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Transcript

FirstNet Board of Directors Webcast, Salt Lake City, Utah, December 9-10, 2014 ***Part 1 - Governance and Personnel Committee***

SUE SWENSON: Good morning, everybody. Thank you for those attending this morning's meeting in the audience, and on our webcast, tuning into our FirstNet Governance and Personnel Committee meeting. It's actually a pleasure to be here in Salt Lake City. Gorgeous facility here, Chief Burbank, and it's going to be great to be here for a couple of days with the men and women of Salt Lake City, who do so much for the city. We'll also look forward to hearing from the Salt Lake City Mayor, Ben McAdams, tomorrow, so we'll look forward to that in our board meeting.

As we know, the law enforcement arm of our public safety community is critical to our nation's safety, so it's going to be great to be amongst the folks who make Salt Lake City a safe place to be, and look forward to meeting a lot of them. I appreciate what each of you do, each and every day.

As you know, we're continuing our open format for our meetings. We started that in June, and got a lot of good feedback about that. You'll see that we're starting with the Governance Committee this morning, and we'll continue that throughout the day. And we hope that this transparent process will enable you to have some visibility into more of the things that FirstNet is accomplishing, and we look forward to sharing that with you today.

We have several important topics on today's Governance and Personnel Committee agenda, but before we get started, you probably are all aware that the Inspector General of the Commerce Department issued the report on FirstNet this morning. I have posted a blog on the FirstNet website, and would ask that you refer to that particular blog for our response, and we'll talk a little bit later this afternoon, in the Finance Committee about that report.

I'd like to now call on our board Secretary to go over the conflicts notification, and explain to the audience, as well as the webcasting audience, more details on how we're going to conduct today's meeting.

Uzoma, would you be so kind as to take us through that?

UZOMA ONYEIJE: Thank you, Madam Chair. In advance of FirstNet's December 2014 committee and board meetings, FirstNet's Office of Chief Counsel, in coordination with the Department of General Counsel's Ethics Law and Programs Division has provided each board member with a summary outlining each of the material agenda items that are going to be discussed today.

The committee meetings and the board meetings were all covered in that, and the notice that was sent out reminded each of them of their obligations, under applicable laws. Providing this document in

advance to the board members allows them to identify any potential conflicts that exist, and seek legal advice from counsel regarding the identification of any potential conflicts of interest, and recuse themselves, as necessary.

We note that each board member has been provided with the opportunity to review those materials and the agenda, and no board member, prior to the opening of this meeting, has indicated that they have any recusals that need to be addressed. At this time, we would ask any board members that believe that they may have some additional recusal issues to note that for the record. Hearing none, I believe we are ready to get on with the substance of this meeting.

Madam Chair, would you like me to start with the roll?

SUE SWENSEN: That would be great, thank you.

UZOMA ONYEIJE: All right. Barry Boniface?

BARRY BONIFACE: Here.

UZOMA ONYEIJE: Tim Bryan?

TIM BRYAN: Here.

UZOMA ONYEIJE: Jeff Johnson?

JEFF JOHNSON: Here.

UZOMA ONYEIJE: Teri Takai?

TERI TAKAI: Here.

UZOMA ONYEIJE: And Sue Swenson?

SUE SWENSON: Here.

UZOMA ONYEIJE: Madam Chair, we have a quorum.

SUE SWENSEN: Right. I think the committee members have the minutes, from, I believe it was the September 16th meeting before them, and was wondering if anybody had any comments, or we have a motion to approve those minutes?

BARRY BONIFACE: So moved.

SUE SWENSEN: Thank you, Barry.

JEFF JOHNSON: Second.

SUE SWENSON: Thank you, Jeff.

Any discussion? All those in favor, please signify by saying aye.

ALL: Aye.

SUE SWENSON: Opposed? Any abstentions? Minutes are approved.

UZOMA ONYEIJE: Madam Chair, let me just point one last thing out to those who are watching. Obviously, FirstNet does our meetings in a sort of an open transparent way. We have the public in here with us. One of the requests that we do have is that during the meetings, you try to limit your movements in and out of the room, and if you have a mobile device, you take a moment now, to just make sure that you're turning it to silent, or just turning it off completely, to try to make sure that the day goes smoothly.

SUE SWENSON: Great. Thanks Uzoma. We have some revisions to our bylaws for consideration. I believe that a lot of these issues are clean-up and minor changes, but Uzoma, I think it would be helpful if you could review the major components of the bylaw changes that we're recommending.

UZOMA ONYEIJE: Absolutely. So prior to this meeting, we have distributed a red-line version of the bylaw changes that we are recommending, and I'm just going to talk to them at a high level. Each of the Committee members have the red-line, and ultimately, the public will see the red-line after the meetings tomorrow.

So I think one of the key things to keep in mind is that the bylaws were drafted in 2012, and FirstNet looks at its bylaws as being a living document. It's going to change over time as the needs and the activities of FirstNet changes. When FirstNet is fully operational, our bylaws will probably be modified to address those realities. And so, over time, we have some needs to change the bylaws, and that's what we're doing here.

So the first change is that the committee charters, which were created in 2013, were not contemplated when the original bylaws were drafted. So simply, what we're doing there is we're taking an opportunity to put the committee charters in as a specific reference, into the bylaws, and everyone can see that logic there.

Another thing that is happening is that the PSAC Charter itself was not originally part of our bylaws, because the PSAC Charter came later. We're fixing that now, and including the PSAC Charter explicitly, and incorporating it by reference.

The next thing is, again, it's another matter that changed over time. Now that we have committee chairs, we wanted to make sure that the bylaws specified some things that we believe the committee chairs could do, but we wanted to call it out explicitly in the bylaws, and one of those things was how frequently committee meetings take place. Now, the bylaws essentially leave that to the discretion of the committee chairs, but what everyone should understand is, by law, the FirstNet board meets quarterly. So we fully expect that, at a minimum, the committees who are going to be feeding work to the board will be meeting at least once a quarter, but beyond that, if a committee chair wants to meet more often, they can do so. The mechanism of how they would meet more often is by calling a Special Meeting, and so, there's a process in place where we actually put a public notice out, and at the discretion of the chair, a special meeting can be called. That provision, as well, has been included in our bylaws.

The final one, as it relates to the committee chairs is, that when there's a quorum at a meeting of the FirstNet board, that provision was actually specified in our enabling legislation. As it relates to the committees, that provision wasn't in the legislation. So we've taken the time now to explain that in each of the committee sessions, a quorum is a majority of the committee. So if a majority of the members are present, then we can continue with the business of the day.

One change, I think is a good change, is I never liked General Manager as a title, and so we are changing the title from General Manager to Executive Director. I think, with advice of some professionals, we recognize that this is probably a better nomenclature that better signifies exactly what the head of our organization is doing, so we're making that change as well.

One change that I wanted you to be aware of is that right now, we have made some modifications to the FirstNet bylaws, as it relates to how changes to the bylaws become effective. And so, essentially the way we're doing it now, to ease the administrative burden of having to get a bunch of approvals within the Commerce Department is, unless there's some major objection, those are going to go in automatically after ten days.

The rest of the changes to the bylaws, I would say, would fall under general clean-up. There was some language changes, and things of that nature. And again, the board, the committee, and the public will all get to see that in the red-lines that will be issued out. And that's all we have on the bylaws right now.

SUE SWENSON: Any comments or questions from the board? I just have one. I know that there's a clean-up, in the general clean-up, there's some language change, there was Directors in there, and now we're called board members. I mean, I think that's just a general clean-up that people will see throughout the....

UZOMA ONYEIJE: I think that's just an oddity that you will see, and I think if you get ten lawyers in a room to debate certain issues, there's weird things that happen. The enabling legislation for FirstNet never used the term Director. And I think it's more of a general clean-up than a substantive call. We're going to be calling the members of the board, board members, as opposed to Directors. But it will not change, in any way, the substantive power that they have to lead this organization.

SUE SWENSON: Great. Any questions or comments from the committee members? Great. I think we're prepared to vote on the resolution. Would you read the operative part of that resolution, Uzoma?

UZOMA ONYEIJE: Absolutely. The operative sentence is, now, therefore be it resolved that the Governance Committee of the First Responder Network Authority hereby recommends to the First Responder Network Authority board the modifications to FirstNet's bylaws, as attached to this resolution.

TIM BRYAN: I move that.

SUE SWENSON: Thank you.

TERI TAKAI: Second.

SUE SWENSON: Thank you.

Any further discussion? All those in favor, please signify by saying aye.

ALL: Aye.

SUE SWENSON: Any opposition? Any abstentions? Motion carries. Thank you. Nice to get that cleaned up, and I'm sure we'll have subsequent changes as the board evolves.

UZOMA ONYEIJE: Thank you.

SUE SWENSON: I think we're going to move now to the next topic, which is the Report to Congress. This is an annual event for FirstNet, and I believe we've done two reports, right TJ? To date?

TJ KENNEDY: We have.

SUE SWENSON: And you're going to bring us up to date on the upcoming report?

TJ KENNEDY: That's correct. Let me just jump to the right slides here. So as our Chair noted, we have been putting together the Annual Report to Congress. This will be our third report that goes forward. On this particular report, one of the things certainly we want to do is update Congress in their important oversight role, as well as the public, in all of the work that's been done to date, and in FY14, that ended at the end of September, we want to make sure that we bring everybody up to speed with what's been occurring.

From a historical note, just to talk about the two previous reports for fiscal year 2012, we laid out, the key elements that were done with the Technical Advisory Board, and the TAB report, and the key elements that came out of that, as a key function for building the foundation for FirstNet. We also highlighted the important grants from NTIA that went out to the States and Territories, to conduct outreach and education, and held work with FirstNet, and get into consultation. We also listed kind of the key resolutions and decisions that were made early on in the FirstNet program. These reports were also available online, and you can click on those with the slides that will also be posted.

