

Pacifica National Board – Teleconference (Open Session)

8:30 pm Eastern Time, 7:30 pm Central Time, 5:30 pm Pacific Time

Originating in Various Locations

March 8, 2009

MINUTES

I. Call to Order/ Opening Business. PNB Chair Grace Aaron called meeting to order at 8:44 pm (ET). Jamie Ross agreed to serve 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	X Sandra Rawline	AL Carolyn Birden
X Andrea Turner	X Leslie Radford	X Wendy Schroell	AL Kathy Davis
X Joseph Wanzala	X Ricco Ross	X Susan Young	X James Ross

WPFW – Wash. D.C.:	AFFILIATES:	Staff & Counsel:
X Jim Brown	AL David Beaton	X LaVarn Williams, Interim CFO
AL Acie Byrd	X Efia Nwangaza	Ricardo De Anda, Int. Gen. Counsel
AL Luzette King		
(Vacant Position)		

b. Agenda Approval. Bediako moved to add, at New Business, Discussion of a possible idea of placing WBAI into receivership. Motion failed by a vote of 6-11.

[See Below]

Y Yes; N No; PNV Present Not Voting; Ab Abstained; TD Technical Difficulty.

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	N Sandra Rawline	N Carolyn Birden
Y Andrea Turner	Y Leslie Radford	N Wendy Schroell	N Kathy Davis
N Joseph Wanzala	Y Ricco Ross	N Susan Young	N James Ross

WPFW – Wash. D.C.:	AFFILIATES:
Y Jim Brown	David Beaton
Acie Byrd	N Efia Nwangaza
Luzette King	
(Vacant Position)	

Bediako moved to add, at Personnel Committee, Discussion of IED selection and to move

Personnel before Audit. Hearing no objection, Motion Approved. Radford moved that the motion re: WPFW Election be moved to the end of the list at New Business. Discussion followed.

Approved 3-20-09

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b. Agenda Approval. (Continued)

J. Ross called Point of Order re: current meetings are “special meetings” and therefore the rules for adding items to the agenda are stricter, and that has “hamstrung” the PNB for years. Chair stated that the meeting was properly noticed more than seven days before as an open PNB Teleconference with the general purpose “To conduct PNB Business” and “if that is adequate, the Agenda as written is OK.” If the Agenda had to go out with the notice and list all items as set and non-amendable than “much of this Agenda is not OK.”

Reiter moved that the notice to conduct general business shall suffice, under the Bylaws requirement for prior notice, and to set the agenda at the time of the meeting. Discussion followed.

Bediako called Point of Order re: “what George is talking about is a Bylaws Amendment.” Chair did not rule.

R. Ross moved to substitute, that this issue of the Agenda and the Bylaws be referred to the Governance Committee so that they can write out an amendment if needed and that we can continue on with the business on the Agenda, as amended. Hearing no objection, Motion Approved. Reiter said he would put issue on the Agenda for Governance Committee.

Simmons called Point of Order re: You can’t allow amendment only for part of the process then stop other amendments. Chair sustained then overruled.

Reiter moved to substitute for Radford motion that Agenda is closed as previously amended. Discussion followed. Motion voted Approved, 12-7. [See Below.] Therefore, the Agenda [as amended] Approved.

Y Yes; N No; PNV Present Not Voting; Ab Abstained; TD Technical Difficulty.

KPFA - Berk., Ca.:	KPFB – 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	Y Sandra Rawline	Y Carolyn Birden
N Andrea Turner	N Leslie Radford	Y Wendy Schroell	Y Kathy Davis
Y Joseph Wanzala	Y Ricco Ross	Y Susan Young	Y James Ross

WPFW – Wash. D.C.: AFFILIATES:

N Jim Brown	David Beaton
N Acie Byrd	Y Efia Nwangaza

Y Luzette King
(Vacant Position)

*Bediako called Point of Order re: Agenda needed 2/3rd to be approved.
Chair overruled saying just a majority needed to approve.*

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c. **Minutes Approval.** Young moved to approve the Minutes of the Open PNB Meeting of 2-20-09. Hearing no objection, Minutes Approved.

