

APPROVAL DRAFT
PACIFIC TELECOMMUNICATIONS COUNCIL
BOARD OF GOVERNORS - REGULAR MEETING
Wednesday, March 19, 2008
4:00 – 5:00 PM Hawaiian Standard Time (GMT-10)
Pacific Telecommunications Council
Board of Governors
19 March 2008
Conference Call Meeting
MINUTES

Participants

Board of Governors:

David Lassner, President and Chair
John Hibbard, Executive Vice Chair
Sharon Nakama, Chief Executive Officer
Bruce Drake
Gregg Daffner
Peter Senchuck
Susan Irwin
Maui Sanford (Departed after approximately 30 minutes)
Morley Winograd

Guests:

Ed Simnett (AC Chair)
Mark Hukill, Senior Advisor
Linda Ristow (Fiscal Manager)
Steve Rich for Tara Giunta, Paul Hastings, Janofsky & Walker LLP
Morris Bodnar (Recording Secretary)

Regrets:

William (Bill) Barney, Vice Chair - Treasurer
Yoshikazu Kobayashi, Vice Chair - Secretary
Ken Zita, Vice Chair for Conference
Richard (Dick) Pang
Claire Paponneau
Tony Gardiner

The meeting commenced at 4:05 PM Honolulu time.

1. Review of Agenda

APPROVED: 19 March 2008 agenda as distributed.

2. Approval of Past Minutes

APPROVED: 20 February 2008 PTC Board of Governors meeting minutes.

3. Bylaws Update

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Bruce Drake indicated legal council has provided effective wording for the bylaw changes. The eligibility question pertaining to the length of BG terms has been resolved accommodating the various views.

Action: Bruce Drake moved to accept the proposed wording for the bylaw amendments as distributed. Susan Irwin seconded Bruce's motion.

Gregg Daffner observed that in number 2 of the amendments, article 5 section 4, the use of "initially" might lead to confusion on whether the amendment applies prior to the 2009 election. Mark Hukill indicated his understanding the new class of governors is constituted under the new bylaws, which take effect during the 2009 elections. Steve Rich confirmed the amendment's intent is consistent with Mark's interpretation.

Steve Rich also clarified Mark Hukill's inquiry on the language specific to indicating 3-year terms is covered in the second to the last sentence of Article V, Section 4A.

David Lassner called for a vote on the motion. Passed.

David thanked everyone for their patience through the bylaws update process, and in particular Bruce, Mark and the Bylaw Committee for their hard work and perseverance. The amendments will serve PTC well moving forward.

4. PTC Finances

Linda Ristow indicated PTC has reviewed, reconciled, and classified the financials from PTC'08 which show a positive financial position.

5. CEO Report

David Lassner advised the purpose for introducing monthly CEO Reports is to allow the BG to review data & information in advance so the conference calls can become a more effective discussion forum.

David highlighted that the ITU Secretarial General is confirmed for PTC'09.

Sharon Nakama confirmed the PTC office lease is now settled.

John Hibbard asked how preparations are going for the Mid Year. Sharon advised press releases, general promotion & marketing would commence April 1st. The Mid Year steering committee is presently forming and will further develop the program, which will focus on submarine and wholesale carrier services.

6. Board of Governors Executive Session

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Elected BG members went into an executive session to discuss the methodology for the performance review of PTC's CEO position. David summarized the process which calls for the formation a small committee who will use input from a variety of stakeholders to develop a statement of evaluation, which will be communicated to the incumbent as the position of the BG.

The subject of building a reserve fund was discussed in light of the PTC's present financial position. All agreed this would be an appropriate use of a portion of the present financial surplus.

Next Meeting: Date/Time: Wednesday, 16 April 2008, 16:00-17:00 HST

Meeting Closed: 4:44 PM Honolulu Standard Time.