



ST. PAUL Smart Trips

BOARD OF DIRECTORS MEETING
January 27, 2011
8:00am - 10:00am

- 8:00 Call to Order & Approval of Agenda Ken
8:05 Approval of December Minutes Ken
8:10 Accept November and December Financials Kelly
- Narrative reports
8:15 Chair Report Ken
- Board resignations
- Bylaws addition: per the advice of our attorney, we're proposing to add the underline text.

ARTICLE 7
Indemnification

To the full extent permitted by any applicable law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the corporation, by reason of the former or present capacity of the person as

(a) a director, officer, employee or member of a committee of the corporation or,

(b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of the corporation, is or was serving the other organization or employee benefit plan at the request of the corporation or whose duties as a director, officer or employee of the corporation involve or involved such service to the other organization or employee benefit plan,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

The corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of the corporation against any liability asserted against such person and incurred by such person in any such capacity.

No indemnification or indemnification advances shall be made with respect to any threatened, pending or completed civil, administrative, arbitration, investigative or other proceeding brought by or in the right of the corporation against a person.

- 8:20 Staff Update Jessica
- Staffing plan Christina
- Primer on CC Parking Policy Recommendations
8:30 Strategic Planning Mary Ann
- Finalize plan objectives and strategies Catalyst Comm.
10:00 Adjourn

The St. Paul Smart Trips Board of Directors meets the 4th Thursday of every month from 8:00am-9:30am. The NEXT meeting is Thursday, February 24, 2011.

