

GOVERNANCE COMMITTEE – SPECIAL MEETING MINUTES  
Wednesday, January 26, 2022

**Committee Members in Attendance via Electronic Device:** Gaddis Avery, Michael Jefferson, David Lehman, Ojala Naeem.

**Committee Members Absent:**

**SEC Staff in Attendance via electronic device:** Ginne-Rae Clay, Andrea Comer

**1. Call to order & Roll Call**

Committee Chair, Ojala Naeem, called the meeting to order at 1:02 p.m. and took attendance by Roll Call and confirmed the existence of a quorum.

**2. Review of October Minutes**

Ms. Naeem asked for a review of the October 2021 meeting minutes. David Lehman motioned the adoption; Gaddis Avery seconded that motion. All were in favor, none abstained. The motion carried.

**3. Governance Committee Purpose Statement**

Ms. Naeem shared a document that showed the mission and responsibilities of the SEC along with the tasks of the Governance Committee, responsibilities of the council drafting the mission, and vision governing documents, policies, procedures, regulations, and bylaws. She noted that this work needed to be updated but that the Council was waiting to have an appointed attorney from the attorney general's office, which would help with the completion of those documents.

Executive Director, Ginne-Rae Clay, reported that she had reached out to the attorney general and was notified that the office was awaiting the assignment of an assistant attorney general.

Ms. Naeem added that continuous education for Council committee members was needed, and a council retreat would likely be planned for late summer to focus on mission, vision, and regulations. In addition, she noted that review and governing documents would be requested as needed to make sure that the Council is still on track with what was stated, to be developing and reviewing other governance policies as needed. Also highlighting the review of the performance, of both council and committees reviewing the performance of any conflicts within the council which have been brought forward to this committee that would be discussed in executive session of this committee and then the performance review for the executive director. She then reiterated that this document is a living document for the committee to be able to refer to as questions about the roles and responsibilities of this committee.

**4. Establishment of Ad Hoc Committees**

Ms. Naeem led the Committee in a discussion on additional committee needs of the Council.

Ms. Naeem asked the Committee for a motion to approve the interim executive director to make hiring decisions, outside the Executive Director role, outside the Council as a governing body's approval. Mr. Lehman motioned; Mr. Gaddis seconded. All were in favor. The motion carried.

It was determined that the following committees should be added:

- Accelerator
- Application Review

Ms. Naeem asked the committee for a motion to recommend that a 3rd party firm establish the process to review applicants and approve or deny them based on the validity of the application. This firm will

also educate the council on the broader themes, trends, and demographics of the applicants and approve the process. Avery Gaddis motioned; Michael Jefferson seconded that motion. All were in favor, none abstained. The motion carried.

#### **5. Executive Director Review Process**

Tabled

#### **6. SEC MOU with DECD Updates**

Ms. Naeem reported that the updated MOU based on feedback from the council members had been has updated and signed off on by DECD and the next steps are to bring a recommendation to the council to approve it.

#### **7. Policies, Procedures and Bylaws Update**

Ms. Naeem reported the Council is waiting to be assigned someone from the attorney general's office to help draft those structure of the Policies, Procedures, and Bylaws to finalize the slate for the next governance committee meeting.

#### **8. Discussion of Council Responsibilities**

Tabled

#### **9. Ethics Training**

Ms. Naeem reported that Ethics training was available for all council members. This is different from the ethics presentation that was made back in September. All council members must understand the ethics guidelines and could demonstrate that understanding with completion of the training and submission of the certificate of completion.

Ms. Naeem asked the Committee to recommend that all council members complete the ethics training by April 5, 2022. All were in favor. None were opposed. The motion carried.

#### **10. SFI—disclosure of Financial Interest –by May 1, 2022 (tentative)**

Ms. Naeem reminded the Committee that the documents for the statements of financial interest will be brought to the Council between now and March.

#### **11. Recommendations to the Full Council**

Items: 4 & 6

Ms. Naeem recommended that the Committee have a draft RFP for the review of Cannabis Applications.

#### **12. Adjournment**

The meeting adjourned at 2:05 p.m.