

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, October 25, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:37 PM Pacific Daylight Time with an initial quorum of 16.

a. Roll Call / Establish Quorum

Eighteen 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), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Efia Nwangaza (Secretary, Affiliates), Laura Prives (KPFA), Summer Reese (Chair, iED, KPFK), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI).

Two members were absent: Kathy Davis (WBAI), Marcel Reid (WPFW).

Two members were excused: Revalyn Gold (WPFW), Andrea Turner (KPFA).

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

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

I.b. Determine Excused Absences (5:40)

The excused absence requests of Gold and Turner approved without objection.

I.c. Designate Timekeeper (5:40)

Reiter volunteered to be the timekeeper.

II. Open Session Agenda Approval (5:41)

Reiter **moved to amend** the agenda: Recently passed amendments to the PD Search Motion shall be included in the Agenda. Johnson seconded. **Passed** without objection.

Rosenberg requested an opportunity to make a statement in open session regarding an agenda change being made in executive session that has become a matter of public discussion. Without objection, the Chair granted Rosenberg a point of personal privilege for five minutes at the end of the open session.

Steinberg **moved** that Unfinished Business Item d. "Motion by Davis: Membership re: Malice" be moved to after the ED Report and CFO Report. Birden seconded.

Point of order from Steinberg: Counsel should weigh in when the motion is under discussion.

Motion **passed** by a roll call vote: Yes—8, No—7, Abstain--2

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

No—Bediako, Bethune, Brazon, Johnson, Nwangaza, Prives, Siegel.

Abstain—Alcime, Reiter.

Present not voting—Reese.

Crosier **moved** to move New Business item "Motion from Campbell Johnson--rescind motion on in-person meeting" to after the CFO Report. Allen seconded.

Motion **passed** by a roll call vote: Yes—11, No—3, Abstain—3.

Yes—Alcime, Allen, Bediako, Bethune, Birden, Brazon, Crosier, Gray, Johnson, Prives, Siegel.

No—Aaron, Nwangaza, Reiter.

Abstain—Lexa, Rosenberg, Steinberg.

Present not voting—Reese.

Allen **moved to approve** the amended Agenda. Campbell seconded. An objection was heard.

Allen **moved** that the PNB shall meet Thursday, November 1 if a national budget is ready, if not, the PNB shall meet on November 8. Motion withdrawn. Crosier recommended a meeting for next week. Allen seconded. Aaron called for the **orders of the day**. Without objection, the Chair committed to address the question of a meeting next week later,

Motion **passed** by a roll call vote: Yes—13, No—3, Abstain—0.

Yes—Aaron, Alcime, Allen, Bethune, Birden, Crosier, Gray, Johnson, Lexa, Reiter,

Rosenberg, Steinberg, [one member unrecorded].
No—Bediako, Brazon, Nwangaza.
Present not voting—Reese.

III. Open Session Minutes Approval (6:23)

The open session minutes of October 18, 2012 were **approved** without objection.

IV, V. PNB Chair Report / iED Report (6:25)

The Chair (serving as iED) reported and committed to submit a written report. Discussion followed.

VI. Chief Financial Officer's Report

Omitted due to the excused absence of the CFO.

V. Motion from Campbell Johnson-rescind motion on in-person meeting (6:33)

Whereas, the Pacific Auditor's report has for a second year stated "Accordingly, substantial doubt remains as to the ability of the Foundation to continue as a going concern as of the date of this report."

Whereas, the expenses for in person Pacifica National Board Meetings totaled approximately \$55,000 for the two in-person meeting held to date and,

Whereas, the board must weigh the gravity of Pacifica's fiscal challenges with that of the bylaws meeting schedule and,

Whereas the Pacifica National Board members has the ultimate fiduciary responsibility to act accordingly on behalf of the Pacifica Foundation.

Therefore, it is resolved: That the Pacific National Board shall cancel its planned third meeting for calendar year 2012.

Crosier seconded. Reiter **moved** to move this motion to the closed session, first item. Lexa seconded.

Motion **passed** by a roll call vote: Yes—10, No—7, Abstain—0.

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

VI. Motion by Davis: Membership re: Malice (6:41)

Be it resolved that any person or member of the Pacifica Foundation that acts with malice and/or violence and/or levies threats; either verbal or physical against Pacifica staff or members of the LSB or PNB should be disqualified from membership and participation in Pacifica governance. Further, any person or member of the Pacifica Foundation who acts to limit or undermine the fund raising and or function of the Pacifica foundation or its radio stations and broadcast licenses should be disqualified from membership and participation in Pacifica governance. And, that any person or member of the Pacifica Foundation who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.

Steinberg **moved to amend**: Delete “And, that any person or member of the Pacifica Foundation who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.”

Birden seconded. Amendment **passed** without objection.

Steinberg **moved to amend**: Replace the last sentence with “And, that any person or member of the Pacifica Foundation who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.” Crosier seconded. No vote taken.

Sigel **moved to refer** to counsel. Allen seconded. **Failed** by substitution. Without objection, time was extended sufficiently to finish the stack.

Aaron **moved to substitute**: Refer this motion to the Governance Committee and use existing policies of other non-profits. Bediako seconded.

The substitute motion **passed** by a roll call vote: Yes—12, No—4, Abstain—0.

Yes—Aaron, Alcime, Allen, Bediako, Bethune, Crosier, Gray, Johnson, Lexa, Prives, Reiter, Rosenberg, Siegel.

No—Birden, Brazon, Steinberg, [one member unrecorded].

Present not voting—Reese.

The new main motion to refer **passed** by a roll call vote: Yes—13, No—3, Abstain—0.

Yes—Aaron, Alcime, Allen, Bediako, Bethune, Crosier, Gray, Johnson, Lexa, Prives, Reiter, Rosenberg, Siegel.

No—Birden, Brazon, Steinberg.

Present not voting—Reese.

VII. Committee & Task Force Reports

Governance Committee (7:08)

Reiter (Governance Committee Chair) presented the following motions:

Motion 1: KPFFK LSB PD candidate vote

Due to lack of bylaws mandated notice to all KPFFK LSB members, the Sept 16th vote of the KPFFK LSB on the presentation of a PD candidate list is declared null and void.

No vote can go forward XXXX

(Approved by committee: 6 yes, 4 no)

(postponed from the Sep. 20, 2012 PNB meeting)

Brazon **moved** to move this motion to the closed session. Johnson seconded. **Failed** by substitution.

Rosenberg **moved to substitute**: Postpone to the next meeting. Allen seconded. **Passed** without objection.

The new main motion to postpone **passed** by a roll call vote: Yes—9, No—5, Abstain—1.

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

No—Bediako, Brazon, Johnson, Prives, Siegel.

Abstain—Reiter.

Present not voting—Reese.

Motion 2: Encourage bargaining unit at KPFT

The Governance Committee recommends to the Pacifica National Board that in order to ensure an even playing field for all Pacifica employees at all Pacifica stations, eligible employees at KPFT-FM be encouraged to consider forming a bargaining unit. If that proves difficult due to the small size of the potential unit, then employees are encouraged to look into an accretion request with the nearest geographical Pacifica bargaining unit, in this case the AFTRA unit in Los Angeles. *(approved by committee Aug. 20, 2012, 6-0-3)*

Reiter **moved to amend**: Delete the last sentence. Bediako seconded.

Motion to amend **failed** by a roll call vote: Yes—3, No—5, Abstain—7.

Yes—Birden, Brazon, Reiter.

No—Alcime, Bediako, Crosier, Lexa, Rosenberg.

Abstain—Aaron, Allen, Gray, Johnson, Prives, Siegel, Steinberg.

Present not voting—Reese.

The main motion **failed** by a roll call vote: Yes—0, No—11, Abstain—3.

No—Aaron, Alcime, Allen, Bediako, Brazon, Crosier, Johnson, Prives, Reiter, Siegel.

Abstain—Lexa, Rosenberg, Steinberg.

Present not voting—Reese.

Point of personal privilege from Rosenberg: Made a statement regarding a PNB closed session and misperceptions arising the same.

The meeting adjourned at 7:37 PM due to the expiration of time. The Board reconvened in executive session from 7:43 PM to 9:24 PM PST.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on November 8, 2012)