

**PACIFICA FOUNDATION RADIO**  
**PACIFICA NATIONAL BOARD SPECIAL MEETING**  
From Various Locations via Telephone Conference  
**APPROVED MINUTES - Open Session**  
Thursday, April 9, 2015 - 8:30PM ET

I. **Call to Order**

Chair Wilkinson calls the meeting to order at 8:40PM ET and since she is also serving as iED, she turns the chair over to Vice Chair Brazon

A. Roll call and establishment of quorum

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

<u>P</u> Margy Wilkinson, iED	<u>___</u> Raul Salvador, CFO
<u>___</u> Other guest:	

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

Quorum is 12. At roll call, quorum established by 16 directors present (see P's above).

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

Medina volunteers to be the timekeeper for speakers

Edwards-Tiekert volunteers to be the timekeeper for agenda items

C. Excused absences

Wilkinson reports that CFO Salvador will be unable to attend due to a dental emergency

Wilkinson moves to excuse Lane-Ewart, Reiter, and Roberts

**Vote to excuse Lane-Ewart, Reiter, and Roberts (Passes - HNO)**

[Note: At some point after this agenda item and during the meeting, Reiter and Roberts call in to the meeting and are in attendance and become categorized as present but late]

D. Agenda Approval (30 min.)

Wilkinson moves to set adjournment time at 9:30 PM ET

**Vote on adjournment time (Passes - HNO)**

Edwards-Tiekert moves to approve the agenda as amended

Casenave moves to amend agenda by adding Personnel Committee report under Committee Reports

**Vote on adding Personnel Committee report under Committee Reports (Passes - HNO)**

Kobren moves to amend agenda by adding Election Committee report after Personnel Committee report under Committee Reports

**Vote on amending agenda by adding Election Committee report after Personnel Committee report under Committee Reports (Passes - HNO)**

Allen moves to amend agenda by adding two Archives Taskforce motions before Personnel and Elections

## Committee reports

Diaz moves to amend Allen's agenda amendment to add the two Archives Taskforce motions after Elections Committee report

Discussion on how agenda is decided

Chair rules the body decides what is on the agenda

Birden challenges the ruling of the chair

### **Vote to uphold ruling of the chair:**

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

Vote count: 10Y/6N/1A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

**Vote on Diaz amendment to Allen's agenda amendment to add two Archives Taskforce motions after Elections Committee report**

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

Vote count: 8Y/6N/3A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

**Vote to approve agenda as amended**

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

Vote count: 12Y/4N/1A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

E. Minutes Approval (5 min.)

PNB Secretary Kobren had emailed the 3.26.15 Draft PNB OPEN meeting minutes earlier in the day.

Edwards-Tiekert moves to approve 3.26.15 draft PNB OPEN meeting minutes

**Vote to approve 3.26.15 draft PNB OPEN meeting minutes**

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

Vote count: 16Y/1N/0A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

II. **Special Order of Business**

A. Vote on changing the foundation name from “Pacifica Foundation Radio” back to “Pacifica Foundation” (15 min.)

(See resolution in APPENDIX C and other relevant documentation in APPENDIX D below)

Wilkinson moves the following resolution:

Pacifica Foundation Radio Directors believe that it is in the best interests of the Foundation to retrieve our former corporate name, Pacifica Foundation. We hereby authorize interim Executive Director to take any and all necessary actions to

approve, execute and file any and all documents in connection with the change of the company's name.

Wilkinson moves to amend the resolution by replacing “company’s” to “Foundation’s” in the last line of the resolution

**Vote on amending the resolution by replacing “company’s” to “Foundation’s” in the last line of the resolution (Passes - HNO)**

**Vote on name change resolution as amended (Passes - HNO)**

III. iED Report (30 min.)

Wilkinson reads the report she had emailed the PNB on 4.8.15 (see APPENDIX A below)

Wilkinson announces that she will be on vacation from April 13 to April 28 and that CFO Salvador will be the executive manager in charge during her absence

Wilkinson moves that one of the original founders of listener-supported KPFA and Pacifica Foundation Richard O. Moore had passed away on March 26, 2015 and that a memorial be posted in his honor on the Pacifica website

Brazon moves to amend the memorial with language provided by Richard Moore’s son David O. Moore’s at the discretion of Wilkinson

