

**Regular Meeting of Board of Directors
New Mexico Lottery Authority
January 8, 2020**

MINUTES

Call to Order: Board Vice Chair Sal Baragiola called the meeting to order at 11:03 a.m. and asked for a roll call. Present and constituting a quorum were: David Keylon, Nina Thayer, Reta Jones, Sal Baragiola, Paul Guerin, Leo Romero, and Othiamba Umi.

Present from NMLA were: David Barden, Carolyn Cabell, and Wilma Atencio. Also present was Mary Stanford with INTRALOT.

Introduction of New Board Members: S. Baragiola welcomed new Board member Nina Thayer, who introduced herself to the Board, management, and audience.

Oath of Office: S. Baragiola administered the Oath of Office for N. Thayer.

Approve Proposed Agenda: S. Baragiola entertained a motion to approve the proposed agenda. R. Jones made a motion to approve the proposed agenda as presented; second by L. Romero. Carried; 7-0.

Approve Minutes of November 20, 2019 Board of Directors Meeting: S. Baragiola entertained a motion to approve the November 20 minutes. No changes made. L. Romero made a motion to approve the minutes; second by R. Jones. Carried; 7-0.

Public Comment: None.

REPORTS:

CEO:

Open Meetings Resolution: D. Barden reported that the Open Meetings Notice Resolution is a document that the lottery follows when conducting Board and Committee meetings in accordance with the Open Meetings Act. This document needs to be adopted annually by the Board of Directors. L. Romero asked if this was a standard document. D. Barden stated yes.

S. Baragiola entertained a motion to approve the Open Meetings Notice Resolution. N. Thayer made a motion to approve the Open Meetings Notice Resolution as submitted; second by D. Keylon. Carried, 7-0.

Other: D. Barden reported a few items will be up for discussion at the next scheduled Board of Directors meeting in March:

- Two internal audit reports will be presented to the appropriate committee.
- Two RFPs issued for Legal Services and Banking and Related Services will be discussed.
- The Lottery has not had a significant Powerball or Mega Millions jackpot recently and is beginning to see a decline in revenue.
- The mid-year Budget for FY 20 will be up for discussion and approval at the next Board meeting.

D. Barden reported that at the end of November, the Lottery transferred \$3.4 million to the lottery tuition fund and for FY 20, over \$15 million has been transferred.

D. Barden explained that the 2020 Financial Disclosure form needs to be filled out by Board members and submitted to the Secretary of State office.

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Board Chair

Board Officer Elections: S. Baragiola advised that each member received a copy of the Bylaws that detail the NM Lottery Board positions open for election. S. Baragiola reported that several months ago it was identified that the Secretary/Treasurer position as currently described in the bylaws does not represent the actual duties of the Secretary/Treasurer. The current description is a standard description that is not applicable at the Lottery. S. Baragiola reported that with the assistance of the CEO, a new description of duties has been drafted that is more appropriate and accurately represents the position. The draft language was provided to all Board members for review and adoption at a later Board meeting.

L. Romero asked if the Assistant Secretary/Treasurer position would be retained. S. Baragiola reported that it would be open for discussion; however, in his experience the position was never needed to assist in any capacity in his tenure. S. Baragiola expressed that in his opinion, if the new language is adopted, the Board would no longer need the Assistant Secretary/Treasurer position, but that would be something the new Board Chair and Board would take up in a formal manner.

L. Romero asked if the bylaws designate the Secretary/Treasurer position to serve on the Finance Audit Committee and be the chair of that committee. S. Baragiola stated that any Board member can serve as committee chair, except for the Board Chair. Past Board members have served on committees based on their backgrounds. For example, individuals with an accounting background may better serve the Finance Audit committee and those with a law enforcement background may better serve the Security and Operations committee. An officer of the Board can also serve as the chair of one of the committees. In the past, the Board Chair appointed Board members to the committees and made committee chair appointments.

S. Baragiola stated there will not be any committee or committee chair appointments made today.

S. Baragiola made a motion to defer filling the Assistant Secretary/Treasurer position until further discussion and evaluation by the Board at a future Board meeting; second by L. Romero. Carried; 7-0.

S. Baragiola entertained nominations or volunteers for the Board Chair position.

R. Jones volunteered for the Board Chair position. R. Jones advised that she has previous Board Chair experience and served on the Board of Directors eight years ago.

L. Romero made a motion to appoint R. Jones to the position of Board Chair; second by D. Keylon. Carried; 7-0.

R. Jones stated she looks forward to serving as Board Chair for the Lottery and State of New Mexico. R. Jones will be available for conversations and direction. Board members thanked and congratulated R. Jones on volunteering.

S. Baragiola entertained nominations or volunteers for the Board Vice Chair position. S. Baragiola volunteered to continue in this position until the end of his term, June 30, 2020.

R. Jones made a motion to appoint S. Baragiola to the position of Board Vice Chair; second by D. Keylon. Carried; 7-0.

S. Baragiola entertained nominations or volunteers for the Board Secretary/Treasurer position, which is currently vacant. P. Guerin volunteered for the position.

S. Baragiola made a motion to appoint P. Guerin to the position of Secretary/Treasurer; second by L. Romero. Carried; 7-0.

The New Mexico Lottery Authority Board of Directors are:

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Board Chair – Reta Jones
Board Vice Chair – Sal Baragiola
Board Secretary/Treasurer – Paul Guerin
Board Members: David Keylon, Leo Romero, Nina Thayer, and Othiamba Umi

Committee Appointments and Committee Chair Appointments: S. Baragiola advised that the committee appointments and committee chair appointments will be made by Board Chair, R. Jones.

R. Jones asked if any Board members were interested in serving on the two committees: Finance Audit and Security and Operations. P. Guerin stated that he would be interested in the Finance Audit Committee. S. Baragiola recommended that he and D. Keylon serve on the Security Operations Committee due to their law enforcement backgrounds. D. Keylon also volunteered for the Finance Audit Committee, but not as chair. L. Romero stated he would consider volunteering on the Finance Audit Committee.


N. Thayer asked if there is a Personnel Committee. D. Barden reported there was, but the Finance Audit or Security and Operations committee could handle any personnel issues. D. Barden reported there have been few issues concerning personnel.

R. Jones advised she would serve as ex-officio member of each committee. R. Jones asked that those wishing to be on a specific committee contact her.


Announcements: None.

Other: N. Thayer requested clarification on why the FY 20 Financial Audit covered two years, June 30, 2018 and June 30, 2019. R. Jones responded as a CPA, every year the audit is conducted by professional standards with comparative financial statements as a frame of reference.

Adjournment: S. Baragiola entertained a motion to adjourn. N. Thayer made a motion to adjourn the meeting; second by S. Baragiola. Carried; 7-0. The meeting adjourned at 11:37 a.m.



R. Jones, Chairman
Date: 8/18/20



P. Guerin, Secretary/Treasurer
Date: 6/18/2020