

Ethics and Elections Committee Mid-Year Report 2023  
July 2023 - ARRL Board Meeting

Kristen McIntyre, K6WX, Chair  
Jeff Ryan, K0RM, Member  
Carl Luetzelschwab, K9LA, Member

This is a report of the activities of the 2023 Ethics and Elections Committee (E&E) to inform the ARRL Board of Directors at the midpoint of its service. The report will cover **Issues**, which is a sanitized summary of what has come before E&E and what actions were taken, and **Elections**.

This has been a relatively quiet period for E&E, when compared to the reports of other years. This is particularly so for election issues. We started the 2023 term with an orientation meeting that included the 2022 E&E members in order to transfer the knowledge, wisdom, and documentation from the prior year to the current committee. This meeting was very successful and gave the 2023 committee a firm foundation to start their work. It is the intention of the Chair to introduce motions in January 2024 to formalize this transfer process.

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## Issues

- Some pending issues and information gathering left over from 2022 surrounding conflicts of interest and fiduciary responsibilities of a Director were obviated by changes in circumstances. A third party was making legal threats against this Director, which necessitated gathering an understanding of potential legal entanglements. Several communications were initiated with this third party to understand the status of any potential litigation. The Chair discussed the implications of this matter with Connecticut Counsel. After the change in circumstances, the Chair met with Connecticut Counsel again to ascertain if there were any outstanding legal and / or financial liabilities to be considered. Documentation was transferred to attorneys at Murtha Cullina to assist in evaluating those potential liabilities. A timeline of actions and been compiled and internet postings have been archived, in case this becomes relevant again. An internal report on the matter will be compiled for the record.
- E&E received a communication from the CEO regarding inappropriate interaction by a Director with HQ staff. The committee decided that this situation, while egregious, would only warrant further action if the behavior continued.
- The CEO contacted E&E for an opinion on a matter that arose during the International DX Convention in Visalia. There was not enough direct information to make a determination if there was any action for E&E to take. This matter was deferred pending any additional information becoming available.
- The CEO contacted E&E with a complaint that a Director was in possession of confidential financial information about ARRL that appeared on the internet, posted by another party outside the ARRL Board. A call was initiated with E&E, the CEO, and Connecticut Counsel to discuss the implications. It was made clear that dissemination of information deemed *Confidential* by the CEO is a violation of the fiduciary duty of care by Directors. Investigation of this matter is ongoing.

- E&E met with the CEO and the 2022 E&E members to discuss whether the general disposition of past E&E matters are confidential, or whether they can be discussed outside the committees in certain circumstances. Such circumstances might include when the truth of a given matter was at stake. It was decided that this was very circumstantial and needed to be discussed on a case-by-case basis.
- The Chair was contacted by a Director asking if a committee could demand that a draft motion be provided to that committee for review. The conclusion was that there was no basis for a demand from a committee to review any motion draft that a director was working on or reviewing with other Directors.
- E&E was asked to review the eligibility of the appointment of the new Hudson Division Vice Director. E&E unanimously confirmed that Ed Wilson, N2XDD, was eligible.
- The CEO requested advice regarding whether acknowledgment of a Director or Vice Director's accomplishments in publications outside QST during an election cycle constituted an unethical endorsement of said candidate. E&E determined that, while not technically prohibited, any appearance of endorsement should be avoided.
- A Director contacted E&E to ask about solicitation of nomination petition signatures at an ARRL sanctioned hamfest. It was determined that if ARRL reimbursed any expenses for that hamfest to the Director in question, those signatures would be invalid.

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## Elections

- The committee received the 2023 election calendar from CFO Middleton on 3/20. Ms. Middleton was designated as the HQ liaison to E&E for election matters.
- The Chair met with the HQ liaison to discuss whether to accelerate the timetable for a fuller transition to electronic balloting for director and vice director elections. At that time, it was decided to investigate that acceleration. Further review after pricing was obtained indicated that it was not financially prudent to accelerate the timetable.
- An updated election calendar was received from the HQ liaison on 6/2 which highlighted the actions that must be taken by E&E and when they need to be taken.

As of the time of this report, approval of Director and Vice Director candidacies for the 2023 election cycle is pending information from HQ.