

**California Grand Jurors' Association**  
**Board of Directors Meeting—December 16, 2014**

**MINUTES**

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**A. Call to Order & Roll Call**

The roll was taken, and the meeting began at 7:05 PM.

Present: Directors Karen Jahr (president), Lloyd Bell, Medsie Bolin, Marsha Caranci, Beckie Jennings (joined at 7:10 PM), Jerry Lewi (joined at 7:43 PM), Lou Meyer, Jim Ragan, Gary Spaugh; Director-elect Gerald Kunkle (joined at 7:23 PM), Finance Review Committee chair Rich Knowles

Absent: Directors Karin Hern, Dianne Hoffman, Diane Shepp

**B. Agenda and Comments**

B-1 Agenda Approval: Jahr

Jahr requested approval to change the agenda order by moving forward Action Item E-1, ratify appointment of Gerald Kunkle to the Board. With that one change, Bolin moved, Spaugh seconded, and the Board unanimously approved the agenda.

B-2 Member Comments

None.

**E. Action Agenda**

**E-1 Ratify the President's appointment of Gerald (Jerry) Kunkle to fill a vacant Director position in the Northern Region for the 2014-2016 term.**

Jerry Kunkle (Butte County) has a background in corrections, having retired as a lieutenant from the correctional division of the Santa Barbara County Sheriff's Department. He was a member of the Butte County Grand Jury in 2011/2012 and 2012/2013, and was the Pro Tem during his second term. He is an active member of the Butte County Chapter and has attended a number of regional meetings, most recently in Shasta County.

Caranci said that she met Kunkle at the recent regional meeting in Shasta County, is very impressed, and supports his appointment.

**The motion passed unanimously, 7-0-0.**

Note: further action items were considered in normal agenda sequence (see E. Action Agenda below, starting on page 5).

**C. Consent Items**

- C-1 Approve Regular Board Meeting Minutes, 11/25/14: Ragan  
Jahr proposed three typographical corrections to the Minutes, none of which deals with substance. She will send them to Ragan for incorporation into the Minutes.
- C-2 Acknowledge Committee Minutes in 12/16/14 meeting packet: Jahr/Ragan  
The Board unanimously approved the Consent Items.

**D. Officer and Committee Chair Reports**

- D-1 President's Report  
Jahr reviewed with Board members their topic input for the January 9-10, 2015 Board retreat. The top four "vote getters" were:
- Bylaws and policy review (8 votes)
  - How to make the next Annual Conference a success (8 votes)
  - Reasons for membership decrease and how to develop a plan for increasing membership
  - Improving communications among chapters, committees, and the board
- Jahr will email the complete list of all Board members. If we decide to reorder the list at the retreat, that's OK. It's good to have a general idea of the topics. And the items we don't get to at the retreat can be topics for our upcoming board meetings on January 27 and February 24.
- Spaugh asked what the intention is with respect to review of the bylaws and policies. Jahr said that the retreat is to address the structure and approach for the review.
- D-2 Officer Reports  
Treasurer Meyer said that he continues to work with former Treasurer Hoffman and Finance Committee (FC) members Bell and Caranci to go through the QuickBooks procedures. He said that there is a lot that can be done with QuickBooks that isn't happening. He will be putting all the options together for FC review.
- Secretary Ragan asked if there should be a closing date for sending backup information to Board members for each meeting. The deadline to release the agenda is seven days before the board meeting. The general consensus is that it's OK for Board members to receive the backup information right up to the Board meeting. Ragan then asked whether individual Board members should be able to send meeting background information directly to other Board members or whether all such items should go through the President and Secretary. The general consensus is that such information should go through

the President and Secretary. This routing gives the information “official meeting status” and reduces the amount of email that directors receive.

D-3 Legal and Legislative Resources Committee (LLRC)

Jahr reported that LLRC does not regularly hold meetings. Its main current business is to respond to inquiries with respect to best practices. LLRC members do this via email. LLRC will meet on December 17, however, to discuss committee protocols, including using WebEx. In the past month, LLRC has released one response.

