

Northern Virginia Emergency Medical Services Council, Inc.
SPECIAL MEETING of the Board of Directors



Via Zoom

Summary Minutes
Thursday, May 16, 2024

DIRECTORS PRESENT (Listed Alphabetically by First Name)

See the list at the end of the minutes.

GUESTS

Byron Andrews, Sterling Volunteer Rescue

Chris Vernovai, OEMS EMS Systems Planner

Joseph Cardello, Chair of Northern Virginia Fire Chiefs Committee

Kristen Nickerson, Executive Director of NVERS

James Schwartz, Interim Fire Chief, Alexandria Fire Department

Chris Granger, Division Chief, Prince William County Fire & Rescue

Purpose: This is a special meeting of the Board of Directors to discuss a potential merger with NVERS (Northern Virginia Emergency Response System) and the Northern Virginia EMS Council.

Comments from President Strong:

- Members have submitted questions about the merger through the Executive Committee, and they'll review some of those today and hopefully answer all of the membership's questions.
- The Executive Board is made up of numerous individuals in the Northern Virginia region, and they have a vast amount of knowledge, skills, abilities, and experience that they bring to the table. They were elected and nominated to be here and are in volunteer positions. They could step down at any point if they wanted to, but because they share a passion for the industry in EMS, they are here to help make it better, and that is what this is all about, making it better.
 - They'd like to see it better off when they leave the Executive Board or even the Board of Directors than when they first came in.
 - The Executive Board has the Council's best interest in mind and is just looking to make it better.
- With EMS, it's starting to grow at a rapid pace, and if we look at the fire service, we've been focusing a lot on the fire side of things without EMS, but it is gaining a lot of traction. With new technology, EMS is being progressed into the future at a rapid rate and we can only see it exploding from here. We've seen new technology come to the table, and with community paramedicine and advanced skills like our blood program, things are changing.
- The conversation of NVERS and NVEMSC combining started a long time ago. The Chief's committee started talking about this years ago but never really acted on it because it was good, and we were doing what we've always done. We didn't focus on changing things.
 - Prior to Ray's departure, people seemed to think that this was a sign of instability with Ray leaving, which it was not; these conversations were taking place.
 - OEMS had a financial shortfall, and they still show shortfalls on the books every year.
 - OEMS shared that they have a \$2.4M budget shortfall every year in funding EMS, but a merger with NVERS will provide financial stability and ensure the longevity of the Council for years to come, and we won't have to rely on state funding to sustain ourselves.

- This past Tuesday we asked for clarification from the Chief's Committee to see if the letter they sent to NVEMSC was a directive or a recommendation to merge with NVERS and was, in fact, a directive and not a recommendation.

Comments from Chief Joseph Cardello, Chair of the N. VA Fire Chief's Committee:

- A few months ago, the discussion for NVEMS and NVERS to merge came up, and the fire chiefs had discussions on it, and it was a unanimous vote a few months ago.
- There was another discussion this past Tuesday to be sure they're all on the same page, and again, it was a unanimous vote that they merge the Council and NVERS.
- They confirmed with the state that this was allowable, and the state is okay with it.
- Most of the organizations in Northern Virginia are already affiliated with NVERS, and at any time, you can leverage things that NVERS brings to the table. It's a force multiplier, and we see great things ahead for EMS in this region with this merger; there are many good things about it.
- Again, there was a discussion a few months ago and again this week and this is the direction the Fire Chiefs committee decided we would go.

Discussion:

