



Approved Minutes - 2023 Annual ERIC Board of Directors Meeting

**February 19, 2023 | 8:00 am – 1:30 pm EST
Washington Marriott at Metro Center, Washington, D.C.**

The meeting was called to order at 8:04 a.m. EST. Chair Grandjean welcomed board members and staff in attendance. Secretary Maeda conducted the roll call. 28 Directors were present, 4 Directors were absent. See attached roll call documentation.

1. Approval of Prior Meeting Minutes

R. Rock moved, L. Lamone seconded the motion to approve the July 22, 2022, and December 9, 2022, ERIC meeting minutes. No discussion. Motion was unanimously approved on a voice vote.

2. Independent Cyber Security Assessment Options (Discussion/Board Guidance)

E. Haas presented independent cyber security assessment options for 2023-24. The board discussed assessment priorities. ERIC staff will send a survey asking members to prioritize assessment options and other related efforts.

3. Member Updates (Discussion)

K. Ingram reported there is legislation moving in Texas that would effectively discontinue the state's participation in ERIC unless ERIC makes changes to report requirements in the Membership Agreement. S. Hamlin said one option is to engage the services of a contract lobbyist to educate the Texas legislature on the importance to the state of remaining an ERIC member and address their concerns/questions about ERIC. Brief discussion followed. S Hamlin stated he will discuss the idea further with the Executive Committee and K. Ingram in the coming weeks.

D. Becker reported there is legislation in California that would allow require the state to become a member of ERIC. Brief discussion followed.

S. Hamlin summarized the status of efforts to help several other states join.

4. Membership Compliance Briefing (Discussion)

S. Hamlin walked the board through a presentation on membership compliance. He reviewed the Membership Agreement provisions that, if violated, result in automatic removal of a member from ERIC. He then noted these provisions do not consider mitigating or aggravating factors, or intent. All violations are treated equally in the agreement. He also noted there is no timeline specified for when a member should be removed after violating

an automatic removal provision, but noted the founders intended for this action to occur reasonably soon after the violation occurs. He then summarized report certification requirements, ERIC's history of enforcing compliance, and actions he's implemented to improve how members use ERIC and stay in compliance with the agreement requirements.

S. Hamlin reported Florida did not complete the required EBU mailing for the 2022 Federal General Election. Failure to act on an EBU report results in automatic removal. S. Hamlin reported that he and the Executive Committee discussed this matter multiple times throughout December, January, and February. It was clear no one wanted to remove Florida. He then reported many other members have not met other membership agreement provisions that should result in automatic removal from ERIC. These violations were not necessarily intentional, though some were serious, and others were technical in nature. He was clear these violations were distinguishable from Florida's violation. However, he stated that when he considered the totality of the factors at play, as a matter of equity and fairness, he had not moved forward with removing Florida from ERIC. S. Hamlin also stated that he and the Executive Committee were committed to strict and uniform enforcement of the provisions going forward.

M. Wolfe said that despite how the Membership Agreement is written, there is a difference between a member failing to meet a requirement due to technical issues or a missed email deadline compared to a member willfully violating a provision.

S. Holmes asked for Florida to comment on the missed EBU mailing. M. Matthews said Florida believes it complied with the requirement. S. Hamlin said he and ERIC's counsel concluded Florida did not comply. He explained Florida submitted the certification notice required by Section 5(a) of the Membership Agreement. It stated Florida was "not in receipt of the report." ERIC's records clearly show that the EBU report was provided to Florida. ERIC's records also clearly show that Florida did not download the 2022 EBU Report ERIC provided. Therefore, Florida received but did not act on the report as required in Section 5(a).

J. Marks agreed it was important to recognize the difference between a willing violation of the Membership Agreement and bylaws versus a violation caused by extenuating circumstances. He said it gave him pause that there may be no repercussions for a member who willingly violated a provision and was unwilling to remedy the violation.

A robust and extended discussion ensued, with additional board members engaging in the conversation and raising similar concerns and points.

S. Hamlin asked board members to indicate whether they wanted to proceed with removing Florida from ERIC. No formal vote was taken, but overall, the members present indicated they did not support removing Florida from ERIC at this time.

5. Bylaws and Membership Agreement Amendments (Discussion/Membership Votes)

Chair Grandjean recognized the efforts of the working group that met seven times between September 2022 and February 2023. She said the recommendations from the working group came out of challenging circumstances.

D. Maeda said his Secretary of State, and a group of other Secretaries, asked that the vote on whether to eliminate the ex officio position from the board be voted on at the same time as

the other reform proposals. J. Marks said he agreed with that approach. B. Evans said he agreed as well.

Bylaws Amendments

S. Hamlin walked the board through the workgroup's proposed changes to the bylaws. The changes were categorized as "operational enhancements" and "reforms." He explained that, generally, operational enhancements were technical, housekeeping in nature, or made to align with operational practices. Reform amendments to the bylaws were limited to repealing Article III, Section 3: Non-Voting Board Seats and a portion of another section that references non-voting board seats.

Chair Grandjean moved, and H. Burhans seconded, a motion to repeal Article III, Section 3 of the bylaws.

Discussion followed.

