

**BOARD OF DIRECTORS**  
Monday, October 30, 2000 -- 4:30pm

PRESENT: John Wells  
Daniel Petrie, Jr.  
Michael Mahern  
Ron Bass  
Jonathan Estrin (by telephone)  
Dennis Feldman  
Terry Curtis Fox  
Carl Gottlieb  
Charles D. Holland  
Irma Kalish  
Don M. Mankiewicz  
Charles Edward Pogue  
David W. Rintels  
Victoria Riskin  
Patric M. Verrone  
Bryce Zabel

ALSO  
PRESENT: John McLean  
Cindy Bendat  
Doreen Braverman  
Gerry Daley  
Mary Devlin  
Barbara Ditlow  
Don Gor  
Phil Haggood  
Bea Holloway  
Laura Legge  
Lisa Levacy  
Sharline Liu  
Chuck Marchese  
Lew Moore  
Paul Nawrocki  
Jenny Park  
Grace Reiner  
Cheryl Rhoden  
Chuck Slocum  
Kay Schaber  
Richard Stayton  
Zara Taylor  
Ann Widdifield  
Countess Williams  
  
Robert Hadl

ABSENT: Callie Khouri  
Brenda Lilly  
Ann Marcus

Vice President Daniel Petrie, Jr., called the meeting to order at 4:52pm.

MINUTES

It was

MSC to approve the Minutes of the October 2, 2000 Board meeting as presented.

Vote: Unanimous (Bass, Feldman, Fox, Holland, Kalish, Mahern, Mankiewicz, Pogue, Riskin, Rintels, Verrone, Zabel)

(Mr. Estrin joined the meeting by telephone at 5:54pm.)

## OFFICER-DETERMINED MATTERS

In accordance with the 2000-2001 Board Rules granting the Officers authority and discretion preliminarily to decide certain matters, the following Officers' actions were reported in writing:

### a. **Discussion/Approval Items**

- (1) Appointment of West Members to Joint East/west Committee on Common Voting and Membership Standards (Confidential) – [*Background: At the 10-2-00 Board meeting, Mr. Petrie presented the following recommendation from the 9-18-00 National Council Meeting: "That WGAw and WGAE form a joint committee to consider common membership requirements and common voting standards. As proposed, the joint committee would be composed of six members (two members of the National Council from each Guild and one other member of each Guild) and the parameters for joint committee discussions would be membership requirements, currency rules, lifetime currency, and voting eligibility. Committee discussion would also include categories of membership. A quorum for meetings would be four members, two from each Guild. A report would be issued to the Board and Council within 18 months." The Board voted unanimously "to approve (1) the creation of a Joint Committee on Common Voting and Membership Standards..., and (2) the appointment of two WGAw National Council delegates and one additional member to the Joint Committee.... It was noted that the Officers would return to the Board with recommendations for WGAw's appointments to the Joint Committee."*]

The Officers made the following appointments to the Joint Committee on Common Voting and Membership Standards: WGAw National Council members Daniel Petrie Jr. and Victoria Riskin; and the Chair of our Membership and Finance Committee, WGAw Secretary-Treasurer Michael Mahern.

- (2) Request for Article in Member News (Confidential) – [*Background: It was reported in the press on 10-24-00 that Washington, D.C.-based law firm Sprenger & Lang had filed one or more lawsuits in federal court in Los Angeles on the previous day.*]

Larry DiTillio, Chair of the Age Awareness Committee, has made a request to publish an article about the Sprenger & Lang lawsuit and efforts to support the litigation in *Written By Member News* and to post it on the Members Only section of the WGAw website.

After discussion, the Officers instructed staff that Mr. DiTillio be informed that the Guild would publish a version of his proposed article as a letter to the editor in *Written By Member News*, which would be followed by an editor's comment reiterating the Board's customary disclaimer of Guild involvement in Sprenger & Lang's lawsuit. Since *WBMN* is posted on the Guild's web site in the regular course of business, the Officers did not need to take action on this part of Mr. DiTillio's request.

- (3) 2001 North Award (Confidential) – [*Background: The Edmund H. North Award is "presented to those members whose courageous leadership, strength of purpose and continuing selfless activity in behalf of the Guild through the years, as well as professional achievement of the highest order, have served to establish the Writers Guild of America as a pillar of strength and security for writers throughout the world."*

*Addendum D of the 2000-2001 Board Rules calls for the Board representative(s) each year to "contact previous North Award recipients and the Guild's Officers to see if they have any recommendations for the Award. As part of its regular business, with or without recommendations, the Board itself will decide whether or not and to whom the North Award might be given."*]

The Officers recommended that no Edmund H. North Award be given in 2001.

Years in which the award was given and recipients of the award follow:

WINNERS, EDMUND H. NORTH FOUNDERS AWARD		WINNERS, FOUNDERS AWARD	
1991	Daniel Taradash	1967	Charles Brackett and Richard Breen
1992	William Ludwig	1971	Lamar Trotti
1994	John Furia, Jr.	1974	Ranald MacDougall
1999	Frank Pierson	1975	James R. Webb
		1985	Mary McCall, Jr.

- (4) Strike List – The Officers removed ANDREW BRAUNSBURG PICTURES INC. and ANDREW BRAUNSBURG, PRINCIPAL, from the Strike List as the Arbitration Award obtained by the Guild is being honored.

**b. Scheduling Items**

- (1) Board Committee meetings rescheduled from 10-30-00 to 1-3-01; and  
(2) Evaluation of Board Committee System and Biannual Board Committee Reports rescheduled from 12-4-00 to 1-29-01.

These adjustments will allow new Board members to participate in at least one Board Committee meeting prior to evaluating the effectiveness of the Board Committee System.

- (3) Scheduling of Next Joint Board/Council Meeting – pending  
(4) Seek to schedule next National Council Meeting for November 2000

**c. Information Items**

- (1) Results of Pattern of Demands Vote – The WGAw and WGAE memberships voted to approve the Pattern of Demands as the basis for Writers Guild proposals for the negotiation of the 2001 WGA MBA, as follows. Each Guild’s Tellers Committee counted ballots on 10-23-00.

	<u>Approve</u>	<u>Disapprove</u>
COMBINED TOTALS:	89%	11%

**(Approval of the Pattern of Demands required a majority of the valid votes cast by the combined members of WGA west and WGA East.)**

- (2) 11-20-00 SWG on Negotiations  
(3) Diversity – Fall Show Statistics – The Officers noted the Fall show statistics and asked that a revised written report be included in the Board’s meeting materials.

At the Secretary-Treasurer’s request, revisions were made to the report and revised copies were handed out at the meeting.

**d. 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; “The Gap”; free rewrites; agency; educational

programs for members; and negotiations-related issues.

e. **Future Meetings**

**Board Meetings:** At 4:30pm on the following Mondays: Dec 4; Wed, Jan 3, 2001\*\*;  
Jan 29, Feb 26\*\*, Mar 26.

**Officers' Meeting Dates:** At 9:30am on the following Wednesdays: Nov 29, Dec 13,  
Jan 24, Feb 21, Mar 21.

**SWG Meeting Dates:** At 6:30pm on the following Mondays (unless otherwise  
indicated): Nov 20 -- Negotiations, Dec 18 – P&H Matters; Feb 12 and Apr 16.

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\*Board Committee meeting dates

On Tuesday, October 24, 2000, President John Wells, Vice President Daniel Petrie, Jr., Secretary-Treasurer Michael Mahern, Executive Director John McLean, General Counsel Doreen Braverman, Director and Special Counsel Member Services Countess Williams, Executive Coordinator Lisa Levacy, and Board Secretary Barbara Ditlow met beginning at 9:31am. The President left the meeting at 10:21am. [The Officers participated by telephone.] The meeting was adjourned at 10:35am.

(Mr. Gottlieb entered the meeting at 5:56pm.)

APPROVAL OF BOARD RULES

[Background: At its 10-2-00 meeting, in order to allow time for new Board members to study and familiarize themselves with the Board Rules before approving them for this Board's term of one year, the Board voted unanimously to adopt the 2000-2001 Board Rules as presented to be in effect for that meeting through the next regular Board meeting.]

It was

M(Fox)SC to adopt the 2000-2001 Board Rules as presented.

Vote: Unanimous (Bass, Feldman, Fox, Gottlieb, Holland, Kalish, Mahern, Mankiewicz, Pogue, Riskin, Rintels, Verrone, Zabel)

QUARTERLY FINANCIAL REPORT

Secretary-Treasurer Michael Mahern presented the Quarterly Financial Report and answered a Board member's question.

(President John Wells joined the meeting at 5:01pm.)

Mr. Mahern read a Resolution to the Board regarding a change in the trust company for the employees' 401(k) program.

It was

MSC to adopt the following resolution:

RESOLVED, That WGAw has previously adopted a 401(k) Retirement Plan

("Plan") and is the Plan Administrator of the Plan;

RESOLVED, That WGAw desires to remove Capital Bank and Trust Company and designate Orchard Trust Company as the new Trustee for the Plan and Trust;

RESOLVED, That the Secretary-Treasurer is hereby authorized and directed to pay the Trustee(s) under the WGA's 401(k) Plan, such sum or sums in accordance with the terms of said Plan from year to year until otherwise directed by this Board.

Vote: Unanimous (Bass, Feldman, Fox, Gottlieb, Holland, Kalish, Mahern, Mankiewicz, Pogue, Riskin, Rintels, Verrone, Zabel)

#### NEGOTIATIONS (CONFIDENTIAL)

Update on Events – The President and Executive Director John McLean updated the 10-2-00 report to the Board on negotiations-related matters. Lengthy discussion ensued.

(Mr. Mahern left the meeting during the above discussion.)

Contract Issue – Assistant Executive Director Paul Nawrocki informed the Board of a particular pending matter.

It was

M(Gottlieb)SC that the Board accept staff recommendations regarding this matter.

Vote: Unanimous (Bass, Feldman, Fox, Gottlieb, Holland, Kalish, Mankiewicz, Petrie, Pogue, Riskin, Rintels, Verrone, Zabel)

#### SCREEN LAUREL AWARD (CONFIDENTIAL)

Mr. Feldman, one of the Board Representatives to the Honorary Awards Committees, informed the Board regarding the Screen Laurel Award Committee's recommendation, and

it was

MSC to approve the Screen Laurel Award Committee's recommendation for the recipients of the 2001 Screen Laurel Award.

Vote: Unanimous (Bass, Feldman, Fox, Gottlieb, Holland, Kalish, Mankiewicz, Petrie, Pogue, Riskin, Rintels, Verrone, Zabel)

#### NEW BUSINESS (See "NEW BUSINESS" below)

Strike List – After the President called the Board's attention to the matter,

it was

MSC to remove an individual, A. JERROLD PERENCHIO, from the Strike List as he has paid damages to the Guild and his company has executed the 1998 WGA MBA.

Vote: Unanimous (Bass, Feldman, Fox, Gottlieb, Holland, Kalish, Mankiewicz, Petrie, Pogue,

## INTERNATIONAL ACTIVITIES

Report on French Activities: Board members Carl Gottlieb and Irma Kalish and Assistant Executive Director Ann Widdifield represented the WGAw in France.

1) Franco-American Cultural Fund Board Meeting - 10/24/00 [*Background: For several years the Guild has participated in the Franco-American Cultural Fund. According to French law, the Fund is financed by a portion of blank tape royalties collected in France to develop creative endeavors, promote cultural events and train artists. Other participants include DGA, MPA and SACEM.*]

Mr. Gottlieb reported on the work of the Fund. He reported that, among other things which arose at the meeting: (1) the participants reviewed the budget for Fund activities for the past year and for 2001; (2) it is projected that funding will increase in the next year due to the increase in the participants' share of foreign levies in France; and (3) a new program will be considered which will promote young independent American filmmakers (to be funded initially by a loan from SACEM.) Ms. Kalish reported that the Fund sponsors wonderful programs for writers and that American writers have participated in these programs.

(Mr. Estrin's telephone participation ended at 7:01pm.)

2) Beaune Film Forum, 10/26-29/00 [*Background: This is one of the activities funded by the Franco-American Cultural Fund. Activities at the Forum include panel discussions.*]

Mr. Gottlieb and Ms. Kalish reported that, among other things, this year's Forum included panel discussion of the development process of films and scripts. Mr. Gottlieb reported that this year there seemed to be less anti-American sentiment at the festival and more interest in adapting to Hollywood's practices.

Report on New Zealand Meetings [*Background: In addition to the WGAw, which was represented by Board members Michael Mahern, Dennis Feldman and Terry Curtis Fox and staff member Laura Legge, members of the International Affiliation of Writers Guilds are the Australian Writers Guild; New Zealand Writers Guild; Societe des auteurs de radio, television et cinema; Writers Guild of Canada; Writers Guild of Great Britain; and Writers Guild of America, East.*

*The following IAWG Declaration (which came to be known as the "Auckland Declaration") was adopted at an Affiliation Conference in Auckland, New Zealand, on 10-17-00: "The members of the International Affiliation of Writers Guilds reaffirm, in the strongest possible terms, their mutual commitment of support during negotiations and industrial action. To the greatest extent permitted by contract and law, the guilds pledge to honor work stoppages, publicize information about work stoppages to their respective memberships, and to lend all aid possible to each other in support of negotiating goals. The member guilds pledge to work together in each jurisdiction to improve conditions for writers of all jurisdictions."*]

Mr. Fox's report on discussions at the October 16-20, 2000 IAWG meeting in Auckland, New Zealand, included elaboration on the "Auckland Declaration" and attendance of the non-member Irish Writers Guild.

## AGENTS/PERSONAL MANAGERS ISSUES (CONFIDENTIAL)

President John Wells gave an update on this matter and answered a Board member's question.

NEW BUSINESS (See "NEW BUSINESS" above)

Appointments to Trial Committee Pool (Confidential) – General Counsel Doreen Braverman informed the Board of the need for further expansion of the Trial Committee pool beyond the names submitted by the Board on 8-28-00.

It was

MSC to delegate to the Officers the authority to make further appointments to the Trial Committee pool.

Vote: Unanimous (Bass, Feldman, Fox, Gottlieb, Holland, Mankiewicz, Petrie, Pogue, Riskin, Rintels, Verrone, Zabel)  
Abstain (Kalish)

#### WRITTEN REPORTS (CONFIDENTIAL)

The following reports were presented from the postponed Public Presence Committee Meeting:

Contracts Dept. and Enforcement Task Force – The report was accepted without discussion.

Legal Services Dept., including Claims – The report was accepted without discussion.

Residuals Dept., Collections – The report was accepted without discussion.

Free Rewrites, The Guild Is The Bad Guy – The report was accepted without discussion.

#### ENFORCEMENT REPORT (CONFIDENTIAL)

In accordance with the 2000-2001 Board Rules, Director of Contract 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.

#### WAIVER COMMITTEE ACTION

In accordance with the 2000-2001 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 -- the Waiver Committee granted 18 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 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; (3) 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; (4) notice of writing credits must be sent to the WGA as well as the WGC; (5) in addition to any requirement by the WGC, the Producer must provide the WGA with a copy of the writer's contract; (6) 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; (7) 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; if the writer is also engaged as a story editor, the Pension and Health contributions are to be made on 100% of the weekly compensation even if such weekly compensation exceeds Article 14.K. minimum; and (c) the writer will be accorded credit on screen pursuant to the provisions of Television Schedule A of the WGA-MBA subject to approval by the Canadian Audio Visual Certification Organization; and (8) the Producer will promptly notify the Guilds in the event of any corporate and/or structural name changes or additional series order or extensions (if applicable).

"Holiday Heart"/Showtime Networks, Inc. – granted a waiver to screen the film on a one-time-only non-precedential, non-citable basis at the Denver International Film Festival, October 20, 2000, contingent upon the following conditions: (1) Approval must be received from the credited writer of the film; (2) the credited writer must receive a total sum equal to 2% of the theatrical use payment for the screening, such payments not to apply against the full theatrical release payment in the event of further theatrical uses of the film; (3) recognition is given (in the program, if possible, otherwise orally) to both the WGA and the writer for having granted permission for the screening; (4) no monies of any kind are being paid to Showtime Networks, Inc. or any other company, producers or other individuals providing the film; and (5) the writer will be afforded the same courtesies and invitations as the director of the film including, but not limited to, attending the screening.

"Looking for Lost Bird"/De La Salle Education Center – *[Background: As reported in the 8-28-00 Board Minutes, a waiver was granted for a one-time-only screening of the above-referenced film at the De La Salle Education Center on 11-9-00, contingent upon specific conditions.]*

At the request of representatives of the De La Salle Education Center, the waiver committee reconsidered the waiver previously granted "Looking for Lost Bird" on 11-9-00 and voted not to modify the waiver.

"When Andrew Came Home"/Lifetime Television – granted a waiver to screen the film on a one-time-only non-precedential, non-citable basis at the Marco Island Film Festival, October 21, 2000, contingent upon the following conditions: (1) Approval must be received from the credited writer of the film; (2) the credited writer must receive a total sum equal to 2% of the theatrical use payment for the screening, such payments not to apply against the full theatrical release payment in the event of further theatrical uses of the film; (3) recognition is given (in the program, if possible, otherwise orally) to both the WGA and the writer for having granted permission for the screening; (4) no monies of any kind are being paid to Lifetime Television or any other company, producers or other individuals providing the film; and (5) the writer will be afforded the same courtesies and invitations as the director of the film including, but not limited to, attending the screening.

“Port Charles”/ABC – in order to accommodate the writer’s schedule, granted a waiver to permit the writer to write no less than 6 scripts over a 13-week cycle and is granted for one additional 13-week cycle only.

Low Budget Waiver: “Going Greek”/Fraternity Films, LLC – granted a waiver for two writers to work for the Company under modified terms from those contained in the WGA MBA. The writers will be permitted to sell their original screenplay entitled “Going Greek” under a contract that defers the MBA minimum initial compensation of \$31,716 until “first revenues” are received on the project from any source, including but not limited to revenues received from any licensing and/or distribution deals.

The waiver is granted based upon the following conditions: (1) This waiver is granted based on material representations made in various telephone conversations by representatives of this project to WGA personnel as well as representations contained in documents forwarded to WGA personnel, including the fact that one of the writers will receive 20% of the film’s net profits. (2) The Company must become signatory to the 1998 MBA. This waiver is contingent on completion of the signatory process. (3) All other MBA provisions, including but not limited to, credits, residuals, separated rights, pension and health, and grievance and arbitration provisions, apply in their entirety.

In addition, the writers are free to negotiate and contract for better terms and conditions of employment than those contained in the MBA. (4) The Company has provided a copy of the script and budget to the WGA. With regard to the budget, the Company represents that the WGA has received a copy of the approved budget upon which production will commence, and the WGA will later receive a copy of the final budget indicating the total amount spent to complete the film. In providing budget information to the Guild, the Company certifies that the information contained therein is accurate. (5) This waiver is contingent upon the budget amount spent to complete the film remaining below \$400,000. If the amount spent to complete the film goes above \$400,000, full MBA minimum compensation plus applicable pension plan and health fund contributions are immediately due and payable. (6) The writers and/or the WGA shall have the right to request an accounting at any time and shall have the right to audit, inspect and photocopy records related to the costs and revenues of the project. In the event the audit discloses that payments are due the writers, the Company must pay the full cost of the audit. (7) If the project is sold or licensed for distribution to another company, the Company shall complete all relevant MBA assumption agreements and send copies of the assumption agreements to the WGA Signatories Department. (8) The WGA shall be notified of the Company’s contractual arrangements with any other Guilds, and upon request, the WGA shall be provided with documents related to those contractual arrangements. (9) Absent a separate waiver, any other writers hired by the Company on this or any other project, now or in the future, shall be hired under the standard terms of the MBA. This waiver is non-precedential and is part of an experimental program by the WGA.

## MEMBERSHIP REPORT

In accordance with the 2000-2001 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.

After the meeting was adjourned at 7:25pm, approximately 35 Screen Actors Guild negotiators, board members and strike captains joined WGAw Board members for dinner and celebration of the end of SAG's six-month strike against the advertising industry.

**2000-2001 WGAw BOARD OF DIRECTORS**

**ABSENTEE RECORD from 9/25/00**

- \* John Wells.....
- \* Daniel Petrie, Jr.....
- \* Michael Mahern.....
- Ron Bass.....
- \* Jonathan Estrin.....
- Dennis Feldman.....
- \* Terry Curtis Fox.....
- Carl Gottlieb..... 9-25.....10-2
- Charles D. Holland.....
- \* Irma Kalish.....
- Callie Khouri..... 10-30
- Brenda Lilly..... 10-2.....10-30
- \* Don M. Mankiewicz..... 9-25.....10-2
- \* Ann Marcus..... 10-30
- \* Charles Edward Pogue.....
- David W. Rintels.....
- \* Victoria Riskin.....
- \* Patric M. Verrone.....
- Bryce Zabel.....

\*Term expires September 2001