

MINUTES

PACIFICA FOUNDATION NATIONAL BOARD MEETING

February 28, 1999 9:30AM PT Berkeley, CA

Attending: Mary Frances Berry-Chair, Roberta Brooks-Secretary, June Makela-Treasurer, Pete Bramson, Andrea Cisco, Robert Farrell, Ken Ford, Rabbi Aaron Kriegel, William Lucy, Frank Millspaugh, Micheal Palmer, Rob Robinson, and Jewell Taylor-Gibbs

Absent: David Acosta-Vice Chair **Staff:** Lynn Chadwick-Executive Director

Approved for distribution by: Dr. Mary Frances Berry – June 18, 1999 and Lynn Chadwick – June 17, 1999

Subject

MEMBER SEATING AND APPROVAL OF THE MINUTES FROM THE OCTOBER 4, 1998 NATIONAL BOARD MEETING

Motion

To seat members and approve the minutes from the last meeting.

Moved - Mary Frances Berry Second -Frank Millspaugh and Micheal Palmer

M/S/P Unanimous

Subject

NEXT MEETING

Discussion

The next Pacifica National meeting will take place June 27, 1999 in Washington, D.C. Tentative dates for the Fall 1999 are October 2 & 3, 1999 in Los Angeles, CA. Board members will check their schedules for both meeting dates and notify Vanessa Ransom of their availability.

Motion

To accept the dates for the next meeting.

Moved - Mary Frances Berry Second - voice

M/S/P Unanimous

Subject

NEW MEMBER SEATING

Discussion

To seat new members, Robert Farrell and Rabbi Aaron Kriegel from Los Angeles and

Dr. Jewelle Taylor-Gibbs from Berkeley.

Motion

To seat the new members.

Moved - Micheal Palmer Second – June Makela

M/S/P Unanimous

Subject

EXECUTIVE COMMITTEE REPORT – Dr. Mary Frances Berry

Discussion

Board officer and Executive Committee elections will take place at the June 1999 meeting. All board members who wish to be considered or would like to make nominations for the election to the offices of treasurer, secretary or to the Executive Committee please inform David Acosta- Chair of the Board Governance and Structure Committee with in the next 60 days.

On-going personnel and by-laws discussions are on going with the Executive Director.

Subject

BOARD GOVERNANCE AND STRUCTURE COMMITTEE – Dr. Mary Frances Berry

Discussion

The proposed by-law changes to; *ARTICLE THREE: BOARD OF DIRECTORS OF THE FOUNDATION, SECTION 2 NOMINATION OF DIRECTORS: Candidates for Directors may be nominated by the Foundation's Board*

Governance and Structure Committee, comes as a result of a letter that Pacifica received from the Corporation of Public Broadcasting first discussed by this board at the October 1998 meeting. The Pacifica Board at that time agreed to find a way to come into compliance with the guidelines of the CPB. After several months and many passionate discussions between members of this committee, the entire board, Local Advisory Boards members and Pacifica communities at large, this committee believes that the proposed by-law change including policy language developed from many sources of input, will protect the interest of the local stations as well as the entire network. The Language is as follows:

The Committee is committed to maintaining a National Governing Board composed of a majority of persons of color, keeping in mind that this is a goal and not a quota.

The Committee recognizes that Local Advisory Boards will still have input to the Governing Board through the Council of Chairs, and the right to nominate, collectively or individually, directors to the Governing Board through the Board Governance and Structure Committee. The only limitation is that the nominee may not be a LAB member and a Governing Board member concurrently.

The Committee will insure representation from the signal area of each Pacifica station.

The Executive Committee must have representation from each signal area.

Motion

To approve the by-law change with the understanding that the board will also approve the policies which are being put before you the way in which these by-law changes will be implemented.

Discussion

Consistent with *ARTICLE NINE: AMENDMENT OF BY-LAWS*, two written ballots in favor of the proposed by-law change were received from Loretta Ross and David Acosta.

Moved - Mary Frances Berry Second – William Lucy

M/S/P Unanimous

Action

To be consistent with this by-law change, the Chair will ask those board members who are concurrent members on Local Advisory Boards whether they wish to resign from their Local Advisory Boards or not.

Board members on both the Pacifica National Governing Board and a Local Advisory Board: Micheal Palmer, Jewelle Taylor-Gibbs, Robert Farrell, Aaron Kriegel, Ken Ford, Rob Robinson, Frank Millspaugh, and Andrea Cisco, may all resign from their Local Advisory Boards.

These members will serve out their current terms on Pacifica National Governing Board.

Discussion

John Crigler, legal counsel for the foundation, determines Pacifica has complied with CPB guidelines by the action taken by this board today.

Motion

To approve these policies as a motion and a report coming from the Board Governance and Structure Committee.

Moved - Mary Frances Berry Second – Frank Millspaugh

M/S/P Unanimous

Subject

COUNCIL OF CHAIRS REPORT – Sherry Gendelman

Discussion

The LAB Chair expressed community concern about the Foundation's direction, programming and staff changes at KPFA. She urges the board to support station growth by opening dialogue with managers and the communities at large throughout the network. The LAB Chair also recognizes the strong efforts of the board and their contributions to the network and she will submit a report to the board regarding the progress of the KPFA community needs assessment project next week.

Subject

FINANCE COMMITTEE REPORT – June Makela, Treasurer

Discussion

The Finance Committee reviewed 2 sets of budgets during its meeting yesterday. The following recommendations and report are based on the budget containing CPB grant funds. This committee is recommending a payment from the KPFA Program Endowment of \$45K to be released in a series of payments

starting immediately, to go for expansion and improvement of mid-day programming at the station. The WBAI budget deficit has been reduced from \$134K to \$78K due to some cuts in the budget but more importantly because of increased income above projections. WBAI budget has been conditionally approved. WBAI will hold a special one-day fund drive to increase revenue and further reduce the deficit. This committee is anticipating a final balanced budget from WBAI for this fiscal year at the end of April to be approved by conference call or at the June meeting.

After some discussion with a consultant, this committee is guardedly optimistic that, in spite of decreased SCA income, the Foundation will be able to find and maintain leases for the next few years.

This committee will support KPFK's transmitter proposal to the Technical Committee. We are hopeful that KPFK will receive an NTIA grant to cover half of the cost of this project and is recommending the Foundation commit the necessary resources up to \$275K in order to see this project through before next winter.

We met with our independent auditors this morning to discuss a draft of their financial report. Their recommendations include more in-depth in-kind contribution tracking, a possible audit of the foundation's pension plan, and the effectiveness of implementing the Solomon accounting system.

The Finance Committee recognizes that all units are very stable financially. This is due in great part to the efforts of the local managers, staff, volunteers and programmers, who have worked incredibly hard to build audience, improve programming and fund-raise both on and off the air.

Motion

To approve the Finance Committee report.

Moved - Mary Frances Berry Second – Aaron Kriegel

M/S/P Unanimous

Subject

50TH ANNIVERSARY COMMITTEE REPORT - Micheal Palmer, Chair

Discussion

Cheryl Garner-Shaw presented a summary of the individual unit campaign efforts at yesterday's meeting. Pacifica will have a key role at the NFCB conference on March 18th. There will be more activity to report on at the June

meeting.

Motion

To approve the 50th Anniversary Committee report.

Moved - Frank Millspaugh Second – Pete Bramson

M/S/P Unanimous

Subject

PROGRAM STANDARDS AND PRACTICES COMMITTEE - Frank Millspaugh,
Chair

Discussion

This committee reviewed some material previously asked of station managers regarding the structure and number of volunteer producers. We draw no inferences from the figures. It is simply to get a picture of what is the actual status at each station. In addition, all stations report having a producer-training program in place, and each provided an organizational chart. These organizational charts have been forwarded to the appropriate committees for their overall efforts to chart the organization. We will be returning to the managers for additional information on training as it varies so much from station to station.

We also discussed our committee charge that we hope will be more fully developed by the next meeting and summated to the Executive Committee for approval. The June board meeting will concentrate on a discussion of program policy issues and hope to have someone there to give us insight on reading audience numbers. We will also discuss putting together a Programming Policies & Standards booklet, which will contain relevant FCC and CPB regulations, policies, which Pacifica has promulgated in the past. We are asking the Administrative Council to prepare a statement of any issues regarding such policies which they feel should be revisited and studied, if necessary, updated, in time for the next board booklet distribution. We also repeat our request to the unit managers that they include the current programming grid with whatever annotations they think are necessary.

Motion

To approve the Program Standards & Practices Committee report.

Moved - William Lucy Second – June Makela

M/S/P Unanimous

Subject

TECHNICAL COMMITTEE - Ken Ford, Chair

Discussion

We discussed five issues yesterday, the first of which is the tower situation at KPFK. We reviewed the proposal for \$550K and recommend it to be funded. There is potential grant support for half of that amount. We have asked the station manager to submit a milestone schedule showing the actual start of construction phase of the project as well as the resource allocation as to how the funds will be distributed. Copies of this will be made available to the Finance Committee to make sure the project stays on schedule and on budget. I also intend to personally monitor the project. We discussed Pacifica's internet needs. Soon, we will be unable to use our current provider. Pete Bramson will look for alternative providers that will meet the Foundation's needs. We are looking into the methods of streaming all Pacifica stations on the internet to increase global access. This is a longer-term project we would like to explore.

We discussed the funds CPB will be distributing for digital conversion, what the process involves and how Pacifica can move forward with the technology of digital radio. WPFW's Operations Director has offered to give the committee a presentation on the future of digital radio and where the Pacifica network needs to be heading with this new technology at the June meeting. This committee has also been offered a tour of Radio Free Asia during the June meeting. Any board members who are interested in taking the tour or sitting in on the presentation are more than welcome to join us.

Along with taking the lead with some other technical issues at KPFK, Aaron Kriegel will be taking a closer look at how we may better utilize our satellite technology. It is my hope he will be able to do so as chair of that future committee. Lastly, I am interested in assisting the national staff in creating an automation system in order to provide management reports to the committee to track the different issues that take place before the board meeting. I am going to look at finding an inexpensive way to have these reports available to station managers to utilize these reports to track different activities.

Motion

To approve the Program Standards & Practices Committee report.

Moved – Rob Robinson Second – June Makela

M/S/P Unanimous

Subject

OTHER ISSUES

Discussion

New board member committee appointments: Aaron Kriegel will sit on the Technical and Program Standards & Practices Committees; Jewelle Taylor-Gibbs will sit on the 50th Anniversary and Board Governance & Structure Committees; Robert Farrell will sit on the Board Governance & Structure and Finance Committee and interim Executive Committee member for representation from that signal area.

PUBLIC COMMENT

Motion

To adjourn the meeting.

Moved – June Makela Second – Ken Ford

M/S/P Unanimous

Meeting adjourned at 12:18PM PT