

**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 26, 2010 and continued April 6, 2010**

**MINUTES**

**I. Call to Order/ Welcome.** PNB Chair George Reiter called the meeting to order at 8:39 pm. (ET).

**a. Roll Call/ Quorum.** Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established. Shawn O’Brien served as timekeeper.

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

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>X</u> Shahram Aghamir	<u>X</u> Shawn O’Brien	<u>X</u> Bill Crosier	<u>X</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>X</u> Leslie Radford	<u>X</u> Alberto Luera	<u>X</u> Kathy Davis
<u>X</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> George Reiter	<u>X</u> Jennifer Jaeger
<u>X</u> Joseph Wanzala	Ricco Ross	<u>X</u> Richard Uzzell	<u>X</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF &amp; COUNSEL:</u>	
<u>X</u> Alonso Brown	<u>X</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>X</u> Campbell Johnson	<u>X</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>X</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, GC	
<u>X</u> Marcel Reid			

**b. Agenda Approval.** Johnson moved to remove VIb. (Gov. Comm. Motion) from the Agenda. Motion failed by a vote of 7-10-2. See below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>N</u> Shahram Aghamir	<u>N</u> Shawn O’Brien	<u>Y</u> Bill Crosier	<u>–</u> Nia Bediako
<u>N</u> Tracy Rosenberg	<u>Y</u> Leslie Radford	<u>N</u> Alberto Luera	<u>Ab</u> Kathy Davis
<u>Y</u> Andrea Turner	<u>N</u> Summer Reese	<u>PNV</u> George Reiter	<u>N</u> Jennifer Jaeger
<u>N</u> Joseph Wanzala	<u>–</u> Ricco Ross	<u>N</u> Richard Uzzell	<u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>	Failed, 7-10-1.	
<u>Y</u> Alonso Brown	<u>Y</u> Jim Bennett		
<u>Y</u> Campbell Johnson	<u>N</u> Efia Nwangaza		
<u>Y</u> Kimory Orendoff			
<u>–</u> Marcel Reid			

**c. Minute Approval.** None. Secretary having computer problems.

**II. Acknowledgements.**

**\*\* Staff at KPFK for recent Fund Drive and for news coverage of student demonstrations against tuition increases. \*\***

by Radford.

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**II. Acknowledgements. (Con't)**

**\*\* *Pacifica Technical Staff.* \*\*** by O'Brien.

**\*\**National Office Staff, Staff at all Stations, All Business Managers, Data Base Managers, Development Manager WPFW, Stephanie Jordan, Robin Lewis, Terry Guy, Chris Dalic, Marianna Berkevich and all helping; for the completion of the 2009 Audit.*\*\***by Williams.

**\*\* *Staff and Volunteers for the KPFA Fund Drive/ Morning Show for "cutting edge programming/All contributing listeners.* \*\*** by Turner.

**\*\* *Personnel Executive Director, Arlene Engelhardt for traveling to all stations and For her recent visit to WPFW.* \*\*** by Orendoff.

**\*\* *Jennifer Kiser, Ricco Ross, Christine Neira (N.Off), Lynn Magno (N.Off) for their On preliminary arrangements for the April LA In-Person Mtg.* \*\*** by Williams.

**\*\* *The 30<sup>th</sup> Anniversary of KPFT's Ray Hill and the Prison Show.* \*\*** by Radford & Reiter.

**III. Executive Director's Report.** Pacifica ED, Arlene Engelhardt gave report. [Audio available at kpftx.org] Questions and discussion followed.

Engelhardt introduced two policy motions:

- 1. Pacifica Style and the Code of Conduct. 2. On-Air Policy.**

Wanzala moved that both be referred to the Governance Committee. HNO motion Approved.

**IV. General Counsel's Report.** Pacifica G.C. Ricardo deAnda presented the below proposed policy, in response to a request from several, including Director Shawn O'Brien.

