

2005-06-13 PNB Meeting Minutes

Agenda for June 13, 2005

1. Report from Coordinating Committee
 - a) proposal to hold executive session on Friday, June 17 in Berkeley
 - b) status of Executive Director
2. Motion to rescind motion to establish Executive Transition Team
3. Report from Executive Search Committee
 - a) candidates/process for Acting Executive Director
 - b) candidates/process for executive search firms
 - c) outgoing compensation for Executive Director

Minutes:

At 5:08, the secretary called the roll. 15 members plus ED Dan Coughlin were present. Director Steve Pierce was excused from the meeting. Absent Directors were Marty Durlin, William Walker, Joe Montes, Teresa Allen, Ray LaForest, and Michael Tarif Warren. CFO Lonnie Hicks was not on the call. Directors Michael Tarif Warren and Ray LaForest joined the call late.

The Chair asked for the meeting to last no more than 2 hours.

The Chair asked Director Lederer to recite the agenda.

Motion 1: Director Randhawa moved that the following maximum times for the agenda items be as follows.

1. Report from Coordinating Committee
 - a) proposal to hold executive session on Friday, June 17 in Berkeley
15 mins
 - b) status of Executive Director 45 mins
2. Motion to rescind motion to establish Executive Transition Team
15 mins

3. Report from Executive Search Committee

- a) candidates/process for Acting Executive Director 15 mins
- b) candidates/process for executive search firms 5 mins
- c) outgoing compensation for Executive Director 20 mins

Director Heffley amended Director Randhawa s motion.

1a) proposal to hold executive session on Friday, June 17 in Berkeley
5 mins

3a) candidates/process for Acting Executive Director 25 mins

Motion 1 passed with Director Heffley s amendment with no objection.

Director Schroell volunteered to keep time.

Motion 2 - Report from Coordinating Committee proposal to
hold executive session on Friday, June 17 in Berkeley.

Director Adelson moved to hold an executive session on Friday, June 17 in Berkeley.
Director Schroell amended the motion to start the executive session at 2 p.m.
on Friday, June 17th.

Motion 2 passed 8-5.

The Chair ruled it is proper for the prior ED (Dan Coughlin) to be on the discussion.

5:35/ 45 mins

Motion 3. Report from Coordinating Committee - status of Executive Director.

b) status of Executive Director 45 mins

Director Randhawa moved that the ED position be vacant as of June 15, 2005
with the CFO assuming signing authority. Motion was seconded by Director Robinson.

Director Adelson moved to divide the motion.

The question was called on dividing the motion.

No objection was made to calling the question.

Motion 3 to divide passed 9-3.

Director Adelson moved that the Chair of the PNB will assume all authority resident with the ED until such time as the PNB rules otherwise.

Director Lederer moved that the PNB accept the resignation of Dan Coughlin as ED and president of the Pacifica foundation effective COB June 15, 2005.

Director Randhawa moved to add and hereby instructs the CFO to sign all documents under the direction of the chair of the board to assure the foundation operates in a manner xxx Director Randhawa needs to send the rest of his motion.

Director Adelson moved to substitute chair of PNB will assume all authority resident with the ED until such time as the PNB rules otherwise .

Reconstituted Motion 3.

Moved that the PNB accept the resignation of Dan Coughlin as ED and president of the Pacifica foundation effective COB June 15, 2005 and that the Chair of the PNB assumes all authority resident with the ED until such time as the PNB rules otherwise .

Motion passed 9-5. Yes Directors Williams, Saba, Randhawa, Adelson, Armoundian, D. Warren, Kamau, Schroell, Heffley. No Directors LaForest, Lederer, M. Warren, Robinson, Shakir. Abstained Director Roberts. Absent - Directors Durlin, Walker, Rodriguez, Montes, Allen. Excused Director Pierce.

6:35/

Motion 4 - Director Saba s motion to rescind motion to establish Executive Transition Team was placed on the table.

Director Adelson moved that "The PNB hereby authorizes the creation of an Executive Transition Team, to consist of an Acting Executive Director, an Acting Chief Financial Officer, the General Managers, the Archives Directors, the Affiliates Director, a Human Resources Director (to be hired by 06/30/05), and the outgoing ED serving as a consultant, to operate from the period from the departure of the current ED to the start date of the new regular ED, a period not-to-exceed 120 days, with a specific transition plan to be developed by the Executive Search Committee and then considered by the PNB at its next meeting."

Director Adelson s moved that this motion be tabled to the next meeting. Motion moved without objection.

