



## Special OTTA Board Meeting

12/17/14

Rick Rausch called the meeting to order at 6:50 pm.

**Present:** Rick Rausch, Robert Jones, Claire Leaman, Diane Gonzalez, Anne Giffels and Lance Hornaday.

**Absent** were Karen Pfendler, Chris Huff, Rob Gibbs and David Pfendler.

The first order of business was for the board to consider a year-end bonus for Leslie Wolfe. Robert Jones moved to approve a bonus. Lance Hornaday 2<sup>nd</sup> the motion. The motion passed unanimously.

Rick Rausch thanked the board for coming tonight on such short notice and welcomed members in the audience. The reason this special meeting was called was for the board to review the procedures for conducting a paper ballot election at the upcoming annual meeting and to agree on how to proceed.

At the last board meeting on December 9<sup>th</sup>, the Board had approved a new Conflict of Interest policy. *Section 6, 1, a*, of that policy states that when an officer or director has a financial or personal conflict, they must disclose the conflict and not vote or participate in the discussion. It is unclear to the President as a candidate on the NC slate which is also being contested, if a conflict of interest exists for him with this discussion tonight, but to play it safe, Rick will not vote on any motions regarding the upcoming election and will limit his comments to those necessary to run the meeting.

Secretary Karen Pfendler had submitted to the board the attached document titled "What already is in place for the 2015 election". Following extensive discussion, the board through consensus agreed to ask the secretary to make the following changes/additions:

1. In #4, to add an observer to the certification process.
2. In #6, to have the 2<sup>nd</sup> person open the ballots and call out the results and the secretary would be the second set of eyes that would see the ballot and corroborate the name and vote.
3. In #11, Leslie and Michael Warnick would prepare the membership list to be used for the election and the Treasurer would review the list prior to the ballots being sent out.
4. In #11, Robert Jones would review the ballot packet prior to the ballot being sent to membership.
5. All protocols for the election would be guided by the principles of fairness, transparency, accuracy and being consistent with the bylaws, the balloting procedure and best past practices.

The board then voted on the following motion: *That the OTTA Board of Directors asks the Secretary to recuse herself from the secretary's role as defined in the bylaws and the balloting policy for the upcoming election, and allow the Board of Directors to appoint a replacement, in order to prevent an actual or perceived conflict of interest. There is no question about the ethics of the secretary. This is done solely to protect the Association and the integrity of the election.*

Lance Hornaday moves the motion and it was 2<sup>nd</sup> by Claire Leaman. The motion passed with 5 yes votes, 0 no votes and one abstention.

The meeting was adjourned at 8:40 pm.

Submitted by Rick Rausch, President.