

EMERGENCY MEDICAL SERVICES AUTHORITY – A Public Trust

Board of Trustees Special Meeting

Wednesday, September 27, 2017 – 1:00 pm

Cattle Country Lodge

1008 N. 8th Ave., Stroud OK 74079

Minutes:

NOTICE AND AGENDA for the Special Meeting of the Board of Trustees of the Emergency Medical Services Authority, a Public Trust, was posted September 27, 2017 in the offices of the City Clerk of Oklahoma City at 10:11 a.m., and with the City Clerk of City of Tulsa on September 25, 2017 at 10:10 a.m., more than 48 hours prior to the time set for the meeting.

TRUSTEES PRESENT

Mr. Larry Stevens
Mr. Kyle Nondorf
Mr. Larry McAtee
Chief Bryan Wood
Ms. Jan Slater
Ms. Allison Petersen
Mr. Phil Lakin
Ms. Kelly Brader
Dr. Jeffrey Goodloe
Mr. Wiley Williams (1:13)

TRUSTEES ABSENT

Dr. Jim Rodgers (Excused)

OTHERS PRESENT

Steve Williamson, EMSA
Frank Gresh, EMSA
Jim Winham, EMSA
Angela Lehman, EMSA
Mandi Jameson, EMSA
Keisha Frazier, EMSA
Kelli Bruer, EMSA
Julie Roberts, EMSA
Tracy Johnson, EMSA
Kent Torrence, EMSA
Sonny Geary, AMR
Tina Wells, AMR
Rick Ornelas, AMR
Heath Wright, AMR
Robert Nance, Riggs Abney
Jim Orbison, Riggs Abney
Kris Koepsel, Riggs Abney
Scott Moore, EMS Resource Advisors, LLC
Brian Werfel, Werfel & Werfel

A quorum was present and the meeting was called to order at 1:13 p.m. by Madam Chair Slater. Ms. Slater welcomed our newest members, Mr. Wiley Williams and Mr. Kyle Nondorf, and thanked them for serving on the Board.

CONSENT AGENDA

1. Approval of Board Minutes from EMSA’s Board of Trustees Regular Meeting of August 23 at 1:00 p.m.

Upon motion made by Mr. Stevens and seconded by Chief Wood, the Board of Trustees voted to approve EMSA’s Regular Board Minutes of August 23, 2017.

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

NAY: None

ABSTAINED: Ms. Petersen, Mr. Nondorf

ABSENT: Dr. Rodgers

The motion was passed.

REGULAR AGENDA

1. Chairman’s Report (5 minutes)

No report at this time.

2. Approval of Fiscal Year 2018 Amended Budget

Discussion held. Full details of discussion included in meeting transcript.

Upon motion made by Mr. Stevens and seconded by Ms. Petersen, the Board of Trustees voted to approve the EMSA Fiscal Year 2018 Amended Budget.

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

NAY: None

ABSENT: Dr. Rodgers

The motion was passed.

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3. President's Report

Due to the Executive Session, Ms. Slater announced we will forego the individual reports today trusting that everyone has reviewed them online. She asked if there were any questions on these reports or materials sent out. There were no questions.

4. Medical Director's Report

Ms. Slater confirmed with Dr. Goodloe that she may also forego his report in lieu of time to which he consented.

5. 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 filed by the United States of America, ex rel. Stephen Dean against EMSA and others, in the United States District Court for the Eastern District of Texas, Sherman Division, Civil Action No. 4:14-CV-203, 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 litigation in the public interest.

Ms. Slater called for a motion to hold an Executive Session for such purpose and to make such determination based on the advice of its attorneys. Upon motion made by Ms. Petersen and seconded by Chief Wood, the Board of Trustees voted to hold an Executive Session at 1:18 p.m.

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

NAY: None

ABSENT: Dr. Rodgers

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 claim and is considered during the Executive Session.

Ms. Slater informed the Board that no action was taken and called for a motion to close the Executive Session. Upon motion made by Mr. Lakin and seconded by Chief Wood, the Board of Trustees voted to close the Executive Session at 2:54 p.m.

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

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NAY: None

ABSENT: Dr, Rodgers

The motion was passed.

Ms. Slater asked that everyone please refer to the last executive session as we will be going out of order to accommodate one of our guest's travel itinerary.

7. **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 a potential claim by EMSA against American Medical Response Ambulance Services, Inc. ("AMR") regarding EMSA's contract with AMR, 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 litigation in the public interest.**

Ms. Slater called for a motion to hold an Executive Session for such purpose and to make such determination based on the advice of its attorneys. Upon motion made by Chief Wood and seconded by Mr. Lakin, the Board of Trustees voted to hold an Executive Session at 2:55 p.m.

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

NAY: None

ABSENT: Dr. Rodgers

The motion was passed.

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

Ms. Slater informed the Board that no action was taken and called for a motion to close the Executive Session. Upon motion made by Ms. Brader and seconded by Mr. Lakin, the Board of Trustees voted to close the Executive Session at 3:13 p.m.

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

NAY: None

ABSENT: Dr. Rodgers

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The motion was passed.

9. **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 filed by Robert Young, on behalf of himself and all others similarly situated against EMSA and others, in the United States District Court for the Northern District of Oklahoma, No. 17-cv-00101, 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 litigation in the public interest.**

Ms. Slater called for a motion to hold an Executive Session for such purpose and to make such determination based on the advice of its attorneys. Upon motion made by Mr. Stevens and seconded by Mr. Williams, the Board of Trustees voted to hold an Executive Session at 3:15 p.m.

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

NAY: None

ABSENT: Dr. Rodgers

The motion was passed.

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

Ms. Slater informed the Board that no action was taken and called for a motion to close the Executive Session. Upon motion made by Ms. Petersen and seconded by Chief Wood, the Board of Trustees voted to close the Executive Session at 3:38 p.m.

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

NAY: None

ABSENT: Dr. Rodgers

The motion was passed.

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11. **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 a potential claim by EMSA against its insurer, RSUI Indemnity Company, in relation to its Directors & Officers coverage 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 litigation in the public interest.**

Ms. Slater called for a motion to hold an Executive Session for such purpose and to make such determination based on the advice of its attorneys. Upon motion made by Ms. Petersen and seconded by Mr. Williams, the Board of Trustees voted to hold an Executive Session at 3:15 p.m.

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

NAY: None

ABSENT: Dr. Rodgers

The motion was passed.

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

Ms. Slater entertained a motion to close the Executive Session. Upon motion made by Mr. Stevens and seconded by Ms. Petersen, the Board of Trustees voted to close the Executive Session at 3:38 p.m.

Ms. Petersen moved that EMSA shall pursue all claims recommended by our legal counsel against RSUI Indemnity Company in relation to our Directors and Officers coverage. She moved that Madam Chair Slater has the authority to act upon the recommendations of our counsel and made a motion to close the Executive Session. This motion was seconded by Mr. Lakin and the vote was taken.

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

NAY: None

ABSENT: Dr. Rodgers

The motion was passed.

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13. New Business

None

Dr. Goodloe brought to the Board's attention that he was not called on for the roll nor any of the votes and has been present the entire meeting. He requested that it be properly recorded in the minutes.

14. Trustees' Reports

None

Ms. Petersen recognized and again welcomed the newest Trustee, Mr. Kyle Nondorf.

15. Next Meeting – Wednesday, October 25, 2017 at 1:00 pm via video conference – EMSA Administrative offices, 1111 Classen Drive, Oklahoma City, OK 73103 and 1417 N. Lansing Ave., Tulsa, OK 74106

16. Adjourn

The Special Meeting was adjourned at 3:50 p.m.

Julie Roberts, Assistant Secretary

Date