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sitekeeper's note: This transcript was copied from Pacifica's website and reformatted for greater readability. Unlike previous transcripts, which have been done by court reporters, this was transcribed later from a tape, and so many of the Board members are listed as unidentified. I have color coded key members who are identified, as well as taking the liberty of adding paragraph breaks, also for readability. (I do not know who did the transcription - the transcript bears no certifications of authenticity as have those done by a certified court reporter in the past.)

TRANSCRIPT

PACIFICA BOARD OF DIRECTORS HOUSTON, TEXAS SUNDAY, OCTOBER 4, 1998

DR. BERRY | Someone reminded me last night at KPFT that I had been here |
| for a year. I want to say that I am, in a way, pleased by |
| some of the things that have happened. A lowering of the |
| temperature in terms of some of the conversations in the |
| foundation. On the other hand I am somewhat displeased by |
| things that occurred that make it appear that we are going |
| backwards instead of forward. These are matters which occur |
| which I believe are inconsistent with the strategic plan. By |
| the way, if we decide to change the strategic plan we would |
| have a process to change it. But until we do that I assume |
| that is what we should be guided by it in the organization. |
| And our main goals, according to the plan, are to mobilize |
| listeners toward positive social change and to reach the |
| largest possible audience. |
| Some of our stations really forget that we are supposed to |
| mobilizing listeners toward positive social change. And when |
| you say that to some of the people at some the stations they |
| ask us, What do you mean by mobilize? What do you mean by |
| positive? What do you mean by social? And what do you mean by |
| change? I think that anyone who reads the mission statement |
| and the charter and the history of the organization ought to |
| be familiar with what that means. So positive social change. |
| The other goal is to reach the largest possible audience. New |
| listeners obviously. Attract new listeners to reach the |
| largest possible audience. In other words, not the smallest |
| audience that consists of people like you who are already |
| listening, but to reach a large audience. |
| And then on the issue of national infrastructure, which has |
| concerned me greatly, the goal is to develop and maintain |
| national staff and systems adequate to serve effectively. |
| Pacifica stations and the units. People, money, and so, in |
| some cases what we have done is to try to reduce |
| infrastructure rather the building infrastructure. Which is |
| not a happy occurrence. And then to be guided by Pacifica's |
| priorities. The first one that is on the list in the |

strategic plan is to consider what is best for Pacifica as a single entire network. So I think that with one step forward and one step backwards and two sidesteps we have been working on those priorities, and I just hope that we continue to do something.

The next thing that I would like to do is to look at the agenda, and see that I am supposed to seat members, minutes, and schedule the next meeting. Madame Secretary, who of these members am I supposed to seat?

ROBERTA | We have one alternate here Wendell Johns. We have to seat
BROOKS | Dorothy Nasatir and Ralph McKnight as alternates.

DR. BERRY | Can I have a motion to seat Wendell Johns as an alternate and
Dorothy Nasatir and Ralph.

MALE | So moved.

SPEAKER |

FEMALE | Second.

SPEAKER |

DR. BERRY | All in favor indicate by saying aye.

GROUP | Aye.

DR. BERRY | Opposed. So ordered.

ROBERTA | I am assuming that we won't have to seat anybody from Texas.

BROOKS |

DR. BERRY | Could I get a motion to approve the minutes of the last
meeting?

MALE | So moved.

SPEAKER |

MALE | Second.

SPEAKER |

DR. BERRY | All in favor indicate by saying aye.

GROUP | Aye.

DOROTHY | My name was omitted from the alternate list on the minutes.

NASATIR |

DR. BERRY | Okay. When you correct the minutes, add Dorothy's name to the
list.

Then we need to schedule the next meeting. In terms of, you might look at schedules, in terms of my own schedule I can do February on the 19th, 20th and 21st.

PETE | Madam Chair?

BRAMSON |

DR. BERRY | Yes.

PETE | There is an NFCB meeting in Berkeley in late March, which we
BRAMSON | may want to coordinate with. So the city we are referring to
is Berkeley, is that correct?

FEMALE | It will be in San Francisco.

SPEAKER |

. PETE | And what is the date of that meeting. The reason I'm bringing
BRAMSON | it up is we may want to coordinate. In that there may be
other staff, at that point we may be able to delay the
meeting and time accordingly.

FEMALE | It is the 19th, 20th, and 21st of March.

SPEAKER |

DR. BERRY | I don't know if I can do it. So why don't we tentatively see

if other people can do it? Can others of you do the meeting at that time? See, I'm in this habit, of polling people to ask if they can meet. Then we schedule the meeting. I realize that this is a very curious way to do a meeting. So I am asking can most of you, at least those of you who are here, come to that meeting? If you can't, then we won't have it then.

JUNE | I can't make the February 19th, 21.
 MAKELA |
 DR. BERRY | I mean this date, March.
 JUNE | Oh, that March date, oh I think so.
 MAKELA |
 LYNN | If I can say something about that March date?
 CHADWICK |
 DR. BERRY | Please.
 LYNN | The conference will start on Friday. There will probably be
 CHADWICK | an opening reception about Pacifica on that Friday evening.
 | But the conference will be taking place itself, of course, as
 | usual over the weekend. So if people were coming....
 DR. BERRY | They would want to be at the conference instead of the
 | being...instead they would have to double duty.
 LYNN | Yes. So the only way this meeting would be able to take off
 CHADWICK | is if you came for the conference and then started on Sunday
 | or something. Usually the conference wraps up on Sunday.
 FEMALE | What if we did it the week before?
 LYNN | And then people stay for the week? And then several days out
 CHADWICK | of the office?
 PETE | How many of the national board members actually attend the
 BRAMSON | NFCB meeting?
 DR. BERRY | Well then let's try. Can we do it on February 26th, 27th
 | 28th?
 PETE | Would you repeat the date please?
 BRAMSON |
 DR. BERRY | 26th, 27th, and 28th of February. Okay. In Berkeley.
 PETE | Madame Chair?
 BRAMSON |
 DR. BERRY | Yes.
 PETE | Could we look ahead to the May meeting?
 BRAMSON |
 DR. BERRY | June.
 PETE | Well, there is a PRC meeting in Washington in May. Again, the
 BRAMSON | same...it is in Washington in May?
 FEMALE | Yes, it's Berkeley and then Washington.
 SPEAKER |
 DR. BERRY | What is it?
 PETE | The PRC.
 BRAMSON |
 LYNN | The Public Radio Conference. National Public Radio.
 CHADWICK |
 ROBERTA | Does the staff normally go to that?
 BROOKS |
 FEMALE | Not the national staff. Several of the stations have been

|SPEAKER |going, but given the conference line item directive.
 |JUNE |Conferences have been cut. So I think the staff is hoping to
 |MAKELA |attend some of these by piggybacking on the board meetings.
 |LYNN |I guess what I was thinking though, and Valerie has reminded
 |CHADWICK |me, the NFCB conference is focusing on celebrating 50 years
 | |of community radio. It may actually really behoove the
 | |directors, if I may be so bold, to come to this conference
 | |and get a flavor of what community radio is like. Board
 | |members from stations who come, come away getting a sense of
 | |the context of the operation that they are trying to
 | |support.
 |FEMALE |The March 19th, 20th, and 21st.
 |SPEAKER |
 |LYNN |Yes. The Public Radio Conference is focused on the NPR
 |CHADWICK |stations which have a very different mode of operating than
 | |our stations do. Although Garland carries PRI programming.
 |DR. BERRY |I just don't see how, given the stresses and strains of these
 | |meetings, unless they change somehow, and I would be very
 | |happy if they did, (laughs) I don't see how anybody has any
 | |time. I don't have time to breathe.
 |LYNN |You might want to do it sequentially. You might do it on
 |CHADWICK |Sunday and Monday.
 |JUNE |We don't have to go to the conference. This is something that
 |MAKELA |staff wants to do. Can we piggyback?
 |PETE |We are celebrating our 50th anniversary.
 |BRAMSON |
 |JUNE |Yeah, I mean why don't we piggyback so we can do a reception
 |MAKELA |for Pacifica and or have presence without attending their
 | |conference. We can be in the same place at the same time, and
 | |figure out strategically if there are staff that need to go.
 |ROBERTA |Let's just say if we did this in March and on Saturday, when
 |BROOKS |we have committee meetings, would the staff feel that they
 | |needed to be at the NFCB?
 |DR. BERRY |We can't do this. We don't have time, I don't have time to do
 | |this. I don't know about the rest of you. I don't think the
 | |rest of you do either.
 |ROBERTA |But some of the directors that live in the Bay Area, maybe
 |BROOKS |even in LA might come up for that. It is a 50th anniversary
 | |thing.
 |LYNN |Well they should come, I would encourage them to come to this
 |CHADWICK |reception. I think it would be wonderful.
 |DR. BERRY |This is taking too long group.
 |FEMALE |So what about the decision? Did we come up with a date for
 |SPEAKER |the D.C. meeting?
 |DR. BERRY |We're thinking of...no we didn't, and we're not going to.
 | |We'll think about...I have June 4th, 5th and 6th, or 25, 26
 | |and 27 because we were looking at June dates. Could someone
 | |tell me if we are backed into June dates. Are those dates a
 | |problem for somebody?
 |ROBERTA |Well I prefer later as opposed to the earlier.
 |BROOKS |
 |DR. BERRY |Okay. Is there anybody else who has a problem? So that is

just very tentative. We're not settling that.

DR. BERRY | You know it's before the 25th. So the 25th, 26th, and 27th is likely. But we did settle the one before that. We will re-confirm.

(general cross talk)

ROBERTA | Madame Chair, could it just be noted though in the minutes, and maybe we can expect to get information to the board of directors about the NFCB reception?

BROOKS

DR. BERRY | Absolutely. Now the next thing I want was to have the committee reports. I was going to start with Shirley Adams, but...is she here? I'll take her whenever she comes, because she had to wait yesterday while we had all those committee meetings. I guess none of the Houston people are here except Garland. Garland's here. So we will take her when she comes.

I want to report on the Executive Committee meeting. The Executive Committee discussed a lot of issues. One is that Lynn will be going back to New York to try to manage and resolve some issues related to management at WBAI. So she will be trekking back to New York to try to resolve those issues before we get some reports on how things are going there. The other issue is that we've received a letter from the CPB.

DR. BERRY | Those of you who have read it already will you pass it along to somebody else? What the letter seems to say is that Pacifica Foundation's current governance structure appears to be at variance with both the law and our guidelines. This is the CPB certification requirement for the CPB station grant recipients. The letter is dated September 14, 1998. It says "...if it is true that a majority of members making up the governing board are also members the station community advisory boards, that makes it impossible for the two to remain distinct and independent. As you may be aware, compliance in this portion of the law is a legal rule of CPB in its interpretation. Failure to comply risks further CPB funding of the stations...." When we discussed it in the Executive Committee I indicated that, and I am putting it before the board now, one response to this is to say, well if that's the case then we don't want any more CPB funding anyway. That would be one response. The board would handle a motion and vote that we don't care to be bothered with CPB anymore. Which is a matter not only of funding, but of say the word somebody.

FRANK | ASCAP, BMI licensing.

MILLSPAUGH |

FEMALE | Copyright royalties.

SPEAKER |

MALE | Validation.

SPEAKER |

DR. BERRY | Yes, and matters of that kind. So that it is a very important matter to Pacifica. In the meetings of the Administrative Council, the General Managers thought that the mere thought

of saying that we wouldn't be in compliance doesn't make any sense. The funding is very important to us, but the other matters are very important to us also. So, I'll go on to the other option which is to say that we would want to ask our legal counsel whether we believe CPB's legal interpretation of this law.

My only experience is that agencies do not send out in writing letters concerning their own regulations, unless they have carefully examined them. In ninety percent of the cases, they have correctly interpreted their own regulations. They are very cautious about putting things in writing. So before they write it down and put their name on it, they are careful. But we should ask our lawyer, and then we would, if the answer is yes, CPB is correctly interpreting their regs, we would then ask for the Governance Committee to review the matter and to come up with recommendations for the board to act on at its next meeting. And such recommendation would be in the form of a by-law change.

And that there are various options that the Governance Committee could consider. As well as any options that I am not listing that they may think of. Which is what committees are supposed to do. Such options as having people who are Governing Board member resign from Local Advisory Boards. That's an option. Or having people elect all the directors at large. That's a cure. There are various ways to approach this and I'm sure the board Governance Committee, which David Acosta chairs, will figure out something and bring it back to us.

Then the staff, I understand that CPB is expecting us to respond to this letter by the end of this meeting. Because they expected us to discuss this issue at this meeting and to get back to them on what we intend to do about it. So I am hoping that if the board agrees with that process, that the staff will write a letter to them saying that the approach to this matter is to have our legal counsel look at it. Then if it's necessary, then we will institute a by-law change, which the board will review and act on in the next meeting. So that the CPB would know that we are responding to them. Otherwise, the staff is in the position of trying to deal with CPB without being in compliance after CPB has told them that we're not. So that's where the matter stands. Any discussion?

MALE
SPEAKER

Would the review provide to the board a description of all these various implications that it has for our not being involved in CPB? I mean you mentioned some things that I think a lot of people around the table maybe understand better than others. The implications of not being associated with this organization?

DR. BERRY

We can have them write out the benefits.

CHERYL F.
BRADFORD

So the deliberations will be in conference call of the full committee not of the executive part of the committee.

DR. BERRY

The board governance committee will handle it. Who is on the board governance committee?

PETE | David Acosta, Dr. Berry, Roberta, Cheryl, Andrea, Dorothy,
BRAMSON | Rob Robinson. And the staff is the E.D.

DR. BERRY | So that committee is the committee that will figure out what
to do.

CHERYL F. | Can we schedule it far enough in advance so that we can take
BRADFORD | these issues back to the LABs also? I mean are we looking for
local advisory board input into the discussion.

DR. BERRY | Well. Were you about to say something? Yes.

PETE | I would hope that the process committee would kind of go over
BRAMSON | the process related to our portion. I feel strongly that
there should still be a link between the local community
board even though structure resides at the national board
level. That's kind of the way it works in community radio
right now. So I think it deserves a dialog, but I think the
initial dialog resides at the board of governance level. At
that point, if I as a governing board member wanted input
into board governance structure, I would go to you because
you're my friend on the board.

CHERYL F. | I'm talking about the LAB.
BRADFORD |

PETE | The LAB has all the input that is possible. There is only so
BRAMSON | much that can be done at the governing board level in regards
to that input. Certainly, I am prepared to go back and have
open by-laws with the local board.

DR. BERRY | Obviously people may have whatever by-laws they wish to have
with whomever. I am discussing this in an open meeting, and
it will be part of a public record. I expect there will be
different reactions to this development. I hope that, the
board will indicate to me at this meeting whether it is
willing to entertain a change in our by-laws should it be
necessary to put us in compliance. If the board is unwilling,
I would like to know that. Because if the board is unwilling,
then the staff should not hold out to CPB the notion that we
are going through some kind of process, if the process
results in a change and that's what we are planning on doing,
but in fact we know we're not.
So and I don't want to have a rerun of last year or whatever.
I came in late on that process. But I don't want a rerun of
that again. It may be inevitable, but I think, and we
obviously need somebody to help us to manage the information
dissemination on this. But I want this board at this meeting
to make a decision as to whether you are willing should it
turn out that that's what we have to do. To make some sort of
by-law change, that you are willing to entertain a change on
the subject of board composition and membership. If you are
not, just tell me about it. And then we'll just tell CPB
we're not. And don't expect us to come back in six months
with a plan, because we're not planning on that.

TRANSCRIPT

PACIFICA BOARD OF DIRECTORS HOUSTON, TEXAS SUNDAY, OCTOBER 4, 1998

Part 2

DOROTHY	Would you entertain a motion?
NASATIR	
DR. BERRY	Yes I will. Then we will discuss it.
DOROTHY	I move that we move toward compliance with CPB and
NASATIR	investigate what needs to be done to get into compliance.
MALE	Second.
SPEAKER	
DR. BERRY	All right. Any further discussion? Ken you want to say something?
KEN FORD	Not until the vote is taken.
DR. BERRY	All right. Any more discussion?
ROBERTA BROOKS	I think that the question that Cheryl raised is actually a very interesting question. It goes to the heart of this issue. I don't know...I'm not saying that you don't discuss it with the LAB, but I think the point that they are telling us is that there has got to be severance of the relationship. I think it is going to be informational. It doesn't mean that you can't get input and suggestions perhaps of how we can begin to formulate a board. But the point is that they don't want there to be a connection between the board that advises the general managers and that does needs assessment and the governance board. I think the process is one that we maybe need to talk a little bit more about, in terms of whether we get suggestions that go to the board governance committee. I don't have a problem with this, but I think we going to have to be careful about this.
DR. BERRY	I think the suggestions should explain how we can manage this and sever this understanding that there are some people on the board who are representing LAB points of view, and all they are conduits for whatever LABs are thinking. As opposed to the people on the governing board are just looking at the whole organization, and they might get advice from anybody. But what they are bring to the table is their view, their independent view of what they think the organization as a whole should be doing. I think that is what this thing is trying to get us to do.
FRANK MILLSPAUGH	I don't think there is any question about receiving the input of the LABs. I think that would be an involuntary process, if not a voluntary one. This is a public meeting, and they probably know about it now. I think there is one point in the letter that could use clarification. The statement that "...if it is true that a majority of members making up Pacifica's governing board..." Is that literally what they mean? If it is less than the majority then we're all right? Or is the operable statement the one about the clear demarcation between? I just think that's a part that

we need clarified. That really should be clarified if possible before the governance committee makes its determination.

DR. BERRY Well we will do that from the lawyer's advice process. Somebody else have a comment?

FEMALE SPEAKER I think as LAB members we need to be prepared to give all the rationale as to why we want CPB money. I think the board governance committee can make that outline so we can come prepared to our board. Have them understand the losses and the gains of either choice, and why we made the choice we have.

DR. BERRY When the transcript is put on the web site, there should be little brackets put in the transcript which explain the definitions of these discussions. So that whoever looks at the web site can see it. I think that will be useful. There could be talking points for people to deal with, to explain to folks what it is that we are doing. We could get those sometime next week.

MALE SPEAKER It might be, well to put it in the proper tone, for arguments that are valid for and arguments that are valid against.

DR. BERRY I'm just talking about explaining what each one of these things is. That's all, without any argument about anything.

ROBERTA BROOKS I don't think we should give argument for and against it, because we haven't made the decisions. This is background information.

MALE SPEAKER Yeah, that's right.

ROBERTA BROOKS The other thing we might ask the attorney to do is, we've created the entity called the Council of Chairs, and see how that fits in.

FRANK MILLSPAUGH Why should we raise issues CPB hasn't raised?

KEN FORD Yeah, and not only that, what's wrong with free association?

ROBERTA BROOKS Well I want to be in compliance is all I want to say, so I would say that we just ask if there's any problem with that. I mean we could can informally have an LAB chair come to every board meeting. We have the governance board mandated to meet with the Council of Chairs on a regular basis.

DR. BERRY Who mandated this?

ROBERTA BROOKS Well it was the board.

DR. BERRY I thought it was an informal meet and greet and say anything you want to say to the board. Because we are in the particular locality where we meet...

JUNE MAKELA There are these periodic conference calls with the Council of Chairs.

DR. BERRY I have conference calls with them.

JUNE MAKELA They have no vote on the board, so technically you couldn't argue they have any control and or role on the governing board.

DR. BERRY They are just informational. Now we will recognize Cheryl.

CHERYL F. BRADFORD | I think that the whole communications industry has had a moment of flux and change. The FCC is making all kinds of rulings that will probably will go through some process of deliberations. So might this. Actually it says, "...after giving it some thought...." So I think the idea for me is about having a dialog, and hopefully not a contentious dialog, although I'm not sure that is possible. I haven't heard a decision made even though people are framing it like we've made some decision, I'm not sure that it is one solution. I think that what it calls for is taking a look at what does the board mean. This says that "...the community advisory board...", that is an entity that's not an individual. For me, reading this letter, there are a million options that could come out of that. I don't know that we've made a decision. I don't know that even in the mind of the writer of this letter, it is conclusive. It's that as they have written this new ruling, he's beginning to think, well what does that do these entities that we work with? He's saying what if anything, how might it impact us? So I guess what I'm saying is that there's a feeling that I'm getting that we're about to jump a boat to get into compliance. Maybe what we have to do is engage our organization in some kind of deliberation and figure out what it does mean. There is an implication to community radio, not just to Pacifica and Pacifica's compliance.

DR. BERRY | Well, I don't read the letter that way. I mean the plain language of the letter at the bottom of page one, "...my understanding Pacifica Foundation's current governance structure appears to be at variance with local law and our guidelines...." If I wrote that sentence to somebody who was a grantee, I would mean that after looking at your structure you are at variance with the guidelines.

CHERYL F. BRADFORD | Well I mean the first paragraph.

DR. BERRY | As I read it I see, and I'm counting noses, in point of fact it's a majority of the members. As Frank says there is ambiguity but I notice when I count noses that I see that it is a majority of members. That there are also members of the station boards, and that makes it impossible. The word impossible is pretty clear that the two can remain distinct and independent. It says we have little wiggle room. So I think...which is why I raise the question. I raised precisely for the reason that I wanted to hear what people have to say. And you are saying something that I expected someone to say. I want to get a clear guidance as to whether the board really is willing to go forward. If the board really wants to contend with the letter, and to argue against the letter, and to fight with CPB to come up arguments and engage in struggle. Or if the board is willing to say we need to be in compliance, the struggle will be about how we do it. What is the most efficient way that will maximize us doing what we want to do in Pacifica. Those are

two options. One or the other, they both might work. I don't know. Yes, Frank.

