

Minutes for the regular National Finance Committee meeting January 23, 2018.

Meeting convened at 8:54 PM (ET) a quorum being present, the Chair being absent and the Secretary being present.

Attending: Ken Aaron, Bill Crosier, R. Paul Martin (Secretary), Mansoor Sabbagh, Nancy Sorden.

Agenda:

Elect Chair *pro tem*
Approval of minutes
Set next meeting date
Motion on repayment of debt
What is needed to get FY16 audit done?

In the absence of the Chair the Secretary took the chair and called the meeting to order.

Motion: (Bill Crosier) “To adopt the agenda.” (Passed without objection)

The Committee discussed the motion.

Elect Chair *pro tem* 9:02 PM (ET)

Mansoor Sabbagh nominated R. Paul Martin for Chair *pro tem*.

There were no other nominations, so R. Paul Martin was declared Chair *pro tem*.

Approval of minutes 9:04 PM (ET)

Motion: (R. Paul Martin) “To approve the minutes of the December 12, 2017, meeting.” (Passed without objection)

The Committee discussed the motion.

Motion: (Bill Crosier) “To approve the minutes of the November 14, 2017, executive session meeting.” (Passed without objection)

The Committee discussed the motion.

Point of Order: (Nancy Sorden) “The motion is out of order because executive session minutes’ details have to be discussed in an executive session meeting.”

The Chair ruled that executive session minutes could be voted on in an open session meeting although details couldn't be discussed, and therefore the motion is in order. Whether to approve the minutes or not is up to the members.

Motion: (Nancy Sorden) "To appeal the ruling of the Chair" (Chair's ruling upheld 3 for, 1 against)

The Committee discussed the motion.

Set next meeting date 9:17 PM (ET)

Motion: (R. Paul Martin) "To meet next on February 6, 2018."

The Committee discussed the motion.

Amendment: (Ken Aaron) "To make the date February 13, 2018." (Passed without objection)

Motion as amended: "To meet next on February 13, 2018." (Passed without objection)

Motion on repayment of debt 9:22 PM (ET)

Motion: (Ken Aaron) "the NFC requests that the PNB adopt the following motion, 'Whereas all assets, liabilities and obligations associated with any of its stations and business units are property of the Pacifica Foundation and

Whereas management of the Foundation and each of its stations and business units are to some degree a collaborative activity

Therefore, be it resolved that

- a) No single station or business unit shall be required to stand alone for repayment of obligations acquired by any other station or business unit and/or the National Office and
- b) Major loans or similar obligations acquired by the Foundation shall be repaid in an equitable fashion as proscribed and/or approved by the Pacifica National Board and as may be adjusted thereby during the course of the repayment and
- c) Any funds requisitioned for any reason by the National Office from a station or business unit in excess of those required for payment of regular obligations (such as payroll, taxes, insurance, pension plan and scheduled central services) shall stand as credit on the ledger of the station's or business unit's obligation to the National Office for central services, past, present and/or future and
- d) The above stated rule in c) applies retroactively to any such funds requisitioned by the National Office since Jan 1 2015, but does not apply to special national fund drives run in the past or future for

the benefit of National Office Projects, the Pacifica Foundation or the Pacifica Radio Archives.”
(postponed to next meeting)

The Committee discussed the motion.

Amendment: (Bill Crosier) “To delete part ‘c’ of the motion.”

The committee discussed the amendment.

Motion: (Nancy Sorden) “To postpone the motion to the next meeting.” (Passed without objection)

The Committee discussed the motion.

What is needed to get FY16 audit done? 9:38 PM (ET)

The committee discussed a report sent out by the CFO. The National Office is short of Staff. The committee discussed the efficacy of hiring temporary workers or hiring an auditing firm to do the FY16 audit. Senior accountants would be needed. Temporary workers probably couldn't be brought up to speed in time to get the FY16 audit done by the February 14, 2018, deadline imposed by the California Attorney General's Office. It was suggested that the new interim Executive Director might be able to find someone.

The committee was told that the new interim Executive Director, Tom Livingston, started work today. His firm will be searching for candidates for the permanent job of Pacifica Executive Director.

Motion: (R. Paul Martin) “To adjourn.” (Passed without objection)

Adjourned 10:42 PM (ET)

Submitted by R. Paul Martin, Secretary.