

**MINUTES OF WORKSHOP
HORRY COUNTY SOLID WASTE AUTHORITY, INC.
JULY 31, 2014**

The Horry County Solid Waste Authority, Inc., held a **Workshop** on **Thursday, July 21, 2014, at 2:00 P. M.**, at the Authority's Administrative Office, 1886 Highway 90, Conway, South Carolina. In accordance with the Freedom of Information Act, notices setting forth the date, time, and place of the meeting were mailed to the news media.

Present were the following Board Members: James H. Cokley, Chairman; M. Lance Thompson, Vice Chairman; J. Michael Campbell, Secretary; W. Norfleet Jones, Treasurer; and Board Members Pam J. Creech and Dan P. Gray. Board Member John R. Long II was absent.

Ex Officio Members Steve Gosnell and Kevin Blayton were absent. There were no members of the media in attendance.

The following individuals were also in attendance: Danny Knight, Executive Director; Mike Bessant, Assistant Executive Director; Esther M. Murphy, Director; Bill Hilling, Director; Jan Bitting, Director; and other staff members to include Rodney Cannon and Nannette Powell.

CALL TO ORDER

Vice Chairman Thompson indicated that Chairman Cokley was running late and asked that he move forward and begin the meeting. Vice Chairman Thompson called the meeting to order and asked Mr. Gray to render an invocation.

PLEDGE OF ALLEIGIANCE

Vice Chairman Thompson then led the group in the Pledge of Allegiance.

SWA BYLAWS AMENDMENT DISCUSSION

Vice Chairman Thompson indicated the purpose of the Workshop was to discuss the proposed amendments to the SWA Bylaws. He then asked Mrs. Brittain to proceed.

Mrs. Brittain presented a PowerPoint presentation (which is attached to and made a part of these minutes) and began with a review of the timeline and action taken regarding the IRS status.

Mr. Gray indicated he did not recall some of the items Mrs. Brittain reviewed and asked for a copy of the slides pertaining the IRS discussion. He asked that the dates of the Board Meeting whereby these items were discussed also be included in the information. Mrs. Brittain indicated that Board had authorized these actions, but stated some of the discussion could have occurred during Executive Session. Mrs. Brittain indicated she would work with staff to provide him the information.

Mrs. Brittain then conducted a general review of the bylaws, specifically focusing on the proposed revisions. She indicated that changes were being proposed to the following articles of the bylaws:

- **Article VII – Board of Directors**
 - *Section 1 (c) – Election, Removal, Resignation, Terms and Vacancy*
 - *Section 3 – Meetings and Quorums*
 - *Section 8 – Board Member Conduct*

Discussion was held regarding the procedure for removing a Board Member. Mr. Gray expressed concern that a Board Member could be removed by other Board Members without their knowledge. Mrs. Brittain indicated that a super majority vote of the Board would be necessary to make a recommendation to the County Administrator to remove a Board Member and stated the Board could not remove a member of the Board. Mr. Gray suggested a letter be prepared and given to the Board Member should the majority want to remove them from the Board to ensure the person had knowledge of what was going on. Rev. Cokley stated the process and action needed to make this recommendation would have to take place at a Board Meeting, in that a vote was necessary to make the recommendation. Mrs. Brittain stated this verbiage was taken from the County code which governs boards and commissions. Mr. Gray reiterated his concern and stated this was not clearly stated in the bylaws.

Mrs. Brittain indicated Section 8 was an addition to the bylaws. Concerning the wording indicating request for information from Board Members should be made through the Chairman to the Executive Director, Mrs. Brittain stated the County utilizes a similar process.

- **Article VIII – Officers**
 - *Section 2 – Duties of Officers*

Mr. Gray commented that this section of the bylaws indicated the Chairman would preside and maintain decorum at meetings and enforce the Amended and Restated Rules of the Board. He recommended that a copy of the Amended and Restated Rules be incorporated into the bylaws or included as an addendum to the bylaws, in that County Council would not know what the rules were. Mr. Gray stated the rules sometimes conflict with the bylaws.

Mrs. Brittain recommended including the Amended and Restated Rules as a reference document when the proposed bylaws amendment is submitted to County Council. She indicated that the process of revising and/or amending the bylaws is a lengthy procedure and stated there may be a need to update/amend the rules more often. Mrs. Brittain indicated whenever the rules are amended, an updated version could be provided to County Council. Mr. Knight stated the intention was once the bylaws were amended to go back and ensure the rules corresponded with the bylaws. Mr. Gray again stated the two documents should be put together and not have two sets of rules. Mr. Thompson stated the Amended and Restated Rules were fluid and may need to be changed from time to time without having to amend the bylaws.

Regarding duties of the Chairman, Mr. Thompson indicated that the subject regarding committee assignments was discussed at the last meeting. He indicated the revised bylaws would require that the Board approve the Chairman's committee assignments. After discussion, the Board agreed this was not necessary and that the Chairman should solely make committee assignments, as is the practice of County Council.

Mr. Campbell moved to remove the wording indicating that committee assignments must be approved by the Board. There was a second by Mr. Jones and the Motion was carried with Mr. Gray voting in opposition.

Mr. Gray commented that the Secretary's duties had been revised and that the responsibility that for proper procedure in connection with the nomination and election of officers had been removed. He indicated he thought that it was a good idea and asked who recommended the change. Mrs. Brittain indicated the changes proposed for this section of the bylaws were being recommended because these duties were not being performed and therefore were obsolete. She stated this was also the reasoning with regard to the changes to the section pertaining to the duties of the Treasurer.

➤ **Article IX – Indemnification**

Mrs. Brittain indicated there had been a change with the non-profit code which needed to be updated.

➤ **Article XIII – Dissolution**

Mrs. Brittain indicated the change being recommended here related to the SWA's filing with the IRS. She commented that the wording needed to be clarified with regard to how the assets of the SWA would be distributed in the event of dissolution. Mrs. Brittain indicated it was determined that the revised wording offered the best approach and indicated the assets would go to Horry County with input from the SWA Board and approval by County Council. She indicated the Board's input with regard to the distribution of assets was an advisory role.

Mr. Thompson asked if the verbiage indicating that the SWA Board could dissolve the SWA with a 2/3rds majority vote had always been a part of the bylaws. Mrs. Brittain indicated that wording had always been in the bylaws. Mr. Thompson and Ms. Creech indicated they thought that had changed. Mr. Jones indicated in the past the discussion of this section focused on the distribution of assets.

Mrs. Creech voiced her concern about the removal of the wording indicating "all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed in conformity with these Bylaws and for the purpose set forth". She did not believe this was a responsible change, in that as a Board Member promises have been made to collect and secure funding for specific purposes, i.e., closure and post-closure. Ms. Creech stated she would like any council, in the present or future, to know the purpose of the funding.

Mrs. Creech moved that the second paragraph under Article XIII – Dissolution be reworded as follows “Upon dissolution of the Authority and after all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed to Horry County, South Carolina in such manner as determined by the Board of Directors of the Authority upon approval by Horry County Council. No part of the net earnings of the Authority shall inure to the benefit of, or be distributable to, its Board of Directors, Officers, Trustees, employees, agents or other private shareholders or persons.” In addition, Ms. Creech moved that verbiage stating the closure and post-closure funding would be protected and used for the designated purpose. There was a second by Mr. Jones. Mr. Gray indicated this was the responsibility of Horry County Government if and when the SWA is dissolved. Ms. Creech concurred by indicated the SWA is one branch of Horry County that is debt free. She stated as Board Members it’s there duty to set policy to ensure funding is handled correctly. Ms. Creech stated she understood at the time of dissolution County Council would determine what will happen; however, she wanted to ensure her intent was known.

Mrs. Brittain stated she was unsure as to what language could be included that addressed future debts or expenses. She recommended discussing this matter with Mr. Curatin and obtaining the proper drafting language to address future bonding capabilities, current due debts and long term debts.

Ms. Creech amended her original motion and moved that the second paragraph under Article XIII – Dissolution be reworded as follows “Upon dissolution of the Authority and after all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed to Horry County, South Carolina in such manner as determined by the Board of Directors of the Authority upon approval by Horry County Council. No part of the net earnings of the Authority shall inure to the benefit of, or be distributable to, its Board of Directors, Officers, Trustees, employees, agents or other private shareholders or persons.” In addition, staff would contact Mr. Frank Curatin to discuss and develop the proper drafting language to address future bonding capabilities, current due debts and long term debts. There was a second by Mr. Jones and the Motion was unanimously carried.

Mr. Thompson then readdressed the first paragraph that indicates that the SWA Board could dissolve the SWA with a 2/3rds majority vote. He indicated that he agreed with Mr. Jones’ statement that if five Board Members resigned, County Council would appoint five to replace them. However, Mr. Thompson stated this could be a cause of concern for County Council. Mrs. Brittain and Mr. Jones stated that County Council should be aware of this clause in that it has been included in the Bylaws that County Council approved the in the past. Ms. Creech stated that if the current Council so desired, they could change this language.

Discussion ensued as to whether there was a need to discuss the Amended and Restated Rules. Mrs. Brittain suggested that discussion be held on those rules which were pertinent to the bylaw amendments. After discussion, the Board concurred that the rules should be reviewed in order to review those items that were pertinent to the bylaw amendments.

At 3:35PM the group took a short recess. The Workshop resumed at 3:45PM.

SWA RESTATED AND AMENDED RULES

Mrs. Brittain offered a review of the SWA Restated and Amended Rules. Discussion was held regarding types of meetings and meeting notices. Revisions were recommended to ensure the rules were consistent with and adhered to the SC Freedom of Information Act (FOIA). Mr. Gray recommended that the Workshop meeting agenda be amended to include this discussion. Mrs. Brittain indicated if the Board desired to amend the meeting agenda it would be proper to do so.

Mr. Creech moved to amend the Agenda to include a review and discussion of the SWA Restated and Amended Rules. There was a second by Mr. Jones and the Motion was carried.

Mrs. Brittan proceeded with the review of the rules. Minor revisions were made to the rules to ensure they were consistent with the proposed bylaws amendments and to clarify specific statements. Mrs. Brittain indicated she would update the rules accordingly. Mr. Gray asked for copies of the current and previous versions of the rules. Mr. Knight indicated staff would forward these documents to Mr. Gray.

MOTION TO ADJOURN

There was no further business to come before the Board during the Workshop, **Mr. Campbell made a Motion, seconded by Ms. Creech, to adjourn the meeting. The Motion was carried** and the Workshop adjourned at 4:10 P. M.

Minutes approved on August 18, 2014.

HORRY COUNTY SOLID WASTE AUTHORITY, INC.

BY: _____(L. S.)
James L. Cokley, Chairman

ATTEST:

_____(L. S.)
J. Michael Campbell, Secretary

_____(L. S.)
Pam J. Creech

_____(L. S.)
Dan P. Gray

_____(L. S.)
W. Norfleet Jones

_____(L. S.)
John R. Long, II

_____(L. S.)
M. Lance Thompson