D. Becker said he wished to remain on the board. He made a case for why the board should retain his position. He highlighted his leadership in creating ERIC, his work over the last 11 years on behalf of ERIC – recruiting new states, helping interested states overcome hurdles to joining, working with local elections officials to build support for ERIC, and helping the organization build the reputation it now has. He specifically cited his work in building support for ERIC with the Florida Supervisors of Elections as an example of his contributions. He commented that being part of creating ERIC, and being part of it over the years, has been the most rewarding part of his career.

Discussion ensued. Some members spoke in favor of repealing the non-voting board seats, while others spoke in support of retaining the seats.

Secretary Maeda conducted a roll call vote of the membership. There were 7 yes votes, 20 no votes, and 1 abstention. The motion failed. See attached roll call documentation.

J. Choate moved, and L. Lamone seconded, a motion to approve the workgroup's proposed operational enhancement amendments to the bylaws the motion.

There was no discussion.

Secretary Maeda conducted a roll call vote of the membership. There were 27 yes votes and 0 no votes. The motion was adopted. See attached roll call documentation.

Membership Agreement Amendments

As the discussion transitioned to the workgroup's proposed changes to the Membership Agreement, R. Rock asked what items were going to be voted on at this meeting. S. Hamlin said there was a request during the open microphone briefing sessions to delay the vote on the proposed changes to ERIC report requirements (the "a la carte" model) in order to give members more time to dig into the proposed changes. The intent now was to set a date for the board to discuss and vote on these changes, likely in March.

With approximately 30 minutes before the meeting was scheduled to adjourn, S. Hamlin and Chair Grandjean agreed it was prudent to postpone the briefing and scheduled vote on the workgroup's proposed operational enhancement amendments to the Membership Agreement.

To facilitate a short discussion on the workgroup's recommended reform proposals to ERIC's report requirements (the "a la carte" model), S. Hamlin provided a rushed overview of the proposal.

Chair Grandjean moved, and B. Evans seconded, a motion to meet to discuss and vote on the workgroup's reform proposals to the Membership Agreement on March 17, 2023.

J. Choate spoke to the proposed "a la carte" changes to the ERIC report requirements, making a case for the merits of the proposal and the need to think differently about how ERIC functions and what it requires of its members going forward. He encouraged all Directors to go back and have serious, thoughtful internal discussions with their Secretaries or boards about the proposal and what they really want from ERIC going forward.

There was no further discussion.

Secretary Maeda conducted a roll call vote of the membership. There were 25 yes votes and 1 abstention. The motion was adopted. See attached roll call documentation.

6. 2023 Elections (Discussion/Board Vote)

a. Officers and Committee Members

With approximately 10 minutes left before the scheduled adjournment, S. Hamlin quickly summarized the process and discussion the Executive Committee followed to put together the recommended slate of officers and committee members for 2023. He noted the importance of continuing the practice of electing an Executive Committee comprised of Member Representatives whose Chief Election Officials are from both major parties; that the leadership team be bipartisan. He then put a motion on the screen displaying the Executive Committee's recommended slate.

R. Rock moved, and M. Wolfe seconded, a motion to appoint J. Brater (MI), Chair, C. Peters (MO), Vice Chair, H. Burhans (IA), Treasurer, D. Maeda (MN), Secretary, J. Marks (PA) and B. Evans (GA) as Executive Committee Members, and S. Holmes to the board member representative to the Finance Committee for 2023.

There was no discussion.

Secretary Maeda conducted a roll call vote of the board. There were 27 yes votes and 0 no votes. The motion was adopted. See attached roll call documentation.

b. Non-Voting Board Member

S. Hamlin provided a summary of the history of the non-voting board seats, including how the board had modified the non-voting board seat bylaws provision over time.

With less than five minutes before the scheduled adjournment, M. Wolfe expressed strong concerns about the rushed nature of this important decision, noting there was no time for discussion. (Several members were preparing to leave because they had flights to catch.) M. Grandjean moved to vote on the appointment of the ex officio (non-voting) board member at the March 17 meeting and to leave the position vacant until that date. There was no immediate second. D. Becker asked if that would mean he could not participate in the March 17 meeting. C. Connor, participating via conference call, moved to reappoint D. Becker to the position. There was not a second. S. Hamlin and legal counsel were conferring and reviewing the bylaws for guidance on how to proceed in light of the disorder and confusion resulting from the lack of time, members leaving the room to catch flights, multiple

conversations occurring around the room, multiple motions on the table, multiple questions from members, a lack of clarity on whether all the motions were in order, and the need to adhere to the agenda and votes that were noticed. L. Lamone noted it was customary to allow the person to continue to serve in the position until an appointment is made. H. Burhans gave a second to Chair Grandjean's motion. J. Brater moved to extend D. Becker's term until the March 17 meeting. B. Evans gave the second. S. Hamlin suggested the board vote on J. Brater's motion, as it preserved the status quo by postponing a vote that had been noticed for this meeting and did not occur only because the board ran out of time.

Secretary Maeda conducted a roll call vote. There were 21 yes votes and 4 no votes. The motion was adopted. See attached roll call documentation.

The meeting was adjourned at 1:33 p.m. EST.