

## **BATA Special Board of Directors Meeting Minutes**

**Location:** BATA Headquarters, 1340 W. Hammond Road, Traverse City, MI

**Date/Time:** 1:00 pm, November 18, 2024

### **1. Call to Order**

The meeting was called to order by Chairperson Richard Cochrun at 1:20 pm.

### **2. Pledge of Allegiance and Moment of Silence**

### **3. Roll Call**

- John Sommavilla – PRESENT
- Brad Jewett – ABSENT
- Gwenne Allgaier – ABSENT
- Joe Underwood – PRESENT
- Wayne Schmidt – PRESENT
- Scott Sieffert – ABSENT
- Richard Cochrun – PRESENT

### **4. First Public Comment**

No comments were made at this time.

### **5. Approval of Agenda/Declaration of Conflict of Interest**

Moved by Wayne Schmidt and supported by Joe Underwood to approve the November 18, 2024, Special Meeting Agenda as presented.

- **Ayes:** 4
- **Nays:** 0
- **Motion Carries:** 4-0

### **6. New Business**

#### **a. Acceptance of Executive Director Kelly Dunham's Resignation**

Moved by Joe Underwood and supported by Wayne Schmidt to accept the written resignation of the Executive Director, Kelly Dunham, dated October 31, 2024, which complies with the contractual requirement of 60 days' notice.

- **Ayes:** 4
- **Nays:** 0

- **Motion Carries:** 4-0

#### **b. Appointment of Interim Director**

Moved by Wayne Schmidt and supported by Joe Underwood to appoint Christine Davis as the interim Executive Director, effective January 1, 2025, with a weekly stipend of \$500 until the position is filled.

- **Ayes:** 4
- **Nays:** 0
- **Motion Carries:** 4-0

#### **c. Selection of Executive Search Firm**

Key Points:

- Kelly Dunham negotiated a reduced fee from TransPro Consulting's original proposal for the executive director search from \$45,000 to \$39,375.
- References for TransPro Consulting were followed up on, and positive feedback was received.

Moved by Wayne Schmidt and supported by John Somnavilla to authorize Kelly Dunham to contract with TransPro Consulting to perform the duties of the executive search as outlined in their proposal and for their work to begin immediately.

- **Ayes:** 4
- **Nays:** 0
- **Motion Carries:** 4-0

#### **d. Enforceability of Governance Policies**

Key Points:

- A legal opinion would clarify if the Board has the authority to enforce its governance policies.

Moved by Wayne Schmidt and supported by Joe Underwood to request Kelly Dunham to seek a legal opinion regarding the BATA Board's authority in enforcing its governance policies.

- **Ayes:** 4
- **Nays:** 0
- **Motion Carries:** 4-0

## 7. Second Public Comment

No comments were made at this time.

## 8. Directors Comments/Open Floor

Moved by Richard Cochrun and supported by Wayne Schmidt to form an Ad hoc Committee consisting of Joe Underwood, Wayne Schmidt, and John Somnavilla to work with the Executive Search Firm up the stage of final interviews which will include the full Board.

- **Ayes:** 4
- **Nays:** 0
- **Motion Carries:** 4-0

## 9. Adjournment

Moved by Wayne Schmidt to adjourn the November 18, 2024, Special Meeting of the BATA Board of Directors at 1:33 pm.

- **Motion Carries:** 4-0

Meeting Minutes Submitted by: \_\_\_\_\_

Meeting Minutes Approved on: \_\_\_\_\_

Wayne Schmidt, Secretary:  \_\_\_\_\_