FRANK
MILLSPAUGH We might have three options. I mean there's the take it and shove it. There's the we'll do whatever you say. There is the well lets negotiate what this really means and what the least infringement upon Pacifica's autonomy by CPB would be represented. That kind of thing. I did want to observe as I did yesterday, but shouldn't get lost, that our by-laws also provide for any at-large member who is from one of our broadcast areas. They sit ex-officio on our local advisory board. Clearly if the other goes, that goes. Although that is probably easiest.

DR. BERRY So what is your wish ladies and gentlemen? I could for the question as a motion. Is there further discussion? Okay I call for the question. All those in favor of Dorothy's motion as seconded by Ken indicate by saying aye,

GROUP Aye.

DR. BERRY Opposed.

GROUP (silence)

DR. BERRY Are you opposed.

KEN FORD No, no. I have a suggestion. Could you recognize me after the vote is taken?

DR. BERRY Oh I'm sorry.

KEN FORD That's okay. I'm not going to let you forget me. In the future since this is a new policy from CPB, and from what I understand this is new as well as other regulations in the pipeline. I know staff is overloaded, but in some way or another we have go to be able to have someone review the federal register. Because all of these proposed changes are proposed in the federal register, and we need to have an opportunity to comment on those before they become final. I know that's an onerous task, but some kind of way we have got to develop that to get our input. If we could have had this all previously, I don't think we would be going through this vote right now. So, somehow I'm just saying for the future we need to figure out a way to try to comment on these things on a regulatory basis before they become final.

DR. BERRY You want to be recognized.

LYNN Yes I do. This is not a new ruling. The reason this letter CHADWICK came out is that CPB just finished with those large books that were distributed. They had not issued books like that in a number of years so there was a whole scrutiny of the community advisory board this year. This is not a change. It is just that we've come under scrutiny.

KEN FORD I was told that it was, but...

LYNN I know. I heard somebody say that, but that's not accurate.

CHADWICK And in terms of the federal register, CPB rulings are not in the Federal Register.

KEN FORD They're not?

LYNN No, they are not a federal agency. The rulings in the CHADWICK Federal Register that we are concerned about are FCC

rulings, and the lawyer regularly updates us.

DR. BERRY | So, basically, what they did was to republish these rules. |
| In the republication they reviewed the various community |
| advisory board structures including ours and concluded that, |
| hey you folks still look like you are out of compliance |
| basically. Cheryl.

CHERY F. | Can I address Lynn? I am wondering if from your relationship |
BRADFORD | with the national community radio broadcasters if there is |
| discussion about this? Is this a hardship for smaller |
| community radio stations?

LYNN | The other community radio stations do have separate and |
CHADWICK | distinct boards. This is a hardship for them to have to |
| maintain these. They have been maintaining them since they |
| got into CPB support.

DR. BERRY | So we are the only ones.

LYNN | Yes.

CHADWICK |

ROBERTA | We are the only ones.

BROOKS |

DR. BERRY | So that's the other reason why they want to bring us into |
| compliance. Probably somebody is complaining.

MALE | Why would they complain? I can see why we might.

SPEAKER |

JUNE MAKELA | So let's get into compliance and move forward guys.

DR. BERRY | We voted that instead of saying we're not getting into |
| compliance and shoving it essentially, that we will follow |
| the process of getting into compliance. Which includes first |
| we'll ask the lawyers opinion. Then after that the board |
| governance committee will review all this, and bring back |
| something. Staff can write a letter, which I'll sign, to CPB |
| saying that we did discuss it and that we are in the process |
| of making sure that we are in compliance. Now you must |
| expect, those of you who are unwary, that you will be |
| assailed by people complaining about this. And by the time I |
| get home e-mail will be overloaded and I'll be getting |
| messages by e-mail saying, they've done it again. But let's |
| hope it doesn't get to be like it was last time.

JUNE MAKELA | Tell them to write to CPB.

DR. BERRY | That's a great idea. Anyone who wished to complain about |
| this process should get in touch with CPB.

FRANK | I don't know that we want to encourage...

MILLSPAUGH |

DR. BERRY | No, don't give them that. We'll work this out somehow. I've |
| got one other thing. The search. Where did Roberta go? Just |
| when I was going to talk about the search.

KEN FORD | Well she knew you were going to talk about the search.

DR. BERRY | First of all we should thank Roberta and the Search |
| Committee for their very hard work looking for the Executive |
| Director. The entire board met and interviewed the finalists |
| for this job, and voted to make an offer to a candidate. The |
| board listed two candidates in priority order. One. Two. The |
| outcome was that a small group including myself and Roberta |

and Andrea and I am now asking Ken to join this group, would begin to negotiate with the number one candidate. Those negotiations are ongoing, and as soon as they are concluded we will proceed with candidate number one. Should that fail we will proceed with number two. We have had success in this endeavor. We are pleased that the Search Committee has worked so hard, and we have been able to do what we said we would do which was to make a choice at this meeting. Which most people felt we wouldn't be able to do. So we have at least done that.

All right. The next item is a report of the Finance Committee.

JUNE MAKELA We had a lengthy and productive finance meeting yesterday. I think most of the board was there so I will try to keep my report brief, because I think most everyone knows what I am going to say. I want to start by acknowledging that listener support continues to go up. This is very good, since our expenses continue to go up. But we have, in every single unit, gone beyond the projections in the 98 fiscal year budget for listener support. In all but two units, we had surpluses or a balanced budget at the end of the fiscal year. Which is also good news.

Other good news, I know every year we are concerned about KPFFK meeting its CPB target. I am pleased to report it has done so. I am pleased to report that WBAI completed its move pretty much on budget, and succeeded in raising over \$100,000 in donations to offset costs for the station that were not covered by the payment from Pacifica. So the move has been completed and things are pretty much settled as far as physical space. For those of you who didn't attend the meeting in June, it's a beautiful new space for WBAI. KPFT, although it ended the year with a deficit, is building audience and had a sizable increase in listener support. It came in \$40,000 over its projected budget. And so we are beginning to see as with WPFW, you know the audience is building. There is potential and we are hopeful that we can stabilize KPFT financially.

I am also pleased to report that WPFW generated a surplus. For those of us who have been on the board for many years this indeed a victory. That WPFW is clearly on the road to becoming a strong financially stable station. The membership base is growing steadily, and in fact, W is scheduling a part of its surplus to repay a long-standing debt to Pacifica.

We have ongoing concerns about the Solomon project although both the Controller and the Executive Director assure me that it should be fully operational soon. We are looking to get a report that is still outstanding as far as the full cost of Solomon and an explanation of any budget overruns.

We had a lengthy discussions on each unit budget. We approved budgets for all of the units with the exception of

WBAI and the National Office budget. So you are being asked to ratify the budgets that appear in your package or the supplement distributed by Vanessa. For KPFA, KPFT, KPFK, WPFW, the archives and national programming. The one change on the budgets is for WPFW. As I mentioned the final number from Sandra on the surplus, half of the surplus will show up as debt retirement, and the other half will be rolled over for the next fiscal year. We did not approve the WBAI budget or the National Office budget. Both budgets are being sent back to appropriate staff, including the Controller, to be finalized.

We will look to receive new draft budgets within ten days. I think we've scheduled a meeting for the end of October to look at new budgets. Adjustments need to be made on both of those budgets. WBAI will need to schedule a deficit that it has from fiscal year 98. The National Office has been required to restore support for a press person in some form and at some level, and necessary support for the board and its activities. So we are going back to the Executive Director and the Controller to ask that they find other ways to cut costs to put these back in the budget. And/or provide us with a plan of how to generate the income that we would need to cover those costs that we want to put back in the budget.

We didn't put a number on that, but this will be negotiated with Sandra and Pat, and then brought to the committee in October. We approved the SCA budget as presented in the supplement that everyone has and we approved the 50th Anniversary budgets as submitted by the 50th Anniversary Committee and staff. Ongoing concerns. We are still concerned and do not have a plan in place to repair, rebuild, and replace the transmitter at KPFK. We got a draft report of the needs and the price tags, but we continue to be concerned and see this as a high priority, and expect the staff to come up with a plan both short run and long run for solving these technical needs.

We had discussion I guess at both the Program Committee and our committee about having to cut one of the national programs. Our understanding is that there will be a plan to deal with this program by KPFA and national staff. If there are financial implications a budget and a plan will be resubmitted to the Finance Committee. Finally, the committee asked for a discussion at the next meeting about the dwindling SCA income, and how we plan to replace that money which is now being used to subsidize various aspects of our work. We are requesting that the staff prepare written report two weeks before the next board meeting for the Finance Committee to review, and then prepare for a substantive discussion about this. And not only about replacing the SCA, but a real plan for staffing...for building infrastructure and developing a plan to get the National Office to a level that meets our infrastructure

	needs and can carry out the strategic plan. So this will be the main discussion at our next finance meeting. We still have not received a report on the sort of emergency plan for the archives. I would appreciate that as soon as possible. That's it. Finally, I forgot to mention yesterday, David Acosta and Sandra have been working on finding a new accounting firm. We had planned to present that at this meeting and David contacted me before the meeting to say that he has interviewed a number of firms, and is not prepared to make a final recommendation. He and Sandra would like to do that at the next meeting. So we will have someone on board this winter to start the audit. That's it. Unless I have forgotten anything if anyone has anything to add.
DR. BERRY	Can I have a motion to approve the report of the Finance Committee please?
RALPH	So moved.
MCKNIGHT	
DR. BERRY	Can I get a second?
DOROTHY	Second.
NASATIR	
DR. BERRY	Any further discussion? Yes.
ROBERTA	I really would like to you to monitor that very closely.
BROOKS	We've been talking about this for several years and every year we're told we didn't get it done in time. We have to start the audit at the beginning of the year. We were told several years ago in the retreat that it's extremely important to change auditors. We've had the same auditor for 15 years. I am extremely concerned about it. I am not happy with this. That we're going to make a decision...we've been hearing this for the last two sessions.
JUNE MAKELA	There actually has been progress. There are a number of firms. There are finalists. There have been long interviews. We need...the reason we didn't do it this past summer is that it was delayed. We needed someone to start in the spring.
ROBERTA	I know.
BROOKS	

TRANSCRIPT

PACIFICA BOARD OF DIRECTORS HOUSTON, TEXAS SUNDAY, OCTOBER 4, 1998

Part 3

JUNE MAKELA	Because of the transition of staff, of executive staff, the decision was made by David, or recommended to the chair and myself by David, and we agreed that it didn't make sense to do it at that point. We were in the middle of the Solomon.
ROBERTA	I understand that. I am just saying that I don't want to hear that
BROOKS	again next year. So, I heard it two years in a row. Two years is enough I don't want to hear it again.

