

Minutes from Executive Committee Meeting

July 16, 2012 (teleconference) – 11:00am PST

Attendees:

- Executive Committee: James Goldstene (Chair – arrived at 11:30 am), Robert Noel de Tilly (Vice Chair), Tim Lesiuk (Secretary)
- Directors: Jessica Verhagen (alternate for James Mack), Michael Gibbs (alternate for Matthew Rodriguez)
- Other Invited Participants: Dave Tiffin, Jillian Zavediuk, Anita M. Burke, Patrick Cummins, Lydia Dobrovolny

1. Minutes and Action Items

There were no edits to the Executive Committee minutes from the May 22, June 5 or June 19, 2012.

DECISION

- The Committee approved the May 22, June 5 and June 19 Executive Committee minutes.

2. Process for Releasing Help Desk Request for Proposals (RFP)

Director Michael Gibbs provided an update to the Committee on the status of preparing a RFP and a standard contract for WCI, Inc. to procure help desk services for the Compliance Instrument Tracking System Services (CITSS). A scope of work was circulated to Partner representatives from the WCI jurisdictions for comment on June 27. A complete RFP package, including a revised scope of work that incorporates comments, was distributed to Partners on July 13 for a second round of review. WCI, Inc. corporate counsel is also reviewing the RFP package.

A WCI, Inc. standard contract, which includes the terms and conditions as well as insurance requirements, has also been prepared. Mr. Gibbs forwarded the standard contract to the WCI Legal Team to facilitate review by jurisdiction representatives, and to WCI, Inc. corporate counsel for comments.

Mr. Gibbs and Lee Alter will incorporate any necessary comments and finalize the RFP and standard contract by July 20. The complete package will be distributed to the Committee for final review in advance of the release. Vice Chair Robert Noel de Tilly requested that the release include a French translation. In an email on July 17, Mr. Noel de Tilly retracted this request.

The Committee agreed with this timeline and review process for finalizing and releasing the Help Desk RFP.

3. Office Space

Anita Burke circulated a memo with recommendations for WCI, Inc. office space in Sacramento, CA, along with three supporting attachments describing the options and data on comparable office space in downtown Sacramento. Ms. Burke briefed the Committee on the criteria for selection, the budget implications, and her recommended option.

The Committee requested more time to review the materials, and agreed to decide on the preferred office space at the next Committee meeting. (Following the resignation of Executive Director Anita Burke on August 2, Patrick Cummins worked with Directors to review options and select an office space. WCI, Inc. signed a lease for office space at 980 9th Street, Suite 1600, in Sacramento, California, on September 4, 2012.)

4. Legal Services

Corporate counsel has provided Western Governors' Association with an invoice for legal services provided to WCI, Inc. in June, 2012. The Committee authorized this invoice to be paid from WCI, Inc. funds.

ACTION

- Michael Gibbs will follow-up with the Legal Team to determine the status of resolving outstanding jurisdictional concerns with the letter of engagement with WCI, Inc. corporate counsel.

5. Follow Up on SB 1018

Michael Gibbs briefed the Committee on the outcome of Senate Bill 1018, which requires adjustments to California's representation on the WCI, Inc Board of Directors, and the addition of nonvoting members. California staff are preparing a description of potential adjustments to the corporate bylaws to accommodate these requirements. Directors requested corporate counsel be asked to research any legal issues with regards to the proposed changes, and to assist with drafting the proposed changes to ensure they meet legal requirements. California will present the proposed amendments to the bylaws on future Committee calls for review and refinement in advance of approval.

ACTION

- California will share proposed amendments to the WCI, Inc. bylaws to accommodate SB 1018 on a future Committee call.

6. Confirm Plans for Quebec City meeting September 11-12, 2012

Space has been reserved in Quebec City for the next WCI, Inc. Board of Directors and WCI Partner face to face meetings. The meetings will be September 11-12, 2012.

ACTION

- Patrick Cummins will prepare a draft agenda for the WCI, Inc. Board of Directors meeting in Quebec City and present it for review on an upcoming Committee call.

Meeting adjourned at 12:00 pm PST.

Next Executive Committee meeting: Tuesday, July 31, 9:00 am PST