



EMERGENCY MEDICAL SERVICES AUTHORITY – A PUBLIC TRUST

Special Board of Trustees Meeting

January 21, 2022, at 10:00 a.m.

Hampton Inn & Suites, 915 Ada Webb Drive, Stroud, OK

Board of Trustee Meeting Minutes:

NOTICE AND AGENDA for the Special Meeting of the Board of Trustees for the Emergency Medical Services Authority, a Public Trust, were filed January 19, 2022, at 9:01 a.m. with the offices of the City Clerk of Tulsa and with the City Clerk of Oklahoma City on filed January 19, 2022, at 8:59 a.m. more than 48 hours prior to the time set for the meeting.

Trustees Present:

Chief Bryan Wood
Mr. Larry Stevens
Councilor Phil Lakin
Ms. Jan Slater
Ms. Kelly Dyer Fry
Dr. Jeffrey Goodloe
Mr. Scott Vaughn
Mr. Wiley Williams

Others Present:

Johna Easley, EMSA
Frank Gresh, EMSA
Adam Paluka, EMSA
Lora Conger, EMSA
Jim Orbison, Riggs Abney
Kristopher Koepsel, Riggs Abney

Trustees Absent:

Chief Michael Baker - Excused
Ms. Allison Petersen - Excused
Ms. Tammy Powell - Excused

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A quorum was present, and the meeting was called to order at 10:01 a.m. by Chairman Wiley Williams

REGULAR AGENDA

- 1. Chairman's Report** – Mr. Williams advised that he would be moving agenda item 3 to start the meeting.
- 2.** An Executive Session of the Board of Trustees, as authorized by Title 25, §307 B.1 of the Oklahoma Statutes, for the purpose of discussing the employment, hiring, appointment, promotion, demotion, disciplining or resignation of the President and Chief Executive Officer.

Mr. Williams called for a motion to enter Executive Session. After a motion was made by Ms. Slater and seconded by Mr. Vaughn, the Board voted to enter Executive Session at 10:03 a.m.

AYE: Ms. Fry, Councilor Lakin, Ms. Slater, Mr. Stevens, Mr. Williams, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Chief Baker, Ms. Petersen, Ms. Powell

The motion is passed.

- 3.** After a return by the Board of Trustees to the public meeting, discussion, and possible board action on any item of business which concerns the employment, hiring, appointment, promotion, demotion, disciplining or resignation of the President and Chief Executive Officer and is considered during the executive session.

Mr. Williams stated the Board discussed the following in Executive Session:

That EMSA accept the resignation of James Winham from his position as President and Chief Executive Officer of EMSA effective January 18, 2022. That EMSA would provide the following consideration to Mr. Winham in exchange for a full release of any and all claims that Mr. Winham may have against EMSA, its officers, trustees, and employees:

- a. The compensation earned by Mr. Winham through the date of his resignation:
- b. Any compensation for accrued and unused leave through the date of his resignation; and
- c. Severance pay equal to six months' salary to be paid in six monthly installments. However, such payments shall cease if Mr. Winham is reemployed.

In addition, EMSA shall reimburse Winham for all business-related expenses incurred through the date of his resignation, as long as such expenses are reasonable and necessary and are documented in accordance with EMSA's policies and procedures.

That EMSA would further agree to provide indemnification for Mr. Winham which shall be paid directly to Mr. Winham's attorneys, which will be detailed in the separation agreement.

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That such motion shall be memorialized in an appropriate Agreement executed by Mr. Winham and EMSA, and that EMSA further moves that the Chairperson and Vice Chairperson are granted the authority to finalize such negotiations of the remaining terms and conditions applicable to the Agreement and is not to offer any additional consideration, and that such Agreement shall be in accordance with the direction provided by this motion and the Chairperson is granted authority to execute the Separation Agreement on EMSA's behalf.

Mr. Williams called for a motion to accept the resignation of Mr. Winham and details of the separation agreements. A motion was made by Councilor Lakin and seconded by Ms. Slater.

Mr. Williams asked legal counsel to note that Mr. Winham does have seven days to revoke his resignation, and those requirements would be built into the separation agreement.

AYE: Ms. Fry, Councilor Lakin, Ms. Slater, Mr. Stevens, Mr. Williams, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Chief Baker, Ms. Petersen, Ms. Powell

The motion is passed.

4. An Executive Session of the Board of Trustees, as authorized by Title 25, §307 B.1 of the Oklahoma Statutes, for the purpose of discussing the employment, hiring, appointment, promotion, demotion, disciplining or resignation of Johna Easley as Interim President and Chief Executive Officer and Frank Gresh as Interim Chief Operating Officer.

Mr. Williams called for a motion to enter Executive Session. After a motion was made by Mr. Vaughn and seconded by Councilor Lakin, the Board voted to enter Executive Session at 10:38 a.m.

AYE: Ms. Fry, Councilor Lakin, Ms. Slater, Mr. Stevens, Mr. Williams, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Chief Baker, Ms. Petersen, Ms. Powell

The motion is passed.

5. After a return by the Board of Trustees to the public meeting, discussion, and possible board action on any item of business which concerns the employment, hiring, appointment, promotion, demotion, disciplining or resignation of Johna Easley as an Interim President and Chief Executive Officer and is considered during the executive session.

After returning from Executive Session, a motion was made by Councilor Lakin to name Johna Easley as Interim President and Chief Executive Officer with her salary to be that of Mr. Winham's at the time of his resignation, including a car allowance. Mr. Stevens Seconded the motion.

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AYE: Ms. Fry, Councilor Lakin, Ms. Slater, Mr. Stevens, Mr. Williams, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Chief Baker, Ms. Petersen, Ms. Powell

The motion is passed.

6. After a return by the Board of Trustees to the public meeting, discussion, and possible board action on any item of business which concerns the employment, hiring, appointment, promotion, demotion, disciplining or resignation of Frank Gresh as an Interim Chief Operating Officer and is considered during the executive session.

After returning from Executive Session, Mr. Williams called for a motion naming Frank Gresh as EMSA Interim Chief Operating Officer with a salary determined by the Interim President and Chief Executive Officer. Councilor Lakin made the motion, and Ms. Fry seconded the motion.

AYE: Ms. Fry, Councilor Lakin, Ms. Slater, Mr. Stevens, Mr. Williams, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Chief Baker, Ms. Petersen, Ms. Powell

The motion is passed.

CONSENT AGENDA

1. Approval of Board Minutes from the EMSA Board of Trustees Regular Meeting dated December 15, 2021.

A motion made by Ms. Fry and seconded by Ms. Slater to approve Board Minutes from the EMSA Board of Trustees Regular Meeting dated December 15, 2021.

AYE: Ms. Fry, Councilor Lakin, Ms. Slater, Mr. Stevens, Mr. Williams, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Chief Baker, Ms. Petersen, Ms. Powell

The motion is passed.

REGULAR AGENDA CONTINUED

7. **Reports** – To be read by Trustees on their own time.

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- a. **Operational Compliance Report**
 - b. **Patient Financial Services Report**
 - c. **Financial Report**
 - d. **Key Performance Indicators Report**
- 8. Chief Medical Officer's Report-** Dr. Jeffrey Goodloe, Chief Medical Officer – Dr. Goodloe said he is thankful for medics given the challenging conditions they work in every day. He also noted he was thankful for the Board's discussion and Ms. Easley's and Mr. Gresh's willingness and preparedness to serve in their new roles. He said the days ahead will be challenging, and he hopes the employees will meet those challenges.
- 9. New Business** – No new business.
- 10. Trustees' Reports** – No Trustees' Reports.
- 11. Next Meeting** – Wednesday, February 23, 2022, at 1:00 via videoconference
- 12. Adjourn** – The meeting was adjourned by Mr. Williams at 12:31 p.m.

Adam Paluka, Acting Secretary

Date