

**Special Open Telephone Meeting**  
**June 27, 2013**

At Various Locations

8:30 pm (ET), 7:30 pm (CT) and 5:30 pm (PT)

**MINUTES**

**I. Call to Order/ Opening Business.** Board Chair Summer Reese called meeting to order at 8:47 pm (ET). Board Vice Chair Heather Gray designated to be the Time Keeper.

**A. Roll Call/ Establish Quorum.** Board Secretary Richard Uzzell called the roll/ Quorum achieved. Excused absences Stitt, Gray, Lane-Ewart, and Saba.

**Box Legend Attendance:** *X* Present; *Ab* Absent; *Exc* Excused Absence; *AL* Present-Arrived Late.

KPFA - Berkeley., CA.	KPFK – L.A., CA.:	KPFT – Houston, TX.:	WBAI - N.Y., N.Y.:
<i>X</i> Brian Edwards-Tiekert	<i>X</i> Lydia Brazon	<i>X</i> Teresa Allen	<i>X</i> Carolyn Birden
<i>X</i> Tracy Rosenberg	<i>X</i> John Cromshow	<i>AL</i> Jessica Apolinar	<i>X</i> Janet Coleman
<i>X</i> Dan Siegel	<i>AL</i> Brenda Medina	<i>X</i> Nancy Hentschel	<i>X</i> Cerene Roberts
<i>X</i> Margy Wilkinson	<i>X</i> Summer Reese	<i>X</i> Richard Uzzell	<i>Exc</i> Manijeh Saba

WPFW – Wash. D.C.:	AFFILIATES:	Staff & Counsel:
<i>X</i> Benito Diaz	<i>Exc</i> Heather Gray	<i>X</i> Raul Salvador, Pacifica CFO
<i>X</i> Luzette King	<i>Exc</i> Janis Lane-Ewart	
<i>X</i> Tony Norman		
<i>Exc</i> Katea Stitt		

**B. Agenda Approval.** Diaz moved the approval of the Agenda. Roberts moved to add, at the top of Committee Reports, a motion to extend the deadline for a Report from the WBAI LSB & Staff. HNO, motion added. Brazon moved that a motion (to have the Election move forward), that came from the Governance Committee but that was not previously sent to the Agenda; be added after Elections Committee. Uzzell moved to amend that the motion be added at the end of Committee Reports. Motion to amend, Approved 8-7. HNO, motion to add Governance Committee motion, as amended; Approved. Birden moved that the Report from the WBAI LSB & Staff be moved to the Closed Session. Motion to move Motion to Closed Session, Approved, 8-7-2. Allen moved that the Agenda, as amended, be Approved. HNO, Motion, as amended, Approved.

**C. Minutes Approval.** Allen moved the Approval of the Open Minutes for May 23, 2013. May 23, 2013 Open Minutes Approved, 8-0-7. Birden moved the Approval of the Open Minutes for June 13, 2013. June 13, 2013 Approved, 7-2-5.

**II. IED Report.** Pacifica Foundation IED Summer Reese presented the 3<sup>rd</sup> Quarter Report. She stated that the five page report also included confidential information and asked that the Board not make it

publicly

available. The following items were mentioned:

- She reported that she was responding to letter from CPB Ombudsman about CPB Audit. Part of the response has been a motion passed by the PNB to address Meeting Notice issues. She is looking into other issues.
- Reported that she, Affiliate Director and Pacifica FCC Counsel had attended recent San Francisco Conference of the National Federal Community Broadcasters (NFCB).

Approve August 22, 2013

PACIFICA FOUNDATION BOARD

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### II. IED Report. (Continued)

- Reported that the Pacifica Tech Team had been a huge help and support in effecting changes at WPFW and WBAI.
- Business Manager at WPFW will be leaving.
- Collective Bargaining is underway at WBAI.

King asked about a need for information for the WPFW from the IED; with regard to:

1. LSB request for evaluation process information. *Response: IED is still working on issue.*
2. Response to Management personnel issues. *Response: This needs to be in Ex. Sess.(personnel).*
3. Additional personnel issues. *Response: This is also an Ex. Sess. Item (personnel).*

Brazon asked for an up-date of the status of the '13 Delegates Election. IED reported that she was talking with the CFO about the financial ability of Pacifica to have '13 elections. She asked that the Board support a postponement of this election (not a cancellation) and to investigate less expensive ways of holding these elections.

### III. CFO Report. Pacifica Foundation CFO Raul Salvador gave the report; reporting the following:

- Audit estimated needing an additional two weeks.
- Evaluating with Auditor if they will continue to list us as a "going concern."
- National Office may be assuming some of the accounting operation at WPFW because of recent Business Manager resignation.
- Working to upgrade National Office's procedures.
- Modifying some accounting procedure with a view toward CPB needs.

Discussion and questions followed.

Time expired. Diaz moved to extend for 10 minutes. HNO, motion to extend time Approved.

Discussion and questions continued.

Time expired. Uzzell moved to Adjourn. Roberts moved to substitute to extend for 25 minutes. Motion to extend Failed, 6-9-1.

### IV. Next Meeting Date. Uzzell noticed Continuation Meeting July 11, 2013, with this Approved Agenda.

**V. Adjourn to Executive Session.** Uzzell repeated moving to adjourn . HNO, Chair adjourned to Ex. Session at 10:37 pm (ET).

Minutes taken and scribed by Richard Uzzell, Board Secretary.

**Minutes Approval:**

**Date Approved: August 22, 2013**

**Witness of Approval: Summer Reese, Pacifica Foundation Radio Board, Chair**