II. Acknowledgements.

** *PNB Recording Secretary Richard Uzzell for the Minutes of the last meeting being available at the next meeting.* ** by Reiter.

** *KPFK Paid and Unpaid Staff and Network Staff for working so hard on our recent fund drive.* ** by Radford.

** *Eleanor McKinney, on this International Women's Day, for her work as a co-founder of Pacifica and as a professional writer and director.* by Radford.

III. PNB Chair/Interim Ex. Dir. Report. Board Chair Grace Aaron gave the Report.
[Written Report and Audio available at pacifica.org and kpftx.org]

IV. Interim CFO Report and Finance Committee Chair. ICFO, LaVarn Williams gave the Report. [Written Report and Audio available at pacifica.org and kpftx.org]

O'Brien moved to add 2 minutes to this item. Hearing no objection, Motion Approved.

PNB Finance Committee Chair James Ross reported that none of the stations met their goals for the recent Winter Pledge Drives. The total shortfall was \$366,000.

V. April In-Person PNB Meeting, Berkeley, Ca. Bonnie Simmons reported that arrangements were being finalized for the meeting to be held in the International House (student housing) with a dining facility nearby, all on the UC-Berkeley campus for the up-coming April 24-26 In-Person PNB Meeting. Nearby bus and shuttle available. Arrangement for lodging at member's homes will reduce cost.

Young moved to accept this date and venue and to finalize approval for the meeting. Hearing no objection, Motion Approved.

VI. Motion Regarding WPFW Director Election.

King moved the following motion: Discussion followed.

Whereas, the Pacifica National Board directed the WPFW LSB to conduct a recount of the ballots for the election of Directors and,

Whereas, those ballots were in the custody of LSB member and Pacifica Director Jim Brown, and,

Whereas, Jim Brown has thus far not made the ballots available for a recount to be done,

Be it resolved that the PNB consider sanctions against Jim Brown for obstructing the process -- unless all ballots are produced and made available so that the PNB's directive requiring a recount may be fully and fairly carried out.

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VI. Motion Regarding WPFW Director Election. (Continued)

Byrd moved to table (postpone) King Motion until LSB Meeting, March 12.

J. Ross called Point of Order re: did Byrd mean that this is a motion to postpone? Chair sustained.

Bediako called Point of Order re: improper language. Chair sustained *and admonished the Board to maintain order.*

Byrd agreed the motion is to "postpone." Birden moved to add 5 minutes to this item. Hearing no objection, Motion Approved.

Birden moved to add a second 5 minutes to this item. Needing 2/3rd, this Motion Failed by a vote of 9-9. [See Below].

Y Yes; N No; PNV Present Not Voting; Ab Abstained; TD Technical Difficulty.
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 N Sandra Rawline Y Carolyn Birden
N Andrea Turner N Leslie Radford Y Wendy Schroell Kathy Davis
Y Joseph Wanzala Y Ricco Ross Y Susan Young N James Ross

WPFW - Wash. D.C.: AFFILIATES:
N Jim Brown David Beaton
N Acie Byrd Y Efia Nwangaza
Y Luzette King
(Vacant Position)

Byrd Motion to postpone Failed by a vote of 8-11. [See Below].

Y Yes; N No; PNV Present Not Voting; Ab Abstained; TD Technical Difficulty.
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 N Sandra Rawline N Carolyn Birden
Y Andrea Turner Y Leslie Radford N Wendy Schroell N Kathy Davis
N Joseph Wanzala Y Ricco Ross N Susan Young N James Ross

WPFW – Wash. D.C.: AFFILIATES:
 Y Jim Brown David Beaton
 Y Acie Byrd N Efia Nwangaza
 N Luzette King
 (Vacant Position)

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VI. Motion Regarding WPFW Director Election. (Continued)

King motion re: WPFW PNB Election Approved by a vote of 11-7-1. [See Below].

Y Yes; N No; PNV Present Not Voting; Ab Abstained; TD Technical Difficulty.

