

CHCA BOARD OF DIRECTORS – SPECIAL MEETING

Chestnut Hill Hospital, Main Level Conference Room
Thursday, March 12, 2009

MINUTES

Board Members Present: Melinda DeCesare, Joanne Dhody, James Foster, Stewart Graham, Thomas Hemphill, Dina Hitchcock (VP Operations), Kathleen Jones, Mark Keintz (Treasurer), Marie Lachat, Anne McNally, Ned Mitinger (VP Physical Division), Patrick Moran, Christopher Padova, Jane Piotrowski (VP Social Division), Joseph Pizzano, Susan Pizzano, Ron Recko (Immediate Past President), Rob Remus, Robert Rossman, Meredith Sonderskov, Jonathan Sternberg, Kristina Sullivan (Secretary), Walter Sullivan, Pam Thistle, Brien Tilley, and Tolis Vardakis (President)

Board Members Excused: Louis Aiello, Anne Anderson, AnnMarie Arment, Robert Bacino, Jane Becker, Margaret Brunton, Carol Cope, Mary Anna Ross Cowper, Brian DeCesare, Marianne Dwyer, Eileen Jacobs, Janice Manzi, Margaret McNally, and Marilyn Paucker

Board Members Absent: Miguel Castaneda, Michael Hickey, Fran O'Donnell, and Cathy Pimpinella

Others Present: Jim Albrecht, Scott Alloway (*CH Local* Production Designer), Keen Butcher, Ed Feldman, Joseph Hutter, Nancy Hutter, Philip LeCalsey (Community Manager), Cheryl Massaro (*CH Local* Circulation Manager), Pete Mazzaccaro (*CH Local* Editor), Stan Moat (Chestnut Hill Community Fund Secretary), Judy Morgan, and Noreen Spota (CHCA Administrative Coordinator)

Tolis Vardakis called the meeting to order at 7:32 PM. Noreen Spota conducted the roll call. Meredith Sonderskov questioned why her name was not called. There was a brief discussion regarding an e-mail sent to Meredith (Institutional Director representing the Life and Learning Center) from Susan Brunell (Chair of the Life and Learning Center Board) explaining that since this organization is in its planning stages and not yet operational, Meredith will no longer represent it on the CHCA Board. Meredith stated that since the message was not sent to her on the Life and Learning Center letterhead, she did not consider it official correspondence. So that the Board could proceed to conduct its business, ***Patrick Moran offered a motion to permit Meredith to sit on the Board at this meeting; this motion was seconded and passed with 2 abstentions (Mark Keintz and Kristina Sullivan).***

Approval of Agenda. *Mark Keintz offered a motion to amend the agenda so that the proposed Bylaws amendments could be considered first; this motion was seconded and passed. There was a motion to approve the agenda as amended; this motion was seconded and passed.*

Size and Composition of the Board. Mark Keintz, Bylaws Committee Co-Chair, described the various Bylaws amendments recommended by the Bylaws Committee reducing the size and changing the composition of the Board. ***After a discussion about the recommendations, the following amendments were approved, with 24 votes in favor, 1 vote opposed, and no abstentions:***

Article IV/B/1: Directors At-Large, change to:

“There are 24 Directors At-Large.” [changes from 36 Directors At-Large]

Article IV/B/2/a: Institutional Directors, change to:

“The Board may appoint up to two Institutional Directors during any fiscal year; there shall be no more than two Institutional Directors at any one time.” [changes from up to six Institutional Directors]

Article IV/B/2/d: Institutional Directors, change to:

“The Board elects up to two Institutional Directors each year at the March meeting of the Board.” [changes from up to six Institutional Directors]

Article IV/B/3: Interlocking Directors: delete this section [eliminates the four Interlocking Director positions on the Board]

Article IV/B/4/c: Vacancies for Past President Directors, change to:

“If the Immediate Past President Director is unable to serve, the position remains vacant.” [changes from the next Immediate Past President serves as the Past President Director]

Article IV/B/5: Student Directors: delete this section [eliminates the three Student Director positions on the Board]

Board Meeting Absences and Term Limits. *There was a motion to approve the following bylaws amendments; this motion was seconded. After some discussion, the motion passed with 25 votes in favor, 1 vote opposed, and no abstentions:*

Article IV/A/4/b: Directors Generally, change to:

“Any Director who has more than four absences in any 12-month period is automatically removed from the Board.” [changes from four unexplained absences in a fiscal year]

Article IV/B/1/d: Term, change to:

“Each Director At-Large holds office for three years beginning with the May Organizational Meeting of the Board. Directors At-Large may serve two consecutive terms, after which they must be off the Board for two full years.” [changes from an unlimited number of terms]

Article IV/B/1/e: Directors, add:

“TRANSITION. These amendments shall be effective as of the March 2010 Board meeting, with the exception of Directors At-Large. With respect to Directors At-Large, those already elected whose terms do not expire in 2009 and those elected in 2009 may continue to serve the balance of their terms. If any of them at any point resign, their place shall remain vacant for the balance of their terms. This provision concerning transition with respect to Directors At-Large shall be deleted from the Bylaws at the time of the election for Directors At-Large in 2012.”

Liability and Indemnification. Bob Rossman distributed copies of the following amendments regarding Board liability and indemnification and explained why they are being proposed:

Article IV/A: Limitation of Liability, add Section 7:

Limitation of Liability. No person who is or was a Director of the Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director, unless:

- (a) he/she has breached duties as a Director or has failed to perform his/her duties as a Director in good faith, in a manner he/she reasonably believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances; and

(b) the breach or failure to perform constituted self-dealing, willful misconduct, or recklessness.

This provision of the Bylaws shall not apply to:

- (1) the responsibility or liability of a Director pursuant to any criminal statute; or
- (2) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

If Pennsylvania law hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

Article X, Indemnification, change to: [see attached file]

After some discussion, Ron Recko offered a motion to table the liability and indemnification amendments until next year; this motion was seconded but did not pass, with 4 votes in favor, 17 votes against, and 1 abstention. Bob Rossman's original motion regarding the liability and indemnification amendments passed, with 20 votes in favor, 3 votes opposed, and 2 abstentions.

Ethics and Disciplinary Committee. Chris Padova, Bylaws Committee Co-Chair, distributed copies of a proposed amendment to form an Ethics and Disciplinary Committee (Article VI/A/2), including Purpose and Duties, Membership, and Procedure. After a discussion about this proposed amendment, *Ned Mitinger offered a motion to refer this issue back to the Bylaws Committee; this motion was seconded and passed, with 15 votes in favor, 6 votes opposed, and 1 abstention.*

Nominating Committee Deadlines. *There was a motion to approve the following bylaws amendment; this motion was seconded and passed unanimously, with 21 votes in favor, none opposed, and no abstentions:*

Article VI/B/2/b: Nominating Committee, change to:

“The Nominating Committee usually meets in closed session. It presents nominations for Institutional Directors at the March meeting of the Board of Directors. The Nominating Committee presents nominations for Officers of the Association and At-Large members of the Executive Committee to the Board as soon as practical following the Annual Meeting of Members but not less than 10 days before the Annual Organizational Meeting of the Board.” [changes from not less than seven days before the Annual Organization Meeting of the Board, to be consistent with Article V/A/3/a]

Bylaws Amendments Proposed by Ann Spaeth.

Directors Duties and Powers. *There was a motion to approve the following bylaws amendment; this motion was seconded and passed unanimously, with 22 votes in favor, none opposed, and no abstentions:*

Article IV/A/1: Directors Duties and Powers, change to:

“The Board of Directors manages and conducts the affairs of the Association. The Board exercises all powers of the Association and does all lawful acts not required by law or by these Bylaws to be done by the Members. a) The Board of Directors acts in accordance with the procedures outlines in its Bylaws with the purposes of the Association as delineated in the Amended Certificate of Incorporation of 1959, the Composite Certificate of Incorporation of 1986, and in the Bylaws. b) The Board of Directors elects

the Officers and At-Large members of the Executive Committee at the Organizational Meeting each year. c) The Board is the governing body of the Association and determines all policy. d) Unless the Bylaws state otherwise, the Board determines the purpose, scope, authority, and membership of all committees and approves their respective guidelines. [from Article VI/A/1] e) The Board of Directors determines the number, duties, powers, and compensation of the Association's employees. [from Article VII/A/1] f) As members of the Board of Directors, the governing body of the Association, Directors are entitled to attend any meeting held in Executive Session." [Rationale: Currently the duties and powers of the Board are scattered throughout the Bylaws. This proposal is offered to clarify the Board's role and to pull together these duties and powers, putting them in one location in the Bylaws.]

Executive Committee, Service on Other Committees. *There was a motion to approve the following bylaws amendment; this motion was seconded and passed unanimously.*

Article VI/B/1/: Executive Committee, add Section j, Service on Other Committees:

"Executive Committee members may comprise no more than one-third of any other standing or ad hoc committee. The President, as an ex-officio member of all committees, does not count toward this limit." [Rationale: This proposal allows wider participation by members of the community and of the Board, and encourages greater openness of process.]

Officer Term Limits. *There was a motion to approve the following Bylaws amendment; this motion was seconded and passed unanimously.*

Article V/A/5: Term of Officers, change to:

"Officers hold office until the Board elects their successors at the next Annual Organizational Meeting of the Board. Any Officer who is simultaneously a Board member may serve two consecutive one-year terms in his/her office and then must have a break of a year before running again for that position." [Rationale: The work is demanding. More extended terms might discourage others from volunteering to serve in those positions if they would have to run against an incumbent.]

Vice President of Operations. *There was a motion to approve the following Bylaws amendment; this motion was seconded and passed unanimously.*

Article V/B/2: Vice President-Operational Division, change to:

"a) The Vice President-Operational Division oversees the committees established from time to time to deal with the operational and administrative functions of the Association, and ensures that all proper processes, as outlined in the Bylaws, are observed by committee chairs in the Operational Division. b) The Vice President-Operational Division, assisted by the Election Procedures Committee, presents for Board approval no fewer than five names of disinterested members of the Association to serve as Judges of Election at any Meetings of Members. The Vice President and the Election Procedures Committee act together to ensure that all proper nomination, election, and voting processes are observed for the Annual Meeting of Members and any Special Meeting of Members." [Rationale: To clarify the duties of the position. The function of the Judges should be elsewhere in the Bylaws, preferably under membership meetings. Standing committees are already listed elsewhere in several places. It is important to simplify and clarify when possible so as to avoid confusion and duplication.]

Vice President of Physical Division. *There was a motion to approve the following bylaws amendment; this motion was seconded and passed with 1 abstention.*

Article V/B/3: Vice President-Physical Division, change to:

"The Vice President-Physical Division oversees the committees established from time to time that are concerned with the physical aspects of the community and ensures that all proper processes, as outlined in

the Bylaws, are observed by committee chairs in the Physical Division.” [Rationale: To clarify the duties of the position and avoid unnecessary duplication in the Bylaws.]

Vice President of Social Division. *There was a motion to approve the following bylaws amendment; this motion was seconded and passed with 1 abstention.*

Article V/B/4: Vice President-Social Division, change to:

“The Vice President-Social Division oversees the committees established from time to time that are concerned with the social aspects of the community and ensures that all proper processes, as outlined in the Bylaws, are observed by committee chairs in the Social Division.” [Rationale: To clarify the duties of the position and avoid unnecessary naming of committees.]

Standing Committees. *There was a motion to approve the following Bylaws amendment; this motion was seconded and passed unanimously.*

Article VI/A/2: Standing Committees, change to:

“The Association has the following standing committees: Executive; Nominating; Land Use Planning and Zoning; Membership; Awards; Budget and Finance; Bylaws; Traffic, Transportation, and Parking; Aesthetics; and Election and Voting Procedures.” [adds the Election and Voting Procedures Committee]

Bylaws Committee Co-Chairs Mark Keintz and Chris Padova thanked everyone who participated in this year’s Bylaws review process.

2008 Audit for CHCA and Local. Jim Foster requested that the 2008 audit be sent to the Board. Mark Keintz explained that the issue of the Local being “an ongoing concern” still needed to be resolved and that the auditors still needed to speak to the Local’s libel attorney to fully assess the legal risks.

Having run out of time, the meeting was adjourned at 10:05 PM.

Respectfully submitted on 4/22/09 by:

Kristina Sullivan
CHCA Secretary

Approved by the Board of Directors without amendment on 5/28/09.