

## CHINA SILICON VALLEY BUSINESS DEVELOPMENT

### Special Meeting of the Board of Directors

September 3, 2014  
5:00 p.m. Pacific Standard Time  
2550 Hanover Street, Palo Alto, CA 94304

Directors Present: Victor Wang  
Stephanie Xu  
Thomas M. Shoesmith

Directors Absent: None

Present by Invitation: Wendy Xue, Richard Traverso and Beidi Zhang

Tom Shoesmith, as the Secretary of the Corporation, welcomed those in attendance and called the meeting to order. The Directors asked Mr. Shoesmith to keep the minutes of the meeting.

#### 1. **NOTICE OF MEETING**

Mr. Shoesmith noted that all Board members were present at the meeting. Each Board member waived notice of this Special Meeting. Mr. Shoesmith distributed an agenda for the meeting, a copy of which is attached to these Minutes. The agenda was discussed and no changes were suggested by any member of the Board.

#### 2. **APPROVAL OF MINUTES**

Mr. Shoesmith distributed copies of Minutes of a Special Meeting of the Board on October 27, 2013, and his email summarizing a telephonic meeting of the Board on August 7, 2014. After discussion, motion duly made and seconded, the reading of the Minutes and the summary was dispensed with, both were unanimously approved as written, and the Secretary was instructed to place the same in the records of the Corporation.

#### 3. **DISCUSSION WITH GUESTS**

The Board welcomed a number of CSV volunteers. Ms. Xu stated that some of the volunteers present wished to discuss their impressions of the operation of CSV generally and of the 2014 Mayors' Trip to China specifically. An open discussion followed for about 120 minutes. At the conclusion of the discussion, the guests excused themselves and left the meeting.

#### 4. **UPCOMING EVENTS**

The Board had a brief discussion about upcoming events. CSV will co-host the US-China Governor's Forum in November at the request of the California-China Trade Council. Mr. Wang asked if CSV would co-sponsor an event which his consulting firm is organizing on September 17, 2014. Ms. Xu stated she did not think it would be appropriate. No vote was taken and accordingly CSV will not co-sponsor Mr. Wang's September 17 event.

5. **UNFINISHED BUSINESS**

There were no motions from prior meetings which were postponed for action to this meeting.

6. **NEW BUSINESS**

Mr. Shoemsmith asked the Board members if there are any items of new business to take up. The following matters were then discussed.

7. **SCHEDULE OF BOARD MEETINGS; OPEN MEETINGS**

The Board discussed the advisability of having regular monthly meetings of the Board and making one meeting in each calendar quarter open to CSV volunteers and the public. After discussion, upon motion duly made and seconded and unanimously carried, it was:

RESOLVED, that the Board will hold a Regular Meeting, as contemplated by Article 4.3 of the Bylaws, on the last Wednesday of each month, at 5:30 pm, at the offices of Pillsbury Winthrop Shaw Pittman LLP, 2550 Hanover Street, Palo Alto, CA, or such other place and time as may be set by the Board in the immediately preceding Regular Meeting; and

RESOLVED FURTHER, that the first Regular Meeting in each calendar year will be the Annual Meeting of the Corporation, as contemplated by Article 4.1 of the Bylaws; and

RESOLVED FURTHER, that the first Regular Meeting in each calendar quarter will be open to CSV volunteers and members of the public;

RESOLVED FURTHER, that this schedule of meetings, including an indication of which meetings are open to the public and the time and place of such open meetings, will be posted on the CSV website; and

RESOLVED FURTHER, that unless specifically resolved by the Board, the Minutes of all meetings of the Board of Directors should be made readily available to all CSV volunteers.

8. **AMENDMENT OF BYLAWS TO PERMIT SHORTER NOTICE FOR SPECIAL MEETINGS**

The Board discussed the need to permit special meetings of the Board to be called on several days' notice rather than more than six weeks' notice as currently provided in the Bylaws. After discussion, upon motion duly made and seconded and unanimously carried, it was:

RESOLVED, that Article 4.8 of the Bylaws be and is hereby amended to strike the words "forty-eight (48) days" and replace them with "forty-eight (48) hours".

9. **KEY STAFF POSITIONS**

The Board discussed the need to have a written and agreed-upon list of senior volunteer positions and who occupies them. The Board agreed to discuss this again at its next meeting.

**10. ADOPTION OF CSV POLICY MANUAL**

The Board discussed the need for a clear statement of policy on certain matters, including the regularity of Board meetings, coordinated communications with third parties, and co-branding or co-sponsoring events organized by third parties. After discussion, upon motion duly made and seconded and unanimously carried, it was:

RESOLVED, that Mr. Shoosmith will circulate to the Board a draft Policy Manual for the Board's consideration and further discussion; and

RESOLVED FURTHER, that the Policy Manual be a "living document" subject to consideration, reconsideration and amendment at any time, and that it should be posted on the CSV website.

**11. EXPANSION OF BOARD OF DIRECTORS**

The Board discussed the advisability of expanding its membership to five, as authorized by Article 3.4 of its Bylaws. Ms. Xu stated she did not feel it was appropriate to expand the size of the Board at this time. After discussion, upon motion duly made and seconded and carried by a majority vote of Directors present, it was:

RESOLVED, that the number of Directors of the Corporation be expanded from three to five members.

**12. COMPLAINT FROM SPONSOR**

The Board acknowledged receipt of correspondence from one of the sponsors of the recent Silicon Valley Mayors' China trip, expressing dissatisfaction with several aspects of the trip. The Board discussed the matters raised by the sponsor in the correspondence and asked Mr. Shoosmith, as counsel to CSV, to communicate with the sponsor with a view to exploring a resolution of the matter.

**13. DATE OF NEXT MEETING**

The next Regular Meeting of the Board will be held at 5:30 p.m. on Wednesday, September 24, 2014, at the offices of Pillsbury Winthrop LLP, 2550 Hanover Street, Palo Alto, CA. This is an open meeting and volunteers and members of the public are cordially invited to attend.

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There being no further business to come before the meeting, on a motion duly made and seconded and unanimously carried, the meeting was adjourned.

Dated: \_\_\_\_\_, 2014

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Thomas M. Shoesmith  
Secretary of the Meeting

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### AGENDA

1. Welcome and Call to Order
2. Approval of the Minutes of Prior Meetings
3. Open Discussion
4. Upcoming CSV Events
5. Financial Report
6. Unfinished Business
7. New Business
8. Date of Next Board Meeting