Via email, February 10, 2017

Posting for Interested Parties

**TO:** Parliamentary Committee Members: Bill Boswell(\*), Jim Buccigross, Cade Burks, James Cargas, Valerie Crockett, Michael Desselle, Bruce Ellsworth, Joe Hartsoe, Richard Kruse, Greg Lander, Debbie McKeever, Rae McQuade (\*), Randy Parker, Timothy Simon

**Cc:** NAESB Board of Directors, NAESB Advisory Council

**FROM:** Rae McQuade

**RE:** Draft Agenda for theParliamentary Committee Meeting – February 16, 2017

Dear NAESB Parliamentary Committee Members:

As previously announced, a Parliamentary Committee conference call and web cast has been scheduled for Thursday, February 16, 2017 from 1:00 pm to 3:00 pm C. An agenda for the meeting has been posted on the NAESB web site (<http://www.naesb.org/parliamentary.asp>) and contains links to work papers. If additional work papers or comments become available, the links in the agenda will be revised and the agenda reposted.

**When:** Thursday, February 16, 2017

 1:00 pm to 3:00 pm C

**Conference Calling:** Conference number: 866-740-1260, Access code: 7133562, Security code: 3991

**Web cast**: [http:// www.readytalk.com](http://www.readytalk.com/), and use the same participant access code and security code above

We look forward to your participation, and as with all NAESB meetings, these meetings are open to any interested party. Please feel free to call the NAESB office should you have any questions or comments.

Best Regards,

Rae McQuade

Rae McQuade

NAESB President

\* Bill Boswell and Rae McQuade are non-voting members of the committee.

| **NAESB Parliamentary Committee****Conference Call Thursday, February 16, 2017 – 1:00 pm to 3:00 pm C** |
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| **Topic** | **Information/Requests** |
| Creation of the Group and recent status | * The Parliamentary Committee is established in the NAESB bylaws, § 7.8(c):

*There shall be a Parliamentary Committee, consisting of members of the Board with at least two Directors from each Quadrant. The function of the Parliamentary Committee is to address issues related to corporate governance, including, but not limited to, the Certificate of Incorporation, the Bylaws and the Operating Procedures. Members of the Parliamentary Committee shall be appointed by the Chair of the Board, who shall serve as the chair of this committee.** During the previous Parliamentary Committee meeting held on September 30, 2016, the participants continued discussions regarding the proposed NAESB Operating Practice that would modify the way requests from regulators, other governmental bodies and the NAESB Advisory Council are handled administratively. The proposed modification was supported by the participants and forwarded to the Board of Directors for review during the board’s December 2016 meeting. It was recommended the proposed NAESB Operating Practice be reviewed in the context of any other changes offered to address the majority voting issue previously considered by the committee. It was also recommended that the Parliamentary Committee review the NAESB Antitrust and Other Meeting Policy language and procedures to determine if any modifications should be made.
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| Purpose of Parliamentary Committee Call | * The purpose of this call is to review the requests of the Board of Directors and to address their directive concerning the previously proposed NAESB Operating Practice.
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| Pre-meeting Assignments | * Committee members are asked to review the work papers prepared for the meeting and to review any comments submitted prior to the meeting. All comments should be submitted to the NAESB office, attention of Veronica Thomason (vthomason@naesb.org), and will be posted to the committee website (<https://www.naesb.org//parliamentary.asp>).
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| Attendance - Call-in information – February 16, 2017, 1:00 pm to 3:00 pm C | * Call-in information for attendance by phone: 866-740-1260, Access code: 7133562, Security code: 3991
* For web cast, ReadyTalk can be accessed from [http:// www.readytalk.com](http://www.readytalk.com/), and using the same participant access code and security code above.
* Please place your phone on mute unless you are speaking. For those participants that do not have a mute feature on your phone, please press (\*6) to mute your phone and (\*7) to un-mute your phone. Putting the conference call on hold may cause music to be played over the discussion and if so, the NAESB office will contact the conference call administrator to have the line disconnected. Please contact the NAESB Office (713-356-0060 or naesb@naesb.org) should you need any additional information or have questions or comments.
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| Meeting & Reference Materials | * Antitrust and Other Meeting Policies: <http://www.naesb.org/misc/antitrust_guidance.doc>
* Certificate: <http://www.naesb.org/pdf/naesb_certificate_102414.pdf>
* Bylaws: <http://www.naesb.org/pdf/naesbbylaws.pdf>
* NAESB Operating Procedures: <http://www.naesb.org/pdf/operating_procedures.pdf>
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| Draft Agenda | 1. Administration and Welcome
	* Antitrust and meeting policy guidance
	* Roll call to establish quorum
	* Adoption of the agenda,
	* Adoption of the September 30, 2016 draft minutes
2. Review and discuss the request of the Board of Directors from the December 8, 2016 meeting concerning the NAESB Antitrust and Other Meeting Policies
3. Review and discuss the request of the Board of Directors from the December 8, 2016 meeting concerning the majority voting issue
4. Determine sext steps
5. Other business & action items
6. Adjourn
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| Meeting Materials and Work Papers | * **Agenda Item 1:** Administration: <http://www.naesb.org/pdf4/parliamentary_committee_roster.pdf> (roster); <https://www.naesb.org/pdf4/parliamentary021617a.docx> (agenda); <https://www.naesb.org/pdf4/parliamentary093016dm.docx> (notes)
* **Agenda Item 2:**  Board of Directors Draft Meeting Minutes – December 8, 2016: <https://naesb.org//pdf4/bd120816dm.docx>
* **Agenda Item 3:**  Majority/majority Governance Documents Work Paper: <https://www.naesb.org/misc/parliamentary_majority_matrix_021617.docx>
* **Agenda Item 4 & 5:** *Comments, Questions and Work Papers will be Posted as Submitted*
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