

Approved minutes for the 6-11-2004 Governance Committee meeting.

Agenda

Introductions

Review of Committee Responsibilities (By-laws)

Review/Action regarding PNB Resolution re pending proposed FSRN contract

Plan for election of Committee officers

Plan for regular Committee meetings

Board-Staff relations Committee

Agenda items for next meeting

Adjournment

Motion: “Adopt Agenda” (passed)

Suggestions for sub-committees: bylaws, contracts, policy.

Motion: “The Contracts sub-committee. will interface with the Executive Director and Chief Financial Officer on all non-personnel contracts exceeding \$10,000 and other contracts of special interest to the national board, and recommend action to the full committee and national board. No Foundation contract shall be executed outside of these procedures without the Foundation’s approval.” (tabled)

Amendment: “All existing contracts shall be disclosed to the sub-committee.” (withdrawn.)

It was decided that a chair for the meeting was needed.

Motion: Ambrose be chair *pro tem*. (passed by acclamation)

Motion: “To table.” (passed by acclamation.)

Motion: “To form three working groups of this committee on Contract Policy, Bylaws and Policy, by voluntary membership.” (passed by acclamation)

Contract Policy working group members: Ambrose I. Lane Sr., Max Blanchet, Sonali Kolhakar, Harrison Weil.

Policy working group members: William Walker, Roger Manning, R. Paul Martin, Marty Durlin, Simin Royanian.

Bylaws working group members: Willy Thompson, Roger Manning, Max Blanchet, Harrison Weil, Grace Aaron, Sarah Bittle.

Motion: “Take the tabled motion off the table.” (passed 5-4-1)

Motion: “The Contracts sub-committee. will interface with the Executive Director and Chief

Financial Officer on all non-personnel contracts exceeding \$10,000 and other contracts of special interest to the national board, and recommend action to the full committee and national board. No Foundation contract shall be executed outside of these procedures without the Foundation's approval." (passed as amended)

Amendment: "The contract working group of the governance committee recommend policies on all non-personnel contracts exceeding \$10,000 including the FSRN contract and all others of interest to the PNB and recommend action; no contract to go forward without the recommendation of the PNB." (passed by acclamation)

Motion: "We refer the matter of staff board relations to the Governance Committee Policy working group." (passed as amended by acclamation)

Amendment: "Directors of the PNB select 2, General Managers select 2, CFO and ED be members of the Board Staff relations committee." (passed as amended by acclamation)

Amendment: "If more than 2 General Managers or 2 Directors want to be members that they be chosen by stv voting." (passed by acclamation)

Motion: "We meet Thursday June 17, at 8:00 PM [EDT]." (passed by acclamation)

Motion: "Adjourn." (passed)

Adjourned 10:05 PM EDT.

Submitted by R. Paul Martin designated note taker.