

MISSISSIPPI RETIRED PUBLIC EMPLOYEES' ASSOCIATION

MINUTES

JULY 11, 2016, BOARD OF DIRECTORS' MEETING – HILTON-JACKSON, MS

I. Welcome and Call to Order

President Becky Cade called the meeting to order at 10:06 a.m. and welcomed everyone.

II. Invocation

Cade called on Howell Garner to deliver the invocation. He began with a time of silence in honor of the fallen Dallas police officers. This was followed by a prayer.

III. Agenda Approval

Cade asked for approval of the board meeting agenda. A motion was made by Garner to accept the agenda as presented, and the motion was seconded by Ann Thames. Motion carried. The agenda is attached to these minutes as *Appendix A*.

IV. Old Business

a. Secretary's Report: Minutes from April 11, 2016, Meeting:

Ann Thames asked if there were any additions or corrections to the minutes. There being none, she asked for a motion to accept the minutes as presented. Lester Herrington moved for acceptance; Michael Myrick seconded. Motion carried.

b. Treasurer's Report:

In the absence of a treasurer, Cade presented the Treasurer's Report, which had been distributed in a new format and included a budget-to-actual comparison and a proposed budget for FY 2016-2017. She pointed out the income was down as there had been a late start processing renewals. A motion was made by Herrington to accept the Treasurer's Report as presented and was seconded by Myrick. Motion passed.

Cade then discussed hiring a CPA firm to validate the organization's tax returns. To that end, three RFPs had been distributed to three firms that had been recommended by Norman McCloud. Cade distributed a summary of the three responses. Sam Valentine moved that MRPEA retain the services of a CPA firm for this coming fiscal year and that the named firm should be Grantham Poole. The motion was seconded by Herrington, and the motion carried. Valentine went on to say MRPEA should actively recruit a CPA member who could perform this task at no charge to the association.

Cade brought up the possibility of MRPEA purchasing both a directors' and officers' liability insurance policy and a general liability insurance policy. Herrington made a motion to table the decision; Valentine seconded. Motion passed.

Cade also discussed holding subsequent board meetings at a location other than Mama Hamil's restaurant in Madison due to the ever-escalating expense. She said she would explore other options and report back to the board.

V. New Business

a. Ratification of Hiring Insight, Ltd.:

Cade introduced Deirdre McGowan, the CEO of Insight, an association management company. She explained that McGowan is a Certified Association Executive with extensive training and experience in managing associations. McGowan greeted the Board, and Howell Garner made a motion for the Board to ratify the contract with Insight, Ltd. The motion was seconded by Curt Thompson. Motion carried.

b. Approval of New District Director for District 4:

Cade stated that the individual who had agreed to serve as the district director for District 4 had subsequently notified her that she was not going to accept the post. Cade said she would continue to search for an individual to fill the vacant post.

c. Confidentiality Agreement:

Cade explained the need for MRPEA Board Members to sign a Confidentiality Agreement, a copy of which was in the board packet. Agreements needed to be signed and turned in to McGowan. Absent board members would get a copy either emailed or mailed to them to return to the office.

d. Presentation of NEON:

Cade summarized the process for the selection of the NEON association management system. Bob Rhoads then made a brief presentation and demonstrated the system.

e. Committee Reports:

- i. Networking: In the absence of Chair Mike Larsen, Cade stated the various networking partners were posted on the website (www.mrpea.org). She also stated she had reached out to the partners and invited them to the reception following the annual meeting.
- ii. Legislative: Ed LeGrand and Thames co-presented this committee report. LeGrand stated MRPEA had a successful Day at the Capitol event in March and that a number of MRPEA board members participated. Thames emphasized the need to educate oneself about PERS and that the public has a skewed perception of PERS. A motion was made by Sam Valentine and was seconded by Ann Thames that "the MRPEA Board of Directors' position is to support the existing defined benefit plan of the Public Employees' Retirement System of Mississippi." They also recommended accessing additional information on the websites of the American Legislative Exchange Council (ALEC) and the American Legislative Exchange Council Exposed.
- iii. Communications: Chair Rhoads distributed a committee report highlighting activities regarding the newsletter, the website, and social media. The Committee had also created a new membership brochure, drafted a membership renewal campaign, drafted

new membership/renewal confirmation letters, drafted and distributed email invitations to the annual meeting, and submitted an article about MRPEA to MPHA. The Communications Committee report has been made a part of these minutes as *Appendix B*.

- iv. Membership: Chair Dr. Howell Garner reported there were 2,472 active MRPEA members. He and Michael Myrick will be making a presentation on MRPEA July 27 to the Mississippi Association for Career and Technical Education (MS ACTE) Summer Conference. He spoke briefly about the need to stimulate new memberships and renewals.
- v. Organizational: In the absence of Chair Ann Homer Cook, Wynona Winfield presented the Organizational Review Committee report, a copy of which is included with these minutes as *Appendix C*. There were two changes recommended that did not require a constitutional change: 1) ensuring the Treasurer was elected and not employed and 2) moving Warren and Yazoo counties out of the Jackson Metropolitan District (4) and into the Delta District (5). There were three recommendations that required a constitutional change: 1) revising the definition of life member of the Board of Directors beginning August 1, 2016, and providing that any new Life Director shall act solely in an advisory capacity; 2) changing the number of elected multi-year directors from 15 to 10, including one from each district and two at-large; and 3) changing the words "regular quarterly" to "scheduled" in Article IV, Section 2 related to board meetings. Winfield reminded board members that Cade had identified in the Spring issue of *The Guardian* the likelihood of proposed changes and that any changes would be posted on the website (www.mrpea.org). Subsequently, the proposed changes were posted online in advance of the 30-day notification requirement.
- vi. Electronic Database: In the absence of Chair Ann Homer Cook, Rhonda Yates stated that she, Cook, and Joe Johnson developed a questionnaire that was used for all electronic data systems under consideration. NEON was the first choice, and also the least expensive. The contract was executed with NEON and is already in operation.
- vii. Nominating: Chair Thompson presented the proposed slate, which was to be voted on at the membership meeting later that afternoon. Mike Lightsey had been nominated for Treasurer and Bob Rhoads for Secretary to serve unexpired terms through July 31, 2017, and then stand for re-election. Jane Dykes, Martha Garrett, Mike Larsen, Ed LeGrand, and Michael Myrick were all nominated to continue serving on the MRPEA Board for three-year terms that will end July 31, 2019. Evelyn Webb was nominated to fill the unexpired term through July 31, 2018, since James Ables had resigned. The Nominating Committee included Margo Bowers, Dale Sullivan, and Ann Thames. Thompson moved for acceptance of the report of the Nominating Committee, seconded by Valentine, motion passed. The Nominating Committee report has been made a part of these minutes as *Appendix D*.

VI. Other Business

Cade asked board members to be thinking about whether we should hold district meetings and about when and where those meetings should be held. She reported on a conversation with Mike Black about the possibility of meeting with other retiree groups in the various districts. She shared that such meetings were already taking place in District 5, where District Director Marty Wiseman had been asked to make monthly 10-minute presentations to Mississippi State University faculty retirees. Cade encouraged members to communicate with other groups within their areas and let Board know of opportunities to share and network.

VII. Adjournment

A motion was made by Thames to adjourn the meeting at 11:56 a.m. The motion was seconded by Thompson. The motion carried.

Respectfully submitted by:

Bob Rhoads
MRPEA Secretary

AGENDA

MRPEA BOARD OF DIRECTOR'S MEETING

July 11, 2016

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|------|---|-----------------|
| I. | WELCOME AND CALL TO ORDER | Becky Cade |
| II. | INVOCATION | Howell Garner |
| III. | AGENDA APPROVAL | Becky Cade |
| IV. | OLD BUSINESS | |
| | A. Minutes from 4/11/16 Meeting | Ann Thames |
| | B. Treasurer's Report | Becky Cade |
| | C. Secretary's Report | Becky Cade |
| V. | NEW BUSINESS | |
| | A. Ratification of Hiring Insight, Inc. | Becky Cade |
| | B. Approval of New District Director 4 | Becky Cade |
| | C. Confidentiality Agreement | Becky Cade |
| | D. Presentation of NEON | Bob Rhoads |
| | E. Committee Reports | |
| | i. Networking | Mike Larsen |
| | ii. Legislative | Ed LeGrand |
| | iii. Communications | Bob Rhoads |
| | iv. Membership | Howell Garner |
| | v. Organizational | Wynona Winfield |
| | vi. Electronic Database | Rhonda Yates |
| | vii. Nominations | Curt Thompson |
| VI. | OTHER | |
| VII. | ADJOURNMENT | |

Communications Committee Report (7/11/2016)

1. NEWSLETTER

- A. Spring issue emailed/posted online April 26 and mailed on or about May 3
- B. Summer issue to be emailed/mailed in late July or early August
- C. Plan to revise/improve layout with Fall 2016 issue (Volume 21)

2. WEBSITE

- A. Updates to pages and links
 - i. Added a Partners tab/page (May 4) that lists the partnerships established through the Networking Committee, which thus far include:
 - 1. *Mississippi Association of Personnel Administrators (MAPA)*;
 - 2. *Mississippi Association of School Administrators (MASA)*;
 - 3. *Mississippi Public Health Association (MPHA)*;
 - 4. *Public Employees' Retirement System of Mississippi (PERS)*; and
 - 5. *Retired Education Personnel of Mississippi (REPM)*
 - ii. Added an Annual Meeting tab/page (June 4) to help promote the Annual Meeting, which includes:
 - 1. *Details about the Annual Meeting*;
 - 2. *Constitutional changes to be voted on by the membership July 11*;
 - 3. *Sponsorship levels, including a link to sponsor registration page*; and
 - 4. *Tentative meeting agenda*
 - iii. Added online membership registration/renewal links to the Home page and the Join page
- B. Will continue to make website updates/revisions when and as needed

3. SOCIAL MEDIA

- A. Posting about weekly to Facebook
 - i. Facebook page is slowly and organically gaining more likes (713 at last count)
 - ii. Most popular recent posts include:
 - 1. *MRPEA Board Meeting photos (posted April 11)*
 - 2. *House Bill 899 approved by the Governor (posted April 12)*
 - 3. *PERS explains moving to monthly service credit accruals (posted May 27)*
 - iii. Have used Facebook page/posts to help promote the Annual Meeting
- B. Posting less frequently to Instagram account @MyMRPEA
 - i. About 80 followers thus far
 - ii. Will take time to grow a significant following on this platform

4. OTHER

- A. Drafted membership renewal campaign emails/letters
- B. Drafted new membership/renewal confirmation emails/letters
- C. Drafted annual meeting email invitation that was emailed June 16
- D. Created new membership brochure, which includes the new \$20 annual rate
- E. Submitted article about MRPEA to MPHA to run in their May/June e-newsletter

MRPEA ORGANIZATIONAL REVIEW COMMITTEE RECOMMENDATIONS

The following recommendations from the Organizational Review Committee were discussed and approved by the MRPEA Board of Directors April 11, pending adoption of any necessary Constitutional amendments by the membership at the Annual Meeting July 11.

Recommendations Requiring No Constitutional Changes

Treasurer

The Treasurer shall (1) be an elected officer, (2) serve on the Executive Committee, and (3) oversee financial records and make reports of financial transactions to the Board of Directors.

Justification

To adhere to the Constitution, all officers must be elected by the membership in the same manner. Moreover, every officer, including the Treasurer, should serve on a voluntary basis and be a retired or active member of the Public Employees' Retirement System of Mississippi (PERS), as well as a dues-paying member of MRPEA.

Districts

Reassign members in Warren and Yazoo counties from District 4 (Metro Jackson Area, the largest district) to District 5 (The Delta).

Justification

This lowers the number of members in District 4 and keeps Hinds, Madison, and Rankin counties (commonly referred to as Metro Jackson) together.

Recommendations Requiring Constitutional Changes

Life Directors

Amend the Constitution to prospectively define a new Life Member of the Board of Directors beginning August 1, 2016, as a past president who is a dues-paying member and who has served as vice president and president for a minimum combined period of four years and to provide that future Life Members of the Board of Directors shall serve in an advisory (non-voting) capacity. **Current Life Members of the Board of Directors will be grandfathered and may continue to serve in a voting capacity as long as they wish to serve.**

Justification

Provides a clear and objective basis for individuals to become Honorary Life Members of the Board of Directors.

