

Metropolitan Board of Ethical Conduct
Minutes of Meeting

Monday, October 27, 2025

The Board of Ethical Conduct held a meeting on this date in the Jury Assembly Room on the Ground Floor of the Historic Courthouse in Nashville, Tennessee.

Persons in Attendance:

Diane DiIanni, Board Chair
Kaymi Butler, Board Member
Brigid Carpenter, Board Member
Joseph Gutierrez, Board Member
Chris Sabis, Board Member
Kinika Young, Board Member

Nicki Eke, Legal Counsel
Hannah Zeitlin, Legal Counsel
Austin Kyle, Metropolitan Clerk
Shawn Reed, Deputy Metropolitan Clerk

Call to Order

The Chair called the meeting to order at 9:05 a.m.

Public Comment Period

No members of the public signed up to speak.

Approval of Minutes of September 18, 2025

Ms. Young moved to approve the minutes of September 18, 2025, which motion was seconded and approved by the following vote: “Ayes” (5): DiIanni, Carpenter, Gutierrez, Sabis, and Young; “Noes” (0); “Abstain” (0).

Announcement of Appeal Rights

The Clerk announced that parties who disagree with a final decision of the Board may appeal by filing a writ of certiorari with the Davidson County Chancery Court within sixty (60) days of entry of the Order, and parties are encouraged to seek independent legal advice to ensure that applicable procedures and deadlines are properly followed.

Discussion and Analysis of Complaint and Department of Law’s memorandum re: John Spragens et al. v. Fair Board Commissioner Jasper Hendricks

Chair DiIanni called on the Department of Law to provide a summary of the memorandum regarding the complaint.

Legal Counsel Eke provided a summary of the Department of Law memorandum regarding the complaint filed by John Spragens, Sandra Moore, Erica Lanier, and Betty White against Fair Board Commissioner Jasper Hendricks. Ms. Eke explained that there were six allegations in the

complaint against Mr. Hendricks and briefly described each one along with the Department of Law's recommendations. Allegation One alleged that the respondent accepted free access to a private event valued at over \$100 from a vendor seeking a contract. It is the opinion of the Department of Law that this, if true, could be a violation of the Standards of Conduct. Allegation Two alleged that the respondent conspired with Bristol Motorsports by accepting public relations instructions. It is the opinion of the Department of Law that, if true, this could create an impression of improper influence and be a violation of the Standards of Conduct. Allegation Three alleged that the respondent disclosed a confidential deal term sheet to the media before it was shared with the board. It is the opinion of the Department of Law that, if true, this could be a violation of the Standards of Conduct regarding the disclosure of confidential information. Allegation Four alleged that the respondent received campaign contributions from Bristol and its lobbyist. It is the opinion of the Department of Law that this would not constitute a violation of the Standards of Conduct, as the contributions were reported per state law and there was no evidence of a quid pro quo. Allegation Five alleged that the respondent colluded with Bristol during an active solicitation concerning the redevelopment of the Speedway in violation of the Procurement Code and Procurement Regulations. It is the opinion of the Department of Law that this, if true, would not give rise to a violation of the Standards of Conduct, as economic development agreements involving the lease of real property are not governed by the Procurement Code or Procurement Regulations. Allegation Six alleged that the respondent secretly negotiated a deal without authority from the Fair Board. It is the opinion of the Department of Law that this is a matter of board operations and governance and falls outside the scope of the Standards of Conduct. In summary, the Department of Law recommends that a hearing be held on allegations in the complaint that respondent violated the standards of conduct by:

1. Accepting free admission and access to a private event as a guest of a vendor seeking major contract approval from the Fair Board.
2. Conspiring with Bristol by requesting and accepting public relations instructions on public statements and media communications concerning redevelopment of the Speedway from Bristol's representative, and
3. Disclosing to the news media confidential information concerning a proposed deal for redevelopment of the Speedway.

Finally, the Department of Law further recommends that the Board dismiss claims in the complaint, that a respondent violated the standards of conduct by

- A. Receiving campaign contributions from Bristol and a political action committee operated by Bristol's lobbyist,
- B. Colluding with Bristol during an active solicitation concerning redevelopment of the Speedway in violation of the procurement code and procurement regulations.
- C. Secretly negotiating a deal with Bristol concerning redevelopment of the Speedway, despite lacking such authority, on the Fair Board bylaws or resolutions.

After discussion, Ms. Carpenter moved to proceed to a fact-finding hearing on the first three allegations, as recommended by the Department of Law, regarding accepting free admission and access to a private event as a guest of Bristol, a vendor seeking major contract approval from the Fair Board, conspiring with Bristol by requesting and accepting public relations instructions on public statements and media communications concerning redevelopment of the Speedway from

Bristol's representative and disclosing to the news media confidential information regarding a proposed deal for redevelopment of the Speedway and to dismiss the remaining three allegations, which motion was seconded and approved by the following vote: "Ayes" (6): DiIanni, Butler, Carpenter, Gutierrez, Sabis, and Young; "Noes": (0); "Abstain": (0). Chair DiIanni declared that the Board would conduct a hearing on the allegations that had been cited with the remaining allegations dismissed.

Chair DiIanni initiated discussion regarding the scheduling of the hearing on the matter. After discussion, the hearing was scheduled for Monday, November 24, 2025, at 10:00 a.m. Both parties were directed to submit any additional materials and a list of witnesses no later than Monday, November 17, 2025.

At this time, Chair DiIanni called for a brief recess before the taking up the next matter on the agenda.

Hearing for complaint: Ryan Moses v. Council Member Joy Kimbrough

Chair DiIanni reconvened the meeting at 9:30 a.m. and called the hearing to order.

Chair DiIanni noted recusals from Board members Carpenter and Sabis, and disclosed familiarity with witness Honorable Brenda Gilmore via a League of Women Voters committee but affirmed impartiality and independent judgment. Legal counsel for the complainant, Ryan Moses, was identified as Ed and Charles Yarbrough. Legal counsel for the respondent, Councilmember Kimbrough, was identified as Gary and Davin Kellar.

Both parties stipulated to admit all previously filed exhibits for authenticity.

Chair DiIanni offered the opportunity to provide opening statements to both parties. Counsel Ed Yarbrough offered an opening statement on behalf of Ryan Moses. Council Member Kimbrough delivered her opening statement.

Chair DiIanni clarified the hearing procedures and stated that each witness would be sworn individually as they are called. Chair DiIanni called on the counsel for the complainant to begin their case-in-chief. Counsel Yarbrough called for Ryan Moses to come forward as the first witness. Mr. Moses was sworn in and provided his full name and address for the Record. Counsel Yarbrough began direct examination of the witness. The Board asked clarifying questions during the testimony. Counsel Gary Kellar objected to the admissibility of certain testimony by Mr. Moses. The Board discussed the objection and Chair DiIanni ruled that it may be considered for understanding the complainant's perception of the phone call in question with the respondent. After further discussion, Chair DiIanni ruled to disallow the testimony and to proceed with the examination of the witness. Counsel Yarbrough concluded his questioning of Mr. Moses and the Board asked more clarifying questions. After direct examination concluded, Counsel Kellar cross-examined the witness. The Board asked additional clarifying questions and Counsel Yarbrough began redirect examination of the witness. After further questioning from the Board, the witness was excused.

Counsel Yarbrough called for Mr. Joe Bond as the next witness for the complainant. Mr. Bond was sworn in and provided his full name and address to the Board. Counsel Yarbrough began

direct examination of the witness. After discussion, Chair DiIanni ruled that the witness would not be able to present or refer to any documents on his phone that had not been provided as evidence pursuant to the Board's hearing procedures. The Board asked clarifying questions to the witness. Counsel Kellar did not cross-examine the witness, and Mr. Bond was excused.

Counsel Yarbrough stated that they had no further witnesses for the complainant. Counsel Kellar moved for the Board to dismiss the matter based on the lack of proof provided by the complainant. Chair DiIanni denied the motion and ruled that the hearing would continue.

Chair DiIanni called on the counsel for the respondent to begin their case-in-chief. Counsel Kellar called Senator Brenda Gilmore as the first witness for the respondent. Senator Gilmore was sworn in and provided her full name for the record. Counsel Kellar began direct examination of the witness. The Board asked clarifying questions to the witness. After direct examination concluded, Counsel Yarbrough cross-examined the witness. The Board asked additional clarifying questions to the witness and Senator Gilmore was excused.

Counsel Kellar called Mr. Harold Davis as the next witness for the respondent. Mr. Davis was sworn in and provided his full name and address for the record. Counsel Kellar began direct examination of the witness. After direct examination concluded, Counsel Yarbrough cross-examined the witness. The Board asked clarifying questions to the witness.

At this time in the hearing, Chair DiIanni called for a brief recess. Chair DiIanni reconvened the meeting at 12:45 p.m.

Chair DiIanni declared that Mr. Davis was still under oath and on the witness stand before the Board. With no further questions, Mr. Davis was excused.

Counsel Kellar called Ms. Lisa Proctor as the next witness for the respondent. Ms. Proctor was sworn in and provided her full name and address for the record. Counsel Kellar began direct examination of the witness. The Board asked clarifying questions to the witness. Chair DiIanni directed the witness to refrain from reading documents from her phone. After direct examination concluded, Counsel Yarbrough cross-examined the witness. The Board asked additional clarifying questions to the witness and Ms. Proctor was excused.

Counsel Kellar called Ms. Kimberly Joy Hodge as the next witness for the respondent. Ms. Hodge was sworn in and provided her full name and address for the record. Counsel Kellar began direct examination of the witness. The Board asked clarifying questions to the witness. Counsel Yarbrough did not cross-examine the witness, and Ms. Hodge was excused.

Counsel Kellar called Mr. Ian Rhett as the next witness for the respondent. Mr. Rhett was sworn in and provided his full name and address for the record. Counsel Kellar began direct examination of the witness. After direct examination concluded, Counsel Yarbrough cross-examined the witness. The Board asked clarifying questions to the witness and Mr. Rhett was excused.

Counsel Kellar called Council Member Joy Kimbrough as the next witness. It was clarified that the parties involved in the complaint, both the complainant and respondent, can testify before the board without being on the witness list submitted previously. Council Member Kimbrough was

sworn in and provided her full name for the record. Counsel Kellar began direct examination of the witness. The Board asked clarifying questions to the witness.

At this time in the hearing, Chair DiIanni called for a brief recess. Chair DiIanni reconvened the meeting at 3:50 p.m.

Chair DiIanni called the hearing back to order and reminded Council Member Kimbrough that she was still under oath. Counsel Yarbrough cross-examined the witness. The Board asked additional clarifying questions to the witness and Counsel Kellar began redirect examination of the witness. Upon conclusion of redirect examination, Counsel Kellar closed the respondent's case-in-chief.

At the request of Counsel Yarbrough, Chair DiIanni granted a five-minute recess to allow discussion regarding a rebuttal case.

Chair DiIanni reconvened the meeting at 4:45 p.m.

Upon resuming the meeting, Counsel Yarbrough declined to present a rebuttal case.

Chair DiIanni offered both parties the opportunity to provide closing arguments. Counsel Yarbrough provided closing arguments on behalf of the complainant. Counsel Kellar provided closing arguments on behalf of the respondent.

Chair DiIanni called for the Board to move to deliberation on the matter. After discussion, Ms. Young moved to dismiss the complaint against Council Member Kimbrough for lack of evidence to substantiate the allegations, which motion was seconded and approved by the following vote: "Ayes" (4): DiIanni, Butler, Gutierrez, and Young; "Noes": (0); "Abstain": (0). Chair DiIanni declared that the complaint is dismissed and that the Final Order from the Board would be forthcoming.

Next Steps/Scheduling

The hearing in the matter of Spragens et al. v. Fair Board Commissioner Hendricks is scheduled for Monday, November 24, 2025 at 10:00 am.

Adjournment

Upon motion properly seconded, the meeting was adjourned at 5:45 p.m.