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	Y Sandra Rawline	Y Carolyn Birden
N Andrea Turner	N Leslie Radford	Y Wendy Schroell	Y Kathy Davis
Y Joseph Wanzala	Ab Ricco Ross	Y Susan Young	Y James Ross

WPFW – Wash. D.C.: AFFILIATES:
 N Jim Brown David Beaton
 N Acie Byrd Y Efia Nwangaza
 Y Luzette King
 (Vacant Position)

VII. Committee Reports.

a. Consent. Young moved that she be added to the Affiliates Committee. Hearing no objection, Motion Approved. Bediako moved that she be added to the Committee on Racism, Sexism and Other Forms of Discrimination. Hearing no objection, Motion Approved. Byrd moved that he be added to the Committee on Racism, Sexism and Other Forms of Discrimination. Hearing no objection, Motion Approved.

b. Update for Committees Not Yet Convened.

c. Personnel. Committee convener Sandra Rawline reported that the committee was having trouble meeting. The first meeting was missing Affiliates Rep. – they will be contacting them so that they may decide among themselves who would be on the committee. Electing a Chair postponed until more attending. Working on procedure for job posting and evaluations. Working on CFO job description and will be posting for IHR position. GM’s are all being asked if anyone interested in IED position.

Bediako moved that at the next Personnel Committee meeting, that the committee prepares a list of internal candidates for IED and select a candidate to recommend to the Board at the next meeting.

Gendelman moved to add 10 minutes to this item. Motion Failed by a vote of 6-10. [See Below]

Y Yes; N No; PNV Present Not Voting; Ab Abstained; TD Technical Difficulty.

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	N Sandra Rawline	N Carolyn Birden
Y Andrea Turner	Y Leslie Radford	N Wendy Schroell	Kathy Davis

N Joseph Wanzala N Ricco Ross N Susan Young N James Ross

WPFW – Wash. D.C.: AFFILIATES:
Y Jim Brown David Beaton
 Acie Byrd N Efia Nwangaza
 Luzette King
(Vacant Position)

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VII. Committee Reports. (Continued)

Bediako Motion re: list of IED candidates Failed, by a vote of 7-9. [See Below.]

Y Yes; N No; PNV Present Not Voting; Ab Abstained; TD Technical Difficulty.
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 N Sandra Rawline N Carolyn Birden
Y Andrea Turner Y Leslie Radford N Wendy Schroell Kathy Davis
N Joseph Wanzala Y Ricco Ross N Susan Young N James Ross

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Y Jim Brown David Beaton
 Acie Byrd N Efia Nwangaza
 Luzette King
(Vacant Position)

d. Audit. Interim Chair Nia Bediako reported that the committee needs a full list of committee members so that they can convene. Chair to send list.

e. Elections. Committee Chair Bob Lederer is not a Director and was not on the teleconference. Committee member Carolyn Birden read Lederer’s report that follows.

Lederer reported; As per the PNB’s earlier motion, a detailed RFP for an election management vendor, stipulating the major responsibilities involved, was publicly circulated for bids in January. The PNB also empowered the Elections Committee to do the review and vetting of candidate vendors and proposed National Election Supervisors, with the PNB then deciding who/what to recommend to the E.D. The Committee received 5 bids and has eliminated one as being considerably higher than the other 4 bids. A 40-ballot mock election was sent to the remaining vendors to ascertain competence. At last week’s meeting, the committee agreed to interview the 3 bidders ranked highest by the working group coordinating this effort. Those interviews should take place over the next week or so, and the Committee hopes to meet to finalize its recommendations to the PNB preferably on March 16 or if that is not possible, no later than March 23.

PNB member Carolyn Birden had raised a concern about the conformity of the already circulated RFP with the bylaws. The RFP provides that the persons suggested by bidding companies or nonprofits to become National Election Supervisor and Local Election Supervisors would have to be approved by Pacifica's E.D., as the bylaws require. On the Committee's call last Monday, we spoke with Foundation Counsel Ricardo DeAnda about this arrangement, and he said that this does not violate the bylaws, and that the PNB could choose different policy options for the relationship between the NES and any vendor. Following that, the Committee rejected a motion by Carolyn Birden to modify the RFP to require the vendor to "work with, and under the direction of, a National Elections Supervisor hired by the Executive Director." Instead, the Committee voted to continue using the RFP that had been approved by the PNB and posted. The final decision, of course, remains with the PNB. *Lederer*.

