

From: [Suzy Phillips]
To: elist@wgbackfence.net
CC: [Jeff Senigaglia]
Sent: 5/13/2011 10:45:26 P.M. Pacific Daylight Time
Subj: [WGBackfence] WGNA May General Meeting, just the facts, ma'am

My apologies to those on the list suffering fatigue from this issue. This will be my final post prior to the General Meeting, which I plan to attend, so that I can hand in my "no confidence" ballot.

I also apologize for the length and lack of formatting - formatted, it is too large to send through the list and I don't want to waste too much more of my weekend on this idiocy.

In the interest of correcting errors of omission in Jeff's post, I will focus on issues of fact. I'm ignoring the rest of the nonsense, except to add that Jeff is correct in that I have not attended the speakers' presentations hosted by WGNA in lieu of business meetings. Had I been both free and interested in the topics, I might have attended. This would be different from attending a WGNA business meeting, focused on WGNA business, of which there have been none.

I've asked Larry to post, on the WGBackfence site, the original letter sent to David Dearborn (WGNA Pres) and the WGNA Board from the (then) 3 elected Nominating Committee members (Kris Cunningham, Larry Ames and myself) and endorsed by four former WGNA Presidents (Nancy Ianni, Tiralisa Kaplow, Helen Solinski and Becky Worsham). For those interested, this will provide much-needed foundation for the March 16 response by Dearborn, which has been posted on the WGNA.net site and is referred to by Jeff. While undated, our letter was attached to a March 13, 2011 e-mail to Dearborn and the Board members individually.

Jeff's comments in his e-mail (referred to below) suggest that Larry and I have been selective with our facts, "You have chosen to present your version while omitting perhaps just a few pertinent facts which I have no choice but to bring to the table," and leaves the impression that there was no follow-on action by us to access the information we requested of WGNA in our original request (and responded to by Dearborn in his WGNA.net posted response).

This is untrue and incorrect. What Jeff fails to mention is the follow-up communication from Larry Ames, representing the elected Nominating Committee – the only one publicly doing work at this time – and Dearborn's response. As a Board member, Jeff received this information directly. He has chosen to ignore these facts, preferring to sling mud at people who have been extremely measured in their response to these outrages. To correct these errors of omission, I provide the following.

After a scheduled and announced Nominating Committee meeting (April 14) (attended only by the two remaining elected members, though publicized to the Board members as well), Larry reiterated in an e-mail to WGNA Pres. David Dearborn our request for specific information. Portions of Dearborn's e-mail response (copied to me and to the WGNA Board) read as follows: (I've appended my own interpretation of each response in [brackets].)

*{Ames} we need the list of WGNA paid members: this is needed so that we can check whether candidates meet the membership requirements as spelled out in the bylaws for Officer Positions

{Dearborn} >> The bylaws state "...shall have been a member of the Association for one year prior to the date of the election" . Information relative to the paid membership status and duration will be provided for all board candidates under consideration when that list has been made available by the Nominating Committee. In the interests of protecting the privacy of WGNA current and past members, the membership list shall not be shared or distributed.

[my interpretation: "no" --Note that the elected Nominating Committee had not yet agreed to put forward the names of the non-Board members who had been approached and agreed to serve, and ultimately decided not to do so. Also, note that the membership list had been provided to the prior year Nominating Committee]

*{Ames} we need the approved minutes from the past year, to help us in evaluating the effectiveness of the various Board Officers. As per the bylaws, "[a] report of action taken in closed session shall be included in the minutes and reported at the next open meeting." (Note: that would include email discussion/decisions, as these "meetings" are also "closed".)

{Dearborn}>> During this board's term, two board meetings were held outside the normally scheduled: 1) June 2010, a closed retreat for members to meet, greet, share their interests, values and thoughts about the coming year. This was made public and substantive share thoughts were also made public. There were no action items agendized or actions taken. 2) In December of 2010 an offsite was held at Top Nosh, in a public room. That meeting and the product of that meeting was published and made available to all members. Please refer to your copy.

[my interpretation: "there are no Board minutes for Board meetings which are required by the by-laws to be held at least 9 times during the year at regularly scheduled and announced times. There are no minutes for any business which might have been conducted either before or after the speakers' forums, which were held in conjunction with presumed Board meetings. That is, there are no minutes of business meetings, possibly because no actual business meetings were conducted. Further, there is no record of any decisions which might have been made through e-mail communication among the Board, although that is required by the by-laws."]

* {Ames} we require copies of the financial reports: before we can recommend an additional term for any individual Board member, we need assurance that they have been faithfully fulfilling their fiduciary obligations to the Membership.

