

**EMERGENCY MEDICAL SERVICE AUTHORITY – A Public Trust**  
**Special Board of Trustees Meeting**  
**July 24, 2019**

Hampton Inn & Suites, 913 West Ada Webb Drive, Stroud OK

**Minutes:**

**NOTICE AND AGENDA** for the Special Meeting of the Board of Trustees for the Emergency Medical Services Authority, a Public Trust, were posted July 19, 2019 at 3:44 p.m. in the offices of the City Clerk of Tulsa and with the City Clerk of Oklahoma City on July 19, 2019 at 4:27 p.m., more than 48 hours prior to the time set for the meeting.

**TRUSTEES PRESENT**

Dr. Jeffrey Goodloe  
Ms. Kelly Brader  
Mr. Larry McAtee  
Ms. Jan Slater  
Mr. Kyle Nondorf  
Ms. Allison Petersen  
Mr. Scott Vaughn  
Mr. Wiley Williams  
Ms. Kelly Brader

**TRUSTEES ABSENT**

Mr. Phil Lakin (Excused)  
Mr. Larry Stevens (Excused)  
Chief Bryan Wood (Excused)

**OTHERS PRESENT**

Jim Winham, EMSA  
Angela McLain, EMSA  
Lora Conger, EMSA  
Frank Gresh, EMSA  
Tracy Johnson, EMSA  
James Davis, EMSA  
Adam Paluka, EMSA  
John Graham, EMSA  
Bryan Jones, EMSA  
Sonny Geary, ARM  
Heath Wright, AMR  
Tina Wells, AMR  
Jeremy Coombs, AMR  
Jim Orbison, Riggs, Abney  
Karen Reiger, Crowe & Dunlevy

A quorum was present, and the meeting was called to order at 1:00 p.m. by Madam Chair Petersen.

**CONSENT AGENDA**

**1. Approval of Board Minutes from the EMSA Board of Trustees Regular Meeting dated June 26, 2019 at 1:00 p.m.**

Upon motion made by Mr. Williams and seconded by Ms. Slater, the Board of Trustees voted to approve the Board Minutes from the EMSA Board of Trustees Regular Meeting dated June 26, 2019 at 1:00 p.m.

AYE: Ms. Brader, Mr. McAtee, Mr. Williams, Ms. Petersen, Mr. Vaughn, Mr. Nondorf

NAY: None

ABSTAINED: Ms. Slater

ABSENT: Mr. Lakin, Mr. Stevens, Chief Wood

The motion was passed.

**REGULAR AGENDA**

**1. Chairman's Report**-Allison Petersen, Chairman of the Board – Ms. Petersen reminded the Board this is her last meeting as Chair and expressed her gratitude to the staff at EMSA on a lot of great progress and great changes within the organization. She commended the leadership specifically for the dedication to their positions and to her fellow board members thanking them for their contributions to the work this Board has accomplished over the past year. She stated it was an honor to serve.

**2. Ratification of Approval of Professional Services Agreement with Oklahoma University Health Sciences Center (OUHSC) for Medical Direction**

Ms. Petersen informed the Board that this item was intended to be discussed at last month's meeting and it was unintentionally overlooked. The Legal Committee reviewed this item and recommends that it be approved. Mr. Winham explained that this is the contract EMSA has with Oklahoma University Health Sciences Center which provides for our Chief Medical Officer. He added this year EMSA has established a one-year contract as we look at some of the details so we can continue with the Chief Medical Officer and our oversight.

Upon motion made by Mr. Williams and seconded by Ms. Slater, the Board of Trustees voted to approve the Professional Services Agreement with Oklahoma University Health Sciences Center for Medical Direction.

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AYE: Ms. Brader, Mr. McAtee, Mr. Williams, Ms. Petersen, Mr. Vaughn, Mr. Nondorf,  
Ms. Slater

NAY: None

ABSENT: Mr. Lakin, Mr. Stevens, Chief Wood

The motion was passed.

**3. Election and Approval of EMSA Board of Trustees Slate of Officers**

Ms. Petersen told the Board that it has been EMSA's custom to roll the position of Vice Chairman up to Chairman, so that would be Phil Lakin and that Mr. Lakin has agreed and has been preparing to take over as Chairman. She went on to say it has also been the custom to alternate between the eastern district and western district for the position of Vice Chairman, so she nominated Wiley Williams and opened the floor to other nominations. The current Secretary/Treasurer is Chief Wood, and she nominated that he remains in that position and opened the floor to other nominations.

Upon motion made by Ms. Slater and seconded by Mr. Vaughn, the EMSA Board of Trustees voted to approve the following election of EMSA Board of Trustees Slate of Officers:

Mr. Phil Lakin, Chairman  
Mr. Wiley Williams, Vice Chairman  
Chief Bryan Wood, Secretary/Treasurer  
Julie Roberts, Assistant Secretary

AYE: Ms. Brader, Mr. McAtee, Mr. Williams, Ms. Petersen, Mr. Vaughn, Mr. Nondorf,  
Ms. Slater

NAY: None

ABSENT: Mr. Lakin, Mr. Stevens, Chief Wood

The motion was passed.

**4. President’s Report**

**a. Operational Compliance Report**-Frank Gresh, Chief Information Officer – Mr. Gresh provided a condensed overall look at compliance and exclusions for the month of June 2019 stating there was one area of non-compliance in the western non-beneficiary cities. From then until today, all areas are in compliance. Mr. Gresh confirmed for Ms. Slater that a penalty will be assessed for the non-compliance.

**b. Fiscal Year 2019 Compliance**-Angela McLain, Chief Compliance Officer – Ms. McLain gave a brief compliance overview. Compliance has been very busy working on policies and procedures to get them current—52 updates to date. We have had several accreditations that include Medicare which makes us good for another three years and have also had several audits that we have prevailed positively.

**c. Key Performance Indicators Report**-Adam Paluka, Deputy Chief Public Affairs – Mr. Paluka told the Board that we are consistently among the top ten in the country on the survey of EMS providers for patient satisfaction.. He said he is getting ready for the EMSAcare open enrollment by having meetings with City of Tulsa and City of OKC. Ms. Petersen told Mr. Paluka she appreciates his proactive approach for the upcoming open enrollment season.

**d. President’s Commentary**-Jim Winham, Chief Executive Officer – Mr. Winham told the Board that the 2020 budget was presented to both City Councils and accepted by both beneficiary cities with no questions or issues. He said there is a 3% subsidy increase for the western division, but no rate increases, and none forecast through 2022. He said EMSA is gearing up for CAAS (Commission on Accreditation of Ambulance Services) re-accreditation with an on-site visit scheduled for August 15<sup>th</sup> and 16<sup>th</sup>.

**5. Medical Director’s Report**-Dr. Jeffrey Goodloe, Chief Medical Officer – Dr. Goodloe began his report with a high point which is always the baseline and that is the clinical care we provide. He said we would not have the luxury of being able to devote the appropriate resources to other issues if our day-to-day care wasn’t excellent. He stated they also had their medical oversight budget similarly approved by the City Councils of Oklahoma City and Tulsa. Dr. Goodloe reported things are going well at the University and a new group of interns are meeting with EMTs and medics at EMSA today getting some eye-opening exercises that will hopefully leave them a lot more appreciative of what really happens daily. Dr. Goodloe concluded his report with a low point and dire concern which is the financing of emergency services for out-of-network patients and how this affects all hospital areas including EMS. He asked the Board if they had any conduits of communication with any of our Oklahoma delegation to urge them to reconsider their stance as the result could be payments for emergency services being reduced by 20% plus.

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6. **An Executive Session of the Board of Trustees, as authorized by Title 25, §307 B.4 of the Oklahoma Statutes, for the purpose of confidential communications with its attorneys concerning potential claims arising from the Contract dated as of September 25, 2013, between Emergency Medical Services Authority, an Oklahoma public trust (“EMSA”) and American Medical Response Ambulance Service, f/k/a Emergency Medical Services Corporation, as amended, and, with the advice of its attorneys, a determination by the Board of Trustees that disclosure to the public of the communications in such Executive Session will seriously impair the ability of the Board of Trustees to process such potential claims in the public interest.**

Ms. Petersen called for a motion to enter an Executive Session for such purpose and to make such determination based on the advice of its attorneys. Upon motion made by Mr. Williams and seconded by Ms. Slater, the Board of Trustees voted to enter an Executive Session at 1:38 p.m.

AYE: Ms. Brader, Mr. McAtee, Mr. Williams, Ms. Petersen, Mr. Vaughn, Mr. Nondorf,  
Ms. Slater

NAY: None

ABSENT: Mr. Lakin, Mr. Stevens, Chief Wood

The motion was passed.

With a return by the Board of Trustees to the public meeting, Ms. Petersen called for a vote to adjourn Executive Session.

AYE: Ms. Brader, Mr. McAtee, Mr. Williams, Ms. Petersen, Mr. Vaughn, Mr. Nondorf,  
Ms. Slater

NAY: None

ABSENT: Mr. Lakin, Mr. Stevens, Chief Wood

The Executive Session adjourned.

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7. **After a return by the Board of Trustees to the public meeting, vote upon any item of business which concerns the above-described potential claims and is considered during the Executive Session.**

Ms. Petersen stated there were no items of business considered during the Executive Session that require voting; however, as the Chair she requested the incoming Chairman, Phil Lakin, the incoming Vice Chairman, Wiley Williams, and the most recent Chairman-elect, Jan Slater to join her in discussions she will be scheduling with city management in Tulsa and Oklahoma City to discuss the contract performance of AMR.

She went on to the next agenda item which is the approval of Human Resources Committee to conduct annual performance reviews on EMSA's Chief Executive Officer, Chief Compliance Officer, Chief Financial Officer and Chief Information Officer.

8. **Resolution by the Board establishing and designating the members of a Human Resources Committee authorized to conduct annual performance review of EMSA's Chief Executive Officer and the Chief Compliance Officer for services reporting to the Board.**

Discussions held. Full details of discussion included in meeting transcript. These discussions resulted in eliminating the Chief Financial Officer and Chief Information Officer from annual review by the Human Resources Committee as this is tasked to the Chief Executive Officer and that only the Chief Executive Officer and Chief Compliance Officer (performance only as it relates to Board activity) be reviewed by the Human Resources Committee. "Be it resolved that the current Chairman, Phil Lakin, the past Chairman, Allison Petersen, the current Vice Chairman, Wiley Williams, and the Chief Medical Officer, Dr. Goodloe are hereby designated as the members of such Human Resources Committee." Upon motion made by Mr. Williams and seconded by Ms. Slater, the Board of Trustees voted to designate and approve the Human Resources Committee.

AYE: Ms. Brader, Mr. McAtee, Mr. Williams, Ms. Petersen, Mr. Vaughn, Mr. Nondorf, Ms. Slater

NAY: None

ABSENT: Mr. Lakin, Mr. Stevens, Chief Wood

The motion was passed.

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9. **New Business** – None
10. **Trustees' Reports** – None
11. **Next Meeting** – Wednesday, August 28, 2019 at 1:00 p.m. via videoconference
12. **Adjourn** – The meeting was adjourned by Madam Chair Petersen at 3:27 p.m.

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Julie Roberts, Assistant Secretary

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Date