

CONNECTICUT LOTTERY CORPORATION

Minutes of the Special Board Meeting
held on
Thursday, November 3, 2016
At 1:00 p.m.
at the
Connecticut Lottery Corporation
777 Brook Street
Rocky Hill, Connecticut 06067

- Board Members Present: Patrick Birney, Vice Chairman of the Board (via teleconference); Robert Dakers; James Heckman; Robert Morgan; Margaret Morton; Natasha Pierre (via teleconference); Michael Thompson (via teleconference); and Diane Winston (via teleconference).
- Board Members Not Present: Board Members not in attendance provided the Connecticut Lottery Corporation with advanced notice of scheduling conflicts.
- Staff Members Present: Frank Farricker, Interim President & CEO; Joseph Bonassar; Paul Granato; Michael Hunter; Diane Patterson; Jane Rooney; Chelsea Turner; Cynthia Hadden; and Rebecca Lambert
- Call to Order: Mr. Morgan called the meeting to order at 12:58 p.m.

I. Mr. Farricker welcomed Board members and asked Mr. Morgan to Chair the meeting. Mr. Morgan began by welcoming new Board member, James Heckman.

II. Approval of Minutes:

On motion made by Mr. Morgan, seconded by Ms. Winston, and approved, it was:

“Resolved, that the Board hereby approves the September 22, 2016 Board meeting minutes.”

Mr. Birney abstained.

III. Discussion of Search Committee for Permanent President & CEO

Ms. Rooney, Director of Human Resources reported that the CT Lottery Corporation (“CLC”) requested proposals from twenty-two executive search firms. Six firms responded. Ms. Rooney stated that the next step is for the Board of Directors’ to appoint an Executive Search Committee and a Chair. Mr. Farricker recommended that the full Board be appointed as the Executive Search Committee.

Mr. Dakers asked about the role of the Executive Search Committee. Ms. Rooney responded that the Executive Search Committee would interview and select an Executive Search Firm. The Firm will recommend and bring qualified candidates to the Executive Search Committee. The number of candidates to be interviewed will be determined by the Executive Search Committee. Mr. Dakers responded that it might be difficult to have the entire Board get together in addition to Board meetings for this process. Mr. Farricker responded that quorum would apply to these meetings. Mr. Birney mentioned that in past searches, the Personnel Committee acted in the capacity of a sub-committee to the full Board and submitted a recommendation to the full Board. Mr. Birney stated that a Search Firm needs to be retained as soon as possible. Ms. Morton agreed that Board members available for the meetings will work as a subcommittee and bring a final recommendation to the full Board.

IV. Executive Session:

At 1:06 p.m., on motion made by Mr. Morgan, seconded by Mr. Dakers, and unanimously approved the Board moved into Executive Session to discuss:

- Attorney/Client Communication Re:
 - Contractual Issues Related to President & CEO Search
- Pending Claim Re: 5 Card Cash

Mr. Bonassar, Ms. Rooney and Ms. Turner were invited to stay for the Contractual Issues Related to President and CEO Search portion of the Executive Session. At approximately 1:30 p.m., Mr. Bonassar, Ms. Rooney and Ms. Turner exited the Executive Session and only members of the Board remained for the Pending Claim regarding 5 Card Cash.

The Board reconvened in regular session at 2:05 p.m. Mr. Morgan stated that no votes or actions took place during Executive Session.

V. New Business:

Appointment of a Search Committee for President & CEO

On motion made by Mr. Morgan, seconded by Ms. Morton, and unanimously approved, it was:

Resolved, that the Board of Directors of the Connecticut Lottery Corporation appoints the full Board to serve as the Executive Search Committee for the New President and CEO of the Connecticut Lottery Corporation. And, the Executive Search Committee will meet on November 17, 2016, the date of the next regularly scheduled Board meeting, to appoint a Chairperson of the Executive Search Committee.

This resolution passed unanimously.

VI. Adjournment:

Mr. Farricker reminded members of the Board that that next regularly scheduled Board of Directors' meeting is on November 17, 2016.

On motion made by Mr. Morgan, seconded by Mr. Dakers, and unanimously approved, the meeting was adjourned at 2:06 p.m.

Respectfully submitted,

Chelsea Turner
Corporation Secretary/Connecticut Lottery Corp.