

**Pacifica National Board Meeting**

Sunday, February 1, 2009

Minutes

(Approved Feb. 20, 2009)

The meeting was called to order at 8:40 am.

The secretary called the roll.

The following members were present:

Grace Aaron	Sean Casey O'Brien	Dan Siegel, PNB Counsel
David Beaton	Leslie Radford	
Nia Bediako	Sandra Rawline	Donna Niemann, Interim
Carolyn Birden	George Reiter	Secretary
Jim Brown	Jamie Ross	
Acie Byrd	Rico Ross	
Kathryn Davis	Wendy Schroell	
Sherry Gendelman	Bonnie Simmons	
Luzette King	Andrea Turner	
Efia Nwangaza	Joe Wanzala	
	Susan Young	

**Luzette apologized, for the record, for being late to the meeting.**

The secretary was asked to read the motion passed in executive session on January 31 as follows:  
*Be it resolved that the PNB appoints LaVarn Williams to act as iCFO effective 1 Feb 2009 at the same salary rate paid previous CFO plus medical benefits, provisional on verification of references and background checks.*

Miss Williams introduced herself in a brief statement.

Motion to table the issue regarding member eligibility, when they change status.

Motion passed by a show of hands, 10 in favor

Motion to table strategic planning discussion.

Move to table passed with no objection

**I. Election of PNB officers and committee**

1. Election of Chair

The following members were nominated:

Grace Aaron

Jim Brown

Candidates made statements and responded to questions from the PNB  
Leslie Radford made a motion to open the floor to questions to from the public, allotting two minutes to each speaker. There was no objection.

At time, Leslie Radford made a motion to extend public comment by 12 minutes to allow the remaining people on the list to speak. The public continued their comments.  
The election was held by anonymous ballot.

The election supervisor passed out ballots, collected them, and tallied the votes for committees. The results were announced as follows:

Grace Aaron 12  
Jim Brown 8  
Susan Young (write-in) 1

Grace Aaron took over the meeting as chair.

## 2. Election of vice chair

Efia Nwangaza nominated Joe Wanzala  
Sherry Gendelman nominated Jim Brown

The candidates took questions from the PNB for 20 minutes.  
A motion to extend by 10 minutes was made by Susan Young.  
Luzette King made a substitute motion to extend for 5 minutes.  
The substitute motion passed by a vote of 10 to 5.  
A motion was made to extend by two minutes so that one candidate could respond to a question.

The election supervisor tallied the votes for committees. Results were announced as follows:

Joe Wanzala 12  
Jim Brown 7  
Susan Young (write-in) 1  
No preference 1

## 3. Election of Secretary

The interim secretary was asked if she was interested in continuing as secretary; she declined.  
Efia Nwangaza offered to serve as secretary *pro tem*, and it was agreed that she would do so.

A break was called to allow the members to propose their preferences for committees.

The chair called the meeting back to order and asked Jamie Ross to read from the by-laws, article 8 section 2 and section 3. He did so.

*The chair acknowledged receipt from Acie Byrd of a sealed complaint that needs to be dealt with in executive session.*

#### 4. Committees

George Reiter moved to allow as many PNB members on a committee as would like to be, trusting the good judgment of the members not to over-commit.

Luzette King made a substitute motion to restrict membership to one director per committee. Motion passed by a show of hands, 14 in favor, 1 against, 2 abstentions.  
The chair extended by two minutes to continue discussion.

Carolyn Birden made a motion to allow runners-up to be the alternates.

Susan Young objected to the motion.

Shawn Casey O'Brien made a motion to table the discussion. Seconded. No objection.

**The election supervisor was given 15 minutes to tally the votes for committees.**

In the meantime discussion was held to resolve the question of alternates.

Susan Young moved that once a single PNB director is elected per station, at that time directors may identify themselves to serve as alternates and be accepted by the body. No objection.

Nia Bediako said that she would like to be the alternate on the committees to which she was not elected.

The chair asked for a short agenda in the interim.

The following suggestions were made:

1. Sandra Rawline had five motions.
2. Leslie Radford had one motion.
3. Susan Young: IED; legal transition, strategic planning, referring confidentiality to the governance committee
4. Shawn O'Brien said we should memorialize all legal and financial items voted on by the board.
5. Carolyn Byrd had a motion: to begin an immediate search for an HR director and put out a job description.
6. Ricco Ross thanked all those who helped facilitate the meeting.
7. Ricco Ross asked to refer item 2 to the finance committee. He withdrew the motion on Leslie's suggestion.

8. Sherry moved for 20 minutes of public comment. Seconded. No objection.

Bonnie Simmons said a 2/3 vote is required to limit time. George Reiter said that is not the case for setting an agenda.

**1. Sandra Rawline offered five motions:**

***a. Bank Signatory***

*Whereas there is no authorized signatory on PNB NO bank accounts.*

Be it resolved that the authorized signatories for Pacifica Foundation N.O. bank accounts include the following: Interim CFO LaVarn Williams and Vice Chair Joe Wanzala, that all previous, signatories be removed. this will occur no later than 3 February 2009.

Seconded by Susan Young.

Effia Nwangaza offered amendment to include the Chair.

Carolyn Birden proposed an amendment that all Pacifica accounts require two signatures, and three signatories.

Wendy Schroell spoke against the amendment.

George called the question. Objection.

Vote on calling the question passed 14 in favor, 2 against.

The amendment failed 11 in favor, 5 against, 2 abstentions.

Vote on Effia's amendment to add the Chair as signatory.

Leslie offered amendment to read all national office bank accounts require the signature of 2 of the 3 signatories. The amendment was approved by a show of hands.

The amendment to include the Chair as signatory passed with no objection.

Bonnie Simmons proposed an amendment to change 'previous signatories' to "prior employees"

Motion to extend by five minutes passed by 12 to 5.

Bonnie Simmons's amendment failed 8 against, 6 in favor 2 abstentions.

Main motion passed 13 to 4, as amended:

*Be it resolved that the authorized signatories for Pacifica Foundation N.O. bank accounts include the following: Interim CFO LaVarn Williams, Chair Grace Aaron and Vice Chair Joe Wanzala and that all national office bank accounts require the signature of 2 of the 3 signatories and that all previous, signatories be removed. This will occur no later than 3 February 2009.*

*b. Job Postings and Hiring of Pacifica Foundation Management and Professional team.*

Whereas the Pacifica Foundation is required to have an Executive Director and CFO and whereas the Pacifica Foundation would benefit from the services of a Human Resources Director and General Counsel.

Be it resolved that the personnel committee provide recommendations for PNB review and approval of job descriptions not approved in a prior term and for posting of said positions. for vetting, review and interview process to bring forth a qualified selection for PNB review, interview and hiring of these positions within the next 90 days.

Be it further resolved that all employments are subject to verification of references and background checks and that salaries will be negotiated as to qualifications and experience.

Leslie Radford proposed an amendment to add “Job descriptions not approved in the prior term”.  
No objections.

Shawn called the question. One objection. Vote on calling the question – 11 in favor 6 opposed.  
Motion to end debate failed.

Susan Young moved as follows:

*Be it resolved that the personnel committee provide recommendations for PNB review and approval of job descriptions not approved in a prior term and for posting of said positions.*

Sherry Gendelman seconded.

Sherry Gendelman reserved her comments till main motion.

Sandra Gendelman offered substitute motion:

*Job Postings and Hiring of Pacifica Foundation Management and Professional Team*

Whereas the Pacifica Foundation is required to have an Executive Director and Chief Financial Officer and whereas the Pacifica Foundation would benefit from the services of a Human Resources Director.

~Be it resolved that the Personnel Committee be directed to review job descriptions / requirements not approved in the prior term, for the above stated positions and present final proposed / recommended job descriptions to PNB for review and posting of said positions for vetting, review and interview process to bring forth a qualified selection for PNB review, interview and hiring of these positions within the next 90 days.

Be it further resolved that all employments are subject to verification of references and background checks and that salaries will be negotiated as to qualifications and experience.

Susan Young seconded substitute motion  
Shawn Casey O'Brien called the question. Question was called 19 to 1.  
Sandra read the substitute motion again.  
The substitute motion passed 18 to 2.

**The Election Supervisor returned and distributed ballots for the committee election.**

Nia Bediako asked to take up the question of rescinding the resignation of Dan Siegel as counsel.

**9. Leslie Radford made the following motion.:**

*If there is no alternative to paying the current debt, any new loan must be negotiated under the following conditions:*

- a. The PNB shall obtain from the National Office and shall publish and provide each LSB with a detailed line item statement specifying the current debt; and that any new loan be used solely to pay that debt.*
- b. The PNB shall direct all units to make cost reductions in order to make Pacifica's financial situation sustainable including staff reductions.*
- c. The National Office shall publish an accountable repayment plan.*

Luzette seconded.

Jamie Ross moved to refer to Finance Committee, seconded by George Reiter. Objection.  
Motion to refer passed 14 in favor, 2 against, 2 abstentions.

**BREAK FOR 7 MINUTES FOR PUBLIC COMMENT**

**The election supervisor announced the committee members (see attached).**

George Reiter moved to meet by teleconference at 8pm on Sunday February 8. The chair agreed to send out a notice with as many agenda items as possible.

Susan had recommendations for agenda items:

The above items  
Committee reports  
Alternate committee members.

Chair indicated that she has a list of agenda items which she will distribute.  
The meeting was adjourned at approximately 2 pm.