

Date Approved: May 5, 2014

PACIFICA FOUNDATION RADIO NATIONAL BOARD

**Regular In-Person Meeting**

**February 7-10, 2014**

The Beacon Hotel

Washington, D.C.

**MINUTES**

**Sunday, February 9, 2014: PNB OPEN SESSION. 9:16 am (ET)**

**I. A. Call to Order/ Opening Business.** Pro tem Chair Margy Wilkinson called meeting to order on Sunday, February 9, 2014, at 9:16 am, at the Beacon Hotel, Washington, D.C.

**B. Roll Call/ Establish Quorum.** Pro tem Secretary Cerene Roberts called the roll. Quorum achieved.

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

<b>KPFA - Berkeley, CA</b>	<b>KPFK - L.A., CA:</b>	<b>KPFT - Houston, TX:</b>	<b>WBAI - NY, NY:</b>
<i>X</i> Brian Edwards-Tiekert	<i>AL</i> Rodrigo Argueta	<i>AL</i> Adriana Casenave	<i>AL</i> Carolyn Birden
<i>X</i> Janet Kobren	<i>X</i> Lydia Brazon	<i>AL</i> Hank Lamb	<i>X</i> Janet Coleman
<i>X</i> Jose Luis Fuentes-Roman	<i>X</i> Kim Kaufman	<i>X</i> George Reiter	<i>X</i> Cerene Roberts
<i>X</i> Margy Wilkinson	<i>X</i> Lawrence Reyes	<i>X</i> Richard Uzzell	<i>X</i> Manijeh Saba

**WPFW – Wash., DC:**

*AL* Jim Brown

*AL* Benito Diaz

*X* Luzette King

*X* Tony Norman

**AFFILIATES:**

*X* Heather Gray

*X* Janis Lane-Ewart

**II. Election of 2014 PNB Officers Resumed**

Acting Chair Cerene Roberts re-caps:

We had two candidates for the election; we had 22 voters. The instructions were that you could vote for as few or as many as you wished and that if someone was unacceptable to you, you should not rank them. The ballot results (and we had three folks from the audience – who were not members of this body – involved): each candidate received 11 first place votes; each candidate received 1 second place vote, and one of the candidates was ranked fifth place on a ballot, and there were no other rankings. I ruled that the person who had received that fifth place vote was in fact the winner of the election.

*Acting Chair's ruling that Wilkinson had been elected was upheld: 12Y 9N*

Wilkinson assumed permanent Chair.

Motion from Saba:

Whereas the chair (pro tem, secretary pro tem?) instructed the delegates that this was an STV election, when it was an IRV election,  
and whereas the ballots contained 5 choices, rather than the two for an IRV election with two candidates,  
and whereas that permitted a ballot to be cast whose intention cannot be determined unambiguously,  
the election just held is declared null and void, and a new IRV election with corrected ballots shall be held immediately.

King leaves meeting.

Roll-call vote on Saba's motion fails *10Y 10N*:

Yes: Kobren; Kaufman; Lamb, Reiter, Uzzell; Birden, Coleman, Saba; Gray; Lane-Ewart.

No: Edwards-Tiekert, Fuentes; Argueta, Brazon, Reyes; Casenave; Roberts; Brown, Diaz, Norman.

Abstain: Wilkinson

### **III. LMA Discussion**

Attorney Melodie Virtue discussed FCC rules with respect to non-profit FCC licensees entering into a Local Marketing Agreement (LMA) or Program Service Operating Agreement (PSOA) features, and took questions from the Board and public. (Audio at 21 minutes into Hour 2 through Hour 3 in the Sunday 2/9/14 archive at: <http://kpftx.org/archive.php>)

Motion from Roberts:

Whereas the Pacifica National Board's pending decision on whether to grant an Local Marketing Agreement (LMA)/Public Service Operating Agreement (PSOA) to an outside entity to operate WBAI, and if so, to which entity, is crucial to the future of serving the listener community, and

Whereas openness of board decision-making is a key requirement of Pacifica's bylaws,

Resolved, that the Pacifica National Board (PNB) directs the Executive Director to:

1) contact as soon as possible all the applicants currently under PNB consideration for a LMA/PSOA at WBAI to request their written authorization for Pacifica to publicly release:

- a) publicly release the name of their organization; and
- b) publicly release a summary of the key provisions of their application, excluding details of the financial offer, if any; and

2) upon receiving any such authorizations, publicly release, as soon as possible, all information authorized by the applicants to be released.

Further resolved that all further PNB discussion and decisions about the WBAI PSO/LMA, except for details of any financial arrangements, shall be done in open session.

*Motion tabled without objection.*

The PNB amended and passed the following motion from Edwards-Tiekert, as a substitute to a motion from Fuentes-Roman

That Pacifica not enter into negotiations on any LMA or PSO for WBAI for at least 60 days.  
That the PNB solicit written proposals from the WBAI LSB for alternatives to an LMA or PSO, to be submitted within the 60-day window.  
That the PNB direct national management to produce, within 30 days, an up to date financial assessment of WBAI and its prospects moving forward, and share that assessment with both the PNB and the WBAI LSB.

*Passed 14Y 4N 2 abstentions:*

Yes: Edwards-Tiekert, Fuentes, Kobren; Argueta, Kaufman, Reyes; Casenave, Lamb, Reiter, Uzzell; Coleman, Saba; Norman; Lane-Ewart;

No: Brazon; Roberts; Brown, Diaz

Abstain: Gray, Birden

**Open Session recesses for combined lunch and executive session at approximately 12:39 pm; resumes at approximately 4:20 pm.**

**IV. Public Comment**

Comments made by Public.  
(Audio at Hour 5 and until 27 minutes into Hr. 6 in the Sunday 2/9/14 archive at:  
<http://kpftx.org/archive.php>)

Interested PNB members respond to community comments.

**Meeting recesses for dinner at approximately 6:10 pm and resumes at 7:50 pm.**

Roll Call:

KPFA: Brian Edwards-Tiekert, Jose Luis Fuentes, Margy Wilkinson  
KPFK: Rodrigo Argueta, Lydia Brazon, Lawrence Reyes  
KPFT: Adriana Casenave, Hank Lamb  
WBAI: Cerene Roberts  
WPFW: Jim Brown, Benito Diaz, Luzette King, Tony Norman

**Late:**

KPFK: Kim Kaufman (7:54 pm)  
KPFT: George Reiter (8:20 pm), Richard Uzzell (8:59 pm)  
WBAI: Carolyn Birden (8:59 pm)

**Absent:**

KPFA: Janet Kobren  
WBAI: Janet Coleman, Manijeh Saba  
AFFIL.: Heather Gray, Janis Lane-Ewart

Election of 2014 PNB Officers Resumed

King moved that,

Tony Norman is an Advisory Neighborhood Commissioner in Washington, D.C. Accordingly, he is deemed to have resigned the position of Delegate on this Pacifica National Board (Art. 4, Sec. 2)

Edwards-Tiekert raised a Point of Order that motion is out of order as not in keeping with agenda

The Chair ruled the motion was in order.

Fuentes appealed from the ruling of chair.

*Ruling of Chair was not upheld: 5Y 6N 2 Abstentions*

Yes: Edwards-Tiekert, Kaufman, Casenave, Lamb, King

No: Fuentes, Argueta, Brazon, Brown, Diaz, Norman

Abstain: Reyes, Roberts

Vice-chair:

Fuentes nominated Norman.

No other nominations. Nominations closed.

*Tony Norman was elected by acclamation.*

Secretary:

Brown nominated Roberts.

No other nominations. Nominations closed.

*Cerene Roberts was elected by acclamation.*

Brian Edwards-Tiekert moved that the Board elect an Assistant Secretary.

*Passed without objection.*

Assistant Secretary:

Roberts nominated Casenave.

No other nominations. Nominations closed.

*Adriana Casenave was elected by acclamation.*

## **V. COMMITTEE REPORTS & ASSIGNMENTS**

### **A. Governance Committee**

Motion from Reiter, as amended by Roberts and Brazon:

Except when otherwise proscribed by the bylaws, at most two PNB directors shall be delegated to serve on each standing committee from the directors from each station. If three or more directors from a given station wish to be on a particular committee, there shall be an STV election to determine which two will be chosen to serve.

The two affiliate directors may also serve on any committee of the PNB, except as otherwise proscribed by the by-laws.

*Passed without objection.*

**B. Elections Committee**

Motion from Elections Committee re: Advertising NES position:

Whereas the Bylaws require the National Elections Supervisor (NES) to be hired in March of election years, and

Whereas the Pacifica website currently has no job opening posted for NES, and

Whereas the Elections Committee submitted suggested drafts of a short and long version of such a job posting to the Interim Executive Director (iED) in February 2013 (updated copy attached),

Be it resolved that the PNB directs the iED to post and advertise a job announcement for National Elections Supervisor forthwith.

*Motion approved: 9Y 4N 3 abstentions*

Motion from Elections Committee, as amended by Brazon:

Whereas the CA Corporations Code requires that the Foundation maintain a current list of its members at its headquarters, and Whereas the PNB adopted a motion on July 11, 2013 (on recommendation of the Elections Committee) directing General Managers to begin engaging in procedures to clean up their station's membership lists,

Resolved, the PNB directs the IED to direct the General Managers at all five stations to implement the following process immediately for the two classes of station members: listeners and paid-and-unpaid staff, to be concluded no later than March 31, 2014, in order to prepare for the final deadline of June 15, 2014 for members to be qualified for the 2014 Delegates election--and report-back on the progress or alternative means of achieving the same clean-up of the membership lists"

The PNB directs the IED, according to the policy previously adopted by the

PNB, that General Managers mail each member, by the most economical rate

available that will produce address corrections by the post office, in order to

update and "clean" the list. Members should return information updating (1) email addresses and (2) postal addresses. The mailing should include a reference to the opt-out feature in a sentence that offers members a choice between balloting and candidate statements on paper or electronically.

The PNB also recommends that each station's mailing to its members include a fundraising appeal.

*Motion, as amended, approved: 9Y 4N 1 abstention.*

**Open Session of Sunday, February 9, 2014, ended approximately 9:50 pm.**