



CITY OF
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WEST HILLS NEIGHBORHOOD COUNCIL

JOINT BOARD and BYLAWS AD HOC COMMITTEE EONLINE AND TELEPHONIC MEETING AGENDA

Wednesday August 25, 2021 at 7:30 PM

This meeting of the West Hills Neighborhood Council Bylaws Ad Hoc Committee will be conducted online via Zoom Webinar and telephonically. All are invited to attend and participate.

To attend online via Zoom Webinar, paste the following link into your browser:

<https://zoom.us/j/82813378324>

To call in by phone, dial toll-free **833-548-0276**, then punch in this Webinar code when prompted: **828 1337 8324#**.

This meeting is open to the public. Comments on matters not on the agenda will be heard during the Public Comment period. Those who wish to speak on an agenda item will be heard when the item is considered.

1. Call to Order
2. Approval of July 28, 2021 Meeting Minutes
3. Comments from the Chairs
4. Public Comment
5. Discussion and Possible Action to Change the Age Requirements for the WHNC Youth Seat to 14-17 Years of Age
6. Discussion and Possible Action to 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.
7. Discussion and Possible Action to 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)
8. Discussion and Possible Action to Amend WHNC Board Decision from September 3, 2020 and Require Recording of Meetings to Continue after In-person Meetings are Resumed
20-0091 – Discussion and possible action to record all WHNC Board of Directors meetings: Amendment to have this only apply as long as the Board is meeting via Zoom. Joanne Yvanek-Garb so moved. Faye Barta seconded. Reeyan Raynes said the WHNC should record or stream all meetings.

Glenn Bailey said he feels Zoom is a valuable tool and the meetings should be accessible to the community.

Amendment

Yes – 19, N – 0, Abstain – 1 Absent – 3, Ineligible – 0, Recusal – 0 The motion to amend passes.

Amendment, Bob Brostoff moved to have this a requirement for all WHNC committees. Thomas Booth seconded.

Yes – 6, N – 12, Abstain – 1, Absent – 4, Ineligible – 0, Recusal – 0 The motion to amend fails.

Action on amended proposal.

Yes – 20, N – 0, Abstain – 0, Absent – 3, Ineligible – 0, Recusal – 0 The action passes.

9. Discussion and Possible Action on a Standing Rule Change or Board Resolution Requiring Recording of the WHNC Operations Committee Meeting
10. Discussion and Possible Action on a Standing Rule Change or Board Resolution Requiring Recording of the WHNC Standing Committee Meetings
11. Discussion and Possible Action on a Standing Rule Change or Board Resolution Requiring Recording of the WHNC Ad Hoc Committee Meetings
12. Discussion and Possible Action on establishing Content for WHNC Board of Directors General Board Meeting Minutes
13. Discussion and Possible Action on Standing Rules for Vacancy Committee Selection
Sample Proposed Standing Rule for Article 5, Section 6, Part A
The WHNC Vice President shall Chair an Ad Hoc Vacancy Committee. In selecting the members for the committee, the Chair shall give first consideration to eligible Board members who express interest and who did not serve on the last previous Bylaws Ad Hoc Committee. To be considered eligible a Board member must be current in all required neighborhood council training.
14. Discussion and Possible Action to Amend WHNC Bylaws Article V -- Officers, Section 2 Duties and Powers:
B. The Vice-President shall serve in the absence of the President in his or her stead. In addition, the Vice-President may perform certain presidential duties as mutually agreed by the president and vice president. The Vice-President shall chair the Ad Hoc Vacancy Committee.

D. The Treasurer shall maintain the records of the Council's finances and books of accounts and perform other duties in accordance with the appropriate Los Angeles City agency's policies and procedures and shall be a ~~member~~ co-chair of the Budget Committee.

E. The Controller:
 1. Shall maintain an inventory of all assets and properties of the WHNC.
 2. Shall conduct an audit of the budgeted expenditures of all committees monthly (review of the MER).
 3. Shall submit the audits to the board quarterly.
 4. Shall be a ~~member~~ co-chair of the Budget Committee.
15. Discussion and Possible Action on Standing Rules Concerning the Number of Seats and Procedure for Filling Seats for Standing Committees
Sample Proposed Standing Rule for Article 5, Section 5
All committees shall have self-written ~~standing~~ operating rules that shall include:

- A. *Criteria for membership and voting in the committee*
- B. *Definition of what “serving actively on at least one committee” means for the committee*
- C. *Other rules of operation, if any*

Add paragraph D. There shall be no limit on the number of board members for all Standing Committees. Any board member in good standing may request membership if that member has attended at least three (3) previous meetings of the committee.

