

Pacifica National Board, In-Person Meeting

July 24 - 26, 2009

Beekman Hotel, New York, New York

OPEN SESSION MINUTES

(Approved Nov. 15, 2009)

Friday, July 24, 2009: PNB OPEN SESSION. 6:45 pm (ET)

I. Call to Order/ Welcome. PNB Chair Grace Aaron called meeting to order at 6:45 pm. She welcomed everyone to the July 24-26, 2009 PNB meeting, in New York, New York; and thanked host station WBAI, members and management, for their hospitality.

a. Roll Call/ Quorum. Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established. David Beaton agreed to serve as timekeeper.

For Attendance. 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.:

Ab Sherry Gendelman X Grace Aaron X George Reiter X Nia Bediako

X Bonnie Simmons X Shawn O’Brian AL Sandra Rawline X Carolyn Birden

X Andrea Turner X Leslie Radford X Wendy Schroell X Kathy Davis

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

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

X Jim Brown X David Beaton X LaVarn Williams, Interim CFO

X Acie Byrd X Efia Nwangaza X Ricardo deAnda, Int. Gen. Counsel

X Luzette King

X Billy Ray Edwards

b. Agenda Approval. Byrd moved to add at Id., Consideration of Adding Campbell Johnson to membership on the Pacifica National Board. The Chair ruled the motion out of order as dilatory. Simmons moved to challenge the ruling of the Chair and asked that the vote to sustain or not be a Roll Call Vote. The ruling of the Chair was sustained by a vote of 11-6. [See Below.]

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

Sherry Gendelman PNV Grace Aaron Y George Reiter N Nia Bediako

N Bonnie Simmons Y Shawn O’Brian Sandra Rawline Y Carolyn Birden

N Andrea Turner N Leslie Radford Y Wendy Schroell Kathy Davis

Y Joseph Wanzala Y Ricco Ross Susan Young Y James Ross

WPFW – Wash. D.C.: AFFILIATES:
N Jim Brown Y David Beaton
N Acie Byrd Y Efia Nwangaza
Y Luzette King
Y Billy Ray Edwards

11-6, Chair Sustained.

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(Agenda Approval. Continued.)

Radford moved to extend for 5 Minutes. HNO, Approved. Brown moved to add discussion of Bylaws Revision Conference at New Business. HNO, Approved. Radford moved to set time certain for Public Comment as Friday at 8:00 pm; Saturday at 12:30 pm and 5:00 pm; and Sunday at 10:00 am. HNO, Approved. Nwangaza moved to set time certain for Affiliates Report as Saturday at 2:00 pm. HNO, Approved. Simmons moved to extend for 2 Minutes. HNO, Approved. Simmons moved to remove item #9 (Cab Discussion) from the Agenda. Motion Failed by a vote of 5-9-1. O'Brien moved the approval of the Agenda [as amended]. HNO, Approved.

c. Minutes Approval. Four sets of Open Session Minutes listed below were Approved.

May 11, 2009	O'Brien moved approval.	HNO, Minutes Approved.
May 27, 2009	Reiter moved approval.	HNO, Minutes Approved.
June 26, 2009	Reiter moved approval.	HNO, Minutes Approved.
July 12, 2009	Birden moved approval.	HNO, Minutes Approved.

d. Consent Item. For WPFW representation on PNB Finance Committee add Luzette King.

II. Acknowledgements.

**** Wendy Schroell and the PNB Coordinating Committee for their planning and preparation for this meeting. **** by O'Brien.

**** WBAI members, staff and listeners for supporting the recent fund drive. **** by Williams.

**** KPFT Off-Air Fund Raiser – Service Auction for its success. **** by Schroell.

**** PNB Members who are in the minority. **** by Bediako.

**** Mitch Jeserich and all who broadcast Sotomayor Hearings. **** by Simmons.

**** Grigsby Hubbard, WPFW New GM. **** by King.

**** Ursula Ruedenberg, Pacifica Affiliates Coordinators. **** by Beaton.

**** “I applaud those who have stepped-up and held-up and secured the interest of the network and WBAI and WPFW.” She presented flowers to Grace Aaron and recognized the work of Aaron, LaVarn Williams, Tony Bates, Kathy Davis, and the “WBAI family,” and Grigsby Hubbard, WPFW GM. **** by Nwangaza.

**** Sean Heikemper KPFK GM. **** by R. Ross.

**** Efia Nwangaza for her recognition of Grace Aaron. ****

by King.

III. Election of PNB Director to Represent WPFW on the PNB Personnel Committee.

Two Directors nominated Jim Brown and Billy Ray Edwards. Edwards elected by a vote of 12-6.

8:00 pm. Public Comments. [Audio available at KPFTX.org]

IV. Adjournment. Beaton moved to adjourn. HNO meeting adjourned at 9:30 pm.

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Saturday, July 25, 2009: PNB OPEN SESSION. 9:17 am (ET)

I. Call to Order/ Welcome. PNB Chair Grace Aaron called meeting to order at 9:17 am.

a. Roll Call/ Quorum. Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established. David Beaton agreed to serve as timekeeper.

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.
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WPFW – Wash. D.C.: AFFILIATES: Staff & Counsel:
X Jim Brown X David Beaton X LaVarn Williams, Interim CFO
X Acie Byrd X Efia Nwangaza X Ricardo deAnda, Int. Gen. Counsel
X Luzette King
X Billy Ray Edwards

b. Agenda Approval. Chair moved to add time certain for Archives report at Saturday at 4:00 pm. HNO, Approved.

** Vice Chair Joe Wanzala assumed Chair.*

II. Int. Executive Director Report. IED Grace Aaron gave report. [Audio available at kpftx.org] Q & A and discussion followed.

III. Int. CFO Report. ICFO LaVarn Williams gave report. [Audio available at kpftx.org] Q & A and discussion followed.

** Grace Aaron re-assumed Chair.*

- IV. **National Election Supervisor Report.** Shawn O'Brien read NES Les Radke's report. [Audio available at kpftx.org]
- V. **Int. Human Resources Director Report.** IHRD Ahmad Anderson gave report. [Audio available at kpftx.org] Q & A and discussion followed.
- VI. **Int. Development Director Report.** Wendy Schroell read IDD Tony Riddle's report. [Audio available at kpftx.org]

- Lunch Break.

12:30 pm Public Comments. [Audio available at kpftx.org]

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- VII. **Affiliates Report.** Affiliates Directors Efia Nwangaza and David Beaton gave report. [Audio available at kpftx.org]
- VIII. **WPFW IGM Report.** IGM Grigsby Hubbard gave report. [Audio available at kpftx.org]
- IX. **Committee and Working Groups Reports and Motions.**
 - a. **Coordinating Committee.** Wendy Schroell thanked all for help in setting-up meeting..
 - b. **Finance.** Finance Committee Chair Jamie Ross gave report. [Audio available at kpftx.org]
 - c. **Discussion with the Audience.** Bediako moved that there be a 15 Q&A between the audience and the Board. Radford moved to amend to choose who could take questions. Motion Failed by a vote of 4-5-2. Main Motion re: Q&A voted Approved 12-3-1. Discussion followed.
 - d. **WBAI General Manager Report.** Interim General Manager LaVarn Williams gave report. [Audio available at kpftx.org]
 - e. **WPFW LSB Chair Report.** WPFW LSB Chair, Zarinah Shakir gave report. [Audio available at kpftx.org]

5:00 pm Public Comment. [Audio available at kpftx.org]

- X. **Adjourned.** O'Brien moved to adjourn. HNO, Chair adjourned meeting at 6:00 pm.

Sunday, July 26, 2009: PNB OPEN SESSION. 9:23 am (ET)

- I. **Call to Order/ Welcome.** PNB Chair Grace Aaron called meeting to order at 9:17 am.
 - a. **Roll Call/ Quorum.** Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established. David Beaton agreed to serve as timekeeper.

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.
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II. Committee and Working Groups Reports and Motions. (Continued.)

f. Personnel Committee. Committee Chair Sandra Rawline gave report. The search for Executive Director and Chief Finance Officer is ongoing (currently there are 6 Ed and 5 CFO candidates). Although the original deadline for applications has passed, the postings for these positions will be extended for two weeks. A letter of explanation will be sent to Cynthia McKinney, who sent in a letter of interest after the postings had closed; in which Ms. McKinney will be informed of the re-opening of the job postings and she will be encouraged to sent her application, if she wishes. Committee Goal is to have a “Short List” for consideration of the Board for the Fall In-Person Meeting.

g. Archives Taskforce. Turner moved to postpone until next meeting. HNO, Approved.

h. Audit. Audit Committee Chair Nia Bediako moved to postpone until next meeting. HNO, Approved.

i. Programming. No Report.

j. Governance. Governance Committee Chair George Reiter gave report and presented four Motions, as follows:

1. Motion that the LSB Chairs will be responsible for getting the names and contact information of everyone on the PNB committees from their LSB to the Secretary of the PNB within two days of the conclusion of the January PNB meeting. The LSB Chair will be responsible for reporting any subsequent changes to the makeup of the LSB delegation to a committee to the Secretary within two days of the change occurring. The Secretary will forward the information to the appropriate committee Chair within two days of receiving it. Motion voted Approved 14-0-3. [See Below.]

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 Sherry Gendelman PNV Grace Aaron Y George Reiter Y Nia Bediako

Ab Bonnie Simmons	Y Shawn O'Brian	Y Sandra Rawline	Y Carolyn Birden
Y Andrea Turner	Y Leslie Radford	Y Wendy Schroell	Kathy Davis
Joseph Wanzala	Y Ricco Ross	Susan Young	Y James Ross

WPFW – Wash. D.C.: AFFILIATES:

Y Jim Brown	Y David Beaton	
Ab Acie Byrd	Y Efia Nwangaza	14-0-3, Approved.
Y Luzette King		
Ab Billy Ray Edwards		

2. Rawline moved that all LSB Chairs be required to submit, in writing, their local LSB Report one week prior to all In-Person PNB Meetings. HNO, Motion Approved.

3. Motion outlining procedures for the functioning of the Community Advisor Board (CAB). O'Brien moved to postpone until the next PNB Meeting. HNO, Approved.

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4. Reiter moved that the Recall Procedure outlined below be adopted as policy:

Pacifica Foundation Recall Procedure._____

The recall petition is to be sent to the Secretary of the Local Station Board (LSB).

The Secretary will forward it within 2 days to the General Manager, and notify the Chair of the Pacifica National Board (PNB) of the arrival of the petition.

The General Manager will have 10 days from the receipt of the petition to certify that the signer's name placed on the petition are authentic and of sufficient number to satisfy the bylaws requirement of 2% of the membership of the class of the delegates.. The General Manager will notify the Secretary of the LSB immediately when that determination is made.

The record date for the recall election will be the date that the General Manager certifies the petition, and only members in good standing at the time are entitled to vote. The LSB Secretary, upon receipt of the certification, will immediately notify the Chair of the PNB that a recall election must be held, with the record date of the petition. The Chair will immediately notify the delegate(s) subject to recall of the date.

The Chair of the PNB shall appoint an agent to supervise the conduction of the election

or otherwise see that the election is conducted fairly. The ballots are to be distributed between 45 and 60 days from the record date. They are to be returned as postmarked within 21 days of their mailing date. Ballots are to be counted and a result declared by the Election Supervisor within 15 days of the return date of the ballots.

The ballot will consist of the text of the recall petition, exactly as submitted, an explanatory statement of the charges in the petition by the petitioners of no more than 1000 words, and a statement from the delegate subject to recall of no more than 1000 words plus the number of words in the petition. The additional statement by the petitioners must be submitted 10 days of the record date and will be immediately forwarded to the delegate. The delegate's statements is required to be filed 21 days before the mailing date determined by the election supervisor. The ballot shall have as responses only yes and no that the delegate should be recalled

Delegates subject to recall and petitioners shall have equal access to the mailing list for the eligible members. Any challenges to the names on the lists will be resolved by the appointed supervisor in consultation with the General Manager.

All recall elections must be completed prior to 21 days before the date for sending out of ballots for a general election, if any delegate subject to recall is up for election in that general election.

The election shall be subject to the quorum rules for the class, and the recall will be deigned to have failed if a quorum is not reached.

Byrd moved to postpone consideration until the next PNB meeting. Motion Failed by a vote of 3-7-1. Time had arrived for Public Comment. Chair moved that the motion re: Recall be postpone until after Public Comment. HNO, Approved.

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10:00 am Public Comment. [Audio available at kpftx.org]

III. Adjourned. Nwangaza moved to adjourn. Hearing no objections, Chair adjourned the meeting at 12: 00 pm (PT).

Minutes Scribed and Prepared by: Richard Uzzell, PNB Recording Secretary

Minutes Approved by the Pacifica National Board:

Grace Aaron, PNB Chair

Nov. 15, 2009

Witnessed By:

Date: