterly meetings can be attended via conference calls or other Internet-based meeting systems.
  3. E-mail notice shall be sent to all members prior to any meeting.
- C. Voting during Board of Director Meetings:
1. Each Board of Directors member is entitled to one vote.
  2. A quorum of 5 of the Board of Directors voting membership must be present or clear participation through electronic attendance (conference call or other on-line meeting systems) for a vote to be counted.
  3. All voting shall pass by simple majority vote.
  4. All votes (formal or consensus reached) will be recorded in the meeting minutes to include how the Board of Directors voted.
- D. All Board of Director meetings will have an agenda published at least three (3) days in advance of the meeting, and minutes shall be taken and retained. All meeting agendas, minutes, and supporting documents will be emailed or posted in a location accessible to all members. The Coalition and its Board are not subject to Government in the Sunshine requirements but are committed to transparency to its members.

## **Article 7 – Coalition Officers**

- A. Chair and Vice Chair – Responsible to lead initiatives identified in policies and procedures approved by the Board of Directors.
- B. Secretary / Treasurer – Responsible to work with Executive Director and Fiduciary Agent to monitor all budgeting and expenditures. This person will also lead efforts to provide financial reports to the Board of Directors, the Advisory Committee, or the Planning Advisory Group as requested.
- C. Executive Director – This role serves in the following capacities:
1. Is a direct-report to the Board of Directors

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2. Organizes and facilitates all Board of Director meetings, Advisory Committee meetings, and Planning Advisory Group meetings
3. Hires and supervises Coalition staff and contractors to ensure policy and procedure compliance as authorized by the board.
4. Provides over-sight of all funding projects
5. Monitors Coalition activities ensuring compliance with these by-laws
6. Support development of contract deliverables
7. Completes final review of all funding project and contract deliverable expenditures

### D. Fiduciary Agent – Responsible for the following:

1. Currently serves under a contract arrangement with the State of Florida.
2. Support or assist with meeting venue arrangements.
3. Monitor and track all expenditures and funding allocations
4. Arrange for purchases or expenditures as directed and approved by TBHMPC Board of Directors

## **Article 8 – Hold Harmless Statement**

- A. TBHMPC Board of Director members shall not be personally liable for debts, liabilities, or other obligations of the TBHMPC. No individual Board member shall, by reason of his or her performance on behalf of the agency or any duty, function, or activity required, or authorized to be undertaken by TBHMPC, be liable for the payment of damages under any law of the United States or any state (or political subdivision of any state) if the member himself or herself to be acting with the scope of the duty, function, or activity of a Board member, and with respect to such performance, acted without gross negligence or malice toward any person affected by it.

## **Article 9 – Financial Management & Administrative Support**

- A. Formal arrangements made with West Central Florida Disaster Services Inc. will follow FDOH contracting processes. A separate and formal contract may be negotiated with the financial agent and will include additional specifics and deliverables beyond the expectations included in these by-laws.

## **Article 10 – Amendments to Charter, By-Laws, and Governance Structure**

- A. Proposed amendment changes must be moved and seconded in approved meeting format.
- B. Amendments may be approved and implemented by a simple majority vote.
- C. These by-laws will be reviewed annually by the Board of Directors to incorporate any changes in federal or state guidance covering Health Care Coalition activities.

**END OF TEXT**

## Record of changes:

- Oct 31, 2013 - Chief Keith Chapman proposed changes to Article 2, Vision & Mission that would allow items purchased with these funds to be used on a daily basis. He's tasked with preparing draft language for consideration at the next Board of Directors meeting. Entered changes into DRAFT text on 11/22/2013. See Red Text in Article 2 above.
- Nov 21, 2013 - Add details on funding project review process and timelines. May require a new Article, could also require re-numbering other Articles. Entered changes into DRAFT text on 11/25/2013. See Red Text in Articles 8, 9, and 10 above. Also renumbered Article 11.
- Nov 22, 2013 – Added to Article 9, para A details about a separate and formal contract that will have additional deliverables
- Nov 25, 2013 – added details as needed to support proper page breaks to keep each Article together in a more readable fashion
- Feb 17, 2014 – conference call with Kay Croy and Christie Luce produced requested changes to R4-HMC by-laws. Changes represent clarification of Standing Committee structure and membership, addition of Emergency Management & behavioral health to Board of Directors, and change “coalition leadership” to “chair and co-chair” where ever these terms were used.
- April 22, 2014 – sent By-laws Version 3 to Board of Directors for review and approval. Version 3 includes following:
  - Changes “Leadership” to “Chair / Vice-Chair”
  - Further defines role, structure, and membership of Standing Committees
  - Adds Emergency Management and Behavioral Health representatives to Board of Directors
  - Further define funding project review and approval process
- April 24, 2014 – obtained 13 approval votes from Board of Directors members. Only two Board members did not vote. Communication with one of them revealed she had not voted because she hasn't had time to read the By-law revisions yet.
- July 7, 2014 – Provided version 4 of By-laws to Board of Directors for review and vote. This change represents the addition of Manatee County to our coalition boundary. Also changed the county population estimates from the 2010 Census data to the 2013 Census estimates.
- Oct 30, 2014 – Began version 5 revisions. Changed Pinellas & Manatee Standing Committee names to their current versions. Replaced “leadership” with “Chair / Vice-Chair” as appropriate. Deleted references to R4-HMC Chair being the contract manager over the fiduciary agent contract. Added provisions allowing Chair / Vice-Chair to use up to \$5000 annually to cover routine coalition operating costs. By-laws changes approved 12/22/2014.
- July 23, 2015 – Began version 6 revisions. Changes included:
  - Remove references to “R4-HMC” and replace with “Tampa Bay HMPC”
  - Remove unnecessary references to submitting our project funding lists to FDOH, this step is not needed.



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- Revise project submission process to include resubmitting projects each year and further clarifying the prioritization process used by the Planning Advisory Group.
  - Include further clarification of allowable and non-allowable projects.
- August 26, 2015 thru October 22, 2015 – Board of Directors directed to remove procedural details from the By-Laws. An Ad-Hoc Committee was formed to help with this process. Efforts to remove those details revolve around a desire to have a more permanent set of By-Laws and policy & procedure documents that can be changed easily. Changes passed via a majority vote from Board of Directors members.
- December 2017 through February 2018 – Another Ad Hoc committee formed to review and update By-laws. Focused on a streamlined governance structure supportive efforts to become a 501c3 organization. Also added a “Definitions” section used to define specific terms used in these By-laws.
- March 16, 2018 – New Board of Directors met to finalize By-laws. Did not complete review. Text up through Article 5, Paragraph D were approved. Remaining text will need further approvals at the next meeting.
- April 3, 2018 – Board of Directors finalized their review and approval of By-Laws Version 7.