

**Board of Directors Meeting - Continuation from Saturday, June 24, 2017 - DRAFT
Omni Orlando Resort at ChampionsGate**

Date: June 27, 2017
Call to Order: 12:00PM

Directors Present:

Pete Prior
George Farrell
Tim Olsen
Renee Lipton
Dwight Mattingly
Ann Thompson
Chris Spencer
Steve Aspinall
Ken Harrison

Others Present:

MJ Chwalik
Sean McKinstry
Ron Cohen
Jeanine Bittinger
Brent Chudachek

Mr. Prior motioned to come back from recess. Motion passed unanimously.

On behalf of the Edmondson family Mr. Prior thanked those who came to Mr. Edmondson's memorial service and for the condolences the family has received.

Mr. Prior referred to Ms. Thompson to read a letter that was sent to the board from CEO Ryals. Ms. Thompson read the letter to the BOD which expressed gratitude for the support the Edmondson family has received in the wake of Ray Edmondson's passing. The letter also expressed concern for the manner in which the BOD discussed the termination of the organization's bookkeeper. The CEO would have preferred this discussion be held in an Executive Session that she was able to attend so as to respond to the BOD concerns. The letter outlined additional issues that were raised by and responses to concerns brought to the CEO's attention by the accountant/auditors. The letter also addressed 1099s for the Directors.

In depth discussion followed with various board members asking for clarification of who/when 1099s need to be issued and whether by the organization or by the accountant. Mr. Harrison commented that his concern is with the impact not providing 1099s as required has on the association and that it should be dealt with immediately.

Mr. Farrell recalled a specific conversation at the February BOD meeting in which he asked Mr. Cristini whether the BOD would receive 1099 forms for 2016 and was told the directors would get them.

Ms. Bittinger reported that she has researched the situation and it would not affect the FPPTA's 501c3 status. The liability Mr. Harrison referred to is a potential fine of \$30 for every 1099 not issued.

Mr. Mattingly asks for clarification on the accountant and auditors relationships to the board. Mr. Prior responded that Mr. Cristini is the auditor hired by BOD and Ms. Bittinger is the accountant who is hired by the CEO. Mr. Mattingly expressed concern that Mr. Cristini's earlier comments and those given by Ms. Bittinger today are not consistent. He also expressed concern that the CEO was advised not to report the mistake to the board by the accountant. Mr. Mattingly would like the auditor present for this conversation.

Mr. Farrell commented that earlier in the meeting (Saturday) the auditor laid out issues FPPTA bookkeeper and the BOD voted 6-0 to write a letter to the CEO that they had "very strong concerns", but did not give the directive to terminate employment as that is ultimately the CEO's decision. Additional discussion followed as to the history and depth of the issues and various directors voiced their specific concerns.

The BOD questioned why they, as the full board, the oversight committee, or the audit committee was not made aware of the problems by the auditor prior to the June BOD meeting. Since the auditor reports to BOD, why weren't they informed? The BOD would like to have the opportunity to prepare for a discussion of this nature. Not being afforded the opportunity to prepare results is not utilizing the meeting time to its best advantage.

Mr. Aspinall reiterated that the hiring and firing of staff falls under the CEO's responsibility and discretion. Mr. Mattingly responded that he reviewed the by-laws and the entire office operation falls under purview of the board so that if action has not been taken, the board reserves the right to request it does. Referred to By-law 5.0.

Mr. Cohen does not disagree. Mr. Cohen maintains that the board can give direction to fire, but termination falls under the CEO's duties.

Seating of Incumbents:

Mr. Prior would like to move on to the agenda items. Mr. Prior referred to the uncontested election and the need to seat the incumbents.

Ms. Thompson motioned to seat the incumbents. Mr. Mattingly seconded the motion. Motion passed.

Election procedure and election guidelines:

Mr. Farrell motioned to accept the recommendations from the election committee. Ms. Thompson seconded the motion for discussion.

Ms. Thompson asked Mr. Harrison about the line on the second page "the results of annual election be reported to the directors at their regular meeting at the annual conference." Does that refer to the Saturday meeting? Would like a definition of "regular meeting" because the Saturday meeting occurs before the election.

Mr. Cohen explained the reasoning that if there is a contested election, you resolve it at conference or hold off until another time/special meeting.

Ms. Thompson suggested that the line read "results of election will be reported at a regular meeting" as opposed to "the regular meeting." Mr. Harrison agrees and said that can be adjusted.

Mr. Harrison noted the language "one or any" regarding directors emeritus seem redundant. Suggested it be changed to "all" which would apply whether there were any directors emeritus or none.

Regarding the composition of the election committee, Mr. Prior suggests the language is confusing and "shall" should be changed to "may". Mr. Cohen explained the language as it stands allows for directors or director emeritus, but does not require director emeritus to be on the committee. Any combination of directors or directors emeritus works.

Mr. Harrison explained that the change requested had to deal with the candidate appointing someone. Mr. Cohen confirmed that the poll watcher appointed by the candidate would not be a part of the election committee.

Mr. Prior asked if a committee must have a minimum of two directors, whether that be directors emeritus or a directors or both. Mr. Prior stated the wording is too confusing as it is.

Mr. Cohen suggested a motion to amend second sentence to read "the election committee shall be comprised of two or more directors or directors emeritus of this corporation..." Mr. Harrison reiterated that there be a minimum of two directors of director emeritus or one of each.

Ms. Thompson motioned to amend the second sentence to read "The election committee shall be comprised of two or more directors or directors emeritus of this corporation." and to make committee guidelines in accordance with the procedures. Mr. Aspinall seconded the motion. Motion passed unanimously.

Mr. Prior suggested some language giving direction regarding the time of the seating of incumbents if there is no election. Mr. Harrison said there should be an announcement if there is no election at the general membership meeting. Mr. Farrell asked if there is no election can the process be streamlined at all regarding the announcement of no election and the seating of the incumbents.

Mr. Farrell motioned to accept the recommendations from the election committee. Ms. Thompson seconded the motion. Motion passed unanimously.

Seating of the Officers

Nominations for Chairman:

Mr. Olsen nominated Mr. Prior as chairman.

Mr. Spencer nominated Mr. Farrell for chairman.

Nominations for Vice Chairman:

Ms. Thompson nominated Mr. Mattingly for Vice Chairman.

Mr. Olsen nominated Mr. Farrell for Vice Chairman.

Nominations for Secretary:

Mr. Aspinall nominated Ms. Thompson. No other nominations.

Ms. Thompson seated as secretary.

Nominations for Treasurer:

Mr. Olsen nominated Mr. Aspinall.

Mr. Farrell Nominated Mr. Mattingly.

Nominations closed.

Mr. Mattingly asked Mr. Prior for discussion on the nominations.

Mr. Farrell asked what would happen if a person won two positions they were nominated for. Mr. Farrell suggested electing by position so a nominee can pull from consideration if they win a previous seat. Suggested order of chairman, then vice chairman, and then treasurer.

Mr. Farrell declined nomination for vice chairman. Mr. Mattingly becomes vice chairman. Mr. Mattingly declines nomination for treasurer. Mr. Aspinall is seated as Treasurer.

Mr. Cohen reviewed Robert's rules. Mr. Cohen states that an election needs to follow the nominations. The election can be delayed for discussion.

Mr. Mattingly motioned to delay the election until 1:45PM to allow for discussion. Ms. Thompson seconded the motion. Motion passed 6-1. Mr. Spencer voted against the motion as it sets a precedent against tradition and the election should follow standard procedure.

Mr. Mattingly mentioned a concern regarding Mr. Prior's position as Chairman given his changing relationship with the CEO and whether it's appropriate for him to remain the chairman. Mr. Mattingly thinks it would be appropriate for Mr. Prior to recuse himself from matters that affected family members as the future husband of Ms. Ryals. Mr. Mattingly's concern is not so much about conflict, but perception. Mr. Mattingly would like to discuss implementing something that would prevent loss of membership over conflicts or the perception of conflicts. Mr. Mattingly also mentioned Mr. Prior's involvement in the oversight committee.

Mr. Mattingly also suggested the board take a look at rotating positions on the board of directors as some other organizations do.

Mr. Spencer noted that he nominated someone other than the sitting chair because he does believe in the idea of rotating positions. Decision was not personal. The other concerns Mr. Mattingly brought up seem benign to Mr. Spencer.

Mr. Olsen spoke to the integrity of Mr. Prior and reaffirms his trust in his ability to separate his personal and professional roles.

Ms. Thompson also spoke favorably of Mr. Prior's integrity. Ms. Thompson reiterated the concern of perception of the membership and the trust of the members.

Mr. Olsen said there have not been any concerns raised at the general membership meeting. Mr. Mattingly responded that the issue was raised to him. Mr. Mattingly brought it to the board's attention as a director representing the membership.

Mr. Farrell also gave Mr. Prior his vote of confidence in his ability to do the job well and fairly. In case of recusal, it sets up issue where there's a 3-3 vote concerning CEO issues. Motion will fail as a tie and Mr. Farrell posed whether that's fair and whether it allows the board to operate effectively. Mr. Farrell has less concern about perception. The director's two main jobs are to budget and the CEO contract.

Mr. Aspinall made the point that if Mr. Prior recused himself from those matters as the chairman or not, it still brings it back as a 3-3 vote possibility. He would still be a board member whether he's just a director or chairman.

Mr. Spencer put more emphasis on the benefits of rotating seats noting there's a greater understanding of all positions. He would also like to see a term limit on any given position. Mr. Spencer also noted the number of compliments on the program and the evolution of the program so that it doesn't matter who is in what position so long as things continue to be productive.

Mr. Mattingly made the point that he holds Mr. Prior in the utmost respect and never has seen anything other than true leadership. Mr. Mattingly does not question Mr. Prior's integrity or his ability to do the job well.

Mr. Prior responded that this is the second or third time he was elected with no opposition. He has been engaged to Ms. Ryals for 11 years and he doesn't think there is anyone who doesn't know about it. Mr. Prior did recuse himself from contract issues with the CEO. Mr. Prior follows ethics and does not have a problem separating the two to make the right ethical decision. Mr. Prior suggested the philosophical discussion of rotating position may be something the board looks at. Mr. Prior takes the chairmanship very seriously and says his past work and his voting record as a director speaks for itself.

Mr. Cohen said there is a statute outlining when these conflicts require recusal.

Mr. Farrell reiterates he will never question Mr. Prior's ethics or integrity. Recusal changes when there's a legal document of marriage. Mr. Farrell believes this was a good discussion to have.

Ms. Thompson motioned to put the ballot back on the table. Mr. Aspinall seconded the motion. Motion to open election passed unanimously.

Mr. Farrell withdrew his nomination for chairman.

Mr. Prior remains chairman.

Mr. Aspinall brought up in doing something in Mr. Edmondson's name. Relief committee suggested a Ray Edmondson's educational scholarship award. An addition to the golf tournament, but the tournament would not change.

Mr. Olsen and Mr. Harrison state this is just a thought in its infancy and they need to do some more research.

Mr. Prior said he would send out an email for discussion of ideas and suggestions and look at what a local fire department who gives a scholarship have for guidelines. Ms. Lipton said someone had suggested naming the FPPTA building after Mr. Edmondson. Mr. Olsen referred to a local sea food fest that gives out scholarships and said he would speak to them to see what would need to be done as well. Ms. Thompson suggested speaking with a university for guidance.

Mr. Olsen motioned to adjourn the meeting. Mr. Farrell seconded the motion. Motion passed.

Meeting adjourned at 1:53PM.

Respectfully submitted by:
FPPTA Staff