

Special Open Continuation Telephone Meeting

June 13, 2013

At Various Locations

8:30 pm (ET), 7:30 pm (CT) and 5:30 pm (PT)

MINUTES

I. Call to Order/ Opening Business. Board Chair Summer Reese called meeting to order at 8:40 pm. Board Vice Chair Heather Gray designated to be the Time Keeper.

A. Roll Call/ Establish Quorum. Board Secretary Richard Uzzell called the roll/ Quorum achieved.

Box Legend Attendance: *X* Present; *Ab* Absent; *Exc* Excused Absence; *AL* Present-Arrived Late.

KPFA - Berkeley., CA.	KPFK – L.A., CA.:	KPFT – Houston, TX.:	WBAI - N.Y., N.Y.:
<i>X</i> Brian Edwards-Tiekert	<i>AL</i> Lydia Brazon	<i>X</i> Teresa Allen	<i>X</i> Carolyn Birden
<i>X</i> Tracy Rosenberg	<i>X</i> John Cromshow	<i>AL</i> Jessica Apolinar	<i>X</i> Janet Coleman
<i>X</i> Dan Siegel	<i>X</i> Brenda Medina	<i>X</i> Nancy Hentschel	<i>X</i> Cerene Roberts
<i>X</i> Margy Wilkinson	<i>X</i> Summer Reese	<i>X</i> Richard Uzzell	<i>X</i> Manijeh Saba

WPFW – Wash. D.C.:

X Benito Diaz

X Luzette King

X Tony Norman

Ab Katea Stitt

AFFILIATES:

X Heather Gray

X Janis Lane-Ewart

Staff & Counsel:

X Raul Salvador, Pacifica CFO

B. Agenda Approval. Agenda approved at May 23, 2013. Edwards-Tiekert moved to amend the Approved Agenda and to move the Election Committee Report ahead of the Finance Committee Report. Discussion followed. Motion to amend Failed, 9-9 with Chair voting.

C. Minutes Approval. Lane-Ewart moved approval of the Open Meeting Minutes of April 25, 2013 and May 9, 2013. Minutes Approved, 13-0-5.

II. Committee Reports.

A. Finance. (5 Motions). Finance Committee Chair Tracy Rosenberg presented the Motions. Motions #1 and 2 declared moot due to action already completed. HNO, both motions Tabled.

1. Move that the NFC strongly recommends to the PNB and to the KPFK General Manager that the implementation and functioning of a lock box system at KPFK, as required by the FY'10 and FY'11

outside auditors. **Tabled**

2. Move that the NFC ask the interim Executive Director for a written report as to why the audit is still not done and whether or not the 140 day waiver for the CPB has been applied for and granted. **Tabled.**

3. Move that the NFC recommend to the PNB that the stations pay their 2½% levy for the Pacifica Radio Archives directly to the Pacifica Radio Archives. HNO, Motion **Approved.**

Approved June 27, 2013

PACIFICA FOUNDATION BOARD

Page 2 of

3

MINUTES, Special Open Continuation Telephone Meeting, June 13, 2013

II. Committee Reports. (Continued.)

A. Finance. (Continued.)

4. Move that "Whereas the Director of the Pacifica Radio Archives has asked that 'From the Vault' be aired on all Pacifica stations, the NFC recommends that the Programming Committee address this Pacifica Radio Archives request." HNO, Motion **Approved.**

5. Monitoring of Public Events Approved.

Move that in order to promote transparency and improve monitoring of station activities, the following protocol will be followed for all events conducted by stations; whether done independently or in coordination with another entity:

Protocol to Monitor Public Events.

1. A pre-event checklist shall be completed and presented to the LSB and National Management at least two weeks prior to the event and prior to any contractual commitment being made by the station. The checklist will include a description of the event, a budget, a list and description of the principals involved and intended ownership of any copyrighted material that may be produced.

2. A post-event checklist shall be completed and presented to the LSB Treasurer and Chair and National Management no later than 30 business days after the event ends. This checklist shall include a reconciliation of funds received or disbursed, all items sold, gifted or lost, and tickets sold or gifted.

3. Nothing in this protocol requires LSB or National Management approval for events. The

LSB at the station and the National Management are expected to monitor event activity and exercise their authority to guarantee fiscal prudence.

4. This protocol applies to any events requiring expenditure or obligation of \$2,500 or more, and/or requiring at least 40 hours or more of Paid Staff time, threshold amount and hours subject to adjustment by National Management. This protocol will also apply to a series of events scheduled over a period of time.

5. The accuracy and timeliness of the checklists are the responsibility of the General Manager of the station who is also responsible for the ongoing success or failure of events held under the auspices of the station.

6. The attached checklists may be amended from time to time by the National Management.

Edwards-Tiekert moved that the Procedure be circulated to the staff at each of the five stations involved in organizing events and/or accounting for them for a 30-day comment period, and then referred back to the committee for further revision. Discussion followed. Allen moved to substitute that the Procedure be referred to the CFO for review and brought back to the Board. Discussion followed. Time expired. Diaz moved to extend time by 10 minutes. HNO, Motion to extend time, Approved.

Approved June 27, 2013

PACIFICA FOUNDATION BOARD

Page 3 of

3

MINUTES, Special Open Continuation Telephone Meeting, June 13, 2013

Allen substitute to refer to the CFO Approved, 9-8-2. Substitute as the main Motion Failed, 8-11. The original Motion to accept the Procedure, Approved, 11-7-1.

Time had expired. Edwards-Tiekert moved to extend time 10 minutes to consider the first Motion from the Election Committee. Motion to extend Failed, 11-8 (needed 2/3rds).

VI. Adjourn to Executive Session. Uzzell moved to Adjourn. HNO, Chair Adjourned at 10:55 pm (ET).

Minutes taken and scribed by Richard Uzzell, Board Secretary.

Minutes Approval:

Date Approved: June 27, 2013

Witness of Approval: Summer Reese, Pacifica Foundation, Chair