

**Pacifica National Board – Teleconference (Open Session)**

8:30 pm Eastern Time, 7:30 pm Central Time, 5:30 pm Pacific Time

Originating in Various Locations

**June 4, 2010 and continued June 18, 2010 and July 2, 2010**

**MINUTES**

**I. Call to Order/ Welcome.** PNB Chair George Reiter called the meeting to order at 8:37 pm. (ET).

**a. Roll Call/ Quorum.** PNB Secretary, Efia Nwangaza called the roll and a quorum was established. Shawn O’Brien served as timekeeper.

**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>X</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>X</u> Alberto Luera	<u>X</u> Kathy Davis
<u>X</u> Andrea Turner	<u>X</u> Summer Reese	<u>X</u> George Reiter	<u>Ab</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 &amp; 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>AB</u> Kimory Orendoff		<u>X</u> Ricardo deAnda, GC	
<u>X</u> Marcel Reid		<u>X</u> Renee Asteria, NES	

**b. Agenda Approval.** Reiter moved to add 5 minutes and Report Out from an earlier Executive Session. HNO, motion Approved. Reese moved to make 10:00 pm (ET) as time certain to Adjourn. HNO, motion Approved. Bediako moved to add Waiver Motion at New Business. HNO, motion Approved. HNO, Agenda, as amended, Approved.

**II. Report Out from Earlier Executive Session.** PNB Chair George Reiter gave the following:

**a. Permanent Executive Director Selected.** March 21, 2010 the PNB unanimously selected Arlene Engelhardt to be the permanent Executive Director of the Pacifica Foundation and further recognized and thanked her for her work.

**b. Fund Raising Workgroup.** At the April In-Person meeting in Los Angeles, a workgroup was set-up, which was tasked to develop additional fund raising ideas to be shared with all stations. The group is scheduled to report back to the Board by the July In-Person meeting.

**c. Ambrose Lane Recognition.** May 24, 2010 was declared to be and to be celebrated as Ambrose Lane Day at WPFW and around the Pacifica network. Lane was recognized for his many years of service to WPFW and Pacifica. Audio of the Full Proclamation is available at kpftx.org on the recording of this meeting.

**d. Staff Relations.** The PNB observed and proclaimed that the PNB, as a body, may vote to ask for specific information from various Pacifica staff members, working through their

**Pacifica National Board Teleconference, OPEN MINUTES  
June 4, 2010 Continued June 18, 2010 and July 2, 2010**

supervisors (Executive Director and CFO). However, individual Board members may not, own their own, task any staff to perform any work task. Also, that all Board members shall threat all staff members with respect.

**III. National Election Supervisor’s Report.** Pacifica NES, Renee Asteria gave report. [Audio available at kpftx.org] Questions and discussion followed. Time expired. Ross moved to extend for 10 minutes. Motion Approved by a vote 13-2-3. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>Y</u> Shahram Aghamir <u>N</u> Tracy Rosenberg <u>Y</u> Andrea Turner <u>Y</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>Y</u> Shawn O’Brien <u>Y</u> Leslie Radford <u>Y</u> Summer Reese <u>Y</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Ab</u> Bill Crosier <u>N</u> Alberto Luera <u>PNV</u> George Reiter <u>Ab</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>Y</u> Nia Bediako <u>–</u> Kathy Davis <u>–</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>Y</u> Alonso Brown <u>Y</u> Campbell Johnson <u>–</u> Kimory Orendoff <u>Y</u> Marcel Reid	<u>AFFILIATES:</u> <u>Ab</u> Jim Bennett <u>Y</u> Efia Nwangaza	Approved, 13-2-3.	

**IV. Executive Director’s Report.** Pacifica Executive Director Arlene Engelhardt gave report. [Audio available at kpftx.org] Questions and discussion followed.

**V. CFO Report.** Pacifica CFO LaVarn Williams gave report. [Audio available at kpftx.org] Questions and discussion followed. Time expired. Reese moved to extend for 5 minutes. HNO, motions Approved.

**VI. Adjournment.** Time expired. HNO meeting adjourned at 10:05 pm. (ET).

**Friday, June 18, 2010: Continuation Meeting. 8:30 pm (ET)**

**I. Call to Order/ Welcome.** PNB Chair George Reiter called the meeting to order at 8:39 pm. (ET).

**a. Roll Call/ Quorum.** Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established. Shawn O’Brien served as timekeeper.

**Pacifica National Board Teleconference, OPEN MINUTES  
June 4, 2010 Continued June 18, 2010 and July 2, 2010**

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

<u>KPFA - Berk, Ca.:</u>	<u>KPFC - L.A., Ca.:</u>	<u>KPFT - Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>X</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>X</u> Alberto Luera	<u>Exc</u> Kathy Davis
<u>X</u> Andrea Turner	<u>Exc</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 &amp; COUNSEL:</u>	
<u>X</u> Alonso Brown	<u>X</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>Ab</u> Campbell Johnson	<u>X</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>X</u> Kimory Orendoff		_ Ricardo deAnda, GC	
<u>Ab</u> Marcel Reid			

b. **Agenda Approval.** Not necessary for continued meeting.

**II. Acknowledgements.**

**\*\* All stations on their Fund Drives and especially KPFC (working thru difficulties). \*\***  
by Williams.

**\*\* All the excellent contacts received at NFBC Conference, Ursula Ruedenberg for the two Excellent meeting she conducted at the NFBC, Efia Nwangaza and Jim Bennett for putting the best "face" on Pacifica and the Pacifica Achieves and Brian DeShazor for winning the NFBC Bader Award. \*\***  
by Engelhardt.

**\*\* Arlene Engelhardt and Ursula Ruedenberg for strong presentations and leadership at NFBC Conference. \*\***  
by Bennett.

**\*\* The people at NFBC who "let it be known, they want Audioport and they want it now." \*\***  
by O'Brien.

**\*\* For those working on Audioport: Otis Maclay, Jon Ameleh, Ursula Ruedenberg, Jim Bennett, Jim Brown and the other staff at WMNF. \*\***  
by Uzzell.

**III. Executive Director's Report.** Pacifica Executive Director Arlene Engelhardt gave report. [Audio available at kpftx.org] Questions and discussion followed.

**IV. CFO Report.** Pacifica CFO LaVarn Williams gave report. [Audio available at kpftx.org] Questions and discussion followed. Time expired. Reiter moved to extend for 10 minutes. HNO, motions Approved.

**V. Committee and Working Group Reports.**

a. **Coordinating Committee.** Committee Chair Tracy Rosenberg gave report. [Audio available at kpftx.org] Questions and discussion followed. Time Expired. Reiter moved to extend for 5 minutes. HNO, motion Approved.

b. **Audit Committee.** Committee Chair Nia Bediako gave report. [Audio available at kpftx.org] Questions and discussion followed.

**Pacifica National Board Teleconference, OPEN MINUTES  
June 4, 2010 Continued June 18, 2010 and July 2, 2010**

- c. **Election Committee.** Committee Chair Bill Crosier gave report. [Audio available at kpftx.org] Questions and discussion followed.

Uzzell moved that the PNB approves of and supports extending the candidate filing deadline to midnight July 15, 2010 in the current Delegates Elections at all five Pacifica radio stations.

Discussion continued. Time expired. Crosier moved to extend for 5 minutes. HNO, motion Approved.

Bediako moved to amend to say whereas there have been multiple on-air announcements that nomination filing closing date and the deadline for the membership filing are the same, namely June 30<sup>th</sup>; and to change one and not the other might introduce considerable confusion among the listeners; Be it hereby resolved that the PNB recommends to the National Election Supervisor that if one is extended, both be extended with other adjustments as required, including the deadline for effecting Waiver applications by those LSB that have established such a process. Motion to amend Failed by a vote of 5-12. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>N</u> Shahram Aghamir <u>N</u> Tracy Rosenberg <u>Y</u> Andrea Turner <u>N</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>N</u> Shawn O’Brien <u>Y</u> Leslie Radford <u>Ab</u> Summer Reese <u>Y</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>N</u> Bill Crosier <u>N</u> Alberto Luera <u>PNV</u> George Reiter <u>N</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>Y</u> Nia Bediako <u>–</u> Kathy Davis <u>N</u> Jennifer Jaeger <u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>N</u> Alonso Brown <u>–</u> Campbell Johnson <u>Y</u> Kimory Orendoff <u>–</u> Marcel Reid	<u>AFFILIATES:</u> <u>N</u> Jim Bennett <u>N</u> Efia Nwangaza	Failed 5-12.	

Main motion re: Extending Election Deadlines was Approved by a vote of 15-2. See below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>Y</u> Shahram Aghamir <u>Y</u> Tracy Rosenberg <u>Y</u> Andrea Turner <u>Y</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>Y</u> Shawn O’Brien <u>Y</u> Leslie Radford <u>–</u> Summer Reese <u>Y</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Y</u> Bill Crosier <u>N</u> Alberto Luera <u>PNV</u> George Reiter <u>Y</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>N</u> Nia Bediako <u>–</u> Kathy Davis <u>Y</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>Y</u> Alonso Brown <u>–</u> Campbell Johnson <u>Y</u> Kimory Orendoff <u>–</u> Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Jim Bennett <u>Y</u> Efia Nwangaza	Approved 15-2.	

- d. **Personnel Committee.** Committee Co-Chair Bill Crosier gave report. [Audio available at kpftx.org] Questions and discussion followed. No action taken.

**Pacifica National Board Teleconference, OPEN MINUTES  
June 4, 2010 Continued June 18, 2010 and July 2, 2010**

- e. **Finance Committee.** Committee Co-Chair Alberto Luera gave report. [Audio available at kpftx.org] Questions and discussion followed.

[Nwangaza assumed the Chair as Reiter prepared to present motion]

- f. **Governance Committee.** Committee member Reiter presented motion below:

Governance Committee Motion. At the request of the Chair of the PNB, and upon presentation of specific policies or directives that the chair declares an LSB is refusing to follow **and declaration by the Chair that reasonable attempts to obtain compliance have failed**, the PNB, after hearing from the directors of a station that is said to be refusing to implement PNB policy or directives, shall be entitled, by a majority vote of the remaining directors, to deny voting rights to the directors from that station until such time as the policy or directives are followed. These voting rights shall be reinstated upon certification by the chair that the policies or directives are being followed, or by a vote of the PNB when presented with a request from the affected LSB to do so, stating that they are now in compliance. Such vote shall be taken as a first order of business in any meeting to which the request is made. [Passed without objection]

Reiter moved to amend by adding the wording that appears in red.

O'Brien moved to refer back to Governance. Motion to refer back Failed by a vote of 7-9. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>N</u> Shahram Aghamir <u>N</u> Tracy Rosenberg <u>  </u> Andrea Turner <u>N</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>Y</u> Shawn O'Brien <u>Y</u> Leslie Radford <u>  </u> Summer Reese <u>N</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Y</u> Bill Crosier <u>N</u> Alberto Luera <u>N</u> George Reiter <u>N</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>Y</u> Nia Bediako <u>  </u> Kathy Davis <u>Y</u> Jennifer Jaeger <u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>Y</u> Alonso Brown <u>  </u> Campbell Johnson <u>Y</u> Kimory Orendoff <u>  </u> Marcel Reid	<u>AFFILIATES:</u> <u>N</u> Jim Bennett <u>PNV</u> Efia Nwangaza	Failed 7-9.	

Uzzell moved to amend the Orders of the Day to extend for 10 minutes (required 2/3<sup>rd</sup> for approval). Motion Failed by a vote of 4-10. See vote below. Reiter Motion to amend Approved by a vote of 9-5-2. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> <u>  </u> Shahram Aghamir <u>Y</u> Tracy Rosenberg <u>N</u> Andrea Turner <u>Y</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>N</u> Shawn O'Brien <u>N</u> Leslie Radford <u>  </u> Summer Reese <u>Y</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Y</u> Bill Crosier <u>Y</u> Alberto Luera <u>Y</u> George Reiter <u>Y</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> <u>N</u> Nia Bediako <u>  </u> Kathy Davis <u>N</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> <u>Ab</u> Alonso Brown <u>  </u> Campbell Johnson <u>Ab</u> Kimory Orendoff <u>  </u> Marcel Reid	<u>AFFILIATES:</u> <u>Y</u> Jim Bennett <u>PNV</u> Efia Nwangaza	Approved 9-5-2.	

**Pacifica National Board Teleconference, OPEN MINUTES  
June 4, 2010 Continued June 18, 2010 and July 2, 2010**

V. **Adjournment.** Time expired. HNO meeting adjourned at 10:58 pm. (ET).

**Friday, July 2, 2010: Continuation Meeting. 8:30 pm (ET)**

I. **Call to Order/ Welcome.** PNB Chair George Reiter called the meeting to order at 9:00 pm. (ET).

a. **Roll Call/ Quorum.** Staff Recording Secretary, Richard Uzzell called the roll and a quorum was established after a delay.

**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>X</u> Shahram Aghamir	<u>X</u> Shawn O’Brien	<u>X</u> Bill Crosier	<u>Ab</u> Nia Bediako
<u>X</u> Tracy Rosenberg	<u>Ab</u> Leslie Radford	<u>X</u> Alberto Luera	<u>Ab</u> Kathy Davis
<u>Ab</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 &amp; COUNSEL:</u>	
<u>Ab</u> Alonso Brown	<u>Ab</u> Jim Bennett	<u>X</u> Arlene Engelhardt, ED	
<u>Ab</u> Campbell Johnson	<u>Exc</u> Efia Nwangaza	<u>X</u> LaVarn Williams, CFO	
<u>Ab</u> Kimory Orendoff		<u>X</u> Renee Asteria, NES	
<u>Ab</u> Marcel Reid			

b. **Agenda Approval.** Not necessary for continued meeting.

II. **National Election Supervisor’s Report.** Pacifica NES Renee Asteria gave report. [Audio available at kpftx.org] Questions and discussion followed.

Reese moved that we not consider electronic voting until the 2012 election cycle. Crosier moved to refer to Election Committee. HNO, motion to refer Approved. Ricco moved to amend to add “after the current election.” Motion to amend Failed by a vote of 6-6. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u>	<u>KPFK – L.A., Ca.:</u>	<u>KPFT – Houston, Tx.:</u>	<u>WBAI - N.Y., N.Y.:</u>
<u>Y</u> Shahram Aghamir	<u>Y</u> Shawn O’Brien	<u>N</u> Bill Crosier	<u>–</u> Nia Bediako
<u>N</u> Tracy Rosenberg	<u>–</u> Leslie Radford	<u>N</u> Alberto Luera	<u>–</u> Kathy Davis
<u>–</u> Andrea Turner	<u>Y</u> Summer Reese	<u>Y</u> George Reiter	<u>Y</u> Jennifer Jaeger
<u>N</u> Joseph Wanzala	<u>Y</u> Ricco Ross	<u>Y</u> Richard Uzzell	<u>N</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u>	<u>AFFILIATES:</u>		
<u>–</u> Alonso Brown	<u>–</u> Jim Bennett		
<u>–</u> Campbell Johnson	<u>Exc</u> Efia Nwangaza	Failed 6-6.	
<u>–</u> Kimory Orendoff			
<u>–</u> Marcel Reid			

**Pacifica National Board Teleconference, OPEN MINUTES  
June 4, 2010 Continued June 18, 2010 and July 2, 2010**

**II. National Election Supervisor’s Report. (Continued)**

Luera moved we appeal to the appropriate authority that for KPFK the candidate filing be extended to the end of the month (July 31, 2010) the record date for candidate and membership deadlines.

Reese moved to add “at all stations.” Motion to amend Failed by a vote of 6-3-1 (one short of a majority). See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> _ Shahram Aghamir <u>N</u> Tracy Rosenberg _ Andrea Turner <u>Y</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>Y</u> Shawn O’Brien _ Leslie Radford <u>Y</u> Summer Reese <u>Ab</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>N</u> Bill Crosier <u>N</u> Alberto Luera <u>PNV</u> George Reiter <u>Y</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> _ Nia Bediako _ Kathy Davis <u>Y</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> _ Alonso Brown _ Campbell Johnson _ Kimory Orendoff _ Marcel Reid	<u>AFFILIATES:</u> _ Jim Bennett <u>Exc</u> Efia Nwangaza	Failed 6-3-1.	

Motion to extend Approved by a vote of 9-1. See vote below.

**For Votes.** Y Yes; N No; Ab Abstained; PNV Present Not Voting.

<u>KPFA - Berk., Ca.:</u> _ Shahram Aghamir <u>N</u> Tracy Rosenberg _ Andrea Turner <u>Y</u> Joseph Wanzala	<u>KPFK – L.A., Ca.:</u> <u>Y</u> Shawn O’Brien _ Leslie Radford <u>Y</u> Summer Reese <u>Y</u> Ricco Ross	<u>KPFT – Houston, Tx.:</u> <u>Y</u> Bill Crosier <u>Y</u> Alberto Luera <u>PNV</u> George Reiter <u>Y</u> Richard Uzzell	<u>WBAI - N.Y., N.Y.:</u> _ Nia Bediako _ Kathy Davis <u>Y</u> Jennifer Jaeger <u>Y</u> Alex Steinberg
<u>WPFW – Wash. D.C.:</u> _ Alonso Brown _ Campbell Johnson _ Kimory Orendoff _ Marcel Reid	<u>AFFILIATES:</u> _ Jim Bennett <u>Exc</u> Efia Nwangaza	Failed 9-1.	

**III. Adjournment.** Time expired. HNO meeting adjourned at 10:45 pm. (ET).

**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: