The Commission convened by teleconference at 11:30 a.m., Gerald A. Reynolds, Chairman, presiding.

PRESENT:

GERALD A. REYNOLDS, Chairman
ABIGAIL THERNSTROM, Vice Chairman
TODD F. GAZIANO, Commissioner
GAIL L. HERIOT, Commissioner
PETER N. KIRSANOW, Commissioner
ASHLEY L. TAYLOR, JR., Commissioner
MICHAEL YAKI, Commissioner
MARTIN DANNENFELSER, Staff Director
STAFF PRESENT:
DAVID BLACKWOOD, General Counsel, OGC
CHRISTOPHER BYRNES
DEBRA CARR
DEMITRIA DEAS
PAMELA A. DUNSTON, Chief, ASCD
MAHA JWEIED
ROBERT LERNER, Asst. Staff Director for OCRE
TINALOUISE MARTIN, Director, OM
EMMA MONROIG, Solicitor
LENORE OSTROWSKY
KIMBERLY TOLHURST
AUDREY WRIGHT

COMMISSIONER ASSISTANTS PRESENT:
TIM FAY
DOMINIQUE LUDVIGSON
JOHN MARTIN
ALISON SCHMAUCH
RICHARD SCHMECHEL
KIMBERLY SCHULD
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(11:40 a.m.)

CHAIRMAN REYNOLDS: Good morning. This is
Chairman Reynolds.

It is 11:40 a.m. Eastern Daylight Time on
September 24, 2009.

We are having a telephonic meeting with
Commissioners participating from different locations.
I'll call the name of each Commissioner in order to
determine if there is a quorum to hold the meeting.

Vice Chair Thernstrom?

VICE CHAIR THERNSTROM: I'm here.

CHAIRMAN REYNOLDS: Commissioner Gaziano?

COMMISSIONER GAZIANO: Here.

CHAIRMAN REYNOLDS: Commissioner Kirsanow?

Commissioner Kirsanow?

(No response.)

Commissioner Heriot?

COMMISSIONER HERIOT: Here.

CHAIRMAN REYNOLDS: Commissioner Melendez?

Commissioner Melendez?

(No response.)

Commissioner Yaki? Commissioner Yaki?

(No response.)

Commissioner Taylor?
COMMISSIONER TAYLOR: Here.

CHAIRMAN REYNOLDS: Okay. Is the Staff Director present?

STAFF DIRECTOR DANNENFELSER: Present.

CHAIRMAN REYNOLDS: Is the Court Reporter on the line?

THE COURT REPORTER: Yes, sir.

CHAIRMAN REYNOLDS: Is the Court Reporter on the line?

THE COURT REPORTER: Yes, I'm here.

CHAIRMAN REYNOLDS: Very good. The meeting will come to order.

If a Commissioner wants to make a statement, please identify yourself first. Whenever it's necessary to take a vote, the following procedure will be followed. I will call out the name of each Commissioner. The Commissioner should then answer yes, no, or abstain. After the voting is concluded, I will read out how each of you has voted, in order to ensure that the tally is correct.

I. APPROVAL OF AGENDA

CHAIRMAN REYNOLDS: I move to approve the agenda. Is there a second?

COMMISSIONER GAZIANO: Second.

CHAIRMAN REYNOLDS: Okay. I would like to
propose a few changes to the agenda. First, I would like to postpone consideration of the State Advisory Committees as listed in Section 4. For Nevada and Iowa, the Staff Director informs me that staff has conducted some additional outreach and are working on additional applicant materials. And this will be presented to Commissioners shortly.

As for North Dakota, two expected recommendations from the Governor's office did not materialize, so there is an insufficient number of proposed candidates. We only have nine, and we need a minimum of 11 to move forward. Please assist the staff in completing this package for recharter by recommending names for good candidates that you may have for North Dakota.

I would also like to amend the agenda, pursuant to a request from Commissioner Yaki at the last meeting, to postpone consideration of his motions regarding the National Conference Subcommittee. We will add that discussion by adding as a Roman numeral four on your agenda a section entitled Program Planning, to appear right after Management and Operations, under which discussion of the Conference Subcommittee should appear as the first bullet.

Is there a second? Is there a second?
COMMISSIONER GAZIANO: Second?

CHAIRMAN REYNOLDS: Discussion?

(No response.)

Okay. Vice Chair --

COMMISSIONER GAZIANO: Mr. Chairman, this is Todd Gaziano. I was momentarily distracted. Did you add the item that I think -- the letter that Pete had circulated?

CHAIRMAN REYNOLDS: Oh, thanks for reminding me. No, I did not.

I also move to -- move the agenda to vote on sending a brief letter to Attorney General Holder regarding ACORN, in light of recent events that circulated -- that his Special Assistant circulated to all Commissioners yesterday evening for consideration at today's meeting.

I would like for it to appear as a first bullet under the newly-created Program Planning section, right before the discussion of Commissioner Yaki's National Conference motions.

So is there --

COMMISSIONER GAZIANO: I resecon the amended agenda.

CHAIRMAN REYNOLDS: Thank you.

Discussion?
(No response.)

Okay. Vice Chair Thernstrom, how do you vote with respect to the amended agenda? Vice Chair Thernstrom?

STAFF DIRECTOR DANNENFELSER: Mr. Chair, I think she may be on a phone -- separate phone call.

TIM FAY: She has a medical emergency with a grandchild. She will be rejoining the conference.

CHAIRMAN REYNOLDS: I'm sorry. Did you say that she would be rejoining us?

STAFF DIRECTOR DANNENFELSER: She has a medical emergency with a grandchild, and she will be rejoining the conference shortly.

CHAIRMAN REYNOLDS: Okay. Without her, I do believe we do not have a quorum.

COMMISSIONER HERIOT: Well, do we have Pete yet?

COMMISSIONER GAZIANO: I thought we -- one, two, three, four, five, no, I think it's the Chairman, Heriot, me, oh maybe I can't count -- one, two --

COMMISSIONER HERIOT: Yaki was here for a while evidently and has disappeared, because he thought we wouldn't have a quorum or some such reason.

We need to raise Pete.
CHAIRMAN REYNOLDS: Yes.

COMMISSIONER HERIOT: Or wait for Abby to get back.

CHAIRMAN REYNOLDS: Okay. Operator?

OPERATOR: Yes?

CHAIRMAN REYNOLDS: Okay. We have lost the quorum. The business piece of the meeting can't go on, so can you take the Commissioners off the public line?

OPERATOR: Okay. I will let you know when you can reconvene. One moment.

(Whereupon, the proceedings in the foregoing matter went off the record at 11:46 a.m. and went back on the record at 12:28 p.m.)

CHAIRMAN REYNOLDS: Okay. This is Chairman Reynolds. I just want to let everyone know that the items that are on the agenda will have to be discussed at a later meeting. We do not have a quorum.

I also want to point out that two Commissioners were on the line. Vice Chair Thernstrom had to leave. Commissioner Yaki also indicated that he had to leave, although the operator informs me that on at least two and maybe three occasions he called in and was on the line. We attempted to confirm that he
was on the line, but we never received a response from
him.

This is the second time that we have lost
a quorum under interesting circumstances.

COMMISSIONER KIRSANOW: Who do we have?

COMMISSIONER HERIOT: Who do we have right
now?

COMMISSIONER KIRSANOW: Yes.

CHAIRMAN REYNOLDS: Okay. Right now we
have Commissioners Gaziano, Kirsanow, Heriot.
Commissioner Taylor was on the line and attempted to
stay with us, so that we could take care of Commission
business. However, recently he had to get off the
line himself. But he hung in there as long as he
could while we tried to scare up a quorum.

Would any of the Commissioners like to
weigh in on this issue?

COMMISSIONER HERIOT: Well, I think it's
worthwhile to point out exactly how this happened. At
the beginning, we had a quorum. Vice Chair Thernstrom
was called away because she said her grandchild was
having a medical emergency.

COMMISSIONER KIRSANOW: Commissioner
Heriot, at the beginning who comprised the quorum?

COMMISSIONER HERIOT: The quorum, I
believe, was the Chairman, the Vice Chair, Commissioner Gaziano, me, and Commissioner Yaki. So we had a quorum.

COMMISSIONER GAZIANO: And Taylor was on.

COMMISSIONER HERIOT: And Taylor was on at the beginning, so that was six. When Commissioner Thernstrom dropped out, we had a bare quorum. And then, suddenly Commissioner Yaki had to go as well. So at that point we had no quorum.

At that point, we made efforts to raise Commissioner Kirsanow, and Commissioner Yaki e-mailed the Chairman to say that he was on an important business call and might be able to return later, or maybe not.

And so finally we were able to get hold of Commissioner Kirsanow, and at that point we had a quorum again. And then, Commissioner Yaki called in. So then as soon as we had a quorum Commissioner Yaki then rejoined the call. So at that point we had not just five but six.

But when it turned out that Commissioner Taylor had to leave, he had said that he had a -- he would have to leave at some point because of a business meeting, at that point when we found that Commissioner Taylor was not there, again, we had a
bare quorum. And at that point, Commissioner Yaki left the call as well.

CHAIRMAN REYNOLDS: Well, it's not clear whether he left the call.

COMMISSIONER HERIOT: Well, it could be that he's still on the call, but he is not responding. It is true that the operator said that the line is still open, but that's all we know.

CHAIRMAN REYNOLDS: Okay, folks. We'll try this again. And we're going to -- it's clear now that we'll have to pick a time where we have a high level of confidence that the Commissioners that are willing to take care of Commission business are available.

COMMISSIONER KIRSANOW: I want to apologize again for my unavailability. Generally speaking, as you all know, I am generally available for these matters and had expected to be on the call at the appropriate time. Just accept my apologies, please.

V. ADJOURNMENT

CHAIRMAN REYNOLDS: Okay, folks. Take care.

(Whereupon, at 12:32 p.m., the proceedings in the foregoing matter were adjourned.)