

Pacifica National Board, Special Teleconference Meeting
May 12, 2011

[Continuation Meeting from April 27, 2011]
8:30 pm Eastern Time, 7:30 pm Central Time, 5:30 pm Pacific Time
Originating in Various Locations

Open Session MINUTES

I. Call to Order and Opening Business. PNB Chair Summer Reese called the meeting to order at 7:43 pm (ET).

A. Roll Call / Establish Quorum. PNB Secretary Caroline Birden called the roll and established a quorum. HNO Apolinar and Bryce-Laporte were given excused absences. Reese was named time keeper.

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

Table with attendance records for KPFA - Berk, Ca.; KPFA - L.A., Ca.; KPFT - Houston, Tx.; WBAI - N.Y., N.Y.; WPFW - Wash. D.C.; AFFILIATES; and STAFF & COUNSEL.

B. Agenda Approval. As a continuation meeting from April 27, 2011, the Agenda Approved at the earlier meeting may not be changed. Agenda Approve April 27, 2011.

C. Minutes Approval. The PNB Secretary Carolyn Birden presented four sets of Open Minutes:

- February 25-27, 2011 Houston In-Person (Open Sess.).
January 21, 2011 Teleconference (Open Sess.).
January 28, 2011 Teleconference (Open Sess.).
February 15, 2011 Teleconference (Open Sess.).

Birden reminded the Board that she had sent her reply to questions about proposed changes, from various Directors, out to all members of the Board. Changes that proved to be accurate, had been made to the draft Minutes; proposed changes that were not made, were accompanied by the reason for her rejection of them. Any further changes would require a majority vote by the PNB.

Crosier asked to correct the date on the February 25 meeting; however it was not necessary because he had been given the wrong version. The date was correct. Johnson noted what he called "a continuing objection" from himself and Director Bediako, that a California Statute had not been added to the Minutes. Secretary Birden responded that she had addressed the question; and that there was a question of whether the report was from the committee or from an individual

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C. Minutes Approval. (Continued.)

and considering the length of the Statute, it was her opinion that it was inappropriate for the Minutes. However, she said, if Johnson wished to move to ask that a majority of the Board vote to place it in the Minutes, that that was his choice. No motion was forthcoming. Chair moved that each of the four sets of Minutes would be voted on separately. HNO motion passed.

Minutes for the February 25-27 Houston In-person Open Meeting were voted Approved, 8-5-1. [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>-vacant-</u>	<u>Y</u> Ken Aaron	<u>Y</u> Teresa Allen	<u>-</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>N</u> Rodrigo Argueta	<u>-</u> Jessica Apolinar	<u>Y</u> Carolyn Birden
<u>-vacant-</u>	<u>N</u> Lydia Brazon	<u>Y</u> Wesley Bethune	<u>-</u> Kathy Davis
<u>N</u> Andrea Turner	<u>Y</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>Y</u> Heather Gray		
<u>N</u> Campbell Johnson	<u>Ab</u> Efia Nwangaza	Approved: 8-5-1	
<u>-</u> Kimory Orendoff			
<u>-</u> Marcel Reid			

Minutes for the January 21 Open Teleconference Meeting were voted Approved, 9-0-5. [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>-vacant-</u>	<u>Y</u> Ken Aaron	<u>Y</u> Teresa Allen	<u>-</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>Ab</u> Rodrigo Argueta	<u>-</u> Jessica Apolinar	<u>Y</u> Carolyn Birden
<u>-vacant-</u>	<u>Ab</u> Lydia Brazon	<u>Y</u> Wesley Bethune	<u>-</u> Kathy Davis
<u>Ab</u> Andrea Turner	<u>PNV</u> Summer Reese	<u>Y</u> Bill Crosier	<u>Y</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>-</u> Rene Bryce-Laporte	<u>Y</u> Heather Gray		
<u>Ab</u> Campbell Johnson	<u>Ab</u> Efia Nwangaza	Approved: 9-0-5	
<u>-</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

Minutes for the January 28 Open Teleconference Meeting were voted Approved, 7-2-6. [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>-vacant-</u>	<u>Y</u> Ken Aaron	<u>Y</u> Teresa Allen	<u>Ab</u> Nia Bediako
<u>-</u> Tracy Rosenberg	<u>N</u> Rodrigo Argueta	<u>-</u> Jessica Apolinar	<u>Y</u> Carolyn Birden
<u>-vacant-</u>	<u>Ab</u> Lydia Brazon	<u>Y</u> Wesley Bethune	<u>-</u> Kathy Davis
<u>Ab</u> Andrea Turner	<u>PNV</u> Summer Reese	<u>Y</u> Bill Crosier	<u>Y</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>-</u> Rene Bryce-Laporte	<u>Y</u> Heather Gray		
<u>N</u> Campbell Johnson	<u>Ab</u> Efia Nwangaza	Approved: 7-2-6	
<u>Ab</u> Kimory Orendoff			
<u>Ab</u> Marcel Reid			

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C. Minutes Approval. (Continued.)

Minutes for the February 15 Open Teleconference Meeting were voted Approved, 9-0-7.
 [See vote below.]

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

<u>KPFA - Berk, Ca.:</u> <u>-</u> -vacant- <u>Y</u> Tracy Rosenberg <u>-</u> -vacant- <u>Ab</u> Andrea Turner	<u>KPFK - L.A., Ca.:</u> <u>Y</u> Ken Aaron <u>Ab</u> Rodrigo Argueta <u>Ab</u> Lydia Brazon <u>PNV</u> Summer Reese	<u>KPFT - Houston, Tx.:</u> <u>Y</u> Teresa Allen <u>-</u> Jessica Apolinar <u>Y</u> Wesley Bethune <u>Y</u> Bill Crosier	<u>WBAI - N.Y., N.Y.:</u> <u>Ab</u> Nia Bediako <u>Y</u> Carolyn Birden <u>-</u> Kathy Davis <u>Y</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u> <u>-</u> Rene Bryce-Laporte <u>Ab</u> Campbell Johnson <u>Y</u> Kimory Orendoff <u>Ab</u> Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Heather Gray <u>Ab</u> Efia Nwangaza	Approved: 9-0-7	

II. Acknowledgements.

- ** *Amy Goodman for her support of the WPFW April Town Hall Meeting; including a special reception and Q&A before the TH. The reception was also a Fund Raiser that netted upwards of \$1200. Amy gave an update on the important issues of the day and gave listeners an opportunity to raise a lot of questions. Following this session, Amy made a 10 minute presentation to open the Town Hall meeting.***
 by Johnson.
- ** *Amy Goodman: "Thanks, Amy, for your cooperation with WPFW on their town hall meeting. We do appreciate this kind of cooperation. As always, we appreciate your insightful programming on Democracy Now."* **
 by Engelhardt.
- ** *WPFW's new GM John Hughes for his good work in difficult times; and Arlene Engelhardt for her judgment in hiring Hughes.* **
 by Orendoff.
- ** *The Pacifica national staff for their good work with recently new affiliates, including KGHI Community Radio in Westport, WA, part of the generation stemming from the 2007 filing window for NCE full-power permits. Three stations are in the process of affiliating: one in Harlan County, KY, an internet and low-power station in Ward Hill, MA, and a small college station in New Orleans.*
 by Allen.
- ** *To WPFW for its recognition of Hodari Ali, a "significant person in the African Community" who recently transitioned. WPFW's thoughtful, sensitive and compassionate act and leadership to the boarder African community, of actions that may be taken to become worthy of his legacy. WBAI for calling attention to the PBS documentary "Freedom Riders"; and not only using it as a premium, but expounding on their significance in US history. Further, for making this available our affiliates partners in the hinterland.* **
 by Nwangaza.
- ** *Recent KPFK benefit concert honoring drummer Billy Higgins, nice turn-out at the Catalina Bar and Grill, with a good representation of the LA Jazz Community; a whole new audience was introduced the KPFK. Acknowledge all the many volunteers involved and their hard work.* **
 by Reese.
- ** *The new Port St. Joe, Florida affiliate.* **
 by Gray.

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- III. PNB Chair Report.** PNB Chair Summer Reese gave the report. (audio available at kpftx.org) Reese hoped the Board would make the Committee effective and asked that they “set goals, have regular Minutes and Committee Reports to the Board.”
- IV. Executive Director’s Report.** Pacifica Executive Director Arlene Engelhardt gave the report. (audio available at kpftx.org) GMs at all five station have agreed to add one day to their Spring Fund Drive for the National Office, and to transfer one daily average amount of the total credit card revenue to the National Office.
- V. CFO’s Report.** Pacifica CFO LaVarn Williams gave the report. (audio available at kpftx.org) Preliminary results indicate April had a loss of almost \$500K, which almost wiped out the surplus. Surplus after capital is about \$300K. Foundation year-to-date revenue is about \$8.6 million. The San Francisco Foundation fund stands at \$448K. WPFW is considering moving its fund drive to September.
- VI. Motion to Rescind.** Davis had placed the motion on the Agenda, but she was absent; therefore Steinberg moved to rescind the motion passed at last meeting approving only one more in-person meeting for the remainder of the year.

Steinberg called a Point of Order re: an improper vote occurred when the original motion was being considered, so the motion was not actually approved. He claimed that although the substitute motion was approved, it was not subsequently voted on as a main motion. Chair deferred her ruling until the next meeting so that she might listen to the tapes to judge the accuracy of what happened.

Discussion followed. Some thought that the proper vote had taken place and some did not. The Chair moved to postpone consideration of this question until the next meeting. HNO motion Approved. Chair moved that a time certain, of 10:30 pm (ET), be set to end the Open part of this meeting. HNO motion Approved.

VII. Committee and Working Group Reports.

A. Affiliates Task Force. The Task Force had been tasked by the PNB to develop an organization structure for the Affiliates Task Force, and to bring that proposed structure back to the PNB for approval. The Task Force had completed their work and agreed unanimously on December 9, 2010 on the plan to be submitted. The following proposed structure was submitted for approval. Discussion followed.

Proposed Pacifica Affiliates Task Force Structure

Passed unanimously by the Affiliates Task Force 12-9-10.

Introduction.

The Affiliates Task Force focuses on understanding, communication and expansion of the Pacifica Affiliates Program. It shall be an advisory group to the Affiliates Coordinator, the two elected Affiliate Directors and to support Pacifica’s Affiliates Program. The Task Force is unique because it includes Pacifica’s clients (Affiliates) as well as Pacifica. This is due to the fact that the Affiliates are not only clients receiving services from Pacifica, but also partners in collaboration in the democratic media movement.

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A. Affiliates Task Force. (Proposal Continued)

Mission.

Consistent with the Pacifica Mission, the Task Force's mission is to facilitate communications between all parties within Pacifica and the Pacifica Affiliate Network; and to advance the practice and pursuit of sustaining and expanding grassroots community radio. The Task Force shall strive to increase the capacity of the Pacifica Affiliate Network through an exploration of mutual benefits: by working together, sharing programming, resources, information and economic stability.

Membership.

Anyone from an Affiliate station or Pacifica's Network is welcome to participate in the Task Force, as long as they follow the four principles stated below:

- 1) Participants respect the responsibilities and authority of affiliates' General Managers in their contractual and financial relationships with Pacifica Foundation.
- 2) Participants respect the responsibilities and authority of Pacifica staff in their contractual and financial relationships with Affiliate station.
- 3) Participants respect the responsibilities and authority of members of the Pacifica National Board.
- 4) Pacifica staff and board members (and affiliate general managers if they are involved) respect the right and responsibility of the Task Force to organize itself as it sees fit to be most effective and to make recommendations as an advisory body.

Voting, Co-Meeting Facilitators and Monthly Meetings.

When voting is involved only Task Force members who have attended three consecutive meetings (the meeting of the vote and two meetings immediately prior to the vote) shall be allowed to vote. The Task Force will elect Co-Meeting Facilitators (who shall be PNB Directors) and a Secretary (who shall be any member of the Task Force). In order to select permanent yearly Facilitators, there shall be a pro tem Facilitator for the first three meetings. The Task Force shall meet a minimum of once a month.

Policy Recommendations

Most of the Task Force's work is collaboration, information-gathering, and communication. In order to secure institutional support for the network, there may, occasionally, be a need to make policy recommendations to the PNB and/or staff.

Task Force Reports.

All Task Force reports and communications shall be first approved by the Task Force.

Operations and Subcommittee Structure

The Task Force provides a forum for input and discussion about the needs of affiliates and Pacifica, and for developing the affiliates network. It provides a support system for this process. It also works on individual advisory projects. These are implemented by subcommittees, in coordination with the Affiliates Coordinator. Subcommittees currently being recommended include (but are not limited to) a Survey Subcommittee for gathering information about affiliates' needs and a subcommittee for financial development. These are being recommended in response to needs that have become evident during this past year. END OF PROPOSAL

A. Affiliates Task Force. (Continued)

Nwangaza moved to Table the motion indefinitely. Discussion followed. The motion to Table Failed by a vote of 6-9-0. [See vote below.]

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

<u>KPFA - Berk, Ca.:</u>	<u>KPFC – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>-vacant-</u>	<u>Y</u> Ken Aaron	<u>N</u> Teresa Allen	<u>-</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>Y</u> Rodrigo Argueta	<u>-</u> Jessica Apolinar	<u>N</u> Carolyn Birden
<u>-vacant-</u>	<u>N</u> Lydia Brazon	<u>Y</u> Wesley Bethune	<u>-</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>N</u> Heather Gray		
<u>N</u> Campbell Johnson	<u>Y</u> Efia Nwangaza	Failed: 6-9-0	
<u>N</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

Time expired. Johnson moved to extend for 30 minutes. Motion to extend voted Approved 10-2-1 [See vote below.]

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

<u>KPFA - Berk, Ca.:</u>	<u>KPFC – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>-vacant-</u>	<u>Ab</u> Ken Aaron	<u>Y</u> Teresa Allen	<u>-</u> Nia Bediako
<u>N</u> Tracy Rosenberg	<u>Y</u> Rodrigo Argueta	<u>-</u> Jessica Apolinar	<u>Y</u> Carolyn Birden
<u>-vacant-</u>	<u>Y</u> Lydia Brazon	<u>-</u> Wesley Bethune	<u>-</u> Kathy Davis
<u>Y</u> Andrea Turner	<u>PNV</u> Summer Reese	<u>Y</u> Bill Crosier	<u>-</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>-</u> Rene Bryce-Laporte	<u>Y</u> Heather Gray		
<u>Y</u> Campbell Johnson	<u>N</u> Efia Nwangaza	Approved: 10-2-1	
<u>Y</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

Nwangaza had sent out a substitute motion; however it was not included in the Agenda because the Chair ruled that the proposed substitute was out of order because she felt that the substitute was “diametrically opposed” and if a member wasn’t in favor of the original motion; they could vote no during the vote.

Rosenberg called a Point of Order re: she felt the Chair’s definition of a substitute was too narrow and the substitute motion was in order. The chair ruled against the Point of Order for her original reasons.

Crosier called a Point of Order re: We need to vote, as time is nearly up. Chair did not rule.

Brazon challenged the ruling of the Chair in Rosenberg’s Point of Order. Chair was sustained by a vote of 8-4-2. [See vote on the next page]

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A. Affiliates Task Force. (Continued)

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>-vacant-</u>	<u>Y</u> Ken Aaron	<u>Y</u> Teresa Allen	<u>-</u> Nia Bediako
<u>N</u> Tracy Rosenberg	<u>Ab</u> Rodrigo Argueta	<u>-</u> Jessica Apolinar	<u>Y</u> Carolyn Birden
<u>-vacant-</u>	<u>N</u> Lydia Brazon	<u>Ab</u> Wesley Bethune	<u>-</u> Kathy Davis
<u>N</u> Andrea Turner	<u>PNV</u> Summer Reese	<u>Y</u> Bill Crosier	<u>-</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>-</u> Rene Bryce-Laporte	<u>Y</u> Heather Gray		
<u>Y</u> Campbell Johnson	<u>N</u> Efia Nwangaza	Approved: 8-4-2	
<u>Y</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

Nwangaza called a Point of Order re: what is the basis upon which the Chair is now denting amendments of the motion. Chair ruled that time had run out and therefore amendments were closed. The only thing to do at this point is to vote on the main motion.

Motion to approve the Proposed Pacifica Affiliates Task Force Structure was voted Approved by a vote of 11-3-1. [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>-vacant-</u>	<u>Ab</u> Ken Aaron	<u>Y</u> Teresa Allen	<u>-</u> Nia Bediako
<u>N</u> Tracy Rosenberg	<u>Y</u> Rodrigo Argueta	<u>-</u> Jessica Apolinar	<u>Y</u> Carolyn Birden
<u>-vacant-</u>	<u>Y</u> Lydia Brazon	<u>Y</u> Wesley Bethune	<u>-</u> Kathy Davis
<u>Y</u> Andrea Turner	<u>PNV</u> Summer Reese	<u>Y</u> Bill Crosier	<u>N</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>-</u> Rene Bryce-Laporte	<u>Y</u> Heather Gray		
<u>Y</u> Campbell Johnson	<u>N</u> Efia Nwangaza	Approved: 11-3-1	
<u>Y</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

Nwangaza gave notice that she would bring a motion to rescind the vote just passed, approving the Pacifica Affiliates Task Force Structure.

VII. Adjournment. Time had expired. The Chair adjourned the meeting at 10:49 pm. (ET).

Minutes Posted by: Carolyn Birden, PNB Board Secretary

Minutes Approved by the Pacifica National Board:

Summer Reese, PNB Chair
 Witnessed By:

May 25, 2011
 Date: