

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, October 18, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:40 PM Pacific Daylight Time with an initial quorum of 17.

a. Roll Call / Establish Quorum

Twenty members were present, constituting a quorum:

Ken Aaron (KPFK), Ivon Alcime (WPFW), Teresa Allen (KPFT), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair, KPFT), 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), Alex Steinberg (WBAI), Andrea Turner (KPFA).

Two members were absent: Kathy Davis (WBAI), Dan Siegel (KPFA).

Also present: John P. Garry III (Recording Secretary).

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

[Audio Part 1 pnb121018a.mp3]

I.b. Determine Excused Absences (5:43)

None submitted

I.c. Designate Timekeeper

Reiter volunteered to be the timekeeper later in the meeting.

II. Open Session Agenda Approval (5:43)

Allen **moved** to move “Motion from Campbell Johnson- rescind motion on in-person meeting” from New Business to after Minutes Approval. Johnson seconded.

Point of order from Reiter: This is dilatory, its been voted on twice. **Point of order** from Allen: We are just trying to move it up. It has not been voted on before. Rosenberg cited Roberts Rules’ definition on dilatory motions. **Point of order** from Reiter: Asked the Chair to rule on the nature of the motion, dilatory or not? The Chair ruled that this has been voted on twice and attempting to move it up a third time is dilatory.

Brazon **challenged** the ruling of the Chair.

The ruling of the Chair was **sustained** by a roll call vote: Yes—10, No—8, Abstain—0.

Yes—Aaron, Alcime, Birden, Crosier, Gray, Lexa, Nwangaza, Reiter, Rosenberg, Steinberg.
No—Allen, Bediako, Brazon, Gold, Johnson, Prives, Reid, Turner.
Present not voting—Reese.

Reiter **moved** approval of the agenda. Rosenberg requested an opportunity to speak in open session about the KPFA recall. Without objection, the Chair agreed to this, for five minutes.

Agenda **approved** by a roll call vote: Yes—10, No—7, Abstain—0.

Yes—Aaron, Alcime, Birden, Crosier, Gray, Lexa, Nwangaza, Reiter, Rosenberg, Steinberg.
No—Allen, Bediako, Brazon, Johnson, Prives, Reid, Turner.
Present not voting—Reese.

III. Minutes Approval (6:05)

Nwangaza **moved** approval of the October 4, 2012 open session minutes. Reiter seconded. An abstention was heard.

Minutes **approved** by a roll call vote: Yes—11, No—2, Abstain—4.

Yes—Aaron, Alcime, Bediako, Crosier, Gray, Nwangaza, Reid, Reiter, Rosenberg, Steinberg, Turner.
No—Allen, Gold.
Abstain—Birden, Brazon, Johnson, Lexa.
Present not voting—Reese.

Reiter **moved** approval of the October 11, 2012 open session minutes. Nwangaza seconded. An abstention was heard.

Minutes **approved** by a roll call vote: Yes—10, No—1, Abstain—7.

Yes—Aaron, Alcime, Bediako, Crosier, Gold, Gray, Nwangaza, Reiter, Rosenberg, Turner.

No—Allen.

Abstain—Birden, Brazon, Johnson, Lexa, Prives, Reid, Steinberg.

Present not voting—Reese.

IV, V. PNB / iED Chair's Report (6:12)

The iED reported briefly. Discussion followed. The Chair committed to forward a fund-raising/questionnaire letter to the Board and a report on her activities when her trip is done.

Following a comment from Reiter, there was a discussion of seating new LSB members in January 2013 instead of December 2012. Birden **moved to postpone** discussion of this matter to the next meeting. Aaron seconded. **Passed** without objection. The Chair committed to inform the LSB Chairs that the issue is under consideration and holding two December PNB meetings may be considered.

VI. CFO Report

Omitted due to the excused absence of the CFO.

VII. Committee & Task Force Reports (6:33)

Finance Committee Reports

Rosenberg (Finance Committee Chair) reported and presented the following motions:

Motion 1 – NFCB Conference reports

The attendees at the NFCB conference will submit written reports to, and the ED shall make a brief presentation of to the PNB as to what took place and what was gained.

(Approved by the NFC without objection).

After discussion Aaron **called the question**. Motion **passed** without objection.

[Audio Part 2 pnb121018b.mp3]

Motion 2 – Reprimands for late budget submissions

The NFC recommends that the Executive Director file reprimands in the personnel folders of General Managers and Business Managers who are more than 60 days late in providing budgets." *(Approved by the NFC: 5 for, 3 against)*

Brazon (with Crosier) **moved to amend**: Include the CFO, if he or she fails to submit PRA and National budgets 30 days after approval of station budgets. Bediako seconded.

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

Yes—Brazon, Crosier, Gold, Reid, Turner.

No—Aaron, Alcime, Allen, Birden, Gray, Lexa, Nwangaza, Rosenberg, Steinberg.

Abstain—Johnson, Prives.

Present not voting—Reese.

Main motion **passed** by a roll call vote: Yes—12, No—5, Abstain—2.

Yes—Aaron, Alcime, Allen, Birden, Crosier, Gray, Johnson, Lexa, Reid, Reiter, Rosenberg, Steinberg.

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

Abstain—Bethune, Gold.

Present not voting—Reese.

Motion 3 – NFC Executive Sessions:

"That the NFC refrain from having executive sessions until such time as actions are taken to resolve considerations about breaches of confidentiality."

Rosenberg recommended that this issue be referred to the Governance Committee.

Passed without objection

At the recommendation of Rosenberg, The Chair ruled Motion 4 (see Agenda) out of order because it was moot.

Point of personal privilege from Nwangaza: Took exception to the tone of the Chair/iED's response to a Board question earlier regarding written reports. The iED responded.

Rosenberg made a statement on the KPFA Recall matter. She formally requested that a statement made in a rebuttal brief consistent with the legal term "unclean hands" be publicly retracted by the Foundation.

The meeting adjourned at 7:34 PM due to the expiration of time. The Board reconvened in executive session from 7:42 PM to 9:40 PM PST.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on October 25, 2012)
