**DRAFT MINUTES**

**SOUTHEAST COMPACT COMMISSION**

**ADMINISTRATIVE COMMITTEE**

**FEBRUARY 12, 2019**

The Administrative Committee held a meeting on February 12, 2019 at the Kimpton Hotel at the airport in Atlanta, Georgia. Chairman Donna Hodges called the meeting to order at 1:00 P.M. A quorum of the Committee was present.

**Members present:**

Donna Hodges, Chairman

Paul Burks

Les Foldesi

Karl Frost

Debra Shults (for Michael Mobley)

John Williamson

Steve Harrison, ex officio

**Also present:**

John Lanza

Jack Storton

**Staff present:**

Ted Buckner

**Public Comment**

Chairman Hodges noted that were no members of the public present for the meeting.

**Approval of Minutes**

Minutes for the September 12, 2018 meeting and the November 16, 2018 meeting were presented for approval. **Commissioner Les Foldesi moved to approve the minutes as submitted. Commissioner Karl Frost seconded the motion. The minutes were approved unanimously.**

**Discussion of Reports of Ad Hoc Committees**

The purpose of the meeting was to receive and discuss the reports from the ad hoc committees on finance, bylaws and personnel matters.

Finance

Commissioner Paul Burks, who chaired the Finance Ad Hoc Committee, stated that the purpose of the committee was to develop recommendations for amendments to the bylaws to establish a standing Finance Committee to oversee and preserve the funds of the Commission, and to establish internal controls related to the funds.

Mr. Burks guided the Administrative Committee members through the language of the introduction and the six provisions describing the responsibilities of the standing Finance Committee. A copy of the recommendations is attached to these minutes.

Commissioner Steve Harrison raised the issue of party state representation on the Finance Committee. Following discussion, the introduction portion of the ad hoc recommendation was amended to read as follows:

“There is created within the Southeast Compact Commission a standing committee to be known as the Finance Committee. The Finance Committee will be composed of the Commission Secretary-Treasurer (Chair), the Administrative Committee Chair, the Policy and Planning Committee Chair and **sufficient additional commissioners to ensure that each party state is represented on the Finance Committee.** The main responsibilities of Finance Committee will include: . . .”

**Paul Burks moved that the Administrative Committee accept the Finance Ad Hoc Committee Report as amended. The Administrative Committee voted unanimously to accept the amended report.**

The amended recommendations are attached to the minutes.

Chairman Hodges noted that the Administrative Committee will recommend at the next Commission meeting that the Commission adopt the recommendation to amend the Bylaws to establish a standing Finance Committee.

The Committee deferred discussion of the draft financial internal control changes that are based on recommendations from William, Overman, Pierce, the Commission’s accounting firm.  The Committee asked Ted Buckner to circulate the draft to the entire Commission for review and comments prior to their being discussed at the next Administrative Committee meeting.

Bylaws

Commissioner Jack Storton, who chaired the Bylaws Ad Hoc Committee, went through the proposed bylaws revisions for the Administrative Committee.

The Committee agreed to the proposed wording changes in Article IV, Sections 1 and 6.

Following discussion, the proposed change to Article IV, Section 7 was moved to Article IV, Section 1.

The Administrative Committee agreed to the recommended changes to Article V, Sections 1, 3 and 4.

The Committee discussed Article V., Section 5. and determined that the section should be split into two paragraphs - one dealing with public notice and the other with notice to Commission members. The second paragraph was changed to read “. . shall provide reasonable notice of all annual and special meetings. . .” The section was referred back to the Ad Hoc Committee to develop new language related to timing of the notice to Commission members.

The Committee discussed the proposed new Article V, Section 12 defining “formal action” and agreed on the section as presented.

The Committee discussed Article V, Section 15 which changed the time period to prepare and distribute Commission minutes to sixty days. The draft revision was accepted.

Chairman Hodges noted that there will have to be some changes made to Article VI, Section 4 when the Commission approves the creation of a Finance Committee and revises the personnel and benefits policies.

The Committee reviewed the revision to Article VII, Section 1 and changed “Financial Committee” to “Finance Committee” in the first paragraph. The Committee also inserted “to” into the third paragraph so it reads “Ex officio members……are not **to** be counted…….”

In Article VII, Section 7, the Committee changed the language to read:

“All decisions, files, records and data of the Commission, except for information privileged against introduction in judicial proceedings, personnel records and minutes of a properly convened executive session, shall be open to public inspection subject to procedures established by the Commission and to the Commission’s Record Retention Policy. The Executive Director is authorized to charge reasonable fees for the preparation, copying and release of Commission records. Such fees shall bear a reasonable relationship to the costs associated with generating and handling the record or copy thereof.”

The Committee will recommend that the Commission develop a specific records review procedure and revisit the current Record Retention Policy. The two policies will be posted on the Commission’s web site.

The Committee noted that Article VII, Section 3, 4, 5, 6, and 8 will have to be changed once the Finance Committee is established. All other current Bylaws provisions related to the proposed Finance Committee will have to be revisited once it is established.

The Committee changed the wording on Article VIII, Section 2 to read:

These By-Laws may be revised or amended by a two-thirds majority vote of the Commission at any regular meeting of the Commission or at any special meeting of the Commission called for that purpose, provided that reasonable notice of proposed revisions or amendments has been provided to each Commission member prior to the meeting at which such revisions or amendments are considered.

A copy of the revised draft bylaws amendments will be distributed before the next Administrative Committee meeting.

Personnel and Benefits

Chairman Hodges went through the revisions made by the ad hoc committee. She noted that there is no urgency to adopt the provisions since the Commission will consider using contract personnel instead of employees in the future.

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**Public Comment**

There were no members of the public present.

The meeting adjourned at 1:40 P.M.