

TV Writers Fund for the Future
Minutes of the Board Meeting
August 10, 2011

The Board meeting was convened at 6:00 pm Pacific on August 10, 2011 at the law offices of Ackermann & Tilajef, PC at 1180 South Beverly Drive in Los Angeles, CA. Attending in person were Craig Ackerman (FfF General Counsel) and Board members Art Eisenson, Ron Lux, Brendan Ward and Larry Mintz. Pat Benke, Skye Dent and Allan Leicht attended by telephone. Larry Mintz agreed to take minutes pending election of officers.

1. Introductions and Preliminary Matters. Members of the board who were attending their first meeting were introduced. The agenda for the meeting was approved.
2. Bylaws. A discussion of the revised and previously circulated bylaws followed.
 - a. Craig Ackerman reviewed the revisions that had been made based on the board discussion on June 1, 2011. In particular, he directed the Board's attention to Article XVII regarding procedures for amending the bylaws.
 - b. Judge Benke raised a question about the number of members of the Board. Craig pointed out that, per the Trustees' analysis, the "initial" board consisted of five members but has been increased to nine. The Trustees will determine the cycle of terms.
 - c. Art Eisenson proposed a further revision to paragraph XII.3 Rules of Conduct to provide that meetings of the Board will be "conducted in accordance with Robert's Rules of Order." A motion to amend the bylaw accordingly was passed unanimously.
 - d. Brendan Ward inquired whether the bylaws set a specific number of meetings per year. It was noted that the bylaws provide in paragraph IV.9 for a minimum of three meetings in addition to one Annual Meeting. There was a discussion of the frequency and scheduling of meetings. It was agreed that in the first year, six meetings should be held but thereafter four quarterly meetings would be scheduled at the beginning of each calendar year. Board committees are expected to hold additional meetings as needed.
 - e. Upon motion, the Board voted unanimously to approve the bylaws, including the revision to paragraph XII.3. The approved bylaws shall be posted on the FfF website for comment and are subject to revision based on comments received.
3. Executive Director. The role and selection of an Executive Director were discussed at length.
 - a. As a budgetary matter, it was agreed that the position would initially be part-time.
 - b. The report of the sub-committee on the Executive Director, prepared by Art Eisenson and Ron Lux, was discussed. Skye Dent objected that she did not have sufficient time to review the report in advance of the meeting. The proposal by Eisenson and Lux, and a forthcoming proposal by Dent, will be reviewed by the

Board and members will respond. Brendan Ward suggested that the position be seen as having a dual role, that of administrator and agent. Compensation was discussed but not decided.

- c. The advisability of hiring a search firm to identify candidates for the Executive Director position was considered. Concerns were expressed about the expense of using such a firm. Pat Benke suggested the possibility that a firm might handle this search on a pro bono basis; she offered to provide a list of firms that could be queried about such a possibility. Whether or not a search firm is engaged, it will be necessary to advertise the position through a variety of media and post it on the FfF website.

4. Social Welfare Loan Fund. Having previously agreed that the “emergency social welfare loan” function should be handled by an independent third party organization experienced in lending, the Board discussed the selection of an organization for this purpose. The research memo prepared by Art Eisenson, who had been designated by the Board to undertake the relevant research, was reviewed. Eisenson had looked into the Jewish Free Loan Society (JFLS), Actor’s Fund, and the Writers’ Health and Welfare Fund. Skye Dent also mentioned another, lesser known, WGA source of funds. It was agreed that Eisenson should keep open the lines of communication with his contact at the Actors’ Fund. It was also agreed, upon motion and a vote of 6 to 1 (Ms. Dent voting “no”) to contact JFLS about assuming this function. JFLS does not charge any administrative fees; makes interest-free loans; allows the funder to set the loan criteria for a donor-advised loan fund; and is non-sectarian. The terms of this relationship will be explored and a proposed agreement, if any, will be referred back to the Board for final action. Ms. Dent noted her opposition to the JFLS for the record.

5. Conflicts of Interest: The Board discussed its fiduciary duties and the prohibition against actions that would create a conflict of interest on the part of a board member, as provided in paragraph 12.1 of the bylaws. The question of whether board members and their associates should be allowed to apply for grants and loans was raised and the need to avoid any actual or appearance of impropriety was emphasized. Consideration will be given to consulting attorneys with experience in this specific area. An ad hoc committee consisting of Art Eisenson, Skye Dent and Pat Benke was created to address the subject. Ms. Benke moved to table the discussion until the next meeting to enable the committee to air the issue.

Larry Mintz moved to adjourn the meeting and table the remaining items on the agenda until the next meeting on a date to be determined. The meeting was adjourned at 5 p.m. Pacific.

Respectfully submitted,

Larry Mintz
Acting Secretary