

**Pacifica National Board, Special Teleconference Meeting**

8:30 pm Eastern Time, 7:30 pm Central Time, 5:30 pm Pacific Time

Originating in Various Locations

**April 7, 2011**

**Open Session MINUTES**

**I. Call to Order and Opening Business.** PNB Chair Summer Reese called the meeting to order at 8:30 pm (ET).

**A. Roll Call / Establish Quorum.** PNB Secretary Caroline Birden called the roll and established a quorum. Johnson agreed to be timekeeper.

**For Attendance.** X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

<u>KPFA - Berk, Ca.:</u>	<u>KPFK - L.A., Ca.:</u>	<u>KPFT - Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>X</u> Laura Prives	<u>X</u> Ken Aaron	<u>X</u> Teresa Allen	<u>X</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>X</u> Rodrigo Argueta	<u>X</u> Jessica Apolinar	<u>X</u> Carolyn Birden
<u>X</u> Dan Siegel	<u>X</u> Lydia Brazon	<u>X</u> Wesley Bethune	<u>X</u> Kathy Davis
<u>X</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> Bill Crosier	<u>X</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF &amp; COUNSEL:</u>	
<u>X</u> Campbell Johnson	<u>X</u> Heather Gray	<u>X</u> Arlene Engelhardt, ED	
<u>Ab</u> Kimory Orendoff	<u>Ab</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>X</u> Marcel Reid		<u>X</u> Ricardo deAnda, GC	
<u>Ab</u> Rene Bryce-Laporte			

**B. Agenda Approval.** Chair asked if there was any objection to the Agenda. Bediako moved to add an item at #5 "To hear the responses/up-date of the ED and CFO to the motion made at the Houston In-Person Meeting, which directed them both to complete and submit the KPFK Budget." HNO item added. Brazon moved to add an item between "i." and "j" at Committee Reports to decide committees and task forces to which Prives and Siegel would be assigned. HNO item added. HNO the Agenda (as amended) was Approved.

**C. Minutes Approval.** Chair asked for approval of the minutes. Bediako questioned how corrections were to be handled. Aaron moved that the question of a Minutes corrections protocol shall be referred to the Governance Committee. Motion Failed by a vote of 5-9-2.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk, Ca.:</u>	<u>KPFK - L.A., Ca.:</u>	<u>KPFT - Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>N</u> Laura Prives	<u>Y</u> Ken Aaron	<u>Y</u> Teresa Allen	<u>N</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>-</u> Rodrigo Argueta	<u>Ab</u> Jessica Apolinar	<u>N</u> Carolyn Birden
<u>N</u> Dan Siegel	<u>Y</u> Lydia Brazon	<u>N</u> Wesley Bethune	<u>Y</u> Kathy Davis
<u>-</u> Andrea Turner	<u>PNV</u> Summer Reese	<u>Ab</u> Bill Crosier	<u>N</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>-</u> Rene Bryce-Laporte	<u>N</u> Heather Gray	Approved: 5-9-2	
<u>N</u> Campbell Johnson	<u>-</u> Efia Nwangaza		
<u>-</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

**C. Minutes Approval.** (Continued.) Bediako moved that the approval of Minutes be postponed until the next PNB meeting; and that before that next meeting, the Chair and the Secretary would determine a policy for turnaround time for getting Minutes out and a process for Directors to propose corrections. Birden move to amend to add that proposed corrections shall come with a description of where in the audio the correction is located. HNO the amendment was Approved. HNO the motion (as amended) was Approved.

**II. Acknowledgements.**

**\*\* All Board Members for your hard work. \*\*** by Reese.

**\*\* John Hughes the WPFW GM for his outstanding and creative work he has taken to "locate the station a new home." \*\*** by Johnson.

**III. Executive Director's Report.** Pacifica Executive Director Arlene Engelhardt gave the report. (audio available at kpftx.org) Questions and Answers with Discussion followed.

**IV. CFO's Report.** Pacifica CFO LaVarn Williams gave the report. (audio available at kpftx.org) Question and Answers with Discussion followed.

**V. PNB Chair's Report.** KPFK Budget. The KPFK LSB looked at the budget proposal, but took no action. A Budget for KPFK will be going to the National Finance Committee. The NFC will consider at the next NFC Meeting, April 12th; then send it on to the PNB.

Crosier moved to extend time for 20 minutes. Steinberg moved to substitute to extend for 10 minutes. Substitute motion Failed by a vote of 6-8. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk, Ca.:</u>	<u>KPFK - L.A., Ca.:</u>	<u>KPFT - Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>  </u> Laura Prives	<u>  N</u> Ken Aaron	<u>  N</u> Teresa Allen	<u>  N</u> Nia Bediako
<u>  N</u> Tracy Rosenberg	<u>  Y</u> Rodrigo Argueta	<u>  Y</u> Jessica Apolinar	<u>  Y</u> Carolyn Birden
<u>  </u> Dan Siegel	<u>  N</u> Lydia Brazon	<u>  N</u> Wesley Bethune	<u>  Y</u> Kathy Davis
<u>  N</u> Andrea Turner	<u>  PNV</u> Summer Reese	<u>  N</u> Bill Crosier	<u>  Y</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>  </u> Rene Bryce-Laporte	<u>  </u> Heather Gray		
<u>  N</u> Campbell Johnson	<u>  </u> Efia Nwangaza	Failed: 6-9	
<u>  </u> Kimory Orendoff			
<u>  Y</u> Marcel Reid			

**V. PNB Chair’s Report.** (Continued.)

Motion to extend for 20 minutes voted Approved, 9-4-1. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk, Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>N</u> Laura Prives	<u>Y</u> Ken Aaron	<u>Y</u> Teresa Allen	<u>Y</u> Nia Bediako
<u>–</u> Tracy Rosenberg	<u>Y</u> Rodrigo Argueta	<u>N</u> Jessica Apolinar	<u>N</u> Carolyn Birden
<u>Ab</u> Dan Siegel	<u>Y</u> Lydia Brazon	<u>Y</u> Wesley Bethune	<u>–</u> Kathy Davis
<u>–</u> Andrea Turner	<u>PNV</u> Summer Reese	<u>Y</u> Bill Crosier	<u>N</u> Alex Steinberg
<u>WFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>–</u> Rene Bryce-Laporte	<u>–</u> Heather Gray		
<u>Y</u> Campbell Johnson	<u>–</u> Efia Nwangaza	Approved: 9-4-1	
<u>–</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

**VI. Committee and Working Group Reports.**

**A. Coordinating Committee.** Convener Lydia Brazon began the report.

*Steinberg called a Point of Order that Committee Chair should give the report. Chair sustained the Point and Committee Chair Crosier gave report.*

Committee Chair Bill Crosier gave the report and presented three motions from the Committee.

**1. PNB Monthly Meetings.**

Motion that the PNB have one regularly scheduled PNB meeting each month for the entire year, that it include both open and executive sessions, and that it be on the fourth Wednesday of the month (November and December dates to be determined) with additional dates to be chosen as needed.

Johnson moved to add (November and December dates to be determined). HNO amendment Approved. HNO Motion (As Amended) Approved.

**2. PNB Meeting Schedule.**

Motion that the PNB reserve the second Thursday of each month as a second meeting date, or for continuation meetings, to be used if needed, with the second Monday as an alternative if the second Thursday is not acceptable. HNO motion Approved.

**3. Next Regular (In-Person) PNB Meeting.**

Motion that the PNB set the next "regular" (in-person) PNB meeting for June 3-5, 2011, and that the following regular meeting be Oct. 8-10 at a TBD location, and that a video conferencing option be considered. Discussion followed.

Pacifica National Board Special Teleconference Meeting, April 7, 2011  
Open Session MINUTES

Brazon moved to substitute, that **Whereas**, the Pacific Auditor's report states in part, "Although management has taken recent action to increase revenues and reduce expenses, as of the date of this report there is not a Board approved and implemented financial plan in place in order to restore adequate working capital within the current year.

Accordingly, substantial doubt remains as to the ability of the Foundation to continue as a going concern as of the date of this report." and,

**Whereas**, the expenses for in person Pacifica National Board Meetings totaled \$100,333.82 in calendar year 2010; and,

**Whereas**, the board must weigh the gravity of Pacifica's fiscal challenges with that of the bylaws meeting schedule;

**Therefore, it is resolved:** That the Pacific National Board shall meet in person once more for its second in person Pacifica National Board Meeting for calendar year 2011, to be held Friday, Saturday, Sunday, September 23, 24 and 25 in Los Angeles, California. This would signify a total of two in-person Pacifica National Board Meetings and would be the final meeting for calendar year 2011.

*Aaron called a Point of Order re: this is not a valid substitute motion. Chair did not rule.*

*Steinberg called a Point of Order re: this violates the Bylaws "which mandate four meetings a year." Chair did not rule.*

Time expired. Crosier moved to extend for 5 minutes. HNO motion Approved.

Brazon moved to continue the open session meeting next week. Motion failed by a vote of 8-8. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk, Ca.:</u>	<u>KPFK - L.A., Ca.:</u>	<u>KPFT - Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>N</u> Laura Prives	<u>N</u> Ken Aaron	<u>Y</u> Teresa Allen	<u>N</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>N</u> Rodrigo Argueta	<u>-</u> Jessica Apolinar	<u>Y</u> Carolyn Birden
<u>N</u> Dan Siegel	<u>Y</u> Lydia Brazon	<u>N</u> Wesley Bethune	<u>N</u> Kathy Davis
<u>Y</u> Andrea Turner	<u>PNV</u> Summer Reese	<u>Y</u> Bill Crosier	<u>Y</u> Alex Steinberg
<u>WFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>-</u> Rene Bryce-Laporte	<u>-</u> Heather Gray		
<u>N</u> Campbell Johnson	<u>-</u> Efia Nwangaza		
<u>-</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

Failed: 8-8.

*Crosier called Point of Order re: when time runs out, the vote is completed. Chair sustained.*

