**Florida Missing Children’s Day Foundation**

**Conference Call Minutes**

**28 August 2017**

**11:30 AM**

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In Attendance

* Jeff Dambly
* Carol Ferry
* Lisa Goodner-Kiel
* Brendie Hawkins
* Erin Rounds
* Craig Schroeder
* Floy Turner

Minutes

* **Carol Ferry (CF)**: Can I ask where this meeting was noticed publicly?
	+ **Craig Schroeder (CS)**: This meeting was noticed in the Florida weekly and MEPIC website.
* **Floy Turner (FT)**: Did everyone have a chance to review the minutes.
	+ **CF**: I did not.
	+ **Lisa Goodner Kiel (LGK)**: I reviewed and have no recommended changes.
	+ **FT**: Can we vote to approve the minutes.
	+ **CS**: Yes.
	+ **FT**: Yes, than the minutes stand.
	+ **CF**: I would like to abstain from approving, as I have not yet read them.
* **CF**: I have a question: the notice says we are supposed to discuss items related to the Missing Children’s Day event, but it doesn’t say anything about bylaw review or any of the other things on the meeting agenda.
	+ **Jeff Dambly (JD)**: I think since this committee’s sole responsibility is Missing Children’s Day, I it think that covers it.
	+ **JD**: Also, it does say in the Florida Weekly notice that people may contact Craig for the full agenda.
* **CF**: Also, reviewing the bylaws, did we change that stuff that was inconsistent about the appointment of the officers?
	+ **JD**: Yes, I had some of those same concerns and I addressed them on the updated copy of the updated bylaws that Craig sent you.
	+ **JD**: In making some of these changes, I was trying to fix a lot of the inconsistences so it clears up who is on the board of directors, who and how someone gets appointed, etc.
	+ **CF**: So you’re saying the president can only be appointed by the Commissioner, but now you’re saying the commissioner appoints all members?
		- **JD**: All members of the board of directors.
		- **JD**: There can be easily made distinctions between a director and an officer.
		- **JD**: There currently is no clear delineation between what constitutes a member vs. a director.
	+ **CF**: Did anyone get the copy of the Articles of Incorporation
		- **JD**: I have reviewed them.
		- **CF**: Did anyone on the foundation get them? I had asked for them before. I know the Articles of Incorporation made clear how appointment was to happen so members were selected based on qualifications and it didn’t become a clique.
		- **Brendie Hawkins (BH)**: I don’t think anyone at FDLE has told you or anyone else on the Foundation that that is how it works. We are working to develop the best procedures. At no time has any indication ever been given that if someone was interested in serving, that we would reject those suggestions or not take them seriously.
		- **FT**: And I know just from being on other boards, members are recruited from different perspectives but they have to be vetted.
		- **FT**: I know that everyone has to be careful, Carol. And I don’t personally think we’re going to have to worry about “cliques”
	+ **JD**: One thing I think we can add into the updated bylaws is language discussing the role of the FDLE liaison. They liaison could be the conduit that is used to take up recommendations. So if the general public has recommendations it could be taken by the FDLE liaison and go up the chain of command.
		- **CF**: Yeah, I think that’s good. Even if it’s on the website that we have something.
	+ **FT**: Jeff do you have anything else
		- **JD**: Not really. I also think we should hold off on a vote until we have another finalized draft addressing some of these concerns and the consistent language.
	+ **JD**: Are there any concerns from you all regarding the changed language?
		- **CF**: Does this language mean the board of directors will only be the officers?
			* **FT**: That’s not how I took it. Most boards are set up with board members and other officers.
		- **CF**: Going down to the term of office; is that going to be the same? I’ve never gotten a renewal letter?
			* **BH**: One of the things we’ll do moving forward, especially since we’re moving towards the final stages of this comprehensive review, we will make certain that upon appointment a member will receive a letter and after the two year lapse we will send a reappointment letter if needed.
			* **JD**: And I’ve been trying to do some research in seeing how these reappointment letters work.
				+ **JD**: From a legal perspective, that does not mean you are no longer on the Foundation just because the two year period has expired.
				+ **JD**: Essentially, what happens is that you continue on in that position until you are notified you aren’t needed or until the Commissioner appoints someone in your place.
	+ **FT**: Anything else Jeff?
		- **JD**: That’s everything I have unless anyone has any concerns.
			* **LGK**: Just for clarification, there is some yellow highlighting and some striking out, what are the actual changes in this document?
				+ **JD**: I believe Carol had some notes about possible changes; the highlighted areas were sections that were changing or clarifying those concerns.
				+ **JD**: The strikethroughs were originally just to maintain consistency from earlier changes.
			* **LGK**: I did note that we raised a point at the last meeting about officers in section 5, that we said the secretary will be appointed by the commissioner upon advice of the board. But that language is not included. So we wanted to point out that there was needed consistency there.
				+ **CF**: Well I thought only the president was appointed by the commissioner and the rest of the officers are appointed by the board.
				+ **JD**: I think the bylaws in their original form spoke to that.
				+ **JD**: I see the language in article 5 for the officers, the language is consistent for the President, VP, and secretary.

**CF**: I don’t think that’s how it was originally.

**JD**: Correct. I made that change. I was just about to note that that language is lacking on the treasurer. That is an oversight on my part; I will include that same language for the treasurer position.

**JD**: The language could be consistent in that ultimately, the commissioner has final say in the appointment but the board has the power to recommend.

* + - **LGK**: I have one other comment: under records. It’s been added that a duplicate copy of all records should be forwarded to a foundation secretary to easily comply with a public records request. It also says all records would be given to an FDLE liaison. I just want to make a not that I have not been doing that yet, because I was not aware of that procedure.
			* **JD**: I’m not sure how a public record request would actually work. I think public records would apply in the same way that sunshine laws apply. At the same time you are a CSO created by a statute and you fall under corporation law. So I am not sure if someone were to make a public records request, if the Foundation could say I’m not responsible go talk to FDLE.
			* **LGK**: I would think the request would come in to FDLE and we would be required to assemble the records as requested.
			* **FT**: My theory is that we send everything to FDLE anyways so they have all the records. So if we needed a record we could ask to FDLE to disseminate it out again.
			* **JD**: Yeah, and I think that is a good idea. Maybe we can just eliminate the language about a duplicate copy being forwarded to secretary and replace it with language that says the Foundation will coordinate with FDLE to ensure compliance.
				+ **CF**: I disagree with that.
			* **JD**: Well let me make one more note. The concern I have for the foundation is that it is an independent entity. So if a records request was made to the Foundation directly and the Foundation said go talk to FDLE, that there could be some level of liability to the Foundation. Because, the current case law in Florida says that even a good faith non-compliance with a public records request results in attorney’s fees. So I have concerns and want to make sure we have language in the bylaws that says the Foundation and FDLE will work together.
			* **CF**: Originally, when I came on to the Foundation the records were complete and were kept.
			* **CF**: I feel the Foundation should be responsible for itself, are you saying the Secretary would no longer be responsible for maintaining the records?
				+ **JD**: As long as there is a mechanism to ensure that the Foundation can speak to the transparency of the organization. There are a number of ways we can do that. We can filter documents through the FDLE liaison. We can make sure one member of the Foundation (secretary) has a copy of every record. We can work with you to figure out what you think is the best way to do that.
				+ **CF**: I think there should be openness within the Foundation.
		- **LGK**: I have one other thought: in section six, when we are splitting up the secretary and treasurer; the duty to maintain records fell to the treasurer in the re-writes. I think the official records should be forwarded to the secretary either monthly or at year end.
			* **JD**: Oh, yeah, you’re right.
			* **JD**: That’s a great idea and a good catch, I missed that.
			* **JD**: Also, I’ll throw out another option. Perhaps the language is too granular. Maybe, instead of applying specific responsibilities to the secretary, we can have language that says the Foundation will make sure that records are maintained to ensure all public records requirements are maintained. And we leave it to the Foundation to determine how to handle that.
		- **LGK**: My only other comment is that we need to workshop these rules a bit more.
			* **FT**: I agree. And I think we need to be sure to be conscientious in making sure FDLE does have a copy of everything.
* **CF**: I think that, in the future, in kind donations should be included in the budget each year?
* **CF**: Also, I don’t think there is a form we have for donors who donate more than 1500?
* **CS**: FMCD update.
	+ **CF**: The business and corporate sponsor, FAPT donates 2500, is there any way we can provide special recognition.
	+ **BH**: I don’t know if this is something we can do this year, given the short timeline.
	+ **CF**: This was brought up last year.
	+ **BH**: Well keep in mind we just joined the FMCD project, but we will put it on the agenda to possibly have a higher sponsor level for 2018.
	+ **CF**: I think that’s terrible. It’s hard to get these sponsors.
	+ **BH**: It’s just not something we can accommodate so close to the event. I think it’s something we can do for the future. I think we can work together to devise documentation to let people know of additional recognition.
* **FT**: Moving on, is Mary here for the Sunset Review yet?
	+ **BH**: Mary isn’t here yet, but I will update you all with some information she wanted to tell you all personally.
	+ **BH**: The FDLE commissioner reached out to Ken Tucker, and effective after Missing Children’s Day, Ken Tucker will be the new Foundation President.
	+ **BH**: We hope to have a conference call following Missing Children’s Day where he can introduce himself.
	+ **BH**: As far as the sunset review is concerned.
		- **BH**: The language that governs the statute, the Foundation is up for review in 2018 so we have
* **FT**: Lisa financial report.
	+ **LGK**: I gave you the beginning balance of 8/9; we’ve had $3,250 come in with an ending balance of$ 29,365.25.
	+ **LGK**: I did check the mailbox over the weekend and we had no further deposits, so that is our current balance.
* **FT**: Update on Facebook/website.
	+ **CS**: Provide update.
	+ **BH**: Also, we have identified someone who is a former FDLE member who will help us rebuild and recreate a new Foundation website.
		- **BH**: We have held off on rebuilding the website until after FMCD because there is just too much in flux.
	+ **BH**: We have also had a conversation with Candice about the Facebook page and she will turn over the Facebook responsibilities to this same person.
* **FT**: Indian River Proclamation
	+ **FT**: I went to the County commission meeting.
	+ **FT**: I also found out that I was a trooper with the Sheriff in Indian River about 30 years ago.
	+ **CF**: I think next year we can reach out to all of the counties to do a proclamation to raise more awareness.
* **CF**: Last night I made contact with concert promoters. I have requested more info on them and they have requested for info about FMCD.
* **FT**: Does anyone have anything else?

Adjourned