

Pacifica National Board—Teleconference (Open Session)

8:30 PM EDT, 7:30 PM CDT, 5:30 PM PDT (scheduled)

Originating in Various Locations

Wednesday, May 25, 2011

Meeting Minutes

Audio Recording: <http://kpftx.org/archive.php>

[AUDIO PART 1]

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:45 PM Pacific Daylight Time.

a. Roll Call / Establish Quorum

Nineteen members were present, constituting a quorum: Tracey Rosenberg (KPFA), Andrea Turner (KPFA), Ken Aaron (KPFK), Rodrigo Argueta (KPFK), Lydia Brazon (KPFK), Summer Reese (KPFK, Chair), Terry Allen (KPFT), Jessica Apolinar (KPFT), Wesley Bethune (KPFT), Bill Crosier (KPFT), Nia Bediako (WBAI), Carolyn Birden (WBAI, Secretary), Kathy Davis (WBAI), Alex Steinberg (WBAI), Campbell Johnson (WPFW), Kimory Orendoff (WPFW), Marcel Reid (WPFW), Heather Gray (Affiliates), Efia Nwangaza (Affiliates).

One member was absent: Rene Bryce-Laporte (WPFW).

Also present: Arlene Englehardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), Ricardo De Anda (Pacifica General Counsel), John P. Garry III (Recording Secretary).

b. Agenda Approval

Nwangaza reminded the Chair that at the end of the last meeting she made a Motion to Rescind the passed Affiliates Task Force Motion. Nwangaza's motion to rescind was not on the Agenda. After suggestions from the board and consulting the Parliamentary Authority, the Chair ruled that the Nwangaza's Motion to Rescind should go under New Business. Duly noted by the Secretary.

Point of order from Aaron: Bediako is waiting to be recognized.

Bediako inquired into motions she sent to the Chair. The Chair directed the Secretary to include Bediako's two motions to the Personnel Committee Report. The Secretary noted that the motions she received had no vote record and claimed she didn't receive the complete information on the motion.

Point of order from Aaron: Please watch your language (to Bediako).

Point of information from Bediako: What is the policy on getting motions? Do you want the minutes or the motion?

The Chair responded that the motion should be sent with the vote count for inclusion in the Agenda. The revised Agenda was **approved** without objection.

c. Minutes Approval

The minutes of May 12, 2011 were **approved** without objection. Bediako, Johnson, Brazon, and Turner abstained.

Because of unaddressed corrections from Steinberg, the Chair postponed approval of the minutes of April 7, 2011.

Approval of the minutes of April 27, 2011 was postponed by the Chair after Nwangaza, Brazon, Johnson, Bediako, and Crosier abstained.

11. Acknowledgements

Reese acknowledged Crosier, whose father-in-law passed away. Johnson extended condolences to Crosier and recognized the WPFW family. he also acknowledged new and renewing members who contributed to the latest fund drive which wiped out the deficit and surpassed the current fund drive goal. Apolinar acknowledged participants in the development meeting. Williams expressed condolences to Crosier and his family and to Margaret Prescod at KPFK, whose mother passed. Williams also thanked the listeners who pledged recently and commended programmers and staff at WPFW for their successful fundraising. Nwangaza acknowledged Kathy Davis for her courageous and ethical support of Nwangaza against a recent public assault.

III. Board Chair Report

The Chair reported on progress in committees on financial and functional issues. The Programming Committee was convened by a volunteer, Steinberg.

1V. Management Reports

a. Executive Director Report

Engelhardt acknowledged the hard work on fund drives. WBAI will make their goal. WPFW increased their goal to include the dollars they were short from the last drive, and they exceeded that goal. KPFK will be coming in a little short in their fund drive. KPFK has had a move in the right direction and may finish on budget by Friday. KPFA will come up short. KPFT will be \$40-\$50,000 short of their goal. We are dealing with FRAT issues. We're making some progress on the legal front. I'm encouraged to where we are this year, but we have a lot to do to get expenses under income. Large donors are being looked into. Business Manager evaluations will be sent out soon, to be finished by July. Questions from the board followed.

b. CFO Report

Williams reported April YTD 2011 marked an improvement over 2010. The spring fund drives are currently at \$2.9 million in pledges, \$450,000 short of the overall goal of \$3,360,000. Revenue YTD is \$8.6 million, better than budget and the prior year. We have a slight surplus in our net income: \$60,000. April alone produced a loss, as there was in January. It is imperative that the Fall fund drive commence in September. We still have to reduce major payables at National. The head count is trending down: currently at 105 full time equivalents. \$1.1 million unrestricted cash in the bank, down about \$100,00 from the prior month. We have about two months of payroll. We need three months reserve of payroll. Controls must remain in place. Increases in productivity must remain in place. We are looking at reducing the number of days of fund raising. Until we receive some firm assurance that we will receive CPB funding, people should look at their budgets as if they will not get it. The San Francisco Foundation had an overall return net of administrative fees totaled \$73,000 on a \$375,000 fund balance.

[AUDIO PART 2]

Questions from the board were directed to the CFO. There was additional reporting from the Executive Director.

Johnson **moved to extend** for one minute. Motion **passed** without objection.

V. **Motion to Rescind** the motion passed at last meeting approving only one more in-person meeting for the remainder of the year. **Postponed from meeting of May 12, 2011. Kathy Davis.**

Davis being absent at the time, the Secretary suggested postponement. **Passed** without objection.

VI. Committee Reports

Affiliates Committee.

Grey reported on the first Affiliates Task Force meeting. There has been discussion of a survey of the affiliates, as well as what questions should be on such a survey. We now have three stations which have been approved by the FCC in Georgia and Florida. Responding to a question from Aaron, Grey reported that there are 160 affiliates, possibly more.

The Executive Director announced the NFCB is meeting next week.

Coordinating Committee.

Crosier presented one motion from the committee:

MOTION: Approved (4-3) by the Coordinating Committee April 19, 2011. (amended by Crosier) That the PNB schedule a special Saturday four hour meeting in June and July, in addition to the regularly scheduled meetings for those months, to make up for the cancelled in-person meeting.

Point of order from Steinberg: The original Coordinating Committee main motion (of the April 7, 2011 meeting) was never voted on. You voted for a substitute motion. You never voted on a main motion.

Brazon responded with a clarification, a citation from the Parliamentary Authority and a citation from the minutes of April 7, 2011. Rosenberg made a procedural recommendation to bring the motion forward and vote on it. Further discussion of the April 7 substitution votes.

Crosier **moved to extend** 15 minutes. Motion **passed** without objection.

Birden suggested postponing this matter to the next meeting. Seconded but no vote taken. Continued discussion of substitute motions. Rosenberg cited the Parliamentary Authority on substitute motions.

The Chair ruled that when a substitute passes the main motion isn't an issue. The main motion becomes moot when a substitute passes. Rescission would be in order.

Aaron **objected** to the ruling of the Chair. A substitute motion is to clarify a cumbersome motion, not to oppose a main motion.

The Chair said that she may have been in error allowing a diametrically opposed substitute motion. The motion to rescind is in order, and she is willing to admit that she was in error.

Point of order from Steinberg: A bad faith substitute should still be voted on. Brazon read from Robert's Rules (p.150). Johnson called the question on the motion to rescind.

Point of order from Davis: This issue has been very much debated, debated quite a lot. There is a very clear division of what's necessary. The substitute motion was contrary to the intentions of the network. If the question has been called shouldn't we go to a vote?

Point of order from Johnson: It would require a 2/3 vote.

Brazon: For a vote to rescind there needs to be someone on the prevailing side that has noticed that they are changing their position (asked to be noted in the minutes).

Point of order from Steinberg: Lydia is confusing motions to reconsider and rescind. With prior notice a majority vote is required.

[AUDIO PART 3]

Crosier, acting as Chair Pro-Tem, ruled that a majority vote is required to rescind a previously passed motion, with notice.

“Motion to Rescind the motion passed at last meeting approving only one more in-person meeting for the remainder of the year. **Postponed from meeting of May 12, 2011.**”

Motion to rescind **passed** on a roll call vote: Yes—10 No—9 Abstain—0.

Yes—Rosenberg, Aaron, Apolinar, Bethune, Crosier, Birden, Davis, Steinberg, Nwangaza, Reese.

No—Turner, Argueta, Brazon, Allen, Bediako, Johnson, Orendoff, Reid, Gray.

Motion from the Coordinating Committee (to the April 7, 2011 PNB meeting): “That the PNB set the next "regular" (in-person) PNB meeting for June 3-5, and that the following regular meeting be October 8-10 at a TBD location and that a video conferencing option be considered.” No vote taken.

Motion from Crosier (amended by Johnson): “I move that the PNB set the next "regular" (in-person) PNB meeting at a date determined by the Coordinating Committee. The Coordinating Committee is not required to return to the PNB for approval of these dates.”

Amendment from Johnson: “Due to financial constraints, the PNB thereby suspends the by-laws and that...” The Chair ruled Johnson's amendment out of order. Johnson withdrew it after discussion.

Point of information from Nwangaza: Is there language in the bylaws that provides for financial reasons to reschedule a meeting? Johnson responded in the negative.

Motion from Reid: “We have two meetings a year until we are financially able to have four

members a year or we substitute two of the meetings for in-person meetings, two of the meetings would be would be Skype (meetings). Instead of having four four-day meetings we would have two four-day meetings.” No vote taken.

Point of order from Aaron: We have an amendment on the floor and a motion behind that.

Point of order from Crosier: We are past time on this.

The Executive Director recommended, for financial reasons, a single meeting in September. Aaron called the question. De Anda advised it is not a violation to have less than four PNB meetings. Motion to rescind from Nwangaza. The Chair ruled Nwangaza's motion out of order.

Amendment from Steinberg: “The Pacifica National Board authorizes the Coordinating Committee to determine the date of the next in-person meeting, in collaboration with Pacifica management.”

Aaron called the question on the amendment.

The call to end debate on Steinberg's amendment was **passed** on a roll call vote: Yes—11, No—2, Abs—3.

Yes—Rosenberg, Turner, Aaron, Argueta, Brazon, Bediako, Birden, Davis, Johnson, Reid, Nwangaza.

No—Allen, Bethune

Abstain—Steinberg, Crosier, Gray

Present not voting--Reese

Steinberg's amendment **passed** on a roll call vote: Yes---9, No—8, Abs--0

Yes—Rosenberg, Aaron, Bethune, Crosier, Birden, Davis, Steinberg, Orendoff, Nwangaza

No—Turner, Argueta, Brazon, Allen, Bediako, Johnson, Reid, Gray

Present not voting--Reese

Point of order from Rosenberg: We do not re-argue motions after we have voted on them.

Allen calls the question on the main motion.

The main motion from Crosier (amended by Steinberg) **failed** on a roll call vote: Yes—7, No—8, Abs—1.

Yes—Rosenberg, Aaron, Crosier, Birden, Davis, Steinberg, Nwangaza

No—Turner, Brazon, Allen, Bethune, Bediako, Johnson, Reid, Gray.

Abstain--Orendoff
Present not voting--Reese

Allen **moved** that the Coordinating Committee set up a special meeting to discuss whether or not to have two more face-to-face meetings. No vote taken.

Brazon gave prior notice for a new motion for one more PNB meeting in September in Washington, DC.

Davis **moved** that the Coordinating Committee organize and plan, with the executive staff of the network, the next two in-person meetings and bring those dates to the next PNB meeting. Motion **failed** on a roll call vote: Yes—7, No—9, Abs—0.

Yes—Rosenberg, Aaron, Crosier, Birden, Davis, Steinberg, Nwangaza
No—Turner, Brazon, Allen, Bethune, Bediako, Johnson, Orendoff, Reid, Gray
Present not voting--Reese

Steinberg called for the **orders of the day**. Bediako gave notice for an executive session to deal with legal matters.

Steinberg **moved** to adjourn. The meeting was adjourned without objection at 8:50 PM PDT.

Respectfully submitted by John P. Garry III, PNB Recording Secretary
(these minutes were approved on May 10, 2012)

Appendix A—Proposed Agenda

DRAFT

Pacifica National Board - Teleconference May 25, 2011 8:30 pm (ET)

Open Session AGENDA

- I. **Call to Order and Opening Business.** PNB Chair Summer Reese will call meeting to order. (5 Min.)
- a. **Roll Call / Establish Quorum.** PNB Secretary Carolyn Birden will call roll and establish a quorum. Excused absences will be determined and a timekeeper chosen. (5 Min.)

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.
KPFA - Berk, Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:
 __Ken Aaron Teresa Allen Nia Bediako
 __Tracy Rosenberg Rodrigo Argueta Jessica Apolinar

Carolyn Birden

___ Lydia Brazon
___ Andrea Turner

Summer Reese

Wesley Bethune
Bill Crosier

Kathy Davis
Alex Steinberg

WPFW – Wash. D.C.: AFFILIATES:

Rene Bryce-Laporte
Campbell Johnson
Kimory Orendoff
Marcel Reid

STAFF & COUNSEL:

Heather Gray
Efia Nwangaza
Ricardo deAnda, GC

Arlene Engelhardt, ED
LaVarn Williams, CFO

- b. **Agenda Approval** (5 Min.)
- c. **Minutes Approval.** (5 Min.) Minutes from meetings of 5/12 (Revised); 4/7; 4/27

II. **Acknowledgements** (5 Min.)

III. **Board Chair Report.** To include any Executive Session Report Outs. (5 Min.)

IV. **Management Reports**

- a. **Executive Director Report** (10 Min.)
- b. **CFO Report** (10 Min.)

V. **Motion to Rescind** the motion passed at last meeting approving only one more in-person meeting for the remainder of the year. **Postponed from meeting of May 12, 2011. Kathy Davis.**

(15 Min.)

VI. **Committee Reports**

Affiliates Committee Heather Gray, Chair (2 Min.)

Coordinating Committee. Bill Crosier, Chair (5 Min)

MOTION: Approved (4-3) by the Coordinating Committee April 19, 2011.

That the PNB schedule a special Saturday four hour meeting in May and June, in addition to the regularly scheduled meetings for those months, to make up for the cancelled in-person meeting.

Finance Committee. Tracy Rosenberg, Chair (2 Min.)

Audit Committee. Min.)	Summer Reese, Chair Pro Tem	(2
Elections Committee. Min.)	Carolyn Birden, Chair Pro Tem	(2
Personnel. Min.)	Nia Bediako, Chair	(2
Strategic Recovery Plan Task Force. Min.)	Ken Aaron, Chair	(2

MOTION:

The Executive Director and the Chief Financial Officer shall work on correcting all deficiencies reported in the Feb 2011 Auditors Recommendations including evaluation of the business managers and software training at each station and update progress on the spreadsheet on the FRAT Yahoo Group. They shall update status of each deficiency by May 31st. Progress will be reported every two weeks thereafter. By July 30th it is expected that 70% of the deficiencies will have been remedied.

VIII. Unfinished Business.

- a. Motion by Steinberg: Membership Termination Standing Rule.** (10 Min.)

Due to possible conflict of interest, any person who has been terminated from the Pacifica Foundation employment for cause shall be prohibited from membership in the Pacifica Foundation. When this type of proceeding is brought, all due process procedures called for, as noticed to all in the Pacifica Bylaws, in Robert's Rules of Order (Chapter 20) shall apply.

- b. Motion by Rosenberg: Publicists.** *Passed unanimously at KPFA LSB.* (10 Min.)

The PNB authorizes acquiring six (6) unpaid publicists within 30 days of the present date to work at each of the five (5) stations and one head Publicist to coordinate at National Office.

- c. Motion by Davis: Membership re: Malice.** (10 Min.)

Be it resolved that any person or member of the Pacifica Foundation that acts with malice and/or violence and/or levies threats; either verbal or physical against Pacifica staff or members of the LSB or PNB should be disqualified from membership and participation in Pacifica governance. Further, any person or member of the Pacifica Foundation who acts to limit or undermine the fund

raising and or function of the Pacifica foundation or its radio stations and broadcast licenses should be disqualified from membership and participation in Pacifica governance. And, that any person or member of the Pacifica Foundation who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.

IX. New Business

Motion by Nwangaza for a Pacifica Affiliates' - Pacifica Foundation Task Force

Introduction

The vision for the Affiliates' Program (The Program), at its inception, was that The Program would facilitate the development, production, broadcast, exchange and distribution of meaningful and influential progressive content, provided by both the sister and affiliate stations. The Program was expected to be a mutually supportive resource, serving its members as a communication hub and a teaching/learning community. It would be dedicated to improving both program content and delivery efficacy, with an ever increasing number of progressive programs. The programming would be responsive to Foundation and Affiliate listener needs and interests and give access to otherwise unavailable news, arts, and commentary for worldwide radio, internet, and other possible platforms.

Mission

To achieve this objective, the Affiliates' Task Force was created and charged with representing the Pacifica Affiliates and being a bridge to the Pacifica Foundation. Consistent with the Pacifica Foundation's mission and the Task Force's charge. The Task Force shall strive to build and maintain an authentic Pacifica-Affiliate partnership by maximizing Affiliate membership, input, and participation.

Membership

Any member of an Affiliate or Pacifica station is welcome to participate in the Pacifica-Affiliates' Task Force.

Voting, Co-Meeting Facilitators and Monthly Meetings

Where voting occurs, only duly designated station representatives of an Affiliate or Pacifica station, who has attended three consecutive meetings (the meeting of the vote and two meetings immediately prior to the vote) shall be allowed to vote.

Officers

The Task Force shall be convened by PNB assignment. It shall elect a pro tem Facilitator or Facilitators (at least one of whom shall be an Affiliate Director) for the first three meetings and a Secretary (who shall be any voting eligible member of the Task Force). The permanent yearly Facilitator(s) shall be elected at the third regular meeting.

Meetings: The Task Force shall meet a minimum of once a month and conduct such business as is consistent with its mission and in the manner prescribed the by-laws of the Pacifica Foundation.

X. Adjournment:

10:00 pm (ET)