

Save Our Trails!



Promoting trails in Santa Clara County for the benefit and enjoyment of all

SAVE OUR TRAILS
Board Meeting
Willow Glen Baptist Church
1292 Minnesota Ave, San Jose, CA 95125
June 4, 2013 - 7:00 p.m.
AGENDA

CALL TO ORDER

Chair reminds participants of the rules governing the conduct of the meeting (See Appendix A)

INTRODUCTIONS

Welcome to visitors.

CHANGES TO AGENDA

APPROVAL OF MINUTES: May 7, 2013

CONSIDERATION OF REQUESTS FOR EXCUSED ABSENCE

Bill Rankin

PRESENTATIONS BY GUESTS

None

DIRECTORS' REPORTS

- a. President's report
- b. Vice-President's report
(none)
- c. Treasurer's report
- d. Secretary's report
Bollard reflectorization program reactivated
- e. Attorney's report

CURRENT ISSUES

- a. Status of Action Items

COMMITTEE REPORTS

- a. Report of the Clean-up Committee
- b. Report of the Governance Committee (See Appendix B)
- c. Other

DEFERRED ISSUES

None

NEW ISSUES

- a. Review of the policy on Board Member statements, code of conduct, and protocol on communication that is either represented as or on behalf of the Board. (Taisia)
- b. Add to future minutes the time when Board members arrive and leave a Board Meeting. This would include what time the meeting starts, ends, and when the Board adjourns and returns from open sessions. (Roland)
- c. Determine who should respond to messages from the general public addressed to the SOT Board. (Martin)
- d. Collaboration with Friends of the Five Wounds Trail and “Clean Creeks, Healthy Communities” on creek clean-up sometime in July. (Bruce) See Appendix C
- e. Request by Martin to speak as a representative of Save Our Trails to promote bollard reflectorization in communities other than San Jose (e.g. City of Santa Clara, VTA, etc.) (Martin)
- f. Proposal that when Board members leave the Board as a result of the end of a term or if they join the Board as a result of an election -- that those actions occur at some set time after the general meeting -- I suggest 30 days, and that election results should be announced within 7 days. (Mary Ellen)
- g. Suggestion that the Board conduct a poll of the membership from time to time regarding their priorities and their opinions on various issues of significance to the community. (Martin, Joan, and other members of the Governance Committee)
- h. Request by Yves Zsutty to present the Los Gatos Creek bridge design to the public at a future SOT meeting. (Taisia)

APPENDIX A:

Recommendations of the Governance Committee to improve the efficiency of SAVE OUR TRAILS meetings.

1. Before the meeting, the chair (the President or designee), will plan out a time allotment for each item on the agenda.
2. At the start of the meeting, the chair will remind participants of the rules governing the conduct of the meeting. Initially, we suggest the following rules:
 - a. The chair will adhere to the agenda. If anyone raises an item that is not on the agenda, the chair will ask that discussion be considered under “other business”.
 - b. The chair will recognize everyone who wants to speak on an issue before board members speak for a second time.
3. If the chair determines that discussion of an item is taking substantially more than its allotted time, he or she will call for a vote (possibly after allowing a fixed number of additional people to be heard on the issue.)
4. We will try to avoid having “deferred” items on the agenda. Items on the agenda will either be decided at the meeting, assigned to a subcommittee for a recommendation, or else dropped. If no one volunteers to work on the subcommittee, then the item will be dropped.

5. If a subcommittee reports back with a set of recommendations, Board Members may pose questions to the subcommittee, a motion may be made, and the chair will allow a discussion within the timeframe allotted by the agenda. If a recommendation was not accepted, the subcommittee should meet again and continue working to try to reach an acceptable solution, hopefully with the additional input from Board members who objected to the initial recommendation.

APPENDIX B:

Recommendations of the Governance Committee reached at the meeting of May 23, 2013

1. The Governance Committee considered a *Process to censure a Member of the Board*, and agreed, by a vote of 4-0 (1 abstention), that it was unwise to take any such action.
2. The Governance Committee considered a *Clarification of the procedure to remove a Member from the Board*, and thought that the existing By-Laws cover the issue sufficiently. The vote was 4-1.
3. The Governance Committee considered *Restrictions on Board Members taking a position in contradiction to the Board*. The Committee agreed unanimously that Article V Section 9 of the By-Laws already cover the issue. It reads, “*No Board Member shall act or represent themselves as an agent of the Organization for any reason without the authorization of the Board*”.
4. The Committee agreed unanimously that notification by a member of the inability to attend a meeting will serve as a request for an excused absence.
5. In consideration of some recent confusion, the Committee agreed by a vote of 4-1 that when a meeting is called, the communication should identify the time, date, and place of the meeting.
6. The Governance Committee considered *Procedure for consideration of issues that may affect the broader community* and agreed unanimously that no vote should be taken on any matter other than routine housekeeping measures, unless the matter had been previously identified as an actionable item in a published agenda.

APPENDIX C:

Email of May 31 from Kim Thai, Program Coordinator of “Clean Creeks, Healthy Communities” of the Environmental Services Department of the City of San Jose

We are available for any date this summer. One of the members of the Friends of Five Wounds Trail prefers July 6th or August 3rd but said we can schedule without him if those two dates do not work.