



## Board Sign-In Sheets

It is common practice amongst non-profit boards to ask directors and guests to sign-in. Having a list of attendees is wise, though it does not supplement the need for the actual meeting minutes to identify everyone at the board meeting.

A sign-in sheet not only identifies who was at the meeting, but it is a means for communicating important reminders to attendees. The most common reminders are:

- Mission statement.
- Discussions and documents at the board meeting are to be treated with confidentiality.
- Antitrust laws shall not to be violated.
- Authority for the meeting comes from the governing documents that must be understood and upheld – including the bylaws, articles of incorporation and policies of the organization.
- When and if a conflict of interest arises it should be disclosed at the board meeting.

Note: A sign-in sheet is not an attachment for the minutes. Rather it is a means to record who was in attendance (or absent), and to communicate some key reminders to attendees.

*Be sure to rely on legal, accounting and insurance counsel when implementing board practices.*

**STRATEGIC PLANNING • LEADERSHIP DEVELOPMENT • ASSOCIATION EFFICIENCY**

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# BOARD MEETING ROLL CALL

## June 1 - 2, 2010

MOTION:

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	YES	NO	PASS	ABSTAIN
Kim Kastl (1 <sup>st</sup> VP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jean Nelsen (2 <sup>nd</sup> VP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Alma Guenther (Treasurer)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Gregory Cash (Secretary)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Connie Ferrell (IPP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
James Houston (Mission)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Sherri Scarrott (Solano Napa)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jeremy Streeter (San Fernando Valley)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jerry Satterberg (Central CA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Robert Cantu (Channel Islands)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mark Seid (Central Coast)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Tom Carter (San Diego)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Rose Hablitzel (Far Northern)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kathy Rocha (Big Valley)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Lisa Newton (Orange County)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Gary Anspach (North Bay)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Susan Growney (Sacramento Valley)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Emerice Stettiner (Golden Gate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Andy Stamatelatos (South Bay)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Thomas Johnston (East Bay)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Howard J. Wiggett (Los Angeles)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Paul Cheatham (Inland Empire)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ronald Watts (Palomar)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Franklin Ruedel (San Gabriel Valley)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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TOTALS:	_____	_____	_____	_____
David Shaw (to make or break a tie):	_____	_____	_____	_____
GRAND TOTALS:	_____	_____	_____	_____

**APPROVED AS association Board Policy, 5/28/00**

**Anti-Trust Statement**

It is the policy to comply in all respects with the federal and state anti-trust laws. This meeting will follow a formal, pre-approved agenda for the purpose of conducting the business of the association. Accordingly, discussion of any matters relating to competition among our members or relating to practices that may restrain trade with third parties is not permitted. These prohibited subjects include prices, allocating territories, boycotts or any other statements that may be construed as anti-competitive.

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**Conflict of Interest Policy for Officers, Directors, Committee Members and Other Volunteers**

Those who choose to serve as officers, directors and committee members, or any other volunteers, are held to the highest standards of conduct. These individuals assume an obligation to subordinate individual interests to the interests of the organization.

Those who serve must do so without personal gain, without regard to personal relationships and without financial gain to their employers, and must behave in such a way so as to enhance member and public trust and confidence. These individuals must avoid any real conflicts of interest or improprieties, as well as even the appearance of any conflicts of interest or improprieties. This may lead to a level of conduct beyond that appropriate for circumstances outside the organization.

The key elements of this policy are the disclosure of circumstances which may give rise to a conflict or impropriety, the physical absence and non-participation in the decision making process that might lead to a potential conflict or impropriety, and the commitment to honor the confidentiality of organizational information.

Under no circumstances shall any member of the Executive Committee, Board of Directors, or Standing Committees participate in the evaluation or approval of any contractual arrangement of which may become a party, if such individual, or such individual's employer, would benefit financially, either directly or indirectly, from the organization becoming a party to such agreement.

Any questions regarding a potential conflict of interest or impropriety should be directed to the the President – Elect & Treasurer. Any concerns regarding this policy shall be reviewed by the Executive Committee, which will then make recommendations to the Board of Directors regarding any actions to be taken to remedy the situation. The full Board of Directors shall subsequently decide, by a majority vote, what specific action should be taken.

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signature

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date

*Your signature shows that you have read and agree to abide by these policies as a Director.*

# VPA

## ANTITRUST COMPLIANCE & CONFIDENTIALITY STATEMENT

### DISCLAIMER TO BE READ AT THE BEGINNING OF ASSOCIATION MEETINGS:

The Vehicle Protection Association's policy is to comply fully and strictly with both federal and state antitrust laws. [It is important to remember that trade associations generally are pro-competitive in nature, but that antitrust risks may arise by bringing competitors together. VPA's policy is motivated by a firm respect and belief in the antitrust laws and the free market philosophy underlying these laws as well as by recognition of the potentially severe detrimental consequences of antitrust violations.] Our aim is to conduct ourselves in such a way as to avoid any potential for antitrust exposure at any time.

IT IS AGREED that to comply with antitrust laws, competitors should not discuss certain subjects when they are together — either at formal meetings or in informal contacts with other industry members. To that end, at ALL VPA meetings (and meetings of its committees) there will be no discussion, express or implied, which may lead to price fixing, a boycott of another's business, or other conduct that is intended to illegally restrict free trade. Discussions about the following subjects are inappropriate and should be avoided: prices, discounts, or terms or conditions of sale; salaries; profits, profit margins or cost data; market share(s), sales territories, or markets; allocation of customers or territories; or selection, rejection or termination of customers or suppliers of goods and/or services. Further, with rare exceptions that should be made only upon the advice of counsel, members are prohibited from:

- Fixing or setting prices for selling products or services to customers;
- Allocating geographic markets or customers between or among competitors;
- Bid rigging, bid rotation, or otherwise distorting the bid process;
- Boycotting customers or suppliers. Boycotting occurs when competitors agree with or pressure each other not to deal with others.
- Conspiring to exclude competitors from the market; and
- Discussing specific sales or marketing plans or any company's individual confidential business strategies.

Members have an obligation to terminate any discussion, seek legal counsel's advice, or, if necessary, terminate any meeting if the discussion might be construed to raise any antitrust risks. In the event that any inappropriate discussion is brought to the attention of an officer or staff member of the association, appropriate action will be taken. Full compliance with the antitrust laws is a requirement for VPA membership, and responsibility for compliance rests with each member.

All participants at the meeting also agree that the information discussed is to remain confidential among the attendees, and agree not to appropriate, reproduce, disclose, permit to be disclosed or use any information discussed at an VPA session, in any way, by his/her organization until after the meeting attendees approve the action, document, etc. This confidential information shall include, but is not limited to, information regarding the organization, operations, programs, activities, policies, procedures, practices, financial condition, trade secrets, membership or customer lists, and unpublished standards of VPA, its members, customers or third parties. Confidential Information also shall include, but is not limited to, unpublished or pre-release versions of VPA's documents and information, and internal use only or limited circulation documents and information.

**Sign In Sheet – Antitrust Avoidance**

I have been asked to remind all of you in attendance that various state and federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting.

These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

Thank you for your cooperation. Chairman of the Board

**Meeting Date** \_\_\_\_\_ **Purpose** \_\_\_\_\_

**ATTENDEES SIGNATURES REQUIRED:**

_____	_____
_____	_____
_____	_____
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