

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, December 8, 2011

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:39 PM Pacific Standard Time.

a. Roll Call / Establish Quorum / Excused Absences

Twenty members were present, constituting a quorum: Ken Aaron (KPFK), Teresa Allen (KPFT), Jessica Apolinar (KPFT), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair KPFT), Kathy Davis (WBAI), Heather Gray (Secretary Pro-Tem, Affiliates), Campbell Johnson (WPFW), 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 excused: Rodrigo Argueta (KPFK), Efia Nwangaza (Affiliates, Secretary).

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

Audio Recording: The audio for this meeting can be accessed at KPFTX.org

[Audio Part 1]

b. Designate Timekeeper (5:43)

Crosier volunteered to be the timekeeper.

c. Agenda Approval (5:43)

The Agenda continued over from the previous meeting.

Johnson **moved** that the Standing Rules be moved from Unfinished Business and be placed first in the Agenda. The Chair ruled that this was dilatory. Johnson **challenged** the ruling of the Chair.

Point of order from Steinberg: We should move on—This has already been declared out of order.

The ruling of the Chair was **sustained** by a roll call vote: Yes—9, No—5, Abstain—1.

Yes—Aaron, Allen, Bethune, Birden, Crosier, Davis, Gray, Rosenberg, Steinberg.

No—Bediako, Johnson, Prives, Reid, Turner.

Abstain—Siegel.

Present not voting—Reese.

III. Board Chair Report—Summer Reese (5:56)

The Chair delivered a report. Discussion followed.

IV. Management Reports (6:02)

a. Executive Director Report--Arlene Engelhardt (6:02)

The Executive Director delivered a brief report.

b. Chief Financial Officer Report--LaVarn Williams (6:03)

The CFO delivered a brief report. Discussion followed.

V. Committee Reports (6:07)

Strategic Recovery Plan Audit Task Force (FRAT)--Ken Aaron, Chair (6:07)

Aaron reported and presented the following motion:

Motion 1: Deficiencies Correction Timetable

The Executive Director and the Chief Financial Officer shall work on correcting all deficiencies reported in the Feb 2011 Auditors Recommendations including evaluation of the business managers and software training at each station and update progress on the spreadsheet on the FRAT Yahoo Group. They shall update status of each deficiency by May 31st. Progress will be reported every two weeks thereafter. The spreadsheet will be updated every two weeks as events warrant. By July 30th it is expected that 70% of the deficiencies will have been remedied. Effectiveness in successfully addressing these deficiencies will be considered in ED and CFO evaluations. *(Passed without objection in committee)*

Motion **passed** without objection.

Motion 2: Increasing Listenership & Membership

In order to bolster financial health of the foundation, the PNB should set as a goal that stations need to increase listenership & membership (while adhering to Pacifica's mission). *(Passed without objection in committee)*

Aaron **moved** to refer back to the committee. Motion **passed** without objection.

Motion 3: Plans for Increasing Listenership

Station managers shall submit plans for increasing listenership (as called for by the PNB in 2008) to the ED. The PNB shall receive reports from the ED on the status of these plans in writing on a quarterly basis. *(Passed without objection in committee)*

Motion **passed** without objection.

c. Coordinating Committee--Bill Crosier, Chair (6:24)

Crosier presented the following motions:

Motion 1: Additional PNB teleconference meetings

The Coordinating Committee recommends to the PNB to schedule an extra Saturday teleconference in October and January. *Motion (amended by committee since July PNB meeting) passed in committee without objection*

Johnson **moved** to refer back to the committee. Motion **passed** without objection.

Motion 3 (omitted by unanimous consent)

d. Personnel Committee--Nia Bediako, Chair (6:28)

Bediako reported and presented the following motion:

Motion 1: PNB Personnel Committee Purpose (amended by Crosier)

The PNB Personnel Committee shall create and distribute the performance evaluation forms and facilitate the subsequent evaluation processes of the Foundation's Executive Director and Chief Financial Officer and make recommendations to the Board with regard to their job descriptions, employment contracts, compensation, retention and separation from employment. With the aim of increasing equity and uniformity among persons doing similar work throughout the Foundation, the Committee's responsibilities, subject to PNB approval, shall include, but are not limited to, the review of the General Manager and Interim General Manager hire processes as well as the PD and interim PD hire processes, the Pacifica Foundation Employment Manual, organizational charts, paid and unpaid staff issues and any policies and processes regarding other personnel matters. *[Approved without objection.]*

Steinberg **moved** to amend: Remove the entire second sentence. **Failed** by substitution.

[Audio Part 2]

Crosier **moved to substitute** Steinberg's amendment: Add "subject to PNB approval."

Crosier's substitute amendment **passed** by a roll call vote: Yes—10, No—6, Abstain—2.

Yes—Allen, Bediako, Bethune, Brazon, Crosier, Johnson, Orendoff, Reid, Siegel, Turner.

No—Apolinar, Birden, Davis, Gray, Rosenberg, Steinberg.

Abstain—Prives, Wolf.

Present not voting—Reese.

The amended main motion **passed** by a roll call vote: Yes—11, No—7, Abstain—0.

Yes—Allen, Bediako, Bethune, Brazon, Crosier, Johnson, Orendoff, Prives, Reid, Siegel, Turner.

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

Present not voting—Reese.

Point of order from Crosier: We skipped the Affiliate election.

Point of order from Rosenberg: Objected to any extension of time exceeding 15 minutes.

Point of order from Steinberg: The motion about to be read is in violation of the Bylaws.

Motion 2 (omitted)

Davis noticed an intention to rescind the previous passed motion.

Affiliates Election (7:09)

Nominees: Heather Gray, Efia Nwangaza.

Point of order from Steinberg: We cannot vote without a secret ballot. We should vote by email or vote by acclamation.

Bediako **moved** the nominations of Nwangaza and Gray be approved by acclamation.

Nwangaza and Gray were **elected** by acclamation.

e. Elections Committee--Carolyn Birden, Chair (7:11)

Birden presented the following motion:

Motion 1: Member database clean up (amended by Bediako)

Whereas, the Pacifica Bylaws require that the Foundation maintain a list of its members at the national office, and

Whereas, maintenance of an accurate, up-to-date roster of both listener-sponsor and staff members is essential to the proper running of Pacifica elections;

therefore

The Elections Committee moves that, in preparation for Delegate elections in 2012, the PNB request that the Executive Director

1. Have station managers work to clean up and secure a database to be used for balloting, additional to the donor databases maintained at each station, by providing lists of all voting members as defined in Article 3, Section 1-4 of the Bylaws (appended)
2. Encourage all members to keep their contact information current;
3. Eliminate duplications in member databases by using the USPS/NCOA service, doing comparison of databases for all five stations, and carrying out any necessary measures to establish that each member can vote only once.

These clean-up efforts should take place at least once by February 1, 2012 and again next year no later than immediately after the date of record in 2012.

The Elections Committee further recommends that the PNB direct the Executive Director to report to the PNB Elections Committee on progress and problems in implementing the above protocols by February 1, 2012, monthly until a clean list is achieved, and quarterly thereafter on maintenance of the ballot-membership database.

Passed by the Elections Committee October 5, 2011

Bediako **moved** to amend: strike December 1, add February 1. Motion **passed** without objection.

The amended main motion **passed** without objection.

Steinberg requested a continuation meeting for the next meeting. Following a question from Brazon, the Chair committed to look up how many continuation meetings can be had in a row.

The meeting adjourned without objection at 7:40 PM PST.

The board reconvened in executive session immediately afterwards.

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