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VII. e. Elections. (Continued)

Board Chair Grace Aaron [email]: I just spoke with Mr. DeAnda about hiring a national election supervisor. The Executive Director must hire a national elections supervisor. The Bylaws specifically state that the NES is an individual and has no provisions for hiring a company to fulfill that responsibility. The NES can be a person in a company, but that person must be specifically hired by the ED. The ED does not hire a company that then selects the national election supervisor itself. *Aaron*.

Pacifica General Council Ricardo DeAnda response to Aaron [email]: One part of my advice to the EC was that it did not have to start the RFP process from scratch, but could use the RFP on the table in order to save time. Carolyn's motion, however, is in line with what the firm will be expected to do according to the bylaws. [Continued on next page.]

Perhaps the EC felt that accepting Carolyn's motion would set its work back, and rejected it to be able to stay on schedule, since I told them they could do that. But the RFP cannot change the ultimate working relationship between the firm and the NES, which is as set out in Carolyn's motion. *DeAnda*.

Radford read Lederer response [email] to Aaron: The relationship set forth in the Board approved RFP as follows: The contractor, whether company or non-profit, retained by the ED would only recommend persons to be named as National Elections Supervisor and Local Elections Supervisors. The exactual decisions on all those appointments would remain in the hands of the ED. This is what Mr. DeAnda said would comply with Bylaws requirements. As to Grace's summary of Mr. DeAnda's position that matches my recollection of what he told the committee last week; which as he said, is not inconsistent with the RFD as currently structured. *Lederer*

Birden moved that the vendor shall work with, and under the direction of, a National Elections Supervisor hired by the Executive Director, as required in the Bylaws of the Pacifica Foundation, and that this NES shall be responsible for appointing and supervising a Local Election Supervisor ("LES")

at each of five station signal areas: Berkeley, CA, Los Angeles, CA, New York, NY, Washington D.C., Houston, TX. [The NES shall work with the vendor to ensure that the LES in each area meets the vendor's requirements as well as those of the Foundation.]

Radford moved to add 5 minutes for this item. Hearing no objection, Motion Approved.

Radford moved a substitute motion, that the ED or iED and any company hired by the PNB to conduct elections come to agreement on hiring a National Elections Supervisor and Local Elections Supervisors.

Approved 3-20-09

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VII. e. Elections. (Continued)

Radford Substitute Motion Failed by a vote of 6-7-3. [See Below.]

Y Yes; N No; PNV Present Not Voting; Ab Abstained; TD Technical Difficulty.

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	N Sandra Rawline	N Carolyn Birden
Y Andrea Turner	Y Leslie Radford	N Wendy Schroell	Kathy Davis
N Joseph Wanzala	Ab Ricco Ross	Ab Susan Young	Ab James Ross

WPFW – Wash. D.C.: AFFILIATES:
Y Jim Brown David Beaton
Acie Byrd N Efia Nwangaza
Luzette King
(Vacant Position)

Birden Motion re: ED relation with NES and Election Vendor, voted Approved, 8-6-2.

[See Below]

Y Yes; N No; PNV Present Not Voting; Ab Abstained; TD Technical Difficulty.

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	Y Sandra Rawline	Y Carolyn Birden
N Andrea Turner	N Leslie Radford	Y Wendy Schroell	Kathy Davis
Y Joseph Wanzala	Ab Ricco Ross	Y Susan Young	Ab James Ross

WPFW – Wash. D.C.: AFFILIATES:
N Jim Brown David Beaton
Acie Byrd Y Efia Nwangaza
Luzette King
(Vacant Position)

VIII. Adjourned. Young moved to adjourn. Hearing no objections, Open Session adjourned at 11:45 pm (ET).

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

Minutes Approved by the Pacifica National Board:

Grace Aaron, PNB Chair
Witnessed By:

March 20, 2009
Date: