

California Grand Jurors' Association
Board of Directors Regular Meeting – August 26, 2008
MINUTES

Call to Order & Roll Call:

The roll was taken at 7:02 and the meeting was called to order at 7:04 P.M.

Present: Avera, Bardell, Colbie, Heal, Hern, D. Hoffman, W. Hofmann, Johnston,
Landi, Lazenby, Lewi, Masini, McKown, Noce, Sitton, Thomas, Wylie
Absent: Chesny, R. Hoffman
Also: Linda Baker, Parliamentarian Lynberg

Agenda Approval:

Director Hern asked to move C-5 to the Action Agenda. A motion was made by Director Wylie, seconded by Director Hoffman and unanimously passed by voice vote to approve the agenda as amended.

Member Comment(s):

Member Baker was present but did not wish to make any comment.

Consent Item

- C-1 Approval of Minutes of June 24, 2008 Board Meeting: Landi
- C-2 Approval of Minutes of Special Board Meeting, July 1, 2008: Landi
- C-3 Ratify early informal release of 2008 Election results: McKown
- C-4 Ratify President's recent revival of three member committee of the Board to contact Director and Counsel: Lazenby

A motion was made by Director Colbie, seconded by Director Hern and unanimously passed by voice vote to approve the consent items.

In response to a question, Director McKown confirmed that all candidates and the Board will be advised of the election results via email.

Action Agenda

- C-5 Ratify three member Committee of the Board to act on behalf of Board in litigation matters: *Director Wylie, Vice President*
Recommended Action: Adopt the attached Resolutions to establish a Litigation Committee to include the three members of the original Investigative Committee plus one other Director. The members of this Litigation Committee will be granted full authority of the Board to deal with all matters of litigation and funding for that litigation.
Director McKown offered an amendment giving the Litigation Committee budgetary authority up to \$20,000 for legal fees. The maker agreed to that

amendment. The Treasurer agreed that the Committee needs authority to pay legal fees. He added that it makes no sense to appoint a committee without budgetary authority. Director Hern said the intent of the resolution as she reads it, is for the Committee to mount a very vigorous defense and as a result the \$20,000 allocation should be included in the resolution. The maker of the motion also agreed that language be added to the resolution indicating that the Committee was authorized to expend up to \$20,000 for legal representation. Director Hern suggested that the following language be added to the end of the final paragraph that begins RESOLVED FURTHER:

“with Article X, Section 2. of the Corporation’s bylaws, and the Litigation Committee is hereby authorized and empowered to expend up to the sum of twenty thousand dollars (\$20,000) as and for legal fees and expenses without further authorization of the board of directors.”

The maker of the motion accepted and agreed to this amendment. Director Bardell asked where the money will come from and does it include payment if CGJA should lose. The Treasurer said there are funds available; we are not committing funds we don’t already have. Director Hern responded that the \$20,000 is committed to mounting a vigorous defense; it has nothing to do with any judgment. The President said the Litigation Committee includes the 3 members of the special investigation committee and Director Chesny as the fourth member. Director Bardell commented that she is uncomfortable with this whole process; including having the special investigation committee in the position of defending their decision; she is uncomfortable with Director Chesny being added; she is less confident than other Directors that CGJA will prevail. She feels railroaded and is not confident that we will prevail. Director Lewi asked Director Bardell what we should do differently. She reiterated that she feels railroaded and that the appointment of Director Chesny and the Diepenbrock selection was a fait accompli. It was pointed out that since the motion has not been passed, it is not a fait accompli. There have been months of review and commentary by the Board and special investigative committee which have nonetheless resulted in a lawsuit that involves and undermines the Corporation. When you are sued, you respond and you respond vigorously especially when you have found that the Corporation has done nothing to merit the claims that are being made by the plaintiff. It was pointed out that if we fail to make a response, the Court would find in favor of the plaintiff. The President said she also feels railroaded but that’s what happens when you get sued; a corporation has to hire an attorney since they can’t represent themselves. On 8/2/08 the investigative committee was revived and they were asked to be the independent body to begin the groundwork; the President has also conferred with her own attorney. The Bylaws say that the Corporation has to pay for the attorneys who represent every defendant. The Committee has recommended Diepenbrock since it was their opinion letter which we used for the actions which seem to be underlying this cause of action. Director W. Hofmann moved the previous question. Director Hern seconded that motion which passed by voice vote; Directors Lewi, Bardell and Heal opposed. C-5 as amended relative to budgetary powers passed by voice vote. Directors Bardell and Heal voted no. In response to a question, Director Heal responded that according to Roberts Rules he need not abstain even though he is the plaintiff.

D-1 Proposed Bylaw amendment regarding Executive Committee: Review the authority of this body as it is defined in CGJA Bylaws

President Lazenby

The maker continued this to unfinished business at a subsequent meeting.

D-2 Proposal for listing Associations on CGJA website

Director Lewi, Chair, Public Relations

Recommended Action: Approve listing Independent Former Grand Juror Associations on our website and in the Journal.

Director Lewi said in the past there have been sensitivities about the degree to which we recognize independent associations. Also, they may not want to be recognized or thought of being associated with CGJA. Director W. Hofmann, a member of MRC and future member of PR, has offered to take on the task of verifying independents/associations, obtain their contact information and get their permission before they are listed on the website or the Journal. Director Thomas said he supports this and has no interest in differentiating between chapters and associations as long as their mission is concurrent with ours. He is concerned about keeping the information up-to-date. Director Masini shares his concern about keeping the information accurate. Director Lewi amended his motion to state that the MRC shall have responsibility for maintaining liaison with the independent associations and chapters for purposes of keeping their contact information up-to-date; information will be provided to the webmaster and Journal editor. Directors Noce and Masini seconded the amendment. The amendment to the motion unanimously passed by voice vote. The original motion as amended passed unanimously by voice vote.

D-3 Proposed alternative plan for producing a 2009 Annual Conference

Director Lewi

Recommended Action: Approve Sacramento as the location for the 2009 Conference and the approach to a conference committee outlined below.

Director Colbie seconded the motion. Director Lewi doesn't think this proposal conflicts with the action adopted at the last meeting regarding chapter host and the RFP process. Director Colbie would be willing to check out Sacramento area accommodations. Directors Bardell and Thomas remarked that this is a good time to bring in more local volunteers. The motion passed unanimously by voice vote.

D-4 Approve Letter of Interest to be submitted annually by Committee Chairs

Directors McKown & Hern

Recommended Action: Accept the Letter of Interest/Resignation that all appointed committee Chairs sign on an annual basis. This would be due September 1, approximately 6 weeks prior to the annual conference; this letter would be sent to the President and the Board. **Future action recommended:** Send out a notice in June each year with the Letter of Resignation/Interest form to all committee chairs to be due September 1. The resignation date would become effective at the end of the annual Conference.

The motion was seconded by Director Masini. Director McKown briefly went over the contents of the letter of interest. This action would be effective immediately and the letter is due September 1; we can allow for a little flexibility this year. Director Thomas said that with the election of new officers this year, new committee chairs would be appointed regardless. Director Heal said that this proposal is contrary to normal parliamentary procedure and you should be careful about deviating from Roberts. He

said the current practice allows for committee chair changes with a new presidency. Director Hern called for the question and Director Landi seconded. The motion calling the question and halting further discussion passed by voice vote. Director Heal voted no and Director Bardell abstained. The original motion passed by voice vote; Directors D. Hoffman, Heal and Bardell voted no. Director Lewi abstained.

D-5* Proposal by Operations and PR for joint effort to revive GRIP

Director Bardell, Chair, Operations Committee and Lewi, Chair, PR Committee

1. **Recommended Action:** Approve the revised approach to producing an annual GRIP by Operations in conjunction with the Grand Jury Achievement Report (GJAR) produced by Public Relations.

Director Bardell said the submittal is self evident and she hopes that everyone is enthusiastic about the revival of GRIP. (*Directors Wylie and W. Hofmann left the meeting.*) Director Lewi said that fields can be added to the GJAR and that is the only involvement by PR. All the work to generate the data would have to be submitted in the form of a spreadsheet and would come from Operations. He added that all the reports in the GJAR are eligible for GRIP. Director Heal asked about the search mechanism and subject standardization. Director Lewi and Linda Baker think that 30 subjects are sufficient as a starting point. As other subjects become obvious, they can be added. Director Hern said that Marin County would be happy to share their subject categories. Director Bardell drew attention to item H-4. President Lazenby said that her understanding was GRIP was the indexing by topics and yet somehow during the last few years, GRIP has also encompassed the archival efforts. Can these two functions be more distinctly defined? Director Bardell believes GRIP morphed into getting reports into the archives. (*Director Sitton left the meeting briefly and returned.*) GRIP was abandoned in about 2002 and the effort was focused on making sure that reports were submitted to the archives. (*Director Hern left the meeting.*) Director Bardell's understanding is that archiving was a branch of what GRIP did. It was mentioned that Les Daye's last report re GRIP seemed to be an endorsement for electronic searches for this information. The President wouldn't want to see volunteers used for a project for which there is already a parallel effort. Director Thomas explained that our Google search tool is only as good as the information maintained on county grand jury sites—he doesn't believe this replaces GRIP. He further stated that the archiving has two components: try to get historical reports and follow-up to make sure that every county is complying with the law. Les went to Sacramento each year to check for county compliance. Director Thomas made an amendment to the motion (1) asking the Operations Committee to come back to the Board with a plan for the archivist functions separate from GRIP and (2) we approve this action conditionally for a 6 month period—then be reconsidered on a permanent basis. Director Bardell didn't agree that this is the best way to kindle enthusiasm among volunteers. Director Thomas withdrew part two of his amendment and indicated he would personally take responsibility for submitting an agenda item in 6 months seeking review of the progress. Director Thomas refined his amendment to be that Operations come back to the Board with a proposal for handling the archival (recover historical grand jury reports) and archivist (verifies reports are being submitted to State) function(s) independently of GRIP. Director Colbie seconded the amendment to the motion. There was discussion on the content and semantics of the amendment. Director Thomas clarified that his amendment does not preclude the same individuals from performing both functions. (The President took a count and

found that we had a total of 16 on line; 14 Directors and 2 guests.) Director McKown asked what number of votes would be required to pass/fail a motion. Secretary Landi responded that it would be 9 and Director McKown concurred ($17 \div 2 + 1 = 9.5$; rounds to 9). A roll call vote on the amendment failed for lack of a majority vote:

Ayes: Colbie, Landi, McKown, Noce, Thomas
Noes: Avera, Bardell, Heal, D. Hoffman, Johnston, Lewi
Abstained: Sitton
Absent: Chesny, Hern, R. Hoffman, W. Hofmann, Wylie
?: Masini

The original motion as submitted failed for lack of a majority vote:

Ayes: Avera, Bardell, Heal, D. Hoffman, Johnston, Lewi, Noce
Noes: Landi, Sitton
Abstained: Colbie, McKown, Thomas
Absent: Chesny, Hern, R. Hoffman, W. Hofmann, Wylie
?: Masini

Director D. Hoffman asked where this vote leaves the GRIP project. It maintains the status quo. It was suggested that Operations resubmit their proposal.

New Business

Director Sitton is concerned that the Director's Handbook is not up-to-date. The President and Secretary will make any necessary updates to Tab 2 and have ready no later than the October 25 retreat.

Director Thomas has been reading Roberts Rules and looking at implementations. One thing he found is an interpretation that using call for the question is very rarely used in most organizations. He thinks it has been used because discussion goes on too long. He suggested we limit how frequently directors speak so that everyone gets a turn to speak and only use call for the question when things have gotten deadlocked.

Director Bardell asked if there is a plan for the 2009 conference. Director Lewi said we approved an approach but we don't have a plan. His personal opinion is that since the responsibility rests with Operations, Operations should take the lead and anyone who is willing to help should contact Director Bardell. Director Lewi is willing to help in any way.

Committee Reports submitted directly by Committee Chairs

- E-1 Finance Committee minutes
- E-2 Legal Affairs Committee minutes
- E-3 Membership Committee minutes: 7/7/08
- E-4 Operations Committee minute: 5/22/08 & 7/3/08
- E-4A Procedures submitted by Operations Committee
- E-5 Training Committee minutes: 4 & 5/08
- E-6 Public Relations Committee minutes: 5/28/08

- E-7 Nominations-Elections Committee minutes:
- E-8 Kern County AC Committee status report: 5/31/08, 7/7/08 & 8/12/08
- E-9 Publications Workgroup
- E-10 A. Rolando Memorial Award Ad Hoc organizational meeting

Information Items Submitted Directly by Sponsor

- H-1 Juror question on methods of distributing final report: Plumas County
- H-2 Letter of condolence to Judith Daye: Lazenby
- H-3 CGJA Board response to Attorney Maxim: Investigative Committee of Board
- H-4 Operation Committee's procedures/methods for GRIP Project with PR Committee: Bardell

Adjournment

A motion was made by Director Bardell, seconded by Director Landi that the meeting be adjourned. The meeting ended at 8:47 P.M. The next regular meeting is September 23, 2008.

Submitted by Joann Landi

**Subsequent research revealed there had been an error in the stated outcome of Agenda Item D-5 and the correction was made at the subsequent meeting in Agenda Item D-3.*