

**PUBLIC ENTITY PARTNERS
BOARD OF DIRECTORS
MINUTES OF SPECIAL MEETING
DATE OF MEETING: JULY 12, 2019
BRENTWOOD, TENNESSEE**

The Board of Directors of Public Entity Partners (“PE Partners”) met in a special called meeting at 10:09 a.m. on July 12, 2019 in the Laurel Room of the Hilton Suites Hotel in Brentwood, Tennessee.

Board Members present: Chairman Curtis Hayes, Vice-Chairman Randy Brundige, Lois Preece, and Sam Tharpe.

Board Members participating via telephone conference call: John Holden, Jill Holland, Dr. Christa Martin.

Board Members joining telephone call in progress: Todd Smith

Board Members absent: Victor Lay

PE Partners staff present: Dawn R. Crawford, President/CEO; and Charles DeMore, Executive Vice President & CFO & Director of Human Resources.

Also present were Russ Farrar, General Counsel; Kristin Berexa, Associate General Counsel; and, Benjamin Lauderback and Emily Taylor with Watson & Roach.

1. CALL TO ORDER

Chairman Hayes called the meeting to order and asked each person present in person and by telephone to identify themselves.

2. ADJOURNMENT TO EXECUTIVE SESSION

Chairman Hayes asked for a motion to adjourn from regular session to go into executive session. Motion was made by Martin; seconded by Preece. Chairman Hayes asked if there was any discussion. There was none. Chairman Hayes called for a vote. **PASSED UNANIMOUSLY.** The Board adjourned to executive session at 10:11 a.m. at which time Lauderback and Taylor left the room.

3. RECONVENE TO PUBLIC MEETING

Chairman Hayes announced the Board of Directors as being reconvened from executive session to public meeting at 2:11 p.m.

Chairman Hayes announced the following individuals as present in the reconvened meeting - Board members: Preece, Brundige, Tharpe. PE Partners Staff: Crawford and DeMore.

Guests: Farrar, Berexa, Lauderback and Taylor. Chairman Hayes also confirmed Holland and Dr. Martin were still participating in the meeting via telephone call. Hayes said Board members Holden and Smith who previously participated in the meeting via telephone call had to leave the meeting.

Chairman Hayes said after discussion by the Board, the Board has decided to make the following recommendations:

- a. Hire an HR firm to evaluate all personnel policies;**
- b. Hire an HR Director;**
- c. Hold mandatory monthly meetings with supervisors and take notes on the same. Supervisors can participate by phone, if needed;**
- d. Performance evaluation of the President by the Board;**
- e. Have supervisors give reports during all Board breakfasts at Brentwood.**

He stated that these recommendations have been Board-approved.

Chairman Hayes told Crawford the Board would like her to find three HR firms to present to the Board for them to interview and select one firm. He said the Board would like this to be done by the September Board meeting and for those three firms to be present at the September meeting. Hayes said the Board would be hiring a firm to come into the 21st century because as we know HR changes a lot. Brundige commented the Board wants to do some new policies and procedures. Chairman Hayes said the Board would come up with a performance evaluation as well.

Chairman Hayes noted that Crawford and he were supposed to have a meeting next week to talk about a Board retreat and asked Crawford if she would like to postpone the meeting. Crawford said she still has time to make that happen.

Farrar said he was wondering if the Board might need to wait until an HR firm has been hired. Brundige said they would just be discussing the retreat. Chairman Hayes agreed and said they would only be discussing some options to bring back to the Board in September. Farrar said he respectfully asks the Board not to have the retreat in August or before the September meeting due to vacation plans. Hayes said it would be after.

Chairman Hayes told Crawford that the Board had met for a long time and that Farrar would get with her a little bit later to go over some stuff. Hayes asked Farrar if there was anything else he needed to address. Farrar replied no and informed the Board that he was going to sit down with Crawford as soon as the minutes were prepared and review with her everything the Board has asked her to do. Chairman Hayes stated he wanted to be present at the meeting as well.

Brundige asked if a letter was going to be written as a response. Farrar said he would draft one for Chairman Hayes to sign. Brundige said the letter did not necessarily need to detail everything but to state that the Board had met over the concerns. Chairman Hayes said the letter would state that the Board had met to address some situations. Hayes said the Board is looking forward to moving forward and not looking in the rearview mirror.

Chairman Hayes said if other Board members wished to be present while Farrar meets with Crawford, they can. Tharpe said he did not think that was necessary because the Board knows everything that has been processed. Tharpe asked to confirm that all the Board members would get the minutes to which Chairman Hayes said right.

Holland asked to clarify that if there were any firings or problems between now and getting the HR person that it would be handled by Farrar and Berexa. Chairman Hayes replied yes that is correct. He said that is what Farrar is going to sit down and talk with Crawford about.

Chairman Hayes asked if anyone had any other business. He asked Crawford if she had anything she wanted to say. Crawford thanked the Board for their support and for allowing her the opportunity the present what she knows to be facts and not speculation and that she looks forward to having an HR Director. She said policy updates had been started a few years ago and then got put on the back burner so she appreciates the help.

Tharpe commented to Chairman Hayes that he thought Crawford needed to know the confidence of the Board. Brundige and Preece agreed. Hayes said he thinks the Board has displayed that the Board is standing behind Crawford. He said he knows this has not been easy for anyone, including Crawford and this Board. He noted that personnel issues are always special and can be complex and complicated. Hayes told Crawford that the Board feels she has done a good job. Crawford said thank you. Hayes noted that there are some bumps in the road, but he thinks we can all work together and put what is in the past behind us. He said we have to bridge the gap with some employees and make some special efforts to try through documentation and things of that nature.

Chairman Hayes said the Board has heard him say this a thousand times and he would say it again: this is one of the best organizations he has ever been a part of; that it is a well-oiled machine. He said sometimes it drifts off course and has to be brought back to shore and that he thinks that a little bump is what we have hit here.

Farrar thanked Crawford and DeMore and especially the Board for being so engaged and attentive to exactly what they were doing and the questions and ideas they put forth.

Chairman Hayes noted this is certainly not an attempt to ignore two employees because all the Board feels they have fiduciary responsibilities to PEP and the folks who work at PEP. He said he feels like the Board has addressed concerns and issues that employees have through the steps the Board has just recommended.

Chairman Hayes asked DeMore if he had anything he wanted to say. DeMore thanked the Board for their support and for the opportunity to talk.

Chairman Hayes said until Farrar and he sit down and have the discussion, he feels we need to go back to our workplaces and continue to do our jobs and when the proper people need to be alerted on what happened, they will be.

4. ADJOURNMENT

A motion to adjourn was made by Tharpe; seconded by Brundige. Chairman Hayes called for a vote. PASSED UNANIMOUSLY.

Meeting adjourned at 2:24 p.m.

William Curtis Hayes, Chairman

Charles DeMore, Secretary