

Special meeting of the Upper Arkansas Area Council of Governments (UAACOG)

October 31, 2024, 3:00 p.m.

UAACOG Conference Room

Chairman Wenzel (MW) greeted Tom Wagner, ESQ, attorney for the UAACOG – attending virtually

Chairman H.A. (Buck) Wenzel requested that Max Hanson (MH) do a roll call.

Commissioner Day (CD) – present
Commissioner McFall (CM) – present
Ryan Stevens – (RS) here
Mayor Wenzel (MW) – here
Commissioner Wood – (CW) here (virtual)
Commissioner Mudge – (CMudge) here (virtual)
Mayor Greene – (MG) here (virtual)

Chairman Wenzel moved immediately into Executive Session, asking the other Board members if they are okay with Max being present to provide information obtained in the past 8 days. Also – potentially for the (Finance) Budget Director to be present, as well as Lisa (Bivins) from the Finance Department.

MW: Move that we enter into Executive Session

CM: seconded

Any discussions or motions?

What we've all found out over the last week or two is that the Executive Director has not been filling the duties of her job, finances have been neglected and we've been running into some personnel issues, related to or not related to that are putting the organization in harms way. Need to take some decisive action.

MW: Well put, PT. Ryan?

RS: I agree. To say that we were all shocked after our last board meeting is an understatement. Expected a lot more of our Executive Director and her financial role.

CM: I concur.

MW: Any discussion from Sarah or Dana? (Nothing to add.)

Entertain a motion to suspend our ED, with pay, until she has an opportunity to meet w/myself and legal counsel sometime next week or whenever she's available.

PT: so moved, CM: seconded

I'd put a hard date on it. (general discussion – back Wednesday of next week). Amend motion by no later than 11:00 on Wednesday, November 6, 2024.

All in favor: unanimous, Motion carried.

CM – Max to be interim director until this is resolved. What we know is that you know where the priority is. We're willing to offer you that.

MH: Don't have much experience in the Director role, more experience in for management on the profit side. Look to the Board to help answer questions and guide me.

PT; You are going to ask questions?

MH: I'm willing to do so. It comes from a place of strength and vulnerability.

CD: I think that is where a lot of this came from, not being able to ask questions when needed.

MW: If you are given that opportunity, interim period of 120 to 180 days, as interim. Compensation: at the Director level, effective tomorrow the first. Right? If you need to think about it?

MH: I've expected that, yes.

MW: Draft an interim contract, right Tom?

TW: Yes.

Director salary? What is it? Bump in 2024?

Roughly \$111k?

CM: Motion to appoint Max as Interim – existing salary of current Director.

CM: I'm comfortable with that if you're answering yes.

MH: I'm answering yes.

Any further discussion?

(no further discussion)

MW: Thank you Max. I have to say the level of discomfort and the ipso facto ED. I know it was uncomfortable with me asking you for a daily report.

MH: Someone had to be in that position. I'm an open person and I let her know of that position and I let her know so it was coming from me.

MW: I'm sorry you had to make that decision.

MH: A lot of stuff was news to the program directors too.

Any further discussion?

All in favor of approving Max as Interim Executive Director?

Unanimous consent of the Board of Directors.

MW: Thank you.

I've had daily contact but not until the day of the board meeting. By means of text, notified me that her daughter had an accident. I told her family first. I then learned that Heather was here and her daughter was coming down. Told her to do what she needed to do.

CM: recommend suspended; locked out of building and computer access immediately. Meet either for resignation or termination. Resignation first. No contingency to return. If we haven't seen her by Thursday?

MW: I've had it on good authority that she's had a resignation letter ready for months. I got ahold of Mary, she stated that she works for COG, not for Heather. I'll ask her to arrange to communicate with Heather. Then Mary and I and if Tom is available, we can meet with her. If she doesn't come, serve her at her home. Tom – if she doesn't report back to work. Is that a breach on her end.

TW: If she doesn't report back – make sure she returns all her passwords, equipment, Termination would be effective the second she doesn't comply. Another grounds for cause. Third or fourth basis for termination. Given this has been brewing for at least a week – concerns for information security – take swift action. Make sure you get any physical documents from the COG back. Target date; next Wednesday at UAACOG.

Resignation or termination – safe thing treat it as ground for termination versus resignation. Ghosting situation. Tie it off as quickly as possible.

MW: Okay – can you have those two documents drawn up – send to Mary – as well as third one for Max.

Only thing we need to discuss – a drawer statement on behalf of us to all program directors, staff and let them know how important they are to us and we have money in the bank. Ryan to review.

Other Board action: Clause in Head Start to approve Finance Director to approve Joan Moddy.

Unanimous consent of Board.