

**Minutes of the Audit Committee of the
Presbyterian Mission Agency Board and
Presbyterian Church (U.S.A.), A Corporation**

**Conference Call
Louisville, Kentucky
January 26, 2015**

CALL TO ORDER AND OPENING PRAYER The meeting of the Audit Committee was called to order at 2:00 p.m. EST by the chair of the Committee, Molly Baskin. Ms. Ellen Pearre Cason opened the meeting with prayer.

ATTENDANCE Those present for all or a portion of the meeting were:

Members Molly Baskin – Chair, Audit Committee
Kears Pollock – Vice Chair, Audit Committee
Tom Fleming
Richard Turpen
Ellen Pearre Cason

Others Present Martha Clark
Tim Stepp
Shawn Ellison
Denise Hampton
Earline Williams
Cynthia Pierce, Crowe Horwath
Kristin McDonner, Crowe Horwath

Recorder Shawn Ellison

Quorum A quorum was declared present for transaction of business.

Action 1-AC-012615 Agenda The Chair presented, and upon motion made and seconded, the agenda was unanimously approved (Appendix 1).

Action 2-AC-012615 Minutes Approved The Chair presented, and upon motion made and seconded, the minutes of the December 15, 2014 Audit Committee meeting were unanimously approved.

The Chair entertained a motion to move into closed session to discuss personnel matters.

Action 3-AC-012615 Closed Session On motion made and seconded, the Audit Committee unanimously approved a motion to convene in closed session to discuss personnel and property matters with only members of the Audit Committee and the following individuals who were invited to remain and to attend the closed session:

1. Martha Clark
2. Tim Stepp
3. Shawn Ellison
4. Denise Hampton

5. Earline Williams
6. Cynthia Pierce, Crowe Horwath
7. Kristin McDonner, Crowe Horwath

The Chair called the closed session to order.

Discussion ensued.

**Action 4-AC-012615
End Closed Session**

The Chair called for a motion to arise from closed session, and upon motion made, seconded and unanimously approved, stated the Audit Committee rose from closed session.

Plenary

The Chair reconvened in open session and announced the following actions:

Action 5-AC-012615

- That the Audit Committee notify the Presbyterian Mission Agency Board (PMAB) that it has been formally reported to the Committee that the PCNCI corporation has not been dissolved and that dissolution is likely not in progress by its Board of Directors;

Action 6-AC-012615

- Further, that the Audit Committee recommends that the PMAB direct its Personnel Committee and the PMA Executive Director to consider this factor when it evaluates the return of the four PMA employees currently on administrative leave;

Action 7-AC-012615

- Further, that the Audit Committee recommends that the PMAB direct the PMA Executive Director and General Counsel to ensure that no PMA funds or PMA employee time be used for dissolving this corporation in the state of California, or for its required federal or state tax filings, or for any other liabilities it incurs or has incurred.

Prayer and Adjournment

The meeting was closed with prayer.

Respectfully submitted,

Molly Baskin,
Chair, Audit Committee

Shawn Ellison, Recorder for the Meeting

APPENDIX 1

**Presbyterian Church (USA) Mission Agency
Audit Committee
of the Board of Directors**

MEETING AGENDA

Monday, January 26, 2015

2:00 p.m. EST

By Conference Call

2:00pm	Welcome.	Baskin
	Open with prayer.	
	Review and approve agenda.	Baskin
	Review and approve minutes for December 15, 2014 meeting.	Baskin
2:05pm	Move into executive session.	Baskin
4:00pm	Close with prayer.	