Additional suggestion – Committee Chairs shall not deny committee membership to any Board member who requests to join the committee.

- 16. Discussion and Possible Action on a Bylaws Amendment Limiting the Number of Standing Committees on which a Board Member can be a Voting Member
- 17. Discussion and Possible Action on a Bylaws Amendment Limiting the Number of Standing Committees on which a Board Member can be a Chair or Co-chair.
- 18. Discussion and Possible Action on Bylaws or Standing Rules Amendment for Training Requirements for Voting Eligibility
- 19. Discussion and Possible Action on a Bylaws Amendment Establishing Term Limits for WHNC Board Officers
 - a. All officers or a subset of officers?
 - b. When does the clock start on counting terms (or number of years)?
 - c. How are partial terms counted?
 - d. Is this a hard limit or does it apply only to consecutive terms?
- 23. Discussion and Possible Action on a Bylaws Amendment Establishing a Minimum Length of Board Service Required to be Eligible to Serve as a Board Officer

ARTICLE VI OFFICERS Section 1: Officers of the Board

The Officers of the Board shall include a President, Vice President, Secretary, Treasurer and Controller. The President may share duties of office with the Vice President. No individual may hold more than one Officer Position at the same time.

Example – To be eligible for nomination for the Office of President of the WHNC Board of Directors a Board member must have been a member of the WHNC Board for two (2) years.

- 24. General Discussion of Proposals for Bylaws or Standing Rules Amendments
- 25. Adjournment

The next scheduled meeting of this committee is September 22, 2021 at 6:30 PM.

Public input at Neighborhood Council meetings: When prompted by the presiding officer, members of the public may address the committee on any agenda item before the committee takes an action on the item by punching in *9 (if calling in by phone) or by clicking on the “raise hand” button (if participating online through Zoom) and waiting to be recognized. Comments from the public on agenda items will be heard only when the respective item is being considered. Comments from the public on matters not appearing on the agenda that are within the committee’s jurisdiction will be heard during the General Public Comment period. Please note that under the Ralph M. Brown Act, the committee is prevented from acting on a matter that you bring to its attention during the General Public Comment period; however, the issue raised by a member of the public may become the subject of a future committee meeting. Public comment is limited to 2 minutes per speaker, unless adjusted by the presiding officer of said committee.

Notice to Paid Representatives - If you are compensated to monitor, attend, or speak at this meeting, city law may require you to register as a lobbyist and report your activity. See Los Angeles Municipal Code §§ 48.01 et seq. More information is available at ethics@lacity.org/lobbying. For assistance, please contact the Ethics Commission at (213) 978-1960 or ethics.commission@lacity.org

Public Posting of Agendas: WHNC agendas are posted for public review at Shadow Ranch Park, 22633 Vanowen St., West Hills, CA 91307 or at our website, www.westhillsnc.org. You can also receive our agendas via email by subscribing to the City of Los Angeles Early Notification System at www.lacity.org/government/Subscriptions/NeighborhoodCouncils/index

The Americans With Disabilities Act: As a covered entity under Title II of the Americans with Disabilities Act, the City of Los Angeles does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its programs, services and activities. Sign language interpreters, assistive listening devices and other auxiliary aids and/or services may be provided upon request. To ensure availability of services, please make your request at least three business days (72 hours) prior to the meeting you wish to attend by contacting via email NCSupport@lacity.org or calling (213) 978-1551. If you are hearing impaired please call 711.

Public Access of Records: In compliance with Government Code Section 54957.5, non-exempt writings that are distributed to a majority or all of the board in advance of a meeting may be viewed at the meeting where such writing was considered or by contacting the WHNC's executive director via email at michelle.ritchie@westhillsnc.org. Requests can be made for a copy of a record related to an item on the agenda.

Reconsideration and Grievance Process: For information on the WHNC's process for board action reconsideration, stakeholder grievance policy or any other procedural matters related to this Council, please consult the WHNC Bylaws. The Bylaws are available at our website, www.westhillsnc.org



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WEST HILLS NEIGHBORHOOD COUNCIL

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

Revised July 28, 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 Uzameck (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 Uzameck – 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. Discussion and Possible Action to 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.

6. Discussion and Possible Action to 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).

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 are 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.