

Pacifica National Board

Regular Quarterly Meeting (Open Session)

Hotel Durant, Berkeley, California

Friday, July 20, 2012

7:00 PM EDT, 5:00 PM CDT, 3:00 PM PDT (scheduled)

Meeting Minutes

I. Call to Order and Opening Business [audio recording: 9:20]

The meeting was called to order by the Chair at 3:48 PM Pacific Daylight Time.

a. Roll Call / Establish Quorum

Twenty-two members were present, constituting a quorum:

Ken Aaron (KPFK), Ivon Alcime (WPFW), Teresa Allen (KPFT), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair, KPFT), Kathy Davis (WBAI), Revalyn Gold (WPFW), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Efia Nwangaza (Secretary, Affiliates), Laura Prives (KPFA), Summer Reese (Chair, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), Andy Gold (Pacifica General Counsel), Jon Almeleh (National Technical Director), Otis Maclay (Web Administrator) and members of the public. The Recording Secretary (John P. Garry III) monitored the livestream.

The audio for this meeting was live-streamed from, and can be accessed at, KPFTX.org. The agenda for the entire in-person meeting is available at KPFTX.org

Prior to this meeting the board met in executive session from 9:32 AM to 3:35 PM in the same location.

[Audio Part 1 pnb120720a.mp3]

c. Alcime volunteered to be the timekeeper.

II. Open Agenda Approval (3:50 PM) [11:43]

Prives read a motion she had moved at the executive session:

“Resolved that Pacifica justify the proposed \$1 million dollar cuts across the network by presenting specific figures for each station, detailed explanations of the dollar amounts of cuts and an estimate of any possible loss of revenue created by the proposed cuts before any further action is taken.”

Johnson seconded. Included in Open Session agenda without objection.

Alcime read a motion he had moved in the executive session:

“Whereas Pacifica has had deficit spending during each of the last five years and have spent all of its reserves while accumulating debt, and whereas the PNB approved the 2012 financial recovery plan, resolved, that restoring the financial reserves as its goals and whereas the revenues are still down, and that income during the first three quarters of FY2012 has been under budget, and is likely to be negative by the end of the fiscal year unless corrective steps are taken, and whereas the auditor has said that debt is unsustainable and together with the resulting lack of working capital led to the on-going concern alert and, resolved, the Pacifica National Board supports the expense cuts announced by the Executive Director of at least one million per fiscal year, relative to the fiscal year 2012 budget and encourage the board and staff at all our stations to understand that these are necessary to survival, even though cuts are never easy.”

Crosier seconded. Included in the agenda without objection. Crosier **moved** that both motions shall be heard after the CFO Report. **Passed** without objection.

Gold **moved** a closed session for Saturday night. Bethune seconded. Siegel objected. No vote taken. Without objection, the board agreed to approve the agenda day-by-day.

The amended agenda for July 20, 2012 was **approved** without objection.

III. Minutes Approval

Postponed without objection.

IV. Chief Financial Officer's Report (4:00 PM) [21:10]

The CFO reported and forwarded a financial forecast electronically to the board. Pacifica Foundation FY2012 income \$11.5 million; expenses \$11 million; surplus \$500,000. Fourth quarter forecast: a deficit for FY2012.

Rosenberg **moved** to extend 15 minutes. Motion withdrawn.

Brazon **noticed** a motion to make this the last in-person PNB meeting for this fiscal year.

(4:35 PM) [57:40] Prives **moved** (previously seconded):

“Resolved that Pacifica justify the proposed \$1 million dollar cuts across the network by presenting specific figures for each station, detailed explanations of the dollar amounts of cuts and an estimate of any possible loss of revenue created by the proposed cuts before any further action is taken.”

Point of order from Bediako: Untrue statements should be corrected by the Chair. Bediako referred to a recent statement by a board member. The Chair apologized for any oversight and declined to rule.

Motion **failed** by a roll call vote: Yes—10, No—10, Abstain—0. [1:11:22]

Yes—Bediako, Bethune, Brazon, Gold, Johnson, Nwangaza, Prives, Reid, Siegel, Turner.
No—Aaron, Alcime, Allen, Birden, Crosier, Gray, Lexa, Reiter, Rosenberg, Steinberg.
Present not voting—Reese.

[Audio Part 2 pnb120720b.mp3]

V. Financial Committee Report

Delayed due to expiration of time.

Public Comment (5:00 PM) [1:21:10]

Public comment was heard for 40 minutes.

The meeting adjourned without objection at 5:41 PM. [02:02:00]

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on September 20, 2012)
