

**California Grand Jurors' Association**  
**Board of Directors Regular Meeting – September 23, 2008**  
**MINUTES**

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**Call to Order & Roll Call:**

The meeting was called to order at 7:05 P.M. and the roll was taken at 7:07.

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

**Agenda Approval:**

The President moved C-3 to the Action Agenda. It was suggested that Committee reports be heard as the first item under the Action Agenda. A motion was made by Director Wylie, seconded by Director Lewi and passed unanimously by voice vote to approve the agenda as amended.

**Member Comment(s):**

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

**Consent Item**

- C-1 Approval of Minutes of August 26, 2008 Board Meeting: Landi
- C-2 Ratify 2008 recipient of Angelo Rolando Memorial Award: Haxton
- C-4 Acknowledge resignation of Sherry Chesny from Litigation Committee: Lazenby

A motion was made by Director D. Hoffman, seconded by Director Masini and unanimously passed by voice vote to approve consent items C-1, C-2 and C-4.

**Committee Reports:**

**Nominations Committee:** The Committee is meeting this week to decide upon a recommendation for a slate of officers. The ballot count will be conducted by the San Mateo League of Women voters on October 2<sup>nd</sup>. Observers will be Directors McKown and Hern and one other person. The Board and nominees will be advised of the results in an email on October 3<sup>rd</sup>. The President remarked that today is the final day for postmarking the ballots.

**Conference Committee:** Director Noce reported on a meeting with hotel catering and the Facilities Manager. The renovation is looking good and should be completed by October 17<sup>th</sup> when the Marriott officially takes over. He added that there is no registration deadline; however, late registration will require cash. Program details are firming up and Director Noce feels we will meet the guaranteed room nights. The Conference will be filmed and court reporter trainees will record the proceedings.

Director Bardell reminded the Board that Directors have an obligation to attend the Conference. In response to a question, Director Noce said that arrangements have been made for absent Directors to participate in the Special Meeting on October 23<sup>rd</sup>.

Litigation Committee: The Committee has worked intensely with outside counsel and developed our response as well as a cross complaint in the matter of Heal vs. CGJA/Lazenby (provided via email today). We have filed our response with eleven affirmative defenses and a general denial. A cross complaint was filed on behalf of CGJA with five allegations of causes of action against the Plaintiff, now Cross Defendant, Earl Heal, which Director Hern briefly reviewed. The Plaintiff/Cross Defendant is now compelled to respond to the cross complaint. The next phase is discovery and motions. The litigation committee will continue to act throughout the rest of this matter. No billings have been received from counsel. Director Hern estimates that resolution will take 6-12 months. There is a case management conference November 20<sup>th</sup> in Santa Cruz—both sides give estimates of their timeline.

PR Committee: Reminder: Tomorrow is the Journal deadline. Some feel that annual reports should not be in the Journal which comes out before the conference.

### **Action Agenda**

#### **C-3 Ratify recipients of 2008 EIR Awards**

This was pulled from the Consent Agenda since it didn't include enough information. Director Bardell provided the Board with a lengthy email prior to the meeting. Reports were received from 3 juries and 2 reports from/for media. Director Heal explained why the recipient's report was superior to the other two submitted. He added that all submittals were weak on verification. Directors Bardell and Heal said that awards are not automatically awarded if they do not meet the criteria. Directors suggested we contact juries directly regarding this program and also that we put something on the website. In response to a question, Director Bardell advised that the EIR Committee is chaired by Orley Ryals and Linda Baker and Earl Heal are members. Director Heal said that each member spent a lot of time independently and as a Committee evaluating the reports; there was unanimous agreement on the chosen recipient. The President clarified that the Board is not second guessing the recommendation of the EIR Committee. However, any outside award needs Board approval so the Board should be advised of what set the recommended report apart from others. Director Bardell said that the procedure for submitting a report is very time consuming and also expressed dismay that the Committee's work is being challenged. She does not recall any prior EIR reports being taken off the Consent Agenda. Director Hern expressed her concern regarding Director Heal's comment that all the reports were weak on verification and that the recipient had a minimum of verification. In response to a question, Director Heal said the report was vetted by the entire Operations Committee and they accepted the EIR Committee's recommendation. Director Heal mentioned action that was taken as a result of the report including the dismissal of two employees and a rewrite of department policy. Director Wylie made a motion to approve the EIR awards; motion passed by the following roll call vote:

Ayes: Avera, Bardell, Chesny, Colbie, Heal, D. Hoffman, Hoffman, Johnston, Landi, Lewi, McKown, Noce, Wylie

Noes: Hern, Masini  
Abstained: Sitton

Director Bardell said she would like to see a change made to the criteria for EIR that reports should have been issued a year or two prior so that they would have verifiable results.

D-1 Proposed Bylaw amendment to vacate language authorizing Executive Committee to conduct business between Board meetings

*President Lazenby*

**Recommended Action:** Approve the following correction to bylaws provision Article 9. Committees, Section 1. Executive Committee

“The Executive Committee is composed of President, Vice President, Secretary, Treasurer and Chairpersons of all standing committees. The duty of the Executive Committee is to ~~conduct business between meetings~~ act as an advisory committee to the Board. The Committee shall keep regular minutes of its proceedings and cause an approved copy to be filed with the Corporate records and disseminated to the Board of Directors with the next agenda packet. A quorum shall consist of a majority of members of the Executive Committee.”

The President brought this back because there at least needs to be clarification for the incoming Officers and Directors. She amended the motion to change name from Executive Committee to the Administrative Committee. In the California Corporations Code (CCC), Executive Committee has a completely different connotation with authorities to do certain things. We may currently call it an Executive Committee, but it has been tailored in a way unique to CGJA. Director Hern supports this action for a few reasons including the fact that non Directors may now serve as Committee Chairs—that would be a violation of the CCC relative to an Executive Committee. Director Heal supports the motion but would prefer calling it an Advisory Committee. It was pointed out that every Committee of the Board is advisory. Director Lewi opposes the amendment but favors the motion. In the future he plans to introduce a concept for a different kind of Executive Committee. Director Hern explained that she is in favor of this motion for a name change because an Executive Committee is a creature of the CCC defined as a committee that has the full authority and delegation of the Board and can take action between meetings. Since this Committee can now have non-Board members you don’t have a true Executive Committee per the CCC. Director Hern said that in the future, the Board may want to create a true Executive Committee. The President accepted Director D. Hoffman’s earlier suggestion that the name of the Committee be “Steering Committee.” The amended motion passed by the following roll call vote and is effective immediately:

Ayes: Avera, Bardell, Chesny, Heal, Hern, D. Hoffman, Hoffman, Johnston, Landi, Lewi, Masini, McKown, Noce, Sitton, Wylie  
Noes: None  
No response: Colbie

D-2 Approve Policy Statement for the Nominations-Election Committee  
*Director McKown, Chair, Nominations-Election Committee*

**Recommended Action:** Approve and insert the following language in the designated section of the Policy Manual: 6.000 for Periodic and Special Committees:

“6.001 Ad Hoc Committee for Nominations-Elections

The purpose of the Nominations-Elections Committee is to plan and manage the Membership’s election of Directors as well as the Directors’ election of its Officers.

As stated in Article 5 of the Bylaws, subject to ratification by the Board of Directors, the six (6) members of the Nominations-Elections Committee shall be appointed by the President as soon as possible after the annual CGJA election of Directors; the Committee shall be comprised of one (1) committee member per region from the Directors and one (1) committee member per region from the voting Membership. The Chairperson of this Committee shall be one of the CGJA Directors.

The Committee’s primary duty is to seek out the most competent CGJA members to serve as Directors. The Committee is responsible for all aspects of the annual election of Directors, including publicity, seeking out potential candidates, mailing of ballots with supportive materials to all eligible voters, and observing the independent vote tally.