{Dearborn} >> 1) In reading the Bylaws, there does not appear any language that specifically requires such. 2) In a written response address to three members of the 2010-2011 nominating committee and past WGNA officers dated March 16, 2011, this was addressd by the current WGNA president and copied to the current Board. To this date no written response relative to the information submitted has been received by any board officer or board member. It is assumed that based on the information supplied and the non-response since then, the nominating committee's concerns regarding

this matter have been satisfied.

[my interpretation: "no - although this e-mail is a written response by one of the two remaining elected Nominating Committee members, this doesn't meet my [Dearborn's] criteria as a written request for the information and the by-laws don't specifically require the Board to provide financial reports to the members" –Note that no financial report had ever been provided at a Board meeting, no General Meeting had been convened (though required by the by-laws) at which time members could ask for the information. In any case, the Treasurer was not required to attend the meetings "excused absence" header on April session announcement on the e-list, so questions could not be directly answered by him at the meeting, rendering the process irrelevant. Any suggestion that we had access to financial records is ludicrous.]

* {Ames} Also: what is the schedule for the spring WGNA newsletter? What is the deadline for the slate of candidates and their biographies?

{Dearborn}-- Board members are currently reviewing their ability to commit officer seats for this next term

- Member commitments are expected within this next week
- Two new members have expressed interest in joining the board and their interest and bio has been forwarded to the Nom Cmte.
- A third has expressed interest and that person's letter of interest and brief bio should or will be made available upon receipt (shortly)
- Nom Cmte can meet, review candidates, discuss and come up with a slate of Board candidates between April 22 and 27th.
- Newsletter with General Mtg. notice, candidate bios and ballot will be composed, edited and proofed by the end of April.
- 250 plus paid members and past unpaid members should have that in their mail box first week of May. It is assumed that past or unpaid members wishing to renew and pay dues may do so and vote before the deadline. Please let me know if the bylaws indicate otherwise.

[my interpretation: "current Board members are deciding whether or not they will return. We have two new members to the Association who have expressed interest in being on the Board and a third is expected to throw his hat into the ring. During the six days inclusive of April 22 to 27 the nominating committee will meet, confirm a slate of candidates and report it out."]

Please note the following:

1. On April 13 (prior to our April 14 nominating committee meeting), Dearborn sent an email to Larry, me, the three WGNA Board nominating committee members and three new members who had expressed interest in being on the Board. Dearborn's letter included the following (verbatim)"

"Looks like we have 6-7 confirmed returning board members.
3 new community members have expressed interest in joining the Board
As for sorting out Board Officer positions, that is being discussed."

[my interpretation: "anyone on the current Board who wants to come back will be on the ballot. There are 6-7 of these. We are divvying up the officer positions and will let you know the outcome, once we've made the decisions."]

2. Dearborn posted to the WGBackfence e-list, on April 19, notice of the following night's meeting/speaker presentation of the community college district. On the agenda (accessed by a link in his email to the Backfence list, the following agenda item appeared: Introduction of Board Candidates (person responsible – Secretary [N.B. This is Richard Zappelli, also chair of the Board Nominating Committee]).

How could Board candidates be introduced on April 19 when the President had identified April 22 through April 27 as the period during which the Nominating Committee could be “meeting, reviewing candidates, discussing and coming up with a slate”? Clearly, the Board member nominating committee self-appointees had already confirmed its slate of candidates, which included themselves as both members of the Officer/Board and as the next Nominating Committee. At this point, neither Larry nor I had been advised of or invited to a meeting of the Board's appointed Nominating Committee members. [We both received an email on April 21 from Richard Zappelli, self-identified as chair of the nominating committee, advising us of a meeting on April 25. Curiously, the subject of the email was “Re: WGNA Nom. Cmte. meetings 4/21 and 4/26.”] I chose not to attend the April 25 meeting to which I had been invited, adding that I considered that process a farce.

Why do I keep referring to them as “self-selected”? Because there is no record of any Board action appointing three replacement members to the Nominating Committee. The Board could have taken this action at the March 16 or April 20 meeting, but it wasn't on the March 16 agenda and there were no minutes to approve on April 20, indicating that this action had been taken. By April 20, they had already come up with a slate, which was to be introduced publicly, per the agenda.

This is the crux of my disagreement with the current WGNA Officers and Board – they aren't running the Association, they aren't dealing with issues that are facing Willow Glen, there is no inclusion of members, there is no respect for the Association's adopted by-laws, there is no transparency and there is nothing but contempt for members who try to become informed about the workings of the organization. These people don't deserve my support or confidence.

Suzy