

Pacifica National Board—Continuation Teleconference (Open Session)

8:30 PM EST, 7:30 PM CST, 5:30 PM PST (scheduled)

Originating in Various Locations

Thursday, January 5, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:41 PM Pacific Standard Time

a. Roll Call / Establish Quorum

Twenty-two members were present, constituting a quorum: Ken Aaron (KPFK), Teresa Allen (KPFT), Jessica Apolinar (KPFT), Rodrigo Argueta (KPFK), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair KPFT), Kathy Davis (WBAI), Heather Gray (Affiliates), Campbell Johnson (WPFW), Efia Nwangaza (Affiliates, Secretary), Kimory Orendoff (WPFW), Laura Prives (KPFA), Summer Reese (Chair, KPFK), Marcel Reid (WPFW), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA), Bruce Wolf (WPFW).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), John P. Garry III (Recording Secretary).

The audio for this meeting can be accessed at [KPFTX.org](http://KPFTX.org)

[Audio Part 1]

This meeting is a continuation meeting.

b. Designate Timekeeper

Crosier volunteered to be the timekeeper

c. Determine if next (Jan. 12) meeting will be a continuation meeting

The January 12 meeting will be new business.

Bediako **moved** to postpone Personnel Committee motions to the January 2012 in-person meeting. Motion **passed** without objection.

Davis **requested** ten minutes for a Governance Committee report. **Approved** without objection.

The Chair **requested** five minutes for a Chair Report. **Approved** without objection.

Steinberg **moved** (amended by Bediako) that George Reiter (Governance Committee Chair) be allowed to address the PNB tonight because he is a committee chair with a motion pending on the floor.

Bediako **moved to amend**: “Because he is a committee chair with a motion pending on the floor.” Motion **passed** by a roll call vote: Yes—10, No—6, Abstain—3.

Yes—Apolinar, Bediako, Bethune, Birden, Crosier, Davis, Gray, Reid, Rosenberg, Wolf.

No—Allen, Brazon, Johnson, Prives, Steinberg, Turner.

Present not voting—Reese.

Abstain—Aaron, Nwangaza, Siegel.

Steinberg’s amended main motion **passed** by a roll call vote: Yes—14, No—3, Abstain—2.

Yes—Aaron, Apolinar, Bediako, Bethune, Birden, Crosier, Gray, Nwangaza, Reid, Rosenberg, Siegel, Steinberg, Turner, Wolf.

No—Allen, Brazon, Prives.

Present not voting—Reese.

Abstain—Davis, Johnson.

The amended agenda was **approved** without objection

## II. Chair Report (6:11)

The Chair reported on the upcoming in-person meeting and the Rosenberg recall. Discussion followed.

## III. Committee Reports (6:24)

d. Personnel Committee (omitted)

f. Finance Committee (6:24)

Rosenberg (Finance Committee Chair) gave a year-end report.

g. Affiliates Task Force (6:27)

Grey gave a report on the Affiliate survey and the production of Occupy Movement Affiliate

programming. Johnson reported on a PNB orientation package and an Affiliates e-newsletter. Discussion followed.

#### h. Programming Committee (6:37)

George Reiter (Programming Committee Chair) presented and motivated the following motion:

#### **Motion 1: Program Councils**

The PNB directs the executive director to set up Program Councils as management committees, at each station.

The composition of the committee shall consist of 1/3 staff, selected by stv election, 1/3 members of the LSB, also selected by an stv election, and 1/3 listeners, approved jointly by the LSB and the Program Director by a procedure satisfactory to both. Terms shall be for the maximum of 2 years, or for an LSB member, the term on the LSB.

The Program Councils shall serve to provide a collaborative nexus between the board, the listeners, the staff and the management of the station for the purpose of implementing the programming policies of the LSB and PNB. Specifically, they shall have the power to review programs and vet new programs, including for compliance with the mission, and recommend changes to schedules. They shall provide for adjudication of issues arising between staff and management, where no other means of doing so exists. They will set their own agendas in these regards.

Program directors will serve as non voting ex-officio members of the Program Councils. The Program Director shall provide an orientation and training to the members of the Program Council on generally accepted standards of air quality and the art and science of putting a programming grid together. Program Council members have the reciprocal responsibility to educate themselves on these matters, and to learn more about what goes into radio production and programming from the programming and production staff. The Program Councils are charged with making recommendations to the Program Director. If the program director declines to act on such recommendations, he/she shall report his/her reasons and respond to dialogue on the issue from the Council. Such dialogue shall be made widely available to the listeners. If consensus cannot be reached on a course of action between the Program Director and a majority of the Council, the Council can appeal the decision to the GM with a vote of 2/3 of its members.

The Council will make a yearly report on its functioning to the LSB, the Programming committee of the PNB and the listeners, and may make interim reports to these bodies as it sees fit. It will solicit input on programming from the listeners.

All meetings of the Program Council will be in public session, with the exception of those that

are required to be in Executive Session by the Pacifica Bylaws. The Council shall determine by majority vote whether any given meeting must be held as an Executive session.

[Audio Part 2]

See Appendix A for a Minority Report from the committee.

Reid read a statement received from Jim Brown of the WPFW Programmers Association (see Appendix B).

Rosenberg **moved** to extend until the stack is expired. Motion **passed** without objection.

Johnson **moved** to refer the motion to the Governance Committee. **Failed** by substitution.

**Point of order** from Davis: Add Reiter to the stack, don't have him respond to every member comment. The Chair agreed to do so.

Rosenberg **moved to substitute**: Postpone this motion to the in-person meeting for discussion. The substitute motion **passed** by a roll call vote: Yes—20, No—1, Abstain—0.

Yes—Aaron, Allen, Apolinar, Argueta, Bediako, Bethune, Birden, Brazon, Crosier, Davis, Gray, Nwangaza, Orendoff, Prives, Reid, Rosenberg, Siegel, Steinberg, Turner, Wolf.

No—Johnson.

Present not voting—Reese.

i. Committee on Racism and Sexism (7:23)

No report given.

j. Technology Committee (7:24)

No report given.

k. Governance Committee (7:24)

Reid (Governance Committee Chair) gave a report.

Davis presented the following motion:

Governance Committee: Motion by Kathy Davis, WBAI was passed on Jan 4, 2012

Resolved, that PNB committees be empowered to conduct a meeting in the absence of a quorum in order to further the committee's business, with the proviso that any motions other

than agenda-setting or the setting the date of the next meeting be held to the next (quorum) meeting for a vote.

**Point of order** from Rosenberg: If the motion to postpone fails do we go directly to an up or down vote on the motion? The Chair said yes.

Brazon **moved** to postpone to the in-person meeting. Motion **passed** by a roll call vote: Yes--13, No—5, Abstain—2.

Yes—Aaron, Allen, Argueta, Birden, Brazon, Davis, Grey, Nwangaza, Orendoff, Prives, Reid, Steinberg, Turner.

No—Bediako, Bethune, Johnson, Rosenberg, Wolf.

Present not voting—Reese.

Abstain—Crosier, Siegel.

The meeting **adjourned** without objection at 7:46 PM.

The board reconvened in executive session immediately afterwards.

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

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#### Appendix A--Programming Committee Minority Report

I support having program councils within the management at all stations, to give listeners and paid and unpaid staff a voice in the making of programming decisions, and as an avenue towards wider listener involvement in evaluating and suggesting programming. But I oppose this motion as written because of the proposed composition of the body, including 1/3 of its members coming from the Local Station Board. I believe that it is improper to create a management committee that includes members of the LSB elected by the LSB, which is a governance body.

The LSB has the responsibility of selecting a pool of candidates for the position of Program Director, and thereafter the responsibility of annually evaluating the Program Director's performance. I believe this function is compromised, and lines of responsibility and demarcation of duties are needlessly muddled, if members of the LSB serve on a program council with the PD, and advise the PD directly on individual programming decisions and evaluations.

In addition, I served for several years on the interim Program Council at KPFK prior to my

election to the LSB, and believe the two responsibilities are mutually exclusive full-time responsibilities.

I would support a Program Council with a composition similar to that of the LSB in ratio, though smaller in number by at least half, that includes elected representatives of paid and unpaid staff and listeners vetted by the LSB and management, but not to include members of the LSB.

For purposes of communication, a member of the LSB could serve in a non-voting capacity on the Program Council. This was the case with the former interim Program Council at KPFK. There was an ex officio member of the LSB on the iPC, and the chair of the iPC was an ex officio non-voting member of the Program Oversight Committee of the LSB.

Respectfully submitted,  
Michael Novick

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Appendix B—Statement from the WPFW Programmers Association.

While it may be prudent to have a programmers council, it is extremely necessary for a program council to NOT be a tool for people who have disagreements with programmers, programs, staff members etc, to use their place on a program council as a way to program the station - which is the job of the Program Director.

There must be a definitive clarification between the "Staff" as members who are not also on the LSB. The term "Staff" historically has referred to programmers and must be noted in this motion.

It is interesting to that this motion comes up at a time that WPFW is struggling with a significant issue with the current GM who remains essentially unresponsive to the programmers - and has essentially ignored the Vote of No Confidence.

Would like to see the PNB responding to the Vote of No Confidence... with the development of a protocol that would include mediation and non-retaliation.

Wonder why there is no vote regarding the creation of a Programmers Association.

Jim Brown  
Making Sense of Our Shared Humanity

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