**ZERO TOLERANCE POLICY - NO VIOLENCE**

WHEREAS, one of the primary missions of Pacifica, and part of its stated justification for use of the public airwaves, is to support and promote the principle of non-violence -- which principle includes renouncing the use of violence, or threats of violence, to resolve disputes; and,

WHEREAS, the Pacifica National Board has received reports that this founding principle of non-violence has been breached at certain LSB meetings; and,

WHEREAS, the Pacifica National Board desires to uphold and maintain this principle of non-violence in all aspects of its governance and operations; and,

WHEREAS, the Pacifica National Board recognizes Pacifica's responsibility to maintain safety in all of its activities, and specifically to protect persons at its functions or on its premises from being injured, or threatened with injury, by violence, and threats of violence, from other persons.

THEREFORE, BE IT RESOLVED BY THE PACIFICA NATIONAL BOARD; (Con't next page)

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1. Pacifica shall have a zero tolerance policy for violence or threats of violence at its LSB meetings.
2. The Chairs of each LSB are hereby specifically empowered, at their discretion, to remove from a duly called meeting of the LSB any person who engages in violence, or threats of violence, against another person during the meeting.
3. Members of an LSB who engage in violence, or threats of violence, against another person during a duly called meeting of the LSB shall be subject to immediate removal from the meeting at the discretion of the Chair, and shall also be subject to suspension from membership on the LSB by majority vote of the other LSB members present and voting at a subsequently called meeting of the LSB. Any member suspended by his LSB for violating this non-violence policy shall be denied access to any meetings of the LSB, and to facilities of the Foundation.
4. The Chairs of each LSB are hereby specifically empowered to remove from a duly called meeting of the LSB any member who has been suspended from membership on the LSB for engaging in violence, or threats of violence, against another person during a meeting of the LSB.
5. The Executive Director and respective station managers are hereby authorized to hire and appoint a Sergeant at Arms, at the request of a Chair of an LSB, to enforce the removal directives of the Chair, as set out herein.
6. The Executive Director shall distribute this Zero Tolerance on Violence policy to each and every member of an LSB.
7. The Chair of each LSB shall distribute copies of this Policy to LSB members as the first order of business at the LSB's next scheduled meeting.

Uzzell moved that the Zero Tolerance Policy be adopted. Discussion followed. Bediako moved to amend by adding the word “explicit” before every word “threat.” Time expired. O’Brien moved to extend time for 10 minutes. HNO, motion to extend was Approved.

Steinberg moved to amend to add, after the word violence “and who engage in obscene gestures or obscene language that encourages a hostile environment.” Amendment Failed by a vote 7-8-6. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>Ab</u> Shahram Aghamir	<u>Ab</u> Shawn O’Brien	<u>N</u> Bill Crosier	<u>N</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>Y</u> Alberto Luera	<u>Y</u> Kathy Davis
<u>N</u> Andrea Turner	<u>Ab</u> Summer Reese	<u>PNV</u> George Reiter	<u>Y</u> Jennifer Jaeger
<u>Y</u> Joseph Wanzala	<u>N</u> Ricco Ross	<u>Ab</u> Richard Uzzell	<u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>Ab</u> Alonso Brown	<u>N</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		
<u>Ab</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

Failed, 7-8-6.

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Bediako amendment Failed by a vote of 7-12.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>  </u> Shahram Aghamir <u>  </u> Tracy Rosenberg <u>  </u> Andrea Turner <u>  </u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>  </u> Shawn O’Brien <u>  </u> Leslie Radford <u>  </u> Summer Reese <u>  </u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>  </u> Bill Crosier <u>  </u> Alberto Luera <u>PNV</u> George Reiter <u>  </u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>  </u> Nia Bediako <u>  </u> Kathy Davis <u>  </u> Jennifer Jaeger <u>  </u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>  </u> Alonso Brown <u>  </u> Campbell Johnson <u>  </u> Kimory Orendoff <u>  </u> Marcel Reid	<u>AFFILIATES:</u> <u>  </u> Jim Bennett <u>  </u> Efia Nwangaza	Failed, 7-12.	

