Via email, March 4, 2019

Posting 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 (\*), Lou Oberski, 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 – March 12, 2019

Dear NAESB Parliamentary Committee Members:

As previously announced, a Parliamentary Committee conference call and web cast has been scheduled for Tuesday, March 12, 2019 from 2:30 pm to 4:00 pm Central. An agenda for the meeting has been posted 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.

**When:** Tuesday, March 12, 2019

2:30 pm to 4:00 pm Central

**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 Tuesday, March 12, 2019 – 2:30 PM to 4:00 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 concerning the revisions to the NAESB Governance Documents to support consistency and agreed to move forward with a review of the NAESB Bylaws. The purpose of this meeting is to start efforts on a review of the NAESB Bylaws to ensure the following:   + Consistency with Delaware Law   + Consistency with other NAESB Governance Documents |
| 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 – March 12, 2019, 2:30 pm to 4:00 pm C | * Call-in information for attendance by phone: 866-740-1260, Access code: 7133562, Security code: 3991 * For webcast, 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 Other Meeting Policies guidance    * Roll call to establish quorum    * Adoption of the agenda    * Adoption of the November 15, 2018 draft minutes 2. Review the NAESB Bylaws Update Work Paper and Any Comments Submitted 3. Discuss Next Steps 4. Other business & Action Items 5. 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/parliamentary031219a.docx> (agenda); <https://naesb.org/pdf4/parliamentary111518dm.docx> (November 15, 2018 notes) * **Agenda Item 2:** NAESB Bylaws Update Work Paper: *to be posted shortly*. |