

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
APPROVED MINUTES - Open Meeting
Thursday, December 3, 2015 - 10:00PM ET

I. **Call to Order**

Chair Brazon calls the meeting to order at 11:12 PM ET

[Audio archives of the meeting can be found here -> <https://kpftx.org/archives/pnb/pnb151203/pnb151203a.mp3>]

A. Roll call and establishment of quorum

Roll call taken by Secretary Janet Kobren at 8:45 PM ET

<u>P</u> Teresa Allen, KPFT	<u>P</u> Janet Kobren, KPFA
<u>PL</u> Rodrigo Argueta, KPFK	<u>P</u> Janis Lane-Ewart, KFAI Affiliate
<u>A</u> Carolyn Birden, WBAI	<u>P</u> Robert Mark, KPFT
<u>P</u> Lydia Brazon, KPFK	<u>EA</u> Brenda Medina, KPFK
<u>P</u> Jim Brown, WPFW	<u>P</u> Tony Norman, WPFW
<u>P</u> Stephen Brown, WBAI	<u>A</u> Robert Rabin (Siegal), WVQR Affiliate
<u>P</u> Adriana Casenave, KPFT	<u>P</u> George Reiter, KPFT
<u>P</u> Janet Coleman, WBAI	<u>P</u> Lawrence Reyes, KPFK
<u>P</u> Benito Diaz, WPFW	<u>P</u> Cerene Roberts, WBAI
<u>P</u> Brian Edwards-Tiekert, KPFA	<u>P</u> Pete Tucker, WPFW
<u>P</u> Jose Luis Fuentes, KPFA	<u>EA</u> Margy Wilkinson, KPFA

Staff:

P Lydia Brazon, iED

Legend: P = Present at roll call, PL = Late, A = Absent, EA = Excused absence

Quorum is 12. At roll call, quorum established by 17 directors present (see P's above).

B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items

Reiter volunteers to be the timekeeper for speakers

Casenave volunteers to be the timekeeper for agenda items

C. Excused absences

Edwards-Tiekert moves to excuse Medina and Wilkinson

==>> Vote on Edwards-Tiekert's motion to excuse Medina and Wilkinson

HNO

Motion to excuse Medina and Wilkinson APPROVED

###

D. Report-Out from 12.03.15 Closed Session

The PNB Secretary reads the report-out:

The Pacifica National Board met in Executive Session to discuss personnel matters related to individual employees. Specifically, it interviewed candidates for the position of Chief Financial Officer.

E. Agenda Approval (30 min.)

Roberts moves to approve the agenda

Reiter moves to amend the agenda by reducing the time for the NES Report from 45 minutes to 30 minutes

Roberts moves a substitute to Reiter's agenda amendment to reverse the order of the NES Report and Affiliates item where the Affiliates item would go first for 15 minutes and the NES Report the rest of the time through midnight

Diaz moves a substitute to the substitute to schedule open session on 12/11/15 at 8:30 PM to address Affiliate Director issue; and schedule the Executive session at 9:30 PM

==>> Vote on Diaz substitute to the substitute motion to amend the agenda

Vote Tally:

YES (10): Argueta, Brazon, JBrown, SBrown, Diaz, Kobren, Norman, Reyes, Roberts, Tucker

NO (5): Allen, Casenave, Coleman, Lane-Ewart, Mark

ABSTAIN (3): Edwards-Tiekert, Fuentes, Reiter

PRESENT NOT VOTING (0)

Vote Count: 10Y/5N/3A/0PNV

Motion to amend the agenda **APPROVED as follows:**

To schedule open session on 12/11/15 at 8:30 PM to address Affiliate Director issue; and schedule the Executive session at 9:30 PM

###

[Note from PNB Secretary on the above amended agenda item: Three motions on the Affiliates Director issue were noticed prior to the meeting being called to order and are included before the listing of agenda items and motions not reached during the meeting prior to adjournment.]

==>> Vote on motion to approve agenda as amended

HNO

Motion to approve agenda as amended **APPROVED**

###

Kobren moves to extend the meeting to 12:30 AM ET

==>> Vote on Kobren's motion to extend the meeting to 12:30 AM ET

Vote Tally:

YES (10): Allen, Argueta, Brazon, JBrown, Casenave, Diaz, Kobren, Norman, Reyes, Tucker

NO (6): Birden, SBrown, Edwards-Tiekert, Fuentes, Mark, Reiter

ABSTAIN (1): Lane-Ewart

PRESENT NOT VOTING (0)

Vote Count: 10Y/6N/1A/OPNV

Motion to extend the meeting to 12:30 AM ET FAILS (Required 2/3)

###

II. NES Report (45 min.)

Chair brings NES L. Joy Williams into the call.

The NES begins her report on the status of the 2015 Delegates elections at KPFA, KPFK, KPFT and WBAI followed by Q&A.

Kobren moves to extend the meeting by 15 minutes

==>> Vote on Kobren's motion to extend the meeting by 15 minutes

Vote Tally:

YES (11): Allen, Argueta, Brazon, JBrown, Casenave, Diaz, Kobren, Mark, Norman, Reiter, Tucker

NO (4): Birden, SBrown, Edwards-Tiekert, Fuentes

ABSTAIN (0)

PRESENT NOT VOTING (0)

Vote Count: 11Y/4N/0A/OPNV

Motion to extend the meeting by 15 minutes APPROVED (Required 2/3)

###

The NES completes her report and the Q&A.

Chair adjourns the meeting at 12:43 AM ET (December 4, 2016)

Respectfully submitted by Janet Kobren, PNB Secretary

Minutes Approved: March 3, 2016

Witness of Approval: Janet Kobren, PNB Secretary

Three Motions regarding 2016 Affiliates Directors issue noticed prior to this December 3, 2015 meeting being called to order:

#1: Motion re Jevon Gammon as Affiliate Director

[Tony Norman, noticed 12/3/15]

Whereas, Jevon Gammon, submitted the bylaws required documentation by November 15, 2015, and

Whereas, the PNB Secretary having received no additional nominations for Affiliate Director by the November 15 deadline,

Move that Jevon Gammon, is determined to be an Affiliate Director by the PNB and is to be seated by the end of January, 2016.

#2: Motion re Second Affiliate Director

[Tony Norman, noticed 12/3/15 in the event the Motion re Jevon Gammon as Affiliate Directors approved]

Whereas, only one candidate nomination was received by the November 15, 2015 bylaws deadline for Affiliate Director nominations, and

Whereas, one seat has been filled but there remains one seat to be filled,

Move that there shall be a new nominations deadline of midnight E.T. on Sunday, December 13 for the purpose of filling the remaining seat

In the event there are two or more candidates, there shall be a Special PNB meeting at 10PM, E.T. on Monday, Dec. 14 to interview the candidates and ballots shall be sent out by midnight, E.T., Tuesday, Dec. 15 for an IRV or STV election to be held with a balloting deadline of Sunday, midnight, E.T., Dec. 21 and shall be tallied on December 23, 2015.

#3: Motion regarding extension of Affiliates Director nominations

[approved by Affiliates Taskforce (without objection), 11/17/15; also See APPENDIX B below]

Whereas the PNB Bylaws require representation of 2 Affiliate Directors, and the deadline of the Nov. 15, 2015 nomination period resulted in only 1 application, Therefore the Affiliate Taskforce: Moves that the Affiliate Taskforce send a letter to the PNB proposing an extension of the deadline for the Affiliate Dir. Nomination to Dec. 12, 2015, that the PNB Secretary present the names of the candidates to the PNB by Dec. 15, 2015, and that the PNB select the 2 Directors in December 2015.

Agenda items and motions not reached during the meeting prior to adjournment:

III. 2015 Affiliates Director protocol (15 min.)

Article Five, Board of Directors of the Foundation, Section 4: Nomination and Election of Affiliate Representative Directors

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

IV. Committee Reports and Motions (30 min.)

A. Personnel Committee Report

B. Audit Committee

- 1. Audit Committee motion on Centralized Accounting
[approved by Audit Committee, 9/22/15]**

(see APPENDIX A below)

C. Affiliates Taskforce

- 1. Motion regarding extension of Affiliates Director nominations
[approved by the Affiliate Taskforce, 11/17/15]**

(see APPENDIX B below)

IV. Committee Reports and Motions (cont.)

D. Programming Committee

The Programming Committee requests the PNB consider (4) motions from its as follows:

1. Motion: IED reminder to GM on broadcasting monthly reports

(see APPENDIX C below)

2. Motion: House the compilation of audio files of programs related to 2016 national governmental elections on pacifica.org

(see APPENDIX D below)

Motions re. Follow-up on PNB Programming Operations Motion approved June 2015

(For original motion, see APPENDIX E below)

3. Motion: GM/PD Compliance with June 2015 motion

(see APPENDIX F below)

4. Motion: Committees of Inclusion to produce the required reports

(see APPENDIX G below)

V. Old Business

- A. Motion re. Term Inheritance
[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

- B. Motion re. Special Rule re. In-Person Meeting Order
[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

(see APPENDIX H below)

V. **Old Business (cont.)**

- C. Motion re. Special Rule re. Public Comment
[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

(see APPENDIX I below)

- D. Employee Timesheets Policy (10 min.)
[Kobren, referred at 6/13/15 PNB executive session to open session;
noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

(see APPENDIX J below)

- E. KPFA Management terminology motion (10 min.)
[Kobren; on 7/9/15 PNB OPEN agenda; referred at 6/13/15 PNB
executive session to open session; noticed 6/14/15]

(see APPENDIX K below)

- F. Motion on KPFA hiring process for temporary and occasional employees
(10 min.)
[Kobren; on 7/9/15 PNB OPEN agenda; noticed 6/14/15; referred at
6/13/15 PNB executive session to open session]

(see APPENDIX L below)

- G. Motion to change the due dates of July 15 to August 15, 2015 for all
reports referenced in the motion Programming Operations motion
(approved June 12-15, 2015)
[Roberts; on 7/9/15 PNB OPEN agenda; noticed 7/6/15]

(see APPENDIX M below)

- H. Motion to Censure Margy Wilkinson by the Pacifica National Board
[S.Brown, noticed 8/6/15, on 8/6/15 PNB open agenda] (10 min.)

(see APPENDIX N below)

- I. Motion to rescind motion approved on October 29, 2015
[Edwards-Tiekert, noticed 10/29/15]

(see APPENDIX O below)

V. Old Business (cont.)

J. Policy re: Ambiguous Donations
[Edwards-Tiekert, noticed 10/29/15]

(see APPENDIX P below)

VI. New Business (motions noticed after draft agenda was sent out to the PNB)

A. Motion re Jevon Gammon as Affiliate Director
[Tony Norman, noticed 12/3/15]

Whereas, Jevon Gammon, submitted the bylaws required documentation by November 15, 2015, and

Whereas, the PNB Secretary having received no additional nominations for Affiliate Director by the November 15 deadline,

Move that Jevon Gammon, is determined to be an Affiliate Director by the PNB and is to be seated by the end of January, 2016.

B. Motion re Second Affiliate Director

[Tony Norman, noticed 12/3/15 in the event the Motion re Jevon Gammon as Affiliate Directors approved]

Whereas, only one candidate nomination was received by the November 15, 2015 bylaws deadline for Affiliate Director nominations, and

Whereas, one seat has been filled but there remains one seat to be filled,

Move that there shall be a new nominations deadline of midnight E.T. on Sunday, December 13 for the purpose of filling the remaining seat

In the event there are two or more candidates, there shall be a Special PNB meeting at 10PM, E.T. on Monday, Dec. 14 to interview the candidates and ballots shall be sent out by midnight, E.T., Tuesday, Dec. 15 for an IRV or STV election to be held with a balloting deadline of Sunday, midnight, E.T., Dec. 21 and shall be tallied on December 23, 2015.

APPENDIX A:

Audit Committee motion on Centralized Accounting

[approved by Audit Committee, 9/22/15]

Move that Audit committee recommends PNB take immediate action to investigate and report on options available to centralize accounting functions INCLUDING WHICH SPECIFIC FUNCTIONS WOULD BE CENTRALIZED as recommended by 2013 audit letter.

APPENDIX B:

Motion regarding extension of Affiliates Director nominations

[approved by Affiliates Taskforce (without objection), 11/17/15]

Whereas the PNB Bylaws require representation of 2 Affiliate Directors, and the deadline of the Nov. 15, 2015 nomination period resulted in only 1 application, Therefore the Affiliate Taskforce: Moves that the Affiliate Taskforce send a letter to the PNB proposing an extension of the deadline for the Affiliate Dir. Nomination to Dec. 12, 2015, that the PNB Secretary present the names of the candidates to the PNB by Dec. 15, 2015, and that the PNB select the 2 Directors in December 2015.

APPENDIX C:

Motion: IED reminder to GM on broadcasting monthly reports
[Programming Committee motion]

The PNB Programming Committee recommends to the PNB that it direct the Interim Executive Director to remind General Managers of the requirement to broadcast monthly reports of station matters to the listeners with time allotted for listener call-ins.

APPENDIX D:

Motion: House the compilation of audio files of programs related to 2016 national governmental elections on pacifica.org

[Programming Committee motion]

The PNB Programming Committee recommends to the PNB that the Interim Executive Director arrange for pacifica.org to house the compilation of audio files of programs related to 2016 national governmental elections produced by the Pacifica stations and its affiliates, and that each Pacifica station's website contain a permanent banner that links to that archive.

APPENDIX E:

Motion #1 PROGRAMMING OPERATIONS

(approved by PNB on June 13, 2015)

Whereas the Pacifica Bylaws require that each Local Station Board (LSB) “work with station management to ensure that station programming fulfills the purposes of the Foundation and is responsive to the diverse needs of the listeners (demographic) and communities (geographic) served by the station, and that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming”, be it hereby resolved that

The Executive Director (ED) shall be required to direct each station’s General Manager (GM) to provide, by July 15, 2015, a written station programming report to their LSB and to the PNB that includes the following:

- the process and problems if any by which programs are evaluated, moved, removed, and added, including how audience support (financial and otherwise) is measured and incorporated
- the process and problems if any of producer development and training
- the process and problems if any which interns are integrated into station programming
- the process and problems if any which preemptions are decided upon and applied
- the process and problems if any which programs are made national
- the process and problems if any which themes and staffing of special national programs are identified
- the use of the internet in promoting station programming, including station website innovations, I-tunes, Tuned-in, tumblr, twitter, facebook, and blogs etc.
- the use of audio-video live streaming on station websites for real-time coverage of actions and events that are news in the making.

The Pacifica National Board (PNB) also requires that the ED direct each GM to obtain and provide a written report to their LSB and to the PNB, by August 1, 2015, from the station’s Community Advisory Board that lists its membership, describes its functioning, and reprises all work done with regard to community needs assessments since March 2013; and further, that

The PNB directs that each National Board Member who serves on a station Committee of Inclusion shall provide a written report prepared by the committee to their LSB and to the PNB, by July 15, 2015, that lists its membership, describes its functioning, and reprises work done this year.

These reports and any structured responses thereto, including minority reports, from local station boards shall be the basis for discussion on the PNB Programming Committee.

APPENDIX F:

Motion: GM/PD Compliance with June 2015 motion

[Programming Committee motion; see APPENDIX E above]

The PNB Programming Committee recommends that the PNB direct the Interim Executive Director to put into the national office employee file of each General Manager and Program Director/Interim Program Director a letter regarding their non-compliance if the requested reports have not been delivered to the PNB by December 15, 2015.

APPENDIX G:

Motion: Committees of Inclusion to produce the required reports
[Programming Committee motion; see APPENDIX E above]

The PNB Programming Committee recommends to the PNB that it direct the national board members on the Committees of Inclusion to produce the required reports by December 15, 2015.

APPENDIX H:

Motion for Special Rule re. In-Person Meeting Order

[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

Whereas, in 2013 the PNB met in-person twice (February and November); and in 2014 in-person once (February); and its first and likely only 2015 meeting in June; and

Whereas the current meeting rotation of New York, Houston, Washington D.C., Los Angeles, and Berkeley means that with one in-person meeting per year, it would be years before an in-person meeting again occurs outside California, be it hereby resolved

That in order to guarantee greater member access to the PNB, in-person meetings shall not just alternate among the stations but among regions, so that serial meetings are not held in a single region before being held in another.

The effect of this motion will be to change the meeting cycle by reversing the order of meetings in New York and Berkeley:

West (Stn 1)... East (Stn 1)... West (Stn 2)....Central....East (Stn 2)
Los Angeles.....New York.....Berkeley.....Houston...Wash. D.C. ...

Prior meetings and proposed cycle:

1/2010 DC
4/2010 LA
7/2010 Bk
10/2010 NY
2/2011 Hou
9/2011 DC
2/2012 LA
7/2012 Bk
2/2013 NY
11/2013 Hou
2/2014 DC
6/2015 LA

next NY
then Bk

future Hou
future DC
future LA
future NY
future Bk
future Hou

APPENDIX I:

Motion for Special Rule re. Public Comment at In-Person Meetings

[Roberts, noticed 6/9/15; on 7/9/15 PNB OPEN agenda]

Whereas, the Pacifica Bylaws, in Article 6, Section 7, state that “With the exception of telephone meetings, all public meetings of the Board and its committees shall include public comment periods. Public comment periods at Board meetings shall be not less than one hour, and at committee meetings, not less than one-half hour.”

Be it resolved, that in the case of multi-day in-person meetings, “not less than one hour” shall be interpreted to mean “not less than one hour per day” with those who have not spoken being given priority over those who have spoken on previous days.

APPENDIX J:

Employee Timesheets Policy

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

All employees at Pacifica units are non-exempt and that in order for an employee to be issued a paycheck for his/her work, whether for regular, temporary or occasional work hours, the employee is to complete an employee timecard for the hours worked during a particular pay period, have it signed by the Program Director or General (or unit Manager) or designated manager, and submit the timecard to the unit Business Manager or equivalent manager.

APPENDIX K:

KPFA Management terminology motion

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

That the PNB directs the ED to require the KPFA GM to provide him, the PNB and the KPFA LSB by June 30, 2015 with the following information:

1. A document containing the definition for each of the following positions at KPFA:
 - supervisor
 - department head
 - director (or co-director)
 - work leader
 - manager (other than the GM, PD or Business Manager);
2. The application policy and hiring process for each of the above positions;
3. The job description and/or roles and responsibilities, where applicable, for each of the above positions, including whether the position is an employee or management position, and if the position has approval authority for an employee timecard;
4. A confidential listing for each of the above positions of the names of current staff members who hold any of these positions at KPFA and whether the staff member is a union member;
5. The members of the KPFA GM's "management team".

APPENDIX L:

Motion on KPFA hiring process for temporary and occasional employees

[Kobren, referred at 6/13/15 PNB executive session to open session; noticed 6/14/15; on 7/9/15 PNB OPEN agenda]

That the PNB directs the ED to require the KPFA GM to provide him, the PNB and the KPFA LSB by June 30, 2015 with the application policy and hiring process for temporary and occasional employees at KPFA.

APPENDIX M:

Motion to Censure Margy Wilkinson by the Pacifica National Board
[S.Brown, noticed 8/6/15; on 8/6/15 PNB OPEN agenda]

WHEREAS it was recently discovered that, on or about September 24, 2013, Margy Wilkinson (while serving as a director of the Pacifica Foundation) had conspired in secret with Dan Siegel (who was also serving as a director of the Pacifica Foundation) to create, file, and register with the California Secretary of State, a shadow corporation named “KPFA Foundation”; and

WHEREAS Wilkinson and Siegel named their shadow corporation “the KPFA Foundation,” thus intentionally and without permission misappropriating the call letters of KPFA Radio, a legally owned trademark of the Pacifica Foundation (then known as Pacifica Foundation Radio), and also intentionally misappropriating without permission, in its articles of incorporation, the exact wording of the Pacifica Foundation mission statement; and

WHEREAS Wilkinson and Siegel represented to the California Secretary of State that Dan Siegel was the legal agent of this shadow corporation, and that its legal address was that of the Siegel & Yee law firm, at 499 14th Street, Suite 300, Oakland, CA 94612; and

WHEREAS the purpose and intent of this shadow corporation, according to a public explanation by Dan Siegel, was to acquire the broadcasting license and assets of KPFA Radio from the Pacifica Foundation; and

WHEREAS the existence of this shadow corporation was hidden and kept secret from the Pacifica National Board, of which Margy Wilkinson was then, and is now, a member, and was also hidden and kept secret from the executive director of Pacifica, John Gladney Proffitt;

THEREFORE be it resolved that the Pacifica National Board censure director Margy Wilkinson for engaging in unethical behavior that breaches her duty as a board member and violates her fiduciary obligation and duty of loyalty to the Pacifica Foundation.

APPENDIX N:

Motion to share Kobren's October 2015 KPFA Director's Inspection Documents

[Kobren, noticed 10/29/15]

That Kobren's 10/28/15 confidential, updated chronology/analysis of the \$400K bequest documentation based on her October 2015 director's inspection at KPFA along with the associated documents be shared with the KPFA LSB prior to the November 14, 2015 KPFA LSB meeting.

APPENDIX O:

Motion to rescind the following motion approved on October 29, 2015
[Edwards-Tiekert, noticed 10/29/15]

Move that by the end of day November 4, 2015 the KPFA GM and the interim Controller:

1. Produce an accounting with documentation to the PNB of how the Hall Trust bequest has been allocated and spent to date, including what KPFA transferred to Pacifica units - KPFT, KPFK, PRA, WBAI and election deposit shortages and the remaining balance, if any; and
2. If a remaining balance exists, transfer it to the PNO unit or other Pacifica units as appropriate; and
3. Based on the accounting, revise the plan to repay KPFA; and
4. Based on the accounting, revise the KPFA and PNO budgets accordingly.

APPENDIX P:

Policy re: Ambiguous Donations

[Edwards-Tiekert, noticed 10/29/15]

Absent evidence of donor intent to the contrary, any unsolicited donation originating from within the signal area of one of Pacifica's radio stations, shall be allocated to that radio station.