

BYLAWS AND PROCEDURES COMMITTEE MINUTES FOR FEB. 7, 2022 MEETING

The meeting of Studio City Neighborhood Council (SCNC) Bylaws and Procedures Committee meeting was held on February 7, 2022, via a Zoom virtual meeting.

1. Call to Order at 7:13 p.m., recording at 7:14 p.m.

Roll call. In attendance: Jeff Hartwick (Chair, Corresponding Secretary, Board Member), Richard Niederberg (Board Member), Scott Mandell (Vice President and Board Member), Peter Cole (Stakeholder), Barry Johnson (Stakeholder). Quorum established.

2. No prior minutes were available for approval because they were not passed down by previous committee.

3. Chair update. Chair stated that he perused Bylaws and Operating Procedures for potential revision. Came up with three suggestions, the first with the way committee Chairs and Board members are removed, the second with having the president sign Board documents expeditiously, and the third a conflict of interest amendment to the Bylaws.

4. Public comments on non-agenda items: Barry Johnson mentioned that comments by other public officials does not have to be an agenda item for a committee. It should be listed only if an official is confirmed to attend.

5. There were no appearances or comments by public officials.

6. There was discussion and revision by the committee of a motion concerning the removal of Board and Committee Chairs from committees. Peter Cole and Barry Johnson made public comments. Richard Niederberg made friendly amendments to add the phrases "from a committee" and "or a Board member," and the Chair accepted the amendments. Scott Mandell seconded the final product, which was unanimously approved:

The Board of the Studio City Neighborhood Council (SCNC) approves amending Article III (Committees and their Duties), Section 1 (Standing Committees), Paragraph J(6):

6. Committee members, other than Chairs and Board members, may be removed in the same manner in which they were appointed. However, Chairs and Board members may be removed from a committee by the President only after the President or a Board member submits a removal motion to the Board and a majority of the Board votes for removal.

7. Item #7 came up for discussion. The Chair mentioned difficulty in getting Board approved items signed by the president, and that delay in doing were obstacles to timely submitting items like Community Impact Statements. Delay also constituted a de facto veto of documents already approved by the Board. Barry Johnson agreed with

proposed motion. Richard Niederberg seconded the motion. The motion was unanimously passed as follows:

The Board of the Studio City Neighborhood Council (SCNC) approves amending Article II (Officers), Section 1 (Duties and Powers), Paragraph A, by adding subdivision 4:

4. The President shall sign all Board correspondence, including but not limited to, Community Impact Statements, Proclamations, Resolutions, and Requests for Action, within five (5) days of submission by the Corresponding Secretary. After five days, the Vice President or Secretary shall be authorized to sign submitted documents upon request by the Corresponding Secretary.

8. Item #8 came up for discussion. The Chair mentioned that there existed no dedicated conflict of interest provision in the Bylaws, that there was a reference to conflict of interest in Article XIV, but that there was no specific, dedicated provision that provided clarity. It was borrowed from the Brentwood CC, which was already vetted by DONE. Barry Johnson made a public comment. Scott Mandell stated that the item was good because DONE had already approved the language. Richard Niederberg also provided input. Scott Mandell seconded the motion, which passed unanimously. The approved motion is:

The Board of the Studio City Neighborhood Council (SCNC) approves amending the Bylaws by adding Section 12 to Article V (Governing Board) as follows:

Section 12: Board Members Duty to Disclose Conflict of Interest

A Board member shall disclose to the other Board members any potential conflict of interest due to any financial or business interest that relates to a matter under consideration by the Board or a Committee. In addition, a Board member shall disclose membership in a group or organization (other than the Stakeholder Organization he or she represents) that has an interest in a matter before the Board or Committee, or an interest in an individual or family capacity in a matter before the Board or a Committee. Any required disclosure shall be made immediately upon the Board member's awareness that the Board is considering or will consider a matter giving rise to a conflict of interest or appearance of a conflict of interest, and prior to the Board taking any action on the issue.

If a Board member disclosing a potential conflict of interest does not recuse himself or herself, any other Board member may call for a vote of voting Board members on whether the disclosing Board member may vote on the issue.

9. The Chair discussed a possible meeting in the next month or two to deal with other possible revisions.

10. The Chair made closing comments.

11. The meeting adjourned at 7:53 p.m.