

Pacifica National Board

Continuation Teleconference (Open Session)

8:30 PM EDT, 7:30 PM CDT, 5:30 PM PDT (scheduled)

Originating in Various Locations

Thursday, August 16, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:38 PM Pacific Daylight Time with an initial quorum of 16.

a. Roll Call / Establish Quorum

Eighteen members were present, constituting a quorum:

Ken Aaron (KPFK), Ivon Alcime (WPFW), Teresa Allen (KPFT), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair, KPFT), Kathy Davis (WBAI), Revalyn Gold (WPFW), Campbell Johnson (WPFW), Ali Lexa (KPFK), Laura Prives (KPFA), Summer Reese (Chair, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

One member was excused: Heather Gray (Affiliates).

Four members were absent: Nia Bediako (WBAI), Efia Nwangaza (Secretary, Affiliates), Dan Siegel (KPFA).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), John P. Garry III (Recording Secretary).

Audio Recording: The audio for this meeting can be accessed at [KPFTX.org](http://KPFTX.org)

The Agenda for this meeting can be accessed at [KPFTX.org](http://KPFTX.org)

[Audio Part 1]

b. Determine excused absences – Chair

The excused absence request of Gray was accepted without objection.

c. Designate Timekeeper

Crosier volunteered to be the timekeeper.

II. Open Session Agenda Approval

Omitted without objection because this is a continuation meeting.

III. Minutes Approval

Omitted without objection.

V. Executive Director's Report

The ED reported on the election; on-air coverage of the election will be monitored, on-line voting will be allowed; the candidate deadline is August 30, 2012. The ED also addressed potential quorum issues.

Steinberg **moved**: At the time of the election deadline if we do not have candidates equaling the number of open seats plus fifty percent that the deadline be extended for one month and if at the end of that month we still don't have that number of candidates at any station, then the election shall be cancelled.

Davis seconded.

Reid **moved to extend** ten minutes. Johnson seconded. **Passed** without objection. Without objection the established stack was continued rather than taking a new stack.

**Point of order** from Aaron: Can we have a time limit, please? The Chair agreed to have a ninety second time limit for speaking.

Birden **moved to amend**: The extension shall be two weeks instead of four. Allen seconded.

Aaron **moved to postpone** the main motion until the next meeting. Crosier seconded.

Motion to postpone **passed** by a roll call vote: Yes—9, No—6, Abstain—2.

Yes—Aaron, Alcime, Allen, Bethune, Birden, Crosier, Davis, Gold, Rosenberg.

No—Brazon, Johnson, Prives, Reid, Reiter, Turner.

Abstain—Davis, Steinberg.

Present not voting—Reese.

Aaron called the **orders of the day**.

Notice of Proposed Bylaws Amendments (6:13)

Reiter noticed a Bylaws amendment to Article 17, Sec 1b. (See Appendix A for full text)

Crosier noticed three Bylaws amendments: 1) Reduce size of LSBs and Delegate Assemblies to 16. 2) Reduce size of Pacifica National Board to 17. 3) Reduce size of national committees.

Brazon noticed a Bylaws amendment addressing In-Person Meetings and Town Halls.

VII. Committees & Task Force Reports (6:27)

Coordinating Committee

Crosier (Coordinating Committee Chair) moved the following:

Motion 1 – PNB meetings:

The Coordinating Committee asks the PNB to schedule weekly meetings from Sep. 15 through Oct. 15 to consider and approve unit and consolidated budgets for FY2013.

Motion **passed** without objection. (6:33)

Reiter **moved**:

- 1) A third in-person meeting shall be held this year, late October to mid-November.
- 2) To reduce costs the location of this meeting will be changed from New York City to Houston. A meeting shall be held in New York when it is more affordable. Rosenberg seconded.

[Audio Part 2]

Reid **moved to extend** five minutes. Allen seconded. **Passed** without objection. Discussion continued.

Reid **moved to extend** five minutes. Brazon seconded.

Motion to extend **failed** by a roll call vote (2/3 required): Yes—7, No—8, Abstain—2.

Yes—Alcime, Brazon, Gold, Johnson, Prives, Reid, Turner.

No—Aaron, Allen, Birden, Crosier, Lexa, Reese, Rosenberg, Steinberg.

Abstain—Davis, Reiter.

The main motion **passed** by a roll call vote: Yes—9, No—6, Abstain—1.

Yes—Aaron, Alcime, Birden, Brazon, Crosier, Lexa, Reiter, Rosenberg, Steinberg.

No—Allen, Davis, Gold, Johnson, Prives, Turner.

Abstain—Reid

Present not voting—Reese.

Brazon noticed an intent to rescind the just-passed motion.

Personnel Committee (6:51)

Rosenberg **moved** a 7:30 time-certain for adjournment of the open session. Reiter seconded. **Passed** without objection.

Brazon summarized the following **motion**:

Pacifica Executive Search Process Summer/Fall 2012 (see Appendix B for complete text)

Rosenberg **moved to substitute**:

"Per previous executive search protocols passed by PNB, a search committee shall be elected from the full PNB which will commence a search for a permanent ED and a permanent CFO to be selected by the PNB. The PNB Personnel Committee shall provide a copy of the job descriptions, candidate evaluation criteria, job site posting list and a confidentiality agreement to be delivered by the PNB Personnel Comm to the elected search committee's prior to their 1st meeting." Aaron seconded.

After discussion Aaron **called the question**.

Motion to substitute **passed** by a roll call vote: Yes—9, No--5, Abstain—0.

Yes—Aaron, Alcime, Allen, Birden, Crosier, Davis, Lexa, Rosenberg, Steinberg.

No—Brazon, Johnson, Prives, Reid, Turner.

Present not voting—Reese.

The new main motion **passed** by a roll call vote: Yes—9, No—6, Abstain—1.

Yes—Aaron, Alcime, Allen, Birden, Crosier, Davis, Lexa, Rosenberg, Steinberg.

No—Brazon, Gold, Johnson, Prives, Reid, Turner.

Abstain—Reiter.

Present not voting—Reese.

The meeting adjourned due to the expiration of time at 7:20 PM.

Respectfully submitted by Efia Nwangaza, Secretary

John P. Garry III, Recording Secretary

(these minutes were approved on September 27, 2012)

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Appendix A

## **PACIFICA EXECUTIVE SEARCH PROCESS Summer/Fall 2012**

### **DRAFT AD LANGUAGE**

The Pacifica Foundation, the country's oldest public radio network, is seeking an Executive Director and a Chief Financial Officer.

We are particularly interested in candidates who possess a vision for programming development, significant success with fundraising and experience with diverse audiences and staff.

A more precise job description can be found at [www.pacifica.org](http://www.pacifica.org).

Women, people of color, differently-abled people, and members of other under-represented groups are encouraged to apply. Please send cover letter, resume and a writing of approx. 500 words – for the ED position, on the importance of independent media, and for the CFO, on non-profits maintaining fiscal integrity in difficult times. Place applicable job title – “Pacifica ED” or “Pacifica CFO” – in the subject line and address email to:

### **ADVERTISING LOCATIONS (not complete)**

AFTRA-SAG Job Listings

AllAccess.com

Asian American Journalists Assoc  
California Chicano News Media Alliance  
CPB - Jobline  
Current.org/Current newspaper  
Grassroots Radio Discussion Listserve  
Idealist.org  
Indeed.com  
Journalismjobs.com  
Los Angeles Times Newspaper and Careerbuilder.com  
Native American Journalists Association  
National Association of Black Journalists  
The National Association of Hispanic Journalists  
National Federation of Community Broadcasters  
the [Pacifica] Affiliates listserve  
Radio Ink  
Radio & Television Business Report  
South Asian Journalists Assn  
Southern California Broadcasters Association

Colleges and universities, especially those w/journalism programs including regional schools like UCLA, USC, Cal State Northridge and Long Beach

Pacifica websites, facebook pages, twitter feed, and newsletters

### **DRAFT PROCESS re. RESUMES and INTERVIEWS**

1. Resumes submitted to HR firm, logged, and forwarded as received to committee chair and to board secretary for distribution to the PNB.
2. Initial review of resumes and selection by committee of the 10 most qualified persons for each position (Qualification criteria will be the job description.)
3. Committee conducts preliminary interviews of top 10 candidates for position.
4. Committee recommends 5 top candidates for PNB interviews.
5. PNB votes, using STV, via ballots sent to Christine at the national office.

#### **Additional Details:**

Any director may listen in on interviews

Any director may submit questions to be considered for use during interviews by x-date (Deadline to be 7 days before start of interviews.)

## **INTEGRATED TIMELINE**

Aug. 9: PNB meeting – Approval of Job Description, Timeline, Process

BOTH: Aug. 13: Post ads

**Sept. 13: PNB meeting –**

Sept. 14: Applications Close

CFO: Sept. 25: Committee Selects top 10 candidates

ED: Sept. 26: Committee Selects top 10 candidates

**Sept. 27: PNB meeting –**

CFO: Oct. 3 – Oct. 9: Preliminary Candidate Interviews

CFO: Oct. 9: Committee Recommends top 5 candidates to PNB

ED: Oct. 10 – Oct. 17: Preliminary Candidate Interviews

**Oct. 11: PNB meeting –**

CFO: Oct. 16 – Oct. 24: Final Candidate Interviews w/ PNB

ED: Oct. 24: Committee Recommends top 5 candidates to PNB

**Oct 25: PNB meeting –**

ED: Oct. 30 – Nov. 7: Final Candidate Interviews w/ PNB

**Nov. 8: PNB meeting –**

CFO: Nov. 9: Deadline to vote through Christine

ED: Nov. 16: Deadline to vote through Christine

**Nov. 17-24: Thanksgiving Week**

CFO: Dec. 3 – Dec. 17: Transition w/ Outgoing CFO and Incoming ED

ED: Dec. 10 – Dec 31: Transition w/ Outgoing ED and CFO

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Appendix B—Propose Bylaws Amendment from Reiter

VOTING AND APPROVAL Article 17, Section 1b.

(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of one ballot per 12- month period related to the amendment of the Foundation’s Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 45 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the “Notice Date”). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation’s website and the Foundation’s radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 45 days (the “Notice Period”) regarding the existence of the proposed amendment(s) on the Foundation’s website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.

(2) In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below: (i) except as provided in Section 1(B)(3) below, the proposed amendment(s) must be approved by the majority of all Directors on the Board and by the majority vote of all the Delegates of at least three of the Foundation radio stations. The Delegates shall vote on the proposed amendment(s) within the 60 day period beginning with the voting date of the PNB.; or (ii) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below. Voting shall be completed by December 31 of the year in which the amendments were proposed.

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