



Minutes

Board of Directors Meeting | March 16, 2016

8:00 a.m. – 10:00 a.m. CST

Call in Number 1-857-232-0157 216115

- I. **Welcome:** Call ins included: Ed Phelan, Warren Whitfield, Lance Cook, Jason Gilmore, Foster Ware, Russ Johnson, Terry Ellis, Joe Tannehill, Brett DeJong, Caroline Dauzat, John Johannemann, Wayne Henson and Cindy Anderson
- Anti-Trust Reminder (attached policy): Due to Greg Britton not being able to attend, Ed chaired the meeting and reminded all of our anti-trust policy
- II. **Treasurers Report** (see attached report): Joe presented the report and answered questions
- III. **Actions:**
- Approval travel of Cindy to Lake Mary for MAF BOD Meeting April 25 (mileage only): Approved
 - Approve new member applications:
 - Geosyntec (attached application): Approved
- III. **Discussion Items:**
- Discussion of April 20 General Meeting at PSC (see draft agenda): Cindy explained the reasoning for the national MSSC speaker and how we are inviting all manufacturers in western NWFL for them to get a flavor of what we are working on and to promote the new Process Tech program at PSC. No revisions were suggested
 - Update on World of Possibilities: Cindy thanked Ascend for their participation and include that Amatrol and SolidWorks had 3-D printers and Escambia County School District had Lego robots for students to operate. There were approaching 3,000 middle schoolers and Cindy felt it was a huge success
 - Brief on progress with FLMakes – Cindy discussed that she had spoken with Al Stimac and Nancy Stephens who had both been a part of the old MEP and the new FLMakes. They were not happy with the progress of the program and had separated MAF and FLMakes to ensure no negative repercussions. Cindy mentioned she had asked Greg to speak with both Nancy and Al to ensure he was clear on the concerns. There is a contract drafted between FLMakes and NWFLMFC that would need to be signed and Cindy was not sure she felt it was in the best interest of the Council to enter into the agreement as it is currently written. Jason talked about the experience he had had to date. They had visited for a day asking questions. He noted they valued the report they should have to him by the end of the month at \$5,000 and required Manown to pay 10% which they did. Jason will share the report and his thoughts on the report when he receives it. This was put on hold until Greg returns and speaks with Al and Nancy and we see results of the Manown report.
- IV. **Committee Updates**
- **Membership** – Ed (aging report will be attached): Ed mentioned he had spoken with Wayne Stubbs again and they should be getting their dues in ASAP. He also let the Board know that each of the companies on the report had someone from the Membership Committee or Greg working to get them back with the Council.
 - Why do we vote on memberships, might want to “acknowledge for the record”? Cindy had asked about this due to being cautious of taking checking and then having to go through an approval process. The common consensus of the process was that as long as we have a process it will keep us in check if the “one off” wants



to join and should be continued. It was also mentioned that the Council is an elite/close group that requires the BOD approval.

- Revisit the dues structure – Cindy was asked to set a call in meeting for first week of April to discuss the dues structure only
- Stickers for member's windows – Cindy to bring a sample and cost estimate back to next BOD (4x6 static) and to be ready to ask for our hyperlink on members website when we send out invoices in June.

- **Education and Training**

- Present new overview of Education and Training Committee – Cindy is working with the committee to develop sub groups to be more focused (i.e., visioning, scholarships, educators, legal, administrative). Cindy to send out spreadsheet for how we are tracking progress.
- Debrief with educators – Cindy to send out minutes from the debrief from the educators to give the Board an idea of what the educators are asking and stating
- Training the trainer – This training will be scheduled for the summer and Cindy will bring back required dollars needed for the training as recommended by the Education and Training Committee
- Scholarships: Cindy asked for direction on how the Board saw the scholarships being developed:
 - Money will go to the schools
 - Academy graduates only
 - Limit to manufacturing programs in NWFL only
 - Allow for reoccurring if minimum GPA is maintained
 - Hold scholarship group meeting soon with Caroline to develop draft plan for BOD
- Career Pathways by district – Cindy discussed the need for Career Pathways for each of the 10 counties to duplicate the one developed by Florida West. Board asked Cindy to look to the EDO's for any cost. Cindy will send out the Escambia data sheet to show the BOD what is being proposed

V. **Executive Director's Report Submittal** (attached) – Cindy submitted with no questions

VI. **Next Board Meeting:** May 18, 8:00 – 10:00, TBD (will try to set at Freeport HS)



NORTHWEST FLORIDA MANUFACTURERS COUNCIL, INC.
ANTI-TRUST VIOLATION POLICY

Violations of federal anti-trust laws are criminal acts. Criminal sanctions for anti-trust violations have increased substantially in recent years. A corporate violator may be fined as much as 10 million dollars. Individuals may be punished by fines up to 350,000 and by jail sentences up to three years.

Trade associations, such as Northwest Florida Manufacturers Council, Inc. (the "Corporation"), which by their very nature involve interaction among competitors and/or suppliers and customers, are subject to close scrutiny for anti-trust violations. Therefore, members must be careful to keep their activities within the prescribed bounds, both in appearance and in actual fact.

The following policy has been adopted to provide guidance for members in their conduct at meetings or in connection with other Corporation activities. It is important to note that federal and state anti-trust legislation is very extensive, and the guidelines provided herein are not exhaustive and do not provide a complete synopsis or summary of anti-trust legislation. Thus, interested members should review applicable legislation and/or confer with an attorney for more complete understanding of anti-trust compliance.

DO NOT at any meeting or social gathering incidental to Corporation activities, whether seriously or in jest, discuss or exchange any information, either directly or indirectly, regarding the following subjects:

- A member's prices (present or future), pricing patterns or policies, price differentials, price changes, or other terms and conditions of sale (e.g., transportation rates or policies, discounts, markups, credit terms) or any other topic that might be construed as proprietary information.
- A member's costs, production, markets, capacity, inventory, or sales, or its plans regarding the design, production, distribution or marketing a specific product, including, but not limited to, possible customers or sales territories.
- Except to the extent necessary to further legitimate Corporation objectives, general market conditions and general industry problems, including industry pricing policies or patterns, price levels, price differentials, or similar matters, or industry productions, capacity or inventories, including, but not limited to, planned and anticipated changes in any of the above topics.
- Anything that directly or indirectly relates to a member's bidding procedures for responding to bid invitations and/or a member's bid(s) on any particular products or contract.
- Any matters related to territorial restrictions, allocations of customers, restrictions on types of products, or any other kind of market division.
- Matters relating to actual or potential customers or supplies that might have the effect of excluding them from any market or of influencing the business conduct of any company toward such customers or suppliers, including the imposition of any influence of pressure from any other party or member to bring market dissidents into line or penalize non-participants in the group.

(end of policy)