



**CAMTC Board of Directors Meeting**

**MINUTES – OPEN SESSION**

**October 11, 2023  
Andaz Napa  
1450 First Street  
Napa, CA 94559**

Directors Present: *Mike Callagy, Shana Faber, Sara Frazier, Jennifer Gonzales, Michael Marylander, Bernadette Murray, Martha Soffer*

Directors Absent: *Mark Dixon, Jeff Forman, Heather Forshey*

Staff Present: *Ahmos Netanel, CEO; Beverly May, Director of Governmental Affairs, Human Trafficking and IT; Rick McElroy, Director of Law and Code Enforcement Relations; Roberta Rolnick, Outreach Director; Joe Bob Smith, Director of Educational Standards Division; Jennifer Swartzel, CFO; Sharla Maxey, Legal Secretary/Paralegal*

General Counsel: *Jill England*

Special Counsel: *Alison Siegel*

**1. Call to Order, roll call and establish quorum**

Vice Chair Mike Callagy, acting as Chair in Jeff Forman's absence, called the meeting to order at 9:00 a.m. and established a quorum.

**2. Introduction of new Board members**

Mr. Callagy welcomed everyone to the meeting and introduced two new CAMTC Board members.

Jennifer Gonzales has been the Chief of Police for the City of Napa for almost nine years and in law enforcement for thirty years. Chief Gonzales was appointed to the Board by the California Police Chiefs Association.

Martha Soffer has been in massage therapy for thirty-five years and practices and owns a spa in Los Angeles and is grateful to be a part of the Board. Ms. Soffer was appointed to the Board by Hands On Trade Association.

All members of the Board and staff introduced themselves to the new Board members.

Two members of the public introduced themselves: Kimberly Austin, CMT in Fair Oaks, California and Mai Lin Petrine, Director of Legal and Regulatory Affairs for FSMTB.

### **3. Chair's Comments**

The Chair welcomed everyone and went over the Rules of Debate for CAMTC meetings.

### **4. FSMTB annual meeting delegate report**

Mr. Netanel reported that he represented CAMTC as a Delegate at the FSMTB annual meeting when the Chair was unable to attend. Mr. Netanel referred to the report in the Board packet.

CAMTC had proposed 4 amendments to the FSMTB bylaws. The amendments were for the purpose of increasing transparency, facilitating communication between Member Boards, and increasing fairness and consistency in the elections process. None of the 4 CAMTC amendments were approved by the FSMTB members.

Mr. Netanel then gave an opportunity to those who attended the meeting to share their experience at the meeting.

It was noted that the Louisiana Member Delegate made a motion to change the election process from a two-tiered approach that allowed some candidates to be voted on twice, to a more democratic process. However, the FSMTB Board Chair and their General Counsel declared the Louisiana motion "out of order" and would not let it be debated or voted on.

Those who attended expressed disappointment in the FSMTB Board's refusal to allow the Louisiana motion regarding the election process and the failure of the CAMTC bylaw amendments to be approved.

Ms. Petrine from FSMTB stated during public comment that they will be sending a written

response to CAMTC with respect to some of the information contained in Mark Dixon's report regarding what occurred at the FSMTB meeting.

**5. Selection of an "anti-human trafficking" organization that will be granted the right to appoint a representative to the Board**

Mr. Netanel reported that CAMTC sent letters in August to all the entities entitled to nominate a representative to the Board. For the anti-human trafficking position, the CAMTC Board previously selected an organization based in Southern California called Journey Out to be the organization that appoints a representative for the CAMTC Board. Journey Out received a letter asking them to appoint a representative, but we did not hear back from them. We do appreciate all the years they provided a representative to the CAMTC Board, but at this point, the Board needs to consider appointing a different anti-human trafficking organization as the appointing entity for CAMTC's Board. Mr. Netanel noted that there are many fine anti-human trafficking organizations we work with on a regular basis. His recommendation as appointing entity for the anti-human trafficking position on the CAMTC Board is The Network.

*(An informative video was played introducing "The Network" to the Board members, staff and the public.)*

After comments from a Board member and the public, the following motion was made.

**MOTION 10112023:5 Callagy/Marylander - Motion to appoint "The Network" as the anti-human trafficking organization that will be granted the right to appoint a representative to the Board.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 7; No 0; Abstain 0**

Shana Faber - Yes

Sara Frazier – Yes

Jennifer Gonzales - Yes

Michael Marylander – Yes

Bernadette Murray – Yes

Martha Soffer – Yes

Mike Callagy - Yes

## **6. Three Additional Board members – Outreach and Selection Process**

Mr. Callagy reported that in accordance with the Bylaws, the Board gets the opportunity to appoint three additional Board members. One appointee will be an attorney licensed in the State of California who has been practicing law for at least three years and represents a city, county or a city and county in the state of California. One appointee will represent a massage business entity that has been operating in the state for at least three years. And one appointee will be an individual who has knowledge of the massage industry or can bring needed experience to the Board.

**MOTION 10112023:2 Murray/Marylander - Motion to suspend the Rules of Debate.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 6; No 0; Abstain 1**

Shana Faber – Abstain

Sara Frazier – Yes

Jennifer Gonzales – Yes

Michael Marylander – Yes

Bernadette Murray – Yes

Martha Soffer – Yes

Mike Callagy – Yes

Mr. Callagy requested the Board members' thoughts on the process.

Mr. Netanel commented that each one of these positions is a little different. Currently, all three positions are filled and it is really up to the Board to decide what to do going forward. There have been different ideas floating around about this issue. If the Board wants to do some sort of broad recruitment process, this is something for the Board to discuss during the December Board meeting. This is not something staff can turn around quickly in light of all the other pending projects.

Mr. Callagy confirmed we will not be voting on this today, we will just be discussing the process, taking feedback. It will be in the minutes and then at the December meeting we will take a vote on how to proceed.

Ms. Murray expressed her appreciation for including this item on the agenda. Ms. Murray liked the previous process where a call for applicants was sent out and then the Chair and Vice Chair

selected 4 people to interview from the 160+ applications received. Ms. Murray would like the Board to consider this process.

Mr. Callagy is also in favor of a process like the one Ms. Murray mentioned, including interviewing the finalists as the Board did last time. This is an opportunity for the Board to get our name out there, expand the identity of the organization and get qualified people who are dedicated to CAMTC. We will bring it back to the Board in December.

## **7. Audit Committee's Report, recommendations, and composition**

Mr. Netanel thanked the previous Chair of the Audit Committee, Chief Sean Thuilliez. We greatly appreciated his service. First order of business is the Board needs to consider electing a chair for the Audit Committee and emphasized that we do need to have an Audit Committee in place.

**MOTION 10112023:3 Marylander/Frazier - Motion to appoint Mike Callagy as Chair of the Audit Committee.**

**MOTION FAILED**

**ROLL CALL VOTE: Yes 3; No 0; Abstain 4**

Shana Faber - Yes

Sara Frazier – Yes

Jennifer Gonzales - Abstain

Michael Marylander – Yes

Bernadette Murray – Abstain

Martha Soffer – Abstain

Mike Callagy – Abstain

Ms. Murray offered a substitute motion by nominating herself as Chair of the Audit Committee.

**MOTION 10112023:4 Murray/\_\_\_\_\_ - Substitute Motion to appoint Bernadette Murray as Chair of the Audit Committee.**

**MOTION FAILED FOR LACK OF SECOND.**

Mr. Maryland commented that Mr. Callagy has been on the Board for a while and he has the qualifications and knowledge to adequately head the Audit Committee.

Ms. Murray provided the Board with her qualifications to serve as Audit Committee Chair. She expressed concern that Mr. Callagy would not have the time to serve as Audit Committee Chair.

Mr. Netanel referred to the Audit Report in the Board packet. This is a clean audit and it is up to the Board to approve it or not.

Mr. Marylander concurred with Mr. Netanel's assessment of the Audit Report and does not see any reason not to approve it.

**MOTION 10112023:5 Marylander/Faber - Motion to approve the Auditor's Report as presented.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 6; No 0; Abstain 1**

Shana Faber - Yes

Sara Frazier – Yes

Jennifer Gonzales - Abstain

Michael Marylander – Yes

Bernadette Murray – Yes

Martha Soffer – Yes

Mike Callagy – Yes

Mr. Marylander stated in an effort to appoint someone as Audit Committee Chair, he would like those who abstained to reconsider. Then he again stated the Board should elect Mike Callagy as Chair of the Audit Committee.

Mr. Callagy provided the Board with his qualifications to act as Audit Committee Chair, including that he would make the time if he was voted Chair of the Audit Committee.

**MOTION 10112023:6 Marylander/Faber – *Second* Motion to appoint Mike Callagy as Chair of the Audit Committee.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 6; No 0; Abstain 1**

Shana Faber - Yes

Sara Frazier – Yes

Jennifer Gonzales - Yes

Michael Marylander – Yes

Bernadette Murray – Abstain

Martha Soffer – Yes

Mike Callagy - Yes

## **8. Chief Executive Officer's Report**

Mr. Netanel referred the Board to his report in the Board packet which is quite extensive. There has been so much going on that even his lengthy report is really just a short snapshot of his many activities. Mr. Netanel highlighted priorities such as the extensive cyber security initiative he's been working on, and confirmed for the Board that client sexual misconduct and harassment of massage professionals is also a very high priority currently and in the coming year.

## **9. 2024 Strategic Priorities**

**MOTION 10112023:7 Callagy/Marylander - Motion to suspend the Rules of Debate.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 7; No 0; Abstain 0**

Shana Faber - Yes

Sara Frazier – Yes

Jennifer Gonzales - Yes

Michael Marylander – Yes

Bernadette Murray – Yes

Martha Soffer – Yes

Mike Callagy - Yes

Mr. Netanel reviewed how the Board normally discusses and decides upon its strategic priorities. Part of staff's tradition before we bring Strategic Priorities to the Board is to confer with the Legislature and ask for their input, recommendations and suggestions. Then we incorporate our recommendations and bring them to the Board. Unfortunately, this year with everything going on at the Legislature and CAMTC, it has been very difficult to find a time to sit down with the Legislature. Staff plans to do that and report back to the Board on the Legislature's priorities at a future meeting. The Board also needs to consider financial implications of its strategic priorities each year to ensure that there is funding for the approved goals. Mr. Netanel noted that what's in the proposed strategic priorities will look familiar, and staff tends to focus on the items at the top of the list. However, this is an opportunity for the Board to have an open, free-flowing discussion about what you want for 2024.

**MOTION 10112023:8 Murray/Marylander - Motion to reinstate Rules of Debate.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 7; No 0; Abstain 0**

Shana Faber - Yes

Sara Frazier – Yes

Jennifer Gonzales - Yes

Michael Marylander – Yes

Bernadette Murray – Yes

Martha Soffer – Yes



Mike Callagy - Yes

After a long and thoughtful discussion among Board members about the priorities for 2024, and a public comment, the following motion was made.

**MOTION 10112023:9 Frazier/Callagy - Motion to Approve the Proposed 2024 Strategic Priorities.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 6; No 0; Abstain 0**

Shana Faber - Yes

Sara Frazier - Yes

Jennifer Gonzales – not present

Michael Marylander - Yes

Bernadette Murray - Yes

Martha Soffer - Yes

Mike Callagy - Yes

**10. CEO performance evaluation and employment**

Mr. Callagy explained that the Board would discuss the CEO's performance and employment in closed session.

**11. Closed Session regarding CEO performance evaluation and employment Pursuant to California Government Code section 11126(a)**

Mr. Callagy called the meeting into closed session at 10:54 a.m.

Return to open session at 12:50 p.m.

**12. Return to open session and announce any action taken under item 23.**

Mr. Callagy reported that it is the Board's intent to allow the automatic renewal of Ahmos Netanel's employment as Chief Executive Officer for another five years beginning in 2025. The Board voted to provide no additional salary increase for 2024 beyond the required cost of living increase.

**13. Napa Special Investigation Bureau (NSIB) presentation on human trafficking**

Chief Gonzales introduced the Detectives from the Napa Special Investigation Bureau. The NSIB is a collaborative team of several different departments within Napa County.

The team of Detectives gave an interesting and informative presentation which included their work in enforcement, human trafficking investigations, intelligence, education and community outreach, and their use of a victim centered approach. In addition to crimes associated with pimping, pandering and prostitution, NSIB also engages landlords to evict illicit massage establishments.

**14. Employee Handbook**

Ms. England stated that the suggested amendments to CAMTC's Employee Handbook are mostly for the purpose of aligning the Handbook with new California laws.

**MOTION 10112023:10 Murray/Frazier Motion to approve the proposed amendments to the Employee Handbook as presented by General Counsel, effective October 11, 2023.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 5; No 0; Abstain 0**

Shana Faber - Yes

Sara Frazier – Yes

Jennifer Gonzales - Yes

Michael Marylander – not present

Bernadette Murray – Yes

Martha Soffer – Yes

Mike Callagy – not present

**15. Texas massage therapy exam**

Mr. Netanel reported the Texas Department of Licensing and Regulations was interested in coming to speak with the Board and educating the Board about the exam they instituted this

year as well as to share information about how the exam came about. However, they were not able to attend this meeting. There may be an opportunity at a future Board meeting for them to come and address the Board regarding their exam.

## **16. MBLEx**

Mr. Netanel stated that during the FSMTB annual meeting, a resolution was adopted to change the eligibility for individuals to take the MBLEx. The FSMTB Resolution states that in order to take the MBLEx, the candidate needs to complete a program which is approved by the massage regulatory oversight Board in that particular state. On the surface it looked like it made a lot of sense, and California was ready to support and vote for that resolution. However, after a deeper review and discussions with CAMTC's Director of Educational Standards Joe Bob Smith, it turned out that there were several concerns, and in the end, California voted no on the FSMTB resolution.

The Board members then engaged in a thoughtful discussion about the pros and cons of the MBLEx and having that exam as a CAMTC-approved exam, and listened public comment on the topic from Ms. Petrine. After the discussion, the following motion was made.

**MOTION 10112023:11 Marylander/Frazier – Motion for CAMTC to remove the MBLEx from the list of massage and bodywork competency assessment examinations approved by CAMTC.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 5; No 1; Abstain 0**

Shana Faber - Yes

Sara Frazier – Yes

Jennifer Gonzales - Yes

Michael Marylander – Yes

Bernadette Murray – No

Martha Soffer – Yes

Mike Callagy – not present

## **17. Bylaw Amendments**

Ms. England stated the main reason to update the Bylaws at this meeting is to align the Board composition section in the Bylaws with the law. Ms. England read through the proposed amendments which were provided in the Board packet and recommended adopting the changes.

**MOTION 10112023:12 Murray/Frazier - Motion to approve the proposed amendments to the Bylaws as presented by General Counsel, effective October 11, 2023.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 5; No 0; Abstain 0**

Shana Faber - Yes

Sara Frazier – Yes

Jennifer Gonzales - Yes

Michael Marylander – not present

Bernadette Murray – Yes

Martha Soffer – Yes

Mike Callagy – not present

## **18. Conflict of Interest Policy**

Ms. England explained the proposed new Conflict of Interest Policy in the Board packet.

**MOTION 10112023:13 Murray/Faber - Motion to approve the proposed new Conflict of Interest Policy as presented by General Counsel, effective October 11, 2023.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 5; No 0; Abstain 0**

Shana Faber - Yes

Sara Frazier – Yes

Jennifer Gonzales - Yes

Michael Marylander – not present

Bernadette Murray – Yes

Martha Soffer – Yes

Mike Callagy – not present

**19. Closed Session with CAMTC legal counsel pursuant to California Government Code section 11126(e)**

Mr. Netanel called the meeting to closed session at 3:08 p.m.

Returned to open session at 4:08 p.m.

**20. Board training, including but not limited to training on the Bagley-Keene Open Meeting Act; Conflict of Interest Policy; Director Duties**

Ms. England provided the following documents to each Board member: CAMTC Conflict of Interest Policy; Bagley-Keene Open Meeting Act law; Bagley-Keene Open Meeting Act summary; director orientation outline covering directors' duties and obligations on the CAMTC Board; and a duty of loyalty resolution adopted by the Board in 2016. Ms. England provided brief comments and went over the documents with the Board. Then requested that each Board member sign the Conflict of Interest Policy and return to her before leaving the meeting.

**21. Approval of minutes from November 29, 2022 and May 4, 2023 meetings.**

Ms. England referred to the draft minutes from the November 29, 2022 and May 4, 2023 meetings, specifically the changes and additions requested by Ms. Murray. Ms. England stated that after she reviewed the November 29, 2022 and May 4, 2023 meeting transcripts, the appropriate changes were made to the minutes. Ms. Murray confirmed her agreement of the draft minutes and made the motion to approve the minutes.

**MOTION 10112023:14 Murray/Faber - Motion to approve open session minutes from the November 29, 2022 and May 4, 2023 Board meetings as presented.**

**MOTION FAILS**

**ROLL CALL VOTE: Yes 2; No 0; Abstain 3**

Shana Faber - Yes

Sara Frazier – Abstain

Jennifer Gonzales - Abstain

Michael Marylander – not present

Bernadette Murray – Yes

Martha Soffer – Abstain

Mike Callagy – not present

The motion failed due to the number of abstentions. This item is tabled until the next Board meeting.

**22. Treasurer’s Report**

Mr. Marylander referred to his report in the Board packet. CAMTC is in good financial health. Our finances are extremely consistent, we are staying right over 50,000 therapists, every year for the past five years. A smaller share of therapists being certified are therapists with new applications, the vast majority are individuals recertifying. Approximately 92% end up renewing their certification. Processing time is taking approximately ten days Through July 31, 2023, we were doing much better than this budgeted. We budgeted a loss of \$268,000; we have a net income of \$800,000. Our cash position is almost identical to this time last year which is approximately \$3M.

Ms. Murray referred to the expenses through July 31<sup>st</sup> which are way below budget. She the referred to communications and outreach which is only expended 58% of the budgeted amount. Ms. Murray further questioned this is significantly below budget regarding the benefits and asked if it is a timing issue and asked if the payments to the retirement accounts is a lump sum or do we have fewer employees. In response to these questions, Mr. Netanel stated there are items in the budget that can you can expect to be equally divided in a twelve-month chunk. Outreach is never in the same chunk every month, for example there can be expenses in one month totaling \$40,000. The contribution to the employee benefits happens once a year. The end of the year is the better time to assess the budget.

### **23. Employee Benefits**

Mr. Netanel reported that the proposed Resolution on Employee Benefits applies to all CAMTC employees with the exception of the CEO. The benefits coordinator will do a meticulous calculation and we will bring it back to the Board at the next meeting.

**MOTION 10112023:15 Frazier/Faber - Motion to pass the Resolution to approve the allocation of no more than a total of \$96,000.00 (divided among all eligible employees except the CEO) as an employer contribution for the Plan year 2023.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 5; No 0; Abstain 0**

Shana Faber – Yes

Sara Frazier – Yes

Jennifer Gonzales – Yes

Michal Marylander – not present

Bernadette Murray – Yes

Martha Soffer – Yes

Mike Callagy – not present

### **24. Expense reimbursement policy**

Tabled to a future Board meeting.

### **25. Ron Bates Student Scholarship**

Ms. England mentioned for the new Board members that Ron Bates was a Board member who passed away unexpectedly last year. It was suggested at the November 29, 2022 Board meeting after he passed away that CAMTC do a one-time scholarship in his name.

Mr. Netanel noted that it is not unusual for the Board to provide discretion for senior staff to have some flexibility to deploy projects like this. There are many issues involved in the operational aspect of implementing the scholarship.

Mr. Netanel also confirmed the Auditors do not see any issues with the way CAMTC will be deploying the scholarship.

Ms. England suggested the Board make a new motion at this meeting giving senior staff some additional time to deploy the scholarship project.

Board members gave Ms. England excellent feedback and suggestions for the scholarship documents which she promised to incorporate.

**MOTION 10112023:13 Murray/Faber - Motion to extend the timelines from the Motion made at the November 29, 2022 Board meeting. The Board directs staff and counsel to send out the application packet for the Ron Bates Memorial Scholarship to schools and other interested stakeholders and to also post on the website no later than November 1, 2023. Applicants must submit their applications not later than December 15, 2023. The Chair and Vice Chair shall select a scholarship recipient no later than February 29, 2024 and inform the recipient as soon as practical once selected. The Chair and Vice Chair shall then report to the Board at the following Board meeting.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 5; No 0; Abstain 0**

Shana Faber – Yes

Sara Frazier – Yes

Jennifer Gonzales – Yes

Michael Marylander – not present

Bernadette Murray – Yes

Martha Soffer – Yes

Mike Callagy – not present

Ms. England confirmed the \$5,000 scholarship will be paid directly to the approved school or program on the recipient's behalf or reimbursed if the tuition was prepaid.

After additional discussion, it was recommended that the winning entry should be based mostly on the essay and no phone interviews due to the timing. Counsel was directed to modify the scholarship documents to state that 90% of the decision will be based on the essay and 10% of the decision will be based on the letter of recommendation.



**MOTION 10112023:14 Frazier/Murray - Motion to have staff and legal counsel implement the changes to the Ron Bates Memorial Scholarship documents and then finalize as discussed during this meeting.**

**MOTION PASSES**

**ROLL CALL VOTE: Yes 5; No 0; Abstain 0**

Shana Faber – Yes

Sara Frazier – Yes

Jennifer Gonzales – Yes

Michael Marylander – not present

Bernadette Murray – Yes

Martha Soffer – Yes

Mike Callagy – not present

**26. Director of Governmental Affairs, Human Trafficking’s Report**

Ms. May referred to her report in the Board packet.

Ms. May added there were some changes to the Bills included in her report as they were signed since her report had been completed. SB384 was just signed which is not included in her report. This is a Bill that would make any citation against a cosmetologist or owner of a cosmetology establishment eligible for a remedial program instead of a fine for the first offense.

**27. Director of Law and Code Enforcement Relations’ Report**

Mr. McElroy referred to his report in the Board packet.

Mr. McElroy reported they have had a huge response from civilians to the Operation Get Smart training. Since we presented at the convening in January, we were able to touch many states because many people from across the country attended the convening. We received a lot of interest in attending our training because we presented a modified, reduced version of the training. In the past three months, we have had twenty-one people from the state of Minnesota attend our Operation Get Smart Training as well as other states.

**28. Director of Operations’ Report**

Mr. Walters referred to his report and the charts which are included in the Board packet.

**29. Director of Educational Standards Division’s Report**

Mr. Smith referred to his report in the Board packet.

Ms. Murray questioned if CAMTC submitted any comments to the DOE on their post updated rules on gainful employment. Mr. Netanel responded that CAMTC has not engaged directly in that process.

**30. Outreach Director’s Report**

Mr. Netanel commented since there are so many outreach functions that are happening, the functions are spread throughout the entire Board Packet.

**31. Items/suggestions from Board members for future meeting agendas**

An email will be sent soliciting future agenda items.

Ms. Murray suggested feasibility of livestreaming and video recording our meetings.

**32. Adjourn**

CEO Ahmos Netanel adjourned the meeting at 5:32 p.m.

Minutes Approved: October 9, 2024

\_\_\_\_\_  
Signature of Board Secretary

\_\_\_\_\_  
Type or Print Name of Board Secretary