

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, December 6, 2012

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 17.

I.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), 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), Alex Steinberg (WBAI).

Two members were excused: Dan Siegel (KPFA), 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 pnb121206a.mp3]

I.b. Determine Excused Absences (5:44)

The excused absence requests of Siegel and Turner were approved without objection.

I.c. Designate Timekeeper (5:44)

Gold volunteered to be the timekeeper.

II. Open Session Agenda Approval (5:44)

Aaron **moved** (amended by Crosier) to place the Governance Committee Motion immediately after the Coordinating Committee Report. Birden seconded.

Motion **passed** by a roll call vote: Yes—10, No—5, Abstain—1.

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

No—Bethune, Brazon, Johnson, Prives, Reiter.

Abstain—Gold.

Present not voting—Reese.

The CFO report was stricken without objection. Allen **moved** approval of the agenda. Reiter seconded. **Passed** without objection as amended.

III. Open Session Minutes Approval (5:52)

Allen **moved** approval of the November 29, 2012 open session minutes. Reiter seconded. Minutes **approved** without objection.

IV, V. PNB Chair Report / iED Report (5:54)

The Chair reported on elections (the return ballot dates have been extended at KPFK and KPFT), program changes at WPFW, SAG-AFTRA negotiations, on-going fund drives at KPFA and KPFK, and other matters. Discussion followed.

Point of order from Johnson: It is inappropriate to discuss a personnel issue in open session.

Point of order from Rosenberg: We are at time on this item. A motion to extend is required. The timekeeper reported that time had not yet expired.

Reid **moved to extend** the iED Report 15 minutes to continue the discussion on WPFW programming changes. Brazon seconded.

Motion to extend **passed** by a roll call vote (2/3 required): Yes—10, No—3, Abstain—5. (6:16)

Yes—Allen, Alcime, Bediako, Bethune, Birden, Brazon, Gold, Gray, Prives, Reid.

No—Aaron, Crosier, Johnson.

Abstain—Davis, Lexa, Reiter, Rosenberg, Steinberg.

Present not voting—Reese.

Discussion continued. Responding to requests from the Board, the Chair reported on her involvement in recent programming changes at WPFW. **Point of order** from Aaron: We are at time.

[Audio Part 2 pnb121206b.mp3]

VI. Affiliate Director Election (6:43)

Two Affiliate Director positions were open.

Crosier **moved** to accept Janis Lane-Ewart (KFAI), Heather Gray (WRFG) as Affiliate Directors. Steinberg seconded.

Nwangaza **moved to substitute**: The nominations shall be divided, Gray shall be elected by acclamation, and the second nominee slot shall be reopened for further nominations. Bediako seconded.

Point of order from Steinberg: Affiliate directors cannot vote in their own elections but they can vote on this motion. The Chair ruled that Gray's decision to recuse herself was reasonable. **Point of order** from Aaron: Gray is not affected by either of these votes. There is no conflict of interest. **Point of order** from Nwangaza: The Bylaws require the Affiliate Directors to recuse themselves. **Point of order** from Bediako: If we were doing a secret ballot neither Gray nor Nwangaza would be voting, so the same applies here. Gray recused herself. **Point of order** from Aaron: Neither Affiliate Director should vote on these issues.

Substitute motion **failed** by a roll call vote: Yes—7, No—10, Abstain—0.

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

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

Present not voting—Gray, Nwangaza, Reese.

Main motion **passed** by a roll call vote: Yes—10, No—7, Abstain—0.

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

No—Bediako, Bethune, Brazon, Gold, Johnson, Prives, Reid.

Present not voting—Gray, Nwangaza, Reese.

Point of order from Johnson (during the above vote): Since there are two “no” votes it can't be by acclamation. The Chair ruled that “by acclamation” shall be stricken from the motion. Without objection, so ordered.

Point of order from Lexa: Didn't we agree to strike the words “by acclamation” from the motion? The Chair agreed. Following a suggestion from Steinberg, the Chair committed to forward a welcoming email to the new Affiliate Director, who will be seated at the January In-Person Meeting.

Bediako stated for the record that the new Affiliate Director was not interviewed, as was past

practice. Aaron stated for the record that there was no negligence on the Board's part in this matter. There may have been negligence on the part of the Personnel Committee for not conducting an interview in a timely fashion. Reiter called for the **orders of the day**.

VII. Committee & Task Force Reports (7:13)

Coordinating Committee - Bill Crosier, Chair (7:13)

Crosier (Committee Chair) reported and moved the following:

Motion 1 – LSB Officer Elections in January if quorum not met in December

Any signal area that has not met quorum by 12-31-12 shall be allowed to have the election of LSB officers in January 2013 after meeting quorum. *Passed by committee 4Y, 3N*

Bediako **called the question**.

Motion **failed** by a roll call vote: Yes—8, No—8, Abstain—3.

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

No—Aaron, Alcime, Allen, Crosier, Davis, Gold, Lexa, Rosenberg.

Abstain—Birden, Gray, Steinberg.

Present not voting—Reese.

Motion 2 – Location of January 2013 in-person meeting

The January 2013 in-person annual meeting shall be held in the New York City area.

Passed by committee 6Y, 2A

Aaron **called the question**. Motion **passed** without objection.

Motion 3 – Length of Jan. 2013 in-person meeting

The January 2013 in-person annual meeting shall last 4 days.

Passed by committee 6Y, 1N, 1A

Point of order from Aaron: We are off the topic.

Motion **passed** without objection.

Crosier **moved to extend** 15 minutes for the Governance Committee motion. Aaron seconded. Aaron **called the question**.

Motion to extend **failed** by a roll call vote (2/3 required): Yes—12, No—7, Abstain—0.

Yes—Aaron, Alcime, Allen, Birden, Crosier, Davis, Gold, Gray, Johnson, Lexa, Rosenberg, Turner.

No—Bediako, Bethune, Brazon, Nwangaza, Prives, Reid, Reiter.
Present not voting—Reese.

The meeting adjourned at 7:38 PM due to the expiration of time.
The Board reconvened in executive session from 7:43 PM to 10:11 PM PST.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on January 24, 2013)