For fiscal year 2013, we talked about the updates to building the management team, as well as the important increased role of the Public Safety Advisory Committee. We're quite glad to have Chief Harlin McEwen here with us today, as well, and Chief McEwen's work, along with the 40 members of the Public Safety Advisory Committee has been instrumental on what we're doing. We had a terrific meeting in Norman, Oklahoma, last week with the PSAC, and we'll talk more about that during the Outreach Committee meeting today. We also talked about the Spectrum Management Lease Agreements, would certainly be top projects to be able to continue those early projects, to get that done.

For fiscal year '14, we have a lot more that has gone on, and with a lot more key elements going forward, related to our strategic roadmap, and we laid out the strategic roadmap early in the year, and we've really been executing against that strategic roadmap by starting off with consultations. In April, we had 56 packages that went out to all the States and Territories. We started conducting the beta consultations very early, and after those consultations were worked through, and we took the lessons learned and applied them.

We've continued to do additional state consultations. We'll hear from Amanda and Dave a little bit later today, in the Outreach Committee, about those. We'll also talk about the ramping up of key staff, as well

as all the work done on the RFI and the public notice and comment, key elements of our strategic roadmap. We'll also be listing in there lessons learned that we've been getting from the BTOP projects, and how they can really help us implement those kinds of lessons, as we work on the nationwide network, and how not to either make some mistakes, or to leverage really good things that have happened throughout that. And we'll get both of those kind of key learnings from those efforts. We also will talk about the outreach and education as part of the consultation process. When we go out to meet with, whether it's public safety associations, whether it's consultation meetings, whether it's key police, fire, and EMS groups, we continue to both listen and learn and share what's going on with FirstNet, and we'll talk about how that has increased, and what's gone on in fiscal year '14. So these will all end up in the Report to Congress, that goes in, in February, and we'll be sharing that with the board as we come closer to wrapping up that report.

SUE SWENSON: That's it?

TJ KENNEDY: That's all.

SUE SWENSON: That's it. Great. Any questions for TJ on the report? You're getting kind of routinized on this, now that we've done it a couple of times, although it's a fairly extensive report.

TJ KENNEDY: It is. I mean, a lot of work goes into it by the team, to make sure that we're really capturing all of the good work that's been done, and also the lessons learned. And then, looking forward into next year, and what we're going to accomplish.

SUE SWENSON: Right. Great.

TIM BRYAN: Do we have some hearings after that, TJ? Do they follow up after they get the report?

TJ KENNEDY: They often can, and very likely, we would expect to have hearings coming out in the new year, that would certainly ask us about our progress in fiscal year '14.

SUE SWENSON: Great. Well before we close today, there's one additional announcement that I'd like to make. As you know, I was the Vice Chair of FirstNet before I became the Chair, and today, I want to announce the appointment of a Vice Chair for FirstNet. I'm pleased to tell you that the person that I asked to do it, agreed to do it, which is a first step. Because it's not an easy job, and has a lot of responsibility. And I'm pleased to tell you that Jeff Johnson, to my right, Chief Johnson, has agreed to accept this position as Vice Chair, and I couldn't be more pleased about that.

Jeff and I have known each other since FirstNet began. We have worked very closely together. I think you know that Jeff took on some management responsibilities in the early days for FirstNet with outreach. He continues as the chair of the Outreach Committee, and is very involved in not only outreach, but state consultation and communications, and all things in that particular area. For those of you who know Jeff, this won't come as a surprise. You know that Jeff has spent his career in public safety, and so he knows this extremely well. He also was a significant member of the group that actually created the enabling legislation that made FirstNet a reality. So he spent, I think, about five years on Capitol Hill with some colleagues, to make sure that that legislation was actually passed.

I've asked Jeff to focus on a key responsibility, which he does already, but this becomes really official, and that is to continue working with the Public Safety Advisory Committee with Chief McEwen, and the

Executive Committee and the whole PSAC. To also, obviously, continue his role as the Chair of the Outreach Committee, and all associated activities. But I've also asked him to handle some of the broader responsibilities of really creating and also enabling the vision of FirstNet. There's a lot of responsibility associated with what's going on at this particular stage in time, and I also think it's really important that having a public safety professional in the Vice Chair role, I think is significant, and important to this effort. And it was going to help me and the FirstNet board and FirstNet management actually achieve our vision and our mission, which is actually to build a network for public safety.

I mean, that's the reason we exist today, and to accomplish that is really important. So Jeff, I really appreciate you taking on that responsibility, and look forward to continuing to work with you.

JEFF JOHNSON: Thanks.

SUE SWENSON: Great. So with that, I think we've concluded the business of the Governance Committee, and so I would entertain a motion to adjourn.

BARRY BONIFACE: So moved.

SUE SWENSON: Second?

JEFF JOHNSON: Second.

SUE SWENSON: All in favor?

ALL Aye.

SUE SWENSON: Objection? Abstention? Great. The meeting is adjourned. Thank you very much.