

From: Mary Anna Kienholz
Sent: Thursday, August 06, 2009 3:42 PM
To: Eric Rosenberg; Leon Marzillier; Anne Ziliak; Scott Manatt; Mary Ellen Crosby; Sue DeVandry; Barbara Iversen; Joshua Jordahl; Kim Thompson; Ralph Kroy
Cc: Amelia Herrera-Robles; Darren Martinez
Subject: Recommended Bylaw changes: email from Policy and Rules Committee Chairperson

GHNNC Policy and Rules Committee Members,

I received the e-mail sent about the Bylaw changes and I have read them and I have some questions.

1. What is the rush to have these done now? There is nothing in these changes that can't wait until after the 2010 Election. That is not that far away and then the new members elected can be included, and they will have a chance to have a better understanding of the Bylaws than those that are new who were appointed and didn't go through the election process in which the Bylaws were explained to each candidate at a special meeting of the candidates. The election articles had to be changed because the City Clerk's Office will be doing the 2010 Elections. The rest of the Bylaws have served the GHNNC well though out the last 6 years and if a change is thought to be needed they can wait until the moratorium is lifted.

2. The Committee Chairperson has suggested that he is not responsible for anyone who votes for these without knowing what they say which sounds reasonable. From what I hear and from reading these many confusing documents over these last months my next question is for the committee members. I want to know if after reading these do you understand them and feel you understand their purpose well enough to vote for them? If you don't I ask that you vote no because bringing them to the Board and stakeholders as a recommendation from the committee tells the voters you do understand them and they will probably trust you and vote for them. Some of them are fine but some are contested and should be discussed more and not rushed through. Since there is no rational for some of the changes, I wonder if you as a committee have discussed the reasons for the changes and understand how they work and if you believe they would help the GHNNC. I would like to hear from some committee members to answer this question. As a past Policy and Rules Chairperson I do believe it is the Chair's responsibility to be absolutely sure the changes are understood by all who vote on them.

Bylaws and understanding them is not always easy. When Eric first came to this committee he felt changes were needed to help make them easier to understand. I tried, as a past Policy and Rules committee member from the time of forming of the GHNNC and for all the time there was a committee, to explain what was very clear to us, he still felt his way would be clearer to everyone, and many changes he made are much better than from the former bylaws. I appreciate his clarity in changing some of the words. However some of the changes, which seem clear to him are very confusing to others. This will not stop the problem of understanding down the line or even after the 2010 election. This

committee must feel they understand and can explain the changes to new people, so please do not rush these important changes.

3. I really find the changes in Article 14 are very confusing to many. I do understand Darren's opinion and I understand what I read. Since there is no rational and no other reasons given for the changes and along with all the other changes, including the Guideline changes, it appears to be just too much for many to absorb at one time. For instance the Bylaws Article 14.1 states "involve broad participation" and yet further states, 14.7, that a committee can have as few as 2 members, which normally tells us there is not enough interest in this subject to form a committee. That's hardly broad participation. The Quorum for committees in the guidelines seems unnecessary and unreasonable. Since Committees are almost always composed of those interested in the subject some are small and some are larger. It has served us well to have the quorum simple be a majority of members ... I do not believe it is good representation to make recommendations to the Board from a committee with less than half the members present. The Parks and Beautification committee often has 12 very interested stakeholders and to have them conduct a meeting and make recommendations with only a third (4) of the members present, which is less than a majority, is a very poor idea. Safety and Policy and Rules have 3 people making a recommendation for a committee of, maybe, anywhere from 4 to 12 people. This may help committees to go forth and make decisions with what we consider less than a quorum but it is a very poor procedure for representation and inclusiveness. There is a reason for having a quorum being more than half of the members, it is a good safeguard against a few making a decision for many. Often when committees make recommendation the Board feels they know what they are talking about and it saves time and discussion to vote yes to their recommendations. This is as it should be but the control could rest with just a few people, perhaps with the same few people in several committees. This is not the purpose of NCs nor is it inclusive. It should not be possible for a few to control the majority.

I could go on with more questions but this is enough for now. I ask particularly that the committee members think about these questions and have answers for us if these pass and are brought to a Special Meeting for stakeholders to vote. Stakeholders and Board Members must be allowed time to ask questions and hear the reasons of both those on the committee who disagreed as well as those who agreed. No one should feel rushed. I am sorry I can not be at the meeting but I have an important prior commitment.

Thank you for your consideration,

Mary Anna Kienholz
GHNNC Stakeholder

From: Mary Anna Kienholz
Sent: Saturday, August 08, 2009 4:41 PM
To: Eric Rosenberg
Cc: Leon Marzillier; Anne Ziliak; Scott Manatt; Mary Ellen Crosby; Sue DeVandry; Barbara Iversen; Joshua Jordahl; Kim Thompson; Ralph Kroy; Amelia Herrera-Robles; Darren Martinez; Joe Vitti
Subject: Re: Recommended Bylaw changes: email from Policy and Rules Committee Chairperson

Eric,

Please make it clear to your committee that only the Bylaws changes need to be approved by DONE. And only Bylaws need a Special Meeting of Stakeholders and a 2/3 majority to pass. Policy and Guidelines are brought to the Board, discussed, and takes only a majority vote of the Board to pass. Therefore there is no moratorium or rush on your proposed changes to the Policy and Guidelines since they can be brought to a regular meeting of the Board whenever the committee has a recommendation.

There seems to be a confusion on this as the PDF sent shows both a Bylaw change, which can wait, and a Guideline change causing the thought that both must be approved at a Special Meeting and sent to DONE. Standing Rules/Policy and Guidelines are required to follow all laws, such as the Brown Act and the Bylaws and then need only the approval of the Board. Nothing in the Bylaws asks for stakeholder approval and when these were written the City Attorney stated he did not have to approve them, noting in an email to the ghnc Project Co-ordinator, that he saw nothing against any law.

There is much confusion on the changes you propose in Article 14 and I ask, as a stakeholder, that the committee delay any action on this article until it can be explain and understood by all who may attend the meeting to change the Bylaw's, as it has nothing to do with the election. This is an overwhelming amount of information to understand even for the committee who has read and discussed it, let alone stakeholders who might come to a Special Meeting to vote.

Mary Anna Kienholz
Registered Parliamentarian