

6-4-13 SPECIAL BOARD MEETING MINUTES -FIRE STATION #87, GRANADA HILLS, CA

1. Meeting called to order - Tino Julian/President 6:30PM

a. Pledge of Allegiance - Led by Tino Julian/President

b. Officer/Board Member Roll Call

Marina Adlivankina/Present

Mary Armentero s/Present

Debra Francisco/Present

Anita Goldbaum/Present

Tino Julian/Present

Frank Klein/Present

John McGovern/Present

Jayne Thome/Present

Nancy Xander/Present

David Hyman/Absent

Deborah Stevens/Absent

Robin Tyler/Absent

Residents/Stakeholders in attendance - count - 6

Mike Kabo/Parliamentarian/Pr esent

Amelia Herrera-Robles/DO NE representative/Present

2. Public comments on non-agendized items - None

Tino changed the order of business to take item 3b, the motion to approve a new President, before item 3a, the motion to accept Tino Julian's resignation as President only, he will remain a Board member.

Tino read a written statement to the board; he attempted to resign a few months ago, and the board did not accept it and gave him a 3 month leave of absence; too much time has elapsed and he wishes to proceed with his resignation as President (but not as a Board member), there were extenuating circumstances and that is why he returned as President for the Special Board Meeting to try and resolve these issues. (See Addendum A at the end of these minutes for Tino Julian's written statement).

3. b. Discussion and possible action/motion to appoint a new President.

Tino Julian made a motion to nominate John McGovern as President of the NHWNC, Frank Klein second and Tino asked for discussion on this item.

Anita Goldbaum indicated that 3 Board members have not taken their Ethics training, per the bylaws, all Board members must take this training within 45 days of being seated, or they will lose all voting rights on the board and felt they should not participate in the vote. Mike Kabo interceded that it was not agendized and that it is irrelevant to the motion on the floor which is a nomination.

Tino Julian asked Amelia Herrera-Robles for any input. She stated some councils have this in their bylaws, others do not. She stated it is up to the board and how do we feel we want to deal with this. Tino Julian said that his understanding of DONE's position was that as long as the training was taken within a year that they have complied. Amelia advised that the Ethics training is actually a State law, it is not something that the Department or City imposes. Each NC can indicate whatever timeframe they want in their bylaws as to when the training must be completed, for NHWNC it states 45 days. She stated it should go back to the board to handle it right now and it could hinder the bylaw meeting if the board wishes to enforce it tonight, and the bylaws are due on June 7. Tino Julian stated that if this is the case, what does that mean for past votes? Amelia stated that it is a mute issue as no one brought it up until tonight. If the board members who did not take the training cannot vote, quorum would not be met and the meeting could not continue.

Peggy Burgess stated we have been told we have to go by the bylaws and we are now in a situation where we are nominating a new president. Tino said he was under the impression, as well as other board members, that we had a year to complete the training. Debra Francisco advised that it has always been 45 days per the bylaws, and that she has sent several emails to the board early on advising them of same. Peggy stated that they are now making excuses for not taking the exam. Board members discussed this issue, one suggestion was made to take the exam immediately. Tino Julian advised that Mike Kabo stated that once the nomination is made it has to be resolved and the issue of ethics can be brought up later in a discussion and possible action/motion.

It was suggested that perhaps a motion could be made to waive the ethics exam and proceed; Mike Kabo stated that this comment was totally unrelated to the motion on the floor, and there is a second, that is what has to be addressed at this point in time. Tino Julian stated there has been a motion, there has been a second, are there any other nominees? Mary Armenteros nominated Anita Goldbaum for President, Debra Francisco seconded; Tino asked for any comment and are there any other nominations, there were none. Mike Kabo said that the discussion on this is not what is needed and that Tino needs to verify that each candidate is willing to serve in this role; John stated yes and Anita stated yes; the one with the most votes is elected President.

Tino asked for the vote; all those in favor of John McGovern raise your hand – 6 – Yes, all those in favor of Anita Goldbaum raise your hand 3 – Yes, any no's and abstentions, vote passes – John McGovern was elected as President of the NHWNC.

2a. Tino Julian is making the motion to resign as President, second by Debra Francisco; Anita Goldbaum asked Tino if he was resigning as President but would remain on the board; Tino answered yes, resigning as President only.

Anita asked Amelia why are the bylaws not being adhered to? Mike Kabo stated that the board members did not pick up on this until tonight, why was this not brought up back in September; Anita advised she was reviewing all the documentation again and checked. Amelia stated that she recommends and it is only a recommendation, and pretty much what the board wants to do, we

are in a quandary and bylaws indicate a 45 day deadline for board members to take the exam, there is conflicting information as to some of the board members perception on this issue. She suggests we have a compliance officer and perhaps Debra can do this. Amelia stated that it is her recommendation we proceed with the approval of the bylaws and that it is up to the board, that you assign someone to handle the compliance issues for the board, but continue with the meeting. She suggested that we bring the ethics issue to the 6/20/13 GBM to ensure that all board members who have not taken the training do so within a certain period of time. Debra stated that she has sent the board emails regarding taking the exam and notify her when they receive the certificate. She makes sure to check with Stephen Box to update the DONE website to indicate who has complied.

Mike Kabo stated just as a formality, the board has taken an action to accept Tino's recommendation for resignation and also to appoint a new President that is a final action. There is a recourse should you choose to elect to use it, that is your grievance procedure and can be filed by any stakeholder against the board for actions that are bylaws or procedurally related which you are citing that you are focusing that this is procedural violation by not following the bylaws. Stakeholders have that prerogative, you have to follow the rules spelled out in the bylaws to adequately and appropriately submit that grievance which is the recourse available. I am just pointing that out to make things clear. For the purpose of tonight's meeting, the board has decided to go forward and it is now time to address 3c. John McGovern, our newly elected President said OK, we are going to proceed with item 3c; discussion and possible action/motion to amend the NHWNC bylaws for submission to DONE by Friday, June 7, 2013.

Marina Adlivankina excused herself and left at 7:30 PM.

Garry Fordyce read a written statement; in summation he said while he was proud of the R&E committee for the bylaws, however, he stated that they do not rise to his standards and in conclusion he recommends that the board does not approve the bylaws and that it be sent back to R&E to complete.

Tino stated that he received comment that there was a question on some of the boundaries; discussion ensued and the boundaries were updated and corrected.

ARTICLE III (3) BOUNDARIES

Discussion ensued regarding the proper boundary wording; they were corrected and updated with the current information, however, they will be changing due to the Granada/Knollwood community plan when it is approved. At that time, the boundaries will be updated accordingly. Motion to approve Article 3 John McGovern, second Debra Francisco, vote 8-Yes, 0-No, 0-Abstentions -passes.

ARTICLE I (1) NAME

Motion to approve Article 1, John McGovern, second Frank Klein, vote 8 Yes, 0-No, 0-Abstentions -passes.

ARTICLE II (2) PURPOSE

Discussion ensued regarding Article 2, changes made. Motion to approve Article 2 John McGovern, second Jaynee Thorne, vote 8-Yes, 0-No, 0-Abstentions -passes.

ARTICLE IV (4) STAKEHOLDER

Discussion ensued regarding Article 4, Motion to approve Article 4 John McGovern, second Nancy Xander, vote 8-Yes, 0-No, 0-Abstentions -passes.

ARTICLE V (5) GOVERNING BOARD

Discussion ensued regarding Article 5, changes made, Motion to approve Article 5 John McGovern, second, Jaynee Thorne, vote 8-Yes, 0-No, 0-Abstentions -passes

ATTACHMENT/BOARD POSITION/ELIGIBILITY TO RUN/VOTE

Ernie Hilger brought up the fact that Factual Basis Stakeholder was left out of the attachment; it was corrected and updated at the meeting; no vote required; just an oversight.

ARTICLE VI (6) OFFICERS

Discussion ensued regarding Article 6 changes made, Motion to approve Article 6 John McGovern, second Jaynee Thorne -vote 8-Yes, 0-No, 0-Abstentions -passes

ARTICLE VII (7) COMMITTEES AND THEIR DUTIES

Discussion ensued regarding Article 7 changes made, Motion to approve Article 7 John McGovern, second Jaynee Thorne -vote 8-Yes, 0-No, 0-Abstentions -passes

John McGovern/President made the motion to submit the revised bylaws in their entirety, with the changes voted on at this meeting and those other articles we hadn't voted on specifically that evening be submitted to DONE via the bylaw amendment procedure. Jaynee Thorne seconded. 6-Yes 2-No 0-Abstentions. The motion passes. The meeting was adjourned at 10:35 PM.

ADDENDUM - A - TINO JULIAN'S STATEMENT

NHWNC - Appointment of John McGovern

As most of you know, I tried to resign from this Neighborhood Council almost 3 months ago. The Board voted instead to grant me a Leave of Absence. While the reasons for my original decision remain valid, it became clear to me that the lack of clarity in the Leadership situation has caused some confusion among the Board and for Stakeholders alike.

In fact, that is part of the reason I am here today - I received a call from a Stakeholder asking me who would preside over this meeting if BOTH the President and Vice-President were not in attendance.

While our Bylaws are clear in what the duties of the President are and how those duties are bestowed upon the Vice-President - unfortunately, the Line of Succession is not clearly spelled out beyond that. In our current Bylaws - which is yet another reason why voting on these Bylaws tonight is so crucial.

Additionally, the lack of clarity in the Leadership situation has created a climate of: Division, Mistrust, Umbrage and, yes, Resentment among the Board (and for Stakeholders).

There's a saying in Hollywood that says, "You are only as good as your Last Project." How that applies to us is - if we lose the faith of the Stakeholders who voted us in - we have lost almost everything. What good are ALL the accomplishments this Board has made if we alienate our Stakeholders in the process?

The situation has gotten so bad that (I feared) if this issue was not Addressed immediately, there may have been some rather dire consequences for this Board (and we may have been looking at a rather different Board in just a few short weeks). I believed that a new leader needed to be appointed AND done so without haste. Let me be clear, this is in no way a referendum on the current Leadership - who stepped-up in less than ideal circumstances. However, when John approached me with these problems, my main question was "do you think you can re-unite this fractured Board?" He said "yes" and I believe John has the unique skills necessary to work with both factions and not only heal the wounds of the past BUT forge ahead to a brighter future.

To this end, I'd like to nominate John McGovern to the office of President of this Neighborhood Council.

Do I have a second?