

## Memorandum

To: Board of Directors  
From: Elections Committee

February 22, 2019

**RE: Member Engagement Committee Role**

As requested by Director Jennings at our meeting on February 12, please find our assessment of the MEC Role currently, and our recommendations going forward.

The Member Engagement Committee (MEC) was established in the spring of 2018. To date it appears the MEC's major deliverable is the 30 line item spreadsheet of proposed tasks and activities that has been forwarded to the Board for review and approval at the February 23 meeting. Of these 30 items, eight are in progress by the Elections Committee (EC) and/or Marketing. Three items are noted as in progress by the MEC.

No detailed outline or drafts identifying how these activities would actually be orchestrated and accomplished have yet been shared with the EC. We are concerned about the MEC's ability to execute stated objectives in a timely fashion. While we believe we have planning for the Board Election well in hand and are ready to kick off election-related tasks and activities at the end of March, that does not seem to be the case with the MEC. It is particularly worrisome, given that the proposed vote on the governing documents is approximately 7 months away.

We are also concerned that some of the items included on the task list have a strong potential to introduce bias into the Board Election process. These include the "IGNITE" topics intended to spur member interest in voting by taking a position on highly charged topics, and the "neighbor to neighbor" supported meetings, which would allow committee members to campaign for specific candidate positions under the guise of providing information to get out the vote. This kind of approach would be a good one for the Governing Docs endeavor, but not for the Board election. We have attached an Addendum to this memorandum which identifies, by line item on the spreadsheet, where we are recommending changes to the document being submitted for Board approval.

The MEC has also requested "ownership" of several items that the EC and or Marketing have in progress, e.g., candidate meet and greets and the candidate's night forum. It is unclear what their involvement would entail. The Election Committee's charge is to conduct the election and activities relevant to the election. This is not the charge, nor should it be, to the MEC. Suggested events or processes are welcome by the EC from the MEC, but all activities related to the election must be approved by the EC, since we are the responsible, coordinating committee. It is of utmost importance that the MEC, or any other committee, not interfere with or delay any of our ongoing tasks nor introduce controversy into tried and true activities. Introducing delays or controversy risks undermining our ability to fulfill our obligation to see that the election is conducted in a fair and impartial manner.

We established a working relationship with the MEC on January 8 when we welcomed Mary Stevens as formal liaison to the EC. Formal liaisons from the EC to the MEC (Karolyn Gander and Maureen Warmerdam) attended their first MEC meeting on January 25. In our meetings since that time we have had discussions about various proposals being considered by the MEC in the Get Out The Vote effort. The EC has shared all of our working materials, calendars, meeting minutes and agendas with Mary, who can then report on relevant items to the MEC as a whole. We do not feel we have been received the same level of transparency from the MEC. We were not included in the first session where the working task list was generated, although it was derived in part from our documents and all members of the MEC and both Board Liaisons were in attendance. Minutes, agendas, and working documents have not been made available until the last minute, when specifically requested, and often after being marked “final” by the MEC.

Going forward we believe the MEC focus should be on getting out the vote for the governing documents. The EC will focus on the board election until it has been completed in June. Once the board election is over, if needed, the EC would be willing to provide support in any volunteer effort needed to get out the vote for the governing documents. We view the effort as largely one of leveraging existing and new marketing/communication techniques if the required quorum is to be achieved. Our experience with the marketing team has been nothing but positive. We are confident that they are more than capable of assisting with and spearheading this effort. Some focused professional consulting assistance in the area of achieving quorum when updating governing documents might also be useful.