

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, September 20, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:43 PM Pacific Daylight Time with an initial quorum of 14.

a. Roll Call / Establish Quorum

Eighteen members were present, constituting a quorum: Ken Aaron (KPFK), Ivon Alcime (WPFW), Teresa Allen (KPFT), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair, KPFT), Revalyn Gold (WPFW), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Laura Prives (KPFA), Summer Reese (Chair, KPFK), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

Three members were excused: Nia Bediako (WBAI), Efia Nwangaza (Secretary, Affiliates), Marcel Reid (WPFW).

One member was absent: Kathy Davis (WBAI).

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

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

[Audio Part 1 pnb120920a.mp3]

I.b Determine Excused Absences (4:46)

Point of order from Aaron: A majority of the Board has to vote to accept an excused absence. The excused absence requests of Bediako, Nwangaza, and Reid were **approved** without objection.

I.c. Designate Timekeeper

Crosier served as timekeeper.

III. Minutes Approval (5:49)

Crosier **moved** approval of the June 28, 2012 open session minutes. Reiter seconded. **Passed** without objection.

Crosier **moved** approval of the July 20, 2012 open session minutes. Reiter seconded. An objection was noted.

Minutes **approved** by a roll call vote: Yes—7, No—0, Abstain—6.

Yes—Aaron, Alcime, Allen, Brazon, Crosier, Reiter, Rosenberg.
Abstain—Birden, Gold, Johnson, Lexa, Prives, Steinberg.
Present not voting—Reese.

Crosier **moved** approval of the July 21, 2012 open session minutes. Reiter seconded. **Passed** without objection.

Crosier **moved** approval of the July 22, 2012 open session minutes. Reiter seconded. Two abstentions were noted.

Minutes **approved** by a roll call vote: Yes—5, No—0, Abstain—10.

Yes—Alcime, Allen, Crosier, Lexa, Rosenberg.
Abstain—Aaron, Bethune, Birden, Brazon, Gold, Johnson, Prives, Reiter, Steinberg, Turner.
Present not voting—Reese.

Crosier **moved** approval of the July 23, 2012 open session minutes. Reiter seconded. Crosier made two corrections: Two duplicate GM reports shall be redacted. An objection to approval was noted.

Minutes **approved** as corrected by a roll call vote: Yes—8, No—0, Abstain—7.

Yes—Aaron, Alcime, Allen, Bethune, Birden, Crosier, Lexa, Rosenberg.
Abstain—Brazon, Gold, Johnson, Prives, Reiter, Steinberg, Turner.
Present not voting—Reese.

Rosenberg **moved to postpone** approval of the remainder of the open session minutes until the next meeting. **Passed** without objection.

II. Open Session Agenda Approval (6:08)

Reiter **moved**: The Governance Committee Report be moved up in the Agenda to the top of the Committee section. Rosenberg seconded.

Brazon **moved to substitute**: Elections (10 mins), Governance (15 mins) followed by Finance shall be at the top of the Committee section. Reiter seconded. **Passed** without objection.

IV. PNB Chair's Report / Interim Executive Director's Report (6:16)

The Chair/iED reported on payroll matters and election cart air play.

VI. Chief Financial Officer's Report (6:19)

The CFO reported. Discussion followed. The Chair also reported on the Audit Committee.

VIII. Committee & Task Force Reports (6:24)

Elections Committee

2) Motion reducing the number of candidate carts required to be played during the election period. This would amend Item 4 of the Pacifica Foundation Local Station Board Election Policy (adopted by the PNB, April 25, 2009 and attached for reference):

Whereas the airing of the candidate election carts a minimum of 30 times during the election season is a hardship on some station, and

Whereas some stations have as many as 35 candidates running for a total of 1050 airings of candidate carts, and

Whereas some stations will be in upwards of a three week fund drive during the LSB election period and the financial viability of those stations is of the utmost importance, and

Whereas coverage of the U.S. national and local elections requires special programming, and

Whereas it is important to not overtax our stations programming schedules, and

Whereas the candidate statements are easily accessible in mailed election booklets and online, and

Whereas the candidate carts can be easily made available online,

Be it resolved that for this election in total each candidate shall have her/his cart aired a

minimum of 20 times in a variety of times of the day and week including equal airings in both morning and afternoon drive times.

Passed: 6 in favor, 2 opposed, 2 abstentions. (See Appendix A for the 2009 Policy)

Aaron **moved to substitute**: There shall be 10-20 election cart plays per candidate, equally distributed, left to the discretion of management. Reiter seconded.

