



Big Bend Healthcare Coalition Organizational and Governance Structure

I. INTRODUCTION

The Big Bend Healthcare Coalition (BBHCC) was formed in 2014 in response to the need for healthcare and response organizations to collaborate to better prepare for and respond to medical surge events. This mission is in concert with federal guidance from the Department of Health and Human Services (DHHS), Assistant Secretary for Preparedness and Response (ASPR) which recognizes that major health related emergencies require a more coordinated healthcare system. This is also in concert with FEMA's concept of "whole community", which fosters a broader collaborative network of healthcare providers which can support the needs of communities during an emergency response event.

The purpose of the BBHCC is to form a broad collaborative network of healthcare and support organizations and their respective public and private sector response partners. The goal of the BBHCC is to facilitate integration, collaboration, and coordination, of healthcare organizations in the Big Bend region for emergency preparedness, response and recovery.

The BBHCC is comprised of healthcare and support system providers in Franklin, Gadsden, Gulf, Madison, Jefferson, Leon, Taylor, and Wakulla counties. The core members of the BBHCC include the following disciplines:

- Acute Care Hospitals
- Emergency Management Organizations
- Emergency Medical Services
- Public Health Agencies

II. ORGANIZATION

The BBHCC is organized as a 501(c)3 and is registered with the State of Florida and the IRS. The BBHCC is led by a Board of Directors and the general membership includes those organizations and entities with a role in collaborating with emergency preparedness and response in the healthcare community.

A. NAME

The legal name of the healthcare coalition is the “Big Bend Healthcare Coalition, Inc.”, a Florida nonprofit corporation, hereafter referred to as the BBHCC.

B. GEOGRAPHIC AREA

The geographic area to be served by the BBHCC includes the following counties:

- Franklin
- Gadsden
- Gulf
- Jefferson
- Leon
- Madison
- Taylor
- Wakulla

C. MEMBERSHIP

BBHCC shall be organized into two levels of participation: general membership (non-voting) and the Board of Directors (voting). General membership is referred to as “General Members”. The voting membership is referred to as the “Board”.

1. General Membership

In addition to the core member disciplines listed above, many community partners collaborate in the healthcare system. Any organization with a healthcare connection during a public health emergency in the geographic region of the BBHCC is a potential member. General members are non-voting members but are invited to participate in activities sponsored by the Coalition.

The appointing authority of each BBHCC member shall designate a representative to attend and participate in BBHCC meetings and activities. The representative should have a key role at the organization related to Coalition activities. Designated representatives can participate in any BBHCC activity. Members may be called upon to provide guidance on BBHCC issues pertaining to their area of expertise.

a. General Member Term

General Members shall serve at the discretion of their appointing organizations.

b. General Member Duties and Responsibilities

It shall be the duty of the General Members to do the following:

1. Participate with quarterly meetings;
2. Participate in the activities of BBHCC;
3. Serve on work groups and/or committees if requested;
4. Provide information and guidance to Board as requested.

c. Committees or Workgroups

Committees or workgroups will be created by the Board and/or the General Membership of the BBHCC as the need arises. Each committee or workgroup will elect a chairperson and the life of the committee will be determined by the matter under consideration. The committee will be disbanded when its purpose has been served. The number of members will be determined by the Board.

2. Board of Directors

The voting membership shall be known as the Board of Directors, hereafter referred to as “the Board”. As determined at the first meeting of the BBHCC and subsequent meetings, the Board of the BBHCC shall consist of the following disciplines and geographical representation:

- Behavioral Health/Long Term Care
- Behavioral Health/Long Term Care
- Big Bend Transit – Regional
- Emergency Management
- Emergency Management
- Emergency Medical Services
- Emergency Medical Services
- FQHC Medical Centers/Regional
- Health and Rehab/Long Term Care
- Hospital
- Hospital
- Public Health
- Public Health
- Public Health

The Board shall: determine the issues to be addressed by the BBHCC; make recommendations to the BBHCC membership on community-wide emergency preparedness, response, and recovery related matters; coordinate the regional approach to healthcare and support system emergency planning, training, and response/recovery; coordinate the fiscal matters from programs and activities managed by the coalition; and periodically ensure that the effectiveness of the Coalition is evaluated.

At the direction and recommendation of the chairperson, enact by quorum vote matters related to policies developed and expenditures incurred by the BBHCC.

a. Board Member Terms of Office

Terms of Office start at the beginning of the fiscal year (July 1) unless there is a vacancy. Board members shall be elected for a term of two years. Board members will be able to serve additional years upon approval by the Board but will not exceed two consecutive terms. Exceptions may be made upon approval by the Board.

b. Board Member Compensation

Board members shall serve without compensation; however, nothing in this section shall prohibit reimbursement of a Board member for his or her actual expenses, which have been approved by Board.

c. Board Vacancies

1. Vacancies on the Board shall exist on the death, resignation, or removal of any Board member.
2. The resignation of a Board member shall take effect upon the date of acceptance by Board.
3. A person selected as a Board member to fill a vacancy shall hold office until expiration of the uncompleted term or until the new Director's death, termination, or resignation as provided in these Bylaws.
4. Termination of an individual's membership from Board shall result from the member's resignation or death, action by Board, or termination of a member's term in accordance with the provisions of paragraph 5 of this section. Anything in these Bylaws to the contrary notwithstanding, the term of board member may be terminated in the event that the board member fails to attend any three (3) consecutive unexcused meetings or the Board member fails to attend more than 50 percent of all announced meetings in any 12-month period. A

courtesy notification of change in status of such member may be sent by letter indicating that another absence may result in a request for termination by Board.

5. A Board member may be terminated by an action of the Board if a change in the status of his or her affiliation jeopardizes the prescribed constitution of the governing body. A Board member may be terminated by an action of the Board for behavior contrary to adopted policies or other abuse of membership policies.

3. Officers of the Board of Directors

The officers of the Board shall be elected by the Board and shall consist of a Chair, a Vice-Chair, Secretary, Treasurer and Immediate Past Chair. In the absence of any officer of the Board of Directors, or for any other reasons that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, provided a majority of the members of the Board concur. If an officer resigns or is unable to serve, the Board will elect a replacement.

Chair - The Chair shall provide the direction and leadership for the Coalition. He/she shall act as Chairperson of all Coalition meetings; serve as the official representative and spokesperson of the Coalition;

Vice-Chair - The Vice-Chair shall preside over meetings in the absence of the Chair; serve as the liaison to outside agencies at the direction of the Chair; and perform other duties assigned by the Chair.

Secretary - The Secretary will oversee the production and distribution of agendas and minutes for BBHCC meetings, maintenance of membership roster including email distribution lists, and other administrative functions as needed.

Treasurer - The Treasurer shall work with the fiscal agent to manage the collection of any revenues associated with BBHCC activities to include, but not limited to, grants, contracts, donations, and contributions. The Treasurer must also approve and track BBHCC financial matters in coordination with the Chair and fiscal agent and will provide quarterly reports to the Board and General Membership on the status of BBHCC account balances, revenues, and expenditures.

Immediate Past Chair - The Immediate Past Chair shall provide transitional support to the incoming Chair, Vice Chair, and the Board,

a. Election of Officers

The officers of the Board shall be elected by the Board and shall consist of a Chair, a Vice-Chair a Secretary and Treasurer. Election of officers will take place every two years (even years).

b. Officer Term of Office

Officers shall be elected for a term of two years. Terms of Office start at the beginning of the fiscal year (July 1). Officers will be able to serve additional years upon reelection but will not exceed two consecutive terms. Officers can serve extended terms upon approval of the Board.

c. Delegation of Duties of Officers

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

d. Removal and Resignation of Officers

Any officer may be removed should he or she cease to be qualified for the office as herein required, or for cause, by action of Board vote at any regular or special meeting. Any officer may resign at any time by giving written notice by email or certified mail to Board or Chair of Board. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

e. Filling Officer Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by Board for the unexpired portion of the term. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as Board shall fill the vacancy.

f. 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.

g. Liability

Board members shall not be personally liable for debts, liabilities, or other obligations of the BBHCC. 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 BBHCC, 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.

III. MEETINGS OF THE BBHCC

A. General Membership Meetings

Regular meetings of the BBHCC shall be held quarterly unless modified by the Chair. Each meeting shall follow a predetermined agenda established by the Chair in consultation with the Board. Minutes of the meeting shall be taken and retained for a period of not less than five (5) years.

B. Special Meetings

Special meetings may be held upon call of the Chair or at the request of any two members of the Board of Directors. Minutes of the meeting shall be taken and retained for a period not less than five (5) years.