JUNE MAKELA	Right. Yes. No, and I think David is very clear, and he's done a lot of work. He's surveyed through networks. He's interviewed countless firms. I am not sure, I didn't get the details, I think they were not prepared to choose one by this meeting.
ROBERTA BROOKS	Well then I guess the thing to say is to maybe get the board to authorize the executive committee to make a decision if the time comes beyond which we wouldn't be able to hire somebody for next year.
JUNE MAKELA	I mean if they are ready we can do it in a conference call of the Finance Committee if you want us to do it you know.
DR. BERRY	And you don't even need the authorization to do it. The executive committee acts for the board between meetings in matters that need to be taken up. But we should inform the board, and if anyone objects which of course the committee won't do it.
ROBERTA BROOKS	This has nothing against Mike Krycler. I know he has done an excellent job.
DR. BERRY	Just a second, Pete is saying something.
PETE BRAMSON	I would hope that on the next finance call we just scheduled for in 10 days or at some point, that we could have a serious update on the accounting firm. That would lend clarity to that issue for 10 days.
DR. BERRY	Then if we get it and then we get a recommendation from them, then the executive committee would just...
JUNE MAKELA	Do it. We could do it in a matter of months.
DR. BERRY	So we may do it before the next meeting.
JUNE MAKELA	I think we can. We can decide right now that we will do it.
DR. BERRY	And then we'll have the person in place and then next year we won't hear the same thing. We'll hear something else. All right and further discussion of the Finance Committee? Yes.
KEN FORD	Just as a small matter. I think given the hard work that has been done by a lot of the units, that when they are running a surplus, that some form of verbal recognition should be in the water for them. To show appreciation to them by the board for the hard work that they did.
JUNE MAKELA	That's why I mentioned it, but I'm sorry. I am very under the weather this morning so I am not sounding very enthusiastic. I meant to sound very enthusiastic.
DR. BERRY	I will repeat the commendation of the general managers, the staff and volunteers at KPFK, WPFW and hope that they continue to doing a good job.
JUNE MAKELA	I think you should repeat the commendation.
DR. BERRY	I will repeat the commendation of the general managers, the staff and volunteers of KPFK, WPFW and KPFA who have generally been of service, and hopefully will continue to do so. Could we raise the question? All those in favor of approving the commendation and the report, indicate by saying aye.
GROUP	Aye.
DR. BERRY	Opposed? So ordered. Frank, could you give the report of the Program Standards and Practice committee?
FRANK MILLSIPAUGH	Yes, thank you. The principal subject we took up yesterday was the issue of the Larry Bensky program, "Living Room," which was referred to us by the Finance Committee for deliberations. Our discussion recognized the value of Larry Bensky's programming to Pacifica and affirmed that the show "Living Room" serves a valuable role in the national programming offering. It was observed that the show meets the needs of some stations rather better than it meets the needs of others. And we recommended to the Finance Committee that this program be continued. We charged the National Office with negotiating with Larry a reformatting and/or rescheduling of the program to make it more useful to all the stations. And the Administrative Council is charged with recommending means of funding the program as the...as any new budget results from the rescheduling and reformatting of the program. That was subsequently reported out to the Finance Committee. We used that also to introduce the discussion, which was only introduced, into Pacifica's "Must Carry" rule. Not to be confused with the FCC "Must Carry" rule. There has been over the years controversy about the implementation of the "Must Carry" rule, what its requirements precisely are, what its origination was, and what compliance consists of, and what penalties should be required for noncompliance, if any. So, this has to be deferred for a longer conversation. We have scheduled a meeting of the Program Committee for

	the 21st of October at 11:00 a.m. and we will introduce...by which time I will provide members of the committee with a history that was prepared for me by the national staff of the "Must Carry" rule. We will also discuss progress of the LABs in performing community ascertainment. I would just simply mention that the stations do seem to be making progress. One station is excused from this activity for a period of time not yet to be determined because of the lack of an LAB. However the remaining stations, the other stations do indicate a good date beginning on this, we have a first receipt, the first report, in writing from KPFT, which I want to circulate to all the LABs as kind of a model for reporting. These materials will be distributed to the Program Committee members before our telephone meeting on the 21st.
DR. BERRY	Hasn't KPFT reconstituted its LAB so maybe we can get started with that.
FRANK	Well then I'll circulate all these materials to you.
MILLSPAUGH	
DR. BERRY	Okay. Thank you very much. Can I get a motion to accept the Program Standards Committee report?
ANDREA CISCO	So moved.
DOROTHY	I have a question. Did your report indicate that we were going to have a report back on the Bensky issue before or by the next phone call?
NASATIR	
FRANK	I'm sorry, you're absolutely right. In fact, the period of time is ten days. So we should have that report then say next, a week from tomorrow, or Tuesday, so that would be in sufficient time, it will be sufficient, yes.
MILLSPAUGH	
DR. BERRY	Will somebody second the motion?
ROBERTA	I'll second.
BROOKS	
DR. BERRY	Okay. Roberta seconded. Who made it? Andrea. Okay.
DOROTHY	I wanted to ask, what is the progress on the community ascertainment effort?
NASATIR	
FRANK	Well, there are different levels of progress. Some are farther along than others, but all of them have done pretty substantial planning. KPFT has done a lot of work on assessing different sources of information, everything from call-in lines and so on. WBAI has initiated a program of listening to the programs and making non-judgmental descriptions of their content, and how many station breaks they do and how much forward promotion if any, they do, you know, but that kind of thing. There are plans at various places for everything ranging from focus groups to town hall meetings to questionnaires to the subscribership. Now that you're ready to get up and running on this, I'll provide you with all that material. Should I send it to both of you? I sent some to Ralph by e-mail a few weeks ago.
MILLSPAUGH	
DOROTHY	I would appreciate that because I'm on the ascertainment committee.
NASATIR	
FRANK	Sure. You've got it.
MILLSPAUGH	
DR. BERRY	Okay. Yes, Roberta.
ROBERTA	Once the report back about Bensky is made and the attempts to reformat to make this more useful to all stations, what is the implication of that? That all stations will then carry it?
BROOKS	Well that's a reasonable induction.
FRANK	
MILLSPAUGH	
ROBERTA	I mean I've always thought it was a reasonable induction, but it hasn't happened. So I'm just curious if this is going to take it a step further. I mean was there a commitment made on the part of other stations to carry it?
BROOKS	
FRANK	Well, I don't think that they commit. The commitment was with me expressly at yesterday's meeting. I must say the reformatting may not go in that direction. It may be decided that that's not possible. One of the principal problems is the three-hour time difference and scheduling difficulty. For instance, one option may be to redesign it as a California and perhaps Texas program, perhaps of greater length or lesser length, or some days, or you know...that's up for grabs. The idea is to bring in a proposal, maintain this program. That with a new budget for it, and for the managers and Administrative Council who, after all may want to retain this program, to also propose a way of
MILLSPAUGH	

	meeting its costs.
ROBERTA BROOKS	I have to apologize for spacing out a little bit when you got to the "Must Carry" part.
FRANK MILLSPAUGH	About the "Must Carry"? I just simply said that you introduced that issue in conjunction with the Bensky discussion. And that the staff has prepared a chronology of the issue along with its different history of attempts to fund the national programming. And that I will duplicate and distribute that to the members of the committee in advance of our telephone conversation.
ROBERTA BROOKS	Could you just distribute that to the entire board?
FRANK MILLSPAUGH	In that instance, I guess I'll ask the national staff to distribute it to the entire board.
LYNN CHADWICK	We'd be thrilled to.
ROBERTA BROOKS	I'd love to see that.
DR. BERRY	Now we need to lay to rest the "Must Carry" piece. I am tired of the "Must Carry" issue. My understanding when I came on this board was that there was a "Must Carry" rule.
LYNN CHADWICK	There is.
ROBERTA BROOKS	There is.
DR. BERRY	And that there are stations that do not carry things because they don't want to. Which seemed to me to be like my nephew who refuses to eat his cereal because he does not want to. And he therefore eats bacon and eggs. Which he makes himself. [laughter]
ROBERTA BROOKS	I'll bet he does! [laughter]
DR. BERRY	So is there a "Must Carry" rule or is there not a "Must Carry" rule?
ROBERTA BROOKS	There is.
DR. BERRY	There is a "Must Carry" rule? First, Lynn you wanted to say something.
LYNN CHADWICK	I think there is a rule. However, there are a lot of questions about the parameters of the rule. For example, does it mean that you have to carry it during special events, fundraising, holidays? Those are the kinds of questions.
DR. BERRY	Cheryl has her hand up.
CHERYL F. BRADFORD	On this Bensky issue, I tried to get some sense of what some of the issues were and it did seem that in this particular case the carriage of the program live, that the conflict was about how it could be carried. So it kind of suggested to me that maybe there's a process for implementing "Must Carry" that takes into consideration the towns, the stations. I'm sorry.
DR. BERRY	Pete were you trying to say something?
PETE BRAMSON	Yeah. As I am unfamiliar with this particular rule, is there any one individual who could tell me specifically . . .
DR. BERRY	I'm going to tell you what I think it is. I was told that if three stations out of five agreed that a program should exist, a national program, that the stations would all carry it. Did I state it?
ROBERTA BROOKS	You did state it right.
DR. BERRY	That's what I was told.
ROBERTA BROOKS	And would you like another rationale?
PETE BRAMSON	No. Not yet. So to that end, three of five... "Must Carry". Is there any defined timeslot?
ROBERTA BROOKS	Not yet.
PETE BRAMSON	So they can run it at any time, and it would then allow them to be within the "Must Carry", and as I understand it, three of five defines it as five of five.
ROBERTA BROOKS	Right.
PETE BRAMSON	And how is the determination made, at what council or what structure says that this has been offered and that there's been a vote, and it's three of five. Is that at the Administrative Council?
ROBERTA BROOKS	Yes.

PETE BRAMSON	And how are shows brought up to the, addressed at that level?
DR. BERRY	Staff.
PETE BRAMSON	So Suzy Stixit's show gets addressed by staff and it gets kicked up to Administrative Council.
LYNN CHADWICK	Right.
PETE BRAMSON	Are all shows brought up?
DR. BERRY	Just through the national. You're talking about . . .
JUNE MAKELA	National programs for national funding.
PETE BRAMSON	So Suzie's show wouldn't go up because it's localized.
DR. BERRY	Right. Right. It has nothing to do with it.
PETE BRAMSON	It is only nationalized, correct?
DR. BERRY	Right.
PETE BRAMSON	How many national programs are we dealing with? What's the world here?
GROUP	Three.
PETE BRAMSON	So this dialogue is around three programs.
DR. BERRY	Mark wanted to say something.
MARK SCHUBB	I think there is a disconnect between the information the managers have been operating under, and the information the board has been operating under. Not to say everyone's right. But we have not just been not following policy. We've been following policy. The three out of five "Must Carry" rule was adopted around national special coverage of the originals.
ROBERTA BROOKS	That's not correct. That is not correct.
MARK SCHUBB	May I? Excuse me. I was, there were no national programs other than the news, which was a "Must Carry" when I became manager. And then I was told there was a policy that when we were polled on breaking coverage or hearings of extraordin--
ROBERTA BROOKS	Maybe it started that way. It might be it started that way.
MARK SCHUBB	If three out of five agreed that we should do some national special coverage, then we would all carry it live. I was in every meeting we ever had to design and create the national program fund and national programs that we have, Bensky, Living Room, Jerry Brown. There was always an explicit, absolutely explicit statement that these were not "Must Carry" programs because they were not being optimized for all five markets. The National Program Director said they were not must carries.
FEMALE SPEAKER	Who said this?
MARK SCHUBB	The National Program Director said they were not must carries. And Pat Scott was in that room as well in all those meetings, and if you ask any manager who was there, they'll tell you the same thing was true. What happened was there was supposed to be a policy that if four out of five voted to fund something, it would get funded. And then it was not a "Must Carry", but the assumption was these four stations would want it. WBAI, regardless of whether we should be carrying that show or not, was in compliance with what we were told were the agreements about how these shows were going to be created and done. I agree with the sentiment that if we're going to invest in a national production, it should be carried on all five stations, but it does require creating programs that will actually not hurt the schedules of each of the five stations. So just for information purposes, we have had a completely different set of meetings, a completely different conversation with the Administrative Council, and every manager will confirm that it was said that the national programs were not must carries, and that if there weren't four votes to fund each time, the programs wouldn't continue. And actually, what's happened is because Bensky's program has not enough votes to continue funding and yet the show was continued anyway for some ridiculous reason.
DR. BERRY	Mark, let's find your committee. So what's the answer to this?
FRANK MILLSPAUGH	Well, that's what we're meaning to talk about.
DR. BERRY	No. What is the answer to Mark's restriction of what the "Must Carry" policy is?
FRANK MILLSPAUGH	I had, that's part of the difficulty of the determination. There are disagreements as to how it developed and what precisely the words mean.

DR. BERRY	But did the board actually vote to have the "Must Carry" rule where if we have five stations who need to carry something, that it would be carried? Did that happen?
FRANK MILLSPAUGH	Yes. That I believe is the case.
DR. BERRY	That did happen.
FRANK MILLSPAUGH	Now, let me say, though, he's correct in the context of the conversations principally around specials at that point, and this is a live...the show in question is a live call-in show. It's a live, three-hour show. That means that three o'clock may be a great time in the Berkeley area. It's actually at one, but let's hypothetically say, but that would be six o'clock in Washington and in New York, and would compete with the news. Now obviously, you wouldn't want to do that. But there is the problem that one o'clock is a great time to broadcast it probably. If we had it at one o'clock in New York we might broadcast it then. If we had it at two o'clock. By the time it gets on to four o'clock, we're running into other live, on-the-air shows. I think that's fair enough. Then there's the problem of preemption. The Executive Director has asserted that preemption can only be done with the Executive Director's prior permission. That may be a perfectly legitimate thing to do. I don't believe that that has ever had the force of board approval, and probably does not need to receive it. But I was asked by the Executive Director to hold this discussion in our committee to clarify and reaffirm or make recommendations for changes.
DR. BERRY	Basically the board has a policy on record, if I understand this correctly, which says that if three out of five stations want to carry something it must be carried. Doesn't say what time it must be carried. But in point of fact, the board policy has not been followed. And that not only has it not been followed, there are all kinds of ambiguities about who said what to whom and when did it happen, and how did we do it, and who's supposed to do what, and that's what I'm hearing. If that is the case, the only thing that's clear is that the policy hasn't been followed. So the question is, do we keep the policy or do we change it? Now you can have policies and if you don't insist that they are followed, then as far as I'm concerned, they're not worth the paper they're written on. Unless you just don't know that they're not being followed. And then once you find out, you tell people they have to. But it sounds to me like the shortest way to deal with this issue is to ask for the Program Committee to make a recommendation to the board at a date certain. In fact, make a recommendation to the executive committee before the next board meeting as to what we should do. Should we reiterate our policy? Should we change the policy to some other policy? Or what should we do? And all these issues that are being discussed here can be put into whatever the discussion is to be sorted out by the committee. We can't sort them out here; it would take us forever, and we'd never get them sorted out. And of course, people can take into account obvious things, like we have to figure out the timing and the ways to make sure--but this is not a new problem. There are networks all over this country that have shows that are all over the country. And somebody must have sat down and figured out somewhere how you figure out what time to have a show in different parts of the country. I am sure this problem has been addressed before. And so somebody ought to be able to sit down and think through this problem and solve it at Pacifica. Which makes me believe that there are people in Pacifica who simply didn't want the problem solved, which is what happens with other issues.
DR. BERRY	And they wanted to do whatever they wanted to do, whoever the whomever's are, for perfectly good reasons. And that the thing got all gummed up and is not enforced because those who were supposed to enforce it didn't enforce it. So here we are. It may not even be a good policy. But if we could ask you to make a recommendation.
DR. BERRY	Yes?
KEN FORD	Not to make the process too onerous, I would also ask that you come back with a set of procedures. You know, the comment was that even

DR. BERRY	<p>though you have the "Must Carry" rule, there are times when it must be preempted for special events, special programming. We need to have a dedicated line of policy or procedures by which that could be instituted because I know we've had problems at WPFW we've got, "Okay, it's... do that.". Then at the last minute, I was superseded by a higher authority, which screwed up the whole weekend for setting up our fundraising drive. So we need to have that spelled out exactly such that we can know exactly what to do on the local level.</p> <p>But it has to be policy, and not details. We're writing constitutions. We're not writing statutes. So keep that in mind. They have to have some flexibility, but the broad parameters can be . . . okay. With that, is there any further discussion of this report? I call the question. All in favor of agreeing to this report with the expectations we have, the burdens we have placed on Frank for various reports, indicate by saying Aye.</p>
GROUP	Aye.
DR. BERRY	<p>Opposed? So ordered. The Board Governance and Structure Committee apparently does not have...does it have a report? Does your task force have a report? The Board Governance and Structure Committee met on the phone and the task force met too. Pete?</p>
PETE BRAMSON	<p>Not knowing what the status of the Loretta Ross is, I would ask that maybe Dorothy and I can co-present our findings? If that's okay with you? This is a very quick, fairly cursory overview of what has been determined out of the New Jersey meetings as the Process Review Sub-Committee. The mission of the subcommittee was to review design and proposed processes and procedures that we hope will insure that communication input is available to all members of the layers of the Pacifica family. It was not the mission to go into specific detail, but to set up a process whereby things are, there's a flow of good communication, and everybody understands what the procedures are. Another issue that came out of one of our conference calls was that some processes and procedures are scattered throughout many sorts of documents. We would also like to undertake the task to gather the documents together into one accessible document. What we have kind of put together or made a suggestion of was for two flow charts that would be useful for everyone at Pacifica.</p> <p>The first flow chart would illustrate organizational relationships, in particular, a flow chart that shows who reports to whom within the Pacifica structure. We have kind of put together a draft of that, not ready to go to production. Thank you for your info on that, by the way. Then the second flow chart would be to illustrate how programming decisions are made. As had been exemplified by our previous dialogue. The recommendation was to check with the programming committee of the governing board to see if they already have a flow chart. We have not gotten to that process yet.</p> <p>The item, came out of the New Jersey meeting. There was a recommendation from our subcommittee to take a look at if there are processes that are developed, that each Pacifica layer receive training and written guidelines for the processes for clarity and fairness, consistency and sustainability. So what we are in the process of doing is putting together some flow charts, going through kind of organizational relationships, though we're not yet to the point where we are ready for production but we'd like to state for the record that we will be by the next meeting. Does that sound fair? Is there anything you'd like to add?</p>

TRANSCRIPT

PACIFICA BOARD OF DIRECTORS HOUSTON, TEXAS SUNDAY, OCTOBER 4, 1998

Part 4

DOROTHY	Just that, we had two-telephone conference calls. In the first week,
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NASATIR	outlined the process or processes to get approval from this board, to have input into already structured into documents that pertain to the board, for instance, the bylaws, and the strategic plan. There were people who thought that they wanted to make changes, but what is the process to do that? So that was what we worked on, and that was to be a presentation at this meeting. So we'll...I guess we'll just do it at the next meeting. That was one of the things that we were going to present. Also, just to give a quick history, that's exactly why this committee grew. Because there were concerns about various documents, and the question was, what's the procedure to make changes? That's our charge.
DR. BERRY	We thank you very much for that information and we expect to hear more from your subcommittee. So are there any questions about this?
ANDREA CISCO	I actually have the minutes from that first meeting, if you want to just review them, I'll certainly distribute them.
PETE BRAMSON	I have both sets, if the need is for both set, I have not a problem with distributing them.
CHERYL.F. BRADFORD	I think that in the minutes that grew up on the web-site, even if you've got a notation that the party that's going to formally do it isn't here, it would be good for us to know that there wasn't that conference committee.
DOROTHY NASATIR	I think, Cheryl that is so accurate. Because it's one of the issues most of concern in our LAB.
CHERYL F. BRADFORD	Yeah.
DOROTHY NASATIR	That there is this process. And that even the fact that this committee existed was very gratifying.
PETE BRAMSON	So the request is to go over what? I mean before . . .
DOROTHY NASATIR	To go over the process. Our recommendation is to go over the processes to make changes in the strategic plan by . . .
PETE BRAMSON	Okay.
DOROTHY NASATIR	And to propose the responsibilities of LAB, those are the three documents.
PETE BRAMSON	First on our agenda, and I'll read again from the document in front of me which was processed through the subcommittee minutes from the 22nd. The first agenda item was how to insure that the input at the LABs is communicated with every board. The primary consideration was insuring that a democratic process was followed at every step. There are at least three pathways for LAB input at the governing board. 1) through their LAB representative on the governing board; 2) through the LAB council chairs; and 3) through the community assessment process, communicating to the general manager. It was decided that the following steps would be recommended: a) any member of an LAB may propose an issue. This proposed issue must first be voted on at the LAB level; b) if the proposal receives a majority vote of the LAB, then it would be mandated that the LAB chair present the proposal to the LAB Council of Chairs; c) if the proposal receives a majority vote from the LAB Council of Chairs, then the Council of Chairs will submit the proposal to the governing board; d) the governing board chair will then delegate consideration of the proposal to the appropriate governing board committee; e) upon consideration of the proposal, it becomes the responsibility of the governing board to communicate its decision to the Council of Chairs which in turn informs all of the LABs of the decision of the consideration of the governing board. Did that answer the question?
GROUP	Yes.
CHERYL F. BRADFORD	And it seems to me that that speaks to the issue that created this committee. That maybe we wouldn't have been in that place if at the Council of Chairs, they had three proposals on the table, and if in that body they had decided which one should come forward to the governing board. That it stay there until some decision is made so that as a governing board, we don't come to a meeting and all of a sudden, there's three distinctly different proposals and no way of working through it. I mean that seems reasonable.
PETE BRAMSON	Well, the history of it, at it was about the LAB staff voting issue. That's where it came up from. And then one of the membership from the WBAI Council of Chairs had suggested if there were a by-law, the LAB by-law, in which a tremendous amount of work went into the document,

