



MEETING
FCLB Board of Directors

Tuesday, April 3, 2018
via Telephone Conference Call

MINUTES

NOTE: Minutes are not totally chronological, as discussion and motions related to a specific agenda item are consolidated under that topic.

PRESENT:

OFFICERS:

Maggie Colucci, D.C., President
Kirk Shilts, D.C., Vice President
Carol Winkler, D.C., Treasurer
Farrel Grossman, D.C., Immediate Past President

EXECUTIVE BOARD OF DIRECTORS:

James Buchanan, D.C., District I Director
Robert Daschner, D.C., District II Director
Keita Vanterpool, D.C., District III Director (joined the call at 4:12 p.m.)
Cynthia Tays, D.C., District IV Director & Board Chair
Ned Martello, D.C., District V Director

ADMINISTRATIVE FELLOW DIRECTOR:

Patricia Oliver, Administrative Fellow Director

LEGAL COUNSEL

Dale Atkinson, Atkinson & Atkinson
Amy Richardson, Atkinson & Atkinson

STAFF:

Dr. Jon Schwartzbauer, Executive Director
Bridget Seader, Program/CIN-BAD Administrator

MEETING DETAILS

I. Call to Order, Roll Call, Announcements, Integrity Check

Dr. Tays called the meeting to order at 4:01 p.m. Mountain time. Dr. Schwartzbauer noted Board members and staff present as listed.

Dr. Tays reminded the board that speakers need to be recognized before speaking. She welcomed Dale Atkinson and Amy Richardson who will be participating in the meeting.

Dr. Tays then called for an integrity check: Nothing to report

II. FCLB Master Calendar

Dr. Tays reminded the Board the master calendar is on the private section of the Board of Directors website.

III. Consent Agenda

- A. Board Meeting Agendas**
- B. Standing Rules**

M / S Tays / Oliver to approve consent agenda as written. (Includes standing rules and agenda approval) Motion passed, no opposition.

IV. Legal Issues

1. Continue March 20, 2018 Discussion

Dr. Tays reminded those present of the recusals necessary: Dr. Colucci, Dr. Shilts and Dr. Grossman.

M / S Daschne / Martello to enter into executive session to discuss legal matters. Motion passed, no opposition.

Discussion: Dr. Grossman requested to make a statement, stating that over the past few meetings he has not been aware of what has gone on, but would like, tonight, to accomplish two goals. He reminded the board that Dr. Colucci is our President and she is still our President, no matter what is going on. He would like to see her appoint, according to our By-Laws Article 10, Section 2, and fill the vacancy to the National Board as well as make sure everybody is on task for the upcoming conference. We have states that have needs that we can fill (PACE and CCCA) and we can help them put their verbiage in their laws, rules, regulations and policies, and get focused on what we need to do and move forward. Dr. Grossman suggested we accomplish these goals and get started on them tonight.

Dr. Shilts asked for an explanation of what the purpose of the executive session would be. Dr. Tays responded that we will be discussing legal ramifications surrounding various actions directed from and to our board of directors. Dr. Shilts expressed concern over the time period for the executive session and when/if the board would come back to open session. Dr. Tays instructed Dr. Shilts to contact Dr. Schwartzbauer via his cell phone to find out the status of the meeting in one hour. Dr. Schwartzbauer will also text Drs. Grossman and Colucci to notify them of the meeting status at that time as well.

Dr. Colucci, Dr. Grossman and Dr. Shilts were asked to leave the meeting.

Dr. Schwartzbauer took roll call:

Present:

- Dr. Carol Winkler
- Dr. Jim Buchanan
- Dr. Robert Daschner
- Dr. Keita Vanterpool
- Dr. Cynthia Tays
- Dr. Ned Martello
- Ms. Patricia Oliver
- Dr. Jon Schwartzbauer
- Ms. Bridget Seader
- Mr. Dale Atkinson
- Ms. Amy Richardson

Entered into Executive Session at 4:13 p.m.

Executive session ended at 5:47 p.m.

M / S Daschner / Martello to ratify those decisions made by consensus in executive session. Motion passed, no opposition.

Dr. Tays asked if there was any other new business. There was none.

ADJOURN

M / S Martello / Vanterpool to adjourn the meeting. Motion passed, no opposition.

The meeting was adjourned at 5:49 p.m. Mountain time.

A handwritten signature in blue ink, appearing to read "Jon Schwartzbauer". The signature is fluid and cursive, with a horizontal line extending from the end.

Jon Schwartzbauer, DC
Executive Director

With appreciation to Bridget Seader for assistance with the Minutes