

2005-08-29 PNB Meeting Minutes

August 29, 2005

Minutes of PNB Meeting Open Session

Meeting was called at 5:15 p.m.

Roll was called. 19 members on the call. Missing were Directors Armoudian, Walker, and Michael Warren. Directors Walker, Armoudian, and Walker later joined the call.

5:20 Approval of Agenda - 5 min.

Additions

- Director Allen added to the agenda the election of director from KPFT to the governance committee and an update on the PNB.
- Under ESC segment, discussion to add Archives Director Brian DeShazor to the ESC.
- Under Executive Session part of the meeting, discussion of the KPFA lawsuit and pertinent issues.

Approval of agenda was moved by Director Saba and seconded by Director/IED Lane.

5:26 Approval of Minutes - 5 min.

Motion 1 - Moved to approve minutes by Director Roberts, seconded by Director/IED Lane.

Objection made by Director Adelson.

Motion 1 Substitute - Director Adelson moved to table minutes to the September meeting, seconded by Director/IED Lane. The body decided to impose the following deadlines - directors will review minutes and send their changes to the secretary by September 6th. Secretary will correct the minutes and send the corrected copies out by September 8th in time for minutes to be included in the board packets for the Houston PNB in September.

Motion 1 Substitute passed without objection.

5:36 ESC Report 20 mins. Update on search for new executive director presented by Director Roberts.

Stack Allen, Roberts, Adelson, Robinson, Randhawa, Durlin, Lederer, Heffley

Time expired moved and seconded to extend time.

6:07 Time expired moved and seconded to extend for 5 minutes.

Motion 2. Director Durlin moved that ESC include Brian DeShazer from the Archives into ESC Committee as a non-voting member. Seconded. Motion 2 was passed without objection. Director Roberts will notify Archives Director DeShazer.

6:12 NFC Report and Motion - 20 min. presented by Director Adelson.

Director Adelson made the following motion. No second required because the motion was from a committee.

Motion 4 - Once a station LSB has approved a budget, the budget may not be altered by foundation management or staff prior to presentation of the LSB approved budget to the PNB for adoption. Foundation staff or management, or the National Finance Committee, may make recommendations regarding the budget to the PNB prior to adoption, but these must be presented in a document separate from the LSB approved budget. Once the PNB has approved a budget, the budget may not be altered by foundation management or staff without PNB approval.

CFO Hicks gave an update to the budget process. No approved budget from KPFA or KPFK; deadline was last Friday. Received approved budget from KPFT and WPFW. Have incomplete but approved budget from WBAI. Need completed budgets by this Wednesday or deadline will not be met.

Director Adelson responded.

Stack - Roberts, Randhawa, LaForest, Williams.

Time expired. Saba moved, LaForest seconded to extend 15 minutes to 6:47

Motion 3 - Roll call vote. Time extended.

Madame Chair put a 2 minute time limit on each speaker.

Stack Roberts, Randhawa, LaForest, Adelson, Williams. Time expired. Question called by Adelson and seconded by Saba. Withdrawn by Adelson since motion was not necessary due to time expired.

Randhawa moved to extend by 10 minutes, seconded by Saba.

Stack Lane, Heffley, Schroell, Robinson, Hicks.

Time expired at 6:59. Time was extended 5 mins. To 7:04.

Stack Adelson, Roberts.

Time expired at 7:04. Secretary read Motion 4 so roll call was held.

Motion failed 10 no votes, 8 yes votes, 2 abstained. Director Durlin did not vote. The chair was not required to vote. See attached Excel Spreadsheet for detail of vote.

7:08 ED Update - 25 min. Presented by Ambrose Lane

- Financial Update
- Pacifica Headlines
- FSRN Negotiation
- RFPI Negotiation
- Pacifica Attorney
- FCC
- Low Power FM regulations

Stack Pierce, Randhawa, Robinson, Saba, Schroell

Per IED Lane, HR Director Yolanda Thomas was hired and is now in place at National.

Estimated expired time: 7:33 (included in item above) - Low Power FM regulations presented by Director Allen & Affiliates Coordinator Ursula Ruedenberg.

Time expired at 7:33, moved to extend to 7:45 without objection.

Stack - Saba, Pierce, Randhawa, Armoudian, Allen.

Time expired and was extended two minutes.

Stack - Schroell.

Motion 5 - Director Allen moved that the PNB endorse the reply comment of the

Pacifica Foundation to the FCC In the Matter of Creation of a Low Power Radio Service , MM Docket No. 99-25 . Motion 5 passed without objection.

Motion 6 Moved that Director Allen be elected to the governance committee as the representative from KPFT. Accepted without objection.

Motion 7 the chair presented a motion from the Coordinating Committee to convene PNB at 9 a.m. on Friday, September 23rd.

Stack Schroell, Saba, Lederer, Armoudian, D. Warren, Schroell

Roll call vote was called. Motion passed 10 yes votes, 3 no votes, 5 abstained. Directors Walker, Randhawa, and Roberts did not vote. The chair was not required to vote. See attached Excel Spreadsheet for detail of vote.

Motion 8 Motion from the Executive Search Committee by Directors Saba and Lederer, opposed by Directors Roberts and Armoudian. Director Schroell was undecided.

Motion 8 - Director Lederer moved That a public forum be held during the Sept. 23-25 PNB meeting at which the two finalists for Executive Director can answer questions from the public .

Stack Roberts, LaForest, Schroell.

Roll call vote called.

Motion 8 failed 10 No 4 Yes. 4 abstained, 3 no vote (Directors Walker, Randhawa, and Shakir did not vote). The chair was not required to vote. See attached Excel Spreadsheet for detail of vote.

Meeting Adjourned to Executive session at 8:25 p.m.

Respectively Submitted by _____, Secretary of the PNB