

**Historic Cultural Neighborhood Council
Board Meeting – February 11, 2003
MINUTES**

(Please note that the motions for this meeting were recorded by stakeholder Lucy Jenson. Portions of the meeting were captured on audiotape. The following notes are a summary of some NOT ALL, of the discussion that took place on the evening of February 11, 2003 and DO NOT include the input or approval by the Board of HCNC.)

HCNC Board Members Present: Don Toy, Edmund Soo Hoo, Kelly Soo Hoo, Mamie Hong, Ne Hay Tom, Alicia Brown, Charles Woo, Peter Woo, Kim Benjamin, Jonathan Jerald, William Kramer, Dominic Ehrler, Stephen Guerrero, Daniel Gudino, Danny Young, Jose Luis Sedano, Brian Kito, Howard Nishimura, Mary Amason, Mamie Hong, Alan Kumamoto, Albert Domasin, Joan Lee, Leslie Ito Wong, Kam Lee, and Maria lam Lee.

DONE Staff Present: Greg Nelson, Romerol Malveaux, Michele S. Cuevas, Sonya Calloway.

Approximately **20 community stakeholders** were present for this meeting.

Parliamentarian Kim Goldsmith called the meeting to order.

A few Boardmembers expressed concern regarding the **location of the meeting** and questioned whether it was in fact located within the HCNC boundaries.

DONE Staff clarified that the meeting location was within the HCNC boundaries.

A few Boardmembers agreed that the meeting was located within the HCNC boundaries.

After some debate, Boardmember Gudino presented a motion on the whether the meeting is legal and should continue.

17 Yes, 5 No's. The motion passess.

The Chairman then began review of the **HCNC proposed agenda**.

A Boardmember expressed concern that one copy of the agenda contained 11 items and one copy contained 10 items.

Another Boardmember asked which of the two agenda's had been posted for Brown Act compliance.

DONE Staff could only confirm that the 11 item agenda was the final agenda for the meeting, but could not confirm which one had been posted.

The Chair followed the 10 item agenda, since it was clear that at a minimum all of those items had been posted.

Discussion on the order of agenda items ensued.

Jonathan Jerald states preference to keeping the election of officers before the bylaws committee since the officers need to be involved in that process.

Another Boardmember expresses interest in making a secondary motion to keep item number 4 after item 5 regardless of any other order of items.

A Boardmember introduced a **motion to move item number 3 Election of Officers, after item number 5** (Report and Discussion of HCNC 11/14/02 Election).

9 Yes, 16 No's. The motion failed.

A Boardmember introduced a **motion to move item number 5** (Report and Discussion of HCNC 11/14/02 Election) **after item 2** (Review and Approval of Minutes from 1/29/03).

14 Yes, 5 No's. The motion passes.

Boardmember Don Toy introduced a **motion to move Item 9** (Public Comments) **after item 1** (Call to Order and Roll Call).

10 Yes, 14 No's. The motion fails.

A Boardmember introduced a **motion to adopt agenda as amended.**

18 Yes, 4 No. The motion passes.

A few Boardmembers commented on the lack of time to sufficiently **review the minutes** from the HCNC 1-29-03 Board meeting.

The Chair requested that the Minutes be read aloud for all Boardmembers.

Michele S. Cuevas, DONE staff, read the minutes aloud.

Don Toy expressed concern regarding the minutes and whether they were accurate reflections of the meeting. He indicated several points that he wished to discuss. Mr. Toy shared the option of tabling the minutes in the interest of time.

The Chair clarified that the Board could follow any of the following options with regards to the Minutes: they could amend, approve or delay the approval process.

Kim Benjamin asked whether the Minutes could be approved and then corrections made at a later date.

The Chair replied that this suggestion was also an option and clarified that there is not statute of limitation on revisions to the Minutes.

Mr. Toy expressed concern regarding the accuracy of the Chairs statement.

The Chair clarified that the Board could adopt and then amend the Minutes later and further clarified that Robert's Rules would require a 2/3rd's vote to amend.

Mr. Benjamin suggested that the minutes not be adopted until people had further opportunity for review.

The Chair accepted Mr. Benjamin's suggestion as a **motion to postpone until the next meeting the approval of the minutes** for the January 29, 2003 meeting.

14 Yes, 7 No. The motion passes.

Romerol Malveaux, **DONE Staff**, presented a **brief overview of the HCNC election** and the departments response to challenges, recount and recognition of the Board.

Several Boardmembers expressed concern regarding the departments decision regarding the at-large non profit seats and felt that the department was overstepping its authority and rewriting the rules after the election results.

Ms. Malveaux stated that the department had completed its review of the matter.

The Chair moves to **Election of Officers on the agenda** and request that Boardmembers review the process for Election of Officers as suggested by the department. The Chair expresses that this outlined procedure can be modified by the Board.

Mamie Hong expresses concern that not all Boardmembers who want to run for office are present at the meeting and that 3 vacancies should be filled prior to the election of Officers. Ms. Hong suggests that the Election of Officers be postponed.

Mr. Benjamin shares that the bylaws require that the Board seats be filled by the Board after the Executive Committee, and therefore the filling of vacancies cannot happen before the election of Officers so that the Chairperson can appoint a Chair for subsequent committees. He proposes that the election of officers move forward.

Mr. Toy expresses concern about rushing forward without reviewing the bylaws first.

Mr. Jerald states that he does not agree that the Board is rushing ahead and feels that the Board must take their time with the bylaws. The bylaws state that vacancies are filled by recommendation by the Executive Committee and subject to a simple majority vote by the HCNC Board of Directors. His understanding is that the Board cannot fill those vacancies without the election of officers first.

Howard Nishimura states that he is bothered with the fact that the Board cannot get on with the business of why they were elected in the first place, which is to do work in the community. He recommends the Board move forward.

Edmund Soo Hoo states that he agrees with Howard and other speakers regarding the purpose of the Board to empower communities. He favors spending additional time postponing the election to the next meeting because many people are new to the process. He states that although to some the process feels slow based on their experience, many people do not understand the process. He refers to the fact that no one is present at the meeting as an indicator that people don't care, because they don't know what's going on. He recommends that the election be postponed.

A Boardmember states that 2/3 vote is needed to postpone the election.

The Chair clarifies that the bylaws indicate that the annual election of officers should be at the January general meeting with installation at the February meeting.

Ms. Hong states that she would like to amend her motion to postpone the election of officers to the next meeting.

Mr. Toy asks when the next meeting will be.

The Chair indicates that the next regular meeting is the following week. Ms. Cuevas states that the bylaws state the third Tuesday of February is the General Board meeting.

The Chair repeats that the motion is to postpone the election to next weeks General Board meeting and places a ten minute time limit for the Board to discuss.

Albert Domasin asks what the difference is between a Board meeting and a General meeting?

Ms. Cuevas responds that according to the HCNC bylaws, the general meetings are on a quarterly basis and the Board meetings are on a monthly basis. Both meetings are open to the public.

Mr. Nishimura ask is the election is being postponed to the next week or until April.

The Chair repeats the **motion to postpone the election of officers until the next week.**

13 Yes, 11 no's. The motion passes.

The Chair calls for item four review of bylaws committee.

A boardmember suggest that the bylaws committee contain at least six people, each representing a committee.

The Chair ask if there is a bylaw committee or whether one needs to be created.

Mr. Toy suggest that the Board form a nominating committee and that DONE should get started with the Bylaws committee.

Ms. Cuevas states that the department does not want to be in the position of creating the HCNC bylaws committee for the Board and recommends that it would be more appropriate for the Board to do so.

Mr. Jerald states that the bylaws committee should be delayed since the Board must elect its officers in order to appoint a chairperson to the committee.

Ms. Cuevas clarifies that the bylaws of the HCNC call for the President to appoint chairs of all the committees and further clarifies that although a Boardmember made reference to the filling of vacancies, no such procedure is listed in the bylaws.

The Chair clarifies that under Robert's Rules if an officer is given a duty and cannot perform it, those duties and responsibilities then fall to all 33 Boardmembers. He states that just because a President does not exist, a task does not need to go undone.

A Boardmember states that the Board has come together to make something happen and nothing is happening. He states that the Board keeps delaying and not giving voice to the community.

The Chair calls the **vote on delaying the filling of the bylaws committee until after the Executive Board is elected.**

15 yes, 7 no's. The motion passes.

A Boardmember suggest that the Board table the rest of the agenda.

The Chair clarifies that technically the Board cannot table items, but the Board can move agenda items.

Ms. Malveaux states that DONE will not be able to assist the Board in finding a location and posting for a meeting the following week.

The Chair clarifies that there is no meeting location or time.

A Boardmember ask is DONE will be able to set up a meeting in two weeks.

Ms. Malveaux answers that she is unsure unless the Board can provide assistance.

Mr. Toy wanted it to be on the record that the Chair was rescinding and that the action required 2/3 vote.

The Chair calls the **motion to adjourn the meeting.**

19 Yes, 1 no. The motion passes.

The meetings is adjourned at approximately 10:40 pm

Notes prepared by DONE staff.