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PACIFICA FOUNDATION BOARD OF DIRECTORS MEETING

Taken on the date of: Sunday, September 17, 2000
taken at the Double Tree Hotel
300 Army Navy Drive Arlington, Virginia

Start time: 9:00 o'clock, a.m.
Pacifica Foundation
2390 Champlain Street, Northwest Washington, D.C. 20009
before Elaine A. Merchant, a court reporter

DR. BERRY: The meeting will come to order. And the first item on the agenda is to approve the minutes and to schedule the next meeting.

Could I get a motion to approve the minutes of the last meeting?

MR. LEE: So moved.

DR. BERRY: Could I get a second?

MR. FORD: Second.

DR. BERRY: All in favor repeat by saying aye.

MS. CAGAN: I would like to speak on that.

I had sent a memo -- I'm sorry, I don't have the exact date I did -- after I got these minutes to Bessie, to our executive director. And I believe I cc'd it to everybody else on the Board. I'm actually quite -- this is fine, but it doesn't really tell us anything. I think we need fuller more comprehensive minutes of our meetings, including the Saturday committee meetings where the bulk of the work happens.

And if the committees are really going to be able to function from one meeting to the next, I know we're all busy people, it's hard to remember, you know, from the meeting that happens one month and then three or four months later the next meeting that happens. I would find it very useful to have more comprehensive minutes of both the Sunday meeting and the Saturday committee meeting.

MR. LEE: Madam Chair, what does that have to do with the motion on the floor

that's been moved and seconded?

DR. BERRY: They're speaking to the motion.

MS. CAGAN: Right. Thank you.

DR. BERRY: Are you speaking to the motion of whether you want to vote to approve the-minutes?

MS. CAGAN: And, therefore, I would not accept these minutes.

DR. BERRY: I've forgotten who had their hand up next. I think you did.

MS. LYONS: I also feel the minutes were an effort, but not fully adequate to reflect the discussion. So I can't accept the two pages of some summaries that we've got. I'm assuming those are the minutes to which you're referring that we got in the mail, because I don't think they were adequate.

And, secondly, given the fact that the executive committee did meet during that meeting and we were told we would have minutes of that I feel like that should have been incorporated, however it's done, but incorporated. We don't have minutes of that.

And I don't know, since we're dealing with the past, whether the executive committee met since then. We have no minutes of that.

So the bottom line is I'm obviously voting against the motion. But the reasons are for adequacy of the lack of inclusion in the Executive Board minutes that occurred.

MR. LEE: Call the question.

DR. BERRY: Mr. Murdock.

MR. MURDOCK: Thank you, Dr. Berry. Certainly the minutes do need to be reasonably accurate. And they have to provide you with an outline of the things that occurred. Really, we should have dealt with this if this was an issue for you yesterday when we were talking about governance issues so that we could have addressed how we can just better take care of the issue in the future.

DR. BERRY: I don't agree with you. But one of the other ways, however, to deal with the issue of what's going on is also to read a transcript. And all of the meetings have been recorded, so you can certainly read a transcript and find out what went on. You can also take your own notes.

DR. BERRY: Did somebody call for the call?

MR. LEE: Yes, I did.

DR. BERRY: The question has been called for.

All those in favor of the motion to approve the minutes indicate by saying aye.

(Aye.)

DR. BERRY: Opposed?

(Nay.)

DR. BERRY: Okay. Moran, Lyons, Cagan and Robinson say nay.

A majority has voted in favor of the minutes. The minutes are approved.

And I will speak to the question. Mr Murdock is correct that there's a transcript of these meetings. When I came on the Board there was no transcript of the meetings. There was a big argument and debate from public comment about there being no transcript with people not being able to tell what happened at the board meetings.

We went to considerable expense to have a reporter come to every single meeting to transcribe every single thing that happens at the meeting. And then to put that on the web site which is available to anyone. And there are also printed copies of the transcript that are available to people.

And if you have trouble downloading it from a web site, I'd be happy to have somebody download it for you and give it to you. Or if you don't have access to a computer or you don't have access.

So having done that, there can be no dispute about having available to people the full content of what happened at the board meeting itself. That cannot be an issue.

MR. MORAN: Since we're in discussion --

DR. BERRY: I'm not discussing the minutes. I didn't recognize you, Mr. Moran. If you want to raise the issue of whether there should be minutes of the committees, then Mr. Murdock is right, you should raise that issue with the committee and discuss it in the committee and get a recommendation from the committee and bring it to us at this meeting.

MS. LYONS: Did you address it in the executive committee?

DR. BERRY: The executive committee met on Friday.

MS. LYONS: Right here?

DR. BERRY: Yes, it did.

MS. LYONS: Are there minutes for that meeting and where are the minutes from the last meeting?

DR. BERRY: The minutes for the meeting on Friday are not available yet. We just met the day before yesterday.

MS. LYONS: But what about the minutes from the June meeting, are those available? That's why I raised that issue.

MR. LEE: Where are we on the agenda? Is there an agenda for this meeting?

DR. BERRY: Yes, there is, Mr. Lee. And I'm trying to adhere to it.

MR. LEE: Thank you.

DR. BERRY: The minutes for the last executive committee meeting, says the executive director, were reported out to the Board, according to her. I have no knowledge. I haven't been following this.

MS. LYONS: could you say where, because I'm not aware of that?

MS. WASH: The last board meeting that you attended, if you check the transcript on-line, you'll see that she reported out for the executive committee. In the transcript. Get the transcript.

MS. LYONS: The transcript on the web?

MS. WASH: That's right.

MS. LYONS: But I checked the transcript from the January 11 and. I didn't see that.

MS. WASH: The first thing that was reported out on after the executive director's report was the executive committee.

DR. BERRY: Why don't we say this.

You can speak to the executive director about this outside of the meeting. And if you don't have minutes of the executive committee meeting after that and you're unsatisfied, if you will E-mail me I will see that you get immediately a response.

MR. LYONS: Thank you.

DR. BERRY: The scheduling of the next meeting.

The proposal is to schedule the next meeting for the first weekend of March.

Does anyone have any objection, anyone who's here have any objection to the

first weekend in March as a schedule for the next meeting?

Hearing none --

MS. CAGAN: I'm sorry, I just want to ask a question.

If the next meeting is in March, when would the next meeting be after that? It seems like that's a long time between now and then. And then I know the last meeting was June. March to June would not be a long time. Is there any reason why we couldn't do it just like in February, just in spacing of them?

DR. BERRY: Well, if you look at the dates, February is a short month. And the first weekend in March is not that different from the last weekend in February, which was the other alternative. I mean, it's not that one is talking about a great deal of time.

MR. MILLSPAUGH: And this meeting is unusually early.

DR. BERRY: Yes. The one we're having right now.

MR. LYONS: That's a long hiatus, that's the issue.

MR. MILLSPAUGH: Well, I just answered because part of it is because we are meeting so unusually early this time instead of the fall.

MS. CAGAN: Right. But since this did happen early, I'm wondering if, therefore, the spring meeting could be in early February?

MS. WASH: The problem that we have with that is fund drives.

DR. BERRY: Okay. So the first weekend in March hearing no other objections.

My vice-chair, David Acosta, was not able to come to this meeting because he's having some personal difficulties, medical and otherwise. And that's why he is not present at this meeting. I thought I would inform you of that fact. He would have wished me to inform you and ask that you be informed of that fact. Let's go to the executive --

MS. CAGAN: I'm sorry, just one other question. Where will that meeting be?

DR. BERRY: We don't know yet.

MS. WASH: The request was for Houston. Somebody asked for Houston at the last board meeting. The one for the spring was requested for Houston. And then the one for June was requested for New York.

DR. BERRY: Okay. If there's no objection to that, then

MR. LYONS: New York, where I come from, was skipped over this time due to

reasons that were obviously decided by the executive office. So I'm wondering if the next one should not be in order, New York and then Houston.

DR. BERRY: We don't have any order.

MR. MORAN: California has also been skipped.

DR. BERRY: There's no specific order of places that one has to meet. There's no order that is prescribed for the meetings of the Board insofar as I understand the bylaws.

MR. LYONS: That's correct. I meant past practice though. I mean, I'm not arguing law with you, Mary. I just want to ask --

You know, my understanding --

We don't argue law here. My understanding was that last meeting you said New York, then Houston. It couldn't be New York. So I'm just saying that, you know, the expectation would have been New York. It would seem that the next one should be New York, then Houston. That's how it should go.

MR. MORAN: Well, New York, then California, because we have been skipped over too.

DR. BERRY: Say what you said.

MS. WASH: For logistics we need more time to schedule a meeting in New York. Logistically we cannot do it in a short period of time.

DR. BERRY: Because of hotels and expenses and all sorts of things.

MR. LYONS: Luckily we have six months.

MS. WASH: When we did the initial search, I just want to say this time around we were advised by the hotel managers that we should start a year in advance for New York City.

DR. BERRY: So by June we should all be settled, so you should be settled to go to New York, you should.

Okay. Houston and then New York.

The executive director's report.

MS. WASH: I am pleased to report that we continue to experience record listenership in the foundation. This listenership growth is lead by WPFW and KPFK. Our key measurements in all of our markets for. loyalty is very high. And that's also reflected in record support.

DR. BERRY: You mean financial?

MS. WASH: In fund raising, yes.

I am in the process of looking for an HR generalist to come into the foundation in order to continue to help out with economies of scale in terms of personnel and personnel issues. We're looking at an HR firm and a CPR firm to review operations. And to make sure that if there are any things we need to improve or tighten up on that those things are recognized.

The managers right now are in the process of working on their five year operational plan. As a matter of fact, some are complete, but some are in the process of. And we'll be reporting on that at the next meeting.

I want to thank the Board for their continued support. I'd like to thank my staff for their hard work and commitment.

DR. BERRY: Okay. I want to say for myself, Bessie, that you have done an excellent job taking hold in the last six months under very difficult circumstances, as they always are very difficult circumstances in an administrative job like this. And I want to commend you for remaining sane and trying to keep the Foundation moving forward.

And I'm especially pleased by the increasing audience numbers. I would like to look at the information more carefully on the diversity of the audience. And I'm glad that the stations still accept the notion that in Pacifica those are the goals. That we want to reach audience and diversity of audience with an aggressive message.

Mr. Moran.

MR. MORAN: In terms of the consultants and other people that we might bring in to look at accounting practices or HR practices, to the degree that we need to do that, I would like to urge Bessie and to urge us as a Board to really think about bringing in firms that are clearly progressive in nature. There are many firms out there that do understand management objectives and accounting objectives from a real different perspective of how to set up an organization internally with values and practices that are consistent with those that our organization is aligned with.

So I think that we need to really pay extreme attention, maybe even higher than to the cost, of the kind of people that we bring into the organization to give us advice, particularly when we think that we're deficient in one area. That's where we want to bring those people that really would know how to help our type of organization grow in the way that it needs to grow.

DR. BERRY: Miss Cagan.

MS. CAGAN: Yes, thank you.

I have two things that I would like to raise.

One is that I totally understand and appreciate the volume of work. And, you know, being fairly new, although now it's, I don't know exactly when you came on, but it's been, you know, several months at least, that hopefully you've been settling in. But I am concerned, I know through my own experience, that while on the one hand we are informed and the Board is told that everything needs to be directed to you for information, that I have not been getting responses to E-mails. For instance, the memo that I sent about the nature of the notes in the last meeting. I never got a response from that. And I believe there was another one also that I never got a response to. Or two or three others.

So I'm concerned about that. And, again, I understand there's a volume of work that's, you know, intense and stuff. But I do think that if we are asked to bring our concerns to you, then there needs to be a mechanism to get a response. I'm not saying within 12 seconds. You know, within a few days at least to get a response. That's one item.

The other item which has to do without process as a Board and as an organization. It's not about your performance or, you know, you personally in this position. My understanding was, and please correct me if I'm wrong somebody, was that you were brought on, the present executive director was brought on as an acting, or an interim executive director. At some point, which I'm not aware when this happened, you became the permanent executive director. The word acting or interim was dropped.

But my understanding is that there should have been, and if there was somehow I missed it, a posting of the job and a search for the job, which the acting or interim director could have you know, applied for and maybe even had a legs up to get that job. But I'm not sure that that process of posting and interviewing and doing a search was carried out. So this is a question, was there such a process, you know, or not?

DR. BERRY: I will answer the questions. On the first point

Are there other comments on this matter before answer the questions?

On the first question that was raised by Mr. Moran, the absolute first priority I would hope for- the executive director in hiring someone to deal with financial matters or anything else would be that they have the expertise to do it. And once they have demonstrated expertise to do it, then she can worry about their politics or lack thereof. And I also do not believe in litmus tests for accountants

and people like that to try to figure out what they're doing. But I hope you just get somebody who's competent. That's the first thing. And I would assume that you would get someone who's competent and someone who is not politically reprehensible in an obvious and public way

The second point, the executive director was not named as an acting executive director. You're misinformed. Executive director was named as executive director. And under our procedures if it is an internal appointment, the procedures were followed for internal appointments at this. And she was appointed for a year to begin with as this position and has been in it, what, about six months. So that's the answer to that question.

The third part of your question about minutes and this and that and the other, there are two kinds of questions that executive directors can be asked. And you've been one yourself so you would know this.

One is operational questions that are about details of things that are being implemented which an executive director should be able to answer.

The other consists of policy questions which are not up to the executive director to answer. For example I pointed out here that if people don't like the fact that minutes aren't taken at the committees or that minutes aren't done in a certain way, it is a matter of policy that Pacifica has never done minutes, not in my time or that I know about, at committee meetings. If that's something that you wish to raise, you should raise it with your colleagues at a committee and say that I think from now on

MS. CAGAN: I did.

DR. BERRY: -- and vote on it and see if you get support. And then recommend that that be done. That's not up to the executive director to do.

So I would hope that when you ask questions, I don't mean you personally, but the Board, would think about whether this is an operational matter, that I'm simply just getting information, or this is some decision about changing the way we do things, that therefore I ought to ask it a different way.

And then finally, I have just discussed with the executive director the fact that the position in the table of organization for the assistant executive director of operations has been vacant for some time. And that person is supposed to be the person who handles administrative matters and details and so on. And that I think that that position ought to be filled. And she is endeavoring to do so which will give her some help in trying to answer the details about various things that people have to suggest.

Ms. Lyons and then Mr. Moran.

MR. LYONS: I understand that the task is huge. And the question I have is what is the mechanism when situations come up? For example, the financial consolidation situation that I raised yesterday in committee, you know, specifically in terms of BAI, but as total as a policy has operational aspects. Where should I be bringing that up to find out?

The second question is where should I bring up what is clearly an operational matter, although it has other facets the situation of, for example, the recent developments in Democracy Now? And, you know, the question of continuation of that, of Aimee and her situation and the situation of that program? Where do I bring those up, because I would like to bring those two issues up? Their emergent situations. And I want to know what the process is to do that?

DR. BERRY: Two answers.

First, on consolidation the Board decided, on the majority of the Board, on majority vote, to consolidate financial operations in general in Pacifica over two years ago. And that steps should be taken to do that immediately in the interest of efficiency, effectiveness, cost savings and for better management. That was a board policy decision that was made by the Board, okay. That decision has yet to be fully implemented, but implementation is under way.

If you wish to change that decision, you should ask your board committee or either finance or governance or both to recommend to this Board that that policy be changed if you don't approve of the policy.

MR. LYONS: Where do you evaluate -- let's deal with that. Where do you evaluate the policy? All I'm asking for is evaluation. I raised it properly yesterday in the finance committee. I'm raising it again. Because based on what you said about, you know, the executive director and your office dealing with operational matters it's clearly operational at this point.

I just want to know, where do I go forward on this issue, if any place? is there a place to deal with this issue of evaluation of the policy in the station?

DR. BERRY: Yes. There's always a place to go for everything. It's only just figuring out where that place is. If you believe that there ought to be an evaluation of the policy even though it has not been fully implemented, then you should ask that the committee set up a process for evaluating the policy.

MR. LYONS: Now, what about the issues related to Democracy Now which is in a crisis situation?

DR. BERRY: Which is an operational issue. The Board does not hire and fire people. That's the other thing that we draw a distinction between, is operations

and policy.

Management of the foundation is done by the executive director and the station managers who hire and fire people. The Board does not hire and fire anyone except the executive director. Essentially you have one employee. That is the executive director.

If you do not like something the executive director does, then when we come to decide whether to keep or not keep the executive director, then you operate on that basis. But the Board does not dip its toe into day-to-day management decisions. That is unwise in any organization. And it is unwise in this organization. So I would resist and hope the executive director would resist and other board members would, attempts by board members to involve themselves, no matter who the employee is, with decisions that are made by employees.

Although employees, if they do not like the decision that is made by them, have a right to appeal. And when they appeal, then there's a process for them to do that. And they finally appeal to the executive committee that's set up. So there's recourse but it's not up to board members to try to manage the Foundation and its employees on a day-to-day basis.

I have answered those questions because they were policy matters and that I did not feel that the executive director should answer questions of policy.

MR. MORAN: Let me generalize that topic because I think it will help this Board move forward. If a process of identifying who should answer a question is as complex as we recognize it is, the way that our organization can handle that rather easily is to designate a person that quickly will, what's called, triage the question.

So let's say I have a question. It's not quite about employment, it's not quite about this. I want to frame the issue to someone that is empowered to direct that. And I describe it in less than a paragraph. And the person says, oh, let's start you with so and so. They triage the situation. That's what it means. You redirect it because you would know, Bes, what direction.

But then the side that's asking the question has a valid place to go to for that first step. If at that point the employee says, gosh, you know, you're asking the wrong person, again, it needs to be retriaged to that point. And that's a very efficient mechanism to get the needs of those of us that have questions met while also respecting the fact that it is a complex situation and we need to direct questions appropriately.

So is that something that we could implement?

DR. BERRY: No. If you have that as a suggestion, take it to a committee and have it thoroughly discussed. I myself have never liked triage. But that's my personal opinion and I won't be in a position to emphasize my personal opinion any more.

MR. MORAN: So what I'm saying is that the alternative to not doing that is what appears to be that the Board member is choosing the wrong person to bring something to. So if you bring it to the operations person, they'll say that's not operations, that's policy, go over there. You get over to the policy person and they say, you know, that's not policy, I think you're talking about a personnel issue and we can't talk to you about it, maybe you can raise it with the Board chair. You go to the Board chair, you know, that's not here, that's over in operations again. And you go around in a circle just because you're being told that you're taking it to the wrong place. That is not an appropriate way of carrying out a process and it needs to be changed.

DR. BERRY: Mr. Moran, I have heard you, but I have answered Ms. Lyons and told her exactly where to go with each one of these items that she has on the plate, There's a difference between not wanting to do what you're advised to do and not knowing that someone said that's what you should do.

MR. LYONS: I want something else at the end of that road, Dr. Berry. I want to know where I can bring it, which I have been told, with I assume an expectation that a matter will be dealt with --

DR. BERRY: It will be dealt with

MR. LYONS: -- in a timely expeditious matter.

DR. BERRY: Matters that go to committees will be dealt with on the timetable that the committee chooses to deal with them. And if it's a committee you're a member of, you're a member of trying to figure out how your committee is going to deal with it. If it's an operational matter, it's personnel, I have said explicitly, I don't know how many different ways I can say it, the managers manage the Foundation and hire and fire the employees. The Board does not hire and fire employees. And there is an appeals process. I mean, I don't know what English language I can use to say that.

MR. LYONS: But because there's obviously confusion, because a number of individuals, myself included and others who can speak for him or herself, have raised these kinds of issues consistently. I think that a suggestion that there be an ambits person who would -- I mean, I don't know -- an ambits person to at least to try that out to do some of the triaging between, you don't like the word triage, but to do some of the triaging between operational versus policy. So that it doesn't become an issue where we have to go over and over and over

again the process. Because we're not dealing with exactly what's on here, we're dealing with the reality and just to make things more functional. That's the issue.

DR. BERRY: There's something called the Pacifica Employee Handbook which has the procedure in it and has in it the details of how employees are supposed to manage their lives within Pacifica. It is not that there is no such thing. In fact, taking it out of the hands of the managers who have the responsibility for it would be exactly the wrong way to go unless the Board intends to make a policy decision to now manage some of the operations or to make certain decisions.

So that the bottom line answer on managing employees is that it's not the Board's responsibility to manage employees. It's the Board's responsibility to evaluate how its top manager handles employees. Not on a day-to-day basis figure out whether this or that or the other should happen with some particular employee. I don't know how else I can say that.

MR. MURDOCK: You know, the issue that you raise is one that could be debated and where people come out on it can be very diverse. But there is a forum in which it should have been raised.

And, again, Beth you're on the governance committee. Tomas, I know you have an issue about that. But you had an opportunity to speak as did everybody else yesterday in the governance committee meeting. No proposal was put forward on that particular issue. That would have been the place to present a proposal and to have it debated and there to be full discussion on it.

I don't know why we're having this debate for the first time. -You said you've raised it before. It has not been raised in the governance committee and that's the place to bring it.

DR. BERRY: Jill take just one more point on this and then I'm going to move on.

MR. PALMER: I would just say that there are a couple of issues that I've heard at this meeting that were really dramatic. And on one of them I didn't know anything about it until I got to this meeting. So I looked at the E-mails and was aware of some of the things that were questions from affiliates four months ago when they were doing their protesting. And so that item, you know, came up in finance after a lot of people being aware of it.

The situation that you're describing I didn't know anything about until I got to this meeting. But we've told others in the past, Tomas specifically and others when they needed to, directed them to a committee. And they've either gone there or due to lack of time to go to the committee meeting for whatever they

wanted to bring up, they haven't gotten there.

And that's just the normal process. And I hear what you're saying. And it's a communication thing. And I know that for finance when you've asked a question, I've tried to respond on what we can and can't do. And I feel confident that all the committee chairs operate under that. same premise. And I think we should just go forward on the way that we've-operated for quite some time. And if this is an issue that we're all learning more about, then it will continue to be there and will be handled in the appropriate committee and the appropriate time and I'm sure probably prior to or at least by the next meeting. So that's just my concern.

DR. BERRY: Okay. I said I was going to take no more on this. Is this urgent?

MS. CAGAN: I don't know where else to raise it. I was just wondering if we could get a copy of that employee handbook just to look at it?

DR. BERRY: Sure.

MS. WASH: I'll instruct Valerie to send you one.

DR. BERRY: Ms. VanIsler, would you please see to it that Ms. Cagan receives a copy of the Pacifica Employee Handbook.

MR. MILLSPAUGH: I think other people have requested it also

DR. BERRY: And whoever the station manager is wherever you are, they have copies and can give you a copy.

MS. VanISLER: I'll see that they get copies, although I think it should come from the National Office to everybody.

DR. BERRY: We already have it.

MR. LYONS: It's a national handbook, correct?

DR. BERRY: The Pacifica Employee Handbook.

MR. LYONS: Then maybe it-could just be sent out to those who don't.

DR. BERRY: Who wants it? Who doesn't have it and wants it?

Cagan, Lyons and Moran. Okay. Those three people want it. Does that make everybody happy?

What other point was there? Okay. Let's move on.

Is the LAB chair from DC here?

MS. WILLIAMS: Yes.

DR. BERRY: Could you come forward, please? Ms. Mary Alice Williams could you please come forward? We are pleased to have you here with us.

MS. WILLIAMS: My name is Mary Alice Williams. And I am currently the chair of the advisory board for WPFW radio. I just wanted to let you know who I am. I chair the Board of the DC Housing Finance Agency and work with a variety of other nonprofit agencies as a professional. I am the president of Risk Mitigation strategists, which is an organization that among other things attempts to bring additional liquidity and financing to the market for those who originate community reinvestment and other types of loans that assist our cities in rebuilding themselves.

We had our board meeting just this past Wednesday at the University of the District of Columbia. And as usual, because we have the support of the station in announcing our meetings, we had a very good turnout. I wanted to indicate to you that over the past ninety days we have made a bonified effort to expand the Board itself because a great number of our membership is currently looking at expiring terms on that board.

Because we are so concerned about representing the diverse community that this station serves, we will be looking for additional members who represent specifically the Asian and the Hispanic community, in addition to others. We represent everything in this community from professionals to farmers to lawyers to government workers, to every type of person that we think inhabits the city. So we think that we have something to bring to WPFW.

But we would just like to ask one question-which I have been instructed by my Board to relate to you. And that is, we would like to know why it is not possible for us, number one, to meet at the station, which I believe the station at one of our meetings agreed was the best place for these meetings?

And, secondly, we would like to request that when the meeting will be changed by the station, could we please be informed sooner than ten days or three days or four days before that meeting.

And, thirdly, we would like to have someone from the station come and make some kind of report to us for purposes of the LAB even beginning to understand what's happening at the station.

I simply want to say that I've been on this Board for many, many years and I've been on this Board in the past. And as everyone on the Board agrees, all we want to do is help. I think with the kind of talent and individuals with the kinds of backgrounds and skills that they have, we would work at the direction of whomever would simply tell us what it is the station needs and how we can be

helpful in that process.

There are people on this national board who have been on the local board and who know about the abuse that this LAB has had to suffer at the hands of, unfortunate staff that do not feel the same way I do about our need to cooperate. So I am simply asking this national board from the bottom of my heart for the last bastion of free speech in this country to provide that vehicle of communication, apply it to yourselves and just let us know what's going on and how we can help you. We don't want to harm you. We just want to help.

Thank you.

DR. BERRY: Thank you very much, Ms. Williams, and thank you for coming to the meeting.

Does anyone want to say anything?

Lou is not here, right?

MS. WASH: Lou isn't here. And he didn't make your last meeting because he's out sick. He has a very serious illness. He will be out for the next two or three months.

And, unfortunately, there's just not enough space, as I understand it, at the station to accommodate the large group. And that's why the station itself took it upon itself to look for a larger space for the advisory board to meet.

MR. FORD: What Mary Alice has said, we've had a lot of conversation in the past in regard to that. One other prevailing factor is that there's a liability issue with having a large gathering of folks at the station. First of all, the space is very small.

Secondly, to facilitate people coming to the meeting and being able to get access to the meeting area we have to leave the front door open. That violates the insurance policy for the station, as well as the building and the owner of the building. Should something occur, Pacifica is extremely liable for anything that would occur.

Lou has assured me, and I've had conversations following two board meetings ago when this was brought to my attention, that they would work in complete earnest to find suitable meeting facilities for the LAB. They met at a police precinct prior to the meeting at UDC. I don't know what's the correct forum.

I will agree with you that the change in notice of venue should be given in more of a timely fashion. And I think that's something, Bessie, that could be easily done. So I think that issue will be solved. But I think the lines of communication and the working to make this happen have been solved. At least a start has

been made. And we will continue to do so.

The services and advise that the local advisory board gives to Pacifica is very valuable. And I would love personally to see the lines of communication stay open. And whatever problems we have from a logistical standpoint I'm quite sure we can work them out.

DR. BERRY: Okay. Thank you very much.

I'm sorry to hear about Lou. I didn't know he was ill.

Well, anyway, let us go on to the committee reports. And the first one is the executive committee. The executive committee -- and this is a report, Ms. Lyons, on what the executive committee did on Friday. I'm about to give this report, okay?

MR. LYONS: I'm listening.

DR. BERRY: The executive committee met and heard the executive director tell us about all of her problems and issues with everything from space with the National Office and WPFW co-located, to various union contracts that are expiring and have to be negotiated, to the need to hire a consultant, as she was telling you here, to go in and look at the whole financial operations in the foundation.

MS. WASH: And HR.

DR. BERRY: And that she was hiring a human resources director. This has been an issue for a long time, the unevenness of the various benefits and everything else that happens in Pacifica. Every time something occurs, as when someone dies or somebody gets sick or something happens, then we have questions raised about our coverages and what are we doing for employees and how are we keeping track of all this stuff, and we don't have a human resources director.

So that whole Area we spent a lot of time discussing the issues that relate to human resources. And she urgently needs to hire someone. We also discussed the need for her to hire herself immediately an administrative person who would be number two to handle some of these problems and the details of day-to-day management.

We also discussed an issue that was raised sometime during the weekend about the law firm that represents us with the understanding that there has been some discussion of this and whether there is some kind of conflict of interest that one of our board members who was a member of that firm might have.

And we, of course, were quite aware already that the executive director who has the authority to do so had engaged this firm because she had sent us out an E-mail and had informed us that she was doing it. She sent the Board an E-mail. And we had received some communication from some people objecting and saying that they thought it was a conflict. And we assured ourselves again, as we had before, and were told about the conversations that had taken place during the weekend, that there's nothing illegal or immoral or unappetizing. And, indeed, we should be grateful to the firm in terms of the rates that they're giving us. And that Mr. Murdock is not self-dealing or being in aggrandized or enriched or anything else under the code for this matter.

So these are the matters that we discussed. And also I've already told you about David and the issues with him.

So that was a report of the executive committee, if I haven't left anything out.

MR. MILLSPAUGH: I think that it should be observed, and with gratitude, that Dr. Berry has consented to remain available to consult and advise and lend her good offices and good will to the organization during a transition period while David cycles in as the chair of the Board of Directors. And I think, as I say, that we should feel a great deal of gratitude for her willingness to put up with us for another couple of months in that advisory capacity.

Thank you.

DR. BERRY: And being paid nothing. We're not talking about paying anybody. You said consultant. Somebody might think I'm getting some money from Pacifica.

MR. PALMER: I think that just as a note from me knowing David that I think that he would be very grateful for the assistance in transitioning because he does have a lot of things on his plate professionally, his wife is going to have a baby, and some other things with his personal health that are going on. So I thank you for him in his absence.

MR. MORAN: A couple of things. First, just a minor detail. I don't think that I received as a board member a copy of that E-mail that you say that informed the Board of the hiring of the firm. So if Bessie could forward a copy of that original E-mail. So look it up on the computer and then do a forward of that original E-mail that would be great so that I could have a copy of the original E-mail that was sent out.

MS. CAGAN: I never got it also.

MR. LYONS: I also did not get that E-mail, that notification from Bessie.

MR. MORAN: So I just wanted to request a copy of that original E-mail be forwarded to me.

Secondly, I want to reiterate my concern that executive committee meetings are not announced to the entire Board and are closed to the Board.

And, thirdly, I want to ask, especially in light of having been served some papers this morning, what is the forum, as we discussed yesterday, for me as a board member to go to that where we discuss litigation strategy decisions that the Board needs to make?

No, we did not do that yesterday. And we were told that the forum for that was the Board. And I want to know which closed session of the Board I will be afforded the opportunity to discuss that? And I'm making a specific request that that be agendaized and scheduled before the next board meeting within, say, the next thirty days as a phone conference, at least to begin a discussion of where it is that that body assembles and how do we as board members get our rightful input into that process?

MS. CHAMBERS: Doubling back to the topic that came up afterwards with respect to your staying on in an advisory capacity, I want to express my extreme gratitude for your generous offer in light of the fact, as Tomas pointed out, that we have all just received something here that we have not had a chance to look over, but is probably not good news. And I appreciate the continuity, the leadership and the access to institutional knowledge.

Thank you.

MR. ROBINSON: Dr. Berry, I'd like to understand why it is that you felt it necessary to make a determination to hire Mr. Murdock's firm without discussing it with the full board, and then why you would go the additional step of deliberately not personally notifying all of us of that decision if it was such an important decision?

DR. BERRY: Mr. Robinson, you misheard. I did not hire anyone to do anything. And I don't hire anyone to do anything. So that is a misstatement of the facts. Under Pacifica's rules, hiring is done by the executive director who has full authority to hire whomever she pleases as counsel for the --

AUDIENCE: Who hired her?

DR. BERRY: You will be in order, please.

Who has full authority to hire whomever the executive director pleases to be counsel to this organization. It's one of the responsibilities of the executive director.

Now, the executive director, of course, informed us that she was making this decision. It could have been any firm that she wished to hire.

MR. ROBINSON: But it happened to be a firm that employs a member of the Board.

DR. BERRY: So if you wish to ask that question, you should not be asking me because I didn't hire the person. You're asking the wrong person.

MR. ROBINSON: If the Board discussed the retainer of Mr. Murdock's firm, why was the full Board not participating in that discussion?

DR. BERRY: The Board did not discuss the retainer of Mr. Murdock's firm. You misheard. Where did you hear this?

MR. ROBINSON: Is Mr. Murdock's firm employed by Pacifica or retained by Pacifica --

DR. BERRY: Yes. The executive director --

MR. ROBINSON -- or working for Pacifica?

DR. BERRY: -- hired Mr. Murdock's firm.

MR. ROBINSON: When was this decision made?

DR. BERRY: I don't remember.

MR. ROBINSON: Can someone answer the question? Can Bessie answer the question?

DR. BERRY: Whenever it was. I don't know when it was.

She said she believes it was a date in June, the exact date of which she is uncertain.

MR. ROBINSON: And Mr. Murdock is on this firm, is that not correct, Bessie?

MS. WASH: Yes.

MR. ROBINSON: And was this discussed with members of the Board?

MS. WASH: I frequently discuss a lot of things with various people. So there were some people I discussed it with, yes.

MR. ROBINSON: Did the Board participate in any kind of --

DR. BERRY: I don't think the executive director has to submit to cross-examination.

MR. ROBINSON: I'm just trying to figure out what transpired. I'm a member of the Board.

DR. BERRY: You have the answer to the question.

MR. ROBINSON: You didn't even bother to see that we got notified.

DR. BERRY: Asked and answered. The executive director has the authority to hire a firm. She hired a firm. You've been told that the firm was hired.

MR. ROBINSON: I was not told. I learned it in the meeting today.

DR. BERRY: Oh, you didn't know this until day, is that what you're saying?

MS. CAGAN: No. We were not informed previous to -- you know, we did not get it E-mail or regular mail or anything.

DR. BERRY: If we're going to have interrogation, is it your response, Ms. Cagan, that you were unaware until this morning that Mr. Murdock's firm was hired by Ms. Wash?

MS. CAGAN: No. I didn't learn about this earlier. As you don't remember the date the firm was hired, I don't remember. It was sometime in the last few weeks that I heard about this. I did not hear about this from the National office or from the leadership of this organization. I heard about it informally as rumor. And I would have appreciated notice from either the executive director or the chair of the Board. Somebody.

DR. BERRY: You are saying -- I'll ask each of you because you were engaging in interrogation here.

Is it the representation of you, Mr. Robinson, that you knew nothing about this firm being hired until you got here this morning?

MR. ROBINSON: It is my contention that I was not informed by responsible parties, whether board members or employees of Pacifica, that this determination had been made.

DR. BERRY: Okay. So that we don't spend time on this, the answer to the question is that the executive director makes hiring decisions. If you don't like the way the executive director informed you or didn't inform you of the hiring decision, that is a judgment that you can make about the executive director. You know, it is not a policy matter. If the person didn't tell you and you're upset about it, then that has nothing to do with whether she has the authority to do it. It has to do with the way she did it.

MR. ROBINSON: I never discussed that issue. I didn't discuss the authority.

DR. BERRY: Okay. So we assume that you did not get information from the executive director that she hired the firm, okay. The record shows that now.

Do you have something else to add?

MS. LYONS: I have something new to say.

Look, I'm concerned -- I obviously didn't get the information from the executive director. I'm particularly concerned because I'm not dealing with her power of decision. That's not what I'm suggesting. But I'm suggesting there's a board member who was a Jane Doe and is now a named defendant, I assume, in one of these papers which I haven't looked at, that the Board, however it's done, by whoseever authority, the Board leadership and/or delegating that leadership to the ED, has a responsibility to let its board members who are, in fact, named defendants know what kind of representation we are getting. That includes names, et cetera. I understand we have to go through you to deal with these people. But just be informed of the decision.

My concern is that I be afforded as a board member. And I can't speak for my other fellow board members. But that I, in my capacity as a board member be afforded independent counsel, counsel that's not in any way affected by anything or any kind of situation that may prevent counsel from making the most zealous representation as he or she has to do under the ABA model rules.

I'm not here to argue out the differences over whether there is or isn't a conflict. I perceive it differently for the record. I don't like it. I don't like the fact we have a person wearing three hats. I've expressed that. A board of director's hat, a firm hat, understanding that you may not be directly paid by this, but it's your firm, and a defendant hat. I know there's a debate in the profession about that. I'm not here to debate that. But for the record, I'm not pleased with that.

And I'm concerned and welcome the fact that I assume the Executive Board would want all of its board members to be zealously independently represented. I was a little nonplussed because not hearing it through the proper channels; i.e., how the decision was made, the issue of it even becoming an issue in normal circumstances; i.e.; other organizations that are functioning differently, some of them, or, you know, that we are able to at this moment, there's usually some kind of information process. Members of the Board, whether it's a corporation or a nonprofit said, look, here's the situation, we're hiring so and so, whether it's the CPA who's doing the accounting, that person is on here, or the lawyer who's going to represent you in the ongoing litigation, which is already there, there's some kind of information given and some kind of consent from board members.

There was no process. And I'm just concerned about that. That it doesn't seem to me to be proper. And I don't want my representation as part of this Board in the capacity as a board member to be compromised by operational decisions that are not for whatever reason properly implemented.

DR. BERRY: I will recognize Michael, but you should add as a tag-in to your statement in order to be fair, Ms. Lyons, your argument that this situation is different and that we have board members who are suing the very Foundation and Board on which they serve which makes it impossible to give certain kinds of information to them because they're litigants.

MR. LYONS: Respectfully, you can add that, Dr. Berry. I am not adding that. I'm just saying, you added that. That's fine. Let's be fair.

DR. BERRY: So that tells me how fair you are, because that clearly is relevant and material.

MR. PALMER: I guess it might be helpful for Beth and perhaps the others to know that when the initial lawsuit was named, it was the then executive director that made the hire. And we were told at that time who it was. And that's how it occurred this time.

And the fact is that on Friday, at least on this Friday you had a chance to direct your questions directly to John who answered them. And you stated your unease with it. But I think you did a good job and it was supported by others not in the Board, but by others that said that he is not in a conflict of interest.

And of course the option always remains, as you're aware, that if you don't feel like you're getting good independent counsel, then you can on your own do that. And so to go on and belabor the point, I think the main point that you want to get to is that you see a conflict of interest and you disagree with what I myself feel and the others do. And, in fact, John has stated, and others have stated, it's not. And I think that's the long and short of it. And I've heard what you feel and I respect that. And I think we should move on.

MR. MORAN: For your information, I wanted to know -- Dr. Berry said that there was a board member that was an active litigant against the Foundation. I need you to name that, Dr. Berry.

DR. BERRY: You don't tell me what to do.

MR. MORAN: You made a statement for the record that I need to understand. Dr. Berry, I am asking an information question.

MR. FORD: She's in conference at the moment.

DR. BERRY: If any of you are interested in having him do so, we could ask Mr.

Murdock to provide us with a statement from his firm.

MR. MORAN: You made a statement for the record here. Is that being reversed or what? I don't get it.

DR. BERRY: It is not dependent on --

I'm not going to discuss anything else about the litigation.

Also, if you would like to introduce a motion to have Mr. Murdock's firm no longer be counsel for this organization because of your unease, you may do so and I will entertain such a motion.

Yes, Ms. Cagan?

MS. CAGAN: Actually, I don't want to introduce that motion because I want to go back to Tomas' recommendation -- I don't know if it was a motion or not -- that there be some time set aside when the Board can have a discussion about how we're dealing with the litigation. In that context I then may make want to make a motion like that. But I feel there hasn't been a venue for us to have that kind of discussion about litigation strategies and, you know, how we're responding. I haven't read this new document either. You made reference that there may be some other lawsuit.

You know, I do feel that as part of this Board, and I would hope that other members of the Board also feel, that we would, you know, have some time to have that discussion. As I said, in that context then I or other people might want to make a motion like you just suggested. But right now I certainly don't want to make that motion.

DR. BERRY: My only point is that the decision was made by the executive director. It is being implemented and the firm is representing us.

MS. CAGAN: I'm not talking about representation.

DR. BERRY: And if you are uneasy about it

MS. CAGAN: I don't know if I'm uneasy about this firm because I don't know what the strategy is. I don't know what the thinking is about how to handle these lawsuits. I haven't had an opportunity to express my thoughts on this. That's what I would like an opportunity to do. And that's why I'd like to hear what other members of the Board have. I have my ideas, but I might be convinced by other members of the Board.

DR. BERRY: Board members, what I am suggesting to you is that if you wish to move to do so because of your unease whether you know anything about litigation or not, then please do so and you will have the opportunity to discuss

it.

MR. MORAN: I so move.

MR. ROBINSON: I second the motion.

DR. BERRY: Okay. Second.

Does anyone wish to speak to the motion further?

MR. MILLSPAUGH: I will speak against the motion. We have had from a third party from independent counsel without any relationship to this firm a letter setting forth, or maybe it was orally, the position that this is not a conflict of interest.

MS. CAGAN: I'm not talking about a conflict of interest.

MR. MILLSPAUGH: Well, I believe that's the gravamen of your complaint.

MS. CAGAN: No, it's Tomas, proposal. Maybe Tomas could repeat it.

MR. MILLSPAUGH: I'm sorry. I understood that he was raising a motion

DR. BERRY: I thought that the motion was

What is your motion?

MR. MORAN: The motion now?

DR. BERRY: The motion that you have introduced and was seconded by Mr. Robinson.

MR. MORAN: That motion was the only venue that you gave to raising the issue of having the discussion that Leslie and I had talked about in creating of any board. And the only venue that you gave through your tactics, which are procedural manipulative tactics to force it this way, is for me to make a motion saying that I am uneasy about Mr. Murdock's relationship with this firm at this point because, and this is discussion now, because --

MR. FORD: What's the motion?

DR. BERRY: That's the motion.

MR. FORD: That you are uneasy? That's no motion.

DR. BERRY: Just a moment. The motion has been made in response to my suggestion that if there were board members who were uneasy about the representation by this firm and wished it not to continue to make such a motion. My understanding is that --

MR. MORAN: I said so moved. So whatever you said, so moved.

DR. BERRY: -- if this motion passes the firm would be discharged. We would be directing the executive director to discharge this firm from representing us. That's my understanding of the motion.

Now, the motion has been seconded. It's been moved and seconded.

Is there further discussion of this particular motion? There may be other motions. But is there further discussion of this motion?

If there is no discussion, all those in favor of the motion indicate by saying aye.

(Aye.)

MS. LYONS: Abstention.

DR. BERRY: Who said aye? It was not a majority.

All those opposed to the motion indicate by saying aye.

(Aye.)

So that means that by voice vote --

MS. LYONS: Abstention.

DR. BERRY: I will call for the abstentions.

The motion is defeated. However, there were abstentions.

Ms. Cagan and Ms. Lyons have abstained.

MS. CAGAN: I have another motion.

I'd like to move that a time and place be set up, and this can be by conference call, you know whatever is practical, for the full Board to be invited to, some board members may choose not to attend, but to participate in discussion amongst ourselves and with the executive director of our strategies and approaches and thinking about how we want to handle the lawsuits that are presently before us or may come before us, you know, in the future.

DR. BERRY: Could I get a second to the motion?

MS. LYONS: Second.

DR. BERRY: Is there a discussion of the motion?

MR. FORD: Personally, I will be voting against that motion for the simple fact that this Board is like a sieve. Anything that comes in leaks right out. Any

discussion of a strategy will be, therefore -- I wouldn't be surprised if the attorney for the opposition would be on the phone call. I have no trust or faith in my fellow board members. And, therefore, I could not support any kind of a motion. Because if we're going to discuss strategy, why don't we just put it over the airways, because that's exactly where it's going to end up.

AUDIENCE: That's a good idea.

DR. BERRY: The audience will be in order.

MR. MORAN: The concerns of any board member about their level of trust of any other individual cannot abrogate my legal rights to be a participant in the forging of the direction of this Foundation.

DR. BERRY: Oh, poppycock, Mr. Moran. The hiring of counsel is done by the executive director. No one has interfered with your right to do anything. If you get the votes to support whatever you want to do, you can do it. So that's just poppycock.

Is there any further discussion of this motion?

MS. CHAMBERS: With all due respect to the rights of Mr. Moran, he does have his rights. He should aggressively pursue his rights where he feels them in danger. I feel I also have rights. And I have the right to the best defense. As a potential litigant in this suit, I share the concerns of Mr. Ford that discussing strategy would weaken the ultimate defense if promulgated.

DR. BERRY: Does anyone else have a comment about this motion?

MR. LYONS: I'm in favor of the motion. And specifically because it would be an opportunity to illuminate and to make some decision about what we're going to say to counsel. And I think that we should reserve the right, having heard counsel's position yesterday, to make a decision about some of these other issues, including conflict of interest and zealous representation once the Board has had a proper process in which we all can decide what the direction is in response to any of these or all of these lawsuits.

MR. MURDOCK: I'd like to suggest that perhaps the motion might be one that's better brought in a closed session to discuss the issue of what you're asking about. It just might be easier to do that in a closed session.

I'm sorry, the motion that I understood, the motion that I understand at this point is that there be a meeting to discuss strategy. What I'm suggesting is with that motion --

MS. CAGAN: I'm sorry, how --

MR. MURDOCK: I'm suggesting --

DR. BERRY: Please do not all talk at once.

MR. MURDOCK: My suggestion is your motion might be better brought in a closed meeting where people might be more comfortable debating the issue.

MS. CAGAN: I would amend my motion to say that the proposal that I put forth for such a discussion be in a closed session. But your proposal to have a closed session to discuss whether or not we can have a discussion I would not accept.

DR. BERRY: I call for the question.

All of those in favor of Mr. Moran's motion indicate --

MR. MORAN: No, it's not my motion.

MS. LYONS: It was by Ms. Cagan.

DR. BERRY: Oh, it's Ms. Cagan's motion now this time. I'm sorry. I'm getting confused here. Which was seconded by --

MS. LYONS: Ms. Lyons.

DR. BERRY: Ms. Lyons.

MS. LYONS: No, we're not all fungible.

DR. BERRY: All those in favor of the motion indicate by saying aye.

(Aye.)

Opposed to the motion indicate by saying nay.

(Nay.)

I think the nays have it.

Were there any abstentions?

Okay. The nays have it.

I want to suggest that in terms of the litigation strategy that those board members who wish to discuss it with counsel in the absence of a motion here to do so and get in touch with -- that Bessie set up some time with counsel for them to discuss it with counsel.

MR. MORAN: But that doesn't afford us to give directions to the --

DR. BERRY: If they want to discuss it.

MS. CAGAN: That's fine. I was cautioned yesterday, we all were cautioned, about the cost of every time --

DR. BERRY: But, I mean, if you really are worried about it and you really are concerned, then you ought to have a chance to sit down and --

MS. CAGAN: I do. I also though was hoping for the benefit of the wisdom of my fellow board members to inform my own thinking about this. That's what I was looking for.

MR. MORAN: Will that meeting afford me the ability to affect the strategy or just to get informed about the strategy? Because what we're asking for is the meeting in which this Board which is empowered to set strategy can have that kind of discussion and see if we even want to do that.

DR. BERRY: Want to do what?

MR. MORAN: That the meeting that you're suggesting with the attorney, the informal meeting, does not provide a venue for me to have my rights to affect the strategy and to vote on whether we want to affect the strategy or not.

DR. BERRY: But any time you want to present motions and go to committees and so on, you can.

MR. MURDOCK: Sometimes we tend to get lost in the woods. There's absolutely nothing that prevents individual members of this Board from speaking to one another and caucusing on issues and concerns that they have. And if they find that, they have some consensus amongst one another from making a written proposal to the Board on what they believe ought to happen.

So, I mean, an argument about this is kind of pointless. There's nothing that prevents any of us from talking to one another. We can certainly do that.

MS. CAGAN: I don't have the money to set up a conference call of this body. I would like that to be the Foundation's responsibility to convene either a conference call or, you know, in a person-to-person meeting. It's not my responsibility to convene a meeting of this Board.

MR. MURDOCK: I'm not suggesting a meeting.

MS. CAGAN: Well, I am.

MR. MURDOCK: And I'm suggesting to you that there is an alternative, which is that we can all caucus amongst ourselves individually or in groups and see if

there's a consensus and then from there develop an approach.

MR. LYONS: But the proposal that Leslie is making, which I second and support, is that we particularly have that collective process in an effort to try to hear our other board members and try to develop some collective way to deal with whether it's this or whether it's anything else. But particularly we're talking about this now -- the litigations.

And I think that's the point. And I think that to do that I think that Pacifica should make that forum available, whether it's a conference call or whatever. We can talk to each other in caucus. That's not the point. I really want to hear what other people have to say.

MR. MURDOCK: Are we in order?

DR. BERRY: Well, there's a point of order. You are right to call the chair to task for not keeping us in order. I'm sorry.

We have debated this motion and defeated it, it has been defeated, which means we shouldn't still be discussing it. And also whatever any individual board member might feel, a majority of the board members do not believe that it is necessary to have such a meeting or to talk about it. They seem to be -- there was not a majority that was uneasy about our representation as I read the votes that just took place here in this meeting.

So this is a matter of persuading one's individual colleagues if one wishes to have a different consensus. So I think that's the answer to the question for this Board meeting.

The next item on the agenda is the program committee.

Mr. Millspaugh.

MR. MILLSPAUGH: Thank you. And now for something completely different.

We met yesterday for three hours. And despite the many people who unfortunately are ill or unable to attend this weekend, all but one of our committee members were present. So we felt that that was an achievement in itself.

We first received a presentation, a lengthy and excellent very professionally done presentation, from our new national program director, Steven Yasco, who prepared a report with the assistance of many and most of the senior staff, the managers and so on. And I have copies of the notes or illustrations, the computer copy that he used. And I'm going to pass this among the board members. This is for board member use only. And especially, of course, the committee members who were there yesterday will recall some of the

elaboration, but this will serve as an Aviemore and also as a performance part of your assignments later on.

Do we have enough down there?

The first part of the presentation which you're receiving -- and I'm not going to review the whole thing since I would only be repeating what you're going to have in front of you on paper -- the first part of the, two-thirds practically, of the presentation was on the new media environment, especially from a technical point of view. Especially the longest conversation was about developments and Direct Broadcast Satellite Systems, XM and Serious, and the challenges that represents for terrestrial broadcasters such as we. And the opportunities that it offers us as well.

There was also a review of the really tippy toe top lines of the numbers for the last season. And the growth that we have been experiencing has continued. Again, these numbers are in here and I'll not repeat them in the interest of time and my own sanity.

Pages 11 through 14 of the materials you have here outline a task force progress report, the program task force. And there was lengthy discussion about that outline. And suggestions were made for additions. And the committee decided as following:

That this material which is being distributed would be distributed to all members of the Board and that you would all be invited and urged to study it. This is the portions from 11 to 14 pertaining to the program task force. That you study this and make any discussions for additions or subtractions or multiplications of divisions sending those to me and to Steven Yasco by the end of next week. Whereupon he will elaborate the existing outline and taking into account the suggestions that you have made. Which we ask to be in writing so it can be absolutely clear and take as little time as possible for its incorporation.

Steven is to then elaborate this outline by mid October, by October 15 is the date given, and return it to the Board. And then we will have a committee meeting by phone the week of November 2, which the National Office will help facilitate us doing, to discuss the development in that outline and any further steps that need to be taken or any criticisms of the time line or whatever. Whatever observations are brought up will then be reviewed again in that committee meeting.

We are trying to in our committee, as I know other committees, to be a little bit more -- well, to set up time lines and target dates and so on for ourselves so that things don't just drift on into infinity and in eternity as I think I'm in danger

of doing.

And that was the sort of formal content of the meeting. And if anyone wants to add to it they certainly may.

But another aspect of the meeting was the discussion of the programming that has been taking place in the last few months, especially, although not exclusively, around the campaigns, around the political season. And it's been extremely -- for those of you who indeed listen to your station, you will know that it's been extremely active the last three or four months in programming, both on the national and local level. And the committee commented in particular upon Aimee Goodman's excellent work on Democracy Now. The creative relationships with other media that she has been able under her leadership to establish.

And it was also observed that all of the staff, major staff of the Foundation have been involved in the convention coverage. And certainly her work has stood out there. But I also want to, as long as I'm passing out compliments, and I'm sure that I will neglect to compliment somebody who will hate me forever afterwards, but I hope they already hated me so I don't gain new enemies, I wanted to point out Don Rush's excellent work in effecting the coverage in his extensive interviews. A frequent program contributor Bob Henneley, who did a lot of the candidate interviews and did a lot of analysis on campaign finance issues. The work of KPFK's news room, especially Barbara Dab in providing I think probably more single fees than any other single station. The work of Bart Cooper's Radio Nation on his daily report. KPFA's Hard Knock Radio Flash Points and other KPFA staff with their work on live daily coverage. And at WPFW Ambrose Lane's excellent coverage of the city elections.

So I think that from local to national Pacifica has distinguished itself. And because there are other things than elections going on in the world there was, once again, Aimee Goodman's -- and this struck me in particular personally. The interview with Lori Barrinson I think was in the nature of a journalistic coop. And I think also that the bringing to the public of Castro's, Fidel Castro's speech in New York was a historic broadcast document. And that the WBAI staff and Bernard Santiago who did the special work on that, all of these people have just been doing personal service for us. And I take pleasure at the opportunity to recognize it and commend it on behalf of the program committee. And I see that there are other people who attended the committee who want to add their accolades to this.

MR. MORAN: I think we left out the kitchen sink.

MR. MILLSPAUGH: I forgot to mention --

I knew there would be somebody who would hate me for forgetting them.

MS. CAGAN: I have two comments on Frank's report.

One is that on the presentation that was made yesterday about the program task force, my recollection was, and again other people in the room can correct me if I'm wrong on this, was not just that whatever additions or suggestions we have should be forwarded in, but in fact I offered a very profound, if you will, disagreement with the orientation of the whole and the premise that was put forth for the work of this task force as captured in the goals that was put forth to us that's on page 11 there.

I felt that the most important goal was missing and that if that goal was included, and there seemed to be agreement in the committee that that goal should be included, that that would have an impact on all the other elements, such as the 'composition of the task force, the specific activities of the task force, et cetera.

So it's not just a little tinkering in discussion --

MR. MILLSPAUGH: No, no, no, no, no. I didn't mean to suggestion that it was tinkering. I meant to suggest that we received a first draft that the committee wants to make further comments on and has invited the other members to make comments on. And in particular you had undertaken to make in writing a statement because you felt that, as I understood it, that the principal deficiency from your standpoint was that the wording was not grounded in a statement of the principles and objectives of the Foundation.

MS. CAGAN: Well, just to be as clear as we can, because I think this effort to do this program task force is very important and could have a tremendous impact on the future of the stations and the sound of Pacifica, that the goals, and the primary goal I would argue, should be that our programming be looked at and examined and discussed in light of our commitment to being part of and integral to, related to, whatever the language is you want to use here, and in fact in service of a progressive social change agenda and movement in this country.

And I think with that as a foundation, that then all the other component parts of this proposal need to be reevaluated. For instance, as I said yesterday, I think who then is invited in, either as a standing member of the task force or to give input to the task force, you know, could be opened up. I think the elements articulated here were too limited.

I don't want to repeat everything that we discussed yesterday, but stress that that basic premise of what the task force is looking at and in charge of doing needs to be revised. So that was my first comment.

My second comment has to do with the issue you raised about, you know, congratulating the various staff people and component parts of the network for the work they've done. In fact, what I had done yesterday was put forth a proposal that we bring to the Board today a proposal, recommendation, a motion, if you will, that we go on record supporting in particular the good work, the creative work, the good work in terms of the content and the creativity, of Democracy Now under the leadership of Aimee Goodman, particularly as evidenced by not only convention coverage, but also Lori Barrinson, as you said.

And the reason why I mentioned the convention coverage had to do with collaboration with a cable effort as something that our network can look into. I also thought that we should go on record in supporting Democracy Now. Because of their work the kind of mainstream media attention that has become a positive mainstream media attention that has come to Pacifica directly through that work should be noted.

MR. MILLSPAUGH: You did raise that possibility, however no such motion was made.

MS. CAGAN: So I'm raising it now then. I'm sorry if it wasn't clear yesterday.

And that further that we go on record supporting to the degree possible, you know, further support and resources -- and that's not just financial resources. I'm not talking about money here -- of kinds of support to the Democracy Now team to do its work and continue to do its work. So I'm sorry if that wasn't clear yesterday. I thought it was. If not, then I'd like to make that as a motion now.

MR. LYONS: Second the motion.

DR. BERRY: As we speak, all 'of those motions or which part of it is a motion?

MS. CAGAN: Well, the second part of it. I'm not sure if the first part needs to be a motion.

MR. PALMER: Can you restate it?

MS. CAGAN: The motion is that the Board of Pacifica, the Pacifica Foundation, supports the good work and congratulates the Democracy Now team under the leadership of Aimee Goodman for their good work not only in the recent months, but throughout their life, but particularly in recent months due to two things. One is the good work that they have done in content and the good work that they have done in terms of exploring collaborative efforts with other alternative media forums such as cable projects around the convention. And that further that we would encourage the fullest possible, you know, support, again I'm not talking about finances but other type of support, for the ongoing

work of Democracy Now and Aimee Goodman.

DR. BERRY: What do you mean by other point of information, other types of support?

MS. CAGAN: Well, I think that there are, for instance, questions about, you know, how many hours people have to work and stuff like that. It's not all about money. Support comes in lots of ways. Being able to figure out how they identify people on the air. Things like that.

MR. ROBINSON: Commendations.

MS. CAGAN: Commendations, whatever. You know, a record. Something be put in their personnel files. You know, a copy of this motion for instance, if it passes, to go into their personnel files that we support their work.

I'm sorry, I don't have a full list yet.

DR. BERRY: Okay. I just wanted to know what you meant by that.

MR. MURDOCK: Leslie, when you brought this up yesterday I expressed a similar sense of being very impressed and as a member of this Board very proud of the work that Aimee has done and Democracy Now has done. And Michael pointed out that there are other people who have done some tremendous work and that as a board we ought to commend all of them.

But I also think we ought to be very careful about how we frame it so that we don't in trying to commend people sort of back door into something else that you probably don't intend to back door into, which is an operational issue having to do with funding and allocation of resources. If we can structure it in such a way that it doesn't impact upon the responsibilities that belong to the staff, that's fine. But when you start talking about issues of support, that leaves it kind of vague and open.

MS. CAGAN: I said not financial support. I said that as part of the motion.

DR. BERRY: Is there anybody else who wishes to speak to this motion?

MS. CHAMBERS: I would like to see this motion if possible broken down into two motions. The motion to congratulate the good work in content and collaborative effort which I can support without reservation.

And the second motion being to encourage the fullest possible nonfinancial support which I do not feel I've heard enough discussion on yet in which to support.

DR. BERRY: Mr. Palmer.

MR. PALMER: A couple of things.

One, I appreciate John's comment because I think it's accurate in not wanting to overreach. Just in my opinion, an acknowledgement and congratulations.

In terms of what you just said, Valerie, I think the content aspect of their show is what brings a lot of listeners. And the fact that they teamed up with the entity they did to go and broadcast over television was what I like to see. But there is a fact that other aspects of Pacifica were blocked from interacting with those other media outlets. For whatever reason, I don't want to get into.

And I don't want to single out still Democracy Now for their efforts in collaboration with other alternative media outlets to the exclusion of the other parts of the Foundation mainly because I think that goes to what John is saying ultimately. I think that I would certainly support the acknowledgement and applause for Democracy Now and their continued efforts in collaboration.

But I want to see all of the Pacifica outlets, all of the units doing the same. And, frankly, I know the history in how Democracy Now got started. And it was under different circumstances than it operates now. And I expect Democracy Now to perform the way that it has been because it's receiving outstanding support right now from the Foundation. It has for the five years that it's been in place to the detriment of other programs that the individual managers have wanted to have funded.

And so they're given the largest amount of support outside of the Pacifica National News at this time than any other program within the entire network. So they should be doing these things. And they're beginning to do that in an individual show press, but they have a national platform as well.

MS. CAGAN: Right. And they raise more money in that platform.

MR. PALMER: And I'll acknowledge that. And there are shows in each market that do better and worse than they do in terms of drawing audience. We all agree that it's a good show, that it's a leading show in the network in terms of the content and the way they're getting it. And that I fully support. And if we could break the recognition down to that level, I would be in favor of it. But to the exclusion beyond that of the other parts of the network, I'm not ready to go there right now.

MR. FORD: In conjunction with what Mr. Murdock said, as well as Ms. Chambers and Mr. Palmer, I agree wholeheartedly that recognition should be given to all the units and all the programmers, whether they're local or national for all of the tireless work they have done.

But I'm somewhat confused with your proposal because it's very convoluted

and I heard Ms. Chambers say it needed to be broken down into two motions.

I would suggest that we table your motion and let you come back with the exact wording on something that we can --

MS. CAGAN: I gave that wording and I made a motion.

MR. FORD: Can I finish talking?

MS. CAGAN: Sorry.

MR. FORD: My suggestion was that we table your motion such that you can come back to us with the language worked out such that we can have a concrete document by which to vote on to give everyone their just desserts for the work they have done. That is my suggestion.

DR. BERRY: Is that a motion?

MR. FORD: That is a motion.

DR. BERRY: Is there a second of the motion to table? In parliamentary fashion, there's a motion to table the seconded. The vote only takes precedence over a discussion of the main motion. Is the motion to table seconded?

It falls for want of a second.

We will continue the discussion. And I think Mr. Moran had his hand up next.

MR. MORAN: I think the reason for supporting this motion, which I will support, is that -- let's be clear. In an organization you have a situation, you have a very good performer that is doing the kind of work that is exemplary of the mission of that organization, the behavior that I would want to -- the message that I would want to send management and ourselves with a motion such as this is to say that that is precisely the creative energy that we want to support with a very supportive environment. It just sends a tone that, a reminder that this is so well aligned with the mission of our organization and so successful that we would like management to act accordingly and understand that the best way to foster creativity is to work in a way that facilitates anything that you want from a unit or a department because they are a high performer to begin with. And that's the value of this motion.

MS. CAGAN: On Valrie's suggestion, if you separate it, I would prefer not to separate it, but obviously I believe she has the right to make that as a proposal as a motion to separate. And I think that would be the appropriate way to proceed.

MR. LYONS: I support the motion in its entirety. And if it gets separated, I will support the motion. But I support the motion principally in its entirety and want to second what Mr. Moran said.

I think we're in a lucky situation, we're in an excellent situation for people to have this discussion. Because we're talking about a program that has a program which has brought to Pacifica through the work of Aimee and its staff and others who were involved in the program the kind of accord and also the kind of main stream attention and audience that has been discussed in many different committees in this body. I mean, the accolades for the program. But particularly the coverage at the conventions.

I want to single out the excellence of the coverage at the conventions which were commented on very positively, brought positive attention from the Washington Post, from the New York Times, et cetera, et cetera. I mean, all those reprints are available. I think that Pacifica Foundation has, and Pacifica radio, has made qualitative gains through what happened.

I just want to share my concern, however we phrase it, that the policy of having this national program and other national programs be supported. That individuals in that position in national programming be afforded not just financial support, because in this case most of the money is earned by that program because I'm not dealing with the finance now, but to be supported any way that we can in terms of its operation. Personnel decisions, decisions about time, where time is spent, protection of those programs, the status, the working status of the people involved in those programs, including Aimee and others. But I feel that we should be, you know, thrilled that we're in a position to even have this discussion today.

DR. BERRY: Would Mr. Millspaugh and Mr. Palmer indulge and let me speak for the motion?

First of all, to correct the record, Democracy Now does not raise its entire funding. That is false. Democracy Now raises about how much?

MS. WASH: About \$80,000. And they get \$200,000 from the Foundation.

DR. BERRY: So that is totally false and that is a misimpression.

The second thing, in order to be the skunk at the picnic, which is what I'm being in this discussion here, and I don't mind, Democracy Now has very good qualities, the program has good qualities and support, but Democracy Now created some problems and issues during its convention coverage which got publicity also. It not only got publicity, but created difficulty for other journalists from Pacifica who were trying to get credentials to get into various activities.

So let's not pretend that there is some unvarnished statement to be made. And while we would like for people to perhaps replicate and emulate the performance of Democracy Now in many instances, and I am a supporter of it, not everything about the way Democracy Now and the staff go about their work is anything to be applauded and commended and told other people should do the same thing.

There are certain things that journalists are required to do if they are journalists and that they use their credentials accurately. And we want Pacifica journalists to do that.

Beyond that, while I too would be in favor of a motion commending Democracy Now to make any kind of decisions about commendations, about personnel statements, about other things that would single them out above and beyond everybody else who was in the Foundation who has worked very hard would send, I think, precisely the wrong message. So the picture for Democracy Now is mixed.

Also, Pacifica cannot be a Johnny-one-note network. It's been a Johnny-one-note network. And there are other programs throughout this network that if you were to give them the same support that you had given to Democracy Now, it would be my bet that they would be just as good in terms of signature programs. And I have been urging for years that -- the years I've been around here -- that the Foundation identify --

Whenever I visit stations I've said to people, don't you have a program, a signature program, could we put, you know, \$150,000 into you or \$200,000? The network should not be a Johnny-one-note. We're proud of Democracy Now, we're proud of what Aimee does. As I say, it's not an unmitigated and unvarnished record in terms of how one should behave. And there may be some issues that have to be dealt with.

So I would support a motion of commendation. I would oppose this motion as it is currently stated.

MR. MILLSPAUGH: I also would support a motion of commendation and, in fact, try to, in effect, do that as part of the committee report to commend the work, as well as that of others, that contributed to the excellence of the last few months' programming.

I was concerned that this not, however, become a substitute or an attempt to preempt the orderly manner of staff evaluation, which is a totally and fully and exclusively staff function, and which I feel that some members of the Board are either unwarily or perhaps warily attempting to achieve. And I think that that would be extremely unfortunate and inappropriate and a bad procedure. We've

heard a lot this weekend about how we need better procedures. And many of the criticisms are coming from the same people who seem to be willing to violate those procedures out of hand.

And I think that we need to confine ourselves to the commendation of the excellent work that has been done and not get into a discussion in public of any staff difficulties or contretemps because those should be in executive session, if at all, and probably not at all because it is not our job.

DR. BERRY: It's the executive director's job.

MR. FORD: Madam Chair, I would call the question.

DR. BERRY: All those in favor of the motion indicate by saying aye.

MR. MURDOCK: I'm sorry. Can we just hear the motion? I mean, I've got to hear it now at this point.

DR. BERRY: The motion as I understood it -- and the maker of the motion can object if I restate it incorrectly. The motion as I understood it in general is to commend Democracy Now and the staff. That is one part of the motion.

And the other is to give attention to or to devote resources to -- not financial resources -- to supporting and making those words of commendation more than mere words in the effort to aid and support Democracy Now.

Say further if you --

MS. CAGAN: The only further amplification on that would be to commend the good work of the Democracy Now team under the leadership of Aimee Goodman. And specifically to call attention to the collaborative efforts with other alternative media.

MR. MURDOCK: A point of procedure.

Did Valerie -- did Ms. Chambers make --

DR. BERRY: She made a suggestion, but it was not formally made.

All those in favor of the motion as stated indicate by saying aye.

(Aye.)

Those opposed to the motion as stated indicate by saying aye.

(Aye.)

Let us have a count of the people. Those who are in favor of the motion say your name and we'll put it in the record.

MR. MORAN: Moran.

MR. ROBINSON: Robinson.

MS. CAGAN: Cagan.

MS. LYONS: Lyons.

DR. BERRY: Those opposed to the motion say your name, raise your hand, just anybody speak first.

MR. PALMER: Palmer.

MR. FORD: Ford.

MR. MILLSPAUGH: Millspaugh.

MR. MURDOCK: Murdock.

MS. VanPUTTEN: VanPutten.

MS. CHAMBERS: Abstention.

DR. BERRY: Berry.

Okay. So the numbers are that the motion was defeated.

Does anyone want to make a second motion to divide the question to do this or to do something else?

MR. PALMER: I would like to make a motion that we acknowledge the work that has been completed by Democracy Now in aligning, you know, with some other media, as well as with Pacifica Network News, the folks at KPFK and KPFA for all of the work that they have done specifically on the convention as operating units at this time.

DR. BERRY: So it's a commendation.

Could I get a second?

MR. FORD: Second.

DR. BERRY: Discussion?

Anybody call for the question?

MR. MILLSPAUGH: Question.

DR. BERRY: All those in favor of that motion indicate by saying aye.

(Aye.)

Those opposed to the motion indicate by saying no. The motion passes unanimously. That's the first thing we've ever done unanimously.

Anyway, let's have the report

I have one comment to make in addition to the one that Leslie Cagan made on the report of your committee before we accept the report of the committee and proceed to the next report. And that is in addition to the comments you made about a progressive voice and the need to emphasize that, I saw nowhere in here the emphasis on audience growth and diversity, which are the two goals, overall goals that Pacifica is devoted to.

And I think what is happening is that we're assuming without saying -- I just read the whole thing -- we're assuming without saying that these are beyond the presence in the sky, just as the progressive voice is beyond, the presence in the sky. . But I think that as often as we mention these, we should keep these in mind and keep them in the forefront.

MR. MILLSPAUGH: If I may say so, I agree with both of those statements. I felt that it was implicit, but I believe that much of the committee felt that these things should be made explicit. And of course I cannot disagree with that. I'm in favor of that.

In fact, it was a peculiar discussion because everyone was in agreement,' but nonetheless there was a great deal of arguing. And it was difficult to sort out at times.

DR. BERRY: The technical committee does not have a report, is that right, Mr. Ford?

MR. FORD: We did not meet, yes.

DR. BERRY: The development committee, is there any report from a development member?

MS. CHAMBERS: I stood in for the chair yesterday. We received a report from Joanne Meredith in the half hour or so that we met yesterday. Overall the stations are generally meeting their financial goals in terms of getting money on a current basis. But there are a great many needs of Pacifica, both now and over the next five years.

It's my understanding there will be a list forthcoming from the-development director that will detail these needs for us. In particular, on an operational standpoint we have the need to start a capital campaign or otherwise provide for the capital needs of the National office in the next four to five years.

And the way to do that -- this is a topic for consideration, not a proposal -- is to increase our emphasis on major donors. The committee noted that it stands ready to serve the local stations at their request in an ambassador position and to help them with their development needs as requested.

We also responded in part to the programming task force proposal in that we have formed an ad hoc kind of subcommittee for developing alternative metrics in which I believe Tomas Moran has agreed to serve, I have agreed to serve, Leslie Cagan has agreed to serve, and we may have one or two others before this is all over.

It is our hope that we may be able to develop and do some of the analysis in-house saving Pacifica a fair amount of money. I don't know that we will be able to get the same level of information, quality information in the same time period. But it is, again, our intent to assist and certainly not replace the entire plan.

We are going to try to have a first proposal specifically with respect to alternative metrics in the survey area out to committee members by October 16 with comments from committee members to be returned by October 30. And then hopefully a telephone meeting by the development committee on the initial proposal.

We want a little bit more direction. We're going to request some more direction in the LAB board's role in development and how we should best be working with them. And we're requesting this clarification from governance and for governance to consider on governance's timetable as governance sees fit for giving us that direction.

What was not discussed was the presentation last time by Audio Basket. However, this discussion is neither to be construed as being in favor of or being against that proposal. Merely we did not discuss it at the time.

Was anybody else there that has corrections?

MS. CAGAN: Just one addition to what you said. That we were assuming, and we wanted to make explicit, that not only the members of the development committee but all board members would be available when called upon by the development staff to help with major donor visits or visits of foundations or whatever. That this was a responsibility that all of us should be able to meet.

MR. PALMER: I want to say that regarding some of the material that Joanne presented, I wasn't able to make that meeting. And she may have gotten hung out to dry, so to speak, on some of the data. And I apologize to her specifically for that. And I want to be clear to everybody on the Board and to those that were there and any false impressions that may come out, as I requested this

data for the benefit of the finance committee so that the information that we receive piecemeal and strictly numerically frequently from the staff, from other data sources that kind of give us an idea on how we're doing. So that visually we could look at it and make our impressions a little quicker.

I'm a visual kind of person. So I've asked them to do that and have volunteered my time to help in that and we were working on it together. This is strictly preliminary. But all of the data is to be coming from the individual stations and their records and it isn't complete at this point in time. And when it gets more complete, it will still then just be a document for reference, it will be an internal document, for the visual ease of understanding where we've been and where we're going to help us formulate where we might continue to go and help us make some decisions that we otherwise might have to rely on somebody's word about.

So I personally want to apologize to Joanne for that. And I will definitely make sure that that material comes through the finance committee in the future so that I will definitely be there and not leave the room with such a void as to why this material has come out.

But I do want to stress that all of the data is coming from the individual stations and we're relying on the information that's retained at those stations.

MR. MORAN: In light of that, Michael, I want to apologize to Joanne. Also, the motion that I made to make some discussions as to how to make the visual representation of the data clear so that we could visually understand what was happening, was taken as a hanging out to dry, which I absolutely did not intend. I represent data visually in my work all the time and I was making it as a motion because. I was making a suggestion to the alteration of how the data was presented because of an unfortunate problem with the spreadsheet display on that page which visually created a difficult representation for the data of KPFA. So that's all it was meant as. It was certainly not as a criticism.

MS. CHAMBERS: And let me clarify just a little bit too. I don't believe that there was an error found in the graph itself. If one looked at the picture only and did not look at the key, then I think that was the source of initial confusion. It would take a little bit thorough reading and so forth.

I'd like to kind of sort of end my submission on a positive note. When we did, we had in essence, in addition to the motion for our committee to adjourn, two other unanimous motions.

One was the committee's support for the individual development staff at the stations.

And one was for the alternative metric task force.

DR. BERRY: Okay. Good.

I think that it's very exciting that you are doing this metric test for us. And we, all of us, very much look forward to seeing what you come up with. I'm happy that we have people that are talented and skillful on the Board and on the committee who can do this work. That's great.

Okay. Now we go to the finance committee where we have action on the budgets. Go ahead.

MR. PALMER: I want to start by saying what I didn't earlier because it wasn't essential then and it may not be now, but it's part of the finance realm.

The Foundation and the senior staff have supported Democracy Now extensively for five years.- They have received tremendous support on all fronts, including accommodating location on the show's origination and things of this nature.

So I want to be clear that the Foundation has started and supported and continues to support the program. And the benefit on the funding side is not that they meet their exclusive budget, but they are a tremendous asset in helping to raise money outside of their traditional one hour per day.

And that's an intangible amount of money. Primarily because of the way that we're organized financially we cannot identify exactly how much money they're raising outside of that hour. And so I think that we all know that it is a good program, it's a strong benefit for us from the content point of view, it's a tremendous help on the financial side of things. And I'm sure that the senior staff will continue to be aware of those things and supporting it benefits the entire Foundation. So I just wanted to say that before we start.

DR. BERRY: Michael, before you proceed, I forgot, there's a sign-up sheet outside the door for the comment period which is being delayed. Make sure you sign the sheet if you wish to speak. And we're running behind a little, so let's proceed.

MR. PALMER: The financial picture of the Foundation has changed tremendously in the past three, five, seven years. Today, and this is a repeat for the people that were there yesterday, but for the benefit of the record and everybody else for the first time that anybody in the room can remember, including the CFO who's been with us for twenty years, all five of the operating stations are solvent. They have performed this year in a way that they've met all of their bills.

DR. BERRY: Here, here.

MR. PALMER: And this is no small matter for Pacifica. Because you can look back in any year, probably since the entire Foundation has been going, and there's been deficit funding for the unit. So it's a tremendous accomplishment. And the largest growth has occurred over the past seven years, and more specifically over about the last three years. I think that if you all looked at the material that was given out, even if you just looked at the past seven years you can see that there's been tremendous growth in the revenue side for each of the stations.

Just so that it's in the record I'm going to do it briefly.

KPFT is -- this is from 1993 to the current year -- T has gone from \$165,000 of an annual revenue listener support, excuse me, to about \$780,000 or almost \$800,000.

W from \$355,000 to \$1 million.

I from \$1.1 million to \$2.6 million.

K from point eight to \$1.5 million.

And A from one point five to \$2 million.

There's been tremendous finance growth, and you can see it in the number of actual donors which has grown from just under \$50,000 to about \$75,000. So through all of the efforts that have been made, as stressful as they have been for everybody, just from the financial point of view things have changed tremendously. Some would say a turn-around. I'm a little cautious about saying that just by nature.

But the fact that for the first time in at least twenty years all the stations are solvent is a tremendous positive change. And I want to acknowledge all of the managers past, present and everybody that's been involved in it on all the programs and everybody who's not on the air for accomplishing this. And if there were a way to give an individual acknowledgement to every one of them, we would do that and take the time. So I want to thank all of them for doing that at this time.

The thing that the finance committee is going to continue to focus on through the use of some of this other data that I've mentioned to you is trying to keep an eye in a forward direction now about the continuity and the continuation of its listener support. So we're going to be shifting our questions in these board meetings and any questions in between the Board meetings to the managers of what do they see coming from their donors as a result of their programming so that we might have a heads up as things are going to change and adjust our budgeting accordingly, which is a normal budgeting process for any other

organization, but this is Pacifica so we have to do these things.

All in all, the discussions yesterday regarding the budgets were very positive. There is a transition to a national health package underway for our coverage in those areas. There's impact at KPFT and WPFW, more than others, due to the shift from a PPO to an HMO. This is a good practice so that there's some uniformity and that it's in line with our efforts in the past to try to consolidate these efforts that we're making so that we get any benefit of the efficiencies that are available to us.

Another key item is that the KU expenditures have at least for this time come to an end. The program that was started originally three years ago has distributed about 50 KU links to affiliates. We, through a financing arrangement, made it possible for the affiliates to pay for those KU down links and they're able to receive our programming through that. It's finally come to an end so there's been an appropriate shift in the budget in that way.

And there was some discussion about the affiliates in the meeting. Right now there's about 50 of them. And I think about 14 of them are having difficulty we'll say in paying their portion of the contract arrangement and they've been notified as such.

There was additional discussion about the need to expand the affiliate network and the communications with the affiliate network. And Bessie had indicated that in her budget for the National Office there is a person that will be ultimately hired and will be involved in these communications to the affiliates so that we can improve where they need to be for those communications.

And I would remind everybody of the fact that the affiliate relations are the responsibility of Bessie's office and her managers. And that the involvement of the Board and certainly the business aspects of our relationship with the affiliates I don't think is appropriate at this time or any time really.

Individually there were no specific questions or areas of contention regarding the budgets because everybody is performing as they're supposed to at this point in time. There were a number of additional positive things we could note.

At KPFA they were able to secure and complete the project to get their backup generator. And also in the budget their repairs to their tower and antenna have been allocated so that all of our hardware in that regard, is performing as it should be. They're also going to be experimenting with cyber days for fund raising.

And I personally was glad to hear that the Hard Knock radio show is beginning to generate the audience that everybody thought it would. And that's an important factor because it's a youth directed, for lack of a better word, a youth

directed program. And I hope it continues to do well.

At WBAI they too will be making their efforts to experiment with these cyber days of fund raising. And this is part of the, effort to begin to hopefully reduce the overall number of days that all of the stations are on the air fund raising to off air fund raising through telemarketing as well as cyber days. And this is helpful for all the listeners because it's a drag at times to have to listen to the ongoing request for money after you've given your own money to benefit the station, which I'm sure everybody on the Board and hopefully everybody in the audience has done as well.

At KPFT they've recently completed renovations to their building. And I hope Garland has before and after pictures so they can be displayed as well. Because it's tremendously amazing what a new roof, paint, carpet and some other walls being moved can do to the environment that the employees are working in. So I'm glad to see that for their station.

They will be hiring a news director in the coming year that will be producing or putting on the air an afternoon news program. And this is another very positive step that we're able to do because the station is generating enough listener support to bring that person on. And I hope that this will continue to satisfy the need that we have locally for news, but also the perception from the outside that we don't have local news at all.

And I will just say as an anecdote Leslie mentioned a cab ride story earlier where the cabbie not being born in America listened to WBAI in her case. My cab ride to the airport to come to these meetings, a gentleman from Sierra Leone was listening to the news program we have in Houston, BBC, because it was his only reliable source for information about what was going on in his home country. And, you know, through conversation he indicated that the entire Sierra Leone population in Houston, although it's not extremely large, listens to KPFT for that news so that they can be informed.

So to whatever degree we're doing it now, it's helping out a significant part of the people that are not able to get news that benefits them in the Houston area.

And I think the last thing I'll mention is that at KPFK they are still trying to get the tower finalized, but hopefully there'll be a break in that logjam shortly.

Other than that, all of the budgets were submitted. The committee approved them being presented to the Board for approval. And I would request that we go ahead and do that at this time.

MR. LYONS: I also have a motion to make.

DR. BERRY: Before or after his motion to approve the budgets?

MR. LYONS: After.

DR. BERRY: Could I get a second of the motion to approve the budgets for-the organizations?

MR. MILLSPAUGH: Second.

DR. BERRY: Discussion?

MR. MORAN: I just want to mention that I'll be abstaining on this motion. Because, unfortunately, I did not receive the packet of the financial statements up until this morning. Somehow it was not possible to get one to me on time before I left home and there was not one available here on Friday so I didn't have it in front of me when the budgets were being discussed and so forth. And I still do have some pending questions that I've submitted to Bessie four weeks ago regarding line items on KPPA that might reflect some charges of litigation expenses that I'm questioning whether they're being charged back to the unit that I would like to find out before I vote on them. So I'll be abstaining on the motion.

MR. PALMER: I'd like to respond just primarily that I promise you that I will get back to you. I just wanted you to know that and everybody else to know it. And I do want to say that I'll be talking with the CFO regarding those items and other items in the National Office budget on how we actually do those as an organization so that it can be clear to everybody, not just what we're doing, but how they actually should- be done.

MR. MORAN: I have a lot of questions on those lines once I get my answers.

DR. BERRY: Ms. Lyons.

MS. LYONS: I approve of the budget but for the limited one item which I don't recall how it's phrased now, we discussed it yesterday, which I'll be abstaining on for the National Office. It's related to the issue of consolidation of finances on centralization of finances. And I will not be voting -- I cannot vote for the whole budget because of that item and will be presenting an alternative motion afterwards to say that I'm requesting evaluation and I'll be pleased to vote on everything else. But my sentiment of abstention focuses on that item solely. I don't have a problem with the other pieces of the budget that have to do with centralization consolidation and expenses towards that issue until this evaluation.

DR. BERRY: Could I hear a call for question?

MR. FORD: Question.

DR. BERRY: All those in favor of the budgets indicate by saying aye.

(Aye.)

Opposed?

Abstentions?

MR. MORAN: Moran.

MS. CAGAN: Cagan.

MS. LYONS: Lyons.

DR. BERRY: Three abstentions. So ordered.

MR. LYONS: The motion that I want to make is that the Board instruct the executive director to carry out an evaluation of the consolidation and centralization policy which we decided as it has been implemented in a number of stations including BAI and to be implemented in KPFA, that that evaluation include the executive director and anyone else from her office, each station manager, local program directors and anyone else who the local station managers and program directors think would have something to contribute from the staff. And the third piece of that evaluation team be where possible any board members who are interested, if it's in his or her respective city and particular burden on finance committee people to see this because it's a policy issue.

I understand the decision was made. I'm not questioning the decision. I'm asking simply for evaluation. That that report from these various sources brought together be presented to us at our next meeting on the very beginning of March with the idea that where there are problems in implementation, particularly I know of some in my area, but where there are problems there be resolutions to problems so that this process, particularly in terms of check writing and ability to deal with crises, is dealt with in a much more efficient way so that the stations can figure out how to function most effectively and get out our product to our listeners.

MR. MILLSPAUGH: Is this still the motion?

DR. BERRY: This is a motion, right?

MR. LYONS: It's a motion.

DR. BERRY: Is there a second of the motion?

MR. MILLSPAUGH: Second.

DR. BERRY: A discussion of the motion?

MR. PALMER: I want to say, Beth, I wonder if this is different from the understanding I had with you leaving the finance committee meeting yesterday that we would get with the CFO and show the savings that have been generated through the consolidation, which is what you asked about specifically yesterday? Is this different from that?

MR. LYONS: Right. It's different.

I'm asking for an evaluation. I did say at the end of the meeting you and I would talk about the evaluation. But since then and based on the discussion I've realized that this may be a mechanism that the Board can implement. I'm making a different motion.

In other words, I'm very happy to have that discussion with you. But due to the nature of the issues and the urgency I am thinking it's better to have a mechanism so that by February we can get some of these issues resolved.

MR. PALMER: So you're wanting every manager at every unit to get involved with this with their project director to go over this consolidation effort even where there's been no difficulty, is that what you're asking?

MR. LYONS: I've asking for an evaluation. I'm not asking for a whole -- do you have any problems, is the first question. Yes, I do. No, I don't. What are they? What can be helpful and who can help? No problems?

MR. PALMER: There's two units that haven't been. There's one that's going to happen soon. There's two that have so far. There's one that has an issue. And that's it. That is a staff. It is an operational thing that's going on. And if you have questions about how it's going down in New York, then you ought to be talking with Valrie and with Bessie. And that's where it gets worked out. We don't need to do an evaluation of everybody because that's what your motion was suggesting, is that every unit go through this evaluation, if I understood your motion.

MR. MILLSPAUGH: Well, it's my belief that this motion is no different from the one which the committee failed to or refused to consider yesterday. And the reason it refused to consider it was that it was, a) premature, and b) again it inserts itself into the what are proper staff relationships and discussions.

And I think that the motion, if indeed -- well, let's put it this way. If indeed this is a motion which can be distinguished from the one that was made yesterday and rejected or not entertained, then I think it should be referred back to the financial committee. And I so move that it be referred to the financial committee.

DR. BERRY: Well, that's a substitute motion.

Is there a second of the substitute motion?

MR. FORD: Second.

DR. BERRY: Okay. A substitute motion is voted on before the major motion has been called on.

MR. LYONS: For clarification, I'm bringing it as an individual, Frank. I as an individual board member am bringing this motion. I'm not bringing it obviously as a consensus of the committee.

MR. MILLSPAUGH: Obviously not.

DR. BERRY: So the question is whether the Board wishes to refer Ms. Lyons' motion on the argument that Mr. Millspaugh gave that it is prematurely back to the committee for further consideration. That's the first motion we'll vote on, which is the substitute motion.

All those in favor of referring Ms. Lyons, motion back to the committee indicate by saying aye.

(Aye.)

DR. BERRY: Opposed.

(Nayes.)

Okay. There were more ayes than there were nayes. If you wish me to have them raise their hands I will. But essentially there were. So the motion will be referred back to the committee.

Having the substitute motion passed means that the main motion is moot because we've already voted to send it back and it has been validly substituted.

Okay. We will now move on, if that's all you have, to the Board governance committee meeting, which has the bylaw change as far as that discussion and whatever else we're discussing, Mr. Murdock.

MR. MURDOCK: Thank you, Dr. Berry.

There are actually three items to report out from the governance committee. Two of them require a vote by the Board today. One does not.

The first item is the issue of nominations. Yesterday I informed the members of the governance committee, as well as other members of the Board, that they

would have an opportunity to meet with two individuals to consider whether or not these two individuals were persons who the governance committee would want to nominate to the whole board to join the Board as board members.

There was a meeting yesterday evening, an opportunity to talk to the two candidates. Eight of the board members were able to attend and discuss the qualifications and the interest and to dialogue with those' two individuals. The members of the Board who met with them were Beth Lyons, Leslie Cagan, Tomas Moran, Valrie Chambers, Michael Palmer, Rob Robinson, Frank Millsbaugh and John Murdock. I apologize, and Ken Ford.

No decision was made yesterday with regard to the candidates. But in discussion with members of both the governance committee and members of the Board the consensus was that we should move to -- not move in the formal sense, but move to add five members to the Board of Directors sometime over the next several months, presumably to vote on it at the next board meeting in March. And that the Board governance committee would receive nominations, or rather Candidates from any source including the public to be considered as persons to be nominated to join the Board.

What I propose to do at this point is to put that in the form of a motion so that the Board can vote on the salient points of how that will happen. The salient points are that there would be five new board members to be considered in March. And that the governance committee of the Board would accept candidates or names of persons to be considered for nomination. And that there would be a timetable for submitting those names to the governance committee.

And if that doesn't need to be done as a motion, we don't have to do it that way.

DR. BERRY: It doesn't need to be done as a motion. What we need to do is first ascertain whether there are indeed five vacancies. But I think it would be better if you were to simply -- since we already have a procedure for taking nominations, we've done it before -- if you would just simply say that the Board governance committee is receiving nominations from any source for those and that they must come in by a certain date, whatever that date is, and establish what that date is today, which can be done as an announcement.

We don't need a motion unless somebody objects. I don't think it's the kind of thing anybody would object to having nominations for the Board. And that the governance committee will then be reviewing those and proceeding with whatever recommendations it wishes to make in time for the March meeting.

So what you really need is a date and an announcement. A date that can be

publicly announced where you will receive these nominations, what you think is reasonable for a date. Do you have any ideas?

MR. MURDOCK: My suggestion at this point would probably be November 15.

DR. BERRY: So if you got them by November 15 that would give your committee time to do whatever your committee needs to do with any nominations that may come from any source. And this would be announced on the stations as its been done before and would be announced on the web site and would be announced to the world. And then people can nominate anybody they want to nominate. And you already have some nominations which are in the hopper and which you might schedule. And that you will schedule them based on what vacancies there are and how the committee wishes to proceed and what you wish to do with them.

Do you accept my formulation of what the committee wishes to do?

MR. MURDOCK: Very succinctly stated.

DR. BERRY: So having stated that, are there people who wish to object, make motions and say that the committee shouldn't do it or whatever?

MR. MORAN: Dr. Berry, unfortunately you weren't there for either of the Board governance committees, but in the last meeting where we discussed the item that was just brought up by John, the consensus was that what we would try to hammer out was a proposal document. Because John likes to work out of proposal documents that are written and clearly state what the process is going to be. And that ideally that process would not be just a one time item, but would be thought through enough to be the right process by which people are brought on to the Board in a long term.

And there was discussion about bringing in a number of individuals. And whatever that number is that cannot be a number that is not announced. We have to announce to ourselves, if nothing else, as board members what the number of recognized vacancies are.

So very clearly we decided in the committee that a proposal that had to be written, and the purpose of the meeting this morning was to attempt to hammer out that written proposal which would be brought to us, not voted on here, not implemented at this time until the committee had looked at the proposal and had approved it.

DR. BERRY: Mr. Moran, you are not a member of the committee, number one.

Number two --

MR. MORAN: Well, you brought up another point that I want to raise, which is

that I'm asking the chair and it was asked in the meeting that it be researched whether I am a member of the committee. And it was asked in a motion which was omitted from the report by Mr. Murdock.

DR. BERRY: I was simply pointing that out as information. I am also telling the committee as a ruling from the Chair that based on the procedures that are already in place in Pacifica, unless you wish to have a process whereby you have a document to approve changing the procedures for nominating people and then bring that to the Board and have the Board change the procedures or have your committee change them, that there are already procedures and all you really need is a date.

And also you are not required to fill any number of positions. There's no number you have to fill. You do it in terms of what names are there and what your committee believes that you ought to recommend.

So if you wish to have a procedure change and you wish to have a document, you may do so. But I'm simply telling you it's not necessary for you to do so.

MR. MURDOCK: If I just may respond to that, Dr. Berry.

Tomas, we talked about this yesterday evening, we talked about it this morning. One of the items that's going to come up in my report, as you know, is going to be the discussion of bylaws revisions. If it's your view that there ought to be some kind of writing, that writing will be part of the bylaws revisions in which case what you're basically saying is that you do not want to open up to the public the opportunity to submit names for nomination until after we've done the bylaws revisions.

Now, at this point in time, Tomas, at this point in time, what the members of the committee have by consensus agreed that they wanted to do was to go ahead and get five more persons on this Board and to open it up' so that people in the public could send in the names of persons who they thought would be worthwhile candidates for consideration.

MR. MORAN: That's an incorrect reporting of what occurred. The consensus of the people in the room was that there would be a written process. And you agreed to start working on that written process this morning to get it to us as a proposal.

DR. BERRY: Ms. Lyons.

MR. LYONS: I am a member of the committee. And it was decided expeditiously, because we all shared the need to fill the vacancies and fill them soon, that there would be we didn't take any -- we weren't taking any votes on processes. But the sense of the committee was that there would be, you know,

whatever it was, three or four steps laid out, and that there would be, you know, information given out to the sources. What Dr. Berry said, if there is a process, which opens up another issue, which was not discussed unanimously in the committee by any means, Leslie and I came in through a process by which the LAB in our area had gotten a letter, received a letter from David Acosta asking for recommendations. That is a piece of the process.

In any case, I think we need something. It shouldn't take too long to clarify what the process is.

DR. BERRY: I will be happy to clarify it for you.

MR. LYONS: But I think that we need that. And the thing is that I don't think the issue is getting it out. The question is what has been the process. Because I understand that in our case we followed a process which had been initiated under the leadership of this Board. There has not been a change in that process. It's an established past practice. This is silent on the process.

DR. BERRY: We are agreeing, Mr. Lyons. The process under which you got on this Board is the process that I am saying to John is the existing process, which is that we notify the world, including the LABs, that the committee is in the position of taking nominations and that the nominations should be received by X time, whatever X is. And that after that X time the committee gets them.

And then people who are on the committee, someone at least has an opportunity to meet with these folks, any folks that they're going to recommend. And then they present, agree to present, certain people to the Board.

And they don't have to really know how many vacancies they wish to fill at any one time or whatever. If they want to, they can say that. But the point of it is to notify people. Notify, including the LABS, which was done when you were brought on the Board, and to do it the way it was done.

So I'm saying to him if he wants to change that, or if your committee wants to change that, and you are talking about writing a new document or laying out some new procedure or just getting it approved, that that's fine if you want to do that, but there is a procedure. And all you really need is a date and to emphasize that notifications must go forward and the process.

MR. LYONS: It seemed to me logical though, we need to know how many open spaces there are. Because that issue of the size of the Board is a Board decision. I mean, that's something that we have a right to -- it's our power. So I'm not comfortable with maybe there's five, maybe there's -- I don't know. I mean, I'm just saying, we need to know that. And those who contribute that would need to have an understanding of what it is.

DR. BERRY: Well, the projection is -- we are projecting five vacancies on the Board. That can go out in the announcements.

MR. LYONS: As of when?

DR. BERRY: The time when the next meeting takes place and when a decision could be made about adding new people.

Does that give you sufficient -- that should give anybody who's nominating anybody sufficient information about what -- and the size of the Board is in the bylaws, so that's no mystery. And whoever is on the Board is in the bylaws. That's not a mystery.

MS. CAGAN: I don't think the size of the Board is in the bylaws.

DR. BERRY: Yes, it is. We changed it.

MR. MURDOCK: Once again, we are doing form over substance here. I mean, we can spend -- we can delay this if you like and we can spend time hashing -- I'm just saying hypothetically.

We can delay this if you'd like and we can spend time trying to hash out language. Or we can move the process along so that we can try to give people on the Board and to give the public an opportunity to submit the names of persons.

But we did have this conversation. And we talked about the fact that there was really two things going on. One is as part of a bylaw revision, the issue of nominations and all that might be dealt with in language. But in the interim we still need to do things to bring more people on the Board. And so we weren't going to delay that process. And there were a number of people in the room for that conversation.

DR. BERRY: Mr. Murdock, do you wish to make a motion that nominations be announced as being open to the public and to the LABs and that a cutoff date would be November 15?

MR. MURDOCK: That motion would be fine Dr. Berry.

MR. FORD: Second.

DR. BERRY: Could we get a call for the question please?

MR. PALMER: Call for the question.

MS. LYONS: Could you repeat the motion?

MR. MURDOCK: The motion is that we would open to the public the

opportunity to submit names by November 15 to be considered by the governance committee and the Board to join the board of directors of the Pacifica Foundation and for an election in March on anybody who's been nominated.

MS. LYONS: Including the LABS.

MR. MURDOCK: The public includes the LABS.

MR. MILLSPAUGH: They are a part of the world.

DR. BERRY: So is there a call for the question?

MR. MURDOCK: Yes.

DR. BERRY: Okay. All in favor indicate by saying aye.

(Aye.)

Opposed.

So ordered.

MS. CAGAN: Can I make another motion?

DR. BERRY: Yes.

MS. CAGAN: That since I gather there is a process, that we be given the process. I assume that's written down someplace, what the process is. If we could just be given copies of that so that, you know, we can consider it at a future date if we want to make any changes of it. And also most importantly so that we know now for this process exactly what it is and that we're following it correctly.

MR. MURDOCK: Leslie, everybody has a copy of the bylaws --

MS. CAGAN: It's not in the bylaws.

MR. MURDOCK -- which is a segue to the next issue that has also been discussed as well.

MS. CAGAN: I presented that as a motion, right, and then I moved that the Board, the full Board be given copies of the process for soliciting candidacies, for reviewing them, for making nominations and for making the decision of inviting people onto the Board. There is a process. I just want a copy of it.

DR. BERRY. The process was passed at a meeting of the Board of governance committee,

MS. CAGAN: Whenever it was developed. I'm not challenging that. I just want to see it.

DR. BERRY: Fine.

MR. MILLSPAUGH: That should be no problem.

MS. LYONS: We demand for paper. We want the paper.

MR. MILLSPAUGH: You don't even need a motion, I don't think. I think you should have a copy.

MS. CAGAN: Well, I'm requesting that it be sent to all the board members.

MR. MORAN: When will we get that document? Can we get the document within the next week?

DR. BERRY: Of course not.

MR. MORAN: Of course not?

DR. BERRY: You can get it sometime in the next -- I don't know.

MR. MILLSPAUGH: Why can't it be sent out along with the announcement that the nominations are open and that this is the procedure which has been adopted?

DR. BERRY: You mean in the copy sent to the Board?

MR. MILLSPAUGH: Yes.

DR. BERRY: All right. That makes sense.

MR. MURDOCK: We've got one other item which is also not a voting issue, which is that it was a consensus of the members of the governance committee as well as the Board who were present at the governance committee meeting that we need to update and revise the bylaws to clear up the format that Tomas Moran would send around within two weeks; bullet point items that he feels need to be addressed in the bylaws. And anybody else could be welcome to do that.

And that I would take the bullet point items from people and put together a comprehensive draft of the revised set of bylaws, distribute those to the governance committee and the Board, receive comments and then through that process work through revising drafts with the objective that ideally by March we will come back and be able to vote on an undated and revised set of bylaws. That doesn't require any action at this point by the Board.

The last item is to vote on a bylaw amendment which was noticed for this meeting. The background on the bylaw change -- and then I will read what the proposed bylaw change is.

In October of 1999 the Board unanimously passed the following resolution: The Pacifica National Board will take no action to sell, transfer or encumber any Pacifica broadcast license or station. The Board solicited proposals to elevate this resolution to the status of bylaw. Two proposals were submitted, one from Frank Millspaugh and one from Tomas Moran.

The first proposal sought to accomplish the resolution by stating that Pacifica's identity will consist of at least five of Pacifica's six broadcast stations. KBFB was omitted from the list of stations. Excuse me, KPFB.

Presumably the bylaw, as that was drafted, the proposed amendment, any changes in the definition of Pacifica's identity could only be affected by another change in the bylaws. Under Article IX of the bylaws, the bylaws can be amended only by two-thirds vote of all the members of the Board present and voting or voting by signed ballot.

The second proposal would not permit Pacifica to sell, transfer or assign nor contract, agree to or negotiate for or with respect to the sale, transfer or assignment of any broadcast license without the approval of a super majority of the Board. The scope of that proposed bylaw extends beyond broadcast licenses and excludes any real property and encompasses not only the sale, transfer or assignment but also the negotiation for sale, transfer or assignment.

It also sets a higher threshold to be overcome in order to engage in the specified activities. In other words, it would require two-thirds of the number of people who are members of the governing board. That standard would likely differ from the number of board members required to amend the bylaws since members who do not vote are not counted for purposes of determining the two-thirds majority required by Article IX.

The second proposal also imposes specific requirements concerning the public announcement of any of the transactions identified.

The governance committee considered the proposals and decided to solicit advice from Pacifica's FCC legal counsel. FCC counsel found ambiguities in both proposals, including but not limited to that in proposal 1 there is no definition of what is meant by, quote, consist of, closed quote. It does not say so explicitly. But it apparently contemplates that Pacifica will actively operate, as well as passively own the assets related to its stations. It implies no station license could be assigned without first amending the bylaws. But that is an inference, not an explicit requirement.

In proposal 2 it is not clear how a sale, transfer or assignment differ from each other or whether these terms are intended to encompass any change in the regulatory status of a Pacifica license. For example, under FCC rules, a transfer of control occurs when more than a majority of the members of the Board change over time.

Read literally, the second proposal could prevent Pacifica from conducting Board elections that would result in such a transfer. It is also unclear whether assignments extend beyond voluntary assignments, such as the assignment of a license to a third party and include involuntary assignments in circumstances such as bankruptcy.

In addition, proposal 2's function of the public announcements could conflict with Pacifica's right to conduct closed meetings with respect to proprietary matters and appears to be more restrictive than Section 396 of the Communication Act which permits the Board to meet in closed session on proprietary matters and disclose a subject of a closed session of a board meeting after a meeting occur.

FCC counsel submitted a proposed bylaw amendment to address these concerns and still comply with the Board's resolution. The governance committee reconsidered all three bylaw amendments and voted to recommend to the full Board the adoption of the noticed amendment.

The amendment is to Article I of the bylaws. The current language in the bylaw of Article I says, name. The name of this corporation shall be Pacifica Foundation. And it shall be referred to in these bylaws as, quote, the Foundation, closed quote. That amendment was made on September 31, 1961.

The proposed bylaw amendment would read as follows: Article I, Section 1, name. The name of this corporation shall be Pacifica Foundation. And it shall be referred to in these -- I apologize. The bylaw amendment would read: Section 1, name. The name of this corporation shall be Pacifica Foundation. And it shall be referred to in these bylaws as the Foundation.

Section 2, identity. The core assets of the Foundation shall consist of the licenses issued by the Federal Communications commission for the following five radio broadcast stations: KPFA, Berkeley, California; KPFX, Los Angeles, California; KPFT, Houston, Texas; WBAI, New York, New York; and WPFW, Washington, DC. None of these five licenses may be voluntarily assigned absent an amendment to this provision of the bylaws.

DR. BERRY: Could I get, I guess, a motion to approve?

It's already made? Okay.

So we're ready to vote absent discussion.

Mr. Moran.

MR. MORAN: I want to oppose this bylaw amendment for the two following reasons:

Number one, the bylaws as submitted to us misses the protection of the station itself, which if you look at the language that you read of the resolution that the Board itself had voted on in October of 1999, the Board voted to protect the license or the station, and now we're not protecting the stations.

The Board also used the language in 1999 that it would not take action to encumber either the license or the station, most likely the station in this case. And that language is missing. It's also factually missing a license of KPFB in Berkeley, which is another license that we have.

I also object to the bylaw amendment under the premise that I submitted a bylaw amendment under the duly stated procedures to the Board, not once in February, but twice. And procedurally that was failed to be sent out in the packets to the Board members twice. So I believe that my amendment protects the assets of the Foundation in the way that we want it to protect them. And I was not consulted and I'm not convinced that this one actually carries out that protection other than as a show for the community while really affording no real protection. The minority vote of the quorum here, which would be six persons attending could sit down. And then by two-thirds of that which is four votes theoretically make an amendment to the bylaws. So I think it is just a cosmetic motion and I'm going to oppose it.

DR. BERRY: Any other comments?

MR. LYONS: I support the comments of my fellow board person, Mr. Moran.

In addition, I understand the sentiment originated in the October 1999 Board resolution. I obviously support the no sale. What I'm looking for is a stronger, strongest possible no sale amendment.

I relate that back for a different reason to the motion, to the original mission statement. I do not believe that we as a Board of Pacifica Foundation in the first instance have a right to sell, assign voluntarily, involuntarily sell or assign, transfer the licenses of the supporter -- of the listener supported stations with which we have been entrusted.

So that I certainly feel that we are not in a position to even discuss an amendment dealing with what would be the conditions for sale or transfer, whatever the language you want to use, in this situation. And therefore I'm

against it and will not comment on what it's missing or how to make it better, because I think in principle it violates our mission statement.

MS. CAGAN: Well, just in the interest of time I won't repeat. I just want to say that I totally agree with both Beth's and Tomas' comments.

DR. BERRY: Mr. Robinson.

MR. ROBINSON: I just want to say that I think it's a mistake to include any language in the bylaws about the sale of the stations or the frequencies or the licenses. Because I think it's going to be interpreted as contemplating the same of the frequencies or the 'licenses and I think that's a big mistake.

DR. BERRY: Let me explain that I am going to abstain in the vote on this motion. And let me explain why. And encourage others to do so who are not voting against it.

I predicted at the time that this came to be discussed that those who were going about banding about the notion that this Board or some members of it wanted to sell the stations, and I was personally attacked as wanting to sell it to some Black people in the south, I guess because I'm Black, that no matter what we did people would still go out using that as part of their political campaigns because they didn't care what we did. And we passed a resolution explicitly stating that there was no intention to sell and we would never sell the stations.

That wasn't enough. They wanted a bylaw change. Then we get a bylaw change, and I remember telling you this, Mr. Millspaugh, my dear beloved colleague, that whatever we did would not be seen as acting in good faith because campaign means to engage in political action. it doesn't have anything to do with the reality of what the Board is doing.

Therefore, it is stupid for us to pass a resolution adding something to the bylaws when those who said they wanted an amendment are saying that they are adamant that it must have precisely the language they suggest no matter what our legal counsel tells us, and that even if we pass it all we will do is be subject to further calumny and heaping of insults on us as trying to fool people by making them think this. So why should we bother to pass something that those who ask us to pass are simply going to be taken as further indications of how malign we are in our intentions.

Therefore, I intend to abstain on this with the explanation that I have never been in favor of selling any station. I'm not in favor of it. Would never be in favor of it. And I know that's not enough, because no matter what we say, we're simply lying. We have some nefarious. scheme. So I urge you colleagues why engage in an action that will only subject you to further insult

and misinterpretation. And you're going to be insulted anyway no matter what.

So let's just simply abstain. If they don't want it and they were the ones who asked for it, then why the hell should we pass it?

Does anybody else have any comments?

All right. I call for the question on the bylaw change. And I'm going to call names. And I'm only calling them.

Berry. I abstain.

Mr. Ford.

MR. FORD: I'm going to abstain because I have problems with it. And until I get a chance to voice my concern with it I'm just going to abstain.

DR. BERRY: Mr. Palmer.

MR. PALMER: I'm going to abstain also.

DR. BERRY: Ms. Lyons.

MR. LYONS: I am voting against the amendment that's on the table -- period.

DR. BERRY: No, you're voting no?

MR. LYONS: I'm voting against the amendment on the table, correct.

DR. BERRY: The motion is to approve. Are you voting in favor of approving it or against approving it?

MR. LYONS: I'm against approving it.

DR. BERRY: So you're voting no?

MR. LYONS: I'm voting no.

DR. BERRY: Ms. Chambers.

MS. CHAMBERS: Abstention without comment.

DR. BERRY: Miss Cagan.

MS. CAGAN: No.

DR. BERRY: Ms. VanPutten.

MS VanPUTTEN: Abstention.

DR. BERRY: Mr. Robinson.

MR. ROBINSON: Nay.

DR. BERRY: Mr. Moran.

MR. MORAN: No.

DR. BERRY: Mr. Millspaugh.

MR. MILLSPAUGH: I abstain.

DR. BERRY: Mr. Murdock.

MR. MURDOCK: I'm going to be in opposition. If this is what folks asked for, I'm going to vote for it. Give it to them. That's what they wanted.

DR. BERRY: The motion fails on the bylaw change. And the policy of Pacifica is as it was before the motion was presented, which is that we have a resolution that the Board has passed that it's not interested in selling any stations -- period. And that's the policy as it stands.

If there is nothing else, we go to the public comment period if I haven't forgotten anything. Have I forgotten anything?

During the public comment period the speaker will state their name and have two minutes to speak. I'm going to ask -- who can I ask to time this?

Phyllis, could you time these for us, please? We would appreciate it.

You have two minutes to speak. And with that, the first speaker is -- I have a list somewhere. Don't tell me I lost it. We'll be here all day because I've lost the list and I don't know what I did with it. Did I get a list? I have a list? Here it is right here.

The first speaker is Andrew Norris from WBAI LAB.

MR. NORRIS: Good morning. I have less than two minutes to speak. I don't have much to say. I just came down here to see this and I'm glad I did come. I don't represent the LAB, although I am a member. I'm speaking individually. Unfortunately, other members could not make it. I can't see any other members here.

I'd just say I am an LAB member. I'm very interested in the welfare of BAI. I'm very glad to hear there is no intent to sell and that should be reiterated. And I wish we could get it out to the listeners. It's not a question of this room discussing. We should make sure the entire audience understands this. Because there is, call it what you want, paranoia, et cetera. People will read things the wrong way for better or worse. And please do not disparage them for doing this. It's from lack of information.

The one thing I wanted to ask, I wanted to ask a question of the Board because I've missed the last two meetings. Unfortunately, this is not in New York. And I would invite you to come to New York. And I think the LAB would second that. Two years ago and three years ago there was plenty of discussion and preliminary work done by this body here in preparation for the 50th anniversary.

And in 1997 Mr. Acosta said that the new at large members who were specifically being brought on for the purpose -- well, their main intent was to raise money as part of the 50th anniversary campaign.

In 1998 Mr. Palmer was chair, I believe, of the anniversary committee.' And there was discussion of raising fabulous amounts of money. And unfortunately as far as I know, that has not occurred. Numbers in the 20 million were raised.

It's my opinion that a great opportunity was lost. And it's in large part due to the fact that this Board was a liability to Pacifica during the anniversary year. And I'm just sorry you did not use the pulpit that you have. And I wish you would generate that and use the goodwill that this body can have to generate more money. And I finish with a question, how much did you raise as a body?

DR. BERRY: Thank you, Mr. Norris. We appreciate that.

Mr. Addelson.

MR. ADDELSON: Hi. My name is Dave Addelson. I'm from the KPDK local advisory board. I'd like to echo some of the sentiments of Mary Alice Williams. Our manager, Mark Schubb, has not attended any local advisory board meeting in the last year despite being notified of all of them. I'm wondering whether he's been told he need not attend. Also, no representative from the station has come.

If he has not been told that, can he be told to attend? If there's some reason for not having anybody attend, we'd like also to be told that, if that's possible.

We've also been told by staff in a meeting with staff that materials that we would like to use to do the assessment of service that's required by FCC law will not be given to us because, quote, they don't trust us. I understand that, but I'd like to know again. I'm speaking specifically of a log book that tells who the guests are on the shows. That's something we'd like to see in order to evaluate service to the communities.

I recommend everybody take a look at the movie Network. It's a fabulous academy award winning film. It's about the corporate packaging of social dissent and what happens when that dissent crosses the line to conflict with the political or economic interests of those who control the network. It's

fascinating. Very funny. Peter Finch, I love his line, they'll sell you any bleep you want to hear.

Time spent listening is the metric that's currently being promoted as the critical one. Because it correlates, according to Mr. Yasco yesterday, and I've heard this many times, to the amount of money that people give. But the problem is if there is certain content that reliably jars or causes somebody even to think and change channels or turn off the radio, that kind of content is going to be militated against. And that's one of the things I think people are very concerned against. my niece just entered as a freshman into Spellman this year. We're very proud of her. She never said it's a wonderful university because it's got 10,000 students. Audience size and the value of her education were not correlated in that case.

Finally, I saw a very disturbing thing in the hallway yesterday, which was the boss of one of your employees, Mr. Yasco, behaving in a very hostile manner towards Aimee Goodman.

DR. BERRY: You should not defame or degrade people in a public meeting. And making individual comments -- I'm not speaking just to you, Mr. Eddelson but individual comments about people which may defamatory or degrading should not be made in this meeting. It makes Pacifica liable for the defamatory and degrading comments that are made. So please do not personalize defaming and degrading comments about individuals.

Mr. Neil McLean, please.

THE WITNESS: I'm Neil McLean. Thank you, Miss Berry. I'm here representing the unitarian universalists, and also at this point the grass roots radio conference. Just two groups that I know you're very concerned with the movements that you're relating to. And I just wanted to give some information because I feel that there's an unfortunate lack of information in some of the decisions I saw being made yesterday.

So someone from the grass roots radio conference, Cathy Maylew, has written this letter and asked me to read it. And I want to just put a brief context around it. Which is yesterday there was quite a bit of discussion about the KU system and the amount of money being raised from the affiliates and the number of stations that are affiliates.

And my sense was that the information that you were getting was not good enough about what their concerns are and how many of them there are. And I felt that that was because you have lost so many of your staff people. that were capable of and in touch with and knowing of the different individuals involved. So there seems to be a lack of institutional memory which is really challenging

about how to perceive, really.

The context of the KU system was that the affiliates were invited to join in a matter of solidarity. And it was not a matter that they were getting a service, so much as that they were helping you. And so now that context has been reversed and they're being sort of portrayed as deadbeat fathers or something like this about not paying their debts when, in fact, they're concerned about what's going on and deserve to have some relationship to you that is responsive. Thank you.

DR. BERRY: Thank you very much.

Louis Wolf, please.

MR. WOLF: Hi. I'm Louis Wolf. I'm here representing myself, but I'm one of the editors and founders of Covert Action Quarterly.

My concerns are -- well, there are many, but I have two minutes -- number one, I noted with interest at the very last vote on your agenda Ms. Berry put up the vote and asked everyone to raise their hands or to speak yea or nay. Yet during the rest of the meeting all of the votes were taken a voice vote and she ruled basically, I guess, by volume.

And it seems to me if this is going to be a democratic procedure, it really should be democratic and that everybody should go on record when they vote. I mean, many of these votes determine the future of Pacifica. So that's just a recommendation.

Secondly, Pacifica operates in an environment, in a media environment. And what is that environment? That environment is being threatened today. I can just point to the fact that CNN and National Public Radio presently enjoy internships both ways. That is, on both sides with the fourth special operations group of the Army.

Now, what does that mean? That means that both NPR and CNN have bought into -- I'm sorry, I said special operations -- psychological operations, SYOPS. For those who have been in the military they will know the meaning of SYOPS. And I think Pacifica should be aware of the fact that although it would not buy into that, I am sure, I certainly hope, that that's what's going on out there. And we have to preserve Pacifica and the importance of the principles for which it stands.

DR. BERRY: Thank you.

Ms. Heffley from New York.

MS. HEFFLEY: Hello. I'm Patty Heffley, a listener and financial supporter and

a litigant in the suit to remove the Pacifica board.

Let's see. We have Michael Palmer in real estate noted yesterday, not in radio, already on record by E-mail last year discussing the possible sale of some of the network.

You have John Murdock whose firm has been retained, a union busting law firm and proud of it if you look at their web site. John Murdock is a very new member heading the governance committee put in charge of completely rewriting the bylaws at this critical moment.

Then you have Bertram Lee who buys and sells radio stations.

Then you have the attempt to place on the Board Francesco Ricolo, a Citibank vice-president for international, European, Middle Eastern and African private banking, the sort of person that is well versed in mergers and acquisitions. Citibank connected to some of the worst human rights violations-around the world. It is unethical to have such a person, to even consider such a person to be involved in any aspect of controlling this priceless network of community radio stations.

Where do you find these people? Due to the actions of Bessie Wash, Mary Frances Berry and others on the Board who do not support a democratic process being restored and packing the Board with members who do not care about the mission of Pacifica gives me the feeling that there may be a conspiracy to steal this community network and to defraud the listeners of fifty years of efforts to remain a free speech network capable of speaking truth to power.

As a litigant in the suit to remove the Pacifica Board it gives me pleasure to note earlier today you were given formal notice giving standing to sue, the listeners standing to sue. If malfeasance is found, the Board will be held personally liable and will be facing personal civil charges in the State of California.

One last thing. Democracy Now is Aimee Goodman. There is no substitute like there was no substitute for Verna Avery Brown even though Pacifica was a soundalike of Jane Marie Hall.

DR. BERRY: Mr. Bremmer.

MR. BREMMER: Hi. Bill Bremmer. I live in Alexandria, Virginia. I've been a supporter of WPFW for over ten years, maybe fifteen by now.

Also, I'm a supporter of KPFA. And the reason being I'm a supporter of that station is because I'm a big listener to web radio. There's been a lot of

technical problems with the WBAI, WPFW and KPFA web streaming. It needs to be beefed up if we are going to get into the modern age. This is something that needs to be done. I know a lot about this. I work for National Public Radio with System Technical Center.

It seems to me that you need to beef this up. You need to beef up the web sites. A good station to check out is WFMU in Jersey City. See what they're doing. It's not a flashy web site, but it's got a lot more to offer than any of the Pacifica web sites.

I also would like to commend the efforts of the Pacifica National News and Democracy Now in being involved with Web Active for Real Networks in Seattle and the streaming they do there. That's another avenue to get out to the listener.

I'm very sorry to hear that the technical committee did not offer a report or did not, you know, come forward to let us know what it is doing on these areas as well as the Serious and XM radio.

I believe that Pacifica has a unique chance here if it can get on to one of these satellite streams of offering the kind of audience, getting the kind of audience that it can build by-aggregating from all over the country onto one channel. That's what we need to do. That's what we need to do with streaming. And I just feel that not enough effort has been put into the technical realm.

One more thing. I don't know why you went with KU satellite transmission. It wipes out in the rain, as people who have those little dishes on their house know. It's not reliable. And as for Public Radio where I work, we only consider it for remotes. We do not consider it for daily broadcast. It's not reliable.

Thank you for listening.

DR. BERRY: Okay. Frank Wagner.

MR. WAGNER: Hi. My name is Frank Wagner. I'm a Washington, DC resident and a new member of the local LAB. This is my third board meeting. And I just can't believe at how more undemocratic this Board gets with every passing minute. It's worse every time I come here. It's beyond belief, really, for anything that's supposed to be a democratic organization like Pacifica. It's completely against the whole mission of Pacifica.

And just to what Patty just said, ditto, ditto, ditto to just about everything she said.

And, also, why would Pacifica hire a PR firm who is in charge of helping CIA agents get back into the work force? Why would they hire a guy from Citibank,

which is one of the biggest monopolies, like Patty was saying. And, you know, just outrageous stuff.

And, also, about Michael Palmer's E-mail which you all so vehemently deny now, what it in the E-mail stated, I thought we were all in agreement with this. And it was to you, Mary Berry. And you know, and we all know now, that it was indeed your intention to sell some stations.

DR. BERRY: Bullshit.

MR. WAGNER: And now you're lying out your teeth.

DR. BERRY: Bullshit. And don't call me a liar.

MR. WAGNER: And Bessie Wash, I've been here, I've talked to her.

DR. BERRY: You are out of order.

MR. WAGNER: She lies right through her teeth as well, just like you.

DR. BERRY: You are out of order.

MR. WAGNER: You are out of order. This is public comment. Let me speak.

DR. BERRY: Is there a security person in this room?

MR. WAGNER: You are out of order, Mary Berry. You have been out of order since you took this Board over in your fascist, outrageous, unbelievable behavior. You are the one who is out of order.

DR. BERRY: Get this man out of the room.

MR. WAGNER: This whole Board is out of order except for Beth, Leslie, Rob and Tomas.

DR. BERRY: We cannot proceed.

MR. WAGNER: You are out of order and you will be removed.

DR. BERRY: I move for adjournment.

MR. EDWARDS: No, no, no, no, no. You cannot adjourn like this. Because let me tell you something --

MR. MILLSPAUGH: We can adjourn any way we want to.

MR. EDWARDS: No, you cannot adjourn like this. Because the only people that's winning out of this issue with Pacifica is the lawyers. And the people who believe in freedom of speech are losing because of your foolishness.

MS. CAGAN: This is public comment.

MR. EDWARDS: It was supposed to be public comment. I had something decent to say.

(Discussion held off the record.)

MS. HUMANSKI: Hello. My name is Sari Humanski. And I have been a listener to Pacifica radio since the '70s in New York. I moved out to California and I am a member and a listener to Pacifica radio in Los Angeles. I had an opportunity to live up in New York for the last year because my mother was ill and died in February so I listened to New York Pacifica. And now I'm down in DC in Arlington and I've been listening to DC Pacifica.

I am an ardent supporter of Pacifica radio. I have seen and heard different radio programming in those different areas. I also had an opportunity to hear San Francisco programming. And there's no doubt in my mind that this radio station could be in danger or possibly is in danger.

And anyone that lives in this country that listens to radio in general or the media in general knows the lack of pertinent information that is necessary for the public to hear so that they understand what the political situation is and so that they can make reasonable and rational decisions based on the information presented.

In my estimation, Pacifica is the only outlet, one of the few outlets, or I'll say a few outlets that is available over the radio station where you can actually hear realistic factual information. So I continue to support it.

But another thing, I am here because I am concerned. And I agree with you, it should always be handled civilly. But you have to also understand that we're talking about something that is very dear. Pacifica is very dear to me. Truth is very dear to me. And we don't get enough truth. And right now Pacifica is the only thing that is available.

MR. FORD: All right. I'm not sure as to the order. But I know that Bill Ray said he had a statement. Did you finish your statement, Billy Ray?

MR. RAY: My name is Billy Ray Edwards. And I'm a committed volunteer programmer producer from '77 to 1990 and just recently elected to the advisory local, the advisory board here in Washington, DC.

And what I wanted to say is that I'm really ashamed, I am ashamed of people who fail to understand that it has to have some kind of medium ground between the activist Community and the Pacifica Board in order to deal with the issue of freedom of speech here in America. Because at the rate you're

going now, the total destruction of the Pacifica Foundation is at hand because of the lawsuits and all the other things that is going on and the disrespect that is going on, on both sides that is. I'll put it that way.

Now, I don't need to tell anyone in this room that has heard me speak before at these meetings that the main issue is responsibility to the individual who is signed on the log to program or produce a radio program across the airways. It should be the responsibility of that individual to the government. You know that.

But you sit on that issue. You will not address that issue at none of your meetings. I don't know what kind of hidden agendas exist between the activist community or the Pacifica Foundation on this issue. But this issue needs to come forth so that the American people can get behind you in this election year and-address that issue of freedom of speech. Because until you deal with that issue everything else in here is moot.

MR. FORD: Thank you. We're going to take about three more because we I've got to get out of the room. We'll take about two to three more speakers and then we're going to have to vacate.

MS. SPOONER: Hello. My name is Carol Spooner. I am from Santa Rosa, California. I've been a listener-sponsor for the past nearly forty years at KPFA.

I'd like to begin my statement by saying that the chair of this Board opened the public comment by making insulting and defamatory remarks about the public.

I want to tell you, I've just served you all this morning with a lawsuit. And the purpose of the action is to restore Pacifica to conformity with its purposes as set forth in its articles of incorporation, to remove directors for breach of charitable trust and gross abuse of authority and discretion, as well as directors who have been unlawfully elected under unlawful bylaws and to bring about a democratic governance structure to Pacifica in conformity with the requirements of law and appropriate to the nature, size and operations of Pacifica.

We seek to safeguard Pacifica from ever again being subverted from within by a small conspiratorial cabal and divest the listener sponsors with voting rights and legal membership status in the Pacifica Foundation. We believe the listener sponsors who have cherished, built and supported Pacifica for more than fifty years are the best suited persons to ensuring the faithfulness of Pacifica to its founding purposes as it enters its second half century in the new digital broadcasting age.

Thank you.

MR. FORD: To summarize, just two more speakers. That's all we have time for.

MS. CAGAN: I'm sorry, if we have until 12:30, which I don't believe we don't have until 12:30 --

MR. FORD: We don't. That's my point.

MS. CAGAN: Who said?

MR. FORD: That's what I'm told. Until they throw us out, they throw us out.

MS. CAGAN: Okay. Well, until they throw us out, let's keep going.

MR. FORD: Okay. Let's go.

AUDIENCE: There's an hour scheduled for public comment.

I think that it's, as I understand it, it's the end of Mary Frances Berry's term, and I hope that people can take a fresh look at things given that circumstance.

I have a statement to read from the WPFW local advisory board which I'm a member of, which I'll read in a moment which represents abuse of other people who are not here.

As a member of the house local advisory board, I would ask that future board meetings in DC and perhaps other areas be in the city itself. It's easier for members of the public to come to hear public comment. This should be an integral part of what happens at a LAB meeting.

Today is Adams Morgan Day. Especially people from out of town, I would like you to go there. This is the area that WPFW is in. It gives you a flavor of the city and its cultural diversity. It's in Adams Morgan on 18th Street this afternoon.

The statement of the WPFW local advisory board to the Pacifica national board September 17.

The WPFW local advisory board for several years has worked to make WPFW and Pacifica strong and vibrant pillars of the community, but our efforts have been met with fear, intolerance and resistance from staffs of Pacifica and WPFW who should be working for us to inform the mission of WPFW and Pacifica.

Our only desire is to be helpful. But it's far from clear that WPFW wants us to be helpful or that the Pacifica Board has defined what it means for the LABs to be helpful. Over the years the missions of the LABs has been arbitrarily manipulated to serve as the --

I'm sorry, I think I should be granted time to read the statement.

I will get this to everybody here.

We invite members seated here today of the Board to come to our LAB meetings, which are the second Wednesday of every month, as well as public assessment, which we plan to do in spite of the local station management attempting to prevent us from fulfilling our federally obligated obligations of doing community assessment.

I would also like to ask very briefly, what are the plans for filling the executive director position and any position openings that might be at WPFW?

Thank you.

MS. EARTH: My name is Valerie Earth. I'm from the Rain Forest Action Network. This was already mentioned today a couple of times that Francesco Riccolo, the vice-president of Citibank, might be nominated for the Board. I'm just going to say some specifics so you all understand why it's really important not to have him on this Board.

Citibank as a subsidiary of Citigroup is the most socially irresponsible and environmentally destructive bank in the world. For example, Citibank helps the World Bank by funding the Chad Cameron oil Pipeline, which is cutting through a rainforest in Africa, the Three Gorges Dam in China, which might displace two million people. It's helping the Maxim Corporation by logging redwoods in California. It funds private prisons. The list goes on and on.

So I'm shocked that Pacifica, as a progressive network fighting against corporate globalization and fighting for the voice of the people, would even think of nominating the vice-president of Citibank. From redwoods to red lining, Citibank is funding environmental and social destruction locally and globally.

And if this Board must exist, then I urge you to take these facts into consideration when deciding on nominations for the Pacifica Board.

Thank you.

MR. FORD: The last speaker.

AUDIENCE: Thank you. I was very disappointed that the Board didn't give unqualified support to Aimee Goodman, who I think represents the spirit, the real spirit of Pacifica. And her work should be supported financially as well. And any way that the Board can help her to continue doing the fine work she's doing should be the Board should continue to do this should do this. And I admire her work so much that I record all of her programs and I distribute my tapes to others who aren't able to listen.

That's all I have to say right now.

MR. FORD: I thank everyone for coming and I'm quite sure we'll see you all in Houston.

(The meeting concluded at 12:30 P.M.)

CERTIFICATE OF NOTARY PUBLIC

I, ELAINE A. MERCHANT, RPR, and a Notary Public in and for the Commonwealth of Virginia, before whom the foregoing deposition was taken, do hereby certify that the witness whose testimony appears in the foregoing deposition was duly sworn by me; that the testimony of said witness was taken by me in shorthand at the time and place mentioned in the caption hereof and thereafter transcribed by me; that said deposition is a true record of the testimony given by said witness; that I am neither counsel for, related to, nor employed by any of the parties to the action in which this deposition was taken; and further, that I am not a relative or employee of any counsel or attorney employed by the parties hereto, nor financially or otherwise interested in the outcome of this action.