Proposed Copy PACIFICA FOUNDATION

Page 1 of 3

Pacifica National Board – Teleconference (Open Session)

8:30 pm Eastern Time, 7:30 pm Central Time, 5:30 pm Pacific Time Originating in Various Locations

May 27, 2009

(Approved July 24, 2009)

MINUTES

- I. Call to Order/ Opening Business. PNB Chair Grace Aaron called meeting to order at 8:35 pm (ET). Shawn O'Brien agreed to serve as time keeper.
 - **a.** Roll Call/ Quorum. Recording Secretary Richard Uzzell called the roll and a quorum was established. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

KPFA - Berk., Ca.: KPFK - L.A., Ca.: KPFT - Houston, Tx.: WBAI - N.Y., N.Y.:

X Sherry Gendelman X Grace Aaron Ab George Reiter X Nia Bediako X Bonnie Simmons X Shawn O'Brian AL Sandra Rawline X Carolyn Birden X Andrea Turner AL Leslie Radford AL Wendy Schroell X Kathy Davis

X Joseph Wanzala X Ricco Ross X Susan Young X James Ross

WPFW – Wash. D.C.: AFFILIATES: Staff & Counsel:

X Jim Brown X David Beaton X LaVarn Williams, Interim CFO
Ab Acie Byrd X Efia Nwangaza X Les Radke, National Elections Sup.

X Luzette King ___ Ricardo de Anda, Int. Gen. Counsel

- **b.** Agenda Approval. Chair asked if there were any additions or changes proposed for the Agenda. Wanzala moved that the motion that appears as a consent item from the Governance committee by moved to the Governance Committee part of the agenda so that it may be revised. Wanzala moved approval of the Agenda [as amended]. Hearing no objection, motion Approved.
- **c. Setting Next Future Meetings. July In-Person.** Simmons reported that the Coordinating Committee is looking at locations for the July In-Person PNB Meeting in New York, and they are looking at July 11 or July 25. Chair asked them to coordinate with Davis re:WBAI Fund Raiser. Nwangaza moved to extend for 5 minutes. HNO Approved.

Future Teleconference. Chair moved that the next teleconferences be June 7,12 and 28. Simmons moved to substitute that the dates be June 7, 26 and July 12. Birden moved to amend substitute not consider July date until In-Person date set. Hearing no objections, Amendment Approved. Simmons moved to extend for 3 minutes HNO Approved. By a vote of 14-0-2 substitute motion Approved. [See Below.]

KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.: Y Sherry Gendelman PNV Grace Aaron George Reiter Y Nia Bediako Y Bonnie Simmons Y Shawn O'Brian Sandra Rawline Ab Carolyn Birden Y Andrea Turner Y Leslie Radford Y Wendy Schroell Y Kathy Davis YJoseph Wanzala Y Ricco Ross Y Susan Young James Ross

WPFW – Wash. D.C.: AFFILIATES: Y Jim Brown Y David Beaton

Acie Byrd Y Efia Nwangaza 14-0-2 Approved.

Ab Luzette King

Proposed Copy

Page 2 of 3

Pacifica National Board Open Teleconference MINUTES May 27, 2009

- **I. e. Minutes.** Simmons moved that the consideration of the April 24-26 Berkeley Open Meeting Minutes be postponed until the next Teleconference. Hearing no Objection, motion Approved.
- II. Acknowledgements.
 - ** Tony Bates and the many Producers for their work on WBAI Drive. ** by Davis,
 - **Staff and Listeners of WBAI, Kathy and all through-out Pacifica forsupporting
 Pledge Drive that was \$30,000 over goal with three days to go. ** by Williams.
 - ** WBAI Listener/Members and Staff for supporting WBAI and for those who continue to support WBAI although they may not approve of recent changes. ** by Bediako.
 - **IED Grace Arron and IGM LaVarn Williams for their "vision, courage, consistency and commitment" despite negatives that some continue to use to speak of changes at WBAI.

by Nwangaza.

** Endorsed Nwangaza statement above and to Thank Listeners who for staying open to needed changes **

by King.

**All who have sent in resumes for ED, CFO and HRD. **

by Rawline.

Joe Wanzala assumed the Chair.

III. iED Report. iED Grace Aaron gave report. [Audio available on kpftx.org] Discussion followed. Radford moved to extend for 5 minutes. HNO, Approved.

Aaron re-assumed the Chair.

IV. Election Supervisor's Report. Les Radke gave report. [Audio available on kpftx.org] Discussion followed.

V. iCFO Report. ICFO LaVarn Williams gave report. [Audio available on kpftx.org] Discussion followed.

VI. Committee and Working Groups Reports. [Audio available on kpftx.org]

a. Finance. Committee Chair J. Ross gave report. Report on Unrestricted Cash shows that this level is getting quite low compared to expenses and passed the motion below.

Motion (passed without objection): The National Finance Committee has in hand information that lets us know that a potential cash shortfall is imminent and that the Cash Management working group should develop criteria for, and terms of, a loan application.

Proposed Copy Page 3 of 3 Pacifica National Board Open Teleconference MINUTES May 27, 2009

[Finance Committee Report Continued]

In response to question of "Are there enough funds to pay for upcoming elections?," the committee passed the motion below.

Motion (passed without objection): The National Finance Committee believes canceling the election may create liability. The National Finance Committee requests detailed spending plans to further understand the financial impact of upcoming LSB election. The National Finance Committee urges the National Elections Supervisor to come back with plans that would be cost effective and below the expenses of the last election, including a scenario that minimizes all discretionary spending.

In response to budget time table questions, the committee passed the moyion below.

Motion (passed without objection): That the existing budget timetable be communicated to all General Managers and Business managers by the CFO.

Simmons moved to extent by 2 minutes. HNO, Approved.

- **b. Elections.** Committee member Wendy Schroell gave report. Elected Committee Chair Bill Crosier (Houston). Working with NES who has hired 3 of 5 local LES
 - c. Personnel. Committee Chair Sandra Rawline gave report. Discussion followed.

VII. Adjor	irned. O'Brian moved to adjourn. Hearing no objections, Open Session adjourned	at
10:30 pm (ET)		
Minutes Scrib	ed and Prepared by: Richard Uzzell, PNB Recording Secretary	
Minutes Appr	oved by the Pacifica National Board:	
	Grace Aaron, PNB Chair July 24, 2009	
	Witnessed By: Date:	