



# MINUTES for Board Meeting February 23, 2024

Meeting: 02/23/2024 11:30 am – 12:30 pm Central Time

Location: Face-to-Face Meeting  
Thunder Boardroom: Omni Oklahoma City Hotel

## ATTENDEES

### Presiding Officer:

Korey Hampton – **Chair**

### Board Member Attendees:

Rohan Shahani – **Vice Chair**

Leslie Sohl – **Member**

Jason Ong – **Member**

Michael Smith – **Secretary**

Kennerly de Forest - **Member**

Billy Simpson – **Member**

Erik Marter – **Treasurer**

Connor James – **Member**

### Quorum?

Yes       No

### Guests:

Melissa Webb  
Lori Stover

John Voegtlin  
Brittany Humphrey

Michelle Hepler  
Alicia Bourke

Meeting called to order at 11:50 am Central Time by Korey Hampton.

**Welcome Guests & Housekeeping** | (Korey)

**Approval of Agenda | 11:50a CT-** (Korey)

<b>Motion:</b>	Review and approve the meeting agenda
<b>Made by:</b>	Michael Smith
<b>Seconded by:</b>	Connor James
<b>Discussion:</b>	
<b>Vote:</b>	In Favor - all Opposed – none Abstaining –none
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No



**Staff Reports** | Taken as time allows. Those not reviewed will be moved to the next meeting

- ED Report (continued from February 22, 2024 meeting)
  - HR Issues: In review of the Policy Manual, there seem to be policies contradicting BoD policies that are currently seemingly enforceable.

*Kennerly de Forest joined at 11:55a*

- Rohan Shahani: HR and employment law would likely prevail over policies meant to apply to volunteers.
- Leslie Sohl: The staff should be empowered to resolve these issues, and it's a good idea to have no policies contradicting prevailing laws.
- SBA loan administration needs some action to move forward.

**ACTION ITEM** – ED will meet with the Executive Committee to discuss needed support

**ACTION ITEM** – The 2nd meeting of the new BOD term will include a review of the Strategic Plan

- IRMC Report - Michael Smith
  - The committee met a couple of weeks ago, and VA documents were presented. They've also been asked to review their ToR.
  - Membership is rotating on this Committee
    - Randy Smith and Bob Ryan have asked to step down. There are voting and non-voting members. Insurance people who have conflicts are non-voting members. TOR states that all serve at the pleasure of the BOD, so they are unclear on the recruiting process.
    - The committee has asked that Keith Jacobs be approved as chair.
    - There is a historical process of deferring to committee requests on membership and discussing people and personalities in a closed session at the BOD level.
    - They also request an extension of Becky Staley's terms.
    - Carson Rivers has expressed interest in joining as a voting member.
  - IRMC recommends that auditors be employees due to identified risk exposures. Driving exposure and international workers compensation are covered under current policies. The gap is 50 state workers compensation coverage.
  - Additionally insured language needs to be updated in vendor agreement.
- TIRE Report - Leslie Sohl and Michelle Hepler
  - Succession planning is being discussed. Due to a lot of turnover, some extensions may be requested to help in the transition.
  - Have submitted an initial review of comments from the last Public Comment Period and would like to continue discussing them.
    - They have made a request for the BoD to include the names of commenters in the comments
      - The Board discussion centers on providing a blind number system to help align and identify commenters without names, allowing the reviewers to look at trends without



aligning them with assumptions of intent. The Board agreed on this process. No vote was requested.

- They are requesting review of procedural comments in addition to technical comments

- IRMC Report (cont) - Michael Smith

<b>Motion:</b>	Closed session to discuss IRMC leadership and membership
<b>Made by:</b>	Michael Smith
<b>Seconded by:</b>	Erik Marter
<b>Discussion:</b>	The discussion involves requested appropriate guests
<b>Vote:</b>	In Favor – All Opposed – None Abstaining – None
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Entered Closed Session at 12:23p

Left Closed Session at 12:35p

<b>Motion:</b>	Approve Carson Rivers as a primary (voting) IRMC member
<b>Made by:</b>	Michael Smith
<b>Seconded by:</b>	Leslie Sohl
<b>Discussion:</b>	None
<b>Vote:</b>	In Favor – Michael, Leslie, Connor, Kennerly, Billy, Jason, Erik, Rohan Opposed – None Abstaining – Korey
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Meeting Closing | 12:37p (Korey)**

<b>Motion:</b>	To adjourn the meeting.
<b>Made by:</b>	Michael Smith
<b>Seconded by:</b>	Billy Simpson
<b>Discussion:</b>	
<b>Vote:</b>	In Favor – All Opposed – None Abstaining – N/A
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Meeting adjourned at 12:38 pm Central Time.



**Next Meeting**

- Saturday, February 23, 11:30 am – 12:30 pm CT at the Thunder Board Room, Omni Hotel OKC

APPROVED