## **Vote on Brazon's amendment to Wilkinson's Richard Moore memorial motion**

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

Vote count: 12Y/0N/4A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

## **Vote on Wilkinson's Richard Moore memorial motion as amended (Passes - HNO)**

Kaufman moves to extend for 15 minutes

## **Vote on extending for 15 minutes (Passes - HNO)**

Kobren moves the following motion she had noticed to the PNB prior to the meeting:

To prepare for the transition on May 11, 2015 from the current iED Margy Wilkinson to the newly hired ED John Proffitt, that iED Wilkinson is to provide ED Proffitt and the PNB with the following on or before May 11, 2015:

1. A list of ongoing and expected national projects for which the ED has some or total responsibility, to include:
  - The June in-person meeting in LA;
  - Working with NES directives to station (i)GMs around the 2015 LSB Elections;

- Administration of the Committee/Membership lists;
  - Management of the pacifica.org and pacificanetwork.org websites;
  - Ensuring meeting noticing, audio streaming, approved minutes postings, and archiving of minutes occur on the kpftx.org website;
  - A listing of ongoing legal cases/lawsuits, the name and location of the court, the names of defendant and plaintiff lawyers;
  - A listing of current EEOC agreements, the names of claimant, and mediator (if any);
  - Registration of PFR with California Secretary of State
  - The AG audit
2. A listing of the registration status of station licenses and renewal dates
  3. A listing of rental leases for station studios, expiration dates
  4. A listing of rental leases for transmitters studios, expiration dates
  5. A listing of all property owned, locations, date purchased
  6. An inventory of Pacifica equipment
  7. The process for the administration of the Committee/Membership lists;
  8. A copy of all current union agreements with any of the Pacifica units
  9. The Organization Chart for the national office
  10. Job Descriptions of national staff members
  11. A listing of lawyers that represent Pacifica, their area of specialty, and their contact information

as well as other transition information needed that is not listed above.

Also, that during the period between April 13 and April 28 when iED Margy Wilkinson will be vacation, that CFO



Raul Salvador be the go-to person for any relevant matters that may come up that would need to be attended to by the executive director.

Allen moves to amend that additionally we request that the staff provide a list of Pacifica Foundation Payables to the new Executive Director.

**Vote on Allen's amendment to Kobren's main motion:**

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

Vote count: 5Y/9N/3A/0PNV - Fails

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

**Vote on Kobren's main motion regarding transition from iED to ED:**

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

Vote count: 6Y/9N/3A/0PNV - Fails

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

Kobren moves to extend for 10 minutes

**Vote on extending for 10 minutes (Passes - HNO)**

Wilkinson announces what she had reported to the PNB on April 7 that for a number of reasons including the need to spend more time with her family, she will be resigning as PNB Chair as of May 11, 2015, when she turns over the Executive Director position to John Proffitt.

Kobren moves to extend for 10 minutes

**Vote on extending for 10 minutes (Passes - HNO)**

Casave moves the following motion that had been noticed by Medina prior to the meeting:

Whereas, Chair, Margy Wilkinson has announced her resignation as Chair effective May 11, 2015 and,

Whereas, other officers may be nominated and elected, thus vacating their existing officer seat, therefore necessitating a second election,

Moved that the following timetable be adopted for said election(s),

Nominations shall open on Thursday, April 9, 2015 to Thursday, April 16, 2015

Balloting shall be sent by the Secretary and balloting shall begin on Friday, April 17, 2015 to Friday, April 24, 2015

Ballots shall be counted on Sunday, April 26, 2015 and the newly elected Chair shall assume her/his responsibilities as Chair on May 11, 2015

In the event that the current Vice Chair or Secretary are nominated and then elected as Chair,

Nominations for Vice Chair or Secretary shall open on Monday, April 27, 2015 to May 1, 2015

Ballots shall be sent by the Secretary on May 2, 2015 and balloting shall end on Friday, May 8.

Ballots shall be counted on Sunday, May 10, 2015 and the newly elected Officer shall assume her/his responsibilities as of May 11, 2015.

All deadlines ("to" dates) are for 12 midnight E.T.

All nominations may be made at a PNB meeting or by email, in either case are to be seconded, and shall also be sent to the Secretary

Balloting instructions, recipients of the ballots, and election tellers remain unchanged from the February officer election process.

Kobren moves to extend for 5 minutes

**Vote on extending for 5 minutes (Passes - HNO)**

**Vote on Casenave's motion on new PNB Chair election timeline (Passes - HNO)**

IV. CFO Report (10 min.)

No Report – CFO not present

V. Committee Reports (15 min.)

A. Personnel Committee Report and Motion

Brazon reports the following:

The Personnel Committee met on March 24, 2015.

