

MINUTES	Hawaii Writers Guild	September 3, 2019
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Hawaii Writers Guild (HWG) Board of Directors (BOD) Meeting
Held at Tutu's House

Officers and Directors of the Guild present:

Bruce Stern – *Vice President*, Diane Revell – *Secretary*, Duncan Dempster – *Webmaster*
Director, Joy Fisher – *Public Relations Director*, Louise Riofrio – *Events Director*

Others Present:

Jim Gibbons, Cheryl Ann Farrell (remotely via Zoom)

[Note: Items in **bold** indicate decisions made or actions required. Items in square brackets are usually information that became available after the meeting had been adjourned.]

The meeting was called to order by Vice President Bruce Stern at 1:10pm with “Zoom” running on the Tutu's House's computer and large screen to allow other Board and Guild members to join remotely. One of our members from Kauai, Cheryl Ann Farrell, joined today via internet. We did have a conference microphone to better ensure those who do participate remotely will hear all the speakers in the room but had to adjust the volume to make it okay. The meeting started a bit late until Joy and Louise joined us as otherwise, we would not have had a quorum (minimum of five) to do official business and we had some items on the agenda that required Board approval.

The Secretary, Diane Revell, requested the **August 6th Board meeting minutes be moved to be approved and the meeting minutes were approved** unanimously. The minutes **will be posted to the Guild's website** in an archive location for minutes. When this is done by the Webmaster, **the Secretary will send an e-mail to all members with the link.**

There were three documents on the agenda for approval. The first two to be moved **for approval and adoption were the Non-discrimination Policy and the Conflict of Interest Policy**. There was some discussion, but **no proposed changes and each document was moved, seconded and unanimously approved and adopted**. The third item was the Mission Statement. There had been multiple on-line suggestions for changes, and these were discussed with a **final version proposed for approval that was seconded and unanimously approved and adopted**. **The Mission Statement is as follows:**

Support writers connected to the Hawaiian Islands to hone their craft and engage with the public to heighten community appreciation for literature, creativity, and the written and spoken arts.

These three documents were ones that our attorney, Shawn Nakoa, has recommended we create and adopt related to our application to become a 501(c)(3) qualified charity. Joy had our retainer agreement with the attorney's firm to sign, but she wanted to have the Board approve her signing the agreement (vs. having our President who was not available do it). **The Board indicated that Joy as our appointed liaison with the attorney was authorized to sign, but we made it official by having a motion for that approved unanimously by the Board at today's**

meeting. Joy would need to send our \$1300 check along with the agreement. As Bob was not in attendance, Duncan agreed to collect the check from Bob later in the week when he had a trip to Hilo planned that would take him near Bob's home in Hakalau. He will then give the check to Joy to mail in with the signed retainer agreement. **Joy provided a copy of the signed agreement to the Secretary for our records. Joy will mail a copy of the Mission Statement, Non-discrimination Policy, and Conflict of Interest Policy documents to Shawn Nakoa with the retainer agreement and check.** These documents will also be provided to Duncan to post to our website in the Bylaws area of the Guild Business page. They are provided as Attachments 3, 4 and 5 to these minutes.

Diane indicated a **change of one addition in the membership total count since our August Board meeting; currently 57 active members. The increase was from a lapsed member who rejoined. We also had 2 pending members, but they will be dropped as neither have ever paid their dues.** (Dues were pending as of February 19th for Steven Donovan and as of May 10th for Janet Oakley.) We also had **six members with delinquent dues in suspension territory (2 to 3 months delinquent), two more than last month; [we are now at five in suspension territory as one paid their dues shortly after our meeting and another indicated payment coming and if so, it would reduce to four].**

Treasurer, Bob Lupo, was unable to attend, but had provided via e-mail the HWG Treasurer's Log for August 1 to 30, 2019 with current bank balance and recent income/expenditures (Attachment 1). This included the payment of dues via check and PayPal owed by six members, payments for three t-shirts, and the expenses to cover the July pop-up bookstore events at the Waimea Farmers Market (Pukalani Stables area), as well as the monthly bank fee for our checking account. A \$300 donation to the 501(c)(3) legal fund was received. This left **our bank balance at \$3,185.31 with \$1900 of that reserved for work to make us an official 501(c)(3) qualified charity, so \$1,285.31 for Guild operations.**

An attorney retainer fee payment of \$ 1300 will be made in the next week from the legal fund. That will leave \$600 in the fund, but by the time our IRS 1023 forms are submitted to be a qualified charity we will owe \$1000 to the attorney, likely late in 2019. So, we will need to raise \$400 more.

