

Draft Minutes
PNB Audit Committee Meeting – Call-In
Open/Public Session,
Tuesday, May 9, 2017 – 8:30 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/audit/170509/audit170509a.mp3>
<https://kpftx.org/archives/pnb/audit/170509/audit170509a.mp3>

1. Open/Public Session Call to Order.

Chair Robert Mark called the meeting to order.
Secretary Akio Tanaka called the roll.

Roll Call

Present: Grace Aaron, Ahmad Anderson, Benito Diaz, *Elayne Duncan, *Jaime Gomez, *William Heerwagen, Julie Hewitt, Robert Mark, *PK McCary, Dorothy Reik, Eileen Rosin, Aki Tanaka
Absent: Sasha Futran, Ken Laufer, James Sagurton,
*Arrived after Roll Call
[Present- 12]

2. Agenda Approval [40:05]

Motion by Benito Diaz to add an item to discuss director's right to attend committee meetings after minutes approval.

Amendment by Grace to add Benito's item above after Item 7 of the Agenda.

Yes: Grace Aaron, Jaime Gomez, Dorothy Reik, Aki Tanaka

No: Ahmad Anderson, Benito Diaz, William Heerwagen, ,

Abstain: Julie Hewitt, Robert Mark, PK McCary, Eileen Rosin

[4Y-3N-4A: Amendment Passes]

Main Motion as Amended

Yes: Grace Aaron, Benito Diaz, Elayne Duncan, Jaime Gomez, William Heerwagen, PK McCary, Dorothy Reik, Eileen Rosin, Aki Tanaka

No: Ahmad Anderson,

Abstain: Robert Mark,

[9Y-1N-1A: Amendment Passes]

Agenda Approval

Unanimous Consent

3. **Minutes approval**

April 25 Minutes

Approved pending removal of sentence "Robert Mark is confirmed as the Chair".

May 1 Minutes,

Approved pending changing "Tuesday" to "Monday"

4. **Excused Absence Motion- Ahmad Anderson**

Motion: Despite sincere policy disagreement and unwavering partisanship found within Pacifica governance, none of our members lack basic human compassion and concern for the circumstances of our members outside of Pacifica Governance; and having been advised that personal circumstances of a significant nature precluded attendance of two consecutive meetings by Ahmad Anderson due to severe

illness in his immediate family, it is hereby moved that the committee suspend the rules and grant to Ahmed Anderson excused absences for the two preceding meetings. (2/3 required)

Motion set aside as Ahmad is in attendance making the motion moot.

[Ahmad and Jaime left the meeting]

5. **Benito Diaz's Motion**

Director's right to attend all meetings of committee.

Grace motion to refer this item to the Governance Committee. No objections.

6. **Interviewing Audit Firms**

Robert Mark

I suggest that we conduct interviews in the same manner that the PNB Personnel interviews are conducted. Two members of the committee are designated to alternately pose predetermined questions to the Audit Candidate. A phone interview is scheduled between these two committee members and the audit firm representative. There is strict adherence to the predetermined questions. The interviews are recorded and posted to a message board where all committee members can access and listen to the interview prior to the meeting where a selection is made.

PK McCary and Robert Mark designated as Questioners

Grace Aaron

Why couldn't we formulate the questions for auditor candidates and submit them in writing and forego the phone interview. As the questions will all be the same, as Mr. Heerwagen pointed out, the key is in formulating the questions and not in asking them. Advantages are:

1. No possibility of any variation in posing the questions,
2. No working out scheduling if conferences.
3. No notice constraints. No time constraints.
4. Written record of responses to be made available to the committee, interested directors and the full PNB when the board considers the matter.

Please give this matter some thought and discuss among committee.

Also, it has come to my attention that the discussion and formulation of questions is part and parcel of the contract negotiation process. While the same questions will be posed to all, it is likely that the question may be as a result of only one of the proposals requiring clarification. Our discussion would be appropriately held in executive session (Remember, executive session is not to keep the vote confidential, but to keep the debate confidential.) The final approved questions would then be the report out.

These proposals all anticipate commencement of the Audit in mid-late May in order to be completed in mid July. It is imperative that you consider and send out proposed questions before Tuesday so the members can offer written amendment/wordsmithing prior to the meeting

Motion by Benito Diaz

Move that all members of the Audit Committee are to have the right to silently listen to all applicant interviews; whether simultaneously or after the fact.

8. **Adjourn**

Approved by unanimous consent.

Akio Tanaka 5/15/17
Secretary
PNB Audit Committee