- Cooper stated that all of this seems to be happening at a relatively progressive pace. He is not opposed to anything that would benefit the people and what we do in EMS but there are many questions to be answered. President Strong stated this would ensure a positive funding stream for years to come if we merge and would take away all the uncertainty with what is going on with OEMS right now. Please elaborate.
 - Strong – Currently, we rely on state funding; if we relied only on our bank account, right now, we'd only be sustainable for 18 months.
 - Cooper – so instead of relying on funding from the state, we're going to rely on federal funding?
 - Strong – is there where NVERS gets their funding from?
 - Cooper – that is one of the questions, and there are many.
 - Strong – we haven't developed a plan of action on how we're going to merge until we have decided if we are going to merge.
 - Weir – but you can develop an anticipated plan of merger without moving forward.
 - Strong – we could, but it's a lot of time and energy for something that's unknown.
 - Weir – how can we commit to something if we don't know what it is yet?
 - Bonnett – A merger has been in discussion since before COVID, and the Council was functioning paycheck to paycheck with little reserve. Thankfully, we were able to sign the airport contract and were able to increase our reserves. The topic of NVEMSC and NVERS merging goes back to when Fairfax County had pulled Council funding because they didn't see the value in NVEMSC, and after discussions, we agreed to put a Fire Chief on the NVEMSC Executive Board to have oversight for the EMS Council. Currently, we are still looking at the potential to merge because if the State pulls funding, changes Council structure, or decides

that we don't need Councils at all, we have no sustainability. If we merge with NVERS, it doesn't take away the state's ability to do away with Councils, but we will be sustained forever unless NVERS goes under. NVERS has been expanding its services since its existence.

- Vandegrift – In the event that the Office of EMS and the soon-to-be-hired director decide the fate of EMS in Virginia and EMS Councils and say we want you all to be hybrid Councils, which means they still maintain their nonprofit corporation, their 501c status, their own Board of Directors, all of their meeting, etc., the only difference is their staff are state employees. If we merge with NVERS, how does that work?
 - Nickerson – if VDH made the decision to make all Councils hybrid councils, we follow the programmatic rules that the individuals that would be employed at that time would become a state. NVERS is funded from various funding streams, so we will just continue to meet the contract requirements, and there will be no change in services.
 - Weir – perhaps these are unrealistic expectations, but I would learn a lot if I had a draft model financial plan, and it would help me better understand and learn how that's done. Just a suggestion.
 - Nickerson – This is not NVERS' decision and not something where NVERS is trying to take over the Council or their assets. NVERS was asked by the fire chiefs to help, work together on our longevity, and fulfill our obligations.
- Cardello – I completely understand the need for more information and better understanding. NVERS is all of us. It's everybody in the Northern Virginia jurisdictions, public safety, emergency Management hotels, and hospitals. It's recognition that we all function within a system that is interdependent and counts on each other right every single day. All of that is going to be done in alignment with both the NVERS board and whatever decisions those CAOs are making daily.
- Warner – if the chiefs have already voted on this, why are we here?
- Cooper – In discussion with his fire chief, it seems the chiefs are on board, but it seems a little backward that we don't have a financial plan, and we don't know what happens to the NVEMSC Board of Directors. Looking forward, what does administrative oversight look like? Respectfully, it feels like we're moving EMS down one more rung and removing the subject matter experts who are the people in this room, the Board members.
- Bonnett – that doesn't change. The current NVEMSC Board becomes the Advisory Steering Committee. What goes away is the officer positions. We will all still guide what happens in EMS in Northern Virginia; that doesn't change.
- Unknown (Cardello or Schwartz possibly) – This isn't about the money; this is continuing the collaboration that the NOVA Chiefs and COG Chiefs have had for a long time. This is about continuing emergency preparedness activities and not having people showing up at multiple meetings with the same topic or leaving one meeting with different information than was intended; it's about bringing everyone under one roof and having one consistent system of management.
- Cohen – what happens to non-governmental EMS agencies like the private and helicopter agencies?
 - Strong – that doesn't change; they would just become part of the Steering Committee.
- Orndoff - I think the one thing that people just need to appreciate is that if this merger were to move forward, essentially, NVERS would be the EMS Council, and all the same, deliverables that are, you know, required of EMS councils throughout the State would then be expected of NVERS. Currently, NVEMSC supports many EMS providers, some that aren't affiliated with EMS agencies,

whether through granting CEs or other assistance and all of these duties would then transfer over to the organization with the contract, who would be NVERS. So, despite having a definitive plan in front of us to see where we'd fall in the structure, the expectation that we would meet all the same services would be there because those are outlined in the State contract that NVERS would then hold.

- Ludeman – what happens with the Council website? Currently, our website does not have any login requirements to see any of the content, unlike the NVERS site. Will the customers of the Council be required to log in to access information from the NVERS website about the Council, like with NVHA and RHCC, and will NVEMSC still have NVEMS.org or will it be a page on the NVERS site?
 - Nickerson - The Council's website would become a page on the NVERS website, and the current Council website would direct customers to the NVERS website. It would not require a username and login. There is content on the NVERS site that is/should not be available to the public, and this is why it is set up like that.
- Warner – again, if this was approved by the Chiefs and the County Executives, there's not much need for debate on whether we're going to do this because the decision has been made. But a question that has been asked is whether this diminishes the voice of EMS because there is a feeling among some that the EMS Councils have a voice directly with the fire chiefs. If we become a wedge in the NVERS pie, how does it not become confused, and our voice not get smaller?
 - Strong – the Council doesn't change, and the strength of our voice doesn't change
 - Weir – We've heard we're going to be an advisory council and steering unit or steering council. Is there a functional separation, autonomy of policy, and autonomy of agenda for the regional Council board as it exists in the future, separate and distinct from the NVERS Board of Directors? Is there preservation of autonomy of agenda and policy for the Council?
- Nickerson – This body would become the strategic government or advisory board and would still head the strategic direction. The way you interact with the Council today will not change and our hope is to provide more opportunities and more funds to be able to make better investments. Instead of being called the Board of Directors, it would be the Advisory Committee.
- Andrews – I think the concern that the people here have is that we're being asked to agree on a concept but with no physical plan about how it's all going to work. Why is it so difficult for a physician plan to be presented if this is what you want people to vote on and what this is going to look like?
 - Strong – this is what it's going to look like. Nothing different.
 - Andrews – based on the presentation we saw last month, it looked like we were a subcommittee of a subcommittee in NVERS.
 - Strong – what does an org chart really mean besides the fact that we're not taking away anything that we do today? We are still going to have our voice with the fire chiefs and be the ones driving the EMS structure for the system. It's just an org chart.
 - Orndoff – I disagree. There is a difference in that, as of today, many of our members are not under public safety, and that org chart put out by NVERS puts them under public safety, and I think that is some of the pushback. While it's not official/finalized, that is why members are asking for us to continue to explore this and deliver an actual concept of what the merger will look like?
- Vandegrift – While the fire chiefs, as a subcommittee of NVERS, have directed NVEMSC, an independent corporation, to merge with NVERS, what happens if the Board members present today do not reach a majority yes vote?
 - Bonnett – As a fire chief, if you're not following my direction, I can easily say I'm not going to fund you.
 - Vandegrift – We receive funding from other sources are required by the contract

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- Bonnett – The reason the Council exists is to support EMS in those political subdivisions. We're telling you that for safe sustainability and what we think is best for the regional organization and is going to benefit the Council, that's the direction we're guiding our voting members.
- Vandegrift – and if the delegates from the agencies choose to vote no to a merger, then your reaction is to no longer participate and fund the Council.
- Bonnett – I'm telling you that my employee that's in the room right now will follow my direction and vote for it. That's my employee, and that's my direction, and if not, it's insubordination. But he's in support of it, and he understands the reason behind it, so I don't have to force him to vote.
- DeHaven – Is the steering committee that manages the funding that goes to the high threat committee the same steering committee that would manage this part of the process?
 - Nickerson – To ensure the same services come to the Council, there would be the Advisory Committee, and there would be certain requirements (inaudible)
 - DeHaven – I am asking this question because I think this may be part of the angst that currently, the Council receives their funding from whatever sources, and it's up to this body to say what we will and won't spend money on. But if the money that is allocated to the Council now has to go in front of emergency managers, hospital folks, county administrators, etc., only for them to say they don't think that funding community CPR training is reasonable and they're going to allocate those funds to another project, I believe this is where some of the concern comes in, and we could use some further explanation. If the Council gets \$2M from dues, state, etc., and now we merge with NVERS, what happens to the \$M and ultimately, at the end of the day, who is it that says, yes, you're going to spend it this way, or no it's better to spend it here, etc.?
 - Nickerson – They would set up a separate Advisory Committee that is made up of the current board members, so you will continue to make those decisions
- Morgan – in the VDH designation paperwork, it does specifically say that a Council shall be organizationally independent of any other entity, so I am having difficulty understanding how we get around this mandate from VDH.
 - Nickerson – Chief Cardello spoke with VDH and Karen Owens already said she'd expedite the reaccreditation. If we merged, we'd be NVERS, and that would be the organization.
 - Morgan – it's a potential risk for the functionality of this group in the future, but we should try to build the roadmap.
 - Weir – having an integration plan is going to benefit all in the future and is one of the necessary building blocks
 - Nickerson – I think this was the meeting to formalize that decision, that directive, and then we would be working with the Executive Committee to create that, so I don't think this would be the first time that we would be getting information and sharing facilitation.
 - Strong – we don't want to put the cart in front of the horse.
- Pesce – We are discussing a merger of two organizations, and I'm not saying I'm in disagreement with combining resources to make a better end product, but we don't have a business plan. We don't have a financial plan. We don't have an organization chart. What is the timeline for building those products? The financial plan, the organization plan, etc., and will we have a say on it, or is this just a discussion?
 - Strong – Once we get our marching orders, the Executive Committee will meet with NVERS and develop that plan of action for you, which will all be presented to you, and you'll walk right through with us as we move to the transition of merging.

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- Pesce – will it be presented to us, or will we have the right to edit or input into what this plan is? Will it be a draft, and then we can have input, make a compromise, and send it back?
- Unknown – Will the Executive Board approve it, or will we have to approve it after we see a draft?
- Bonnett – Confused about the concerns. NVERS is becoming the Council. The board remains the same in that what you do today doesn't change. What is it that you don't have today that you want tomorrow? What's changed?
- Strong – What is the roadmap change? Is it talking about having to recreate MOUs or go through a re-designation process? We're doing business as usual we'll just be under the same house as NVERS. We're not changing our organization.
- Cooper – I think it's the perception of independence and autonomy. We're under the Attorney General's evaluation of what this means, and VDH is an authoritarian factor. There are a lot of questions about what we're going through today and how it benefits us, but it's the appearance of autonomy that is often felt within the group. Just the reassurance that it's not going to change.
- Bonnett – I think there's more of a voice, not less, personally. NVERS is very heavily integrated into our system already, and we can expand our capabilities with regionalization. There aren't just a few people with limited funds trying to do everything
- Strong – If this were some random company that we were trying to merge with, that would be one thing, but it's NVERS, and 14 of the 19 agencies that we represent are already in NVERS, so it's already the same system.
- Morgan – There are multiple laws and codes in Virginia regarding EMS, and I'm sure most of us haven't begun to dig into all of them in a meaningful way to make sure that what we're proposing is even possible.
 - Strong – during our meeting last month, an OEMS representative said it was up to us.
 - Chief Schwartz – nothing is going to change. We have the house built; we're just building an addition.
 - Morgan – I want to just be sure to call this out because there are documents related to the regulation status of the authority of regional councils and a document that describes and provides guides on how to comply with these regulations. The Code of Virginia is complicated, and none of us are experts. Can we propose good ideas that combine and collaborate? I'm not opposed to it; I just want to make sure that it's done correctly, and when we all come to an agreement, the AG looks at it and says we can't do it.
 - Weir – When you do an addition on a house, you still have architectural drawings, and you still need to have zoning permits.
- Scantlebury – some concern comes from what she's hearing. There are obvious benefits of collaboration and financial stability. But Council money becomes part of NVERS money. Understanding where, according to the slideshow, EMS now falls under Public Safety (referring to NVERS 101 org chart). Based on my interpretation, does that mean the Council will have to go up the chain to Julie Gall to get approval for funding for something or delegate the funds to necessary programs that the Advisory Board has deemed necessary? And if that's not the case, how will financial decisions impact not just emergency preparedness or if a plan goes down, but for everyday chest pain patients? How that everyday operation isn't going to be impacted ultimately by funding from a board of representatives that has CAOs on it but also hospital administration representing without any EMS representation because if you dissect that org chart, Ultimately EMS falls at the bottom of the realm underneath community representative and hospital administration?

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- Nickerson – The org chart is how the staff is supported internally and how they talk within a group location for right now, not a funding decision. Julie doesn't become the boss of the EMS Council. As far as money, the bylaws talk about the dissolution of the organization and define what happens with the funds, so it's not like we're using the funds; that funding will continue. Kristen has budgetary discretion to be able to move things around in case we don't meet deliverables.
- Vandegrift – revisiting Dr. Pesce's question that was not answered. If this group votes yes today, what is the timeline moving forward, and will the Executive Board solely be making the decisions with NVERS as far as what the plan looks like, or will this Board of Directors be allowed to make suggestions, changes, and recommendations before it's final?
 - Pesce – Will there be a working group?
 - Strong – That sounds like a great idea if we can get volunteers. That will help us guide through this.
 - Bonnett – I'm going to reiterate the same thing. We are not changing the template of what we are, so we don't need 45 people. Scott Weir should be on this group, and so should Dr. Morgan to help draft what should be done, work through it, and have it out. For me, it's easy because the template for what NVERS becomes the Council; that's the goal.
- DeHaven – If the Executive Board goes away, we have the same body; the Executive Board just sits equally with us as an Advisory Board.
 - Strong – correct.
 - Nickerson – you'd still have a Chair like with other committees.
 - DeHaven – Then the Advisory Board would make recommendations and the Chair would then make recommendations to the steering committee of where we want decisions to be made, funding, etc.,
- Tim Perkins – Just a few clarifications
 - The Code of Virginia does speak to EMS Councils in general, not specifically by name.
 - If it came to a decision made about the future of EMS Councils, that would require a change in Code.
 - This isn't the first time that two Councils have merged. Many years ago, the Rappahannock Rapidan (RapRap) Council and Rappahannock Regional EMS Council merged and are now known as REMS. I can't say for sure that Kevin Dillard was involved in that, but it would be a good idea to lean on him for some guidance in this process.
 - If you guys decide to merge, that's great, but if it comes to be that the organization is not known as Northern Virginia EMS Council, Inc., there is a chance that they may be subject to a re-designation process. It's an application and a site visit that is reviewed by VDH, and they approve it. To my knowledge, there has never been an organization denied Council designation, but that process is between the entity and VDH.
 - Cooper – can you speak to a timeline on how long it takes to complete a merger, like with Rappahannock?
 - Perkins – can't say because he wasn't there at the time.
 - Vandegrift – Is there any timeline for hiring a new director for OEMS?
 - Perkins – VDH has closed the process, but there is no other update.
 - Regarding the discussion on “organizationally independent of any other entity,” that change would have to happen before you apply for the designation.
- Vandegrift – The staff and I have no vote in this. From the discussion today, there are still many unanswered questions; the future of the Office of EMS is unknown. This perhaps is a better discussion to have 4-6 months down the road when we have a better idea of what the Office of

EMS in Virginia looks like, what the future of the EMS Councils is, and when a director for OEMS is hired and I think that is something important to consider.

- Strong – I honestly believe that we've talked about this merger to strengthen us and not have to rely on VDH or OEMS, so if we table it for 6 months, we're just going to delay, and it gives them the opportunity to make the decision for us.
- Ludeman – We also had questions submitted that we didn't go over.
- Strong – what we need now is a motion.
- DeHaven – Right now, if I need something, I call the Council office and talk to Michelle or Laura, whether it's ordering products, supplies, books, or whatever from the Council. Would all of those duties now transition over to NVERS staff like Julie Gall, and would those folks handle the day-to-day? If I need to find out if a class is still going on in Loudoun, would I call someone else?
 - Nickerson – just like you do now, you'd have dedicated staff for those areas that you would contact.
 - DeHaven – so they would be new employees of NVERS hired specifically to manage these tasks.
 - Nickerson – to put a finer point on that, the contract even specifies specific positions that are required, so there shouldn't be any concern about not having dedicated staff support.
 - Vandegrift – it's not in the state contract that we have to maintain specific positions
 - Bonnett – but it's funded by the state contract so we wouldn't get funding if we didn't have those positions.
 - Vandegrift – The state contract states that we have to have appropriate staff to perform the work needed, but it does not specify positions.
 - Strong – I'm telling you what we specify
 - Nickerson – All I can tell you is to ensure you that you would have the same wonderful customer service experience that you've had with the rest of NVERS, and there would be dedicated individuals specific to the EMS Council's activity.
- Adams – to address the point Michelle raised about questions that were asked and not answered, there were 128 questions.
 - We received them late last week.
 - There were a specific number, roughly 10 or so that focused specifically on personal interpretations of the Directive, the letter of March 20th or whatever it was from Chief Cardello on behalf of the Fire Chiefs Committee to Nate that led us down this path. And it is clear that we may all interpret written correspondence differently, but at their meeting on Tuesday and by their presence here, we know that it wasn't a suggestion.
 - There was another large amount specific to a timeline and a work plan, which is to be determined obviously.
 - There were a number of questions about what NVERS bring to the table. I agree it would have been ideal to bring Kristen to the table to attend our last Board meeting, and we failed to do that; I apologize. Perhaps we could create a Zoom opportunity on that or in some future meeting for Kristen to give it to you all firsthand.
 - There were a number of questions about "what happens if?" and most of those questions were answered this morning and I think we have tried to address those.
 - And there were a number of questions categorized as miscellaneous because she couldn't find a category for them to go in. Many were expressions of concern rather

than What if? How come? Whatever. I am happy to share the questions, I see no reason we can't share those questions with you.

- There was concern about how Estee Warring, our new Stroke Smart Coordinator, had been referenced in last time's meeting, and it was simply an oversight, and no malice or indignity was intended with regard to that.
- I will compile these questions and share them with Laura, and she can, in turn, share them back with the group.
 - Strong – so going through those questions, we've answered them all just by having our conversation this morning. That's why we haven't thought through the questions individually, but we have answered them.
- Warner – I guess we're at the point for someone to make a motion to vote.
 - Strong provides written motion to be read.

MOTION by Lee Warner: Per the direction of the Northern Virginia Fire Chiefs, I make a motion to authorize the EMS Executive Committee to complete the merger with the Northern Virginia Emergency Response System and to authorize, empower, and direct the Executive Committee to execute and deliver the merger documents on behalf of the Northern Virginia EMS Council.

- Motion seconded by Rick Bonnett.
- **Discussion**
 - Morgan – I personally take issue with the word direction because this group does not take direction by law. We are independent by law, so I think I'm happy to support the motion; actually, I will vote to support the motion, but I can't support a motion that says I'm taking direction from an outside entity.
 - Warner – I can remove that language or make a friendly amendment
 - Morgan – IO also has concerns about whether we're going to enact something that is in compliance with the law, so I would add in language to the extent that what we're proposing to do is legal because I don't want to vote for something that turns out is not a legal process. I believe more review is going to be necessary from the state; there will be a review process, which is great because we're going to have an independent outside entity come in and say we're good to go or we have to make some adjustments. I think that's important and keeps us honest and keeps us in line with the authority that various groups truly have today in this building.
 - Weir – so conditional clause considered within the motion.
 - Strong – we'll read it again once we make the corrections.
 - Bonnett – Dr. Morgan, can you reiterate what you were saying?
 - Morgan – As allowable under the Code and under state law. I'm going to follow the law and agree to that. We're proposing things that, in my brain, are complex and maybe a little bit at odds with the existing code, so the Code may need to change, and we may need special exceptions.
 - Adams – So if we delete the "per the direction of the Northern Virginia Fire Chiefs" and say, "I make a motion to authorize the Northern Virginia EMS Council Executive Committee to complete the merger with Northern Virginia Emergency Response System to authorize, empower and direct the Executive Committee to execute and deliver the merger documents on behalf of NVEMSC as allowable under law"?
 - Warner – I agree to the amendment
 - Bonnett – Dr. Morgan, do you want to second this since it's your amendment?

- Morgan – second the amendment
- **Discussion**
 - Andrews – there was a discussion about the Board participating in the process and what I’m not hearing in the motion is for the Board to participate in the process. It’s that the five of you will make all of the decisions.
 - * Strong – You are directing the Executive Board, but the Executive Board is going to develop a working group for that.
 - * Weir – it gives you Carte Blanche
 - * Schwartz – this isn’t a heavy lift. Nothing is changing except where you live, right?
 - * Andrews – in concept, yet.
 - * Adams – Byron do you have suggested wording?
 - * Andrews - I would say “with input from the board” or something.
 - * Vandegrift – “in collaboration with the Board”
 - * Strong – How about we do “merger documents on behalf of the NVEMSC Executive Committee and its designees to execute and deliver the merger documents? That’s a nice basic option.
 - * Nickerson – How about in accordance with the law and input from the Board?
 - * Weilgosz – They are our representatives. I get what we are trying to do here but they represent us so whatever we tell them, they have to do. That’s just a known fact. We put them up there. We’re sitting here arguing about this. You gave them the power to make the decisions.
 - * Adams – Thank you for that point. Byron, would it be acceptable if we then added a friendly amendment to Dr. Morgan’s friendly amendment, which says “as allowable under law, and with the concurrence of the Board of Directors of the Northern Virginia EMS Council”?
 - * Weir – Clarification to understand. Concurrence means it comes back for approval from the Board once it’s authored?
 - * Adams – I don’t know what you mean by “comes back.” My thinking when I said concurrence is that we’re not sending anything to Chief Cardello, Chief Schwartz, and Kristen that you all haven’t seen. And we will ensure that everybody understands. I see this as a refit that we are not going to submit anything that has not been shared with this body, admittedly, of which we have what I’m guessing is less than half of the members on this list.
 - * Weir – I still wonder what concurrence means

- * Adams – By concurrence, I mean you will get to see what we are proposing. The future will look like we’re going to show you the house plans before I pay off the architect; that’s what I mean by concurrence.
- * Strong – it means agreement. It’s another word for agreement of the Board. So the Board is agreeing to it.
- * Weir – the motion sounded like go launch and then finish it without anything coming back; that’s how it sounded. Can you read it back?
- * Adams – The current wording says, if we go with what Byron said met his, “I make the motion to authorize the EMS Executive Committee to complete the merger with NVERS and authorize, empower and direct the Executive Committee to execute and deliver the merger documents on behalf of NVEMSC as allowable under law and with the concurrence of the NVEMSC Board of Directors
- * Unknown – what about replacing the word complete with initiate?
- * Adams – so initiate? Pursue? Initiate?
- * DeHaven - To Dr. Weir’s point, I think the original wording, and I respect everybody in the room and the dialogue, I think the original motion Lee read with the modifications as it stands, the Executive Board has all the authority and power to work with Kristen, make this happen and I the rest of this audience never sees it, never discusses it, never says yay, nay, I think this is good or I think this is bad, that motion authorizes the Executive Board to make this happen, done deal. And I think to Dr. Weir’s question, what does that word mean? Does that mean the Executive Board meets with NVERS, this is what we have done, it’s signed, it’s a done deal, it’s over with, and oh, by the way, this is what we did versus, this is what we’ve hammered out. The only thing left to do is sign it, but it needs to come back to this Board to say yeah, that sounds good. We like the addition; we like the paint color, we like the carpet color, move forward with it, make it happen, and I don’t want to put words into your mouth.
- * Weir – that’s a great way to summarize.
- * Adams – so, how would you like to modify the wording to ease your discomfort? I am happy to change it to complete, to pursue. Would that give people the confidence that we’re not just going to run off in the night and have all of this signed, sealed, and delivered? Not trying to be a wiseass here, but it doesn’t look like we’re all communicating.

- * Strong – Why don't we just change it to say "with input from the Board of Directors"?
- * DeHaven – to pursue the merger
- * Adams – So, to pursue the merger rather than complete
- * Orndoff – I know it's a lot of verbiage and semantics, but there are two options here. There's a motion that was made, which I think we need to be careful about changing someone's motion a thousand times because it's their motion, but it is either to complete the merger or, in reality, if it's to continue to pursue the merger and get a plan. The reality is we don't need to take a vote on that. We can continue to pursue the merger and get a plan. I understand people's hesitations with voting to complete a merger without a plan, I share the same concern myself, but the reality is that we can make a motion to continue to pursue it, or we can just continue to pursue it and deliver a plan that the membership would feel comfortable, actually making a vote to complete the merger. But I would share the sentiment that as that as that motion was made to complete the merger, that is definitive, that is done, and I'll be honest today, I would not feel comfortable making that vote myself. The other thing I would also express concern about is the overall amount of people that are in the room versus the total membership. As you know, when we look at something of this gravity, I would really like us to pursue some options to really get all the input from all our members. You know, we would struggle to make a bylaw change with the number of people in attendance, and this is a discussion of the dissolution of our corporation. I think that it's just very concerning to go down this path without all the people. And I know they were advertised to be able to attend, but also understand that people have other demands. And so that's just something I would consider, is my recommendation would be that we continue to pursue this, develop a plan that we can share with the membership, and then look at other options to get all input from all stakeholders to make the ultimate decision to merge or not
- * Strong – So go backwards.
- * Adams – we have a motion on the floor and are in the process of our third friendly amendment if I counted correctly. Is there more ease in whatever your agency direction you may or may not have received, if we go with this language? "I make, actually Lee Warner made a motion to authorize EMS Council Executive Committee to pursue the merger with NVERS, and to

authorize, empower, and direct them to execute and deliver merger documents on behalf of the EMS Council, as allowable under law, and with the concurrence of the Northern Virginia EMS Council Board of Directors.” Is everyone present ok with that language?

- Seconded by Dr. Morgan

* **Discussion**

- Strong – motion and second on the floor, please read it again.
- **Lee Warner made a motion to authorize EMS Council Executive Committee to pursue the merger with NVERS, and to authorize, empower, and direct the Executive Committee to execute and deliver merger documents on behalf of the EMS Council, as allowable under law, and with the concurrence of the Northern Virginia EMS Council Board of Directors.**
- Strong – All in favor, raise your hand.
- Weir – I’m sorry, I’m not very bright, I still trip over, does concurrence mean that it comes back for board approval prior to moving forward, yes or no? Can I ask for clarification or is it too late?
- Strong – discussion has passed; it’s too late; what are you looking for?
- Weir – what does concurrence mean? Does it come back for board approval, yes or no?
- Adams – that was my assumption
- Strong – concurrence means agreement or consistency, so it would mean that you have agreed to the plan.
- Weir – so it comes back for approval, correct? You get a second bite of the apple, and we’ll make sure everybody agrees before we talk.
- Strong – yes sir
- Weir – Ok, then I can support the motion.
- Ludeman – We should just get a vote
- Vandegrift – everybody raise their hands again so we can make sure that the people that raised their hand the first time were eligible to vote.
- **VOTE: 18 YES in person, 3 YES online, 1 ABSTENTION, 0 NO**

COMMENT:

Northern Virginia EMS Council

Special Meeting of the Board of Directors Minutes – May 16,2024

- Paul DeHaven stated that to Dr. Weir’s point, a second bite at the apple, that when the final vote comes up or whatever that day is, that it be advertised very clearly that that is what is going to take place on that day. I think that from of the comments and discussion today, but no ill will, I think that a lot of people came into the meeting today with the expectation of a conversation, just in that it wasn’t clear that there was going to be a definitive vote today. So just that when we get to that point, it might be an important statement to make.
- Dr. Weir advised that we technically can’t overcommunicate as we move these steps forward.
- Nate Strong stated that we’ll probably reach out to everybody and ask for individuals to assist us on a working group so that you have participation.
- Beth Adams stated she will refine the list of questions and send them out to the group. She will not answer the questions because that is not her place to do so. We will also invite Kristen to a future meeting, perhaps in June to give an information session to say this is what NVERS looks like when you’re contemplating what the future looks like for EMS across the Board.
 - Dr. Scantlebury asked that Kristen can also explain what NVERS is, but also for the proposed locations, structure and function within NVERS and how the EMS Council is going to be integrated.
 - Beth said that perhaps we should do some light work before we invite Kristen back instead of coming attractions.

DRAFT