Via email, November 21, 2019

Posted for Interested Parties

**TO:** Parliamentary Committee Members: Bill Boswell(\*), Jim Buccigross, Cade Burks, Valerie Crockett, Michael Desselle, Bruce Ellsworth, Greg Lander, Debbie McKeever, Rae McQuade (\*), Brad Cox, Randy Parker, Timothy Simon, Kim Van Pelt

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

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

**RE:** Draft Agenda for theParliamentary Committee Meeting – November 21, 2019

Dear NAESB Parliamentary Committee Members:

An agenda has been posted for the previously announced Parliamentary Committee conference call and web cast scheduled for Thursday, November 21, 2019 from 11:00 am to 12:30 pm Central on the NAESB website (<http://www.naesb.org/parliamentary.asp>) and contains links to work papers. As additional work papers and/or comments become available, the links in the agenda will be revised and the agenda reposted or the work papers and/or comments will be posted separately for the meeting.

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 Thursday, November 21, 2019 – 11:00 AM to 12:30 PM Central** | |
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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.* |
| Purpose of Parliamentary Committee Call | * During the last Parliamentary Committee meeting, the participants continued discussions and proposing revisions to the NAESB Bylaws to support consistency with the resolutions passed by the NAESB Board of Directors. The purpose of this meeting is to continue this effort with a focus on incorporating, where necessary, undocumented practices and procedures of NAESB. |
| 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 21, 2019, 11:00 am to 12:30 pm C | * All NAESB meetings are open to any interested party. Please contact the NAEBS office. |
| 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 Other Meeting Policies guidance    * Roll call to establish quorum    * Adoption of the agenda    * Adoption of the August 20, 2019 draft minutes 2. Discuss Managing Committee Recommendation from October 22, 2019 Conference Call 3. Review the NAESB Bylaws Update Work Paper and Any Comments Submitted 4. Discuss 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/parliamentary082019a.docx> (agenda); <https://www.naesb.org/pdf4/parliamentary082019dm.docx> (August 20, 2019 notes) * **Agenda Item 2:** Managing Committee Recommendation Work Paper: <https://www.naesb.org/pdf4/parliamentary112119w1.docx> * **Agenda Item 3:** NAESB Bylaws Update Work Paper: *to be posted shortly*. |