Constitutional Change

ARTICLE V, BOARD OF DIRECTORS AND OFFICERS, Section 2., Board of Directors. (e) ~~Those members of MRPEA who were original founders of the Association and members of the Association who have served with distinction on the Board of Directors for at least eight years~~ **Past MRPEA presidents who have served as vice president and president for a minimum combined period of four years** may request to become **Honorary** Life Members of the Board of Directors

beginning August 1, 2016, and shall act solely in an advisory capacity. The Board of Directors shall determine procedures and qualifications for those making a Life Member request.

Board Size

Amend the Constitution to reduce the number of elected multi-year board members from 15 to 10, with one board member from each district and two at-large members. This change will be implemented through attrition until the number is reduced from 15 to 10. The Nominating Committee will be charged by the President with the responsibility of ensuring over time that each of the eight districts has at least one board member.

Justification

Provides a more manageable number of board members and ensures that all districts have fair and equal representation. This change will reduce the total size of the MRPEA Board of Directors from 40 to 35, which would include four elected officers, 10 elected multi-year board members, the immediate past president, eight district directors, 10 life members of the Board, and two retiree representatives serving on the PERS Board of Trustees.

Constitutional Change

ARTICLE V, BOARD OF DIRECTORS AND OFFICERS, Section 2., Board of Directors. (b) There shall be ~~fifteen~~ 10 MRPEA elected Board Members with one board member from each district and two at-large members. Five shall be elected each year at the Annual Meeting upon their nomination by a committee appointed by the President. They shall serve three-year staggered terms.

Board Meetings

Amend the Constitution to provide that the Board of Directors will schedule meetings as deemed necessary.

Justification

This will give the Board of Directors the flexibility to decide whether to continue with the regular quarterly meetings or meet less often, possibly three times a year instead of four, if deemed appropriate.

Constitutional Change

ARTICLE IV, MEETINGS, Section 2., Board of Directors. The Board of Directors shall hold ~~regular quarterly~~ scheduled meetings at a time and place designated by the President. Additional board meetings may be called by the President provided a notice of 10 days is given prior to the called meetings.

**MISSISSIPPI RETIRED PUBLIC EMPLOYEES' ASSOCIATION
NOMINATIONS FOR 2016-2019
OFFICERS AND BOARD DIRECTORS**

The MRPEA Nominations Committee consists of the following members:

- Curt Thompson, Chair
- Margo Bowers
- Dale Sullivan
- Ann Thames

The nominations committee presents the following slate of officer and board members to be considered during the MRPEA Annual Meeting on July 11, 2016. As per MRPEA's constitution, additional nominations from the floor will be allowed during the MRPEA business meeting.

CURRENT OFFICERS

Secretary – Vacant

Treasurer – Vacant

NOMINATIONS

Bob Rhoads, Retired from PERS
as Deputy Administrator/Senior
Policy Advisor for PERS

Mike Lightsey
President & CEO of MS Federal
Credit Union – Retired from
State as CFO of UMMC

President, Becky Cade, Vice-President, Ann Thames and Immediate Past President, Howell Garner will continue serving the second of their two-year term in those positions.

DIRECTORS – TERMS TO SERVE FROM AUGUST 2016 TO JULY 2019

Jane Dykes retired after 33 years of service in the Public Schools of Mississippi as a teacher and administrator

Martha Garrett retired from the Mississippi Department of Education as the Director of Counseling

Mike Larsen, Pres. of Global Strategies, Inc. Retired as Chief Administrative Officer at MS Development Authority

Ed LeGrand, Retired as Executive Director of the Mississippi Department of Mental Health

Michael Myrick is a retired educator having served 29 years as a teacher and administrator in Mississippi's Public School System

DIRECTOR TO COMPLETE A TERM ENDING IN JULY 2018

Evelyn Webb - Retired Vice-President for Strategic Programs and Special Projects with JBHM Education Group LLC and Associate Executive Director of Mississippi Community College Board