

Pacifica National Board, In-Person Meeting

July 16-18, 2010
Berkeley, California

OPEN SESSION MINUTES

Friday, July 16, 2010: PNB OPEN SESSION. 9:00 a.m. (PT)

I. Call to Order/ Welcome. PNB Chair George Reiter called meeting to order at 9:34 am. He welcomed everyone to the July 16-18, 2010 PNB meeting, in Berkeley, Ca.; and thanked host station KPFA, LSB, management and members for their hospitality.

a. Roll Call/ Quorum. PNB Secretary, Efia Nwangaza called the roll and a quorum was established. Excused absences had been approved for Aghamir, Turner and Luera at the opening session.

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>Exc</u> Shahram Aghamir	<u>X</u> Shawn O'Brien	<u>X</u> Bill Crosier	<u>X</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>X</u> Leslie Radford	<u>Exc</u> Alberto Luera	<u>X</u> Kathy Davis
<u>Exc</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> George Reiter	<u>X</u> Jennifer Jaeger
<u>X</u> Joseph Wanzala	<u>X</u> Ricco Ross	<u>X</u> Richard Uzzell	<u>X</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF & COUNSEL:</u>	
<u>X</u> Alonso Brown	<u>X</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>X</u> Campbell Johnson	<u>X</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>X</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, Int. Gen. Counsel	
<u>X</u> Marcel Reid			

b. Agenda Approval. Agenda as presented Approved HNO.

II. Audit Presentation and Workshop. Pacifica Auditor Tony Pohl and Associate, Noel McNabola presented the Audit and a Training Workshop for the Board.

12:00 Noon: Adjourned for Lunch. Re-convened at 6:15 pm.

I. Call to Order. PNB Chair George Reiter called meeting to order at 6:15 pm.

a. Roll Call/ Quorum. Staff Recording Secretary, Richard Uzzell called roll, quorum established. Campbell Johnson appointed Time Keeper.

**Pacifica National Board In-Person Meeting, Berkeley Ca. OPEN MINUTES
July 16-18, 2010**

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

<u>KPFA - Berk., Ca.:</u> <u>Exc</u> Shahram Aghamir <u>X</u> Tracy Rosenberg <u>Exc</u> Andrea Turner <u>X</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>X</u> Shawn O’Brien <u>X</u> Leslie Radford <u>X</u> Summer Reese <u>X</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>X</u> Bill Crosier <u>Exc</u> Alberto Luera <u>X</u> George Reiter <u>X</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>X</u> Nia Bediako <u>X</u> Kathy Davis <u>X</u> Jennifer Jaeger <u>X</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>X</u> Alonso Brown <u>X</u> Campbell Johnson <u>X</u> Kimory Orendoff <u>X</u> Marcel Reid	<u>AFFILIATES:</u> <u>X</u> Jim Bennett <u>X</u> Efia Nwangaza	<u>STAFF & COUNSEL:</u> <u>X</u> Arlene Engelhardt, ED <u>X</u> LaVarn Williams, CFO <u>X</u> Ricardo deAnda, Int. Gen. Counsel	

- a. **Minutes Approval.** Open Minutes for the April 23-25 LA In-Person presented for Approval. HNO, Minutes Approved.
- b. **Agenda Approval.** Davis moved to add “Promotion Break-Out Saturday.” HNO, motion Approved. Crosier moved to move the Affiliate Task Force vote to 11:00 am, Sunday. Motion Approved by a vote of 8-6. Time certain for Public Comments: Friday – 9:00 pm; Saturday – 11:30 am and Sunday – 1:30 pm. Agenda, as amended, Approved HNO.

II. Acknowledgements.

- ** *KPFK Staff and Listeners for all you do for the station.* ** by Radford.
- ** *KPFK Staff and Listeners and Tracy Rosenberg and the Coordinating Committee for planning this In-Person Meeting.* ** by Ross.
- ** *KPFA News Staff and Producers for their important work in covering the “Verdict” in the Oscar Grant trial.* ** by Rosenberg.
- ** *Brian DeShazor and the Pacifica Archives’ Staff for winning the Bader Award.* ** by Engelhardt.
- ** *Pacifica Technical Staff: Jon Ameleh and Otis Maclay for streaming these meetings.* ** by Crosier.
- ** *Ursula Ruedenberg for her work with Radio South and the founding of the new north Florida radio station in Port St. Joe, Fla.* ** by Bennett.
- ** *The GM and the four IGMs for their effort this weekend to build a Pacifica Leadership Team.* ** by Engelhardt.
- ** *Radio for All for their work on Audioport; and David Beaton for his work with Radio South and his help in founding the new station in Port St. Joe, Fla.* ** by Nwangaza

**Pacifica National Board In-Person Meeting, Berkeley Ca. OPEN MINUTES
July 16-18, 2010**

III. Board Chair's Report [Report-Outs from recent Ex. Sess.]. Board Chair George Reiter reported that at the July 2, 2010 Executive Session, the Board discussed issues relating to the current Election. No action taken.

IV. Executive Director's Report. Pacifica Executive Director Arlene Engelhardt gave report. [Audio available onkpftx.org]. Questions and discussion followed.

V. Reports from Gm's and Staff.

a. WBAI IGM. WBAI Interim General Manager Berthold Reimers gave report. [Audio available at kpftx.org]

b. WPFW IGM. WPFW Interim General Manager Grigsby Hubbard gave report. [Audio available at kpftx.org]

c. KPFT GM. KPFT General Manager Duane Bradley gave report. [Audio available at kpftx.org] Qu

d. KPFK IGM. WPFW Assistant General Manager Jennifer Kizer gave report. [Audio available at kpftx.org]

e. Archives Director. Archives Director Brian DeShazor gave report. [Audio available at kpftx.org]

f. Human Resources Director. Archives Director Amad Anderson gave report. [Audio available at kpftx.org]

g. KPFA IGM. KPFA Interim General Manager Amad Anderson gave report. [Audio available at kpftx.org]

h. KPFA LSB. KPFA LSB Chair Anthony Fest gave report. [Audio available at kpftx.org]

Uzzell moved to extend the meeting to 10:00 pm. Motion Failed by a vote of 2-13.

9:00 pm Public Comment. [Audio available at kpftx.org]

VI. Adjournment. HNO meeting adjourned at 9:50 pm. (PT) until the next day at 9:00 am.

Saturday, July 17, 2010: PNB OPEN SESSION. 9:00 a.m. (PT)

I. Call to Order/ Welcome. PNB Chair George Reiter called meeting to order at 9:09 am.

**Pacifica National Board In-Person Meeting, Berkeley Ca. OPEN MINUTES
July 16-18, 2010**

- a. **Roll Call/ Quorum.** PNB Secretary, Efia Nwangaza called the roll and a quorum was established. Excused absences had been approved for Aghamir, Turner and Luera at the opening session.

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>Exc</u> Shahrām Aghamir	<u>X</u> Shawn O’Brien	<u>X</u> Bill Crosier	<u>X</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>X</u> Leslie Radford	<u>Exc</u> Alberto Luera	<u>X</u> Kathy Davis
<u>Exc</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> George Reiter	<u>X</u> Jennifer Jaeger
<u>X</u> Joseph Wanzala	<u>X</u> Ricco Ross	<u>X</u> Richard Uzzell	<u>X</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF & COUNSEL:</u>	
<u>X</u> Alonso Brown	<u>X</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>X</u> Campbell Johnson	<u>X</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>X</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, Int. Gen. Counsel	
<u>X</u> Marcel Reid			

- II. **CFO Report.** Pacifica CFO LaVarn Williams gave report. [Audio available at kpftx.org] Questions and discussion followed.
- III. **National Election Supervisor’s Report.** Pacifica NES Renee Asteria gave report. [Audio available at kpftx.org] Questions and discussion followed.
- IV. **Break-Out Sessions.** Three Break-Out Sessions to facilitate discussion were heard.
 1. Promotional Issues, 2. Elections, 3. Affiliates Motion.

11:30 am Public Comment. [Audio available at kpftx.org]

12:00 Noon. Adjourned for Lunch. Re-convened at 1:00 pm.

- V. **Promotional Task Force.** Task Force member Bill Crosier gave report. [Audio available at kpftx.org] Questions and discussion followed.

Steinberg moved that the Pacifica Executive Director create a position, hopefully a volunteer, who would develop a Promotional Campaign. Ross moved to amend to add that we have 6 volunteer promoters (one from each of the 5 stations and one from National Office to coordinate to gather, come up with and take creative marketing for Pacifica from ideas to action. HNO, motion to amend Approved.

Radford moved to amend to add, that by the PNB meeting after the next, that each GM/IGM present to the PNB a collection of off-air fundraising ideas and a commitment to implement some part of the fundraising plan immediately. HNO, motion to amend Approved.

Main motion, as amended, Approved by a vote of 16-2

**Pacifica National Board In-Person Meeting, Berkeley Ca. OPEN MINUTES
July 16-18, 2010**

VI. Committee and Working Group Reports.

- a. **Affiliate Task Force.** Task Force Chair Efia Nwangaza gave report. [Audio available at kpftx.org]
- b. **Audit Committee.** Audit Committee Chair Nia Bediako gave report. [Audio available at kpftx.org]

Bediako moved that the PNB empowers the audit committee to review the Pacifica Foundation's 2009 Form 990 before filing or posting to the Pacifica website. O'Brien moved to amend to add that this review of the Audit Committee shall take place with 10 days of it coming-out. HNO, motion Approved. Main motion, as amended, Approved HNO.

- c. **Coordinating Committee.** Committee Chair Tracy Rosenberg gave report. [Audio available at kpftx.org]
- d. **Election Committee.** Committee Chair Bill Crosier and NES Renee Asteria gave report. [Audio available at kpftx.org] Questions and discussion followed.

Time expired. O'Brien moved to extend for 10 minutes. HNO, motion Approved.

Steinberg moved to strongly recommend that the NES extend the nominations period for the 2010 election to August 15, 2010. Motion Failed by a vote of 5-8-4.

Wanzala moved to substitute to extend the nomination and membership deadline until August 1, 2010 or until any other date the NES may deem necessary. Motion Failed by a vote of 6-6.

Time expired. O'Brien moved to extend for 10 minutes. HNO, motion Approved.

Time expired. Orendoff moved to extend for 5 minutes. HNO, motion Approved.

Reed moved to substitute to cancel the 2010 election. Chair ruled the motion out of order because the Bylaws require the election.

Orendoff moved to postpone consideration until Friday. Motion Failed by a vote of 8-8-1.

- e. **Finance Committee.** Pacifica CFO LaVarn Williams gave a report for Committee Chair Summer Reese. [Audio available at kpftx.org]
- f. **Governance Committee.** Committee Chair Joe Wanzala gave report. [Audio available at kpftx.org]
- g. **Personnel Committee.** Committee Chair Bill Crosier gave report. [Audio available at kpftx.org]

**Pacifica National Board In-Person Meeting, Berkeley Ca. OPEN MINUTES
July 16-18, 2010**

VI. Committee and Working Group Reports. (Continued)

h. Programming Committee. Committee Member Jennifer Jaeger gave report. [Audio available at kpftx.org] Two motions below brought by Committee:

1. Motion that the PNB supports the ED putting into place the means of moving quickly to broadcast simultaneously on all five stations and as many affiliates as are willing to carry them, events of national interest consistent with our mission. Additional resources as needed should be put into stations that require them to make this possible. If an important event falls outside the signal areas of the five Pacifica stations, whenever possible, Pacifica will ask of its affiliates for assistance.

Jaeger moved to amend to delete "must carry." HNO, motion Approved. HNO, Motion, as amended, Approved.

2. Motion for Policy Regarding the Public Airing of Grievances:

Pacifica Policy Statement on Criticizing the Foundation and/or Members of Its Management or Staff on Our Own Airwaves Pacifica recognizes that there will always be differences of opinion as to How our foundation should be run, as well as clashes between individual Staff members or between members of staff and management. We firmly believe that such differences of opinion and/or staff clashes should not be ignored Or censored, and that Pacifica management should commit itself to hearing and evaluating all such criticism, no matter how unfavorable.

~~*However, as a practical matter, such criticism, if delivered publicly, on our own airwaves, by a member of Pacifica's own staff, can only serve to damage Pacifica's public image and the reputation of its staff. Therefore, It is the express position of management that criticism of the foundation and/or its personnel should not be broadcast over our airwaves as a first step, but only as a last resort.~~ If a staff member has a personal grievance, or is aware of a danger to a station or to Pacifica itself that he or she feels is not being addressed properly, that staff member is encouraged to discuss the matter with management first through the normal channels provided for addressing such matters. Management has an open-door policy in this respect. **words struck by 6-1-7 vote of the PNB 7-17-10.*

On the other hand, if after exhausting the normal grievance channels, a Staff member still feels that he or she is not receiving justice, or that a perceived problem at the foundation is still not being properly addressed, then that staff member may, regrettably, have no other choice but to "go public" with the issue on Pacifica's own airwaves. In such an eventuality, that staff member will have been transformed from a "critic" into a "whistleblower," and will be entitled to all the respect (and protection) such a designation requires.

However, we believe that ~~*the privilege of~~ whistle blowing carries with it the responsibility of fairness. Therefore, if a staff member has finally reached the point at which he or she feels there is no other option than to use his or her program as a platform from which to criticize Pacifica, or its management, or its personnel, or to air internal Pacifica matters in a way that might negatively impact the reputation or public image of the Foundation or its personnel, IT IS SUGGESTED THAT both the station manager and the foundation's Executive Director be notified of that planned broadcast.

**words struck by unanimous vote of PNB 7-17-10*

**Pacifica National Board In-Person Meeting, Berkeley Ca. OPEN MINUTES
July 16-18, 2010**

2. Motion for Policy Regarding the Public Airing of Grievances: (Continued)

At least 24 hours in advance. This is A SUGGESTION not for the purpose of censorship BUT TO PROTECT THE STAFF MEMBER FROM MISTAKENLY AIRING THE FOLLOWING:

- (1) Potentially libelous statements, which could put the foundation at risk.
- (2) Confidential employee information, which Pacifica is forbidden by law to broadcast.
- (3) Privileged or proprietary information -- including but not limited to details about vendor contracts, financial matters, legal issues, pending or ongoing lawsuits, or future programs and/or events whose premature disclosure might put the foundation at a competitive disadvantage.
- (4) SPEECH THAT VIOLATES FCC REGULATIONS.

ANY BROADCAST OF MATERIAL INCLUDED IN THE ABOVE 4 CLAUSES WILL SUBJECT THE STAFF INVOLVED TO DISCIPLINARY ACTION.

IN THE INTEREST OF FAIRNESS AND TRANSPARANCY THE MANAGEMENT RESERVES THE RIGHT FOR EQUAL TIME TO RESPOND.

IN CLOSING: THE PACIFICA FOUNDATION'S PUPOSE IS TO PROVIDE RELEVANT, WELL PRODUCED PROGRAMMING THAT IS IN ACCORDANCE WITH THE PACIFICA MISSION STATEMENT. FREE SPEECH AND ARTISTIC LICENSE MUST BE PROTECTED BY THE GOVERNING BOARDS OF THE FOUNDATION IN ORDER TO FULLFILL THAT MISSON.

~~*THAT BEING SAID, THE MAJORITY OF OUR LISTENERS HAVE NO KNOWLEDGE AND LESS INTEREST IN THE INTERNAL AFFAIRS OF THE FOUNDATION. IT IS IN THE INTEREST OF OUR LISTENERS THAT WE, INCLUDING MANAGEMENT, STAFF AND BOARD MEMBERS MAKE EVERY EFFORT TO RESOLVE ISSUES OFF AIR AND PRESERVE THAT PRECIOUS AIR TIME FOR PROVIDING EXCELLENT RADIO THAT SERVES OUR COMMUNITTEES.~~ *Paragraph struck by 9-2-4 vote of the PNB 7-17-10

Radford moved to amend by striking words at three places. Each to be considered separately. 1. Approved 6-1-7 2. Approved HNO. 3. Approved 9-2-4. Main motion, as amended, Approved by the vote of 12-1-3.

- i. **Sexism and Racism.** Committee member Andrea Turner gave report. [Audio available at kpftx.org]
- j. **Technology.** Committee Chair Kathy Davis gave report. [Audio available at kpftx.org]

**Pacifica National Board In-Person Meeting, Berkeley Ca. OPEN MINUTES
July 16-18, 2010**

VII. Affiliates Coordinator’s Report. Pacifica Affiliates Coordinator Ursula Ruedenberg gave the report. [Audio available at kpftx.org] Reiter moved to extend for 15 minutes. HNO, motion Approved. Questions and discussion followed.

Crosier moved to commend Ursula Ruedenberg for all her work with the Affiliates program. Bediako move to add “and Ebon Dooley, former Director, posthumously for starting the Radio South Project.” HNO, Motion to amend Approved. HNO, Main Motion, as amended, Approved.

VIII. Adjournment. HNO meeting adjourned at 4:50 pm. (PT), until the next day at 1:30 pm.

Sunday, July 18, 2010: PNB OPEN SESSION. 1:40 p.m. (PT)

I. Call to Order. PNB Chair George Reiter called meeting to order at 1:40 pm.

a. Roll Call/ Quorum. PNB Secretary, Efia Nwangaza called the roll and a quorum was established. Excused absences had been approved for Aghamir, Turner and Luera at the opening session. Campbell Johnson, Time Keeper.

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>Exc</u> Shahram Aghamir	<u>X</u> Shawn O’Brien	<u>X</u> Bill Crosier	<u>X</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>X</u> Leslie Radford	<u>Exc</u> Alberto Luera	<u>X</u> Kathy Davis
<u>Exc</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> George Reiter	<u>X</u> Jennifer Jaeger
<u>X</u> Joseph Wanzala	<u>X</u> Ricco Ross	<u>X</u> Richard Uzzell	<u>X</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>	<u>STAFF & COUNSEL:</u>	
<u>X</u> Alonso Brown	<u>X</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>X</u> Campbell Johnson	<u>X</u> Efia Nwangaza	<u>X</u> La Varn Williams, CFO	
<u>X</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, Int. Gen. Counsel	
<u>X</u> Marcel Reid			

1:40 pm Public Comment. [Audio available at kpftx.org]

II. Adjournment. HNO, Chair adjourned the meeting at 2:15 pm (PT).

Minutes Scribed and Prepared by: Richard Uzzell, PNB Recording Secretary

Minutes Approved by the Pacifica National Board:

George Reiter, PNB Chair
Witnessed By:

January 21, 2011
Date: