

**SPJA Board of Directors  
Closed Meeting- 9/19/2009  
Meeting Minutes**

**Agenda**

Approve Last Meeting Minutes: 8-29-09

New Items:

- CEO Weekly Update
- Long Term Announcement
- New Board Member - Ruby Wang
- Thank you - Ross Johnson

Old Items

- IDG
- Hardiman & Carroll, October 8-9th

Open Floor

Adjourn Meeting

**Meeting called to order at 8:20pm by Chairman Marc Perez.**

**In attendance:**

Marc Perez, H. Roderic Onodera, Hank Wong, Bryant Quan, Ruby Wang, Michael Lattanzio.

**CEO Weekly Update**

Michael Lattanzio started as SPJA CEO on 9/5. This is Mr Lattanzio's first official board meeting. He went over the CEO status report that was sent out on 9/14. Major points:

- An introductory meeting was held with AX division managers and chairs the previous Saturday.
- The next 60 days will be a time to evaluate the business, how we can strength it and steer it in the right direction
- Looking at hiring a new person to oversee marketing and general administration. Requesting budget approval.
- Liyin Liang will not be returning as chair. Applications were solicited for AX2010 Chair. Thus far, the candidates are Joyce Lim and Joe Woo. If necessary, we will have an Acting Chair until a clear candidate emerges.
- New time sheet was introduced-adds field for describing what was accomplished during hours worked.
- Budget target for approval by Thanksgiving.
- 5-10 year gifts: review and determine approach by 10/15.
- CEO will be liaison for formal communications between two groups.
- Stolen or unreturned SPJA property- employees and staff will be held responsible. Reminds that personal belongings are not covered by our insurance and need to be reported if lost/damaged.

**Discussion on the proposed street fair on Chick Hearn Lane:** There will be a meeting in the next two weeks between Mr Lattanzio and AEG to discuss the street fair proposal. Ms Wang states we should try and get back what we spend on the street fair. Mr Lattanzio agrees, stating that he will not pursue a project that does not result in greatly positive returns. Mr Onodera refers to LA Times article on other large events and our need to diversify and expand. Regarding concerts, we need to look carefully at their return versus

resources spent. Mr Lattanzio agrees. Ms Wang asks about ARAMARK, Marc Perez clarifies that as this would be outside the LACC, we are not required to use them.

**Discussion on upcoming meeting between ConCom and new CEO on Sat, 9/26.**

Board members are welcome to attend, but not required.

Mr Lattanzio opines that this is a good chance for everyone, including Board members, to have and hear their say.

Mr Quan stresses that we have to be unified in our support of the CEO- Any individual objections should be handled in internal communications.

Ms Wang suggests that the CEO should address the concerns of ConCom regarding any gaps so that ConCom is able to perform their duties as required.

**Discussion on Long Term Announcement of Future AX Dates:** it will be the CEO's decision.

Marc formally welcomes Ruby Wang to the Board of Directors. She has tendered her resignation as SPJA/AX Asst Division Manager of Marketing.

Ross Johnson's term ended on 9/9. Marc Perez will be purchasing a bottle of scotch (with his personal funds) as a token of thanks for Ross' service.

Marc Perez gives updates on former CEO situation. At this time, no legal action has been filed. Mr Perez will be meeting with trial attorneys during the week of 10/7.

Michael Lattanzio departs from the meeting at this point.

**Motion to create a budget line item for wages for the GM of Administration & Marketing for the amount requested.**

Motion made by Marc Perez. H. Roderic Onodera seconds motion.

Vote:

Yes: Marc Perez, H. Roderic Onodera, Hank Wong

No: none

Abstain: Ruby Wang, Bryant Quan

Motion carries 3-0-2.

Bryant Quan points out that we need an acting secretary with Ross Johnson no longer on the Board. Discussion on the current duties of the secretary, and whether it should be expanded to include meeting organization/notification.

**H. Roderic Onodera nominates Hank Wong as Interim Secretary, to fill the remainder of Ross Johnson's term.** Marc Perez seconds.

Vote:

Yes: Ruby Wang, Marc Perez, H. Roderic Onodera, Bryant Quan

Abstain: Hank Wong

Motion carriers 4-0-1.

**Open Floor**

Discussion on Board election date: Mr Perez explains there is a temporary freeze on retreat expenditures as Mr Lattanzio gets settled in as CEO.

Should we still have a retreat/meeting in Oct? Board consensus is no. Instead, the Board will hold a conference call the evening of Saturday, October 10 for Board Officer Elections and strategic discussion. Mr Perez reminds committees to be ready with updates at that meeting.

Discussion on Board communications, minutes w/ Staff. Hank Wong states that the work the Board has completed is of little benefit if it is not communicated to the staff. General agreement that additional/better methods of communications need to be considered.

Discussion on meeting notices. Mr Onodera reminds the Board that per the California Corporations Code, adequate notice in accordance with our Bylaws is needed to give a meeting. Inadequate notice was given for the 8/29/2009 meeting. Therefore approval of these meeting minutes is tabled until a subsequent meeting.

Discussion on communications between Board and CEO/staff- It is okay for individual Board members to contact the CEO directly, but Board members are reminded to clearly differentiate between communicating as individual Board Directors and communications made on behalf of the entire board.

**Meeting adjourned at 10:31 by voice vote.**

Minutes were prepared and submitted by Hank Wong, Interim Secretary, SPJA BoD.