

**PACIFIC TELECOMMUNICATIONS COUNCIL
BOARD OF GOVERNORS MEETING
2008 BOARD OF GOVERNORS
JANUARY 16, 2008**

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)

By invitation: Ed Simnett - AC Chair; Mark Hukill - Senior Advisor; Linda Ristow - Fiscal Manager

1. Review of PTC '08 Preliminary Numbers and Impact on PTC Overall Finances and Hilton Contract

L. Ristow discussed the preliminary conference numbers and the overall financial picture with the BG, including changes that will take effect in future years regarding the Hilton contract. Membership categories/numbers were also reviewed against attendance. It was decided that an investment policy may be needed and should be prepared by the Audit committee.

2. PTC Office Lease

The BG discussed different options for the renewal of the lease for PTC's office space. Upon motion made and duly second, the BG unanimously voted to authorize the Executive Director to pursue the 5-year lease offered by the landlord, but to try to negotiate a lower rent and a provision allowing for early termination. Recommendations for a 2-year lease to be followed if a suitable 5-year deal cannot be reached.

3. Confirmation of Near-Term Plans to Update Bylaws

The BG discussed and confirmed its intent to implement the bylaws changes recommended by the 2007 BG in relation to:

- Changing the ED's title to CEO
- Changing BG term lengths from 2 to 3 years
- Quorum
- Electronic working methods
- Filling vacancies between elections

To improve governance, adopting formal rules for conflict of interest, etc, including guidelines of the U.S. Sarbannes-Oxley Act as applicable are recommended and as noted in the Bylaw Review committee report.

4. Discussion of Changing Current Bylaws Provisions on Geographic Distribution

The BG briefly discussed the possibility of changing the bylaws provisions regarding geographic distribution of seats on the BG, observing that the implementation of such changes would require a member vote. One possibility discussed was to add "Other" (e.g., Europe) to Latin America category. Another possibility considered was a reevaluation of the entire structure of geographic representation. B. Drake agreed to lead a study of the geographic representation issue in coordination with the AC.

5. PTC's Vision for Events, Approaches to Developing Conference Content and Staffing/Outsourcing Implications

The BG continued its discussion from Saturday, and discussed the ED's proposal to return to a conference that relies primarily upon volunteers, with large portions of content to be provided by members. The consensus of the BG (decided without a motion or formal vote) was to adopt the ED's recommendation, but ask her to identify potential consultants by April in case additional resources are needed. The BG will monitor the situation.

The BG also discussed plans for the mid-year conference. A report was presented from the Special Interest Group on ICT Development, and the BG reviewed this report.

6. Engagement with AC and Members

E. Simnett addressed the BG and summarized key points from the AC meeting. Two specific suggestions made to the BG were to consider implementing a dedicated web link for complaints and/or comments, and to find a way to use social networking sites (e.g., Facebook, LinkedIn).

7. Additional Appointments

The BG approved the establishment of a Membership/Sponsorship Committee, to be chaired by C. Paponneau. R. Pang, J. Hibbard, and G. Daffner are to be members of such committee, and E. Simnett agreed to seek one or two AC members willing to serve on the committee.

B. Drake, A. Gardiner, and K. Zita agreed to examine possibility of honorary membership or membership category for senior citizens. Their tasks are to include cataloguing all prior benefits in this regard.

8. PTC BG Meetings in 2008

In order to accommodate the numerous time zones in which BG members are located (ranging from Hawaii to Asia, with many in between including Europe), BG monthly phone meetings for '08 will be at 4:00PM HST (9:00PM EST) on the third Wednesday of each month (eg, 20 Feb, 19 March, 16 April, 21 May, etc.). (Hawaii is -10 GMT)

The BG will have a face-to-face meeting adjacent to CommunicAsia (either before or after), which should be a half-day or less. The exact date will be determined later.

The meeting adjourned at 3:30 p.m.