

**EMERGENCY MEDICAL SERVICES AUTHORITY – A Public Trust
Special Board of Trustees Meeting
November 20, 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 November 18, 2019 at 9:32 a.m. in the offices of the City Clerk of Tulsa and with the City Clerk of Oklahoma City on November 18, 2019 at 9:36 a.m., more than 48 hours prior to the time set for the meeting.

TRUSTEES PRESENT

Mr. Phil Lakin
Ms. Kelly Brader
Mr. Larry McAtee
Ms. Jan Slater
Mr. Larry Stevens
Ms. Allison Petersen
Chief Bryan Wood
Mr. Wiley Williams

TRUSTEES ABSENT

Mr. Kyle Nondorf (Excused)
Mr. Scott Vaughn (Excused)
Dr. Jeffrey Goodloe (Excused)

OTHERS PRESENT

Jim Winham, EMSA
Angela McLain, EMSA
Lora Conger, EMSA
Frank Gresh, EMSA
Johna Easley, EMSA
James Davis, EMSA
Adam Paluka, EMSA
John Graham, EMSA
Bryan Jones, EMSA
Julie Roberts, EMSA
Heath Wright, AMR
Tina Wells, AMR
Jeremy Coombs, AMR
Kris Koepsel, Riggs, Abney
Jim Orbison, Riggs, Abney

A quorum was present, and the meeting was called to order at 1:00 p.m. by Chairman Lakin.

CONSENT AGENDA

1. **Approval of Board Minutes from the EMSA Board of Trustees Regular Meeting dated October 23, 2019 at 1:00 p.m.**; and
2. **Approval of EMSA Board of Trustees Schedule of Regular Meetings for 2020**

Upon motion made by Mr. Williams and seconded by Ms. Petersen, the Board of Trustees voted to approve the Board Minutes from the EMSA Board of Trustees Regular Meeting dated October 23, 2019 at 1:00 p.m. and to approve the EMSA Board of Trustees Schedule of Regular Meetings for 2020.

AYE: Ms. Brader, Ms. Slater, Mr. McAtee, Mr. Stevens, Ms. Petersen, Mr. Lakin, Mr. Williams, Chief Wood

NAY: None

ABSTAINED: Ms. Slater, Mr. Stevens (Item #1)

ABSENT: Mr. Nondorf, Mr. Vaughn

The motion was passed.

REGULAR AGENDA

1. **Chairman's Report**-Phil Lakin, Chairman of the Board – No report.
2. **President's Report**
 - a. **Operational Compliance Report**-Frank Gresh, Chief Information Officer – Mr. Gresh provided a brief look at compliance and exclusions for the month of October 2019. The only area out of compliance was an outlier Priority 4--a west beneficiary, 23 out of 24—a very low number. Exclusions were less than one percent contributed to weather as we had a couple of significant storms during October.
 - b. **Patient Financial Services Report**-Angela McLain, Chief Revenue Officer – Ms. McLain reported eastern and western division call volumes, total cash collections and total charges. She added cash in both divisions is right where it should be and charges for the east are a little down whereas charges for the west are up and those are solely due to transport volume. Ms. McLain told the Board she represented the ambulance industry earlier this month when she met with the president of Blue Cross Blue Shield

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- regarding a rate increase which unlike other payors, they have not given in over ten years.
- c. **Key Performance Indicators Report**-Adam Paluka, Deputy Chief Public Affairs – Mr. Paluka presented KPIs for October 2019. He reported in patient satisfaction scores we are ranked number one out of the agencies surveyed and reminded them we have been in the top ten all year. Mr. Paluka pointed out special events were high due to the number of trick or treating events—they literally met with thousands of parents and children.
 - d. **President’s Commentary**-Jim Winham, Chief Executive Officer – Mr. Winham pointed out on the slide screen the two new wrapped vehicles named ECMO 1 and ECMO 2. These are the specialty care units very close to being in service for both divisions.

Mr. Winham announced that Samaritan Ambulance has been bought by Pafford Ambulance. The due diligence has been completed. Samaritan purchased everything including their contracts. Mr. Winham confirmed for Mr. Williams that Samaritan is a competitor of AMR.

The Metro Chiefs of Oklahoma City which is a group that also exists statewide had some good comments about EMSA. They are very impressed with the ERU (Emergency Response Unit) program that is going on in Deer Creek especially yesterday with the multiple fires and mutual aids and they were still able to meet all the medical first responses. This program has proven itself in the short time it has been up. He went on to report we are working very hard with OU Medical Center to provide blood and should start this after the first of the year. EMSA will put the blood on the ERU and other places that need it outside of the urban area.

Mr. Winham said he is honored to announce he has been appointed by the Governor to serve on the OTERAC (Oklahoma Trauma and Emergency Response Advisory Council) committee which is a 5-member committee that sets the rules for health departments, hospitals, EMS systems, etc. Their first meeting will be held in February 2020.

- 3. **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 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, Inc. (“AMRAS”), an indirect subsidiary of Envision Healthcare Corporation, f/k/a Emergency Medical Services Corporation, as amended, and, with the advice of its attorneys, a**

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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.

Mr. Lakin called for a motion to enter an Executive Session for such purpose and to make such determination based on the advice of its attorneys. Mr. Orbison advised the Board it should meet in executive session to discuss the agenda item.

Upon motion made by Mr. Stevens and seconded by Ms. Slater, the Board of Trustees voted to enter an Executive Session at 1:15 p.m.

AYE: Ms. Brader, Ms. Slater, Mr. McAtee, Mr. Stevens, Ms. Petersen, Mr. Lakin, Mr. Williams, Chief Wood

NAY: None

ABSENT: Mr. Nondorf, Mr. Vaughn

The motion was passed.

4. 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.

No action was taken by the Board during the executive session. Based on discussions with legal counsel in executive session, Mr. Williams moved that the Board of Trustees grant authority to designees, Phil Lakin, Jan Slater, Allison Petersen and Wiley Williams, acting on behalf of the Board, to take such action as deemed appropriate to protect EMSA's interest in the contract dispute with AMR, to include the right to exercise all rights of EMSA set forth in the Contract with AMR, and including the right to engage in pre-trial mediation, to discuss possible settlement in a manner that is in the best interest of EMSA, provided that any settlement of the dispute with AMR shall be subject to full Board of Trustees approval.

Upon motion made by Mr. Williams and seconded by Jan Slater, the Board of Trustees voted to approve to grant authority to designees Lakin, Slater, Petersen and Williams to act on behalf of the Board to take such action as deemed appropriate to protect EMSA's interest in the contract dispute with AMR.

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AYE: Ms. Brader, Ms. Slater, Mr. McAtee, Mr. Stevens, Ms. Petersen, Mr. Lakin, Mr. Williams, Chief Wood

NAY: None

ABSENT: Mr. Nondorf, Mr. Vaughn

The motion was passed.

5. 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 and/or compensation of Jim Winham as President and CEO of EMSA.

Mr. Lakin called for a motion to enter an Executive Session for such purpose and to make such determination based on the advice of its attorneys. Mr. Orbison advised the Board it should meet in executive session to discuss the agenda item.

Upon motion made by Mr. Williams and seconded by Ms. Slater, the Board of Trustees voted to enter an Executive Session at 2:07 p.m.

AYE: Ms. Brader, Ms. Slater, Mr. McAtee, Mr. Stevens, Ms. Petersen, Mr. Lakin, Mr. Williams, Chief Wood

NAY: None

ABSENT: Mr. Nondorf, Mr. Vaughn

The motion was passed.

6. 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.

Upon motion made by Ms. Slater and seconded by Mr. Williams, the Board of Trustees voted to approve the increase to the compensation of Jim Winham, EMSA President and Chief Executive Officer.

7. New Business – None

8. Trustees' Reports – None

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9. **Next Meeting** – Wednesday, December 18, 2019 at 1:00 p.m. via videoconference
10. **Adjourn** – The meeting was adjourned by Chairman Lakin at 2:40 p.m.

Julie Roberts, Assistant Secretary

Date