Main Motion re: Zero Tolerance Policy voted Approved by a vote of 15-6. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>  </u> Shahram Aghamir <u>  </u> Tracy Rosenberg <u>  </u> Andrea Turner <u>  </u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>  </u> Shawn O’Brien <u>  </u> Leslie Radford <u>  </u> Summer Reese <u>  </u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>  </u> Bill Crosier <u>  </u> Alberto Luera <u>PNV</u> George Reiter <u>  </u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>  </u> Nia Bediako <u>  </u> Kathy Davis <u>  </u> Jennifer Jaeger <u>  </u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>  </u> Alonso Brown <u>  </u> Campbell Johnson <u>  </u> Kimory Orendoff <u>  </u> Marcel Reid	<u>AFFILIATES:</u> <u>  </u> Jim Bennett <u>  </u> Efia Nwangaza	Approved, 15-6.	

Bediako gave Notice that she would bring a motion to rescind the Zero Tolerance Policy at the next PNB meeting.

V. **CFO Report.** Pacifica CFO LaVarn Williams gave the report. (Audio available at kpftx.org)

VI. **Time for the meeting expired.** Uzzell moved to continue the meeting, Sunday March 28, 2010. Motion had a tie vote 9-9-2, Chair voted Yes: Motion Approved by a vote of 10-9-2. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>  </u> Shahram Aghamir <u>  </u> Tracy Rosenberg <u>  </u> Andrea Turner <u>  </u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>Ab</u> Shawn O’Brien <u>  </u> Leslie Radford <u>  </u> Summer Reese <u>Ab</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>  </u> Bill Crosier <u>  </u> Alberto Luera <u>  </u> George Reiter <u>  </u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>  </u> Nia Bediako <u>  </u> Kathy Davis <u>  </u> Jennifer Jaeger <u>  </u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>  </u> Alonso Brown <u>  </u> Campbell Johnson <u>  </u> Kimory Orendoff <u>  </u> Marcel Reid	<u>AFFILIATES:</u> <u>  </u> Jim Bennett <u>  </u> Efia Nwangaza	Approved, 10-9-2.	

Approved 1-3-11  
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Several Directors objected because the date of the meeting would be the religious celebration of "Palm Sunday." O'Brien moved that the Rules be Suspended so the meeting may be extended. Motion Approved by a vote of 15-2-2. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>Y</u> Shahram Aghamir	<u>Y</u> Shawn O'Brien	<u>Ab</u> Bill Crosier	<u>Y</u> Nia Bediako
<u>Ab</u> Tracy Rosenberg	<u>Y</u> Leslie Radford	<u>Y</u> Alberto Luera	<u>–</u> Kathy Davis
<u>Y</u> Andrea Turner	<u>Y</u> Summer Reese	<u>PNV</u> George Reiter	<u>Y</u> Jennifer Jaeger
<u>Y</u> Joseph Wanzala	<u>Y</u> Ricco Ross	<u>N</u> Richard Uzzell	<u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>Y</u> Alonso Brown	<u>Y</u> Jim Bennett		
<u>Y</u> Campbell Johnson	<u>N</u> Efia Nwangaza	Approved, 15-2-2.	
<u>Y</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

Steinberg moved to reconsider the date and moved that the new date be April 6, 2010. HNO, motion Approved.

**VII. Adjournment.** Luera moved to adjourn. HNO meeting adjourned at 10:45 pm. (ET).

**Tuesday, April 6, 2010: Continuation Meeting. 8:30 pm (ET)**

**I. Call to Order/ Welcome.** PNB Chair George Reiter called the meeting to order at 8:39 pm. (ET).

**a. Roll Call/ Quorum.** Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established. Shawn O'Brien served as timekeeper.

