

PNB Audit Committee Meeting
Final Minutes -- Monday, March 22, 2010

8:30 pm EDT, 5:30 pm PT & 7:30 pm CT

Note: Minutes interspersed between agenda items.

1. Call meeting to order

Nia Bediako, Convenor (former Chair), called the meeting to order at 8:44pm (EDT) at that time we went on stream.

2. Roll call & introduction of members

Present members (11 at roll call, quorum present): Nia Bediako (WBAI); Wesley Bethune (KPFT); Bill Crosier (KPFT); Lisa Davis (WBAI); Jane Gatewood (WPFW); Seth Goldberg (WBAI); Chandra Hauptman (KPFA); Melinda Iley-Dohn (WBAI); Campbell Johnson (WPFW); Dutch Merrick (KPFK); Leslie Radford (KPFK); Nia Turner (WPFW) *her name needs to be added to the roster.*

Absent members: Matthew Hallinan (KPFA); Leslie Radford (KPFK); Joe Wanzala (KPFA); Donna Warren (KPFK).

Also present: Arlene Englehart; LaVarn Williams; Tony Pohl

3. Elect chair pro-tem (5 minutes)

Nia B. was nominated for position of chair pro-tem by Campbell J.

Melinda was nominated for position of chair pro-tem by Dutch.

Vote: 12 votes for Nia. Nia was elected.

4. Elect secretary pro-tem (5 minutes)

Lisa nominated Campbell J.

Lisa moved to close the nominations, passed without objection. Campbell was elected.

5/6. Approve agenda (10 minutes)

Chandra moved to add 10 minutes to #8 (now 30 minutes) & take from #9 (now 5 minutes). Passed without objection.

Lisa suggested we move setting the date (#10) up after approving agenda, then it'll be #7.

Jane suggested putting it as #8 & Lisa accepted it as a friendly amendment; passed without objection.

Campbell Moved approval of agenda as amended. Passed without objection.

7. Discussion with auditor (45 mins)

The discussion regarded the Auditor's Management Letter (provided for the Audit Committee by email) especially concerning the networks internal controls for which the Auditor expressed no opinion and indicated that these significant deficiencies represented or material weaknesses. The discussion was led by Tony Pohl, who covered WBAI, KPFA, and WPFW.

8. Establish committee's work (20 mins)

Discussion ensued.

Motion adopted by the Audit Committee:

1. The Audit Committee will immediately review the Auditor's 2009 Management Letter in relation to the Pacifica Financial Policies and Procedures Manual adopted in 2007, and then develop recommendations for remedial action.

2. The Audit Committee recommends that the PNB adopt the following motion:

The PNB directs the Executive Director and CFO to immediately begin working in conjunction with the Audit Committee on a plan, based on the 2007 Financial Policies and Procedures Manual, that will:

- a) address the deficiencies identified in the management 2009 letter, and**
- b) establish adequate internal controls for accurate financial reporting.**

The PNB further directs the Executive Director and CFO to provide written and oral progress reports for each PNB teleconference and each in-person PNB meeting until all these issues have been addressed.

Without objection, the Audit Committee instructs Nia B., our Chair Pro-Tem, to present the above motions to the PNB for approval.

9. Give notice for election of perm chair and secretary (15 mins)

10. Determine next committee meeting date (5 mins)

11. Review action items (10 mins)

See above items.

12. Adjourn by 11:00 pm EST, 8 pm PT & 10:00 pm CT

Respectfully submitted,

Campbell Johnson, Secretary
Minutes approved unanimously, 1/18/11