

**CHSSA BOARD OF DIRECTORS SPECIAL ZOOM MEETING**  
**Thursday, March 16th, 2023**

Please note that the meeting minutes below are as accurate as possible. The below is as close to a word-for-word transcript as possible.

**GENERAL MEETING – ZOOM 5:05 PM**

- **Call to order by Chris Harris - 5:07 pm**
- **Roll call**

Present	Absent
<ol style="list-style-type: none"> <li>1. President - Chris Harris</li> <li>2. Vice President Activities - Angeliqe Ronald</li> <li>3. Vice President Curriculum - Minnia Curtis</li> <li>4. Secretary/Editor/Webmaster - Ben Cummings</li> <li>5. Area 1 Chairperson - Artem Raskin</li> <li>6. Area 1 At Large - Julie Herman</li> <li>7. CFL Representative - Xavier Liu</li> <li>8. Debate Co-Chair - Lexy Green</li> <li>9. Debate Co-Chair - Steve Clemmons</li> <li>10. Area 2 Curriculum Rep - Summer Calandra</li> <li>11. YFL President - Zack Kopecki</li> <li>12. SVFL Representative - Nicole Jennison</li> <li>13. Area 2 Chairperson - Mikendra McCoy</li> <li>14. CVFL President - Joshua Stinson</li> <li>15. Area 3 Representative At-Large - Eleanor Nishioka</li> <li>16. Area 3 Curriculum Representative - Aaron Marquette</li> <li>17. Area 3 Chairperson - Leilani McHugh</li> <li>18. SCDL President - Ashley Novak</li> <li>19. TCFL President - Bobby Lebeda</li> <li>20. WBFL Representative - Sarina Wang</li> <li>21. CBSR President - Erik Pielstick</li> <li>22. Area 4 Representative At-Large - Sarah Sherwood</li> <li>23. Area 4 Chairperson - Rosalyn Foster</li> </ol>	<ol style="list-style-type: none"> <li>24. Treasurer - Jennifer Nguyen</li> <li>25. Area 2 Representative At-Large - Gaby Scully</li> <li>26. Historian - Gregg Osborn</li> <li>27. GGSA President - Dave Matley</li> <li>28. Area 1 Curriculum Representative - Ben Fagan</li> <li>29. OCSL President - Tony Ugalde</li> <li>30. SDIVSL Representative - Charlie Synn</li> <li>31. Area 4 Curriculum Representative - Katie McMillan</li> </ol>
<p>Guest: Jill England (Attorney)</p>	

**Roll Call**

<b>Benjamin Cummings</b>	We have 22 present, that gives us a quorum.
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**Agenda Adoption**

<b>Chris Harris</b>	We do have an agenda. I noticed Ben's email.
<b>Leilani McHugh</b>	Point of information please.
<b>Chris Harris</b>	Sure. Go ahead.
<b>Leilani McHugh</b>	Yeah, thank you very much. I know we don't have a formal agenda, and according to requests made by email by several board members, this meeting is to include discussion about the removal of the President. Considering that request, it's a clear conflict of interest for you, the President, Chris, to preside over the discussion. Therefore I request that the President temporarily transfer the duties to our

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	Vice President Activities until this issue is resolved.
<b>Chris Harris</b>	So I was getting to that. One, we do have an agenda that I emailed out two days ago.
<b>Leilani McHugh</b>	It wasn't very formal, and I need to know whether or not you would be willing to step aside during the discussion.
<b>Chris Harris</b>	Let me answer the second issue. I asked Dave Matley as well as Mr. Clemmons to chair this meeting. Mr. Matley cannot make it. Mr. Clemmons, do you mind to chair this meeting right now?
<b>Steve Clemmons</b>	I don't, I will.
<b>Leilani McHugh</b>	That's all against the rules. You're supposed to give the chair to the Vice President according to our by-laws.
<b>Chris Harris</b>	I don't recall that, according to our by-laws.
<b>Jill England</b>	Do you want to hear from me?
<b>Chris Harris</b>	Sure, go ahead.
<b>Jill England</b>	There's actually nothing in the by-laws that would require Chris to hand over the chair during a discussion like that. I had no idea this was being discussed at this meeting. You may have it in some other procedure but there's nothing in your by-laws that says Chris can't be the chair during which someone makes the motion to remove him as President. Chris can stay in the room, and he can vote. He may vote no.
<b>Leilani McHugh</b>	Thank you, Jill.
<b>Chris Harris</b>	Thank you. Also, I sent out an agenda. I don't know what the words you used were. I guess a formal agenda. It includes everything I believe to be formal to a meeting. I asked several times if anyone wanted to include other items. There was discussion, but nothing was sent to me. So this is the agenda I sent out to Jill. With understanding, I sent it out to everyone else. This is as formal as I could get.
<b>Rosalyn Foster</b>	Point of Inquiry
<b>Minnia Curtis</b>	Chris, I would like to speak. I can't raise my hand because I'm in the car.
<b>Chris Harris</b>	Before you do, can we get an answer from Jill regarding this question of a formal agenda?
<b>Jill England</b>	There's no requirement for a formal agenda. Most groups do send out a formal agenda ahead of time. I'm just looking at what Chris sent the other day, on March 14th. Call to order, roll call, and then just for me to answer the questions that had been sent out. So by the way that's all I knew was happening at this meeting. And that's certainly enough of an agenda to meet legal requirements. It may not be enough to meet your own internal what you would like to see, but it's certainly enough to be legal.
<b>Chris Harris</b>	In that case I will hand it over to Mr. Clemmons
<b>Minnia Curtis</b>	Before you do, may I say something?
<b>Chris Harris</b>	Hold on, I want to hand it over to Mr. Clemmons and then he may decide how to proceed.
<b>Steve Clemmons</b>	Ok, I recognize Minnia
<b>Chris Harris</b>	Hold on Steve, I'm sorry. Do you have the agenda in front of you, with Jill's questions?
<b>Steve Clemmons</b>	I will pull it up now.
<b>Chris Harris</b>	Ok
<b>Steve Clemmons</b>	And while I am pulling it up I will recognize Minnia.
<b>Minnia Curtis</b>	I just wanted to bring up that when this meeting was asked for in its inception, that's what we were

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	<p>talking about was the items people wanted to be brought up. So that's what would be on the agenda. Or that's what's being discussed, or what should be on the agenda. So, I want to refer Chris back to when some of the officers initially called for a special meeting, it's that email.</p>
<b>Steve Clemmons</b>	<p>Minnia, I don't personally know what email you're specifically speaking of in terms of what you want us to discuss, or what you thought we were discussing. I have the email that Chris sent.</p>
<b>Minnia Curtis</b>	<p>This is a special meeting. It was called. It wasn't originally planned. The whole purpose of it was when two of the exec officers, and then three, the issue of the presidency was one of the purposes. It should be on the agenda because that's one of the reasons the meeting was being called in the first place.</p>
<b>Chris Harris</b>	<p>Maybe I can speak to that, Steve. There was an email that was sent. It was informal. Then I received several emails requesting that the meeting not happen. Then I sent an email saying "hey listen we need to discuss, with Jill, regarding our board structure so lets have this special meeting in regards to that" and every subsequent email I have sent out includes "hey, the purpose of this meeting is to hear from Jill as to our structure and so forth." Tuesday I sent out the agenda.</p>
<b>Benjamin Cummings</b>	<p>Point of Clarification</p>
<b>Steve Clemmons</b>	<p>Ben, excuse me. Chris has the floor.</p>
<b>Chris Harris</b>	<p>I asked folks to add stuff to the agenda and this is what we have.</p>
<b>Benjamin Cummings</b>	<p>So point of clarification.</p>
<b>Steve Clemmons</b>	<p>Ok, nope, not yet. First I'm going to recognize Artem.</p>
<b>Artem Raskin</b>	<p>According to Robert's Rules, which I am posting in the chat, while organizations can have a pre-circulated agenda, and while organizations can go along with that pre-circulated agenda if the body agrees, that agenda has to first be approved by the body if we go formally by the Robert's Rules. I move that we reject that agenda, and instead adopt an agenda consisting of one item. Specifically, the removal of the President from their officer position per Article VI, Section 4 of our bylaws. And I ask for a vote of the body to make that the official agenda. Thank you.</p>
<b>Leilani McHugh</b>	<p>Seconded</p>
<b>Steve Clemmons</b>	<p>Before we take a vote; Jill, can I get some guidance on this movement?</p>
<b>Jill England</b>	<p>Hang on, I'm looking. Sorry, who is asking? I just got back to my zoom screen. Steve, is that you asking?</p>
<b>Steve Clemmons</b>	<p>Yes, yes it is.</p>
<b>Jill England</b>	<p>I don't disagree that you can move for a different agenda. So I don't disagree with the motion if that's what you want to do. Again, that wasn't why I thought I was on this call. I thought I was here to answer some specific questions that you all had. I can stay on for a little bit to make sure the by-laws are followed as far as removing an officer. Now understand, everyone on the board sits first as a director. Some people wear that extra hat as an officer. So if you remove someone from their officer position that doesn't remove them from the board, it just removes them from their officer position. Is that understood?</p>
<b>Rosalyn Foster</b>	<p>Understood.</p>
<b>Benjamin Cummings</b>	<p>May I make a point of clarification, Steve?</p>
<b>Steve Clemmons</b>	<p>Floor recognizes Ben.</p>
<b>Benjamin Cummings</b>	<p>Thank you. For some clarification, especially for Jill since you are coming into this not knowing what was going on, this meeting originally was called when I asked for a special meeting specifically for the purpose of removal of the President of the California High School Speech Association from the position of the officer position due to some issues that we have had long-running. That was then seconded by Nicole Jennison and then within the last week I sent out a request for this item to be included on the agenda. And in that same email I asked for someone else to chair the meeting. We did not receive a response to that and then a different agenda was sent out that did not include that item.</p>

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<b>Jill England</b>	Ok, thank you.
<b>Chris Harris</b>	There was a response.
<b>Steve Clemmons</b>	Ok, so Jill, can I get some guidance on after the motion is seconded for... Well, before we do that let's deal with Artem's motion first. For throwing out the agenda and adopting his single issue agenda. Do I have a second?
<b>Ashley Novak</b>	Leilani already seconded it.
<b>Leilani McHugh</b>	Yeah, I had seconded it awhile ago.
<b>Steve Clemmons</b>	Ok, all in favor.
<b>Jill England</b>	Ask for any further discussion.
<b>Steve Clemmons</b>	<p>Agreed, any discussion on the single item agenda?</p> <p>The floor recognizes myself, and I think this is inappropriate. I want to go back to something that Matley said that what we should be focused on is in a few weeks we have the state tournament and the reason why it's valuable to have Jill on this is to continue formulating our board. Regardless of whoever is President. I think if we are utilizing her in the best and most efficient way since some of us have complained about the fact that we already went through our initial retainer that it would seem to me that if we care about the kids getting the state tournament run, making the decisions about [School]* High School seems to be the most important issues. As Matley pointed out, in our May meeting which is coming up we can have this discussion about the President. Because right now it's 5:25 and this meeting will end at 6:00 pm.</p>
<b>Minnia Curtis</b>	I would like to raise my hand, Minnia.
<b>Steve Clemmons</b>	<p>Ok, but Minnia if you will wait a second I still have the floor and am still speaking and will get to everyone's comments as quickly and as expeditiously as possible. The two biggest issues that this body faces is making sure that we run a well run state tournament. And the second issue, which I think is the first issue, is what do we do about the [School]* High School situation and making sure that all of our documents, etc. meet our standard. Because, if we do the [School]** High School situation and disqualification then we have to stand by the letter of the law that we can't ad-hoc make decisions about who we want to and that we would need to follow the letter of the law like making sure that if people didn't submit their forms on time that they would be subject to the same sort of potential disqualifications as [School]** High School would be as well.</p> <p>Minnia you now have the floor.</p>
<b>Minnia Curtis</b>	<p>Ok, thank you I will be much shorter due to expedited time. I think it is for our state tournament that we need to have consistency and following our rules. It is with this [School]* situation that it has been seen and pointed out a number of times in emails that our rules are not being followed by our President who either doesn't understand them, or is choosing not to follow them. I say that we get to this vote that Artem has called up. Whichever way it goes, then we'll go from there.</p> <p>I call to vote.</p>
<b>Steve Clemmons</b>	Is there a second?
<b>Sarah Sherwood</b>	Second
<b>Steve Clemmons</b>	Ben, how many people do we have present?
<b>Benjamin Cummings</b>	We currently have, I believe, 23 members of our board currently present.
<b>Steve Clemmons</b>	Ok
<b>Jill England</b>	Steve, can I ask a question? It's Jill.
<b>Steve Clemmons</b>	Yes, please.
<b>Jill England</b>	Is the first motion just to throw out the agenda and implement a new agenda? That's all that's on the

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	table right? And it's been seconded and discussed?
<b>Steve Clemmons</b>	Correct
<b>Jill England</b>	Because you're going to do a second one for the removal issue I take it?
<b>Steve Clemmons</b>	Absolutely
<b>Jill England</b>	Alright. Proceed, thank you.
<b>Steve Clemmons</b>	So all in favor to change from the agenda that was sent out and go with the... Ok, so who posted the poll?
<b>Benjamin Cummings</b>	I created this as we were talking about it so we could have votes available.
<b>Steve Clemmons</b>	Thank you very much, but we've added a five minute time limit which wasn't discussed, and wasn't part of Artem's original agenda item. That would have to be a separate vote we would have to have to make the time limit legal. So, can you change it just to have the "agree to adopt the one item agenda" please?
<b>Benjamin Cummings</b>	<b>*Sent out new Zoom poll with fixed wording*</b>
<b>Steve Clemmons</b>	Alright, the vote is up. Let's take two minutes, we probably won't even need that much time.
<b>Artem Raskin</b>	Point of clarification, so the one-item agenda, the one item being the one from my motion for the removal of the officer - is that correct?
<b>Steve Clemmons</b>	Correct.
<b>Artem Raskin</b>	So yes would mean adopt my agenda, no would mean reject my agenda, right?
<b>Steve Clemmons</b>	Correct, thank you for the clarification.
<b>Angelique Ronald</b>	As the meeting co-host I cannot vote, but my vote is yes. Please count that.
<b>Benjamin Cummings</b>	All votes are counted. <b>20 yes - 2 No - 0 Abstention (Adopt one item agenda)</b>
<b>Steve Clemmons</b>	I thought we had 23, but that's neither here nor there - it would still pass.
<b>Benjamin Cummings</b>	I believe our 23rd was Jill when I was doing the initial count.
<b>Steve Clemmons</b>	Oh ok, so we have 22. Thank you, Ben.

### **Agenda Item 1: Removal of the President from Officer Position**

<b>Steve Clemmons</b>	<p>Alright Artem, can you tell us exactly again since we now have voted and we only have the single item that we are going to discuss?</p> <p>Artem I'd like to throw the floor back to you to discuss your one-item agenda.</p>
<b>Artem Raskin</b>	<p>Thank you Mr. Chair. The motion, now that we have adopted the agenda, I will make the motion now. I move to remove the President from his officer position in accordance with Article VI, Section 4 of our bylaws. Per our by-laws this vote requires a 2/3rds majority of the directors who cast a vote to vote yes. As Jill has clarified at the beginning of the meeting this would not remove the President from the board. He would stay on the board. But this would remove the President from his position as the President and from the Executive Committee. I think other directors have spoken as to why we think this is necessary in order to ensure smooth running of the Executive Committee in the run-up to the state tournaments. I will say no more. Thank you very much.</p>
<b>Ashley Novak</b>	Second
<b>Steve Clemmons</b>	Well, there's, thank you for the second. Let's now open the floor for discussion.

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Rosalyn Foster	Point of clarification: I have my hand raised.
Steve Clemmons	Roz, you are recognized. I am sorry I did not see that.
Rosalyn Foster	I think the biggest issue is related to this [School]** High School incident. As Erik pointed out in his email the other day the proper procedures have not been followed. If the [School]** team had wished to protest the Executive Committee's decision they should have formally written to myself as their Area Chair to file a grievance. That process has not been followed. Instead, Chris sent a vote for the entire Board bypassing the entire grievance process, myself, the rest of the Grievance Committee, and then possibly a full Board vote. Therefore I believe, in addition to a lot of the other issues related to Jill, what you said, what you saw on the agenda about how emails have been circulated and at what point our internal communications between two or three board members are subject to the whole board's view. I think we have seen that the current President is not following proper procedures and should be removed.
Steve Clemmons	Mikendra
Mikendra McCoy	I am going to ask to close discussion.
Steve Clemmons	I am going to deny that. There are people with their hands up before that. Was that your only comment?
Mikendra McCoy	No, I think we have a Google Doc Drive full of reasons why the removal is necessary.
Steve Clemmons	And has this Google Drive Document been distributed to the board?
Mikendra McCoy	Absolutely. It's also a violation of the things we find necessary to keep human dignity intact. Since our President is against that I think it's probably a problem. There's a literal list, and his behavior is uncalled for, and literally stalling all movement of the board. I could be here all night but I really want this 6:00 deadline so that this is efficient and finalized. So I call the question.
Steve Clemmons	Chris
Leilani McHugh	Seconded on call to question.
Steve Clemmons	There are two hands that are still up before we call the question.
Xavier Liu	Point of Order, Mr. President: Given that the motion has been made and a second has been given the correct protocol here would be to see if enough individuals on the board want to move the question. If there is a, I believe, 2/3rds majority then the question must be voted on.
Steve Clemmons	Is there a second for the previous question?
Artem Raskin	Seconded.
Leilani McHugh	I seconded.
Steve Clemmons	All in favor for previous question?
Benjamin Cummings	<b>*Sent out Zoom poll asking for approval to call the previous question*</b>
Steve Clemmons	To make it easier can we all use our... thank you, Ben. Let's vote.
Angelique Ronald	Co-host so I cannot vote. My vote is yes.
Benjamin Cummings	Final count of vote is <b>20 Yes - 2 No - 0 Abstentions (Call the previous question to close discussion on motion to remove President)</b>
Steve Clemmons	Alright, Ben can you give us another poll please?
Benjamin Cummings	<b>*Sent out new Zoom poll to vote on motion for removal of the President*</b> Waiting on two more people.

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<b>Angelique Ronald</b>	I abstain.
<b>Eleanor Nishioka</b>	I abstain.
<b>Benjamin Cummings</b>	For clarity, who was that second abstention?
<b>Eleanor Nishioka</b>	Eleanor.
<b>Benjamin Cummings</b>	Eleanor, thank you. Summer, are you not able to vote?
<b>Summer Calandra</b>	I was struggling with Wi-fi. (indistinguishable due to bad internet connection). I did not get the opportunity to vote because (indistinguishable due to bad internet connection).
<b>Benjamin Cummings</b>	Hello, Summer, we are having a really hard time hearing you. I'm assuming because the wi-fi is cutting out. If you could just private message me your vote.
<b>Summer Calandra</b>	Sorry, can you hear me?
<b>Benjamin Cummings</b>	Yes, we can hear you but it's really robotic and not working very well. Ok, it looks like you've now gotten the chance to vote.  Final count is <b>18 Yes - 2 No - 2 Abstentions (Vote To remove the President from his officer position)</b>
<b>Steve Clemmons</b>	Alright. Chris, and I guess I have one quick comment. The only problem that I have with this is that someone just screamed "previous question" and then everyone ran with it for a second. Which, technically again if we are to keep with Robert's Rules of Order that shouldn't happen. And, in our future meetings, and maybe it's because we're using Zoom and we're not actually meeting in person. I don't think that our normal behavior in the years I have been on the board people just sort of interrupt. So hopefully that sort of decorum we can get back to in the future.  I recognize Chris.
<b>Chris Harris</b>	Can I have Jill chime in really quickly regarding the removal of directors? A 2/3rds vote?
<b>Jill England</b>	Yes, a 2/3rds vote of those present at a meeting. I did a little quick math. You needed to have 15 yes. That would be 2/3rds of 22.
<b>Chris Harris</b>	Got it.
<b>Steve Clemmons</b>	Jill then, what is. Mikendra I will get to you next. Jill, what is our procedure for, do we just elevate the Vice President of Activities until the President role is filled?
<b>Jill England</b>	No. Actually I should have caught this at the beginning when you made it a one item agenda. Really I would assume it's two items which would be electing a new President. So you need to have an election to elect, someone needs to make a motion to elect a new President. You don't have to do it today. You can not have a President for a while and the Vice President can fill in. But, I thought you might want to elect a President right away.
<b>Steve Clemmons</b>	Mikendra
<b>Mikendra McCoy</b>	To my understanding our by-laws say that the Vice President of Activities would take over until the end of the year and a vote would happen in May.

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<b>Jill England</b>	You know what Mikendra, let me look. Maybe we wrote yours a little differently than I normally do.
<b>Mikendra McCoy</b>	Thank you for taking the time to do that.
<b>Jill England</b>	Yeah, no problem. You guys did have some unique stuff in yours. Typically it would not be that way but let me have a look. I'm looking. Yeah, it's not for the rest of the year. It's just until a President is elected. So it's really at the Board's pleasure if they want to elect a President tonight, or at their next meeting, or you know I wouldn't leave the presidency vacant for too long. I'll read it to you so, in the by-laws it says "if the President is absent or disabled" and that really should say unable to serve. Sorry. "The Vice President Activities or the Vice President Curriculum shall perform all of the duties of the President. If there is disagreement about which Vice President shall serve it shall be settled by a coin toss or other random method. When acting the Vice President shall have all of the powers and is subject to the restrictions of the President. The Vice President shall have such other powers and perform the duties of the Board which the Board or the bylaws may prescribe." So, it doesn't say anything about going until the end of the year or anything like that. You can elect a new President tonight, or next time, or whatever you want. But I think tonight if you're not gonna elect a President tonight then you must decide who is gonna act, or stand in the shoes of the President for the time being.
<b>Steve Clemmons</b>	Thank you, Jill. Artem
<b>Artem Raskin</b>	I'm going to say there are two issues that need to be resolved. Who is going to carry out the duties of the Presidency, and of course there's going to be various questions for Jill moving forward. I think that any questions for Jill can be handled by our Executive Committee whom I trust fully. I don't think those questions need a full Board meeting. As far as who will be the President, I think Jill is absolutely correct that if we wanted to we could hold a early Presidential election. But seeing how we are going to have a full meeting election in early May and seeing how I think it's good to give people time to think about this a little more, you know seeing who wants to run and so on, I think we can certainly go for two months with an acting President, as the Vice President Angel and Minnia are as far as I'm aware both on the call. So if one of them wants to bow out then we can go with the other one. If not then I guess we just do a coin toss, and then after that I think we should adjourn.
<b>Steve Clemmons</b>	Thank you. Jill, I have a question for you, and it's regarding Artem's first statement. This distinction between the Executive Board and everyone else who is on the Board. The first thing I want to get clarification of is, the Executive Board emails are not secret or held in private from the rest of the Board, am I correct about that?
<b>Jill England</b>	Well it's the Executive Committee. There's only one Board and that's you guys. It's a Committee of the Board made up of only Board members, I think just your officers. I don't really know what you mean by secret. I mean, if it's CHSSA business then generally every member has access to those books of record of CHSSA business. I don't know what you mean by secret. I mean I was asked the other day about that and I answered that if two Board members wanna email each other and neither of them tell anybody then I guess it will always be a secret. But, it's hard to answer that without a very specific situation.
<b>Steve Clemmons</b>	So then, before I get to my question, Ben?
<b>Benjamin Cummings</b>	I think for some clarification for Jill's sake. In this situation I think an important question for us to ask in the by-laws as they're written it states that the Executive Committees acts as the Board in between Board meetings. If there are decisions made by the Executive Committee in between Board meetings that would essentially function as a Board decision in between meetings. Am I correct in saying that based on the way the by-laws are written?
<b>Jill England</b>	Absolutely.
<b>Benjamin Cummings</b>	Beautiful, and so a follow up question, in the case that you have a situation where the Executive Committee is meeting and deciding on fairly sensitive things, for example, the removal of a Board member from a Committee
<b>Jill England</b>	The Executive Committee there's things they can't do. That's something they cannot do. Certainly they could never remove a Board member.

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<b>Benjamin Cummings</b>	Let me be more clear to the question. The Executive Committee received a suggestion of someone resigning from the Committee, and then the Executive Committee discussed that openly and in this discussion there were things discussed like why the person was resigning, things like that. Would it be normal Board practice for those emails to be taken from the Executive Committee after that decision was made and turned into a whole board discussion where you're airing out essentially grievances against an individual. I think that's the question we have. Is that normal Board behavior?
<b>Jill England</b>	I don't, I'm still confused. The Executive Committee was told someone was resigning from a Committee and then proceeded to talk about that.
<b>Benjamin Cummings</b>	For clarity we received information about why they resigned, and then after that one of the individuals in the Executive Committee was upset by the way that it occurred and decided to then send that email out to everyone. So that's one of the underlying things in regards to communication. Moving forward I think that we agree with you, obviously it's important to have transparency to decision making, but we also understand that there are certain issues that require some delicacy in terms of talking about individuals and the way that information is shared with the larger Board. I think that's the underlying issue we have with the Executive Committee discussion about what is and is not privileged information. It does sound like we have an answer of nothing is really privileged in the Executive Committee discussion.
<b>Jill England</b>	Right, yeah. Nothing is really privileged. And, in fact, as I think I mentioned in my written notes, if the Executive Committee as a group chooses not to share things... First of all the bylaws say the Executive Committee has to report the actual actions that they take. But, they don't have to report all of their discussions. You have no obligation to do that. If they choose not to report their discussions to the bigger board. But there's nothing really totally private. If you're ever involved in a lawsuit all of your communications, every email you've ever had amongst yourselves, could be discovered. So always keep that in mind.
<b>Benjamin Cummings</b>	Absolutely. Thank you so much, Jill, for your clarification on that.
<b>Steve Clemmons</b>	Chris
<b>Chris Harris</b>	I lowered my hand.
<b>Steve Clemmons</b>	Ok. Mikendra.
<b>Chris Harris</b>	Oh wait, I'm sorry. I lowered my hand on one issue, but I did want to address that I do think the [School]** High School thing should be resolved and it is important. A decision should be made. I would like to add that I read over the grievance, Article VI of our rules. There's nothing that discusses our Executive Committee making decisions about this type of situation of registration. In fact it doesn't even mention the Executive Committee. As for a grievance, there's this reference to our rules all the time. One of the reasons I invited Jill here was just to keep in mind our corporate rules and our internal rules are not in parallel. If you read that grievance section it mentions the former advisory board we used to have with CHSSA that no longer exists, the CSSC. It just doesn't exist. When people talk about proper procedure and accuse me of not following proper procedure, I default to the Board. That's one thing that Jill has drilled inside of me is that we're all directors. And, in the absence of specific rules, proper procedure would then default to the board as my understanding. And please correct me if I'm wrong.
<b>Steve Clemmons</b>	Jill I think that question was directed toward you if you're still with us.
<b>Jill England</b>	Yeah, I'm here but you guys are talking about a lot of stuff where I have no idea what you guys are talking about because nobody has ever brought me up to speed on it. I mean I have no idea about any of this. You've seen the emails I have gotten and answered without any context apparently. Now it's starting to come to light what that context was, but I really have no idea what's going on.
<b>Chris Harris</b>	I'll clarify Jill. When I mentioned to you that our rules mention a former advisory council called the CSSC is mentioned in our rules several times. Since we have incorporated, that doesn't exist. We are all directors. In many instances the rules will mention this advisory council as having authority or purview. But it just doesn't exist anymore. In that instance, how then would a President proceed? I have defaulted to raising those issues as a Board decision. A general Board decision, not an Executive

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	council, not an Area Chair, but a Board decision. How would you advise us to proceed in those situations?
<b>Jill England</b>	If that doesn't exist then you have to read whatever your rules are without that basically. It's very hard to answer this specifically with nothing in front of me and no real context. I think the bigger issue that Chris is raising for all of you, if you have rules or procedures that are not consistent anymore with the new corporate status and the new bylaws we have, those should be gone over with a fine tooth comb and cleaned up. If you're stuck with dealing with a situation where the rules are at issue and they are what they are right now. You have to try and read them in the spirit they were intended without some Committee that was mentioned or something different. I don't have a magic wand to make that better. You guys just have to fix that, and do the best you can. The issue brought up earlier is really what's the Executive Committee's authority. Bottom line, it has the authority to act for the Board between Board meetings. It must report all of its actions. There's really nothing secret. There's nothing the Board can't know about. The Executive Committee does not operate secretly, and certainly not from the Board. The Executive Committee has a fair amount of authority. There are things the Executive Committee cannot do. They can't remove a Board member, they can't even remove or appoint other Committee members. Only the Board can appoint Board members or Committee members or remove Committee members. But there's lots of things they can do operationally. They can spend money, and take actions that you need to operate. For most groups the Executive Committee is very important. I have a lot of groups where the Board only meets quarterly so someone has to run the show and it's usually the Executive Committee.
<b>Steve Clemmons</b>	Thank you, Jill.  Mikendra
<b>Mikendra McCoy</b>	I'd like to yield my time to Angel, please. Or give it to her. Or can we please have a vote to allow Angel and Minnia to decide who will take over? Since Minnia is out of reach and couldn't stay for this meeting they clearly need to decide roles and responsibilities since one is running state and one is hosting state and that's a lot of responsibility on both individuals shoulders. They probably need to discuss how to make that delegation work. We can inform the Board through the Executive Committee tomorrow. Would that be possible?
<b>Steve Clemmons</b>	I am going to make an executive decision here and allow Angelique to use your time.
<b>Mikendra McCoy</b>	I'm not sure you have the authority to do that.
<b>Steve Clemmons</b>	You literally just asked me to yield your time to Angelique which I thought you wanted me to do.
<b>Mikendra McCoy</b>	I'm sorry. I'm sorry I was really confused. My apologies.
<b>Steve Clemmons</b>	Which is why I said I'm going to make an executive decision that the speaker yielded time to Angelique, and I'd like to recognize Angelique.
<b>Angelique Ronald</b>	Thank you, Steve. Yeah, since Minnia is traveling and was able to jump on while she could. I am happy to speak with Minnia tomorrow and then, if that's ok with the Board, let the Executive officers know. Then we will send a notice out to the board of whatever we decide before tomorrow. If that's okay with y'all good. Then we can wrap it up.
<b>Steve Clemmons</b>	I think the sooner the better. I agree with you.
<b>Leilani McHugh</b>	I thought Ashley was next, Steve.
<b>Steve Clemmons</b>	I'm sorry, you are right.  Ashley, I apologize.
<b>Ashley Novak</b>	I actually lowered my hand. Jill said exactly what I was going to say. I have been in this council for twenty odd years. The council is very large. The Executive Council should make decisions on behalf of

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	the board so we aren't brought up on some [School]** High School situation where we are supposed to vote after looking at some strand of emails that are very misleading. I just thought it was bizarre. What Jill said made total sense to me. So go ahead Leilani.
<b>Steve Clemmons</b>	Thank you, Ashley. Leilani you're up.
<b>Leilani McHugh</b>	It seems to me our one-item agenda is complete and the movement forward is on in terms of Angelique and Minnia conversing to see who will actually take the reins for the next month and a half. I would like to move to adjourn the meeting.
<b>Artem Raskin</b>	Second
<b>Steve Clemmons</b>	All in favor of the previous question, or ending the meeting.
	Adjournment passes by hand vote on screen.
<b>Steve Clemmons</b>	One thing I would like to say as I end my hosting responsibilities. Three people wanted to speak and now they don't get that chance to speak. This is when we talk about needing to be more professional and concise and respectful, etc. I would hope that, in our future meetings when we see that there are people that want to speak that you would not terminate that chance to speak.  With that said, our meeting is adjourned. Thank you very much everyone.

MEETING ADJOURNED AT 5:57 PM

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