

California Grand Jurors' Association
Board of Directors Regular Meeting – November 25, 2008
MINUTES

Call to Order & Roll Call:

The roll was taken at 7:07 P.M. and the meeting began at 7:09 P.M.

Present: Bardell, Bolger, Caranci, Chesny, D-Hoffman, Hofmann, Johnston, Landi,
Lazenby, Lewi, Masini, McKown, Noce, Wylie
Absent: Hern, R-Hoffman(ex), Sitton, Thomas(ex)
Also: Linda Baker, John Mainland, Orley Ryals

Agenda Approval:

A motion was made by Director D-Hoffman, seconded by Director W-Hofmann and passed unanimously by voice vote to approve the agenda.

Member Comment(s):

Orley Ryals addressed the Board and opened by stating that he is a member and Chair of the EIR Subcommittee (a subcommittee of Operations). He has worked with the Committee for 2 years evaluating submissions from grand juries and from the media. He heard that it has been proposed to move the EIR Subcommittee to another standing committee. That is demoralizing to the members; believes as Chair he should have been given an explanation.

Consent Item

- C-1 Approval of Minutes of 9/23/08 Board meeting: Landi
- C-2 Approval of Minutes of 10/23/08 Special Meeting: Landi
- C-3 Accept and file 2008 Conference Summary: Landi
- C-4 Accept and file 10/25/08 Retreat notes: Landi

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

Committee Reports/Minutes: Any minutes submitted by a committee were in the meeting packet.

- E-1 Finance Committee: Thomas
- E-2 Legislative Committee: Wylie
- E-3 Membership Relations Committee: Colbie
- E-4 Operations Committee: Bardell
- E-5 Training Committee: Avera
- E-6 Public Relations Committee: Lewi
- E-7 Nominations-Election Committee: McKown
- E-8 Kern County AC Committee: Noce
- E-9 Publications Committee: Sitton

The Journal is going to the printer tomorrow and will be 16 pages; but it is within budget. The Journal will have an accounting of the conference as well as photographs. It will be mailed out the middle of next week.

E-10 Litigation Committee report: Hern

Director Lazenby said there was a case management conference last week. As of today, there have been no new motions filed. We are now into discovery; the trial would be some time in June. Prior to that there is the opportunity for mediation.

E-11 2009 Annual Conference report: Lewi/Bardell

Action Agenda

D-1 Unfinished business from prior meetings

President Noce

None.

D-2 Schedule of Board meetings

President Noce

Recommended Action: Approve the proposed meeting schedule for Board meetings December, 2008 through May, 2009

After discussion, President Noce was agreeable to amending his motion to include June 23, August 25 and September 22, 2009 to the meeting schedule. The amended motion was unanimously passed by voice vote. Director Lewi asked that we all keep in mind the possibility of a face-to-face meeting in February when the Training Committee meets.

D-3 Board attendance at meetings

Director Bardell

Recommended Action: To make it the policy of CGJA that all prospective candidates for the Board of Directors be apprised in advance of tossing their hats in the ring that they will be expected to attend all meetings, whether teleconference or face-to-face, as well as the Annual Conference and Retreat. They should also be informed of the usual times, day(s), and duration of these various meetings. Any member whose schedule prevents fulfilling that obligation should, at a minimum, make that information available in his or her candidate's statement.

Director Lewi seconded the motion. Director Wylie said she believes it has been the policy of the Nominations-Election Committee (NEC) to make candidates aware of the requirement to attend board meetings. Director McKown said that this year the NEC used a 2 page description which laid out requirements/expectations for board members. Director Lazenby said it is standard procedure that board members attend all meetings; the annual conference isn't a meeting nor is the Annual Membership Meeting, so we can't make attendance mandatory. In response to a question posed by Director D. Hofmann, the meeting held during the annual conference is an annual membership meeting not an official Board meeting. We hold a special board meeting every two years during the annual conference to elect officers. Director Lewi said that if this isn't in our policies, it should be. He believes that the description read by Director McKown should be incorporated into the policies. Director Bardell is happy to work with the two previous Chairs of the NEC to put this into a formal document. Director Bardell withdrew her motion.

D-4 Sacramento Chapter

Directors Lazenby, Sitton & Colbie, Chapter Relations Subcommittee

Recommended Action: To approve the application by the group of CGJA members, residents of Sacramento County, and accept that group as a duly organized and recognized Chapter of California Grand Jurors' Association, to be known as the Sacramento County Chapter, California Grand Jurors' Association

The Chapter has provided all the required information. We can now approve them as a Chapter after which they will need to apply for an FEIN. The motion was seconded by Director W. Hoffman and passed unanimously by voice vote.

D-5 Finance Committee

President Noce

Recommended Action: To dissolve the Standing Finance Committee and establish a Finance Director that oversees the financial management of the Association and the Office of Treasurer. Post a notice to the membership in the Journal. Make changes in the Policies and Procedures as required.

During his review of Committees and their functions, the President spoke to the Treasurer. It appears that most of the work of the Finance Committee is being done by the Treasurer. Some Committees need to step up and share their load relative to their finance issues. The President said that during a conversation with Director Thomas, he indicated he was in favor of a Finance Committee if the Committee functions; but it does not. However, Director Thomas indicated he does need help.

Director Lazenby pointed out that the newly revised Finance Policies were, for the most part, simply rolled over from the old 2nd Edition of the P&P.

It is the President's intent to replace the Finance Committee with a Finance Director followed by review and refinement of the duties and policies. Director Bardell said that it sounds like the problem is more that the Committee hasn't been functioning and that the Treasurer would like an active Finance Committee. The President pointed out that he believes some of the responsibilities/duties of the Finance Committee are obsolete. Director Bardell thinks we should try to find people with the interest and skills to serve on the Finance Committee. Director Johnston serves on the Finance Committee and disagrees that the Committee did nothing; they did whatever they were asked to do. She added that the last two meetings of the Committee were actually cancelled. Director Chesny said that we need backup for Director Thomas—someone who understands Quickbooks.

The motion unanimously passed by voice vote.

D-6 Chair/Vice Chair Recommendations

President Noce

Recommended Action: To approve the following recommendations:

- Legislative Affairs Committee: Chair-Bob Geiss; Vice Chair-Judi Lazenby
- Training Committee: Chair-Lew Avera, Jr.; Vice Chair-Marsha Caranci
- Public Relations Committee: Chair-Jerry Lewi; Vice Chair-Diane Masini
- Nominations/Election Committee: Chair-Karin Hern(Central), Owen Haxton (Central), Mary Johnston(South), John Mainland(South), Marsha Caranci(North), TBA(North)
- Review Committee (must be Directors that have served a minimum of one year as Director):
Chair-Catherine McKown; Dianne Hoffman and Walter Hofmann
- 2009 Annual Conference Committee: Co-Chairs Jerry Lewi and Catherine McKown
- Board of Directors Litigation Committee – on going: Chair-Karin Hern; Dianne Hoffman and Tony Noce
- Membership & Chapter Relations: Chair-John Mainland; Vice Chair TBA
- Publications Work Group: Chair-John Sitton; Vice Chair TBA
- Operations Committee: TBA
- Finance Committee: November agenda item D-5 submitted to dissolve committee – pending Board decision)
- Finance Director: Bernadette Bolger – pending

The President said there are a couple items that will be addressed at the next meeting. All the appointees have all agreed to serve. He added that (1) the Public Relations Committee

has appointed Director Masini as Vice President and (2) remove “pending” on the Finance Director position. In response to a question from Director Bardell (who briefly lost her connection), President Noce amended his motion to extend the effective resignation date from 12/1 to 12/16 for any unfilled chairmanships. The amendments to the motion were unanimously passed by voice vote. The main motion as amended was passed unanimously by voice vote.

(During this discussion, Director Bardell reported that Orley Ryals was unable to enter the teleconference. Director D. Hoffman called him, provided the information and Orley Ryals joined the meeting. His comments appear under Member Comment above.)

D-7 EIR

Director & Vice President McKown

Recommended Action: To move the Excellence in Reporting (EIR) program to the purview of the Public Relations Committee or establish a work group. The project group would be charged to do the following: review the EIR program, paying particular attention to its purpose and its execution. This would include the following: evaluating the criteria, streamlining the application process, advertising the program to the membership as well as evaluating the submissions.

The purpose is to enhance the EIR program and to assure that excellence is rewarded. In any given year, if the submissions do not rise to the level of excellence, then there would be no award.

Director McKown reviewed the correction she made to her submission which was emailed to the Board prior to the meeting. The purpose is to enhance the EIR program. She became concerned when told that there was nothing on our website about EIR. And then was troubled when, during the discussion of this years’ awards at the September meeting, it was apparent that verifying changes or improvements as a result of recommendations has been a consistent problem. Director Bardell questioned why it simply isn’t being proposed to have more Board input rather than moving the program from Operations to PR. She indicated that Operations has often discussed the EIR program. Director Lewi said PR did not ask for this responsibility and the Committee has taken no position. He then referred to a memo in the meeting packet from the Operations Chair to the Ops Committee raising concern about EIR; he believes this motion is premature. We should allow Operations to address the issues outlined in Director Bardell’s memo and have them come back with their plan for improving EIR. Director D. Hofmann agreed that this motion seems to be premature. Director Masini made the point that things don’t get posted on the website unless the Committee makes a submittal to the webmaster.

Director Chesny said that when the structure of the Board was divided into standing committees in 2000, there was no PR Committee. After the various responsibilities were divided up, those things remaining that didn’t fit into a Committee were placed in the Operations Committee created for that specific purpose. She added that if this project, like the Journal is a publicity item, it belongs with PR. Director Lewi said that when PR was formed in 2002, the members at that time, didn’t want to deal with EIR.

Director McKown said that she wanted to get a discussion going and the only way to do that is to bring a motion before the Board. She will withdraw the motion for further study and would like it brought back in the future.

D-8 Board Meeting Rules

Director Lewi & Secretary Landi

Recommended Action: Approve Board meeting rules changes per attached.

This is a reflection of what we came to a consensus on at the retreat. Director Landi seconded the motion. Director Lewi reviewed the proposed changes since not everyone had a complete copy in their packet. Director Lazenby proposed correction(s) and after further discussion, Director Landi suggested that this item be continued to the December meeting.

Director Lewi agreed and he, Directors Landi and Lazenby will discuss further prior to resubmission.

D-9 Executive Committee
Director Lewi

Recommended Action: Approve formation of an Executive Committee per the attached Bylaw change.

This matter was also discussed at the retreat. Director Lazenby seconded the motion. Director Lewi worked with Director Hern to get the language consistent with the California Corp Code. He doesn't foresee an Executive Committee being used very often. During the discussion it became apparent that not all Directors received the complete submittal so this item was continued to the December meeting.

There was discussion about various difficulties in opening some of the meeting documents. Director McKown will send in PDF format.

New Business

None

Information Items Submitted Directly by Sponsor

- H-1 Question on Archiving Information: Lazenby
- H-2 Contra Costa Access to Family Services: Geiss
- H-3 Alameda Quest: Lazenby/Wylie
- H-4 Kern County Proclamation: Noce
- H-5 Greetings from the Governor: Noce
- H-6 Bakersfield Proclamation: Noce
- H-7 Bakersfield Welcome: Noce
- H-8 Achievement Panel Notes: Lewi
- H-9 IRS Confirmation Chapter: Lazenby
- H-10 Mike Miller letter: Noce/Miller
- H-11 Op Ed Union Tribune WDH: W. Hofmann
- H-12 Press Release President Noce: Noce
- H-13 Directors' Biographies: Noce

Adjournment

A motion was made by Director Bardell and seconded by Director Lazenby to adjourn the meeting at 8:37 P.M. The next regular meeting is December 16.

Submitted by Joann Landi