

2004-07-16 PNB Meeting Minutes

MINUTES OF THE PACIFICA FOUNDATION BOARD OF DIRECTORS

SPECIAL MEETING July 16, 2004

Directors present:

Dave Adelson, Teresa Allen, Henry Cooper, Marty Durlin, , Sonali Kolhatkar, Ray Laforest., Miguel Maldonado, Roger Manning, Kalonji T. Olusagun, Sarv Randhawa, Mark Roberts, Gerald Sanders, Wendy Schroell, Zarinah Shakir, Alice Shields, Carol Spooner, Donna Jo Warren,

Directors not present: Samuel Kiteka, Julie Rodriguez, William Walker

Joined call later: Ambrose I. Lane Sr.

Also present: Executive Director Dan Coughlin (ED)

Meeting held via teleconference. Convened by Chair Mary Durlin, minutes taken by secretary Roger Manning. Webcast and archived at kpftx.org

8:09 pm Eastern time Quorum present. Chair Durlin convenes meeting.

THE AGENDA:

1. Motion regarding establishing additional PNB meetings.

Resolved: That the PNB hold regular meetings once a month between quarterly meetings at the five station areas, and that they take place via teleconference every third Monday at 5 pm Pacific Time. (10 minutes)

2. Motion to change date of September PNB in-person meeting in Washington.

Resolved: That the PNB change the date of its regular September meeting from September 23-26 to September 10-12, 2004. (10 minutes)

3. Motion to fill vacancy on Technology Committee.

Resolved: That William Walker be a member of the PNB Technology Committee. (5 minutes)

4. Motion to establish special rule for PNB editorial resolutions.

Resolved: Whereas adoption of any resolution taking an editorial position on an issue by the Pacifica National Board constitutes a statement by the entire foundation, it's radio stations, and local boards and therefore is a serious matter, any such resolution shall require a 2/3 approval of all the directors. (10 minutes)

5. Executive Director report on Airing of Haiti Editorial. (10 minutes)
6. Discussion of A Policy to Implement Public Notice Requirements for PNB Meetings (10 minutes)
7. Report back on three board members elected for FSRN negotiations, and arranging for their involvement in ongoing negotiations (15 minutes)
8. Report back from chair on mediation options at WBAI (10 minutes)
9. Executive session to discuss legal and personnel matters.

1. Motion by Spooner regarding establishing additional PNB meetings.

Resolved: That the PNB hold regular meetings once a month between quarterly meetings at the five station areas, and that they take place via teleconference every third Monday at 5 pm Pacific Time.

Amendment by Spooner to change to 2nd Monday of the month

Discussion.

Amendment to amendment by Spooner to change to 4th Monday of the month

PASSES without objection

Spooner amendment as amended PASSES without objection

Main motion as amended PASSES without objection

Some discussion of logistics.

2. Motion by Spooner to change date of September PNB in-person meeting in Washington.

Resolved: That the PNB change the date of its regular September meeting from September 23-26 to September 10-12, 2004.

Discussion.

MOTION to Amend by Roberts to substitute October 1-3

PASSES without objection

Question called by Spooner - no objection

Spooner Motion as amended PASSES without objection

3. Motion by Adelson to fill vacancy on Technology Committee.

Resolved: That William Walker be a member of the PNB Technology Committee to replace Sarv who resigned. PASSES without objection

4. Motion by Manning to establish special rule for PNB editorial resolutions.

Resolved: Whereas adoption of any resolution taking an editorial position on an issue by the Pacifica National Board constitutes a statement by the entire foundation, it's radio stations, and local boards and therefore is a serious matter, any such resolution shall require a 2/3 approval of all the directors.

Discussion.

MOTION to amend by Olusagun shall in "be in written draft form and" before "require a 2/3 approval"

Discussion.

Point of order by Manning that discussion is straying from the amendment.

Questioned Called by Adelson - no objection.

Vote on the amendment

Adelson - y

Allen - y

Cooper - n

Durlin -

Kiteka -

Kolhatkar - a

Laforest - y

Lane -

Maldonado - n

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa - y

Sanders - y

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker -

Warren - a

Amendment PASSES 13 yes, 2 no

Vote on main motion

Adelson - y

Allen - y

Cooper - n

Durlin -

Kiteka -

Kolhatkar - y

Laforest - n

Lane -

Maldonado - n

Manning - y

Olusagun - y

Randhawa - n

Roberts - n

Rodriguez -

Santa - y

Sanders - n

Schroell - y

Shakir - n

Shields - a

Spooner - y

Walker -

Warren - n

FAILS 8 yes, 8 no [requires 2/3 vote]

5. Executive Director report on Airing of Haiti Editorial.

ED- Is discussing Haiti editorial with the general managers and is working on copy.

MOTION to table by Spooner to table - no objection

6. Discussion of A Policy to Implement Public Notice Requirements for PNB Meetings

Some discussion. ED and secretary will conference on this

MOTION to table by Spooner - no objection

7. Report back on three board members elected for FSRN negotiations, and arranging for their involvement in ongoing negotiations

Spooner - ballots have been slow in coming. There is currently a quorum of 12 ballots received. Do people want to extend deadline?

MOTION by Laforest to extend FSRN ballot deadline to Weds, July 21

Brief discussion.

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka -

Kolhatkar - y

Laforest - y

Lane -

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa - y

Sanders - y

Schroell - n

Shakir - y

Shields - n

Spooner - y

Walker -

Warren - y

PASSES 15 yes, 2 no

Discussion about involvement of the 3 directors. Chair states the board will continue discussion at July 23 meeting.

Point of order by Manning that July 23 meeting needs to be a special meeting because there isn't 30 days notice time as required for a regular meeting.

8. Report back from chair on mediation options at WBAI

Chair goes over descriptions of potential candidates to conduct mediation at WBAI. Discussion of costs and questions regarding Pacifica mediator on retainer.

MOTION by Roberts that the PNB authorize the chair to get estimates from not less than 3 potential mediators for up to 12 hours work at WBAI and report back to the PNB at the July 26th meeting.

MOTION to amend by Laforest to remove 12 hour limit and that mediators from NYC have first consideration.

MOTION to amend by Shields that at the end of 12 hours there is an assessment of the situation and report back to the PNB by the mediator - not seconded

Discussion on how to proceed. Question of funding and support for speaking with WBAI representatives first.

Orders of the day by Manning - Chair will end discussion with a few more speakers.

Point of order by Adelson that orders of the day were called

MOTION by Schorell to extend item by 10 minutes - no objection

Discussion continues. Suggested that directors need to know more about the situation at WBAI. Manning states that the WBAI LSB is being deliberately and systematically

blocked from carrying out his duties.

Vote on Roberts motion:

Adelson - n

Allen - y

Cooper - y

Durlin -

Kiteka -

Kolhatkar - y

Laforest - n

Lane - y

Maldonado -

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez -

Santa - y

Sanders - y

Schroell - y

Shakir - y

Shields - y

Spooner - y

Walker -

Warren - y

PASSES 15 yes, 2 no

Schorell - would like to see a motion to reconsider the FSRN vote motion. ED will postpone FSRN mediation until PNB chooses participating directors.

10:07pm: PNB recesses meeting for 5 minutes without objection. Meeting to be resumed in executive session.

9. Executive session to discuss legal and personnel matters. Minutes for executive session are kept separately and are confidential.

Submitted by, Roger Manning, Secretary, Pacifica Board of Directors

Approved by the Board of Directors on October 1, 2004.