

**Pacifica National Board – Teleconference (Open Session)**

8:00 pm Eastern Time, 7:00 pm Central Time, 5:00 pm Pacific Time

Originating in Various Locations

**July 12, 2009**

**MINUTES**

(Approved July 24, 2009)

**I. Call to Order/ Opening Business.** PNB Chair Grace Aaron called meeting to order at 8:05 pm (ET). O'Brien served as time keeper.

**a. Roll Call/ Quorum.** Recording Secretary Richard Uzzell called the roll and a quorum was established. 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.:
X Sherry Gendelman	X Grace Aaron	X George Reiter	X Nia Bediako
X Bonnie Simmons	X Shawn O'Brian	Ab Sandra Rawline	X Carolyn Birden
AL Andrea Turner	X Leslie Radford	X Wendy Schroell	AL Kathy Davis
X Joseph Wanzala	Ab Ricco Ross	X Susan Young	AL James Ross

WPFW – Wash. D.C.:	AFFILIATES:	Staff & Counsel:
X Jim Brown	X David Beaton	X LaVarn Williams, Interim CFO
AL Acie Byrd	X Efia Nwangaza	X Les Radke, National Elections Sup.
X Luzette King		___ Ricardo de Anda, Int. Gen. Counsel

**b. Agenda Approval.** Chair asked if there were any additions or changes proposed for the Agenda. Wanzala moved to have eligibility of Campbell Johnson membership to PNB to 1<sup>st</sup> item of Governance Committee; HNO, Approved. Wanzala moved to place motion now at Unfinished Business re: Collaborative Involvement to last item at governance; HNO, Approved. Bediako moved to give Report from NES 15 minutes; HNO, Approved. Reiter moved to add 5 minutes to Governance; HNO, Approved. O'Brien moved to remove Gaza Motion because it is no longer timely; HNO, Approved. Simmons moved to add 2 minutes just before the NES Report for KPFA Recall Question; HNO, Approved. Agenda [as amended] Approved.

**c. Minutes Approval.** Bediako moved to postpone the approval of the Minutes. Motion Failed by a vote of 6-7-1. [See Below.]

KPFA - Berk., Ca.:	KPFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
Y Sherry Gendelman	PNV Grace Aaron	N George Reiter	Y Nia Bediako
Y Bonnie Simmons	N Shawn O'Brian	Sandra Rawline	N Carolyn Birden
Y Andrea Turner	Y Leslie Radford	N Wendy Schroell	Kathy Davis
N Joseph Wanzala	Ricco Ross	Ab Susan Young	James Ross

WPFW – Wash. D.C.: AFFILIATES:

Y Jim Brown

N David Beaton

Acie Byrd

N Efia Nwangaza

6-7-1 Failed.

Luzette King

Reiter moved to approve Minutes for June 7, Open Teleconference. Motion Approved with 7 abstaining (Gendelman, Simmons, Young, Byrd, Brown, Bediako and Radford).

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**d. Consent items.** None.

**II. Acknowledgements.**

**\*\* Otis Maclay and Jon Almeleh for Updating the Pacifica Website. \*\*** by Reiter.

**\*\* KPFT' LES, Ann Shaw for her fine work and the "major" new programming changes to go into effect July 22, 2009. \*\*** by Young.

**\*\* Sheryl Flowers, KPFA and the Communication Director for the Tavis Smiley Group, "who was very active in the media campaign informing the media about the lockout at KPFA in 1999 and the attempt to subvert any democratic process in the selection of the National Board, made her transition in June of this year." \*\*** by Williams.

**\*\* WPFW "iGM Gregsby Hubbard is doing very well." \*\*** by Brown.

**\*\* Lemlem Rijio, KPFA, KPFA for Calif. statewide news program.\*\*** by Gendelman.

Wanzala assumed the Chair.

**III. iED Report.** IED Grace Aaron gave report. [Audio available at kpftx.org]

**IV. iCFO Report.** ICFO LaVarn Williams gave report. [Audio available at kpftx.org]

**V. KPFA Recall Election.** IED Grace Aaron reported that the Election Supervisor for that election is being replaced. The ballots for that election will not be going out July 15 as earlier planned and a new date will be announced.

Aaron re-assumed Chair.

**VI. National Election Supervisor Report.** NES Les Radke gave report.[Audio available at kpftx.org]

Bediako moved that the NES is requested to seriously consider extending the record and nomination dates at WBAI to 7/29 and at WPFW to at least 8/5, and to cause a copy of this motion to be posted prominently on the front page of the websites of the affected stations, and to be recorded for frequent airing along with new carts with corrected information – all of which should be voiced by persons others than those who conveyed the inaccurate information so as to increase the likelihood that those hearing these announcements will easily recognize them as new.

Chair ruled the motion out of order because the PNB has no jurisdiction over the election. Bediako challenged the ruling of the Chair. Time expired. Radford moved to extend for 5 minutes. Motion (needing 2/3) Failed by a vote of 9-8. [See Below – next page]

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KPFA - Berk., Ca.:	KPFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
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Y Bonnie Simmons	N Shawn O’Brian	Sandra Rawline	N Carolyn Birden
Y Andrea Turner	Y Leslie Radford	N Wendy Schroell	N Kathy Davis
N Joseph Wanzala	Ricco Ross	Y Susan Young	Y James Ross

WPFW – Wash. D.C.: AFFILIATES:  
Y Jim Brown David Beaton  
Y Acie Byrd N Efia Nwangaza 9-8 (Needed 2/3) Failed.  
N Luzette King

Motion challenging the Chairs Ruling Failed by a vote of 9-7-2. [See Below.]

KPFA - Berk., Ca.:	KPFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
N 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	Y Kathy Davis
Y Joseph Wanzala	Ricco Ross	Ab Susan Young	Ab James Ross

WPFW – Wash. D.C.: AFFILIATES:  
N Jim Brown Y David Beaton  
N Acie Byrd Y Efia Nwangaza 9-7-2 Chair Sustained.  
Y Luzette King

Another motion was proposed to extend time.

*Reiter called Point of Order re: time extension already voted on and it failed, can't re-address. Chair sustained.*

**VII. Committee and Working Groups Reports.** [Audio available on kpftx.org]

**a. Coordinating.** Committee Chair Wendy Schroell reported that the July 24-26 2009 In-Person Meeting, would be at the Beetman Tower Hotel and will begin at noon July 24, 2009.

**b. Finance.** Committee Chair James Ross reported four main areas that the committee was addressing.

1. Most stations (except KPFT) are not progressing as they should toward FY 2010 Budget preparations and they ask that this improve.
2. Approved NFC Motion: The NFC approves in principle the renewal of the Wells Fargo line of credit in the amount of \$300,000 if it is secured by restricted National Office assets rather than KPFA's unrestricted cash. The NFC request (1) that the CFO provide a written description of the assets to be used as collateral and (2) that our corporate counsel provide a written opinion on the appropriateness of use of these assets as collateral for a line of credit. Also, the committee feels securing this line of credit should first be approved by the PNB.

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3. Cash Flow: The NFC reviewed a revised forecast that was provided by the national office. Thanks to the iCFO and the staff for the report. The picture painted by the report is not good. The recent cash flow documents shows a network wide projection of only \$785,000 cash on hand as of FY'09 end September 30<sup>th</sup>; and this would only cover some 3 weeks expenses. Also three stations (KPFK, WPFW and WBAI) will have no cash available at the end of the year, which violates the PNB Standing Policy of all stations have a minimum of one month surplus at the end of the year. The National Office projects a \$347,000 cash deficit at the end of the FY. KPFA and KPFT are the only ones with a projected surplus at the end of the FY. The committee has discussed three options to meet this deficit: (1) real estate backed loan, (2) increased fund drive days and (3) pay-off from better programming; but no resolution decided thus far.
4. Reviewed Profit and Loss Statement provided by iCFO and staff. The network, as a whole, through June 1<sup>st</sup> was running a \$26,000 deficit, with a projected \$1 Million short fall from budgeted amounts. 4 of 5 stations are behind budget estimates. KPFT is the only one that has met budget targets; however, amount to National Office is lacking.

Revenues are down while staff expenses are still well over required budget targets.

Schroell moved to extend for 5 minutes. HNO, Approved.

**c. Personnel.** None.

**d. Archives Task Force.** Motion brought by Task Force, that a 2-day fund drive in late November 2009 will be held for the Pacifica Archives that will have the participation of all 5 Pacifica stations. Schroell moved approval. Motion Approved with three abstentions (Gendelman, Simmons and Radford).

**e. Affiliates Task Force.** TF Chair Efia Nwangaza gave report. [Audio available at kpftx.org] Affiliates ask for more cross use of programming between Pacifica stations and Affiliates. Working on “joint buy” resolutions, and better communication, including joint meetings. Affiliates will be ask to attend PNB meetings. Need to up-grade autioport. Ask for 15 minutes be provided for Affiliates at the New York In-Person PNB Meeting.

**f. Audit.** Committee Chair Nia Bediako gave report and asked for the Auditor be brought on to the phone during the New York Meeting. ICFO reported that she and her office have been speaking with the Auditor in preparation of next years Audit.

**g. Governance.** Brown/Byrd moved to seat Campbell Johnson on the National Board. Discussion followed. Wanzala moved to substitute by seating Billy Ray Edwards as WPFW representative. Radford moved to postpone. Motion to postpone Failed by a vote of 7-9-2. [See Below – Next page]

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N Joseph Wanzala	Ricco Ross	Ab Susan Young	N James Ross

WPFW – Wash. D.C.:	AFFILIATES:	
Y Jim Brown	N David Beaton	
Y Acie Byrd	N Efia Nwangaza	7-9-2 Failed.
N Luzette King		

Substitute motion re: Seating Billy Ray Edwards voted Approved, 9-8. [See Below.]

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

Y Joseph Wanzala                  Ricco Ross                  N 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

9-8    Approved.

**III.    Next Meeting.** July 24-26 In-Person Meeting in New York..

**IV.    Adjourned.** O'Brian moved to adjourn. Hearing no objection, Adjourned at 10:35 pm.

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

**Minutes Approved by the Pacifica National Board:**

Grace Aaron, PNB Chair                  July 24, 2009

\_\_\_\_\_  
Witnessed By:

\_\_\_\_\_  
Date: