

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, May 10, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:43 PM Pacific Daylight Time.

a. Roll Call / Establish Quorum

Nineteen 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), Kathy Davis (WBAI), Revalyn Gold (WPFW), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Laura Prives (KPFA), Summer Reese (Chair, KPFK), Marcel Reid (WPFW), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI).

Three members were absent: Efia Nwangaza (Secretary, Affiliates), George Reiter (KPFT), Andrea Turner (KPFA).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), Andy Gold (Pacifica General Counsel), Ross Wisdom (Auditor), John P. Garry III (Recording Secretary).

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

[Audio Part 1]

Agenda Approval (5:46)

The Agenda of April 4, 2012 was used by the Chair to assemble the agenda for this meeting. Approval of minutes was postponed without objection.

AGENDA

Approval of minutes

Executive Director Report

CFO Report
Board Chair Report-Out
FRAT motion
Coordinating Committee update on in-person meeting
Auditor's Report
Election Committee
Adjourn to Executive Session

The Agenda was **approved** without objection.

Minutes Approval (5:54)

Crosier **moved** approval of the following open session minutes:

May 25, 2011 open session
January 5, 2012 open session
January 12, 2012 open session
January 27, 2012 open session
January 28, 2012 open session
January 29, 2012 open session
January 30, 2012 open session
February 29, 2012 open session
March 22, 2012 open session

Passed without objection (four sets of open session minutes were omitted from the motion because some members were not able to open a recently-forwarded zip file).

Executive Director Report (5:57)

The Executive Director reported on audit extensions, budget cuts at KPFK and recommended postponement of Pacifica elections. Discussion followed.

Point of order from Aaron: Requested a time-certain on each agenda item. Discussion continued. Aaron **called the agenda**. Discussion continued.

CFO Report (6:13)

The CFO reported on financial matters. Discussion followed.

Executive Session Report-Out (6:19)

The Chair reported: "Whereas numerous members of the Pacifica Foundation have objected to the use of the law firm Jackson-Lewis in litigation, it is hereby moved that the Pacifica Foundation wind

down current engagements, including consultation services, with the Jackson-Lewis firm given fiscal prudence and enter into no new engagements.

The existing engagements referred to in paragraph 1 of this motion are Manilla vs. Pacifica, White vs. Pacifica, the Daughtry matter and any other existing engagements not mentioned here.”

Financial Reform Audit Task Force (FRAT) (6:20)

Aaron (FRAT Chair) **moved** the following:

Motion 1: Business Managers:

"The lines of authority within network management should be specifically and carefully defined in order to reinforce the position of the CFO in regard to the station Business Managers in order to ensure the proper financial management of the Foundation. Further, the PNB expects business managers to adhere to network-wide reporting standards and schedules." *approved by a vote of 6 yes, 2 no, 1 abstention*

Motion **passed** by a roll call vote: Yes—10, No—6, Abstain—2:

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

No—Bediako, Brazon, Johnson, Prives, Reid, Siegel.

Present not voting—Reese.

Abstain—Bethune, Gold.

Elections Committee (6:31)

Birden (Elections Committee Chair) reported (see Appendix A) and **moved** the following:

“Whereas significant costs and technical problems have been associated with tallying ballots individually at five (5) stations, and Whereas this procedure is not required by the bylaws; therefore be it resolved that the Elections Committee endorses the concept of tallying ballots at a central location, in a method that adheres to all bylaws requirements. This should not be construed as paying for observers’ travel. (PASSED 8-5)”

Crosier **moved to postpone**. Motion withdrawn after an objection was heard. Discussion continued.

[Audio Part 2]

Aaron **called the question**.

Motion **passed** by a roll call vote: Yes—11, No—4, Abstain--2.

Yes—Aaron, Alcime, Allen, Bethune, Birden, Crosier, Davis, Gray, Lexa, Rosenberg, Steinberg.

No—Bediako, Brazon, Johnson, Prives.

Present not voting—Reese.

Abstain—Reid, Siegel.

Audit Committee (6:48)

Ross Wisdom (Auditor) reported on on-going audits. Discussion followed. Responding to a request from Rosenberg, Wisdom committed to send adjustment entries to the CFO only.

The meeting adjourned without objection at 7:33 PM. The board reconvened in executive session immediately afterwards.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on May 24, 2012)

Appendix A— Elections Committee Report

Pacifica National Board
Elections Committee
Report: May 2, 2012

The PNB Elections Committee has passed the following motion (May 1, 2012):

Whereas significant costs and technical problems have been associated with tallying ballots individually at five (5) stations, and Whereas this procedure is not required by the bylaws; therefore be it resolved that the Elections Committee endorses the concept of tallying ballots at a central location, in a method that adheres to all bylaws requirements. This should not be construed as paying for observers' travel. (PASSED 8-5)

This change in protocol should save the foundation a considerable amount of money in the elections process. Questions about transparency and security were addressed at the meeting: there can certainly be provision for posting individual ballots on line; for observers from LSBs to be present at the central location; for the tallying process to be livestreamed on videocam or taped for review later. Past practices including distribution of station results on CDs and on line for interested members can certainly be continued. Any company hired to do the balloting and tallying will have security measures in place that will be part of their contract and their standard procedure for assuring us that the process is not tampered with.

Otis Maclay, the developer of the software for registering hours worked and other data by staff members in all stations, tells us the program has been completed: this is good news, because it means

that general managers can now have records of who worked when and on which program. This information should make compiling staff databases for each station's elections much easier, and result in much more accurate descriptions of work done by, especially, volunteer (unpaid) staff members entitled to ballots in our elections. The data entered should discourage conflicts over who has worked the requisite number of hours in the months preceding the date that ballots are mailed out. The forms to be filled out (on line) include data about time worked, programs/producers, and verification of the data entered. The system, as Otis says, "is as ready to go as it can be until people use it." Training is available (from Otis) for GMs and others who would like to learn how to use the software. However, the Executive Director announced at the EC meeting on May 1st that the software would not be officially mandated this year. No explanation was given for this postponement.

The PNB requested that the Elections Committee return recommendations for cost savings measures for the 2012 elections; so far we have not been able to address questions raised by proposals sent in by vendors because there has been a delay in interviewing and hiring a National Elections Supervisor. We have discussed these questions ourselves, but have not yet interviewed vendors; the ED of course will interview and select the NES, but the EC will also interview candidates and pass recommendations to the ED.

The EC has formed a workgroup to continue searching for cost-cutting measures that would make the upcoming elections affordable. Recommendations of this group will be returned to the entire EC by May 15th.

Our next meeting is June 5th.
