



Petaluma
Community
Access

A 501.c3 Public Benefit Corporation

Board of Directors Minutes
Tuesday, November 20, 2012

PCA Board of Directors Meeting
Location: Petaluma Community Center
320 No. McDowell Blvd.
Conference Room 2

ROLL CALL - 7:06

BOARD OF DIRECTORS

Present:

Cindy Thomas	Chair
Eric Adams	Vice-Chair
Matt Pearson	Treasurer
Jason Davies	
Neal Fishman	
Tim Williamsen	City of Petaluma Designate
John Bertucci	Executive Director, acting Secretary

Absent:

Rachel Moran
George Utrilla

PUBLIC COMMENTS

None

BOARD OF DIRECTORS COMMENTS & ANNOUNCEMENTS

None

AGENDA APPROVAL

- Motion to approve Agenda for Board of Directors Meeting of November 20, 2012
Motion: Williamsen Second: Davies
Agenda for Board of Directors Meeting of November 20, 2012 approved unanimously

APPROVAL OF MINUTES

- Motion to approve Minutes for Regular Board of Directors Meeting of September 18, 2012
Motion: Adams Second: Williamsen
Agenda for Board of Directors Meeting of September 18, 2012 approved unanimously
- Motion to approve Minutes for Regular Board of Directors Meeting of October 16, 2012
Motion: Williamsen Second: Davies
Agenda for Board of Directors Meeting of October 16, 2012 approved unanimously

TREASURER'S REPORT

- Pearson presented the Financial Report For October 2012
The report was e-mailed to the Board and will be posted online at www.pca.tv

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EXECUTIVE DIRECTOR'S REPORT

- Bertucci Report of activities for October 2012 - Staff turnover; Lease renewed; Office installation; Downtown Assoc; Business Sponsorships; Annual Report
Comments: Annual Reports are operational obligations and can be submitted to City without Board approval; drafts to be sent to Board Directors for email comments prior to submission

CONSENT CALENDAR

- No Item

REPORTS OF COMMITTEES

- **Executive Committee** (Thomas, Adams, Pearson)
No report
- **Finance Committee** (Pearson, Davies, Fishman)
No report
- **Nominating Committee** (Adams)
No report
- **Policies & Procedures Committee** (Pearson, Thomas, Williamsen, Fishman)
No report
- **Outreach & Development Committee** (Adams, Davies)
No report
- **Members Advisory Committee** (Thomas)
No report

OLD BUSINESS

- 1) Discussion and possible action on designation of new Board Officers (Thomas)
Motion to designate Cindy Thomas as Board Chair
Motion: Davies Second: Fishman
Motion passed unanimously

Motion to designate Eric Adams as Board Vice Chair
Motion: Thomas Second: Pearson
Motion passed unanimously

Motion to designate Matt Pearson as Board Treasurer
Motion: Davies Second: Adams
Motion passed unanimously

Motion to designate Jason Davies as Board Secretary
Motion: Adams Second: Fishman
Motion passed unanimously

NEW BUSINESS

- 2) Discussion and possible action on Board committee assignments (Bertucci)
Motion to assign George Utrilla to Nominating Committee & Outreach & Development Committee (per Utrilla communication to Bertucci)
Motion: Thomas Second: Williamsen
Motion passed unanimously

Motion to incorporate Members Advisory Committee as sub-chapter of Outreach & Development Committee
Motion: Davies Second: Adams
Motion passed unanimously
- 3) Discussion and possible action to approve Draft Audit for FY 2011/12 (Bertucci)

Motion to approve Draft Audit for FY2011/12 subject to final review by Board Treasurer in meeting with auditor

Motion: Adams Second: Williamsen

Motion passed unanimously

- 4) Discussion only of PCA Staff Structure (Bertucci)
No action – Adams & Davies offered to assist in applicant interviews

- 5) Discussion only of PCA Radio Project (Utrilla)
No action – Tabled due to absence of Utrilla

- 6) Discussion and possible action on Special Election to change PCA By-Laws (Fishman)
Motion to amend PCA By-Laws Section 12.02 - Auditing and Inspection Requirements, as follows:
*“PCA shall contract for ~~an audit~~ a **financial review** of its records with a Certified Public Accountant on an annual basis and its records shall be open to the membership for inspection.”*
Motion: Fishman Second: Davies
Motion passed unanimously – To note: application of required financial review for next fiscal year contingent on agreement with City; possibility of incorporating the requirement of an audit by a Certified Public Accountant upon renewal of each 5 year Agreement with City to be determined in same discussion with City

Motion to hold a Special Election to amend PCA By-Laws Section 7.04 - Composition of Ongoing Board, as follows:

(a) The Ongoing Board of PCA shall consist of ~~thirteen (13)~~ **nine (9)** voting members. (b) "Elected Directors" shall consist of ~~five (5)~~ **four (4)** Directors elected by the membership. (c) Except in the case of the initial Board, the "Appointed Directors" shall consist of ~~five (5)~~ **three (3)** Directors appointed by the majority of the Board. The appointment shall be made by the newly elected Directors at each Organizational Meeting of the Board required by Section 7.10 of these Bylaws, or as soon thereafter as possible. (d) "Designated Directors" shall consist of one (1) Director ~~appointed by the elementary School Districts serving the City of Petaluma, one (1) Director appointed by the Petaluma High School District~~ **representing the public schools or public institutions of higher learning with interest in the use of the cable system for local education purposes, and one (1) Director representing the local government departments and agencies with interest in the use of the cable system for local government purposes.**

Motion: Adams Second: Davies

Motion passed unanimously – To note: item to be carried over to next Regular Board meeting to determine date and procedure of Special Election

ADJOURN TO CLOSED SESSION

No item

REPORT OUT OF CLOSED SESSION

None

ADJOURN - 9:05 P.M

- Motion to adjourn Board of Directors Meeting of November 20, 2012

Motion: Thomas Second: Davies

Motion passed unanimously

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