

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, January 24, 2013

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Vice-Chair (who chaired the entire meeting) at 5:36 PM Pacific Standard Time with an initial quorum of 20.

I.a. Roll Call / Establish Quorum (5:36)

Twenty-two members were present, constituting a complete Board:

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, iED, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

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

The agenda and the audio for this meeting can be accessed at KPFTX.org

[Audio Part 1 pnb130124a.mp3]

I.b. Determine Excused Absences

None submitted.

I.c. Designate Timekeeper (5:42)

Gold volunteered to be the timekeeper.

II. Open Session Agenda Approval (5:42)

Brazon **moved to amend** the agenda: Place the Coordinating Committee Report immediately after the

PNB Chair's Report. Bediako seconded.

Point of order from Reiter: You can only have one motion on the floor at a time.

Aaron **moved** a 90 second time limit for speakers. **Passed** without objection.

Point of order from Nwangaza: Your speaking time is up (re: Rosenberg); requested that the Chair bring the meeting to order.

Nwangaza **requested** that the timekeeper give a 60 second warning to speakers. The Timekeeper declined, though she agreed to continue to announce the 90-second expiration of time.

Motion to amend the agenda **failed** by a roll call vote: Yes—9, No—9, Abstain—2.

Yes—Bediako, Brazon, Gold, Johnson, Nwangaza, Prives, Reid, Siegel, Turner.

No—Aaron, Alcime, Allen, Birden, Davis, Gray, Lexa, Rosenberg, Steinberg.

Abstain—Bethune, Reiter.

Present not voting—Crosier.

Point of order from Aaron: Asked members to refrain from theatrical reactions to the votes of other members.

Bediako **moved to amend** the agenda: Place the Election Report at the top of Committee & Task Force Reports. Brazon seconded.

Motion to amend the agenda **failed** by a roll call vote: Yes—7, No—12, Abstain—1.

Yes—Bediako, Brazon, Johnson, Nwangaza, Prives, Siegel, Turner.

No—Aaron, Alcime, Allen, Bethune, Birden, Davis, Gold, Gray, Lexa, Reiter, Rosenberg, Steinberg.

Abstain—Reid.

Present not voting—Crosier.

Without objection, it was agreed that fifteen minutes at the end of the meeting would be reserved for the iED Report.

Agenda **approved** by a roll call vote: Yes—12, No—7, Abstain—1.

Yes—Aaron, Alcime, Allen, Bethune, Birden, Davis, Gray, Lexa, Prives, Reiter, Rosenberg, Steinberg.

No—Bediako, Brazon, Gold, Johnson, Nwangaza, Reid, Turner.

Abstain—Siegel.

Present not voting—Crosier.

III. Open Session Minutes Approval

Delayed.

VII. Status Update—February In-Person Meeting (6:08)

Steinberg reported on the status of preparations for the February 22-25 in-person meeting. Discussion followed. **Point of order** from Bethune: Is this on the Agenda? The Chair reported that it was.

VII. Committee & Task Force Reports (6:18)

Governance Committee – George Reiter, Chair

Point of order Bediako: At which PNB meeting did the Board move to take this motion off the table and place it on the agenda? **Point of order** from Aaron: The member is using a point of order to debate. The Chair responded that the tabled motion was placed on the agenda because if it were taken off the table the text would be available to be read.

Reiter **moved** that the “Members Not in Good Standing Motion” be taken from the table. Steinberg seconded.

Bediako noted for the record that a tabled motion does not come back before the body until it is voted back onto the Agenda. This was not done and is a violation of procedure. The tabled motion was pre-prepared in the agenda.

Aaron called for the **orders of the day**. Allen **moved** to vote on whether or not to take the motion off the table. Without objection, so ordered.

Motion to take the tabled motion and the substitute from the table **passed** by a roll call vote: Yes—11, No—10, Abstain—1.

Yes—Aaron, Alcime, Allen, Birden, Crosier, Davis, Gray, Lexa, Reiter, Rosenberg, Steinberg.
No—Bediako, Bethune, Brazon, Gold, Johnson, Nwangaza, Prives, Reid, Siegel, Turner.
Abstain—Crosier.

Motion 1 – Members Not in Good Standing as Delegate Candidates (**failed** by substitution)

Whereas the Pacifica Foundation should be able to protect itself from individuals who may have a record of harmful or malicious behavior toward the Foundation or any of its members,

Be it resolved that:

The following categories of people are not members of the Pacifica Foundation in good standing as

defined in Article 4, Section 2A of the Pacifica Bylaws: ““Any Listener-Sponsor Member in good standing, except radio station management personnel or Foundation management personnel or staff members, may be nominated for the position of Listener-Sponsor Delegate”

1. Individuals whose actions have been declared by a court of law to be breaches of fiduciary duty, or breaches of the duty of loyalty or the duty of care.
2. Individuals who have been separated involuntarily from foundation employment for cause.
3. Individuals who have been banned from station premises due to threatening behavior or creating an unsafe environment for others

These restrictions on delegate service shall be publicized on the Pacifica web site. The Foundation shall make an effort annually to inform the membership of these restrictions through a combination of email, broadcasts and mailings.

If an individual not in good standing submits an application for delegate service, the General Manager of each station or their representative may review the application to determine if the individual applicant falls into any one of the categories that would deny them the ability to serve as a delegate. Any individual who is determined to be ineligible for delegate service per these restrictions shall be provided with full due process rights to be notified of the decision and to appeal it.

This policy does not apply retroactively to already seated delegates for the duration of current terms of service on local and national boards prior to the adoption of this policy, unless they commit a new act that brings them under the provisions of this section.

If a determination is made to deny an individual delegate service or remove an individual from delegate service, the individual in question must be notified 15 days prior. The reason should be included in the notice. Notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown in the foundation's records. Individuals whose denial of delegate service is pending have an opportunity to request a hearing. The right to request a hearing and procedure for requesting it shall be included in the notice.

If the General Manager or their representative re-affirms the decision to deny or remove from delegate service after an evidentiary hearing, the individual may appeal the decision to the Executive Director of the Pacifica Foundation. If an appeal is requested, the Executive Director may schedule an appeal by whatever method of communication seems reasonable, including a telephone or video conference as well as an in person hearing. If the Executive Director upholds the decision of the General Manager, that decision may be appealed to an arbitration panel provided the individual pursuing the appeal waives their right to pursue legal remedies in court. Pacifica is under no obligation to provide an arbitration panel for an appeal to a ruling of the Executive Director if a waiver of legal remedies is not signed.

In the event an appeal for a pending denial of delegate service is successful, delegate service for said individual will be reinstated.

(Approved by committee with 9 yes and 6 no votes on Dec. 5, 2012)

Substitute for Motion 1, by Alex Steinberg:

Whereas the Pacifica Foundation should be able to protect itself from individuals who have a documented record of harmful or malicious behavior toward the Foundation or any of its members,

Be it resolved that:

The following categories of people are not members in good standing of the Pacifica Foundation as defined in Article 4, Section 2A and Article 3 Section 8A of the Pacifica Foundation Bylaws:

1. Individuals whose actions have been declared by a court of law to be breaches of fiduciary duty, or breaches of the duty of loyalty or the duty of care.
2. Individuals who have been separated involuntarily from foundation employment for cause.
3. Individuals who have been banned from station premises due to threatening behavior or creating an unsafe environment for others.

These definitions of restrictions shall be publicized on the Pacifica web site. The Foundation shall make an effort annually to inform the membership of these defined restrictions on good standing through a combination of email, broadcasts and mailings.

Any member of the foundation may identify another member whose actions have caused the loss of good standing by giving notice to the National Elections Supervisor. Any individual whose good standing is questioned per these restrictions shall be provided with full due process rights to be notified of the decision and to appeal it. The initial determination shall be made by the National Election Supervisor overseeing the foundation's election process.

If a determination is made that a member is not in good standing, the individual in question must be notified 15 days prior to the determination taking effect. Notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown in the foundation's records. The right to request a hearing and procedure for requesting it shall be included in the notice.

The Pacifica National Board will provide an evidentiary appeal hearing upon request being made before the determination takes effect. The current sitting board officers (defined in the Pacifica Foundation Bylaws as the board chair, vice-chair, secretary and the CFO) will appoint a 3-member panel to hear the appeal. The board officers may schedule an appeal by whatever method of

communication seems reasonable, including a telephone or video conference. If the panel upholds the initial determination, that decision may be appealed to an arbitrator provided the individual pursuing the appeal waives their right to pursue legal remedies in court. Pacifica is under no obligation to provide an arbitrator for a 2nd appeal if a waiver of legal remedies is not signed.

In the event an appeal is successful, good standing status for said individual will be reinstated.

This policy does not apply prior to the adoption date of this policy, unless an individual commits a new act that brings them under the provisions.

Point of order from Rosenberg (responding to a question from Bediako): When a motion is taken off the table it is for the purpose of discussion and the motion is on the floor.

Bethune **called the question**. Aaron seconded.

Motion to end debate **failed** by a roll call vote: Yes—9, No—11, Abstain—0.

Yes—Aaron, Alcime, Allen, Bethune, Birden, Davis, Gray, Lexa, Rosenberg.

No—Bediako, Brazon, Gold, Johnson, Nwangaza, Prives, Reid, Reiter, Siegel, Steinberg, Turner.

Present not voting—Crosier.

[Audio Part 2 pnb130124b.mp3]

Substitute motion **passed** by a roll call vote: Yes—11, No—10, Abstain—0.

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

No—Bediako, Bethune, Brazon, Gold, Johnson, Nwangaza, Prives, Reid, Siegel, Turner.

Present not voting—Crosier.

Aaron called the **orders of the day**.

New main motion **passed** by a roll call vote: Yes—11, No—10, Abstain—1.

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

No—Bediako, Bethune, Brazon, Gold, Johnson, Nwangaza, Prives, Reid, Siegel, Turner.

Abstain—Reiter.

Bediako cited for the record Robert's Rules of Order 10th Ed., section 17, line 14-19, and noticed an intent to rescind the just-passed motion.

Coordinating Committee (6:54)

Crosier (Coordinating Committee Chair) **moved** the following:

Motion 1: January 31 PNB Meeting

The Coordinating Committee recommends to the PNB that it set January 31st for a PNB meeting to seat new Directors and this meeting shall be held by teleconference.

(Approved by committee on Jan. 7, 2013, with 5 yes votes, 2 no votes)

Motion **failed** by a roll call vote: Yes—7, No—12, Abstain—2.

Yes—Bediako, Brazon, Johnson, Nwangaza, Prives, Siegel, Turner.

No—Aaron, Alcime, Allen, Birden, Davis, Gold, Gray, Lexa, Reese, Reiter, Rosenberg, Steinberg.

Abstain—Bethune, Reid.

Present not voting—Crosier.

Motion 2: Programming Committee

That the Program Committee be reestablished as a committee, and should be populated as described in the Bylaws under the Programming Standing Committee.

(Approved by committee on Jan. 7, 2013, without objection)

Motion **passed** by a roll call vote: Yes—13, No—4, Abstain—2.

Yes—Bediako, Bethune, Brazon, Gold, Gray, Johnson, Nwangaza, Prives, Reid, Reiter, Siegel, Steinberg, Turner.

No—Aaron, Allen, Lexa, Rosenberg.

Abstain—Birden, Davis.

Present not voting—Crosier.

Programming Committee (7:19)

Reiter (Programming Committee Chair) **moved**:

Motion 2: Programming for non-English Speakers

The PNB rescinds the motion requiring five hours of Spanish language programming on all stations, and establishes a task force to investigate and recommend means of serving non- English language speakers. *(Passed in committee 7-0.)*

There was a discussion of whether Programming Committee Motion 1 was moot. **Point of order** from Birden: We dealt with this item, it is out-of-order.

Motion to rescind **passed** by a roll call vote: Yes—11, No—9, Abstain—1.

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

No—Bediako, Brazon, Gold, Johnson, Nwangaza, Prives, Reid, Siegel, Turner.

Abstain—Bethune.

Brazon noticed a new motion requiring 5-hours of Spanish language programming for the February In-Person Meeting.

[Audio Part 3 pnb130124c.mp3]

Brazon **moved to adjourn** after Minutes Approval. The Chair ruled the motion out of order: You have to adjourn immediately or wait.

Reiter reported and **moved** the following:

Motion 3: Program Councils

The PNB directs the executive director to set up Program Councils as management committees, at each station.

The composition of the committee shall consist of 1/3 staff, selected by stv election, 1/3 members of the LSB, also selected by an stv election, and 1/3 listeners, approved jointly by the LSB and the Program Director by a procedure satisfactory to both. Terms shall be for the maximum of 2 years, or for an LSB member, the term on the LSB, whichever is less.

The Program Councils shall serve to provide a collaborative nexus between the board, the listeners, the staff and the management of the station for the purpose of implementing the programming policies of the LSB and PNB. Specifically, they shall have the power to review programs and vet new programs, including for compliance with the mission, and recommend changes to schedules. They shall also provide for adjudication of programming issues arising between programmers and management, where no other means of doing so exists. They will set their own agendas in these regards.

Program directors will serve as non-voting ex-officio members of the Program Councils. The Programming Councils are charged with making recommendations to the Program Director. If the program director declines to act on such recommendations, he/she shall report his/her reasons and respond to dialogue on the issue from the Council. Such dialogue shall be made widely available to the listeners. If consensus cannot be reached on a course of action between the Program Director and a majority of the Council, the Council can appeal the decision to the GM with a vote of 2/3 of its members.

All meetings of the Program Council will be in public session, with the exception of those that are required to be in Executive Session by the Pacifica Bylaws. The Council shall determine by majority vote whether any given meeting must be held as an Executive session. (*Passed in committee 7-0.*)

Reiter **moved to extend** ten minutes. Gold seconded. **Passed** without objection. (7:59)

Motion **passed** by a roll call vote: Yes—11, No—5, Abstain—2.

Yes—Allen, Bethune, Birden, Gold, Gray, Nwangaza, Reid, Reiter, Rosenberg, Siegel, Steinberg.

No—Aaron, Bediako, Brazon, Davis, Johnson.

Abstain—Lexa, Prives.

Present not voting—Crosier.

Open Session Minutes Approval (8:12)

Allen **moved** approval of the December 6, 2012 minutes, which were forward electronically to the Board prior to the meeting. Lexa seconded. An abstention was heard, necessitating a vote.

Minutes **approved** by a roll call vote: Yes—9, No—0, Abstain—7.

Yes—Aaron, Allen, Bediako, Bethune, Birden, Gold, Gray, Lexa, Reiter.

Abstain—Brazon, Davis, Johnson, Nwangaza, Prives, Reid, Siegel.

Present not voting—Crosier.

Allen **moved** approval of the December 13, 2012 minutes, which were forward electronically to the Board prior to the meeting. Lexa seconded. An abstention was heard, necessitating a vote.

Minutes **approved** by a roll call vote: Yes—9, No—0, Abstain—8.

Yes—Aaron, Allen, Bediako, Bethune, Gold, Gray, Lexa, Reid, Reiter.

Abstain—Birden, Brazon, Davis, Johnson, Nwangaza, Siegel, Steinberg, Turner.

Present not voting—Crosier.

Allen **moved** approval of the January 10, 2013 minutes, which were forward electronically to the Board prior to the meeting. Lexa seconded. An abstention was heard, necessitating a vote.

Minutes **approved** by a roll call vote: Yes—7, No—1, Abstain—8.

Yes—Aaron, Allen, Bediako, Bethune, Gray, Lexa, Reiter.

No—Birden.

Abstain—Brazon, Davis, Gold, Johnson, Nwangaza, Prives, Reid, Turner.

Present not voting—Crosier.

Aaron **moved to adjourn** to the executive session. No second. No vote taken.

Steinberg **moved to adjourn** and hold a special closed session next week. Aaron seconded.

Point of order from Brazon: We cannot in public session notice an executive session. We should just go to executive session and decide whether or not we are going to have a meeting. We cannot discuss the content of an executive session without violating confidentiality.

Point of order from Reiter: The access code has been given out to people who have not been seated. We cannot have an executive session with people listening who do not have responsibility for

confidentiality, and the numbers have to be changed. The Chair ruled that Reiter was correct, but that an executive session can be scheduled during a public session.

[Audio Part 4 pnb130124d.mp3]

Reid **moved**: There shall be a FRAT meeting 8:00 PM EST and a PNB Executive Session 10:00 PM EST, on Monday January 28, 2013.

Substitute motion (maker not recorded): There shall be a PNB Executive Session Tuesday, January 29, 2013, 8:30 PM EST, canceling the scheduled Elections Committee meeting.

Substitute motion **failed** by a roll call vote: Yes—5, No—7, Abstain—3.

Yes—Aaron, Johnson, Lexa, Rosenberg, Steinberg.

No—Allen, Bediako, Brazon, Gold, Gray, Reid, Turner.

Abstain—Bethune, Prives, Reiter.

Present not voting—Crosier.

Aaron **moved to substitute**: The FRAT meeting shall be moved to Tuesday, January 29, 2013, 8:30 PM EST and there shall be a PNB Meeting on Monday, January 28, 2013. Lexa seconded. The Chair ruled Aaron's substitute motion out of order.

A PNB Executive Session for Monday, January 28, 2013, 8:30 PM EST was **approved** without objection.

Responding to a request from Gold, The Chair committed to add the WPFW matter to the agenda for the next executive session.

The meeting adjourned without objection at 8:55 PM. The scheduled executive session did not occur.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on February 23, 2013)
