

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
MINUTES - Open Session
Thursday, November 13, 2014 – 8:30PM EST

I. A. Call to Order

Chair Margy Wilkinson called the meeting to order at 8:43pm and asked PNB Vice-chair Tony Norman to preside.

Roll was called and quorum established by Secretary Cerene Roberts.

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

WBAI: Carolyn Birden (late), Janet Coleman, Cerene Roberts

WPFW: Jim Brown (late), Benito Diaz, Tony Norman

Affiliates: Heather Gray

Staff: Raul Salvador, CFO

Absent: Manijeh Saba (WBAI); Luzette King (WPFW)

Excused absences: Richard Uzzell (KPFT); Janis Lane-Ewart (Affil.)

Wilkinson volunteers to be Time Keeper until Edwards-Tiekert is available.

B. Agenda Approval

Motion, by Roberts, to approve the agenda.

Amendments:

Motion, by Roberts, to have Hiring Freeze amendment motion after agenda approval and before the ED Search Report and that the Budget Monitoring motion follow the Hiring Freeze motion.

Substitute motion, by Wilkinson, to place the Hiring Freeze motion after the ED Search Report.

Motion, by Brazon, to have Governance Committee 2013 motion after the E.D. Search item, then the Hiring Freeze motion, and the Budget Monitoring motion.
(Motions not properly on the floor.)

Wilkinson motion, to place the Hiring Freeze motion after the ED Search Report, was approved without objection.

Motion to have Budget Monitoring motion follow Hiring Freeze motion *passed* without objection.

Motion, by Kobren, that the Governance Committee motion (under X. Committee Reports carried forward from 2013, C. (4) Governance Committee), be placed right after E.D. Hire and before Hiring Freeze, for 15 min, *passed* 10 Yes, 1 No, 5 Abstentions, 1

Present-not-voting:

Y – Fuentes-Roman, Kobren, Wilkinson; Argueta, Brazon, Reyes; Casenave, Reiter; Brown, Diaz

No – Roberts

Abs. – Edwards-Tiekert; Kaufman; Lamb; Coleman; Gray

PNV – Norman

Motion, by Reyes, to place, after the Governance Committee motion, the motion from the Audit Committee recommending, “that the PNB retain our present audit firm to conduct the Pacifica 2014 audit.” *Passed* without objection.

Motion, by Edwards-Tiekert, to add "Budget motions from the Finance Committee" immediately after Item II (E.D. Search item) on the agenda.

Motion, by Lamb, to extend by 10 minutes *failed* 2/3 requirement, 7 Yes, 7 No, 2 Abstentions:

Y – Kobren; Brazon, Reyes; Lamb, Reiter; Brown, Diaz

N – Edwards-Tiekert, Fuentes-Roman, Wilkinson; Argueta; Casenave; Roberts; Gray

Abs. – Kaufman, Coleman

Adding budget motions *passed* 11 Yes, 1 No, 3 Abstentions:

Y – Edwards-Tiekert, Fuentes-Roman, Wilkinson; Argueta, Brazon, Reyes; Reiter; Roberts; Brown, Diaz; Gray

N – Lamb

Abs. – Kobren; Kaufman; Coleman

Agenda, as amended, *passed* 12 Yes, 1 No, 3 Abstentions:

Y – Edwards-Tiekert, Fuentes-Roman, Wilkinson; Argueta, Brazon, Reyes; Casenave, Reiter; Roberts; Brown, Diaz; Gray

N – Lamb

Abs. – Kobren; Kaufman; Coleman

II. E.D. Hiring

Written Report from PNB Personnel Committee Chair Janis Lane-Ewart sent 11/13/14:

Dear Pacifica National Board,

At the most recently scheduled PNB meeting, an update on the hiring process for a permanent Executive Director was listed as an agenda item, however I was unable to provide an update due to time constraints.

Given this may occur, again, at tonight's meeting, please see below an overview of general information and action items approved by the PNB Personnel Committee during its last two meetings - October 29, 2014 and November 11, 2014 meeting:

- A. Twenty-five candidates have submitted materials to be considered for the position. The job announcement crafted and approved by the PNB Personnel Committee requested each candidate submit a cover letter, resume and 500 word essay on the importance of independent media. A different job announcement was posted by the National Office which did not specify the

inclusion of the essay.

- B. Of the 25 applications 6 applicants submitted full packets; 18 applicants did not provide an essay; 2 did not provide a cover letter; 1 provided only a cover letter; 2 provided only a resume; and, one applicant indicated no longer being available for the position
 - C. Each applicants' materials will be reviewed by the full PNB Committee, with respect to the ED job description, and ranked from high (5) to low (1), with greater weight assigned as per order of importance of job qualifications:
 - a. Nonprofit Management - weighted as 5 points
 - b. Fundraising- weighted as 5 point
 - c. Human Resources - weighted as 5 points
 - d. Finances - weighted as 5 points
 - e. Legal - weighted as 5 points
 - f. Communication - weighted as 5 points
 - g. Promotion - weighted as 3 points
 - h. Governance working with boards - weighted as 3 points
 - i. Programming - weighted as 1 point
 - j. General Administration - weighted as 1 point
4. Survey Monkey will be used as the tool for each committee member to provide their scoring for each applicant (committee agreed to review all applications, including those with all requested materials) and the weighting of each job qualification will be established within the design of the application review process; resulting in a tally process done automatically by Survey Monkey
 5. PNB Personnel Committee approved a motion to share all applicant materials with the full PNB Board, via Google Doc's share as view only/no downloads, following the completion of the review/scoring process of the PNB Personnel Committee (approved, following committee discussion, as a means of maintaining the confidentiality of each applicant and prevention of possible "lobbying" of any candidate by non-PNB Personnel Committee members
 6. The PNB expressed a commitment to complete the ED hiring process before seating of the 2015 PNB Board; to be accomplished by adding meetings necessary for completing Google Hangout interviews (potentially 5-7 candidates) and in-person interviews inclusive of the full PNB Board (potentially 3 candidates).
 7. The PNB Personnel Committee will be meeting Monday, November 17, 2014 in open session and Monday, December 1, 2014 in closed session

Minutes from the most recently held PNB Personnel Committee meeting will be shared

with the full board following the committee approval process.

Motion, by Lamb, to extend by 5 minutes, *passed* 10 Yes, 4 No, 2 Abstentions:

Y – Fuentes Roman, Kobren; Argueta, Brazon, Reyes; Casenave, Lamb; Roberts; Brown, Diaz

N – Edwards-Tiekert; Reiter; Coleman; Gray

Abs. –Wilkinson; Kaufman

Motion, by Fuentes Roman, that the Personnel Committee forthwith forward to the entire PNB any and all paperwork submitted by ED candidates.

Amendment, by Brazon, that the Personnel Committee forthwith provide access to the entire PNB to any and all paperwork submitted by ED candidates, *passed* with 11

Yes, 3 No, 3 Abstentions, 1 Present-not-voting:

Y – Fuentes-Roman, Kobren, Wilkinson; Argueta, Brazon, Reyes; Casenave, Reiter;

Roberts; Brown, Diaz

N – Kaufman; Lamb; Coleman

Abs. – Edwards-Tiekert; Birden; Gray

PNV – Norman

Amendment, as main motion, *passed* 12 Yes, 4 No, 1 Abstention, 1 Present-not-voting:

Y – Fuentes-Roman, Kobren, Wilkinson; Argueta, Brazon, Reyes; Casenave, Reiter; Roberts; Brown, Diaz; Gray

N – Kaufman; Lamb; Birden, Coleman

Abs. – Edwards-Tiekert

PNV – Norman

III. Budgets (all except WPFW)

Motions from PNB Treasurer / Chair of the National Finance Committee Brian Edwards-Tiekert:

BET's 11/10/14 email

Dear Colleagues,

The National Finance Committee has asked me to begin bringing budgets forward for PNB approval as we approve them at the committee level, rather than waiting until we

have recommended budgets for every part of the network.

Accordingly, I would like to request an hour on our upcoming public-session agenda to begin the budget-approval process, and that we schedule another public session soon to continue budget approval. Also: we should set aside some time in Executive Session to brief the PNB on transmitter rent negotiations at WBAI, as its transmitter rent is currently a giant question mark.

I am going to paste the motions the committee has passed here, and attach the budgets that the committee has already approved. I hope to have recommendations on at least some of the remaining three divisional budgets from the NFC after our meeting tomorrow night. I'll forward whatever the committee approves immediately, but I wanted to make sure you had at least some of these budgets with sufficient advance time to look them over.

The first two motions from the Finance Committee concern the formula by which Central Services are assessed. For the past decade, all stations have been charged 17% of their Listener Support to cover National Office Expenses, and 2.5% of Listener Support to cover Pacifica Radio Archive Expenses. (A few years ago, WBAI's National Office charge was lowered to 7%)

This produced several problems:

1. National spending based on opportunity rather than need. In prior years' budget deliberations, the National Office waited to see how much money the stations were planning to raise, calculated its 17%, then made plans to spend it.
2. Optimistic local budgeting distorted national budgets. When any station budgeted unrealistically high Listener Support, that wound up inflating the National Office budget as well -- and leaving the National Office short when any local station fell short of its goals.

This year, we wanted to lower the burden of Central Service fees on stations, and make cash flows to the National Office more predictable. We started the budgeting process by asking how much the National Office *needs* to perform its duties, and how to divide that amount fairly among the stations. This is what we came up with:

NFC Motion 1 - National Office Levy

"To meet the budgeted expenses of the National Office not covered by other sources of income in fiscal year 2015, Central Services shall be a fixed cost set at 15% of the prior 4 years' (2010-2013) average annual listener support. For WBAI, Central Services shall be set at 8% of that average. (Approved by NFC without objection - 9/16)

This entails several changes to how we operated in prior years: 1) Almost every station is seeing a drop in its Central Service assessment (at WBAI this formula increases the assessment slightly from the amount it paid under the prior arrangement); 2) stations get charged an equal amount per month, instead of getting a large bill after each fund drive. 3) Stations are now responsible for paying the same Central Service amount regardless of how their fund drives go; 4) Assessments are based on how much stations have **actually** been raising, not how much they **say** they'll raise.

We then applied the same process to the Pacifica Radio Archive levy:

Motion, by Kaufman, to replace “National Office Levy” with “National Office Shared Services Formula”, *passed* without objection.

Motion, by Wilkinson, to table, failed 4 Yes, 9 No, 3 Abstentions, 1 Present-not-voting:

Y – Fuentes Roman, Wilkinson; Lamb; Gray

N – Edwards-Tiekert, Kobren; Argueta, Brazon, Reyes; Casenave, Reiter; Brown, Diaz

Abs. – Kaufman; Coleman, Roberts

PNV – Norman

NFC Motion #1, National Office Shared Services Formula: To meet the budgeted expenses of the National Office not covered by other sources of income in fiscal year 2015, Central Services shall be a fixed cost set at 15% of the prior 4 years' (2010-2013) average annual listener support. For WBAI, Central Services shall be set at 8% of that average *passed* 9 Yes, 7 No, 1 Abstention:

Y – Edwards-Tiekert, Wilkinson; Brazon; Casenave, Reiter; Roberts; Brown, Diaz, Norman

N – Kobren; Argueta, Kaufman, Reyes; Lamb; Birden; Gray

Abs. – Fuentes-Roman

Adjournment

Adjourned to go into scheduled executive session, at 10:43pm – **ISH**.

Minutes prepared by Secretary Cerene Roberts; approved on January 8, 2015.