

California Grand Jurors' Association
Board of Directors Meeting—January 27, 2015

MINUTES

A. Call to Order & Roll Call

The roll was taken, and the meeting began at 7:08 PM.

Present: Directors Karen Jahr (president), Lloyd Bell, Medsie Bolin, Marsha Caranci, Karin Hern, Dianne Hoffman, Beckie Jennings, Jerry Kunkle, Jerry Lewi, Lou Meyer, Jim Ragan, Diane Shepp, Gary Spaugh; LLRC Chair Larry Johnson; MRC Acting Chair Mike Chernock

B. Agenda and Comments

B-1 Agenda Approval: Jahr

The Board unanimously approved the agenda.

B-2 Member Comments

None.

C. Consent Items

C-1 Approve Regular Board Meeting Minutes, 12/16/14: 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 01/27/15 meeting packet: Jahr/Ragan

The Board approved the Consent Items with the exception of Hern, Hoffman, and Shepp with respect to C-1. They abstained, because they did not attend the 12/16/14 Board meeting.

D. Officer and Committee Chair Reports

D-1 President's Report

First, President Jahr said that on January 23 she emailed an action plan coming out of the January 9-10 Board retreat that arranged the specific tasks by committee or officer. She said that the action plan is just a working document for the Board's internal use. As the appropriate bodies deal with these tasks, we can expect tasks to be added and the wording or the tasks to be modified. We should consider this action plan as an internal living document, not to be formalized at this time, if ever. There was general agreement. Jahr welcomed input for wording changes of the tasks to be delivered to her off-line. She said

that the next step is for committees to address appropriate parts of the action plan, with changes and progress to be discussed at the March 5 Board retreat. Jahr will email the complete list of all Board members. If we decide to reorder the list at the retreat, that's OK.

Second, Jahr directed Board attention to two reports attached to the agenda: H-3, *Legal and Legislative Resources Committee (LLRC) Opinion re Joint Grand Jury Investigations of Multi-County Special Districts*, and H-4, *Training Committee (TC) Endorsement of LLRC Opinion*. She said that former President Beate Boultinghouse asked the two committees to review a white paper on joint grand jury investigations. LLRC's position is that there is no statutory authority for two or more grand juries to conduct a joint grand jury investigation. The white paper also went to TC for possible inclusion of joint grand jury investigations in our training program. TC endorses the LLRC position and will remove any mention of joint grand jury investigations from the training curriculum.

Third, with respect to the upcoming Board retreat on March 5, Jahr raised the question as to whether the Board needs more than five hours, noon to 5:00, to update progress with respect to the action plan. After discussion, Jahr said that we'll hold to the five hours with the understanding that while two Board members have to leave at 5:00, the other Board members would be willing to stay a little more time. Also, the Board might be able to cover some of the items at the February 24 Board meeting.

D-2 Officer Reports

Secretary Ragan said that he is now the overall WebEx meeting host. He is in the process of writing up WebEx instructions for all meeting hosts and participants. Since some people have been having WebEx problems, he asks that each meeting host, for the next couple of months, email to him after each meeting whether everything was OK or describe any problems. He said that he wants to document these if he has to talk with WebEx about how to solve the problems.

Vice President Shepp announced her new phone number, which is now on Board and committee rosters.

Treasurer Meyer acknowledged Dianne Hoffman's assistance in the transfer of treasurer files and help in understanding how the system works.

D-3 Legal and Legislative Resources Committee (LLRC)

Chair Johnson reported that LLRC has set up informal response protocols with the goal of acknowledging receipt of a request for an opinion within one day and of providing the final response to most queries within seven days – to a maximum of ten days.

He highlighted two recent requests. One was from Yolo County with respect to the county counsel reviewing a grand jury report when the county counsel is

the subject of the investigation. The second was from Ventura County regarding the return of files provided to a previous grand jury by a county official.

LLRC has decided to do a thorough review of the CGJA website with the intent of identifying any LLRC issues with the hope of improving the presentation.

D-4 Public Relations Committee (PRC)

Chair Ragan said that PRC is now exploring outstanding websites to identify what characteristics make them outstanding, which might lead to major changes in our own website. PRC is also exploring with Precision Intermedia quick fixes that we can make now.

PRC has now identified existing procedures for several PRC functions. The next step is to review them for adequacy and change them, as necessary.

D-5 Membership Relations Committee (MRC)

Acting Chair Chernock said that he met with Jennings and Spaugh for a debriefing on all the actions Board members (at the January retreat) asked of MRC. He is now working on an Operations Plan that he will present to MRC for discussion at its next meeting.

D-6 Training Committee (TC)

Chair Caranci reported that the TC is now busy contacting the counties to set up the on-site seminars this summer, planning the Train-the-Trainer Workshop in March, and reviewing and revising the training curriculum.

D-7 Finance Committee (FC)

Chair Bell said the QuickBooks Administrator has been changed. The books were closed out and then successfully transferred from Hoffman to Meyer. With help from Hern, FC responded to a request from Marin County with respect to the specific amount of membership dues that can be deducted on income tax. Ragan requested that Bell forward the response to PRC in order to be able to respond to future inquiries. Bell agreed. Hern said it was her understanding that this information should go in the *Journal*. Shepp suggested a permanent blurb with respect to the issue on the website page dealing with membership. Bell said that since the response to Marin contained four attachments, it would be better to place the information on our website and reference it in the *Journal*.

With respect to CGJA's year-end financials, 2014 income was \$22,113 under the budgeted amount, and expenses were \$13,800 under the budgeted amount, resulting in a net loss for the year of \$8,684.

The year-end financials will be printed in the April edition of the *Journal* as usual. There was consensus that the year-end financials be posted on the website now.

Hern recommended that, in the interest of transparency, we also post on our website a link to CGJA income tax form 990, which is a public record. FC will give that information link to the *Journal* editor.

D-8 Nominations-Committee (NEC)

Chair Lewi said that the first NEC meeting, via WebEx, will be February 17. Lewi asked for a sample ballot and instructions that go with the ballot. Ragan said that he has the ballot and will send it to Lewi. Shepp said that the instructions are on the ballot. Hoffman said that she still has, on her computer, the folder that was passed on to her when she became NEC chair. She will send it to Lewi.

Lewi also raised the issue, discussed at the November chapter officers' meeting, of changing the bylaws to restrict member voting to only those candidates representing the region where the member resides. He asked that if the members approve this bylaw change, is there a chance that it might affect this year's election? Spaugh answered, "yes."

D-9 Awards Committee (AC)

No report.

D-10 Annual Conference Committee (ACC)

Chair Shepp reported that the ACC and the host committee are on schedule in planning the 2015 Annual Conference. A press release has been developed and submitted to the *Journal* and the website. The conference will be November 2-3 at the Lafayette Park Hotel & Spa. The host committee and some members of the ACC will meet face-to-face in early February go to the hotel and hopefully by the end of February come up with the proposed registration fee. The ACC will now meet the first Tuesday morning of every month.

Bell, chair of the host committee, said that the committee has been meeting for the last month and a half. The committee has selected a tentative theme and identified some tentative speakers and group presentations but hasn't yet spoken with anyone other than the ACC about them. Bell invited Board members to submit suggestions about what they would like to see at the conference.

Jahr asked the ACC to prepare and submit meeting minutes to keep Board members apprised.

D-11 Ad Hoc Bylaws & Policies Review Committee (BPRC)

Co-Chair Spaugh that the main effort to date has been working to organize the process that was presented at the retreat in January. The BPRC will consist of nine members: six from the membership, two representing each region, and three members from the Board. Proposed changes to the bylaws and policies identified by the BPRC will be brought to the Board for discussion and action. The first BPRC meeting will be Thursday evening, January 29. The committee will address the recommendations/comments expressed at the Chapter

Officers' meeting and in subsequent emails. The six committee members from the membership will reach out for comments. But the overall intent is to move with all deliberate speed so that the Board can address the concerns of the membership. This will be a step one, step two process: step one to address the major items, and step two to address the more detailed or less significant items. The BPRC is meeting every other week.

D-12 Ad Hoc Finance Review Committee (FRC)

FRC member Ragan reported for Chair Rich Knowles that FRC has a proposed action item, E-4, to be considered later on the agenda.

D-13 Ad Hoc Fund Development Committee (FDC)

Chair Shepp reported that she is in the process of expanding FDC's membership. She said that membership is part of fund development, so there should be a link between FDC and MRC.

D-14 Ad Hoc History & Archives Committee (HAC)

No report.

D-15 Ad Hoc Succession Planning Committee (SPC)

Chair Kunkle reported that SPC met on January 26. He stressed the importance of each committee having a vice chair ("heir apparent" to the chair?) and secretary and to have written procedures to help successors step into their new positions.

E. Action Agenda

E-1 Ratify the President's appointment of Michael Chernock as chair of the Membership Relations Committee.

The position of chair of the Membership Relations Committee, a standing committee, was vacated in October 2014 when the incumbent resigned. The vice-chair of MRC, Michael Chernock, has been the acting chair since then. The President has recently appointed Mike to the position of chair and now seeks the Board's ratification of that appointment.

The motion passed, 12-0-1: 12 yes, 0 no, 1 abstain.

Board members enthusiastically applauded Mike's appointment and welcomed him.

- E-2 **Confirm Betty Mattea as chair, Joann Landi as vice-chair, and Terri Stevens, Barbara Sommer, Dan Mufson, and Jerry Lewi as members of the Awards Committee.**

The President has reappointed Betty Mattea as chair of the Awards Committee. Betty has appointed Joann Landi as vice-chair and Terri Stevens, Barbara Sommer, Dan Mufson, and Jerry Lewi as members.

Lewi said that he has never been a member of this committee and should not be listed. He has been a PRC liaison to the committee, but that has been a very minor role. He asks that his name be removed. President Jahr, as presenter of the motion, agreed to the change.

The motion as modified passed unanimously, 13-0-0.

- E-3 **Repeal Section 2, "Steering Committee," of Article 9 of the Bylaws.**

(Repeal requires a two-thirds vote of the Board of Directors, per Section 1 of Article 2 of the Bylaws.)

Article 9, section 2 of CGJA's Bylaws provides for a Steering Committee composed of the Association's officers and the chairs of the standing committees, a total of 10 committee members. Its purpose is to act as an advisory committee to the Board. The committee is required by the Bylaws to keep regular minutes of its proceedings.

The Steering Committee has not met for several years. It was apparently established at some time prior to 2008, before the size of the Board was reduced from 24 to 12 regular members.

In light of the reduced size of the Board, having a 10-member advisory Steering Committee is unnecessary. The other standing and ad hoc committees are capable of providing the Board any advisory services it may need.

The motion passed unanimously by roll call, 13-0-0.

- E-4 **Approve the firm of Goranson and Associates, Inc to conduct a financial review of CGJA's finances for the year 2014 and direct the CGJA President to negotiate and execute a contract with the firm in accordance with the firm's proposal.**

FRC member Ragan spoke on behalf of FRC Chair Rich Knowles, who was on vacation. Ragan said the Board has charged the Financial Review Committee (FRC) with the task of recommending an independent firm to conduct a financial review of CGJA's finances for the year 2014. The FRC identified, conducted interviews with, checked references of, and received proposals from four firms:

- Buckley Patchen Riemann & Hall – An Accountancy Corporation, Walnut Creek
- Croce, Sanguinetti, & Vander Veen – Certified Public Accountants, Stockton

- Goranson and Associates, Inc – Santa Rosa
- Regalia & Associates – Certified Public Accountants, Danville

All firms have experience conducting financial reviews and audits of nonprofit organizations. All reference checks were positive. Based on responses to questions during the interview of each firm, the responsiveness of the written proposals to conducting the financial review, and the proposed cost, FRC recommended the selection of Goranson and Associates, Inc. FRC concluded that all the firms would do a good job. The Goranson bid was considerably less than the others, and committee members were impressed that the firm's principal teaches nonprofit organization management at Sonoma State University.

Ragan moved to approve the motion, Lewi seconded it.

Hoffman asked about one of Goranson's understandings of CGJA's engagement objectives: "establish a long-term collaborative relationship with a CPA firm." She said that engaging this firm to do regular CPA work would not be consistent with the view that an independent agency should conduct the financial review. Ragan replied that there is absolutely no commitment in that regard on CGJA's part. That will not be part of the contract.

The motion passed unanimously, 13-0-0.

E-5 Approve MRC's recommended Regional Meeting Host's Handbook.

MRC member Spaugh said that the regional meeting concept is a forum emerging from the grassroots of the membership to provide for more regional communication exchanging information between chapters and members. This started in the Bay Area and has spread to other areas with the past president's effort to increase communication with CGJA members. Spaugh said that when the San Joaquin County Chapter agreed to host a regional meeting last summer, he had no references as to what to do other than verbal comments. Working with Mike Chernock and Leslie Lea of the Contra Costa Chapter, the intent was to produce a handbook for use by hosting chapters or hosting membership to facilitate holding the meetings. The first version of the handbook emerged in August 2014 and has been revised a couple of times since then. Now is the time to move it to the Board for approval, recognizing that it is not a perfect document. It is a "living" document and will be adjusted by experience.

MRC Chair Chernock said that the name of this document is now "Practical Guide." This better reflects the intent to add to it with "what works for me and what doesn't." This is not in any way a set of instructions. The version attached to the Board meeting packet is not the current version, but the two versions are not that far off.

Board members strongly endorsed the need for such a document. Discussion focused on whether Board approval is necessary and whether this is a CGJA

document. Chernock said that the latest version removes CGJA from the document title and describes the authors as members of CGJA. Chernock and Spaugh said that they didn't know whether Board approval is necessary. They bring it to the Board for consideration. Researching the CGJA Publications Policy in the Policies Manual, Kunkle read to the Board the following (16.000, F1: *Committees that develop publications (other than the Training Committee) shall submit those publications to the Board for approval prior to their distribution in whatever format.*

Other comments/suggestions about the draft submitted were:

- How can chapter presidents submit potential regional meeting topics?

Chernock responded that how to deal with this issue is still under consideration. If people have suggestions but don't come to the regionals, it's hard for them to understand what attendees want to talk about. At the end of every regional, attendees are asked, "what do you want to talk about next time?" But other input is also needed.

- The document refers to the gatherings using different terms: "regional meetings" and "regional conferences." Shouldn't there be one label?

Chernock responded that the correct term is "meetings."

- Consider making some changes in format, style, and inconsistencies (no specifics identified).

Chernock responded that the latest draft of the document, the "Practical Guide," addresses most of these concerns.

- There are internal inconsistencies (e.g., the document says that regionals are not a CGJA activity but later on calls them CGJA regionals with approval of use of the CGJA logo; it seems like anyone can host a regional, but then this appears to be an MRC activity – if so, we should label it as such).

Spaugh responded that regionals have evolved from the members up rather than the Board down. We're trying to balance "up v down" with "down v up." There is a lot of concern about trying to formalize this too much.

- The sample CGJA Membership Application (Appendix 3) is not current. It has incorrect information about to whom the application goes.

Chernock and Spaugh immediately responded: thank you; we'll change it.

- There are now some restrictions on the use of the CGJA logo. Make sure that you're complying.

Chernock said that he thinks that the latest version, the *Practical Guide*, addresses most of the above comments/suggestions. He said that if the Board approves the document now, he will make all the changes just discussed and send the new version to Board members, asking them to comment back to him as to any additional input.

Approved 02-24-15

Jahr supported Chernock: if the Board approves the document now, he will make all the changes just discussed and send the new version to Board members within a week, asking them to comment back to him. Chernock said he will distribute the latest version.

Discussion ensued with respect to whether the Board should approve or endorse the Practical Guide in concept, with the understanding that it would be changed and submitted to the Board for final approval at its next meeting. Spaugh responded that we're using the document now.

Motions were made and discussed to amend the proposed action. All failed.

The motion passed, 11-2-0.

Chernock repeated that he will make all the changes just discussed and send the new version to Board members, asking them to comment back to him.

F. Director Comments

None.

G. Adjournment (9:03 PM).

Respectfully submitted,
Jim Ragan, Secretary