Committee Reports:

Duncan, our Webmaster worked with Jada Rufo to have her try out the blog as a chat option on our Guild website, but it became evident that our website application (Weebly) was not suitable. Jada was going to be the moderator for the chat group and had posted a vendor photo from our pop-up bookstore, but any replies always went to Duncan with no way to automatically redirect them to Jada. **Now the plan is to look for a different, more suitable chat application that is not too expensive.** (Guild had planned to use a Google Group option until their pricing structure changed and made it too expensive).

There was a **pending request to the Guild via our website that Duncan passed to the Board. A person from Liberia who wants to start a group there to encourage the writing of children's books requested use of parts of the Guild's Constitution and Bylaws for their**

equivalent document. It was noted the Bylaws currently posted is the previous version to our latest Bylaws. **The Board agreed it would be okay to allow the person to use parts of the document as long as their document is made to be obviously for a different group than our Guild.** This also was a reminder for **the posted Bylaws on our website to be updated to the current version and to also post the filed Articles of Incorporation.** Diane had mailed these to Duncan for posting, but it was when it turns out he was in the hospital and so he requested they be resent to him.

The Public Relations Director, Joy Fisher, reminded us the **next Writers Voices event will be on October 2nd.** Joy will be away, but one of our members volunteered to be emcee on her behalf, Carol McMillan.

The **Critique Workshop by Susanna Moore** was a success with 17 people attending. Joy has some information about it on the Guild News of the website but plans to add more. **Diane Revell had taken notes at the workshop and agreed to send them out to the full Guild membership.**

No one had responded yet to the request for an editor for a Guild Newsletter, but Jim Gibbons was asking Joy what the job entailed and might be interested. The ad is at the top of the Guild News page of the HWG website: <https://www.hawaiiwritersguild.com/guild-news.html>.

Joy provided an overview of the fourth meeting of the committee to establish an on-line Literary Review. The **more detailed minutes** of the meeting were previously provided to the Board by the chair of the committee, Laura Burkhart, and are **provided as Attachment 2 to these minutes.** The next meeting of the committee will be on September 18th. Submissions for the first issue will be accepted from September 1 through November 30. The publication is still targeted for Spring of 2020. **Someone asked about copyright associated with items to be in the Literary Review.** **Bruce Stern indicated he has used what is called a “creative common license” in the past** and would provide a link to information on that type of license that has the author retain copyright, allows others to copy the item and redistribute it (maybe not commercially), but only if providing attribution to the author. [**Here is the link Bruce provided:** <https://creativecommons.org/licenses/>.]

Louise Riofrio, Events Director, reported on recent and upcoming events. **The most recent pop-up bookstores were held on August 17th and 31st.** The one on the 31st was the most successful to date with 5 authors present who each sold two or more books. Our next two pop-up bookstores to be held in Waimea will be on September 7th and 21st. Louise also had looked into other possible locales for pop-up bookstores. One for consideration was at the Honokaa Harvest Farmers Market and another was the Hilo Farmers Market. The one in Honokaa is on Sundays held outside while the one in Hilo is every weekday (big market days are Wed. & Sat.), under tent-top covers. The cost for Honokaa was not clear, while the cost for Hilo was between \$7-\$12 for a table. For more information on the Hilo Farmers Market see this website: <http://hilofarmersmarket.com/> **We discussed trying out having a pop-up bookstore in Hilo on two Sundays, October 6th and 27th that could draw in some members closer to Hilo. There**

was a motion to support a trial pop-up bookstore in Hilo on those two dates and after discussion the motion passed.