Brazon was elected committee's Chair.

Casenave was elected committee's Secretary,

The Personnel Committee approved unanimously the following plan of Action and is requesting the PNB's approval.

Personnel Committee 2015 Action Items:  
CFO Evaluation Process & Procedure  
ED Probationary Review/Process & Procedure  
General Manager Evaluation Process & Procedure  
Establishment of "Regular Hiring Practices & Procedures"  
PD Evaluation Process & Procedures

Casenave moves the PNB approve the Personnel Committee plan of Action motion

Mark moves to refer the motion back to the Personnel Committee

Chair directs a vote be taken without debate

Mark challenges the ruling of the Chair

Kaufman moves to extend for 5 minutes

**Vote on extending for 5 minutes (Passes - HNO)**

**Vote to uphold ruling of the Chair:**

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

Vote count: 12Y/2N/2A/0PNV - Chair's ruling upheld

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

**Vote on Mark's motion to refer:**

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

Vote count: 2Y/11N/3A/0PNV - Fails

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

Edwards-Tiekert moves to extend for 5 minutes

**Vote on extending for 5 minutes (Passes - HNO)**

Edwards-Tiekert moves a substitute motion to Casenave's Personnel Committee motion as follows:

The PNB authorizes its Personnel Committee to organize the PNB's annual evaluation of its CFO, and its probationary review of its Executive Director.

**Vote on Edwards-Tiekert's substitute motion:**

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

Vote count: 9Y/6N/1A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

**Vote on Edwards-Tiekert's substitute motion as the main motion:**

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

Vote count: 9Y/5N/1A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

B. Election committee

(15 minutes)

Allen moves to extend for 30 minutes

**Vote on extending for 30 minutes (Passes - HNO)**

Kobren reports about two LSB Election motions that have been considered by the committee and after saying that one of them was approved Roberts asserts that no LSB motion was passed by the committee.

Reiter moves to add the Governance Committee and its motion on LSB Elections (see APPENDIX E) to the agenda.

**Vote on Reiter's motion:**

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

Vote count (require 2/3 vote): 7Y/8N/2A/0PNV - Fails

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

C. Archives Taskforce motions

Allen moves the Archives Task Force motion below that had been brought to the PNB on February 12, 2015, substituting “May 15, 2015” for “April 15, 2015”:

Moved that the PNB motion with the deadline of Feb 13, 2015 regarding Archives Funding be extended to April 15, 2015 for more time to finalize existing sources with specific dates for income to be received. Passed without objection.

Kaufman moves to table Allen's motion

**Vote on Kaufman's motion to table:**

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

Vote count: 9Y/4N/5A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

Chair adjourns the meeting at 12:02AM ET

Respectfully submitted by Janet Kobren, PNB Secretary

Minutes Approved: April 30, 2015

Witness of Approval: Janet Kobren, PNB Secretary

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## APPENDIX A: Agenda items not reached due to time constraints

### V. Committee Reports

#### C. Archives Taskforce motion

Move that the 5 network stations make immediate contact (by Feb. 21, 2015) with Pacifica Archives staff to indicate the process in which stations will prioritize payments to PR through the second quarter. Passed without objection.

### VI. Old Business

#### **\*\* PREVIOUSLY NOTICED MOTION \*\***

#### A. SIDEBAND MOTION from the WBAI LSB (15 min.)

Be it hereby resolved, that the WBAI Local Station Board recommends to the Pacifica National Board (PNB) that it approve a policy that ninety-nine percent (99%) of SCA\* rental fees due as of October 1, 2013 for use of any station's sidebands shall be credited, retroactively if necessary, to that station's current Central Services accounts and one percent (1%) to the National Office with copies of all existing contracts being submitted to the respective General Manager and Local Station Board (LSB), and to the PNB within 21 days of its passage of this motion, and

That an accounting of all SCA related income and expenses, since January 2009, including billing and payment of legal and collection fees, and maintenance and upgrade costs, and any other expense, be submitted to the respective General Manager and LSB, and to the PNB within 45 days of its passage of this motion, and further

That pending and future contracts are to be signed by both national and local management with adequate and reasonable submission to the respective LSB and to the PNB for advance review and feedback.

[Added 10-24-13]

[Re-noticed on 3/26/15 at 4:26 PM ET by Roberts]

[Re-re-noticed on 4/2/15 by Roberts]

Two

VII. Adjourn

(by midnight ET)

APPENDIX B:

**PACIFICA FOUNDATION RADIO  
PACIFICA NATIONAL BOARD SPECIAL MEETING  
From Various Locations via Telephone Conference  
DRAFT AGENDA - Open Session  
Thursday, April 9, 2015 - 8:30PM ET**

I. Call to Order

A. Roll call and establishment of quorum

Teresa Allen, KPFT	Kim Kaufman, KPFK
Rodrigo Argueta, KPFK	Janet Kobren, KPFA
Carolyn Birden, WBAI	Janis Lane-Ewart, KFAI Affiliate
Lydia Brazon, KPFK	Robert Mark, KPFT
Jim Brown, WPFW	Brenda Medina, KPFK
Stephen Brown, WBAI	Tony Norman, WPFW
Adriana Casenave, KPFT	Robert Rabin (Siegal), WVQR Affiliate
Janet Coleman, WBAI	George Reiter, KPFT
Benito Diaz, WPFW	Cerene Roberts, WBAI
Brian Edwards-Tiekert, KPFA	Pete Tucker, WPFW
Jose Luis Fuentes, KPFA	Margy Wilkinson, KPFA
Margy Wilkinson, iED	Raul Salvador, CFO
Other guest:	

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

C. Excused absences

D. Agenda Approval (30 min.)

E. Minutes Approval (5 min.)

- 3.26.15 Draft PNB OPEN meeting minutes

II. Special Order of Business

A. Vote on changing the foundation name from “Pacifica Foundation Radio” back to “Pacifica Foundation” (15 min.)

- III. iED Report (30 min.)
- IV. CFO Report (10 min.)
- V. Committee Reports (15 min.)
- VI. Old Business

**\*\* PREVIOUSLY NOTICED MOTION \*\***

- A. SIDEBAND MOTION from the WBAI LSB (15 min.)

Be it hereby resolved, that the WBAI Local Station Board recommends to the Pacifica National Board (PNB) that it approve a policy that ninety-nine percent (99%) of SCA\* rental fees due as of October 1, 2013 for use of any station's sidebands shall be credited, retroactively if necessary, to that station's current Central Services accounts and one percent (1%) to the National Office with copies of all existing contracts being submitted to the respective General Manager and Local Station Board (LSB), and to the PNB within 21 days of its passage of this motion, and

That an accounting of all SCA related income and expenses, since January 2009, including billing and payment of legal and collection fees, and maintenance and upgrade costs, and any other expense, be submitted to the respective General Manager and LSB, and to the PNB within 45 days of its passage of this motion, and further

That pending and future contracts are to be signed by both national and local management with adequate and reasonable submission to the respective LSB and to the PNB for advance review and feedback.

[Added 10-24-13]

[Re-noticed on 3/26/15 at 4:26 PM ET by Roberts]

[Re-re-noticed on 4/2/15 by Roberts]

- VII. Adjourn (by midnight ET)

## APPENDIX C:

### CHAIR/IED OPEN REPORT

April 8, 2015

ED HIRE: On April 2, 2015, we announced that John Proffitt had accepted the Board's offer to join the organization as Executive Director. John will begin working in the Berkeley office on Monday, May 11, 2015. This week John came to Berkeley to meet the folks in the PNO and to look for housing. He got a tour of KPFA and spent some time visiting with those of us in PNO and folks at KPFA. He is looking for a place to live and plans to be moving to the Bay Area before he begins on May 11, 2015.

PACIFICA'S NAME: We have engaged Lewis, Bribois, Bigaard & Smith, the law firm that has been helping us to regain use of the "Pacifica Foundation" name. At Thursday's meeting we will need to vote on a resolution that they need in order to begin the process. The language of the resolution forwarded to me by Attorney Jeffrey Weinstock of Lewis, Bribois, Bigaard & Smith reads as follows:

*"Pacifica Foundation Radio Directors believe that it is in the best interests of the Foundation to retrieve our former corporate name, Pacifica Foundation. We hereby authorize interim Executive Director to take any and all necessary actions to approve, execute and file any and all documents in connection with the change of the company's name."*

I have attached a copy of the notice from the California Secretary of State showing that the corporate name Pacifica Foundation is reserved for us until May 26, 2015.

CPB/ISIS Logins: At our last meeting the Board approved a resolution on the CPB/ISIS logins. John Crigler is in touch with the CPB and will keep us apprised.

PNO: On Monday we discovered that someone had put a rock through the heavy plate glass window at the empty restaurant next door to the PNO. It was clear that no one had entered the office. We made a police report and KPFA got a contractor to cover the space with a solid piece of plywood.

Best to all,  
margy

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APPENDIX D:  
(see next page)



State of California  
SECRETARY OF STATE  
BUSINESS PROGRAMS DIVISION  
NAME RESERVATION CERTIFICATE

MARGY WILKINSON, INTERIM EXECUTIVE DIR. PACIFICA FOUNDATION RADIO 1925 MARTIN LUTHER KING JR. WAY BERKELEY, CA 94704	RESERVATION # R1177625 ISSUE DATE 03/27/15 EXPIRES 05/26/15
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RE: PACIFICA FOUNDATION

The above-referenced name is reserved for a period of sixty (60) days, commencing on the above issue date, for use by the addressee as specified by California Corporations Code section 201(c), 2601(c), 5122(c), 7122(d), 9122(c), 12302(d), 15901.09 or 17701.09.

NOTE: This reservation does not guarantee that the reserved name complies with all federal and state laws. At the time of filing the document containing the reserved name, it is your responsibility to ensure that you have complied with all federal and state laws, including specific name requirements. In some circumstances, the reserved name may require additional approval/consent pursuant to applicable law at the time of filing. Name styles for particular types of business entities and the need for consent/approval required by law are not considered at the time of the name reservation.

Therefore, no financial commitment relating to the proposed name should be made based on the reservation, as the business entity is not created or qualified until the appropriate documents have been submitted to, and filed by, the Secretary of State.

## **APPENDIX E:**

### **Governance Committee motion on elections**

#### **FULL MOTION w/appendices**

Whereas, in September 2013, in an action that the Bylaws did not anticipate, the Pacifica National Board (PNB) passed a motion (Suppl. 1) postponing that year's delegate elections and

Whereas, the make-up "2013 Election" process is set to run from December 2014 to approximately July 2015, and notwithstanding that, by November 30, 2014, one less than the Bylaw-required number of affirmative PNB votes in order to announce a change to the original schedule for the "2015 Election" was received, the PNB finds that the need to hold staggered elections in order to avoid the turnover of entire local boards in a single election is a greater, more fundamental issue than the delay in adjusting the schedule for any given election, therefore be it

Resolved that the that the Foundation shall hold Delegate elections in 2015 at each of its five stations, and, except at KPFFK, the winners shall, in December 2015, replace those currently serving Delegates whose terms should have expired in December 2013. And further, that the Foundation shall hold elections in 2016, and, except at KPFFK, the winners shall, in December 2016, replace the then-currently serving Delegates whose terms would ordinarily expire in December 2015.

At KPFFK, the Foundation shall hold elections in 2015, where the top-ranked 9 listener-candidates and 3 staff-candidates shall be seated in December 2015 and serve a 3-year term until December 2018, and the second batch of 9 listener-candidates and 3 staff-candidates shall be seated in December 2015 and serve a 1-year term until December 2016. And further, that at KPFFK in 2016, the Foundation will hold elections for 9 listener and 3 staff seats for a 3-year term of December 2016 to December 2019.

Delegates' elections will be back on the bylaw-set schedule by 2018, as below:

ORIG. INTENDED ELECTION: (followed by) ACTUAL TERMS

Transition Election: top half – 2 yrs, 11 months to Dec. 2006; bottom half– 11 months

2004 Election: elected half to serve Dec. 2004-07

2006 Election: elected half to serve Dec. 2006-09

2007 Election: elected half to serve Dec. 2007-10

2009 Election: elected half to serve Dec. 2009-12

2010 Election: elected half to serve Dec. 2010-13

-- without 2013 election, effectively continues to Dec. 2015 (for a 5-year term)

2012 Election: elected half to serve to Dec. 2012-15

-- to be effectively continued until Dec. 2016 (yielding 4-year terms for this group)

2013 Election - K: elect bottom half in 2015 to serve Dec. 2016 (a 1-year term)

2013 Election - K: elect top half in 2015 to serve Dec. 2015-18 (a 3-year term)

2013 Election: elect half in 2015 to serve Dec. 2015-18 (a 3-year term)

2015 Election: elect half in 2016 to serve Dec. 2016-19 (a 3-year term)

Back on track...

2018 Election: elect half to serve Dec. 2018-21

2019 Election: elect half to serve Dec. 2019-22