

1 ILLINOIS FINANCE AUTHORITY
2 SPECIAL MEETING OF THE GOVERNANCE
3 PLUS COMMITTEE MEMBERS
4 July 10, 2018, at 8:30 a.m.
5

6 REPORT OF PROCEEDINGS had at the Special
7 Meeting of the Governance, Personnel, Legislation and
8 Ethics Committee on July 9, 2018, at the hour of
9 10:00 a.m., pursuant to notice, at 160 North LaSalle
10 Street, Suite S-1000, Chicago, Illinois.

11 APPEARANCES:

12 ILLINOIS FINANCE AUTHORITY
GOVERNANCE COMMITTEE MEMBERS

13 COMMITTEE CHAIRWOMAN BETH SMOOTS

14 MS. GILA BRONNER

MR. ROBERT HORNE

15 MR. MIKE GOETZ (via audio conference)

MR. ROGER POOLE (via audio conference)

16 MR. ERIC ANDERBERG ex officio, non-voting
(via audio conference)

17 ILLINOIS FINANCE AUTHORITY STAFF MEMBERS

18 MR. CHRISTOPHER B. MEISTER, IFA Executive Director

19 MR. BRAD FLETCHER, IFA Assistant Vice-President

MS. ELIZABETH WEBER, IFA General Counsel

20 MR. RYAN OECHSLER, IFA Associate General Counsel

21 SULLIVAN REPORTING COMPANY, by

Brad Benjamin, CSR

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1 CHAIRWOMAN SMOOTS: Good morning, everybody.

2 I'd like to call the meeting to order.

3 Will the Assistant Secretary please

4 call the roll.

5 OECHSLER: Certainly.

6 The time an 8:31 a.m.

7 Ms. Bronner?

8 BRONNER: Here.

9 OECHSLER: Mr. Horne?

10 HORNE: Here.

11 OECHSLER: Mr. Goetz via audio conference?

12 GOETZ: Yeah. Here.

13 OECHSLER: Mr. Poole via audio conference?

14 POOLE: Yes. Present.

15 OECHSLER: And Committee Chairwoman Smoots?

16 CHAIRWOMAN SMOOTS: I'm here.

17 OECHSLER: And Chair Anderberg, ex-officio,

18 non-voting via audio conference?

19 ANDERBERG: Here.

20 OECHSLER: Ms. Committee Chairwoman, a quorum

21 of Committee Members has been constituted.

22 CHAIRWOMAN SMOOTS: Thank you.

23 Agenda No. -- Item No. 2.

24 Mr. Meister?

1 MEISTER: Oh. Committee Chair Smoots, I
2 believe that we have the need for confidentiality
3 with respect to all or part of the Closed Session
4 Minutes from August 4th of 2016, the last time that
5 this committee met. On Agenda Item 9, the
6 Presentation and Consideration of a Resolution
7 regarding the Need for a Continued Confidentiality of
8 Closed Session Minutes pursuant to 5 ILCS
9 120/2.06(d), we'll address this portion of the
10 Minutes remaining closed until the next periodic
11 review as required by the Illinois Open Meetings Act.

12 We would, therefore, recommend
13 discussion of the Closed Session Minutes of
14 August 4th, 2016, as part of Agenda Item 9 in the
15 Closed Session.

16 CHAIRWOMAN SMOOTS: Okay. We will discuss
17 those Closed Session Minutes Item 9 in Closed
18 Session.

19 Does anyone wish to make any
20 additions, edits or corrections to the Open Session
21 Minutes from August 4th, 2016?

22 (No response.)

23 CHAIRWOMAN SMOOTS: Hearing none, I would like
24 to request a motion to approve those minutes.

1 Is there such a motion?

2 BRONNER: So moved.

3 HORNE: Second.

4 CHAIRWOMAN SMOOTS: All those in favor?

5 (Chorus of ayes.)

6 CHAIRWOMAN SMOOTS: Opposed?

7 (No response.)

8 CHAIRWOMAN SMOOTS: The ayes have it.

9 I was just going to say it's Agenda

10 Item No. 3.

11 MEISTER: Yes.

12 So we have Agenda Item No. 3. It is

13 regarding the Temporary Delegation of Powers to Act

14 on Behalf of the Executive Director during my

15 absence. At the end of the month, I'm going to be on

16 a canoeing trip in the Boundary Waters and

17 unavailable electronically. So Elizabeth and I

18 reviewed the Appointment Resolution back from

19 December 2017, and in order not to have any

20 interruption in operations. We recommend this to the

21 Committee and then to the full Board.

22 CHAIRWOMAN SMOOTS: So based on that, I would

23 like to request a motion to pass and adopt Item No.

24 3.

1 Is there such a motion?

2 HORNE: So moved.

3 BRONNER: Second.

4 CHAIRWOMAN SMOOTS: And will the Assistant

5 Secretary please call the roll?

6 OECHSLER: Certainly.

7 On the motion and second, I will call

8 the roll.

9 Ms. Bronner?

10 BRONNER: Yes.

11 OECHSLER: Mr. Horne?

12 HORNE: Yes.

13 OECHSLER: Mr. Goetz?

14 GOETZ: Yes.

15 OECHSLER: Mr. Poole?

16 POOLE: Yes.

17 OECHSLER: Committee Chairwoman Smoots?

18 CHAIRWOMAN SMOOTS: Yes.

19 OECHSLER: Ms. Committee Chairwoman, the motion

20 carries.

21 CHAIRWOMAN SMOOTS: Thank you.

22 Item No. 4?

23 MEISTER: Madam Chair, every July, we have the

24 need, under a bylaws and under the statute, for the

1 selection and election of a vice chair for the
2 Illinois Finance Authority. We believe that the
3 Committee should nominate a member to the full Board
4 to be elected. Obviously, a member of this
5 committee, Ms. Bronner, has served with -- served as
6 Vice Chair for the Authority with distinction, and in
7 the larger packet there is a recommendation letter
8 from Authority Chair Anderberg, suggesting that
9 Ms. Bronner serve another one-year term.

10 CHAIRWOMAN SMOOTS: Thank you.

11 And with that, I would like to request
12 a motion to nominate a member for the election of a
13 Vice Chair of the Authority.

14 Is there such a nomination and motion?

15 HORNE: So moved.

16 GOETZ: This is Mike Goetz. I'll make that
17 motion.

18 MEISTER: We need a candidate, Mike.

19 GOETZ: Member Bronner.

20 BRONNER: Thank you.

21 POOLE: Second. Roger Poole, second.

22 CHAIRWOMAN SMOOTS: Thank you.

23 And will the Assistant Secretary
24 please call the roll?

1 OECHSLER: Certainly.

2 On the motion --

3 BRONNER: Do I vote for myself?

4 HORNE: As long as you want the job.

5 (Laughter.)

6 BRONNER: Okay.

7 OECHSLER: On the motion and second, I will
8 call the roll.

9 Ms. Bronner?

10 BRONNER: Yes.

11 OECHSLER: Mr. Horne?

12 HORNE: Yes.

13 OECHSLER: Mr. Goetz?

14 GOETZ: Yes.

15 OECHSLER: Mr. Poole?

16 POOLE: Yes.

17 OECHSLER: And Committee Chairwoman Smoots?

18 CHAIRWOMAN SMOOTS: Yes.

19 OECHSLER: Ms. Committee Chairwoman, the motion
20 carries.

21 CHAIRWOMAN SMOOTS: Thank you all, and thank
22 you, Gila, for your service.

23 BRONNER: Thank you.

24 CHAIRWOMAN SMOOTS: Agenda Item No. 5.

1 Director Meister?

2 MEISTER: Thank you, Madam Chair.

3 In your red folders, and then they've
4 also been distributed electronically, separately by
5 me, we have management's recommendations for
6 compensation and raises for employees and the agents
7 of the Authority. This is authorized under -- under
8 statute.

9 But we do have a couple of matters
10 required by the Open Meetings Act, number one,
11 whether the Closed Session Minutes from this
12 Committee's meetings in December 10th, 2015, and
13 August 4th, 2016, should remain closed; and two, the
14 Executive Director's recommendations regarding salary
15 and title changes for the employees of the Authority.

16 The first, the Closed Session Minutes,
17 I've already done part of those, but it is covered by
18 5 ILCS 120/2(c)1. I would recommend that both the
19 December 10th, 2015, and the August 4th, 2016,
20 Minutes remain closed.

21 And number two, the recommendations
22 with respect to personnel actions, compensations,
23 raises, title changes, disciplinary matters, 5 ILCS
24 120/2(c) (21), I will note that there has been some

1 statements with respect to -- from the Illinois
2 Attorney General's Office who has jurisdiction
3 regarding compliance with the Open Meetings Act, and
4 I would like to note, for the open record, that when
5 we discuss compensation, title, and employment
6 matters, it will be with respect to individual
7 employees, not broad categories or all of -- or all
8 of the employees of the Authority.

9 There has -- the Attorney General's
10 Office has some views of the statement or of the Open
11 Meetings Act on this point.

12 So at this time --

13 OECHSLER: Excuse me, Director Meister.

14 MEISTER: Yes?

15 OECHSLER: I would just like to note for the
16 record that the applicable citation for personnel
17 matters being discussed at Closed Session is
18 (c) (1) --

19 MEISTER: Oh.

20 OECHSLER: -- and the subsection for closed
21 session minute review is (c) (21).

22 MEISTER: Thank you. Thank you for the
23 clarification, Counselor -- or Counsel Oechsler.

24 So at this point, I would recommend to

1 the Committee that we move into Closed Session
2 pursuant to 5 ILCS 120/2(c)(1) and (21) of the
3 Illinois Open Meetings Act. This will require a roll
4 call vote to enter and to come out.

5 I will caution the Members of this
6 Committee that actual decisions and votes cannot be
7 made within Closed Session. It can only be the
8 discussion of the topic matter, and then, typically,
9 we need to have a roll call vote to move in and move
10 out, and then we would recommend a roll call vote in
11 open session on -- on what we are calling the
12 Executive Director's recommendations.

13 Are there any questions?

14 (No response.)

15 CHAIRWOMAN SMOOTS: Thank you for the
16 explanation.

17 For those of you on the line, know
18 that you'll have to call back in using the different
19 access code that's in your script.

20 Do we have a motion to move into
21 Closed Session?

22 BRONNER: So moved.

23 HORNE: Second.

24 CHAIRWOMAN SMOOTS: Will the Assistant

1 Secretary please call the roll?

2 OECHSLER: Certainly.

3 The time is currently 8:41 a.m.

4 Ms. Bronner?

5 BRONNER: Yes.

6 OECHSLER: Mr. Horne?

7 HORNE: Yes.

8 OECHSLER: Mr. Goetz?

9 GOETZ: Yes.

10 OECHSLER: Mr. Poole?

11 POOLE: Yes.

12 OECHSLER: Committee Chairwoman Smoots?

13 CHAIRWOMAN SMOOTS: Yes.

14 OECHSLER: Ms. Committee Chairwoman, the
15 Committee may now enter closed session.

16 (Whereupon the Governance
17 Plus Committee entered
18 into Closed Session.)

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1 (Whereupon the Governance
2 Plus Committee entered
3 into Open Session.)

4 CHAIRWOMAN SMOOTS: So are we at a point where
5 the Assistant Secretary can, please, call the roll to
6 confirm the return to Open Session?

7 OECHSLER: Certainly I can. The time is now
8 9:28 a.m.

9 Ms. Bronner?

10 BRONNER: Here.

11 OECHSLER: Mr. Horne?

12 HORNE: Here.

13 OECHSLER: Mr. Goetz via audio conference?

14 GOETZ: Yes, here.

15 OECHSLER: Mr. Poole via audio conference?

16 POOLE: Yes.

17 OECHSLER: And Committee Chairwoman Smoots?

18 CHAIRWOMAN SMOOTS: Here.

19 OECHSLER: And Chair Anderberg, ex-officio
20 non-voting, via audio conference?

21 ANDERBERG: Here.

22 OECHSLER: Ms. Committee Chairwoman, we retain
23 a quorum.

24 CHAIRWOMAN SMOOTS: Thank you.

1 MEISTER: Let's see here. Moving on to Agenda

2 Item 8 -- oh, I --

3 CHAIRWOMAN SMOOTS: We need to -- Agenda Item 7

4 MEISTER: Okay. I'm sorry. Agenda Item 7.

5 Pursuant to 5 ILCS 120/2(e), I will
6 now give the Public Recital of the meetings disc- --
7 of the matters discussed in Closed Session pursuant
8 to the Illinois Open Meetings Act. These include the
9 employment, compensation, performance of specific
10 employees of the Authority as well as the need for --
11 continued need for confidentiality of the Closed
12 Session Minutes in December 10th, 2015, and
13 August 4th, 2016. And then we move -- and now are
14 were in Open Session and the Members of the Committee
15 can act.

16 Madam Chair?

17 CHAIRWOMAN SMOOTS: Thank you.

18 At this point, I would like to request
19 a motion to adopt the Executive Director's
20 recommendations.

21 Is there such a motion?

22 HORNE: So moved.

23 BRONNER: Second.

24 OECHSLER: And the Executive Director will just

1 note that the recommendations will be adjusted when
2 we -- and I will note that there will be adjustments
3 to the Executive Director's report when we move to
4 the full Board.

5 CHAIRWOMAN SMOOTS: Very good. Thank you.

6 Will the Assistant Secretary, please,
7 call the roll?

8 OECHSLER: Certainly.

9 Ms. Bronner?

10 BRONNER: Yes.

11 OECHSLER: Mr. Horne?

12 HORNE: Yes.

13 OECHSLER: Mr. Goetz?

14 GOETZ: Yes.

15 OECHSLER: Mr. Poole?

16 POOLE: Yes.

17 OECHSLER: Committee Chairwoman Smoots?

18 CHAIRWOMAN SMOOTS: Yes.

19 OECHSLER: Ms. Committee Chairwoman, the motion
20 carries.

21 CHAIRWOMAN SMOOTS: Thank you.

22 Moving to go Agenda Item No. 9, as
23 already discussed, there's a continuing need to
24 maintain the confidentiality of the Closed Session

1 Minutes from December 10th, 2015, and from
2 August 4th, 2016.

3 Is there a motion to keep those Closed
4 Session Minutes confidential until the next periodic
5 review?

6 BRONNER: So moved.

7 HORNE: Second.

8 CHAIRWOMAN SMOOTS: All those in favor?

9 (Chorus of ayes.)

10 CHAIRWOMAN SMOOTS: Opposed?

11 (No response.)

12 CHAIRWOMAN SMOOTS: The ayes have it.

13 Agenda Item No. 10, Other Business:

14 Is there any other business to come before the
15 Members?

16 (No response.)

17 CHAIRWOMAN SMOOTS: Hearing none, we'll move to
18 Agenda Item No. 11.

19 Is there any Public Comment for the
20 Committee?

21 (No response.)

22 CHAIRWOMAN SMOOTS: Hearing none, I would like
23 to request a motion to adjourn.

24 Is there such a motion?

1 HORNE: So moved.

2 GOETZ: So moved.

3 CHAIRWOMAN SMOOTS: And a second?

4 BRONNER: Second.

5 CHAIRWOMAN SMOOTS: All those in favor?

6 (Chorus of ayes.)

7 CHAIRWOMAN SMOOTS: Opposed?

8 (No response.)

9 CHAIRWOMAN SMOOTS: The ayes have it.

10 Thank you all for attending.

11 OECHSLER: The time is 9:31.

12 (Whereupon the above
13 matter was adjourned.)

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