

Pacifica National Board—Teleconference (Open Session)

8:30 PM EST, 7:30 PM CST, 5:30 PM PST (scheduled)

Originating in Various Locations

Thursday, November 10, 2011

Meeting Minutes

Audio Recording: KPFTX.org

[Audio Part 1]

I. Call to Order and Opening Business

This special meeting was called to order by the Chair at 5:43 PM Pacific Standard Time.

a. Roll Call / Establish Quorum

Twenty members were present, constituting a quorum: Ken Aaron (KPFK), Teresa Allen (KPFT), Rodrigo Argueta (KPFK), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair KPFT), Heather Gray (Affiliates), Campbell Johnson (WPFW), Efia Nwangaza (Affiliates, Secretary), Kimory Orendoff (WPFW), Laura Prives (KPFA), Summer Reese (Chair, KPFK), Marcel Reid (WPFW), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA), Bruce Wolf (WPFW).

Two members were absent: Jessica Apolinar (KPFT), Kathy Davis (WBAI).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), John P. Garry III (Recording Secretary).

b. Designate Timekeeper (5:46)

Crosier volunteered to be the timekeeper.

c. Agenda Approval (5:46)

Steinberg **moved** to have the Audit Committee Report moved to the executive session. Motion **passed** by a roll call vote: Yes—8, No--5, Abstain—0.

Yes—Aaron, Allen, Birden, Crosier, Gray, Rosenberg, Steinberg, Wolf.

No—Bediako, Brazon, Johnson, Nwangaza, Prives, Turner.

Present not voting—Reese

Brazon **moved** that the procedural portion of the KPFA recall election discussion be moved to the open session, as the first Committee Report. Motion **failed** by a roll call vote: Yes—3, No—7, Abstain—5.

Yes—Bediako, Brazon, Turner.

No—Aaron, Birden, Gray, Orendoff, Rosenberg, Steinberg, Wolf.

Present not voting—Reese.

Abstain—Crosier, Johnson, Nwangaza, Prives, Siegel.

Johnson **moved** to move Unfinished Business ahead to after Management Reports.

Motion **failed** on a roll call vote: Yes—8, No—8, Abstain—1.

Yes—Bediako, Brazon, Johnson, Nwangaza, Orendoff, Prives, Siegel, Turner.

No—Aaron, Allen, Birden, Crosier, Gray, Rosenberg, Steinberg, Wolf.

Present not voting—Reese.

Abstain—Bethune.

The amended open session agenda was **approved** without objection (on file with the Secretary)

#### d. Minutes Approval (6:22)

Aaron **moved** to approve all open session minutes as submitted by the Recording Secretary, to be revised before the end of the year using standard procedures for revision as enumerated in Robert's Rules of Order.

Motion **passed** by a roll call vote: Yes—15, No--0, Abstain—2.

Yes—Aaron, Allen, Bediako, Bethune, Birden, Brazon, Crosier, Gray, Johnson, Nwangaza, Orendoff, Prives, Siegel, Turner, Wolf.

Present not voting—Reese.

Abstain—Rosenberg, Steinberg.

(The open session minutes in question are: August 24, 2011; September 23, 2011; September 24, 2011; September 25, 2011; September 26, 2011; October 13, 2011)

Steinberg gave notice to amend the minutes just passed.

**Point of order** from Siegel: Notice of a specific change is required. You can't give notice to avoid the 2/3 voting requirement. The Chair ruled that a notice for minutes corrections can be made at any time.

#### II. Board Chair Report (6:40)

In the interest of time the Chair declined to give an oral report and committed to deliver a written report for the entire year later.

[Audio Part 2]

(6:41) III. Management Reports

a. Executive Director (6:41)

The Executive Director gave a brief update on the AudioPort matter.

b. Chief Financial Officer (6:42)

The CFO gave a brief report on monthly balance sheets and the close of FY 2011. Discussion followed.

IV. Committee Reports (6:54)

b. Strategic Recovery Plan Audit Task Force (FRAT) (6:54)

Aaron (FRAT Chair) reported and presented the following motions:

Motion 1 was omitted.

**MOTION 2: Source of Programming and Funding, including Syndicated Programs:**

That each (i)PD of each of the five units/sister stations be required to supply to the Chair of the Board of the Pacifica Foundation (PNB,) a list of every program aired on his/her station, giving the name of program, time/day program airs, and whether the program is produced on-site, produced off-site for that station, is produced at one of the five sister stations, is produced at an affiliate station, or is produced by an outside production company and syndicated to that station, as well as others. Additionally, it shall be listed whether the program is volunteer produced and hosted, in-house paid producer and/or host, outside produced and the station pays for it, outside produced and free to the station, and whether it is underwritten, and if so, by whom. *(Passed without objection)*

Crosier took the Chair during discussion.

Motion 2 **passed** without objection.

Reese retook the Chair.

Motions 3 and 4 were omitted.

**Motion 5: Listenership Criteria in GM & PD Reviews**

Success in increasing listenership (or in the absence of listenership data, membership) while adhering to Pacifica's mission should be a key criteria in reviewing performance of station managers and program directors. *(Passed 5 yes, 2 no, 1 abstention)*

Motion **passed** without objection.

**Motion 6: Programmer Agreements** (amended by Brazon)

Stations must have signed programmer agreement with all programmers as developed by the national office. *(Passed without objection)* as reviewed and approved by the Pacifica National Board.

Brazon **moved** to amend: The programmer agreement must come back to the PNB for approval.

The amendment was **approved** by a roll call vote: Yes—9, No—8, Abstain—1.

Yes—Argueta, Bediako, Bethune, Brazon, Johnson, Nwangaza, Reid, Siegel, Turner.

No—Aaron, Allen, Birden, Crosier, Gray, Rosenberg, Steinberg, Wolf.

Present not voting—Reese.

Abstain—Orendoff.

Aaron's amended motion **passed** by a roll call vote: Yes—17, No—1, Abstain—0.

Yes—Aaron, Allen, Argueta, Bethune, Birden, Brazon, Crosier, Gray, Johnson, Nwangaza, Orendoff, Rosenberg, Siegel, Steinberg, Turner, Wolf.

No—Bediako.

Present not voting—Reese.

Due to expiration of time the meeting adjourned without objection at 7:43 PM PST.

The board reconvened for an executive session teleconference from 7:50 PM to 9:34 PM PST.

Respectfully submitted by Efia Nwangaza, Secretary  
John P. Garry III, Recording Secretary  
(these minutes were approved on January 12, 2012)