

AMERICAN WATCHMAKERS –CLOCKMAKERS INSTITUTE
Minutes of the Board of Directors Conference Call
May 20, 2008

Present

Dennis Warner, CW21, President
Tamara Houk CW21, First Vice President
Matt Henning, CW, Secretary
Jack Kurdzionak, CW21, Treasurer
Glenn Gardner CMW, Director
Ron Iverson CMC, Director
James Zimmerman CMW, CMC, CMEW
Jim Sadilek, Director
Doug Stuart, Director
Lloyd Lehn CC, Director
Dan Spath, Affiliate Chapter Director

Jim Door, Immediate Past President
Paul Wadsworth, Parliamentarian

Staff

Jim Lubic; CMW, Executive Director

9:10 p.m. EDT Meeting Opened by President Warner.

Director Lewis was absent from this meeting

President Warner covered the night's procedures and agenda briefly. He explained that any Motions can only be brought forward as a draft, and cannot be voted upon tonight due to the 30 day rule. We can vote on procedural matters.

Discussion of emails sent to the members by the staff:

Warner asked for comments on the issue.

Stuart commented that he takes this issue very seriously, and would like to know what action the Board or Lubic intend to take in response.

Lubic explained that Tom Pack (who sent the messages on behalf of the staff) has been instructed not to do it again. He also would have an official letter of reprimand placed in his employment file. Pack refuses to sign such a letter, but it will still be in his file, and if

he does it again, he'll be up for being fired. Lubic would ask Gilligan to see if the lack of the signature poses any legal problems in the future.

Warner commented that he would like to have a copy of that letter sent to Wadsworth for the record.

Wadsworth commented that whether or not he signed it shouldn't matter at all.

Stuart asked why he wasn't terminated.

Lubic explained that there were concerns that the AWCI could open itself up to a lawsuit, and along with other concerns he felt that it was better to let this stand with the action taken.

Warner explained that since Pack is ultimately an employee under the control of Lubic, it would have to be left up to him to decide the appropriate action.

Stuart asked about one of the messages that was sent having had Lubic's name on it as one of the senders. Lubic said that was done without his knowledge and he was out of town on the day it was sent. He went on to explain that the messages were sent with the knowledge and approval of the other staff members who were listed in the messages.

Spath believes that this situation has gotten out of hand and feels it is best to leave the resolution to Lubic.

Wadsworth commented that he feels that Lubic has handled the situation properly. He added that the insurance policy covering the Board and AWCI would not cover a lawsuit internal to AWCI itself.

Warner moved on to the discussion of AWCIplank

[NOTE: AWCIplank is a secondary yahoo group started by Director Lehn as a forum for elected Directors (including REC, IAB, and Affiliate Chapter Directors) to discuss AWCI issues openly without fear of others listening in. There is some concern about the legal ramifications of this.]

Lehn explained that he talked to a lawyer independently and was advised that AWCIplank is acceptable, and that Directors are free to discuss things as needed. He doesn't see it as any different from a conference call such as this one. We simply can't use it to conduct votes or official business.

Warner asked if we as a Board had voted to start the forum, and Lehn said no, he just did it on his own because there are 21 people getting messages on "AWCIboard" and only 12 directors, so discussing things privately is impossible.

Spath is concerned that the existence of the AWCiplank makes the members worried and leaves them wondering what is going on especially in the current uproar.

Gardner wondered rhetorically how the members think we discuss things and conduct the business of AWCi? He pointed out that before email we simply called each other. There was no more or no less 'secrecy' then as there might be now. He feels that it was impossible to discuss things openly when it was known that the staff was reading the messages.

Stuart said he spent some time researching the issue, and he feels it is important that we all understand the definition of the terms we are using. He summarized that a yahoo group is best described as an Electronic Mailing List, because it is not happening in real time, and does not require people to go to a web portal to view the messages. This type of list also includes a "reflector" which has a specific email address, and anything sent to that email address will be automatically reflected to all the participants in the list. As such, it is no different from awciboard@awci.com and so should not be thought illegal. It is a matter of convenience which allows the individuals to communicate with everyone on the list by using one email address.

Spath wondered what AWCiplank gives us as opposed to AWCiBoard – how does that differ? Stuart explained that if he is referring to awciboard@awci.com, that too is a reflector, but it is controlled by the office staff, and sends to a much broader and unverifiable audience. Similarly, AWCiBoard@yahoogroups.com is also a reflector that sends to more people than just the board, and "plank" was established as a reflector to just the board.

Lubic stated that the concern was not so much whether AWCiplank was legal or illegal. He said that the problem is that the forum contains "AWCI" and it was not sanctioned by the Board. He also pointed out that if we are going to work together, everything has to be transparent. For that reason, he feels that holding discussions in view of the following people: Board, Exec. Director, Parliamentarian, Attorney, Immediate Past President, should be private enough for good honest discussion. It should be enough to pare down the list of people on the AWCiBoard@yahoogroups.com list (as set out in proposed Motion 40).

