

# Meeting Minutes

July 20, 2017

Golden Hill Rec Center

**PUBLIC ITEMS**

**Call to Order:** 6:41pm

**Present:** Cristiane Asiano (excused from the meeting at 7:45pm because of another event), Rebeca Elliott, Christie Kong, Brian Beevers, Jon Hall, Allison Hjelle (arrived at 6:45pm)

**Absent:** Rob Yackley, Donald Ingrassi

**Agenda Modifications:**

Jon made a motion to add the following to the agenda: 1) Duplex budget and 2) Meeting space location, date, and time. All present were in favor.

**Approval of Previous Meeting Minutes:** Postponed to review and approve at the next meeting

Item	Discussion	Action(s)
<p><b>Public Comments</b></p>	<p><b>David</b> former board VP, Here to observe and visit.  <b>Rachel</b> works with medical doctors in the area and North County working on lifestyle medicine.  <b>Shannon</b> Golden Hill resident here to listen and to hear about the projects.  <b>Philip</b> went and looked at the fountain/grotto and reported that it's covered with trash.  <b>Sebastian</b> here as a resident but also wanted to say thank you for last month's meeting and appreciated the support that the board gave to the Climate Action Campaign. Last week the City of San Diego published a feasibility study regarding what he spoke about.</p>	<p>Sebastian will have someone from the Climate Action Campaign follow up with the board.</p>
<p><b>Elizabeth Studebaker from the City of San Diego presents on Program Development &amp; Fundraising</b></p>	<p>Elizabeth gave very thorough and helpful overviews of Micro-District Grants, Business Improvement Districts, Property Business Improvement Districts, and Maintenance Assessment Districts, answering questions throughout.</p>	<ul style="list-style-type: none"> <li>- Look into USD Non-Profit Academy in September.</li> <li>- Jon to send Elizabeth Envision event summary and community survey information.</li> <li>- Elizabeth to send board sample</li> </ul>

		Micro-District Grant application.
<b>Tyler Renner: Community Cleanup</b>	Tyler is proposing that the GGHCDC put together a community clean up. He can get the dumpsters and recycling bins and help with any other tangible/logistical details. The CDC would need to secure a place to have the dumpsters and coordinate volunteers.	The community engagement committee will discuss this idea during the next committee meeting.
<b>BOARD BUSINESS</b>		
<b>Housing Committee Update (Christie)</b>	<ul style="list-style-type: none"> <li>- Trestle was hoping to get us an MOU, but his attorney is reviewing it. Christie will forward to board for review once she receives it.</li> <li>- SDHC items are due July 31 and there is a \$25/day penalty for every day they are late.</li> </ul>	<ul style="list-style-type: none"> <li>- Christie will forward the Trestle MOU to the board for review once she receives it.</li> <li>- Board to give Christie feedback on the Duplex operating budget by next Tuesday.</li> </ul>
<b>Treasurer's Report</b>		Tabled.
<b>Community Engagement Committee Update</b>	The community engagement committee is scheduling a meeting to talk about plans for the rest of the year to increase participation.	
<b>Meeting Space</b>	Brief discussion about the possibility of meeting in the community room and shifting the date for future meetings.	Christie made a motion that Rebeca (and/or Rob) check on availability and cost for changing location to the community room. To be voted on at the next meeting. All present were in favor.

ADJOURNMENT: 8:02pm

**Future meetings**

GGHCDC Board Meeting Thursday August 17, 2017 @ 6:30pm  
[Golden Hill Recreation Center](#). 2600 Golf Course Dr, San Diego, CA 92102

From: Cristiane Asiano <crasiano@gmail.com>  
Date: Wed, Jul 19, 2017 at 5:59 PM  
Subject: Re: Addressing Concerns of Board Members - Follow up to phone conversation and Special Meeting  
To: Jon Hall <jon.hall@goldenhillcdc.org>  
Cc: Allison Hjelle <allisonhjelle@gmail.com>, Christie Kong <christiek@mjcres.com>, Rob Yackley <robertyackley@gmail.com>, Brian Beevers <Brian@briansfarmersmarkets.com>, Rebeca Elliott <rebecanelliott@gmail.com>, Golden Hill Pawn Brokers <goldenhillpawnbrokers@hotmail.com>

#### Memorandum of Objections

To: The Board of the Greater Golden Hill Community Development Corporation  
From: Philip Asiano, GGHCDC Member and Cristiane Asiano, GGHCDC Board Member  
Date: July 19, 2017  
Re: Removal of Directors

Dear Board, We request that this memo be attached to the minutes of the upcoming July 20, 2017 meeting. We were disturbed to learn that at the June 20, 2017 special meeting, votes were held to remove Donald Ingrassi and Cristiane Asiano from the board. We are writing this memo to help the board follow proper procedures in the future. When such a drastic and serious matter with direct impacts on governance of the organization such as removal of a director is considered, it is especially important to follow a correct and fair process.

This organization is governed by the By-laws, the Brown Act, Robert's Rules of Order and other laws and regulations. Cristiane has always stated that we should do things properly as noted in emails and statements at board meetings.

Two provisions of the Bylaws govern this procedure, both on page 8 of the bylaws which state as follows:

"Section 5.7. Removal. Any Director may be removed at any time by the vote of a majority of the Board of Directors or the Members at a duly called and noticed meeting of the Members for cause, including commission of a felony, malfeasance, continued gross or willful neglect of duties, or conduct derogatory to the best interest of the Corporation. Failure to attend three (3) consecutive Board meetings shall be cause for dismissal, and failure to attend four (4) Board meetings within any twelve (12) month period shall also constitute cause for dismissal."

"Section 5.12. Special Meetings. Special meetings of the Board of Directors for any purposes may be called at any time by the President of the Board or by one-third (1/3) of the Directors. Written notice of the time and place of special meetings shall be delivered personally to each

Director or sent by mail or by other form of written communication, charges prepaid, addressed to him or her at his or her address as it is shown on the records of the Corporation, or if it is not on the records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held. Such notice shall be mailed at least five (5) days prior to the time of the holding of the meeting, and must contain the agenda for the special meeting.

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though done at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice of consent to holding such meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.”

Reasons for objection:

1) Insufficient and inadequate notice. Section 5.12 of the Bylaws requires five (5) days notice prior to the holding of a special meeting. While Jon gave notice on June 13, 2017 buried in the body of an email, it did not contain the required agenda. Another notice went out directly via Mail Chimp on June 19, 2017 and said at the top: “You're Invited: Annual GGHCDC Member Meeting” which should be corrected for future notices because our annual membership meeting is in September.

More importantly, the agenda only referred to “Discuss recent issues/concerns from Board members”. This is wholly inadequate to inform the public and others of such a serious measure as removal of a board member. At the very least, fairness requires that an agenda go out specifically stating that a motion will be considered for removal of one or more board members giving the name of the board member or members considered for removal. Then, at the meeting a motion is made, seconded and may be discussed but not voted on until the following regular meeting so that the board and the board member being considered for removal can present proof, written material, evidence and witnesses.

2) The Special Meeting vote is not valid. According to the By-law provision quoted above, any decisions are not valid unless all Directors not present sign a written waiver of notice of consent to holding such meeting or an approval of the minutes. Since Cristiane does not intend to sign either, the removal of Donald is invalid.

3) Excused absence. At the June 15, 2017 regular meeting, Cristiane asked for clarification as to why the minutes of the prior meeting showed on the attendance list that the attendance of several board members including Donald was “excused”. Rob told her that we would talk about it later. If attendance was the reason for removing Donald, then it should be noted that his attendance was excused. We request further explanation for excused attendance.

Moving Forward. We are aware that unnamed board members complain that Cristiane is

interrupting to the point of being disruptive and that she makes accusations during meetings. She would like to know which board members are complaining about her so she can mend fences with them directly. Anyone alleging good cause to remove a board member is obligated to substantiate such allegation and show certain instances of violation of the rules with witnesses and evidence. Cristiane has been unfairly accused of inappropriately disruptive behavior.

Finally, we would like to thank all board members who are against Cristiane's removal. We understood that Donald's absence from the regular May meeting was excused. However, we are glad that the board has left the door open for Donald to return. Removal is serious because it does not build community involvement or cohesion.

In response to Jon Hall's statement in his email today: "I was especially concerned over an unfounded accusation you made to our Treasurer suggesting improprieties in the handling of the GGHCDC's bank accounts" we can state that this must be a misunderstanding. Cristiane never believed that there were any improprieties in the handling of the bank accounts by this board, but she has always expressed concerned that everything must be handled properly and that accounts not be commingled.

Respectfully, Philip Asiano, Esq. and Cristiane Asiano

From: Rob Yackley <robertyackley@gmail.com>

Date: Thu, Jul 20, 2017 at 11:51 AM

Subject: Re: Addressing Concerns of Board Members - Follow up to phone conversation and Special Meeting

To: Cristiane Asiano <crasiano@gmail.com>, Philip Asiano <asiano@simplyweb.net>

Cc: Jon Hall <jon.hall@goldenhillcdc.org>, Allison Hjelle <allisonhjelle@gmail.com>, Christie Kong <christiek@mjcres.com>, Brian Beevers <Brian@briansfarmersmarkets.com>, Rebeca Elliott <rebecanelliott@gmail.com>, Donald Ingrassi <goldenhillpawnbrokers@hotmail.com>

Unfortunately I am out of town working and I will miss tonight's meeting, so I will respond briefly here with a few comments and a question for you, Philip. First my comments:

For the past year I believe the Board of Directors has responded directly and graciously to Cristiane's pattern of disruptive behavior. Far from being unfair or underhanded, we have been patient and forthright with Cristiane regarding her communication and the negative impact it has had on the Board's ability to effectively conduct business. Ironically, though Cristiane is a vocal proponent for Robert's Rules of Order, she is also the primary violator of it. The fact that she doesn't see this or even recognize that she has already been confronted and challenged by multiple Board members on multiple occasions is further evidence of the problem. Had she chosen to attend the last Special Meeting, she would have had yet another opportunity to hear our concerns and respond to them.

It's unfortunate that our efforts to deal with this in a sensitive, human, respectful way are met with procedural technicalities and misinformation, (e.g. Cristiane was not voted off the Board and Donald was reluctantly voted off not simply because of absences, but because of non-responsiveness which complicated our ability to make decisions). We were hoping to avoid a painful process for everyone including Cristiane and another black eye for the CDC, but perhaps that's not going to be possible.

So here is my question:

If the Board of Directors feels they need to remove a Director for conduct derogatory to the best interest of the Corporation, how do you recommend we do that in a way that is proper, honoring of the people involved, and is in the best interest of the CDC?

Thank you,

Rob

**From:** Jon Hall <jon.hall@goldenhillcdc.org>

**Subject: Re: Addressing Concerns of Board Members - Follow up to phone conversation and Special Meeting**

**Date:** July 25, 2017 at 9:41:25 AM PDT

**To:** Rebeca Elliott <rebecanelliott@gmail.com>

**Cc:** Allison Hjelle <allisonhjelle@gmail.com>, Cristiane Asiano <crasiano@gmail.com>, Donald Ingrassi <goldenhillpawnbrokers@hotmail.com>, Christie Kong <christiek@mjcres.com>, Rob Yackley <robertyackley@gmail.com>, Brian Beevers <Brian@briansfarmersmarkets.com>

Please see my responses below in **red**. Rebeca, please also include this with the meeting minutes from the July 20th Board Meeting, alongside Philip's Memo and Rob's email response. thanks.

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Jon Hall

jon.hall@goldenhillcdc.org

On Jul 19, 2017, at 5:59 PM, Cristiane Asiano <crasiano@gmail.com> wrote:  
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**To clarify: There was no vote to remove Cristiane from the Board.**

**Reluctantly, there was a vote to remove Donald, required in order for crucial Board business to proceed after weeks of no participation, response, approval of meeting minutes or waiver of consent from Donald.**

**Further details are below.**

This organization is governed by the By-laws, the Brown Act, Robert's Rules of Order and other laws and regulations. Cristiane has always stated that we should do things properly as noted in emails and statements at board meetings.

Two provisions of the Bylaws govern this procedure, both on page 8 of the bylaws which state as follows:

“Section 5.7. Removal. Any Director may be removed at any time by the vote of a majority of the Board of Directors or the Members at a duly called and noticed meeting of the Members for cause, including commission of a felony, malfeasance, continued gross or willful neglect of duties, or conduct derogatory to the best interest of the Corporation. Failure to attend three (3) consecutive Board meetings shall be cause for dismissal, and failure to attend four (4) Board meetings within any twelve (12) month period shall also constitute cause for dismissal.”

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Reasons for objection:

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The correction to the small text in the CDC email notices are duly noted and I have been made. In the future, we will be certain to also include an agenda and make the date, time and location more prominent in Special Meeting notices.

However, I feel adequate and fair notification of the Special Meeting was provided to Cristiane. On my call with Philip and Cristiane on June 3<sup>rd</sup>, two or three times during our conversation I suggested we hold a Special Meeting soon to address these issues in person and work together toward a resolution. I then sent an email June 13<sup>th</sup> and another on June 19<sup>th</sup>.

More importantly, the agenda only referred to “Discuss recent issues/concerns from Board members”. This is wholly inadequate to inform the public and others of such a serious measure as removal of a board member. At the very least, fairness requires that an agenda go out specifically stating that a motion will be considered for removal of one or more board members giving the name of the board member or members considered for removal. Then, at the meeting a motion is made, seconded and may be discussed but not voted on until the following regular meeting so that the board and the board member being considered for removal can present proof, written material, evidence and witnesses.

“Discuss recent issues/concerns from Board members” seems entirely accurate and adequate, as at the time of the meeting notice and agenda were sent, there were no plans to remove any Board members. The agenda (and intent) was to address issues concerning both Donald Ingrassi’s lack of participation and fulfillment to his duties as a Board member and how they were preventing the Board from completing urgent business, and to discuss with Cristiane, other Board Member’s concerns over her disruptive behavior. When it became clear during the meeting that a crucial vote was needed, one that would be invalid for an undetermined amount of time until the situation with Donald could be resolved or we heard back from him, it made sense to remove him and, when appropriate, re-instate him if he could re-engage the Board.

To restate, Cristiane was not voted off the Board at this Special Meeting.

To provide further context for Donald’s removal... In May, Donald informed me he was experiencing a hardship with his business that would impact his ability to participate on the Board, but wasn’t ready to resign. The Board didn’t want to lose Donald, but after weeks of being unresponsive to emails and communications, not approving meeting minutes and not submitting a waiver of consent, and with pressing, unresolved Board business hanging in the balance, Donald was reluctantly removed from the Board. It was made clear that if Donald expressed a desire and ability to participate as a Board Member, his re-instatement would be considered. During a subsequent phone call with Donald, I learned that he was unaware of the impact of his lack of communication, lack of approval of meeting minutes or no waiver of consent was having on Board business. I made clear the Board’s desire to have him participate, and if his time allowed, we would consider re-instatement.

2) The Special Meeting vote is not valid. According to the By-law provision quoted above, any decisions are not valid unless all Directors not present sign a written waiver of notice of consent to holding such meeting or an approval of the minutes. Since Cristiane does not intend to sign either, the removal of Donald is invalid.

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Over the previous 9 months, Cristiane’s behavior has been openly, honestly and fairly addressed with her multiple times, by both myself and other Board Members.

I first addressed this issue directly with Cristiane, along with Rob Yackley, during the November 2016 Special Meeting, where Cristiane's multiple interruptions and unfounded accusations made for a long, difficult and frustrating meeting, and risked undermining Board Member trust.

Most recently I addressed her behavior with her during our phone call June 3rd.

In addition, both Rob Yackley and Allison Hjelle have had personal interactions with Cristiane multiple times, where they brought to Cristiane's attention their concerns over her behavior and how it impacts the Board, the GGHCDC and them personally.

Board members came to me with their concerns over Cristiane only after their efforts to address these issues directly with her went unheeded, which resulted in my call to Cristiane on June 3rd. The Board has gone to great lengths to make Cristiane aware of how disruptive and undermining her behavior has been, and over the last 9 months have given her multiple opportunities to improve. The Special Meeting in June was called in order to make one more attempt at addressing these issues in person with Cristiane.

Finally, we would like to thank all board members who are against Cristiane’s removal. We understood that Donald’s absence from the regular May meeting was excused. However, we are glad that the board has left the door open for Donald to return. Removal is serious because it does not build community involvement or cohesion.

In response to Jon Hall’s statement in his email today: “I was especially concerned over an unfounded accusation you made to our Treasurer suggesting improprieties in the handling of the GGHCDC’s bank accounts” we can state that this must be a misunderstanding. Cristiane never believed that there were any improprieties in the handling of the bank accounts by this

board, but she has always expressed concerned that everything must be handled properly and that accounts not be commingled.

I'm glad to hear Cristiane believes no improprieties occurred, however her statement to the Treasurer communicated the opposite. It is my belief that like Cristiane, all Board Members want Board business handled properly. However, Cristiane's manner of accusation without foundation undermines trust and compromises the Board's ability to function well. Even after multiple efforts to bring this type of behavior to her attention, it seems a regular pattern that Cristiane is unaware that her accusations and interruptions affect both the Board's ability to conduct business, and subverts trust with Board Members and the public.