

MINUTES OF MEETING

The 321st meeting of the Rhode Island Student Loan Authority was held on Friday, December 19, 2014 in the McKenna Conference Room, 1st Floor, 560 Jefferson Boulevard, Warwick, Rhode Island.

Members in attendance:

Ms. Christine Barnes Jenkins
Mr. Robert R. Theroux
Mr. Chris Feisthamel, Designee of the General Treasurer
Mr. Dennis R. Duffy, Esq.
Mr. Daniel Egan

Members Absent:

Mr. Robert J. Delaney

Others in attendance:

Mr. Charles Kelley
Mr. Noel Simpson
Ms. Jennifer Dutch
Mr. Kevan McAleer
Ms. Deborah Machowski
Ms. Lindie Thibodeau Johnson
Mr. Chad Pastorius
Mr. Jim McGuirk

The meeting was called to order at 9:40 a.m. by Ms. Jenkins.

Upon a motion made by Mr. Egan and seconded by Mr. Fesithamel, it was unanimously

VOTED to approve the minutes from the November 21, 2014 Board of Director's Meeting.

Review of Santander Agreement and ACTION ITEM – Approval of Santander Agreement

Mr. Kelley introduced Mr. McGuirk, who represents RISLA as Bond Counsel. Mr. McGuirk discussed the Santander agreement for a \$10 million line of credit and term financing facility for RISLA. He stated the most significant issue involved Santander's request that the financing constitute a general obligation of the Authority and that the Bank had finally agreed to limit its recourse to a limited pool of assets comprising mostly of new and existing loans. He also said that the agreement provides for a debt service reserve fund.

It was noted that the dates on the Authorizing Resolution need to reflect the current date.

Upon a motion made by Mr. Feisthamel and seconded by Mr. Egan, it was unanimously

VOTED to accept the authorizing resolution as presented and amended.

Chairman's Report

There was no Chairman's Report due to Mr. Delaney's absence.

Executive Director's Report

Mr. Kelley mentioned there is a 2015 Attorney General Open Government Summit planned for newly elected officials on January 15th and that all Board members are invited to attend.

Mr. Kelley discussed financial literacy conference that RISLA participated in early in December.

Mr. Kelley also discussed the new design of the RISLA website.

ACTION ITEM – Annual Review of Executive Director

In the board packets, for review, were goals and objectives for the executive director of the Authority. Mr. Theroux recognized Mr. Kelley's performance as stellar over the past year and commended Mr. Kelley as director for fulfilling RISLA's mission. He stated that the compensation committee will meet next month to review the executive director's salary.

ACTION ITEM – Approval of Indemnification Policy in by Laws

It was brought to the attention of the staff at the prior meeting that the policy was contingent upon adding a reference to the directors and officers liability insurance and making certain grammatical corrections.

Upon a motion made by Mr. Feisthamel and seconded by Mr. Duffy, it was unanimously

VOTED to accept the policy as presented.

ACTION ITEM – Review and Approval of Marketing Expenditures

Mr. Kelley said he was bringing this to the board because the new state transparency legislation requires the Board to approve marketing expenditure in addition to the general budget. The Board received the detailed marketing plan as prepared by Ms. Johnson and staff.

Upon a motion made by Mr. Egan and seconded by Mr. Feisthamel, it was unanimously

VOTED to approve the marketing plan and associated expenditures.

ACTION ITEM – Review and Approval of Lobbyist Expenditures

Mr. Kelley reported that RISLA contracts with a third party, The Bradford Group, to monitor, attend and provide general advice regarding legislature initiatives. He said that there are no specific legislative initiatives for RISLA at this time. He said the Bradford Group primarily provides marketing, communications and event services for RISLA.

Upon a motion made by Mr. Egan and seconded by Mr. Duffy, it was unanimously

VOTED to approve lobbyist plan and expenditures.

ACTION ITEM – Adoption of Personnel Policies

Mr. Simpson presented to the board the existing personnel policy. He noted the adoption of this policy was due to the implementation of the transparency act and also to memorialize and document the policies.

Mr. Feisthamel asked to make further clarifications on the harassment policy to include hours outside of the work place. Mr. Duffy asked to make the 3rd and 4th paragraphs on the first page more cohesive by stating that harassment “may also result in disciplinary action up to and including termination.”

ACTION ITEM – Adoption of Code of Ethics in Accordance with RI Law Chapter 14, Title 36
Mr. Kelley stated this was taken directly from the RI statute and is distributed to all new employees as an appendix to the personnel manual in which they must sign upon hiring and is also posted to RISLA’s website.

Upon a motion made by Mr. Feisthamel and seconded by Mr. Egan, it was unanimously

VOTED to adopt the RISLA code of ethics.

Schedule Training by Ethics Commission Staff
Mr. Kelley is going to check and get back to the board.

Review Progress of Compliance for Quasi-Public Corporations Accountability and Transparency Act
Mr. Kelley reviewed the checklist of requirements and stated staff will be posting the newly approved items. He noted the only open item is the performance audit but expects to see a published list after the first of the year of agencies to be audited.

Upon a motion made by Mr. Feisthamel and seconded by Mr. Theroux, it was unanimously

VOTED to adjourn at 10:10 a.m.

Mr. Robert Theroux
Secretary