

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, September 27, 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 15.

I.a. Roll Call / Establish Quorum

Nineteen members were present, constituting a quorum:

Ken Aaron (KPFK), Teresa Allen (KPFT), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair, KPFT), Kathy Davis (WBAI), Revalyn Gold (WPFW), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Efia Nwangaza (Secretary, Affiliates), Laura Prives (KPFA), Summer Reese (Chair, iED, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Andrea Turner (KPFA).

Three members were absent: Ivon Alcime (WPFW), Dan Siegel (KPFA), Alex Steinberg (WBAI).

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

The audio and agenda for this meeting can be accessed at KPFTX.org.

[Audio Part 1 pnb120927a.mp3]

I.b. Excused Absences

None submitted.

I.c. Designate Timekeeper (5:42)

Crosier agreed to be the timekeeper.

II. Open Session Agenda Approval (5:42)

Bediako **moved**: The Personnel Committee Report, including ED and CFO job description motions, shall be placed after the Finance Committee Report and before the Governance Committee Report. Johnson seconded. Johnson called the question. An objection was noted.

Motion **failed** by a roll call vote: Yes—7, No—7, Abstain—1.

Yes—Bediako, Bethune, Brazon, Johnson, Nwangaza, Prives, Reid.

No—Aaron, Allen, Birden, Crosier, Gray, Lexa, Rosenberg.

Abstain—Reiter.

Present not voting—Reese.

Aaron **moved** to approve the agenda. Rosenberg seconded. Objections were heard. Aaron called the question.

Agenda **approved** by a roll call vote: Yes—9, No—5, Abstain—2.

Yes—Aaron, Allen, Bethune, Birden, Crosier, Gray, Lexa, Reiter, Rosenberg.

No—Bediako, Brazon, Johnson, Nwangaza, Prives.

Abstain—Gold, Reid.

Present not voting—Reese.

III. Minutes Approval (5:56)

Allen **moved** approval of the August 9, 2012 open session minutes. Nwangaza seconded.

Passed without objection.

Nwangaza **moved** approval of the August 16, 2012 open session minutes. Rosenberg seconded. An objection was noted.

Minutes **approved** by a roll call vote: Yes—12, No—0, Abstain—4.

Yes—Aaron, Allen, Bethune, Birden, Brazon, Crosier, Gold, Gray, Lexa, Nwangaza, Reiter, Rosenberg.

Abstain—Bediako, Johnson, Prives, Reid.

Present not voting—Reese.

Nwangaza **moved** approval of the September 13, 2012 open session minutes. Rosenberg seconded.

Passed without objection.

Nwangaza **moved** approval of the September 20, 2012 open session minutes, Gray seconded. An objection was noted.

Minutes **approved** by a roll call vote: Yes—13, No—0, Abstain—3.

Yes—Aaron, Allen, Bethune, Birden, Brazon, Gold, Gray, Lexa, Nwangaza, Reid, Reiter, Rosenberg, Turner.

Abstain—Bediako, Crosier, Johnson.

Present not voting—Reese.

IV, V, VI.

Omitted.

VII. Committee & Task Force Reports / Finance Committee (6:04)

Rosenberg (Finance Committee Chair) brought three station budgets to the floor and provided an overview of each budget, which were forwarded electronically to the Board prior to the meeting. In lieu of an Excel file, a cover letter for the WPFW budget was forwarded electronically to the Board prior to the meeting. There was additional reporting by the CFO.

Motion 1 – WPFW Budget:

That the WPFW budget as approved by the NFC on September 12, 2012, be approved by the PNB. *(Approved by the NFC without objection).*

Johnson **moved** approval. Allen seconded. Budget **approved** without objection.

Motion 2 – WBAI Budget:

That the WBAI budget as approved by the NFC on August 21, 2012, be approved by the PNB. *(Approved by the NFC: 6 yes, 0 no).*

Crosier **moved to extend** five minutes. Lexa seconded. **Passed** without objection. Discussion continued. Aaron moved **approval** of the budget. Rosenberg seconded. An objection was heard.

Budget **approved** by a roll call vote: Yes—9, No—7, Abstain—0.

Yes—Aaron, Allen, Bethune, Crosier, Davis, Gray, Lexa, Reiter, Rosenberg.

No—Bediako, Brazon, Gold, Johnson, Nwangaza, Prives, Turner.

Present not voting—Reese.

[Audio Part 2 pnb120927b.mp3]

Rosenberg reported that the KPFK budget had been passed by the NFC but was not ready for presentation to the Board and will be addressed at the next week.

Motion 3 – KPFA Budget:

That the KPFA budget as approved by the NFC on September 5, 2012, be approved by the PNB.
(Approved by the NFC without objection).

Turner **moved to extend** five minutes Allen seconded. **Passed** without objection. Discussion continued (7:06)

Aaron **moved** to approve the budget. Crosier seconded. An objection was noted.

Budget **approved** by a roll call vote: Yes--9, No—7, Abstain—1.

Yes—Aaron, Allen, Birden, Crosier, Davis, Gray, Lexa, Reiter, Rosenberg.

No—Bediako, Bethune, Brazon, Gold, Johnson, Prives, Turner.

Abstain—Reid.

Present not voting—Reese.

Motion 5 – GMs/BMs at Quarterly Reviews

"When the quarterly reviews are scheduled the General Managers shall be invited to attend, or attend with their Business Managers, or to be represented by the Business Managers, at a dedicated time certain." (Approved by the NFC: 7 for, 0 against).

Rosenberg **moved** approval. **Passed** without objection.

Motion 6 – Interstation transfers (amended by Aaron and Reiter)

The CFO is responsible for reporting to the PNB on a quarterly basis all interunit transfers beginning November 1, 2012.

Amended motion **passed** without objection.

The meeting adjourned at 7:32 PM due to the expiration of time. The Board reconvened in executive session from 7:36 PM to 9:04 PM PST.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on October 4, 2012)
