

**PUBLIC ENTITY PARTNERS  
BOARD OF DIRECTORS MEETING  
MINUTES OF REGULAR MEETING  
DATE OF MEETING: AUGUST 14, 2020  
IN PERSON AND BY ELECTRONIC MEANS PURSUANT TO GOVERNOR LEE'S EXECUTIVE ORDER 51**

The Board of Directors of Public Entity Partners (“PE Partners” or “PEP”) met at 9:25 a.m. on Friday, August 14, 2020 in person and by electronic means pursuant to Governor Lee’s Executive Order 51 for the purpose of interviewing candidates for the position of President/ CEO, consideration of President/CEO compensation and pay scale, and consideration of prospective candidates for the position of President / CEO.

Board members present: Chairman Curtis Hayes, Vice-Chairman Randy Brundige, Victor Lay, Mayor Preece, Commissioner Sam Tharpe, and Todd Smith.

Board members present via Zoom: Dr. Christa Martin, Mayor Mike Werner

PE Partners staff present: Charles DeMore, President / CEO; and Halie Gallik, Corporate Secretary

Also Present: Russ Farrar, General Counsel; Ross V. Smith, Associate General Counsel, Margaret Mahery, Executive Director, TML; Wade Morrell, President, Tennessee Municipal Bond Fund; Jim Morrison, President, Public Risk Services, Inc.

**I. CALL TO ORDER**

Chairman Hayes called the meeting to order.

**II. INTERVIEW GUIDANCE**

General Counsel Russ Farrar provided an overview of appropriate interview protocols. Interview questions that had been submitted by each board member were circulated. It was the General Counsel’s recommendation to ask each candidate the same questions.

Motion was made by Vice Chair Brundige to accept the questions circulated to all board members; seconded by Mayor Preece. Roll call vote was taken. **PASSED UNANIMOUSLY.**

**III. INTERVIEWS OF CANDIDATES FOR POSITION OF PRESIDENT/CEO**

- a. Embry Nichols – 10:04 a.m. – 10:58 a.m.
- b. Crissy Zitka – 11:09 a.m. – 12:22 p.m.

- c. Rodney Escobar – 1:12 p.m. – 2:30 p.m.
- d. Michael G. Fann – 2:40 p.m. – 3:49 p.m.

**IV. CONSIDERATION OF PRESIDENT/CEO COMPENSATION PACKAGE AND PAY SCALE**

Chairman Hayes shared a compensation package is included in your materials. This is something that Charles and I sat down and came up with and it is certainly up for discussion. The Board would reserve the right that if you have an experienced person you can move them up the years of base pay.

Motion was made by Todd Smith to accept the compensation package with the addition of a review process of the President/CEO by the Chairman of the Board. Seconded by Commissioner Sam Tharpe. Roll Call Vote. **PASSED UNANIMOUSLY.**

**V. CONSIDERATION OF SELECTION OF PRESIDENT/CEO**

Motion by Commissioner Sam Tharpe to hire Michael G. Fann effective 9/1/2020 as President / CEO. Seconded by Mayor Lois Preece.

**Roll Call Vote**

- Mayor Werner – Aye
- Commissioner Tharpe – Aye
- Todd Smith – Aye
- Mayor Preece – Aye
- Dr. Christa Martin – Aye
- Victor Lay – Aye
- Vice Chairman Brundige – No
- Chairman Hayes – Aye

**MOTION PASSES**

**IV. CONSIDERATION OF PRESIDENT/CEO COMPENSATION**

Motion by Todd Smith, Second by Victor Lay to go to year 6 on the approved pay scale. Roll Call Vote. **PASSED UNANIMOUSLY.**

Charles DeMore was asked to bring Michael G. Fann into the meeting room.

Chairman Hayes asked Mr. Fann if he accept the President/CEO position for a salary of salary of \$302,632.00.

Mr. Fann responded he would accept the position.

**IIV. Adjournment**

**Motion by Commissioner Sam Tharpe to Adjourn. Seconded by Vice-Chairman Brundige. PASSED UNANIMOUSLY.**

**Meeting adjourned at 4:15 p.m.**

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**William Curtis Hayes, Chairman**

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**Halie Gallik, Secretary**