

Proposed Agenda for Thursday Feb.18th, 2010 Governance Committee Meeting

8:30 PM ET

Approve Agenda

I Bylaws amendment-as amended at last Gov Com meeting Chris Condon

Motion:

That the Bylaws be re-written to give effect to the following provisions.

1. That Local Station Board (LSB) size be reduced from 25 members to 13, plus GM. That this reduction be accomplished by attrition with no alternates seated until the board size drops below thirteen, over one three year elections cycle, and,
2. That each LSB send two representatives, instead of four, to the PNB, as a reduction in the size of the PNB, elected annually, and,
3. That LSB elections be held once every three years, instead of two times every three years, and,
4. That STV voting and other forms of proportional representation be ended in favor of a simple and transparent winner take all system, and, functions and authority of an Assembly of Delegates, and,
5. That the PNB management be asked to prepare a financial impact statement of these proposed changes within 30 days.

II Motion re structure of Affiliates Task Force,drafted by Therese Allen and referred by Affiliates Task Force to Governance Committee:

Proposal to clarify how people are 1.) brought in & integrated into the Affiliate Taskforce, 2.) its structure & 3.) its responsibilities:

- 1.) The Affiliate Taskforce usually consists of:
 - A. 2 Pacifica Affiliate Directors (nomination process is in the Pacifica Bylaws, with a timeline amended by the Pacifica National Board),
 - B. PNB members with a commitment and interest in the Affiliate Program (acknowledged by the PNB),
 - C. LSB members with a commitment and interest in the Affiliate Program (acknowledged by each one's respective LSB),.
 - D. Volunteers who have a historical role in building the Affiliate Program (acknowledged by the Taskforce), and
 - E. Volunteers from the Pacifica family, Affiliate Network or otherwise show serious commitment to helping the Affiliate Program (acknowledged by the Taskforce).

2.) The Affiliate Taskforce works with a collaborative model, using parliamentary procedure as suggested by Roberts Rules of Order for committees. The Taskforce's work is advisory; it makes recommendations to the PNB and the Affiliates Coordinator. Actions of any Taskforce member, if not upon the instructions and endorsement of the Taskforce, are to be clearly identified as the personal actions of that individual and do not represent the Taskforce in general.

The role of the Chair is to post meeting announcements, post the agenda and chair meetings.

The role of the Secretary is to keep track of Taskforce membership and attendance at Taskforce meetings, place meeting announcements on the Pacifica calendar, and take minutes and arrange for the posting of the minutes.

Taskforce members are never to usurp the role of the Affiliate Coordinator who is the primary contact with the Affiliates and who organizes and chairs meetings with Affiliates when they take place (such as at NFCB or GRC Conferences).

- 3.) The Affiliate Taskforce:
 - A. Provides systematic reports to PNB, LSB, Pacifica staff, listeners and affiliates about the Affiliate Program,
 - B. Advises and provides a support system for the Coordinator and the

Program,

C. Works on isolated projects (such as research, brainstorming, strategic planning, clerical assistance, constructing and tallying surveys, etc),

D. Fundraises,

E. Supports the Pacifica Mission, promotes the Affiliate Program in attempts to encourage stations to affiliate,

F. Encourages Affiliate Directors nominations,

G. Reviews the needs of the Affiliate Program and supports the budget process,

H. Approves new types of contracts, when/if they are created by the Affiliate Coordinator,

I. Provides a forum for representatives from affiliate stations to give input and discuss their needs.

III Bylaws amendment to regularize procedures for special meetings (G. Reiter)

Special meetings shall require seven (7) days advance notice. Any director may place an agenda item on the agenda if submitted to the PNB secretary 7 days in advance. Motions from committee will not be subject to this requirement. Any director may submit an agenda item after this time and prior to approval of the agenda, with the consent of a majority of the directors present and voting. Notice of all special meetings shall be forwarded by e-mail to all directors and placed on the Foundation's website and on websites of all stations at the time they are scheduled.

This will replace article 6 section 4

Notice of every regular meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be sent to each Director by first class mail, facsimile or email, according to the preference each Director specifies in writing to the Foundation's Secretary, at least thirty (30) days before any such meeting. Special meetings shall require only seven (7) days advance notice, but shall also require telephonic notice by leaving a message at the telephone number given to the Foundation's Secretary for such notice by each Director, and shall specify the purpose of the meeting. No additional business not stated in the notice shall be conducted at a special meeting. Notice of all meetings shall be placed on the Foundation's website and announced a minimum of 3 times daily on air for five consecutive days on all Foundation radio stations, beginning, whenever reasonably possible, no later than ten days before the date of said meeting. Notice of a meeting hereunder will be deemed waived by a Director who affirmatively agrees to attend a meeting or to waive this advance notice requirement, signs a waiver of notice or a written consent to hold the meeting, or who attends the meeting without protesting prior to the meeting or upon commencement of the meeting to the lack of notice to that Director.

IV By Law amendment - George Reiter

Replace Article 2, Section 1 a, which reads:

A Delegate shall be deemed to have resigned the position of Delegate if s/he becomes a candidate for public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

With:

A Delegate shall be deemed to have resigned the position of Delegate if s/he attains public office or accepts a political appointment during his or her term as a Delegate. This restriction shall not apply to civil service employment by governmental agencies.

V SET TIME FOR NEXT MEETING