The next major event will be **Christmas Treasures and More that will be at the Marriott King Kamehameha Kona Beach Hotel on November 16th**. [There is also a **Hilton Waikoloa Ohana Craft Festival Nov. 30- Dec. 1** we may want to consider.]

Louise mentioned an item that would be of interest to Guild members though not one of our events: a discussion at **the Honokaa Library on September 12th with author Sara Ackerman as the speaker from 5:30pm – 6:30pm**. Sara will discuss her book *Island of Sweet Pies and Soldiers* that takes place in Honokaa and Waimea. Several members plan to attend. For more information: <https://www.librarieshawaii.org/event/hamakua-book-club-richard-powers-2-2/>

Eila, Director for North Kohala, was unable to attend. **The next public reading at the North Kohala Library is scheduled for September 23 from 6:00pm-7:30pm** and she has the readers lined up and also has pop-up poets who will participate as she did at the previous one at North Kohala Library.

Bryan Furer, Director for Volcano, was not able to attend the meeting. Bryan is active in that area of the island and the most recent Volcano Writers meeting was held on September 2nd.

Bruce Stern, Vice President, did not have any issues to raise.

Our President, Diann W. was unable to attend, but Diane R. had some information from her on the tri-fold update. Diann was waiting for the approved version of the Non-discrimination Policy (and maybe also the Mission Statement) to include in the tri-fold for the final update to send out for Board review.

The **next regular Board meeting date** was set for **Tuesday, October 1st** at 1:00pm-2:45pm at Tutu's House.

The meeting was adjourned at 2:07pm.

Respectfully submitted,
Diane Revell, Secretary

Announcements:

- **The next regular Board meeting time and place: Tuesday, October 1st at 1:00pm – 2:45pm at Tutu's House** at 64-1032 Mamalahoa Hwy # 305, Waimea, HI 96743. Attendance via internet will be offered.
- **Requests for items to be added to the agenda for the next regular Board meeting** should be sent to the **President Diann Wilson and Secretary Diane Revell at their e-mail addresses** (island.diann@gmail.com and diane.b.revell@gmail.com) 10-days prior to

the next meeting, so **by September 21st**. The **agenda will be e-mailed September 26th**, five days prior to the meeting.

- Parking Lot:
 - a. **Find a suitable, cost effective blog application to use for a HWG Chat moderated blog for all members to post comments** for an exchange of ideas. Plans to use our website application proved unworkable. **Who:** Duncan Dempster/Jada Rufo **Due Date:** October 1, 2019
 - b. **Finalize an update to our Guild tri-fold brochure.** Had been pending approval of our non-discrimination policy and mission statement to finalize. **Who:** Diann Wilson **Due Date:** Prior to October 1st Board Meeting to send to Board to review.

Attachment 1: HWG Treasurer's Log, August 1-30, 2019

Attachment 2: Coordinating Meeting HWG Literary Review Minutes for August 9, 2019

Attachment 3: Hawaii Writers Guild Mission Statement – September 3, 2019

Attachment 4: Hawaii Writers Guild Non-discrimination Policy – September 3, 2019

Attachment 5: Hawaii Writers Conflict of Interest Policy – September 3, 2019

Attachment 1: HWG Treasurer's Log, August 1-30, 2019

Hawaii Writers Guild Treasurer's Log for August 2019

American Savings Bank Balance as of 7/31/2019	\$2,680.29
August Inflows	
Pat Bigelow dues received 7/24, deposited 8/6/19	40.00
Janet Carpenter-Morales dues received 7/29, deposited 8/6/19	40.00
T-Shirt purchases, 8/6/19	10.00
Helene Kim dues received, Pay Pal, 8/23/19	40.00
Linda Petrucelli dues received, Pay Pal, 8/24/19	40.00
Pay Pal Fund Balance Transfer, 8/24/19	0.02
T-Shirt purchases, 8/26/19	20.00
Jim Gibbons dues received 8/6, deposited 8/26/19	40.00
Dave Fouts dues received 8/7, deposited 8/26/19	40.00
501-c-3 Donation, Diane Revell, 8/26/19	300.00
Total August Inflows	570.02
August Outflows	
Louise Riofro Pop-Up Event, Debited 8/6/19	-60.00
ASB Fee	-5.00
Total August Outflows	-65.00
Total ASB Operating Balance as of 8/30/19	\$3,185.31
ASB Net Operating Balance as of 8/30/19	
Total ASB Operating Balance as of 8/30/19	\$3,185.31
Less 501-c-3 Reserve Fund as of 8/30/19	-1,900.00
ASB Net Operating Balance as of 8/30/19	\$1,285.31

Attachment 2: Coordinating Meeting HWG Literary Review Minutes for August 9, 2019

Notes from Coordinating Meeting, HWG Literary Review Friday August 9, 2019, Jim's place in Waimea, 1:00-3:00

1. Submission guidelines and process
 - a) Committee members gave feedback on the revised version of the submission guidelines. Bob will give them another run-through and send to editors for final review. Then he'll forward to Duncan to post on the HWG website.
 - b) Joy will send an email to HWG members with a link to the submission guidelines. c) Laura will prepare an announcement calling for submissions and send it to Joy.

2. Editor and guidelines for drama
 - a) Editor TBA. Joy is following up on this.
 - b) Joy presented drama/dramatic monologue submission guidelines to add to the fiction, non-fiction and poetry ones.

3. Style guide for editors
 - a) After research, Michael suggested that the editors relax, and have something to fall back on if questions arise. He recommended the ones commonly used by other journals: the *Associated Press Style Guide*, and Strunk and White Elements of Style.

4. Format of the online review

Duncan has made a model template using Weebly. The first page will have title and author of each piece, with a couple of opening sentences followed by a link to the remainder of the work. Author bio and photo will be at the end of each piece.

5. Submission, review and publication process
 - a) Open submissions to HWG members only Sept 1-Nov 30.
 - b) Laura will forward pieces to genre editors for review and selection of recommendations.
 - c) The committee will meet to review recommendations of editors—middle to end of December—and choose pieces to include.
 - d) Publication will go live online in Spring 2020.

6. Future print publication

A Board member suggested the possibility that a few pieces from each issue might be included in Keola Magazine. The committee agreed, as long as copyright remains with the author, and Keola Magazine contacts the writer directly for permission.

7. Name & tag line, logo
 - a) Name and tag line **Latitudes: Hawai'i Writers Guild Online Review**
 - b) Logo The HWG kapa logo, refigured as a wave.

8. Next meeting

Wednesday Sept 18, 1:00 pm, Jim's place in Waimea.

Attachment 3: Hawaii Writers Guild Mission Statement - September 3, 2019

Approved and Adopted on September 3, 2019

Hawaii Writers Guild Mission Statement:

Support writers connected to the Hawaiian Islands to hone their craft and engage with the public to heighten community appreciation for literature, creativity, and the written and spoken arts.

Adopted by the Board of Directors on September 3, 2019

Hawaii Writers Guild Non-discrimination Policy

Hawaii Writers Guild does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all of our members, volunteers, participants and vendors.

Approved and Adopted September 3, 2019

Hawaii Writers Guild
Conflict of Interest Policy
And
Annual Statement
For Directors and Officers

Article I – Purpose

1. **Duty of Loyalty** --The directors of a charity owe it a duty of loyalty. The duty of loyalty requires a director to act in the interest of the charity rather than in the personal interest of the director or some other person or organization. In particular, the duty of loyalty requires a director to avoid conflicts of interest that are detrimental to the charity.
2. The purpose of this Board conflict of interest policy is to protect Hawaii Writers Guild’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of Hawaii Writers Guild or might result in a possible excess benefit transaction.
3. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
4. This policy is also intended to identify “independent” directors.

Article II – Definitions

1. **Interested person** -- Any director, including any principal officer, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial interest** -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which Hawaii Writers Guild has a transaction or arrangement;
 - b. A compensation arrangement with Hawaii Writers Guild or with any entity or individual with which Hawaii Writers Guild has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Hawaii Writers Guild is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

3. Independent Director -- A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form or, until the director --

a. is not, and has not been for a period of at least three years, an employee of Hawaii Writers Guild or any entity in which Hawaii Writers Guild has a financial interest;

b. does not directly or indirectly have a significant business relationship with Hawaii Writers Guild, which might affect independence in decision-making;

c. is not employed as an executive of another corporation where any of Hawaii Writers Guild’s executive officers or employees serve on that corporation’s compensation committee; and

d. does not have an immediate family member who is an executive officer or employee of Hawaii Writers Guild or who holds a position that has a significant financial relationship with Hawaii Writers Guild.

4. Nonfinancial interest—is a nonfinancial interest that might influence an officer’s or director’s participation or vote in an action of the officer’s or director’s duties:

a. The person’s relationship as an unpaid volunteer, officer or director of an organization that that may be affected, directly or indirectly, by action to be taken, or not taken, by Hawaii Writers Guild.

b. The person’s personal, political, religious, friendship, or personal relationships which may be affected by an action to be taken, or not taken, by Hawaii Writers Guild.

Article III – Procedures

1. Duty to Disclose -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of any financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.

2. Disclosure of nonfinancial interests -- Directors, including officers, shall disclose nonfinancial interests generally in their annual statement, and specifically as individual interests arise. Nonfinancial interests are expected, and shall not be reviewed unless a Board member (including the affected member) requests that the interest be reviewed under the Conflict of Interest Policy.

3. Recusal of Self – Any director or officer may recuse himself or herself at any time from involvement in any decision or discussion in which the director or officer believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

4. Determining Whether a Conflict of Interest Exists -- After disclosure of the financial interest all material facts will be disclosed and reviewed, including discussion with the interested person. Upon request by a Board member the material facts of a nonfinancial interest will be reviewed, including discussion with the interested party. Then the potentially conflicted member shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining disinterested Board or Executive Committee members shall decide if a conflict of interest exists.

5. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement, or other matter involving the possible conflict of interest.

b. The President of the Board or Chairperson of the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or Executive Committee shall determine whether Hawaii Writers Guild can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a financial conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a financial conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Hawaii Writers Guild's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

6. Violations of the Conflicts of Interest Policy

a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the Board or Executive Committee shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from Hawaii Writers Guild for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Hawaii Writers Guild for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Hawaii Writers Guild, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

1. Each director and principal officer shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflict of interest policy;
 - b. Has read and understands the policy;
 - c. Has agreed to comply with the policy; and

- d. Understands Hawaii Writers Guild is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Board or an Executive Committee appointed by the Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Article VII – Periodic Reviews

To ensure Hawaii Writers Guild operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to Hawaii Writers Guild's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, Hawaii Writers Guild may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Revision History by the Hawaii Writers Guild Board

Initial Conflict of Interest policy adopted: _____

**Sample Director and Officer
Conflict of Interest Statement**

1. Name: _____ Date: _____

2. Are you a member in Good Standing of Hawaii Writers Guild? Yes No

3. Position:

Are you a voting Director of Hawaii Writers Guild? Yes No

Are you an Officer of Hawaii Writers Guild? Yes No

If you are an Officer, which Officer position do you hold:

_____.

4. I affirm the following:

I have received a copy of the Hawaii Writers Guild Conflict of Interest Policy. _____ (initial)

I have read and understand the policy. _____ (initial)

I agree to comply with the policy. _____ (initial)

I have reviewed the Board Member Job Description. _____ (initial)

I understand that Hawaii Writers Guild is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. _____ (initial)

5. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with Hawaii Writers Guild? Yes No

i. If yes, please describe it: _____

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with Hawaii Writers Guild? Yes No

i. If yes, please describe it, including when (approximately): _____

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

6. Are you an independent director, as defined in the Conflict of Interest policy? Yes No

If you are not independent, why not? _____

_____ Date: _____
Signature of director

Date of Review by Board or Executive Committee: _____