



**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
June 7, 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 10:30 a.m. at the Western Justice Center, 55 S. Grand Avenue, Pasadena, California. The following Directors were present in person: Suzanne Ambrose, Barry Chersky, Walter Cochran-Bond, Mary Egan, Marilou Mirkovich, Amy Oppenheimer, Debra Reilly, Cynthia Remmers, Jody Shipper, Sue Ann Van Dermyden, and John Weiss. Director Martha Wood participated in the meeting by telephone. Director Nancy Bornn arrived later. Director Paul French was not present. Arthur F. Silbergeld, who resigned as a Director effective June 4, 2010, was not present. Members Michael A. Robbins, Co-Chair of the Strategic Planning Committee, and James Cawood, a member of the Strategic Planning Committee, were present for the portion of the meeting concerning strategic planning.
- B. Approval of Minutes of March 8, 2010 Meeting.** It was moved and seconded that the Board of Directors Meeting Minutes of March 8, 2010 be approved. The motion carried.
- C. Ratification of Executive Committee Actions**
1. **AAOWI.** By unanimous consent, the Board ratified the following actions of the Executive Committee regarding AAOWI:
 - a. The registration of the domain names aaow.org, aaowi.com, and aaowi.net.
 - b. The submission for filing of the Articles of Incorporation of American Association of Workplace Investigators, Inc.
 - c. The establishment of a temporary webpage at www.aaowi.org.
 - d. The establishment of a Constant Contact account for AAOWI.
 2. **2010 Budget Adjustments.** By unanimous consent, the Board ratified the following adjustments to the 2010 budget made by the Executive Committee:
 - a. Added Best Practices Roundtables income and expense line items in the amount of \$2,000 each.
 - b. Added a Sponsorship Income line item in the amount of \$12,000, and increased the Advertising expense line item by \$12,000.

Board of Directors

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

- c. Transferred \$1,200 from the Payroll Expenses line item to the Contract Services expense line item.
 - d. Transferred \$1,750 from the Telephone, Telecommunications expense line item to the Credit Card Processing Fees expense line item.
 - 3. **Website.** By unanimous consent, the Board ratified the Executive Committee's adoption of the recommendation of the Strategic Planning Committee that on CAOWI's website, links should be retained to each member's PI license or State Bar number, with the modification that the license numbers themselves, rather than links to them, will be displayed on the public website.
 - 4. **Listservs.** By unanimous consent, the Board ratified the following decisions of the Executive Committee regarding Listservs:
 - a. Additional Listservs will be established for sub-groups of CAOWI members, including, but not limited to, local circles of colleagues, committees, and the Board of Directors.
 - b. The Off-Topic Listserv will be a moderated Listserv.
 - c. Modified the Listserv Agreement. The modified Listserv Agreement is attached as Exhibit A.
- D. **Website Committee.** In accordance with Section 7.1 of the Bylaws, the Board, by unanimous consent, established a Website Committee as a Committee of the Board, delegated to that committee the authority to give directions to the Executive Director regarding the website, appointed Director Martha Wood as Chair of that committee, and appointed Directors Barry Chersky and Suzanne Ambrose as members of that committee.
- E. **Election of Director to Fill Vacancy.** President Amy Oppenheimer reported that Arthur F. Silbergeld resigned as a Director effective June 4, 2010. By unanimous consent, the Board elected member Pamela L. Hemminger as a Director to fill the vacancy created by the resignation of Arthur F. Silbergeld.
- F. **Nominating Committee Report.** President Amy Oppenheimer reported that Directors Suzanne Ambrose and John Weiss, whose terms expire in 2010, had informed her that they would not be seeking reelection. Director Marilou Mirkovich, Chair of the Nominating Committee, reported that the Nominating Committee was nominating the following members as candidates for Director in 2010: Nancy Bornn, Walter Cochran-Bond, Mary Egan, John Lohse, Amy Oppenheimer, Vida Thomas, and Sue Ann Van Dermyden.
- G. **Advisory Committee Reports and Recommendations**
 - 1. **Best Practices.** Chair Cynthia Remmers reported that notes from the Roundtables will be compiled and distributed, that the committee will decide whether additional Roundtables are necessary, and the committee will provide a brief update at the annual conference.

2. **Certification.** Chair Jody Shipper reported that the committee is seeking a Co-Chair, and that the committee will review its goals and report back on proposed models, along with timeframes, at the first Board meeting of 2011.
3. **Education.** President Amy Oppenheimer reported that the one day training sessions co-sponsored with the State Bar of California Labor and Employment Section in Los Angeles, and with the Bar Association of San Francisco Labor and Employment Section in San Francisco, were successful, with extremely positive feedback in the evaluations. Education Committee Chair Sue Ann Van Dermyden reported that the committee has completed a tentative agenda for the first annual conference, and is beginning to work on next year's schedule of educational activities.
4. **Ethics.** Chair Walter Cochran-Bond reported that a list of potential legal and ethical compliance issues, attached hereto as Exhibit B, had been compiled during the Roundtables.
5. **Legislation.** Chair Mary Egan reported no activity since the last Board meeting. Discussion ensued as to whether the committee will continue research on the circumstances in other states.
6. **Membership.** Chair Marilou Mirkovich reported that most of the local circles of colleagues have met at least once, and that she will conduct a conference call of the conveners of the local circles of colleagues. She reported that a Listserv will be created for each local circle of colleagues. She reported that the committee has finalized its membership survey, and that the committee will distribute the survey to the members.
7. **Publications.** Chair Debra L. Reilly presented the committee's recommendations for revisions to the *CAOWI Quarterly* Publications Guidelines, attached hereto as Exhibit C, which the Board adopted by unanimous consent.

H. Executive Director's Report

1. **Membership Demographics.** Executive Director Stephen P. Angelides presented a report on CAOWI Membership Demographics, which is attached hereto as Exhibit D.
2. **Financial.** The Executive Director presented a Financial Report, attached hereto as Exhibit E.
3. **Tax.** The Executive Director reported that CAOWI's applications for federal and state tax exemption were both granted, and that its federal and state tax returns were both filed. The tax returns were prepared by the Executive Director and reviewed by an enrolled agent.
4. **HR West and SHRM Conferences.** The Executive Director reported on CAOWI's brochure and booth at the HR West conference in South San Francisco in April, and on the CAOWI brochure and booth planned for the SHRM conference in San Diego at the end of June.

5. **Website.** The Executive Director presented a report on the implementation of the decisions of the Board and the recommendations of the Strategic Planning Committee regarding CAOWI's new website, attached hereto as Exhibit F. He also briefly demonstrated some of the features of the new website.

I. CAOWI Policies

1. **Conflict of Interest.** Treasurer John D. Weiss presented a draft conflict of interest policy, attached hereto as Exhibit G. By unanimous consent, the Board decided that all Board members and employees present in person and participating by telephone had received the policy and acknowledged their duty to abide by the conflict of interest policy, and that the policy applies only to Directors and Employees. Director Nancy Bornn, who arrived late, was present at this time. Director Martha Wood was participating by telephone at this time.
2. **Antitrust.** Treasurer John D. Weiss reported that no antitrust policy has been drafted yet.

J. Strategic Planning Committee Report and Recommendations. Michael A. Robbins, Co-Chair of the Strategic Planning Committee, presented the recommendations of the Strategic Planning Committee, attached hereto as Exhibit H. By unanimous consent, the Board went into confidential session to consult with its attorney, Walter Cochran-Bond. The Executive Director and Strategic Planning Committee Members Robbins and Cawood were present for the consultation because their presence was necessary for the consultation. By unanimous consent after the consultation ended the confidential session ended. Following the confidential session, by unanimous consent, the Board adopted recommendations 1, 2, 3, and 6 as presented, and adopted recommendation 4 with the modifications that the words "are qualified to" and "simply" were deleted. It was noted that recommendation 5 was already addressed above by the Board's ratification of the Executive Committee's adoption of recommendation 5, as modified as set forth above.

K. Election of Directors and Annual Meeting of Members. The Board made no changes to its previous decisions regarding these matters, made at the March 8, 2010 Board meeting.

L. AAOWI Formation Advisory Committee. By unanimous consent the Board created an AAOWI Formation Advisory Committee to make recommendations to the Board regarding the formation of AAOWI. President Amy Oppenheimer announced that she was appointing Vice President Cynthia Remmers as Chair, Treasurer John Weiss as Co-Chair, and Director Mary Egan as a member of that committee.

M. Future Board Meetings

1. September 20, 2010, 10:00 a.m. to noon, teleconference if needed.
2. November 6, 2010, 3:00 p.m., Oakland Marriott, Annual Meeting.
3. The President and Executive Director will recommend 2011 dates.

N. Other Business

1. **Advisory Board.** The Board discussed creating an Advisory Board, consisting of former Directors or others with special expertise. Director Suzanne Ambrose volunteered to lead the effort to explore the idea and present a proposal to the Board at a future meeting. By unanimous consent, the Board agreed to this approach.
2. **Fundraisers.** The Board briefly discussed potential fundraisers in connection with the Annual Conference. No action was taken.

O. Adjournment. There being no further business, President Amy Oppenheimer adjourned the meeting at 3:30 p.m.

California Association of Workplace Investigators, Inc. Participation Agreement for CAOWI Listservs

Participation Agreement for CAOWI Listservs

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

I understand that the CAOWI Listservs are 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 Listservs 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 CAOWI Listservs 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 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 of 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 understand that the Protocol for the CAOWI members' use of the CAOWI Listservs, which has been adopted by the CAOWI Board, is as follows:

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. There are additional Listservs open to sub-groups of CAOWI members, including but not limited to a Listserv for each CAOWI local circle of colleagues, a Listserv for each CAOWI committee, and a Listserv for the CAOWI Board of Directors. These additional Listservs are limited to communications regarding substantive issues that are related to workplace investigations and communications regarding CAOWI business.

3. 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 a CAOWI member 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, all subsequent dialogue in response to anonymous initial On-Topic postings, and all postings to the additional Listservs for sub-groups of CAOWI members.

To make an anonymous initial posting, a member should send their proposed initial posting to listservadministrator@caowi.org. The e-mail 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.

4. While CAOWI has established the Listservs as confidential forums, 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 on the On-Topic Listserv with an anonymous posting. Participants may also 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.

5. CAOWI members should not initiate any postings regarding non-CAOWI events, except on the Off-Topic Listserv. The Off-Topic Listserv is a moderated Listserv, which means that postings to that Listserv will be finalized by the Listserv Administrator. The Administrator will post the notice regarding the non-CAOWI event so long as the sponsoring organization provides CAOWI with reciprocal rights of publicity to its members or customers.

6. 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.

7. 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.

8. The ability to participate in the CAOWI Listservs is not an unconditional right or benefit arising from CAOWI membership. Rather, participation in the Listservs is conditioned on (a) CAOWI membership; (b) submitting an executed copy of the CAOWI Listserv agreement on the CAOWI website; and (c) continued compliance with the terms of the CAOWI Listserv Participation Agreement and the CAOWI Listserv Protocol. CAOWI reserves the right to remove a member's privilege to participate in the Listservs for conduct that constitutes, in the sole discretion of the Listserv Administrator, a violation of the Agreement and/or the Listserv Protocol.

9. After submitting this executed agreement on the CAOWI website, to subscribe to any or all CAOWI Listservs for which the member is eligible, the member shall login to the member's profile on the CAOWI website, click on the E-List tab at the top of the profile, and subscribe to the applicable Listserv(s). Listserv participants who would like to be removed from any or all of the Listservs may do so by logging in to their profile, clicking on the E-List tab at the top of the profile, and unsubscribing to the applicable Listserv(s).


10. 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.

I understand that if I am unable to comply with the terms of the CAOWI Listserv Protocol and/or any other proscriptions or terms of this Agreement, I should refrain from signing up as a Listserv participant or should remove myself as a Listserv participant. I also understand that a Listserv participant who violates a

proscription set forth in the Protocol or the other terms of this Agreement may be barred from all future participation in the Listservs.

I understand that CAOWI cannot and does not guarantee the accuracy or appropriateness of the contents of Listserv postings or that Listserv participants will comply with the CAOWI Listserv Protocol and other terms of this Agreement. While CAOWI has a procedure for Listserv participants to make complaints related to the CAOWI Listservs, it is understood that except as specifically provided herein CAOWI will not be reviewing Listserv postings before they appear on the Listservs and will not be monitoring whether postings once made are in compliance with the Protocol or other terms of this Agreement. By executing this Agreement, I agree to assume all risks associated with the CAOWI Listservs, and I agree that I will not hold CAOWI, its officers, its directors or its employees responsible for any harm caused to me as a result of the contents of a Listserv posting, the disclosure of Listserv postings, or the failure of a CAOWI member to comply with the CAOWI Listserv protocol and/or the other provisions in this Agreement.

By selecting "Yes" and submitting this form, I agree to be bound by, and to comply with, the CAOWI Listserv Protocol and the other proscriptions and terms set forth in this Agreement. By selecting "No" I decline to participate in the CAOWI Listservs at this time.

[Submit](#)

CAOWI -- Legal and Ethical Compliance Issues

DRAFT -- May 3, 2010

1. What does it mean to conduct an investigation as a "impartial" investigator?
 - a. Can an investigator be considered "impartial" if the investigator has entered into an attorney-client relationship with a party that has an interest in the results of the investigation?
 - b. Can or should an administrative system be established to appoint an investigator from a panel of qualified investigators in order to eliminate the selection of investigators solely by employers?
2. Under what circumstances are attorneys who perform workplace investigations exempt from the licensing requirements for private investigators?
 - a. Under what circumstances are attorney-investigators considered to be engaged in the practice of law?
 - b. Does this depend on the scope of the engagement and/or the report including the resolution of some legal conclusions based on the investigated facts?
 - c. Do an attorney-investigator's application of legal burdens of proof and/or determinations of the legal relevance of evidence in assessing the facts obtain in an investigation constitute legal services? If so, does the same conduct by non-attorney-investigators constitute the unauthorized practice of law?
3. Should an attorney-investigator's client be the employer's regular, outside attorney or the employer?
4. What duties do investigators have to the employer who retains the investigator to conduct an impartial investigation?
 - a. Does an attorney-investigator have a fiduciary duty to the employer? And, if so:
 - (1) What obligations arise from that fiduciary duty?
 - (2) Is there a conflict between the fiduciary duty to the employer-client and the employer's request to perform an impartial investigation?
 - (3) Does an attorney-investigator have a legal duty to advise the employer of circumstances that could give rise to liability or illegality?
 - (a) Regarding the subject of the investigation?
 - (b) Regarding matters outside the scope of the investigation that are uncovered during the investigation?

- b. Does a non-attorney-investigators have a contractual duty of loyalty to the employer?

If so, how do the duties of a non-attorney-investigator differ from those of an attorney-investigator?
- 5. What contact can an attorney-investigator have with an individual who is known to be represented by counsel? Are the rules different for investigators who are not attorneys?
- 6. To what extent do the attorney-client privilege and/or attorneys' work product doctrine apply to a workplace investigation conducted by an attorney-investigator?
 - a. If so, can the conduct of the attorney-investigator ever cause the privilege to be waived?
 - b. Are the attorney-investigator's interview notes subject to the privilege and/or covered by the work product doctrine?
 - (1) If so, is the privilege/doctrine waived if the attorney-investigator provides a copy of their interview notes to the interviewee or by reading his/her notes to the interviewee? If waived, what is the scope of the waiver?
 - (2) Does the attorney-investigator have to obtain permission from the client/employer before providing the notes to the interviewee?
- 7. What provisions should be set forth in an attorney-investigator's retainer agreement in order to assure compliance with ethical requirements?
 - a. A provision stating that the employer has retained the attorney in a limited scope engagement to conduct an impartial investigation.
 - b. A provision requiring the employer to engage separate legal counsel to advise it regarding: (i) legal conclusions to be drawn from the factual findings of the investigation;(ii) any disciplinary actions that should or may be taken based on the findings; and (iii) other legal advice regarding the investigation, such as whether to conduct a privileged or non-privileged investigation, the employer's obligations under FCRA, the employer's duty to preserve evidence, etc.
 - c. A provision stating whether and to what extent the employer will assert the attorney-client privilege with regard to the investigation and/or the investigator's report.
 - d. Should the employer decide from the outset to conduct a non-privileged investigation, a provision stating that the employer gives its informed consent to such an investigation after having been advised by separate counsel of the implications of doing so.

- e. Should the employer decide from the outset to conduct a privileged investigation, a provisions stating that the separate counsel has advised the employer regarding the steps to take to create and maintain the privilege nature of the investigation and the consequences of disclosing some or all of the investigation results to third parties.
8. Is there any legal or ethical prohibition of including a clause in the investigator's retainer agreement that would obligate the employer to indemnify an the investigator and/or provide the investigator with a defense, should the investigator be sued for acts related to the investigation?
9. Does an investigator have any legal or ethical duties when the employer gives instructions that would affect the investigator's ability to be impartial or to conduct a thorough investigation?
10. Should investigators, in addition to making factual findings, make recommendations regarding possible remedial or disciplinary action?
11. Are attorney-investigators required to provide "legal advice" regarding the subject matter of the investigation in order to come within the Business and Professions Code exemption?
12. Can an investigator's factual conclusions be attributed to the employer as an admission?
13. Can an investigator's legal conclusions be attributed to the employer as an admission?
14. Does an investigator have any legal or ethical duties when it learns, during the course of an investigation, that the employer has potential legal liability for conduct that does not fall within the scope of the issues being investigated?
 - a. If so, to whom does the duty lie and to whom should the issues be disclosed?
 - b. Under what circumstances, if any, would an investigator be considered an agent of the employer whose knowledge of the conduct would be imputed to the employer?
15. To what extent would an investigator's gaining access to a social media constitute a violation of privacy? Does the result differ depending on the type of access permitted by the particular social media (e.g., facebook, myspace, twitter, etc.)?
16. Are workplace investigators obligated by law to retain documents related to an investigation?
 - a. If so, what documents (original notes, draft reports, copies of documents received from the employer) and how long should they be retained?
 - b. Is the length of time different for attorney-investigators?

17. What legal obligations does an investigator have when a third party seeks disclosure of documents generated or obtained during the course of an investigation?
18. To what extent do the Fair Credit Reporting Act, FACTA and FCRA apply to workplace investigators?
19. Do attorney-investigators have an obligation to disclose to the complainant, respondent and/or witnesses that he/she is an attorney retained by the employer?
20. Do non-attorney-investigators have an obligation to disclose to the complainant, respondent and/or witnesses that he/she is being paid by or employed by the employer?
21. Does an accused employee have a right to know the identity of the complainant?
22. Does an employee who is the subject of an investigation have a legal right to obtain copies of: (a) documents reviewed by the investigator during the investigation; (b) the documents relied upon by the investigator during the investigation; or (c) the documents created by an investigator as part of the investigation (such as witness notes and written reports)?
23. What are the ethical/legal obligations, if any, of an attorney-investigator who learns that his/her findings have been misrepresented to the complainant or the accused?
24. Who should control the dissemination of the investigation results to the complainant and the accused?
25. After the results of the investigation have been relayed to the employer, if the complainant contacts the investigator to ask questions about the results that the investigator communicated to the employer, would it be a breach of duty for the investigator to divulge such information to the complainant without first obtaining the employer's consent?

CAOWI QUARTERLY PUBLICATION GUIDELINES

(Revised June 7, 2010)

I. Substantive Guidelines

- a. Articles should present and discuss legal issues that are encountered by workplace investigators. Although substantive employment law may be addressed within the article, the main focus should be how the law applies to the work of investigators.
- b. Authors should avoid presentation of narrow views that do not appear to recognize opposing viewpoints. Although authors are free to voice their own opinions, they should not ignore opposing views. Authors should attempt to present the pros and cons of the author's favored view and opposing views, rather than presenting a narrow view as the "right" view. If an author proposes a narrow view and is unwilling to address other views, then the Publications Committee may determine to place a hold on the article until such time as another author can present a counter argument to the original article. In such instance both articles would be published side by side.
- c. Authors should avoid obvious self-promotion. Readers should not feel like they are reading an "advertisement" for the author's services.
- d. If an article addresses a topic that is beyond the expertise of all members of the peer review group, then the Publication Committee may seek an outside investigator, with subject matter expertise, to review the article and provide input to the Committee. The Publications Committee will verify all content in articles.
- e. The Publications Committee will examine articles with a critical eye and may ask the author to make substantive changes or additions to the article if the article leaves questions unanswered. This process is designed to result in more thoughtful, better reasoned, and more informative articles.
- f. No real names or locations will be used in any article unless it is a public figure's name and is necessary to the content of the article. Fictitious names should be avoided, especially if they are distracting.
- g. Neither CAOWI nor the Publications Committee guarantees or promises the publication of any article submitted to CAOWI. The Publications Committee reserves the right to determine whether an article is of publishable quality or does not meet the above-listed criteria for publication. If an author submits an article for publication, and the author refuses to comply with these guidelines, the Committee reserves the right to decline to publish the article.

II. Formatting Guidelines for Feature Articles in Quarterly Publication

- MS Word format.
- Times New Roman, 10 pt, single-spaced, justified for text and headings.
- Headings and titles should be on left side margin; Subheadings should follow formatting for their respective levels as demonstrated on next page.
- Do not indent first line of paragraphs.
- Citations and references in footnote form.
- Footnote text is Times New Roman, 9 pt, single-spaced, justified.
- Quoted material the Author intends to be blocked should be blocked.
- Include Author bio as a separate, italicized paragraph at the end of the article, and *include Author's contact information* with the Bio.
- 12 pt spacing after paragraphs.
- 6 pt spacing after footnotes.
- Omit extra hard returns between paragraphs and/or footnotes.
- Word Count: At least 1000

(See next page)

III. SAMPLE FORMAT FOR ARTICLES

Title of Article

(10 pt, Bold, Left Side)

By (Author Name)

(10 pt, Italicized, Left Side)

Level 1 Heading

(10 pt, Bold, Left Side)

Article text

(10 pt, single-spaced, justified)

The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog.

(12 pt line spacing after paragraphs)

The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog.

Level 2 Heading

(10 pt, bold, Indented)

The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog.

The quick brown fox jumps over the lazy dog.¹ The quick brown fox jumps over the lazy dog.² The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog. The quick brown fox jumps over the lazy dog.

*Author Bio and contact info

(10pt, Italicized, justified)

¹ Footnote text.

(9pt, single-spaced, justified, 6 pt space after each.)

² Footnote text.



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**CAOWI Membership
Demographics as of June 2, 2010**

Temporal Distribution

October 2009	46	27%
November 2009	22	13%
<u>December 2009</u>	<u>18</u>	<u>10%</u>
2009 Subtotal	86	50%
January 2010	25	15%
February 2010	21	12%
March 2010	15	9%
April 2010	9	5%
May 2010	14	8%
<u>June 2010</u>	<u>1</u>	<u>1%</u>
2010 Subtotal	85	50%
Total	171	100%

Licensure

Attorney Only	99	58%
PI Only	17	10%
Attorney & PI	4	2%
<u>None</u>	<u>51</u>	<u>30%</u>
Total	171	100%

Gender

Female	123	72%
<u>Male</u>	<u>48</u>	<u>28%</u>
Total	171	100%

Dues

Standard	149	87%
<u>Sustaining</u>	<u>22</u>	<u>13%</u>
Total	171	100%

Geographic Distribution

North		
Contra Costa	10	6%
Marin	6	3%
Oakland	22	13%
Sacramento	26	15%
San Francisco	18	11%
<u>Silicon Valley</u>	<u>13</u>	<u>8%</u>
Sub-Total North	95	56%
South		
Downtown LA	7	4%
Orange County	14	8%
San Diego	7	4%
San Fernando Valley	15	9%
San Gabriel Valley	11	6%
San Joaquin Valley	10	6%
<u>West LA</u>	<u>11</u>	<u>6%</u>
Sub-Total South	75	43%
Out of State	1	1%
Total	171	100%

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*

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06/02/10
Cash Basis

California Association of Workplace Investigators, Inc.
Balance Sheet
As of May 31, 2010

	<u>May 31, 10</u>
ASSETS	
Current Assets	
Checking/Savings	
Wells Fargo Checking	26,222.62
Total Checking/Savings	<u>26,222.62</u>
Total Current Assets	<u>26,222.62</u>
TOTAL ASSETS	<u><u>26,222.62</u></u>
LIABILITIES & EQUITY	
Equity	
Unrestricted Net Assets	25,566.69
Net Income	655.93
Total Equity	<u>26,222.62</u>
TOTAL LIABILITIES & EQUITY	<u><u>26,222.62</u></u>

California Association of Workplace Investigators, Inc.
Profit & Loss Budget vs. Actual
 January through May 2010

	Jan - May 10	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Program Income				
Best Practices Roundtables	2,169.92	2,000.00	169.92	108.5%
Membership Dues	15,400.00	31,250.00	-15,850.00	49.3%
Program Service Fees	0.00	34,500.00	-34,500.00	0.0%
Sponsorships	12,750.00	12,000.00	750.00	106.3%
Total Program Income	30,319.92	79,750.00	-49,430.08	38.0%
Total Income	30,319.92	79,750.00	-49,430.08	38.0%
Expense				
Advertising	6,348.65	17,000.00	-10,651.35	37.3%
Bank Service Charges	5.00	250.00	-245.00	2.0%
Business Expenses				
Business Registration Fees	10.00			
Total Business Expenses	10.00			
Contract Services				
Outside Contract Services	3,600.00	3,600.00	0.00	100.0%
Total Contract Services	3,600.00	3,600.00	0.00	100.0%
Credit Card Processing Fees	968.30	2,500.00	-1,531.70	38.7%
Operations				
Postage, Mailing Service	479.91	1,200.00	-720.09	40.0%
Printing and Copying	3,706.89	5,000.00	-1,293.11	74.1%
Supplies	291.65	2,000.00	-1,708.35	14.6%
Telephone, Telecommunications	192.25	650.00	-457.75	29.6%
Website	1,037.47	2,750.00	-1,712.53	37.7%
Total Operations	5,708.17	11,600.00	-5,891.83	49.2%
Other Types of Expenses				
Insurance - Liability, D and O	0.00	2,500.00	-2,500.00	0.0%
Total Other Types of Expenses	0.00	2,500.00	-2,500.00	0.0%
Payroll Expenses				
Gross Payroll	7,200.00	24,000.00	-16,800.00	30.0%
Payroll Service	228.42	1,500.00	-1,271.58	15.2%
Payroll Taxes	851.80	4,000.00	-3,148.20	21.3%
Workers' Compensation Insurance	1,239.00	1,300.00	-61.00	95.3%
Total Payroll Expenses	9,519.22	30,800.00	-21,280.78	30.9%

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06/02/10

Cash Basis

California Association of Workplace Investigators, Inc.
Profit & Loss Budget vs. Actual
January through May 2010

	<u>Jan - May 10</u>	<u>Budget</u>	<u>\$ Over Budget</u>	<u>% of Budget</u>
Travel and Meetings				
Best Practices Roundtables	1,988.02	2,000.00	-11.98	99.4%
Conference, Convention, Meeting	0.00	24,000.00	-24,000.00	0.0%
Travel	1,516.63	4,000.00	-2,483.37	37.9%
Total Travel and Meetings	<u>3,504.65</u>	<u>30,000.00</u>	<u>-26,495.35</u>	<u>11.7%</u>
Total Expense	<u>29,663.99</u>	<u>98,250.00</u>	<u>-68,586.01</u>	<u>30.2%</u>
Net Ordinary Income	<u>655.93</u>	<u>-18,500.00</u>	<u>19,155.93</u>	<u>-3.5%</u>
Net Income	<u>655.93</u>	<u>-18,500.00</u>	<u>19,155.93</u>	<u>-3.5%</u>



**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

Memorandum

To: CAOWI Board Members
From: Stephen P. Angelides, Executive Director
Date: June 6, 2010
Re: Implementation of Website Decisions and Recommendations

I am writing to inform you of the implementation of the decisions of the Board and the Executive Committee, and the Recommendations of the Strategic Planning Committee, regarding the new CAOWI website. All of these matters are subject to your ratification, approval, or modification at the June 7, 2010 Board Meeting. Although the new website was launched on Thursday, June 3, neither the general membership nor the public have been informed of the launch pending your review of these matters. Attached for your reference is an excerpt from the Minutes of the Board Meeting of March 8, 2010 pertaining to Strategic Planning, the Recommendations of the CAOWI Strategic Planning Committee for the June 2010 Board Meeting, and the Minutes of the Executive Committee Meeting of June 2, 2010.

- 1. Membership Roster.** At its March 8, 2010 meeting, as set forth in item D.2. of the attached excerpt from the minutes of that meeting, the Board decided that at the transition to the new website, CAOWI's membership list would be removed from public view on the CAOWI website. In its recommendations for the June 2010 Board Meeting, as set forth in item 5 of the attached recommendations, the Strategic Planning Committee changed its recommendation on that issue. As set forth in item 2 of the attached Executive Committee minutes, the Executive Committee approved that recommendation, subject to your ratification or modification. Accordingly, the new website was launched with the membership roster available for public view at the following page <http://www.caowi.org/mc/directory/viewallmembers.do?orgId=caowi&masthead=true>.
- 2. Membership Category.** At its March 8, 2010 meeting, as set forth in item D.3. of the attached excerpt from the minutes of that meeting, the Board decided that a member's membership category will no longer be included in the membership list or in CAOWI publications. Accordingly the membership category was removed from both the public and private views on the new website.
- 3. Sustaining Members/Sponsors.** At its March 8, 2010 meeting, as set forth in item D.4. of the attached excerpt from the minutes of that meeting, the Board decided that Sustaining Members will be listed on the website, in substance, as

Board of Directors

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Stephen P. Angelides, *Executive Director*

“Sustaining Members/Sponsors.” Accordingly they are so listed on the Membership Directory page <http://www.caowi.org/mc/page.do?sitePageId=106632&orgId=caowi> and on the Sustaining Members/Sponsors page <http://www.caowi.org/mc/page.do?sitePageId=106638&orgId=caowi>.

- 4. Disclaimer of Recommendations.** At its March 8, 2010 meeting, as set forth in item D.4. of the attached excerpt from the minutes of that meeting, the Board decided that 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 is to determine the exact language of this disclaimer. To date I have not received any specific guidance regarding the disclaimer, so I have done my best to craft such a disclaimer at the bottom of the Membership Directory page <http://www.caowi.org/mc/page.do?sitePageId=106632&orgId=caowi> and at the bottom of the Sustaining Members/Sponsors page <http://www.caowi.org/mc/page.do?sitePageId=106638&orgId=caowi>. Unfortunately the All Members page <http://www.caowi.org/mc/directory/viewallmembers.do?orgId=caowi&masthead=true> is a system page which is not subject to customization so no disclaimer was added to that page. I am provided with more specific guidance it will be easy to modify the disclaimer. If it is decided that such a disclaimer should be added to other pages of the website, other than system pages, it will be easy to do so.
- 5. Locating Qualified Investigators.** At its March 8, 2010 meeting, as set forth in item D.5. of the attached excerpt from the minutes of that meeting, the Board decided that CAOWI will no longer promote that its resources can or should be used to locate qualified individuals or organizations to conduct workplace investigations. Accordingly I have removed such mention from the new website to the best of my ability, within the constraints of the implementation of the other more specific recommendations.
- 6. Disclaimer of Qualifications on Home Page.** As set forth in item 2 of the attached recommendations of the Strategic Planning Committee, the committee is recommending that on the main page of the website, there be a disclaimer indicating that, just because someone is listed as a member of the Association, does not necessarily mean that they are qualified to conduct workplace investigations (or words to that effect). I have added such a disclaimer at the end of the “What is an Associate Member” paragraph of the home page, www.caowi.org. Since I have not been provided with any other words to that effect, I have used the words in the committee’s recommendation as the disclaimer. If I am provided with other words to that effect, or with another location on the home page where such a disclaimer should appear, it will be easy to change.
- 7. Link to Business & Professions Code.** As set forth in item 3 of the attached recommendations of the Strategic Planning Committee, the committee is recommending that on the membership section or the membership page of the website, there should be a link to Business & Professions Code Sections 7520, et. seq. I have placed that link on the “Who Can Join?” page

<http://www.caowi.org/mc/page.do?sitePageId=106641&orgId=caowi>. If it is decided that the link should be placed elsewhere, or in some other fashion, it will be easy to change.

8. **Disclaimer of Qualifications Somewhere on Website.** As set forth in item 4 of the attached recommendations of the Strategic Planning Committee, the committee is recommending that somewhere on the website there be a statement that CAOWI is a professional organization for people who are qualified to conduct workplace investigations and also for those simply interested in workplace investigations (or words to that effect). I have placed that statement at the beginning of the “How to Join CAOWI?” paragraph on the home page, www.caowi.org, and at the bottom of the Membership Directory page <http://www.caowi.org/mc/page.do?sitePageId=106632&orgId=caowi> and at the bottom of the Sustaining Members/Sponsors page <http://www.caowi.org/mc/page.do?sitePageId=106638&orgId=caowi>. Since I was not provided with any other words to that effect, I have used the words in the committee’s recommendation as that statement. If I am provided with other words to that effect, or if it is decided that such a statement should be placed elsewhere on the website, or that it should be removed from some or all of the locations where I have placed it, it will be easy to change.
9. **State Bar No. and BSIS No.** As set forth in item 5 of the attached recommendations of the Strategic Planning Committee, the committee is recommending that on the website, links should be retained to each member’s PI license or State Bar number. As set forth in item 2 of the attached minutes of the Executive Committee meeting of June 2, 2010, the Executive Committee has adopted that recommendation, except it has decided that the license numbers themselves, rather than links to them, will be displayed on the website. The Executive Committee made this modification to the recommendation of the committee at my request, because the system displays the license numbers provided by members automatically, whereas links would have to be manually created and maintained, which would be difficult given CAOWI’s small staff. However, I have provided links for verification of those license numbers at the bottom of the Membership Directory page <http://www.caowi.org/mc/page.do?sitePageId=106632&orgId=caowi> and at the bottom of the Sustaining Members/Sponsors page <http://www.caowi.org/mc/page.do?sitePageId=106638&orgId=caowi>.

I hope this memorandum will assist you in your consideration of these issues.

California Association of Workplace Investigators Conflict of Interest Policy

It is in the best interest of the California Association of Workplace Investigators (hereinafter sometimes referred to as “the Company” or “Company”) to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the Company identify situations that present potential conflicts of interest and to provide the Company with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in the Company’s operations.

1. **Conflict of Interest Defined.** In this policy, a person with a conflict of interest is referred to as an “interested person.” For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:
 - a. A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with the Company for goods or services.
 - b. A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between the Company and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 - c. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the Company.

Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the Board of Directors or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the Company.

2. Definitions.

- a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- b. An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of the Company or a major donor to the Company or anyone else who is in a position of control over the Company who has a personal interest that is in conflict with the interests of the Company.
- c. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- d. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- e. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to the Company is not a Contract or Transaction.

3. Procedures.

- a. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
- b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the Board of Directors or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the Board of Director's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- e. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of the Company has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
- f. Interested Persons who are not members of the Board of Directors of the Company, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect the Company's participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the Chair or the Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

- 4. **Confidentiality.** Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of the Company. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of the Company for their personal profit or advantage or the personal profit or advantage of their Family Member(s).
- 5. **Review of policy.**
 - a. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
 - b. Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to the Company. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts

of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

- c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers

Conflict of Interest Disclosure Form

Date: _____

Name: _____

Position (employee/volunteer/trustee): _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between the Company and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of the Company.

Signature: _____

Date: _____

Recommendations of the CAOWI Strategic Planning Committee for the June 2010 Board meeting

Based on its meetings of May 4 and 27, 2010, the CAOWI Strategic Planning Committee makes the following recommendations to the Board:

1. That Amy Oppenheimer initiate a meeting with the BSIS in an attempt to explore issues concerning the Business & Professions Code--in particular issues relating to the attorney exemption under the Code.
2. That on the main page of the Association's website, there be a disclaimer indicating that, just because someone is listed as a member of the Association, does not necessarily mean that they are qualified to conduct workplace investigations (or words to that effect).
3. That on the membership section or membership page of the Association's website, there should be a link to Business & Professions Code § 7520, *et seq.*
4. That somewhere on the Association's website, there should be a statement that CAOWI is a professional organization for people who are qualified to conduct workplace investigations and also for those simply interested in workplace investigations (or words to that effect).
5. That on the Association's website, links should be retained to each member's PI license or State Bar number.
6. That Mark Tuft will be asked to do a presentation at the November CAOWI seminar on the issue of attorneys performing investigations under the Code.