



Board of Directors Meeting

Davidson Town Hall
216 South Main Street
Davidson, NC 28036
Meeting Room

June 28, 2012

Minutes

Present: John Venzon, Brett Ellis (phone), Dawn Huston(phone), Steve Miller (phone), Rodney Short(phone), Leamon Brice and David Auger

Absent: Ken Essex, Erskine Smith

Other Attendees: Gail Karish, Sarah Muller, Alan Hall, and Nola Perkins

- 1) Call to Order/Quorum – John Venzon.

Mr. Venzon determined that a quorum was present and called the meeting to order at 6:33 pm.

- 2) Amended FY2012 Budget for Approval- David Auger

Mr. Auger presented the amended FY 2012 budget for Board approval. He reported that the budget as amended has the same EBITA and capital as previously approved in March with revenue projected to be \$100,000 higher. Mr. Auger made a motion to approve the amended FY2012 budget. The motion was seconded by Mr. Miller. Mr. Ellis asked for clarification regarding the receivable variance of \$182,000. Mr. Auger explained the majority of the variance (\$122,000) was to record uncollectable assets (an expense item, non-cash). The Chairman called for the vote, and the motion to approve the amended FY2012 Budget passed unanimously.

- 3) Committee Structure & Board Meeting Schedule- John Venzon

Mr. Venzon discussed the concept of changing the regular board meeting schedule from monthly to quarterly, and the introduction of a working committee structure. He suggested quarterly board meetings would be held to receive reports on quarterly financials, and other board business. The proposed committees would meet at varying frequencies, depending on the nature of their work.

*approved
7/26/2012
[Signature]*

Mr. Venzon proposed that there would be no more than 3 board members on a committee, and that the committees would not assume existing board capacity or authority, but would be designed to better utilize the unique skills each board member brings to MI-Connection. Ms. Karish stated the committees would comply with open meeting laws. Mr. Venzon also noted that special meetings of the Board would be held as needed, for example to approve the auditor's report. A new meeting schedule and committee structure will be presented at the July board meeting for the board to review and vote on.

4) Approval of the April 26, 2012 meeting minutes- Dawn Huston

Ms. Huston presented the meeting minutes to the Board for the open session on April 26. No comments or changes to minutes were requested. Ms. Huston moved that the minutes be approved. The motion was seconded by Mr. Ellis. The motion to approve the minutes passed unanimously.

5) Roundtable Discussion- All

Mr. Auger announced at the next board meeting a photographer will be present for head shots of board members for the MI-Connection website.

Mr. Venzon announced that the terms of board members Ken Essex and Steve Miller had expired but each board member was willing to serve again and both were reappointed to two year terms. Mr. Venzon said he appreciates the continuity of the two board members being reappointed since the board functions very well as a group. He also acknowledged that a lot of very qualified candidates had indicated an interest in serving on the Board, and he proposed reaching out and inviting candidates to participate in the new committees being formed. Mr. Ellis raised a concern regarding protection of the confidentiality of information to which such committee members may be given access. Mr. Hall suggested having committee members sign non-disclosure agreements. Mr. Venzon noted that the Board and MI-Connection operates under broad public disclosure requirements and there should not be an issue concerning confidentiality. Ms. Karish explained that the Public Records Act does give broad access to public records of MI Connection but also has rules protecting some confidential information, principally of third parties. She added that having committee members agree to abide by the MI Connection code of ethics (as required of current Board members) may be advisable.

6) Adjournment

Having no other business, Ms. Huston made a motion to adjourn the open meeting which was seconded by Mr. Ellis. The motion passed unanimously and the meeting ended at 7:00 pm.

51052.00002\7500577.1

approved
M/26/2012
D. Ellis