

**California Grand Jurors' Association Board of Directors
Meeting—May 26, 2015**

MINUTES

A. Call to Order and Roll Call

The roll was taken, and the meeting began at 7:05 PM.

Present: Directors Karen Jahr (president), Lloyd Bell, Medsie Bolin, Marsha Caranci, Karin Hern, Beckie Jennings, Jerry Kunkle, Jerry Lewi, Lou Meyer, Jim Ragan, Diane Shepp, Gary Spaugh; Membership Relations Committee (MRC) Chair Mike Chernock; Awards Committee (AC) Vice Chair Joann Landi; MRC members Vera Crabtree, Diane Masini, Lynn Runyan, and Amber Schriver

Absent: Director Dianne Hoffman (excused)

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, 04/28/15: Ragan

C-2 Acknowledge Committee Minutes in 05/26/15 meeting packet: Jahr/Ragan

The Board unanimously approved the consent items, with the Meeting Minutes correcting minor errors submitted to Ragan prior to the meeting by Spaugh.

D. Officer and Committee Chair Reports

D-1 President's Report (Jahr)

⑦ Meredith Avery, a long-time COJA member in San Diego, passed away on May 22. Hern and Lewi asked to speak. Hern said that Meredith's death was unexpected; her family and friends are in shock. Meredith was a huge contributor to the CGJA Board and the San Diego Association. She was one of the persons responsible for establishing Implementation Review. Lewi said that members of the San Diego Association are also in shock. She was a great contributor to two annual conference, one in Sacramento and the other in San Diego. Lewi said that the upcoming edition of the Journal will

contain an article about Meredith. Jahr asked for a moment of silence in Meredith's honor.

- ⑦ Betty Mattea, a long-time CGJA member, will retire as chair of the Awards Committee. Barbara Sommer is the new chair. This is the President's appointment; No Board confirmation is required.
- ⑦ Jahr said that the Executive Committee met to deal with a chapter's query about the advisability of a chapter sharing a booth at a community event with a political party. The sharing would make the cost affordable. The general consensus was that the sharing would not be a good idea, since the chapter does have tax-exempt status and some people might perceive the booth sharing as an endorsement of the political party. Jahr has communicated that message to the chapter via email. If anyone wants a copy of the email, she will provide it.
- ⑦ Jahr described Senate Bill 227 that has passed the Senate and now goes to the Assembly. The bill, as currently worded, would amend PC §917 to prohibit a grand jury from considering an indictment brought to it by the district attorney with regard to alleged police misconduct that resulted in the death of a person being detained or arrested. This does not prohibit a grand jury, under its own independent criminal powers or watchdog powers from conducting its own indictment proceeding or conducting a watchdog investigation into an allegation of police misconduct which resulted in the death of a person. Jahr said that LLRC is reviewing the bill and monitoring the situation. This might be a good topic for the Journal and could be the subject of an e-Blast to our membership. Spaugh said this movement, which has happened so fast, is an erosion of the public's right to democracy with how criminal indictments are handled. At some point, CGJA needs to step up and describe what a grand jury is about and why it exists rather than having some national issue hijack the process and turn this into a political issue. Kunkle said that CGJA should talk to the membership and take a position on the bill. He is totally against the bill. Jahr said that anyone who is interested can go to a legislature website and subscribe to legislative updates. As a 501(c)(3), CGJA must avoid lobbying per se. A few years ago with respect to AB 622 that would allow a person testifying under oath to a grand jury, CGJA provided information to the Legislature and opposed to pure advocacy. Lewi questioned whether CGJA should get involved, since we don't deal with the criminal side. Does this mean that we would be straying from our normal practice? Jahr responded that he wants to hear what other Board members think. While CGJA training only deals with the civil side, we might want to look at SB 227 more globally with respect to the grand jury system and comment on the criminal side. Spaugh said that actions such as this bill raises the need for us to protect the image of the grand jury system as a form of our democracy and be cognizant of all the issues to distinguish between a

criminal misuse of power and a civil misuse of power. He supports LLRC monitoring this bill. Shepp said that charitable organizations can do some level of advocacy work—maybe up to 20 percent. Hern responded that charitable organizations cannot spend more than five percent of their budgets on political activity. Shepp and Hern said that we have to continue to educate the public about the differences between criminal and civil grand juries. It would be good to have this information on the CGJA website for our members and the general public. The public is confused. Jahr said that we should use the Journal, our website, and an e-Blast. As for addressing legislators about SB 227, we should educate them as to what we see as its ramifications and impacts as currently written. Lewi said that there is nothing in the CGJA Articles of Incorporation and Purpose Statement that would prevent CGJA from taking a position on this bill. Jennings said that after the letter is ready to go to the Legislature, she suggested that it also go specifically to Assembly Member Jim Gallagher, who is sponsoring the Grand Jury Awareness Month bill.

D-2 Officer Reports

Vice President Shepp. No report.

Treasurer Meyer. No report.

Secretary Ragan. He asked directors, in submitting action items for Board decision, to make the recommended action specific – as a motion.

D-3 Legal and Legislative Resources Committee (LLRC)

Jahr said that she already reported on the LLRC work with respect to SB 227. Everything else is in the LLRC meeting minutes.

D-4 Public Relations Committee (PRC)

Chair Ragan thanked Jennings on her effort to get legislation to designate February as Grand Jury Awareness Month. Jahr asked Jennings for an update. She said that the staff of Assembly Member Jim Gallagher (3rd District) is currently reviewing the language that we have used for the proclamation. They don't anticipate any problems. CGJA needs to tell the assembly member who will represent CGJA on the floor of the Assembly when the proclamation is made in late December or in January, with the proclamation being read in February.

D-5 Membership Relations Committee (MRC)

Chair Chernock reported that all subcommittees have completed their procedures and are moving ahead. The next step is to divide the work. Monterey now has a chapter (to be voted on later in this meeting). Spough and Schriver thanked Chernock for his work on this.

D-6 Training Committee (TC)

Chair Caranci directed the Board's attention to item H-2 in the Board meeting packet: Letter to 2014-15 Introductory Members (IMs) from Trainers. The letter, individualized from the training team at each venue, encourages the IMs to become voting members of CGJA and says that representatives of MRC will soon contact them. This is new this year, adding a personal touch since the training team members at each venue are most likely the only CGJA members that they know.

D-7 Finance Committee (FC)

Chair Bell said that the independent financial review has been completed. The revised budget forecast for 2015 has one item area hanging out. Meyer said that he now has all the pieces to put the revised forecast together. Ragan asked how chapters learn whether they still have 501(c)(3) status. Hern and Caranci said that CGJA files a form with IRS every July that confirms the chapters that are within CGJA's exempt group. This is done by the FC. Caranci said that she has copies of all the submittals. She will send copies of the 2014 submittal to Ragan and Chernock.

D-8 Nominations-Elections Committee (NEC)

Chair Lewi reported that, to date, there are two nominees each in the north and south, and three nominees in the central. Three additional people were invited in the north. Two declined; one is still under consideration. One person declined in the central. Two additional people declined in the south; two are still open. Nominations for director close on May 31. NEC will then review the qualifications of the candidates in accordance with the Bylaws and Policy Manual. NEC will present the ballot to the Board for action at its June meeting. Chernock said that nominees might want to use the regional forums to present their positions.

D-9 Awards Committee (AC)

Vice Chair Landi reported that Barbara Sommer is the new committee chair and that Betty Mattea is chair emerita. Lewi and Jahr said that Mattea has done outstanding work as chair, and they are delighted that she will continue on the committee with albeit a reduced role. There are two new committee members. The Excellence in Reporting (EIR) award submission information has been posted on the CGJA website. Sommer submitted an article for the June Journal. The deadline for submissions is June 30. Nominations for the Rolando Award are open. Landi submitted an article for the June Journal.