This Committee is also responsible for nominating a candidate for each officer position on the Board of Directors and conducting the election of officers at the Special Meeting of the newly-formed CGJA Board during the CGJA Annual Conference.”

Director Hern seconded the motion. There is currently nothing in the policies regarding the Ad Hoc Nominations-Election Committee. Director Lewi suggested that there be clarification that election of officers only occurs during even numbered years. If an officer vacancy occurs, it is filled by appointment. Further discussion was put off until the end of the meeting.

D-3 Approve correction to outcome of Agenda Item D-5 from August 26, 2008 meeting

*President Lazenby*

**Recommended Action:** Affirm that the motion offered as Item D-5 on the Agenda of the August 26, 2008 Board Meeting passed by a vote of eight (8) out of the fourteen (14) members on line.

The President explained that she only heard 7 aye votes at the August meeting which was not a majority. Further research determined that Director Masini had her telephone on mute and she would have voted in the affirmative. A line on mute may be considered as absence of the director. So to set the record straight, D-5 did pass. A footnote has been added to the August minutes noting this clarification. The motion was unanimously approved by voice vote.

D-4 Proposal to rename CGJA’s Lifetime Achievement Award to honor Jack Zepp

*Director W. Hofmann*

**Recommended Action:** Rename the CGJA Lifetime Achievement Award to the “JACK ZEPP LIFETIME ACHIEVEMENT AWARD”

The motion was seconded by Director Sitton. Directors Lewi and Hofmann discussed this motion prior to the meeting, and agreed that an honorary recognition of

the enormous contributions Jack made to this Association make this motion particularly appropriate. That is not to say that others have not also made significant contributions. Directors expressed their support for the motion. The motion was unanimously passed by voice vote.

D-5 Approve correction to letter of Intent-Interest to change effective date of resignations

*President Lazenby*

**Recommended Action:** Change the effective date of the chair's resignation to read the "first of December."

The President submitted this motion to correct the effective date of Committee Chair resignations. The motion that was previously passed made resignations effective at the close of the Annual Conference; that would leave Committees without a Chair. This proposal makes the resignations effective December 1<sup>st</sup>. Since Chair appointments or reappointments need Board ratification, that could not take place until the November meeting. The motion unanimously passed by voice vote.

D-2 Approve Policy Statement for the Nominations-Election Committee - **continuation**

Director McKown indicated there is nothing else in writing regarding policy for the Nominations-Election Committee. After discussion, Director McKown suggested an amendment to the last paragraph to insert the word "biannual." The amendment to the motion was seconded by Director Masini and the amended paragraph would read as follows:

"This Committee is also responsible for nominating a candidate for each officer position on the Board of Directors and conducting the **biannual** election of officers at the Special Meeting of the newly-formed CGJA Board during the CGJA Annual Conference."

Item D-2 as amended was unanimously passed by voice vote.

### **New Business**

None

### **Committee Reports submitted directly by Committee Chairs**

- E-1 Finance Committee minutes
- E-2 Legal Affairs Committee minutes
- E-3 Membership Committee minutes:
- E-4 Operations Committee minute: 8/7/08
- E-5 Training Committee minutes: 6/16 & 8/25/08
- E-6 Public Relations Committee minutes
- E-7 Nominations-Elections Committee minutes
- E-8 Kern County AC Committee status report: 9/11/08
- E-9 Publications Workgroup

**Information Items Submitted Directly by Sponsor**

- H-1 Napa Juror asks about Napa Chapter: Sitton
- H-2 Response to question on Grand Jury Authority: Lazenby/Geiss
- H-3 IRS Subordinate Chapter report: Thomas
- H-4 Breakfast of Grand Jury Champions – invitation, agenda, registration: Lazenby

**Adjournment**

The President thanked all for their service, patience and understanding for all that we have had to go through these past two years. Director McKown thanked the President and Officers for holding the Board together during a difficult year.

The meeting ended at 8:37 P.M. The next regular meeting is November 25, 2008.

Submitted by Joann Landi