

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, November 8, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:40 PM Pacific Standard Time with an initial quorum of 16.

I.a. Roll Call / Establish Quorum

Twenty 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), Laura Prives (KPFA), Summer Reese (Chair, iED, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

One member was absent: Dan Siegel (KPFA).

One member was excused: Efia Nwangaza (Secretary, Affiliates).

Also present: John P. Garry III (Recording Secretary).

The Agenda and the audio for this meeting can be accessed at [KPFTX.org](http://KPFTX.org).

[Audio Part 1 pnb121108a.mp]

I.b. Determine Excused Absences (5:43)

The excused absence request of Nwangaza was accepted without objection.

I.c. Designate Timekeeper (5:44)

Allen volunteered to be the timekeeper.

## II. Open Session Agenda Approval (5:45)

Brazon **moved** to include a motion regarding a Bonding Agent in the Audit Committee Report. Bediako seconded. **Passed** without objection. At Bediako's suggestion, without objection, the time limit for Brazon's motion was established as ten minutes. Bediako **moved** approval of the Agenda, which was **approved** without objection.

## III. Open Session Minutes Approval (5:48)

Reiter **moved** approval of the October 18, 2012 open session minutes. Gray seconded. An abstention was heard, necessitating a vote.

Minutes **approved** by a roll call vote: Yes—6, No—0, Abstain—11.

Yes—Bediako, Bethune, Grey, Prives, Reiter, Rosenberg.

Abstain—Aaron, Birden, Brazon, Crosier, Davis, Gold, Johnson, Lexa, Reid, Steinberg, Turner.

Present not voting—Reese.

Reiter **moved** approval of the October 25, 2012 open session minutes. Rosenberg seconded. An abstention was heard, necessitating a vote.

Minutes **approved** by a roll call vote: Yes—5, No—0, Abstain—12.

Yes—Bediako, Bethune, Lexa, Reiter, Rosenberg.

Abstain—Aaron, Birden, Brazon, Crosier, Davis, Gold, Gray, Johnson, Prives, Reid, Steinberg, Turner.

Present not voting—Reese.

## IV, V PNB Chair Report / Interim Executive Director's Report (5:55)

The Chair (serving as iED) reported on the post-Hurricane Sandy WBAI situation, Pacifica elections, and attempts to broadcast in New York City during the hurricane. Discussion followed. Responding to a question from Johnson, the iED committed to fulfill her pledge to deliver a written report on her East Coast trip when she has sufficient time.

**Point of order** from Aaron: This is an open session (responding to a discussion of financial matters). The Chair asked members to not discuss sensitive financial matters. Discussion continued. Aaron **called the agenda**.

## VI. Chief Financial Officer's Report

Omitted.

## VII. Committee & Task Force Reports (6:19)

### Finance Committee (6:19)

Rosenberg (Finance Committee Chair) reported and presented the following motion:

#### Motion 1 – National Office Budget

Approve the FY2013 budget for the Pacifica National Office as presented by the NFC.

Aaron **moved** approval of the budget and **called the question**.

Budget **approved** by a roll call vote: Yes—10, No—4, Abstain—3.

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

No—Bediako, Brazon, Gold, Turner.

Abstain—Bethune, Johnson, Reid.

Present not voting—Reese.

### Audit Committee (6:38)

Prives reported.

[Audio Part 2 pnb121108b.mp]

Prives presented the following motion:

#### Motion 1 – Approve Auditor for FY 2012

Approve Armanino-McKenna, LLP as Auditor for FY 2012.

*(Approved by PNB Audit Committee November 4, 2012)*

Aaron **moved** to accept the proposed audit firm. Rosenberg seconded. Johnson **called the question**. Motion **passed** without objection.

### Coordinating Committee (6:51)

Brazon **moved**:

Whereas the absence of a permanent Executive Director (ED) and Chief Financial Officer is existent in the first case and imminent in the second, and

Whereas, Pacifica finds itself in a precarious fiscal position, and

Whereas, the Pacifica Financial Policies and Procedures Manual sets the standard for

required signatories on our bank accounts, and

Whereas, concrete measures taken by the Pacifica National Board (PNB) to ensure good financial practices, would serve to improve the level of confidence in Pacifica,

Be it resolved, that the interim ED shall immediately contact Der Manouel and arrange for the two persons designated by the PNB as signers on Pacifica Foundation accounts to be bonded, and shall issue a written report to the PNB, including a coverage and cost comparison, within 5 days of the passage of this motion, and copies of the bond application and the bond itself shall be sent to the board within 10 days of the passage of the motion.

Johnson seconded.

**Point of order** from Rosenberg: This is a brand-new motion--why is this in this part of the Agenda? The Chair informed the member that the Board had voted to include it in the Agenda.

Aaron **moved to postpone**. Gray seconded. After discussion, Aaron **called the question**.

Motion to postpone **failed** by a roll call vote: Yes—8, No—9, Abstain—0.

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

**Point of order** from Steinberg: There is an existing PNB policy that we cannot make any policy decisions without a cost analysis. Until we get a cost analysis on this it would be improper to vote on. The Chair ruled that such a cost policy does exist--a motion that has a financial impact requires a financial analysis.

**Point of order** from Rosenberg: Motions can be introduced when we are on a given topic, if the topic [of the motion] is germane. In this case, we weren't discussing bonding. The seven-day notice should apply. The motion doesn't address the issue of bonding the employees who handle most of the donations.

**Point of order** from Reiter: Asked the Chair to rule on Steinberg's point of order. Rosenberg **moved** to refer to the Finance Committee. No second. No vote taken.

**Point of order** from Reiter: The Chair cannot refer a motion to a committee. Rosenberg's motion is out of order because we are out of time.

The Chair ruled that motions that cost money require financial analysis and Brazon's motion should go to the Finance Committee for analysis. Brazon **challenged** the ruling of the Chair.

The ruling of the Chair was **sustained** by a roll call vote: Yes—9, No—6, Abstain—0.

Yes—Aaron, Bethune, Birden, Crosier, Gray, Lexa, Reiter, Rosenberg, Steinberg.

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

Abstain—Allen.

Present not voting—Gold, Reese.

Aaron **moved to adjourn** to closed session. No second. No vote taken. **Point of order** from Rosenberg: The open session was schedule to end at 7:30--it is 7:21. The Chair allowed the next motion to come to the floor.

Coordinating Committee (7:22)

Crosier (Coordinating Committee Chair) presented the following motion:

Motion 1 – Set Nov. 29 as PNB meeting date

Set November 29 as an additional PNB teleconference meeting date.

After discussion, Aaron **called the question**.

The motion was **passed** by a roll call vote: Yes—14, No—3, Abstain—0.

Yes—Aaron, Alcime, Allen, Bediako, Bethune, Birden, Crosier, Gray, Lexa, Reid, Reiter, Rosenberg, Steinberg, Turner.

No—Brazon, Gold, Johnson.

Present not voting—Reese.

Motion 2 – Set Dec. 6 as PNB meeting date.

Set December 6 as an additional PNB teleconference meeting date.

Aaron **called the question**. **Point of order** from Reiter: If we are out of time Crosier can't make the motion. The Chair ruled that the motion was made at exactly 7:30 and allowed discussion and the vote to go forward.

Motion **passed** by a roll call vote: Yes—12, No—3, Abstain—0.

Yes—Aaron, Alcime, Allen, Birden, Crosier, Gold, Gray, Lexa, Reid, Reiter, Rosenberg, Steinberg.

No—Bediako, Bethune, Brazon.

Present not voting—Reese.

The meeting adjourned at 7:37 PM due to the expiration of time.

The Board reconvened in executive session from 7:47 PM to 9:36 PM PST.

Respectfully submitted by Efia Nwangaza, Secretary  
John P. Garry III, Recording Secretary  
(these minutes were approved on November 29, 2012)

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