

Florida Association of Code Enforcement, Inc.

Board of Directors Meeting

MINUTES

Monday June 22, 2015

1:20PM – 5:42 PM

Naples Grande Beach Resort

475 Seagate Drive

Naples, FL 34103

(239)579-3232

1. Call to Order

2. Roll Call

President, R. Sam Sullivan

1st Vice President, Cindy Drake

2nd Vice President, Bill Van Horn

3rd Vice President, Leslie Banta

Sergeant-at-Arms, Danny Thompson

Treasurer, James Acosta

Secretary, Lori Troxel

Immediate Past President, Michael Titmuss

Also present: Michelle Gardner, IOG

Bob Hamilton, Attorney

Mark Caskie – Webmaster

3. Approval of Agenda

Motion to approve the agenda as amended:

Cindy Drake second: Bill Van Horn

Motion carried unanimously

4. Approval of Minutes

Motion to approve the May 2015 Board of Directors minutes:

James Acosta second: Danny Thompson

Motion carried unanimously

5. **Welcome Visiting Members**

Welcome Ken Jackson – Palm Beach County, Marlene Serrano- Collier County, and April Hartseil- Highlands County

6. **Opening Comments** – R. Sam Sullivan addressed the Board with a recap of the year thanking the Board for their participation.

7. **Membership Issues-** No membership issues

8. **Reports**

A. **Treasurer** – James Acosta

a. **2014/2015 Budget** – James Acosta supplied the Board with the following documentation: Recap Report, fiscal year budget report, income/expenses by month report, as well as copies of reconciliation reports and statements from the bank, for the record, and advised he will be giving this information at the Annual Business Meeting. James advised we used approximately \$22,000, out of the fund account this year.

b. **2015 Conference Budget** – James passed out the current conference budget. James advised the figures will change a bit as they are based on 250 registrants which we have surpassed. Advising that the \$22,000 in sponsor money received this year will be a big help to us. James also reviewed the current Inventory Items, explaining the mugs are designated to be used for sponsors and facilitators this year and are currently in inventory and not on order.

c. **Late Payments for F.A.C.E. classes and Exams** – James passed out some documents that were produced via Michael Titmuss’ subcommittee for contract review. James praised the sub-committees excellence and indicated it was an eye opener for all F.A.C.E. Contracts. James explained the documents he passed out relate to classes and exams, explaining we have not received any revenue from classes or exams since September of last year.

Michelle Gardner explained that Marilyn Crotty’s schedule is off the chart this year and that Marilyn wanted her to advise the Board she is fully aware that she is negligent and behind in these. Michelle further explained Marilyn Crotty started working on the issue this past Saturday and plans to work through the week to ensure they are caught up. Michelle shared a

handwritten document showing some of the exams which Marilyn has completed this past Saturday in order to get them closed out. Michelle explained that F.A.C.E. receives more revenue from the exams vs. the classes which is why Marilyn is working to complete the exams first. James reminded Michelle F.A.C.E. does have a contract with them, and stated the terms of that contract indicate all monies due F.A.C.E. are to be submitted within thirty (30) days of the class and/or exam.

R. Sam Sullivan explained to the Board that emails from James Acosta were sent to Marilyn and went unanswered. The Board discussed and asked questions to understand the situation at hand. Leslie Banta wanted clarification on what F.A.C.E. can do about it. James explained several options advising this is a legal breach of contract. Leslie further explained this is a two part issue, stating we have a contract coming up with an increase and this situation clearly does not qualify for an increase.

Michelle Gardner explained if she could help Marilyn out she certainly would, however, the process they use guarantees checks and balances, and stated they may need to reevaluate this aspect, in order to speed up the process. Lori Troxel said if the Board needs to do a motion to force Marilyn to delegate out the work we can do that, the Board stated this is an IOG issue and we could not make such a motion.

Danny explained if he did not do his job he would be fired, and this is unacceptable, he could understand a class or exam or two, but not nine (9) months behind. Michelle explained they cannot close out a class or exam until all individuals have paid for the class and exam. A discussion took place on the IOG paying all fees to F.A.C.E. and those members not having paid prior to the exam and/or class need to be reconciled in the next month. Lori Troxel again clarified with Michelle that Marilyn is not behind because of the late payments of members but simply due to her schedule with other entities and Michelle advised that is correct.

Michael Titmuss suggested a penalty, with the Board determining we cannot tack on a late fee now since it is not in the current contract, Michael advised going forward in the new contract we could add a late penalty fee. Further indicating this may be a onetime issue and it will not happen again, but he thinks this would be good for us to have some alternative if it does.

Leslie Banta indicated that some type of time frame should be mandated at this meeting, and feels fourteen days should be enough to time for the IOG to process something. Michelle indicated fourteen days may not be enough time. Leslie Banta made a motion giving the IOG thirty (30) days which was seconded by Michael Titmuss for discussion.

Discussion ensued on options if the IOG does not make the payment within the timeframe discussed. Lori Troxel stated suing the IOG was not feasible and asked Bob Hamilton for his input in the event the IOG does not make payment. Bob indicated it is not feasible to sue the IOG should payment not be made, and explained why. Michael Titmuss indicated we would most likely need to address the situation with Marilyn's boss.

Bob asked for clarification on the issue asking if he understood correctly that the IOG UCF handles all exam fees, and the individual IOG's are responsible for the class fees, he asked if the IOG UCF is the only one behind. Michelle confirmed that he was correct the IOG UCF handles all exam fees, and yes they were the only one behind in revenue sharing.

Lori Troxel stated she does not want to be misunderstood but does not want to continually spin wheels making motions that are not feasible, and suing the IOG UCF is not a feasible option because it simply will not happen..

Michelle assured the Board this will not come back to them. Michelle further stated her first thought was F.A.C.E. would charge a penalty for all late fees, and that it is something we can easily place into a line item. R. Sam Sullivan asked for any further discussion on the motion, seeing no further discussion he called for a vote on the motion.

Motion to give the IOG thirty (30) days to receive all outstanding money owed to F.A.C.E. for class and exam fees. If not paid we bring back to the Board for further options.

Leslie Banta Seconded: Michael Titmuss
Motion Carried unanimously

B. President – R. Sam Sullivan

a. **General Comments-** R. Sam Sullivan thanked the Board for a very productive year, and stated that the Board will be again next year.

- b. **2015 AACE Conference-** R. Sam Sullivan reminded the Board the conference is in October and that F.A.C.E. will have a table there. He asked anyone who was interested in staffing the table to get with Donna. He wanted it staffed with current Board members.
- c. **FCCMA 2015 Conference** – R. Sam Sullivan stated that Shawn O’Rourke presented for us, and that he saw some of their reviews and that he did an excellence job, he indicated some were concerned that F.A.C.E. was not there also as a vendor and that we should consider that for next year.
- d. **Tuesday Night Presidential Suite Invitations-** R. Sam Sullivan advised the Board that this year the first night get together in the presidential suite will include our higher level sponsors, as a way to show appreciation and hopefully help keep them coming back each year. Invitations will be included in their welcome packets.

C. **IOG** – Michelle Gardner

- a. **IOG- General Comments** – Michelle Gardner gave the Board an update on Marilyn, and advised due to the situation she would not be able to attend the conference, and let everyone know she very much regrets not being with us again this year.
- b. **IOG Contract-** Michelle Gardner stated she has the IOG Letter of Agreement with her, advising Marilyn stated the agreement was distributed at the May BOD Meeting, giving the Board adequate time to review it, stating she would be glad to answer any questions the Board has on the agreement.

Danny Thompson started the discussion stating he has serious concerns that the IOG is behind nine (9) months in our revenue sharing monies for classes and exams. The Board discussed several options for amending the proposed agreement, with R. Sam Sullivan advising page two of the agreement specifically states the Board has thirty (30) days to amend or cancel the agreement.

The Board asked Bob Hamilton to weigh in on the current issue. Bob suggested the Board proceed with renewing the contract as written with the stipulation that amendments would be forthcoming, if those amendments are not acceptable in negotiation then the

penalty would be F.A.C.E. will not renew the contract next year. Further stating this allows two things to take place; it allows both parties to negotiate and correct the concerns, and if those are not acceptable allows F.A.C.E. time to seek out an alternate agency to take over the duties of the IOG, if one can be found to do so. The Board discussed the concerns relating to the current situation with the IOG, and possible amendments to the IOG Letter of Agreement.

The following concerns were discussed:

1. The IOG is nine (9) months behind in class and exam processing with revenue due to F.A.C.E. at approximately \$14,000.00
2. Classes are being hosted by jurisdictions and F.A.C.E. is being charged IOG overhead for a facility for which it was not charged.
3. F.A.C.E. does not have tracking ability for classes and exams. If James Acosta does not check class schedules on the individual IOG's website then F.A.C.E. does not know if a class is being held, he then has to estimate those taking the exam.
4. The IOG Letter of Agreement was given to the Board on May 9th, of this year, however, historically it is given to the Board at the Pre-Conference Board Meeting. This does not allow for adequate renewal or negotiation options.
5. The Letter of Agreement does not have a penalty or late fee for F.A.C.E. revenue not received on time as agreed.
6. The Letter of Agreement does not have verbiage addressing cancellation fees and who receives them.

The following amendments were discussed:

1. The IOG is to provide the new letter of Agreement to the Board no later than April 1 of each year.

2. Past due late payments will be withheld from payment to the IOG.
3. Penalty fees will apply for revenue not remitted to F.A.C.E. within the thirty days of class/exam date.
4. Consider larger percentage of class/exam revenue or change from net to gross.
5. The IOG is not to get a rate increase this year due to current breach of contract and non-payment of F.A.C.E. revenue sharing funds.
6. No one can sit for an exam without the exam having been paid for in advance.
7. Cancellation Fees are to be addressed in the Contract regardless of who receives them or why.

The Board continued to discuss the current issue with R. Sam Sullivan advising the Board that he will appoint an ADHOC committee during this meeting to review the Board ideas and the committee will draft those prior to the August meeting.

Lori Troxel stated she will not be on the Board next year and wanted to say a few things relating to the issue. She stated each year this occurs and the talk of recourse is always to find another alternative to the IOG, and each year nothing happens. She stated if you are going to threaten the alternative then you at least need to actually go out and find the alternative whether you use it or not.

Lori Troxel further told the Board that she felt the relationship between F.A.C.E. and the IOG is more of a friendship rather than a business relationship. Stating every year the letter of agreement is given to the Board at the last minute and the Board is held to sign it or the IOG will just pack up and give our belongings back to us, as Marilyn stated to the Board one year during a pre-conference meeting. Lori stated this behavior is characteristic and more of a pattern geared toward friendship relationships rather than the corporation we claim it to be, asking does the IOG treat their other customers in the same capacity failing to make payments for nine months with no repercussions.

She further went on to state the contract was given to the Board on May 9th of this year, and not one email transpired between anyone on the Board that she was included on and stated this Board failed its membership by not addressing the Letter of Agreement when we had the time to do so, and now we are sitting in a Board meeting talking about amendments to an agreement on the eve of the current agreements expiration date, therefore she will make the only motion feasible so the ADHOC committee can do their job next year.

Motion to accept the IOG Letter of Agreement as written.

Lori Troxel Seconded: Cindy Drake

Discussion:

Mike indicated he was not sure the Board has to accept the raise and would like to amend the motion accepting the agreement minus the raise, since the IOG is behind on F.A.C.E. monies. Bob Hamilton weighed in and stated if the IOG finds that unacceptable and F.A.C.E. finds that unacceptable there will be no contract, and you may go month to month. Cindy Drake stated in which case the IOG could charge F.A.C.E. more money. The Board continued to discuss this issue, with Lori Troxel stating once again it boils down to the Board had the contract in enough time to address it prior to this meeting and we failed to meet the needs of the membership.

Michael Titmuss stated he agreed we did not take advantage of the time we had to deal with this and indicated his committee discussed this very issue as to who comes up with the fee's and who is the right person to negotiate with and in what forum, but he does not agree we failed the members in regards to the contract issue. Michael addressed the questions with Michelle Gardner, and she shared with the Board who Marilyn's direct supervisor was and explained how the fees are determined. Michael also said his committee asked that the agreement come sometime in April and that he and R. Sam Sullivan had discussed some of the items his committee came up with.

R. Sam Sullivan asked Michael to send him the ideas his committee came up with and stated we do not want to rush this by having the amendments created during the conference week and that his ADHOC Committee would review what the Board

discussed here and what Michael's committee came up with and get those amendments to the Board for approval for negotiating at the August Board meeting. The Board discussed amending Lori's motion to reflect this information.

Amended Motion: Motion to approve IOG Letter of Agreement as written, with the ADHOC committee submitting their drafted amendments addressing the concerns to the Board within thirty (30) days.

Lori Troxel Seconded: Cindy Drake

Motion carried unanimously.

Bill Van Horn commended Michael Titmuss and his ADHOC committee stating the amount of information obtained by them was an eye-opener and he appreciated their work.

- c. **2015 Conference Update** – Michelle advised we have broken records that F.A.C.E. has not broken since 2008. We have 320 members in attendance with three hundred and seventeen (317) full time attendees and seven (7) one day attendees. We exceeded our hotel block by more than 120 rooms, with twelve (12) to fifteen (15) members staying in the alternate hotel which is a five minute ride away. Last time we were in Naples our attendance was very low, indicating location and economy were both contributors to the low attendance. Speaker Assignments were delved out, to each Board member. Lori Troxel advised that we may have an issue with our attendees due to the front desk placing \$100.00 a day hold for incidentals in the room on their cards, and actually charging the fee to debit cards. Michelle will check with the hotel, and make sure it is addressed. The second issue is some of the room keys are not working for the parking garage. Michael advised they are working on the gate so the issue may fix itself. Michelle will address those that are here for the day having their parking validated. Michelle is going to check on the lunch on your own Wednesday, possibly getting a buffet set up for attendees.
- d. **2016 Conference** – The 2016 Conference will be held at the Rosen Centre, and we will get started as soon as possible once we complete this conference.

D. **1st Vice President** – Cindy Drake

- a. **2015 Conference** – Cindy Drake went over some of the last minute items, advising everyone she will be disseminating the class code to them on index cards, and letting everyone know that Susan Pruchnicki will have a backup if they lose their cards. She also discussed how to give the AACE Conference registration prizes away to the membership. Bob suggested give one away one Wednesday and one on Friday, however disclosing that the room rate is not included. Leslie indicated anyone wanting to go put a ticket in a fish bowl and then draw names at the Banquet. Lori stated the fish bowl could be put on the AACE exhibitor table. Cindy went over some of the nice prizes this year tickets to a sunset cruise, and tickets to a dinner cruise, and a \$100.00 gift certificate for Shula’s Naples Restaurant.

- b. **Vendor Gifts-** Cindy explained that Lori was on her program committee and had some things to share with the Board. Lori Troxel advised the Board this year the program committee purchased thank you baskets for the Platinum, Silver, and Bronze Sponsors, and that the vendors will get F.A.C.E. mugs/F.A.C.E. Pens as will the facilitators. She explained the table dressings that were purchased to decorate the exhibit area, and that thank you cards were purchased and will go out within two weeks of the conference.

- c. **Sponsor Emails and Associate Member Status-** Lori Troxel shared with the Board a possible glitch in the Associate Member option on the F.A.C.E. website indicating an exhibitor who paid \$500.00 to exhibit signed up as an Associate Member and was able to download all member email information and send emails out inviting them to his booth. A Platinum sponsor was told they could not have this information. She further went on to advise research on conference incentives and marketing showed this was an extremely valuable commodity and requested that the Board bring forth a motion to terminate all Associate Members ability to download email addresses of our members for \$25.00.

The Board discussed the concerns with Danny Thompson advising a lot of our retired members are Associate members, and he did not feel it was right to limit their ability to get in contact with other members. The Board discussed moving all retired members over to the retired membership status in order for them to continue the benefits that active members enjoy.

The Board then discussed making email addresses available to higher ranking sponsors as an incentive. Michelle advised she gets emails starting four to six weeks prior to all conference's she attends. She also indicated she gets follow up phone calls and this is standard fare for conferences. The Board agreed we can update next year's sponsor packet to add value to our sponsor's participation by allowing them to have email addresses when they are high sponsors, and by inviting them to the presidential suite.

Mark advised they can look into the current system and make the changes, indicating he will get with ePolk and effect this change if the Board so chooses. Mark further stated he was also concerned with not limiting the member search as well indicating right now if you do a mail merge process you can get over nine thousand records and a member search will give you one record at a time, and he thinks this should be limited as well.

Bill Van Horn asked how many Associate Members we have, Mark Caskie verified that F.A.C.E. currently has 156 associate members. Bill Van Horn indicated that Susan manually moves over the members that are incorrectly put in when she finds them. Lori Troxel stated that a lot of members use their personal email and personal addresses when joining F.A.C.E. and that we should protect that information. Mark advised that securing the information of our members is more important than the couple hundred dollars, it might cost to update that part of the program.

Motion to turn off mail merge and member search tabs for associate members in the member's portal, in order to protect member information.

Lori Troxel Seconded: Bill Van Horn

Motion carried 7-1

E. **2nd Vice President** – Bill Van Horn

- a. **Quizlet – Flashcards and Study Tools Internet App** – Bill Van Horn advised the Board that a member from Doral created a quizlet app of two F.A.C.E. classes and whether that action is infringing on copyright laws regarding F.A.C.E. Material. He stated that PTI did the research on this app and found this individual created a digital flash drive essentially dumping questions and answers that could potentially be on the test however they are not verbatim. Bill also indicated this app is used for other State

agencies, and that Susan was concerned that the students in a particular class were not paying attention to the instructor rather they were trying to memorize the information on the app. Michelle advised she went to the class the next day and the students were asking her for the website address of the app for this class.

Bob advised the information appears to be just a summary of the topics and is not a copyright infringement, the Board discussed the issue and found this was simply a study guide tool.

Bob Hamilton suggested that we put a disclaimer on all F.A.C.E. material/handouts as well as our website that we do not sponsor or endorse any site that purports to be a study guide and that you need to study the material.

- b. **Strategic Plan Update**– Bill Van Horn advised he has a list of approximately forty (40) items he will be starting on next year if re-elected. He advised he and his committee will begin the process of getting them accomplished.

F. **3rd Vice President** – Leslie Banta

- a. **Membership Committee Update** – Leslie Banta advised she worked with Mark Caskie on the reporting system, and was given a wealth of information on the system and now knows how to retrieve reports. She indicated she did not have a current break out, but she does have what Susan provided. She shared with the Board that we currently have 369 new members, for a total of 1,908 member. Leslie showed the Board what the new report looks like.
- b. **Membership Drive Winner** – Leslie Banta announced this year’s winner was Sonny Marshall from P.A.C.E.

G. **Sergeant-at-Arms** – Danny Thompson

- a. **Legislative Committee Update** – Danny Thompson stated that April Hartseil is up to speed and ready to go, having been on the committee many years. Danny indicated the committee will regroup and get with David Shepp to see where F.A.C.E. needs to be in the next legislative session. Danny stated R. Sam Sullivan and Mark Caskie started this by meeting with Senator Simpson and that we have come a long way. He stated he has

learned a lot being a part of this committee and on the Board in this seat. He said F.A.C.E. has the support and we just need to keep working at it.

H. **Secretary** – Lori Troxel

- a. Strategic Plan Update – Lori indicated all this has been covered previously with nothing new to discuss.

I. **Immediate Past President** – Michael Titmuss

- a. **Nomination Report** – Michael Titmuss went over the current slate of candidates, explaining we have two contested races this year for 3rd Vice President and the Secretary positions.
- b. **Contract Evaluation Committee** – Michael Titmuss shared a lot of the initial work has been completed and would strongly urge the President to consider keeping this committee in place, suggesting that the committee continue to review all contracts from time to time. He thanked everyone for his time on this committee and his time on the Board.

J. **ePolk Liaison** – Mark Caskie

- a. **Programming Update and Questions**– Mark Caskie advised the website was hit by malware, however it has been quarantined by ePolk and will be addressed and is under control and we do not have any data breach. They will work on this situation more next week and get us back up and running.

Mark stated he still has not received any emails or letters from the individuals that had concerns from the last meeting and advised he cannot fix anything if he does not know what the problem is.

He indicated someone registered a complaint that the invoice date is the due date, and asked if the Board feels this is an issue, explaining he does not feel it is an issue. Michael advised when you create an invoice maybe the invoice should state October 1, Michelle stated the problem as she understood it, was the members are submitting the invoice to their finance department and it is saying due now, and the departments

expect it to be due 10 or 15 days. A short discussion took place and the Board decided nothing needs to be done.

A short discussion from the Board took place that some information on the website is old and it needs to be updated. Mark Caskie stated he agrees that it needs to be changed however he is waiting for the membership chair to make those changes and give them to him to change as he works at the Board pleasure and does not make changes to the content.

Mark stated he would like to have tech savvy chapter liaisons that can help the membership with the website.

9. Old Business –

- A. **ePolk Contract** – Michael Titmuss asked if there was any update on a contract with ePolk. Mark stated he was not at the meeting and was waiting on an update. Michael advised the consensus of the Board was to move forward with a contract in order to protect F.A.C.E. as well as ePolk. Mark stated he will work on that.
- B. **ADHOC Members for IOG Letter of Agreement** – Sam announced the members of the ADHOC committee will be Bill Van Horn, James Acosta and himself. They will review the current contract and submit the amendments to the new board for approval.
- C. **Attorney Update** – R. Sam Sullivan advised that Gary Glassman has agreed to provide F.A.C.E. legal assistance on a pro bono basis. Bob shared that next year will most likely be his last year, that if not for Michelle he would not have made this year. R. Sam Sullivan advised Bob is here for F.A.C.E. as long as Bob wants to be.

10. New Business- None

Motion to adjourn at 5:42 PM

Cindy Drake Second: Danny Thompson

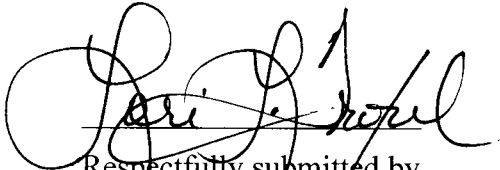
Motion carried unanimously

The next meeting dates will be the Annual Business Meeting on June 24, 2015; 8:00 AM; at the Naples Grande Beach Resort, 475 Seagate Drive, Naples, FL 34103.


Attest:

Approved:

Florida Association of Code Enforcement



Respectfully submitted by
Lori L. Troxel, Secretary



R. Sam Sullivan, President