

Pacifica National Board

Finance Committee Meeting – April 21, 2004

MINUTES

An organizational meeting of the PNB Finance Committee was convened by CFO Lonnie Hicks at approximately 3:10 pm PDT on April 21, 2004 with Lailoni Duarte serving as Secretary Pro-Tem. This being the first meeting of the committee under the new governance structure, no minutes were approved.

These minutes were prepared in 2007 based upon the audio recording of the meeting, found at <http://www.kpftx.org/archives/pnb/finance/040421/pnb040421a.mp3> and <http://www.kpftx.org/archives/pnb/finance/040421/pnb040421b.mp3>.

Present: Henry Cooper (arrived at 3:30 pm), Jan Goodman, Lonnie Hicks, Mark Roberts, Alice Shields, Carol Spooner, Dalia Stokes, Paul Surovell, Warren Turner, Donna Warren, LaVarn Williams

Also present: Dan Coughlin, Lailoni Duarte, Ben Garcia

Absent: Vicki Santa

Proposed Agenda

1. Election of Chair and Secretary
2. Confidentiality Rules
3. FY'04 Budget Review
4. Timetables for FY'05 Budget
5. Next Meeting & Regular Meeting Schedule

The meeting was called to order by Lonnie Hicks after quorum was established with some introduction of the members on the call. There was discussion of agenda items during the CFO's proposal of an agenda, and return to some items later in the call. No agenda was approved.

1. Election of Chair and Secretary

Mark Roberts pointed out that since elections are to be by ballot, only nominations are in order at the meeting. Lonnie Hicks proposed that ballots be sent by postal mail with a deadline of Wednesday of next week, and there was no objection. Carol Spooner proposed that ballots be mailed to PNB Secretary Roger Manning and there was no objection. The balloting deadline was later clarified to be Tuesday to allow a tally on Wednesday or as soon thereafter as was convenient to the PNB Secretary. There was general agreement that the tally would be public and witnessed by at least one member of the Committee (Alice Shields and/or Paul Surovell). Lonnie Hicks indicated that he would arrange to

be in New York to certify the election results at no additional cost to the Foundation, but Carol Spooner objected to any implication that national staff must supervise or certify board committee elections.

Nominations for committee chair (pointed out by Carol Spooner to be PNB Treasurer) were opened at 52 minutes into the file pnb040421a.mp3. Alice Shields nominated Carol Spooner, Warren Turner nominated Mark Roberts, Donna Warren self-nominated and also nominated Vicky Santa (in absentia). Carol Spooner pointed out that if elected Vicky could decline and her votes under IRV would go to the next-ranked candidate on each ballot, so it was not necessary to delay voting in order to give her an opportunity to decline nomination. Spooner agreed to notify Santa of the nomination, but mentioned that notice would be delayed because Santa was in transit to the Grassroots Radio Conference.

Nominations for committee secretary were opened at 54 minutes into the file pnb040421a.mp3. Alice Shields nominated Mark Roberts, who declined. Carol Spooner nominated Paul Surovell, who declined. Mark Roberts nominated Alice Shields and Warren Turner, who both declined. Henry Cooper, Daliah Stokes, and Jan Goodman also declined. Paul Surovell finally volunteered to serve as interim secretary and was re-nominated by Carol Spooner. It was pointed out that even though the office was uncontested, there should be a vote by ballot. The two elections may appear on the same ballot.

Nominees for Chair present on the call gave brief statements regarding their qualifications at about 4:10 pm, at the start of the audio file pnb040421b.mp3.

On the question of the CFO voting, Carol Spooner advised that members of committees are presumed to have a right to vote under the rules unless otherwise specified, so the CFO is a voting member of the PNB Finance Committee under the Pacifica bylaws.

2. Confidentiality Rules

There was discussion during the proposing of an agenda and later regarding balancing the committee's handling of confidential financial information with the need to share information with local finance committees or LSBs. Lonnie Hicks proposed that consolidated budgets not be published before PNB approval. Alice Shields proposed establishing a closed listserv for committee review of confidential information. Ben Garcia suggested hard copy distributions and a password-protected area of the Pacifica website. Carol Spooner pointed out that there is a bottleneck problem getting things posted on the Pacifica website that a listserv avoids. Without objection, on the motion of Alice Shields, it was **agreed** that Carol Spooner shall create a private Yahoo! Group for PNB Finance Committee use, that Foundation financial documents for committee review shall be uploaded to the group, that LSB Treasurers shall distribute LSB-approved budgets to the committee via the group, and that final approved budgets and financial reports shall be posted on the Foundation website.

3. FY'04 Budget Review

Approval of the FY'04 budget was postponed to the next meeting, but members with questions should compile them and send them to the CFO in advance of the meeting, copying other committee members. Lonnie Hicks may answer at committee meetings and/or via a public CFO newsletter. Carol Spooner noted a National Office accounts payable debt reduction of \$300,000 and would like to know how this was accomplished. There is a remaining debt of \$600,000 and the committee needs to know if there is a plan to handle that. The FY'04 budget indicates no Central Services distribution for Archives, which is a major policy change that needs governance review and approval.

4. Timetables for FY'05 Budget

Lonnie Hicks advised the committee that managers are working on a Mid-May deadline to have preliminary budgets created so that budgets may obtain an initial review by the PNB at its June meeting, with final approval occurring at the September PNB Meeting. All budgets should include provision for a one month operating reserve.

Paul Surovell indicated concern regarding adequate management collaboration with LSB Finance Committees and Local Station Boards. Lonnie Hicks agreed to talk to Business Managers to tell them to involve LSB Treasurers in the budget process and communicate to managers that they should share information with local finance committees

Alice Shields suggested that local draft budgets might need LSB approval before going to the PNB Finance Committee. Carol Spooner responded that drafts may be simultaneously reviewed by multiple committees and individuals without bottlenecks, but that LSB approval on a final budget proposal should be obtained before PNB approval on a final budget.

5. Next Meeting & Regular Meeting Schedule

Lonnie Hicks proposed May 5th at 10:00 am PDT for the next meeting. The meeting time was amended to 12:00 noon PDT without objection on the motion of Paul Surovell.

Carol Spooner moved that the committee meet regularly on the Friday following the 21st of each month at noon Pacific Time. Lonnie Hicks proposed amending this to the fourth Friday of each month and there was no objection.

There was initial discussion of some additional items for consideration at the next committee meeting. Mark Roberts suggested that the Policies and Procedures Manual be on the agenda, so that the committee can be clear on the flow of funds and day to day operations. Carol Spooner had questions about line item detail in income statements and why it disappears during consolidation. Lonnie Hicks promised an update at the next meeting on progress in improving financial reporting in response to governance requests.

At 57 minutes into the audio file pnb040421b.mp3, Mark Roberts coordinated a summary of the meeting's agreements: ballots to Roger by Tuesday of next week with chair and secretary ranked on a

single ballot, Lonnie will be there to observe the tally with Paul and/or Alice, the committee will next meet on May 5th at noon Pacific Time, Lonnie will encourage Business Managers to work with LSB Treasurers, the May 5th agenda is to include FY'04 budget approval and an update on financial reporting, a committee listserv will be up tonight.

The meeting was adjourned without objection at approximately 5:10 pm PDT on the motion of Lonnie Hicks.

Prepared on December 3, 2007

By Terry Goodman

Secretary, PNB Finance Committee

These minutes were approved on 12/10/2007.