Door pointed out that the Exec. Director is an ex-officio member of the Exec. Committee and that makes him an ex-officio member of the full Board.

Wadsworth said that he researched this and found that the Exec. Director is in fact an ex-officio member of the Exec. Committee, but that does not make him a member of the full board, and that during those meetings he and the Parliamentarian have to be invited to attend.

Warner felt we needed more voices in the discussion and asked Henning to talk about proposed Motion 40:

Henning explained that the motion primarily limits the participants of the AWCBoard@yahoogroups.com mailing list to the following people: The Board of Directors, the Executive Director, Immediate Past President, AWC Attorney, and the Parliamentarian. So basically it removes the staff members from the list. He explained that Lehn has brought up concerns about maintaining confidentiality, but the reality is that maintenance of confidentiality ultimately comes down to the actions of the individual members. If they maintain confidentiality, then the forum will be confidential. If not, it won't.

Warner asked if it is not true that once it is written in an email, it is essentially permanently 'out there.'

Henning agreed that is true, and that that was one of the concerns with AWCiplank – that there might be messages there that are discoverable in court and if it happens to be a lawsuit against AWC... "AWCiplank" could be deemed an official forum associated with AWC because of its name. He explained that the permanence of emails is part of why we use AWCBoard@yahoogroups.com because we need archiving ability particularly for recording our official business. He reiterated that confidentiality is really about the participants and not the hardware or the policies we use. He pointed out that the biggest problem is that we ourselves sometimes make the mistake of forwarding each other's words to other people, or allowing a full conversation thread to be quoted at the bottom of each message – thereby causing the entire discussion to be leaked when one message gets out.

Lehn thanked Stuart for his earlier explanation. He commented that AWCiplank is mostly shut down now since most of us have signed off of it. He added that if he wants to get in touch with directors only, he will simply type their addresses directly, but still fears that if there's a lawsuit, they will simply claim our personal computers as evidence. Stuart concurred and stated that AWCiplank is no more legal or illegal than doing as Lehn suggested.

Kurdzionak explained that he read Gilligan's message, and he does not use the words legal, or illegal. Kurdzionak explained that this is about discretion. We can talk all we want, but there are some topics that should not be committed to writing. A good example is when talking about personnel or any specific person. Those types of things are best handled in phone calls or better yet in personal private conversation.

During the conference call tonight Lubic had been working on the list of AWCBoard@yahoogroups.com participants and reduced it to the participants listed in Motion 40 with the exception of Tom Pack and said he would work with Pack to remove him tomorrow because he is a co-moderator.

Discussion of AWIMatters and the Member Forum Committee

In response to the committee's vote to remove Tom Pack from his position as "owner" of AWIMatters, Warner stated that a committee does not have the power to remove one of its members because they are appointed by the Board.

Stuart explained that the committee has three members, and Pack was not one of them. He was the staff liaison, and was made an owner of AWIMatters on the advice of the AWCI Attorney. When he sent the staff's email messages out, the committee deemed him a risk to the forum, and voted to remove his status as owner.

Spath asked whether it was the full Board that installed Pack in that capacity.

Henning explained that the committee was essentially ordered to make Pack an owner of the yahoo group, but without a formal action – back when this current committee was formed after the annual meeting.

Warner asked if Lubic has been made an owner in place of Pack.

Lehn said no, and began discussing some of the details with Lubic. Lehn was concerned that if Pack has access to Lubic's email, he can get in and do damage to AWIMatters. Lubic said that it isn't really possible for that to happen. Warner asked them to work this out separately.

Discussion of Jim Sadilek's pending resignation from the Board of Directors.

Warner explained that he's gotten emails questioning how Sadilek remains on the board in view of his resigning from his position as Vice President and his various committee capacities, as well as his having expressed that he no longer wishes to work with the Board, and no longer supports some of the actions AWCI has been taking overall.

Sadilek stated that it is his intent to resign from his seat on the Board at the completion of the current election.

Discussion turned to the timing of his resignation, and how that plays into his replacement. The Bylaws Article VI section 5a states the following:

Should a vacancy be created on the Board of Directors, the candidate receiving the next highest number of votes at the preceding election for directors shall fill the vacancy.

Wadsworth, as Parliamentarian stated that in his view this means the 4th place winner in the 2007 election, but that he will have to come to an official ruling. It was agreed that

Sadilek would forward a letter of resignation to Wadsworth and it would be dated after the close of the current voting so that it does not upset the voting.

Warner asked for any other discussion, and received none.

Motion for adjournment made by Henning, seconded by Spath received unanimous consent.

Meeting adjourned at 10:53pm EDT

Respectfully submitted,

Matt Henning, Secretary