

**Corrections Foundation
Board of Directors Meeting
Conference Call
Wednesday, June 24, 2009
10:00 a.m.**

Attendees:

Mr. Louie L. Wainwright, President
Mr. Tom Rush, Vice President
Mr. Dave Mecusker, Treasurer
Mr. Jim Williams, Finance and Membership Committees Chair
Ms. Rosa McNaughton
Mr. Dick Pearce
Col. Butch Redding

Absent:

Mr. Robert Woody
Mr. Jason Clinger
Ms. Betty Bennett, Development Committee Chair
Ms. Mary Ellen Dayan-Varnum

Staff:

Mr. Chris Akins
Ms. Sheri Logue

President Louie Wainwright called the meeting to order at 10:00 a.m. Mr. Jim Williams gave the invocation. Vice President, Tom Rush took attendance and a quorum was established.

Mr. Wainwright welcomed everyone and thanking each for meeting on short notice. We are meeting today to discuss and review new policies required by the IRS prior to our next fiscal year beginning, July 1, 2009. Mr. Wainwright commented that the staff has done a good job drafting the policies and the policies were provided to all board members for prior review. Comments, changes and suggestions to the proposed policies were requested.

Policies for review include:

- CONFLICT-OF-INTEREST POLICY FOR EXECUTIVE BOARD MEMBERS
- CONFLICT-OF-INTEREST POLICY FOR CORRECTIONS FOUNDATION EMPLOYEES
- EXECUTIVE DIRECTOR COMPENSATION POLICY AND BUSINESS EXPENSE REIMBURSEMENT
- GIFT ACCEPTANCE POLICY
- PUBLIC INSPECTION POLICY
- RECORD RETENTION AND DOCUMENT DESTRUCTION POLICY
- WHISTLEBLOWER PROTECTION POLICY

Ms. McNaughton began the policy review with the **Records Retention Policy** and asked if we could be covered by adopting statute 119 since we were statutorily created and 119 probably applies to us. Mr. Akins noted that he wasn't sure if the policy presented meets 119 requirements, but currently we keep everything – forever. The new policy puts specifics on what we keep and how long we should keep it. Statute 119 will be reviewed to be sure our policy meets or exceeds state requirement.

Mr. Williams asked if keeping documents for 7 year would cover us. Ms. McNaughton noted that the Florida statute requires 50 years retention for some documents and indefinite retention for other documents so a flat 7 years would not help us meet the 119 requirements. She believes if we are in compliance with state law that we will be in compliance with the IRS requirements. It was advised that we adopt the state retention schedule and attach it to our policy.

Next for discussion was the **Board Conflict of Interest Policy**. The board agreed that no board member should have more than 5% controlling interest in a company seeking to do business with the Corrections Foundation. Ms. Logue asked if this included companies that wish to sponsor our golf tournaments and it was agreed that donations or sponsorships are different than a company benefiting from doing business with the organization. Those giving sponsorships or donations do not receive anything material in return for their contributions.

Next for discussion was the **Employee Conflict of Interest Policy**. Ms. McNaughton noted that it should be for all employees of the Corrections Foundation, not just professional employees as the title reads. She also mentioned that we can hold information confidential that is not required to be released due to an investigation or audit. She suggested adding the words “unless other wise authorized or required by law” to #3 of our policy. On point #4 she suggested that the Executive Committee review and approve any gift above \$25 that is given by the staff. This would cover polo shirts and other promotional items that are often given as gifts or giveaways. If staff would like to give a more substantial gift they can with approval of the Executive Committee.

Ms. McNaughton reminded the board that any policies adopted must be followed to the letter so while we seek to meet IRS requirements we also need to adopt policies that do not set unnecessary limitations that could become audit issues in the future. One last addition to this policy is on the last page where it states we will hold information in complete confidence. It was suggested that we again add, “except when release is required by law”.

Next the **Public Inspection Policy** was reviewed and adopted with the change of cost of providing documents being actual cost instead of \$3 so that we are compliant with Florida Statute, Chapter 119.

Next the **Gift Acceptance Policy** was reviewed. It was pulled from the Boy Scout Council's policy that was graciously provided to us by them through our accountants, James Moore and Co. It was recommended that we work with the auditors and take out any provisions that do not fit the Corrections Foundation. Mr. Williams noted that there is so much in this policy as written that does

not apply to us and that he does not foresee applying to us in the future. The policy as written includes trusts, land donations, which do not apply. However we have received bequests in the past when we were named in the donors' will and these bequests have been earmarked for the programs specified in the will.

Ms. McNaughton noted that our Florida statute lays the groundwork for what we can accept. It allows us the flexibility to act on behalf of the Department to accept gifts that benefit the programs and mission of the department of corrections. We should limit the policy to what we currently do and we can revise it as needed in the future. It was proposed that we have a basic policy now, including the priority of donor interest section, incorporating the statute language and that we seek legal and financial guidance on what we need to include in the future.

The **Executive Director Compensation and Reimbursement** policy was reviewed. Ms. Logue asked the board if they wanted this policy to apply only to the Executive Director or to all staff. They agreed to have it applicable to the Executive Director only. The Executive Committee would be the reviewing committee in regard to Executive Director compensation and reimbursement.

Ms. McNaughton asked about the Administrative Director approving expenses. Currently the Administrative Director and Vice President approve expenses through being signatures on the accounts and by the requirement of our checks being two signature checks. This policy will formalize what is currently being done.

Lastly the **Whistle Blower Policy** was discussed without changes.

Motion was made by Ms. McNaughton to adopt the 7 new policies as revised for implementation on July 1, 2009. Motion was seconded by Mr. Williams and unanimously approved by all board members.

With there being no further business, the meeting was adjourned at 10:35.

Respectfully submitted by Sheri Logue, June 29, 2009.