

# Minutes for MFF Special Board Meeting of November 24, 2021

## Public Short Form minutes.

All board members notified electronically 2 days before the meeting.

Board members in attendance: Timothy Wood (Woody), Ian Layton (Rama), Lara Lester (Datahawk), Todd Page(Tiller), Cheetah Goletz, Vince Lopez, and Robert King

This meeting is online.

Guests:

Absent: Toby Murono (Perro)

## AGENDA

- Start recording
- Roll Call/Quorum Check
- AV Contract and related issues

Meeting start time – 8:09 pm CST

Welcome!

## Roll call and Quorum check

We are missing only Toby. We have Quorum.

## AV Contract and related issues.

We must ensure that an apparent conflict of interest is sufficiently evaluated and mitigated. Our head of AV, Oddy, is also an employee of CPS AV services. Oddy's quote for AV services includes services provided by CPS. Approximately half of Oddy's proposed budget would go to his employer.

Cheetah, speaking as an AV expert, says that the quote is competitive or better. He is satisfied that Oddy or CPS is not unreasonably benefiting from this relationship based on the quote provided relative to his knowledge of the market value of the listed AV services. Cheetah believes the quote is reasonable evidence that this does not constitute inappropriate enrichment.

Vince points out that there were no quotes from any source other than through Oddy.

Unfortunately at this late date, getting further quotes is almost impossible. This is not up to our intended best practices, but at this point we have to go with what we have. Our history with CPS and the positive comparisons we have with precedent make this look like a safe choice. In spite of the appearance of a conflict of interest, the value of the quote is quite fair.

Legal has provided a plan specifying three issues to vote on. First, we need to make a decision if the apparent conflict of interest has been mitigated for this year. Based on the circumstances known to the board at this time, Robert moves that “we believe Oddy’s relationship with CPS does not constitute an unacceptable conflict of interest” – motion passed unanimously by voice vote.

The second issue is to approve the use of CPS as one of our AV vendors. Motion to approve CPS as AV vendor for MFF 2021. Motion passes unanimously by voice vote.

The third issue is to follow the advice of legal to avoid this situation in the future. Legal has recommended we replace this ad-hoc process before the next vendor selection cycle.

We need a subcommittee to create a process to replace this.

We resolve to assign a subcommittee in the first session of 2022 to work with finance and legal to implement an RFP process for major material expenditures by the end of Q1 2022. The subcommittee shall recommend to the full board both an RFP and/or competitive bid process and the criteria by which such a process applies.

Motion for the board to enact this resolution in calendar year 2022 Q1. Motion passes unanimously by voice vote.

Motion to close special meeting. Motion passes unanimously by voice vote.

Meeting closed 8:41 PM CST

Minutes recorded and prepared by Robert C. King, Secretary.