

Board of Directors

Conference Call

8:30 a.m.

January 24, 2014

**Members Present:** Dave Bowen, Chair, Gavin Meshad, Vice Chair, Brian Kahan, Secretary, Sheriff Tom Knight, Director and Dr. Jill Rosenthal, Director

**Members Absent:** Karen Bailey, Secretary, Mike Ayotte, Director, The Honorable Mike Fasano, Director and Chief Don DeLucca, Director

**Staff:** Bob Macdonald, Executive Director and Erika Marshall, PDMP Outreach Director

**Guest:** Alex Abboud, Florida Dental Association

1. **Call to Order** – The chair called the PDMP Foundation Board of Directors conference call to order at 8:30 a.m. Friday January 24, 2014.

2. **Introduction** – The chair introduced Mr. Macdonald to the board members participating on the call and welcomed him as the foundation’s new executive director.

3. **Roll Call** – Following the initial roll call the chair announced that a quorum was not yet present and that until such time that at least five directors were on the call all matters discussed would be for information only. Mr. Macdonald announced that Dr. Rosenthal would be on the call late. Mr. Macdonald then reviewed the Sunshine Law provisions with the call participants.

4. **Approval of Minutes of Last Meeting** – The chair deferred the approval of minutes until a quorum was present.

5. **Treasurer’s report** – Mr. Kahan reported that there was $1,743.77 in the foundation checking account and $171,150.80 in the savings account. He also said that Director and Officers insurance policy premium for 2014 was paid. The chair requested Mr. Kahan and Mr. Macdonald to review the D&O coverage and whether it is sufficient for the current board composition.

The chair discussed Mr. Macdonald’s request to obtain a corporate credit card to pay for his operating and travel expenses covered in the current budget. Mr. Macdonald said that this would eliminate the treasurer from having to draft checks for payment for these expenses. He said that all credit card payment receipts from the corporate card would be forwarded to the treasurer for accounting purposes. Since a quorum was not yet present, the chair said that he, Mr. Kahan and Mr. Macdonald would review this request and develop guidelines and limits for the use of the corporate credit card and postpone action to a future board meeting.

6. **Executive Directors Report** – Mr. Macdonald reported that in reviewing the foundation’s Articles of Incorporation and Bylaws that there was a need to revise these documents to be in accordance with the organization’s current operating structure as a Direct Service Organization under the Department of Health with the State Surgeon General the appointing authority for board membership. He said that this would also bring the PDMP Foundation operations in accordance with Chapter 893.055, F.S. the law which formed the PDMP and foundation as its fundraising organization. The chair asked Mr. Macdonald to submit recommended changes to Mr. Kahan who would forward to the foundation’s legal counsel for review prior to being sent to the board of directors for adoption and then to the Department of Health for approval.

Mr. Macdonald recommended that the foundation board meet on a quarterly basis as outlined in the Bylaws rather than having a conference call every other week. He said that the current Bylaws also authorizes that the board can designate an executive committee consisting of the four officers and a director to take interim action. Mr. Macdonald suggested that the PDMP Foundation board have two live meetings and two conference calls. One live meeting would be held in Tallahassee in conjunction with the yearly legislative session. The second live meeting would be designated as the board’s annual meeting and held in conjunction with one of the large health care association conventions, possibly the Florida Pharmacy Association or Florida Medical Association. Sheriff Knight also added that in the event that there was a need for a special board meeting to address an important issue that the chair could call this with proper notice.

The chair announced that a quorum was present and said that without objection Mr. Macdonald’s recommendations for quarterly board meetings and having the executive committee operate in the interim be implemented. He requested Mr. Macdonald to work with PDMP program manager Becki Poston to determine the logistics for the first live meeting of 2014 in Tallahassee with a March date. The chair also requested Mr. Macdonald to contact each board member individually to determine their availability to attend a live meeting in Tallahassee.

Mr. Macdonald then discussed fundraising efforts. He said that on a December trip to Tallahassee he met with executive staffs of the Florida Sheriff’s Association, Florida Dental Association, Florida Osteopathic Medical Association, Florida Psychiatric Society, Florida Association of Counties, Florida Pharmacy Association and Florida Chamber Foundation. He commended the FSA and its county sheriff’s departments for their support providing contributions to assist the PDMP’s operations. He said many of the other organizations are supportive of the program but feel that it should be funded by state general revenue funds and not regulatory board trust funds or private donations. Mr. Macdonald said that he would be attending the Florida Sheriff’s Association convention in Sandestin on February 2-4 and later in the month the FOMA convention in Weston to promote the foundation. Sheriff Knight said that Mr. Macdonald was on the agenda to speak on the FSA business meeting and requested that he bring a copy of all the county sheriff’s departments that have contributed this fiscal year.

Mr. Macdonald said that the new marketing brochure was distributed by Ms. Poston at the Florida Police Chiefs Association conference and that the new exhibit would be displayed at the Florida Sheriff’s Association meeting. He felt that this would help increase the foundation’s visibility and branding.

The chair thanked Mr. Macdonald for his presentation and referred the board to the two Senate bills that were currently being debated in committee that could affect the foundation’s future. He said that the PDMP and DOH staffs would continue to provide testimony on the proposed revisions to the law to address future funding and access to the system by law enforcement organizations.

7. **Return to the Approval of Minutes** – The chair called for a motion to approve the minutes of the November 15, 2013 PDMP foundation board of directors meeting. A motion was made by Mr. Meshad and seconded by Dr. Rosenthal and the minutes were approved as distributed.

8. **PDMP Update** – Ms. Marshall provided an update on the success of E-FORCSE’s operation of the PDMP over the last year. She said that the program would need approximately $456,000 in funding for continued operation in fiscal year 2014-2015.

9. **New Business** – Mr. Macdonald reminded the board that six of nine board position terms were up July 1. That included Mr. Bowen, Mr. Meshad, Ms. Bailey, Mr. Kahan, Mr. Ayotte and Mr. Fasano. He said that he would contact these board members to see if they were interested in continuing to serve and report it to the Surgeon General.

10. **Adjournment** – Hearing no other business to discuss, the chair adjourned the meeting at 9:24 a.m., Friday January 24, 2014.