

**PACIFIC TELECOMMUNICATIONS COUNCIL
BOARD OF GOVERNORS - REGULAR MEETING
Wednesday, February 20, 2008
4:00 – 5:00 PM Hawaiian Standard Time (GMT-10)**
Pacific Telecommunications Council
Board of Governors
20 February 2008
Conference Call Meeting
MINUTES

Participants

Board of Governors:

David Lassner, President and Chair
John Hibbard, Executive Vice Chair (joined in progress)
Ken Zita, Vice Chair for Conference
Sharon Nakama, Chief Executive Officer
Bruce Drake
Gregg Daffner
Richard (Dick) Pang
Susan Irwin (joined in progress)
Claire Paponneau
Maui Sanford
Peter Senchuk
Morley Winograd (joined in progress)

Guests:

Hunter Newby (joined in progress) for Ed Simnett (AC Chair)
Mark Hukill, Senior Advisor
Morris Bodnar (recording secretary)

Regrets:

William (Bill) Barney, Vice Chair - Treasurer
Yoshikazu Kobayashi, Vice Chair - Secretary
Tony Gardiner
Ed Simnett, Advisory Council Chair
Linda Ristow (guest)

The meeting commenced at 4:03 PM Honolulu time.

1. Review of Agenda

APPROVED: 20 February 2008 agenda as distributed.

2. Approval of Past Minutes

APPROVED: 12 January 2008 PTC Board of Governors meeting minutes.
16 January 2008 PTC Board of Governors meeting minutes.

3. Post-conference Financial Summary

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Sharon Nakama updated the BG on behalf of Linda Ristow. Conference performance was overall very positive with revenues \$125k better than the budgeted surplus. Looking at PTC as a whole, the projected fiscal year budgeted surplus was \$38k, but is now anticipated to come in at approximately \$100k. Improved financial performance is due to increased conference registrations and sponsorships together with cost reductions. Registrations for PTC'08 were up approximately 20%.

4. PTC Office Lease

David Lassner summarized the BG had previously authorized Sharon Nakama to engage in lease renewal negotiations on behalf of PTC.

Sharon advised she has had several meetings with the Landlord and there is little room for negotiation on a five year renewal given there is another interested tenant willing to pay a higher rate. The two options now available to PTC are:

- I. Vacate by November 2009, or
- II. Remain until March 2013 under a full five year term.

The longer PTC remains in the current location, the greater number of stepped increases in the rent. PTC will pay more than \$300k over five years under option II. With the advice of a property broker, the financials suggests option one, to vacate in November 2009, is the best choice. However, Sharon recommends PTC relocate earlier, in June of 2009, because November is too close to conference. The Landlord has agreed to waive any penalties if PTC relocates earlier.

Sharon is presently working with a property manager to identify potential new locations.

5. Summary of Bylaws Discussions in January

Bruce Drake referenced the document Mark Hukill had prepared and circulated to summarize the proposed bylaws changes.

- I. Changing the ED's title to CEO.
- II. Changing BG term lengths from 2 to 3 years. Through the transition period there would continue to be both 2 and 3 year terms available during elections. Bruce related the proposal that the higher vote getters receive the available 3 year terms. John Hibbard supported this method, with no objections voiced. Bruce next described the 6 year service limit question, recommending the limit be relaxed through the transition period to allow up to 7 consecutive years because of the term length change. A discussion ensued in which the various permutations were examined.

Bruce offered to work with Mark to articulate the various options in a note to the BG with further discussion to take place during the March BG call.

- III. Casual vacancies will be filled until the next election only.

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- IV. Quorum and voting: (a clarification only) a majority of the BG must be present.
- V. Electronic working methods. Bruce described the recommended amendment calling for a super majority consisting of 12 of 14 BG members to pass a motion. A motion could pass if 2 or fewer members are silent; however, a motion cannot pass if a single “no” is received. David clarified this method will only normally be used when action must be taken outside of a board meeting. Further, these are typically simple matters which need BG approval. Bruce explained the requirement for unanimity is to place a higher standard where there is little opportunity for debate.

Bruce suggested seeking the BG’s acceptance in principle for the proposed changes to the bylaws with the exception of the term limit item (item II) which will be discussed during the March call.

ACTION: John Hibbard moved to formally approve the proposed changes and have them drafted into the bylaws by PTC’s legal council. This excludes the deferred term limit question. Seconded by Susan Irwin. Passed.

Bruce then identified the specific amendment wording proposals prepared by PTC legal council.

ACTION: Bruce Drake moved the amendments to the bylaws of the PTC as distributed with the friendly amendment under item 4 specifying a minimum of one Vice President. Mark Hukill clarified the proposed language is only for two of the proposed changes, item change to CEO, and item change to vacancies. More language is to come on the three year terms and appointments. John Hibbard seconded Bruce’s motion. Passed.

6. PTC’09 & Mid Year

Sharon informed that the PTC’09 Planning Committee is in place and discussions are well underway. Stephan Beckert will serve as one co-chair with one vacancy to be filled. Ken Zita declined the second co-chair position.

Sharon advised Richard Taylor has submitted an expression of interest which she recommends go before the BG for consideration.

ACTION: Richard Pang moved for the BG to accept Richard Taylor’s expression of interest to serve as the second co-chair. Seconded by Bruce Drake.

A discussion ensued focusing on the planning strategy for PTC’09, succession considerations, and potential challenges moving forward. David observed the current planning progress is ahead of last year and the option remains to inject additional resources if it becomes necessary.

David called for a vote on the motion. Motion passed.

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David observed the diverse views on program planning and the need to reconcile the BG members' views while continuing to move forward with conference planning.

David asked Sharon to send an email update on the Mid Year due to a lack of time.

7. Membership/Sponsorship Committee

Claire Paponneau indicated she will distribute a more recent version of the terms of reference for the BG's consideration. Suggestions and comments from non-committee members are most welcome.

Next Meeting: Date/Time: Wednesday, 19 March 2008, 16:00-17:00 HST

Meeting Closed: 5:05 PM Honolulu Standard Time.