Via email, May 15, 2015

Posting for Interested Parties

**TO:** Parliamentary Committee Members: Bill Boswell(\*), Jim Buccigross, Cade Burks, James Cargas, Valerie Crockett, Michael Desselle, Bruce Ellsworth, Joe Hartsoe, Jesse Hurley, 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 – May 15, 2015

Dear NAESB Parliamentary Committee Members:

A Parliamentary Committee conference call and web cast has been scheduled for Thursday, June 11, 2015 from 1:00 pm to 3:00 pm C. The agenda following is also 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:** Thursay, June 11, 2015

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

Valerie Crockett, Chair of the Parliamentary Committee, has requested that the NAESB office issue a request for comments/proposal on the use of the term “majority” v. “Majority” in the context of the Bylaw and NAESB Operating Practice modifications offered through the resolution previously considered by the Board of Directors (<https://www.naesb.org/misc/naesb_proposed_resolution_pc110714_removal_board_members.doc>). The request for comments/proposals can be found through the following hyperlink: <https://www.naesb.org/pdf4/parliamentary061115w1.doc>. All comments should be submitted by committee members by close of business Friday, May 29, 2015, and should offer a specific proposal to resolve the issue. Each comment/proposal will be reviewed during the meeting on June 11, 2015.

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, June 11, 2015 – 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 last Parliamentary Committee meeting held on May 15, 2015, the committee planned a process to address the April 9, 2015 direction from the Board of Directors to continue discussions on how the term “majority” should be used within the context of the proposed bylaw modifications that would provide for the removal of Directors. Currently, the term Majority is defined in NAESB Bylaw 1.1(k) to mean a simple majority of each of the applicable Quadrants for the purposes of voting; however, the term “majority” is not capitalized in all instances in the NAESB governing documents. As unanimous support for how the term should be used in the context of the proposed bylaw modifications could not be reached, it was agreed that the issue be elevated to the Board of Directors. In order to put the issue on the table for the Board of Directors, the Parliamentary Committee recommend that the proposed bylaw and NAESBOP amendments to establish a process for the removal of directors be modified to require majority support of the entire board as a whole, rather than majority support of each quadrant as previously presented. * The recommendation of the committee was proposed to the board as a substantive motion, but failed to achieve super majority support from each quadrant. As a result, the Board recommended that the committee take an all of the above approach to finding a solution that can be supported by all three quadrants, and propose it at a future Board meeting. |
| Purpose of Parliamentary Committee Call | * Since the recommendation of the Parliamentary Committee concerning the use of the term “majority” in the proposed bylaw and NAESBOP modifications for the removal of directors was not supported by the Board of Directors, the committee has been asked to reconsider the modifications and propose an alternative during the September board meeting. The purpose of this call is to review the comments/proposals submitted in response to the May 15, 2015 request from the Committee on alternative language that could be supported to establish a process for the removal of board members. |
| Pre-meeting Assignments | * Committee members have been 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](mailto:vthomason@naesb.org)), and will be posted to the committee website (<https://www.naesb.org//parliamentary.asp>). |
| Attendance - Call-in information – June 11, 2015, 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](mailto:naesb@naesb.org)) should you need any additional information or have questions or comments. |
| Meeting & Reference Materials | * Antitrust and Other Meeting Policies: <http://www.naesb.org/misc/antitrust_guidance.doc> * Certificate: <http://www.naesb.org/pdf/naesb_certificate_112108.pdf> * Bylaws: <http://www.naesb.org/pdf/naesbbylaws.pdf> * NAESB Operating Practices: <http://www.naesb.org/pdf/operating_procedures.pdf> |
| Draft Agenda | 1. Administration and Welcome -- Antitrust and Meeting Policy guidance, Roll call to establish quorum, Adoption of the agenda, Review and adopt May 15, 2015 draft minutes 2. Review all submissions in response to the May15, 2015 request for comment/proposal 3. Next Steps 4. Other Business & Action Items 5. Adjourn |
| Meeting Materials and Work Papers | * **Agenda Item 1:** Administration: <http://www.naesb.org/pdf4/parliamentary_committee_roster.pdf> (roster); <https://www.naesb.org/pdf4/parliamentary020415a.docx> (agenda); <https://www.naesb.org/pdf4/parliamentary110614dm.doc> (notes) * **Agenda Item 2:** Request for Comment – May 15, 2015: <https://www.naesb.org/pdf4/parliamentary061115w1.doc> * **Supportive Materials**   Removal of Directors: <https://www.naesb.org/misc/naesb_proposed_resolution_pc110714_removal_board_members.doc> (Proposed Resolution); <https://www.naesb.org/misc/naesb_bylaws121814_amendment_pc110714_removal_of_directors.docx> (NAESB Bylaws redlines); <https://www.naesb.org/misc/naesb_ops121814_amendment_pc110714_removal_of_directors.docx> (NAESB Operating Practices redlines); <https://www.naesb.org//pdf4/bd121114dm.docx> (December Board Minutes);  Majority/majority: <https://www.naesb.org/misc/naesb_certificate_majority_vote_highlight_120114.doc> (Certificate of Incorporation); <https://www.naesb.org/misc/naesb_bylaws_majority_vote_highlight_011315.docx> (Bylaws); [https://www.naesb.org//misc/parliamentary\_majority\_matrix\_011415.docx](https://www.naesb.org/misc/parliamentary_majority_matrix_011415.docx) (Cite Matrix) |