

Meeting of the Board of Directors

980 9TH STREET, SUITE 280, SACRAMENTO, CA 95814
TELECONFERENCE: 1-800-977-8002 (DIRECT: 1-404-920-6650), CODE 4213724

Note: Members of the public will be given an opportunity to comment on any item on the agenda during the open session prior to or during Board consideration of the item. The Chair may limit the total amount of time allocated for comment on a particular issue and/or for each individual speaker. Members of the public who provide comment shall be asked to provide their name and affiliation to ensure transparency and for proper recording in the minutes of the meeting.

MONDAY, DECEMBER 9, 2013

2:00 PM Convene Meeting of the Board of Directors and Establish a Quorum

Welcome and call to order
Welcome new Class A Director from Quebec
Roll call and establish a quorum of Directors
Review agenda and approve any modifications

Note: The following agenda items may be heard in a different order at the Board meeting.

The meeting will break for 15 minutes at approximately 3:30 PM Pacific time. The time and length of the break may be adjusted during the meeting.

I. Approve Board Meeting Minutes

Attachment: September 19 Board Meeting Minutes

II. Officers and Standing Committee Members for 2014

a. Elect Officers

Nominations for officers, followed by adoption of the resolution:

RESOLVED that the following-named persons are elected to the offices set forth beside their respective names, to serve until the next annual meeting of the Directors and until their successors are duly elected and qualified:

Chair:

Vice Chair:

Treasurer:

Secretary:

b. Appoint Standing Committee Members

1. Executive Committee

Discussion of the purpose of the Executive Committee and its powers under the By-Laws, followed by adoption of the resolution:

RESOLVED that the Executive Committee shall comprise the following Directors:
[Names: Per the By-Laws, membership shall consist of the 4 officers and additional Class A directors if needed to ensure at least one Class A director from each Participating Jurisdiction]

2. Audit Committee

Discussion of the purpose of the Audit Committee and its powers under the By-Laws, followed by adoption of the resolution:

RESOLVED that the Audit Committee shall comprise the following Directors:
[Names: 2 -6 directors per the By-Laws]

3. Finance Committee

Discussion of the purpose of the Finance Committee and its powers under the By-laws, followed by adoption of the resolution:

RESOLVED that the Finance Committee will be chaired by the Treasurer and shall comprise the following Directors: [Names: At least 2 Directors per the By-Laws]

III. Discussion of Director Responsibilities

WCI, Inc.'s Corporate Counsel, Cliff Case, will provide an overview of the responsibilities of WCI, Inc.'s Directors.

IV. Corporate Policies

a. Treasurer's Evaluation of Compliance with Funds Management Policy

Presentation of Treasurer's annual evaluation of compliance with Funds Management Policy.

b. Records Availability Policy

Discussion and adoption of the Records Availability Policy.
Attachment: Records Availability Policy

c. Ethical Guidelines and Conflict of Interest Policy

Review and approve updates to the WCI, Inc. Ethical Guidelines and Conflict of Interest Policy.
Attachment: Updated Ethical Guidelines and Conflict of Interest Policy

d. Revisions to existing policies as necessary

V. Finance Committee Report

a. 2014-2015 Budget

Finance Committee presentation of the calendar year 2014-2015 budget for Board approval, followed by adoption of the following resolution:

RESOLVED that the budget for the fiscal years of the Corporation beginning January 1, 2014 and ending December 31, 2015, as presented and attached to the minutes of this meeting, is hereby ratified, approved and adopted.

Attachment: 2014-2015 Budget

b. Next Steps and Timing for Funding Agreements

VI. Executive Director's Report

Update to the Board on operational matters, including

- Registering WCI, Inc. to do business in Canada
- Next Board Meeting

Executive (Closed) Session to Discuss Procurement and Personnel Matters