

Santa Clara Aquamaids

Minutes of Board Meeting – January 16, 2017

1) Meeting called to order at 6:07 pm at Aquamaids Center.

2) Roll call:

Name	Present	Phone Appearance	Absent
Board Members			
Bruce Barton (BB)	x		
Dawn Billman (DB)	x		
Lynne Craig (LC)	x		
Gerald Cummings (GC)	x		
Ken Dzurko (KD)	x		
Barbara McCreight (BM)	x		
Angel Wang (AW)	x		
Marina Angelova (MA)			x
Staff and Employees			
Chris Carver (CC)	x		
Lisa Christian (LCh)	x		
Members and Other			
Mary Hiland	x		
Nick Wang	x		
Other members	X		

3) Resignation/Removal of Board Member: AW made initial statement. LC read opening statement and indicated grounds in bylaws for removal of director. LC indicated that AW rejected the opportunity to resign as a Director. KD made a presentation regarding the fiduciary responsibilities of directors, his investigation into the AW's conduct and advised the Board of the allegations and the detailed basis of the allegations that AW engaged in activities that were directly contrary to the interests of Aquamaids. AW was given an opportunity to present contrary evidence and her explanation that she had to the Board of Directors. AW read an opening statement and summarized her communications with Board members and others and her explanation of her actions. LC made motion to remove AW as director; DB seconded. After discussion on the motion, vote was as follows: KD yes; BB yes; LC yes; BM No; DB Yes; GC Yes; AW No; Final vote 5-2-0.

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- 4) Approval of Meeting Minutes: Minutes from SCA Board meeting of December 19, 2016 were reviewed. Motion to approved made by DB, seconded by GC; AW and BM stated that we had indicated that next meetings were to discuss bylaws; BM moved that we amend the December 19th minutes to reflect that an additional meeting was scheduled on January 9; 2nd motion failed due to lack of second. 1st motion approved 6-0-0.
- 5) Presentation with Mary Hiland: She discussed with Board and members what she does and how she is assisting Aquamaids. Discussion focused on agreements on how Board members should interact with each other.
- 6) Finance and Audit Review: BB presented financial report and gave update on financial audit.
- 7) ED and HC questions re: monthly goals: CC and LCh gave updates. CC indicated she sent letter to membership re: AGM and LCh indicated that ATM is now serviced by outside service and indicated that our customer service has improved based on feedback from bingo customers.
- 8) Update on AGM Communication: Shannon will be sending out communication regarding upcoming AGM. LCh gave update re: on status of potential board members and applications. LC indicated reasons why prospective Board members are being asked to attend training so they will know what they are getting into.
- 9) Increasing number of Board members to thirteen: GC moved to put increase before the membership at the AGM to increase the number of directors to a number from 9 to 13; BB 2nd; after discuss 6-0-0.
- 10) Issues for Board regarding AGM: LC indicated that we need to address reasons why this process was adopted.
- 11) Adjournment: Motion to adjourn made by GC, seconded by KD; approved 6-0-0. Meeting adjourned at 8:15 pm.
- 12) Executive Session