

Minutes Governance Committee-Pacific National Board-Sept 17, 2012

Meeting convened at 8:40 ET

Members Present: Ken Aaron, Carolyn Birden, Lydia Brazon, Bill Crosier, Sasha Futran, Bob Lederer, R. Paul Martin, Brenda Medina, George Reiter, Tracy Rosenberg, John Wenger, Marcel Reid

Members Absent: Joseph Kaye, Colleen O'Brien, Shahram Agamir, Kathy Davis, Luzette King

Draft Agenda:

Calling role-George
Approval of Agenda
Approval of Minutes
Chairs Report
Reconsideration of motion re Cancelling Meetings
Action Items
Adjourn-10:30pm EDT

John Wenger proposed to add to agenda:

Discussion of Pacifica policy re making staff salaries available to LSB members

Discussion of requirements for notice in KPFFK election

Lydia Brazon proposed discussion of problem with bylaws timeline as GM's had not been notified by the iED/Chair that the notice period had begun on Sept 2.

Agend approved without objection as modified.

Motion returned from PNB re Cancelling meetings:

Meeting dates which have been established by a majority vote of a committee, and properly noticed, shall not be cancelled except by a majority vote at a properly noticed meeting at which quorum is achieved or by the written (email) consent of a majority of the committee's members. Written (email) consent shall be sent to the entire committee.

George reported that Roberts Rules contained only the following that was relevant to the question;

It is the duty of the chairman to call the committee together, but, if he is absent, or neglects or declines to call a meeting of the committee, it is the duty of the committee to meet on the call of any two of its members, unless(for very large committees) the assembly's rules prescribe, or empower the assembly or committee to require, a larger number.

P482-line 19 10th edition.

Tracy moved to postpone discussion indefinitely.

Motion passed, 5-4

George interpreted the action to mean that 2 members can call a meeting previously scheduled if the chair declines to do it, and there was no objection to that interpretation.

John moved: Pacifica policy will be to provide all LSB members with salary information for all paid staff.

Motion postponed till next meeting without objection.

John raised issue of whether adequate notice had been given at a KPFK LSB meeting the previous Saturday when a pool of candidates had been selected by STV election.

Tracy moved to present the following to the PNB:

Due to lack of bylaws mandated notice to all KPFK LSB members, the Sept 16th vote of the KPFK LSB on the presentation of a PD candidate list is declared null and void.

Passed 6-4

Lydia pointed out that the GM's had not been notified that the notice period for the bylaws amendments had been Sept 2, when they were posted on the Pacifica web site, and hence the bylaws requirement that announcements be made twice a day at each station that the amendments existed and would be voted on at the end of the notice period, had not been followed. It was decided without objection to seek a legal opinion from Pacifica General Counsel with regard to the legal risks in the following two scenarios, proposed by Bill and Tracy.

Bill: The bylaws call for 2 announcements a day for 60 days at each station. In this scenario, the announcements would be made 120 times, in the remaining period between when the announcements begin and November 1st, the first day of the voting period. The voting goes on in November as planned, with the PNB presumably voting on Nov 1, and the Delegates Assemblies voting within the month.

Tracy: The announcements are made twice a day for sixty days, beginning whenever they do, and ending in November. The Delegates assemblies and PNB meet at the end of that period, in November, if possible, but otherwise meet when the announcements are still going on.

George agreed to forward the request for an opinion from counsel to the PNB chair, and to forward the motion passed to the PNB for the meeting of September 20th.

Meeting Adjourned at 10:30 pm

Submitted by George Reiter