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

<u>KPFA - Berk, Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>X</u> Shahram Aghamir	<u>X</u> Shawn O'Brien	<u>X</u> Bill Crosier	<u>X</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>–</u> Leslie Radford	<u>X</u> Alberto Luera	<u>–</u> Kathy Davis
<u>X</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> George Reiter	<u>X</u> Jennifer Jaeger
<u>X</u> Joseph Wanzala	<u>–</u> Ricco Ross	<u>X</u> Richard Uzzell	<u>X</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF &amp; COUNSEL:</u>	
<u>X</u> Alonso Brown	<u>X</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>X</u> Campbell Johnson	<u>X</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>X</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, GC	
<u>X</u> Marcel Reid			

**b. Agenda Approval.** Not necessary for continued meeting.

**Pacifica National Board Teleconference, OPEN MINUTES  
April 6, 2010**

**II. Executive Director Report.** Pacifica Executive Director gave report. (Audio available at kpftx.org) Discussion followed. Time expired. Johnson moved to extend for 5 minutes; HNO motion Approved.

Steinberg moved that the PNB recommend that all Pacifica stations do a special on Mumia Jamal, on April 24<sup>th</sup> (his birthday) highlighting the case of Mumia Jamal. HNO, Approved.

**III. CFO Report.** Pacifica CFO gave report. (Audio available at kpftx.org)

**IV. Committee and Working Groups Reports.**

**A. Coordinating Committee.** Committee Chair Tracy Rosenberg gave report. (Audio available at kpftx.com)

Motion from Committee re: Dates for the next four PNB In-Person Meetings, below:

- April 23-25, 2010                      Los Angeles, California;
- July 16-18, 2010                      Berkeley, California;
- October 1-3, 2010                      New York, New York;
- January 21-23, 2011    Houston, Texas                      HNO, motion Approved.

**B. Election Committee.** Committee Chair Bill Crosier gave report. (Audio available at kpftx.com)

Motion from committee:

The PNB directs the Executive Director to hire a National Election Supervisor as an independent contractor for the 2010 Pacifica LSB elections. The ED is encouraged to interview any candidates with previous LES experience with the foundation election process. For the 2010 election, the NES is strongly encouraged to explore using the station websites for the display of candidate information, and to print and mail full packages with the booklet, instead of just ballots with return envelopes, ~~to only those voters who request them~~ **to all voters, except those who opt-out of receiving them.** The ED is further instructed to work collaboratively with the Election Committee to develop an RFP for a vendor contract that would be in effect for the 2012-2013 elections and would include research on online voting options for the foundations and/or other measures to reduce costs by at least 25% while maintaining a transparent and secure process. The 2010 Elections

Committee is charged with developing the RFP to a completed state so that in 2011, a thorough multi-bid competitive process can be engaged in and a contractor in place by no later than 12/2011 for the ensuing 2-year election cycle. Determination needs to be made; (1) how to differentiate persons receiving full packages versus those with ballots & return envelopes and (2) extreme care needs to be used in determining how online voting options can be done in a fair and secure way.

Bediako moved to amend to remove ~~to only those voters who request them~~ and add **to all voters, except those who opt-out of receiving them.** (in blue above)

Time expired. O'Brien moved to extend for 10 minutes. HNO, motion Approved.

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Time expired. Steinberg moved to extend for 3 minutes. HNO, motion Approved. Steinberg moved to divide at “The ED is further instructed” (in yellow above). HNO, motion Approved.

Bediako motion re: “Opt-Out” Approved by a vote of 14-2. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>Y</u> Shahram Aghamir	<u>Y</u> Shawn O’Brien	<u>Y</u> Bill Crosier	<u>Y</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>–</u> Leslie Radford	<u>Y</u> Alberto Luera	<u>–</u> Kathy Davis
<u>Y</u> Andrea Turner	<u>Y</u> Summer Reese	<u>PNV</u> George Reiter	<u>Y</u> Jennifer Jaeger
<u>Y</u> Joseph Wanzala	<u>–</u> Ricco Ross	<u>Y</u> Richard Uzzell	<u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>–</u> Alonso Brown	<u>Y</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		
<u>–</u> Kimory Orendoff			
<u>N</u> Marcel Reid			
			Approved, 14-2.

Part 1 of the motion, as amended, was Approved HNO.

Part 2 of the motion was considered. Rosenberg moved to Table. HNO, motion Tabled.

**C. Finance Committee.** Committee Chair Summer Reese gave report. (Audio available at kpftx.org)

**D. Governance Committee.** Committee Chair Joe Wanzala gave report. (Audio available at kpftx.org)

**Proposed Bylaws Amendments.** Approved and will be forwarded to all stations for Approval.

**Article VI, Section 4**

Special meetings shall require seven (7) days advance notice. Any director may place an agenda item on the agenda if submitted to the PNB secretary 7 days in advance. Motions from committee will not be subject to this requirement. Any director may submit an agenda item after this time and prior to approval of the agenda, with the consent of a majority of the directors present and voting. Notice of all special meetings shall be forwarded by e-mail to all directors and placed on the Foundation’s website and on websites of all stations at the time they are scheduled. All meetings will be announced twice daily on all five stations for three days, every other day, before the day of the meeting. (Passed 10-0-0)

**Article IV, Section 2a**

A Delegate shall be deemed to have resigned the position of Delegate if s/he attains public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies. (Passed 9-1-1)

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Time expired. O'Brien moved to adopt the first proposed Bylaws Amendment, Article VI, Section 4. Johnson moved to table the first Amendment, Article VI, Section 4. Motion to Table Failed by a voted of 8-9. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>N</u> Shahram Aghamir <u>N</u> Tracy Rosenberg <u>Y</u> Andrea Turner <u>N</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>N</u> Shawn O’Brien <u>–</u> Leslie Radford <u>N</u> Summer Reese <u>–</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Y</u> Bill Crosier <u>Y</u> Alberto Luera <u>PNV</u> George Reiter <u>N</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>Y</u> Nia Bediako <u>–</u> Kathy Davis <u>N</u> Jennifer Jaeger <u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>–</u> Alonso Brown <u>Y</u> Campbell Johnson <u>Y</u> Kimory Orendoff <u>Y</u> Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Jim Bennett <u>N</u> Efia Nwangaza	Failed, 8-9.	

Motion to adopt first proposed Bylaws Amendment was Approved by a vote of 12-6-1. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>Y</u> Shahram Aghamir <u>Y</u> Tracy Rosenberg <u>N</u> Andrea Turner <u>Y</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>Y</u> Shawn O’Brien <u>–</u> Leslie Radford <u>Y</u> Summer Reese <u>–</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Y</u> Bill Crosier <u>N</u> Alberto Luera <u>Y</u> George Reiter <u>Y</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>N</u> Nia Bediako <u>–</u> Kathy Davis <u>Y</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>Y</u> Alonso Brown <u>N</u> Campbell Johnson <u>Ab</u> Kimory Orendoff <u>N</u> Marcel Reid	<u>AFFILIATES:</u> <u>N</u> Jim Bennett <u>Y</u> Efia Nwangaza	Approved, 12-6-1.	

Motion to Table the second Bylaws Amendment, Article IV, Section 2a, was Approved by a vote of 9-7-1. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>Ab</u> Shahram Aghamir <u>Y</u> Tracy Rosenberg <u>Y</u> Andrea Turner <u>Y</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>N</u> Shawn O’Brien <u>–</u> Leslie Radford <u>Ab</u> Summer Reese <u>–</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>N</u> Bill Crosier <u>N</u> Alberto Luera <u>PNV</u> George Reiter <u>N</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>Y</u> Nia Bediako <u>–</u> Kathy Davis <u>N</u> Jennifer Jaeger <u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>Y</u> Alonso Brown <u>Y</u> Campbell Johnson <u>Y</u> Kimory Orendoff <u>Y</u> Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Jim Bennett <u>N</u> Efia Nwangaza	Approved, 9-7-2.	

**E. Affiliates Task Force.** Task Force convener gave the report. (Audio available at kpftx.org)  
No action taken.

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Time expired. Reese moved to extend for 15 minutes. HNO, motion Approved.

**F. Personnel Committee.** Committee Co-Chair Efia Nwangaza gave report. (Audio available at kpftx.org)

1. Motion that the committee recommend to the Pacifica National Board that the evaluation period for the CFO be February 1, 2010 through July 31, 2010.

Motion Approved by a vote of 16-1. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>Y</u> Shahram Aghamir <u>Y</u> Tracy Rosenberg <u>Y</u> Andrea Turner <u>  </u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>Y</u> Shawn O’Brien <u>  </u> Leslie Radford <u>Y</u> Summer Reese <u>  </u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Y</u> Bill Crosier <u>Y</u> Alberto Luera <u>PNV</u> George Reiter <u>Y</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>Y</u> Nia Bediako <u>  </u> Kathy Davis <u>Y</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>Y</u> Alonso Brown <u>N</u> Campbell Johnson <u>Y</u> Kimory Orendoff <u>Y</u> Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Jim Bennett <u>Y</u> Efia Nwangaza	Approved, 16-1.	

**G. Archives Task Force.** No Report.

**H. Audit Committee.** Committee Chair Nia Bediako gave report. (Audio available at kpftx.org)

Motions by Committee:

1. Motion that the Audit Committee will immediately review the Auditor's 2009 Management Letter in relation to the Pacifica Financial Policies and Procedures Manual adopted in 2007, and then develop recommendations for remedial action.

No action taken.

2. Motion that the PNB directs the Executive Director and CFO to immediately begin working in conjunction with the Audit Committee on a plan, based on the 2007 Financial Policies and Procedures Manual, that will: a) address the deficiencies identified in the management 2009 letter, and b) establish adequate internal controls for accurate financial reporting. The PNB further directs the Executive Director and CFO to provide written ~~and oral progress~~ reports for each PNB teleconference ~~and~~ at each quarterly in-person PNB meeting until all these issues have been addressed.

Rosenberg moved to amend #2 to strike ~~and oral progress~~ and ~~for each PNB teleconference~~ ~~and~~, then add at... quarterly. Jaeger moved to amend by adding “or when progress is made” after “quarterly.”

O’Brien moved to Table. Motion Approved by a vote of 9-7-2. See vote next page.

**Pacifica National Board Teleconference, OPEN MINUTES  
April 6, 2010**

For Votes. Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK - L.A., Ca.:</u>	<u>KPFT - Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>Y</u> Shahram Aghamir	<u>Y</u> Shawn O'Brien	<u>N</u> Bill Crosier	<u>N</u> Nia Bediako
<u>N</u> Tracy Rosenberg	<u>-</u> Leslie Radford	<u>Y</u> Alberto Luera	<u>-</u> Kathy Davis
<u>N</u> Andrea Turner	<u>Ab</u> Summer Reese	<u>PNV</u> George Reiter	<u>Y</u> Jennifer Jaeger
<u>Y</u> Joseph Wanzala	<u>-</u> Ricco Ross	<u>Y</u> Richard Uzzell	<u>Y</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>Y</u> Alonso Brown	<u>N</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		Approved, 9-7-2.
<u>N</u> Kimory Orendoff			
<u>Ab</u> Marcel Reid			

V. **Adjournment.** Reese moved to adjourn. HNO meeting adjourned at 11:05 pm. (ET).

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

Minutes Approved by the Pacifica National Board:

George Reiter, PNB Chair  
Witnessed By:

January 3, 2011  
Date: