

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
APPROVED MINUTES - Open Session
Thursday, March 26, 2015 - 8:30PM ET

I. **Call to Order**

Chair Wilkinson calls the meeting to order at 8:40PM ET and since she is also serving as iED, she turns the chair over to Vice Chair Brazon

A. Roll call and establishment of quorum

<u>P</u> Teresa Allen, KPFT	<u>P</u> Kim Kaufman, KPFK
<u>P</u> Rodrigo Argueta, KPFK	<u>P</u> Janet Kobren, KPFA
<u>P</u> Carolyn Birden, WBAI	<u>P</u> Janis Lane-Ewart, KFAI Affiliate
<u>P</u> Lydia Brazon, KPFK	<u>P</u> Robert Mark, KPFT
<u>P</u> Jim Brown, WPFW	<u>P</u> Brenda Medina, KPFK
<u>P</u> Stephen Brown, WBAI	<u>P</u> Tony Norman, WPFW
<u>PL</u> Adriana Casenave, KPFT	<u>A</u> Robert Rabin (Siegal), WVQR Affiliate
<u>PL</u> Janet Coleman, WBAI	<u>A</u> George Reiter, KPFT
<u>P</u> Benito Diaz, WPFW	<u>P</u> Cerene Roberts, WBAI
<u>PL</u> Brian Edwards-Tiekert, KPFA	<u>P</u> Pete Tucker, WPFW
<u>P</u> Jose Luis Fuentes, KPFA	<u>P</u> Margy Wilkinson, KPFA

<u>P</u> Margy Wilkinson, iED	<u>P</u> Raul Salvador, CFO
<u> </u> Other guest:	

Legend: P = Present, A = Absent, E = Excused absence

Quorum is 12. At roll call, quorum established by 17 directors present (see P's above).

B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items

Medina volunteers to be the timekeeper for speakers

Medina volunteers to be the timekeeper for agenda items (BET takes over at approximately 9:40PM ET when Medina has to leave the meeting)

C. Excused absences

None

D. Agenda Approval (30 min.)

Wilkinson moves to approve the agenda

Norman moves to add approval of in-person meeting dates (5 min.)

Vote on adding approval of in-person meeting dates (5 min.) (HNO)

Roberts moves to add SIDEBAND MOTION from the WBAI LSB (10 min.)

Vote on adding SIDEBAND MOTION from the WBAI LSB (10 min.)

<u>N</u> Teresa Allen, KPFT	<u>A</u> Kim Kaufman, KPFK
<u>Y</u> Rodrigo Argueta, KPFK	<u>A</u> Janet Kobren, KPFA
<u>N</u> Carolyn Birden, WBAI	<u>N</u> Janis Lane-Ewart, KFAI Affiliate
<u>A</u> Lydia Brazon, KPFK	<u>Y</u> Robert Mark, KPFT
<u>Y</u> Jim Brown, WPFW	<u>Y</u> Brenda Medina, KPFK
<u>Y</u> Stephen Brown, WBAI	<u>Y</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u>__</u> Robert Rabin (Siegal), WVQR Affiliate
<u>__</u> Janet Coleman, WBAI	<u>__</u> George Reiter, KPFT
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>Y</u> Jose Luis Fuentes, KPFA	<u>Y</u> Margy Wilkinson, KPFA

Vote count: 13Y/3N/3A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

Vote to approve agenda as amended (HNO)

Roberts moves to extend the meeting until 10:00PM ET

Vote on extending the meeting until 10:00PM ET (HNO)

E. Minutes Approval (10 min.)

PNB Secretary Kobren had emailed the 5.8.14 Draft PNB OPEN meeting minutes, 5.22.14 Draft PNB OPEN meeting minutes and the 6.5.14 (Continuation from 5.22.14) Draft PNB OPEN meeting minutes initially submitted by 2014 PNB Secretary Roberts to the PNB via email on 3.4.15 and the 2.26.15 Draft PNB OPEN meeting minutes submitted by Kobren.

Wilkinson moves to approve all minutes one by one.

Vote on 5.8.14 Draft PNB OPEN meeting minutes (HNO)

Vote on 5.22.14 Draft PNB OPEN meeting minutes

<u>A</u> Teresa Allen, KPFT	<u>N</u> Kim Kaufman, KPFK
<u>Y</u> Rodrigo Argueta, KPFK	<u>Y</u> Janet Kobren, KPFA
<u>A</u> Carolyn Birden, WBAI	<u>A</u> Janis Lane-Ewart, KFAI Affiliate
<u>A</u> Lydia Brazon, KPFK	<u>A</u> Robert Mark, KPFT
<u>Y</u> Jim Brown, WPFW	<u>A</u> Brenda Medina, KPFK
<u>A</u> Stephen Brown, WBAI	<u>Y</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u>—</u> Robert Rabin (Siegal), WVQR Affiliate
<u>—</u> Janet Coleman, WBAI	<u>—</u> George Reiter, KPFT
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>A</u> Pete Tucker, WPFW
<u>—</u> Jose Luis Fuentes, KPFA	<u>Y</u> Margy Wilkinson, KPFA

Vote count: 9Y/1N/8A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

Kaufman moves to extend for 5 minutes

Vote on extending for 5 minutes (HNO)

Kaufman moves to amend the Approved 5.22.14 PNB OPEN meeting minutes to remove:

Edwards-Tiekert moved that Kim Kaufman be entered into the minutes for repeated disruption of the meeting. Chair enters Kim Kaufman into the minutes as continually speaking out of order and not waiting to be recognized before she speaks.

From the 5-22-14 minutes. Per RRO:

“Naming an offender. In cases of obstinate or grave breach of order by a member, the chair can, after repeated warnings, “name” the offender, which amounts to preferring changes and should be resorted to only in extreme circumstances. Before taking such action, when it begins to appear that it may become necessary, the chair should direct the secretary to take down objectionable or disorderly words used by the member. This direction by the chair, and the words taken down pursuant to it, are entered in the minutes only if the chair finds it necessary to name the offender.”

Page 646 line 16

**Vote on Kaufman motion to amend the Approved
5.22.14 PNB OPEN meeting minutes**

<u>Y</u> Teresa Allen, KPFT	<u>Y</u> Kim Kaufman, KPFK
<u>N</u> Rodrigo Argueta, KPFK	<u>A</u> Janet Kobren, KPFA
<u>Y</u> Carolyn Birden, WBAI	<u>Y</u> Janis Lane-Ewart, KFAI Affiliate
<u>N</u> Lydia Brazon, KPFK	<u>A</u> Robert Mark, KPFT
<u>N</u> Jim Brown, WPFW	<u>N</u> Brenda Medina, KPFK
<u>Y</u> Stephen Brown, WBAI	<u>N</u> Tony Norman, WPFW
<u>N</u> Adriana Casenave, KPF	<u>—</u> Robert Rabin (Siegal), WVQR Affiliate
<u>—</u> Janet Coleman, WBAI	<u>—</u> George Reiter, KPFT
<u>N</u> Benito Diaz, WPFW	<u>N</u> Cerene Roberts, WBAI
<u>N</u> Brian Edwards-Tiekert, KPFA	<u>A</u> Pete Tucker, WPFW
<u>—</u> Jose Luis Fuentes, KPFA	<u>N</u> Margy Wilkinson, KPFA

Vote count: 5Y/10N/3A/0PNV - Fails

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

SBrown makes a point of order that the entry of this in the minutes violates Robert’s Rules

Chair rules that this is out of order

Birden challenges the ruling of the chair

Vote to uphold ruling of the chair:

<u>N</u> Teresa Allen, KPFT	<u>N</u> Kim Kaufman, KPFK
<u>Y</u> Rodrigo Argueta, KPFK	<u>A</u> Janet Kobren, KPFA
<u>N</u> Carolyn Birden, WBAI	<u>N</u> Janis Lane-Ewart, KFAI Affiliate
<u>Y</u> Lydia Brazon, KPFK	<u>A</u> Robert Mark, KPFT
<u>Y</u> Jim Brown, WPFW	<u>A</u> Brenda Medina, KPFK
<u>N</u> Stephen Brown, WBAI	<u>Y</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u>—</u> Robert Rabin (Siegal), WVQR Affiliate
<u>—</u> Janet Coleman, WBAI	<u>—</u> George Reiter, KPFT
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>—</u> Jose Luis Fuentes, KPFA	<u>Y</u> Margy Wilkinson, KPFA

Vote count: 10Y/5N/3A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

**Vote on 6.5.14 (Continuation from 5.22.14) Draft PNB
OPEN meeting minutes**

<u>N</u> Teresa Allen, KPFT	<u>Y</u> Kim Kaufman, KPFK
<u>Y</u> Rodrigo Argueta, KPFK	<u>Y</u> Janet Kobren, KPFA
<u>—</u> Carolyn Birden, WBAI	<u>Y</u> Janis Lane-Ewart, KFAI Affiliate
<u>Y</u> Lydia Brazon, KPFK	<u>A</u> Robert Mark, KPFT
<u>Y</u> Jim Brown, WPFW	<u>—</u> Brenda Medina, KPFK
<u>A</u> Stephen Brown, WBAI	<u>Y</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u>—</u> Robert Rabin (Siegal), WVQR Affiliate
<u>A</u> Janet Coleman, WBAI	<u>—</u> George Reiter, KPFT
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>A</u> Pete Tucker, WPFW
<u>—</u> Jose Luis Fuentes, KPFA	<u>Y</u> Margy Wilkinson, KPFA

Vote count: 12Y/1N/4A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

Vote on 2.26.15 Draft PNB OPEN meeting minutes (HNO)

II. Approval of in-person meeting dates (5 min.)

Norman moves that the PNB approve the next in-person PNB meeting to be held in Los Angeles for which directors will arrive on Thursday, June 11, 2015, meet for three full days from Friday, June 12, 2015 through Sunday, June 14, 2015, meet for half a day on Monday, June 15, 2015, and depart in the afternoon of June 15, 2015.

Vote on Norman's motion

<u>Y</u> Teresa Allen, KPFT	<u>A</u> Kim Kaufman, KPFK
<u>Y</u> Rodrigo Argueta, KPFK	<u>Y</u> Janet Kobren, KPFA
<u>A</u> Carolyn Birden, WBAI	<u>Y</u> Janis Lane-Ewart, KFAI Affiliate
<u>Y</u> Lydia Brazon, KPFK	<u>Y</u> Robert Mark, KPFT
<u>Y</u> Jim Brown, WPFW	<u> </u> Brenda Medina, KPFK
<u>Y</u> Stephen Brown, WBAI	<u>Y</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u> </u> Robert Rabin (Siegal), WVQR Affiliate
<u>A</u> Janet Coleman, WBAI	<u> </u> George Reiter, KPFT
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>A</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u> </u> Jose Luis Fuentes, KPFA	<u>Y</u> Margy Wilkinson, KPFA

Vote count: 14Y/0N/4A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

III. CPB authorization (15 min.)

Wilkinson moves to approve the language proposed by attorney John Crigler to secure Pacifica's access to CPB's Integrated Station Information System (ISIS)
(see APPENDIX C below)

Roberts moves to correct the reference to WPFW general manager from "WPFW – Tiffany Jordan, General Manager" to "WPFW – Tiffany Jordan, Interim General Manager"

Vote on motion (HNO)

Kobren moves to extend for 5 minutes

Vote on extending for 5 minutes

<u>Y</u> Teresa Allen, KPFT	<u>Y</u> Kim Kaufman, KPFK
<u>Y</u> Rodrigo Argueta, KPFK	<u>Y</u> Janet Kobren, KPFA
<u>__</u> Carolyn Birden, WBAI	<u>__</u> Janis Lane-Ewart, KFAI Affiliate
<u>N</u> Lydia Brazon, KPFK	<u>N</u> Robert Mark, KPFT
<u>Y</u> Jim Brown, WPFW	<u>__</u> Brenda Medina, KPFK
<u>Y</u> Stephen Brown, WBAI	<u>A</u> Tony Norman, WPFW
<u>N</u> Adriana Casenave, KPF	<u>__</u> Robert Rabin (Siegal), WVQR Affiliate
<u>__</u> Janet Coleman, WBAI	<u>__</u> George Reiter, KPFT
<u>A</u> Benito Diaz, WPFW	<u>A</u> Cerene Roberts, WBAI
<u>A</u> Brian Edwards-Tiekert, KPFA	<u>A</u> Pete Tucker, WPFW
<u>__</u> Jose Luis Fuentes, KPFA	<u>N</u> Margy Wilkinson, KPFA

Vote count: 6Y/4N/5A/0PNV - Fails (needs 2/3)

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

Wilkinson moves to approve the language proposed by John Crigler as amended

Vote on Wilkinson motion as amended (HNO)

VI. Adjourn

(by 9:30PM ET)

Chair adjourns the meeting at 10:02PM ET

Respectfully submitted by Janet Kobren, PNB Secretary

Minutes Approved: April 9, 2015

Witness of Approval: Janet Kobren, PNB Secretary

APPENDIX A: Agenda items not reached due to time constraints

IV. New Business

A. Basic fiscal information motion (10 min.)

Whereas Pacifica Directors need basic fiscal information to make decisions,
Therefore, the PNB requests the following documents by 04-02-2015:
1.) Current Pacifica Balance Sheet
2.) A Cash Flow Report, projected through the end of this fiscal year
3.) A Statement of Operations (Complete Profit & Loss)
4.) A List of Major Payables
[Noticed on 3/26/15 at 4:13 PM ET by Allen]

V. Old Business

**** PREVIOUSLY NOTICED MOTION ****

A. SIDEBAND MOTION from the WBAI LSB (10 min.)

Be it hereby resolved, that the WBAI Local Station Board recommends to the Pacifica National Board (PNB) that it approve a policy that ninety-nine percent (99%) of SCA* rental fees due as of October 1, 2013 for use of any station's sidebands shall be credited, retroactively if necessary, to that station's current Central Services accounts and one percent (1%) to the National Office with copies of all existing contracts being submitted to the respective General Manager and Local Station Board (LSB), and to the PNB within 21 days of its passage of this motion, and

That an accounting of all SCA related income and expenses, since January 2009, including billing and payment of legal and collection fees, and maintenance and upgrade costs, and any other expense, be submitted to the respective General Manager and LSB, and to the PNB within 45 days of its passage of this motion, and further

That pending and future contracts are to be signed by both national and local management with adequate and reasonable submission to the respective LSB and to the PNB for advance review and feedback.

[Added 10-24-13]

[Re-noticed on 3/26/15 at 4:26 PM ET by Roberts]

APPENDIX B:

**PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
UPDATED DRAFT AGENDA - Open Session
Thursday, March 26, 2015 - 8:30PM ET**

I. Call to Order

A. Roll call and establishment of quorum

Teresa Allen, KPFT	Kim Kaufman, KPFK
Rodrigo Argueta, KPFK	Janet Kobren, KPFA
Carolyn Birden, WBAI	Janis Lane-Ewart, KFAI Affiliate
Lydia Brazon, KPFK	Robert Mark, KPFT
Jim Brown, WPFW	Brenda Medina, KPFK
Stephen Brown, WBAI	Tony Norman, WPFW
Adriana Casenave, KPFT	Robert Rabin (Siegal), WVQR Affiliate
Janet Coleman, WBAI	George Reiter, KPFT
Benito Diaz, WPFW	Cerene Roberts, WBAI
Brian Edwards-Tiekert, KPFA	Pete Tucker, WPFW
Jose Luis Fuentes, KPFA	Margy Wilkinson, KPFA
Margy Wilkinson, iED	Raul Salvador, CFO
Other guest:	

Legend: P = Present, A = Absent, E = Excused absence

B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items

C. Excused absences

D. Agenda Approval (30 min.)

E. Minutes Approval (10 min.)

- 5.8.14 Draft PNB OPEN meeting minutes
- 5.22.14 Draft PNB OPEN meeting minutes
- 6.5.14 (Continuation from 5.22.14) Draft PNB OPEN meeting minutes
- 2.26.15 Draft PNB OPEN meeting minutes

II. CPB authorization (15 min.)

(See APPENDIX C)

III. New Business

B. Basic fiscal information motion (10 min.)

Whereas Pacifica Directors need basic fiscal information to make decisions,

Therefore, the PNB requests the following documents by 04-02-2015:

- 1.) Current Pacifica Balance Sheet
- 2.) A Cash Flow Report, projected through the end of this fiscal year
- 3.) A Statement of Operations (Complete Profit & Loss)
- 4.) A List of Major Payables

[Noticed on 3/26/15 at 4:13 PM ET by Allen]

IV. Old Business

**** PREVIOUSLY NOTICED MOTION ****

A. SIDEBAND MOTION from the WBAI LSB (0 min.)

Be it hereby resolved, that the WBAI Local Station Board recommends to the Pacifica National Board (PNB) that it approve a policy that ninety-nine percent (99%) of SCA* rental fees due as of October 1, 2013 for use of any station's sidebands shall be credited, retroactively if necessary, to that station's current Central Services accounts and one percent (1%) to the National Office with copies of all existing contracts being submitted to the respective General Manager and Local Station Board (LSB), and to the PNB within 21 days of its passage of this motion, and

That an accounting of all SCA related income and expenses, since January 2009, including billing and payment of legal and collection fees, and maintenance and upgrade costs, and any other expense, be submitted to the respective General Manager and LSB, and to the PNB within 45 days of its passage of this motion, and further

That pending and future contracts are to be signed by both national and local management with adequate and reasonable submission to the respective LSB and to the PNB for advance review and feedback.

[Added 10-24-13]

[Re-noticed on 3/26/15 at 4:26 PM ET by Roberts]

V. Adjourn (by 9:30PM ET)

APPENDIX C:

**PROPOSED RESOLUTION OF
THE PACIFICA NATIONAL BOARD**

RECITALS

WHEREAS, the Pacifica Foundation (Pacifica) is the licensee of noncommercial stations KPFA/KPFB, Berkeley, California; KPFK, Los Angeles, California; KPFT, Houston, Texas; WPFW, Washington, D.C.; and WBAI, New York, New York; and

WHEREAS, each of these stations has been supported by grants from the Corporation for Public Broadcasting (CPB); and

WHEREAS, no Pacifica representatives currently have access to CPB's Integrated Station Information System (ISIS), the confidential online information system for depositing, archiving and retrieving information essential for CPB grantees; and

WHEREAS, Pacifica's Interim Executive Director, who is principally responsible for station management and station operations, is Margy Wilkinson; and

WHEREAS, Raul Salvador is currently Pacifica's Chief Financial Officer; and

WHEREAS, the Pacifica stations are currently managed by the following managers: KPFA/KPFB – Quincy McCoy, General Manager; KPFK – Zuberi Fields, Interim General Manager; KPFT – Duane Bradley, General Manager; WPFW – Tiffany Jordan, General Manager; and WBAI – Berthold Reimers, General Manger; and

WHEREAS, Pacifica's CPB Compliance/IT Assistant Director is Otis Maclay.

NOW, THEREFORE, in order to secure Pacifica's access to ISIS, the PNB hereby resolves that:

- (1) Pacifica's Executive Director or Interim Executive Director is designated as Head of Grantee.
- (2) Pacifica's Chief Financial Officer is designated as Licensee Official.
- (3) The managers or interim managers of Pacifica stations are designated as the Grants Administrator and Administrator of the Station Activity Survey (SAS) for their respective stations.
- (4) Pacifica's CPB Compliance Officer and Assistant Director of Information Technology is designated as SAS Administrator and Grants Administrator for all Pacifica stations.

CERTIFICATION: As Secretary of the PNB, I hereby certify that the foregoing Resolution was adopted by the PNB on _____, 2015 pursuant to Articles Five and Six of the Amended and Restated Bylaws of the Pacifica Foundation, which are attached.

By: _____
Janet Kobren

Date: March _____, 2015