Motion 5 on public release of ED motions -

Director Lederer moved that The PNB directs the Foundation Secretary to publicly circulate the text of the PNB's motions on executive transition passed on May 23, 2005, May 31, 2005, and earlier at this current meeting, and that the Foundation publish said text on its website as soon as possible .

Director Adelson substituted Director Lederer s motion with: "The PNB directs the Foundation Secretary to publicly circulate the text of the PNB's motions of 6/13/05 indicating that the PNB has accepted Dan Coughlin's resignation effective COB 6/15/05, that the Chair of the PNB has been assigned the authority resident with the ED until the PNB rules otherwise, and that the PNB will be interviewing candidates for interim Executive Director at this weekend's PNB meeting in Berkeley."

Motion passed 13-1. Yes Directors Williams, Saba, Randhawa, Adelson, Aroundian, D. Warren, Kamau, Schroell, Heffley, LaForest, M. Warren, Roberts, Shakir. No Directors Lederer, Robinson. Absent - Directors Durlin, Walker, Rodriguez, Montes, Allen. Excused Director Pierce.

Motion 6 - Report from Executive Search Committee - candidates/process for Acting Executive Director.

For the Record, Director Heffley opposes these proceeding being in executive session. (on Friday, June 17 in Berkeley)

Director Lederer moved that the

--PNB authorizes ESC to invite recommended candidates to PNB executive session on Friday (starting at 2pm for 45 minutes each) for interviews; final selection vote on candidates no later than Sunday morning, June 19th, in Executive Session.

-- ESC working group to develop questions by Friday

-- staff ESC members welcome to interviews (Duane Bradley and Ron Pinchback)

-- ESC team to negotiate terms with candidate chosen by PNB

-- final agreement on terms at PNB teleconference mtg. 1 week after Berkeley mtg. (Monday, June 27).

-- Pacifica will pay for flight.

Director Lederer amended his motion as follows:

The PNB authorizes ESC to invite recommended candidates to PNB executive session on Friday (starting at 2pm for 30 minutes for ESC and 15 minutes for remaining PNB) for interviews; final selection vote on candidates no later than Sunday morning, June 19th, in Executive Session.

The ESC working group to develop questions by Friday

Staff ESC members welcomed to interviews (Duane Bradley and Ron Pinchback)

ESC team to negotiate terms with candidate chosen by PNB

Final agreement on terms at PNB teleconference mtg. 1 week after Berkeley mtg. (Monday, June 27).

Pacifica will pay for flight & lodging if necessary.

Director Adelson moved to eliminate

ESC team to negotiate terms with candidate chosen by PNB

Final agreement on terms at PNB teleconference mtg. 1 week after Berkeley mtg. (Monday, June 27).

Elimination approved without objection.

Reconstituted Motion 6 was passed without objection and reads as follows:

The PNB authorizes ESC to invite recommended candidates to PNB executive session on Friday (starting at 2pm for 30 minutes for ESC and 15 minutes for remaining PNB) for interviews; final selection vote on candidates no later than Sunday morning, June 19th, in Executive Session.

The ESC working group to develop questions by Friday

Staff ESC members welcomed to interviews (Duane Bradley and Ron Pinchback)

Pacifica will pay for flight & lodging if necessary.

Reconstituted motion passed without objection.

Time exhausted at 7:18 p.m.

15 min extension to 7:33.

Report from Executive Search Committee - outgoing compensation for Executive Director.

Director D. Warren moved that the PNB give the maximum 25 days vacation time to the outgoing ED . Motion was seconded by Director Saba.

Note: (\$8,000 based on compensation of \$80,000).

Director Randhawa moved the motion be tabled. Director Roberts objected.

Director Adelson moved to extend the time for 15 minutes to 7:48.

Prior motions passed on this motion:

Any contract entered into with outgoing ED shall be vetted by legal counsel retained by the board. Director Heffley s amendment passed 9 to 3.

That the ESC determine from the payroll firm that Pacifica employs what monies are legally due the ED on separation, and that ESC report this to the PNB. Minimally, all monies legally due the ED shall be paid. Director Williams substitute motion passed without objection.

Motion was made to table all pending questions. Motion passed 11-2. Yes Directors Saba, Randhawa, Adelson, Armoundian, D. Warren, Kamau, LaForest, Lederer, Robinson, Roberts, Shakir. No Directors Schroell, Heffley. Abstained Director Williams. Absent - Directors Durlin, Walker, Rodriguez, Montes, Allen, M. Warren. Excused Director Pierce.

Motion to adjourn. Meeting ended at 7:52 p.m.

RECAP OF MOTIONS

The motions are presented as follows:

Motion 1: Director Randhawa moved that maximum times be set for agenda items.

Director Heffley amended Director Randhawa s motion for time for items 1a) for 5 mins. And item 3a) for 25 mins.

Motion passed with Director Heffley s amendment with no objection.

Motion 2 - Report from Coordinating Committee proposal to hold executive session on Friday, June 17 in Berkeley.

Director Adelson moved to hold an executive session on Friday, June 17 in Berkeley.

Director Schroell amended the motion to start the executive session at 2 p.m. on Friday, June 17th.

Motion 2 passed 8-5. Yes Directors Williams, Saba, Adelson, Armoundian, D. Warren, Kamau, Roberts, Robinson. No Directors Randhawa, Schroell, Heffley, LaForest, Lederer. Abstained Director Shakir. Absent - Directors Durlin, Walker, Rodriguez, Montes, Allen, M. Warren. Excused Director Pierce.

Motion 3 - Report from Coordinating Committee - status of Executive Director.

b) status of Executive Director

Moved that the PNB accept the resignation of Dan Coughlin as ED and president of the Pacifica foundation effective COB June 15, 2005 and that the Chair of the PNB assumes all authority resident with the ED until such time as the PNB rules otherwise .

Motion passed 9-5. Yes Directors Williams, Saba, Randhawa, Adelson, Armoundian, D. Warren, Kamau, Schroell, Heffley. No Directors LaForest, Lederer, M. Warren, Robinson, Shakir. Abstained Director Roberts. Absent - Directors Durlin, Walker, Rodriguez, Montes, Allen. Excused Director Pierce.

Motion 4 - Director Saba s prior motion to rescind motion to establish Executive Transition Team was placed on the table.

Moved that "The PNB hereby authorizes the creation of an Executive Transition Team, to consist of an Acting Executive Director, an Acting Chief Financial Officer, the General Managers, the Archives Directors, the Affiliates Director, a Human Resources Director (to be hired by 06/30/05), and the outgoing ED serving as a consultant, to operate from the period from the departure of the current ED to the start date of the new regular ED, a period not-to-exceed 120 days, with a specific transition plan to be developed by the Executive Search Committee and then considered by the PNB at its next meeting."

Director Adelson s moved that this motion be tabled to the next meeting. Motion moved without objection.

Motion 5 - on public release of ED -

Moved that The PNB directs the Foundation Secretary to publicly circulate the text of the PNB's motions of 6/13/05 indicating that the PNB has accepted Dan Coughlin's resignation effective COB 6/15/05, that the Chair of the PNB has been assigned the authority resident with the ED until the PNB rules otherwise,

and that the PNB will be interviewing candidates for interim Executive Director at this weekend's PNB meeting in Berkeley."

Motion passed 14-1. Yes Directors Williams, Saba, Randhawa, Adelson, Armoundian, D. Warren, Kamau, Schroell, Heffley, LaForest, M. Warren, Roberts, Shakir. No Directors Lederer, Robinson. Absent - Directors Durlin, Walker, Rodriguez, Montes, Allen. Excused Director Pierce.

Motion 6 - Report from Executive Search Committee - candidates/process for Acting Executive Director.

Moved that the PNB authorizes ESC to invite recommended candidates to PNB executive session on Friday (starting at 2pm for 30 minutes for ESC and 15 minutes for remaining PNB) for interviews; final selection vote on candidates no later than Sunday morning, June 19th, in Executive Session;

That the ESC working group develops questions by Friday;

That Staff ESC members welcome to interviews (GM s Duane Bradley and Ron Pinchback);

And that Pacifica pay for flight & lodging if necessary (of candidates).

Motion passed without objection.

Motion 7 - Motion to table all pending questions. Motion passed 11-2. Yes Directors Saba, Randhawa, Adelson, Armoundian, D. Warren, Kamau, LaForest, Lederer, Robinson, Roberts, Shakir. No Directors Schroell, Heffley. Abstained Director Williams. Absent - Directors Durlin, Walker, Rodriguez, Montes, Allen, M. Warren. Excused Director Pierce.

Motion to adjourn. Meeting ended at 7:52 p.m.

Actions:

1. Director Schroell volunteered to keep time.
2. For the Record, Director Heffley opposes these proceeding being in executive session.

Respectively Submitted by _____, Secretary of the PNB