

Draft Minutes for the Special OCA Board Meeting held on December 29, 2021 via Zoom

1-Call to Order: Mtg was called to order at 7:19

Present : Eric Hubbs, Halley Moore (arrive 7:21), John Collins, Jan Ferrante, Dan Beebe, Amanda Tipton, Daniel Cote, Dennis Cozzocrea, Judith Allan, Michael Smith (Counsel)

2-Welcome to any/all general members in attendance; None

3-Approve the agenda for the special meeting; Agenda was approved unanimously

4-Approve the minutes (with prior sent edits/amendments sent to Jan) from November and December Meetings: The minutes from the November and December Board Meetings were approved unanimously

5-Main Agenda. Topic: The Integrity of the 2021 Board of Directors Election:

John Collins *"moved that we refer the question of whether to void or accept the 2021 board of directors election to our membership, by way of a ballot, as described in the agenda item."*

The motion was seconded. Discussion followed. Dr. Collins said he was going to vote for the motion and felt that it was not a perfect solution but the best possible solution. He personally feels that the election was substantially-tainted by Dr. Saboe's unethical endorsements and was not certain if a new election will have different results, but he felt that giving the general members the option to choose was good. Dr. Cozzocrea said he did not prefer this motion, because it will just push the timeline back further and delay filling out the new board.

A vote was called for. The vote was 4 in favor and 3 opposed. The motion passed.

6-Questions/Comments/Concerns/Announcements from any/all Board Members.

-Discussion was had regarding the fact that several of the candidates in the board election that Dr. Saboe endorsed, felt that they were maligned to some degree, by our letter sent to members wherein we (the board) quoted Dr. Saboe's desire to "stack the board", etc. It was decided that the president would call the doctors concerned and render an apology and an explanation as to why the quote was included in the letter.

-Michael Smith and Jan Ferrante pointed out the fact that Dr. Saboe's Independent Contractor Agreement required that the "member gathering" must occur on or before January 7th, 2022 and that sufficient notice would have to be given to members. It was determined that the "special gathering" would have to be scheduled asap.

-Dr. Collins made a motion that the "member gathering" be held on Thursday January 6th at 7:15pm via Zoom meeting. The motion was seconded. The vote was 7-1. The motion passed.

Brief discussion followed re. notification of members. Mr. Smith stated that he felt 7 days notice was sufficient as this is the same amount for a special member meeting.

7-Dr. Collins moved that the next Regular OCA Board Meeting be rescheduled to Tuesday, January 4th, at 7:15pm. The motion was seconded.

Discussion followed. It was determined that at this meeting, the board (of 5 members) would select interim officers and also finalize the details of the, format, agenda and details of the board's presentation at the "member gathering", to be held 2 days later.

6-Meeting was adjourned at approximately 8:20pm.

Minutes typed by John Collins