

Finance Committee Regular Meeting - March 22, 2007

MINUTES

A regular meeting of the PNB Finance Committee was called to order at 5:11 pm PDT by Chair LaVarn Williams with Sandra Rawline serving as Secretary Pro-Tem until the arrival of Terry Goodman. No minutes were approved.

Attendance

Present: Dave Adelson, Baruti Bediako, Brian Edwards-Tiekert, Jane Gatewood, Terry Goodman (arrived at 6:00 pm), Lonnie Hicks, Sandra Rawline, Berthold Reimers (left at about 8:45 pm), Thomas Ruffin, and LaVarn Williams.

Absent: Bob Sanborn.

Revised Agenda

- 1) Roll Call and Approval of Agenda (5 minutes)
 - 2) Approval of Minutes – March 1, 2007 (5 minutes)
 - 3) Next Meeting –Thursday, April 19, 2007 @ 8:00 PM EST (5 minutes)
 - 4) CFO Report (20 minutes)
 - 5) Unfinished Business (60 minutes)
 - a. Review of December and January Financials
 - b1. Finance Reporting Delays During Annual Audit
 - b2. Review the RFP and DDD Project Proposals
 - c. Investment Policy
 - d. Work in Subcommittees
 - 6) Goals and Projects (20 minutes)
 - 7) Adjourn
- **Times are for guidance only ***

1. Roll Call and Approval of Agenda

The Agenda was revised and approved without objection.

2. Approval of Minutes

Approval of the March 1st meeting minutes was postponed.

3. Next Meeting

The proposed meeting date was changed. *The next committee meeting is scheduled for Monday, April 9, 2007 at 8pm EDT.*

4. CFO Report

A CFO Report was given by Lonnie Hicks followed by Q&A from committee members. There was

some confusion regarding three upcoming finance-related meetings:

- a) A finance orientation teleconference is to occur including LSB Treasurers, Station Business Managers, and the CFO. This teleconference is scheduled to begin at 5pm EDT on April 10, 2007.
- b) A joint meeting teleconference is to occur including the members of the PNB Finance and Audit Committees to review and approve a draft Financial Policies and Procedures Manual. The April Audit Committee meeting just scheduled has NOT been announced as this joint meeting, which was to occur before the next in-person PNB meeting.
- c) Discussions continue regarding a suggested in-person operations meeting in July to include the CFO, unit General Managers, and Finance Committee Directors. Dave Adelson may recommend to the Coordinating Committee that the thematic discussion portion of the July PNB meeting be an interaction with management on how to implement strategic planning, with management proposals submitted in advance.

5a. Review of December and January Financials

The CFO answered committee member questions regarding recent financial reports.

5b1. Finance Reporting Delays During Annual Audit

(This item was removed from the agenda when approved and added back without objection.) The KPFK LSB Treasurer complained about LSB Finance Committees not receiving regular financial reports in the first quarter of each fiscal year. The CFO assured the committee that first quarter financial reports from station Business Managers will not be delayed by the National Finance Office. *The committee will check the status of station finance reports at its October and/or November 2008 committee meetings.*

5b2a. Review the DDD Project Proposal

There was discussion regarding the Digital Distribution and Licensing Proposal, primarily focused on the financial impact statement prepared by the CFO.

Motion by Dave Adelson: that the financial impact statement shall indicate that the \$15,000 funds to be expended shall be assigned to the consultant line item in the National Office Budget, and that the range of possible impact on the bottom line shall indicate a maximum change in the bottom line of \$15,000, with a note that the change will likely be less.

Motion passed: Y: 7; N: 0, A: 2

Y: Adelson, Bediako, Goodman, Hicks, Rawline, Ruffin, Williams

A: Edwards-Tiekert, Gatewood

Motion by Terry Goodman (as amended by motions from Brian Edwards-Tiekert):

that the PNB Finance Committee has reviewed the CFO's financial impact summary for the DDD project (as amended) and finds the project financially feasible and the impact summary reasonable, but recommends that the PNB carefully ensure compliance with the self-dealing provisions of the

California Corporations Code and IRS Tax Codes pertaining to determination of status as an employee versus a contractor. The National Financial Committee is not reviewing or commenting upon the merits of any particular person doing this work.

Motion passed: Y: 6; N: 3

Y: Adelson, Bediako, Gatewood, Goodman, Hicks, Rawline

N: Edwards-Tiekert, Ruffin, Williams

5b2b. Review the RFP Project Proposal

Consideration postponed by adjournment.

5c. Investment Policy

Consideration postponed by adjournment.

5d. Work in Subcommittees

Consideration postponed by adjournment.

6. Goals and Projects

Consideration postponed by adjournment.

7. Adjournment

The meeting was adjourned without objection at about 9:15 pm PDT.

Respectfully submitted,

Terry Goodman, Secretary

These minutes were approved on May 24, 2007.