

Pacifica National Board

Continuation Meeting Teleconference (Open Session)

8:30 PM EDT, 7:30 PM CDT, 5:30 PM PDT (scheduled)

Originating in Various Locations

Thursday, April 26, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:42 PM Pacific Daylight Time

a. Roll Call / Establish Quorum

Twenty-one 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), Efia Nwangaza (Secretary, Affiliates), Laura Prives (KPFA), Summer Reese (Chair, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

One member was absent: Dan Siegel (KPFA).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), John P. Garry III (Recording Secretary).

Audio Recording: The audio for this meeting can be accessed at KPFTX.org

The Agenda can be accessed at:

http://kpftx.org/archives/pnb/pnb120412/pnb120412_2216_agenda.pdf

[Audio Part 1]

VII. Time-Sensitive Issues (cont'd)

b. Pacifica Station Board elections (5:45)

The Chair and The ED initiated the discussion. Reiter initiated a discussion of electronic voting.

Crosier **moved** to finish the stack with a maximum extension of five minutes. **Passed** without objection. (6:00)

Point of order from Rosenberg: The \$244,000 2009 election costs include WBAI mailing costs twice. Discussion continued.

The Chair announced that Les Radke, a past Pacifica Elections Supervisor, had passed away recently. The ED and the CFO reported on current network financial matters.

VIII. Committee & Task Force Reports

Development Task Force (6:27)

Gray (Development Task Force Chair) **moved** the following:

Motion 1: Publicists:

The PNB authorizes acquiring six (6) unpaid publicists within 30 days of the present date to work at each of the five (5) stations and one head Publicist to coordinate at National Office.

Passed unanimously at KPFK LSB and by the Development Task Force

Motion **passed** without objection.

Point of order from Crosier: At the last meeting we decided to move up the Technology Committee Report. The Chair called on the Technology Committee to report.

Technology Committee (6:38)

Aaron reported and **moved** the following:

“That the Tech Committee will be allowed to operate as a task force until such time as the group can be re-established as a committee.”

[Audio Part 2]

Point of order from Bediako: Asked if the Technology Committee was a standing committee and if this motion would require a By-laws change. Steinberg stated that it was a standing committee. The Chair did not rule on the By-laws question.

Discussion continued. Davis **moved to substitute**:

“Resolved, that PNB committees be empowered to conduct a meeting in the absence of a quorum in

order to further the committee's business, with the proviso that any motions other than agenda-setting or the setting the date of the next meeting be held to the next (quorum) meeting for a vote.”

Point of order from Davis: Was there a suggestion of a letter being sent to affirm committee membership. The Chair answered in the affirmative,

Bediako **moved** for an email to be sent from the convener of the Technology Committee to the KPFTX roster of potential Technology Committee members, who shall respond within two weeks, in order to establish committee membership. The Chair ruled the motion out of order.

The Chair asked Davis if she wanted to withdraw her motion as a substitute and move it elsewhere. Davis replied no. **Point of order** from Reiter: The motion cannot be withdrawn by Davis-- it belongs to the body.

Davis' motion to substitute **failed** on a roll call vote: Yes—2, No—9, Abstain--7.

Yes—Bethune, Davis.

No—Aaron, Alcime, Allen, Bediako, Crosier, Gray, Lexa, Prives, Rosenberg.

Present not voting—Reese.

Abstain—Birden, Brazon, Johnson, Nwangaza, Reid, Reiter, Turner.

The Technology Committee motion **passed** on a roll call vote: Yes—11, No--4, Abstain—3.

Yes—Aaron, Allen, Birden, Brazon, Crosier, Gray, Johnson, Lexa, Prives, Reiter, Rosenberg.

No—Alcime, Bediako, Bethune, Turner.

Present not voting—Reese

Abstain—Davis, Nwangaza, Reid.

Bethune **moved** to continue the open session for thirty minutes. **Passed** without objection. There was a discussion of scheduling.

The board **voted** in favor of having a meeting on Thursday, May 3, 2012:

Yes—11, No—7, Abstain—0.

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

No—Bediako, Brazon, Davis, Johnson, Nwangaza, Prives,

Present not voting—Reese.

Programming Committee (7:25)

Reiter (Programming Committee Chair) **moved** the following motion (amended by Rosenberg):

Motion 1: 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 (or by other means consistent with previous agreements with other management-recognized staff organizations including those with staff contracts), 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 provide for adjudication of issues arising between staff 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 Program Director shall provide an orientation and training to the members of the Program Council on generally accepted standards of air quality and the art and science of putting a programming grid together. Program Council members have the reciprocal responsibility to educate themselves on these matters, and to learn more about what goes into radio production and programming from the programming and production staff. 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. The Council will make a yearly report on its functioning to the LSB, the Programming committee of the PNB and the listeners, and may make interim reports to these bodies as it sees fit. It will solicit input on programming from the listeners.

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 5-1 by the Development Committee; see separate minority report in the Committee Report

(see Appendix A for the Minority Report)

Campbell **moved to amend:** Include Community Advisory Boards where they exist. The Chair ruled the amendment out of order because it conflicts with CPB requirements.

Rosenberg **moved to amend:** Management shall recognize unpaid staff organization agreements.

[Audio Part 3]

Davis **moved to amend** that staff contracts be recognized.

Reiter **moved to amend**: “or by other means consistent with other agreements with other organizations including staff organizations.” **Passed** without objection.

Davis **moved to amend**: The committee shall be called a Program Advisory Committee instead of a Management Committee.

Motion **failed** on a roll call vote: Yes—8, No—11, Abstain—1.

Yes—Bediako, Bethune, Brazon, Davis, Gray, Johnson, Prives, Turner.

No—Aaron, Alcime, Allen, Birden, Crosier, Gold, Nwangaza, Reid, Reiter, Rosenberg, Steinberg.

Present not voting—Reese.

Abstain—Lexa.

The amended main motion **failed** on a roll call vote: Yes—7, No—13, Abstain—0.

Yes—Allen, Bethune, Crosier, Gray, Reiter, Rosenberg, Steinberg.

No—Aaron, Alcime, Bediako, Birden, Brazon, Davis, Gold, Johnson, Lexa, Nwangaza, Prives, Reid, Turner.

Present not voting—Reese.

Johnson **moved** for the network to officially recognize May Day and Lew Hill’s birthday. **Passed** without objection.

The board **voted** against holding an executive session: Yes—7, No—8, Abstain—3.

Yes—Alcime, Allen, Bediako, Brazon, Johnson, Nwangaza, Prives.

No—Birden, Davis, Gold, Gray, Lexa, Rosenberg, Steinberg, Turner.

Present not voting—Reese.

Abstain—Aaron, Crosier, Reiter.

The meeting adjourned without objection at 8:34 PM.

Respectfully submitted by Efia Nwangaza, Secretary

John P. Garry III, Recording Secretary

(these minutes were approved on May 24, 2012)

Appendix A—Programming Committee Minority Report

I support having program councils within the management at all stations, to give listeners and paid and unpaid staff a voice in the making of programming decisions, and as an avenue towards wider listener involvement in evaluating and suggesting programming. But I oppose this motion as written because of the proposed composition of the body, including 1/3 of its members coming from the Local Station Board. I believe that it is improper to create a management committee that includes members of the LSB elected by the LSB, which is a governance body.

The LSB has the responsibility of selecting a pool of candidates for the position of Program Director, and thereafter the responsibility of annually evaluating the Program Director's performance. I believe this function is compromised, and lines of responsibility and demarcation of duties are needlessly muddled, if members of the LSB serve on a program council with the PD, and advise the PD directly on individual programming decisions and evaluations.

In addition, I served for several years on the interim Program Council at KPFK prior to my election to the LSB, and believe the two responsibilities are mutually exclusive full-time responsibilities.

I would support a Program Council with a composition similar to that of the LSB in ratio, though smaller in number by at least half, that includes elected representatives of paid and unpaid staff and listeners vetted by the LSB and management, but not to include members of the LSB.

For purposes of communication, a member of the LSB could serve in a non-voting capacity on the Program Council. This was the case with the former interim Program Council at KPFK. There was an ex officio member of the LSB on the iPC, and the chair of the iPC was an ex officio non-voting member of the Program Oversight Committee of the LSB.

Respectfully submitted,
Michael Novick
