

## **HPPOA Bylaw Committee Meeting Minutes 22 February 2018**

### **APPROVED**

Meeting was called to order at 4:00 PM.

Present: Steve Crawford, Milton Pavao (Chair), Parker Nicholson, Christian Pearson, Mayelin Stillwell (secretary) and Leo Warden.

Approval of Agenda. Majority voted to move #7 item under Old Business to #2 under Old Business. NO - Mayelin.

### **OLD BUSINESS:**

1. Approve 13 February 2018 Minutes. Approved.

2. Article X Committee Sec 1 Committee Scope and Authority (b) Committees of the Membership - proposed Special Projects Committee verbiage was approved.

3. Bylaw Committee presentation for the 25 Feb 2018 membership meeting. We went through the entire presentation reviewing the slides and did minor tweaking. Adding Special Projects Committee to the presentation was approved. The presentation finished at 6 PM with a majority vote after the changes were made.

Milton left at 6 PM.

4. Article VIII Sec 7 Removal (b) P 9 - Draft amendment proposal was approved three years ago. Discussion ensued. The committee reviewed this item. Because it had already been approved by BLC1, there was no vote needed today.

5. Article V Definitions Sec 14 Conflict of Interest P 4 - Discussion ensued and more verbiage was removed, in purple font, and approved.

"A conflict of interest exists when any director, officer, **member of a committee or committee member** or employee of HPPOA, has a direct or indirect **beneficial or** financial interest in any matter involving the Association. **See** Article VIII Section 11." **An indirect financial interest shall include financial benefit to a relative of any director, officer, committee member or employee when so determined by a majority vote of the board or by policy established under Article VIII Section 11.**

6. Article VIII Sec 11 Conflict of Interest P 12-13 Discussion ensued. A minor adjustment was made to remove the word "perceptions" in (a) with no time left to finish (a), or to review the rest of the proposed bylaw amendment.

"The board shall annually adopt a Conflict of Interest Policy that **applies to all board members and**

**Association employees conforms to these bylaws and will apply to any board director, officer, committee member or employee of HPPOA.** The policy shall include the following:

**(a) Perceptions of a conflict of interest shall be avoided. No director shall be employed by the Association for any reason, or have any direct or indirect beneficial, financial or business transaction with HPPOA. Any direct or indirect beneficial, financial or business transaction to a family member of any director, officer, committee member or employee shall be prohibited.**

**(b) No employee shall serve on the Finance Committee, the Human Resources Committee or any future committee that has any direct or indirect business that impacts employees with the exception of the general manager who is an ex-officio member of the Finance Committee.**

**(c) A board director shall excuse themselves from participating in any board meeting discussion in which such member has a conflict of interest.** No member of the board director shall vote at any board meeting on any issue in which such member has a conflict of interest. The director shall disclose the nature of the conflict of interest prior to a vote at the board meeting, and the minutes of the meeting shall record the fact that a disclosure was made.

**(d) Any after the-fact disclosure of a conflict of interest on the part of any director shall result in the nullification of any relevant vote of the director and shall be grounds for dismissal removal from the board. See Article VIII Section 7 Removal.**

**(e) Any candidate for a board director seat through district election or by board appointment, shall not be eligible if there is a conflict of interest. If a conflict of interest is determined after the board director has been installed, the director shall be disqualified from serving and shall resign from the board.**

Meeting adjourned at approx 7 PM.