

SOUTH CAROLINA EDUCATION LOTTERY

JOINT MEETING OF THE AUDIT AND EXECUTIVE COMMITTEES MEETING MINUTES

August 8, 2018

11:47 a.m.

The Audit Committee (“Audit Committee”) and Executive Committee (“Executive Committee”) of the Board of Commissioners of the South Carolina Education Lottery held a joint meeting on Wednesday, August 8, 2018. As posted in the Meeting Notice, it was convened immediately following the Board of Commissioners meeting (11:47 a.m.), in the first-floor conference room located at 1333 Main Street, Columbia, South Carolina. The following members, representing a quorum and all of the members of the respective committees, were participating:

Audit Committee

Dr. Edward Keith, Chairman
Otis Morris
Mickey Renner
Sam Litchfield, *Ex Officio*

Executive Committee

Sam Litchfield, Chairman
Dr. Edward Keith, Vice Chairman
Keith Munson, Secretary/Treasurer

The Chairman called the Executive Committee meeting to order and stated that the respective committee members are not meeting as one committee. For convenience, and to gain broader input on the evaluations of the Internal Auditor and Executive Director, both committees are meeting at the same time. He stated that once the evaluation process has begun, any member of either committee is free to ask any questions or make any comments. However, only the members of the committee responsible for performing the respective evaluation can make a motion(s) and vote on any matter related to that evaluation.

The Chairman then recognized Dr. Keith as Chair of the Audit Committee. Dr. Keith then called the meeting of the Audit Committee to order.

The Chairman then stated that the first item is the evaluation of employees who report directly to the board. The Audit Committee evaluates the Internal Auditor and the Executive Committee evaluates the Executive Director. The Chairman asked whether there were any motions. Dr. Keith moved, as a member of both committees, that the Audit and the Executive Committees go into executive session as authorized by the South Carolina Code of Laws § 30-4-70(a) (1) for the specific purpose of discussing personnel matters relating to the evaluation of the Internal Auditor and Executive Director. Commissioner Morris seconded the motion as a member of the Audit Committee. Commissioner Munson seconded the motion as a member of the Executive Committee. The Chairman put the motion to go into executive session before each committee and the motion passed unanimously.

As required by law, the Chairman then restated that the Audit and the Executive Committees would go into executive session as authorized by the South Carolina Code of Laws § 30-4-70(a)

(1) for the specific purpose of discussing personnel matters relating to the evaluation of the Internal Auditor and Executive Director.

The Chairman stated that upon the return to open session, the Audit Committee may take any action it deems appropriate and then the Executive Committee may take any action it deems appropriate.

Return to Open Session:

The meeting returned to open session and the Chairman stated that the Audit and Executive Committees went into executive session in accordance with the adopted motion¹, discussed no other business, and took no action.

The Chairman stated that the Audit Committee had no motions, and as allowed by law, the committee adjourned prior to returning to open session.

The Chairman next asked if there were any motions from the Executive Committee. Dr. Keith moved that the Executive Committee recommend an increase in Director Brown's salary of 5% retroactive to August 8, 2018 to the Board at its December 2018 meeting. Commissioner Munson seconded the motion. The motion passed unanimously.

There being no other business, the Executive Committee meeting adjourned at 1:55 pm.

/s
Sam Litchfield, Chairman
Executive Committee

/s
Dr. Edward Keith, Chairman
Audit Committee

As required by *S.C. Code Ann.* § 30-4-80, SCEL posted notification for this joint meeting at its administrative offices, 1333 Main Street in Columbia. As provided in the Board Bylaws, SCEL also posted the meeting notice and agenda on its website (sceducationlottery.com), and sent via email pursuant to requests made by individuals, media outlets and other organizations. These notifications included the time, date, place, and agenda of the meeting.

¹ The Executive Director and the Internal Auditor were separately invited into the executive session to respond to questions regarding matters relevant to the purpose for which the executive session was convened.