

**California Grand Jurors' Association**  
**Board of Directors Regular Meeting – April 28, 2009**  
**MINUTES**

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**Call to Order & Roll Call:**

The roll was taken at 7:03 P.M. and the meeting began at 7:04 P.M.

Present: Bardell Caranci, Hern, D. Hoffman, R. Hoffman, W. Hofmann, Landi,  
Lazenby, Lewi, Masini, McKown, Noce, Sitton  
Absent: Chesny(ex), Johnston(ex), Wylie  
Chairs: John Mainland, MRC

**Agenda Approval:**

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

**Member Comment(s):** None

**Consent Item**

- C-1 Approval of minutes of Board Meeting, March 24, 2009: Landi
- C-2 CGJA Calendar Revised: Landi
- C-3 Dissolve the CGJA Litigation Ad Hoc Committee: Noce
- C-4 Confirm the President's recommendations for the Ad Hoc Bylaws Review Committee: Noce
- C-5 Release of 2009 Annual Conference Ad Hoc Committee Co-Chair: Noce

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

**Officer and Committee Chair Reports:** Any minutes submitted by a committee were in the meeting packet.

D-1 Legislative (LAC)-Lazenby: The committee met on the 2<sup>nd</sup> Tuesday but has decided to meet on the second Monday. The Chair asked John Mainland to let her know if this conflicts with MRC. Bob Geiss has been handling the responses to inquiries and those items will be submitted for the May agenda packet.

D-2 Public Relations Committee (OLLI-UCLA program)-Lewi: We are two thirds the way through the UCLA Osher program which has 18 attendees. Lew Avera and Audrey Lynberg have participated and Audrey brought in a few people from Los Angeles. They will conclude next Monday with various speakers from the County.

Director Lewi mentioned that Chapters are expected to participate in an activity that fosters the CGJA Mission. Participation by Los Angeles in this program is successful completion of a joint project. PR and the Chapter Subcommittee will work on

written recognition. Director Lewi offered to draft a letter and seek input from the Chapter Subcommittee.

Also reported that next month's Journal will be finalized by Director Masini since Director Lewi will be on vacation.

The President reported that we have had about 500 hits on our website each of the past two months. Director Masini believes that Director Wylie can generate a report which will show where the hits are originating.

D-3 Membership Relations Committee (Sacramento Chapter Meeting) (Marin Chapter Meeting)-Mainland: The President attended the Sacramento Chapter meeting. There were about 45 people at this first meeting of the chapter which has 40 members. They would like to take on a research project. Also in the agenda packet, is an invitation to the Marin Chapter Annual Reunion.

D-4 Training Committee (2/16/09 minutes)-Avera: Director Caranci reported that the Committee is busy getting ready for training. They will probably add two on-sites; one in Humboldt and another Sonoma. They have made changes to the curriculum and have added a course called grand jury essentials.

D-5 Nominations-Election Committee-Hern: An article was published in the Journal regarding the election with a timeline of crucial dates.

D-6 2009 Annual Conference Ad Hoc Work Group-Lewi: We have one outside speaker confirmed, Jim Mayer Chair of California Forward. Director Lewi has been working with Director Lazenby to calculate the fees. The registration fee will probably remain \$60 but the meal costs cannot be determined until the menus are set. We do need to set the figures so that a registration form can go into the Journal and on the website. The Sacramento Chapter has been asked to seek additional speakers from the Sacramento area.

D-7 Publications Work Group-Sitton: The Workgroup will meet in May. Director Sitton is working with Training to have people help at the seminars. He asked if we should consider not selling items but asking for donations. Director Masini pointed out that people would probably not get reimbursed from their County if they made a donation rather than a purchase.

D-8 Litigation Ad Hoc Committee-Hern: The President thanked the committee for their service.

D-9 Review Committee-McKown: No report.

D-10 Angelo Rolando Ad Hoc Committee-Mason: No report.

D-11 Daye Index Work Group (4/1/09 report)-Baker: No report.

D-12 Archive Work Group-Noce: The President thinks some of the Sacramento Chapter members would be interested in this Workgroup.

D-13 Bylaws Review Ad Hoc Committee-Noce: Director Hern said she is willing to serve on this committee.

D-14 Excellence in Reporting Work Group-Noce: There have been no submittals.

D-15 Grant Writing Ad Hoc Committee-Noce: No report.

D-16 Central Information Ad Hoc Committee-Masini: No report.

D-17 Executive Committee: No report.

D-18 Steering Committee (4/17/09 draft minutes)-Noce: Had their first meeting on April 17; the draft minutes are in the packet. The President said the meeting was helpful to him and was very productive. Director Lazenby said that the minutes are accurate but she would like to correct a statement she made. And that is, that the CPA she is working with is not going to conduct an audit but something more comparable to a financial review. Director Lewi said that we may want to consider referring to this as a financial review not an audit in the Bylaws.

In regard to applying for D&O insurance, the application will be ready for submission to NIAC once Director Lewi receives information from Directors regarding their occupation. NAIC offers a \$600 flat rate for corporations having no employees.

D-19 CGJA President (Reimbursement Request Form)-Noce: The President said he and others have been busy catching up with all the governmental filing. Director Lazenby reminded Directors that they should submit a reimbursement form even if it is their intent to treat their expenses as a donation. Director Lewi said that he has created a PDF form that is fillable on the computer; he will provide to the Board.

D-20 CGJA Vice President-McKown: No report.

D-21 CGJA Secretary-Landi: No report.

D-22 Interim Treasurer-Mainland: John deferred discussion to Director Lazenby since she has been working with the CPA. But he did urge the Board to find a permanent Treasurer as soon as possible. The President said that as we work through this transition process and catch up on all the sundry filings, we can more clearly define the scope of duties for the Treasurer. The CPA and Director Lazenby worked today and want to compliment John on the wonderful job he has done of picking up the pieces and getting all the data for 2008 inputted. She reported on the cleanup work done with the CPA and added that she hopes to have the yearend Treasurer's Report complete by Thursday. She asked the Board to be on the lookout for the report so that we can get it posted on the website by May 1<sup>st</sup>.

We have some RRF1 forms (due to AG by 5/7/09) and IRS tax reports (due 5/15/09) that are missing and due for a couple past years. Some have been completed and all will be submitted by their respective due dates. Director W. Hofmann made a motion that it be officially entered into the record that we thank John for the work he has

done as Interim Treasurer. The motion was seconded by Director McKown and passed unanimously by voice vote.

### **Action Agenda**

E-1 Request for budget increase for bulk mailing

*Director Lewi, Chair PR Committee*

**Recommended Action:** Approve an increase in the Journal budget of \$240 this year. Annual cost increase will be \$360 and the amount for this year is the pro-rated amount for the balance of the year.

Motion passed unanimously by voice vote.

E-2 2010 Annual Conference Host County approval

*President Noce*

**Recommended Action:** Approve the Past Grand Jurors Association of San Diego County as the 2010 host County for the CGJA Annual Conference

The President said that we have a very strong proposal from San Diego. He did acknowledge that we did not solicit proposals from other chapters or associations. The motion passed unanimously by voice vote. The President will notify San Diego of the Board's decision.

### **Director Comments**

- Director McKown thanked John Mainland and Director Lazenby for their effort in putting the finances in order and to the Litigation Ad Hoc Committee for the work they did on behalf of CGJA. She then made a statement regarding the Open Letter to the Board of Directors published in the April Journal. She expressed concern that the letter was harmful to the Organization, it was negative and distorted. She doesn't feel it is appropriate for a letter to the Board to be published in the Journal. The letter states that the Board has taken no action to determine why there has been repeated action against them. Director McKown's perspective on that matter is that there are some in the Association who cannot accept the basic tenet that the majority rules and who have disdain for anyone perceived to be in authority. Directors, like grand jurors, need to express their views, be persuasive and accept the majority's position. It is time that any naysayers engage in honest self examination.

- Director Sitton enjoys the Board camaraderie; everyone brings different skills. There are times when we don't all agree, but we need to get along.

- Director Hern shares some of Director McKown's concerns over the appearance of this damning letter especially in context with other articles which were in the Journal, i.e. the President's comments and the article seeking nominees for the Board.

- Director W. Hofmann agrees with Director McKown's concerns.

- Director Landi agreed that timing of the article was poor.

- Director Lazenby believes the letter was well intentioned. However, the settlement agreement reached acknowledged missteps on both sides—that was lost in the letter. We must abide by California Corporation rules and one of those is rule of the majority; there is no minority opinion.

- Director Lewi explained the policy regarding the procedure the Editor follows when a letter considered to be of an inflammatory nature is received. It is brought to the attention of the President and in this case, the President deferred to the Editor's

judgment. The Editor did not believe the letter should be suppressed. He did publish his sidebar piece reflecting his view of the situation. Director Hern pointed out that it was an open letter to the Board and as such the Board should have been made aware of it prior to publication. The President and Editor stand by their decision to publish.

- Director Masini thinks the placement of the letter might have been strategic in order to lessen the potential damage or interest. She expressed her disappointment with the organization and has decided not to stand for reelection

- Director D. Hoffman said this has been a rough year and she has been disappointed with her term; she had hoped to be more productive. She doesn't feel like she's accomplished much but will not give up.

- Director Hern expressed her opinion that we are a corporation where the majority rules. She has come to understand that some Board members believe CGJA is like a public corporation—we are not a public entity. A newsletter need not publish everything that is submitted. We are dependent on dues, fees and charitable donations and this kind of information in a newsletter is turning off members, Board members, potential members and Board members, etc. Director Lewi said that he does not publish every letter that comes to the Editor.

- Director Bardell said that several efforts were made to have someone work with the board on boardsmanship. The Board has put itself over and over again in the position of getting sued and there is no evidence of trying to learn. Are we making mistakes, are there things we can do differently? She agrees that the majority rules but that doesn't mean that the majority can't be mistaken as has been shown throughout history. Her recollection is that when Director Lewi took over as Editor of the Journal he made a commitment that he would not censor any letters. Director Bardell doesn't recall that this was to be a letter to the Board but rather as an article or observation.

John Mainland asked for updated contact information for Paul Libeu. Director Lazenby reported that Paul had been very ill and that we should look for a replacement for grant writing or disband the committee. John said there are a number of new members who have experience in the area of grant writing. The President will work on that task.

## **Adjournment**

A motion was made by Director W. Hofmann, seconded by Director Lazenby and passed to adjourn the meeting at 8:14 P.M. The next regular meeting is May 26, 2009.

## **Information Items Submitted Directly by Sponsor**

- H-1 Committee List: Mainland
- H-2 President's letter to Diepenbrock re donation: Noce
- H-3 President's letter to Zepp Estate re donation: Noce
- H-4 RRF-1 2008 filing with Attorney General of California: Lazenby

Submitted by Joann Landi