

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
OPEN SESSION
Thursday, March 13, 2014 – 8:30PM EST
(Continued from March 6, 2014)

AGENDA

I. Call to Order by Board Chair Margy Wilkinson

A. Roll Call / Establish Quorum by Board Secretary Cerene Roberts. Establish Time Keeper

KPFA: Brian Edwards Tiekert, Jose Luis Fuentes-Roman, Janet Kobren, Margy Wilkinson

KPFK: Rodrigo Argueta, Lydia Brazon, Kim Kaufman, Lawrence Reyes

KPFT: Adriana Casenave, Hank Lamb, George Reiter, Richard Uzzell

WBAI: Carolyn Birden, Janet Coleman, Cerene Roberts, Manijeh Saba

WPFW: Jim Brown, Benito Diaz, Luzette King, Tony Norman

Affiliates: Heather Gray, Janis Lane-Ewart

Staff & Counsel: Summer Reese, National Office

B. Agenda Approval and Next Meeting Date (Completed 3/6/14)

C. Motion re. HR Attorney

Director Kim Kaufman moves that:

An HR employment attorney must be available to provide legal counsel to the board during any employment or personnel discussions.

D. Motion re. Recording of PNB Executive Sessions (Brazon)

E. Motion re. Hiring of General Managers

Director Hank Lamb moves:

Move that the Executive Director present to the Pacifica Radio National Board the proposed GM candidate to be hired AT ANY STATION from the pool of candidates submitted by the Local Station Board no later than 30 days from LSB submission of candidates pool. In the case of KPFA, this shall be done no later than 15 days from now.

II. PNB Committee Elections, Taskforce Selections, and Identification of Convenors

III. New Business

A. Motion for an audit of the 2014 PNB permanent chair position election

Directors Janet Kobren and Richard Uzzell move that:

Whereas the election process for the 2014 PNB pro-tem chair position on Friday, February 7, 2014 and the permanent 2014 PNB chair position on Saturday, February 8, 2014 were both contested;

Whereas the ballot was not appropriate for an IRV election, which the bylaws required;

Whereas the the determination of the winner was based on the marking on the ballot of their fifth ranking, an irregular ranking considering there were only two candidates, and the intention of that director's fifth ranking could not be determined for certain;

Whereas at least one director announced that she voted for the same candidate for all five rankings and there were no third rankings announced or counted by the vote tabulators;

And whereas several other directors have said they had entered third ranked votes and these too were not announced or counted and should have been counted before the determining fifth ranking vote was counted:

Be it resolved that:

There be an immediate audit of the 2014 PNB permanent chair position election process;

That the audit include that the chain of custody of the envelope that contained the directors' ballots for the permanent 2014 PNB chair last sealed with grey masking tape and held by pro-tem election chair C. Roberts be documented;

That the audit include the names or initials of the directors that signed the sealed envelope;

That if the sealed ballot envelope is still in the custody of the 2014 PNB pro-tem election chair, C. Roberts, that as soon as it is possible, said envelope be delivered to the Pacifica Foundation Radio national office;

That the audit include an inspection of the contents of the sealed envelope by directors and also observers from both factions coordinated by one of the national office staff;

That the audit include a retabulation of the IRV/STV vote counts based on Article Nine, Officers of the Foundation, Section 2: Election of Officers; Term of the Foundation bylaws;

That the results of the IRV/STV counts tabulation for each round of voting be documented as is done by the national election supervisor for local station board elections;

That the audit results, including the tabulation of each round of voting be reported out to the public;

And that if any irregularity is identified by the audit a revote take place and be chaired by the then 2014 pro-tem election chair C. Roberts.

B. Motion re. Official Statements regarding PNB Action

Directors Adriana Casenave moves:

That the Executive Director confer with the PNB Chair prior to publishing any official statement(s) to the public related to PNB action. Any disagreement(s) shall be resolved by the PNB before any official statement(s) is published to the public.

C. Motion re. Payment for Secretarial Services

Director Richard Uzzell moves that:

Whereas, the Pacifica Foundation Radio corporation is suffering from great financial problems, and

Whereas, that corporation is very near bankruptcy, and

Whereas, that corporation is behind on payments to various vendors, and

Whereas, that corporation is behind on various rents and leases, and

Whereas, that corporation was represented in 2013 by a Board Secretary who took, prepared and posted all Meeting Minutes for the entire year at no cost to that corporation;

Be it resolved that, no fee of any kind shall be paid to anyone, for those or any like secretarial services.

D. Motion re. Expeditious Handling of Personnel Requests

Director Jose Luis Fuentes moves:

That the PNB will agree to handle personnel requests from the ED as expeditiously as possible including scheduling special meetings if necessary.

E. Motion re. Strategic Planning

Director George Reiter moves that:

The PNB will conduct a strategic planning session as a quasi committee of the whole. All members who have provided a written statement of their vision for Pacifica will have 5 minutes to present their ideas at the beginning of the meeting, after which the floor will be open to all members. (1.5 hrs.)

F. Motion to Take Previous Motion Off the Table (Roberts)

MOTION ON TRANSPARENCY OF LMA/PSOA DECISION-MAKING

Whereas the Pacifica National Board's pending decision on whether to grant an Local Marketing Agreement (LMA)/Public Service Operating Agreement (PSOA) to an outside entity to operate WBAI, and if so, to which entity, is crucial to the future of

serving the listener community, and

Whereas openness of board decision-making is a key requirement of Pacifica's bylaws,

Resolved, that the Pacifica National Board (PNB) directs the Executive Director to:

1) contact as soon as possible all the applicants currently under PNB consideration for a LMA/PSOA at WBAI to request their written authorization for Pacifica to publicly release:

- a) publicly release the name of their organization; and
- b) publicly release a summary of the key provisions of their application, excluding details of the financial offer, if any; and

2) upon receiving any such authorizations, publicly release, as soon as possible, all information authorized by the applicants to be released.

Further resolved that all further PNB discussion and decisions about the WBAI PSOA/LMA, except for details of any financial arrangements, shall be done in open session.

G. Motion re Swapping WBAI's Signal

Director Hank Lamb moves:

That we develop, in no more than three weeks, an RFP for gathering proposals for a WBAI "dial swap", in the same way we have issued an RFP for LMAs and have offers in hand.

V. Adjourn