

**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

**January 21, 2011**

**MINUTES**

**I. Call to Order and Opening Business.** PNB Chair George Reiter called the meeting to order at 8:36 pm (ET).

**a. Roll Call / Establish Quorum.** PNB Secretary Efia Nwangaza called the roll and established a quorum. Bill Crosier agreed to serve as time keeper.

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	<u>X</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>Ab</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>AB</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, GC	
<u>X</u> Marcel Reid			

**b. Agenda.** Chair asked if there was any objection to the Agenda. Steinberg moved that the Affiliates Task Force Report and the Election Committee be moved to the end of Unfinished Business. Motion Failed, by a vote of 10-10. 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>N</u> Bill Crosier	<u>N</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>N</u> Alberto Luera	<u>Y</u> Kathy Davis
<u>N</u> Andrea Turner	<u>Y</u> Summer Reese	<u>N</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>	Failed, 10-10.	
<u>–</u> Alonso Brown	<u>N</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		
<u>–</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

HNO, Agenda Approve.

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c. **Minute Approval.** Past Recording Secretary Richard Uzzell presented five sets of Minutes from various Open meetings. See list below:

- PNB Continuation Meetings of June 4, June 18 and July 2, 2010.
- PNB Berkeley California In-Person July 16-18, 2010.
- PNB Meeting of July 30, 2010.
- PNB Meeting of August 13, 2010.
- PNB Meeting of January 10, January 15 and January 22, 2010.

O'Brien moved that all five sets be approved. HNO, all five sets of Minutes Approved.

## II. Acknowledgements.

- \*\* *The work of the Pacifica Executive Director Arlene Engelhardt, as exhibited in the “straight forwardness of her reports, the straight forwardness of her thinking, the integrity with which she makes decisions, her willingness to follow through on decisions and the tremendous amount of time she puts into doing her job.”* \*\* by Reiter.
- \*\* *Outgoing Board members (both PNB and LSB) and he hopes they will all “stay involved in helping your stations and Pacifica;” and all the National Staff for “putting-up with us.* \*\* by Crosier.
- \*\* *Alberto Luera for taking over to Chair the FNC, at times she was unable to be there to Chair.* \*\* by Reese.
- \*\* *“A big Thank You to everyone who served on this Board... People who called, People who were supportive and people who were critical... I really to appreciate all of you and all the time and energy that you put into your work for Pacifica.”* \*\* by Engelhardt.
- \*\* *“Summer Reese and Alberto Luera and all my other colleges on the NFC and all my colleagues on the outgoing PNB... Also Pacifica ED Arlene Engelhardt, CFO LaVarn Williams and our hard working GM at WBAI, Berthold Reimers.* by Steinberg.
- \*\* *Everybody on the Board and everybody working for Pacifica, Keep-up the good work. LaVarn Williams and Arlene Engelhardt for their yeoman job at keeping this valuable media asset alive.* \*\* by Jaeger.
- \*\* *“Lynn Magno of the National Office”... she greatly appreciates “all the hats she wears so well.”* \*\* by Bediako.
- \*\* *“Lisa Davis, who Chaired the Committee on Racism, Sexism and Other Forms of Discrimination and Nia Bediako for her work over the years on the Audit Committee... and everybody else.”* \*\* by Radford.

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**II. Acknowledgements. (Continued.)**

**\*\* *“Everybody on the Board and that our fight to keep the airwaves open and that our core Mission is so important (especially in these times)... I’m at WPFW so the signal will still be there and so that the dissident voices will still be heard... and I hope we will all recommit to the Pacifica Mission.” \*\**** by Reid.

**\*\* *“I wish to acknowledge the Chair (George Reiter) for your tenacity and I appreciate your efforts.” \*\**** by Luera.

Time expired. Uzzell moved to extend for 5 minutes. HNO motion Approved.

**\*\* *“CFO LaVarn Williams for swimming with the sharks, Arlene Engelhardt for having the best learning curve I’ve ever seen, Ricardo deAnda for having the best looking hats I’ve ever seen, Jon Ameleh and Otis Maclay for keeping us on the air and all the other engineers around the network, the National Staff, PNB Chair George Reiter, my PNB colleagues - we go toe to toe some times, but I love you all and I appreciate your commitment and last I would like to acknowledge our insurance companies.” \*\**** by Uzzell.

**\*\* *“This Board... I learned a lot in terms of struggle and that we have to keep the airwaves alive and well... Lisa Davis for her hard work with the Committee on Racism, Sexism and Other Forms of Discrimination, the KPFA Staff in the struggle they have gone through, Aimee Allison and Brian Edwards-Tiekert and the Business Manager at KPFA, and I hope that we will be able to pull this through and that we can keep the Mission alive\*\****by Turner.

**\*\* *“I would like to acknowledge myself... and as a leaving member I would just like to say it’s been great working with everybody and for their great amount of time and effort in the many meetings, LaVarn and Arlene and Otis and Jon and the Chair George Reiter and that Pacifica is the only thing like this and if we don’t keep it going it will not keep going... we may differ at times, but that everybody is doing this work because we care about the community and the stations and I wish you guys well.” \*\**** by Ross.

**\*\* *Everybody, for all their acknowledgements and the National Office. “We have a National treasure here in the Pacifica Foundation and in order for it to stay strong and move ahead and to solve this huge debt that we are on the brink of insolvency, we have to remain whole and we have to return to solvency... splinter groups do not support the Mission or Pacifica and if we are going to make it, we have to come together and not splinter off into little groups... we have to solve this with urgency and come together to make it happen... “We are the ones to make it happen. \*\**** by Williams.

**\*\* *“Goodbye and Thanks to some of my colleagues who have been in there in the trenches with some of the harder votes, Shawn Casey O’Brien and Richard Uzzell and Joe Wanzala and I hope the new Board will work well together. \*\**** by Reese.

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**II. Acknowledgements.** (Continued.)

**\*\* Thanks to all the GM Search Committees for the searches for four new GMs, for their hard work, time and energy... although it has taken a little longer than we wanted, we have 3 new GMs in place, with the forth to soon follow... To the Committee Chairs and all who have worked with them. \*\***  
by Engelhardt.

**\*\* Jennifer Jaeger who has been a stalwart participant over these past 12 months and I express my pleasure in meeting her and working with her, and look forward to her continued participation. \*\***  
by Nwangaza.

**\*\* The great responsibility the incoming Board has, and I urge and hope that they will work in a collegial fashion to really turn Pacifica around. \*\***  
by Bennett.

**III. CFO’s Report.** Pacifica CFO LaVarn Williams gave the report. (audio available at kpftx.org) Discussion and Question and Answers followed. Time expired. Nwangaza moved to extend for 10 minutes. Motion Failed by a vote of 7-11-1. 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>N</u> Shahrām Aghamir	<u>N</u> Shawn O’Brien	<u>N</u> Bill Crosier	<u>Y</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>N</u> Ricco Ross	<u>N</u> Richard Uzzell	<u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>–</u> Alonso Brown	<u>Y</u> Jim Bennett		
<u>Y</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		
<u>–</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

Failed, 7-11-1.

**IV. PNB Chair’s Report.** PNB Chair George Reiter gave the report. Reiter Reported Out from the last Executive Session, that management issues had been discussed about the Budgets and that management would be passing the decisions along. Also that there had been some discussion of legal issues but that there was no report due to confidentiality.

**V. Committee and Working Group Reports.**

**a. Coordinating Committee.** Committee Chair Tracy Rosenberg gave report. She brought forward a motion from the Committee that related to the PNB Booking Flights to meeting.

*Motion follows on the next page.*

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**a. Coordinating Committee. (Continued.)**

The PNB moved that PNB members are required to book all flights to PNB In-Person meetings no less than two weeks in advance of the meeting; if for any reason this is not done, the member will be responsible for any added expense. The travel agency will not book flights after the two weeks period has passed. Members with last minute changes of flights will have to arrange for the changes themselves and will be responsible for any added expense. Members can appeal their cases to the ~~Coordinating Committee~~ **PNB Chair** for a waiver after the meeting; if the waiver is granted, Pacifica will reimburse the member the added expense. If the Director is unable to advance the cost of the changes, he or she may contact the **PNB** Chair of the ~~Coordinating Committee~~ to request an immediate waiver.

Bediako moved to amend by changing the appeal to PNB Chair (shown in blue). HNO, motion to amend Approved.