Birden **moved to amend** the main motion: When candidate audio carts are played there shall be an announcement that candidate audio carts can be accessed at the station website. These announcements may precede or follow a group of candidate carts. Candidate carts may be grouped in blocks at the top and bottom of the hour.

Rosenberg seconded and called the question. **Point of order** from Allen: Rosenberg seconded, commented, and called the question, which is improper. The Chair ruled that a member cannot comment on and second a motion.

Prives **moved to extend** five minutes. Johnson seconded. **Passed** without objection. Discussion continued. (6:36)

[Audio Part 2 pnb120920.mp3]

The substitute motion **failed** by a roll call vote: Yes—4, No—10, Abstain—1.

Yes—Brazon, Crosier, Johnson, Reiter.

No—Aaron, Alcime, Allen, Bethune, Birden, Lexa, Prives, Rosenberg, Steinberg, Turner.

Abstain—Siegel.

Present not voting—Reese.

Birden's amendment to the main motion **passed** without objection.

The amended main motion **passed** without objection.

Birden **moved to extend** five minutes. **Passed** without objection. (6:52)

Motion on the electronic voting option:

Whereas ESC, the balloting and tabulation contractor, has stated that for an additional cost, it can include e-voting as an option in the 2012 election, and

Whereas the cost-effectiveness and any possible impact of e-voting on the likelihood of achieving quorum is purely speculative, and is being considered against the specific recommendations of this committee taken after serious discussion,

Be it resolved that the committee recommend to the PNB that rather than suddenly impose a new process on the Pacifica electorate in year of a rash of new voting "standards" in many of our communities, data which can help guide the Foundation in its 2013 election process, be collected via the following question included in the member survey accompanying the ballot: "If there is an option to vote by electronic ballot, would you use it?"

Motion **failed** by a roll call vote: Yes—5, No--10, Abstain—0.

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

No—Aaron, Alcime, Allen, Bethune, Birden, Crosier, Lexa, Reiter, Rosenberg, Steinberg.

Present not voting—Reese.

Governance Committee (7:03)

Reiter **moved**: Bylaws amendments information carts shall be played 120 times over 60 days, no fixed amount of carts per day. Crosier seconded. The Chair committed to seek legal counsel on this issue. **Passed** without objection.

Rosenberg **moved to extend** the open session until 7:30 PM PST. **Passed** without objection. (7:12)

Motion 1: KPFK LSB PD candidate vote

Due to lack of bylaws mandated notice to all KPFK LSB members, the Sept 16th vote of the KPFK LSB on the presentation of a PD candidate list is declared null and void. (*Approved by committee: 6 yes, 4 no*)

Rosenberg **moved to amend**: No vote can go forward until all members of the LSB are documented to have reviewed resumes and had equal exposure to interviews to assess the qualifications of all 16 candidates before voting to eliminate them from a hiring pool. Lexa seconded. No vote taken.

Brazon **moved to amend**: All election materials shall be brought to the LSB meeting site. Turner seconded. No vote taken.

Crosier **moved to extend** this item five minutes Brazon seconded. **Passed** without objection. Discussion continued. (7:21)

Reiter **moved to postpone** until next week. Aaron seconded.

Motion to postpone **passed** by a roll call vote: Yes—8, No—5, Abstain—2.

Yes—Bethune, Birden, Brazon, Gold, Johnson, Reiter, Siegel, Turner.

No—Aaron, Alcime, Crosier, Rosenberg, Steinberg.

Abstain—Allen, Lexa.
Present not voting—Reese.

Reiter **moved to extend** ten minutes in order to consider one station budget (KPFT). Allen seconded. (7:29)

Motion to extend **passed** by a roll call vote (2/3 required): Yes—13, No—3, Abstain—1 (7:34)

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

Finance Committee (7:34)

Rosenberg (Finance Committee Chair) brought the KPFT budget to the floor and provided an overview of the budget, which was forwarded electronically to the Board prior to the meeting (KPFT FY2013 Budget v5 LSB-1.xls).

Motion 1 – KPFT Budget

That the KPFT budget as approved by the NFC on August 14, 2012, be approved by the PNB (*Approved by the NFC without objection*).

Allen **moved** approval. Budget **approved** without objection.

The meeting adjourned due to the expiration of time at 7:41 PM. The board reconvened in executive session from 7:42 to 9:05 PM.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on September 27, 2012)

Appendix A

Pacifica Foundation

Local Station Board Election Policy

Adopted by the PNB, April 25, 2009

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In order to ensure fair and equitable elections at all 5 Pacifica radio stations in compliance with the

Bylaws of The Pacifica Foundation the following policies were adopted by the Pacifica National Board, April 25, 2009, at their meeting in Berkeley California:

1) The job descriptions of all Program Directors and General Managers shall include: full cooperation with both local and national election supervisors in all aspects of local station board elections.

2) It is the responsibility of the General Managers of each station to ensure that membership lists for listener-sponsors and paid and unpaid staff lists are created and maintained in general and especially checked for accuracy a minimum of 3 months prior to a local station board election.

a) Unpaid staff organizations shall maintain lists of membership that include a description of the unpaid staff member's contribution to a particular program or other volunteer work for the station and some way of verifying the number of hours they work per month on a volunteer basis to ensure that it conforms to the Bylaws minimum requirement of 30 hours in the preceding 3 months or the requirements of their radio station's "Unpaid Staff Organization" or "Unpaid Staff Collective Bargaining Unit". Full cooperation of the General Manager and station staff shall be expected in maintaining this list and verifying the validity of its membership.

3) To ensure the greatest amount of listener participation in local station board elections, it is mandatory that Program Directors and General Managers air carts at all 5 stations in the nomination period to adequately inform our listeners about how they can self-nominate, what the duties of an LSB member are, how the LSB interfaces with station management and staff, both paid and unpaid, etc.

Six 60 second carts and Six 30 second carts shall be aired each day in rotation. This is 6 carts, total, aired in rotation each day of the nomination period. For stations with Spanish or other language broadcasting, the carts would be aired in that language during broadcasts in that language, with the number and frequency of the carts corresponding to the amount of said language broadcasting (hours per day) at the station. For example, if there are 3 hours of broadcasting in a language different from English a day on a station, one 60 second cart and one 30 second cart per day in rotation would be adequate.

These carts would be scripted in advance by the NES to conform with the Pacifica Bylaws and the same carts be used at all 5 stations with the addition of local contact information. The carts may be varied, but the intent would be to alert the broad listenership about the election during the ENTIRE nomination period, to explain the election process, etc., and to steer listeners to a phone number and website for further information.

Each programmer or collective with a one hour or more program slot shall be required to produce and air one 15 minute tutorial on the election during the nomination period. This

tutorial shall be recorded and repeated once during the nomination period. This responsibility applies to all paid and unpaid programmers, including music programmers.

Local Station Board Election Policy

Adopted by the PNB, April 25, 2009

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In addition, one report to the listeners from the national level and one from the local level involving both management and board participation from staff and board members who are not candidates, shall be done during the nomination period. These reports shall be one hour long.

This prescribed programming shall be aired irrespective of fundrives or any other broadcasting. The listenership should be engaged in the election process wherever possible, to encourage membership and volunteer participation. Members should also be encouraged to participate in the election committees established at each station in accordance with the by-laws.

Logs of all programming, including incidental carts, shall be maintained including each time an election cart is aired. Archived programs should include these carts so that the fact that they were aired can be verified if needed.

Promotion needs to be done to explain the election process to potential staff candidates as well. This promotion would be done at staff meetings, on the station bulletin board and using paid and unpaid staff email lists.

4) When the nomination period is over, the PDs and GMs are responsible for fully cooperating with local and national election supervisors to ensure that a minimum of 3 on-air candidate forums of one hour in length are aired for each 5 candidates.

Sixty second candidate statements shall be recorded at the radio station by each candidate. PDs and GMs are expected to air these statements in rotation right after the nomination period is closed through to the end of the campaign period. In total, each candidate shall have her/his cart aired a minimum of 30 times in a variety of times of the day and week. It is the responsibility of the PDs and GMs to ensure that these carts are played in an equitable manner so that no candidates are advantaged or disadvantaged.

Further, General Managers shall cooperate in the planning and coordination of community candidate forums.

5) Failure to comply with any or all of the above policy shall result in rapid but gradient disciplinary measures including but not limited to: a) A negative mention in the PD or GM's personnel file, b) Graduated reduction in pay, c) Suspension of duties, d) The assignment of another staff person to ensure compliance with election policies and procedures.

Conversely, compliance with this policy shall be followed by: a) A positive mention in the PD or GM's personnel file, b) A bonus or other reward at the discretion of the discretion of the LES, NES in conjunction with senior management.

6) Disciplinary measures may be invoked by the local or national election supervisor in conjunction with the station management, HR Director and/or the Executive Director. They may also be initiated by any GM or the ED.

Forwarded to all PNB Members by Richard Uzzell, PNB Recording Secretary, May 18, 2009
