

EMERGENCY MEDICAL SERVICES AUTHORITY – A PUBLIC TRUST

Regular Board of Trustees Meeting

October 28, 2020 at 1:00 p.m. via Videoconference/Teleconference

1111 Classen Drive, Oklahoma City, OK

1417 North Lansing Avenue, Tulsa, OK

Minutes:

NOTICE AND AGENDA for the Regular Meeting of the Board of Trustees for Emergency Medical Services Authority, a Public Trust, were filed October 26, 2020 at 12:29 p.m. with the City Clerk of Tulsa and with the City Clerk of Oklahoma City on October 26, 2020 at 12:36 p.m. more than 24 hours prior to the time set for the meeting.

Trustees Present:

Mr. Larry McAtee, Teleconference
Chief Michael Baker, Videoconference
Ms. Jan Slater, Teleconference
Ms. Tammy Powell, Teleconference
Ms. Allison Petersen, Teleconference (1:02 p.m.)
Dr. Jeffrey Goodloe, Teleconference
Mr. Wiley Williams, Teleconference
Mr. Larry Stevens, Videoconference
Mr. Phil Lakin, Videoconference
Mr. Scott Vaughn, Videoconference
Chief Bryan Wood, Teleconference

Trustees Absent:

Ms. Jan Slater, Excused

Others Present:

Jim Winham, EMSA-Videoconference
Angela McLain-Johnson, EMSA-Videoconference
Lora Conger, EMSA-Videoconference
Frank Gresh, EMSA-Videoconference
John Graham, EMSA-Teleconference
Johna Easley, EMSA-Videoconference
Adam Paluka, EMSA-Videoconference
James Davis, EMSA-Videoconference
Bryan Jones, EMSA-Videoconference
Brian Bottom, EMSA-Videoconference
May Williams, EMSA-Videoconference
Kris Koepsel, Riggs Abney-Teleconference
Jim Orbison, Riggs Abney-Teleconference
Leo Teafatiller, AMR-Videoconference
Kim Richards, AMR-Videoconference
Steve Dralle, AMR-Videoconference
Tina Wells, AMR-Videoconference
Barry Coleman, AMR-Videoconference
Sarah Komes, AMR-Videoconference
Cathy Smith, AMR-Videoconference
Michael Parrish, AMR-Videoconference
Heath Wright, AMR-Videoconference
Travis Fletcher, AMR-Teleconference
Michael Cunningham, AMR-Videoconference
Rachel Fletcher, AMR/RMRS-Videoconference
Elke Meeus, McAfee & Taft-Videoconference
Matt Cox, OMD-Videoconference
Duffy McAnallen, OMD-Videoconference
David Howerton, OMD-Videoconference
James Blocker, OCFD-Videoconference
Matt Trotter, NPR Tulsa-Videoconference
William Crum, Oklahoman-Videoconference
Wayne Conover, Public-Videoconference
Ricky Dyess, Public-Videoconference

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

EMERGENCY MEDICAL SERVICES AUTHORITY

Regular Board of Trustees Meeting

September 23, 2020

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CONSENT AGENDA

1. Approval of Board Minutes from the EMSA Board of Trustees Regular Meeting dated September 23rd, 2020 and Special Meeting dated October 7th, 2020 via tele/videoconference

A motion made by Mr. Stevens and seconded by Mr. Lakin, the Board of Trustees voted to approve Board Minutes from the EMSA Board of Trustees Regular Meeting dated September 23rd, 2020 and Special Meeting October 7th, 2020.

AYE: Chief Baker, Mr. McAtee, Ms. Petersen, Ms. Powell, Mr. Williams, Chief Wood, Mr. Lakin, Mr. Stevens, Mr. Vaughn,

NAY: None

ABSENT: Ms. Slater, Ms. Petersen

The motion is passed.

*** Ms. Petersen joined the meeting at 1:02 p.m.***

REGULAR AGENDA

1. **Chairman's Report** – Mr. Williams updated the Board on the purchase of a new property in Oklahoma City, and said the transaction is proceeding. He entertained any questions about the purchase and there were none.
2. **President's Report**
 - a. **Operational Compliance Report**-Frank Gresh, Chief Information Officer – Mr. Gresh presented the Response Time Compliance Report for September 2020 to the Board. Mr. Gresh said that for Eastern Division Beneficiary City, the Operational Contractor was in compliance for Priority One, Two, and Three calls but out of compliance for Priority 4 calls as well as out of compliance in the Non-beneficiary cities on Priority One and Two calls. In the Western Division, the contractor was only in compliance for Priority Two calls in the Beneficiary Cities.

They were also out of compliance on all calls in the non-beneficiary cities. Mr. Lakin asked if the compliance numbers had ever been this bad before in the Western Division, and Mr. Gresh said he had not seen it that low in his 22 years working at EMSA.

- b. **Patient Financial Services Report-** Angela Johnson, Chief Revenue Officer – Ms. Johnson said in the Eastern Division call volume is slightly less in September than pre-COVID levels. In the Western Division, she said call volume is currently tracking equal to pre-COVID numbers. Ms. Johnson also showed how many more mutual aid requests through October 25, 2020 are happening now over prior numbers, which affects revenue.
- c. **Financial Report-** Lora Conger, Chief Financial Officer – Ms. Conger presented financial numbers through the end of August 2020. She said that patient revenue is exceeding numbers, based on a budgeted decline in transports but transport volume has not decreased. Ms. Conger said expenses are mostly in line with expectations, with the exception of Professional and Contracted Services which has a volume variance, so as volume has not decreased neither have payments to the contractor.

Mr. Williams asked if Board Members had received a copy of the final Audit Report. He entertained questions about that report. Ms. Conger reminded Board Members that the Audit was presented in September in draft format, and the Board decided to wait to approve the Audit until there was an issued version of the report. She said there were no changes to the statements in the Audit.

A motion made by Mr. Lakin and seconded by Chief Baker, the Board of Trustees voted to approve the 2020 audit.

AYE: Chief Baker, Mr. McAtee, Ms. Petersen, Ms. Powell, Ms. Peterson, Mr. Williams, Chief Wood, Mr. Lakin, Mr. Stevens, Mr. Vaughn,

NAY: None

ABSENT: Ms. Slater

The motion is passed.

Ms. Conger explained that there is a new 457(b) contribution plan at Bank of Oklahoma. She said there is a new aspect of the plan, and EMSA will match up to 6%. Mr. Williams asked how much the Team Member can contribute, and Ms. Conger said up to the IRS Limit.

A motion made by Mr. Lakin and seconded by Chief Baker, the Board of Trustees voted to approve adoption of resolutions regarding the EMSA 457(b).

AYE: Chief Baker, Mr. McAtee, Ms. Petersen, Ms. Powell, Ms. Peterson, Mr. Williams, Chief Wood, Mr. Lakin, Mr. Stevens, Mr. Vaughn,

NAY: None

ABSENT: Ms. Slater

The motion is passed.

- d. **Key Performance Indicators Report** – Adam Paluka, Deputy Chief Public Affairs – Mr. Paluka reported on the results of the City of Oklahoma City’s EMSAcare Open Enrollment. He said 1,224 households that were opted out of EMSAcare opt into the program, and 166 households that were opted in opt out – a greater than 6 to 1 ratio in favor of households opting into EMSAcare. The City of Oklahoma City told Mr. Paluka that because the City of Oklahoma City adds so many households, those households not opting in when they create their City utility account affects the overall opt-in percentage. He will work with the City of Oklahoma City to address this in 2021.
 - e. **President Commentary** – Jim Winham, Chief Executive Officer – Mr. Winham spoke about the recent ice storm in the Western Division. He said the main issue has been trees blocking roadways. He said there have been downed limbs at Post 41, and they are still on generator power.
2. **Chief Medical Officer’s Report**- Dr. Jeffrey Goodloe, Chief Medical Officer – Dr. Goodloe told Trustees he wanted to give his sincere thanks to the EMSA dispatchers and Fire Department dispatchers, frontline medics in the system, and other Team Members given the COVID-19 pandemic. He also thanked those in the system for their work during the ice storm. He said he attended a session with Dr. Fauci presented to the American College of Emergency Physicians for their virtual 2020 meeting. He said COVID has proven to be not as lethal as something like Ebola, but it infects far more people. Dr. Goodloe reiterated the importance of PPE and proper mitigating measures like social distancing when possible – which is hard to do in EMS. Dr. Goodloe also said COVID-19 presents significant challenges to not only frontline EMS clinicians, but also Emergency Room doctors. He said it is important that we continue to communicate that EMS medicine is apolitical. He said it is hard to look at current data and not see a surge, or third COVID-19 wave. Dr. Goodloe said he and his EMS colleagues continue to look at additional clinical measures that can take place in the pre-hospital arena to help patients as demand for EMS services increases. He implored all Oklahomans to wear their masks, social distance, and get their flu shot.

*** Ms. Powell left the meeting at 1:35 p.m.***

4. **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 the lawsuit listed below: Complaint filed by EMSA against American Medical Response Ambulance Service, Inc., in the United States District Court for the Northern District of Oklahoma Civil Action No. 20-CV-00455-GKF-FHM 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 claims in the public interest; and**

Mr. Orbison advised the Board it should meet in executive session to discuss the agenda item. Mr. Williams 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. Lakin and seconded by Chief Wood, the Board of Trustees voted to enter an Executive Session at 1:35 p.m.

AYE: Chief Baker, Mr. McAtee, Ms. Petersen, Ms. Powell, Mr. Williams, Mr. Lakin, Mr. Stevens, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Ms. Slater, Ms. Powell

The motion is passed.

*** Ms. Powell rejoined the meeting at 1:45 p.m.***

*** Ms. Powell left the meeting at 3:00 p.m.***

*** Mr. Stevens left the meeting at 3:04 p.m.***

5. 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.

Chief Wood made a motion to exit Executive Session and Chief Baker seconded the motion to exit Executive Session.

AYE: Chief Baker, Mr. McAtee, Ms. Petersen, Ms. Powell, Mr. Williams, Mr. Lakin, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Ms. Slater, Ms. Powell, Mr. Stevens

The motion is passed.

Mr. Williams asked if any Trustee had a motion to make following the Executive Session or items to discuss. Mr. Lakin motioned that after having previously given written notice on October 23, 2019 and on September 22, 2020 of certain specific events of default under the contract EMSA and AMR dated September 25, 2013 as extended. EMSA has determined that despite having provided time to cure such defaults, AMR has failed to cure such defaults, and such defaults constitute a material breach under terms of the contract, including AMR's failures, 1) Failure to comply with response time requirements of the contract, 2) failure to meet the nondiscrimination requirements of the contract, 3) failure to provide documentation to EMSA for purposes of billing, 4) failure to pay amounts due and owing to EMSA under the contract through its failure to honor the gainsharing provision, and 5) failure to ensure that its workforce was licensed as is required by the contract. As a result of these failures, Mr. Lakin move that EMSA terminate the contract with AMR effective November 30, 2020 at midnight, and that EMSA take over operations and directly provide infield and dispatch services as provided in the trust indenture and the uniform ordinance. EMSA also notes that AMR has indicated its intention to terminate the contract on or before January 31, 2020, which by this motion, EMSA is determining that such a transition is feasible by November 30, 2020. Mr. Vaughn seconded the motion.

AYE: Chief Baker, Mr. McAtee, Ms. Petersen, Mr. Williams, Mr. Lakin, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Ms. Slater, Ms. Powell, Mr. Stevens

The motion is passed.

Mr. Williams asked if any Trustee had any other motions to make following the Executive Session or items to discuss. Mr. Lakin motioned that upon the advice of their attorneys that EMSA self-report to the Office of the Inspector General, the unlicensed AMR employee working in the system and take appropriate action to refund amounts due and owing and mitigate any penalties and take appropriate action to pursue indemnification from AMR for such liabilities and penalties that will result from the reporting of AMR's unlicensed employee. Mr. Vaughn seconded the motion.

AYE: Chief Baker, Mr. McAtee, Ms. Petersen, Mr. Williams, Mr. Lakin, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Ms. Slater, Ms. Powell, Mr. Stevens

The motion is passed.

4. Approval of a \$2,000,000 Line of Credit from Prosperity Bank to EMSA and the borrowing thereunder by EMSA in amounts not exceeding the aggregate amount of \$2,000,000.

Mr. Lakin moved that EMSA authorize the CFO to draw on the line of credit that EMSA has with Prosperity Bank for the purposes of covering immediate and necessary costs related to EMSA taking over the provision of in-field and dispatch services directly subject to approval by the beneficiary jurisdictions of Oklahoma City and Tulsa. Chief Baker seconded the motion.

AYE: Chief Baker, Mr. McAtee, Ms. Petersen, Mr. Williams, Mr. Lakin, Mr. Vaughn, Chief Wood

NAY: None

ABSENT: Ms. Slater, Ms. Powell, Mr. Stevens

The motion is passed.

6. **New Business** – No new business.

7. **Trustees' Reports** – None

8. **Next Meeting** – Wednesday, November 18, 2020 at 1:00 p.m. via videoconference.

9. **Adjourn** – The meeting was adjourned by Mr. Williams at 3:35 p.m.

Adam Paluka, Assistant Secretary

Date