The Main Motion, as amended, became the main motion and it was voted Approved 17-0-2. 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>Y</u> Leslie Radford	<u>Ab</u> Alberto Luera	<u>Y</u> Kathy Davis
<u>Y</u> Andrea Turner	<u>Y</u> Summer Reese	<u>PNV</u> George Reiter	<u>Y</u> Jennifer Jaeger
<u>Ab</u> Joseph Wanzala	<u>Y</u> Ricco Ross	<u>Y</u> Richard Uzzell	<u>Y</u> Alex Steinberg
<u>WFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>—</u> Alonso Brown	<u>Y</u> Jim Bennett		
<u>Y</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		
<u>—</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			
			Approved, 17-0-2.

Reese moved to extend for 15 minutes. HNO Motion Approved.

Rosenberg brought a motion in response to alleged procedural errors at the KPFA Directors Election. That motion was as follows:

The PNB moved that the elections for KPFA PNB Listener and Staff Director shall be re-done to correct procedural errors.

**Whereas**, the Pacifica National Board, as per the Pacifica Bylaws Article 3, Section 8 E, is authorized to supervise these Directors' elections, and

**Whereas**, per Pacifica Bylaws Article 4, Section 2, Part A, Dan Siegel has automatically relinquished his seat as a KPFA Delegate by accepting a political appointment to join the administration of Oakland, California Mayor Jean Quan as an unpaid adviser. Mr. Siegel's automatic resignation as a KPFA Delegate, not only makes him ineligible to hold the seat of PNB Delegate, but also the knowledge of the appointment, prior to the January 13, 2011 Directors Election; disqualified him from participating and voting in that Director's Election; thus necessitating new elections for all four PNB Director positions.

**Therefore**, the Pacifica National Board (PNB) hereby directs that the next KPFA Delegate Alternate is immediately seated to fill the position vacated by Siegel. Further, the PNB directs that a KPFA Delegates' meeting at KPFA be properly noticed and convened as soon as possible, solely for the purpose of holding new elections for both Listener and Staff PNB Directors. These elections shall be strictly in accordance with the Pacifica Foundation Bylaws and Robert's Rules of Order. Until the proscribed, new elections are completed the current KPFA Listener and Staff Directors shall remain seated.

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**a. Coordinating Committee. (Continued.)**

*Bediako called a Point of Order re: the motion is out of order because it did not come from the Coordinating Committee and not all member of the Coordinating Committee were involved with the drafting of the motion, therefore the motion should not come at this point on the Agenda, it should be New Business.*

The Chair Over Ruled the Point of Order, ruling that since the motion would affect the seating of the new members at the first In-Person PNB Meeting and since those arrangements were being handled by the Coordinating Committee that it is in order to bring the motion at this point on the Agenda.

Bediako appealed the ruling of the Chair. Discussion followed.

Uzzell called the question on the appeal. The question was voted called by a vote of 12-6. 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>Y</u> Shahram Aghamir	<u>Y</u> Shawn O'Brien	<u>Y</u> Bill Crosier	<u>N</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>—</u> Alberto Luera	<u>Y</u> Kathy Davis
<u>N</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>Y</u> Richard Uzzell	<u>Y</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>—</u> Alonso Brown	<u>N</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		Approved, 12-6.
<u>—</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

The vote on Bediako's Appeal of the Chair was taken. The Chair was sustained by a vote of 11-6-1. 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>N</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>—</u> Alberto Luera	<u>Y</u> Kathy Davis
<u>N</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>Y</u> Richard Uzzell	<u>Y</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>—</u> Alonso Brown	<u>N</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>Ab</u> Efia Nwangaza		Approved, 11-6-1.
<u>—</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

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**a. Coordinating Committee. (Continued.)**

Time expired. Reese moved to extend for 15 minutes. Motion voted Approved 15-2. See vote below:

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

<u>KPFA - Berk., Ca.:</u> <u>Y</u> Shahrām 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>N</u> Leslie Radford <u>Y</u> Summer Reese <u>Y</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Y</u> Bill Crosier <u>—</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>Y</u> Kathy Davis <u>Y</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>—</u> Alonso Brown <u>—</u> Campbell Johnson <u>—</u> Kimory Orendoff <u>Y</u> Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Jim Bennett <u>Y</u> Efia Nwangaza	Approved, 15-2.	

Uzzell moved to amend to add to the original motion that called for a new election for KPFA Listener and Staff Director the following call for a new election for KPFK Staff Director.

The PNB moved that the elections for KPFK PNB Staff Director shall be re-done to correct procedural errors.

**Whereas**, the KPFK election for Staff PNB Director held at the Delegate meeting of 1-8-11:

- \* Violated the Pacifica Bylaws and Roberts Rules of Order.
- \* Both the listener sponsor Director Election and the staff Director Election contests were held at the same time on the same ballot.
- \* Voters were not properly instructed to vote for both Listener Sponsor and Staff candidates.
- \* Voters complained of not understanding the instructions.
- \* No candidate for the Staff Director received a majority vote of the members, and
- \* The election teller did not notify the Chair or the Delegates of the problems.

**Therefore**, the Pacifica National Board (PNB) hereby directs that a KPFK Delegates' meeting at KPFK be properly noticed and convened as soon as possible, solely for the purpose of holding a new election for Staff PNB Director. This election shall be strictly in accordance with the Pacifica Foundation Bylaws and Robert’s Rules of Order. Until the proscribed, new elections are completed the current KPFK Staff Directors shall remain seated.

*Radford Called a Point Order re: the proposed amendment is not a proper amendment because the motion is not germane to the main question. Sighting RRO page 130, “to be germane an amendment must in some way involve the same question that is raised by the motion to which it is applied... An amendment cannot introduce an independent question, but an amendment can be hostile to, or even defeat, the spirit of the original motion and still be germane.” Redford summarized, “This is an independent question.”*

The Chair Over Ruled the Point of Order, ruling that “the issue that is before us is who shall be entitled to sit at the coming meeting.” Just as the other motion is germane to this issue, so would be this amendment.”



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**a. Coordinating Committee. (Continued.)**

Radford Appealed the ruling of the Chair. Discussion followed.

Reese called the question on the appeal. HNO question call was Approved. The vote on Radford’s Appeal of the Chair was taken. The Chair was sustained by a vote of 11-5-1. 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>N</u> Leslie Radford <u>Y</u> Summer Reese <u>Y</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Ab</u> Bill Crosier Alberto Luera <u>PNV</u> George Reiter <u>Y</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>N</u> Nia Bediako <u>Y</u> Kathy Davis <u>Y</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> Alonso Brown Campbell Johnson Kimory Orendoff <u>N</u> Marcel Reid	<u>AFFILIATES:</u> <u>N</u> Jim Bennett <u>Y</u> Efia Nwangaza	Approved, 11-5-1.	

Time expired on the Main Motion and the Amendment. Radford moved to extend for 10 minutes. Motion to extend Failed by a vote of 4-11-1. 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>Y</u> Leslie Radford <u>N</u> Summer Reese <u>N</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Ab</u> Bill Crosier 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>N</u> Kathy Davis <u>N</u> Jennifer Jaeger <u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> Alonso Brown Campbell Johnson Kimory Orendoff Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Jim Bennett <u>N</u> Efia Nwangaza	Failed, 4-11-1.	

Motion by Uzzell to amend to add a re-do of the Staff Directors Election at KPFK was voted Approved by a vote of 11-5-1. 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>N</u> Leslie Radford <u>Y</u> Summer Reese <u>Y</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Ab</u> Bill Crosier Alberto Luera <u>PNV</u> George Reiter <u>Y</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>N</u> Nia Bediako <u>Y</u> Kathy Davis <u>Y</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> Alonso Brown Campbell Johnson Kimory Orendoff <u>N</u> Marcel Reid	<u>AFFILIATES:</u> <u>N</u> Jim Bennett <u>Y</u> Efia Nwangaza	Approved, 11-5-1.	



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**a. Coordinating Committee. (Continued.)**

Main motion as amend to re-do both the Listener and the Staff Directors Elections at KPFA and the Staff Director Election at KPFK was voted Approved by a vote of 12-5. 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>N</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>—</u> Alberto Luera	<u>Y</u> Kathy Davis
<u>N</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>Y</u> Richard Uzzell	<u>Y</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>—</u> Alonso Brown	<u>N</u> Jim Bennett		
<u>—</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		Approved, 12-5.
<u>—</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

Bediako gave notice that she would move to rescind the motion on “new” elections.

