

Draft Minutes
PNB Audit Committee Meeting – Call-In
Open/Public Session,
Tuesday, April 25, 2017 – 9:30 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/audit/170425/audit170425a.mp3>

1. Open/Public Session Call to Order.

Protem Chair Grace Aaron called the meeting to order.

Secretary Aki Tanaka called the roll.

Present: Grace Aaron, Benito Diaz, Elayne Duncan, *Sasha Futran, *Jaime Gomez, William Heerwagen, Ken Laufer, Robert Mark, PK McCary, Dorothy Reik, Eileen Rosin, James Sagurton, Aki Tanaka

*Arrived after Roll Call

[Present- 13]

Heerwagen objected to Aaron's declaration of Robert Mark elected Chair:

1 – The pro tem chair itself was elected against the bylaws with a voice vote;

2 – Separately, the election of the permanent chair was at variance with Pacifica practice and procedure, in having no second ballot recipient and with having no actual witnesses usually done at public meetings.

Aaron ruled objection out of order, not well taken.

Vote to uphold ruling of the chair:

Yes: Grace Aaron, Elayne Duncan, Jaime Gomez, Ken Laufer, Dorothy Reik, James Sagurton, Aki Tanaka

No: Benito Diaz, William Heerwagen, PK McCary,

Abstain: Sasha Futran, Robert Mark, Eileen Rosin,

[7Y-3N-3A: Robert Mark is confirmed as the Chair]

Transfer of meeting Chair:

Mark said to Aaron, "Well, I will allow you to pass me the gavel, but until we get to a point where we can have a motion on whether we can have a revote, I will not claim to be the elected chair. But under Robert's Rules, the current chair may pass the gavel to anybody they want."

Aaron said "OK." A male asked "Could you repeat that?"

Mark said "Under Robert's Rules, the chairman of a committee may pass the gavel to anybody they want to lead the meeting."

Aaron said "OK, I pass the gavel to you Robert."

Mark said "OK, I will accept the gavel."

2. Agenda Approval

Unanimous Consent

An Interlude: [22:40- 40:05]

Motion by Grace Aaron to extent time by 60 min:

Substitute Motion by Benito to extent time by 15min:

Vote on the Substitute Motion:

Yes: Benito Diaz, Elayne Duncan, William Heerwagen, PK McCary, Dorothy Reik, Eileen Rosin,

No: Grace Aaron, Sasha Futran, Ken Laufer, James Sagurton,

Abstain: Jaime Gomez, Aki Tanaka

[6Y-4N-2A: Motion passes]

Vote on Substitute Motion as Main Motion:

Yes: Benito Diaz, Elayne Duncan, William Heerwagen, PK McCary, Eileen Rosin,

No: Grace Aaron, Sasha Futran, Jaime Gomez, Ken Laufer, Dorothy Reik, James Sagurton, Aki Tanaka

[5Y-7N: Motion fails]

Motion to adjourn requested by Chair

Yes: Benito Diaz, William Heerwagen,

No: Grace Aaron, Elayne Duncan, Sasha Futran, Jaime Gomez, Ken Laufer, Dorothy Reik, James Sagurton, Aki Tanaka

Abstain: PK McCary,

[2Y-8N-1A: Motion fails]

Motion by Grace Aaron to extend time by 30 min:

Yes: Grace Aaron, Elayne Duncan, Jaime Gomez, Ken Laufer, Dorothy Reik, James Sagurton, Aki Tanaka

No: Benito Diaz, William Heerwagen,

Abstain: Sasha Futran,

[7Y-2N-1A: Motion passes]

3. 4-17 Open Session Minutes approval

Unanimous Consent

4. Update on RFPs being sent out, any responses, efforts to find other CPA firms that should be sent RFPs, follow-up, research about firms, etc.

Secretary to check on California Society of Accountancy.

Motion by Aki Tanaka to send RFP to all the firms currently listed.

Unanimous consent.

Motion by Aki Tanaka to use the responses by compiled by iED Bill Crosier and CFO Sam Agarwal, for questions from the Audit Firms.

Yes: Grace Aaron, Elayne Duncan, Sasha Futran, Jaime Gomez, Ken Laufer, Dorothy Reik, James Sagurton, Aki Tanaka

Abstain: Benito Diaz, William Heerwagen,

[8Y-2A: Motion passes]

5. Motion by Aaron to Adjourn

Approved by unanimous consent.

Secretary Audit Committee

Akio Tanaka – 04/29/17