

Pacifica National Board – Teleconference (Open Session)

8:00 pm Eastern Time, 7:00 pm Central Time, 5:00 pm Pacific Time

Originating in Various Locations

June 26, 2009

MINUTES

(Approved July 24, 2009)

I. Call to Order/ Opening Business. PNB Chair Grace Aaron called meeting to order at 8:37 pm (ET) as a continuation meeting from June 7, 2009. O’Brien was 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’Brien | X Sandra Rawline | X Carolyn Birden |
| X Andrea Turner | Ab 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 X David Beaton X LaVarn Williams, Interim CFO

X Acie Byrd X Efia Nwangaza Les Radke, National Elections Sup.

Ab Luzette King ___ Ricardo de Anda, Int. Gen. Counsel

b. Agenda Approval. Chair stated the since this is a continuation meeting, the Agenda had already been Approved and that the meeting would start with Audit Committee.

II. Committee and Working Groups Reports. [Audio available on kpftx.org]

a. Audit. None. Completed June 7, 2009.

b. Governance. Committee Chair George Reiter reported that the committee voted unanimously that “the iED should be compensated for her services” and referred that to the PNB. He presented the following motions from committee.

1. Consent Item. The PNB requires that the LSB’s review the following proposed motion regarding the Community Advisory Boards, and provide feedback to the PNB by August 31, 2009 in the form of proposed amendments, revisions or critiques. The PNB may proceed with consideration of this motion at any meeting subsequent to that date:

“WHEREAS the Pacifica Foundation is a current Corporation for Public Broadcasting grantee, and WHEREAS the Communications Act of 1934, 47 U.S.C. 396, et seq., dictates requirements for Community Advisory Boards (CABs) for Public Broadcasting grantees (see http://www.cpb.org/statins/certification/cpb_certification_req.pdf),

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IT IS HEREBY RESOLVED THAT Minutes, attendance records and the names of the members of the CAB shall be posted on each Pacifica station web site respectively; and a document establishing annual programming goals for the station be produced by station management and submitted to the CAB for review; and the CAB shall produce an annual report advising the governing body of the station – the Local Station Board (LSB) – whether the programming and other policies of such station are meeting the specialized educational and cultural needs of the communities served by the station, making appropriate recommendations to meet such needs; and the CAB of each station shall comprise a minimum of 3 members. Each LSB will develop a form to be posted on the station web site so that community volunteers can nominate themselves or be nominated. No CAB member may serve more than two (2) consecutive two-year terms, or more than six years in total. Nominations of the CAB membership shall be made to the LSB by self-nomination, Outreach Committee, Committee of Inclusion of the LSB or any current member of the LSB. Those responsible for soliciting memberships shall consider soliciting a member representing organizations or stakeholders in the community that have an interest in Pacifica. Each new member shall be appointed by a majority of the LSB for a term of two years. The LSB shall strive to stagger CAB members to ensure continuity of action and leadership. Each CAB member is subject to a maximum of three consecutive terms, with a minimum spacing of 4 years between non-consecutive terms.”

2. Motion re: Whistle Blower Policy w/ the understanding that posting in each state to include that state’s law.
Motion that,

Be it resolved that the Pacifica Foundation’s Ethics Policy dated October 2005 be distributed to each employee, board member and volunteer unpaid staff member with a sign-off form stating the party has read and understood the policy. The policy covers the reporting of ethics violations and in combination with the adherence to the California State Whistleblowers Act and the posting of same in all stations constitutes the Whistleblower policy of the Pacifica Foundation.

Byrd moved to table. Motion failed by a vote of 6 – 11. [See Below.]

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| Andrea Turner | Leslie Radford | N Wendy Schroell | N Kathy Davis |
| N Joseph Wanzala | N Ricco Ross | Y Susan Young | N James Ross |

WPFW – Wash. D.C.: AFFILIATES:
 Y Jim Brown N David Beaton
 Y Acie Byrd N Efia Nwangaza 6-11 Failed.
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Whistle Blower Policy Approved by a vote of 12-6. [See Below.]

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WPFW – Wash. D.C.: AFFILIATES:
 N Jim Brown Y David Beaton
 N Acie Byrd Y Efia Nwangaza 12-6 Approved.
 Luzette King

3. Motion re: Sexual harassment training shall be made available at all times to Paid Staff, Unpaid Staff and LSB members and is required of Paid and Unpaid Staff.

Motion voted Approved, 14-0-3. [See Below.]

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WPFW – Wash. D.C.: AFFILIATES:
 Ab Jim Brown Y David Beaton
 Acie Byrd Y Efia Nwangaza 14-0-3 Approved.
 Luzette King

IED Grace Aaron reported that she had signed a contract with the Syncrio Co. that day (June 26), for a fee of \$16,000 the company will provide 2000 web “hits” of Sexual Harassment Training and other training issues.

Gendelman moved to move-up Simmons motion re: rescinding policy regarding change in status. Schroell moved to extend by 2 minutes. Hearing no objection, Approved. Motion voted Approved, 9-3-6. [See Below.]

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WPFW – Wash. D.C.: AFFILIATES:
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 Y Acie Byrd Ab Efia Nwangaza 9-3-6 Approved. (needed 2/3)
 Luzette King

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Simmons moved to rescind the motion on “change of status” which was originally passed April 10th by the PNB. Motion Failed by a vote of 9-9. [See Below.]

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 Y Acie Byrd N Efia Nwangaza 9-9 Failed.
 Luzette King

Governance Motions (Continued)

4. Motion that Be it resolved that, consistent with the policy passed by the PNB with regard to changes in status on an LSB that Noelle Hanrahan be immediately reinstated to the KPFA LSB.

Young moved to moved this motion to Executive Session. Chair ruled that motion is out of order because it does not qualify to be moved to Executive Session. Turner moved to Table the Motion. Motion Approved by a vote of 9-8-1. [See Below.]

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Luzette King

9-8-1 Approved.

c. Personnel. Committee Chair Sandra Rawline asked that the Personnel Committee report be moved to Executive Session. Hearing no objection, Approved.

d. Coordinating. Committee Chair Wendy Schroell reported that the next In-Person PNB Meeting will be in New York, July 24-26, at the Hotel Beekman Tower.

e. Finance. Committee Chair James Ross reported that through April 30 there was a \$295,000 deficit. The committee is working on the FY 2010 Budget.

III. Next Meeting. Teleconference, Sunday, July 12, 2009, at 8:00 pm (ET).

IV. Adjourned. Reiter moved to adjourn. Hearing no objection, Meeting Adjourned 10:35 pm.

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

Minutes Approved by the Pacifica National Board:

Grace Aaron, PNB Chair July 24, 2009

Witnessed By:

Date: