

PACIFICA FOUNDATION

Pacifica National Board – Teleconference (Open Session)

8:30 pm Eastern Time, 7:30 pm Central Time, 5:30 pm Pacific Time

Originating in Various Locations

March 5, 2010

MINUTES

I. Call to Order/ Welcome. PNB Chair George Reiter called this meeting, which was continued from February 21, 2010, to order at 8:38 pm. (ET)

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

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

Table with attendance records for KPFA, KPFK, KPFT, WBAI, WPFW, AFFILIATES, and STAFF & COUNSEL.

b. Agenda Approval. Continued meeting, the Agenda Approved February 21, 2010.

II. Unfinished Business. (Continued)

Johnson called a Point of Order re: This motion re: Recalcitrant LSBs should not be addressed at this meeting because it is a continued Meeting. Chair Over Ruled. Johnson appealed the Chairs ruling. The Chair was Sustained by a vote of 11-6-1. [See Below.]

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

Table with voting records for KPFA, KPFK, KPFT, WBAI, WPFW, AFFILIATES, and a final 'Approved, 11-6-1' statement.

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- a. **Community Advisory Boards.** Wanzala moved the adoption of the following:

Resolution: Pacifica Community Advisory Boards.

Be it resolved that the LSB's as committees of the Pacifica National Board shall form Community Advisory Boards ("CABs") pursuant to this resolution. LSBs should consult the CPB guidelines for further guidance on related matters not directly addressed in this resolution:

The station management shall produce a document stating programming goals for the station and submit it to the CAB for review no later than May of each year. The CAB shall also conduct a community needs assessment ("CNA").

The CAB will prepare a report, based on the CNA, advising the governing body of the station on whether the programming and other policies of the station are meeting the specialized educational and cultural needs of the communities served by the station and whether the station is meeting its programming goals. This report and the CNA shall be presented to the LSB no later than October of each year.

The LSB and CAB should coordinate their schedules to ensure that the CAB members, or designated representatives from that body, may present this report to the LSB, and discuss its findings, during a regularly scheduled or special meeting of the LSB.

Each LSB may delegate other responsibilities to the advisory board to assist the governing board or station personnel. However, the law states: "In no case shall the [community advisory board] have any authority to exercise any control over the daily management or operation of the station."

General Managers, as non-voting members of the LSBs, may work with the LSBs on the implementation of this resolution. In addition, the General Manager will act as the liaison between the CAB and the station and will make available such resources to the CAB as are reasonably necessary in order for the CAB to carry out its duties.

All compliance documentation submitted to the CPB shall be made available for inspection at each station and at the Pacifica national office. The CAB's schedule of meetings, meeting minutes, and the names and short biographies of the CAB members shall be posted on the station website.

The CAB of each station shall comprise minimum of 4 members and a maximum of 24 members. Nominations to the CAB are invited from community groups, educational and cultural institutions, past and present CAB members, LSBs and individual candidates. Individuals may also self-nominate. The LSB makes its appointments to the CAB from the group of nominees using the single transferable vote ("STV") preferential voting system, for a term of three years. CAB members may serve no more than two (2) consecutive three-year terms. CAB members need not be members of the Pacifica Foundation. LSB members may not serve on the CAB.

This policy will go into effect in February 2010 and the LSB's shall ensure that new CABs are in place by May of 2010 All current CAB members may remain on the board while new members are added under this new Pacifica policy. Current CAB members shall be subject to the same term limit restrictions as new members. Stations are encouraged to develop materials on their websites to educate community members about the purpose and role of the CABs.

See for example:

<http://kpft.wordpress.com/2009/02/14/kpft-wants-members-of-cab-pc-huh/>
(see) http://www.wgbh.org/about/cab_factsheet.cfm for CAB nomination form exemplar)

Approved 4-23-10
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Jaeger moved to amend deadline from May 2010 to December 2010. Discussion followed. Jaeger moved to amend her original motion to add:

LSB's shall insure that new CABS are in place by 12/2010. Those stations without operative CABS must start the election process immediately. Stations with operative CABS will have until 12/2010 to complete STV elections of new CAB members.

HNO Approved. Motion [as amended] voted Approved 12-6-1. [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>Y</u> Shahram Aghamir	<u>Y</u> Shawn O'Brien	<u>Y</u> Bill Crosier	<u>N</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>Y</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>Ab</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>N</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>-</u> Efia Nwangaza	Approved, 12-6-1.	
<u>-</u> Kimory Orendoff			
<u>N</u> Marcel Reid			

Time expired. Radford moved to extend for 15 minutes, HNO Approved. Radford moved to strike paragraph #5. Discussion followed. Time expired. Bediako moved to extend for 10 minutes. Motion Failed by a vote of 8-8-3. [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>Ab</u> Shahram Aghamir	<u>N</u> Shawn O'Brien	<u>N</u> Bill Crosier	<u>Y</u> Nia Bediako
<u>Ab</u> Tracy Rosenberg	<u>Y</u> Leslie Radford	<u>N</u> Alberto Luera	<u>N</u> Kathy Davis
<u>Y</u> Andrea Turner	<u>N</u> Summer Reese	<u>PNV</u> George Reiter	<u>N</u> Jennifer Jaeger
<u>Ab</u> Joseph Wanzala	<u>Y</u> Ricco Ross	<u>N</u> Richard Uzzell	<u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>Y</u> Alonso Brown	<u>Y</u> Jim Bennett		
<u>Y</u> Campbell Johnson	<u>-</u> Efia Nwangaza	Failed, 8-8-1.	
<u>-</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

Radford motion to strike Paragraph #5, Failed by a vote of 6-12-1. [See Below.]

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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>N</u> Shawn O'Brien	<u>N</u> Bill Crosier	<u>Y</u> Nia Bediako
<u>N</u> Tracy Rosenberg	<u>Y</u> Leslie Radford	<u>N</u> Alberto Luera	<u>N</u> Kathy Davis
<u>Y</u> Andrea Turner	<u>N</u> Summer Reese	<u>PNV</u> George Reiter	<u>N</u> Jennifer Jaeger
<u>N</u> Joseph Wanzala	<u>Ab</u> Ricco Ross	<u>N</u> Richard Uzzell	<u>N</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>Y</u> Alonso Brown	<u>N</u> Jim Bennett		
<u>Y</u> Campbell Johnson	<u>-</u> Efia Nwangaza		Failed, 6-12-1.
<u>-</u> Kimory Orendoff			
<u>Y</u> Marcel Reid			

Motion to approve the CAB Resolution [as amended], voted Approved, 12-6-1. [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>Y</u> Shahram Aghamir	<u>Y</u> Shawn O'Brien	<u>Y</u> Bill Crosier	<u>N</u> Nia Bediako
<u>Y</u> Tracy Rosenberg	<u>N</u> Leslie Radford	<u>Y</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>N</u> Alonso Brown	<u>N</u> Jim Bennett		
<u>N</u> Campbell Johnson	<u>-</u> Efia Nwangaza		Approved, 12-6-1.
<u>-</u> Kimory Orendoff			
<u>Ab</u> Marcel Reid			

b. Funding Disclosure. Motion below from the Governance Committee.

All programmers, program providers, collectives, and/or independent production companies who have a program at any station of the Pacifica Network and which receive outside (i.e. non-Pacifica) funding from any source in excess of \$5000 per year for the production of their program will be asked to disclose to the GM of their respective station the source of that funding, the amounts of money received or promised, and any contractual or grant agreements related to that funding for that current year. The GM shall forthwith report that information to the Pacifica Executive Director who shall hold such information in trust as a public record.

Any programmer, program provider, program collective and/or independent production company whose program is syndicated or shared by more than one Pacifica station and who receives outside funding from any source in excess of \$5000 per year for the production of their program will be asked to disclose to the Pacifica ED the source of that funding, the amounts of money received or promised and any contractual or grant agreements related to that funding for that current year. The ED shall hold that information in trust as a public record.

In the case of a programmer whose outside funding is in excess of \$25,000 for the current year, such disclosure should be for a period of not less than three years prior to the date of the passage of this motion by the Pacifica National Board, provided they have been a programmer or program provider for that period.

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c. Funding Disclosure. (Continued)

Any waiver to this requirement must have the written consent of the GM of the respective station, and the ratification of that consent by the respective LSB, such as in the case of a purchased or syndicated program where compliance is not practical, or the written consent of the ED and the ratification of that consent by the PNB when appropriate in the case of a program aired on more than one Pacifica station.

Radford moved to amend to add the following:

The Pacifica Foundation will disclose its sources of funding to its affiliates upon request, in the same manner and with the same constraints as it requires disclosure from its programmers, program providers, program collectives, and/or independent production company.

Discussion followed. Chair ruled that the Radford motion was out of order because it is not germane to the program level disclosure. Time expired. Uzzell moved to extend for 5 minutes, HNO Approved. Discussion followed. Crosier moved to refer back to the Governance Committee. Motion Failed by a vote of 8-10-1. [See Below.]

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

<u>KPFA - Berk., Ca.:</u> <u>Y</u> Shahram Aghamir <u>N</u> Tracy Rosenberg <u>Y</u> Andrea Turner <u>N</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>N</u> Shawn O’Brien <u>Y</u> Leslie Radford <u>N</u> Summer Reese <u>Y</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Y</u> Bill Crosier <u>N</u> Alberto Luera <u>PNV</u> George Reiter <u>N</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>Y</u> Nia Bediako <u>N</u> Kathy Davis <u>N</u> Jennifer Jaeger <u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>N</u> Alonso Brown <u>Y</u> Campbell Johnson <u>–</u> Kimory Orendoff <u>Y</u> Marcel Reid	<u>AFFILIATES:</u> <u>Ab</u> Jim Bennett <u>–</u> Efia Nwangaza	Failed, 8-10-1.	

Reese moved to extend for 5 minutes, HNO Approved. Reese moved to add wording to say that this would be in any new contract from this time forward, HNO Approved. The main motion [as amended] was voted Approved, 11-7-1. [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>Y</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>Y</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>N</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>N</u> Alonso Brown <u>N</u> Campbell Johnson <u>–</u> Kimory Orendoff <u>N</u> Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Jim Bennett <u>–</u> Efia Nwangaza	Approved, 11-7-1.	

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d. Radford motion In light of the current financial crisis and the Pacifica networks' identity as community radio, and to conform specifically with Article 5.0 (New Voices) of the National Program Policy adopted in 2006, which calls on stations to train current a new volunteers in order to bring new voices to the air, the Pacifica National Board resolves that the LSBs create working groups at every station to initiate discussions on re-structuring, especially the role of paid producers and volunteer staff, and to initiate programming training for community volunteers.

Discussion followed. Uzzell moved to call the question. Motion Failed, 4-12-1. Time expired. Chair moved that the stack be exhausted then a vote be taken, HNO Approved. Leslie moved to refer the motion to the Personnel Committee. The Chair ruled that the motion to refer was out of order, time had expired. Main Motion Failed 2-15-2. [See Below]

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

<u>KPFA - Berk., Ca.:</u> <u>N</u> Shahram Aghamir <u>N</u> Tracy Rosenberg <u>N</u> Andrea Turner <u>N</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>N</u> Shawn O'Brien <u>Y</u> Leslie Radford <u>N</u> Summer Reese <u>N</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Ab</u> Bill Crosier <u>N</u> Alberto Luera <u>PNV</u> George Reiter <u>N</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>N</u> Nia Bediako <u>N</u> Kathy Davis <u>N</u> Jennifer Jaeger <u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>N</u> Alonso Brown <u>Y</u> Campbell Johnson <u>–</u> Kimory Orendoff <u>Ab</u> Marcel Reid	<u>AFFILIATES:</u> <u>N</u> Jim Bennett <u>–</u> Efia Nwangaza	Failed, 2-15-2.	

e. Wanzala motion To resolve that LSBs, GMs and PDs present the reports requested in the motion passed by the PNB on April 27, 2009 regarding the bylaws provision of collaborative programming decision making no later than August 30, 2009.

Wanzala moved to change deadline date to August 30, 2010, HNO Approved. Main Motion was voted Approved, 15-3-1. [See Below.]

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

<u>KPFA - Berk., Ca.:</u> <u>Y</u> Shahram Aghamir <u>Y</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>Y</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>Y</u> Campbell Johnson <u>–</u> Kimory Orendoff <u>Y</u> Marcel Reid	<u>AFFILIATES:</u> <u>Ab</u> Jim Bennett <u>–</u> Efia Nwangaza	Approved, 15-3-1.	

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f. Radford motion. That at least 50 minutes of each in-person Pacifica National Board meeting and at least 25 minutes of one meeting of the PNB each month shall be reserved for reports from five LSB committees, to be reduced proportionately if the LSB chairs or directors have no report to offer.

Discussion followed. Time expired. O'Brien moved to extend for 5 minutes, HNO Approved. Uzzell moved to substitute to say that at all In-Person meetings the host LSB will be scheduled for a 15 minutes presentation immediately after the host GM's Report. Reese moved to amend the 15 minutes to 30 minutes. Motion Failed, 3-14-2. [See Below.]

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

<u>KPFA - Berk., Ca.:</u> <u>Y</u> Shahram Aghamir <u>Y</u> Tracy Rosenberg <u>N</u> Andrea Turner <u>Ab</u> Joseph Wanzala	<u>KPFK - L.A., Ca.:</u> <u>N</u> Shawn O'Brien <u>N</u> Leslie Radford <u>Y</u> Summer Reese <u>N</u> Ricco Ross	<u>KPFT - Houston, Tx.:</u> <u>N</u> Bill Crosier <u>N</u> Alberto Luera <u>PNV</u> George Reiter <u>N</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>N</u> Nia Bediako <u>Ab</u> Kathy Davis <u>N</u> Jennifer Jaeger <u>N</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u> <u>N</u> Alonso Brown <u>N</u> Campbell Johnson - Kimory Orendoff <u>N</u> Marcel Reid	<u>AFFILIATES:</u> <u>N</u> Jim Bennett - Efia Nwangaza	Failed, 3-14-2.	

Substitute motion voted Approved 11-8. [See Below.]

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

<u>KPFA - Berk., Ca.:</u> <u>Y</u> Shahram Aghamir <u>Y</u> Tracy Rosenberg <u>N</u> Andrea Turner <u>N</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>Y</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>N</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u> <u>N</u> Alonso Brown <u>N</u> Campbell Johnson - Kimory Orendoff <u>N</u> Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Jim Bennett - Efia Nwangaza	Approved, 11-8.	

Substitute motion as Main Motion voted Approved 11-8. [See Below.]

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

<u>KPFA - Berk., Ca.:</u> <u>Y</u> Shahram Aghamir <u>Y</u> Tracy Rosenberg <u>N</u> Andrea Turner <u>N</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>Y</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>N</u> Alex Steinberg
<u>WPFW - Wash. D.C.:</u> <u>N</u> Alonso Brown <u>N</u> Campbell Johnson - Kimory Orendoff <u>N</u> Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Jim Bennett - Efia Nwangaza	Approved, 11-8.	

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III. Adjournment. Luera moved to adjourn. HNO meeting adjourned at 11:00 pm. (ET).

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

Minutes Approved by the Pacifica National Board:

George Reiter, PNB Chair

Witnessed By:

April 23, 2010

Date: