

## 2005-12-19 PNB Meeting Minutes

In addition to the Chair, attending were Directors Saba, Montes, Lederer, LaForest, Heffley, Schroell, Randhawa, Adelson, Williams, Allen and Shafto. Joining the call later were Directors Minsky, Pierce, Warren and Lane. 16 Directors were present on the call

The meeting was called to order at 8:15 ET

The proposed agenda for the public session was:

Roll call - 5 minutes

Elections committee motions - 20 minutes

Location of the January PNB meeting - 10 minutes

Code of Conduct - 10 minutes

The proposed agenda for the executive session was:

General counsel Selection Process - 30 minutes

ED Hire Process

Motion to rescind ED hire vote of 12-5-05 - 15 minutes

Secretary s report - 10 minutes

ESC report - 20 minutes

Adjourn

Motion to amend the agenda for the executive session to consider the ED hire process first,

Allowing 5 minutes for Motion to rescind, 15 minutes for the Secretary s report and 30 minutes for the ESC report

Agenda as amended passed with the vote of 8 yes and 3 no.

Motion by Director Schroell for the Elections Committee: Resolved:

That the Elections Committee recommends that PNB consideration of Sections D and F of its proposal of November 28, 2005 be postponed indefinitely, so that the PNB may instead give due consideration to subsequent proposals from the Committee.

Amendment by Director Heffley: Replace indefinitely with until February s PNB teleconference meeting Seconded by Director Schroell

Amendment by Randhawa: That all remaining motions be sent back to Elections Committee for presentation in February. Seconded by Director Heffley

Motion as Amended: Resolved: That the PNB consider all remaining motions of its proposal of November 28, 2005, be postponed until February s PNB Teleconference

meeting, so that the PNB may instead, give due consideration to subsequent proposals from the Committee.

Motion Passed with the vote of 10 yes and 2 abstentions.

January PNB Meeting Location: Information brought forward by the chair was that proper notification had not been given to the GM s of KPFK and WPFW regarding the wish of the board to change location of the January meeting from DC to Los Angeles. Therefore WPFW had plans and arrangements made while KPFK does not. Further, the GM does not think there is time to make such arrangements.

Discussion went to time and a motion to extend time for 5 minutes was offered by Director Allen and approved by consensus. It was agreed by consensus to hold the January meeting in Washington, DC as was originally scheduled.

Code of Conduct: Director Shafto noted that there is a sub-committee of the Governance committee working on the Code of Conduct, and it would be in order to have that committee bring its work forward at the next meeting rather than discuss the matter now. Motion agreed by consensus.

Public meeting adjourned and the PNB moved to executive session.

Minutes taken by Deb Shafto

Submitted by \_\_\_\_\_ Secretary of the PNB