

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 20, 2009

MINUTES

I. Call to Order/ Opening Business. PNB Chair Grace Aaron called meeting to order at 8:35 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.:	KPFFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
X Sherry Gendelman	X Grace Aaron	X George Reiter	Ab Nia Bediako
X Bonnie Simmons	X Shawn O’Brian	X Sandra Rawline	X Carolyn Birden
X Andrea Turner	X Leslie Radford	X Wendy Schroell	X Kathy Davis
X Joseph Wanzala	X Ricco Ross	X Susan Young	X James Ross

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

b. Agenda Approval. Rawline moved to add Personnel Committee Report (+10 Min.) and to add various Personnel Motions. Birden moved to move Personnel Committee to right after Finance Committee. Reiter moved to add time (+5 Min.) at the Governance Committee Report. Reiter moved approval of the Agenda. Hearing no objection, Agenda [as amended] Approved.

c. Minutes Approval. Young moved approval of the March 8, 2009, PNB Open Teleconference Minutes. Hearing no objection, Minutes Approved.

II. Acknowledgements.

**** KPFT Community Advisory Board and it’s Chair Drew Daubenspeck for their work of effective organizing of the CAB to comply with CPB requirements, including conducting a community needs assessment. **** by Reiter.

**** Pacifica Affiliate Director Ursula Rudenburg and Taskforce Member, Teresa Allen for their work strengthening affiliate stations. **** by Nwangaza.

**** All the Fund Raisers at All Stations and Affiliates for their dedication and work in raising funds in these “Hard Times.”** by R. Ross.

Approved 4-5-09

Page 2

of 6

**Pacifica National Board Teleconference MINUTES
March 20, 2009**

II. Acknowledgements. (Continued)

**** Sandra Rawline for “stepping in” and successfully organizing the Personnel Committee and bringing on task. **** by R. Ross.

**** KPFT 39th Birthday Party organizers and workers for a successful, fun event in bad weather that raised \$12,000.** by Young.

**** Chris Sampson for “filling-in” and streaming the PNB Governance Committee Meeting. **** by Reiter.

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

Young moved for this portion of the Agenda that the written report be posted and this portion of the meeting be for questions and answers. Nwangaza moved to amend asking that at least a summary of the report be given for the benefit of those listening to the stream. The Chair asked if anyone objected to her just reading the report. Hearing no objection, motions dismissed and report presented. Simmons moved to add 5 minutes for discussion of hiring National Elections Supervisor. Reiter moved to substitute by referring that discussion to the Election Committee Report. Motion to refer until Elections Report voted Approved, 10-6. [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 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 N Susan Young Y James Ross

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

IV. Interim CFO Report. ICFO, LaVarn Williams was traveling and unable to present the Report.

V. Committees and Working Groups Reports.

a. Finance Committee. Committee Chair Jamie Ross reported that there was a \$360,000 upward to \$400,000 short fall in the Winter Pledge Drives. To avoid related budgetary problems from happening, the committee approved and presented to the PNB the following motion to gather information about budget revisions from all stations to adjust all budgets to the fund raising short falls.

Aproved 4-5-09

Page 3 of 6

**Pacifica National Board Teleconference MINUTES
March 20, 2009**

V. Committees and Working Groups Reports. (Finance Continued)

Motion: (at Finance: unanimous) that the National Finance Committee requests that all financial units present revised spending plans for the remainder of the fiscal year, along with cash flow forecasts for the rest of the fiscal year, that assume that current fund raising trends persist. These plans should be transmitted to Chief Financial Officer by March 17, 2009."

Simmons moved to amend that the "transmitted... by" date be changed to March 27, 2009. Hearing no objections, amendment Approved. Hearing no objection, Main motion re: "revised spending plans" Approved.

Ross also reported that the ICFO had provided a report of the Actuals vs. the Budgeted (A vs. B) amounts for the first four months and a Balance Sheet. This was the first such reports the NFC had received this year. The first of the NFC requested WBAI "monthly and quarterly" financial reports had been received by the NFC. The WBAI A vs. B reports showed that their shortfall was in the area of \$260,000. Some of that amount (\$67,000) was due to how revenues are 'booked'; some (\$93,000) was due to tower rental reporting questions that are being pursued with the GM and part of the difference was that salary cuts re; staff reductions didn't start showing-up until January. Additional futures short falls may result if the proposed subleasing of WBAI office space does not happen as planned.

b. Personnel Committee. Committee Chair Sandra Rawline reported that the committee had completed three motions for the PNB's consideration, and placed them on the table for consideration.

1. Personnel Committee moves to give permission to Grace Aaron, acting iED, to hire an interim Human Resources director not to exceed the budgeted amount in the 2009 budget.

Chair asked that the Vice Chair Joe Wanzala assume Chair so that she may discuss matter. Wanzala assumed Chair. Discussion followed.

Reiter called a Point of Order re: there is a motion on the floor that needs to be voted on. Chair sustained.

Radford moved that the iED send to the PNB a comparison of her iHR appointment's resume to the HR job description finalized by the PNB.

Reiter moved to add 5 minutes to this item. Hearing no objection, Motion Approved. Nwangaza called question on amendment. Hearing no objection, discussion on amendment closed.

Amendment failed by a vote of 7-7-2. [See Below – next page.]

**Pacifica National Board Teleconference MINUTES
March 20, 2009**

V. b. Personnel Committee. (Continued – Amendment vote.)

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 N Grace Aaron Y George Reiter Nia Bediako
 Y Bonnie Simmons N Shawn O’Brian Ab Sandra Rawline N Carolyn Birden
 Y Andrea Turner Y Leslie Radford N Wendy Schroell Kathy Davis
 PNV Joseph Wanzala Ab Ricco Ross N Susan Young N James Ross

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

Main Motion re: IED authorized to hire an IHRD. Motion voted Approved, 10-0-6.
 [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.:
 Ab Sherry Gendelman Y Grace Aaron Y George Reiter Nia Bediako
 Ab Bonnie Simmons Y Shawn O’Brian Y Sandra Rawline Y Carolyn Birden
 Ab Andrea Turner Ab Leslie Radford Y Wendy Schroell Kathy Davis
 PNV Joseph Wanzala Y Ricco Ross Y Susan Young Y James Ross

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

Reiter moved to add 5 Minutes to this item. Hearing no objection, Motion Approved.

Rawline presented the next Personnel Motion.

2. Personnel Committee moves that HR Director Job Description as amended under Education and Experience to read:" and a minimum of 3 years experience in Human Resources field" be reviewed by PNB for approval.

Motion voted Approved, 12-0-3. [See Below – next page.]

**Pacifica National Board Teleconference MINUTES
March 20, 2009**

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.:
Ab Sherry Gendelman	PNV Grace Aaron	Y George Reiter	Nia Bediako
Y Bonnie Simmons	Y Shawn O’Brian	Y Sandra Rawline	Y Carolyn Birden
Y Andrea Turner	Y Leslie Radford	Ab Wendy Schroell	Kathy Davis
Y Joseph Wanzala	Y Ricco Ross	Ab Susan Young	Y James Ross

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

Final Personnel motion remained.

3. Personnel Committee moves that CFO job description as approved by 2008 personnel committee be reviewed by PNB and iCFO for approval.

Time expired on this Agenda item.

J. Ross called a Point of Order re: motions are on the table, and although time has expired for discussion, the motions on the table may be voted on. Chair sustained.

Rawline moved to table the remaining motion that would establish the job description for the Chief Finance Officer (CFO) and ask that the Board study the motion and the report so that action might be taken at the next PNB meeting. Motion to table, Failed by a vote of 7-10. [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	Y George Reiter	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	N Ricco Ross	N Susan Young	N James Ross

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

The Motion (#3) re: CFO job description, voted Approved, 11-1-4. [See Below – next page]

**Pacifica National Board Teleconference MINUTES
March 20, 2009**

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.:
Ab Sherry Gendelman	PNV Grace Aaron	Y George Reiter	Nia Bediako
Ab Bonnie Simmons	Y Shawn O’Brian	Y Sandra Rawline	Y Carolyn Birden
N Andrea Turner	Ab 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:
 Ab Jim Brown David Beaton
 Acie Byrd Y Efia Nwangaza
 Luzette King
 (Vacant Position)

V. c. Motion to Reconvene Strategist Recovery Plan Committee. Young moved to reconvene the Strategist Recovery Plan Committee. Hearing no objection, Motion Approved. Chair appointed Young to convene meeting and Young proposed that all welcome, that at least one representative from each committee serve on the committee.

VI. Next PNB Meeting. Gendelman moved to continue the agenda by Teleconference to be held Sunday, April 5, 2009, at 8:00 pm (ET). Hearing no objection, Motion Approved. Chair noted that changes and additions may be made to the Agenda, with Board approval.

VII. Adjourned. Schroell moved to adjourn. Hearing no objections, Open Session adjourned at 9:50 pm (ET).

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

Minutes Approved by the Pacifica National Board:

Grace Aaron, PNB Chair____ **April 5, 2009**
Witnessed By: **Date:**