

Pacifica National Board Meeting

January 4, 2009

Minutes

1. Sherry Gendelman called the meeting to order at 8:09 PM EST.

The roll was called. The following members were present:

Grace Aaron	Mike Martin	Jack VanAken	
Nia Bediako	Efia Nwangaza	Joe Wanzala	
Evelyn Bethune	Sarv Randhawa	Yosh Yamanaka	
Carolyn Birden	George Reiter	Lonnie Hicks	
Acie Byrd	Rob Robinson	Dan Siegel	
Kathryn Davis	Jamie Ross	Donna Niemann	
Zaccai Free	Wendy Schroell		
Sherry Gendelman	Bonnie Simmons		
Ambrose Lane	Lori Taguma		

The following member was absent:

Margaret Prescod

2. Approval of agenda.

Mike Martin moved to approve the agenda

Yosh Yamanaka asked to move bylaws amendments up to the position between the audit committee and the financial update.

Motions were made to move elections committee report, acknowledgements; and schedule executive session for personnel matters to be discussed before the financial update.

The motions were approved with no objection.

The agenda was approved with no objection.

3. Approval of Minutes

A motion was made to approve the minutes. Motion was seconded and approved with no objection.

4. January meeting

5. Bylaws amendments

Yosh Yamanaka moved that item #1 be amended as follows:

1. APPOINT AND SUPERVISE A NATIONAL ELECTION SUPERVISOR ("NES") AND [a]ppoint, supervise, and pay a Local Election Supervisor ("LES") at each of five station signal areas: Berkeley, CA, Los Angeles, CA, New York, NY, Washington D.C., Houston, TX. (Pacifica will reimburse you for reasonable hourly wages paid to the five LESs.)

[THE NATIONAL ELECTION SUPERVISOR AND LOCAL ELECTION SUPERVISORS

SHALL CARRY OUT ALL RESPONSIBILITIES ASSIGNED TO THOSE POSITIONS BY THE PACIFICA BYLAWS. FOR EXAMPLE, THE NES SHALL SUPERVISE THE NOMINATION PROCESS AND CERTIFY THE "FAIRNESS" OF THE ELECTION, AND [E]ach Local Election Supervisor will verify and certify eligibility for candidates in two categories (Listener-sponsor or Staff) for the five signal areas. EACH LES SHALL also assemble a pamphlet with statements from all verified candidates FOR that LOCAL station BOARD.]

Dan Siegel offered the following substitute motion and Yosh Yamanaka accepted this substitute to replace his original motion:

The following motion was passed by the Pacifica National Board on January 4, 2009:

Resolved, the Pacifica National Board approves in principal the proposal by its Elections Committee to amend the wording of the request for proposals to conduct the 2009 Local Station Board elections and delegates to the Elections Committee, Chief Financial Officer, and Foundation Counsel the development of the precise language of the request.

The motion was seconded and passed with no objection.

Dan Siegel informed the board that the Board is required to maintain copies of the Bylaws as amended with the Attorney General, the California Franchise Tax Board and the IRS. Lonnie Hicks agreed to do this and to report back in two weeks time.

6. Executive Session.

Mike Martin moved to hold Executive Session on January 11 at 5pm for two hours. Seconded and passed, as only one person was unable to make this date, and three people could not make it on the 9th.

7. Acknowledgment:

George Reiter moved to have five minutes of acknowledgment at the beginning of each meeting. Seconded and passed with no objection.

8. Audit committee report.

Motion to extend the discussion for 10 minutes passed with no objection.

Grace Aaron moved to refer the report to the Governance Committee for review.

Motion passed 10 in favor, 8 against, as follows:

In favor: Grace Aaron, Carolyn Birden, Kathryn Davis, Efia Nwangaza, George Reiter, Rob Robinson, Jamie Ross, Wendy Schroell, Joe Wanzala, Yosh Yamanaka.

Opposed: Nia Bediako, Evelyn Bethune, Acie Byrd, Zaccai Free, Mike Martin, Bonnie Simmons, Lori Taguma, Jack VanAken.

Nia Bediako stated for the record that she completely disavows the action taken by the Pacifica National Board. Evelyn Bethune stated that she agrees with that position.

9. Financial Update

Jack VanAken moved to report publicly on the decision-making process regarding the use of the LA property for collateral, asking for unanimous consent.

The motion was seconded and passed with no objection.

Jack VanAken made the following motion:

- 1) That the PNB approve the loan.
- 2) That foundation management not be permitted to spend the loan monies on any unbudgeted project without prior board approval.
- 3) That the PNB reaffirm its existing policy of not approving any resolution that creates additional expense for the foundation until a financial impact statement identifying the cost of the resolution, a source of funding, and the expenditure's impact on the network's financial position has been produced by staff and reviewed by the NFC.
- 4) That the PNB direct the CFO to identify spending cuts the PNB can authorize to accelerate repayment of the loan.
- 5) That the PNB direct the CFO, NFC, GMs and LSBs to generate specific timelines, cost estimates, and revenue goals for any revenue-generating projects (e.g., direct mail campaigns) they propose to fund with loan monies and use those projects, along with spending cuts, to accelerate repayment of the loan to such a degree that it has no outstanding balance (balloon) in ten years.
- 6) That the CFO work with local management at any financial unit still generating a deficit to implement further cuts to bring those units into balance.
- 7) That the NFC and CFO immediately review the status of all budgets passed by the PNB in September and report budgetary compliance to the PNB. That all units be directed to make prompt payment of central services assessments a top priority.
- 8) That the National office be required to make prompt disbursements of CSG monies to the stations, and not defer payments.

Kathy Davis offered a replacement motion to adopt the motion passed by the KPFK LSB noting the mission statement clause that Pacifica shall be as nearly self-sustaining as possible, in the absence of an Executive Director all Pacifica station managers coordinate with each other to hold an immediate on-air emergency fund drive to raise the financial short-fall via the traditional method, etc.

Grace offered to make an amendment.

George Reiter offered an amendment to Kathy Davis's motion, that the CFO should levy the stations' reserves. Motion was seconded.

Since there were two motions on the floor, the Chair ruled that Jack VanAken's motion be voted on first.

Bonnie Simmons offered amendments to it as follows: to preface it to say "as we are currently operating with no Executive Director" etc.

She further suggested removal of number 8 : "That the National office be required to make prompt

disbursals of CSG monies to the stations, and not defer payments.” and that number 7 be split into two separate items.

Nia Bediako seconded that motion.

Motion to extend the discussion by ten minutes was accepted.

Bonnie Simmons called the question of Jack VanAken’s motion.

George Reiter made a point of order challenging the ruling of the chair regarding the order of consideration.

The chair overruled the point of order.

George Reiter appealed the ruling of the chair.

The ruling of the chair was overturned 10 in favor, 8 against with 1 abstention as follows:

Against: Grace Aaron, Carolyn Birden, Kathy Davis, Zaccai Free, Efia Nwangaza, George Reiter, Rob Robinson, Jamie Ross, Joe Wanzala, Yosh Yamanaka,

In favor: Nia Bediako, Evelyn Bethune, Acie Byrd, Ambrose Lane, Mike Martin, Bonnie Simmons, Lori Taguma, Jack VanAken.

Abstain: Wendy Schroell

Vote was taken on George Reiter’s motion regarding levy on stations’ reserves. The motion failed 9 in favor, 9 against, 1 abstention.

In favor: Grace Aaron, Carolyn Birden, Kathy Davis, Zaccai Free, Efia Nwangaza, George Reiter, Rob Robinson, Joe Wanzala, Yosh Yamanaka.

Against : Nia Bediako, Evelyn Bethune, Acie Byrd, Ambrose Lane, Mike Martin, Wendy Schroell, Bonnie Simmons, Lori Taguma, Jack VanAken.

Abstention: Jamie Ross

Kathy Davis’s motion on emergency on-air fund drive failed by 10 in favor, 10 against, as follows:

In favor: Grace Aaron, Carolyn Birden, Kathy Davis, Zaccai Free, Efia Nwangaza, George Reiter, Rob Robinson, Jamie Ross, Joe Wanzala, Yosh Yamanaka

Against : Nia Bediako, Evelyn Bethune, Acie Byrd, Ambrose Lane, Mike Martin, Bonnie Simmons, Wendy Schroell, Lori Taguma, Jack VanAken, Sherry Gendelman.

Bonnie Simmons’s amendment to preface the proposal to say “as we are currently operating with no Executive Director” ; to remove number 8 and split number 7 passed by 8 in favor, 7 against, 4 abstentions as follows:.

Against: Grace Aaron, Zaccai Free, Efia Nwangaza, Rob Robinson, Jamie Ross.
Wendy Schroell, Joe Wanzala

In favor: Nia Bediako, Evelyn Bethune, Acie Byrd, Ambrose Lane, Mike Martin, Bonnie Simmons, Lori Taguma, Jack VanAken,

Abstentions: Carolyn Birden, Kathy Davis, George Reiter, Yosh Yamanaka

:

Vote on the Main Motion by Jack VanAken to accept the loan, etc. failed by 10 against, 9 in favor.

Against: Grace Aaron, Carolyn Birden, Kathy Davis, Zaccai Free, Efia Nwangaza, George Reiter, Joe Wanzala, Yosh Yamanaka, Rob Robinson, Jamie Ross.

In favor: Nia Bediako, Evelyn Bethune, Acie Byrd, Ambrose Lane, Mike Martin, Bonnie Simmons, Lori Taguma, Jack VanAken, Wendy Schroell

The meeting was adjourned at 11PM EST.