Via email, November 10, 2017

Posting for Interested Parties

**TO:** Parliamentary Committee Members: Bill Boswell(\*), Jim Buccigross, Cade Burks, James Cargas, Valerie Crockett, Michael Desselle, Bruce Ellsworth, Richard Kruse, Greg Lander, Debbie McKeever, Rae McQuade (\*), Randy Parker, Timothy Simon

**Cc:** NAESB Board of Directors, NAESB Advisory Council

**FROM:** Rae McQuade, President and COO

**RE:** Draft Agenda for theParliamentary Committee Meeting – November 17, 2017

Dear NAESB Parliamentary Committee Members:

A Parliamentary Committee conference call and web cast has been scheduled for Friday, November 17, 2017 from 1:00 pm to 2:30 pm C. An agenda for the meeting has been posted on the NAESB web site (<http://www.naesb.org/parliamentary.asp>) and contains links to work papers. If additional work papers or comments become available, the links in the agenda will be revised and the agenda reposted.

**When:** Friday, November 17, 2017

1:00 pm to 2:30 pm C

**Conference Calling:** Conference number: 866-740-1260, Access code: 7133562, Security code: 3991

**Web cast**: [http:// www.readytalk.com](http://www.readytalk.com/), and use the same participant access code and security code above

We look forward to your participation, and as with all NAESB meetings, these meetings are open to any interested party. Please feel free to call the NAESB office should you have any questions or comments.

Best Regards,

Rae McQuade

Rae McQuade

NAESB President

\* Bill Boswell and Rae McQuade are non-voting members of the committee.

| **NAESB Parliamentary Committee**  **Conference Call Friday, November 17, 2017 – 1:00 PM to 2:30 PM C** | |
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| **Topic** | **Information/Requests** |
| Creation of the Group and recent status | * The Parliamentary Committee is established in the NAESB bylaws, § 7.8(c):   *There shall be a Parliamentary Committee, consisting of members of the Board with at least two Directors from each Quadrant. The function of the Parliamentary Committee is to address issues related to corporate governance, including, but not limited to, the Certificate of Incorporation, the Bylaws and the Operating Procedures. Members of the Parliamentary Committee shall be appointed by the Chair of the Board, who shall serve as the chair of this committee.*   * During the previous Parliamentary Committee meeting held on July 26, 2017, the participants reviewed the proposed modifications to the NAESB Certificate of Incorporation and Bylaws to allow for weighted voting as requested by the committee during the June 26, 2017 meeting and developed by Mr. Boswell. The participants also reviewed the comments submitted by Mr. Kruse and through consensus made modifications to the work paper created by Mr. Boswell. After discussion, the committee moved to forward the proposed modifications to the Board of Directors via a resolution. The motion passed without opposition. |
| Purpose of Parliamentary Committee Call | * The purpose of this call is to review the proposed governance document amendments to support the weighted voting procedure adopted by the Board of Directors. |
| Pre-meeting Assignments | * Committee members are asked to review the work papers prepared for the meeting and to review any comments submitted prior to the meeting. All comments should be submitted to the NAESB office, attention of Veronica Thomason ([vthomason@naesb.org](mailto:vthomason@naesb.org)), and will be posted to the committee website (<https://www.naesb.org//parliamentary.asp>). |
| Attendance - Call-in information – November 17, 2017, 1:00 pm to 2:30 pm C | * Call-in information for attendance by phone: 866-740-1260, Access code: 7133562, Security code: 3991 * For web cast, ReadyTalk can be accessed from [http:// www.readytalk.com](http://www.readytalk.com/), and using the same participant access code and security code above. * Please place your phone on mute unless you are speaking. For those participants that do not have a mute feature on your phone, please press (\*6) to mute your phone and (\*7) to un-mute your phone. Putting the conference call on hold may cause music to be played over the discussion and if so, the NAESB office will contact the conference call administrator to have the line disconnected. Please contact the NAESB Office (713-356-0060 or [naesb@naesb.org](mailto:naesb@naesb.org)) should you need any additional information or have questions or comments. |
| Meeting & Reference Materials | * Antitrust and Other Meeting Policies: <http://www.naesb.org/misc/antitrust_guidance.doc> * Certificate: <http://www.naesb.org/pdf/naesb_certificate_103017.pdf> * Bylaws: <http://www.naesb.org/pdf/naesbbylaws.pdf> * NAESB Operating Procedures: <http://www.naesb.org/pdf/operating_procedures.pdf> |
| Draft Agenda | 1. Administration and Welcome    * Antitrust and meeting policy guidance    * Roll call to establish quorum    * Adoption of the agenda,    * Adoption of the July 26, 2017 draft minutes 2. Review the Results of the Board Action Taken to Support Weighted Voting and Resolve the Majority Voting Issue 3. Review and Possibly Vote on Consistency Modifications to the NAESB Governance Documents to Support the Board Action Taken to Support Weighted Voting and Resolve the Majority Voting Issue 4. Discuss NAESB Governance Document Updates in 2018 5. Discuss next steps 6. Other business & action items 7. Adjourn |
| Meeting Materials and Work Papers | * **Agenda Item 1:** Administration: <http://www.naesb.org/pdf4/parliamentary_committee_roster.pdf> (roster); <https://www.naesb.org/pdf4/parliamentary111717a.docx> (agenda); <https://www.naesb.org/pdf4/parliamentary072617dm.docx> (July 26, 2017 notes) * **Agenda Item 2:** <https://www.naesb.org//pdf4/bd090717dm.docx> * **Agenda Item 3:** Proposed Consistency Modifications to the NAESB Governance Documents to Support the Board Action Taken to Support Weighted Voting and Resolve the Majority Voting Issue: *to be posted shortly* |