

THE MARITIME ACADEMY OF TOLEDO
BOARD OF DIRECTORS
Special Board Meeting Minutes

Tuesday, May 26, 2015 - 2:00 P.M.

Maritime Academy

A. Call to Order: Roll Call

James Hartung	<u> X </u>
Jack Sculfort	<u> X </u>
Robert Lucas	<u> X </u>
Barb Pinter	<u> X </u>
Linda Stacy	<u> X </u>

Also Present: Kathy Simpson, Amy Borman, legal counsel

B. Review of Facility Mortgage-*Jack Sculfort gave the Board the Building note comparison sheet with explaining bids and rates from Farmers Merchant Bank. Mr. Hartung inquired if we are giving Genoa Bank a chance to review our loan and see if we can get lower rates. Mr. Sculfort said he would be giving them the opportunity. He stated they have asked Fifth Third to also submit a bid. No action taken and was deferred for further consideration. Mr. Sculfort said the finance committee would review the bids and make recommendations to the Board. Review of our financial stability by Genoa Bank was all positive. Financial performance was good and would like to have our accounts at their bank. They were aware of succession issues here but were not concerned.*

Motion to approve made by

James Hartung	_____
Jack Sculfort	_____
Robert Lucas	_____
Barb Pinter	_____
Linda Stacy	_____

C.. Board Development-*Board wants to expand their members from 5 to 7. Linda Stacy felt this was a really good idea. Amy Borman said 5 to 7 is fine but 4 is need for a quorum and vote. The code of regulations will be revised. Board members are elected for terms of 3 years. Jack presented the Board with a memorandum about a proposed process for recruiting and screening new board members and that a motion should be made to expand the Board from 5 to 7.*

Motion to Expand the Board from 5 to 7 was made by

James Hartung	_____
Jack Sculfort	<u> 1 </u>
Robert Lucas	_____
Barb Pinter	_____
Linda Stacy	<u> 2 </u>

Motion Passed

D. 21st Century Grants

Motion to Approve Made By

James Hartung	_____
Jack Sculfort	_____
Robert Lucas	<u> 1 </u>
Barb Pinter	_____
Linda Stacy	<u> 2 </u>

Motion Passed

EXECUTIVE SESSION –

For the Purpose of Discussing pending or imminent litigation with the Board’s Attorney

For the purpose of discussing the employment, compensation, dismissal or discipline of personnel

For the record, Chairman Hartung invited in Tom Shafer, Kathy Simpson, and Amy Borman

Motion Made By:

James Hartung	_____
Jack Sculfort	<u> 1 </u>
Robert Lucas	_____
Barb Pinter	<u> 2 </u>
Linda Stacy	_____

Motion Passed

Executive Session Began at 3:20

Executive Session ended at 4:37

Motion

Having been advised by outside legal counsel that a conflict of interest or an appearance of impropriety exists because certain board members, employees and persons of interest are serving on the Maritime Academy of Toledo Foundation board of trustees. In order to resolve this, I move the chair to request that those persons with a conflict or appearance of impropriety, resign from the Foundation board

James Hartung	_____
Jack Sculfort	<u> 1 </u>
Robert Lucas	<u> 2 </u>
Barb Pinter	_____
Linda Stacy	_____

Motion Passed

Motion

Where as this school when it first began participated in creating the not-for-profit Maritime Academy of Toledo Foundation (“Foundation”)

Where as the Toledo Maritime Academy of Toledo, this school, may designate one of its public officials to serve on the Foundation board,

Where as the Board of Directors of this school instruct the public official elected to formally represent the school's interest

Where as the person elected to serve the Foundation in their official capacity and shall have no other conflict of interest

Now, therefore, I make a motion to approve and ratify the appointment of Barbara Pinter to the Foundation Board to serve in her official capacity as a representative of Toledo Maritime Academy.

James Hartung _____

Jack Sculfort 1 _____

Robert Lucas _____

Barb Pinter _____

Linda Stacy 2 _____

Motion Passed

E. Other Business

Mr.Hartung made the statement that he is officially resigning from the Toledo Maritime Academy of Toledo Foundation board.

Mr. Hartung questioned Matt Zaleski, as to why invitations were not sent out ahead of time regarding the tall ship Niagara reception. He wanted to know who was aware of this because the Board was not. Matt stated he did not send invitations to the Board, says he has to work on communication. Mr. Hartung told him the Board has to be fully engaged . He does not want to be embarrassed and proceeded to tell him the Board needs to be notified of such events.

Amy Borman, our legal counsel, suggested that we get some training on fundraising. She stated that Dave Gerkey does an hour long training on fundraising

Meeting started: 2:00 p.m.

Meeting ended: 4:37 p.m.

NEXT BOARD MEETING, MONDAY June 8, 2015