



**CALIFORNIA ASSOCIATION OF
WORKPLACE INVESTIGATORS**

California Association of Workplace Investigators, Inc.
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**Minutes of Meeting of Board of Directors
June 20, 2011**

- 1. Call To Order.** The meeting of the Board of Directors of the California Association of Workplace Investigators, Inc. (CAOWI) was called to order by President Amy Oppenheimer by telephone. The following Board Members were present: Nancy Bornn; James Cawood; Barry Chersky; Walter Cochran-Bond; Pamela Hemminger; Mary Egan; Vida Thomas; John Lohse; Amy Oppenheimer; Marilou Mirkovich; Debra Reilly; Cynthia Remmers; Jody Shipper; Sue Ann Van Dermyden; and Martha Wood. Also present was Michael Robbins. Executive Director Stephen P. Angelides was also present.
- 2. Approval of Minutes of Board of Directors Meeting of May 20, 2011:** It was agreed that the Minutes would be tabled and not put to a vote for approval until the next Board meeting.
- 3. 2011 Budget Adjustments.** It was moved and seconded to ratify the Executive Committee 2011 budget adjustments, by increasing the Membership Dues New Standard Income line item by \$2,500; and, to increase the Website Expense line item by \$2,500.
- 4. Ad Hoc Website Committee.** On June 20, 2011, the Ad Hoc Website Committee with Memberclicks and presented our needs regarding the website redesign, including new logo, a new site template, new front page and change of font and style of our active pages. The next step is a second consultation and webinar (on July 6 or 7) in which Memberclicks will explain how their content management system can address our needs. In advance they will send us information on best practices in web design as well as a draft quote sheet based on the tentative scope of work that was discussed.
- 5. Certification Committee.** It was moved and seconded to disband the Certification Committee. The motion carried.
- 6. Education Certification Academy Committee.** After discussion, it was clarified that the ad hoc committee (Item 12 on May 20, 2011 Board Minutes) to review the possibility of an Education Certification Academy will consist of the following representatives: Cynthia Remmers; Pamela Hemminger; Sue Ann Van Dermyden; John Lohse; Sue Ann Van Dermyden; and, Amy Oppenheimer, with assistance from Steve Angelides.

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*

- 7. Co-Sponsorships:** Board Members were invited to address the Education Committee's recommendation for Co-Sponsorships, submitted June 7, 2011.
- 8. Logo.** The Board discussed the logo options presented and decided to request the designer to revisit the design based upon recommendations of the Logo Committee.
- 9. Decision Making and Responsibility Structure.** After discussion about the written Decision Making/Responsibility Structure, it was moved and seconded to adopt the original Decision Making/Responsibility Structure, without the modifications suggested and referred to as "Version B," which is attached. The motion carried, with nine ayes and six abstentions by Martha Wood, Jim Cawood, Nancy Bornn, Pamela Hemminger, Jody Shipper and Sue Ann Van Dermyden.
- 10. Adjournment.** There being no further business to come before the meeting, President Amy Oppenheimer adjourned the meeting at 6:30 p.m.

Respectfully submitted,

Sue Ann Van Dermyden
Secretary

CAOWI Decision Making/ Responsibility Structure

- 1. President**—The President shall function as Chief Executive Officer under the direction and control of the Board. (By Laws §6.6.) The President is responsible for insuring that all decisions are consistent with CAOWI policy and procedures, CAOWI Articles of Incorporation and By Laws and the law and are in the best interests of the organization. Where the President determines that a decision may not be in the best interest of the organization, the President shall submit the decision for final determination by the Board. The President shall be informed in advance of all committee and subcommittee meetings and may participate in any such meetings unless otherwise directed by the Bylaws or the Board.
- 2. Board**—The Board shall set the policies and procedures governing the Association's activities and affairs. (By Laws §5.1.) The Board shall determine whether decisions are in the best interests of the organization and may assume responsibility for deciding matters with an area of Committee responsibility that it determines to be of particular significance.
- 3. Executive Committee**—The Executive Committee shall exercise the power of the Board (with some limitations) in between Board meetings. Any decisions made by the Executive Committee shall be subject to the Board's later ratification. (By Laws §7.2.)
- 4. Committees of the Board and Advisory Committees**—Committees shall exercise decision making authority to the extent that such authority has been delegated by the Board. Such decisions shall be consistent with CAOWI's policies and procedures, CAOWI's Articles of Incorporation and By Laws and the law. If the Board determines that a decision within the scope of a Committee's authority is of particular significance, the Board may require the decision to be subject to its approval.
- 5. Executive Director**—The Executive Director serves as the Chief Operating Officer of the Association under the direction and control of the President and is responsible for the day-to-day operations of the Association—except as otherwise expressly provided by the Board. The Executive Director shall report to the President and shall assist CAOWI's Board, Officers, Committees, and Members as needed. The Executive Director shall carry out/implement the decisions of the President, Board and Committees and shall exercise independent discretion and judgment in doing so. The Executive Director shall be responsible for reporting to the President any decisions or actions which, in his or her opinion, may be inconsistent with CAOWI's policies or procedures, CAOWI's Articles of Incorporation and By Laws or the law. The Executive Director shall be informed in advance of all committee and subcommittee meetings and may participate in all such meetings unless otherwise directed by the Bylaws, the President or the Board.

6. Practical Application of Process (using Communications as an example):
 - a. Board has delegated all responsibility for communications to President.
 - b. Such delegation includes responsibility for emails, web, advertising, hard copy mailings, newsletters, etc. (but not the *CAOWI Quarterly*).
 - c. The Executive Director assists the President with communications.

7. Practical Application of Process (using the Education Committee as an example):
 - a. Education Committee, subject to the budget passed by the Board, determines the types and number of educational programs to be presented and selects topics, speakers, locations, program materials, and price. The Education Committee recommends to the Board the location of the Annual Conference. The Location of the Annual Conference is subject to Board approval.
 - b. The Education Committee with the assistance of the Executive Director and/or his/her designee, will make all physical /internet/ conference call arrangements for programs set by the Education Committee—including hotel, meeting room, A/V, podium, food, etc. All negotiations as to the site and costs involved are the responsibility of the Education Committee with the assistance of the Executive Director and/or his/her designee—subject to the budget set by the Board.
 - c. The Education Committee provides details regarding education programs (description of program, speakers, biographies, time, location, etc.) to the Executive Director to use in advertising, reminders, instructions, website and email postings, and all other communications regarding such programs. Consistent with CAOWI policy and procedures regarding Communications, and under the direction of the President (to whom the Board has delegated communication responsibility), the Executive Director and/or his/her designee, handle the implementation and drafting of these notices.
 - d. Routine forms (e.g., evaluation, sign-in, MCLE credit, etc.) associated with education programs are created by the Executive Director and/or his/her designee.
 - e. Collection of materials and PowerPoint presentations (etc.) for all programs are the responsibility of the Committee, subject to timing and physical requirements for distribution/presentation as determined by the Executive Director. Distribution of materials is carried out by the Executive Director and/or his/her designee.

8. The next step in this process is to try to identify areas of particular significance where the Board is not delegating authority and to identify and clarify areas of overlapping authority.