

Pacifica National Board In-Person Meeting (Open Session)

Hotel Angeleno, Los Angeles, CA

Saturday, January 28, 2012

9:00 AM PST, 11:00 AM CST, 12:00 Noon EST (scheduled)

Meeting Minutes

[Audio: pnb120128a.mp3]

Call to Order and Opening Business

The meeting was called to order by the Chair at 9:27 AM Pacific Standard Time.

Roll Call / Establish Quorum

Twenty-two members were present, constituting a quorum:

Ken Aaron (KPFK), Ivon Alcime (WPFW), Teresa Allen (KPFT), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (KPFT, Vice-Chair), Kathy Davis (WBAI), Revalyn Gold (WPFW), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Efia Nwangaza (Affiliates, Secretary), Laura Prives (KPFA), Summer Reese (KPFK, Chair), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), Andy Gold (Pacifica General Counsel), Brain DeShazor (PRA Director), Bernard Duncan (KPFK General Manager), Jon Almeleh (Pacifica National Technical Director), Otis Maclay (Pacifica Web Administrator), John P. Garry III (Recording Secretary) and members of the public.

The audio for this meeting was live-streamed from, and can be accessed at, KPFTX.org. The agenda for the entire in-person meeting is available at KPFTX.org.

XII. Board responsibilities/Orientation/Training Workshop (9:33)

The documents "Rules of the Road: A Guide to the Law of Charities in the United States, Second Edition" and "Center for Nonprofit Management Frequently Asked Questions about Nonprofit Boards" were distributed to the board (on file with the Recording Secretary).

Gold gave a presentation on board duties and responsibilities. Discussion followed.

The meeting adjourned without objection and the board reconvened in an executive session from 10:41 AM to 12:08 PM.

XVI. Executive Director's Report (omitted)

XVII. Lunch

A quorumed open session was reconvened by the Chair at 1:16 PM.

[Audio: pnb120128b.mp3]

II. Election of Officers (rescheduled from Friday)

Each nominee made a candidate statement and answered questions from the board. The Vice-Chair took the Chair for the Chair election.

a. Chair

Nominees for Chair were Reese, Brazon, Prives (declined), and Reiter (declined).

Bethune **moved** (amended by Reiter and Rosenberg) to allow board Q&A with candidates: two minutes for each candidate statement, eight minutes for Q&A for each position.

Rosenberg **moved to amend**: Candidates statements and board Q&A shall be limited to ten minutes. Brazon **moved to amend**: Ten minutes of public comment time shall be allotted for listener comments on candidates.

Point of order from Gold: Only the public that is present can be included in public comment, not listeners on the stream.

Brazon's amendment **failed** by a show of hands: Yes—6, No—10, Abstain—1.

Rosenberg's amendment **passed** by a show of hands: Yes—12, No—0, Abstain—3.

Reiter **moved to amend**: There shall be two minutes for each candidate statement, eight minutes for Q&A for each position. **Passed** without objection.

Bethune's amended main motion **passed** without objection. Reiter volunteered to be the timekeeper.

Reese was **elected** by a secret ballot (15-7).

b. Vice-Chair

Nominees for Vice-Chair were Crosier and Brazon.

Crosier was **elected** by a secret ballot (13-9).

c. Secretary

Running unopposed, Nwangaza was **elected** by acclamation.

Bediako **moved** to reaffirm Garry as Recording Secretary. **Passed** without objection.

XVIII. Reports from KPFK (2:15)

[Audio: KPFK LSB Report – LSB Chair Michael Novick: pnb120128c.mp3]

Michael Novick (KPFK LSB Chair) delivered a report. Discussion followed.

[Audio: KPFK Report – KPFK GM Bernard Duncan: pnb120128d.mp3]

Bernard Duncan (KPFK General Manager) delivered a report, accompanied by a digital projection.

[Audio: KPFK Report Q'A: pnb120128e.mp3]

Duncan responded to questions from the board.

XIX. Board Chair Report (delayed by the Chair in the interest of time)

XX. Public Comment (3:33)

[Audio: Public Comment: pnb120128f.mp3]

Public comment was heard for 33 minutes.

XXI. Pacifica Radio Archives Report (4:21)

[Audio: Pacifica Radio Archives Report – Brian DeShazor: pnb120128g.mp3]

Brian DeShazor (PRA Director) delivered a report, accompanied by a digital projection. Discussion followed.

The meeting adjourned without objection at 5:05 PM. After a dinner break the board reconvened in executive session from 8:42 to 10:09 PM.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary

(these minutes were approved on May 10, 2012)