



**SEANC Board of Governors Meeting Minutes
September 7, 2016
Greensboro, NC**

President Ross Hailey called the BOG meeting to order at 1:35 pm.

J. E. Skinner gave the Invocation.

Betty Gautier, Secretary, conducted the roll call.

Attendees: Ross Hailey, President; Stanley Drewery, First Vice President; Gloria Evans, Second Vice President; Darius McLaurin, Treasurer; Wayne Fish, Past President; Janice Smith, Insurance Board Chair; Spillman Grice, Retiree Council Chair; Kim Martin, Parliamentarian; Ray Evans, Parliamentarian; Betty Gautier, Secretary

(1) Tony Rickman for Jim Rowell (absent), (2) Cliff Johnson, (3) Pat Reighard, (4) Tim Southard, (5) Sherry McCracken, (6) Sonya Akbar, (7) Henry Belada, (8) Leonard Reynolds, (9) Barbara Leatherman, (10) Dennis Hartley, (11) Kenny Brower, (12) Marilyn Jean Martin, (13) Linda Colbert, (16) Willie Bailey, (17) Kemrey Lamar for Dan Efird (absent), (18) Lisa Martin, (19) Marie Tate, (20) Tammi Blake, (21) Janice Bass, (22) Deborah Harney, (23) Harold Faulk, (24) Charlotte Williams, (25) John Gullo, (26) Stanley Gales, (27) Sam Rogers, (28) Felicia McKinnie, (37) Furman Beckwith, (38) Margaret Reader, (39) Doug Skinner, (40) Vernice Whyms, (41) Wendell Powell, (42) Sarah McDonald, (43) Debra Dunston, (44) Geneva Langston for Pat Holcomb (absent), (45) Joyce Yelverton (absent), (46) Randy Bruton, (47) Shirley Ballard, (56) Grace Edwards, (57) Daisy Stancill, (58) Marie Stone, (59) Kathy Merritt, (60) Hiawatha Jones, (61) Ricky Rivenbark, (62) Lewis Sasser, (63) J. E. Skinner for Marion Drake (absent), (64) Gene Mills, (65) Alicia Simpson, (66) Francisco Duarte, (67) Patricia Moore, (68) Rita Woods (absent), (69) Keith Renner, (70) Benny Brigman; Awards: Pam Hailey; Bylaws Advisory: Jimmy Davis; EMPAC: Tony Smith; Expansion/Growth: Gloria Upperman (absent); Member Discount: Martha Fowler; Member Strength: Hiawatha Jones; Membership: Bill Spade; Planning: Stanley Drewery; Policy Platform: Jim Pressley; Scholarship: Mike Bell; Youth Council: Alicia Baucom; Emerging Leaders: Emily Jones; Audit: Chevella Thomas for Wayne Holliday; Mitch Leonard, Executive Director; Chuck Stone, Director of Operations; Brian Keel, Chief Financial Officer; Attorney Hardy Lewis

President Ross Hailey thanked the BOG for their work and support during his tenure this year.

Shirley Ballard made a motion to approve the minutes from the July 22 – 23, 2016 BOG meeting. Sherry McCracken seconded. Motion passed.

Darius McLaurin asked the BOG to read over the Treasurer's Report and that he was available to answer questions on the expenses and/or revenue.

Executive Director Mitch Leonard stated that SEANC was sponsoring hometown debates, which will be held in Wilson, Asheboro, and Statesville.

Discussions have been ongoing with SEIU. SEIU has agreed to fund over \$1 million for political campaigns in North Carolina, and SEIU will also fund the ten MPO positions. Training starts today at convention for the MPO's. SEIU has forgiven the past retiree dues.

Regarding the Lake Retiree Case, it has been ruled a class action lawsuit, and SEANC will be participating.

When the recent training for District Chairs and Treasurers was held, it was stressed the need for district directories to be submitted to the SEANC Office.

Pat Reighard asked if the MPO positions were funded through the election process.

Executive Director Leonard responded that funding was provided through the end of November.

Pat Reighard asked if the MPO positions continue, who pays?

Executive Director Leonard responded that at this point, no plan has been made to continue with the positions; however, they would love to extend with perhaps being able to pay for expenses.

Kenny Brower asked would this be extended to others.

Executive Director Leonard stated that it would be defined later as to whom would be under this extension.

President Ross Hailey stated that \$114,000 has been held in escrow for payment to SEIU. We now get to keep the money.

Spillman Grice stated a motion from the Retiree Council was to give back the funds to the districts. Lewis Sasser seconded.

Shirley Ballard asked about any accrued interest.

Brian Keel said that the funds were in a checking account.

Leonard Reynolds asked as to when the funds would be returned to the districts.

Brian Keel responded that the return should be around up to two weeks after approval by the Board.

John Gullo asked if there would be any opportunity or advantage using it for something else.

Stanley Gales called the question. Dennis Hartley seconded. Motion passed on question.

Motion passed to give funds back to the districts.

Jimmy Davis gave the Bylaws Report. Proposed Amendment 6 – Problems need to be addressed. Amendments cannot be made that are in direct conflict. The duties of the Chair are to appoint all Chairpersons. The Chair of the Audit Committee is to be appointed by the SEANC President. Language needs to be changed to strike out the highest vote getter will be the Audit Committee Chair. The President declared that the language was null and void.

Pat Reighard asked if there is any other way the Audit Committee Chair can be made other than by appointment by the President.

Jimmy Davis responded, “no.”

Standing committees are already in the Bylaws.

Jim Pressley asked if it would be possible to amend from the floor to allow highest vote getter.

Keith Renner asked for it to be restated as to what is null and void.

Amendment – Highest vote getter would chair the Audit Committee. That is in direct conflict with Bylaws.

The Audit Committee will be elected by convention. The Chair will be appointed by the President out of the 12 elected members.

Jimmy Davis stated that at this time, there are only 12 people that are qualified who have expressed an interest in serving on the Audit Committee. The terms will be four people serving three years, four people serving two years, and four people serving one year.

Ray Evans, Parliamentarian, stated that the way it is written, the Chair does not have to be one of the 12. Is that in conflict with the 12? The response was no.

Lewis Sasser asked why the Chair can't be elected just like the Insurance Chair and the Retiree Council.

President Ross Hailey stated that if it is not in the Bylaws, then it won't be allowed.

Felicia McKinnie stated that the Chair should be from the elected twelve Audit Committee members.

Kenny Brower read over the current wording and the proposed changes for the recommendation to change the Bylaws regarding the Audit Committee.

President Ross Hailey declared that the amended proposed change is null and void. In effect, this tells the President who he can appoint.

Jimmy Davis asked the BOG to have faith in the incoming President to elect the correct person to be the Audit Chair from the correct body. Just trying to correct some things that are wrong.

Sherry McCracken stated that if you should appoint someone outside of the elected twelve audit committee members, then the 13th person would not have voting rights.

Stanley Drewery stated that if he is elected as President, he will pick the Audit Chair from the body of 12.

As a reminder, amendments on the convention floor should be submitted with three copies in legible writing.

Chuck Stone stated that proposed amendments/motion forms will be in the convention package. Runners will be on the floor that can get copies made and submit to the appropriate people. All Bylaws Committee members or their designees need to meet at 8 am in Auditorium 3.

Wayne Fish stated that a resolution can be introduced that would be the will of the body that can challenge the Chair.

A presentation was made on what will happen and what delegates can expect if their keypads do not work properly. An outside vendor will be conducting the elections, and they can determine from the keypad if the vote actually was counted or not. Another keypad may be obtained or paper ballots may be handed out for specific situations, but all votes will be counted. The vote will be held by region sections.

Regarding the proposed Amendment #4, Article 7 – Chief Financial Officer. After the amendment is introduced, a proposed amendment to the amendment will be made to correct an issue.

Deborah Harney of District 22 announced that she plans to run for the South Central Regional Representative.

Mike Bell, Chair of the Scholarship Committee, stated that he must have all tickets (all sold and unsold) by Friday afternoon.

Keith Renner announced that he plans to run for the Eastern Regional Representative.

Alicia Miller gave a presentation on the convention. The theme is “Turn the Page.” The charity this year will be “Make a Wish.” The President’s reception will be held at 6 pm tonight.

New Business:

Keith Renner made a motion to be added to the current Operations Manual that districts failing to provide materials and other documentation to the Audit Committee as needed to complete audits/reviews of district finances will be fined up to the amount of their monthly rebates until such requested materials have been provided to the Audit Committee to become effective immediately. Jean Martin seconded.

Keith Renner stated that the money taken in from the fines has not been determined as to where the money will go.

Brian Keel stated that the money will go into the general operations.

Felicia McKinnie stated that the whole district should not be penalized.

The response was that District Chairs and District Treasurers are responsible for reporting accurately and in a timely manner and to have on hand and to provide documentation as needed.

Felicia McKinnie stated that by the same standards, the Audit Committee should be required to be timely with responses as well.

Furman Beckwith commented that the fining of districts is too rigid.

Gene Mills shared that districts need to be fined to be held accountable.

Doug Skinner stated that fining up to the rebates is excessive. Perhaps the fine should be around \$200.

A vote was taken. The results were 33 yes votes and 19 no votes. The motion passed.

Felicia McKinnie stated that all members need to be informed that all districts are to be audited.

President Ross Hailey stated that all districts are subject to be audited.

Chevella Thomas, Vice Chair of the Audit Committee, stated that we are subject to confidentiality. As the Audit Committee, we don't discuss or tell which districts are to be audited.

Shirley Ballard stated that Regional Representatives should give reports to the BOG on what they have done or where they gone in the districts, as well as how much time they have spent on their duties as Regional Representative.

Pam Hailey gave a brief Awards Report. Bright yellow tags on the delegate ID badges will designate award nominees.

Keith Renner made a motion to go into Executive Session at 3:26 pm. Barbara Leatherman seconded. All nonvoting individuals in the room will have to leave. Motion passed.

The BOG came out of Executive Session at 3:34 pm.

Kathy Merritt announced that she plans to run for the Eastern Regional Representative.

Shirley Ballard announced that she plans to run for the North Central Regional Representative.

President Ross Hailey distributed appreciation gifts to the BOG.

Without objection, the BOG was adjourned at 3:38 pm.

Respectfully submitted,

Betty Gautier
Secretary