Rosenberg moved that the PNB accepts the results of the Delegates Assembly at WBAI, WPFW, and KPFT; for the Listener and Staff election of those station’s 2011 PNB Directors, as well as the Listeners Directors results at station KPFK. Those members elected and scheduled to be seated on January 28, 2011 are:

From WBAI:	Nia Bediako Carolyn Birden Kathy Davis Alex Steinberg	From WPFW:	Rene Bryce-Laporte Campbell Johnson Kimory Orendoff Marcel Reid
From KPFT:	Teresa Allen Jessica Apolinar Wesley Bethune Bill Crosier	From KPFK:	Ken Aaron Lydia Brazon Summer Reese

*\* Not part of this motion, but FYI From Affiliates Elected Earlier: Efia Nwangaza  
Joseph Orozco*

*Radford Called a Point Order re: out of order “this does not fall under the Coordinating Committee.*

The Chair Over Ruled for reasons previously stated the motion is in order;

Radford appealed the Chair’s ruling. The Chair in-turn, ruled the appeal to be dilatory because “it is the same challenge to the same ruling.”

Motion to accept un-contested Directors to be seated on the new Board was voted Approved, by a vote of 12-5. See vote on next page.

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January 21, 2011**

**a. Coordinating Committee. (Continued.)**

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>WBAL - N.Y., N.Y.:</u>
<u>Y</u> Shahrām Aghamir	<u>Y</u> Shawn O'Brien	<u>Y</u> Bill Crosier	<u>N</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>—</u> Alberto Luera	<u>Y</u> Kathy Davis
<u>N</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>Y</u> Richard Uzzell	<u>Y</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>—</u> Alonso Brown	<u>N</u> Jim Bennett		
<u>—</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		
<u>—</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

Approved, 12-5.

Time expired. Reese moved to extend 10 minutes. HNO motion Approved.

Rosenberg brought forward the following motion previously approved in the Coordinating Committee. The PNB moved that:

1. The incoming board will be seated via telephone conference on January 28, 2011.
2. The meeting will be a special meeting.
3. The bylaws notice requirements for special meetings will be followed - 7 days notice with a specified agenda and no business conducted other than what is on the agenda.  
The meeting will be convened with this agenda:
  - I. Seating of New Board Members.
  - II. Election of Chair Pro-Tem. Then the Chair Pro-Tem facilitates.
  - III. Election of Vice-Chair Pro-tem, and Secretary, Pro-tem.
  - IV. Setting Meeting Dates for the period January 22, 2011 through February 25, 2011 as appropriate.
4. George Reiter to draft a letter to all LSB's explaining the procedure
5. All 2011 Pacifica National Board members will secure airline reservations to Houston, TX on or before February 9, 2011.

*Radford called a Point of Order re: motion out of order because it "does not come from the Coordinating Committee."*

Chair Over Ruled, saying the motion is indeed coming from the Committee and it also addresses the issue being resolved.

Reese moved to substitute to not seat the new Board until the February Houston In-Person Meeting.

Chair ruled the substitute motion Out of Order, because seating the new Board by teleconference January 28, 2011 is the closest possible compliance with the Bylaws.

Motion to seat the Board January 28, 2011, etc. was voted Approved, 8-4-5. See vote next page:

**Pacifica National Board Teleconference, OPEN MINUTES  
January 21, 2011**

**a. Coordinating Committee. (Continued.)**

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>—</u> Shahram Aghamir	<u>Y</u> Shawn O'Brien	<u>Y</u> Bill Crosier	<u>N</u> Nia Bediako
<u>Ab</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>—</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>Ab</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>N</u> Jim Bennett		
<u>—</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		Approved, 8-4-5.
<u>Ab</u> Kimory Orendoff			
<u>Ab</u> Marcel Reid			

**b. Finance Committee. Committee Chair Summer Reese gave report and presented Budgets.**

- 1. WBAI 2011 Budget.** Station GM Berthold Reimers presented the Budget. (Audio available at kpftx.org) Uzzell called the question. HNO question called. WBAI 2011 Budget voted Approved, 6-4-5. 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>—</u> Shahram Aghamir	<u>Y</u> Shawn O'Brien	<u>Ab</u> Bill Crosier	<u>N</u> Nia Bediako
<u>—</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>—</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>—</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>—</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>Ab</u> Efia Nwangaza		Approved, 6-4-5.
<u>Ab</u> Kimory Orendoff			
<u>Ab</u> Marcel Reid			

- 2. WPFW 2011 Budget.** Presented by Reese and Reimers. (Audio available at kpftx.org) Uzzell called the question. Radford called for the Orders of the Day. Time expired. Uzzell moved to amend the Orders of the Day to extend the meeting 30 minutes. Motion to amend and extend voted Approved 9-4. 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>—</u> Shahram Aghamir	<u>Y</u> Shawn O'Brien	<u>Y</u> Bill Crosier	<u>N</u> Nia Bediako
<u>—</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>—</u> Alberto Luera	<u>Y</u> Kathy Davis
<u>—</u> Andrea Turner	<u>Y</u> Summer Reese	<u>PNV</u> George Reiter	<u>—</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>—</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		Approved, 9-4.
<u>Y</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

**Pacifica National Board Teleconference, OPEN MINUTES  
January 21, 2011**

**b. Finance Committee. (Continued.)**

Johnson moved to Table the WPFW 2011 Budget. Motion Failed by a vote of 4-9. 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>—</u> Shahram Aghamir	<u>N</u> Shawn O'Brien	<u>N</u> Bill Crosier	<u>Y</u> Nia Bediako
<u>—</u> Tracy Rosenberg	<u>Y</u> Leslie Radford	<u>—</u> Alberto Luera	<u>N</u> Kathy Davis
<u>Y</u> Andrea Turner	<u>N</u> Summer Reese	<u>PNV</u> George Reiter	<u>—</u> Jennifer Jaeger
<u>N</u> Joseph Wanzala	<u>—</u> Ricco Ross	<u>N</u> Richard Uzzell	<u>—</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>—</u> Alonso Brown	<u>—</u> Jim Bennett		
<u>Y</u> Campbell Johnson	<u>N</u> Efia Nwangaza		Failed 4-9.
<u>N</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

WPFW 2011 Budget voted Approved 9-4-1. 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>—</u> Shahram Aghamir	<u>Y</u> Shawn O'Brien	<u>Ab</u> Bill Crosier	<u>N</u> Nia Bediako
<u>—</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>—</u> Alberto Luera	<u>Y</u> Kathy Davis
<u>N</u> Andrea Turner	<u>Y</u> Summer Reese	<u>PNV</u> George Reiter	<u>—</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>—</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>Y</u> Efia Nwangaza		Approved, 9-4-1.
<u>Y</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

**3. National Office 2011 Budget.** Pacifica CFO LaVarn Williams presented the Budget. (Audio available at kpftx.org) HNO National Office 2011 Budget was Approved. Crosier abstained.

**4. Pacifica Radio Achieves 2011 Budget.** Pacifica CFO LaVarn Williams presented the Budget. (Audio available at kpftx.org) HNO Pacifica Radio Achieves 2011 Budget was Approved. Crosier, Bediako, Redford and Turner abstained.

**5. KPFK 2011 Budget.** Reese and Williams presented the Budget. (Audio available at kpftx.org) The Budget was badly out of balance and it appeared that the station management needed to do more work on the Budget.

Time expired. Uzzell moved to amend the Orders of the Day to extend the meeting 5 minutes. HNO motion Approved.

**Pacifica National Board Teleconference, OPEN MINUTES  
January 21, 2011**

**b. Finance Committee.** (Continued.)

**5. KPFK 2011 Budget.** (Continued.)

Reese moved that the PNB does not approve of the KPFK 2011 Budget, as it is not in balance and sends it back to the NFC for referral to KPFK management and the local Finance Committee of KPFK to bring the Budget into balance and to bring it back to the NFC and the PNB for final approval. HNO, motion Approved.

**VI. Adjournment.** Time had expired for the meeting. HNO meeting adjourned at 12:47 am. (ET).

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**Minutes Posted by:** Carolyn Birden, PNB Board Secretary

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

Summer Reese, PNB Chair  
Witnessed By:

May 12, 2011  
Date: