Via email, June 10, 2016

Posting for Interested Parties

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

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

**FROM:** Rae McQuade

**RE:** Draft Agenda for theParliamentary Committee Meeting – June 27, 2016

Dear NAESB Parliamentary Committee Members:

A Parliamentary Committee conference call and web cast has been scheduled for Monday, June 27, 2016 from 1:00 pm to 3:00 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:** Monday, June 27, 2016

1:00 pm to 3:00 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 Monday, June 27, 2016 – 1:00 pm to 3:00 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 last Parliamentary Committee meeting held on March 16, 2016 the participants continued discussions regarding how the Board of Directors should conduct majority voting. Mr. Boswell reviewed a work paper with the participants that proposed modifications to the current language of the NAESB Certificate of Incorporation (CoI) to allow for weighted majority voting. A second work paper submitted by Mr. Kruse proposing an alternative to Mr. Boswell’s recommendation was also reviewed. * Mr. Burks requested that the committee members review the two proposals in the context of the type of decisions the board has to make and to bring back any thoughts or proposals for the next meeting. He also noted that providing an outline of questions the participants would like addressed may be helpful to facilitate discussion during the next meeting. |
| Purpose of Parliamentary Committee Call | * The purpose of this call is to review the proposals that would allow the board to act en banc while using weighted majority voting consistent with Delaware law. |
| Pre-meeting Assignments | * Committee members have been 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 – June 27, 2016, 1:00 pm to 3:00 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_102414.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, Review and adopt March 16, 2016 draft minutes 2. Discuss the two work papers prepared for the March meeting by Mr. Boswell and Mr. Kruse 3. Review any comments or questions submitted by committee members 4. Next Steps 5. Other Business & Action Items 6. 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/parliamentary062716a.docx> (agenda); <https://www.naesb.org/pdf4/parliamentary031616dm.docx> (notes) * **Agenda Item 2:**  Work Papers: <https://www.naesb.org/misc/parliamentary031616_draft_amendment_coi.docx> (Submitted by Mr. Boswell); <https://www.naesb.org/pdf4/parliamentary031616w1.docx> (Submitted by Mr. Kruse) * **Agenda Item 3:**  *Comments, Questions and Work Papers will be Posted as Submitted* |