

WGA Board of Directors
Meeting Minutes
Monday, October 26, 1998
4:30pm

PRESENT:

- * Daniel Petrie, Jr.
- * John Wells
- * Michael Mahern
- * Scott Alexander
- * David H. Balkan
- * Dennis Feldman
- * Terry Curtis Fox
- * Carl Gottlieb
- * Charles D. Holland
- * Amy Holden Jones
- * Irma Kalish
- * Don M. Mankiewicz
- * Ann Marcus
- * Timothy O'Donnell
- * Charles Edward Pogue
- * John Riley
- * Victoria Riskin
- * Jim Staahl
- * Greg Strangis

ALSO
PRESENT:

- * Ann Widdifield
- * Paul Nawrocki
- * Grace Reiner
- * Doreen Braverman
- * Rodrigo Aguirre
- * Christine Albrecht-Buehler
- * Lisa Chambers
- * Mary Devlin
- * Lisa Levacy
- * Mark Mitchell
- * Cheryl Rhoden
- * Chuck Slocum
- * Brian Walton
- * Countess Williams
- * Skye Dent
- * Beryl Weiner

President Daniel Petrie, Jr. called the meeting to order at 4:46pm.

MINUTES

Review and approval of the minutes from the September 28th Board meeting were postponed until a later date.

OFFICER-DETERMINED MATTERS

In accordance with the 1998-1999 Board Rules granting the Officers authority and discretion preliminarily to decide certain matters, the following Officers' actions were reported in writing:

(1)* WGAw Delegates to Nov. '98 National Council Meeting — The Officers appointed the following Board members to serve as delegates to the November 1998 National Council Meeting: John Wells, Irma Kalish and Vicky Riskin. Dan Petrie, Jr. will also attend.

(2)* Sony Telemundo (Confidential) — The Officers approved further staff exploration of signing the Sony-related production entity, Llamane Loco Producciones, Inc. to the MBA to cover low-budget original programming and remakes for the Spanish-language niche market reached by the television "network," Telemundo. Staff will present the Officers with specific proposals in the future, after consultation with members of the Waiver Committee and the Latino Writers Committee.

(3) WGA Awards Show — Executive Producer — President Daniel Petrie, Jr. appointed George Kirgo as 1999 WGA Awards Show Executive Producer.

(4)* P & H Trustee Review Committee Recommendations — The Officers approved the Pension and Health Review Committee's recommendations as follows:

1) appoint Charles D. Holland to replace Josh Friedman on the Review Committee and 2) appoint Cynthia Thompson to the Pension Plan and Health Fund Boards as an alternate Director/Trustee.

(5)* Appointment of Board Representative to Honorary Awards Committee — The Officers approved the appointment of Carl Gottlieb (to replace Michael Mahern) as Board Representative to the Honorary Awards Committee.

(6)* North Award — The Officers discussed a possible recipient of the 1999 North Award. The candidate's name will be presented at the Board meeting.

(7)* Words into Pictures — Mailing Request — The Officers approved the request of the Sundance Channel to send a one-time mailing to the WGA membership consistent with the Guild's policies governing outside organizations' use of the Guild's mailing list. The mailing will solicit subscriptions to the Sundance Channel.

(8) Organizing Matter/ Tri-Guild Foreign Home Video Residuals Case (Confidential) -- General Counsel Doreen Braverman gave separate reports to the Officers re: 1) an organizing effort and 2) the Tri-Guild Foreign Home Video residuals case.

(9)* Co-Sponsorship of Film Seminars — The Officers approved California Lawyers for the Arts (CLA)'s request for Guild co-sponsorship of two educational seminars to be held at Loyola Law School. In lieu of a financial contribution, the Guild will advertise the Film Series Seminar in Written By Member News. WGA members will receive a special discounted admission fee.

(10) Strike List — The Officers approved staff recommendation to place the following company and individual on the strike list for failure to honor a judgment regarding unpaid pension and health contributions:

Immortal Entertainment

David Walters a/k/a Happy Walters, Principal

The Officers approved staff recommendation to remove the following company and individual from the WGA Strike List because the company executed a collective bargaining agreement to cover employment of a writer:

Rosco Film GmbH

Robert Jones, Principal

The Officers approved staff recommendation to remove the following company and individual from the WGA Strike List because the company honored a judgment that was obtained against it by the Producer-WGA Pension Plan and Health Fund:

Silver Palm Productions, Ltd.

Jacob Kotzky, Principal

(11)* Property Planning Committee — The Officers accepted the Property Planning Committee's proposal for dissolution of the Committee and extended their thanks for the Committee's long and exemplary service to the Guild.

(12)* Appointment to the Tellers Committee — The Officers approved the appointment of current member in good standing Willie Daniel Thomas to the Tellers Committee.

b. Scheduling Items

(1) Motion Picture & Television Fund Health Survey (Due in September; results delayed indefinitely.)

(2) Written By Consultant Report and Business Plan (Due in October; delayed until November due to consultant tardiness.)

(3) Industry Alliances (Due in October; rescheduled to November Board meeting.)

c. Outstanding SWG Items

Service to screenwriters; Ethics; changing the development process; arrange meetings between writers and (a) entire creative staffs of studios; (b) literary agents from major agencies; (c) producers, and agents/TV; (d) "The Gap;" free rewrites; Canadian content shares; agency; and educational programs for members.

d. Future Meetings

Board Meetings: At 4:30pm on the following Mondays: Nov 30 and Jan 4, 1999.

Officers' Meeting Dates: At 9:30am on the following Wednesdays: Nov 18 and Dec 16.

SWG Meeting Dates: At 6:30pm on the following Mondays: Nov 16 - Residuals Negotiations; and Dec 14 - Pension and Health.

On Wednesday, October 21, 1998, President Daniel Petrie, Jr., Vice President John Wells, Secretary-Treasurer Michael Mahern, members of the Office of the Acting Executive Director Ann Widdifield, Paul Nawrocki, Grace Reiner, and General Counsel Doreen Braverman, Board Secretary Barbara Ditlow and Executive Assistant Mary Jerrido met beginning at 9:45 am. Senior Executive Jane Nefeldt joined the meeting at 9:49 am and left the meeting at 10:21 am. The meeting was adjourned at 12:10pm.

1998-99 Board Rules

General Counsel Doreen Braverman summarized the proposed changes to the Board Rules since the September meeting.

(Vicky Riskin joined the meeting at 4:46.)

At the last Board meeting, Mr. Fox suggested a revision to Rule 17 (Board Members Must Be Present To Vote) to establish a limited exception consistent with recent Board practice. A brief discussion on this revision ensued, and further additional language was proposed.

(Amy Holden Jones joined at 4:56.)

It was

M(Kalish) and SC that the 1998-99 Board Rules be accepted, as presented in writing with the additional language relating to Rule 17 as proposed orally.

Vote: Unanimous (Alexander, Balkan, Feldman, Fox, Jones, Kalish, Lilly, Mahern,

Mankiewicz, Pogue, Riskin, Strangis)

(Skye Dent stepped out of the meeting at the commencement of the confidential report.)

FOREIGN LEVIES (Confidential)

Guild Consultant Brian Walton reported on foreign levies and answered Board members' questions. A discussion ensued. Mr. Walton will discuss specific topics with General Counsel Doreen Braverman and make an additional report to the Board at its November meeting.

Ms. Kalish suggested that the topic of foreign levies be the subject of a Strategic Working Group meeting.

(Ms. Dent rejoined the meeting at 5:34pm after the confidential report was concluded. Jim Staahl joined the meeting at 5:35pm.)

INTERNATIONAL ACTIVITIES REPORTS

Guild Consultant Brian Walton proposed to provide the Officers and the Office of the Acting Executive Director with a written report on the topic of International Activities. This report will be made available to any Board member upon request.

Mr. Walton reported on his recent trip to the International Confederation of Societies and Composers (CISAC) conference. He pointed out the success CISAC has had in improving revenue collections for its member organizations and suggested that the Writers Guild become a member of CISAC. Mr. Walton noted for the Board that the Directors Guild has already submitted their application for membership. After discussion,

It was

M(Gottlieb) and SC that the Writers Guild of America, west, Inc. apply for membership in CISAC at the lowest cost possible.

Vote: Unanimous (Alexander, Balkan, Feldman, Fox, Gottlieb, Holland, Jones, Kalish, Lilly, Mahern, Mankiewicz, Pogue, Riskin, Staahl, Strangis.)

At the next Board meeting there will be a further report on the topic of International Activities.

(Mr. Walton left the meeting at 6:06pm.)

QUARTERLY FINANCE REPORT

Secretary-Treasurer Michael Mahern presented the quarterly budget report and answered Board members' questions.

(Skye Dent left the meeting at 6:14pm. Tim O'Donnell joined the meeting at 6:15pm.)

It was

M(Staahl) SC to accept the Quarterly Finance Report as presented

Vote: Unanimous (Alexander, Balkan, Fox, Gottfried, Holland, Jones, Kalish, Lilly, Mahern, Mankiewicz, O'Donnell, Pogue, Riskin, Strangis)

PROPERTY PLANNING COMMITTEE

President Daniel Petrie, Jr. noted that the Officers had accepted the Property Planning Committee's proposal of dissolution. Mr. Petrie attended the committee's last meeting in order to express the appreciation of the Board of Directors for this committee's exemplary service to the Guild.

RESIDUALS NEGOTIATIONS (Confidential)

Director of Special Projects Chuck Slocum reported on Residuals Negotiations and answered Board members' questions. Mr. Slocum noted for the Board that the topic of the November Strategic Working Group meeting will be Residuals Negotiations and that his report was intended to serve as a preparation for that more detailed discussion.

EXECUTIVE DIRECTOR SEARCH COMMITTEE (Confidential)

President Daniel Petrie, Jr. spoke briefly on the status of the Executive Director Search.

(Ann Marcus joined the meeting at 6:58pm)

The meeting was adjourned for dinner at 7:01pm and resumed at 8:10pm.

(Vice President John Wells arrived during the dinner break.)

STRATEGIC PLAN

The Board was presented with a proposed new format for the Guild's 1999-2000 Strategic Plan. The Board next calendar year will review the content of the documents presented and consider whether the Plan reflects the Guild's intentions. At future Board meetings, there will be discussion of at least one specific initiative, e.g., free rewrites.

Mr. Petrie reminded the Board that staff also will prepare draft language for the Board's review. [Background: At the Board meeting of September 28, 1998, the President reminded the Board that one of the issues in late payments to writers was the Companies' unwillingness to pay until contracts have been

signed. Among proposed remedies was a "standard contract" to be created along the lines of a real estate contract.]

Mr. Petrie noted that the goal will be to bring one strategic initiative forward at each Board meeting for debate and discussion.

It was noted that the Officers have requested that the Strategic Plan Calendar be updated monthly and included in each Board packet.

LEGISLATIVE REPORT (Confidential)

Public Affairs Director Cheryl Rhoden reported on the Guild's legislative activities in Washington, Sacramento and Los Angeles and answered Board members' questions. Ms. Rhoden will return to the Board with another legislative report in December.

DIGITAL TV WAIVER

Director of Special Projects Chuck Slocum presented a written recommendation to approve a three-month waiver of residuals for digital broadcasting of MBA-covered programs.

It was

M(Wells)SC to approve a three-month waiver of residuals for digital broadcasting of MBA-covered programs, to start November, 1998 and run through January 31, 1999.

Vote: Unanimous (Alexander, Balkan, Holland, Fox, Feldman, Gottlieb, Jones, Kalish, Lilly, Mahern, Mankiewicz, Marcus, O'Donnell, Pogue, Riskin, Staahl, Strangis, Wells)

PAX TV WAIVER

[Background: PAX TV is the 7th broadcast television network in the U.S. It is comprised of many UHF stations and counts on the "must carry" rule for carriage on cable systems. It premiered 8/31/98.]

Director of Special Projects Chuck Slocum presented a written recommendation to reject a waiver request from PAX TV.

It was

MSC to reject the waiver request from PAX TV to be treated as a basic cable network under the WGA contract rather than as the broadcast network they, in fact, are.

Vote: Unanimous (Alexander, Balkan, Holland, Fox, Feldman, Gottlieb, Jones, Kalish, Lilly, Mahern, Mankiewicz, Marcus, O'Donnell, Pogue, Riskin, Staahl, Strangis, Wells)

HONORARY AWARDS (Confidential)

Valentine Davies Award — Following confidential discussion of the Valentine Davies Award Committee's recommendation, the Board voted by traditional secret ballot for the recipient of the 1999 Valentine Davies Award.

Screen Laurel Award — Following confidential discussion of nominations made by the Screen Laurel Award Committee, the Board voted by traditional secret ballot for the recipient of the 1999 Screen Laurel Award.

Paddy Chayefsky Television Laurel Award — Following confidential discussion of the nomination made by the Television Laurel Award Committee, the Board voted by traditional secret ballot for the recipient of the 1999 Paddy Chayefsky Television Laurel Award.

Morgan Cox Award — Following confidential discussion of nominations made by the Morgan Cox Award Committee, the Board voted by traditional secret ballot for the recipient of the 1999 Morgan Cox Award.

CODE OF ETHICS

Vice President John Wells addressed the Board on the topic of a Writers' Code of Ethics. Mr. Wells noted that a roundtable discussion on this topic sponsored by Written By Magazine will be held the week of November 2. The Roundtable will focus on feature writers. Mr. Wells requested that Director of Public Affairs Cheryl Rhoden attend the Roundtable and publicize the event. Mr. Wells added that he hoped the November 2 Roundtable would be the initiation of a continuing dialogue on this topic. Future Roundtable discussion will focus on television writer-producers.

Mr. Wells suggested that as part of the Member Services Department's outreach, at the beginning of each television season, executive producers be contacted and standards of behavior be discussed with them.

STANDARD CONTRACT

The Board postponed discussion of the Standard Contract until a later date.

WAIVER COMMITTEE ACTION

In accordance with the 1998-1999 Board Rules delegating to the Waiver Committee power and authority to grant waivers, with an instruction that the Committee, or any of its members or the Executive Director, may request Board review of any given waiver, the following action taken by the Waiver Committee was included in the Board's meeting materials:

Working Rule #8--Writers Guild of Canada (WGC)/Various Projects -- granted 27 separate waivers, each on a non-precedential basis, to permit members to accept employment as writers on various series and/or projects under the terms and conditions of the WGC Independent Producers Agreement ("WGC-IPA") based on the following conditions: (1) the corporate entity must be signatory to the WGC-IPA Letter of Adherence; (2) the project must meet "Canadian content" requirements and must be certified by the Canadian Audio Visual Certification Organization or the Canadian Radio and Television Commission; (3) the project cannot be a co-production with a U.S. company; (4) the writer must receive at least minimum compensation pursuant to the WGA Minimum Basic Agreement ("WGA-MBA") in effect at the time such services are performed; (5) residuals are to be paid pursuant to the terms of the WGA-MBA; however, that portion of the minimum WGC Production Fee (inclusive of the WGC Script Fee), which exceeds WGA minimum, may be applied as an advance against such WGA residuals; additional monies owed for residuals are to be sent to the WGA for disbursement to the writer, and the Producer must agree to provide the WGA with Script Fee, Production Fee and budget information as well as the date on which payments are made; (6) notice of writing credits must be sent to the WGA as well as the WGC; (7) in addition to any requirement by the WGC, the Producer must provide the WGA with a copy of the writer's contract; (8) the Producer must agree to adhere to the provisions of Article 17 (Pension Plan and Health Fund) of the WGA-MBA then in effect with respect to making Pension and Health Fund contributions on the writer's behalf; the Producer must become signatory to Article 17 of the WGA-MBA for the exclusive purpose of making such pension and health contributions to the WGA Pension Plan and WGA Health Fund; (9) in the event the writer is engaged to perform services for Producer in an additional capacity (i.e., story editor, creative consultant, producer, etc.), the Producer must agree that the following will apply: (a) the writer's weekly compensation must not be less than the minimum set forth in Article 14.K. of the WGA-MBA; (b) Pension and Health contributions must be made to the WGA Pension and Health Fund on the writer's behalf based on such weekly compensation; and (c) the writer will be accorded credit on screen pursuant to the provisions of Television Schedule A of the WGA-MBA; and (10) the Producer will notify the Guilds in the event of any corporate and/or structural name changes or additional series order or extensions (if applicable).

ENFORCEMENT REPORT

In accordance with the 1998-99 Board Rules, Director of Contracts Administration Grace Reiner presented a written monthly report on new and continuing initiatives to enhance the Guild's enforcement of MBA obligations. These focus on approaches that do not require individual writers to press a claim through the Guild's traditional grievance and arbitration system.

MEMBERSHIP REPORT

In accordance with the 1998-1999 Board Rules which delegate to the Membership-Finance Committee the power and authority "to admit writers to membership who meet Constitutional requirements and to use its discretion in marginal cases which might require waiver or interpretation, with the understanding that any member of the Committee or the Executive Director may

request Board review of any item," a copy of the Membership Report was included in the Board's meeting materials.

NEW BUSINESS

"100 Greatest Places to Work with a Law Degree"

General Counsel Doreen Braverman reported that the Writers Guild of America has been named in a recently published book as one of the "100 Greatest Places to Work with a Law Degree."

Diversity Symposium

President Daniel Petrie, Jr. reported on the Diversity Symposium sponsored by the Writers Guild of America, west and held on Monday, October 26, 1998 at the Guild's headquarters. The symposium brought together individuals from the media and entertainment communities with officials from the United States Department of Labor. A press conference was held at 1:00 pm in the Writers Guild Theater to announce the results of the Hollywood Writers Report, also called the Bielby Report. Mr. Petrie noted that the report, covering the years 1993 through 1997, shows that modest gains were made toward narrowing the wage gap faced by women and minority writers. There is, however, a continuing typecasting of minority writers who are still largely limited to writing material for minority characters. There has been a decrease in employment for writers over 50 and no significant employment gains for women.

The Gap

Vice President John Wells asked staff to gather information regarding "The Gap" in preparation for the December Strategic Working Group Meeting. The subject of the December meeting will be Pension and Health Fund issues. Mr. Wells would like the information gathered to focus on how many years, on average, a writer receives coverage before falling out of the plan because of age-related unemployment. Considering writers between the ages of 45 and 60, at what age do members lose their coverage? Ann Widdifield will forward this request to Rocco Calabrese, the Plan Administrator, and will report back to the Board at a future date. Paul Nawrocki will compile similar information for the Writers Care Program and also report back to the Board at a future date.

Mr. Wells requested that this information be provided in the November Board packet, if possible, so that Board members can review it before the Strategic Working Group meeting on December 14.

Mr. Wells also requested that the results of the recently conducted written survey about age discrimination in Written By Member News be included as an information item for the next Board meeting.

Member Services Department

John Wells requested a short written report be provided to the Board on the status of the Member Services Department at the next Board meeting.

The meeting was adjourned at 10:20 pm.

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