D-4 Public Relations Committee (PRC)

Spaugh raised the concern about public confusion regarding grand juries in light of the national publicity surrounding two recent criminal grand jury actions in Ferguson, Missouri, and Staten Island, New York. Maybe CGJA should take some public action to make certain that this is not a confused issue in California. Is this an issue for PRC or LLRC? Should we contact the media or put some information on our web site? We don't want to see legislation introduced in the Legislature that could threaten our grand jury system because of recent events. CGJA should be on the front of this issue.

PRC Chair Ragan said that PRC has discussed this very issue. We posted on our web site blog a link to a local National Public Radio interview with a retiring superior court judge about the difference between criminal and regular grand juries. PRC sees this as an opportunity to send this link to chapter presidents, perhaps also with a generic information piece that they might want to use. Ragan also said that he, the San Luis Obispo County chapter president, and the County grand jury foreperson will meet with the County district attorney on December 19 to discuss to information we should present to the public. Spaugh said it would be useful to have information available to send to state legislators if there is any evidence that grand juries might be publicly challenged.

Bolin asked if CGJA might issue a press release or letter-to-the-editor approach. Spaugh said that we need a unified message. Bolin asked if we might get Dan Walters to write an article on this. Ragan said that PRC is working on this and will talk with Dave Bryan, the political reporter who addressed the 2014 Annual Conference in Burbank.

Jahr said that LLRC should review any material to be distributed. She also said that the California District Attorneys Association probably has position papers or news releases on matters such as this. PRC should check these out.

D-5 Membership Relations Committee (MRC)

MRC member Spaugh said that he welcomes the Board retreat agenda item to address improving communications among chapters, committees, and the board. This is an important MRC issue.

Ragan highlighted an item in the December 6 MRC Minutes regarding CGJA providing conference call (Free Conference Call) services to chapters (especially regional hosts). His recollection was that MRC would like to do so. The Secretary would do the scheduling to avoid conflicts. He asked for Board member views. Meyer said that it is so easy for anyone to set up Free Conference Call that we should just distribute that information and not get involved in scheduling. There was general agreement with Meyer.

D-6 Training Committee (TC)

Chair Caranci reported that the Training Committee now consists of 14 members. TC met December 15, and the Minutes were just distributed.

D-7 Finance Committee (FC)

Chair Bell reported that since the last FC meeting, the committee has met a couple of times via WebEx to get all the information needed for the committee's operations. He highlighted three items that FC is working on:

- Use of CGJA's Sacramento mailing address (private mail service) for all CGJA correspondence. FC will have more information later.
- Agenda Action Item E-5, addressing reimbursement of some of the Directors' travel expenses.
- Exploration of the ways that we build budgets, perhaps moving from cost-based to activity-based.

D-8 Awards Committee (AC)

The next meeting will be January 14, 2015.

D-9 Annual Conference Committee (ACC)

No report.

D-10 (a) Finance Review Committee (FRC)

Chair Knowles said that FRC has met twice and is looking for firms capable of conducting a financial review of CGJA. FRC has identified four firms for interviewing and has composed the general line of questioning for the interviews. The committee minutes contain the general questions and the firms. Knowles asked for input on the questions and on likely firms.

Jahr asked when the 2014 books are closed. Meyer responded, in late January. Jahr asked when would be the earliest for the Board to approve the firm to do the financial review. Knowles responded that he hopes to have an action item for the January 27 Board meeting, with the contract to be negotiated shortly after that.

D-10 (b) Retreat Ad Hoc Committee/Approach to Bylaws/Policies Review

Spaugh reported that the ad hoc committee has put together a memo distributed to Board members outlining a team-building effort in three segments:

- ❑ Segment #1: At the beginning of the retreat on Friday morning, Board members will briefly address their backgrounds, capabilities, views of the organization and personal goals for working on behalf of the CGJA.
- ❑ Segment #2: A fast-paced, challenging exercise will focus on team building, collaboration and communication; members will engage and enjoy a unique activity.
- ❑ Segment #3: Using the state-wide *Training Program* as a highly successful component of the CGJA, Board members will examine its positive attributes including how it is organized /managed and evaluate its “best practices” for potential application to other areas in the organization.

John Britto, a member of the San Joaquin chapter and a skilled facilitator, will facilitate segments 2 and 3.

In the evening after dinner, the board will take part in an “Ice Breaker” using grand jury-based practices; it will be both mysterious and rewarding.

All Board member comments supported the committee’s approach for the retreat.

Spaugh mentioned that, to facilitate the team-building effort, the committee will soon send a questionnaire to all Board members. Spaugh requests responses by December 23.

Logistically for the retreat, Caranci asked Board members for suggestions regarding lunch accommodations. The general consensus was that food should be brought in, with everyone eating as a group: an assortment of sandwiches and salads.

Spaugh next reported on the approach to bylaws/policies review. How can we reach out to CGJA members and chapter officers on this issue? Can we reach out to them before our January retreat for their suggestions? How do we as Board members reach out regionally and to chapters? We need members to tell us what is on their minds.

Caranci said that she supports the approach, but questions the timing at this time of year. We have to get this right. We have another Board retreat scheduled for the first week in March, which would allow us more time to seek and analyze member input.

Spaugh basically agreed with regard to timing, but stated we have to move this process forward. The January retreat will give us the opportunity to do so.

Lewi argued for not rushing into this. We should discuss it at the retreat.

Jahr said that this is a priority item for the retreat.

Spaugh said this is such an important matter for our membership that we have to address it and the retreat is the appropriate forum.

**E. Action Agenda** (continued)

**E-2 Ratify the President's appointment of Larry Johnson to chair the Legal and Legislative Resources Committee.**

Jahr said that she is appointing Larry Johnson to fill a chair vacancy on LLRC, which requires Board ratification. Larry, a resident of Shasta County, is a retired attorney and a qualified trainer of the two law topics. He has been a member of LLRC for about a year and has authored several of the committee's recent responses. He has been the acting chair of LLRC for the past three months, and has done a fine job.

**The motion passed unanimously, 9-0-0.**

**E-3 Ratify the appointments of Jerry Lewi as chair of NEC; and Jerry Lewi and Bette Flick (Southern Region), Lloyd Bell and Nadine Muller (Central Region), and Marsha Caranci and Ray Frisbie (Northern Region) as committee members.**

Jahr said that Policy 11.002 requires the Board of Directors to ratify the President's appointments of the six members of the Nominations-Elections Committee (NEC) (including the chair) as soon as possible after the annual CGJA election of directors. That policy and Article 5 of CGJA's Bylaws provide that the committee will be comprised of two members from each region, one of whom is a director and the other a non-director.

**The motion passed unanimously, 9-0-0.**

**E-4 Approve the 2015 CGJA Budget.**

FC Chair Bell said that the proposed budget sent to Board members as part of the meeting packet represents the best efforts to date to assemble a reasonable estimate of income and expenses anticipated by our Association. While mindful that recent events did not allow for the normal give-and-take process of budget building that may have occurred in the past, this budget reflects the assumption of the FC that the 2015 AC will be self-sustaining and that other committee activities which have experienced a downturn of late should at least stabilize, if not improve, during 2015. Bell noted the additional expense items for Director travel for face-to-face meetings outside of those held at the Annual Conference (to be considered under Action E-5). Also noteworthy is that while there is no line item for an anticipated financial review/audit, FC feels that sufficient funds can be made available for this purpose, subject to Board approval if necessary. The only downside to approving this action is that using carried over assets from the previous year in order to present a balanced budget gives the Association a false sense of the financial condition of the organization. At the December 2 FC meeting, Bell had asked the Treasurer to run a forecast on the long-term effect on CGJA finances if we continue to use this practice. The result is that carryover funds would be

available for use only until the end of 2017. Therefore, in 2015 we must be mindful of our expenses and the income received from various activities.

Lewi asked, what is the projected \$12,000 for consultant services (item 4040)? Could that budget item be used for the independent financial review? Bell said that the item was in the 2014 budget for administrative assistance to the Training Committee, but not used. The 2015 budget includes the same amount. Those funds could be available if we don't commence action to use them to support training. Caranci said that the financial review expense would be a one-time charge, and we have money in the general fund to cover it.

Meyer said that the three-year financial forecast includes \$5,500 for the independent financial review in 2015. Meyer said that he firmly believes that when the board knows it will have a specific expense for a particular year, we should budget for it in that year and not rely on the availability of general fund money. In 2015, we are looking at about a \$25,000 deficit, covered only by going to reserve funds.

Jahr clarified that, in future years, all known expenses will be budgeted for and covered by income. Meyer agreed.

**The motion passed unanimously, 9-0-0.**

The approved 2015 budget is attached to these meeting minutes.

**E-5 Approve the proposed sub-division H of CGJA Policy 5.004::**

CGJA Directors and Officers are volunteers and are not paid for their time. However, they are entitled to reimbursement for travel expenses when required to attend a face-to-face Board Meeting or Board Retreat (a "Board event"), when held separately from the Annual Conference. There will be no reimbursement for meals or other personal expenses. It is the responsibility of the individual seeking reimbursement for travel expenses to ensure that the reimbursement request is based on the lowest cost possible. Guidelines for reimbursement are as follows:

1. Directors and Officers required to attend a Board event may be reimbursed for the cost of actual round-trip mileage at the IRS rate in effect at the time when traveling by automobile to a Board event.
2. Directors and Officers are expected to keep their travel costs as low as possible by utilizing the least costly method of travel. If traveling by air, attendees shall book their flight early to take advantage of discounted fare offers.
3. When traveling by automobile, parking and toll bridge fees will be reimbursed if appropriate receipts are provided.
4. When traveling by air, airport parking fees (at an economy lot), and hotel shuttle or commercial shuttle service to and from the event venue, if needed, will be reimbursed with appropriate receipts.
5. If traveling by air would result in lower travel costs, then only the estimated cost of air travel will be reimbursed, even if the attendee

chooses to drive. The reverse also applies. In other words, travel costs that exceed the least expensive method of travel will not be reimbursed.

6. Directors and Officers living too far from the Board event to commute (generally over 60 miles) may request a hotel sleeping room. The request must be directed to the Finance Committee or event coordinator who will make the reservations at the group rate allowed by the hotel.
7. All expenses must be itemized on the form "Expense Reimbursement Request" with all receipts attached and the form signed and dated. This form should be sent to the Treasurer no later than 60 days after the expenses were incurred. The Treasurer will assign accounting numbers to the requested amounts and send a copy to the President for review and approval before payment.

Bell said that the proposed policy will provide limited expense coverage for Board members for travel related to face-to-face meetings and retreats held outside the Annual Conference. The Board had asked the FC to examine this. The downside of approving this would be the additional \$5,700 expense, which is included in the 2015 budget. Jahr asked if this would mean that travel costs for the January and March 2015 retreats would be covered. Bell said, yes.

Lewi offered support, saying that he always felt that it was inequitable that he, as both a board member and trainer, was reimbursed for travel expenses to attend the Train-the-Trainer workshop in February or March held in the same location as and just prior to the Board retreat, while board members who were not trainers were not reimbursed.

Bolin also supported the new policy because of the importance of face-to-face meetings.

**The motion passed unanimously, 9-0-0.**

- E-6 **Adopt the following amendments to the Policy Manual: (1) Amend Policy 3.001, (2) delete current Policy 3.002 and replace it with the attached text, (3) adopt Chapter 12.000, Annual Conference Committee, and (4) renumber current Policy 12.000, Ad Hoc Committees, to 13.000 and current Chapter 13.000, Appendices and Forms, to 17.000.**

The amendments are shown in blue.

### **3.000 ANNUAL MEMBERSHIP MEETING; ANNUAL CONFERENCE**

#### **3.001 Annual Membership Meeting**

- A. The Board of Directors shall arrange for an Annual Meeting of the Association Membership, to be held in conjunction with the CGJA Annual Conference. The Annual Membership Meeting and the Annual Conference will be held during the three-week period from the last week in October through the first two weeks of November. To the extent



possible, the dates of the Annual Membership Meeting and Annual Conference shall be established **two years** prior to the event.

B. Presentations to be included on the agenda for the Annual Membership Meeting are:

1. President's Report from the Board: The "State of the Association"
2. Report on the results of the election of Directors
3. Treasurer's report

In addition, the following may be included:

4. Award presentations
5. Legislative year in review
6. Committee reports
7. Chapter reports

### **3.002 Annual Conference (AC)**

A. Each year, the Association will arrange for an Annual Conference (AC) to be held in conjunction with the Annual Meeting of the Association Membership. The Board of Directors will, through its Annual Conference Committee (ACC), and in consultation with the Chapter or independent association that will host the conference, plan, manage and conduct the conference, as described in this policy and in Chapter 12.000, Annual Conference Committee.

B. The Board shall approve the city and hotel in which the AC will be held, the conference dates, and the conference budget, upon the ACC's recommendation. The Board shall also approve and the President shall sign the hotel contract negotiated by the ACC, which will provide for guest room rates, minimum room nights, the rental of conference rooms, catering services, menu selection, and other services and facilities as may be necessary.

## **12.000 ANNUAL CONFERENCE COMMITTEE**

### **12.001 Functions and Duties**

A. The Annual Conference Committee (ACC), a standing committee of the CGJA, oversees the planning and management of the Association's Annual Conference as authorized by Policy 3.002. The role of the ACC includes oversight of the activities of the hosting Chapter or independent association ("the host") regarding program development, enlistment of volunteer support, financial management, publicizing of the event, registration, and associated tasks. All such activities shall be conducted in accordance with this policy and Policies 12.002, 12.003 and 3.002. The ACC shall keep the Board of Directors informed of its progress in the planning and management of the conference.

B. The ACC shall provide guidelines to the host, detailing its involvement and responsibilities. At a minimum, the host shall be required to keep track of all encumbrances, expenditures and

receipts; promptly forward all registration fees to the Treasurer for deposit; solicit conference evaluations; and provide monthly progress reports to the ACC and the Board of Directors.

- C. The programming for the Annual Conference shall, to the extent possible, advance the Association's charitable and educational purposes and Mission Statement.

#### **12.002 Committee Organization and Operations**

- A. **Members.** The President shall appoint the Chairperson of the ACC subject to ratification by the CGJA Board of Directors. The Chairperson shall appoint other members of the committee, including the AC Treasurer. At least one member of the ACC shall be a Director of the CGJA.
- B. **Conference Chairperson.** The President shall appoint a Conference Chairperson for each Annual Conference, who shall be a member of both the CGJA and the hosting Chapter/Association ("the host"). The Conference Chairperson shall serve until the submission of the Conference Financial Review Report for the Annual Conference held in his or her county. The Conference Chairperson shall be a voting member of the ACC. The Conference Chairperson may appoint a non-voting ad hoc committee member from the host. In the Conference Chair's absence, the ad hoc committee member may vote on committee matters.
- D. **Meetings.** The Chairperson of the ACC shall schedule meetings as necessary. In order to conduct business, a majority of the members of the committee (a quorum) must be present in person or by telephone or videoconferencing. An affirmative vote of a majority of the members present at any meeting shall constitute an act of the committee.
- E. **Minutes and Reports.** The ACC shall maintain minutes or records of meetings and activities and shall report its actions to the Board. It shall also submit a Conference Financial Review Report to the Finance Committee pursuant to Policy 12.003 (E).

#### **12.003 Budget and Finances**

- A. **Budget.** A separate budget for each Annual Conference shall be prepared by the ACC and shall be submitted to the Board of Directors for approval. The budget for the conference shall be within the ACC budget and CGJA's budget, all of which will be approved by the Board. The conference budget shall include line item details for all anticipated expenses and should be developed as soon as possible so that the Board can supervise expenses. Any proposed revisions to an approved budget shall be submitted to the Board as needed once the planning stages of the conference commence. The proposed budget shall be revenue-neutral.

- B. **Expenditures.** The CGJA Treasurer shall pay expense claims only when reimbursement has been planned and budgeted and the claim is supported by a proper invoice, receipt, or other acceptable documentation. Any proposed expense that would exceed the total approved conference budget must be considered and approved by the Board before the expense is incurred.
- C. **Host Responsibilities.** The hosting Chapter/Association (“the host”) shall take all steps needed to ensure that the conference is self-supporting. The host shall maintain records of receipts and expenditures related to the conference, and shall keep the AC Treasurer informed of such matters. The host will make monthly written reports to the ACC and to the CGJA Board, detailing its progress and providing all financial information. The host shall undertake other duties upon request of the ACC.
- D. **Accounting.** The AC Treasurer shall maintain proper accounting records of conference finances, as directed by the CGJA Treasurer.
- E. **Financial Review Report.** The ACC will submit a Conference Financial Review Report to the Finance Committee within 60 days of completion of the Annual Conference.
- F. **Advances.** The ACC is authorized to receive an advance of up to \$1,000 from the CGJA Treasury to meet up-front expenses. The ACC may ask the CGJA Board for additional funds, if necessary. The hotel meeting room(s) reservations may be paid for using a CGJA credit card or CGJA check.
- G. **Refunds.** Refunds of registration fees shall be issued in accordance with Policy 15.000E, Refunds.
- H. **Fundraising.** The ACC or the host may conduct fundraising activities during the conference with the advance approval of the Board. Proceeds from ACC fundraising activities, should there be any, shall be used to offset expenses associated with holding the Annual Conference; provided, however, that any restrictions by a donor on the use of donated funds shall be honored. Any host fundraising revenue will be used as follows: first to cover any unpaid conference expenses of the host, and then to cover any unpaid expenses of the conference. Any profit from host fundraising will be distributed as the host and CGJA agree. The ACC shall clearly indicate to conference attendees the disposition of moneys received from fundraising efforts.
- I. **Surplus Conference Revenue.** Except as provided in H, above, any revenue in excess of expenditures shall be deposited in CGJA’s general fund.

Jahr said that the proposed amendments are a joint product of the Policy Review Committee and the Annual Conference Committee. If the amendments are adopted, the Board would establish a new chapter of the Policy Manual,

Chapter 12, Annual Conference Committee (ACC). Each CGJA standing committee has its own chapter in the Policy Manual. The ACC became a standing committee in 2013, so it makes sense for it to have its own chapter. Lewi emphasized the need for revised and new policies. He stated his belief, however, that the proposals represent a serious departure from practices of CGJA over the last 30 years. Host chapters have been given fairly free reign in planning annual conferences. Now that ability would be taken away. The host chapter's responsibility would be limited to managing the finances. This new policy also suggests a message that CGJA doesn't trust the host chapters to do what they have been doing for the last 30 years. Generally, the chapters have done a good job.

Bell responded that, as a member of the chapter hosting the 2015 Annual Conference, he doesn't view the proposed changes negatively at all. The helpful direction from the ACC at the state level is invaluable. He supports the new policies.

Bolin also supports the new policies as a positive move. It would give us greater flexibility in selecting venues, perhaps that would involve many chapters as hosts.

Caranci added her support, saying that one of the reasons for making the ACC a standing committee is to add continuity and expertise to the process.

With regard to specifics, Caranci directed members to 12.003, subdivision H, Fundraising. In the past, some chapters have used raffles or silent auctions, for example to raise funds for the chapter. The proposed policy says that proceeds from fundraising should go first to cover any unpaid conference expenses, first of the host and then of the annual conference. She said the priorities should be reversed. Lewi and Bell supported this. Bolin injected concern about the need to distinguish between ACC and host fundraising. Following wordsmith negotiation, the following language emerged for the second and third sentences of 12.003, subdivision H:

~~Proceeds from ACC-fundraising activities, should there be any, shall be used to offset expenses associated with holding the Annual Conference, with any excess to the general fund; provided, however, that any restrictions by a donor on the use of donated funds shall be honored. Any host fundraising revenue will be used as follows: first to cover any unpaid conference expenses of the host, and then to cover any unpaid expenses of the conference.~~

**The Board voted unanimously, 9-0-0, to approve the modification.**

Meyer said that his understanding is that, under 12.003 subd. A, the ACC builds the budget and establishes what the expenses are. But, under subd. C, the host chapter is responsible for making the annual conference self-supporting. If the ACC establishes the budget, it doesn't make any sense to tell the host that "it's your job to make this self-supporting." Jahr said that the key phrase is that

the host shall take all necessary steps to make sure that the conference is self-supporting, because 10 months ahead we don't know precisely what the attendance will be. We expect the host to make good faith efforts to make sure that this is a self-supporting activity. Bell asked, but what happens then if the conference is not self-supporting? What is then the responsibility of the host? The language just expresses a point of view without a consequence.

Lewi said that it's well understood that the conference shall be self-supporting. The words should be modified.

Meyer offered the following modification to the first sentence of 12.003, subd. C:

The hosting Chapter/Association ("the host") shall embrace the CGJA's need take all steps needed to ensure that the conference is self-supporting. (new words in red)

Bolin said that this may be a moot point down the road since the ACC has taken on the responsibility for putting the budget together and negotiating the major cost: the venue, meeting rooms, sleeping rooms, and food.

**The Board voted unanimously, 9-0-0, to approve the modification.**

Lewi offered two other suggested changes.

First, under Policy 12.002, Committee Organization and Operations, he sees no need for subd. D (Meetings) and subd. E (Minutes and Reports), since they define what all committees should do and are addressed under general policies.

Caranci responded by saying that subd. D should be subd. C, and the current subd. E should be subd. D. She agrees with deleting the new subd. C. But since this is a new committee that didn't function that much last year, it's good to remind them that minutes and reports are necessary.

**The Board voted 7-2-0 to delete subd. C:**

~~C. Meetings. The Chairperson of the ACC shall schedule meetings as necessary. In order to conduct business, a majority of the members of the committee (a quorum) must be present in person or by telephone or videoconferencing. An affirmative vote of a majority of the members present at any meeting shall constitute an act of the committee.~~

**With respect to the proposal to delete the old subd. E, Minutes and Reports, the Board voted to reject the proposal.** The section remains, with a new letter:

C. Minutes and Reports. The ACC shall maintain minutes or records of meetings and activities and shall report its actions to the Board. It shall also submit a Conference Financial Review Report to the Finance Committee pursuant to Policy 12.003 (E).

Second, under Policy 12.003, Budget and Finances, subd. E, Financial Review Report, Lewi sees a need to broaden it or add another section to require the

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**Comment [1]:** JIM – CHANGE TO "SUBD." THROUGHOUT

host chapter should develop a complete post-conference report on all conference aspects. Spaugh pointed out that the new sentence does not fit under subd. E, since it is broader than the 12.003 section, Budget and Finance. 12.003 subd. E, therefore would remain the same, and the sentence would be added to 12.002 subd. C, Minutes and Reports, as follows:

C. Minutes and Reports. The ACC shall maintain minutes or records of meetings and activities and shall report its actions to the Board. It shall also submit a Conference Financial Review Report to the Finance Committee pursuant to Policy 12.003 (E). The ACC, in conjunction with the host, will submit a full report of the Annual Conference to the Board of Directors. (new words in red)

**The Board voted unanimously, 9-0-0, to approve the modification.**

**The motion to Adopt the amendments to the Policy Manual: (1) Amend Policy 3.001, (2) delete current Policy 3.002 and replace it with the attached text, (3) adopt Chapter 12.000, Annual Conference Committee, and (4) renumber current Policy 12.000, Ad Hoc Committees, to 13.000 and current Chapter 13.000, Appendices and Forms, to 17.000, as modified by votes recorded above, passed unanimously, 9-0-0.**

E-7 **Change the title of Policy 12.001 from “Ad Hoc Committee for Grant Writing” to “Ad Hoc Committee for Fund Development” and (if Action Agenda Item E-6 is approved) change its number to 13.001.**

The purpose of this action item is to formalize action initiated by former President Bill Trautman in 2013 to change the focus of current Policy 12.001 from “grant writing” to more general “fund development.”

Since Action Agenda Item E-6 was approved (adopting a new Chapter 12.000, Annual Conference Committee), current Chapter 12.000, Ad Hoc Committees, will be re-numbered 13.000 (and Policy 12.001 would become 13.001).

**The Board voted unanimously, 9-0-0, to approve the action.**

#### **F. Director Comments**

Lewi directed Board member attention to Item H-3 in the meeting packet, 2014 Annual Conference Budget Actuals. He explained why the 2014 Annual Conference lost money.

He recommended that ACC develop a hands-on handbook containing procedures on how to put on and host an annual conference. Bolin said that Shepp has an outline for such a handbook.

On another matter, Lewi said that, in the recent election for CGJA directors, one vote was very close, and CGJA does not now have a tie-breaking procedure. We need one.

Approved 01-27-15

With regard to standing committee procedures, Caranci noted that several committees do not have procedures for implementing board policies. One of the January retreat topics is this item. Jahr added that this is very important for institutional memory.

The meeting ended with a mutual sharing of happy holiday greetings.

**G. Adjournment** (9:31 PM).

Respectfully submitted,  
Jim Ragan, Secretary