

2004-09-13 PNB Meeting Minutes

MINUTES OF THE PACIFICA FOUNDATION BOARD OF DIRECTORS

SPECIAL MEETING September 13, 2004

Directors present:

Dave Adelson, Teresa Allen, Henry Cooper, Marty Durlin, Samuel Kiteka, Sonali Kolhatkar, Ray Laforest., Ambrose Lane, Roger Manning, Kalonji T. Olusagun, Sarv Randhawa, Mark Roberts, Gerald Sanders, Wendy Schroell, Alice Shields, Carol Spooner, Donna Jo Warren,

Directors not present: Miguel Maldonado, Vicki Santa, Julie Rodriguez, Zarinah Shakir, William Walker

Vicki Santa (affiliate director) has resigned from the PNB due to health issues. Zarinah Shakir telephoned the secretary to be excused from this meeting due to obligation for WPFW.

Also present: Executive Director Dan Coughlin (ED) and Lonnie Hicks (CFO)

Meeting held via teleconference. Convened by Chair Mary Durlin, minutes taken by secretary Roger Manning. Webcast and archived at kpftx.org

8:20pm Eastern time Quorum present. Chair Durlin convenes meeting.

Chair goes over agenda. Moves item 5 up in the order without objection

THE AGENDA:

1. Call to order.
2. FY05 Budget: Board priorities, including discussion on central services funding for the Archives and line item for board training/consultants.
3. WBAI LSB's right to the mailing list to send out a staff survey as part of their PD review.
4. ED review: question of whether to send a survey to the GMs, Archives Manager, Affiliates Coordinator and CFO.
5. October meeting planning, including discussion on when to begin and what agenda items are crucial.
6. Policy on alternates for FSRN committee or any other ad hoc committees.
7. Proposed inventory of stations.
9. Adjourn.

5. October meeting planning, including discussion on when to begin and what agenda items are crucial.

Chair asks if directors can get into Washington Thursday September 30 in order to start meeting early Friday morning. ED needs to investigate as to whether rooms are available, can know tomorrow morning. Discussion about events planned for that weekend, time needed by various committees to report and logistics of hearing from the station Committees of Inclusion.

MOTION by Shields to fund travel and lodging for the LSB chairs to attend the October 1-3 PNB meeting

Discussion regarding merits and funding considerations.

Vote on Shields motion:

Adelson - a

Allen - n

Cooper - y

Durlin -

Kiteka - n

Kolhatkar -

Laforest - n

Lane - n

Maldonado -

Manning - n

Olusagun - n

Randhawa - n

Roberts - n

Rodriguez -

Santa -

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker -

Warren - n

FAILS 5 yes, no 9

MOTION by Laforest the LSB written reports to the PNB include majority and other major positions of their LSB.

SUBSTITUTE MOTION by Spooner to strike Laforest language and that any LSB shall submit a written report to the PNB and that any LSB member or members that wish to submit a minority report may do so.

Discussion.

Vote on Spooner substitute motion:

Adelson - n

Allen - n

Cooper - y

Durlin -

Kiteka - n

Kolhatkar -

Laforest - n

Lane - n

Maldonado -

Manning - n

Olusagun - n

Randhawa - n

Roberts - n

Rodriguez -

Santa -

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker -

Warren - n

FAILS 5, 10

Discussion.

Vote on Laforest motion:

Adelson - a

Allen - y

Cooper - n

Durlin -

Kiteka - y

Kolhatkar -

Laforest - y

Lane - y

Maldonado -

Manning - n

Olusagun - a

Randhawa - y

Roberts - a

Rodriguez -

Santa -

Sanders - a

Schroell - n

Shakir -

Shields - n

Spooner - n

Walker -

Warren -y

FAILS 6 yes, 6 no , (chair votes no to break tie)

2. FY05 Budget: Board priorities, including discussion on central services funding for the Archives and line item for board training/consultants.

Discussion of priorities. Shields supports Archives regaining it's 3% form central services.

MOTION by Randhawa to table this discussion until Oct. 1 PNB meeting in D.C.

Discussion addressing time constraints and procedures involving developing policy through committees and the full board.

Vote on motion to table:

Adelson - n

Allen - n

Cooper - n

Durlin -

Kiteka - y

Kolhatkar -

Laforest - y

Lane - y

Maldonado -

Manning - n

Olusagun - n

Randhawa - y

Roberts - y

Rodriguez -

Santa -

Sanders - n

Schroell - n

Shakir -

Shields - n

Spooner - n

Walker -

Warren - n

FAILS 5 yes, 10 no

Discussion of aspects of Pacifica Radio Archives funding including historical background, logistics, and how the method of funding can affect the operating philosophy.

MOTION by Roberts to refer the question of levying central services to fund the Archives to the Finance Committee

Discussion.

Vote on Roberts motion to refer:

Adelson - n

Allen - a

Cooper - n

Durlin -

Kiteka - n

Kolhatkar -

Laforest - y

Lane - y

Maldonado -

Manning - a

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa -

Sanders - n

Schroell - n

Shakir -

Shields - n

Spooner - n

Walker -

Warren -

FAILS 5 yes, 7 no

MOTION by Adelson that the Finance Committee submit 2 contingency plans, one with the existing Archives funding mechanism and one using the fixed percent of central services and that the Archives Committee present a report on the rationale of each approach.

Discussion of logistics.

Vote on Adelson motion:

Adelson -y

Allen - y

Cooper - y

Durlin -

Kiteka - y

Kolhatkar -

Laforest - y

Lane - y

Maldonado -

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa -

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner - y

Walker -

Warren -

PASSES 14 yes, 0 no

MOTION by Spooner that the PNB request a line item in the FYO5 to budget \$25,000 for board training/consultants

MOTION by Kiteka to refer the matter line item in the FYO5 to budget \$25,000 for board training/consultants to the that Finance committee.

Discussion.

Vote on motion to refer

Adelson - a

Allen - n

Cooper - n

Durlin -

Kiteka - y

Kolhatkar -

Laforest - y

Lane - y

Maldonado -

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa -

Sanders - a

Schroell - n

Shakir -

Shields - n

Spooner - n

Walker -

Warren -

PASSES 7 yes, 5 no

3. WBAI LSB's right to the mailing list to send out a staff survey as part of their PD review.

Chair gives overview - in a meeting between the then committee chair, LSB chair and director Shields; and WBAI GM and Pacifica ED WBAI LSB Management Evaluation Committee had requested the WBAI paid staff mailing list in order to send staff their Program Director evaluation survey. The ED turned down the LSB request.

Discussion and debate. Shields presents her case. ED responds that he didn't refuse, but informed that the request needed to go through the PNB Coordinating Committee per the PNB information request resolution.

Point of order by Hicks that we should proceed with for and against statements. Chair - there is no motion currently on the floor.

Discussion continues regarding information request procedure, director's legal absolute right to information, and time restraints with the WBAI PD evaluation survey.

MOTION by Shields that the PNB reaffirms the right of directors to information as directed in the Pacifica bylaws ARTICLE TWELVE, SECTION 3. "Every Director, or his or her designated agent, shall have the absolute right at any reasonable time to inspect and copy all of the Foundation's books, records and documents

of every kind and to inspect the physical properties of the Foundation. " That the PNB informs the network of this.

Discussion.

11:03pm Secretary leaves call.

Minutes resume by Schroell

MOTION to table Shields motion regarding absolute right of Directors indefinitely.

Sam yes

Teresa yes

Wendy yes

Henry yes

Dave yes

Carol yes

Sarv yes

Gerald no

Ray yes

Alice no

Kalonji yes

Mark yes

Ambrose yes

PASSES 11-2

MOTION by Spooner that The PNB recommends that the ED and the GM and PD and LSB chair at WBAI and Management Review committee sit down and work out problems on how to proceed with Management Review

SUBSTITUTE MOTION by Adelson to ask the Executive Director to provide concrete way to deal with this issue of Management Review at WBAI immediately.

Sam no

Teresa yes

Wendy no

Henry no

Dave yes

Carol no

Sarv no

Gerald no

Ray yes

Alice no

Kalonji yes

Mark yes

Ambrose yes

Substitute Motion FAILS 6-7

Vote on main motion:

Sam no

Teresa yes

Wendy yes

Henry yes

Dave yes

Carol yes

Sarv yes

Gerald yes

Ray no

Alice yes

Kalonji yes

Mark abstain

Ambrose yes

Spooner Motion PASSES 10-2

MOTION to adjourn

Sam yes

Teresa no

Wendy no

Henry no

Dave no

Carol no

Sarv yes

Gerald no

Ray yes

Alice no

Kalonji yes

Mark yes

Ambrose yes

FAILS 6-7

MOTION by Adelson to thank Vicki Santa for her service and wish her well

PASSES w/o objection (Dave to email language)

4. ED review: question of whether to send a survey to the GMs, Archives Manager, Affiliates Coordinator and CFO.

MOTION by Spooner to table until October meeting

Sam

Teresa no

Wendy yes

Henry no

Dave no

Carol yes

Sarv

Gerald no

Ray no

Alice no

Kalonji yes

Mark yes

Ambrose yes

FAILS 5 yes, 6 no

MOTION by Adelson to add the 5 GMs, CFO and Archives Director to ED Review Process and that the data be aggregated separately and presented at the October board meeting

Sam

Teresa yes

Wendy yes

Henry yes

Dave yes

Carol yes

Sarv

Gerald no

Ray yes

Alice abstain

Kalonji yes

Mark no

Ambrose yes

PASSES 8 yes 2no 1 abstention

MOTION to ADJOURN by Spooner - No objection

Meeting adjourned approximately 9:03 PST/11:03CST/12:03EST

Submitted by, Roger Manning, Secretary, Pacifica Board of Directors

Approved by the Board of Directors on October 25, 2004.