

**Present:** Jim Lark (VA), Chair  
Ken Bisson (IN), Vice-Chair  
Deryl Martin (TN), Treasurer  
Steve Givot (CO), Secretary

Lorenzo Gaztanaga (MD), At Large Representative  
Don Gorman (NH), At Large Representative  
Elias Israel (MA), At Large Representative

Mark Nelson (IA), Region 1E Representative  
Ed Hoch (AK), Region 1W Representative  
Joe Dehn (CA), Region 2 Representative  
Scott Lieberman (CA), Region 2 Representative  
Mark Rutherford (IN), Region 3 Representative  
Michael "MG" Gilson de Lemos (FL), Region 4 Representative  
(joined the meeting during the Treasurer's Report)  
Richard Schwarz (PA), Region 5 Representative  
Dan Karlan (NJ), Region 6 Representative  
Mike Dixon (AZ), Region 7 Representative

**Also present:** Tim Hagan (NV), Region 2 Alternate

**Absent:** Lois Kaneshiki (PA), At Large Representative  
Jim Turney (VA), At Large Representative

Bob Sullentrup (MO), Region 1E Alternate  
Jim Dexter (UT), Region 1W Alternate  
Mark Hinkle (CA), Region 2 Alternate  
Greg Holmes (MI), Region 3 Alternate  
Ben Scherrey (GA), Region 4 Alternate  
Della Croft (PA), Region 5 Alternate  
Mark Cenci (ME), Region 6 Alternate  
Mary Ruwart (TX), Region 7 Alternate

**Vacant:** None

**Staff:** Steve Dasbach, National Director

Ron Crickenberger, Political Director  
Bill Winter, Communications Director  
George Getz, Press Secretary  
Nick Dunbar, Operations Director  
Eric Caron, Development Director  
Mark Schreiber, Marketing Director  
Bill Hall, General Counsel

---

Lark called the meeting to order at 1:00 PM EST.

---

**Item: Credentials**

Givot said that since Bob Sullentrup (MO) was appointed as the Region 1E alternate no other changes have been made to the constituency of the Committee.

---

**Item: Paperwork**

Dasbach reviewed the paperwork provided to the Committee.

---

**Item: Disclosure of Potential Conflicts of Interest**

Gorman stated that he continued to be paid for candidate training seminars.

Dixon disclosed that he has been appointed Treasurer of the Ed Kahn for Attorney General campaign in AZ and that he anticipates being appointed Treasurer of the other statewide campaigns in AZ over the coming weeks.

---

**Item: Setting of the Agenda**

Lark said that the Committee has been asked to choose nominees for the three awards traditionally given at each convention.

Dasbach said that he would prefer to have the Committee select the nominees rather than the staff.

Lark asked that this item be placed on the agenda.

Karlan moved to add this item to the agenda.

Hoch seconded.

Dehn said that it appears that this process has been rushed. He asked when the staff decided to ask the Committee to deal with this. He suggested that no awards be given this year.

Dasbach said that this is the same procedure as in the past, except this time the major notification was sent by email.

Givot said that in the past this was done much sooner. He said that in the past the votes came into the Secretary well in advance of the convention. He said that this was clearly not done the same way as in the past.

Dehn asked what would happen if this was not put on the agenda.

Dasbach said that the staff would choose the nominees based on the number of votes that had been cast.

The motion passed on a voice vote.

Dixon moved that a report from the Compensation Committee be added to the agenda.

Bisson seconded.

Dixon said that it is important that the Committee completes a performance review of the Executive Director prior to leaving office. He said that it is appropriate for this Committee to provide this information to the Committee about to be elected.

Gaztanaga spoke in support of the motion.

The motion passed on a voice vote.

Hoch moved adoption of the agenda as amended.

Gorman seconded.

The motion passed on a voice vote.

---

**Item: Approval of Minutes of December and March**

Givot noted that he had received a number of corrections most of which he did not consider substantive. He said there was one issue in the December minutes relating to the text of Karlan's motion concerning election of convention committees. He said he would check the tapes to resolve this. He said there was also an issue of whether MG, rather than Lark, was to champion one SPT strategy.

Givot moved approval of the minutes for December and March and the authority to correct any inaccuracies relating to those two items and any non-substantive or typographical errors.

Karlan seconded.

The motion passed on a voice vote.

---

**Item: Chair's Statement**

Lark noted the tremendous number of candidates across the country. He noted that he had had the opportunity to visit various states and see many good things going on.

Lark noted the passing of Richard Pearl of TN.

Lark thanked the members of the Committee for their efforts and dedication. He thanked the Committee members for their sense of teamwork. He also thanked the staff and General Counsel.

---

**Item: Treasurer's Report**

Martin outlined additional revenue projection calculations he made since his written report. He said that it appears that revenues for 2002 will be about \$1 million below budget.

Gaztanaga asked about longer term projections. Martin said he hoped to have a revenue projection model which incorporates macro-economic variables as well as internal variables developed by the December meeting.

Martin said that he would like to change the party's culture by changing the party's budgeting procedure. He said that we need budgets that are more realistic. He said that it is no accident that the Reserve Policy that he proposed was intentionally tied to the budget so that the organization is forced to track its budget more carefully in the future.

Martin said that he is making no proposals today because the nature of the proposals he would make will depend on whether the Committee adopts the Policy Governance model.

Karlan asked Martin whether he has considered what proposals he would make if the Committee does not adopt the Policy Governance model.

Martin said that he has not done so.

Martin said that the calculated Reserve Fund is significantly negative. He said that it is very volatile. He said that the variability of revenue is the major financial problem that the party faces. He said that the degree of variability of revenue is "absurd." He said that this may not be significantly different from the variability of revenue that other non-profit organizations face.

Martin said that his report on project accounting was delayed through no fault on the part of staff. He said that the report concludes that the Committee would like to get reports from the database system instead of the accounting system.

Dixon said that he agrees with Martin – that the variability of revenue is a key problem that the party must address.

Gorman asked Martin to explain to the Committee what he might hope to do to build on his report if re-elected as Treasurer.

Martin said that the essence of the answer to Gorman's question is found in his written report. He said that the party has written policies that only come into play when reports are required. He said that reporting is required only when expense items cross a certain financial threshold. He said that similar thresholds should be set to require reporting when revenue items cross below certain levels.

Dehn asked Martin – in light of his projection of a revenue shortfall – whether the Committee should amend the current budget.

Martin said that – in the short run – he believes that given the unexpected downturn in May, that staff did a fairly good job of cutting expenses. He said that it is "painfully obvious" from viewing the convention hall that expenses have been cut considerably.

Dasbach said that both revenues and expenses for the convention were budgeted to be about \$250,000. He said that he now expects each to be 25% to 30% below that level.

Martin said that a shortfall of 20% to 35% is also a reasonable characterization of the party's financial performance in more general terms. He said that the recently-started development efforts are starting to bear fruit. He said the monthly revenues for the last seven months of the year tend to be higher – per month – than for the first five months. He said that this has been the trend since at least 1994. He said that the other thing we need to do is "cut expenses to the bone".

Martin said that the upcoming branding project will be costly.

He said that he hoped the Development effort would pay for itself.

Caron said that it already had.

Martin said that he does not believe the Committee should formally amend the budget.

---

**Item: Regional Representative Reports**

Lark asked the Regional Representatives to offer only comments in addition to their written reports.

Rutherford said that LPOH has added an office manager to its staff.

Nelson said that LPIL's petition has been challenged again. He said that he expects the validity of the LPIL 2002 petition to be upheld on the challenge.

Dehn said that he is hopeful that LPCA is progressing well on candidate recruitment. He said that he hopes that LPCA will contribute "a few more hundred" candidates by the end of the year.

---

**Item: Executive Director's Report**

Dasbach said that the delay in the report from the Marketing Director resulted from his failure to ask Schreiber for a report in a timely manner.

Dasbach asked Schreiber to report to the Committee.

Schreiber thanked the Committee members for the 60 hours which they spent on the telephone with him in recent weeks.

Schreiber said that the first part that he discussed with people was the core essence of the party. He said that the Libertarian Party is people. He said that in branding it is important to tell people what you are. He said that – in the case of the Libertarian Party – it is an idea. He said that he sees the Libertarian Party as a group of people doing a job that they do not particularly want to do to preserve and protect liberty. He said that in marketing-speak we are “the American icon of the anti-hero”.

Schreiber said that the second part is what we stand for. He said that the Platform itself is very difficult to market. He said that it is a marketing problem. He said that for any brand to be an identifiable entity, it has to be somewhat unique. He said that the Statute of Liberty is used by others and is not unique to the Libertarian Party. He said that this poses a problem. He said that another issue is the name “Libertarian” is also not unique. He said that the media will not draw a distinction between “Libertarian” and “libertarian.”

Schreiber apologized to the Committee if the points he is making are difficult for the Committee. He said that he has been a marketing professional for 25 years. He said that it is important that the Committee recognizes that it must address these issues.

Schreiber said that the party needs a better way to identify potential Libertarians. He said that we need to improve on Operation Politically Homeless booths. He said that some methods used in surveys are far more effective than OPH booths.

Schreiber said that he is surveying people who joined the party but did not renew their membership at the end of the first year.

Schreiber said that the Gallup Organization believes that there are 50 million libertarians in the United States. He called that a “target rich environment.” He said that his challenge is to find those people.

Schreiber described a 12-page color newspaper which is being developed in Indiana to go to 400,000 homes. He said that he believes that this will have a strong, positive impact on the November election results.

Karlan asked Schreiber whether he believes the problem with the name “Libertarian” is insurmountable and whether he could suggest an alternative.

Schreiber said that the name “Liberty Party” may be “available.” He said that anyone who speaks as a “libertarian” cannot be distinguished from our party.

MG said that the International Society for Individual Liberty specifically chose their logo so that it was not tied with American culture values or this country.

Gaztanaga asked whether it was in fact an advantage that others use the word "libertarian".

Schreiber said it depends on whether we like what they are saying.

Gorman said that he had observed that people are becoming familiar with the meaning of "Libertarian Party".

Schreiber said that a high percentage of the population has still not heard of us so we would not need to overcome a large investment.

Martin asked whether Schreiber's statements imply that – if the party were to change its name – it would have to disassociate itself from the word "libertarian."

Schreiber said no but we need something distinctive also.

Lieberman asked whether electing 20 or 30 Congressmen would result in the party taking over the name "libertarian."

Schreiber said no - but he'd still like to see 20 or 30 Congressmen.

Dasbach said that development remains the party's greatest challenge. He introduced Caron to report on development.

Caron said that his first four months were very good. He said that he sees room for further progress. He said that the current pledge and renewal programs are good. He said that the major donor program needed some work when he came onto staff. He said that he is making progress in that regard.

Caron said that he is very confident that he will reach his major donor goal of \$325,000 by raising \$350,000 from major donors in the period from March 1, 2002 to March 1, 2003.

Caron commented on the difficulty in getting business people, even ones who consider themselves to be libertarians, to become contributors.

Caron said Raiser's Edge is a great program. He said that our current database is not user-friendly.

Givot asked Dasbach when work on the current database system was begun and when the current accounting system was put into place as well as the estimated cost of developing, purchasing, and transitioning to each.

Dasbach said that the current database system -- the FoxPro/Windows system -- was developed in the period of 1997-1998. He said that at that time, staff could not find commercially available software to meet all requirements. He said that tens of thousands of dollars have been invested in that system. He said that about \$2,000 to \$3,000 per month is currently being spent on enhancements to this system. He said that this system -- because it is custom made -- is only as good as the original specifications.

Dasbach said that the current accounting system was put into place about three years ago. He said that the biggest problem is that the software vendor provides almost no support. He said that unless the party spends several thousand dollars to upgrade to a newer version of this software, the software vendor will provide no additional support.

Dasbach estimated that we could lease Raiser's Edge for about the same amount as we are now spending on supporting the current system.

Dehn asked Dunbar whether the Committee can get an accounts receivable aging report. He said that he had understood that Dunbar would be able to produce this without much difficulty. He said that he asked for this again when the next two monthly reports were distributed.

Dunbar said that he can generate such a report for currently outstanding accounts receivable.

Dehn asked if such a report could be generated for past months.

Dunbar said he didn't know if that would be possible.

Lieberman asked whether the Treasurer needs an accounts receivable aging report for his work.

Martin said that he does not need a monthly accounts receivable aging report to do his work. He said that he has been assuming that the accounts receivable that have been reported are not very old.

Dunbar said that accounts receivable is mainly for LP News and he hasn't been monitoring it closely.

Martin said that if his assumption was incorrect then he would agree with Dehn.

Dehn said that unless somebody looks at the report we won't know how common it is for accounts to be past due.

Nelson said that he believes that the Committee should speak with one voice with regard to its information needs.

Lark said that he is inclined to grant broad latitude to individual Committee members in their requests for information to do their jobs assuming there is not an undue burden on the staff.

Givot said that last year the Executive Committee went through a process to determine what kinds of reports to request and decided that the requirements would not be modified for three months. He said that he agrees with Nelson that the Committee should speak with one voice regarding the information it feels it needs to do its job.

MG said that the Systems Review had identified areas for improvement in reporting. He suggested that new requests be "batched" to simplify things for the staff.

Lark suggested that LNC meetings might define an appropriate interval for such batching.

Dehn said that – in principle – he agrees with Nelson and Givot. He noted that he had brought the request up at an LNC meeting and had specifically asked whether it would be difficult for staff provide. He said the reason he did not make a motion about this in March was that he got the impression that staff did not consider it a difficult thing to provide and that we would be getting it.

Dehn moved that the staff produce and distribute a monthly report of all accounts receivable past 60 days.

Dehn said that in the past problems have come up because the Committee lacked adequate information to oversee staff operations. He said that, in particular, there had been a problem six years ago with the handling of certain accounts receivable which ended up becoming part of a scandal. He said that since the Operations Director doesn't run the report even he does not have enough information to know to what extent there may currently be a problem.

The motion passed on a voice vote.

Dehn asked whether there would be a report from the General Counsel.

Lark said that Hall had informed him that there were no legal issues that needed to be dealt with immediately.

The committee recessed at about 2:50 PM for about 10 minutes.

Dasbach announced that he would be on Crossfire.

---

#### **Item: Convention Awards**

Givot referred to the prior conversation on this topic earlier in the meeting. He said that he believes that the process has been highly compressed this year.

Givot moved that the three convention awards not be awarded this year.  
Dehn seconded.

MG suggested that it might be possible to give one award to multiple people.

Israel spoke against the motion. He said that this is a convention tradition. He said that it would be unfair to potential recipients.

Gaztanaga said that he sympathizes with Israel's concern, however, an award is not an entitlement. He said that the lack of time for deliberation is apparent.

Bisson said that – while the LNC may not want to take on the chore of selecting the final three nominees – there are alternative means of proceeding to give the awards, including making this an entirely write-in vote on the part of the delegates.

Martin said that he is not concerned about the approximate cost of \$75 for the physical award. He said that there may be an implicit contract to present these awards.

Dasbach said that there is enough information for staff to select the three final nominees for each award if the Committee does not wish to do so.

Gorman said that he does not know what is going on, but that the numbers presented for selecting nominees are "out of whack."

Dehn said that the argument that the Committee is being given an extra opportunity for input is disingenuous. He said that – unlike previous years – this was not advertised as part of the upcoming convention months in advance. He said that only a limited portion of the membership was notified and asked for nominations and that they were only notified and asked for nominations at the last minute.

The motion passed on a vote of eight to six with one abstention.

Dehn, Gaztanaga, Givot, Gorman, Karlan, Lieberman, Nelson, and Schwarz vote in favor. Bisson, Dixon, Israel, Martin, MG, and Rutherford voted against. Lark abstained.

---

**Item: Systems Review**

MG presented his report on the Systems Review.

He said that almost everything that has been identified as either a strength or weakness within the Libertarian Party has been addressed by either the Systems Review or the Strategic Plan.

He reported that the Michigan Study had shown that in 1972 9.4% of the population of the United States identified itself as having libertarian ideas while 30% of the population identified itself as facist/populist. Since then the libertarian category has increased to 22%, while the populist/facist category is down to the mid-20% level.

He said that if the whole country were doing as well as NH we would have several thousand Libertarians in office.

He said that the Systems Review identified many different "publics" that we must deal with.

**Item: Consideration of the Management Team Proposal**

MG said that the purpose of the proposed management team would be to serve as a management resource – (1) to spread ideas about the strategic planning team process throughout our organization, (2) to network information about what the Party is doing to the wider management community, and (3) to make specific recommendations that the LNC may desire.

MG moved that a Management Team be established comprised of Lark, Martin, Givot, and himself.

Gaztanaga seconded.

MG said that this was discussed at some length at the March 2002 LNC meeting.

The motion passed on a voice vote.

---

**Item: Report of the Program Committee**

Gaztanaga said that Sara Chambers, MG, and he comprised the Program Committee. He said that most of the work has been done by MG. He said that the work that was done was very helpful in assisting the Platform Committee.

MG said that the LP Program Committee does not believe that there is a need for an emphasis on a continuous process of new Program material, as much as a process of organizing what we already have.

MG said that a 10-point Program structure has the support of the Program Committee.

MG said that the importance of the “accordion concept” – structuring materials with various levels of content – has the support of the Program Committee. He said that the Platform Committee adopted this concept.

MG said that the Program Committee has begun the process of developing new outreach materials

consistent with the LNC Strategic Plan.

MG said that the Program Committee has proposed several possibilities – in a matrix – for presenting our ideas in a standardized format.

MG said that the Program Committee spent time with people who currently or previously served in public office to get their input.

MG asked that the LNC accept the report of the Program Committee and support its further development.

---

**Item: Consideration of Material for Adoption as the Libertarian Party Program**

Givot said that he had asked prior to the meeting that the text of the new outreach brochure be considered for adoption as the Program. He said this language is better than anything previously drafted by a Program Committee. He said the fact that proposals from the Program Committee failed to be adopted indicates a problem with the process.

Givot moved that the text of the new outreach brochure – beginning with the bullet point “Ending Corporate Welfare and Government Waste” and ending immediately before the bullet point “Working for a Better America” – be adopted as the current Libertarian Party Program.

Nelson asked where this would be used.

Givot said it would appear various places and would specifically be used by candidates.

Nelson said that he does not see an urgent need to adopt a revised LP Program. He said that it may be premature to adopt such a document until our branding and marketing strategies are put into place.

Gorman said that language such as this would help many of our candidates.

MG said that he would like to trash the proposed language. He said that his statement is not being presented from a Program Committee point of view. He said that the proposed language is within the scope of the charter of the Program Committee. He said that from the point of view of ideological

consistency, he has strong reservations regarding the text from the perspective of a member of the APRC.

MG said that the point of view of the language is neo-conservative. He said that the language fails to present what the Libertarian Party is doing on problems. He listed various points that he said were not in line with our common goals as outlined in the Platform. He said that he would not like people to see this as their first exposure to the Libertarian Party. He said that discussion of returning government to its proper role violates the "Dallas Accord."

MG asked that his e-mail comments from the APRC process be included in the record.

Dehn said that – from the viewpoint as a member of APRC – all members of the APRC had concerns about the text, although two of three members felt that their concerns were not strong enough to block production of this brochure given the urgent need to have something to use in the info packet. He said that all members of the APRC feel that there is something wrong with this language.

Dehn said that there is no practical need to approve this as the Program today. He said the needs of candidates are met by the existence of the brochure. He said that the "old and moldy" LP Program's existence on the web site seems to be the only problem.

Dixon asked to hear from the Marketing Director who had nothing to do with the development of this language.

Schreiber said that – having been a candidate and having reviewed the materials previously used – what we were doing in the past was awful. He said that it wasn't selling anything to anyone. He said that the current brochure has a chance. He said that it can be improved. He said that MG's idea of adding language about what the Libertarian Party is doing about issues is a good suggestion for the next iteration. He encouraged adoption of the current language followed by future improvement.

Gaztanaga said that he has heard no objection about using this language as a brochure. He said that the only objection has been related to adopting this as the Libertarian Party Program.

Dixon said that he is "in a box." He said that for three and a half terms of the LNC, there has been no current Libertarian Party Program. He said that he supports the motion.

The motion failed on a vote of 11 to 4 with Lark abstaining. (12 affirmative votes are required to adopt language for the Libertarian Party Program.)

---

**Item: Report on Customer Service Evaluation**

Nelson updated the Committee regarding the Customer Service Evaluation. He said that this document initially met with antipathy from the staff. He said that he wants to assure that the priorities of the Committee are clearly articulated and understood by the staff. He said that this will also be helpful in his role as championing the formalization of the relationship between the national party and its affiliates.

Nelson said that financial implications related to this topic have “trumped” some of the things that the Customer Service Team wanted to accomplish. He said that assistance is needed from the Committee to set priorities.

Nelson said that any action that needs to be taken will need to be taken by the new Committee.

Nelson said that – from his viewpoint – one of the top structural priorities for the party is improving the party's database capabilities so that the database is supportive of our informational needs.

Martin said that he concurs with Nelson's assessment of the importance of the party's database capabilities as our top structural priority.

Dasbach said that he believes that the new Committee should provide guidance as to how to proceed.

Israel thanked Nelson for his efforts. He said that he also concurs with Nelson and Martin on prioritization of improved database capabilities.

MG also concurred with the importance of improving database capabilities. He said that it is important to keep in touch with our affiliates as we move in this direction.

---

**Item: Report on Alternative UMP Program Status**

Nelson said that presently six states (IA, WA, AZ, TX, TN, NC) totalling 4,320 members have pledged to switch to the Alternative UMP Program if a sufficient number of states opt to do so.

He said that every state except three would be better off right away if they switch to the new plan.

Nelson said that his challenge is to get enough "soft" commitments to implement this during the course of the convention.

Nelson said that about a year ago the EC approved a one-time arrangement with California under which the state party could keep all the revenue generated by a membership prospecting mailing. He said this was a bad business decision because when renewal rates are taken into account there was no way that the national party could make money on it. He said that it generated animosity because other states didn't know about it.

Nelson moved to amend the Policy Manual – Article II, Section 7 to add Subsection D to read: "Special agreements with states require the approval of the full LNC."

Nelson said that this would mean approval by a majority of the LNC.

Martin seconded.

Dehn said that he agrees with the sentiment expressed by the motion. He said that he believes that Nelson has misrepresented what actually happened. He said that the policy that was made, was made applicable to all states at Dehn's specific request. He said that this was reflected in the minutes. He said that under this arrangement the state party took on the burden and risk of financing the mailing. He said that if this was a bad deal for the national party, it would have been an even worse deal if the national party had done the mailing directly. He said Nelson's argument about how much money would be lost by national was really a condemnation of the general direct mail approach not of this specific arrangement.

The motion passed on a voice vote.

---

**Item: Report on Implementation of the LNC Strategic Plan by Strategy "Champions"**

Lark said that his comments as champion of Strategy 20 are included in the documents already distributed

to the Committee.

Gaztanaga said that the Committee can judge for themselves based on the recommendations of the Platform Committee.

MG said he is still collecting materials for the membership review.

Dasbach said that Dianne Pilcher has been working on the convention. He said that after the convention, she will be focussing on Strategy 4.

Dasbach said that – regarding Strategy 10 – an opt-in online list generation system is being tested to generate inquiries. He said that the cost is about \$0.30 per inquiry. He said that this is one to two orders of magnitude cheaper than any means of generating inquiries previously used. He said that the minimum test size will cost about \$5,000.

Crickenberger said that in the coming weeks he will be shooting commercials relating to medical marijuana. He said that Carole Ann Rand is coming out of political retirement to oppose Congressman Bob Barr in Georgia.

---

**Item: Report of the Compensation Committee**

Dixon said this is something we need to get better at, and that it is important to leave a historical record.

Lark asked whether this topic should be handled in executive session.

Nelson moved that the Committee go into executive session for this topic.

Israel seconded.

MG said that the discussion should take place in open session.

Dixon said that the discussion would not directly involve compensation.

The motion failed on a voice vote.

Dixon said that the Compensation Committee is asking LNC members to do two things: (1) complete a form that they will distribute and (2) critique the form itself as feedback to the Compensation Committee.

Dixon said that the form was borrowed from his previous work. He said that the form has six major categories with a total of 20 points. He said that each of the 20 points has a scale of 1 to 5. He said that there are two additional choices for each of the 20 points: (1) I cannot judge this, or (2) this is not this person's job.

Dixon said that he is also looking for feedback on the form itself.

Dixon said that these sorts of documents can be made very complicated. He said that different questions could be weighted with different values. He asked for feedback regarding the relative importance of the 20 points.

Dehn asked how the results of this would be reported to the LNC.

Dixon said the committee would report a qualitative evaluation of the Executive Director along with information about how well the form worked.

Martin said that it should be better defined what the rating scale means.

Nelson said that it would be beneficial for the LNC to be able to review the quantitative results but that we should do that in executive session.

Gorman said that he is confused by the discussion of the form itself. He said that it is unclear to him whether the Compensation Committee is actually making an evaluation of the Executive Director at this time.

MG said that Appendix G of the System Review has a sample draft activities list. He said that all of the activities that we want people to do need to be defined.

Givot moved that the forms be distributed and that the Committee be asked to complete them and return them to Dixon before 5:30 PM today.

Gaztanaga seconded.

The motion passed on a voice vote.

---

**Item: Consideration of Adoption of the Policy Governance Model**

Givot moved that the LNC adopts the Policy Governance Model.

Karlan seconded.

Gorman said that it would be a mistake for one of the last acts of this Committee to be adopting such a major change immediately before its term ended.

Dehn said that he still thinks that this is inconsistent with the provisions of our Bylaws relating to the role of the Chair.

Lieberman said that he has read several books on this topic and seen the video. He said that this is the wrong time to consider this action.

Schwarz said that he has never liked this approach to governance.

Dixon said that at his first LNC meeting he was asked a question about Policy Governance. He said that his response was that he didn't know enough about the LNC to know if it would be helpful. He said that four years later, it is clear that this would help the LNC govern better and remediate the shortcomings he has seen over the past four years.

Martin said that he wholeheartedly supports this motion. Martin said that we – as a board – need to accept responsibility for failure. He said that if we do not set policy properly, then we are responsible. He said that adoption of Policy Governance will impose rigor on the LNC in the future which will benefit the organization.

Lieberman moved to substitute "the LNC recommends that the next LNC adopts the Policy Governance model."

Gorman seconded.

Gorman said that the new LNC will begin with many members who won't understand Policy Governance.

Givot said that this is an endless cycle. He said that by the time a new LNC fully understands it, they will be in the same position we are in now and they will feel they have to pass it on to the next LNC. He said we should just go ahead and act on it now.

Dixon said that new LNC members enter without knowledge of the governance model of the LNC when they first join the Committee. He said that the new people will learn whatever system is in place.

Bisson said that he will support the amendment because he believes that the main motion will fail. He said that passing the amendment will avoid sending the message that this board does not support the Policy Governance model.

MG said that there is concern that adopting the Policy Governance model will "hand the keys" over to the staff. He said that after two years of strategic planning and systems review we have just appointed a blue ribbon management team. He said that we now have a new resource to provide input. He said that we have to have the mentality that we are not making a decision about how staff functions, but rather how the LNC is going to conduct business and discipline itself.

Nelson said he supports the main motion. He said that he has found the Committee to be ineffective and undisciplined although he enjoys the camaraderie. He said that the Committee is dysfunctional. He said that the Committee needs this discipline.

The motion to substitute passed 9 to 5.

Dehn abstained.

The vote on the main motion – "the LNC recommends that the next LNC adopts the Policy Governance model" – passed 12 to 2.

Schwarz and Dehn voted against the motion.

Dixon and Lark abstained.

---

**Item: Consideration of proposed Policy Manual Changes**

Karlan presented the report of the Governance Task Force.

The items under the "Financial" category were considered first.

Bisson moved adoption of items 1 thru 4 en banc.

Israel seconded.

Lieberman voted to postpone indefinitely.

Gaztanaga seconded.

The motion to postpone failed on a voice vote.

Israel said that these are simple changes that bring certain financial limits up to date. They are 10 years old.

Lark said that these numbers are very out of date.

Martin said that in addition to bringing things up to date with inflation, these new limits also recognize the increased scale of the organization.

Dehn asked for a clarification of item 3.

Givot explained that the intent was to limit the total of all unbudgeted items within one year.

The motion passed by voice vote.

Givot moved adoption of the 17 "Cosmetic" items en banc.

Karlan seconded.

Dehn said that there is an error in item 9 because there was a typo in the original language – the “of” in the phrase identified by the committee as redundant should have been “or”.

Dehn moved to amend to change the words “of the LNC of the Party” to “of either the LNC or the Party”.

Givot seconded.

The amendment passed without objection.

The main motion passed on a voice vote.

Givot moved adoption of item 2 in the “Non-Cosmetic but Non-Controversial” category.

Gaztanaga seconded.

The motion passed on a voice vote.

Givot moved adoption of item 1 in the “Non-Cosmetic but Non-Controversial” category.

Karlan seconded.

Dehn asked for clarification whether definition “F” is intended to include alternates.

Karlan said that was not the intent.

The motion passed on a voice vote.

Givot moved that the remainder of the recommendations from the Governance Task Force be referred to the new LNC with a request that they be handled as expeditiously as possible.

Karlan seconded.

The motion passed on a voice vote.

---

**Item: Remarks for the Good of the Party**

Martin said everyone has enjoyed working with Lark.

---

The Committee adjourned at 5:13 PM EST.