A Path FORWARD

A transitional model presented as a starting point for discussion of partnership & alignment opportunities between Eastern Virginia Medical School, Old Dominion University, Sentara Healthcare, the Commonwealth of Virginia & other organizations in Hampton Roads

EVMS
Eastern Virginia Medical School
# TABLE OF CONTENTS

**Prelude** ........................................................................................................................................... 3  
**Introduction** ......................................................................................................................................... 3  
**Guiding Objectives** ............................................................................................................................. 5  
**Transitional Pathway Model** ............................................................................................................... 6  
  - Purpose .................................................................................................................................................. 6  
  - Required Conditions and Constraints .................................................................................................... 7  
  - Guiding Principles for Academic Partnerships ...................................................................................... 9  
  - Guiding Principles for Clinical Affiliation / Partnership with Hospital Entity ..................................... 10  
  - Rationale for Enhanced Academic Medical System / Regional Health System Relationships ............ 11  
  - Specific Drivers of Enhanced Academic Medical System / Regional Health System Relationships .... 11  
  - Potential EVMSMG / RHS Alignment Models .................................................................................... 11  
  - Transition Process & Governance ......................................................................................................... 12  
  - Phase 1: Financial Commitment ............................................................................................................ 13  
  - Phase 2: Due Diligence ........................................................................................................................... 14  
  - Phase 3: Implementation .......................................................................................................................... 15  
  - Transitional Organizational Structure .................................................................................................... 15  
  - Establishment of Task Force Collaborative Initiatives in the Areas of Finance, Educational Programming, Research, Clinical Integration, and Administration and Legal ................................................................................................................................. 17  
  - Phase Three (1-2 Years) Principles and Goals ....................................................................................... 25  
  - Financial Requirements ............................................................................................................................ 27  

**Schedule A — Institutional Boards** .................................................................................................... 28  
  - EVMS Board of Visitors ......................................................................................................................... 28  
  - ODU Board of Visitors ............................................................................................................................ 28  
  - Sentara Healthcare Board of Directors .................................................................................................. 29  

**Schedule B — Proposed Timeline for an Inclusive Process** .............................................................. 30  

**Schedule C — Faculty, Staff and Student Development and Support of Path Forward** ....................... 31  
  - Task Forces ............................................................................................................................................ 31  
  - Faculty Senate ......................................................................................................................................... 32
PRELUDE

In 2020, Re-Invent Hampton Roads contracted with Manatt Health to conduct a study as to how a more formal alignment of EVMS, ODU and Sentara might best proceed. EVMS participated in the study process in good faith and with the intention of developing a financially sustainable model for Eastern Virginia Medical School, but the EVMS Board of Visitors voted to withdraw due to the lack of transparency and opportunities for robust discussion amongst participants. EVMS, however, remains committed to improving the health of Hampton Roads and the Commonwealth. EVMS believes that stronger partnerships between EVMS, Sentara and ODU remain possible through a process that employs significant discussion and engenders trust among those parties.

EVMS and ODU have a long history of partnerships and cooperation including matriculation agreements, collaboration on joint public health education, joint research initiatives including development of a spinoff bioscience company, and work in the area of modeling and simulation. Additionally, both EVMS and ODU have a strong commitment and common mission to enhance the welfare of the Hampton Roads region.

The “Path Forward” represents EVMS’ proposal to address the inherent difficulties of closely aligning three complex organizations and consider critical elements such as accreditation requirements and impacts, assured funding mechanisms, and sustainability of enduring partnerships. It has been affirmed by the EVMS Board of Visitors and updated through an inclusive planning and review process, comprised of EVMS faculty, staff, and students. The fiduciary boards of each institution — EVMS, ODU and Sentara — will make assessments and final decisions regarding moving forward at each phase of the process.

INTRODUCTION

Eastern Virginia Medical School, Old Dominion University, CHKD, and Sentara Healthcare are assets to the Hampton Roads community. Yet, each could achieve more and provide greater impact for the region and the Commonwealth of Virginia should they develop stronger partnerships (perhaps including mergers of functional areas) and better align their efforts. The academic medical center or health sciences university are the two widely accepted national standard models to align academic medical and health sciences with hospital clinical partners. Additionally, regional partners like Norfolk State University and possibly others such as Bon Secours, Chesapeake Regional Medical Center, Riverside Health System and the Hampton Veterans Administration may have critical roles to play. This proposal outlines a pathway for an expansion of strategic partnerships to include the eventual creation of the Eastern Virginia Health Sciences University at Old Dominion University.

Achieving this outcome, much less taking the first steps, will require putting the needs of Hampton Roads first and committing to an unprecedented level of transparency and communication among the anchor institutions. Success also will require an understanding and
acceptance that each institution must experience meaningful benefits from the final result and that each institution will be required to compromise and embrace significant changes for the good of all the anchor institutions and the Commonwealth of Virginia.

This proposal provides an opportunity for a “hard reset” of the process, and is based upon the assumption that all entities will engage and support the shared vision put forth in this plan. The previous recommendations resulted from an attempt to move far too quickly to adequately address the inherent difficulties of closely aligning three or more complex organizations. The previous process ignored critical elements (such as accreditation requirements and impacts, assured funding mechanisms, sustainability of enduring partnerships, and current operational challenges already faced by the organizations). Perhaps most importantly, the process lacked transparency and actual dialogue between all parties.

This proposal provides an expanded timeline (three phases spaced over a three- to five-year term) in which to address difficult, yet critical, financial, operational, and governance issues. It provides a starting point (not a final model) to inspire genuine dialogue and actual engagement. Crucially, it provides a realistic time horizon in which all parties can build trust and move confidently forward, which could also be adjusted to ensure momentum is maintained and benefits are recognized regularly. As such, the anchor institutions need not wait five years to begin experiencing benefits. Incremental changes provide not only an opportunity to build trust and align cultures and policies but also an opportunity for each partner to feel the benefits of closer alignment in the interim. It is critical that each of the partners maintain a balance of institution-specific autonomy and thoughtful blending of institutional cultures while embracing opportunities presented through collaboration.

As a school founded by the community, for the community, Eastern Virginia Medical School remains committed to improving the health of Hampton Roads and the state overall. Despite problems with the previous process, EVMS also remains committed to operating in good faith and doing the difficult work of finding a mutually rewarding model of collaboration with Old Dominion University and Sentara Healthcare. We invite these anchor institutions to join us in this commitment in service of the local and regional community-at-large, and find a path forward that engages not only the anchors but other community and state-level entities in building a more robust health ecosystem for Hampton Roads and the Commonwealth.
Guiding Objectives

1. Provide long term and sustainable financial model for EVMS and proposed Eastern Virginia Health Sciences University to deliver fully on its missions healthcare education, research, and clinical care.

2. Recognize the heretofore unrealized potential of creating an academic medical system model by utilizing academic and hospital resources for academic clinical, and regional economic benefit.

3. Align academic and clinical institutions to improve the health of Hampton Roads, the commonwealth and nation.

4. Create a concerted regional focus to improve the stark health disparities among disadvantaged communities in the region.

5. Design new models of care to develop value-based models of care in order improve healthcare outcomes, quality and reduce costs to the patients and communities we serve.

6. Train and create the healthcare workforce to meet the future needs of the rapidly changing health care delivery system to deliver care outside of hospitals and clinics and closer to the communities and homes of the patients we serve using disruptive technology, and new health care delivery models.

7. Provide new graduate medical education fellowships and residency programs to create a workforce pipeline of subspecialty care and clinical expertise with an objective to deliver new highly subspecialized care regionally and obviate the need for patients to seek referrals to other academic medical centers in the Mid-Atlantic and Northeast regions.

8. Ensure that the clinical educational opportunities for all programs are expanded and accountable for quality; all academic commitments to existing clinical faculty are honored, in the event of a transition of the EVMS Medical Group to a new or existing clinical practice entity; and current and future faculty and staff have job security during any transition.

9. Advance the national reputations of the academic and clinical brands of the hospital and academic partners through collaborative coordination and funding of the above.
TRANSITIONAL PATHWAY MODEL

PURPOSE

To create and implement a new, transitional model and process which would serve as a pathway to establishing the Eastern Virginia Health Sciences University (EVHSU) at Old Dominion University (ODU).

This proposed pathway would create an Old Dominion University “system” model that provides for two separate universities, both reporting to a new ODU System Board of Visitors. At a minimum, it could potentially identify avenues for increased affiliation between the two universities.

The process would be structured to include three sequential phases with a decision point to continue or discontinue occurring at the conclusion of each phase. There could be an opportunity to overlap certain components of Phase 1 and Phase 2 as a means of condensing the overall timeline, but that will be determined by leadership as the process unfolds. The transition model would include an intermediate organizational construct to be established over a maximum 3-year period which, if successful, could lead to a more comprehensive integration of EVMS and ODU over an additional 1-2 years:

- **Phase 1 — Financial Commitment** (1 year) — predicated on an agreed partnership among the multiple entities and the successful development of an incremental funding model that provides a long-term sustainable financial platform for EVMS and the eventual creation and operations of EVHSU at ODU.

- **Phase 2 — Due Diligence** (1-2 years) — after successful completion of phase 1, phase 2 would be the planning and due diligence phase requiring a formal commitment from the partners to share information and develop integrated academic, clinical, and administrative objectives through a shared governance model.

- **Phase 3 — Implementation** (1-2 years) — after successful completion of phase 2, phase 3 would be the execution phase whereby the deliverables and integration models developed in phase 2 are implemented.

The principal partners would be EVMS, ODU, Sentara Healthcare (Sentara), and Children’s Hospital of the King’s Daughters (CHKD). Academic and community partners could include Norfolk State University (NSU), regional community health centers, regional Public Health Departments, community leaders, and the Department of Medical Assistance (DMAS) for incremental federal supplemental payments.

This process would require absolute transparency and regular communication in all dimensions and the establishment of mutual trust among the principal partners in order to create a
common strategic vision and governance structure, with accompanying objectives, deliverables, and funds flow models.

REQUIRED CONDITIONS AND CONSTRAINTS

1. EVMS retains its full accreditation status for all academic programs with affirmation from ACGME, SACSOC, LCME, SCHEV and other academic program accreditation agencies.
   a. EVMS recently underwent an LCME site visit for the medical school accreditation with very favorable feedback from the exit interview. The formal LCME Committee will issue the final report in March, 2021.
   b. EVMS is also in the process of the SACSOC accreditation as a higher educational institution and will undergo the site visit from SACSOC in mid-February 2021. A formal report will follow in December, 2021.

Applicable excerpts from the SACSCOC Principles of Accreditation are as follows:

**Standard 4.1 Governing Board**
- The institution has a governing board of at least five members that:
  a) is the legal body with specific authority over the institution.
  b) exercises fiduciary oversight of the institution.
  c) ensures that both the presiding officer of the board and a majority of other voting members of the board are free of any contractual, employment, personal, or familial financial interest in the institution.
  d) is not controlled by a minority of board members or by organizations or institutions separate from it.
  e) is not presided over by the chief executive officer of the institution.

**Standard 4.2 The Governing Board**
- a) ensures the regular review of the institution’s mission. (Mission review)
- b) ensures a clear and appropriate distinction between the policy-making function of the board and the responsibility of the administration and faculty to administer and implement policy. (Board/administrative distinction)
- c) selects and regularly evaluates the institution’s chief executive officer. (CEO evaluation/selection)
- d) defines and addresses potential conflict of interest for its members. (Conflict of interest)
- e) has appropriate and fair processes for the dismissal of a board member. (Board dismissal)
- f) protects the institution from undue influence by external persons or bodies. (External influence)
g) defines and regularly evaluates its responsibilities and expectations. (Board self-
evaluation)

2. Existing and newly recruited faculty and staff would retain the rights and obligations
conferred by current contracts, employment agreements, and/or respective institutional
personnel and faculty bylaws, including academic rank, tenure, and compensation.
Considerations for minimizing job loss would be included in discussions.

3. The predicate under which EVMS engaged in the Manatt process was to ensure the
long-term financial stability and sustainability of its operations and missions.
Consequently, it will be required to have a full agreement of the funding stream, fund
flows and investment into the Eastern Virginia Health Sciences University at Old
Dominion University as the first step before further preparation and planning can
occur. It is therefore proposed that a new committee entitled the “Executive Financial
and Funds Flow Committee” be established to create and agree upon the amount of
funding and funds flow, including any impact on funding for current programs, before
any further planning can occur.

4. Each partner would retain current governance and autonomy until, and if, a model of
full integration is mutually agreed upon.

5. Any change or modification to the function, authority and/or membership of the
governing board or the organizational structure of EVMS must be approved by the
Board of Visitors, unencumbered by outside third-party influence as required by the
SACS accreditation standards.
GUIDING PRINCIPLES FOR ACADEMIC PARTNERSHIPS

1. Provide sustainable funding from partner hospitals and the commonwealth for EVMS’ and ODU’s operating functions, capital needs, and ongoing recruitment of faculty and staff to include anticipated succession planning for EVMS leadership, staff and faculty in the future.

2. Expand educational opportunities related to clinical teaching, including both additional clinical preceptors and preceptor locations, available to EVMS to deliver education for all learners and trainees. Incentive funding and dedicated time for faculty contributing to these important educational requirements should be available to encourage development of and commitment to secure and sustained clinical education opportunities.

3. Advance the academic reputations of EVMS, ODU and other academic partners. Improve clinical reputational standing of Sentara Healthcare Hospitals and CHKD in Hampton Roads and regionally/nationally.

4. Strengthen current health professional education and develop new STEM-H pipeline undergraduate and graduate programs across EVMS and ODU and in collaboration with Norfolk State University. Develop new graduate medical education residencies and fellowships in concert with the hospital partners.

5. Improve health equity and reduce health disparities in vulnerable communities across the region while increasing the diversity of the learners, clinicians, faculty, leadership, and personnel among the partner institutions. Ensure that a commitment to a community engagement philosophy and activities underlies these efforts.

6. Develop coordinated research programs among the primary partners, invest materially in basic science, translational biomedical, applied biomedical engineering, healthcare delivery science, population health science research, clinical research and trials, and provide enhanced student research opportunities.

7. Develop more robust healthcare workforce pipelines for all healthcare facilities in the region and commonwealth.

8. Provide economic development opportunities to diversify Hampton Roads economy through clinical service line development, extramural research, innovative educational program development and new business development through creation of market-driven intellectual property.
GUIDING PRINCIPLES FOR CLINICAL AFFILIATION / PARTNERSHIP WITH HOSPITAL ENTITY

1. Must provide a sustainable financial model that preserves the unique culture and needs of the academic mission including faculty who are not 100% clinical and well as recognizing faculty who dedicate significant time to health entity meetings and service projects.
2. Must sustain and strengthen the clinical workforce.
3. Must promote public recognition of the value of the academic practice.
4. Must preserve/ enhance and reward the teaching mission of the Medical Group including preserving required academic time.
5. Must preserve/ enhance and reward the research mission of the Medical Group including preserving research time of all faculty.
6. Must improve the ability of the physicians to compete in a value-driven marketplace.
7. Must encourage innovation and product development.
8. Must respect and maintain current and future potential academic and clinical partnerships with community health centers and other health entities and organizations (such as CHKD, Bon Secours, Riverside, VA, and others)
9. Must recognize, incent, and reward the large volunteer community teaching faculty (such as Urology of Virginia, Emergency Physicians of Tidewater and others)
10. Must facilitate the exchange of medical information through a common technology platform.
11. Must provide a governance structure that ensures the continued success of the academic mission of Medical Group and EVMS
12. Must preserve/ enhance the clinical education and supervision of EVMS residents and fellows.
13. Must include equal representation from both EVMS and the health care entity to preserve both cultures.

The section on clinical partnerships relies on a variety of sources in addition to original content. Sources include:
- Advancing the Academic Health System For the Future -AAMC McKinsey and Company -Unlocking The Potential of Academic and Community Health Partnerships Feb 2016
- HMFA Acquisition and Affiliation Strategies- An HFMA Value Project Report
- Academic Medical Center-Regional Health System Mergers: Notes From the Field-The Chartis Group
- Evolving Physician-Practice Ownership Models-American Hospital Association-AHA Center For Health Innovation
- Academic Medical Centers Joining Forces with Community Providers For Broad Benefits and Positive Outcomes-Deloitte
- Management Structures of the Academic Medical Center -Dante Bongiorni MHA University of Pittsburgh, 2017-white paper
RATIONALE FOR ENHANCED ACADEMIC MEDICAL SYSTEM / REGIONAL HEALTH SYSTEM RELATIONSHIPS

In many Academic Medical Center (AMC) and Regional Health System (RHS) partnerships, the value proposition hinges on an archetype of the AMC as the quaternary care center and the RHS as the geographically distributed network. Together these organizations offer a system of academic and community care that brings comprehensive, integrated services closer to the consumer. In this model the RHS typically enables a broad scope of clinical services offering convenient access that can meet consumer preferences and needs. The AMC in contrast brings its name recognition, broad subspecialty care capabilities and translational research to the relationship.

Most AMC/RHS partnerships are driven by the opportunity to enable lower acuity care to be provided in a more patient-centric, lower-cost environment while freeing up tertiary quaternary centers and their subspecialists to focus on the types of higher complexity care they are uniquely positioned to offer. These alliances also enhance collaboration and coordination of care across the patient care continuum driving higher patient satisfaction and lower total cost of care. Furthermore, the relationship provides opportunities to advance groundbreaking research and enable access to clinical trials in community settings. Ultimately the expanded geographic reach, improved outcomes and cost reductions assist in attracting payors and employers. The ultimate value proposition remains the chance to develop a system of care and patient experience that builds upon each party's comparative strengths to increase value and market position, while transforming healthcare and health for the regions they serve.

SPECIFIC DRIVERS OF ENHANCED ACADEMIC MEDICAL SYSTEM / REGIONAL HEALTH SYSTEM RELATIONSHIPS

Enhanced relationships between AMCs and RHSs can produce a variety of value drivers. Specific drivers with respect to the development of an enhanced relationship of EVMS Medical Group with a Regional Health System such as Sentara include:

- Economies of Scale
- Economies of Scope
- Economies of Structure
- Economies of Skill

POTENTIAL EVMSMG / RHS ALIGNMENT MODELS

As depicted in the following figure, partnerships between AMCs and RHSs can take a variety of forms ranging from independent affiliations developed through contracting arrangements to formal acquisition and/or merger. EVMSMG is currently disadvantaged financially by regulatory and compliance constraints since it is a free-standing practice and has no material
ancillary practice income nor downstream revenue. The level and degree of integration between the two entities will greatly influence the resource commitment, operational restructuring in compliance with regulatory statutes and ultimate goals that can be achieved with the relationship.

Understanding that numerous complexities exist that impact development of an enhanced relationship between EVMSMG and Regional Health System partner(s), a specific alignment model would require a more comprehensive analysis of critical variables including funding and financial structure, governance, ability to preserve and enhance the tripartite mission of EVMS and EVMSMG, operational structure, current and anticipated relationships outside of the partnership, cultural alignment, and legal/legislative analysis.

**TRANSITION PROCESS & GOVERNANCE**
As noted above, the transition process will require a three-phased approach. Phase 1 would require development of a funds flow model that is agreeable to EVMS and the stakeholders, and, identification of the financial investments required to stand up and sustain the EVHSU entity.

Once Phase 1 is successfully completed and the long-term funding model has been developed and agreed upon by the parties, Phase 2 of planning would begin and the establishment of a planning Board would proceed thereafter.

At the conclusion of Phase 2, the decision to continue on to Phase 3 will be determined. Phase 3 would be the implementation phase whereby EVMS and ODU are merged and a new Old Dominion University system model is created. At this time, the EVMS Medical Group and the Sentara Medical Group would also move into Phase 3 activities.

The timeline is presented as a flexible, three- to five-year timeframe. It is possible that these phases could be completed in a shorter period of time. The goal would be to complete the process as expeditiously as possible — yet in a transparent and collaborative manner — while building trust and addressing all critical issues. Extremely critical to success will be including in the process considerations for differences in organizational culture and the building of unified mission and goals, as well as a concern for community focus and impact.

**PHASE 1: FINANCIAL COMMITMENT**

In Phase 1 (1 year), the first step would be to establish the Executive Financial and Funds Flow Committee which would be comprised of leadership from the Boards of EVMS, ODU, Sentara, CHKD and each organization’s senior leader(s). This step will require a full disclosure of funding opportunities and agreement upon the funds flow before further planning can ensue. Goals for the education, research, clinical, and administration/legal areas will be considered as elements of the funding flow models. The construct of this committee would be as follows:

1. Sentara Healthcare — Chair, an at-large member of its Board of Directors and an at-large member or previous Board Chair
2. Eastern Virginia Medical School — Rector, an at-large member of its Board of Visitors and an at-large member or previous Rector
3. Children’s Hospital of the Kings Daughters — One member of its Board of Directors
4. Old Dominion University — One member of its Board of Visitors
5. The leadership of the respective institutions to include the President of Eastern Virginia Medical School, the President/CEO of Sentara Healthcare, the President/CEO of Children’s Hospital of the Kings Daughters and the President of ODU.

Once the establishment of the financial model with identified personnel, administrative and investment resources, and funds flow are agreed upon, then Phase 2 will begin.
PHASE 2: DUE DILIGENCE

Phase 2 (1-2 years) would be the planning and due diligence phase and would involve a thorough, deliberate and coordinated effort by the partners to assess and develop a potential pathway to full integration of EVMS and ODU.

Under this approach, each partner would retain its current governance structure and autonomy. They would appoint board members to a new collaborative entity which would facilitate management collaboration for defined and mutually beneficial strategic initiatives, programs and deliverables (the current members of the Boards of each institution, their appointing body and term are attached in Schedule A).

A new, non-governing organization would be established, the “Community Healthcare and Academic Benefit Oversight Council” (CHABOC). Ad hoc members could include a community member, and one legislative appointment.

EVMS, Sentara, ODU and CHKD have strong community relationships and influence and have created enormous benefit to the community of Hampton Roads and the commonwealth. Reciprocally, the community has provided enormous support to these institutions for many decades. In that spirit, and to provide additional oversight and accountability for collaboration of the institutions, it is proposed to establish the following members of the Council:

**CHABOC Board Leadership**
- Two Board members from Sentara
- Two Board members from ODU
- Two Board members from EVMS
- One Board member from CHKD

**CHABOC Management Members**
- President/CEO of Sentara Healthcare and one delegated representative
- President of ODU and one delegated representative
- President of EVMS and one delegated representative
- President of CHKD or his/her delegate
- Ad hoc, non-voting member from Norfolk State University
- Ad hoc, non-voting member assigned by the Office of the Governor, or the House of Delegates or the Senate

Ideally, the Council members would be serving as an officer or chairperson of a relevant subcommittee from their respective institution. The Council members would then report back to the fiduciary board of their home institution. This process would hold management of each institution accountable for jointly agreed upon collaborative programs, and educate peer board members in order to come to mutual understandings of the risks, challenges, opportunities, and intended/unintended consequences of an affiliation or merger of the partner entities. The
management members will assign delegates from the respective institutions to the specific task forces listed below. The delegates role will be to develop program plans and policies to be presented to the council for approval.

<table>
<thead>
<tr>
<th>Community Healthcare and Academic Benefit Oversight Council (CHABOC)</th>
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<tbody>
<tr>
<td><strong>EVMS</strong></td>
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<tr>
<td>Board Members (2)</td>
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<tr>
<td>President</td>
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<td>Leadership Delegate (1)</td>
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</tbody>
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**Collaborative Task Forces: Finance, Education, Research, Clinical, and Administrative & Legal**

**PHASE 3: IMPLEMENTATION**

Phase 3 (1-2 years) would be the implementation phase whereby the integration plan for EVMS and ODU which was developed and agreed upon in phase 2 is executed.

**TRANSITIONAL ORGANIZATIONAL STRUCTURE**

The organizational and governance structure of the potentially merged EVMS and ODU entity could evolve through a three-step process. The governing principles and goals would be as follows:

**Phases One (1 year) and) Principles and Goals**

1. Create a long term, sustainable financial model for EVMS/EVHSU that identifies sources and uses of funds and obtains a long term, binding commitment from the hospital partners and the commonwealth (to the extent possible).

**Phases Two (1-2 years) Principles and Goals**

1. Maintain the existing structure, function and governance of EVMS during the transition process. Faculty and staff to retain appointments, contracts, letters of offer, compensation structure, tenure, research and faculty development incentive funds and
benefits. New faculty recruits would receive compensation packages customary to the hiring institution.

2. Engage accrediting (ACGME, SACSCOC, LCME, etc.) and legislative educational partners (SCHEV) to ensure planning and implementation aligns and is compliant with established requirements, expectations, and policies and procedures.

3. Develop an alignment of the educational and research enterprises of EVMS and ODU; develop an alignment of the clinical enterprises of the EVMS Medical Group with the Sentara Medical Group; develop additional pipeline programs for STEM-H and health professional programs with Norfolk State University.

4. Without governance changes, rebrand EVMS as entity “doing business as” (dba) Eastern Virginia Health Sciences University, an affiliate of Old Dominion University.

   a) Develop a Research Institute Foundation Model between EVMS and ODU to allow ODU to effectively take credit for the EVMS Research expenditures. This would permit ODU to achieve research expenditures approaching the required amount to be designated as a Carnegie Tier 1 Research University. This would immediately raise the academic status and ranking of ODU and would also create a clear message of collaborative research between the institutions.

   b) Sentara and CHKD could also participate in designating its clinical trials and research to be part of the Research Institute Foundation. This could provide immediate opportunities to consolidate the animal care facilities, wet research laboratory space, core facilities, institutional review boards and graduate programs in foundational and translational biomedical science.

5. Evaluate the existing research programs of the partners to develop areas of opportunity and synergy for research collaborations, enhanced productivity, use of core facilities, improved national/international recognition, and increased extramural funding.

6. Explore joint opportunities among the principal partners for collaborative community engagement activities and community health programs to address health disparities and improve health equity throughout the region. Collaborate with Public Health Departments and community health centers for educational sites and creation of more effective clinical care management and access.

7. Develop STEM-H and health professional tracks with ODU, EVMS, and Norfolk State University to support and recruit more students from disadvantaged backgrounds. Develop articulation and accelerated degree programs with appropriate resources (faculty, staff, infrastructure) and provide scholarship funding to retain the most qualified students and those requiring financial support in the region.
8. Develop a plan for alignment of clinical faculty of EVMS Medical Group with Sentara Medical Group. Explore and agree to a new organizational structure (such as a 501(c)(3)) which could serve as the joint governing body for the combined practice group. Develop clear and durable compensation models for existing faculty members and new recruits.

9. Identify and agree to principles required for a long term (20+ years) academic affiliation agreement between EVMS/EVHSU and the newly formed clinical enterprise. Ensure the clinical education curriculum is protected and will be sufficiently delivered by the new clinical enterprise in congruence with other community faculty and health system partners (critically important that these relationships are nurtured and maintained).

ESTABLISHMENT OF TASK FORCE COLLABORATIVE INITIATIVES IN THE AREAS OF FINANCE, EDUCATIONAL PROGRAMMING, RESEARCH, CLINICAL INTEGRATION, AND ADMINISTRATION AND LEGAL

1. EXECUTIVE FINANCIAL AND FUNDS FLOW COMMITTEE

The predicate for any new partnership model requires material incremental funding. Consequently, the principal and first domain of work (Phase 1) would be to define the scope, structure, function and timeline for integration which would require a defined and sustaining long term investment. The Executive Financial and Funds Flow Committee would address the sources and uses of funds using the guiding principles of the partner institutions as a framework for developing an explicit financing plan. Potential sources of funding could be as follows:

A. Federal Medicaid Supplemental payment resulting in an Intergovernmental Transfer (IGT) payment to DMAS to capture the full Upper Payment Level of a nursing home Medicaid provider tax. Virginia is one of only three states in the U.S. that does not take advantage of this opportunity. The upper payment limit room available should be material and should be investigated thoroughly.

B. Federal Medicaid Supplemental payment resulting in an Intergovernmental Transfer (IGT) payment to capture the full Upper Payment Level of the Sentara Medical Group using EVMS as the transferring governmental agency.

C. Federal Medicaid Supplemental payment resulting from state-imposed insurance premium tax on payer premiums to draw down incremental federal match for Medicaid premiums (if such room is available to the commonwealth).

D. Federal Medicaid Supplemental payment resulting from an assessment of community service boards which provide mental health services to a large Medicaid population in the state. Consequently, governmental support of the CSBs can be
used as a matching platform for an Intergovernmental Transfer (IGT) payment to capture the full Upper Payment Level using EVMS as the transferring governmental agency.

E. Sentara Healthcare and CHKD direct funding complemented by establishment of an endowment for sustainability funding.

F. Commonwealth of Virginia.

G. Incremental costs to the Commonwealth of Virginia if EVMS employees are entitled to state benefits and the entity is entitled to facilities maintenance costs and employee raises must be addressed.

The development of a detailed, long-term financial forecast, outlining the sources and uses of all incremental and existing funding streams will be an essential objective of the Executive Financial and Funds Flow Committee. **Without a financial plan that includes incremental hospital and/or commonwealth funding that is acceptable to all the partners, and EVMS/EVHSU in particular, continuation to phase 2 will not occur and ultimately the final integration of EVMS and ODU will be unsuccessful.** The final decision will be made by the fiduciary boards of EVMS, ODU and Sentara.

## 2. EDUCATIONAL COLLABORATIVE TASK FORCE

A. Establish task forces and work groups to expand, collaborate and create new or consolidated educational programs among ODU, Sentara and EVMS. This task force would be comprised of the institutions’ respective academic leaders and could also include student leadership in certain situations. This may include collaboration among the School of Health Science at Old Dominion, the Sentara College of Health Sciences, and EVMS for the following purposes:

   I. Share and hire complementary faculty and academic support services staff.
   II. Retain and recruit high-quality faculty, staff, and students accounting for increased staffing and resource needs associated with development of new programs.
   III. Develop dual degree and other new degree programs and certificates.
   IV. Build and expand pipeline programs with regional high schools and historically black universities and colleges in the commonwealth.
   V. Create new health professional programs.
   VI. Coordinate and advance inter-professional educational programs.
   VII. Ensure that all new schools and programs maintain compliance with accreditation and legislative requirements.
   VIII. Create faculty development programs for mutual benefit.
   IX. Develop and expand GME programs across the Sentara Healthcare hospital system.
X. Sustain and enhance community engagement opportunities for faculty, staff, and students.

XI. Create a healthcare workforce development plan with Sentara Healthcare and CHKD across all of their constituent clinical entities.

XII. Develop a robust portfolio of combined degree programs.

XIII. Develop new Health Professionals Schools (Public Health, Physical Therapy, and Behavioral Medicine).

XIV. Establish scholarships and stipends for students in exchange of service (National Health Service Scholarship model) to capture more graduates in the commonwealth.

XV. Develop and agree on a new academic affiliation agreement in order to ensure the educational requirements are not exceeded by the constituent faculty. Some consideration must be made to accommodate and incent volunteer faculty members outside of EVMS and Sentara.

B. Develop Timeline for Milestones and Implementation

3. RESEARCH COLLABORATIVE TASK FORCE

A. Establish collaborative task forces to focus on synergistic, new and interdisciplinary research programs, and integrate the administrative structure and functions of the research enterprises across all anchor institutions. This could lead to integration of all research activities and funding under one Institute model – which could be a variant of the existing Research Foundation at ODU. Multidisciplinary research would enhance the competitiveness for extramural funding (federal, state, foundation and industry). Joint governance would be required to ensure accountability and operational success. Since basic science is the foundation upon which translational and clinical research are built, existing basic science research will continue to be supported. In addition, a new focus would be adopted by all entities on clinical applications in medicine and biomedical science to include:

   I. Clinical translational, industry and investigator-initiated research.
      a. Expand and integrate collaborative translational research and clinical trials requiring a shared vision and access to data and patients
      b. Protect research time for clinicians, CLIA certified research facilities, and integration of IRBs facilities, and integration and improvement of IRBs would be essential
   II. Bio-medically/bio-electrically engineered device development.
      a. Increase innovation and opportunities for faculty and students, including combination of device development at ODU with biomarker development at EVMS could synergize strengths from both institutions
      b. Enhance infrastructure support, seed funds, and pipeline education program.
III. Biomarker development.
   a. Leverage biomarker development at EVMS as a launch pad for developing a direct connection to translational research and diagnostics
   b. Invest in new instrumentation and software, increased use of the biorepository, and expanded clinical trials support among the clinical departments.

IV. Public Health and health policy.
   a. Create a unified and accredited school of public health which will promote adequate career development, mentoring, and the creation of a workforce pipeline for local and state health departments.
   b. Develop new educational programs with a research focus to allow students to engage in public health and health equity research by offering more clinical rotation sites in areas of need

V. Academic/industry and AI Technology partnerships for beta testing and jointly developed intellectual property.
   a. Provide interdisciplinary collaboration and awareness leading to partnerships and clinical potential
   b. Promote an entrepreneurial culture and Beta testing infrastructure.

VI. Creation of new sites, inventory of human subject for expansion Clinical Trials Programs
   a. Assess potential for large regional clinical trials programs that attract research faculty and grants
   b. Obtain support from all three entities in promoting advocacy for donor and community support.

VII. Development of new diagnostic therapeutics and software/device AI applications.
   a. Adopt a targeted focus in areas such as proteomics, health equity and chronic community diseases which can lead to new research directions and technologies, opportunities for faculty and students to contribute to interdisciplinary innovation, and elevated clinical reputation and partnerships.
   b. Provide significant pilot funding for proof of concept research.

VIII. Cost efficiencies and effectiveness of care management pathways.
   a. Assess potential electronic systems to coordinate care effectively
   b. Develop additional expertise and models to follow, support for designing the electronic system.

IX. Population health, and re-engineering the system of population health and patient care delivery.
   a. Elevate capability in community-engaged research which will lead to improved population health and establish the reputation of the newly combined entity as a community leader
   b. Review guidance and models of other health systems to follow, buy-in from all three entities, and easy access to medical record system.
X. Clear and compelling emphasis on community-engaged research and reducing health disparities in the region and the commonwealth.
   a. Strengthen existing educational programs, and create a hub for coordination of efforts for identification of risk factors leading to health disparate communities
   b. Develop new and combined educational programs, and a clinical and translational institute for advancing health disparities research.

XI. Purposeful and meaningful collaborative research and Clinical Trial programs to include research teams among the disciplines of Medicine, Health Professions, Law, and Business.
   a. Enhance opportunities for collaborations, new opportunities for training and research by learners, and possibility for improved patient care.
   b. Invest in building and promoting interdisciplinary teams, added faculty expertise, and increased clinician and learner involvement in research.

Securing sufficient seed funding and additional research faculty expertise will be one of many keys to success. Progress in advancing these specific research areas will also require additional support from the Education, Clinical, and Administration/Legal Task Forces. Their support would likely require strengthening existing, and creating new, educational programs for our learners; more release time and support for clinician and resident research; and administrative and legal resources to help with executing agreements and intellectual property documentation.

Possible objective of an Integrated Research Institute across all three entities could include the following:

I. Integrated Sponsored Research Office.
II. Coordinated/integrated Institutional Review Boards and regulatory functions across the three entities.
III. Joint governance and commitment to a comprehensive and focused research enterprise.
IV. Development of structure to capture the extramural research of the three institutions in order to achieve Tier I Carnegie University Research status in the near term to advance national academic reputational standing.
V. Improved opportunities to recruit new research talent with national renown and potential and increased start-up funds and lab space needed to recruit them.
VI. Aligned and integrated core facilities
VII. Increased and improved opportunities for students to participate and publish in current, relevant and impactful research areas and collaborations.

B. Timeline for Milestones and Implementation (suggestions and starting point for discussion)
• Research Collaborative – In the first two years, a Research Collaborative could be created between ODU engineers and EVMS to establish targeted research collaborations in areas such as diagnostics, biomarker development, and artificial intelligence with the goal of obtaining pilot data for major extramural funding after the two years.

• Data – In years 2-3, improve and create mechanisms for medical data exchange among the partner institutions. In years 3-4, identify public, industry, and other academic partners with necessary agreements supporting clinical research and population health.

4. CLINICAL INTEGRATION TASK FORCE

A. Reduce or eliminate disparities in health status and outcomes. Achieving health care equity and eliminating health care disparities have become a priority for all of the institutional partners. As such, a work group could be established to identify actionable strategies to develop sustainable improvements in healthcare status/outcomes, facilitate data collection and analytics review, and develop cultural competency training programs while still maintaining and adapting the community-based cultures of each institution.

B. Develop a work group with Sentara Healthcare, EVMS and ODU to create a workforce development program and train the appropriate complement of health professionals needed in the region and the commonwealth. Incentive recruitment programs could be developed in the priority health professional disciplines, and more importantly could be tailored to anticipate new health professional skills which will be required in the future as a result of changes in the models of care delivery.

C. Identify opportunities to collaborate and potentially integrate the EVMS Medical Group into a newly created 501(c)(3) – a medical group merged with Sentara Medical Group in Hampton Roads only. This would provide opportunities for the Hampton Roads Sentara Medical Group Faculty, the full time EVMS MG faculty and some of the ODU clinical faculty to create new educational and clinical opportunities for clinical instruction for all their learners. It would also provide an opportunity for Sentara to expand its specialty base in Hampton Roads and its 16-hospital system which would lead to improved contracting leverage for Sentara Healthcare and provide value as Sentara develops at population-based risk contracts through its accountable care organization. With a more robust clinical complement of specialties and subspecialties which EVMS now operates, this approach would also provide opportunities to recalibrate and “right-size” the physician workforce between EVMS and Sentara.

D. Create a model of financial support that provides for dedicated faculty educational and administrative time necessary to deliver the all educational programs and conduct research. This would require a formal, longstanding and durable academic
affiliation agreement to ensure that all educational program requirements are met/exceeded.

E. Some derivative outcomes to be addressed are as follows:

I. Governance of the combined Medical Group.
II. Common standards and pathways of care.
III. Common metrics for all clinicians for quality, patient satisfaction and financial incentives.
IV. Absolute requirement to subsidize, resource and deliver the clinical instruction of all GME, medical and health professional learners with a priority for academic excellence.
V. Requirements to advance the research enterprise and innovation.
VI. Timeline for Milestones and Implementation

5. ADMINISTRATION AND LEGAL TASK FORCE

The complexities of the alignment of institutional governance, impact on operations, structure function and personnel described herein are challenging but not insurmountable. As important as it is to achieve the stated goals, objectives and deliverables of such a process, it is also imperative to understand potential conflicts and unintended consequences. Since personnel are the single most valuable asset to any institution, special considerations must be made for existing faculty and staff in any transition.

A. Determining the specific process and detail of the required legislative and related changes to the Code of Virginia in order to change the structure of ODU and EVMS is paramount. Once potential viable governing structures are proposed, each will need to be stress tested against the pragmatic reality of having one officially sanctioned and approved. This will require legal and political expertise and will require engagement of outside legal counsel to assist in the process. We must fully understand the viable pathways to achieve the stated outcomes from the beginning of the process, lest we be constrained or stymied well into the planning and transitional process. The governing Board of the final structure will require enabling language and very likely changes to the existing Code of Virginia related to both EVMS and ODU.

B. Some issues to be addressed include the following:

I. Structure, function, and governance language required to effect an alignment or merger between EVMS and ODU.
II. Bylaws and appointment of Board members to a new entity.
III. Confirmation that any change in structure retains or increases financial support from the commonwealth.
IV. In collaboration with the Clinical Task Force, assess medical malpractice liability (tail coverage and new claims made or occurrence coverage, existing and future claims issues) related to the merger of the EVMS MG with Sentara MG.

V. Establish or amend existing Research Institute to capture the credit of the extramural funding of the constituent partners to effect Tier I Carnegie University Research status.

VI. Educate and align SCHEV, the legislature, and Office of the Governor to affect necessary material changes to the existing public institutions through collective and coordinated advocacy efforts of all partners.

VII. Request start-up funds from the commonwealth to begin the transition process.
   a. Develop formal financial request (should occur in Phase 1).
   b. Leverage and coordinate lobbying efforts.

VIII. Develop contracts/agreements to guarantee new sources of funding.

IX. Obtain contractual assurances from clinical partners to provide the clinical instruction to all clinical learners.
   a. Identify clinical teaching requirements.
   b. Collaborate with clinical and educational task force.
   c. Ensure that relationships with other clinical partners (volunteer faculty, regional hospital/health systems) are not damaged or severed.

X. Establish sufficient funding streams for establishing a new governance structure, for leadership succession planning and for new faculty recruitments.
   a. Develop formal succession plan/timeline.
   b. Identify incentive opportunities to maintain/retain existing leadership and faculty/staff talent during the transition.

XI. Communicate to existing employed faculty and personnel and faculty to avoid turnover and disruption during the transition phase.
   a. Develop a concise and transparent communication message and distribution strategy.
   b. Identify faculty and staff champions/advocates to serve as liaisons.
   c. Create and communicate a formal staffing transition plan that considers and/or develops models for:
      i. Organic attrition
      ii. Voluntary retirement
      iii. Equitable termination packages (as applicable)
      iv. Mapping of EVMS faculty/staff positions to new entity

XII. Assessment and, as needed, modification of faculty appointment process and tenure to provide assurances of faculty protection.
   a. Identify and reconcile differences between EVMS and ODU faculty policies.
   b. Ensure EVMS faculty and staff rights/benefits are considered and protected.
c. Identify faculty and staff champions/advocates to serve as liaisons.

XIII. Provide specific assurances of faculty protections stipulated in existing faculty bylaws, letters of offer, contracts, and tenure.
   a. Develop communication to accrediting bodies
   b. Provide transparency
   c. Ensure proposed governance structure(s) are compliant with applicable accreditation standards/policies

XIV. Assess and advise on governance structure of new integrated combined medical group entity.

XV. Obtain assurances from all accrediting agency of any impending or planned change in structure, function or governance.

PHASE THREE (1-2 YEARS) PRINCIPLES AND GOALS
(Subject to Successful Completion of Phases One & Two)

Begin formal construct of the new Eastern Virginia Health Sciences University at Old Dominion University through the merger/integration of ODU and EVMS. This phase would occur in the final one to two years of the plan. This would require changes to the state charter of both institutions with clear identification of sources and uses of funds. EVMS would view an optimal governance structure as follows:

A. The newly formed the Board of Visitors of the merged EVMS/ODU entity would be initially constituted to include equal representation from ODU and EVMS and with designated reserve powers to be determined. Over time, it is assumed that Board members will be appointed by the commonwealth.

B. The President of the Eastern Virginia Health Sciences University and the President of ODU would then report to the newly constructed common Board of Visitors.

C. The Eastern Virginia Health Sciences University at Old Dominion University would have three initial founding schools:

   I. Eastern Virginia Medical School
   II. Eastern Virginia School of the Health Sciences and Health Professions
   III. School of Public Health
D. The newly consolidated Board initially would have equal members nominated by the respective University. New bylaws and legislative language for the consolidated Board would be required.

E. Consolidation of the ODU School of Health Science, the EVMS School of Health Professions and the Sentara School of Health Professions would be consolidated in the above Eastern Virginia School of Health Sciences University.

F. A merger of the EVMS and Sentara Hampton roads Medical groups would be consummated under a new corporate structure such as a 501(c)(3) with a common governance and Sentara Healthcare as the primary member, subject to approval of the EVMS Medical Group Foundation Board. A new and comprehensive academic affiliation agreement with the consolidated medical group would be required to provide adequate protected and funded time to ensure the education of all learners in the Eastern Virginia Health Sciences University at Old Dominion University.

G. Comprehensive joint clinical programs and community engagement activities will be developed to address health inequities and health disparities throughout the region with the objective to improve health metrics and patient and community satisfaction.
FINANCIAL REQUIREMENTS

The initially proposed financial requirements are outlined below. This model assumes Sentara would provide materially all of the incremental funding, however, alternative sources could be identified (CHKD, Commonwealth of Virginia, federal supplemental payment programs through DMAS and CMS).

Funding would be directed to EVMS effective immediately and would follow the institution into the newly formed Eastern Virginia Health Sciences University at Old Dominion University once the merger of ODU and EVMS was complete (presumably at or before the end of year 5 depending on the time required to complete phase 2). In the event a formal merger did not occur, funding would remain with EVMS.

*TBD: Financial Schedule to be inserted after Board Approval*
### SCHEDULE A — INSTITUTIONAL BOARDS

#### EVMS BOARD OF VISITORS

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<thead>
<tr>
<th>NAME</th>
<th>APPOINTED BY</th>
<th>TERM ENDS</th>
</tr>
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<tbody>
<tr>
<td>Theresa Emory, MD, Rector</td>
<td>Senate</td>
<td>June 30, 2022</td>
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<tr>
<td>Marcus L. Martin, MD, Vice Rector</td>
<td>EVMS Foundation</td>
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<tr>
<td>Sarah Bishop, Secretary</td>
<td>House of Delegates</td>
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<td>Robert J. Bianchi, Rear Admiral (Ret), SC, USN, Treasurer</td>
<td>EVMS Foundation</td>
<td>June 30, 2022</td>
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<td>Betty B. Bibbins, MD</td>
<td>EVMS Foundation</td>
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<td>Paul D. Fraim, Esq.</td>
<td>Governor</td>
<td>June 30, 2022</td>
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<td>Sharon Goodwyn, Esq.</td>
<td>House of Delegates</td>
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<td>Chester M. Hart, Jr.</td>
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<tr>
<td>Phillip H. Hucles, Esq.</td>
<td>City of Virginia Beach</td>
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<tr>
<td>Naved A. Jafri, MD</td>
<td>City of Hampton</td>
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<td>W. Ashton Lewis, Sr.</td>
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<td>Fred W. Lindsay, DO</td>
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<td>T. Richard Litton, Jr., Esq.</td>
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<td>Tina L. Mohr, Esq.</td>
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<td>Alan Wagner, MD</td>
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<tr>
<td>Bruce Waldholtz, MD</td>
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#### ODU BOARD OF VISITORS

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<td>Kay A. Kemper '80 (Rector)</td>
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<td>Bruce Bradley '78 (Vice Rector)</td>
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<td>Toykea S. Jones '03 (Secretary)</td>
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<td>Yvonne T. Allmond</td>
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<td>Carlton F. Bennett, Esq. '72</td>
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<td>Unwanna B. Dabney '00</td>
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<td>Lisa B. Smith, Esq.</td>
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<td>Armistead D. Williams, Jr., MD</td>
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## SENTARA HEALTHCARE BOARD OF DIRECTORS

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<td>Sandy Henry Harris, III</td>
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<td>Whiteny Saunders</td>
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SCHEDULE B —
PROPOSED TIMELINE FOR AN INCLUSIVE PROCESS

Proposed Timeline for Inclusive Process

Financial Commitment

Due Diligence
(a time to plan & build trust)

Implementation

**Phase 1**
Yr 1

- Executive Financial & Funds Flow Committee
- Develop & Execute Written Financial Agreement
- Submit Legislative Appropriation
- Explore & Execute New Federal Supplemental Payment Program(s)

**Phase 2**
Yr 2
Yr 3

- EVMS/ODU Joint Program Development
- Academic Affiliation Agreement with SMG to Deliver Clinical Education

**Phase 3**
Yr 4
Yr 5

- Develop Institute Model to Consolidate Research Enterprise & Expenditures at ODU
- Translational & Population Health Research Collaboration Development
- Clinical Trial Coordination & Expansion
- Joint Governance of Research Enterprise

**CLINICAL**

- Develop Clinical Research Programs to Reduce Health Disparities & Advance Equity
- Joint Clinical Recruitment
- Develop New Med Group Org Structure

**ADMINISTRATION**

- Develop MOUs for Research, Clinical & Administrative Collaboration
- New Academic Clinical Faculty / Med Group Org Structure Agreement
- New Legislative Enabling Language Adopted
- Consolidation of EVMS/ODU Boards

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No Continuation without Agreement on Funding & Sources

Decide Whether or Not to Fully Integrate
SCHEDULE C — Faculty, Staff and Student Development and Support of Path Forward

**TASK FORCES**

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<td>Heather Fox</td>
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<tr>
<td>Meredith Roach, PGY2,</td>
<td>Salini Hota, PGY 5, Surgery</td>
<td>Julie Tondt, PGY3, Emergency Medicine</td>
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<tr>
<td>Internal Medicine</td>
<td>Scott Whitlock, PGY4, Dermatology</td>
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FACULTY SENATE

Microbiology & Molecular Cell Biology
Dianne Daniel, PhD

Physiological Sciences
Frank Lattanzio, PhD

Pathology & Anatomy
Alberto Musto, PhD

Internal Medicine
Alexander Levitov, MD

Obstetrics & Gynecology
Tarita Pakrashi, MD

Otolaryngology
Craig Derkay, MD, FACS, FAAP

Pediatrics
Michael Strunc, MD

Family Medicine
Mary Rubino, MD

Psychiatry & Behavioral Sciences
Nicole Kreiser, PhD

Radiation Oncology
Erik Lappinen, MD

Surgery
Jay Collins, MD

Emergency Medicine
Anja Cipi, MD

Radiology
John Plemmons, MD

Urology
Michael Williams, DO

Health Professions
Alireza Hosseini, MD