

**MINUTES OF HOSPITAL AUTHORITY REGULAR MEETING
JANUARY 17, 2023**

Minutes of the regular meeting of the Chairman and Trustees of the Clinton Hospital Authority, City of Clinton, Oklahoma, Custer County, held in the City Council Room, City Hall on Tuesday, January 17, 2023, at 5:30 p.m. A notice of this meeting with agenda was posted on the bulletin board in the lobby of Clinton City Hall on January 12, 2023, at 3:00 p.m.

Chairman David Berrong called the meeting to order at 5:32 p.m. with the following present:

CHAIRMAN: David Berrong

TRUSTEES: Patch McComas, Ernie Dowdell, Arthur Lloyd (absent), Ernesto Villanueva

MANAGER: Robert Johnston

CITY TREASURER: Debra Blanchard

CITY ATTORNEY: Ryan Meacham

CITY CLERK: Amy Jones

NEWS MEDIA: Nydia Campbell, Holly Wade

OTHERS: Gene McCullough, Joshua McGuire, Billy Goodwin, Tracy Heerwald, Paul Rinkel, Jill Atchley, Johnnie Ward, Cris Hickerson, Danny Tharp, Troy Calvert, Susan Adams-Johnson, Dara Moser, Mark Miner, Julie Caldwell, and others.

Gene McCullough opened the meeting with prayer and Mayor Berrong led the Pledge of Allegiance.

AGENDA ITEM NO. 2: CONSENT AGENDA

A. Minutes from January 3, 2023, Regular Meeting

Motion was made by Trustee McComas and seconded by Trustee Dowdell that the Consent Agenda Items be approved.

Chairman put the motion to a roll call vote:

Aye: Dowdell, McComas, Villanueva, Berrong

Nay: None

Chairman declared the motion carried.

AGENDA ITEM NO. 3 Discussion, Consideration, and Possible Action Regarding:

A. Request for Executive Session pursuant to Section 307 B (4) of the OK Open Meeting Act for Confidential Communications between a Public Body and its attorney Regarding Clinton HMA LLC, Plaintiff and the Clinton Hospital Authority, Defendant

Motion was made by Trustee McComas and seconded by Trustee Dowdell to go into Executive Session at 5:34 p.m. and to invite Manager Robert Johnston and City Attorney Ryan Meacham to join.

Chairman put the motion to a roll call vote:

Aye: Dowdell, McComas, Villanueva, Berrong

Nay: None

Chairman declared the motion carried.

B. Reconvene from Executive Session

Motion was made by Trustee McComas and seconded by Trustee Lloyd to reconvene to the regular meeting at 6:20 p.m.

Chairman put the motion to a roll call vote:

Aye: Dowdell, McComas, Villanueva, Berrong

Nay: None

Chairman declared the motion carried.

C. Any Actions Arising Out of the Executive Session

A report of not action was given by Chairman Berrong.

D. Transition from Clinton CMA, LLC d/b/a Alliance Health Clinton to Carrus Healthcare, LLC Management of Clinton Regional Hospital

A report of no action was given by Chairman Berrong.

E. Intrafund Borrowing Agreement with City of Clinton

Manager Johnston presented the proposed Intrafund Borrowing Agreement which is intended to help with necessary funding the Clinton Regional Hospital until other funds become available in March. If approved, the City of Clinton will loan \$1,587,092.00 from its Capital Improvement Fund to the Clinton Hospital Authority Fund to be used for the purchase of hospital equipment and operating expenses of the Clinton Regional Hospital. The Clinton Hospital Authority acknowledges in writing its responsibility to fully replenish the funds transferred from the Capital Improvement Fund when certain hospital lease funds become available.

The motion was made by Trustee McComas and seconded by Trustee Dowdell to approve the Intrafund Borrowing Agreement with the City of Clinton.

Chairman put the motion to a roll call vote:

Aye: Dowdell, McComas, Villanueva, Berrong

Nay: None

Chairman declared the motion carried.

D. Emergency Purchase of Equipment from Alliance

Manager Johnston stated that an equipment list was received from Alliance Health and is being very carefully reviewed to make sure that we do not buy equipment that is already the property of Clinton Regional Hospital and that it is needed equipment. As the review process has not yet been completed, no action is needed at this meeting.

AGENDA ITEM NO. 4: NEW BUSINESS (If any, pursuant to Section 311.9 of the Oklahoma Meeting Act.)

None

AGENDA ITEM NO. 5: TRUSTEE REPORT

None

AGENDA ITEM NO. 6: CITY MANAGER'S REPORT

Johnston stated that the uncertainty regarding the future of Clinton Regional Hospital is clearly stressful individually and collectively for everyone one in this room, our community, the CRH employees & providers and many others who rely on it for healthcare services. Although consistent efforts have been made, usually through the newspaper and radio stories, to keep the public informed we have heard from some who want to know more. We are considering how best to move forward in our public information effort.

Some locals are aware, but apparently not all, of the lawsuit filed by Alliance Health in July 2022. Sound legal strategy compels our public comments to be limited than we would usually prefer to protect local interests as the legal process moves forward. Last Friday, as the "stay" in the legal proceedings lapsed, our attorneys faced a deadline to respond to the federal court whether the matter had been settled. Our response was 'no', that we need to move to a settlement conference as the next step.

The Clinton Hospital Authority has utilized its legal rights under the OK Open Meeting Act to have several executive sessions to discuss the litigation. As is most common during times of litigation, the executive sessions do not always result in immediate action. That seems very likely to change in the near future.

We have now necessarily started down the less preferred route of obtaining a new license in order to operate the community hospital that we intend to reopen as soon as we can. Carrus Healthcare has taken over their management responsibilities as of January 1st

and is working on the transition process. Carrus has on boarded to their company those full time CRH employees who wanted to move over. Those employees received their first new (Carrus) paycheck last Friday.

There remain many transition issues which are presently being dealt with by the hospital authority and/or Carrus, including preparing for the operation of an urgent care facility until the emergency room reopens, equipment acquisition, potential employment for part time and PRN employees and many other operational matters.

AGENDA ITEM NO. 7: AUDIENCE PARTICIPATION (According to Audience Participation Decorum Guidelines at Clinton City Council Public Meetings effective: 2/14/2017)

None

AGENDA ITEM NO. 7: ADJOURNMENT

Moved by Trustee McComas and seconded by Trustee Dowdell to adjourn the meeting.

Chairman put the motion to a roll call vote:

Aye: Lloyd, McComas, Villanueva Berrong

Nay: None

Chairman declared the meeting adjourned at 6:22 pm.

Date Approved

David D. Berrong, Chairman