

**PACIFIC TELECOMMUNICATIONS COUNCIL
BOARD OF GOVERNORS MEETING
2007-08 BOARD OF GOVERNORS
JANUARY 12, 2008**

Part 1: 2007 BG Meeting

1. Call to Order and Introductions

David Lassner called the meeting to order at 2:12 PM.

Attendance: David Lassner - Chair; Bill Barney, Gregg Daffner, Bruce Drake, Tony Gardiner, John Hibbard, Susan Irwin, Yoshikazu Kobayashi, Richard Pang, Claire Paponneau, Maui Sanford, Peter Senchuk, Morley Winograd, Ken Zita, Sharon Nakama - ED, Steve Rich - Legal Counsel (for Tara Giunta)

From Outgoing 2007 Board: Kenji Saga, Richard Taylor, Robert Walp

By invitation: Ed Simnett - AC Chair; Mark Hukill - Senior Advisor; Linda Ristow - Fiscal Manager; Lorain Wong - second for Bill Barney

Regrets: Richard Nickelson (outgoing); William Lin (outgoing)

2. Review/modification of agendas

The BG reviewed the Agenda as set forth in the Briefing Book for the BG meeting and added a new item, discussion of IEEE conference. In the interest of time, discussion of this item was deferred until the BG meeting scheduled for Wednesday, January 16, 2008. Upon motion duly made and seconded, the Agenda as amended was unanimously adopted by the BG.

3. Approval of 19 Dec 2007 minutes

The BG reviewed the minutes of the December 19, 2007 BG meeting. Upon motion duly made and seconded, the minutes were unanimously approved by the BG.

4. Discussion regarding bylaws

The BG discussed the current bylaws, including the use of geographical quotas for electing BG members. The BG noted that these issues would be discussed further at the AC meeting, and that the AC and the Succession Planning Committee would adopt clarifications to the ballot.

5. BG Elections - Tiebreak Procedures

The BG discussed the tiebreak procedure that was presented to the BG, which involves the use of a coin toss to resolve any ties that may occur in future BG elections. Upon motion duly made and seconded, a motion to approve this tiebreak procedure, without the need for the candidates or their reps to be present, was unanimously approved by the BG.

6. Bylaws procedures

The BG discussed the recommendations of the Bylaws Report Committee, which were presented by B. Drake and M. Hukill.

- A. Upon motion duly made and seconded, the BG voted 9 to 1 to recommend to the incoming BG that the bylaws be amended so as to change the title of Executive Director to Chief Executive Officer.
- B. Upon motion duly made and seconded, the BG voted 9 to 1 to recommend to the incoming BG that the bylaws be amended so as to change the term of incoming BG members from 2 years to 3 years.
- C. A motion was duly made and seconded to recommend to incoming BG that the bylaws be amended so as to increase the size of the BG to 15 members. No formal vote was taken due to a lack of clear support for the motion.
- D. The BG expressed support for the concept of amending the bylaws so as to allow the BG to appoint new members to replace members who resign. No formal vote was taken.
- E. The BG expressed support for the concept of amending the bylaws so as to allow validation of actions taken during a regularly-scheduled BG meeting that fails to achieve a quorum, if the actions are thereafter approved via electronic communications by such BG members as are needed to obtain a majority of the BG members then in office. No formal vote was taken.
- F. The BG discussed changes to the bylaws regarding the use of proxies but did not take action on this recommendation. No formal vote was taken.

7. Numbers and Plans

S. Nakama discussed preliminary numbers for PTC '08 and gave an overview of PTC's general financial picture.

8. Recognition and Adjournment

D. Lassner recognized outgoing BG members, and then adjourned the 2007-08 BG meeting at 4:35 p.m.

Part 2: 2008 BG Meeting

D. Lassner called the 2008 BG Meeting to order upon adjournment of the 2007 BG meeting.

9. Election of Officers

The BG discussed the officer election process and titles. It was noted that titles traditionally used by the BG include: Chairman and President; Secretary; Treasurer; and Conference Chair. It was also observed that the BG can designate other positions, and that the BG has previously designated the most recent “Past President” as an officer.

Upon motion made and duly seconded, D. Lassner was unanimously re-elected as Chair and President. Upon motion made and duly seconded, the following slate of officers was elected: B. Barney, Vice Chair and Treasurer; Y. Kobayashi, Vice Chair and Secretary; K. Zita, Vice Chair for Conference; and J. Hibbard, Executive Vice Chair.

10. Committee Appointments (Agenda Item 13)

In the interest of time, this agenda item was moved forward from item 13 to item 9. Upon motion made and duly seconded, the Audit Committee was elected unanimously with the following members: B. Barney - Chair, A. Gardiner, B. Drake, C. Papponeau and also J. Spence - AC member.

Upon motion made and duly seconded, Heather Hudson and R. Taylor were unanimously elected co-chairs of the Research Committee.

Upon motion made and duly seconded, Stephanie Rolf and Elizabeth Fife were unanimously elected co-chairs of the Development Committee.

Discussion of a co-chair for PTC '09 was deferred until the Wednesday meeting, as was discussion of other committees such as membership and sponsorship.

11. Resolution of Any Carryover Items from Prior Meeting (Agenda Item 9)

The BG agreed that such items had been covered elsewhere in the meeting.

12. Conference Committee for PTC '09 / Work at PTC '08 to Advance Mid-Year '08 and '09 (Agenda Item 10)

The BG engaged in an extensive discussion of the appropriate means of content management (e.g., consultant, volunteers, hiring in-house content expert). The BG also discussed the appropriate roles of members and outside consultants in providing content for the conference, and how to combine volunteers with professionals who have content expertise (i.e., achieving some “middle ground”).

Discussion of the remaining items was deferred until the Wednesday meeting. The meeting was adjourned at approximately 6:00 p.m.