

Pacifica National Board

Regular Quarterly Meeting (Open Session)

Hotel Durant, Berkeley, California

Monday, July 23, 2012

2:00 PM EDT, 1:00 PM CDT, 10:00 AM PDT (scheduled)

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Vice-Chair at 12:23 PM Pacific Daylight Time.

a. Roll Call / Establish Quorum

Twenty 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), Revalyn Gold (WPFW), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Efia Nwangaza (Secretary, Affiliates), Laura Prives (KPFA), Summer Reese (Chair, KPFK), Marcel Reid (WPFW), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

Two members were absent: Kathy Davis (WBAI), George Reiter (KPFT),

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), Jon Almeleh (National Technical Director), Otis Maclay (Web Administrator) and members of the public. The Recording Secretary (John P. Garry III) monitored the live stream.

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

Prior to this meeting the board met in executive session from 9:12 AM to 11:50 AM in the same location.

[Audio Part 1 pnb120723a.mp3]

Reese retook the Chair. Nwangaza **moved** that the Finance Committee Chair report

proceed. Bediako seconded. Without objection, the Board agreed to address the two expense motions read previously in closed session.

Reese **moved**:

“Whereas the Pacifica Foundation continues to experience a loss of listener-subscribers to its units with corollary declines in revenue and significant accrued and accruing debt,

And whereas it is the legal responsibility of the Board of Directors to safeguard the assets of the Foundation, insure its solvency and take the action necessary to ensure its survival and adherence to the Mission Statement,

Therefore, the Pacifica Board of Directors mandates that the following actions be taken immediately to reduce expenses at each unit sufficiently to bring expenditures in line with income, halt deficit spending and reduce the long-term debt accruing on our books.

That the Executive Director achieve the \$1 million in expense reductions that she has proposed relative to the FY2012 budget and reduce the accrued and accruing debt by aggressively pursuing debt forgiveness, restructuring and/or forbearance agreements with major vendors to whom large outstanding balances are owed.

Further, that all vendor contracts be reviewed to determine their cost-benefit and necessity to the Foundation and/or its units. All contracts creating significant debt for the Foundation shall have their terms renegotiated prior to renewal so as not to continue with unsustainable terms.

All other vendor contracts shall be reviewed to determine the necessity to each unit and shall be eliminated and/or reduced in all stations where cost savings are possible without critically impacting each unit’s primary function.

Further, that all staff cuts be performed in accordance with applicable bargaining unit contracts. That cuts be made in a manner to least impact the listening public and performance of the Mission Statement.

That cuts to Management staff at each unit be considered and implemented before moving on to union rank-and-file staff members.

Further, that the of cost of benefit packages to part-time employees be reviewed for cost and those costs be presented to the Board of Directors within 15 days so that the Board may consider whether or not change in benefits offered would provide significant cost savings to the Foundation while maintaining industry-standard benefit packages.

Further, General Managers and Program Directors shall have 90 days to show measurable

improvement in listener support, membership and revenues. These increases shall not be achieved by increasing fund drive days but rather through improved programming, appropriate and well-planned changes to program schedules to increase listeners and commensurate revenue in morning and evening prime time and to actively engage all programmers and staff in pledge drive planning and execution and prompt fulfillment of premiums so as to achieve maximum improvement in results.

The Executive Director shall report back to the Board of Directors within 30 days on specific plans for General Managers and Program Directors to achieve results and shall report back to the Board of Directors in 100 days on the status of the improvements achieved by the General Managers and Program Directors if any.

Therefore, be it resolved that the Board of Directors recognizes its legal responsibility to protect the Foundation and its assets and to halt deficit spending, and therefore supports the \$1 million in cuts proposed by the Executive Director with priorities as delineated above.”

Nwangaza seconded. Discussion followed.

Siegel **moved to substitute** (amended by Brazon):

“Be it resolved, the PNB instructs the Executive Director to manage Pacifica’s projected budget deficit for the current fiscal year as follows:?”

1. Within one week each station manager and the directors of the Archives and the Affiliates Program shall prepare a thorough and realistic analysis of the station’s projected revenue and expenses, including required payments to the National Office, for the current year.
2. In the event the analysis indicates a budget deficit, the station manager shall include with his analysis a plan for balancing his station’s budget at the end of the fiscal year.
3. The analyses and plans shall be submitted to Executive Director and the PNB for approval.
4. The local station boards are invited to schedule special meetings to assist the station managers in developing their reports and plans.”

Bediako seconded.

Brazon **moved to amend**:

“The local station boards may provide supplementary reports, not to exceed the timeline.”

Bediako seconded. **Passed** without objection.

Discussion continued. The Chair ruled comments by Steinberg out-of-order. Bethune asked to see the ED's written financial plan. The ED reported that the written plan was not completely developed.

Bediako **moved to amend**: Friday, August 3, 2012 shall be the due date for Siegel's motion. Gray seconded.

Steinberg called the **orders of the day**.

[Audio Part 2 pnb120723b.mp3]

Public Comment (1:02)

Public comment was heard for 20 minutes.

[Audio Part 3 pnb120723c.mp3]

Executive Session Report-Out (1:23)

The Chair reported: "At its meeting on July 22, the Pacifica National Board decided to open search committees for the positions of Foundation Executive Director and Chief Financial Officer. The contractual terms of the incumbents, Executive Director Arlene Engelhardt and Chief Financial Officer LaVarn Williams, conclude on November 30, 2012. The board invited Miss Engelhardt and Miss Williams to apply for new terms in their positions."

There was a discussion of the Executive Director Job Description. Discussion on the motions continued.

Crosier **moved to refer** the motion and the substitute to the Finance Committee. Allen seconded. Bediako withdrew her amendment. Bediako **called the question** on the referral.

An individual public comment was heard for three minutes, without objection. (1:31)

The motion to refer **failed** by a roll call vote: Yes—2, No—11, Abstain—1. (1:34)

Yes—Allen, Crosier.

No—Aaron, Bediako, Bethune, Brazon, Gold, Johnson, Nwangaza, Proves, Reid, Siegel, Turner.

Abstain— Gray.

Present not voting—Reese.

Siegel **called the question** on the substitute.

The substitute **passed** by a roll call vote: Yes—11, No—3, Abstain—0.

Yes—Aaron, Bediako, Brazon, Gold, Gray, Johnson, Nwangaza, Prives, Reid, Siegel, Turner.

No—Allen, Bethune, Crosier.

Present not voting—Reese.

The new main motion **passed** by a roll call vote: Yes—12, No—2. Abstain—0.

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

No—Allen, Crosier.

Present not voting—Reese.

XI. Affiliates Task Force – Heather Gray and Campbell Johnson, co-chairs (1:48)

Grey reported and presented the following motion:

Motion 1:

The Pacifica Foundation supports the creation of an official North American region within AMARC. (This region of North America will be considered as Canada and The United States, since Mexico already has representation in the region of Latin America and the Caribbean (AMARC-ALC.)

The Pacifica Foundation's endorsement is based upon support for the concept, and we are aware that the administrative and financial structures are being researched by North American AMARC members and must be deemed feasible by those members before an official region is proposed at the forthcoming international conference in 2013 (AMARC 11.)

Motion 2 (amended):

Pacifica joins AMARC and informs its affiliated stations of the opportunity to also join AMARC.

Nwangaza **moved to table**. Brazon seconded. Following a request from Allen, the motions were divided without objection.

Motion to table Motion 1 **failed** by roll call vote: Yes—5, No—7, Abstain—2.

Yes—Bediako, Bethune, Brazon, Gold, Nwangaza.

No—Allen, Crosier, Gray, Johnson, Reid, Siegel, Turner.

Abstain—Aaron, Prives.
Present not voting—Reese.

Motion 1 **passed** by a roll call vote: Yes—8, No—0, Abstain—6.

Yes—Allen, Crosier, Gold, Gray, Johnson, Reid, Siegel, Turner.
Abstain—Aaron, Bediako, Bethune, Brazon, Nwangaza, Prives.
Present not voting—Reese.

Nwangaza withdrew her motion to table Motion 2.

Motion 2 **passed** by a roll call vote: Yes—11, No—0, Abstain—3.

Yes—Aaron, Allen, Bethune, Crosier, Gold, Gray, Johnson, Prives, Reid, Siegel, Turner.
Abstain—Bediako, Brazon, Nwangaza.
Present not voting—Reese.

The meeting adjourned at 2:15 PM due to the expiration of time.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on September 20, 2012)