	be kind of re-looked at.
CHERYL F. BRADFORD	And the third was that absolutely nothing happened.
PETE BRAMSON	And that's the history of how the subcommittee came up.
VALERIE VAN ISLER	Madame Chair?
DR. BERRY	Yes.
VALERIE VAN ISLER	It's important, and this whole concept or process has been not where it should be. It's been missing. It's been a vacuum. And I know that you're trying to address that and it's terribly important. Given this new letter from CPB, we should not be putting ourselves through a lot of hoops that in fact, you know, may not be the actual structure. That's just to put all your work and your dedication into context. Some cautions.
DR. BERRY	Yes. Thank you for that caution. Yes. Pete.
PETE BRAMSON	I hope that there is still a feeling at the governing board level of the importance of this task. And that no matter what the changes are that come about, that there is a process whereby people can be heard, that there is a sense of accountability, and that there's a sense of the fairness of what we're doing here. And no matter what the changes are, I think if that's continuous at the board level, the governing board level, we can do our best to insure that.
CHERYL F. BRADFORD	I think this committee could just revisit that one place where it says that, you know, the conduit for the information...or something... there's this connection between the LAB, the governing board member and getting information for it. So I think that you can just refine, the committee can just refine that.
PETE BRAMSON	Oh yeah. It is hopefully a simple process and commonsensical, fair, and something we can work with.
DR. BERRY	I think just make sure you leave it in light of the fact that these are informational exchanges for everyone who is involved.
DOROTHY NASATIR	I was just going to say the same thing. I think we're in flux in terms of CPB. But I think the fact that this committee exists to work on processes and procedures is really valuable because there's a missing link.
DR. BERRY	And we need the tons of documents you guys have come up with on organizational structure and various kinds of things that we don't have. Or if we have them, I don't know where they are. That is not a formal committee report so we will move on and ask Ken for the...but we thank you, and let me ask Ken for the report of the Technical Committee.
KEN FORD	The Technical Committee has made an attempt to get started. We have not met physically but we did have a conference call last week. We're trying...the purpose of the call primarily was somewhat of an organizational one whereby we're trying to get started to identify our mission, to determine a charge, and just exactly what services we can provide to the board and Pacifica at large. We pretty much have decided that we're going to pattern our mission charge basically on what's in the strategic plan, and at the same time trying to ascertain a process whereby we can get input from the stations and identify problems both short term and...as far as technical issues...trying to do some long range planning as to what direction we could offer the network as it pertains to new technologies coming about. Whether they're in the computer field or digital radio or global marketing through the Internet. So those are some of the broad concepts we were looking to address. Now one suggestion that we had and a method of trying to ascertain input was to, I should say two methods, was to try and do a survey of all the stations identifying what type of equipment they have, their range of a signal in their respective areas, their need for upgrades in the future, trying to solicit information from the station managers, and at the same time, contact the local boards and find out whether or not they have a Technical Committee locally that deals with these issues, and if there are problems locally, how we can filter that information up to our committee such that we can bring the issue forward to the board at large. Given the letter of the CPB and its implication, right now we're not sure as to how that's going to occur but we'll figure that out as time

	<p>goes on. We do have two issues, one being the tower at KPFF and the other being self-assistance. We've gotten some literature, some reports, at this meeting here, that members of the committee have, and that we're going to start analyzing. That and trying to form that in our next conference call. The way we thought that we would try and carry forth our business is to do a monthly conference call on the various issues. Before we do that, we would like the staff to tell us what budgetary impact that would cause, because we definitely don't want to raise the deficit since there's pretty much no money budgeted for this. We would like to know if it's going to be a nominal fee, we would like the permission of the chair to go ahead and start doing these monthly conference calls.</p> <p>One, to organize our committee, and two, to start bringing forth issues and recommendations, you know, long term things we want to look at like digital radio, and being able to bring the whole network up on the Internet. So that we can stop thinking nationally and start thinking globally as far as giving the message out of Pacifica across the world to the Internet which would be a minimal cost. And so, what we want to do is to do great and wonderful things in the technical field, and put out guides and white papers. Feel free you guys to think about it and maybe give direction for staffing long term. Before we do that we will need to get some type of feel of what we have as far as financial resources that we can do some of these things for in investigation and research. So that's basically it, Madame Chair.</p>
DR. BERRY	Yes, Ralph.
RALPH	Yeah, I just wanted to tell Ken that I have a fairly extensive list of things, some information from our station manager about KPFF. Things like that. But I'll reserve our next meeting.
MCKNIGHT	
PETE BRAMSON	As I do with KPFA, I would suggest that it's a good time to look back at each individual station's strategic plan. During that work, I know which one of the stations put a lot of work into the strategic plan and there were also some technical components within that. Maybe it'll work better
KEN FORD	Yes, we're going to try to consolidate these but, you know, I know at my station we don't have that, and that's something we're going to have to answer to. I'm not sure about KPFT or WBAI. And that's something we're going to ascertain and at the next meeting we'll have a full blown report, and hopefully a written report, to the members of the board as to what our whole process is going to be and our whole activity such that you can give us guidance as to where you think we ought to go.
DR. BERRY	Well, the short answer about conference calls is that the committee should utilize them to the extent they need to. Number one. Number two, if you have conference calls, keep in mind that committees are not given budgets for conference calls.
KEN FORD	That's correct.
DR. BERRY	You arrange them when you need to have them, but the most important thing about conference calls is to be organized before you start a call. These are not free form, consensus type discussions. The clock is running.
KEN FORD	Absolutely. We understand that.
DR. BERRY	So that one should be organized before the call begins and one should run the meeting in such a way as to elicit comments in an orderly fashion, if possible. Try to cut off debate in a polite way, here and there, and to disseminate as much information as possible before the meeting by e-mail or by other means, so as to keep in mind the reduction of calls. Otherwise, a conference call that's free form can go on for hours before anybody even notices that you've been on the phone for that long.
KEN FORD	Madam Chair. You set a time limit of thirty minutes. And that is going to be a hard and fast rule. All of the preliminary work such as letters and correspondence will be done well ahead of time, and there is an agenda, things will be kept tightly on time so we will not have that over.
DR. BERRY	Yes.
JUNE MAKELA	This sort of falls under technical. What dawns on me, and I'm not the best judge of this because I'm barely in the twentieth century when it comes to technology, is the use of e-mail and chat rooms and all this

	sort of stuff for these kinds of meetings. And it seems like, if you guys could investigate that for all of us, I'm struck by the inefficiency and the high cost of conference calls. And by how unpleasant they are, for me personally. And how many I seem to engage in. And that, I know other people, I've talked to other people casually about this, and that you, there are these things called chat rooms where you and I could have a discussion about an investment memo that got sent to us or something.
ROBERTA BROOKS	Everybody's not on the Net.
JUNE MAKELA	But I think everybody should be. And we're getting there, that people are getting there. Yeah, right, if everybody isn't on, it doesn't work but I'm saying that there might be ways for us to start utilizing that technology.
KEN FORD	That's a valid comment and we'll . . .
DR. BERRY	The committee might investigate that for all of us.
KEN FORD	Yes, we will.
DR. BERRY	Because if it makes sense, then when people aren't on, it might be cheaper to put somebody on than to have conference calls all the time.
KEN FORD	We will investigate that. Right.
CHERYL F. BRADFORD	I just wanted to say that you know being on e-mail can be free. You just have to have a computer to get on. And you can get a used one.
DR. BERRY	Okay. We are deteriorating here. Let's see. Let's have a motion to move or accept hands.
FRANK MILLSPAUGH	So moved.
FEMALE SPEAKER	I second.
DR. BERRY	Okay. All in favor of the motion say aye.
GROUP	Aye.
DR. BERRY	Now I want to ask Shirley Adams, who is the chair of LAB here in Houston if she would mind coming up to greet us for . . . Why don't you sit down there if you don't mind.
SHIRLEY ADAMS	Down there. Okay.
DR. BERRY	No, as a matter of fact, sit over here where David's supposed to sit. And we had some confusion because we forgot to put this on the agenda. So please accept my apologies, and we very much appreciate your just saying a few words to us.
SHIRLEY ADAMS	Well, accept my apologies for not being prepared, so I came as a spectator this morning. I do want to thank you for coming to Houston, and welcome. And I'm glad that, I'm very happy to be a part of the Pacifica Foundation of KPFT, and I'm real honored that you are here. And I'm real happy that you got to visit our little station, which is in bad need of repair, or a new building. I hope you see the real hard work and the quality of programming that we're able to produce from there. And also I just wanted to say that as a board member of KPFT, we're also very proud and happy to have produced our community ascertainment report.
SEVERAL	Good work. Good work. Good work. [applause]
DOROTHY NASATIR	I wanted to ask a question, if you don't mind.
SHIRLEY ADAMS	No.
SHIRLEY ADAMS	You've had conference calls with the other chairs of the other LABs.
SHIRLEY ADAMS	Yes.

TRANSCRIPT

PACIFICA BOARD OF DIRECTORS HOUSTON, TEXAS SUNDAY, OCTOBER 4, 1998

Part 5

DOROTHY NASATIR	Could you give us a kind of little overview of, Some of the issues that have been brought up or anything you just want to share with us?
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SHIRLEY ADAMS	I think the issues that I'm most familiar with that are not specific to other stations are the community ascertainment report that we've all been working on. And also, the board recruitment. And those are the two primary issues that I'm aware of among different Council of Chairs.
DR. BERRY	And they were very happy to hear about your ascertainment. And you keep telling them that you know how to do it.
SHIRLEY ADAMS	No, I told them . . . I think that we just decided to do it, you know, and learn from our mistakes and hopefully do something better the next time. But I think it was just important for us to try it, take a stab at it, and look at the materials that we had.
ROBERTA BROOKS	And were you happy with it?
SHIRLEY ADAMS	Yes. It was a real learning experience. I think we also recognized that we need to do a lot more work, that we have to be very careful about making subjective opinions based on the information that we have. And we said during this last conference call that it would be very helpful if there were some independent company who could conduct a survey in each of the listening areas. But we've recognized that is far too expensive.
DR. BERRY	Yes. Yes.
FRANK MILLSPAUGH	Well, if we're still on the subject, let me, no; I wanted to introduce a different subject.
DR. BERRY	Oh. Okay. Who's still on this subject?
CHERYL F. BRADFORD	I just wondered if the Council of Chairs has a process where they know that they've been covered in this meeting. Do you in your phone conferences agree on the points that are going to come forward?
SHIRLEY ADAMS	Yes. I think it's a good idea.
DR. BERRY	Because now it's pretty much up to each person whether they simply want to be host to the local hearing and answer questions or whether they want to present more. Some of the council chairs come and try to make a presentation. Others come and they greet us, and they have an exchange with us, and we may ask a few questions, so it is dependent upon the taste of the person who's actually doing it, whether they want to do it.
SHIRLEY ADAMS	Well, I think there is some confusion as to what a chair's role should be. I mean we have two representatives to the national board, who are presenting our issues to the national board on a regular basis, so I'm not sure it's incumbent upon me as a chair to do that to the national board.
CHERYL F. BRADFORD	I think that you're representing a dialogue that would be different from, say the dialogue that I represent as a LAB member, if we continue to even look at it like that. But you're representing this kind of global look that the LAB chairs have. And that's not necessarily what happens month to month at a LAB meeting.
SHIRLEY ADAMS	That's true, I have to confess to some confusion in that area.
DR. BERRY	You're not really confused because there isn't any process that has been definitively decided upon. Otherwise, you know, we're all confused. It is true that at the last Council of Chairs we discussed a number of issues. One was the usual issue of rumors. Everyone had heard a rumor about something or other, including the deficit in the National Office. Which I explained did exist, a small one, and that was a problem, which was being reduced. And that any rumors they had heard about that were accurate. The size, the dimensions, were probably not anything that we discussed. There was a small deficit, which would be taken care of. And they'd heard rumors about "Living Room" having problems, the Bensky issue. This was all rumors. And then there was some discussion about the minority recruitment goals of the LABs, with some people saying we have a hard time recruiting, and other people saying they don't understand why they have a hard time recruiting. It usually comes up in terms of the Bay Area, your LAB Cheryl and Pete. And then, there's always somebody else on the call who says they don't understand why folks can't find anybody because every time they go to the Bay Area, they see people from all kinds of groups walking around in the streets. I simply reminded them that this goal was why we expected everybody to make a good faith effort, and that most of the LABs were doing fine.

	We don't understand what the problem is in the Bay Area. Which means, I will say this now, we do, I'd haven't said this to the council chairs, but we do have the power to reconstitute the LABs. We did it in LA. So you can tell your LAB, if they can't find anybody, maybe they need the national board, or the board governance committee to take you into receivership.
CHERYL F. BRADFORD	I think that there's a step before that. I mean frankly, I don't know the problem just because we live in the most diverse community in the country. But I think that there is something about technical assistance. Even in terms of technical assistance in that area, there is something about, maybe because that region is such a huge region and there are so many communities, it's an awesome task. And I think it's the work of getting started. I really like your Nike slogan, just do it. And that's what it takes, just us doing it.
DR. BERRY	Yeah, maybe. What's the other reason?
PETE BRAMSON	I am not here to go into the length of reasons but only to say that it will be completed, and we will find them. In fact, we will meet on Tuesday to complete more work, to seat the one individual and expect to seat a couple more very quickly.
DR. BERRY	That will be great. Because that will be good news.
PETE BRAMSON	So I am not prepared unless directed do so, to issue the threat that says the board will be reconstituted unless I am asked to do so directly by you.
DR. BERRY	Well, the expression I used was not a "threat" quote-unquote. When I wish to threaten someone, I know how to do that. All in my experience. And I do not threaten people lightly. All I said was, that I was reminded that the board does have the authority to reconstitute LABs because we did it with the LA folk. I just remembered by looking at Ralph and Dorothy that we had done this. And I'd forgotten all about the power to do that. So that one of the answers may be that if the LAB finds it impossible to do so, maybe the board governance committee could help them by taking over the LAB in receivership, working with the people on the LAB as we did in LA to help them find some people. That was all I said. This was intended to be helpful.
PETE BRAMSON	Thank you.
DR. BERRY	And so we look forward to the addition of new members to the LAB in Berkeley. Yes.
DOROTHY NASATIR	I don't know where this is appropriate, but I did want to report from our LAB. We now have fifteen members, and six are people of color.
DOROTHY NASATIR	Can I just add this? We have another person of color, but this person is a staff member and there's still confusion about the staff person being counted, a paid staff person being counted as a board member.
DR. BERRY	Why do we have confusion when the documents are well...
DOROTHY NASATIR	Our board does not honor that document. That's the old board. We have new members. Things will change.
DR. BERRY	Well, the new board has to acknowledge that the board did pass that document. They are guided by that document. That is what we expect.
ROBERTA BROOKS	I just want to say one thing about KPFA. I think what happened and what got KPFA off track was an effort to respond to the strong push by the public to have elected boards. And there was an initial recruitment process that was done, soliciting people who were interested. And that resulted in a predominantly white board. We never had this problem at KPFA before. When I was active on the KPFA advisory board, I personally recruited many people of color. We never had an imbalance before, and I think the imbalance was created by what was at the time a good faith attempt to correct another problem. And the result had been another problem. And so I have talked with the chair, and there's wonderful ways to recruit people and it involves a lot of work and it involves people getting together and brainstorming, and making calls. It should not be a problem. And I'll be happy to help.
DR. BERRY	We appreciate that. On all the other points, though, at the Council of Chairs meeting that had anything to do with everybody's interest as opposed to the interest of some particular station. There was concern about the archives and whether the archives were disintegrating and whether there is somebody who could be in charge. But since then an Archivist has been hired as we heard yesterday, so that matter should

	be taken care of. So that's what happened at the Council of Chairs, and I want to thank you very much for being here and thank you for your work. Oh, you've got another live inquiry.
FRANK MILLSPAUGH	No, it's not a live inquiry. I wanted to ask if it would be appropriate for the board to express our appreciation for the reception last night, the little bag of goodies and generally the gracious reception, which we always have here at the hands of KPFT.
DR. BERRY	Right. I think that was wonderful. I had a great time. People here are so gracious. We expect that though.
FRANK MILLSPAUGH	It always comes as a shock to me.
DR. BERRY	We had a great time and we look forward to helping, I don't know, to helping you figures out a way to get a new building.
DR. BERRY	We were not able to find a transcriber to transcribe the board meeting today, so we are taping it and will have it transcribed afterwards, and hope that they will not be gaps in the transcription. So please proceed. Cheryl.
CHERYL G. SHAW	The packet of information compiled by the general managers was a six, over six month effort, and I think the general managers actually have been working on a fiftieth anniversary for over a year and a half. I actually came in at the tail end of the discussions, but I think within the packet we have developed projects within each community that are very realistic in terms of what we're capable of doing in celebration of fifty years of Pacifica. It is not a capital campaign, however. It is a celebration and a thrust for the next fifty years of what Pacifica is all about. The detail of the specific projects is outlined in that packet. I'd be happy to share that with any members who did not receive it. However, it does by project indicate the revenue and expense projections for each project. What we are looking at raising is almost half a million dollars, in excess of operations revenue. That is a net figure. In addition, Micheal Palmer has asked that each of the committee members be assigned a particular station to work with and monitor through this entire process such that they can help on the local level with any activities that have been proposed. The National Office with the Controller will be monitoring on a quarterly basis the progress in terms of the financial impact of the organization. The budgets that were submitted by the station were submitted to the Finance Committee for consideration because what we are asking is that the projects be funded through operational support. However, in speaking with the Controller, it will have no direct financial impact on operations. It is a cash flow issue more than anything else is, and that's why there is the need for the close monitoring along the way. Just to preface what happened before this meeting, the Controller and the chair of the committee and myself did have extensive conversations in reviewing the first and second drafts of the budgets to come up with the final recommendations to the board. And basically, that's the report of the committee.
DR. BERRY	Are there any further questions? Because any of us who were in the meeting will be able to discuss this report. Are there any further questions about this committee's report? I only have a question. And that is some boards, one of the candidates for the Executive Director job mentioned this, require people on boards to make contributions to the organization. I was wondering if that is standard practice, and does this board think that we ought to have the requirement.
FEMALE SPEAKER	We do.
DR. BERRY	For board minutes to make contributions. And is there a requirement, and if there is, please apprise me of what this requirement is.
JUNE MAKELA	There is. Everyone has agreed to be required to make a financial contribution to Pacifica.
DR. BERRY	So everybody has agreed to this. So we assume that everyone is doing it.
JUNE MAKELA	Yeah, we don't actually check with each new member as they come on, but many years ago we made this decision as a board, it's in some minutes somewhere, that to enhance fundraising for the organization, to make it easier on the staff, we needed the staff to be able to say that they have a hundred percent support from the board, that everyone is making a financial contribution to the level they are able.

DR. BERRY	Cheryl ?
CHERYL F. BRADFORD	I was not asked, in sitting on this board, if I could or would make financial contributions. I just want to correct that. I think that's a pretty specific request and it should be clear in advance, and maybe there'd be people like me that fundraise for an amount of money, but that would have to be in place and clear before someone invited me to sit on a board.
JUNE MAKELA	Yes, that's the problem of communication that's typical of this organization that the board makes decisions and they don't get conveyed to anybody. So it's not anybody's fault. I mean, it has fallen through the cracks, clearly.
CHERYL F. BRADFORD	I'm not looking to assign blame. I don't need to be embarrassed about it either.
JUNE MAKELA	No, that's right, but it fell through the cracks, and it should be, and it used to happen on the national development committee . . .
CHERYL F. BRADFORD	I would like to caution one thing about that though, is that there should be, you know, if you're going to make a stipulation like that. You know, I'm not indigent, I'm just broke.
ROBERTA BROOKS	There is no set amount.
DR. BERRY	You mean a person could give a penny if they wanted to and this would be sufficient?
JUNE MAKELA	Yes. That's right. Five dollars.
DR. BERRY	So the current requirement can be met, if I understand it correctly, the requirement that I didn't know existed, the current requirement that exists could be satisfied if one were to pay a penny. Is that correct?
JUNE MAKELA	Yes.
DR. BERRY	So that if someone contributed a penny a year to Pacifica, they would be in compliance. And then you can tell foundations and everyone that we have full compliance by the board with making contributions to the organization. Is that correct? As the current requirement stands.
JUNE MAKELA	Yes.
FRANK MILLSPAUGH	I simply wanted to say that as far as that's vitiated by further requirements and especially capital campaigns going on, that we contribute to our station of origin, as it were. However, in the past when there was a take back effort. . . No. I take that back. There was a fundraising effort. Each of us took responsibility to raise a certain amount of money. And I believe some did.
ROBERTA BROOKS	When we started the National Programming Fund, Dick Bunce was the National Development Director, and at that time, there were positive plans to go to a number of foundations for national programs, which we did do. And it was very important for the National Development Director, as you well know, to be able to say that I have the full backing and full support of our board, and that our board also contributes financially. So I took it upon myself as the Development Committee Chair to dun everybody. We made a decision that this would be a commitment on the part of every board member. This is in addition to, for those who are on LABs, to being a member of their station. They have to be a subscriber, because they get their minimal amount. Then in addition to that every board member would make a contribution to the Pacifica Foundation. And I would call people diligently and send out my little letters diligently, and people eventually coughed up whatever he or she was able to afford. There was no minimum amount at that time. So there is nobody on this board that should have any problem with being able to fulfill that commitment. I haven't been doing the follow up because there's no Development Committee, and it fell through the cracks, but it is a commitment on the part of the board, and I think it should be reinstated.
JUNE MAKELA	Can I make a recommendation, a simple recommendation? This should become the task of the Secretary. And it could be written in as a task of the Secretary of the board, once a year, send out a letter, and it could be signed by the chair, saying, you know, "Tis the time of year when we all will . . ." you know.
DR. BERRY	Suppose the board, the Chair of the board, sends a letter. And I did send a letter because they gave me one, but I didn't know it was a requirement. I sent a letter once last year sometime saying, "It's Christmas even or holly night," some dog-gone thing. And you might

	think about a donation to Pacifica while you're thinking about all your little goodies.
JUNE MAKELA	Right. It's more of a like Secretary remembers, the Chair sends out a letter.
KEN FORD	I got your letter but I sent it to a local station.
FRANK	Yeah, I thought it said, you know, for your local station.
MILLSPAUGH	
DR. BERRY	I did not know that there was this requirement. So now the fact that this requirement already exists and that it can be satisfied by paying, does it still unnerve people?
MALE SPEAKER	No.
DR. BERRY	Yes. Ralph.
RALPH	Oh yeah. [laughs] This time I know who I am. It's standard practice among most boards, especially those boards representing you know huge organizations, that are well-heeled by well-meaning people, to require three or four thousand dollar membership and all that shit. But in the case of Pacifica, I think it would be sufficient to say, a penny yes, that's a bit pedantic, like Frank says, say sixteen cents, but that you give to the best of your ability, you know. I have a recommendation, however, that you might consider, and some of you during the night have discussed along with some of our listeners in LA. I used to be on the board of trustees at the Barnstone Junior Arts Center in New Rochester in Los Angeles. And they had an organization called The Friends of the Junior Arts Center. And the Friends of the Junior Arts Center were some very, very, very, very, very rich folks who had all kinds of special talents and influences. And in order for these people to be on that board, Friends of the Junior Arts Center, they had to give \$10,000 or something like that. It was a very prestigious thing; it's a very prestigious thing to belong. Now we might consider that kind of Friends of Pacifica organization, you know.
DR. BERRY	And have the Friends of Pacifica give.
RALPH	Yes.
MCKNIGHT	
DR. BERRY	Well, that's an idea that can be considered if it has not been considered. I think people should give according to what they can, even though it might . . . and all things are relative, so just put it in perspective. Another board that I'm on, everybody on the board's rich except me, and so they, you know, when it comes time to give money to the place...I mean when I say rich, I mean really rich, like rich rich. And so they will say to you, they will sit there at the table and say, well, you know I will give fifty thousand, and why don't you raise me and give a hundred thousand, you know, and they're just sitting there giving away this money, and it's more money than I would make in a year or two. And I give my little mite, and I don't feel embarrassed. Because when they send the list out, they get all these big numbers up here, way down at the bottom, [laughter] Mary made her mite. Because I contribute in other ways, by giving them legal advice, by counseling the president, I give them all sorts of things that they don't know how to do, so I figure I'm telling them what I can do, but I like giving, because they can say, everybody gives, and that's important.
ROBERTA BROOKS	And it was to go to the National Program Fund. Isn't that right?
JUNE MAKELA	Yes.
DR. BERRY	Okay. Could I get a motion to accept the board's 50th Anniversary Committee report?
ROBERTA BROOKS	So moved.
KEN FORD	Second.
DR. BERRY	Any further discussion? All in favor indicate by saying Aye.
GROUP	Aye.
DR. BERRY	Opposed? So ordered. Are there any other matters that you wish to discuss before...yes, Loretta.
LORETTA ROSS	Yes Madame Chair. I offer the group and the board an apology. I arrived at 2:00 this morning and somehow slept through the alarm, so I'm deeply chagrined that I'm late but I was too ashamed not to come after I woke up.

DR. BERRY	Somebody should have called you.
LORETTA ROSS	Well, they tried to. I did have a wakeup call, so I actually slept through that. But I understand that my committee intended to give a report and probably did a very good job because they're a very hardworking committee so I want to commend them although I offer my apologies for not being here.
DR. BERRY	Okay. All right. We appreciate that very much. We're just glad you made it. And we hope you got some rest because you must have needed it.
LORETTA ROSS	I actually did. I've been up several nights in a row, and then last night's life was hell.
DR. BERRY	Okay. We can now, yes--is there something else?
ROBERTA BROOKS	Yes.
DR. BERRY	New issues?
ROBERTA BROOKS	Yes.
DR. BERRY	Two new issues, we have a few minutes before we adjourn.
ROBERTA BROOKS	One is that, you know, we all, I think we should make a statement of our decision to Pat Scott who's leaving the organization. By the way I did order some flowers, and some of you said that you would contribute to that so anybody that wants to contribute, let me know. They're sixty dollars. .
DR. BERRY	So you can contribute to the extent of your ability.
ROBERTA BROOKS	I don't want coins in my coin purse. They weigh too much. So I think we ought to make some order of, you know, formal order, in that regard, so.
DR. BERRY	I think what we should say is that the board at its meeting of October 4, 1998 expressed its deep appreciation for the long years of service of Patricia Scott to Pacifica, the entire organization, including her service as station manager, Executive Director for the national organization. We made great strides for the organization during her tenure, and we very much appreciate her work, and she will be very much missed. And we express every wish for her continued success and her speedy recovery from her illness. Anybody disagree? We should formalize that as a motion.
FRANK MILLSIPAUGH	So moved.
MALE SPEAKER	Second.
DR. BERRY	All in favor.
GROUP	Aye.
DR. BERRY	And there was a great resounding . . .
GROUP	Here. Here. Here. [applause]
ROBERTA BROOKS	The second item has to do with members of this board and their attendance. I am extremely upset about their attendance at this meeting. I want to go on the record to say that I have also been only notified by one station as to an alternate, and that was WPFW, who notified us that Wendell Johns would be replacing Rob Robinson who had a death in the family. I heard nothing from KPFT directly...I mean I heard it around the bush but we didn't get a formal statement, and I didn't hear from the chair about Bill Lucy. I do think it's extremely incumbent on people that if you're not going to attend the committee meetings the day before the meeting, they shouldn't come to the board meeting. The work happens in the committees. It's very expensive for this organization. There are people here, and if they're only going to come for the morning, I don't think it's worth coming, and I think the people have to communicate to me as the Secretary ahead of time so we can discuss that.
DR. BERRY	Now David is not here because he e-mailed me that his mother, his family, is having some kind of reunion celebration for this mother, and that it was going on last night, yesterday and that he would try to get here this morning. He didn't know with his family all being in town and all the responsibilities of that, if time would permit him to do so even though we need him right here in Houston. I urged him to try to get here for part of yesterday's meeting because we were interviewing people. He said he just couldn't because he had to go to some meeting to arrange something so that happened to be a longstanding item that he said that his family put together without

	him knowing when the meeting was going to be and that he was really sorry. I just thought I would explain that on the record.
LORETTA ROSS	Yes. I actually passed on that I wouldn't be able to be here yesterday too, but I just wanted to make the smaller session. A lot of committee work takes place between meetings too, not just the day before a board meeting.
ROBERTA BROOKS	Except yesterday we were selecting a new Executive Director.
LORETTA ROSS	I understand that. I understand that.
DR. BERRY	And the only reason why you're here at this Loretta, is because you're not here.
LORETTA ROSS	Yes.
DR. BERRY	If you were not here, the ones who are here, aren't here now. So you suffered in hell.
LORETTA ROSS	Well that's usually the case with serving on this board [laughing].
DR. BERRY	But I think, so that I can give some support to Roberta Brooks and her chagrin, it is indeed true that we would hold people to try to come to the meeting. It's very difficult, I'm sure you all have schedules, things to do, I certainly do. And so, for us to carve out time to come here, it is hard. To come wherever we have to go. But it's difficult, and it's stressful. Because it takes days to recover from this experience. But the work itself is arduous and there's a lot of tension. And the rest of it. So let us hope that people will try to come to these meetings. Because I am asking people, when we set the meetings whether they can come. So if I continue to do that, I hope everybody will show up. Why don't we have a break before we do the public comment. Because we have about ten minutes. Do we have a public comment?
FRANK MILLSPAUGH	We ran into this once before where we held public comment a little early. Because some people show up at exactly the time they're supposed to make the public comment, and they get really miffed if we've already adjourned or held it.
KEN FORD	Frank, this is not New York.
DR. BERRY	Yes. What I will do is, yes Pete.
PETE BRAMSON	I just want to recognize the board. I think we did a lot of very hard work yesterday. There were some very difficult conversations that needed to have happen. And I'm as always, proud to be a member of this board.
DR. BERRY	Fantastic. Here, here for all of us. Let's take a break until 11:00, which is only ten minutes. Did you tell me how much time?
KEN FORD	It's ten minutes.
DR. BERRY	Ten minutes. And we will see if anyone is here for public comment.
FEMALE SPEAKER	I just want to mention that everybody should make their arrangement to the airport at the front desk. [10 MINUTE BREAK]
DR. BERRY	I'm speaking please...come to order. But I did want to point out that David did send Susan Doe yesterday to sit in on some of the interviews in his place. So he did do that. And I had mentioned that earlier when I was speaking. And David as you all know is a responsible board member. But we all, we have one mother. We've got that. So I can understand his particular situation. Now, we are ready for the public comment part of the meeting.
VANESSA RANSOM	No one has shown up.
BOB	My name is Bob and you are doing a great job.
FEMALE SPEAKER	Thanks Bob.
DR. BERRY	Does anyone else think we're doing a great job?
FEMALE SPEAKER	Garland's got his hand up.
GARLAND GANTER	I just wanted to let people know that everyone here are nice, good folks from the KPFT advisory board and staff who just want to kind of lend their moral support. These are not like secret members of the public that are going to accost you. You met Susan Gallek yesterday. And Shirley Adams, our local advisory board chair. And Edmundo Resendez our program director, Jeanie Hardroff our membership director, Bob Cham director of engineering and Henry Horn former advisory board chair and current advisory board member. Thank you

	all.
	[applause]
GARLAND	We've been running announcements all weekend that you are going to be
GANTER	here.
DR. BERRY	Well, then that would conclude our meeting because we have been here
	at the stated time and open for the public comment thereof. There is
	no list. So could I get a motion that we adjourn?
MALE SPEAKER	So moved.
DR. BERRY	Second?
WILLIAM JAMES	Second.
DR. BERRY	The motion is carried. We are adjourned. Thank you.