



**CALIFORNIA ASSOCIATION OF  
WORKPLACE INVESTIGATORS**

California Association of Workplace Investigators, Inc.  
770 L Street, Suite 950 • Sacramento, CA 95814 • Tel/Fax 916.760.2442 • info@caowi.org • www.caowi.org

**Board of Directors Meeting Minutes  
March 8, 2010**

**A. Call to Order.** The meeting of the Board of Directors of California Association of Workplace Investigators, Inc. (CAOWI) was called to order by President Amy Oppenheimer at 10:15 a.m. at the offices of Bornn & Surls, located at 1500 Rosecrans Ave., Suite 500, Manhattan Beach, CA 90266. The following Directors were present: Amy Oppenheimer, Cynthia L. Remmers, John D. Weiss, Sue Ann Van Dermynen, Walter Cochran-Bond, Suzanne M. Ambrose, Nancy Bornn, Barry Chersky, Mary Egan, Paul M. French, Marilou F. Mirkovich, Debra L. Reilly, Jody Shipper, and Martha Wood. Director Arthur F. Silbergeld was not present. Executive Director Stephen P. Angelides was also present. Member Michael A. Robbins, Co-Chair of the Strategic Planning Committee, was present for the portion of the meeting concerning strategic planning.

**B. Approval of Minutes of December 7, 2009 Board Meeting.** It was moved and seconded that the minutes of the meeting of the Board of Directors of December 7, 2009 be approved. The motion carried.

**C. Ratification of Executive Committee Actions.**

**1. Annual Conference Location & Hotel Contract.** By unanimous consent, the Board ratified the actions of the Executive Committee, as set forth in the Memorandum of the Meeting of the Executive Committee of December 18, 2009, attached hereto as Exhibit A, regarding CAOWI's first annual conference, as follows: a) the 2010 annual conference will take place at the Oakland Downtown Marriott Hotel on November 4, 5, and 6, 2010; b) the Executive Director is authorized to sign the contract for the hotel; and c) the Executive Director is authorized to pay the \$2,000 deposit to the hotel.

**2. 2009 Budget Adjustments for Hotel Deposit.** By unanimous consent, the Board ratified the actions of the Executive Committee by unanimous written consent without a meeting, as set forth in the memorandum dated December 30, 2009, attached hereto as Exhibit B, making the following changes to the 2009 budget to enable the \$2,000 hotel deposit for the 2010 annual conference to be paid in 2009: a) increased the income item Membership Dues from \$32,500 to \$34,500; and b) increased the expense item Conference, Convention, Meeting from \$250 to \$2,250.

**3. Strategic Planning Committee.** By unanimous consent, the Board ratified the action of the Executive Committee, as set forth in the Minutes of Executive Committee Meeting of February 26, 2010, attached hereto as Exhibit C, establishing a Strategic Planning Committee, with a maximum of 12 members, as an advisory committee reporting to the Board, with the chair and members appointed by the President.

Board of Directors

Amy Oppenheimer, *President* • Cynthia L. Remmers, *Vice President* • Arthur F. Silbergeld, *Secretary* • John D. Weiss, *Treasurer*  
Sue Ann Van Dermynen, *Assistant Secretary* • Walter Cochran-Bond, *Assistant Treasurer* • Suzanne M. Ambrose • Nancy Bornn  
Barry Chersky • Mary Egan • Paul M. French • Marilou F. Mirkovich • Debra L. Reilly • Jody Shipper • Martha Wood  
Stephen P. Angelides, *Executive Director*

**4. Retain Insurance Broker.** By unanimous consent, the Board approved the recommendation of the Treasurer, made at the request of the Executive Committee as set forth in the Minutes of Executive Committee Meeting of February 26, 2010, attached hereto as Exhibit C, to retain CAOWI's current Insurance Broker.

**D. Strategic Planning.** Michael A. Robbins, Co-Chair of the Strategic Planning Committee, presented the report of that committee. By unanimous consent the Board retained Walter Cochran-Bond as the Board's attorney, on a pro-bono basis. By unanimous consent the Board went into confidential session to consult with its attorney. By unanimous consent, Executive Director Stephen P. Angelides and Strategic Planning Committee Co-Chair Michael A. Robbins were present for the confidential session as their presence was necessary for the consultation. By unanimous consent after the consultation the confidential session ended. The Board went back into regular session and took the following actions by unanimous consent.

**1. Scope of Activities.** The scope of activities of the Strategic Planning Committee is to make recommendations to the Board on strategic planning issues and to implement Board decisions and policies regarding strategic planning issues.

**2. Membership Roster.** At the transition to the new website, CAOWI's membership list will be removed from public view on the CAOWI website but it will remain accessible to CAOWI members only.

**3. Membership Category.** A member's membership category will no longer be included in the membership list or in CAOWI publications.

**4. Sustaining Members and Disclaimer.** Sustaining members will be listed on the CAOWI website, in substance, as "Sustaining Members/Sponsors." A disclaimer will be added to the CAOWI website to clarify that CAOWI is not making recommendations with respect to the qualifications or expertise of any particular CAOWI member or organization. The Strategic Planning Committee will determine the exact language of this listing and disclaimer.

**5. Locating Qualified Investigators.** CAOWI will no longer promote that its resources can or should be used to locate qualified individuals or organizations to conduct workplace investigations.

**6. Business and Professions Code Citations.** CAOWI will e-mail to all members a citation to Business and Professions Code Sections 7520, *et. seq.*, and related opinions of the attorney general.

**7. Legislation Committee.** The Legislation Committee will research the laws of states outside of California as well as regulations and administrative and court decisions on issues relating to professionals conducting workplace investigations, and will report the results of its research to the Strategic Planning Committee.

#### **E. Other Committee Reports and Actions**

**1. Best Practices.** Committee Chair Cynthia Remmers reported on the two recent Best Practices Roundtables in Oakland and Sacramento, and the upcoming roundtable in Los Angeles on March 9, and stated that the committee plans to compile and distribute notes from the roundtables.

**2. Certification.** Committee Chair Jody Shipper reported that the committee was recommending that it take a hiatus until the next Board meeting. The Board approved that recommendation by unanimous consent.

**3. Education.**

**a. Annual Meeting.** Committee Chair Sue Ann Van Dermyden reported that the committee recommended that the Annual Meeting of Members take place on November 6, 2010 at 1:00 p.m. in Oakland. The Board approved that recommendation by unanimous consent.

**b. Annual Conference Pricing.** Committee Chair Sue Ann Van Dermyden presented the committee's recommendations for the annual conference pricing. After discussion, the Board, by unanimous consent, modified the committee's recommendations and decided that the pricing would be as follows:

- \$245 early registration for members
- \$345 regular registration for members
- \$395 early registration for non-members
- \$495 regular registration for non-members
- \$122.50 early registration for sustaining members
- \$172.50 regular registration for sustaining members
- \$95 half day session for members and non-members
- \$47.50 half day session for sustaining members

The half-day session may be purchased only in conjunction with the rest of the annual conference, not separately.

**c. Annual Conference Early Registration.** Committee Chair Sue Ann Van Dermyden reported that the committee recommended that the early registration deadline be September 15, 2010. The Board adopted that recommendation by unanimous consent.

**d. Annual Conference Refunds.** Committee Chair Sue Ann Van Dermyden reported that the committee recommended that full or partial refunds be made under certain circumstances. After discussion the Board by unanimous consent rejected that recommendation and decided that no refunds would be made.

**e. Seminars.** Committee Chair Sue Ann Van Dermyden reported on the seminars CAOWI is co-sponsoring with the State Bar of California Labor and Employment Section on June 1 in Los Angeles, and with the Bar Association of San Francisco Labor and Employment Section on June 3 in San Francisco.

**4. Ethics.** Committee Chair Walter Cochran-Bond reported that the committee recommended that the scope of activities of the committee be as follows:

The Ethics Committee shall be responsible for identifying and examining ethical and compliance issues that are commonly faced by workplace investigators. The Committee shall provide guidance to CAOWI members on such issues through articles in CAOWI publications, CAOWI-sponsored educational seminars, and occasional CAOWI-approved white papers.

The Board approved that recommendation by unanimous consent.

**5. Legislation.** Committee Chair Mary Egan reported on the committee's activities, including research and analysis.

**6. Publications.** Committee Chair Debra L. Reilly reported on the committee's activities, including publication of the CAOWI Quarterly.

**7. Membership.** Committee Chair Marilou Mirkovich reported on the committee's activities, including the local circles of colleagues, the form bank, and the survey.

## **F. Budget and Finances.**

**1. Annual Financial Report.** Treasurer John D. Weiss reported that the 2009 annual financial report required by the bylaws had been mailed to all CAOWI members on January 3, 2010.

**2. Current Financial Report.** The Executive Director presented the financial report dated March 2, 2010, a copy of which is attached as Exhibit D.

**3. Executive Director Status and Compensation.** By unanimous consent the Board decided that the Executive Director would be an employee of CAOWI effective March 1, 2010, working 20 hours per week, with a monthly salary of \$2,400.

**4. Budget Adjustments.** By unanimous consent the Board made the following adjustments to the 2010 budget to accommodate the above changes in the Executive Director's status and compensation and the increased membership dues. The Membership Dues income line item was increased by \$20,000. The Contract Services expense line item was decreased by \$12,000. The expense item Payroll Expenses was added in the amount of \$32,000.

**5. Travel Reimbursement.** By unanimous consent the Board adopted the following policy regarding travel reimbursement. Board members who so request will be reimbursed their actual documented expenses, not to exceed \$150, for air travel to Board meetings within California. Under unusual circumstances the President, Treasurer, and Assistant Treasurer will decide whether Board members will be reimbursed for ground travel, lodging, or other expenses of attending Board meetings. The Executive Director will be fully reimbursed for all documented CAOWI-related travel.

**6. Increasing Income.** The Board discussed the need to increase income to cover overhead and increase reserve. By unanimous consent further discussion on this issue was postponed until the September Board meeting.

**G. Listserv Agreement.** Walter Cochran-Bond presented the proposed Listserv agreement, a copy of which is attached as Exhibit E. By unanimous consent the Board approved the proposed agreement in substance, and directed that it be modified to make it a single document.

**H. Annual Meetings, Nominations, and Elections.** The Executive Director presented a Memorandum on Annual Meetings, Nominations & Elections, a copy of which is attached as Exhibit F. By unanimous consent, the Board adopted recommendations 1 through 12 as set forth in that memorandum, with the exception of recommendations 5.a. and 5.b., which were rejected. The President announced that she had appointed Marilou Mirkovich as Chair of the Nominating Committee, and that she had appointed Cynthia Remmers and Barry Chersky as members of the Nominating Committee.

**I. June Board Meeting.** By unanimous consent the next Board meeting was scheduled for June 7, 2010 at the Western Justice Center in Pasadena.

**J. Executive Director's Report.** The Executive Director reported on his activities since the last Board meeting, including publication of the CAOWInews and CAOWI e-mail bulletins, the Daily Journal article, distribution of CAOWI postcards at the HR Star conference in Los Angeles, the arrangements for sponsorship of booths and brochures at the HR West conference in San Francisco in April and the SHRM conference in San Diego in June, the printing of the hard copy January sample issue of the CAOWI Quarterly, the website and social networking. In addition he reported that he had filed a federal tax exemption application which has been approved, and a state tax exemption application which he has been told will be approved upon the submission of additional information which has been requested.

**K. National Association.** By unanimous consent the Board directed the Executive Committee to take such actions as it deems necessary between now and the next Board meeting to initiate the process of forming a national association of workplace investigators.

**L. Adjournment.** There being no other business, the meeting was adjourned by the President at 4:30 p.m.

Respectfully submitted,

Sue Ann Van Dermeyden  
Acting Secretary



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Memorandum

To: CAOWI Board of Directors  
From: Stephen P. Angelides, Executive Director  
Re: Meeting of Executive Committee  
Date: December 18, 2009

The Executive Committee met today and discussed the Legislation Committee and CAOWI's First Annual Conference.

The Executive Committee decided that the Legislation Committee should meet with the President, Vice President, Assistant Secretary, Assistant Treasurer, and the Co-Chair of the Education Committee to discuss the future work of the Legislation Committee in light of the discussion at the last Board meeting regarding the Legislation Committee.

The Executive Committee decided that CAOWI's First Annual Conference would take place at the Oakland Downtown Marriott Hotel on November 4, 5, and 6, 2010, and authorized the Executive Director to sign the contract for the hotel and to pay the \$2,000 deposit to the hotel.

The Executive Committee discussed the pricing of the First Annual Conference and made suggestions to the Education Committee regarding the pricing. The Executive Committee asked the Education Committee to review those suggestions and make final recommendations regarding the pricing of the First Annual Conference to the Board at the next Board meeting.

Board of Directors

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**MEMORANDUM**

To: Board of Directors  
From: Stephen P. Angelides, Executive Director  
Re: 2009 Budget Adjustment for Hotel Deposit  
Date: December 30, 2009

At my request, the Board of Directors, by unanimous consent without a meeting, adjusted the 2009 budget to increase the Income item Membership Dues from \$32,500 to \$34,500, and to increase the Expense item Conference, Convention, Meeting from \$250 to \$2,250. The adjustment to Membership Dues was possible because CAOWI had an unanticipated lifetime sustaining member in 2009. The adjustment to Conference, Convention, Meeting was necessary in order for the \$2,000 deposit for the 2010 annual conference to be made in 2009 as requested by the hotel. Your ratification of these budget adjustments made by the Executive Committee is requested. Thank you.

Board of Directors

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**Minutes of Executive Committee Meeting, February 26, 2010**

**Attendance:** Present by telephone: President Amy Oppenheimer, Vice President Cynthia Remmers, Treasurer John D. Weiss, Assistant Secretary Sue Ann Van Dermeyden, and Assistant Treasurer Walter Cochran-Bond. Also present by telephone: Stephen P. Angelides, Executive Director. Not present: Arthur Silbergeld.

**Membership Dues Income and Contract Services Expense Increases:** The Treasurer reported that CAOWI now has 136 members, so our membership dues income has exceeded our projections. The Treasurer further reported that the Executive Director was budgeted for and has been paid on a contract basis for 10 hours per week, but that his average hours, based on detailed timesheets, are at 30-33 hours per week. The Treasurer recommended that the Executive Director's compensation be increased to 20 hours per week effective March 1, 2010, to be funded by the increase in membership dues income. The Executive Committee agreed, and recommends this to the Board. The Executive Committee recommends that the 2010 Membership Dues Income budget line item and the 2010 Contract Services Expense budget line item each be increased by \$12,000. The Executive Committee further recommends that the Treasurer and Assistant Treasurer continue to monitor the Executive Director's hours and assess whether the revenue stream will support increasing the Executive Director's compensation to 30 hours per week.

**Executive Director's Status:** The Executive Committee recommends to the Board that it modify its previous decision regarding the Executive Director's status to provide that the Executive Director will work as an independent contractor for one year or until he is being paid for more than 20 hours per week, at which time the Executive Committee will review the issue.

**Board Member and Executive Director Travel Policy:** The Executive Committee recommends to the Board that it adopt a policy that: 1) Board members who so request will be reimbursed up to \$150 round trip for air travel within the state, but not for ground travel, to attend Board meetings; 2) the Executive Director will be reimbursed for all CAOWI-related travel; and 3) Under unusual circumstances, the President, Treasurer and Assistant Treasurer will decide whether lodging or other travel expenses will be reimbursed.

**Establishment of Strategic Planning Committee:** The Executive Committee established a Strategic Planning Committee, with a maximum of 12 members, as an advisory committee reporting to the Board. The chair and members will be appointed by the President. The President reported that she will chair the committee; that she will appoint Michael Robbins, Walter Cochran-Bond, Jim Cawood, Sue Ann Van Dermyden, Lindsey Harris, Barry Chersky, and Nancy Pemberton as members; and that the committee will meet after the March 5 Sacramento Roundtable from 3 p.m. to 7 p.m.

**Retain or Change Insurance Broker:** The Executive Director reported that a lapse in the office of CAOWI's insurance broker resulted in a notice of intent to cancel CAOWI's insurance. The broker rectified the problem and CAOWI has received a notice that its policy is now in good standing. The Treasurer will contact the broker and request that he respond in writing with a description of the safeguards he has put in place to prevent a recurrence of such a situation. The Treasurer will make a recommendation as to whether to CAOWI should retain the broker or change brokers, and the Executive Committee will decide that issue by unanimous written consent without a meeting.

**Insurance Coverage and Antitrust Policy:** The Treasurer reported that he has reviewed CAOWI's insurance policies, including the various exclusions. The exclusions that concerned him are for peer review, antitrust, and certification. The peer review exclusion is no longer a concern because the Board decided not to proceed with a mentoring program. The Treasurer and Vice President will request the Secretary, in consultation with them, to draft a proposed antitrust policy for review by the Executive Committee and recommendation to the Board. The Treasurer will consult with CAOWI's insurance broker and request that he obtain a quote for adding certification coverage.

**Conflict of Interest Policy:** The Treasurer will circulate a draft conflict of interest policy to the Executive Committee for review and recommendation at a future Board meeting.

**Annual Meetings of Members and Directors and Election of Directors and Officers:** The Education Committee will recommend that the annual meeting of members occur on November 6, 2010 at 1:00 p.m., followed by the annual meeting of directors. The Executive Committee recommends to the Board that Directors be elected by written ballot, and that the agenda for the annual meeting of members consist of an evaluation of CAOWI's first year and plans for its second year. The President reported that she plans to appoint a nominating committee for directors and officers of three directors with two-year terms.

**Board Meeting Agenda:** The Executive Committee reviewed and approved the proposed agenda for the March 8 Board meeting.

**Respectfully Submitted by Sue Ann Van Dermyden, Acting Secretary**



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**MEMORANDUM**

To: CAOWI Board Members  
From: Stephen P. Angelides, Executive Director  
Re: Financial Report  
Date: March 2, 2010

Based on the 2009 Annual Financial Report, CAOWI ended 2009 with approximately \$25,500 in assets.

Based on the March 2, 2010 Balance Sheet, CAOWI currently has approximately \$34,500 in assets. CAOWI also has accounts receivable of approximately \$500 from HR West Sponsorships, bringing our assets plus accounts receivable as of March 2, 2010 to approximately \$35,000.

As of March 2, 2010, CAOWI has the following estimated accounts payable:

Best Practices Roundtables Expenses	\$1,500
March Board Meeting Travel	\$1,000
HR West Table	\$3,000
CAOWI Quarterly Printing	\$1,800
HR West Brochure Printing	\$1,500
<u>February Contract Services</u>	<u>\$1,200</u>
Estimated Accounts Payable	10,000

Subtracting our estimated accounts payable from our assets plus our accounts receivable brings CAOWI's net assets as of March 2, 2010 to approximately \$25,000.

It is notable that notwithstanding our expenditure of several thousand dollars on advertising and printing in 2010, our net assets are only approximately \$500 less than they were at the end of 2009.

Please let me know if you need any additional information regarding CAOWI's financial condition. Thank you.

Board of Directors

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## PROTOCOL FOR CAOWI LISTSERVS

1. There are two listservs open to all CAOWI members: an On-Topic Listserv; and an Off-Topic Listserv. The On-Topic Listserv is limited to communications regarding substantive issues that are related to workplace investigations. The Off-Topic Listserv is to be used for other matters that might be of general interest to CAOWI members.
2. CAOWI members have the option of *initiating* an On-Topic dialogue with an anonymous posting. This option is available to address two potential problems: (a) the inevitable disclosure of the employer that is the subject of an inquiry when it is initiated by CAOWI members who is an in-house professional; and (b) the possibility that other CAOWI members may have, either currently or in the future, interests adverse to the interests of the posting member. All other postings will identify the author, including all Off-Topic postings and all subsequent dialogue in response to anonymous initial On-Topic postings.

To make an anonymous initial posting, a member should send their proposed initial posting to [listservadministrator@caowi.org](mailto:listservadministrator@caowi.org). The email will be routed solely to the Listserv Administrator, who is the only person with the authority and the ability to effectuate an anonymous posting. Before posting the communication, the Administrator will confirm the appropriateness of the communication under the rules governing the Listserv (e.g., that it is "on-topic" or that it does not include inappropriate language or personal attacks). If the proposed initial posting is deemed inappropriate, it will be returned to the sender with an explanation. The Administrator will have no authority to alter a proposed posting.

3. While CAOWI has established the On-Topic Listserv as a confidential forum, CAOWI cannot guarantee that there will not be a breach of confidentiality by a listserv participant. Accordingly, CAOWI encourages participants to consider wording their postings in a manner that will avoid unnecessary disclosures of confidential information. As mentioned above, participants may consider initiating a dialogue with an anonymous posting. Participants also may consider drafting their inquiries in a generic form that omits information which would tend either to identify the individuals or entities involved in the matter giving rise to the communication or to disclose sensitive information.
4. CAOWI members should not initiate any postings regarding non-CAOWI events. However, members may propose such a posting for the Off-Topic Listserv by sending the proposed posting to the List Administrator at [listservadministrator@caowi.org](mailto:listservadministrator@caowi.org). The Administrator will post the notice so long as the sponsoring organization provides CAOWI with reciprocal rights of publicity to its members or customers.
5. Communications through the Listservs should be understood to be the opinion of the member posting the communication, not legal or professional advice offered by CAOWI or the posting member.

6. As the listserv publisher, CAOWI encourages thoughtful and cogent postings. Postings that become personal, resort to inappropriate language, or do not support the overall purpose of the CAOWI listservs are prohibited and should not be posted.
7. The ability to participate in the CAOWI Listservs is not a unconditional right or benefit arising from CAOWI membership. Rather, participation on the On-Topic Listserv is conditioned on (i) CAOWI membership, (ii) submitting a signed copy of the CAOWI Listserv Agreement to the Listserv Administrator, and (iii) continued compliance with the terms of the CAOWI Listserv Agreement and the CAOWI Listserv Protocol. CAOWI reserves the right to remove a member's privilege to participate in one or both Listservs for conduct that constitutes, in the sole discretion of the Listserv Administrator, a violation of the Agreement and/or the Listserv Protocol.
8. Listserv participants who would like to be removed from one or both Listservs may do so by sending an email to the Listserv Administrator at [listservadministrator@caowi.org](mailto:listservadministrator@caowi.org).
9. Any listserv participant who has a complaint or inquiry regarding a CAOWI Listserv or a posting on a Listserv should contact the CAOWI Listserv Administrator at [listservadministrator@caowi.org](mailto:listservadministrator@caowi.org).

**PARTICIPATION AGREEMENT FOR CAOWI LISTSERV**

I understand that the execution of this Agreement is a prerequisite to my ability as a CAOWI member to participate in the CAOWI On-Topic Listserv and that, by signing this Agreement, I am agreeing to abide by its terms.

I understand that the On-Topic Listserv is intended to create a closed forum to be used solely by a community of professionals with common concerns and to provide these professionals with a confidential means to seek guidance from each other. It is further understood that, to meet this purpose, the Listserv must be governed by rules that encourage a frank and free-flowing exchange of both facts and opinions. Finally, it is understood that this purpose cannot be achieved if participants must be concerned that another listserv participant might cause their postings to be used in another context to adversely affect either the posting participant's interests or the interests of a person or entity being investigated.

Accordingly, I understand and agree that my participation in the listserv is conditioned upon my willingness to agree, and continuously respect, that all CAOWI listserv participants have an expectation of privacy in their listserv postings and that this expectation arises from the fact that all listserv participants have agreed to comply with the following proscriptions:

- Listserv participants shall not cause a copy of a listserv posting to be disseminated to any other person.
- Listserv participants shall not cause a posting or the contents of a posting to be attributed to its author except in discussions conducted within the listserv.
- Listserv participants shall not cause a posting or the contents of a posting to be used to impeach the credibility or competence of its author.
- Listserv participants shall not cause another listserv participant's receipt of a posting to be used to impeach the credibility or competence of that participant.

I further understand that adverse interests inevitably will arise among authorized listserv participants. For example, multiple participants could be involved in a litigated matter as a party, as legal counsel for a party, as the investigator who conducted a workplace investigation, or as an expert witness opining about the adequacy of the workplace investigation. To address the potential for such potential conflicts of interest, I agree that, as soon as I become aware that I have interests that are potentially adverse to the interests of one or more listserv participants, I will give *immediate* notice of the potential conflict to all such listserv participants.

I have read the Protocol for CAOWI Listservs and understand that those CAOWI members who are unable to comply with the terms of the Protocol and this Agreement are asked to refrain from signing up as listserv participants or to remove themselves as a listserv participant. I also understand that a listserv participant who violates a proscription set forth in the Protocol or this Agreement will be barred from all future participation in the listserv. By signing this Agreement, I agree to be bound by, and to comply with, the Protocol for CAOWI Listservs and the proscriptions and other terms set forth in this Agreement.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature



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**MEMORANDUM ON ANNUAL MEETINGS, NOMINATIONS & ELECTIONS**

From: Stephen P. Angelides, Executive Director

To: CAOWI Board of Directors

Re: 2010 Annual Meetings of Members and Directors and Nomination and Election  
of Directors and Officers

Date: March 1, 2010

The CAOWI Bylaws require an annual meeting of members, immediately followed by the annual meeting of the Board at which the Board elects Officers. The Bylaws provide that Directors shall be elected either at the annual meeting of members or by written ballot. The Executive Committee is recommending to the Board that the annual meeting of members take place in conjunction with the annual conference, that Directors be elected by written ballot, and that the agenda for the annual meeting of members consist of an evaluation of CAOWI's first year and plans for its second year.

The CAOWI Bylaws require the President to appoint a nominating committee to nominate qualified candidates for election as Directors, and a nominating committee to nominate qualified candidates for election as Officers. The President intends to appoint a nominating committee for Directors and Officers of three Directors with two year terms.

For your information, the current CAOWI Directors, and the years in which their terms expire, are as follows:

Suzanne M. Ambrose	2010
Nancy Bornn	2010
Barry Chersky	2011
Walter Cochran-Bond	2010
Mary Egan	2010
Paul M. French	2011
Marilou M. Mirkovich	2011
Amy Oppenheimer	2010
Debra L. Reilly	2011
Cynthia L. Remmers	2011
Jody Shipper	2011
Arthur F. Silbergeld	2011
Sue Ann Van Dermynen	2010\
John D. Weiss	2010
Martha Wood	2011

Board of Directors

Amy Oppenheimer, *President* • Cynthia L. Remmers, *Vice President* • Arthur F. Silbergeld, *Secretary* • John D. Weiss, *Treasurer*  
Sue Ann Van Dermynen, *Assistant Secretary* • Walter Cochran-Bond, *Assistant Treasurer* • Suzanne M. Ambrose • Nancy Bornn  
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Stephen P. Angelides, *Executive Director*

Set forth below for your reference are the provisions of the CAOWI Bylaws related to the annual meetings of members and Directors and the nomination and election of Directors and Officers. In accordance with the framework provided by the Bylaws, and consistent with the recommendations of the Executive Committee and the intentions of the President, I recommend the following Board actions:

1. Call the annual meeting of members at the date, time, and place recommended by the Education Committee, in conjunction with the annual conference scheduled for November 4, 5, and 6, 2010 at the Oakland City Center Marriott.
2. Approve the recommendation of the Executive Committee that in 2010 Directors be elected by written ballot rather than at the annual meeting of members.
3. Approve the recommendation of the Executive Committee that the agenda for the annual meeting of members consist of an evaluation of CAOWI's first year and plans for its second year. Add as an additional agenda item the report on the election by written ballot of the Directors.
4. Request the President to appoint the nominating committee for Directors and Officers at, or as soon as reasonably practicable after, the March Board meeting.
5. Direct the nominating committee to:
  - a. Publish notices in the CAOWI Quarterly and in the CAOWInews requesting interested members to notify the chair of the nominating committee of their potential interest in serving as Directors;
  - b. Select from among those interested members, and/or from among other interested members, nominees for Directors and Officers;
  - c. Report the nominees for Director no later than the June Board meeting.
  - d. Report the nominees for Officers no later than the annual meeting of Directors.
6. Direct the Executive Director, as soon as reasonably practicable after the June Board meeting, to provide the nominees for Director the opportunity to submit to CAOWI a photograph and a statement of their qualifications and the reasons for their candidacy, by July 30, 2010.
7. Set the record date for voting for Directors by written ballot pursuant to Section 3.9.A.3 of the Bylaws as the cutoff date established by the Board for early registration for CAOWI's annual conference.
8. Direct the Executive Director to solicit written ballots for Directors from the members of record as of that record date, as soon as reasonably practicable after that record date, in accordance with the process specified in the Bylaws.
9. Direct the Executive Director to make available to the members, at or about the time the written ballots are solicited, any photographs and statements submitted by the candidates for Director.
10. Set October 15 as the date written ballots must be properly mailed to CAOWI by United States Mail and postmarked in order to be counted.
11. Direct the Executive Director to count the written ballots and report the results of the election by written ballot no later than the annual meeting of members.
12. Set the record date for sending notice of the annual meeting of members pursuant to Section 3.9.A.1 of the Bylaws as the cutoff date established by the Board for early registration for CAOWI's annual conference.

13. Direct the Executive Director to send notice of the annual meeting of members to the members of record as of that record date as soon as reasonably practicable after that record date, in accordance with the process specified in the Bylaws.
14. Set the record date for voting at the annual meeting pursuant to Section 3.9.A.2 as the day on which the meeting is held.

## **CAOWI Bylaw Excerpts Pertaining to Annual Meetings of Members and Directors and Nomination and Election of Directors and Officers**

### 3.7 Meetings of Members.

A. Place of Meeting. Meetings of the Members shall be held at any place within or outside California designated by the Board. In the absence of any such designation, meetings of the Members shall be held at the Principal Office. Each Member shall be entitled to be represented by proxy at all meetings of the Members. The Board may authorize Members who are not present in person to participate in meetings of the Members by electronic transmission by and to the Corporation or electronic video communication (“electronically”) in accordance with these Bylaws.

D. Annual Meeting of the Members. A general meeting of the Members shall be held at least annually at such time as the Board may determine. Unless elected by written ballot, directors shall be elected at this meeting. Any other proper business may be transacted at this meeting.

### F. Notice Requirements for Meetings of the Members.

(1) General Notice Requirements. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 3.7.F of these bylaws, to each Member entitled to vote at that meeting. The notice shall be sent at least 10 but no more than 90 days before the meeting date. The notice shall specify the place, date, and hour of the meeting, and the means, if any, by which Members may electronically participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

G. Quorum. One-third of the voting power, in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Members. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the Members present at a duly called or held meeting of the Members at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the Members required to constitute a quorum.

### 3.8 Actions Without Meetings.

A. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

B. Action by Written Ballot. Any action that Members may take at any meeting of the Members may also be taken without a meeting by complying with this section of these Bylaws.

(1) Solicitation of Ballots. The Corporation shall send one written ballot to each Member entitled to vote on the matter. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Ballots shall be sent in the manner specified in Section 3.7.F(3) of these Bylaws for notice of meetings of the Members.

(2) Declaration of Mailing. A declaration under penalty of perjury of the mailing or electronic transmission of any written ballot may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

(3) Ballots. Each ballot so distributed shall (a) set forth the proposed action or actions; (b) give the Member an opportunity to specify a choice between approval or disapproval of each proposal or group of related proposals; (c) provide, subject to reasonable specified conditions, that where the Member specifies a choice with respect to any such matter the vote shall be cast in accordance therewith; and (d) provide a reasonable time in which to return the ballot to the Corporation. In any election of Directors by written ballot without a meeting, a written ballot that a Member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

(4) Approval Requirements. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot, including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld, within the time specified, equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(5) Written Ballots As Irrevocable. A written ballot may not be revoked.

(6) Filing Ballots. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least two years.

3.9 Record Date for Notice, Voting, Written Ballots, and Other Actions.

A. Record Date Determined by Board. For purposes of determining the Members entitled to notice of any meeting, to vote at any meeting, to vote by written ballot, or to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed for:

(1) Sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;

(2) Voting at a meeting shall be no more than sixty (60) days before the date of the meeting;

(3) Voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

(4) Taking any other action shall be no more than sixty (60) days before that action.

B. Record Date Not Determined by Board.

(1) Record Date for Notice or Voting. If not otherwise fixed by the Board, the record date for determining Members entitled: (a) to receive notice of a meeting shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held; and (b) to vote at the meeting shall be the day on which the meeting is held.

(2) Record Date for Action by Written Ballot. If not otherwise fixed by the Board, the record date for determining Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(3) Record Date for Other Actions. If not otherwise fixed by the Board, the record date for determining Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

C. Members of Record. For purposes of Article III of these Bylaws, a person holding a membership in the Corporation at the close of business on the record date shall be a Member of record.

5.4 Nomination, Election and Term of Office of Directors.

A. Committee Nominations. The President shall appoint a committee of Members to nominate qualified candidates for election as Directors at least 90 days before the date of any election of Directors, or by such other time as the Board may set. The nominating committee shall make its report at least 45 days before the date of the election, or by such other time as the Board may set. If Directors are elected without a meeting the nominees reported by the nominating committee shall be the only candidates.

B. Floor Nominations. When a meeting of the Members is held for the election of Directors, any Member present at the meeting in person or by proxy may also place names in nomination.

C. Nominee's Right to Solicit Votes. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for the Members to choose among the nominees.

D. Use of Corporate Funds. If more people have been nominated for Director than can be elected, no corporate funds may be expended to support a nominee without the Board's authorization.

E. Election. The Directors of the Corporation shall be elected annually by the Members at the Annual Meeting of the Members, or without a meeting as provided in Section 3.8 of these Bylaws.

5.6 Directors' Meetings.

D. Annual Meeting. Immediately after each Annual Meeting of the Members, the Board shall hold a regular meeting in order to elect officers and transact any other business which may be required. Notice of this meeting is not required.

6.1 Officers. The Officers of the Corporation ("the Officers") shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation, at the Board's discretion, may have one or more additional Vice Presidents, an Assistant Secretary, and an Assistant Treasurer. Any number of offices may be held by the same person, except no Officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more Officers. Officers shall have powers and duties as specified by law, by the Corporation's Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board. To be eligible to be an Officer of the Corporation, an individual must be a voting Director of the Corporation.

6.2 Election and Term of Office. The Officers shall be elected annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any Officer under any employment contract. Officers may serve concurrent terms without limitation, except that no President shall serve more than five (5) concurrent terms. The President

shall appoint a committee of Members to nominate qualified candidates for election as Officers at least 90 days before the annual meeting of the Board, or by such other time as the Board may set. The nominating committee shall make its report no later than the annual meeting of the Board, or by such other time as the Board may set. Candidates for Officers may also be nominated from the floor of the annual meeting of the Board.