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## WEST HILLS NEIGHBORHOOD COUNCIL

### JOINT BYLAWS AD HOC COMMITTEE/BOARD MEETING MINUTES July 28, 2021, Telephonic and Online

Approved August 25, 2021

Attendance: Brad Vanderhoof, Aida Abkarians, Faye Barta, Sandi Bell, Dan Brin, Carolyn Greenwood, Bonnie Klea, Saif Mogri, Steve Randall, Char Rothstein, Anthony Scarce, Myrl Schreiberman, Joan Trent, and Alec Uzemeck (arrived 6:55 PM),  
Other WHNC Board Members in Attendance: Glenn Jennings, and Kent Mariconda,  
Co-chair Brad Vanderhoof called the meeting to order at 6:33 PM, A quorum was established.

The May 26 2021 minutes were approved

Roll call vote to approve the June 23 2021 minutes

Aida Abkarians – Yes, Faye Barta – Yes, Sandi Bell – Yes, Thomas Booth – Absent, Dan Brin – Yes, Bob Brostoff – Absent, Carolyn Greenwood – Yes, Marie Javdani – Absent, Bonnie Klea – Yes, Saif Mogri – Abstain, Daniel Osztreicher – Absent, Steve Randall – Abstain, Char Rothstein – Yes, Anthony Scarce – No, Myrl Schreiberman – Abstain, Joan Trent – Abstain, Alec Uzemeck – Absent, Brad Vanderhoof – Yes, Christina Walsh – Absent

Yes – 9, No – 0, Abstain – 4, Absent – 6

The June 23 2021 minutes were approved.

The June 29 2021 minutes were approved.

Numbers refer to agenda items.

5. Add a Provision to the Ad Hoc Bylaws Committee Operating Rules Requiring a Minimum Period of Service on the WHNC Board to Sit on the Bylaws Committee. Item tabled to August.

6. Add a Provision to the Ad Hoc Bylaws Committee Operating Rules Allowing Committee Chairs to remove Committee Members. Operating Rules -- 3. Members of this committee shall be appointed or removed by the Chair(s). Item tabled to August.

7. Add Committee Members with New Members Eligible to Vote Immediately: After discussion item was tabled.

8. Comments from the Chairs: Brad reiterated the proposed amendments in agenda items are not recommendations from the committee chairs but are recommendations from committee members, other Board members, and stakeholders. The committee chairs are opposed to some of the proposals.

9. Public Comment: None.

10. What Information should be Included in WHNC Board Meeting Minutes: Steve said comments from government and other organizations should be noted; but public comments should be summarized and not repeated, and should not include slanderous remarks. Char said DONE accepts complaints against NC Boards but immediately dismisses complaints that mention an individual Board member. Carolyn said that if public comments are included they should all be included but paraphrased and not quoted. As an example she said “made allegations against” can be used without going into detail. Carolyn also said she thinks minutes should include public comment. Saif said public comments should be noted briefly. Dan said the elimination of public comment from WHNC minutes caused more problems than it solved. As an example he said “so and so was criticized by {list of names}.” Kent said there should be no mention of public

comments in the minutes and the correctness of paraphrasing could be disputed. Brad reminded everyone there are two types of public comment; general public comment and public comment on agenda items; and asked everyone to specify which they are referring to when speaking. Myrl said there should be no general public comments noted in the minutes. Aida said it does not make the Board look good to put “soap opera” comments in the minutes. She cited penal code 403 and said the provision to lawfully remove anyone who willfully disrupts a meeting should apply to minutes. Aida also suggested that for public comment a statement to check the video/film/tape could suffice. Anthony said maybe public comments should be included without Board member names. He also said he, with the help of others, has reviewed the recording where the decision was made to remove all comments and believes it applies only to the February Board meeting. Steve said he agrees summarization or paraphrasing could be a problem. He also said public comment needs to be included for agenda items. Brad cautioned practicing censorship is dangerous. Char said in the past comments were described in general terms and it worked fine. Dan said the First Amendment is a pillar of democracy and it is appropriate to paraphrase comments as long as everything is stated in neutral terms. Myrl said there is a difference between First Amendment speech and slander. He suggested “Public Comments were made on a variety of topics, the Board, and the community by {list of names} listen at ...” do not memorialize in print as anyone can use it anyway they want at anytime. Kent said First Amendment rights do not include any obligation to memorialize comments and doing so opens the Board up to exposure. Anthony said there should be no slander included in the minutes but the voices of stakeholders should not be muted. He also said the Board should not take legal advice from anyone other than the City Attorney. Anthony also said currently meeting recordings or stored on Zoom and if Zoom goes away so do the recordings, therefore writing a policy making the recordings part of minutes entails risk. Brad reminded everyone the mandatory recording of Board meetings has a sunset and ends when the emergency resolution switching from in-person meetings to online meetings expires. Sandi asked that an amendment be put to a vote. Steve said anyone can download the Zoom recordings from the links and have their own copy. He suggested designating an individual to be responsible for doing this. Anthony said currently the recordings are not stored on a server the WHNC controls, and although DONE only requires recordings be kept for 30 days; this is not sufficient if they are to be part of the WHNC minutes. Aida said this issue can be resolved if we send the recordings to a location with permanent access. Faye asked if the recordings could be put on the WHNC website. Brad, as Chair of the Communications and Outreach Committee, asked Anthony if he would contact The Web Corner, WHNC website host, concerning the possibility of storing all recordings on the Rackspace server the WHNC documents are stored on. Anthony accepted the project to investigate the storage capacity WHNC has under contract with The Web Corner. Dan said the WHNC has been doing business for 20 years describing comments and never had a disaster or legal reckoning. He also said the public has a constitutional right to petition or address government. Saif said if Rackspace is too expensive maybe the WHNC could purchase inexpensive cloud space.

Steve moved to include general public comment in Board meeting minutes with the exception of potentially slanderous comments about individuals. Joan seconded.

Aida Abkarians – Yes, Faye Barta – Yes, Sandi Bell – No, Thomas Booth – Absent, Dan Brin – Yes, Bob Brostoff – Absent, Carolyn Greenwood – Yes, Marie Javdani – Absent, Bonnie Klea – Abstain, Saif Mogri – Yes, Daniel Osztreicher – Absent, Steve Randall – Yes, Char Rothstein – Yes, Anthony Scarce – No, Myrl Schreiberman – Yes, Joan Trent – Yes, Alec Uzemeck – Yes, Brad Vanderhoof – No, Christina Walsh – Absent

Yes – 10, No – 3, Abstain – 1, Absent – 5

The motion passes and will be sent to the WHNC Board.

5. Add a Provision to the Ad Hoc Bylaws Committee Operating Rules Requiring a Minimum Period of Service on the WHNC Board to Sit on the Bylaws Committee: Item tabled to August.
6. Add a Provision to the Ad Hoc Bylaws Committee Operating Rules Allowing Committee Chairs to remove Committee Members. 3. Members of this committee shall be appointed or removed by the Chair(s): Item tabled to August.
11. Require Recording of Meetings to Continue after In-person Meetings are Resumed: Item tabled to August.
12. Standing Rule Change or Board Resolution Requiring Recording of the WHNC Operations Committee Meeting: Item tabled to August.
13. Standing Rule Change or Board Resolution Requiring Recording of the WHNC Standing Committee Meetings: Item tabled to August.
14. Standing Rule Change or Board Resolution Requiring Recording of the WHNC Ad Hoc Committee Meetings: Item tabled to August.
15. Content for WHNC Board of Directors General Board Meeting Minutes: Duplicate of item 10. Item tabled.
16. Standing Rules for Vacancy Committee Selection: Item tabled to August.

17. Amend WHNC Bylaws Article V -- Officers, Section 2 Duties and Powers: Item tabled to August.
18. Standing Rules Concerning the Number of Seats and Procedure for Filling Seats for Standing Committees: Item tabled to August.
19. Bylaws Amendment Limiting the Number of Standing Committees on which a Board Member can be a Voting Member: Item tabled to August.
20. Bylaws Amendment Limiting the Number of Standing Committees on which a Board Member can be a Chair or Co-chair: Item tabled to August.
21. Bylaws or Standing Rules Amendment for Training Requirements for Voting Eligibility: Item tabled to August.
22. Bylaws Amendment Establishing Term Limits for WHNC Board Officers: Item tabled to August.
23. Bylaws Amendment Establishing a Minimum Length of Board Service Required to be Eligible to Serve as a Board Officer: Item tabled to August.

Co-chair Brad Vanderhoof adjourned the meeting to order at 7:32 PM.

The next scheduled meeting of this committee is August 25, 2021 at 6:30 PM online and telephonic.