

2005-04-25 PNB Meeting Minutes

Meeting called to order at 5:15 p.m. /8:15 p.m. eastern

Minutes taken by: Lailoni Duarte, Pacifica National Office

Teleconference

In attendance:

Ambrose Lane

Wendy Schroell

Rob Robinson

Donna Warren

Dave Adelson

Mark Robert

Ray La Forest

Fadi Saba

Lonnie Hicks

Marty Durlin
LaVarn Williams

Maria Armoudian

Julie Chavez-Rodriguez

Bob Lederer

Patty Heffley

Ngozi Kamu

Mike Martin

Zarinah Shakir

Steve Pierce

Michael Warren

Directors and Officers not present: Sarv Randawa, Joe Montes and Dan Coughlin,
E.D.

VI, Section 4 of the Bylaws.

As no one formally objects upon commencement of meeting, meeting proceeded and a revised agenda was adopted with timelines.

Proposed agenda:

Dave Adelson moved that timelines be determined for the three agenda items as follows:

- 1) Executive search committee report (1 hr)
- 2) Coordinating committee report (45 minutes)
- 3) Governing committee report (45 minutes)

No Objections.

Motion passes

Executive Search Committee

Mark Roberts Chair of the Executive search committee.

Members of this committee are:

Mike Martin

Fadi Saba

Mark Roberts

Bob Lederer

Maria Armoudian

Non-voting members

Lonnie Hicks

Dan Coughlin

Duane Bradley

Ron Pinchback

Moved by Mark Roberts:

- 1) We recommended to the PNB that the current committee composition be as is, except that an additional non-voting, non-management member be added from the National Office or Archives.

Amendment by Dave Adelson that no candidate shall serve on this committee.

Seconded.

No objection

Approved.

Amendment proposed by Bob Lederer to add at the end, that:

Each LSB elect a voting representative to be a part of this committee at their next committee meeting and women are strongly encouraged.

Dave Adelson Moves to table Bob s amendments, until the next meeting of the PNB.

No Objection

Motion to table passes.

Wendy amends that whereas the National office is already represented well in this committee, that the rep comes from the Archives.

Seconded: LaVarn

Yes
No
Abstentions
Absent

Fadi-Yes

LaVarn-yes

Wendy-Yes
William-no

Maria- no

Dave-no

Julie-no

Donna-no

Bob-no

Patty-no

Ray-no

Mike-no

Ngozi-no

Michael Warren-no

Rob-no

Mark-no

Steve-no
Zarinah
Sarv

Marty

Amendment fails.

Vote on the main motion

No objection

Motion passes as follows:

That the Executive Search Committee add a non-voting, non-board, non-management member to the committee and that this new member not be a candidate for the position.

2) Moved to present a list of candidates for interim ED to the full board by May 9th, said process to include posting internally as well as externally, including, but not limited to, nonprofit job search web sites, broadcast job search websites, and executive search sites.

Dave Adelson amends, seconded by Fadi Saba, that 1) Any candidate recommended by any voting member of the ED Search committee shall be submitted to the PNB for consideration. 2) No individual member of the committee can recommend more than 1 person.

Wendy S. moved to divide the motion

Maria A. seconds

Wendy s Amendment to divide passes without objection.

Mark R moves, seconded by Mike M, to reconsider so that they may vote on the second part first and then the first.

Passes with no objection.

Part 2) Vote--

Yes
No
Abstentions
Absent

Fadi-Yes

Dave-Yes

Donna-Yes

Bob-Yes

Ray-Yes

Michael Warren-Yes

Ngozi-yes

Rob-Yes

Mark-Yes

Steve-yes

Julie-no

Patty-no

Wendy- no

Zarinah-no

William

LaVarn

Maria

Mike

Marty

Sarv

Amendment passes.

Part1)

No objections, amendment passes.

Main Motion, without objection, passes as follows:

Interim ED candidates resumes to be submitted by May 9th, and that this search is to be conducted online, in the newspapers and through services. No individual member of the committee can recommend more than 1 person. Any candidate recommended by any voting member of the ED Search committee shall be submitted to the full PNB for consideration.

3) The ESC moved to present a document approved by the ESC to the PNB for approval and immediate dissemination. The document has been sent by Mike Martin to the PNB.

Dave moved, seconded by Ray, to separate the iED and ED language and table the ED post language.

Amendment vote:

Yes
No
Abstentions
Absent

Fadi-Yes

Maria-yes

Dave-Yes

Bob-yes

Ray-yes

Michael Warren-yes

Wendy-yes

LaVarn-no

Julie-no

Donna-no

Patty-no

Ngozi-no

Mike-no

Zarinah-no

Steve-no

Rob-no

Mark-no

William

Marty

Sarv

Amendment- fails

Main motion:

No objection

Motion passes.

4) The ESC recommends to the PNB that the ESC research and recommend candidates for iED hire by 5/9, and that the PNB grant the ESC a budget of up to \$5,000 for the iED search.

Vote:

Yes
No
Abstentions
Absent

Maria-Yes

Julie-yes

Donna-yes

Bob-yes

Ray-yes

Michael Warren-yes

Ngozi-yes

Mike Martin-yes

Rob-yes

Mark-yes

Zarinah-yes

Steve-yes
William-no

Fadi-No

LaVarn-no

Wendy-no

Patty- no

Marty

Sarv

Dave

Motion passes

5) The PNB has agreed to hire a search a firm, and the executive search committee would like authorization to research recommendations to the PNB of firms to hire for the ED position.

Vote on the Main Motion

Yes
No

Abstentions
Absent

William-YES

Fadi-yes

LaVarn-yes

Maria-yes

Julie-yes

Donna-yes

Steve-yes

Michael Warren-yes

Ngozi-yes

Mike-yes

Wendy-yes

Rob-yes

Mark-yes

Bob-no

Ray-no

Zarinah-no

Patty

Sarv

Marty

Dave

Motion passes

Coordinating Committee Report

Given by Vice-Chair Julie Chavez-Rodriguez

After full discussion of Director inspection Rights and the letter of opinion of Attorney Mark Alcorn, as well as the matter of the proposed confidentiality agreement.

Motion was made by Steve, seconded by Maria,

Motion: That the board directs management to grant access to the directors (Patty Heffley and LaVarn Williams) making available the information that they have requested.

Fadi calls the question.

No objection to end debate

Vote on the motion:

Yes
No
Abstentions
Absent

Fadi-yes

LaVarn-yes

David-yes

Donna-yes

Patty-yes

Ngozi-yes

Wendy-yes

Rob-yes

Mark-yes
William- no

Zarinah-no

Ray-no
Julie-abstain

Bob-abstain
Sarv

Marty

Dave

Michael

Mike

Motion passes

Mark moves to call the order of the day, until 5/9/05 at the next PNB conference call.

No objections

Adjourned at 11:20 PM EST

Respectively Submitted by _____, Secretary
of the PNB