

**PACIFICA FOUNDATION RADIO**  
**PACIFICA NATIONAL BOARD SPECIAL MEETING**  
From Various Locations via Telephone Conference  
**MINUTES - Open Session**  
**Thursday, December 4, 2014 – 8:30PM EST**

**I (A) Call to Order**

Chair Margy Wilkinson called meeting to order at 8:40 PM and asked Vice-chair Tony Norman to preside.

Roll was called and quorum established by Secretary Cerene Roberts.

Present:

KPFA: Brian Edwards-Tiekert (late), Jose Luis Fuentes-Roman, Janet Kobren, Margy Wilkinson

KPFK: Rodrigo Argueta (late), Lydia Brazon, Kim Kaufman, Lawrence Reyes

KPFT: Adriana Casenave, Hank Lamb (late), George Reiter, Richard Uzzell

WBAI: Carolyn Birden, Janet Coleman, Cerene Roberts

WPFW: Jim Brown, Benito Diaz, Luzette King (late), Tony Norman

Affiliates: Heather Gray (late), Janis Lane-Ewart

Staff: Raul Salvador, CFO

Absent: Manijeh Saba (WBAI)

Lawrence Reyes volunteered to be timekeeper.

**I (B) Agenda Approval**

Motion, by Reiter, to approve the agenda.

Motion, by Kaufman, to place the following two motions after agenda approval. This becomes the new II:

Audit Committee Motion: Audit committee recommends that the PNB retain our present audit firm to conduct the Pacifica 2014 audit. (5 min.)

In order to get the FY2013 audit completed as quickly as possible and in order to start the FY2014 audit by January and finished by March in order to qualify for the CPB grant, the audit committee recommends that the iED and CFO hire enough CPAs on a temporary basis who are familiar with Great Plains in order to accomplish this task. (10 min)

Motion to add to agenda, *passed* 9 Yes, 6 No, 4 Abstentions:

Y – Lane-Ewart; Kaufman, Reyes; Lamb, Reiter, Uzzell; Birden, Coleman; Gray

N – Fuentes; Argueta, Brazon; Casenave; Brown, Diaz

Abs. – Edwards-Tiekert, Wilkinson, Kobren; Roberts

Motion by Brazon, to add the 2015 Election Schedule motion as new III, and Meeting Dates as new IV:

Election Schedule Motion (10 min.)

Whereas, the Pacifica Foundation Radio was unable to hold its Delegate elections in 2013 and 2014 due to exigent circumstances, and

Whereas the effort to garner the requisite 2/3 PNB email vote by November 30 to adopt a 2015 schedule for elections fell short by one vote, and

Whereas, given that most stations delegates have either exhausted or nearly exhausted their alternates list of delegates from their most recent election, and

Whereas, a National Election Supervisor was hired on December 1, 2014,

Move that an election shall be held in 2015 with the following schedule:

Candidate Nominations Open

Monday, March 2, 2015 (91 days)

Candidate Nominations Close

Wednesday, April 1, 2015

Record Date

A single date between Thursday, March 19 and Friday, April 3 will be set by the NES (Note that this is the date by which listeners must become members to be eligible to vote)

BYLAWS: 45-60 days before ballot mail date or at NES' discretion

Ballots Mail Date

Monday, May 18, 2015 (47 days, avoids Sunday, May 17, 2015)

Ballot Return Deadline (Election Close Date)

Friday, July 6, 2015 (See Note below)

Ballot Count & Election Certifications

Tuesday, July 21, 2015

Motion to add to agenda, *passed*, 10 Yes, 4 No, 3 Abstentions:

Y – Lane-Ewart; Fuentes, Kobren, Wilkinson; Brazon, Reyes; Casenave;  
Coleman; Brown, Diaz

N – Kaufman; Lamb, Uzzell; Gray; Kaufman

Abs. – Edwards-Tiekert; Reiter; Roberts

Next Meeting Dates Motion (5 min.)

Dec. 11 - Affiliate interviews continue with Dec. 4 agenda continues after the  
interviews

By email, Affiliate balloting ending Dec. 19 so ballots can be  
counted on Sat. Dec. 20 by John Garry and Terry Goodman.

Dec. 18 budgets etc. and remainder of agenda

Saturday, Jan 10 interview E.D. candidates in the morning, take a  
break, afternoon discussion (in lieu of an in-person pnb mtg.)

Thursday, Jan 15 TBD

Thursday, Jan 22 TBD

Thursday, Jan 28 NEW BOARD IS SEATED

Friday, February 13 - Monday Feb. 16 In-Person PNB mtg. in L.A.

(Presidents' Day)

Motion to add to agenda, *approved* without objection.

Point of information, by Diaz, regarding agenda location of the tribute to (the late Washington, DC Mayor) Marion Barry. Chair stated that her intention was to also include, at Kobren's request, late KPFA producer Mary Berg. Remembrances were added for a combined time of 5 minutes.

Motion, by Lamb, to add as Item II, that Pacifica drop all work on trying to make up elections and simply move ahead with the regularly scheduled 2015 elections and halt work by the NES, until the time prescribed in the bylaws for such hiring and work to begin, *failed* 4 Yes, 10 No, 3 Abstentions:

Yes – Lamb, Uzzell; Birden; Gray

No – Edwards-Tiekert, Kobren, Wilkinson; Argueta, Brazon, Reyes; Casenave, Reiter; Brown, Diaz

Abs. – Lane-Ewart; Kaufman; Roberts

Agenda, as amended, *approved* 13 Yes, 3 No, 2 Abstentions:

Y – Lane-Ewart; Edwards-Tiekert, Kobren, Wilkinson; Argueta, Brazon, Reyes; Casenave, Reiter; Roberts; Brown, Diaz, Norman

No – Lamb; Birden; Gray

Abs. – Kaufman; Uzzell

## **I. (C) Time for Remembrance**

Memorial statement read, by Diaz, re. Marion Barry.

Memorial statement made, by Kobren, re. Mary Berg.

## **II. Audit Committee Motions**

I. Audit committee recommends that the PNB retain our present audit firm to conduct the Pacifica 2014 audit. *Passed without objection.*

II. In order to get the FY2013 audit completed as quickly as possible and in order to

start the FY2014 audit by January and finished by March in order to qualify for the CPB grant, the audit committee recommends that the iED and CFO hire enough CPAs on a temporary basis who are familiar with Great Plains in order to accomplish this task.

Substitute motion, by Edwards-Tiekert, that The PNB authorizes the iED and CFO to hire temporary additional accounting personnel as necessary to ensure prompt completion of Pacifica's FY2013 and 2014 audits.

Amendment, by Fuentes-Roman, that any hire of accounting personnel shall come from the current budget and future budgets of each radio station currently deficient in any schedule. Hiring accounting personnel shall take priority over any station relocation, *failed* 5 Yes, 9 No, 4

Abstentions:

Y – Fuentes, Kobren; Brazon; Casenave; Diaz

No – Lane-Ewart; Kaufman, Reyes; Lamb, Reiter, Uzzell; Birden; King; Gray

Abs. – Edwards-Tiekert, Wilkinson; Roberts; Brown

Substitute motion *passed* 12 Yes, 5 No, 2 Abstentions:

Y – Edwards-Tiekert, Fuentes, Kobren, Wilkinson; Argueta, Brazon, Reyes; Casenave, Reiter; Roberts; Brown, Diaz

No – Lane-Ewart; Kaufman; Lamb, Uzzell; Birden

Abs. – King; Gray

Substitute, as Main motion, *passed* 14 Yes, 2 No, 3 Abstentions:

Y – Lane-Ewart; Edwards-Tiekert, Fuentes, Kobren, Wilkinson; Argueta, Brazon, Kaufman, Reyes; Casenave, Reiter; Roberts; Brown, Diaz

No – Lamb; Birden

Abs. – Uzzell; King; Gray

### **III. 2015 Election Schedule Motion**

Whereas, the Pacifica Foundation Radio was unable to hold its Delegate elections in 2013 and 2014 due to exigent circumstances, and  
Whereas the effort to garner the requisite 2/3 PNB email vote by November 30 to adopt a 2015 schedule for elections fell short by one vote, and  
Whereas, given that most stations delegates have either exhausted or nearly exhausted their alternates list of delegates from their most recent election, and  
Whereas, a National Election Supervisor was hired on December 1, 2014,  
Move that an election shall be held in 2015 with the following schedule:

Candidate Nominations Open  
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Candidate Nominations Close  
Wednesday, April 1, 2015

Record Date  
A single date between Thursday, March 19 and Friday, April 3 will be set by the NES (Note that this is the date by which listeners must become members to be eligible to vote)  
BYLAWS: 45-60 days before ballot mail date or at NES' discretion

Ballots Mail Date  
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Friday, July 6, 2015 (See Note below)

Ballot Count & Election Certifications  
Tuesday, July 21, 2015

Amendment, from Kobren, to “, add pending adjustments the NES deems necessary” to “Move that an election shall be held in 2015 with the following schedule”.

Motion, by Uzzell, to extend 5 minutes was approved without objection.

Amendment, by Roberts, that ballot return date, be Monday, July 6.

Motion, by Reiter, to refer motion to Elections Committee, *failed* 9 Yes, 10 No, 1

Abstention:

Y – Lane-Ewart; Wilkinson; Kaufman; Lamb, Reiter, Uzzell; Birden; King; Gray

N – Fuentes, Kobren; Argueta, Brazon, Reyes; Casenave; Roberts; Brown, Diaz,  
Norman

Abs – Edwards-Tiekert

Roberts Amendment *approved* without objection.

Kobren Amendment *approved* without objection.

Election Schedule motion, as amended, *approved* 11 Yes, 1 No, 6 Abstentions:

Yes – Fuentes, Kobren, Wilkinson; Argueta, Brazon, Reyes; Casenave, Reiter;  
Roberts; Brown, Diaz

N – Lamb

Abs. – Lane-Ewart; Edwards-Tiekert; Kaufman; Uzzell; King; Gray

Motion, by Brazon, to extend 15 minutes, *passed* 17 Yes, 1 No, 1, Abstention:

Y – Lane-Ewart; Edwards-Tiekert, Fuentes, Kobren, Wilkinson; Argueta, Brazon,  
Kaufman, Reyes; Casenave, Reiter, Uzzell; Birden, Roberts; Brown, Diaz; Gray

No – Lamb

Abs. – King

#### **IV. Next Meeting Dates Motion**

Dec. 11 - Affiliate interviews continue with Dec. 4 agenda continues after the interviews

By email, Affiliate balloting ending Dec. 19 so ballots can be counted on Sat. Dec. 20 by John Garry and Terry Goodman.

Dec. 18 budgets etc. and remainder of agenda

Saturday, Jan 10 interview E.D. candidates in the morning, take a

break, afternoon discussion (in lieu of an in-person pnb mtg.)

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Thursday, Jan 28 NEW BOARD IS SEATED

Friday, February 13 - Monday Feb. 16 In-Person PNB mtg. in L.A.  
(Presidents' Day)

Motion, by Edwards-Tiekert, that the PNB shall meet on Thursday, December 11th, to interview candidates for Affiliate Director.

By Friday, December 12th, the PNB Secretary shall distribute ballots by email to all members of the PNB, which ballots must be returned to an email address administered by John Garry and Terry Goodman by Thursday, December 17th. Garry and Goodman shall conduct a count that maintains the secrecy of the ballot on Friday, December 18th, and report the results to the PNB.

Amendment, by Kobren, that December 11, 2014 shall be for Affiliate Directors interviews, Minutes and the rest of the agenda, *passed* 14 Yes, 2 No, 3 Abstentions, 1 Present-not-voting:  
Y – Lane-Ewart; Edwards-Tiekert, Fuentes, Kobren, Wilkinson; Argueta, Brazon, Reyes; Casenave, Reiter; Brown, Diaz, King; Gray;  
N – Lamb, Uzzell  
Abs. – Kaufman; Birden, Roberts  
PNV – Norman

Motion re. December 11<sup>th</sup> meeting, as amended, *approved* without objection.

Motion, by Uzzell, to extend 5 minutes *failed* to obtain needed 2/3 support, 10 Yes, 7 No:



Y – Wilkinson; Argueta, Kaufman, Reyes; Casenave, Lamb, Reiter, Uzzell; Birden; Gray

N – Edwards-Tiekert, Fuentes, Kobren; Brazon; Roberts; Brown, Diaz

Motion re. next meetings *passed* 10 Yes, 6 No, 1 Abstention, 1 Present-not-voting:

Y – Fuentes, Kobren, Wilkinson; Argueta, Brazon, Reyes; Casenave; Roberts; Brown, Diaz

N – Kaufman; Lamb, Reiter, Uzzell; Birden; Gray

Abs. – Edwards-Tiekert

PNV – Norman

**Meeting adjourned 10:58pm.**

Minutes prepared by Secretary Cerene Roberts; approved on January 8, 2015.

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