

MINUTES OF THE HOUSTON FIREFIGHTERS' RELIEF AND RETIREMENT FUND

A special meeting of the Houston Firefighters' Relief and Retirement Fund (HFRRF) Board of Trustees convened at the Fund offices at 4225 Interwood North Parkway, Houston, Texas 77032 on Tuesday, May 22, 2018 at 9:15 A.M.

Trustees present were David L. Keller, Jr., (Chair), Stephen R. Whitehead (Vice Chair), Francis "Frank" X. Maher (Secretary), Garry W. Blackmon, Sr., Juliet N. Higgins, Brett R. Besselman, Earnest W. Wotring, Albertino "Al" Mays, Arif Rasheed, and Lisa R. Slagle. Others present were staff members Jonathan W. Needle (Chief Legal Officer) and Andrea Sharayha (Human Resource Manager).

The Chair called the meeting to order at 9:15 A.M.

The Board recited the Pledge of Allegiance and observed a moment of silence.

An advisory ad-hoc communications committee was formed by the Chair. Juliet N. Higgins was selected to chair the ad-hoc communications committee, with Trustee Brett R. Besselman and Fund staff members Eloise D. Raphel (Board Administrator) and Dolly De La Cruz (Director of Member Services), in consultation with Joe Gimenez (G3 Public Relations).

There was a motion by Garry W. Blackmon, Sr., seconded by Juliet N. Higgins to move agenda item #5, "*Message/one pager for discussions with city council*" out of order to discuss agenda items 6, 7, and 8. The motion carried.

Attorney Stephen W. Schueler of Winstead, PC, discussed the amendments to the employment agreements of the Fund's Executive Director and Chief Investment Officer. The Chair announced that the Board was going into closed session pursuant to Government Code Section 551.074 for a discussion on personnel matters.

The Board went into closed session at 9:30 A.M.

The Board resumed open session at 9:44 A.M.

There was a motion by Garry W. Blackmon, Sr., seconded by Albertino "Al" Mays, to accept the amendments to the employment agreement of the Fund's Executive Director, as presented. The motion carried, with Juliet N. Higgins, Francis "Frank" X. Maher, and Arif Rasheed opposed.

There was a motion by Juliet N. Higgins, seconded by Stephen R. Whitehead, to accept the amendments to the employment agreement of the Fund's Chief Investment Officer, as presented. The motion carried.

The Chair provided for Board review a joint recommendation to the Board by the Chair and the Chief Legal Officer. The Chair announced that the Board was going into closed session pursuant to Government Code Section 551.074 for a discussion on personnel matters, with invited attorneys Stephen W. Schueler of Winstead PC and Daryl Sinkule of Shellist, Lazarz, Slobin, LLP in attendance.

The Board went into closed session at 10:30 A.M.

Earnest W. Wotring exited the meeting at 10:30 A.M

Earnest W. Wotring re-entered the meeting at 10:31 A.M.

The Board resumed open session at 10:40 A.M.

There was a motion by Stephen R. Whitehead, seconded by Garry W. Blackmon, Sr., to accept and approve the joint recommendation of the Chair and the Chief Legal Officer, as presented. The motion carried, with Brett R. Besselman opposed.

Modifications to the Fund's organizational chart was tabled for a future meeting.

The board reviewed the draft only "*Message/one pager for discussions with city council*". After some discussion, Juliet N. Higgins, Francis "Frank" X. Maher, and Albertino "Al" Mays requested further development of the message.

Stephen R. Whitehead requested a discussion on an employment agreement for the Chief Legal Officer. An ad-hoc committee to enter discussions with the Chief Legal Officer for this purpose was appointed, consisting of Stephen R. Whitehead, Francis "Frank" X. Maher, and Lisa R. Slagle, with Brett Besselman as alternate, and with input from the Chair, as needed. Stephen R. Whitehead noted that he believes that there should be contract uniformity for all employment agreements.

Items for a future agenda were requested as follows:

Stephen R. Whitehead requested a discussion on the responsibilities of the Chair, including reporting authority. He reiterated his request for discussions with the Chief Legal Officer on an employment agreement, noting the appointment of an ad-hoc committee.

Lisa R. Slagle requested a discussion on the reporting for the Board Administrator, with input from the Board Administrator and the Executive Director.

David L. Keller, Jr. requested a discussion on the Board's over-all responsibility.

Francis "Frank" X. Maher requested a discussion on: the development of a "*Non-Compete Agreement*" for both trustees and Fund staff; rules on how to break a tie vote; moving forward on the Fund's organizational chart and; scheduling a meeting with the City of Houston Controller.

The Chief Legal Officer offered legal department presentations on a) Fiduciary Duties; b) Gifts; and c) Conflicts of Interest.

Special Board Minutes
Tuesday, May 22, 2018
Page 3 of 3

The Chair announced that he would be stepping down as Chair at the end of June and that elections for that position should be held as soon as possible.

The Chair raised an issue that he perceived a violation of the Code of Ethics by another trustee.

There being no further business, the meeting adjourned at 11:40 A.M. on a motion by Garry W. Blackmon, Sr., seconded by Brett R. Besselman. The motion carried.

Respectfully submitted,

Francis "Frank" X. Maher
Secretary