



BOARD OF DIRECTORS - TELEMEETING

FINAL DRAFT - UNAPPROVED MINUTES

MINUTES

FEB 25, 2011

10:00 AM

MEETING CALLED TO ORDER BY	Larry Robideaux
TYPE OF MEETING	Board of Directors - Telemeeting
PLACE	LAHBPA Main Office New Orleans and Telephone
NOTE TAKER	Sandy Ray
ROLL CALLED BY ED FENASCI AND QUORUM WAS DECLARED	Keith Bourgeois, Carrol Castille, Sam David, Christine Early, Bill Foreman, Don Hargroder, Arthur Morrell, Larry Robideaux, Gerald Romero, Don Stemmans, Sam Breaux
PRAYER LEAD BY	None
OTHERS IN ATTENDANCE	Ed Fenasci

THE CHAIRMAN CALLED THE MEETING TO ORDER

DISCUSSION	Waive 10-day notice
MOTION	Motion to waive 10-day notice Motion by: Don Hargroder Second by: Chrisie Early Motion passed unanimously

DISCUSSION	Gerald Romero asked to address the board. He reported that Arthur Morrell appeared on Channel 4 News and discredited the HBPA. According to the Bylaws, with 2/3 vote, this can be done.
MOTION	Motion to remove Arthur Morrell from the Board for appearing on the news and for ethics violations. Motion by: Gerald Romero Second by: Sam David Motion deferred until legal counsel is retained.

REVIEW LETTER FROM ADAMS & REESE REGARDING SCOPE OF LEGAL REPRESENTATION

ED FENASCI & LIZ ROUSSEL

DISCUSSION	Liz Roussel reads her letter to the Board. Adams & Reese is willing to serve as outside legal counsel through the election for 3 specific things; general corporate governance advice, issues relating the upcoming election and reviewing the investment policy for compliance. Arthur Morrell feels that Adams & Reese would have a conflict representing the LAHBPA Board and the insurance company. Liz Roussel said that Adams & Reese doesn't represent the insurance company, the Board, or any director, just the Association. There isn't a conflict, just a limitation, such as; Adams & Reese would not be able to represent the LAHBPA as coverage counsel. Adams & Reese would be providing the same representation as in the past; defending against the 2 derivative suits and expanding the representation to cover the 3 additional issues.
MOTION	Motion to retain Adams & Reese until the election of the new Board as per the terms in the letter read by Liz Roussel. Motion by: Carrol Castille Second by: Don Hargroder Motion passed 9-1 Nay: Arthur Morrell

DISCUSSION	Discussion regarding amending the agenda and waiving the 10-day notice to take up Gerald Romero's topic. Also, discussion regarding whether a unanimous vote is needed to do so.
MOTION	Motion to amend the agenda and waive the 10-day notice relating to the new item. Motion by: Sam David Second by: Chrisie Early Motion passed 7-2 Nay: Arthur Morrell and Don Stemmans Sam Breaux disconnected.
DISCUSSION	Gerald Romero again addressed the board. He reported that Arthur Morrell appeared on the Channel 4 News and discredited the HBPA. He should be removed from the Board and should not be allowed to run in the election. It was suggested that a copy of the tape of the Channel 4 interview be obtained, the Board should view the tape and proceed from there. Liz Roussel suggests that Gerald Romero should defer the motion, follow the proper procedures and send a letter or email to Ed Fenasci and request that the matter be taken up by the Hearing Committee on an expedited basis so that the election can proceed.
MOTION	Motion to adjourn. Motion by: Chrisie Early Second by: Don Hargroder Motion passed unanimously

LARRY ROBIDEAUX, Chairman

DATE