

Pacifica National Board, In-Person Meeting

January 29-31, 2010

Washington D.C.

OPEN SESSION MINUTES

Friday, January 29, 2010: PNB OPEN SESSION. 5:28 pm (ET)

- I. **Call to Order/ Welcome.** PNB Vice Chair Joe Wanzala called meeting to order at 5:28 pm. He welcomed everyone to the January 29-31, 2009 PNB meeting, in Washington D.C.; and thanked host station WPFW, LSB, management and members for their hospitality.
 - a. **Roll Call/ Quorum.** Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established. Bill Crosier agreed to serve as timekeeper.

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>X</u> Shahram Aghamir	<u>X</u> Shawn O'Brien	<u>X</u> Bill Crosier	<u>X</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>X</u> Leslie Radford	<u>X</u> Alberto Luera	<u>X</u> Kathy Davis
<u>X</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> George Reiter	<u>X</u> Jennifer Jaeger
<u>X</u> Joseph Wanzala	<u>X</u> Ricco Ross	<u>X</u> Richard Uzzell	<u>X</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF & COUNSEL:</u>	
<u>X</u> Alonso Brown	<u>Ab</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>X</u> Campbell Johnson	<u>X</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>X</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, Int. Gen. Counsel	
<u>X</u> Marcel Reid			

- b. **Election of the Temporary Chair.** Nwangaza nominated Summer Reese for Chair. Radford nominated Joe Wanzala for Chair, he declined. O'Brien nominated George Reiter for Chair. Reiter elected to be Temporary Chair by a vote of 12-7. Reiter assumed the Chair.
- c. **Agenda Approval.** Ross moved to add after Acknowledgements a motion to move the seating position, except Officers and Staff, to alphabetical order. HNO, motion to add Approved. Uzzell moved to add after Ross's motion a motion to address meeting procedure in case of a disruption. HNO, motion Approved. Uzzell moved to add after his first motion a motion to address a possible Conflict of Interest with his employment as Recording Secretary. HNO, motion Approved.

Johnson called a Point of Order re: two governance motions re: non-complying LSBs needs to be removed from the Agenda and refer to legal counsel to see if they met the Bylaws. The Chair ruled that both did meet the Bylaws. Johnson appealed the Chairs ruling.

**Pacifica National Board In-Person Meeting, Washington D.C. OPEN MINUTES
January 29-31, 2010**

I. c. Agenda Approval. (Continued.) Discussion followed. Chair sustained by a vote of 12-5-1. Radford moved to postpone Election of Officers until Saturday morning. Reese moved to amend to Sunday. Reid moved to amend to make the Election the last thing on the Agenda for Sunday. Reid amendment Failed by a vote of 6-8. Ross moved to amend to time certain as first item after lunch on Saturday. HNO, motion Approved. Amended motion as main motion. HNO, motion Approved. Radford moved to change the order of the first five Committee Reports making the order: 1) Coordinating, 2) Audit, 3) Finance, 4) Governance and 5) Elections. Rosenberg called question. HNO, question called. Motion Failed by a vote of 5-13-1. Radford moved that the Agenda be set daily. Wanzala moved to substitute and set Saturday 9:00-11:00 am as a Executive Session. HNO, motion Approved. Bediako moved that the Agenda be approved daily. Motion Failed by a vote of 4-12. Ross moved two motion, then decided to wait and make them later. Bediako moved to make a Time Certain for Public Comment at 12:00 noon-12:30. Reese moved to amend to make that time 12:30 pm-1:00 pm. HNO, motion Approved. Chair asked if there was any objection to approving the Agenda [as amended]. HNO, Agenda Approved [as amended].

6:30 pm Public Comment. Audio available at kpftx.org and pacifica.org.

d. Minutes Approval. None.

II. Adjournment. O'Brien moved to adjourn. HNO meeting adjourned at 7:00 pm. (ET).

Saturday, January 30, 2009: PNB OPEN SESSION. 11:15 pm (ET)

I. Call to Order. Temporary Chair George Reiter called the continuation meeting to order at 11:15 am.

a. Roll Call/ Quorum. Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established. Bill Crosier agreed to serve as timekeeper.

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

KPFA - Berk., Ca.:	KPFK – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
<u>X</u> Shahram Aghamir	<u>X</u> Shawn O'Brien	<u>X</u> Bill Crosier	<u>X</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>X</u> Leslie Radford	<u>X</u> Alberto Luera	<u>X</u> Kathy Davis
<u>X</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> George Reiter	<u>X</u> Jennifer Jaeger
<u>X</u> Joseph Wanzala	<u>X</u> Ricco Ross	<u>X</u> Richard Uzzell	<u>X</u> Alex Steinberg
WPFW – Wash. D.C.:	AFFILIATES:	STAFF & COUNSEL:	
<u>X</u> Alonso Brown	<u>Ab</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>X</u> Campbell Johnson	<u>X</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>X</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, Int. Gen. Counsel	
<u>X</u> Marcel Reid			

**Pacifica National Board In-Person Meeting, Washington D.C. OPEN MINUTES
January 29-31, 2010**

II. Acknowledgements.

- ** *The new 2010 Pacifica Board, the listeners, staff and GM Grigsby Hubbard for their hospitality in preparing for this meeting; and for Pacifica staff Jon Almeleh and Otis Maclay for their technical work at the meeting.* **** by Williams.
- ** *“Thanks to Floyd Coleman for the beautiful artwork in the meeting room.* **** by O’Brien.
- ** *Thanks to Grace Aaron and LaVarn Williams for “Bringing us back from the brink.”* **** by Nwangaza.
- ** *Acknowledge the new Executive Director Arlene Engelhardt for getting right to work.* **** by Ross.
- ** *“It’s fitting and proper that we take a minute to honor the passing of our friend and educator, Howard Zinn.”* **** by Luera.
- ** *The “hard working” 2009 Pacifica Board.* **** by Crosier.
- ** *“A minute of silent appreciation for our Brothers and Sisters in Haiti.* **** by Orendoff.
- ** *For all those at various Pacifica stations who have been helping the people of Haiti. Lemlem leading at KPFA, Duane at KPFT, WPFW multi-level help, KPFK and WBAI and many of the affiliates. “Thank You !!”* **** by Engelhardt.
- ** *Grace Aaron who did a “tremendous job last year and we owe her much thanks.* **** by Reese.
- ** *Add to those providing aid to Haiti and the various programs throughout the years that have aired on Pacifica, and “for the fore sight of Pacifica for providing this public education.* **** by Nwangaza.
- ** *Haiti programmer at WPFW, Ives; “a Pacifica talent” for years of programming.* **** by Williams.
- ** *Margret Prescott for “many years of Haiti coverage” at KPFK.* **** by Radford.
- ** *To the people of Haiti, “in the words of the song... ‘I’m Sorry,” to the WBAI program Haiti: The Struggle Continues, Howard Zinn and to “my friend and comrade - Lynn Steward: Please support her.* **** by Bediako.
- ** *The late Haitian activist Daniel Simidor, who “was purged from the program, Haiti: The Struggle Continues, some time ago.”* **** by Steinberg.
- ** *WBAI Haiti programming by Tony Bates, Nurses Collective, Haiti: The Struggle Continues, and Robert Knight.* **** by Davis.

**Pacifica National Board In-Person Meeting, Washington D.C. OPEN MINUTES
January 29-31, 2010**

III. Motions Added to Agenda.

- a. Uzzell moved that if there are disturbances that prevent the Board from conducting business at Open Sessions of this meeting, in an efficient and effective manner, that the PNB will vote to continue this meeting in the closed session room and that the audio from this meeting will continue to be streamed; thus maintaining the meeting’s “Open” status. The audio will also be streamed out to the audience and played through the sound system in the public meeting room. The PNB will return to the public meeting room for Public Comment. Discussion followed. Johnson moved to Table. Motion Failed by a vote of 5-12-2. Motion re: Possible Disturbances voted Approved, 11-5-4. [See Below.]

For Votes. Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>Ab</u> Shahram Aghamir <u>Ab</u> Tracy Rosenberg <u>N</u> Andrea Turner <u>Y</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>Y</u> Shawn O’Brien <u>N</u> Leslie Radford <u>Y</u> Summer Reese <u>Ab</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Y</u> Bill Crosier <u>Y</u> Alberto Luera <u>PNV</u> George Reiter <u>Y</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>N</u> Nia Bediako <u>Y</u> Kathy Davis <u>Y</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>Y</u> Alonso Brown <u>N</u> Campbell Johnson <u>Ab</u> Kimory Orendoff <u>N</u> Marcel Reid	<u>AFFILIATES:</u> <u>—</u> Jim Bennett <u>Y</u> Efia Nwangaza	Approved, 11-5-4.	

- b. Uzzell read the below letter from himself that discussed a possibility of a conflict of interest. Discussion followed. The Board addressed how the transaction met the three determinations listed in the Bylaws.

A possible conflict of interest exist as defined by Article 13, section 2A; in that, Richard Uzzell shall be a Director on the Pacifica Board, while he is being paid by the Board to serve as the Recording Secretary to the Board.

Therefore, as per Article 13, Section 3; I am hereby disclosing this conflict of interest and am asking that the Board find that although a conflict may exist, that it is in the best interest of the Board to continue to retain Uzzell’s services as Recording Secretary, while he is also a member of the Board.

Respectfully submitted,
Richard Uzzell

O’Brien moved to retain Uzzell as Recording Secretary (to record the PNB Minutes for \$25/ meeting hour) of the PNB, in addition to being a Board member. Discussion followed. Motion voted Approved, 16-1-2.

IV. Executive Director’s Report. Pacifica Executive Director Arlene Engelhardt gave the report. [Audio available at kpftx.org and pacifica.org]

**Pacifica National Board In-Person Meeting, Washington D.C. OPEN MINUTES
January 29-31, 2010**

V. Election of the 2010 Pacifica Board Officers.

- a. **Board Chair.** O'Brien nominated George Reiter. Turner nominated Joseph Wanzala; who declined. Orendoff nominated Campbell Johnson. Nominations ceased. Both candidates gave a statement and a Q&A followed. The vote was taken; Reiter received 13 and Johnson 7. George Reiter was elected to be the PNB Chair for 2010.
- b. **Board Vice Chair.** Davis nominated Joseph Wanzala. Radford nominated Campbell Johnson. Nominations ceased. Both candidates gave a statement and a Q&A followed. The vote was taken; Wanzala received 14 and Johnson 6 and Orendoff received 1 Write-In. Joseph Wanzala was elected to be the PNB Vice Chair for 2010.
- c. **Board Secretary.** Jaeger nominated Efia Nwangaza. Luera nominated Richard Uzzell; who declined. Turner nominated Marcel Reid. Nominations ceased. Both candidates gave a statement and a Q&A followed. The vote was taken; Nwangaza received 13 and Reid 8. Efia Nwangaza was elected to be the PNB Secretary for 2010.

VI. Adjournment. HNO meeting adjourned at 1:30 pm. (ET) for Lunch.

Saturday, January 30, 2009: PNB OPEN SESSION. 2:15 pm (ET)

I. Call to Order. Board Chair George Reiter called the continuation meeting to order at 2:15 pm.

- a. **Roll Call/ Quorum.** Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established. Bill Crosier agreed to serve as timekeeper.

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK - L.A., Ca.:</u>	<u>KPFT - Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>X</u> Shahram Aghamir	<u>X</u> Shawn O'Brien	<u>X</u> Bill Crosier	<u>X</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>X</u> Leslie Radford	<u>X</u> Alberto Luera	<u>X</u> Kathy Davis
<u>X</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> George Reiter	<u>X</u> Jennifer Jaeger
<u>X</u> Joseph Wanzala	<u>X</u> Ricco Ross	<u>X</u> Richard Uzzell	<u>X</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF & COUNSEL:</u>	
<u>X</u> Alonso Brown	<u>Ab</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>X</u> Campbell Johnson	<u>X</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>X</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, Int. Gen. Counsel	
<u>X</u> Marcel Reid			

**Pacifica National Board In-Person Meeting, Washington D.C. OPEN MINUTES
January 29-31, 2010**

II. CFO’s Report. Pacifica CFO LaVarn Williams gave the report. [Audio available at kpftx.org and pacifica.org]

3:00 pm Public Comment. Audio available at kpftx.org and pacifica.org

III. Written reports from the iHR Ahmad Anderson, Affiliates Director Ursula Rudenberg and Technical Director Jon Almeleh.

Radford moved that 25 minutes be removed for the schedule for the above written reports. HNO, motion Approved.

IV. Pacifica Archives Report. Pacifica Archives Director Brian Deshazor gave the report. [Audio available at kpftx.org and pacifica.org.]

V. WPFW iGM Report. WPFW iGM Grigsby Hubbard gave the report. [Audio available at kpftx.org and pacifica.org.]

The WPFW LSB Chair Rene Bowser gave the report. [Audio available at kpftx.org and pacifica.org.]

VI. Adjournment. HNO meeting adjourned at 6:30 pm. (ET) for Dinner.

Sunday, January 31, 2009: PNB OPEN SESSION. 12:25 pm (ET)

I. Call to Order. Board Chair George Reiter called the continuation meeting to order at 12:25 pm.

a. Roll Call/ Quorum. Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established. Bill Crosier agreed to serve as timekeeper.

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>X</u> Shahram Aghamir	<u>X</u> Shawn O’Brien	<u>X</u> Bill Crosier	<u>X</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>X</u> Leslie Radford	<u>X</u> Alberto Luera	<u>X</u> Kathy Davis
<u>X</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> George Reiter	<u>X</u> Jennifer Jaeger
<u>X</u> Joseph Wanzala	<u>X</u> Ricco Ross	<u>X</u> Richard Uzzell	<u>X</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF & COUNSEL:</u>	
<u>X</u> Alonso Brown	<u>Ab</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>X</u> Campbell Johnson	<u>X</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>X</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, Int. Gen. Counsel	
<u>X</u> Marcel Reid			

**Pacifica National Board In-Person Meeting, Washington D.C. OPEN MINUTES
January 29-31, 2010**

II. Auditors Report. Auditor Tony Pohl gave report, assisted by Audit Committee Chair Nia Bediako. [Audio available at kpftx.org and pacifica.org] Final Printed Report due to follow soon.

Bediako moved to accept the Audit Report subject to final draft. HNO, motion Approved.

Radford moved to immediately add the signatures of the ED and the CFO to the new bank account. Bediako moved to amend to add the Vice Chair (because he lived in the same city) as a third signature on account. HNO, motion Approved.

1:00 pm Public Comment. Audio available at kpftx.org and pacifica.org. Ross moved to add enough time so that each speaker may have 3 minutes. HNO, motion Approved.

III. Election for PNB Committees. There were two contested positions. Full roster follow.

Personnel Committee. Two candidates for KPFA Rep. Andrea Turner and Joseph Wanzala; each made a 1 minutes statement. Ballot taken. Wanzala received 15 and Turner received 6. Wanzala elected to be KPFA Representative.

Finance Committee. Two candidates for WPFW Rep. Alonso Brown and Campbell Johnson; each made a 1 minutes statement. Ballot taken. Brown received 15 and Johnson received 7. Brown elected to be KPFA Representative.

2010 PNB Members on Committees List. [Conveners]

Coordinating: **George Reiter.** Alonso Brown, Efia Nwangaza, Nia Bediako, Joe Wanzala, Ricco Ross, Tracy Rosenberg, and Richard Uzzell

Elections: **Bill Crosier.** Campbell Johnson, Tracy Rosenberg, Alex Steinberg, and Shawn O'Brien.

Finance: **Summer Reese.** Alberto Luera, Alonso Brown, Jim Bennett, Tracy Rosenberg, and Alex Steinberg.

Governance: **Shawn O'Brien.** Kathy Davis, Richard Uzzell, Joe Wanzala, and Marcel Reid.

Personnel: **Efia Nwangaza.** Ricco Ross, Bill Crosier, Joe Wanzala, Nia Bediako, & Marcel Reid.

Audit: **Nia Bediako.** Bill Crosier, Campbell Johnson, Joe Wanzala, and Leslie Radford.

Racism, Sexism and Discrimination: **Andrea Turner;** Alberto Luera, Alonso Brown, Leslie Radford and Nia Bediako.

**Pacifica National Board In-Person Meeting, Washington D.C. OPEN MINUTES
January 29-31, 2010**

2010 PNB Members on Committees List. [Conveners] (Continued.)

Programming: **Jennifer Jaeger**. Shahram Aghamir, Jim Bennett, Alberto Luera, Efia Nwangaza, Kimory Orendoff, and Leslie Radford.

Technology: **Kathy Davis**. Kimory Orendoff, Bill Crosier, Summer Reese, Shahram Aghamir, and Jim Bennett.

Affiliates: **Efia Nwangaza**. Jim Bennett, Kathy Davis, Campbell Johnson, Richard Uzzell, and Joe Wanzala.

Archives: **Joe Wanzala**. Efia Nwangaza, Richard Uzzell, and Summer Reese.

IV. Report Out. The Board meeting in executive session this weekend acted on advice of counsel to take the following action with regard to pending Recall Petitions:

- Cohen Petition (WBAI): Does not meet Bylaws criteria to proceed.
- Brown Petition (WBAI): Does not meet Bylaws criteria to proceed.
- Edwards-Tiekert (KPFA): Issues 1-3, Does not meet Bylaws criteria to proceed. Issue 4, Meets Bylaws criteria to proceed, and shall proceed.

V. Various Motions.

a. Ross moved that the final 2010 Station Budgets be sent to each station by February 7, 2010, so that the station LSBs shall be informed. HNO, motion Approved.

b. Johnson moved we encourage all Pacifica stations and affiliates to participate in an in depth, comprehensive investigative fact finding and reporting effort to identify reasons for delays in providing relief to earthquake victims, the apparent occupation of Haiti by the US, the potential for exploitation of this tragedy and the unfair business and economic relationships that exist between Haiti, the US and other major countries. HNO, motion Approved.

c. Johnson moved we will take all appropriate steps to develop a national fund raising strategy that will effectively employ the synergy that exists between our various entities to support an effort to help address our instant financial challenges and help develop long term planning for the network's continued development. HNO, motion Approved.

d. Ross moved that having a fund drive with a truly worthy cause attached to it may increase our drive by as much as 10 to 15%. This would also facilitate our listeners in assisting in the crisis in Haiti that many may be in search of as citizens of the world. With that in mind, I am proposing that the PNB encourage all 5 stations and all 131 affiliate stations to donate 5% of their next fund drive, to be split up equally and

**Pacifica National Board In-Person Meeting, Washington D.C. OPEN MINUTES
January 29-31, 2010**

V. Various Motions. (Continued.)

given, to the list of 5 worthy organizations listed below. I am confident they will BEST meet the needs of Haiti: 1. Partners In Health 2. Doctors Without Borders, USA 3. Operation USA 4. Oxfam America 5. YELE. Steinberg moved to substitute to have 1 day fund drive at all stations, with the proceeds going for Haiti aid. Substitute motion Failed by a vote of 3-8. Original motion - HNO, motion Approved.

Nwangaza moved to extend for 4 minutes to present a motion. HNO, motion Approved.

Nwangaza moved that he PNB '10 direct the PNB 2010 chair, George Reiter, to issue a letter of commendation, accompanied by a dozen red roses, to acknowledge and express our gratitude to Grace Aaron for her service to the Pacifica Foundation and the Pacifica Radio Network as PNB '09 Chair and Interim Executive Director. Radford moved to amend to add Sherry Gendelman to the motion. Motion Failed 4-7-6. Original motion voted Approved 11-6-3. [See Below.]

For Votes. Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>N</u> Shahram Aghamir	<u>Y</u> Shawn O'Brien	<u>Y</u> Bill Crosier	<u>N</u> Nia Bediako
<u>N</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>Ab</u> Alberto Luera	<u>Y</u> Kathy Davis
<u>N</u> Andrea Turner	<u>Y</u> Summer Reese	<u>PNV</u> George Reiter	<u>Y</u> Jennifer Jaeger
<u>Y</u> Joseph Wanzala	<u>Y</u> Ricco Ross	<u>Y</u> Richard Uzzell	<u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>Y</u> Alonso Brown	<u>–</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>Y</u> Efia Nwangaza	Approved, 11-6-3.	
<u>Ab</u> Kimory Orendoff			
<u>Ab</u> Marcel Reid			

VI. Adjournment. O'Brien moved to adjourn. HNO meeting adjourned at 2:37 p.m. (ET)

Minutes Scribed and Prepared by: Richard Uzzell, PNB Recording Secretary

Minutes Approved by the Pacifica National Board:

George Reiter, PNB Chair
Witnessed By:

February 2, 2010
Date: