



TETAF Board of Directors Meeting Minutes
January 26, 2018
Airport Hilton Hotel
Austin, TX

Present:

Jeff Beeson (via conference call)
Scott Christopher
Eric Epley
Nilda Garcia
Wanda Helgesen
Donald Jenkins
Jorie Klein
Kenneth Mattox
Kathy Perkins

Darrell Pile
Edward Racht
Ricky Reeves
Craig Rhyne
Lori Robb
Danny Updike
Dudley Wait
Peyton Ware

All TETAF Staff were present: John Aadain, Kathy Clayton, Courtney DeBower, Debbie Nichols, Brenda Putz, Carla Rider, and Dinah Welsh.

TETAF Consultants Kelly Prchal (in-person) and Jim Rice (via conference call), corporate counsel Kevin Reed and lobbyists Brian Yarbrough and Janiece Crenwelge were also in attendance.

1. The meeting was called to order at 10:05 am by CEO Dinah Welsh and a quorum was established. Ms. Welsh made opening statements and shared that the staff is excited about the first meeting with the new board. She also acknowledged the birthday of Ms. Brenda Putz and recognized her for nine years of service to TETAF.

The attendees then went around the room making introductions and were asked to share their backgrounds, interests and a passion. Outgoing members of the Board were acknowledged and thanked for their service.

2. Recap of Current State
 - a. Kelly Prchal opened with a review of the adopted governance plan.
 - b. Kevin Reed reviewed the newly adopted bylaws. These bylaws were created based on the adopted governance plan and the Governance Council will identify additional changes in the bylaws as needed.
3. Board Officer Elections
 - a. Kevin Reed proposed and reviewed a resolution to determine TETAF board terms. Current bylaws clearly define process, but there was discussion that the Governance Council should review this process for moving forward. Mr. Reed recommended the election of officers first, followed by the drawing of terms. Dr. Mattox moved to adopt the resolution, seconded by Peyton Ware. The motion passed with Dr. Mattox abstaining and Dr. Beeson not voting. There were no votes in opposition Officers will receive a three year term and other board members will draw for terms randomly.

- b. The group discussed and confirmed based on the bylaws that Dr. Beeson may vote remotely as a conference call participant.
- c. Previous nominations displayed for Chair, Vice Chair, Secretary, Treasurer (projector and handout). It was discussed that additional nominations would be accepted from the floor as each position is voted upon.
- d. Officer Nominations
 - i. Chair: No floor nominations were voiced and Dr. Rhyne moved (seconded by Peyton Ware) to elect Dr. Edward M. Racht as Chair by acclamation. There was no opposition.
 - ii. At this point, Kevin Reed stated that either Dr. Racht could run the remainder of the meeting, or Eric Epley, as General Assembly Chair, could continue chairing through the end of the elections. Dr. Racht stated his preference for Mr. Epley to continue.
 - iii. Vice Chair: Dudley Wait was nominated by Danny Updike and Darrell Pile by Lori Robb. They joined previous nominations of Dr. Kenneth Mattox and Kathy Perkins. At this point, Dr. Mattox withdrew his name from consideration. Ricky Reeves moved to cease nominations, seconded by Scott Christopher. There was no opposition. In reviewing the bylaws, it was determined that the winner must receive more than 50% of the votes and a run-off would be required if no candidate received more than 50% in the first round of voting.
 - iv. Ms. Perkins received the most votes but not 50% so she moved on to the run-off. Mr. Darrell Pile and Mr. Dudley Wait tied for the second position so an election was held to determine the second slot. Mr. Dudley Wait was the winner of that election. The two candidates shared their vision for TETAF and a run-off was held between the two candidates. Mr. Dudley Wait was elected Vice Chair.
 - v. Secretary: Mr. Darrell Pile nominated Mr. Ricky Reeves to serve as Secretary and he joined Mr. Scott Christopher on the ballot. Mr. Ricky Reeves was elected Secretary.
 - vi. Treasurer: Mr. Danny Updike was nominated by Ms. Wanda Helgesen and Eric Epley by Mr. Dudley Wait (withdrawn). Mr. Updike joined Dr. Beeson, Dr. Rhyne and Mr. Peyton Ware on the ballot. All nominees were allowed time to discuss their candidacy. After the first election, a run-off was held between Mr. Danny Updike and Dr. Craig Rhyne. Dr. Rhyne was elected Treasurer.
 - vii. Terms of other Board members were drawn randomly. Mr. Peyton Ware pulled a three-year term. Two-year terms were drawn by Mr. Darrell Pile, Dr. Kenneth Mattox, Dr. Donald Jenkins, Ms. Wanda Helgesen, Ms. Lori Robb and Dr. Jeff Beeson. One-year terms were drawn by Dr. Nilda Garcia, Mr. Danny Updike, Ms. Kathy Perkins, Mr. Scott Christopher and Ms. Jorie Klein.
 - viii. Dr. Racht expressed his appreciation for being chosen Chair and that he desires feedback, both positive and negative, during his tenure.

4. Council Appointments

- a. It was determined that filling council positions during the meeting was not prudent, as the newly elected Chair will need to evaluate desires/capabilities of the Board.
- b. Dr. Racht asked the Board to submit to him their interest in the various Councils within 10 days.
- c. It was determined that the Chair of General Assembly being a member of the Executive Committee is not clearly identified in the bylaws. A motion was made by Dr. Mattox and seconded by Dr. Rhyne to send this issue to the Governance Council for clarification and a bylaws recommendation. There was no opposition. It was then moved by Mr. Danny Updike and seconded by Ms. Kathy Perkins that until Bylaws changed, Executive Council will invite Chair of General Assembly to participate. There was no opposition.

5. Routine Business

- a. Minutes from October and November TETAF board meetings were presented. Motion by Mr. Ricky Reeves and second by Ms. Jorie Klein to approve as presented. No opposition.
- b. Financial Report – figures through December 2017 provided.
 - i. Financial Review Report for period FY 2016 provided to Board members. A full audit report will be performed for FY 2017. Dr. Mattox moved that the Board vote to receive the financials. Second by Dr. Rhyne. No opposition.
 - ii. Board requests a report from the CEO that identifies audit strengths/weaknesses/threats. Annual audits are planned and desired by the Board. Mr. Darrell Pile also requested regular reports on legal strengths/weaknesses/threats.
 - iii. A lengthy discussion was held on surveyor qualifications and it was decided that the discussion will be continued by the Survey/Verification Council.

6. Legislative Update

- a. The Board was joined by contract lobbyists Brian Yarbrough and Janiece Crenwelge. They gave an overview of the current state of the legislature and answered questions from the Board.
- b. There was a lengthy discussion on the loss of the tobacco funds and the need for TETAF's board to be aggressive on this issue.

7. There was a reminder that all board members must complete their conflict of interest form.

8. The meeting adjourned at 3:27 pm. The next meeting will take place Feb. 13 at 5:00 pm at the Wyndham Garden Hotel in Austin.