The Board of Directors shall meet face to face quarterly, with special meetings to be called by the Chair as necessary. Notice shall be provided of all regularly scheduled Board of Directors meetings at least five (5) working days prior to the meeting date. In the case of a Special meeting, such notice shall state the purpose of the meeting. Special meeting notices shall be issued not less than 24 hours prior to the meeting.

C. Board of Directors Meetings

A simple majority of the Board in attendance shall constitute a quorum for the transaction of business.

1. Voting

At any meeting having a quorum, action may be taken by a simple majority of those Directors, or their designated alternates who are present. If a quorum is not present at a meeting, transaction of business will take place under the condition that any motions that are put forth to a vote will be presented to absent voting representatives via electronic mail to receive a quorum vote. A reasonable amount of time will be allowed for receipt of absentee votes not to exceed ten days from the date of the meeting. If a quorum is not obtained the motion fails.

2. Open Meetings

Meetings shall not be open to the public. Invited guests must be approved by the Chair or the Board prior to attendance.

IV. FISCAL AGENT

While the Treasurer has ultimate responsibility for the finances of the BBHCC, the Board, upon the recommendation of the Treasurer should also retain the services of an independent private accounting firm to conduct the accounting and record keeping tasks and practices required of the BBHCC.

V. EXPENDITURES

The Board shall develop and implement an Expenditure Policy, Process, and Guidelines which will provide guidance and a process for expending BBHCC Funds. This document shall be provided to all members and reviewed and updated on an annual basis.

VI. RECORDS RETENTION

The BBHCC shall comply with all Audits, Records, and Records Retention requirements as appropriate and articulated in Section I. Paragraph C. Sections 1-6 as set forth in the current BBHCC Contract with the State of Florida as executed on 10/11/17.

VII. PUBLIC ACCESS TO MATERIALS

The BBHCC shall comply with all Public Records provisions, requirements, and access as appropriate and articulated in Section I. Paragraph C. Section 7 as set forth in the current BBHCC Contract with the State of Florida as executed on 10/11/17.

VIII. ADMINISTRATION

The BBHCC is one of many healthcare coalitions being formed statewide to supplement and support the local jurisdiction and State's ability to respond to and recover from disasters and other emergencies. The BBHCC is authorized to retain the services of a qualified contractor to conduct the administration of the BBHCC consistent with the policies, goals, and continuation of the BBHCC as a valuable community and regional resource.

IX. BY-LAW AMENDMENT

Consistent with Section 617.0206 of the Florida State Statutes, the Organizational Governance and Bylaws of the BBHCC shall be reviewed on an annual basis and can be altered, amended, repealed, or revised by a majority vote of the Board

X. BY-LAW ADOPTION AND REVISION HISTORY

These Organizational Governance and Bylaws were originally adopted by the Board of Directors of the BBHCC by a majority vote on April 17, 2014 and were subsequently amended by a majority vote of the BBHCC Board of Directors on January 12, 2018, April 11, 2018 and March 4, 2022.

XI. MEMBER PARTICIPATION GUIDELINES

The BBHCC encompasses a wide variety of healthcare system and support providers throughout the Coalition boundaries. The number of individual healthcare and support providers within the Coalition counties is varied and it is not practical or logistically feasible that all members participate similarly in all Coalition activities. However, members or alternates who do not sufficiently participate in BBHCC activities or attend meetings will be approached by a Board member designated by the Chair to gauge the member's desire for continuing Coalition membership. The Board shall determine and make public to the members the definition of the "sufficiency of participation" which may vary between members.

All members:

- Are encouraged to communicate and engage in preparedness and response activities within their county Emergency Management and ESF 8 systems.
- Should participate in training and exercise opportunities provided by the Coalition and/or their counties.
- Should collaborate and plan with other coalition members to share ideas, solutions, and plans to resolve common problems.
- Will receive regular communications and status reports on the progress of the coalition and upcoming activities, training, and exercises.
- Will receive information and status information during actual events.
- Will have access to the Coalition website.
- Will abide by the approved by-laws.
- Either directly, have input and provide feedback on Coalition budget, training, and exercise activities.
- May be called upon to support response activities in counties affected by natural or man-made emergency response events.

Figure 1. Big Bend Healthcare Coalition - Board of Directors