D-10 Annual Conference Committee (ACC)

Chair Shepp asked Bell, local chapter chair of the 2015 conference committee, to report on progress. He said that the June Journal will include an article on the Annual Conference highlighting three program pieces: *Bringing the Civil Grand Jury to Schools*, *Human Trafficking*, and the Chief Justice's keynote

address. For the latter, the committee is soliciting questions beforehand for the Chief Justice from chapters and members. He invited Board members to suggest to him how the AC should solicit questions from chapters and members. Lewi said that the conference registration form is now on the website. Two other program elements under consideration are *Understanding the Brown Act* and *Recruiting for Diversity on Grand Juries*. The first registrant on-line was Bell. Two others have registered “the old-fashioned” way.

Bolin, chair of the 2016 subcommittee, said that it will next meet on June 1. She noted in the “Crucial Dates” portion of the Directors’ Handbook that theoretically in April the venue for the 2016 Annual Conference should have been announced. She Ragan whether the dates in “Crucial Dates” are hard-and-fast. He responded that he supposed that the Board decided so sometime in the past. He is just reporting as secretary what has been handed down to him. Lewi provided some historical perspective. About five years ago, we failed in getting a venue in timely fashion. That’s when, in 2009, we pieced the conference together for Sacramento with help from people all over the state. After that, we decided that we need a lead time for each venue of about 18 months.

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

Co-Chair Spaugh said that the BPRC has had one resignation from the central region. Rich Knowles is the replacement.

D-12 Ad Hoc Fund Development Committee (FDCC)

No report beyond the meeting minutes.

D-13 Ad Hoc Succession Planning Committee (SPC)

Chair Kunkle said that SPC is still setting up meeting dates.

E. Action Agenda

E-1 Confirm appointment of Todd Lloyd to the Awards Committee per Policy 10.002A.

President Jahr said that Policy 10.002A requires that an appointment of a person to the Awards Committee (AC) be confirmed by the Board of Directors. The chair of that committee, Betty Mattea, has appointed Todd Lloyd of San Francisco to the committee as chair of the Local Achievement Award Subcommittee.

As a point of clarification, Ragan asked whether the Board also should confirm the appointment of Barbara Sommer to be chair of the AC. Jahr responded that Policy 10.0 is inconsistent with respect to the appointment or confirmation of committee chairs and members from committee to committee. In the future, we need to regularize this procedure. As of now, it isn’t necessary for the Board to confirm the appointment of Sommer.

The motion passed unanimously, 12-0-0.

E-2 Review and approve the California Grand Jurors' Association Financial Statements for the Year Ended December 31, 2014 prepared and submitted by the firm of Goranson and Associates as the result of the firm's independent financial review of CGJA finances.

Ragan presented the recommended action as a member of the Finance Review Committee. The CGJA contracted with Goranson and Associates, Inc. to conduct a financial review of CGJA's finances for the year 2014. The financial review report is part of the Board meeting packet.

The motion passed unanimously, 12-0-0.

Lewi then asked how the report should be publicized. Ragan suggested that Rich Knowles be asked to write an article for the Journal and that the report be posted on the CGJA website. There was consensus that Knowles should be asked to write an article for the Journal. Shepp asked if CGJA produces an annual report. Hern responded that the Corporation Code does not require it. A corporation must submit an annual report to its members if its annual revenue is \$2 million or more. Caranci said that either CGJA Bylaws or Policy Manual requires an annual financial report to members. This is published in the April Journal. Bell added that there is a financial report at the Annual Meeting associated with the Annual Conference.

E-3 1. Approve in concept the following Bylaws amendments:

- A. Reduce the term limits for directors from five consecutive two-year terms to three consecutive two-year terms.**
- B. Elect directors by regions, rather than statewide.**
- C. Add regional residency as a qualification for directors and allow the Board of Directors to remove a director who does not maintain residency (defined as the county in which the director is registered to vote in a statewide election) within the region in which the director was nominated and elected.**

2. Authorize BPRC to seek member input on these and other possible changes to CGJA's Bylaws.

Spaugh said that BPRC submits two documents: (1) a recommendations document reviewing and analyzing BPRC's deliberations and (2) the action document containing the recommendations. BPRC is asking the Board to approve three changes to the Bylaws that affect members' rights and therefore require members' approval through the ballot process. The first is to reduce the consecutive terms for Board members from five to three. The second is to elect directors by region. The third, if the election by region passes, is to add a regional residency requirement—allowing the Board to remove a director who does not maintain residency in the region from which he or she was elected.

If this proposed action is approved by the Board, BPRC would immediately solicit input from the members and prepare a follow-up report to the Board. At

its June 2015 meeting, the Board would decide which if any proposed amendments would be submitted to the membership for a vote and would approve the specific language to be included in the ballot. The proposed amendments would be part of the 2015 ballot for the election of directors.

Spaugh said that the recommendations document also discusses other items the BPRC talked about—items that members suggested. One item was for the Board to be allowed to remove directors for reasons other than lack of qualifications. A thorough legal and practical review suggests that broadening this removal power is inappropriate and probably subject to legal challenge because of the legislature's intent to protect the voting members' interest in continued representation by their duly elected directors.

A second item was the suggestion that the membership be allowed to remove a director. That right already exists in the California Corporations Code with a majority vote by the members, so there is no need to address that.

A third item was that directors be prohibited from chairing standing committees. BPRC believes that is unnecessary. Both Board members and all other CGJA members should be allowed to chair standing committees.

Jahr emphasized that, at this point, the BPRC is asking the Board to approve the three amendments **in concept**—to allow further member input. The Board is not being asked, in this action, to approve the exact language.

Lewi provided some history on 1A: the proposed term-limit reduction. The five-term limit was imposed in 2001. Since then only three people have served five straight terms, so this hasn't been a serious problem in denying members the opportunity to serve on the Board. He asked what would be the limit for current directors who have served more than three terms at this time. Spaugh responded that BPRC has thought about it, but hasn't yet addressed it. BPRC needs to do so.

Lewi said that NEC has thus far received no response from members to NEC's solicitation of nominees. There was no large group of people yearning to run for the Board. There may be difficulty in filling Board slots. Spaugh responded that there was substantial BPRC discussion about how to strike a balance between ensuring that board members turn over frequently enough to get new people with an infusion of fresh ideas, while having the valuable experience of experienced board members. BPRC believes that the three successive term limits strikes the right balance.

Lewi then asked what mechanism BPRC plans to use to solicit member comments. Jahr responded that a E-blast would be sent to all members asking for comments. She asked whether an article could also be placed in the Journal. Lewi said yes. We should do both. Not everyone receives the E-blast. The E-blast would go out by June 4, and the Journal will be mailed on June 12. He expects a better response from the E-blast.

Motions 1 and 2 individually passed unanimously, 12-0-0, 12-0-0.

E-4 Approve the petition from CGJA members residing in Monterey County to become a chapter of the CGJA.

MRC Chair Chernock reported that CGJA members in Monterey County have submitted a resolution requesting to be recognized as a chapter of the California Grand Jurors' Association. Chernock has reviewed and approves the proposed bylaws and has confirmed that at least seven members of the petitioning group are members of both the CGJA and the proposed chapter. The MRC has discussed with the proposed chapter how it can obtain a federal tax ID number and has asked that the number be provided to CGJA.

The motion passed unanimously, 12-0-0. Shepp seconded the motion.

E-5 Approve the MRC recommendations that (1) the CGJA subscribe to the services of Infusionsoft and (2) an Implementation Task Force be formed, which would include a representative from each committee that would benefit from using the Infusionsoft tool.

MRC Chair Chernock said that the Ad Hoc Database Subcommittee and the MRC have answered all the technical questions about the Infusionsoft proposal. There was no attempt to leave anybody out. We saw the process this way: the Board told us what they wanted us to do. We did it and are now reporting back to the Board. Perhaps in the future we need a seminar prior to Board action where everyone is brought up-to-date.

In the past, CGJA has dumped all contact information on former jurors after two years. We shouldn't lose that contact information on any former jurors. In asking members to renew their membership, we contact people twice. That is not enough. Our elapsed members are a way to "pan for gold." While it is costly, there is a trust element in transitioning from hand tools to electric tools. The win for CGJA would be magnitudes greater than anything we could do with out hand tools. The risk is minimal. We can walk away in any month. Infusionsoft can handle all of our financial transactions. It is interactive to any database that exists today: whatever data we have now can be put into Infusionsoft and then returned to its former form.

Chernock said that he went outside the subcommittee to get independent assessments about Infusionsoft. What he heard was: if we want to try to grow and prosper, we need a Customer Relationship Management (CRM) software program. Infusionsoft is the best. We have been offered their best price (a discount). We have until June 1 to get this price.

MRC members expressed their support. Runyan said that Infusionsoft can help with annual conference promotion and registration so much better. The information will be there at our fingertips. Infusionsoft is ideal for MRC needs. Schriver said that it will help chapters. Masini said that the current database requires a lot of work just typing data into the computer and gives us nothing in return. Then you can't do anything with it. Data management takes so much

time. Right now, we're just floundering. Infusionsoft will help us maintain our customers and bring in new customers.

Kunkle said that there is a lot of information out there. It's not easily accessible. We should try it. We could then dump it. Meyer said that all databases now are on individual computers. If any of those computers died, we might lose the database. With Infusionsoft, the databases will work off the Cloud. Lewi said that while Infusionsoft will supplant Constant Contact as the method for reaching members, there are no savings in 2015 since Constant Contact is paid through February 2016. Moreover, we need to continue with Constant Contact until Infusionsoft is up and running. There will be some one-time costs regarding website connections, but our website provider does not believe this will be a difficult chore. Our Constant Contact database is on the Cloud. It's good that the Infusionsoft contract will be month-to-month.

Jennings said that contracting with Infusionsoft will alleviate the problems when the former database manager resigned in the summer of 2014. She later added that Infusionsoft can do a lot for training.

Shepp agreed with Runyan that this program could greatly benefit the annual conference. It will greatly help fund development. There is no downside.

Bolin thanked Jennings for briefing her extensively on the process and answering her questions. She said that Infusionsoft is marvelous. But there are some questions not yet answered: Have the volunteers been identified to be trained in this and to input the data? Have they agreed? What is the cutoff date? What is the benchmark? What are the objectives? Jennings responded that at least five of us want take this on. We'll put in the time. We have to give it at least a year. Yes, the program has to pay for itself. Chernock added that MRC will monitor it monthly. It will be part of MRC's monthly report to the Board. Bolin commented that there is no Plan B.

Caranci said that she supports the product. But she reminded directors the Policy 2.004B says that directors should seek any necessary clarification to any proposed action prior to the Board meeting. She expressed disappointment that her questions were not answered prior to the meeting. She added that we need some data now regarding members and past members before the transition. Chernock said that we will have that information.

Jennings reiterated her view that we must give this at least a year. We shouldn't make this strictly month-to-month. She added that she sees great benefits to training from Infusionsoft and wants to talk with Caranci about this.

Jennings added that the special discount pricing to CGJA is unique. They had pulled their original offer, and Jennings worked hard to successfully get the company to restore that offer—if accepted by June 1.

Meyer moved, and Bell seconded, that the Board:

Approve the MRC recommendations that (1) the CGJA subscribe to the services of Infusionsoft and (2) an Implementation Task Force be formed, which would include a representative from each committee that would benefit from using the Infusionsoft tool.

Jahr asked Meyer about the process. Meyer responded that MRC would reach out to each committee chair to appoint a representative.

The motion passed unanimously, 11-0-0 (Director Hern left the meeting prior to the vote).

F. Director Comments

Jennings suggested that Jahr send a letter on behalf of CGJA to Assembly Member James Gallagher thanking him for offering to sponsor the legislation to declare February as Grand Jury Awareness Month. Jahr responded that she would be happy to do so within the next few weeks.

G. Adjournment (9:03 PM).

Respectfully submitted,
Jim Ragan, Secretary