

**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

April 10, 2009

*This Meeting is a Continuation of the Open PNB meeting of April 5, 2009*

**MINUTES**

**I. Call to Order/ Opening Business.** PNB Chair Grace Aaron called meeting to order at 8:35 pm (ET). Carolyn Birden agreed to serve as time keeper.

**a. Roll Call/ Quorum.** Recording Secretary Richard Uzzell called the roll and a quorum was established. Chair asked that Andrea Turner be excused, Hearing no objection, excused absence Approved.

X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

KPFA - Berk., Ca.:	KPFF - L.A., Ca.:	KPFT - Houston, Tx.:	WBAI - N.Y., N.Y.:
Ab Sherry Gendelman	X Grace Aaron	X George Reiter	X Nia Bediako
X Bonnie Simmons	X Shawn O'Brian	X Sandra Rawline	X Carolyn Birden
Exc Andrea Turner	X Leslie Radford	X Wendy Schroell	AL Kathy Davis
X Joseph Wanzala	X Ricco Ross	X Susan Young	AL James Ross

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

**b. Agenda Approval.** Chair stated that since this was a Continuation Meeting that Agenda Approval already complete. Governance motion that was on the original Agenda but was left off of this Agenda was added back.

**c. Minutes Approval.** Chair stated that since this was a Continuation Meeting that the Minutes would not come-up for approval until the meeting was completed.

**II. Motion Regarding Gradient Disciplinary Measures.**

In order to ensure compliance with CPB and FCC regulations, formally adopted Pacifica National Board resolutions, and the management decisions of the Executive Director, the ED is hereby authorized to apply the following gradient disciplinary measures:

- a) A negative mention in the manager’s personnel file,
- b) Suspension of duties with pay,
- c) Suspension of duties without pay,

- d) Reduction in pay,
- e) The assignment of another staff person to carry out the unmet responsibilities of management staff.

Approved 4-24-09

Page 2 of 7

**Pacifica National Board Teleconference MINUTES**  
**April 10, 2009**

Such disciplinary measures such as reductions in salary, temporary suspension of duties, etc., may be rescinded if and when full compliance takes place. Other disciplinary measures, as long as they are in conformity with the Pacifica Bylaws, may also be used to ensure compliance. However, the initial statement of noncompliance placed in the personnel file of the staff member in question shall remain in their file.

Simmons and Schroell were tasked to check the Employees Handbook to see how the proposed measures fit with the Handbook. O'Brien moved to Table the motion until existing Pacifica guidelines may be examined. Hearing no objection, Motion Approved.

**III. Committees and Working Groups Reports.** [Reports and Action Item Motions.]

**a. Governance.** Committee Chair George Reiter reported that the committee had brought several motions; and they follow.

1. **Motion** that the PNB accept as its confidentiality policy, compliance with the existing ethics documents. People are to sign a document saying that they've read the existing ethics policy and agree to comply with this policy. *(at Gov.; unanimous)*

Discussion followed. The motion was voted Approved, 8-7-3. [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.:
Sherry Gendelman	PNV Grace Aaron	Y George Reiter	N Nia Bediako
N Bonnie Simmons	Y Shawn O'Brian	Y Sandra Rawline	Y Carolyn Birden
Andrea Turner	N Leslie Radford	N Wendy Schroell	Ab Kathy Davis
Y Joseph Wanzala	Ab Ricco Ross	N Susan Young	Ab James Ross

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

8-7-3

2. **Motion** that the PNB adopt applicable California law to be our whistle blower policy: the Whistle Blower Act of California and Senate Bill 777 of 2003, as well as title 7 of the federal Civil Rights Act as recently interpreted unanimously by the Supreme Court,' and the previously enunciated policy from the Audit Committee about whistle blowers and forward this to the Pacifica General Counsel for consideration. *(at Gov.; unanimous)*

Discussion followed. The motion was voted Approved, 12-5-1. [See Below.]

KPFA - Berk., Ca.:	KPFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
Sherry Gendelman	PNV Grace Aaron	Y George Reiter	N Nia Bediako
Ab Bonnie Simmons	Y Shawn O'Brian	Y Sandra Rawline	Y Carolyn Birden
Andrea Turner	N Leslie Radford	Y Wendy Schroell	Y Kathy Davis
Y Joseph Wanzala	N Ricco Ross	Y Susan Young	Y James Ross

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

12-5-1

Approved 4-24-09

Page 3 of 7

**Pacifica National Board Teleconference MINUTES**  
**April 10, 2009**

Time expired. Reiter moved to add 10 minutes. Hearing no objections, motion Approved.

3. **Motion** that the governance committee shall solicit suggestions for changes in the bylaws and vet these for presentation to the PNB for action. *(at Gov.; unanimous)*

Discussion followed. Hearing no objection, motion Approved.

4. **Whereas**, the Pacifica bylaws only set forth one specific change of status as a legitimate basis for removal; namely, the appointment to an elected political office [Section 9, (B) Removal of Delegates]; and  
**Whereas**, a change of status from listener representative to staff representative does not constitute a change of status recognized by the bylaws as a 'disqualifying act'; and  
**Whereas**, the Pacifica bylaws do not recognize or delineate any difference in the roles nor place any conflict of interest restrictions on staff representatives; and  
**Whereas**, to arbitrarily deem any other non-specified change of status as constituting a 'disqualifying act' could lead to the arbitrary removal of board members;  
**Be it therefore resolved**, that, it is Pacifica board policy that a change of status of a board member, once elected, will not be deemed a 'disqualifying act' unless decided otherwise by the Pacifica National Board, or until such time as there is an amendment made to the relevant section of the Pacifica bylaws." *(at Gov. 9-1-1)*

Discussion followed. Young moved to Table the motion. Motion Failed by a vote of 8-9-1. [See Below.]

KPFA - Berk., Ca.:	KPFF - L.A., Ca.:	KPFT - Houston, Tx.:	WBAI - N.Y., N.Y.:
Sherry Gendelman	PNV Grace Aaron	N George Reiter	N Nia Bediako
N Bonnie Simmons	N Shawn O'Brian	Y Sandra Rawline	N Carolyn Birden
Andrea Turner	N Leslie Radford	Y Wendy Schroell	Ab Kathy Davis
N Joseph Wanzala	N Ricco Ross	Y Susan Young	Y James Ross

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

8-9-1

Motion re: "change of status of a Board Member" voted Approved, 9-8-1. [Below.]

KPFA - Berk., Ca.:	KPFF - L.A., Ca.:	KPFT - Houston, Tx.:	WBAI - N.Y., N.Y.:
Sherry Gendelman	PNV Grace Aaron	Y George Reiter	N Nia Bediako
N Bonnie Simmons	Y Shawn O'Brian	Y Sandra Rawline	Y Carolyn Birden
Andrea Turner	N Leslie Radford	N Wendy Schroell	Ab Kathy Davis
Y Joseph Wanzala	Y Ricco Ross	N Susan Young	Y James Ross

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

9-8-1

Approved 4-24-09

Page 4 of 7

**Pacifica National Board Teleconference MINUTES  
April 10, 2009**

**b. Audit.** Committee Chair Nia Bediako reported that she was working to finalize information from WBAI GM; and that when that was complete (after in-person meeting), she would call a meeting of the committee.

**c. Committee on Racism, Sexism and Other Forms of Discrimination.** Convener Ricco Ross reported that the committee is scheduled to convene, April 22, 2009.

**d. Elections.** Committee member Wendy Schroell reported that committee had brought a motion for consideration.

1. **Motion** that the PNB rescind the motion passed at the March 8, 2009 PNB meeting regarding the "independence" of the National Election Supervisor.

Discussion followed. Time expired. Reiter moved to extend for 5 minutes. Hearing no objection, motion Approved. O'Brien moved to Table the motion. Motion voted Approved, 12-4-2. [See Below.]

KPFA - Berk., Ca.:	KPFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
Sherry Gendelman	PNV Grace Aaron	Y George Reiter	Y Nia Bediako
N Bonnie Simmons	Y Shawn O'Brian	Y Sandra Rawline	Ab Carolyn Birden
Andrea Turner	N Leslie Radford	N Wendy Schroell	Ab Kathy Davis
Y Joseph Wanzala	Y Ricco Ross	N Susan Young	Y James Ross

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

12-4-2

Schroell moved to extend for 5 minutes. Hearing no objection, motion Approved. Schroell then reported that the committee had processed several applications for NES and had recommended an individual and asked that the IED work with the committee if she had another person in mind. Aaron agreed to work with the committee. Schroell also reported that the committee would continue to work to update and revise the Elections Manual and to prepare for the up-coming election.

**e. Programming.** Acting Committee Chair Kathy Davis reported that the committee had brought the following motion.

1. **Motion** that the PNB ask the Executive Director (IED) to encourage the General Managers to focus on programming improvement as per resolution of Nov. 14, 2008 and ask them what they might need to accomplish such goals as stated in the resolution.

Bonnie moved to amend by adding “that the PNB ask the Executive Director (IED).” Motion voted Approved, by a vote of 10-4-3. [See Below – Next Page.]

*Bediako called Point of Order re: “time is out,” no new amendment should be brought forward. Chair sustained.*

Approved 4-24-09

Page 5 of 7

**Pacifica National Board Teleconference MINUTES  
April 10, 2009**

**e. Programming.** (Continued)

KPFA - Berk., Ca.:	KPFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
Sherry Gendelman	PNV Grace Aaron	Y George Reiter	Y Nia Bediako
Y Bonnie Simmons	N Shawn O’Brian	Sandra Rawline	Ab Carolyn Birden
Andrea Turner	Y Leslie Radford	Y Wendy Schroell	Y Kathy Davis
Ab Joseph Wanzala	Ab Ricco Ross	Y Susan Young	N James Ross

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

10-4-3

King moved to Table the amended main motion. Motion Failed by a vote of 4-12-1. [Below.]

KPFA - Berk., Ca.:	KPFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
Sherry Gendelman	PNV Grace Aaron	N George Reiter	N Nia Bediako
N Bonnie Simmons	Y Shawn O’Brian	Sandra Rawline	N Carolyn Birden
Andrea Turner	N Leslie Radford	N Wendy Schroell	N Kathy Davis
Ab Joseph Wanzala	Y Ricco Ross	N Susan Young	N James Ross

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

4-12-1

Main motion re: asking ED to encourage GMs to focus on Programming voted Approved, 11-5-1.  
1. [See Below.]

KPFA - Berk., Ca.:	KPFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
Sherry Gendelman	PNV Grace Aaron	Y George Reiter	N Nia Bediako
Y Bonnie Simmons	Ab Shawn O’Brian	Sandra Rawline	N Carolyn Birden
Andrea Turner	Y 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 Y David Beaton  
Y Acie Byrd N Efia Nwangaza  
N Luzette King

11-5-1

f. **Affiliates.** None.

g. **Finance.** Committee Chair Jamie Ross reported that they attempted to review revised station budgets. Compliance with request for revised budget poor; only KPFT submitted a revised budget. Five months into the FY, network is \$554,000 behind the budgeted amount. Still need Actuals v. Budgeted through February broken out by unit.

Approved 4-24-09

Page 6 of 7

**Pacifica National Board Teleconference MINUTES  
April 10, 2009**

WBAI currently with a Profit and Lose deficit of \$341,000, some shortfall items can be adjusted to bring the shortfall figure down to a deficit of \$295,000. WBAI is four months behind in paying their studio rent and two months behind in paying their tower rent.

**There were four Points of Order that the Chair ruled on jointly.**

1. *Simmons called Point of Order re: could motions coming from working group come to the PNB?*

2. *Aaron called Point of Order re: do the first two items need action? J. Ross said the first motion did not require Board approval.*

3. *Birden called Point of Order re: subgroup may bring motion to the Board.*

4. *Schroell called Point of order re: Finance motion appropriate to be called at this time.*

*Chair ruled that the first two items were for business within the Finance Comm. and did not need Board consideration. The motion from the Finance Working Group could be brought forward and considered.*

Reiter moved to extend for 10 minutes. Hearing no objection, motion Approved. Motion from the FNC Working Group presented by Young.

**Whereas**, WBAI is in arrears for payment for the tower and office rent; and  
**Whereas**, the current WBAI cash balance is not sufficient to bring these payments current; and  
**Whereas**, the amount and timing of receipts from WBAI fund drives is uncertain and will be needed for payroll;

**Whereas**, late payment for WBAI tower and office rent may constitute an immediate threat to the financial position of the Foundation;

**Be it Resolved that**, the Pacifica Nation Board hereby authorizes the interim Chief Financial Officer to transfer cash from other system accounts to bring these payments current when the need is urgent.

Discussion followed. Reiter moved to substitute with:

The iCFO will have the authority to transfer funds to cover shortfalls at any unit, and will notify the PNB promptly when doing so.

Nwangaza moved to amend by adding:

That ICFO and IED make said transfers to cover WBAI's current short falls and to do so only so as to and in a manner which avoids future repetition.

Time expired for consideration of item.

Brown asked that he be given time to report concerning the finances of WPFW. J. Ross asked Brown to please send copies of his report to all if time ran out. Chair announced that time for the meeting had expired. Brown asked that the report on WPFW be at the start of the next meeting.

Approved 4-24-09

Page 7 of 7

**Pacifica National Board Teleconference MINUTES  
April 10, 2009**

**IV. Adjourned.** Young moved to adjourn. Hearing no objections, Open Session adjourned at 10:20 pm (ET).

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

**Minutes Approved by the Pacifica National Board:**

**Grace Aaron  
Witnessed By:**

**April 24, 2009  
Date:**