

TIDEWATER EMERGENCY MEDICAL SERVICES COUNCIL, INC.

Board of Directors

MINUTES, December 10, 2020

Directors Present

Stewart W. Martin, MD, President, Virginia Beach
Thomas E. Schwalenberg, Treasurer, Virginia Beach
Michael Brooks, Norfolk
John DiBacco, Norfolk
Darren Padilla, Chesapeake
Donna Marchant-Roof, Virginia Beach
Edward M. Brazle, Virginia Beach
Genemarie McGee, RN, Vice Pres., VHHA
Janice E. McKay, RN, Tidewater ENA
Pat Humphries, Isle of Wight
Hollye B. Carpenter, Northampton Co.
Jeffrey J. Meyer, Portsmouth
Daniel A. Norville, At-Large
Christopher I. Jacobs, JD, Virginia Beach
Brian Phillips, Special Operations
Robert G. Burton, Norfolk
W. Travis Kirby, PA-C, EVMS

Jason Lewis, Virginia Beach
Lewis Siegel, MD, VaCEP

Directors Absent

Charles Ray Pruitt, Accomack Co.
Paul S. Kea, Southampton Co.
James B. Spicer, Suffolk
John W. McNulty, III, Chesapeake

Others Present

David Long, Executive Director and Secretary
Chris Vernovai, OEMS
Wayne Berry, OEMS

1. Opening – Dr. Martin called the “virtual” meeting to order at 6:05 pm. A **motion** was made, seconded and passed to approve the Board of Directors meeting minutes of 9-10-2020 as distributed.
2. Treasurer's Report –
 - a. Presentation of FY20 audited financial statements – Pete Bariteau from Zuckerman & Associates.
 - i. COVID-19 and the Payroll Protection Program – the Executive Director advised the Audit & Finance Committee that TEMS would be filing for forgiveness of the PPP loan in the next 7-10 days. Towne Bank is using an on-line portal to submit the required information and documents. Once submitted, the process of approval can take as long as 90 days. As a reminder, TEMS received a loan for \$142,900. Pete will amend the financial statement to reflect this.
 - b. Mr. Schwalenberg provided an overview of financial statements and investment accounts and commented TEMS continues to recover from the economic downturn and is in good fiscal shape.
 - i. Capital Improvements – discussed the priority of remaining improvements: one HVAC unit for Suite 104 (\$6,000), windows, (\$20,000), carpet on the first floor (\$7-10,000) and roof (\$25-30,000) in three to five years.
3. Other Committee Reports – None
4. Consent Agenda – Dr. Martin asked if any director would like to remove any item from the consent agenda for separate discussion and vote. There were no requests, and a **motion** was made, seconded and passed to approve the items on the consent agenda as presented below:
 - A. Approve revisions to Continuity of Operations Plan TEMS COOP Plan Rev 12-13-2018 (No change)
 - B. Approve revisions to administrative policies:
 - Committee Management Guidelines rev 9-9-19 (No change)
 - Computer Usage and Network Policies rev 9-9-19 (No change)
 - Office Management Policies Rev 9-9-19 (No change)
 - Fiscal Management Policies rev 9-9-19 (No change)
 - C. Approve revisions to Staff Handbook Rev 12-12-2019 (No change)
 - D. Receive and approve FY20 Annual Report
 - E. Approve staff Christmas bonus

- F. Approve 2021 Awards Selection Committee members: Jeff Meyer (TEMS Board, incumbent), Brian McIntosh (incumbent), Larry Daniels (incumbent), Kay Funk (incumbent) and Sheila DeYoung (incumbent)
5. Other Unfinished and New Business
- A. A motion was made, seconded and passed to approve the board meeting dates for 2021: March 11, June 10, September 9, and December 9.
- B. A motion was made, seconded and passed to approve the contribution from localities – 6% this year; increases to 7% next year (**action item**)
- C. Warehouse update - Funding for the warehouse: HRMMRS – 46%, EVHC – 46% and TEMS – 8%. Created Chart of Accounts Codes 6614 (warehouse utilities) and 6615 (warehouse-other occupancy costs). Shelving has been installed and material handling equipment have been purchased. Continue to work through a punch list of items that the landlord is addressing. Four employees have completed forklift training. We are receiving deliveries at the warehouse.
- D. Other – Extended the floor to Chris Vernovai and Wayne Berry, no reports given.
6. Governance – Mr. Meyer reported the following from the December 7, 2020 Governance Committee meeting:
- A. Mr. Meyer reported the Board Appointments/Reappointments are due with the current term ending March 31, 2021. A full slate of directors will be presented at the March 11, 2021 Board meeting for approval. The term begins on April 1, 2021 and ends on March 31, 2023.
- B. Mr. Meyer presented a Bylaws change/revision (Article V, Section 3.b.) adding an additional Board of Directors seat to represent Allied Health. The Governance Committee recommends amending the bylaws to include a seat to represent Allied Health, which may be filled from Long Term Care Facilities, Assisted Living Facilities, Skilled Nursing Facilities, Home Health, Hospice, and Dialysis. A draft of the amended bylaws was emailed prior to the December 10, 2020. After 14 days, a vote may be conducted to adopt the amendment. The vote may be conducted electronically or at the next scheduled Board meeting March 11, 2021.
- C. Mr. Meyer reported the need to review the TEMS Strategic Plan. There was lengthy discussion about the best way to review and revise the strategic plan in a COVID environment. The Executive Director will distribute materials to facilitate the review and consolidate input to revise TEMS Strategic Plan 2021 – 2024. The revised plan must be presented at the Board meeting March 11, 2021.
7. Announcements – other dates, news and training on www.tidewaterems.org
- Sign up for email Response news www.tidewaterems.org/listserv
8. Adjournment – With no additional business, Dr. Martin adjourned the meeting. The next meeting is scheduled for Thursday March 11, 2021.

Minutes prepared by David Long