

Pacifica National Board—Special Teleconference Meeting (Open Session)

8:30 PM EST, 7:30 PM CST, 5:30 PM PST (scheduled)

Originating in Various Locations

Monday, February 11, 2013

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:36 PM Pacific Standard Time with an initial quorum of 20. The Chair thanked outgoing members for their service.

I.a. Roll Call / Establish Quorum (5:38)

Twenty-two members were present, constituting a complete Board:

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), Efia Nwangaza (Secretary, Affiliates), Ali Lexa (KPFK), Laura Prives (KPFA), Summer Reese (Chair, iED, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

Also present: John P. Garry III (Recording Secretary).

The agenda and the audio for this meeting can be accessed at [KPFTX.org](http://KPFTX.org)

[Audio Part 1: pnb130211a.mp3]

The Chair reported on the establishment of this meeting.

I.b. Determine Excused Absences

None submitted.

I.c. Designate Timekeeper

Omitted.

II. Open Session Agenda Approval (5:41)

Reid **moved to amend** the agenda: There shall be an update on corporate entity status and a discussion of DNO Insurance, which will require a closed session. Bediako seconded. Without objection, the Chair committed to answer these questions via email or in closed session (if necessary).

Brazon **moved to amend** the agenda: Certain In-Person Meeting Agenda items shall be addressed in open session. The Chair shall provide an overview of the In-Person Meeting Agenda. Bediako seconded. The Chair objected to revisiting issues that, in her view, had already been addressed in the Coordinating Committee, but allowed the motion to be brought to the floor.

Bediako **moved to amend** the agenda: Strike the open session time-certain for adjournment of 9:30 PM EST; abide by the Coordinating Commission motion; add an executive session at 10:30 PM EST. Brazon seconded.

Birden **called the question** on Bediako's motion. The Chair declined to go to a vote.

**Point of order** from Reiter: The discussion on the floor should be on Brazon's motion. Whether we meet in executive session should be discussed afterwards. **Point of order** from Steinberg: Reiter is correct; Brazon's motion should be disposed of first. Bediako's motion is unrelated to Brazon's, it is not an amendment. **Point of order** from Aaron: The member is over-speaking--the motion has already been motivated.

In the course of discussion Steinberg reported on PNB In-Person Meeting preparations. Responding to a request from Brazon, the Chair committed to address the In-Person Agenda during the Chair's Report.

Brazon's motion to amend **failed** by a roll call vote: Yes—10, No—11, Abstain—0.

Yes—Bediako, Bethune, Brazon, Gold, Johnson, Nwangaza, Prives, Reid, Siegel, Turner.  
No—Aaron, Alcime, Allen, Birden, Crosier, Davis, Gray, Lexa, Reiter, Rosenberg, Steinberg.  
Present not voting—Reese.

There was a discussion of whether or not to hold an executive session and pose questions to the General Counsel.

Reiter **moved to divide** Bediako's motion. Gold seconded.

[Audio Part 2: pnb130211b.mp3]

Without objection, the Chair divided Bediako's motion.

Steinberg **moved to amend** the time-certain motion: Adjourn at 10:00 EST instead of 10:30 EST. **Point of order** from Aaron: The motion is on the floor, if it passes the member can ask to extend time.

Birden called the **orders of the day**, which constituted a **motion to adjourn**. Lexa seconded. **Point of order** from Aaron: Someone called the orders of the day. We cannot keep discussing the issue. **Point of order** from Steinberg: There are no orders of the day until we adopt an agenda. **Point of order** from Bediako: We have not approved an agenda.

Bediako **moved to sanction** a member for creating confusion. No second recorded. The Chair defended the member in question and ruled that no members shall be sanctioned at this time. **Point of order** from Aaron: We are in the middle of a vote and someone is disrupting the vote.

Motion to adjourn **failed** by a roll call vote: Yes—7, No—11, Abstain—1.

Yes—Aaron, Alcime, Birden, Crosier, Davis, Gray, Lexa.

No—Allen, Bediako, Bethune, Brazon, Gold, Johnson, Nwangaza, Reid, Siegel, Steinberg, Turner.  
Abstain—Reiter.

Present not voting—Reese.

**Point of order** from Reiter: We haven't set a time to adjourn--the motion has been divided.

Siegel **moved**: There shall be a time-certain for adjournment of the open session in thirty minutes (10:15 PM EST) and the proponents of the executive session shall identify the issues to be discussed therein. Lexa seconded. **Passed** without objection.

**Point of order** from Rosenberg: We didn't notice a closed session, we have no Counsel. Responding to a comment by Gold, the Chair ruled that a motion to hold a closed session will be entertained after the Coordinating Committee reports.

Davis **moved approval** of the amended agenda, which **passed** without objection.

### III. Open Session Minutes Approval

Omitted

### IV. ED-CFO Search Committee Report (6:50)

Steinberg (Committee Chair) reported-out on two closed session meetings of the ED-CFO Search Committee (February 1, 2013; February 8, 2013) and **moved** the following:

“Resolved that the Pacifica Foundation invite the three finalists for the CFO position that will be recommended by the ED-CFO Search Committee to participate in face to face interviews in New York, at Pacifica's expense, during the meeting of the Pacifica National Board on the weekend of Feb. 22- Feb 25.”

**Point of order** from Crosier: Requested that the motion be forwarded electronically to the Board.

Steinberg agreed to forward the minutes of the meeting, with candidate names redacted. Discussion followed. Aaron **called the question**.

CFO candidate travel-interview motion **passed** by a roll call vote: Yes—16, No—1, Abstain—1.

Yes—Aaron, Alcime, Bediako, Birden, Brazon, Crosier, Davis, Gold, Gray, Johnson, Nwangaza, Reid, Reiter, Siegel, Steinberg, Turner.

No—Bethune.

Abstain—Lexa.

Present not voting—Reese.

Aaron **moved to adjourn**. Gray seconded. (7:13) **Point of order** from Bethune: Aaron was not recognized when he called for adjournment. He was out of order. Crosier **moved to adjourn**.

Motion to adjourn **passed** by a roll call vote: Yes—9, No—8, Abstain—1.

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

No—Bediako, Bethune, Brazon, Gold, Johnson, Nwangaza, Reid, Turner.

Abstain—Reiter.

Present not voting—Reese.

The meeting adjourned at 7:22 PM PST. No executive session was held.

Respectfully submitted by Efia Nwangaza, Secretary  
John P. Garry III, Recording Secretary  
(these minutes were approved on February 23, 2013)

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