

April 25, 2013

PACIFICA FOUNDATION BOARD

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Regular Open In-Person Meeting

February 22-25, 2013

Beekman Tower Hotel

New York, New York

MINUTES

I. A. Call to Order/ Opening Business. Outgoing Board Chair Summer Reese called meeting to order, Friday, February 22, 2013, at 9:34 am, in the Beekman Towers Hotel, NY, NY. The Chair welcomed everyone to the New York In-Person meeting of the Pacifica Foundation Board.

B. Roll Call/ Establish Quorum. Reese 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.:
X Brian Edwards-Tiekert	X Lydia Brazon	X Teresa Allen	X Carolyn Birden
X Tracy Rosenberg	X John Cromshow	X Jessica Apolinar	X Janet Coleman
Ab Dan Siegel	X Brenda Medina	X Nancy Hentschel	X Cerene Roberts
X Margy Wilkinson	X Summer Reese	X Richard Uzzell	X Manijeh Saba

WPFW – Wash. D.C.:	AFFILIATES:	Staff & Counsel:
X Benito Diaz	X Heather Gray	X Andy Gold, General Counsel
X Luzette King	X Janis Lane-Ewart	
X Tony Norman		
X Katea Stitt		

II. Challenges to Seatings:

1. King moved that the Pacifica Foundation Board declare that Tony Norman be judged to be an elected public official and therefore he is not qualified to be seated on this Board. Discussion followed.

Rosenberg called Point of Order, saying that if this motion passed, that no members currently elected could be seated and WPFW would have no Directors until another election is held. Chair responded “so noted.”

Birden moved as a substitute motion, that the Pacifica Foundation Board accept the seating of Tony Norman and acknowledge that the seating of neither Norman nor Siegel be considered a precedent for future decisions. Discussion followed.

Adjourned to Executive Session to speak with Legal Counsel about the matters in these motions.

Open Session re-convened at 11:45 am. King requested a Roll Call Vote.

Allen called Point of Order, doesn't a roll call request require a vote? Chair Ruled No.

Substitute Motion Approved, 10-4-2 and it became the Main Motion. *See vote, top next page.*

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Box Legend Voting: *Y* Yes, *N* No, *AB* Abstained, *PNV* Present Not Voting.

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

WPFW – Wash. D.C.:	AFFILIATES:	Staff & Counsel:
<i>AB</i> Benito Diaz	<i>Y</i> Heather Gray	
<i>AB</i> Luzette King	<i>AB</i> Janis Lane-Ewart	
<i>AB</i> Tony Norman		
<i>AB</i> Katea Stitt		

Motion Approved 10-4-6

Consideration of Motion RE: Board Seating continued...

Edwards-Tiekert moved that the motion be divided. Chair ruled the motion Out of Order, because the motion was “indivisible.” Edwards-Tiekert challenged the ruling of the Chair. The Board sustained the Chair, 11-5.

Substitute as Main Motion Approved, 9-1-10. *See vote below.*

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

WPFW – Wash. D.C.:
AB Benito Diaz
AB Luzette King
AB Tony Norman
AB Katea Stitt

AFFILIATES:
Y Heather Gray
AB Janis Lane-Ewart

Staff & Counsel:

Motion Approved 9-1-10

Medina called Point of Order, challenging the seating of all the WPFW Directors because they had allegedly not filed to run for their positions in a timely manner; and further that those who allegedly “were nominated by the deadline, should be seated.” Chair Ruled that the pronouncement was not a Point of Order; however it may be brought as a Motion.

Wilkinson moved that the Board move to Public Comment. HNO Motion Approved.

12:11 pm (ET) Public Comment. Comments made by Public. Text of comment shall not appear in the Minutes, but a record shall be maintained in the Recordings of the meeting.

1:15 pm Meeting Adjourned for Lunch.

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2:24 pm Returned from Lunch – Called Open Session to Order.

2. Medina moved that, given the Bylaws requirement that the Director candidate’s filling deadline they did deadline is December 31st, the “in coming” new WPFW Directors shall not be seated because not meet the December 31 deadline; and further, that those candidates who met the should be seated in their place. Discussion followed.

Adjourned to Executive Session to speak with Legal Counsel about the matters in these motions.

Open Session re-convened at 4:15 pm. Motion to not seat “new” WPFW Directors Failed 5-10.

The 2013 Pacifica Foundation Board of Directors were seated at 4:25 pm (ET).

Margy Wilkinson appointed to be the Temp. Time Keeper.

III. Election of Chair, Vice Chair and Secretary Pro Temp.

1. Chair Pro Temp. Rosenberg nominated Reese. No other nominations; Reese elected by acclamation.

2. Vice Chair Pro Temp. Brazon nominated Wilkinson. Cromshow nominated Rosenberg. Rosenberg elected Vice Chair, 11-10.

3. Secretary Pro Temp. Rosenberg nominated Uzzell. Brazon nominated Allen. Allen declined the nomination. No other nominations; Uzzell by acclamation.

Edwards-Tiekert moved that 2:00 pm be set as a time certain for Public Comment, Saturday and that the Chair be tasked to present Agenda changes tomorrow. HNO Motion Approved.

IV. Legal Orientation – Fiduciary Duty. Andy Gold, Pacifica Legal Counsel made the presentation. Discussion followed.

Open Session Closed for the day at 5:20 pm (ET).

Saturday, February 23, 2013: PNB OPEN SESSION. 11:49 am (ET)

I. A. Call to Order. Board Chair Pro Temp Summer Reese called meeting to order, Saturday, February 23, 2013, at 11:49 am.

B. Roll Call/ Establish Quorum. Board Secretary Pro Temp Richard Uzzell called the roll/ Quorum achieved. *See Roll next page.*

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X Tracy Rosenberg	X John Cromshow	X Jessica Apolinar	X Janet Coleman
X Dan Siegel	X Brenda Medina	X Nancy Hentschel	X Cerene Roberts
X Margy Wilkinson	X Summer Reese	X Richard Uzzell	X Manijeh Saba

WPFW – Wash. D.C.:

AFFILIATES:

Staff & Counsel:

X Benito Diaz	X Heather Gray	X Andy Gold, General Counsel
X Luzette King	X Janis Lane-Ewart	
X Tony Norman		
X Katea Stitt		

C. Agenda Approval. Chair proposed the Saturday Agenda. Discussion followed.

12:00 pm (noon)	Minutes. Discussion of Committees.
1:00	Lunch.
2:00	Public Comments. Time Certain.
3:00	GM Report.
4:00	LSB Chair's Report.
4:15	Archives Report.
5:15	Public Report on CFO Search.
6:00	Dinner.
7:00	Executive Session.
9:00	Adjourn.

Brazon moved that the Officer Elections and the Committee Membership Elections be moved to Sunday. HNO Motion Approved. Siegel moved that the Agenda as amended and with IED and Financial Reports moved to Sunday. HNO Motion Approved.

D. Minutes Approval.

Allen moved approval of the Minutes for December 6 and December 13, 2012; January 10, January 24, and February 11, 2013. All were considered separately and all were Approved, 6-0-15.

II. Discussion of the Committees and Task Forces. Chair presented an overview of all the Committees. Discussion followed.

1:30 pm Lunch.

2:30 pm Public Comment. Comments made by Public. Text of comment shall not appear in the Minutes, but a record shall be maintained in the Recordings of the meeting.

III. WBAI General Manager Report. WBAI General Manager Berthold Reimers gave the report. Discussion followed.

IV. WBAI LSB Chair Report. WBAI LSB Chair Bob Young gave the report. Discussion followed.
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V. Pacifica Radio Archives Report. Archives Director Brian DeShazor gave report. Discussion followed.

VI. ED-CFO Search Committee Report. Committee Chair Alex Steinberg gave report. Discussion

followed.

VII. Adjournment. Edwards-Tiekert moved to adjourn from Open Session and move to Executive Session.

HNO Motion Approved.

Open Session Closed for the day at 6:48 pm (ET).

Sunday, February 24, 2013: PNB OPEN SESSION. 3:10 pm (ET)

I. A. Call to Order. Board Chair Pro Temp Summer Reese called meeting to order, Sunday, February 24, 2013, at 3:10 pm.

B. Roll Call/ Establish Quorum. Board Secretary Pro Temp Richard Uzzell called the roll/ Quorum achieved. *See Roll below.*

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.:
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X Luzette King	X Janis Lane-Ewart	
X Tony Norman		
X Katea Stitt		

3:15 pm Public Comment. Comments made by Public. Text of comment shall not appear in the Minutes, but a record shall be maintained in the Recordings of the meeting.

II. IED Report. Apolinar moved that Chair make report, send electronic back-up; and that there be no Q&A. Discussion followed. Edwards-Tiekert moved to amend to limit report to 15 minutes with questions carried over until after a written report is filed. HNO amendment Approved. Motion re: IED Report, as amended, Approves, 18-1-1.

IED Summer Reese gave report. Discussion was delayed until after written report is sent.

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III. 2013 Officers Elections.

A. PNB Chair. Nominations were opened. Uzzell moved the nomination of Summer Reese as PNB Chair. Medina moved the nomination of Margy Wilkinson as PNB Chair. HNO nominations cease.

Siegel moved that there be a 15 minutes “conversation” about this election. Apolinar moved to amend to add that within those 15 minutes, each candidate should be given two minutes to speak. Cromshow moved to substitute that there be two minutes for each candidate to speak then comments and question from board members limited to one minute for a total time period of 15 minutes. The substitute motion Approved, 12-5-5. Substitute motion then as the main motion Approved, 14-1-6. Both candidates spoke. Reese was elected 2013 PNB Chair, 15-7.

B. PNB Vice Chair. Nominations were opened. Rosenberg moved the nomination of Heather Gray as PNB Vice Chair. Edwards-Tiekert moved the nomination of Margy Wilkinson. Wilkinson declined the nomination. Roberts moved the nomination of Janet Coleman. Coleman declined the nomination. HNO Gray elected 2013 PNB Vice Chair by acclamation.

C. PNB Secretary. Nominations were opened. King moved the nomination of Richard Uzzell as PNB Secretary. Edwards-Tiekert moved the nomination of Brenda Medina as PNB Secretary. Both candidates spoke. Uzzell was elected 2013 PNB Secretary, 15-7.

IV. Committee Populating.

Allen moved that we postpone the vote on PNB Committee and Task Force positions until the next meeting. Discussion followed.

Rosenberg moved to Substitute that the PNB shall proceed immediately with the Bylaws constrained committees (Finance and Coordinating), and the Task Forces (Affiliates, Development, Programming and Technology). Then tomorrow, or at the soonest thereafter, to consider the three noticed, committee related motions to rescind, then to populate the standing committee (Governance, Audit, Election, Personnel, FRAT and ED/CFO Search). Substitute Motion Approved, 14-1-6. HNO the Substitute Motion as Main Motion Approved.

Discussion followed. A committee preference sign-up sheet was passed around.

Hentschel moved to adjourn for Dinner then come back for Executive Session. Discussion followed. Rosenberg moved to Substitute, that the Board would complete populating the committees currently being considered, then adjourn for the evening. Substitute Motion Approved, 10-8-3. HNO the Substitute Motion as Main Motion Approved.

Run-offs were needed for the Finance Committee representatives from KPFA, KPFK, WBAI & WPFW.

Vote Results: KPFA: Rosenberg 14, Edwards-Tiekert 7, King 1 Rosenberg Elected.
 KPFK: Medina 8, Cromshow 14 Cromshow Elected.
 WBAI: Saba 13, Roberts 9 Saba
 Elected.
 WPFW: King 10, Norman 12 Norman
 Elected.

VII. Adjournment. Committee work completed. Chair adjourned for the day at 7:12 pm (ET).

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MINUTES, Regular Open In-Person Meeting, February 22-25, 2013

Monday, February 25, 2013: PNB OPEN SESSION. 1:30 pm (ET)

I. A. Call to Order. Board Chair Summer Reese called meeting to order, Monday, February 25, 2013, at 1:30 pm.

B. Roll Call/ Establish Quorum. Board Secretary Richard Uzzell called the roll/ Quorum achieved. *See Roll below.*

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

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<i>X</i> Dan Siegel	<i>X</i> Brenda Medina	<i>X</i> Nancy Hentschel	<i>X</i> Cerene Roberts
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<i>X</i> Luzette King	<i>X</i> Janis Lane-Ewart	
<i>X</i> Tony Norman		
<i>X</i> Katea Stitt		

1:30 pm Public Comment. Comments made by Public. Text of comment shall not appear in the Minutes, but a record shall be maintained in the Recordings of the meeting.

II. Adjournment. Time had expired. The In-Person Meeting Adjourned at 2:00 pm (ET).

Minutes taken and scribed by Richard Uzzell, Board Secretary.

Minutes Approval:

Date Approved: April 25, 2013

Witness of Approval: Summer Reese, PNB Chair