

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, January 10, 2013

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:42 PM Pacific Standard Time with an initial quorum of 18.

I.a. Roll Call / Establish Quorum

Twenty-one 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 (Vice-Chair, KPFT), Kathy Davis (WBAI), Revalyn Gold (WPFW), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Efia Nwangaza (Secretary, Affiliates), Laura Prives (KPFA), Summer Reese (Chair, iED, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI).

One member was excused: Andrea Turner (KPFA).

Also present: John P. Garry III (Recording Secretary).

The agenda and the audio for this meeting can be accessed at KPFTX.org

[Audio Part 1 pnb130110a.mp3]

I.b. Determine Excused Absences (5:47)

The excused absence request of Turner was **approved** without objection.

I.c. Designate Timekeeper (5:47)

Reiter volunteered to be the timekeeper.

II. Open Session Agenda Approval (5:47)

Reiter **moved** to move the Programming Committee report up in the agenda after Coordinating Committee and before Financial Reform Audit Task Force (FRAT). Lexa seconded. **Passed** without objection.

Brazon **moved** to move Coordinating Committee to the top of Committee Reports. Nwangaza seconded.

Motion **failed** by a roll call vote: Yes—8, No—10, Abstain—1.

Yes—Bediako, Bethune, Brazon, Gold, Johnson, Nwangaza, Prives, Reid.

No—Aaron, Alcime, Allen, Birden, Crosier, Davis, Gray, Lexa, Rosenberg, Steinberg.

Abstain—Reiter.

Present not voting—Reese.

The amended agenda was **approved** without objection.

III. Open Session Minutes Approval (5:58)

Rosenberg **moved to postpone** minutes approval (December 6, 2012, December 13, 2012) until January 24, 2013. Reiter seconded. **Passed** without objection.

IV, V. PNB Chair / iED Report (6:00)

The iED gave a combined report. Discussion followed. Responding to a question from Nwangaza, the iED committed to improve the distribution of documents to the Board.

Crosier called for the **orders of the day**. Allen **moved to extend** ten minutes. Gold seconded. **Passed** without objection. Discussion continued. (6:20)

VI. Chief Financial Officer's Report

Omitted because the position is currently vacant.

VII. Status Update: February 22-25 In-Person Meeting (6:31)

Steinberg reported on preparations for the PNB February In-Person Meeting.

VII Committee & Task Force Reports (6:34)

Governance Committee (6:34)

Reiter (Governance Committee Chair) **moved** the following:

Motion 1 – Members Not in Good Standing as Delegate Candidates:

Whereas the Pacifica Foundation should be able to protect itself from individuals who may have a record of harmful or malicious behavior toward the Foundation or any of its members,

Be it resolved that:

The following categories of people are not members of the Pacifica Foundation in good standing as defined in Article 4, Section 2A of the Pacifica Bylaws: “Any Listener-Sponsor Member in good standing, except radio station management personnel or Foundation management personnel or staff members, may be nominated for the position of Listener-Sponsor Delegate”

1. Individuals whose actions have been declared by a court of law to be breaches of fiduciary duty, or breaches of the duty of loyalty or the duty of care.
2. Individuals who have been separated involuntarily from Foundation employment for cause.
3. Individuals who have been banned from station premises due to threatening behavior or creating an unsafe environment for others

These restrictions on delegate service shall be publicized on the Pacifica web site. The Foundation shall make an effort annually to inform the membership of these restrictions through a combination of email, broadcasts and mailings.

If an individual not in good standing submits an application for delegate service, the General Manager of each station or their representative may review the application to determine if the individual applicant falls into any one of the categories that would deny them the ability to serve as a delegate. Any individual who is determined to be ineligible for delegate service per these restrictions shall be provided with full due process rights to be notified of the decision and to appeal it.

This policy does not apply retroactively to already-seated delegates for the duration of current terms of service on local and national boards prior to the adoption of this policy, unless they commit a new act that brings them under the provisions of this section.

If a determination is made to deny an individual delegate service or remove an individual from delegate service, the individual in question must be notified 15 days prior. The reason should be included in the notice. Notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown in the Foundation’s records. Individuals whose denial of delegate service is pending have an opportunity to request a hearing. The right to request a hearing and procedure for requesting it shall be included in the notice.

If the General Manager or their representative re-affirms the decision to deny or remove from delegate service after an evidentiary hearing, the individual may appeal the decision to the Executive Director of the Pacifica Foundation. If an appeal is requested, the Executive Director may schedule an appeal by whatever method of communication seems reasonable, including a telephone or video conference as well as an in-person hearing. If the Executive Director upholds the decision of the General Manager, that decision may be appealed to an arbitration panel provided the individual pursuing the appeal waives their right to pursue legal remedies in court. Pacifica is under no obligation to provide an arbitration panel for an appeal to a ruling of the Executive Director if a waiver of legal remedies is not signed.

In the event an appeal for a pending denial of delegate service is successful, delegate service for said individual will be reinstated.

(Approved by committee with 9 yes and 6 no votes on Dec. 5, 2012)

Steinberg moved to substitute:

Whereas the Pacifica Foundation should be able to protect itself from individuals who have a documented record of harmful or malicious behavior toward the Foundation or any of its members,

Be it resolved that:

The following categories of people are not members in good standing of the Pacifica Foundation as defined in Article 4, Section 2A and Article 3 Section 8A of the Pacifica Foundation Bylaws:

1. Individuals whose actions have been declared by a court of law to be breaches of fiduciary duty, or breaches of the duty of loyalty or the duty of care.
2. Individuals who have been separated involuntarily from foundation employment for cause
3. Individuals who have been banned from station premises due to threatening behavior or creating an unsafe environment for others.

These definitions of restrictions shall be publicized on the Pacifica web site. The Foundation shall make an effort annually to inform the membership of these defined restrictions on good standing through a combination of email, broadcasts and mailings.

Any member of the foundation may identify another member whose actions have caused the loss of good standing by giving notice to the National Elections Supervisor. Any individual whose good standing is questioned per these restrictions shall be provided with full due process rights to be notified of the decision and to appeal it. The initial determination shall be made by the National Election Supervisor overseeing the foundation's election process.

If a determination is made that a member is not in good standing, the individual in question must be notified 15 days prior to the determination taking effect. Notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown in the foundation's records. The right to request a hearing and procedure for requesting it shall be included in the notice.

The Pacifica National Board will provide an evidentiary appeal hearing upon request being made before the determination takes effect. The current sitting board officers (defined in the Pacifica Foundation Bylaws as the board chair, vice-chair, secretary and the CFO) will appoint a 3-member panel to hear the appeal. The board officers may schedule an appeal by whatever method of communication seems reasonable, including a telephone or video conference. If the panel upholds the initial determination, that decision may be appealed to an arbitrator provided the individual pursuing the appeal waives their right to pursue legal remedies in court. Pacifica is under no obligation to provide an arbitrator for a 2nd appeal if a waiver of legal remedies is not signed.

In the event an appeal is successful, good standing status for said individual will be reinstated.

This policy does not apply prior to the adoption date of this policy, unless an individual commits a new act that brings them under the provisions.

[Audio Part 2 pnb130110b.mp3]

Davis seconded the above motion.

Bediako **moved to refer** the substitute to the Pacifica General Counsel before any decision is made. No second, no vote taken. Brazon **moved to table** the substitute. Prives seconded. Discussion continued. **Point of order** from Nwangaza: We were voting on the motion to table. A member was arguing the motion asked to be tabled. Please proceed with the motion to table. The Chair agreed to do so.

Substitute motion **tabled** by a roll call vote: Yes—11, No—9, Abstain—0.

Yes—Bediako, Bethune, Brazon, Gold, Gray, Johnson, Nwangaza, Prives, Reid, Reiter, Siegel.

No—Aaron, Alcime, Allen, Birden, Crosier, Davis, Lexa, Rosenberg, Steinberg.

Present not voting—Reese.

Reiter requested that a legal opinion by the Pacifica General Counsel be made on the substitute motion.

Point of order from Aaron: Would the people who disagree with rulings, statements, or motions please not speak out of turn.

Reiter **moved to table** the main motion. Bediako seconded.

Main motion **tabled** by a roll call vote: Yes—11, No—9, Abstain—0.

Yes— Bediako, Bethune, Brazon, Gold, Gray, Johnson, Nwangaza, Prives, Reid, Reiter, Siegel.

No—Aaron, Alcime, Allen, Birden, Crosier, Davis, Lexa, Rosenberg, Steinberg.

Present not voting—Reese.

Aaron **moved**: There were will no further expenses on legal opinions on the recently tabled motions. Birden seconded. Motion eventually withdrawn.

Point of order from Reiter: Is the three-director rule for requesting a legal opinion a standing rule or a Bylaw? The Chair reported that it was a standing rule. The Timekeeper announced that time-certain for adjournment had been reached.

Rosenberg **moved to substitute**: No station resources shall be spent on any further legal opinions until the motions are taken off the table. Birden seconded.

Point of order from Reiter: We are out of time. **Point of order** from Nwangaza: The member is arguing a motion that had already failed. The Chair disagreed. Anyone can make a motion about a standing rule. **Point of order** from Bediako: Time ran out. There was no motion to extend. All of this is all null and void. The Chair ruled that discussion is not null and void until the session is ended. Rosenberg had the floor before time ran out. The Chair ruled that the motion and the substitute were in order and allowed the vote to go forward.

Substitute motion **failed** by a roll call vote: Yes—9, No—11, Abstain—0.

Yes—Aaron, Alcime, Allen, Birden, Crosier, Davis, Lexa, Rosenberg, Steinberg.

No—Bediako, Bethune, Brazon, Gold, Gray, Johnson, Nwangaza, Prives, Reid, Reiter, Siegel.

Present not voting—Reese.

The main motion was **withdrawn** because Aaron stated that it had the same intent as the substitute, which was just voted down. So ordered, without objection.

The meeting adjourned at 7:14 PM due to the expiration of time.

The Board reconvened in executive session from 7:19 PM to 9:13 PM PST.

Respectfully submitted by Efia Nwangaza, Secretary

John P. Garry III, Recording Secretary

(these minutes were approved on January 24, 2013)
