

Form Name: 2025 Annual Reports for Boards, Commissions and Similar Entities
Submission Time: December 9, 2025 3:57 pm
Browser: Chrome 143.0.0.0 / Windows
IP Address: 65.207.72.210
Unique ID: 1412084613
Location: 39.2126, -76.7136

2025 Annual Report For Boards and Commissions

Name of Board, Commission or Similar Entity Richmond Ambulance Authority

Current members (indicate chair, vice-chair, etc.) DeWitt ("Weet") Baldwin, III, Chairman
Julia Hammond, Vice Chairperson
Kirk Roberts, Treasurer
Marilyn West, Secretary
Mark Hickman, Director
Carlos Hopkins, Director
Councilmember Reva Trammell, Director
Odie Donald, II, CoR Chief Administrative Officer, Director
Letitia Shelton, CoR Director of Finance, Director
Joseph ("Joey") Trapani, Director
Andrew ("Drew") Walker, Director

Is there any proposed legislation on which the board or commission recommends that the City Council or the General Assembly act? Yes - Select Yes to upload documents

<https://www.formstack.com/admin/download/file/18877911524>

Meeting Dates of meetings held in 2025 February 18, 2025
May 20, 2025 (Annual Meeting of the Board of Directors)
August 19, 2025
November 18, 2025

- 1) RAA provided our 2024 Annual Report at Council's Public Safety Standing Committee meeting held on 2/25/25.
- 2) RAA provided an Emergency Medical Dispatch (EMD) presentation at Council's Public Safety Standing Committee meeting held on 3/25/25.
- 3) RAA provided an EMD Data Comparison presentation at Council's Public Safety Standing Committee meeting held on 4/22/25.
- 4) RAA co-presented an EMD Data Comparison presentation (along with DECPR) at Council's Public Safety Standing Committee meeting held on 5/29/25.

When called upon at monthly Council Public Safety Standing Committee meetings, CEO Chip Decker provided an overview of RAA's staffing and operational activities.

Is the 2025 meeting attendance record included?

Yes - Select Yes to upload documents

<https://www.formstack.com/admin/download/file/18877911528>

Is a copy of the body's current by-laws or rules of procedures attached?

Yes - Select Yes to upload documents

<https://www.formstack.com/admin/download/file/18877911530>

New Projects

Please see the uploaded document titled "Key Initiatives/New Projects, Accomplishments, Challenges, and Other Information Relevant to Council 2025"

If there is additional information the body would like to share, please upload the documents or share in the box below.

<https://www.formstack.com/admin/download/file/18877911532>



Board Meeting Attendance Records – 2025

Board Member Name P = Present A = Absent	February 18	May 20	August 19	November 18	
Weet Baldwin	P	P	P	P	
Julia Hammond	P	P	P	P	
Kirk Roberts	P	P	P	P	
Marilyn West	P	P	P	P	
Odie Donald, II	N/A*	N/A*	P	P	
Mark Hickman	P	P	P	A	
Sabrina Joy-Hogg	P	P	N/A*	N/A*	
Carlos Hopkins	P	P	A	P	
Letitia Shelton	N/A*	N/A*	P	P	
Reva Trammell	P	P	P	P	
Joey Trapani	A	P	P	P	
Drew Walker	P	A	P	P	
Sheila White	P	A	N/A*	N/A*	
<p>*June 6, 2025: Sabrina Joy-Hogg’s last day as Interim CAO for the City of Richmond *July 9, 2025: Odie Donald’s first day as CAO for the City of Richmond * July 25, 2025: Sheila White’s last day as Director of Finance for the City of Richmond * August 6, 2025: Letitia Shelton’s first day as Director of Finance for the City of Richmond</p>					



Legislation for Recommended Action by Council and/or General Assembly - 2025

The Financial and Operational Review – Final Report issued in December 2022 by The Robert Bobb Group, retained by the City of Richmond, recommended that the Richmond Ambulance Authority (RAA) “enhance current billing and collections policies...to maximize revenue from third-party payers to reduce public funding.” Specifically, the consultants advised pursuing an increase in Virginia’s Medicaid reimbursement rate for ambulance transports.

The Virginia Medicaid methodology has remained largely unchanged since 2012, and the State of Virginia has not implemented a broad rate modernization to match actual EMS cost-per-transport. Historically, DMAS ambulance fee tables show very low allowable payments and no mechanism currently exists for systemic rate increases over time, despite the continued escalating costs of EMS service delivery. Many states have already adjusted Medicaid rates to achieve parity with the Medicare allowable rate. Approximately 71% of RAA’s patients are covered by either Medicare or Medicaid, representing an average of 54% of total annual revenue. RAA currently receives an average of \$222 per Medicaid transport, while the actual cost to deliver that service is approximately \$606. The current rate is unsustainable and jeopardizes the long-term stability of EMS operations in Richmond.

In addition to the need for higher Medicaid reimbursement, RAA supports the implementation of a Treatment-in-Place (TIP) reimbursement model for EMS agencies. Under current policy, EMS providers are reimbursed only when patients are transported to a hospital, even when on-scene care resolves the patient’s needs safely and effectively. This transport-only payment model drives unnecessary emergency department utilization and increases system strain, particularly during periods of high call volume or hospital surge.

A TIP reimbursement program would allow EMS agencies to receive payment when licensed providers deliver appropriate on-scene medical assessment, treatment, or referral without transport. The National Association of Emergency Medical Technicians (NAEMT) projects that a national TIP reimbursement framework could save Medicare between \$1.5 billion and \$1.95 billion annually through reduced unnecessary transports and improved system efficiency. For RAA, this change would preserve ambulance availability for high-acuity emergencies, improve patient-centered outcomes, and strengthen financial sustainability.

RAA seeks the City Council’s support for the Virginia General Assembly to:

1. Increase the Medicaid ambulance transport reimbursement rate to align more closely with Medicare transport payment schedules.
2. Authorize Medicaid reimbursement for EMS Treatment-in-Place encounters when clinically appropriate and documented by certified EMS providers.
3. Encourage coordination between the State of Virginia and the Centers for Medicare & Medicaid Services (CMS) to establish a TIP treatment and reimbursement service model in Virginia.

Without modernized reimbursement policies, RAA and similar EMS agencies will continue to face funding shortfalls that threaten staffing stability, equipment replacement, and operational readiness. Legislative action on both Medicaid rate parity and Treatment-in-Place reimbursement is essential to ensure the continued delivery of high-quality, financially sustainable emergency medical services for the City of Richmond.



Key Initiatives/New Projects, Accomplishments, Challenges, and Other Information Relevant to Council 2025

Fiscal Year 2025 Audit

RAA engages the services of CliftonLarsonAllen, LLC (CLA), the same audit firm contracted by the City of Richmond, to provide outside financial auditing services. CLA has completed their review and audit of RAA's Financial Statements with Independent Auditor's Report for FY2025. The report was provided to RAA's Board of Directors for acceptance at their November 18th meeting. At that meeting, representatives from CLA were in attendance to present their findings and reported it was CLA's opinion the financial statements were presented fairly in all material aspects and announced they are issuing an opinion that will reflect an unmodified audit document ("clean opinion"). As explained by CLA, this is the highest level of assurance that can be placed on an organization's financial position.

Since RAA's creation back in 1991, each annual audit has been conducted by a third-party vendor who has consistently issued an opinion of "no significant audit findings reported" ("clean" audit). This same opinion was also issued for two, separate audits performed by the City of Richmond's Office of the City Auditor.

FY2026 Budget

During the FY2026 budget process, the City's previous Administration confirmed RAA would receive seven ambulances and associated medical equipment through a lease agreement with the City - the same arrangement made back in 2022. RAA's funding request for FY2026 was \$8.4 million along with an additional \$700,000 (to cover the lease of the ambulances) for a total request of \$9.1 million. The Mayor's Proposed Budget provided RAA with the same funding as FY2025, which was \$7.1 million. City Council submitted amendments to increase RAA's appropriation by \$2.2 million, including the lease/purchase of the ambulances, medical equipment lease reimbursement and personnel related increases. Unfortunately, RAA recently learned the City cannot locate this appropriation within their budget. While the City explores options to fund the ambulances, RAA must proactively consider alternative solutions should the City ultimately be unable to uphold the previously confirmed agreement.

All seven ambulances were built to RAA's specifications and came off the assembly line the end of November. It is imperative RAA move forward with this purchase without delay or risk "losing our place in line," as there is a backlog of agencies across the country in need of ambulances. Should RAA not move forward at this time, it will likely result in a 36-month wait before RAA has an opportunity to secure vehicles again. There has been a 45% increase in ambulance prices to include all the parts that go along with assembly during the past two years with even much higher costs expected in the future.

Government Shutdown: Recent Impact

The Centers for Medicare & Medicaid Services (CMS) previously held partial payments for claims with dates of service on or after October 1st until such time the federal government reopened. RAA's outside billing company, EMS/MC, recommended holding all billing for Medicare claims however it was later decided it would be best to release those claims, which occurred in late October. RAA has slowly begun to see payments following the reopening of the government on November 13th. Currently, Medicare and Medicare HMO's account for about 38-40% of RAA's monthly gross billings (approximately \$2.4 million) and about 45% of RAA's monthly revenue. (about \$550 - \$650K). The Medicare ambulance extender (2% for urban agencies, such as RAA) was placed "on hold" during the recent shutdown. This "extender" is an add-on payment designed to help ambulance service providers cover the costs of operation and ensure access to services for Medicare beneficiaries. It was recently extended through January 31, 2026 and will be retroactive to October 1, 2025.

Government Shutdown: Future Considerations

The One Big Beautiful Bill Act ("OBBB") which was signed into law on July 4 2025 may present some financial challenges for EMS. It is too early to know specifically how much OBBB will impact RAA, but we are keeping a close eye on a few items within the Act. RAA could see a decline in Medicaid patients as the OBBB has increased eligibility requirements. Some changes RAA continues to monitor include the following: 1) In 2026, the Work "Community Engagement" requirement takes effect; 2) More frequent Medicaid re-eligibility redeterminations will take effect; 3) In 2027, additional eligibility limitations will take effect to include reduced retroactive eligibility from 90 days to 30 days which could shift the patient payer mix from Medicaid to uninsured; 4) There is the possible decrease in Affordable Care Act (ACA) Exchange enrollment due to the OBBB-shortened enrollment window. As a result, it will end automatic (passive) re-enrollment, limit eligibility and may shift the payer mix from commercially insured through the Exchange to uninsured or Medicaid (RAA does not know what percentage of our patients are insured through ACA).

Last year, City Administration requested the RAA Board of Directors adopt a Funds Transfer/Cash Reserve Policy. The recent shutdown underscores the importance for RAA having *at least* a 90-day cash reserve fund. In the event of revenue disruptions caused by unforeseen circumstances, such as the recent government shutdown, the cash reserve assures RAA's financial stability and soundness for operational continuity and emergency preparedness as it allows RAA to cover operating expenses as well as fulfill the priority of meeting all financial obligations.

Revenue Collection

RAA "went live" on April 1, 2024 with outsourcing the majority of our in-house billing functions to Emergency Management & Consultants (EMS/MC). The goal was to increase efficiency and revenue collection which also aligns with the recommendations made by the consultants. RAA ended FY2025 with \$1,480,447 in increased collections over FY2024 due to the service rate increases that went into effect on June 1, 2023. In the past year, RAA has seen an increase in Days in Account Receivables by four days. While the consultants found RAA operates within the top 25% of EMS operations nationally, they recommended significant increases to RAA's service rates to better reflect current market rates and help generate additional revenue.

Overall, the FY2025 budget year ended favorably due to RAA's financial discipline on the operating expenses' side. Total expenses were \$23,834,414 while the budgeted amount was \$25,308,161, or

\$1,473,747 favorable to plan. RAA ended the year favorably in net service revenues \$17,042,842 versus a budget of \$15,973,478 or 6.7% better than projected due to an increase in transports and the actual collection rate was better than projected. The actual number of total transports (emergency and non-emergency) was 43,678, 1,928 higher than projected. RAA's actual collection rate was 23.41% or 1.24% higher than projected.

In 2024, the RAA Board of Directors approved a fund transfer/cash reserve policy to assure the uninterrupted service delivery and the continuity of all EMS operations, regardless of unforeseen circumstances. Such circumstances can include periods of economic downturns, in particular, an interruption in RAA's revenue stream, (Example: a federal government shutdown or policy change in Medicare or Medicaid). To assure continuous, financial soundness, RAA needs to maintain a cash reserve (total cash on hand) of 90 days (three months) at all times. For FY2025, the 90-day amount was \$6,327,040 and RAA ended FY2025 with a cash balance of \$3,035,192, or \$3,291,848 short of the cash reserve. RAA continues to ask our City partners for additional funds to address this shortfall. For FY2026, the 90-day amount is \$7,110,203.

RAA must ensure our personnel salaries and benefits are meeting or exceeding industry standards and regional competition. We must maintain and replace our vehicles, medical and other equipment to continue to provide our services. The costs for our services continue to rise beyond what we have been previously funded through the City subsidy. RAA continues to ask our City partners for additional funds to address these increased costs.

2025 Governor's EMS Award

RAA received the 2025 Governor's EMS Award for Outstanding Contribution to Health & Safety. The Annual Governor's EMS Awards Program began in 1986 and has been endorsed by each Governor to recognize the outstanding contributions of individuals, agencies and community organizations and businesses that provide or help support emergency medical care in Virginia. RAA was automatically entered to receive this prestigious award after receiving the ODEMSA regional award back in December 2024.

Emergency Medical Call Taking

In 2024, the City of Richmond's Department of Emergency Communications, Preparedness and Response (DECPR) assumed responsibility for processing Emergency Medical Dispatch (EMD) calls within its Communications Center. This marked a significant change from previous years, when RAA, as the secondary Public Safety Answering Point (PSAP), managed all emergency medical calls for service through EMD.

Throughout 2025, the City of Richmond, Richmond City Council, RAA's Board of Directors and staff have engaged in extensive discussions to ensure that every 911 caller experiencing a medical emergency receives the highest standard of service. RAA has consistently demonstrated a proven track record of excellence in medical dispatching, ensuring that the right resources are deployed quickly, effectively, and with the utmost dedication to the safety and well-being of the community. These ongoing discussions are centered on returning the EMD call-taking process to RAA, recognizing its expertise and long-standing commitment to providing exceptional emergency medical dispatch services for the citizens and visitors of Richmond, Virginia.

Hospital Wait Times

Extended hospital wait times continue to heavily impact RAA's response. While wait times are not a new hurdle for RAA, they remain a constant challenge. RAA's ambulances continue to wait longer to complete the transfer of patient care. In 2024, RAA implemented new procedures requiring our crews to notify the RAA Communications Center when they have completed the transfer of patient care to hospital staff as well as the amount of time needed at the facility to complete necessary tasks for their operational readiness to return to the 911 system. This initiative has allowed RAA to better assess the time it takes to complete the transfer of care, enabled more advanced management of the EMS system by RAA's Communications Center and has resulted in significant improvements with employee satisfaction. However, this initiative alone will not eradicate this ongoing issue.

The increase in the time it takes to transfer care to hospital personnel will continue to have consequences on our EMS system that will require additional City funding to help offset the effects of this problem. Hospital wait times decrease ambulance availability, increases staff fatigue and turnover, result in operational inefficiency such as decreased response times and added equipment costs, and – most importantly – delays patient care. Increased EMS costs include longer shift hours, increased training and recruitment costs and ultimately tarnishes the public's perception and trust, eroding the confidence the community has come to expect from RAA.

Recruitment and Retention

2025 marked a turning point for staffing at RAA, bringing renewed strength and stability to our EMS workforce. After years of industrywide challenges stemming from the pandemic and a strained recruitment pipeline, RAA has made significant strides in building internal capacity. This year, 17 EMTs successfully transitioned from EMT-Basic to AEMT (Advanced EMT) or Paramedic roles—an achievement that highlights our commitment to promoting from within and investing in our team's growth. As a result of these internal advancements, we have been able to reduce the frequency of New Hire Orientations (NEO) from monthly to every other month, reflecting a more sustainable and confident staffing model.

At RAA, our focus is not to simply fill positions but to help build careers in EMS. Our recruitment strategy is rooted in attracting top-tier talent who align with our values and vision. RAA invests in our newly-hired personnel's growth, well-being, and success. Through RAA's ongoing commitment to competitive compensation, comprehensive benefits, and a culture of engagement, we saw a solid retention rate of 96.41% in 2025. In addition, RAA continues to see decreases in turnover from 17% in 2024 to 14.23% in 2025.

Response (“Chase”) Car Program Update

In 2023, RAA introduced the response (“Chase”) car program to maximize Paramedic coverage during periods when only a limited number of Paramedics were available in the system. Since its launch, the program has enabled RAA to deliver Paramedic-level care to higher-acuity calls while also supporting EMT-Basic and Advanced EMT ambulances. As of 2025, RAA has consistently staffed at least one chase unit each day, responding to approximately 5,200 calls for service. The most frequent call types include difficulty breathing, chest pain, and unconscious patients, with nearly 100 cardiac arrest responses recorded. The presence of a chase unit has directly improved response performance, with about 10% of calls meeting response time targets that otherwise would not have been achieved by the responding ambulance alone. Additionally, chase Paramedics continue patient care during transport roughly 130 times per month, ensuring Paramedic-level care is available on ambulances that would not have otherwise been

staffed at that level. RAA is prepared to expand the chase car program with the addition of six new vehicles by the end of the year.

Response Time Targets

In 2023, RAA implemented new outcome-based response time targets for 911 calls for service to better align RAA with the national EMS industry standards. RAA continually reviews patient outcomes and evaluates any potential need(s) for adjustments in response priorities while assuring an appropriate response based on the severity of the patient's condition. Over the past year, compliance within the Priority One (P1) response time target has improved by 15% and continues to rise. This success can be attributed to increased staffing levels along with a significant decrease in turnover due to an overall improvement in employee satisfaction.

Regional EMS Medication Kit Exchange Program

On April 15th, the State's Regional Medication Kit Exchange Program officially transitioned to in-house programs at the EMS agencies. For decades, the program was facilitated through a cooperative effort of the state's Regional EMS Councils and all regional hospital systems, which stocked the medications in the kits. When a medication is needed for patient treatment on an EMS call, the seal on the medication box is broken and the EMS field provider returns the kit to the hospital for replenishment. The Drug Enforcement Administration (DEA) and the Food & Drug Administration (FDA) raised concerns about these practices.

In response to these changes, RAA launched its internal medication kit exchange program. This initiative required significant upgrades to our tracking systems and security infrastructure to ensure full compliance. RAA's Clinical and Logistics teams collaborated to design a process that not only meets all regulatory requirements but also streamlines the issuance of medication kits to qualified EMS professionals. The project was extensive, taking several months to develop and implement. Since going live, the program has operated smoothly, resulting in a more efficient system. Notably, crews now spend significantly less time out of service during medication kit exchanges compared to the previous program.

Essential Stroke Life Support (ESLS)

In July, RAA began training field providers in ESLS, an educational program developed by the American Heart Association (AHA) to improve the recognition, assessment, and management of stroke, especially in the early stages, from symptom onset through emergency evaluation and treatment. This critical training aims to bridge the gap between prehospital care and in-hospital stroke management by promoting rapid recognition, transport, triage, and treatment. RAA is the first EMS agency in Virginia to implement ESLS training as we aim to improve on the already high level of care for stroke patients. Last year, RAA treated 628 stroke patients and exceeded national benchmarks set by the AHA in identifying and treating those patients.

RAA Launches Kahoot!® (Game-Based, Educational Platform)

In 2025, RAA began using Kahoot!®, an online, game-based learning platform which is used during the preception process for all new providers and EMT-B Cadets during classes. For initial entry classes, it is used to gauge student comprehension of individual subjects. RAA implemented pre-lecture quizzes to gain an understanding of the students' current comprehension level and those results are then used to tailor RAA lectures to ensure the appropriate amount of time is spent covering each subject. Comprehension is verified by conducting post-lecture quizzes and identifying the need for any remediation. RAA has created

several 100-question review quizzes prior to testing which are played in various game forms to better align with the current generations' learning styles. Kahoot! ® is also used during RAA's midpoint and clearance processes. RAA recently introduced a new interview scoring system with new questions to help identify stronger candidates during the interview process. Most recently, RAA has been comparing the preceptees midpoint scores (captured via Kahoot! ®) with an individual's interview score and have found a positive correlation between the two sets of data.

RICHMOND AMBULANCE AUTHORITY

BYLAWS

ARTICLE I - THE AUTHORITY

Section 1.1. Description. The Richmond Ambulance Authority (the “Authority”) is a public body and a body politic and corporate of the Commonwealth of Virginia, created by and having the politic and corporate powers and functions set forth in the Richmond Ambulance Authority Act, as amended from time to time (the “Act”).

Section 1.2. Membership. The powers of the Authority shall be vested in eleven members (hereinafter referred to as the “Board”), who shall be appointed and shall hold office as provided in the Act. The members of the Board shall serve without compensation but shall be reimbursed for the amount of actual expenses incurred by them in the performance of their duties, excepting city officers.

Section 1.3. Offices. The principal office and corporate office of the Authority shall be located in the City of Richmond, Commonwealth of Virginia. The Authority may also have such other offices at such places within the Commonwealth of Virginia as the Board may from time to time designate by Resolution.

Section 1.4. Seal. The official seal of the Authority shall be in the form of a circle with the name of the Authority inscribed therein. Such seal also may include such other insignia as may be approved by Resolution of the Board.

Section 1.5. Fiscal Year. The fiscal year of the Authority shall begin on the first day of July in each calendar year and shall end at the close of business on the thirtieth day of June in the following calendar year.

ARTICLE II - OFFICERS

Section 2.1. Officers. The officers of the Authority shall be a Chairperson, a Vice Chairperson, a Chief Executive Officer (“CEO”), a Secretary, a Treasurer, and such other officers as may be designated from time to time by Resolution of the Board. As provided in the Act, the Board shall select by election from its membership one of its members as Chairperson and another as Vice Chairperson. It shall also select by election a Secretary and a Treasurer who may, but need not, be members of the Authority. The offices of Secretary and Treasurer may be combined. The terms of office of the Chairperson, Vice Chairperson, Secretary and Treasurer shall be one (1) year. A member of the Board may serve as an officer in a particular office no more than four consecutive terms. If a Board member has served as an officer in a particular office for four consecutive terms, the Board member shall not be eligible to hold such office for two terms from the date the office was last held.

Section 2.2. Chairperson. The Chairperson shall preside at all Meetings of the Board and shall appoint from time to time such committees as he or she may deem appropriate and shall

(Revised 8/18/2020)

have such other powers and duties pertaining to the office of Chairperson as are prescribed by law or in these Bylaws.

Section 2.3. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and as directed by the Chairperson. In the case of vacancy in the office of Chairperson, the Vice Chairperson shall perform the duties of the Chairperson until such time as the Board shall elect a new Chairperson. In the case of vacancy in the offices of both the Chairperson and Vice Chairperson, the member with the longest uninterrupted tenure from the date of his or her qualification shall perform the duties of the Chairperson until such time as the Board shall elect a new Chairperson or Vice Chairperson; provided, that, if there are two or more members with the same such tenure, the Secretary shall elect, by lot among the members with the same such tenure, the member who is to so perform the duties of Chairperson.

Section 2.4. Secretary, Treasurer and Chief Executive Officer (“CEO”).

2.4.1. The Secretary, and any Assistant Secretary of the Authority, shall act as Secretary of the Meetings of the Board and record all votes, shall maintain the Minute Books of proceedings of the Board and all other books, documents, records and papers of the Authority, shall maintain custody of the official seal of the authority, and shall affix the official seal of the Authority on contracts and other instruments of the Authority as necessary or appropriate and shall have such other powers and duties pertaining to the office of Secretary as are prescribed by law or in these Bylaws. The Board may by Resolution appoint such assistant secretaries of the Authority as it may deem appropriate.

2.4.2. The Treasurer of the Authority shall have the responsibility for the receipt, collection and deposit of all funds of the Authority, for investment of same as authorized by the Act or by Resolution of the Board, the maintenance of bank accounts of the Authority in such depository banks as may be designated from time to time by or pursuant to Resolution of the Board and the maintenance of books of account of the Authority. Checks, drafts and other withdrawals and expenditures of funds of the Authority shall be executed on behalf of the Authority by such authorized officers of the Authority as shall be designated from time to time by or pursuant to Resolution of the Board.

2.4.3. The CEO shall be the Chief Executive Officer of the Authority and, subject to the policies, control and direction of the Board, the CEO shall have general responsibility for the administration, management and direction of the affairs and business of the Authority, including the initiation, planning and carrying out of the projects, programs and other activities of the Authority pursuant to the Act. The CEO shall have such other powers and duties pertaining to his or her office as are prescribed by law or in these Bylaws or as may be assigned to him or her from time to time by the Board.

Section 2.5. Additional Duties

2.5.1. The Secretary, the Assistant Secretary or Assistant Secretaries, and such other officers of the Authority designated by the Board, shall have the authority, when necessary or appropriate, to certify the records, proceedings, rules and regulations and other instruments of the Authority.

2.5.2. The officers of the Authority shall perform such other duties and functions commonly incident to their office and shall perform such other duties and functions as may from time to time be required or delegated by Resolution of the Board or these Bylaws of the Authority including, without limitation, the certification of the records, proceedings, rules and regulations and other instruments of the Authority and the affixing of the official seal of the Authority to such instruments.

Section 2.6. Election or Appointment. The Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected by the Board at the Annual Meeting of the Board from among its membership. The officers shall hold office until June 30 or until their successors are duly elected and qualified. If for any reason any officer is not elected at the Annual Meeting, the election for the officer, as applicable, shall be held at each subsequent Meeting until a successor is so duly elected and qualified.

Section 2.7. Vacancies. Should the office of Chairperson or Vice Chairperson become vacant, the Board shall elect a successor from its membership at the next Meeting, and such election shall be for the unexpired term of such office. If for any reason the Chairperson, Vice Chairperson, Secretary or Treasurer is not so elected at the next Meeting, the election for Chairperson, Vice Chairperson, Secretary or Treasurer, as applicable, shall be held at each subsequent Meeting until a successor is so duly elected and qualified. Should the office of the CEO become vacant, the Board shall appoint a successor.

Section 2.8. Additional Personnel. The Authority from time to time may employ such other officers, employees and agents as the Board deems necessary for the Authority's exercise of its powers, duties and functions as prescribed by law. The selection and compensation of the CEO shall be determined by the Board. The selection, qualification, duties and compensation of other personnel of the Authority shall be as determined by the CEO subject to such review and approval by the Board as it shall deem appropriate.

Section 2.9. Absence of Chairperson and Vice Chairperson. Whenever the Chairperson and Vice Chairperson are unable to attend a Meeting of the Board, the members present at such Meeting shall designate a temporary Chairperson from among the members present, who shall preside at such meeting.

ARTICLE III - MEETINGS

Section 3.1. Annual Meeting. The Annual Meeting of the Board shall be held on the third Tuesday of May of each year, or on such earlier or later date in each calendar year as the Chairperson for good cause shall designate (the "Annual Meeting"). The Annual Meeting shall be held at the principal office of the Authority or at such other place within Virginia as shall be designated in the Notice of Meeting.

Section 3.2. Regular and Special Meetings. Regular Meetings of the Authority shall be held, at the call of the Chairperson, quarterly on such date as shall be established by Resolution of the Board; provided, however, that prior to such quarterly date, the Chairperson may by notice to each Member (i) determine not to hold a Regular Meeting for such month or (ii) designate another date in such month as the date for the Regular Meeting. In the event the date of any such Regular Meeting shall fall on a legal holiday, the meeting shall be held on the next succeeding day. The Chairperson may, and upon the request of two members of the Authority shall, call a Special Meeting of the Board.

(Revised 8/18/2020)

All Regular and Special Meetings (the “Meetings”) of the Board shall be held at the principal office of the Authority or at such other place within Virginia as shall be designated in the Notice of Meeting.

Section 3.3. Notice of Meeting. Notice of the time and place of each Meeting of the Board (the “Notice”) shall be given by the CEO to each member (a) by mail at least five (5) calendar days before such meeting or (b) in person or by telephone, courier service, hand delivery or electronic mail at least forty-eight (48) hours before such meeting. A Notice by electronic mail shall be deemed to have been given when it has been successfully delivered to the receiving member’s electronic mail service provider. Notices by mail shall be deemed received within three (3) days when mailed to a member at his or her address appearing on the records of the Authority. Notices delivered by courier service or by hand shall be deemed received when received at such address. Except as otherwise provided in Article V relating to the amendment of these Bylaws, a Notice need not specify the matters to be considered at the Meeting.

Section 3.4. Waiver of Notice. A waiver of notice of any Board Meeting in writing signed by a member, whether before or after a Meeting, shall be equivalent to the giving of Notice of such Meeting for such member. A member who attends a Meeting shall be deemed to have had timely and proper Notice of the Meeting, unless he or she attends for the express purpose of objecting to the transaction of any business because the Meeting is not lawfully called or convened. Notice of an adjourned Meeting need not be given to any member present at the time of adjournment.

Section 3.5. Quorum and Voting. A majority of the members of the Board shall constitute a quorum for the transaction of any business or the exercise of any power or function of the Board. The affirmative vote of a majority of all members of the Board shall be necessary for any action taken by the Authority. If one or more members are disqualified from voting on any matter by the Virginia State and Local Government Conflict of Interests Act, the remaining members shall have authority to act for the Board by majority vote. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all the duties of the Authority. A majority of the members present at any Meeting whether or not constituting a quorum, may adjourn the Meeting to another time and place.

Section 3.6. Manner of Voting. Every vote by the Board shall be entered upon the Minutes of such Meeting. Voting on all questions shall be by voice vote.

Section 3.7. Resolutions and Effective Date. Any action taken by the Authority under the provisions of the Act or these bylaws may be authorized by resolution at any regular or special meeting and each such resolution shall take effect immediately and need not be published or posted. All Resolutions shall be in writing and shall be entered in the Minute Book of the Board which shall be maintained by the CEO.

Section 3.8. Electronic Participation in Meetings. As permitted by Virginia law and in accordance with policies adopted by the Board, members may remotely fully participate in the Authority’s Board and committee meetings, including voting, through telephone and internet connections, so long as the member can hear what is occurring at the meeting, members present can hear the remote participant, and participation is approved by majority vote of the physically assembled quorum, except in the case of a member who is participating remotely due to a temporary or permanent disability or medical condition that prevents physical attendance. A physically assembled quorum at the primary meeting location is required for remote participation by Board members. Remote

(Revised 8/18/2020)

participation by an individual member for personal reasons or due to an emergency is limited to a total of two (2) Board meetings and two (2) committee meetings per calendar year or 25% of these respective meetings of the Board, whichever is fewer. The two or 25% limitation does not apply to members who cannot attend a meeting due to temporary or permanent disability. Any member participating remotely for personal reasons or due to an emergency must state the location of remote participation and the nature of the emergency for recordation purposes. An individual member is not required to make the remote location open to the public. A Board member may arrange to participate remotely before or on the day of the meeting so long as there is a physically assembled quorum and the member can be heard by all.

ARTICLE IV - STANDING COMMITTEES

Section 4.1. There shall be the following standing committees:

- (a) Finance Committee;
- (b) Personnel Committee; and
- (c) Operations and Clinical Committee

Section 4.2. The membership of the Standing Committees shall be comprised of interested Board members. Standing Committee membership shall be established annually effective as of the Annual Meeting date. The number of voting members of a Standing Committee shall be based on the membership as of the Annual Meeting. Vacancies shall be filled as needed during the year. A quorum for purposes of the Standing Committees shall be a majority of the members appointed to the Committee as of the date of the Annual Meeting.

Section 4.3. The duties of the standing committees shall be as follows:

- (a) Each committee shall:
 - (1) Participate in strategic and/or fiscal planning and oversight activities.
 - (2) Review and conduct oversight activities regarding the areas of the Authority's operations indicated by such committee's designation and as determined by the Committee Chairperson in consultation with the Board Chairperson, initiating governance and/or policy recommendations to the Board where necessary, to promote the adequacy of service and conformance to accepted or required standards.
- (b) Each Committee shall perform any other task or duties that are referred to it by the Board or the Board Chairperson and/or exercise any power lawfully delegated to it by the Board.

Section 4.4. Committees may invite non-Board members to participate in committee meetings and other committee activities as non-voting members.

Section 4.5. Each standing committee shall keep minutes of its meetings.

Section 4.6. Other *ad hoc* committees may be established by the Chairperson or the Board who will in such action, determine the committee charge, membership composition and duration.

Section 4.7. Each standing committee shall meet at such times as called by the committee's Chairperson. Notice of committee meetings shall be given in the same manner as Notice of Board meetings as specified in Section 3.3 of the Authority's Bylaws.

ARTICLE V - BYLAWS

Section 5.1. Amendments. These Bylaws may be amended, supplemented or repealed by majority vote of the members then in office at any Meeting of the Board, provided that notice of the proposed amendment, supplement or repeal (a) shall have been included in the Notice of such Meeting, or (b) shall have been waived by all of the members.