

MINUTES OF SPECIAL TELEPHONIC MEETING OF BOARD OF DIRECTORS OF
THE SOUTH CAROLINA ASSOCIATION OF GOVERNMENTAL ORGANIZATIONS
HELD AT 1:00 P.M. ON FRIDAY, FEBRUARY 10, 2017, AT
1221 MAIN STREET, 18TH FLOOR, COLUMBIA, SOUTH CAROLINA 29201

Board Members Present: William Saunders, John Gardner, Tom Ashley, Missy Campbell, Brock Heron, Beth Phibbs and Donne Wilson

Board Members Absent: Rose Wilder and Glenn Stiegman

Visitor Present: Frannie Heizer, Brian Nurick and Mike Gallagher

1. Billy Saunders, Secretary/Treasurer called the meeting to order at 1:02 p.m.
2. Frannie Heizer verified compliance with the Freedom of Information Act.
3. It was determined that a quorum was present.
4. New Business
 - a. Bylaw Amendments
 - (i) Establishing the Office of Vice Chair
 - (ii) Modifying the description of the duties of Secretary/Treasurer

Frannie Heizer discussed the Bylaw amendments and the purposes therefor. Discussion was had and then a motion was made by Brock Heron and Tom Ashley to amend the Bylaws as discussed. A voice vote was taken and the motion passed unanimously.

- b. Appointment of Board Chair and Vice Chair

The Board appointed John K. Gardner as Chair and Donnie W. Wilson as Vice-Chair of the corporation

- c. Appointments to SCAGO EFC Board of Directors

Ms. Heizer informed the Board that with the resignation of Brantley Thomas on all SCAGO Boards that the SCAGO EFC's and the SCAGO PFC's did not have 3 SCAGO Board members as required by their respective Bylaws. The Board appointed Brock Heron to the Boards of the EFC's and PFC.s to serve the remainder of Brantley Thomas' term with respect to each corporation

- d. June 30, 2016, Audit; Request for Additional Procedures

The Audit was presented; there was extensive discussion about whether to request additional procedures of the auditor. The Board voted to create a task force to make that determination to be chaired by Missy Campbell and a report brought back to the Board at its next meeting.

- e. Discussion of preservation letter – The Board went into Executive Session

- f. Discussion and authorization for communication to SCAGO Program Participants – The Board returned to open session

A discussion was had as to whether the Board should in some way correspond with the SCAGO participants concerning the resignation of Brantley Thomas and its effect on the SCAGO programs. Upon motion of Missy Campbell and seconded by Donnie Wilson, the Board voted unanimously for a letter to be drafted by its legal counsel for John Gardner's signature and subsequent distribution.

5. Executive Session

See item 4 (e) above

6. Other Business if any.

7. Adjournment

A motion was made by Tom Ashley and seconded by Beth Phibbs and the meeting adjourned at 2:15 p.m.

Minutes submitted by Secretary, William H. Saunders.