

Pacifica National Board—In-Person Meeting (Open Session)

9:00 AM EDT, 8:00 AM CDT, 6:00 AM PDT (scheduled)

Channel Inn Hotel, Washington DC

Saturday, September 24, 2011

Meeting Minutes

[Audio Part 1]

I. Call to Order and Opening Business

The meeting was called to order by the Vice-Chair at 9:13 AM Eastern Daylight Time.

a. Roll Call / Establish Quorum

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

Two members were excused: Carolyn Birden (WBAI), Andrea Turner (KPFA).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica Chief Financial Officer), Jon Almeleh (Pacifica National Technical Director), Otis Maclay (Pacifica Web Administrator) and members of the public.

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

The Agenda is available in pdf form at KPFTX.org

AudioPort Discussion (continued from the previous session).

Brazon **moved** for twenty minutes for the AudioPort discussion. Motion **passed** without objection. Reese took the Chair.

Aaron **moved** (amended by Davis):

Computer Systems Services and Support

A) A needs assessment survey will be conducted either by the National Office or an appointed task force to determine the needs of programmers, hosts, and affiliates regarding access to programs that are currently being loaded up on AudioPort. This survey will officially be completed by November 30, 2011 and updated on an annual basis.

B) A plan created by the technical department and presented to the National Office and the PNB of all known areas of the Foundation's network services and support, which present an imminent or short-term risk of interruption or failure.

This report will detail five topics: 1) Area of operation, station or business unit; 2) descriptions of services support provided; 3) Danger of failure (loss of data, loss of public access, lack of security); 4) Methods of remedy for new hardware, software or service; 5) Associated costs to implement the remedy (one-time or ongoing costs).

C) This report should be made available to management and the PNB by the first meeting of December 2011 and shall be updated on an annual basis.

D) The report should include a five-year plan for up-grading and providing long-term growth solutions for storage and sharing with AudioPort, due by the next in-person meeting in January.

Aaron's amended motion **passed** without objection.

[Audio Part 2]

XIII e. Pacifica Race and Nationality Policy

Argueta **moved** that no later than seven days after the end of this meeting, or soon thereafter, the Executive Director shall direct the Managers of all five stations to issue an open call to all of those programmers who might be interested in participating in the development and implementation of a one-hour-a-day public affairs and news program based in the Pacifica Race and Nationality Policy motion approved in 2005.

That such new programming must be aired no later than January 1, 2012.

That such programming must be set at an hour of the day to be not earlier than 6:00 AM and no later than 9:00 PM.

That the PNB Programming Committee, with the collaboration of each station's Programming Committees and management, will be coordinating the development of such efforts.

Crosier **moved** to refer to the Programming Committee. Motion **failed** by a roll call vote: Yes—5, No—14, Abstain—0.

Yes—Aaron, Allen, Apolinar, Crosier, Steinberg.

No—Argueta, Bediako, Bethune, Brazon, Davis, Gray, Johnson, Nwangaza, Orendoff, Prives, Reid, Rosenberg, Siegel, Wolf.

Present not voting—Reese.

Argueta's main motion **passed** by a roll call vote: Yes--13, No--4, Abstain--2.

Yes—Apolinar, Argueta, Bediako, Bethune, Brazon, Gray, Johnson, Nwangaza, Orendoff, Prives, Reid, Siegel, Wolf.

No—Aaron, Allen, Crosier, Steinberg.

Abstain—Davis, Rosenberg.

A five minute break was called by unanimous consent. (11:49)

[Audio Part 3]

Q&A with CFO on Finance Report (11:08)

The CFO made additional reporting and addressed questions and comments from the board.

IV. Committee Report (1) Finance and Budget Approval for All Units and Foundation

Finance Committee (11:29)

Rosenberg (National Finance Committee Chair) reported and presented the following motions:

Motion 1: Omitted--the PRA budget was approved previously.

Motion 2: The NFC moves the PNB to Approve the KPFT Budget

Motion **passed** without objection.

Motion 3: The NFC moves the PNB to Approve the KPFK Budget

With the following language: Henceforth all documents and financial records shall refer to funds contributed by Corporations and Companies at the behest of their employees as "Employer Matching Funds". These funds, GL Account 5020, have previously been referred to as "Corporate Matching Funds" creating the false impression that Pacifica was accepting funds from "Corporations".

Bethune belatedly objected to the KPFT budget.

Lunch Break (12:08)

[Audio Part 4]

The meeting reconvened and discussion continued at 1:42 PM.

Bediako **moved** that all already-approved operating budgets shall have amounts currently called “depreciation” placed in a separate Capital Expenses/Budget statement.

Brazon **moved** to postpone the passage of other motions until the matter of depreciation is dealt with. No second recorded, no vote taken.

Responding to a comment from Steinberg, The Chair ruled that the KPFK budget would be voted on before Bediako’s motion.

Point of order from Rosenberg: Aaron has called the question and we need to go to a vote on the KPFK Budget.

[Audio Part 5]

Public comment was heard for 34 minutes. (2:12)

[Audio Part 6]

The Chair ruled that under Robert’s Rules of Order, Bediako’s motion would be considered a subsidiary motion to the main motion on the floor. It is a mixed motion. It addresses two budgets previously approved. It cannot be voted on before the KPFK budget. It could be an amendment to the KPFK budget and each subsequent budget and can come back as a main motion.

Point of order from Bediako: If board members have a question it should be answered.

Point of order from Aaron: If we are not going to follow certain Robert’s Rules, which rules will we follow? I would like my calling of the question to be respected.

Motion 3 (KPFK Budget) **passed** by a roll call vote: Yes—13, No—3, Abs--1.

Yes—Aaron, Allen, Apolinar, Brazon, Crosier, Davis, Gray, Nwangaza, Orendoff, Rosenberg, Siegel, Steinberg, Wolf.

No—Bediako, Johnson, Prives.

Abstain—Bethune.

Present not voting—Reese.

[Audio Part 7]

VII. WPFW Reports (3:10)

a. General Manager Report, Q&A (3:10)

John Hughes (WPFW General Manager) delivered an oral report, followed by questions and comments from the board.

b. LSB Chair Report, Q&A (3:47)

Tony Norman (WPFW LSB Chair) delivered an oral report, followed by questions and comments from the board.

A break was held from 3:57 PM to 4:15 PM.

[Audio Part 8]

VII. WPFW Reports (Continued)

c. Out-going LSB Chair Report, Q&A (unscheduled)

Renee Bowser (WPFW LSB out-going Chair) delivered an oral report.

[Audio Part 9]

Brazon gave notice of the following:

“Be it resolved that we, the nine proposing Directors, move that the Pacifica National Board Set October 1, 2011 as the notice date for the proposed amendment to Article Six, Section 1 of the Pacifica Bylaws.”

Nwangaza gave notice of the following:

“Notice of Motion to Amend By-Laws Article 8 Section 3 (Standing Committees) to Create a Section 4: Re-designate a Standing Committee.”

IX. Affiliates Call-In (4:30)

Calls were heard from WRFG Atlanta, followed by a general discussion of affiliates.

[Audio Part 10]

VIII. WBAI Management Report (4:48)

Bertholt Reimers (WBAI General Manager), Tony Bates (WBAI Interim Program Director) and Andrea Katz (Development Director) delivered oral reports (Katz' report was accompanied by a digital projection). Questions and comments from the board followed.

Aaron **moved** to adjourn. Since time had expired, the Chair agreed to place Brazon's time-certain Bylaws amendment date-setting as first business for next session.

The meeting adjourned without objection at 5:57 PM EDT.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on November 10, 2011)