

**Draft Agenda- PNB Governance Committee  
 Call-in meeting  
 Open/Public session  
 June 20, 2017 8:30 pm ET**

Item #	Item	Time
1	Call to Order Roll Call Identify Timekeeper Excused absences	10 min
2	Agenda Approval	10 min
3	Minutes Approval	5 min
4	Set time for next meeting	5 min
5	Election of Chair and Secretary	10 min
6	Motion: Contracts & Compensation Committee	30 min
7	Motion: General Disclaimers	15min
8	Motion: Network Identification	15 min
9	Adjourn	

-----  
 Motion by Ken Aaron  
 General Disclaimers

In order to inform the public of Pacifica's tradition of journalistic objectivity and to facilitate the greatest degree of uncensored expression by our broadcasters and their guests,

Therefor be it resolved that the General Manager of each station will be responsible for the establishment and use of appropriate disclaimer statements for all shows broadcast by the station whose content may include political, social, medical, legal or spiritual advice or opinion. There may be additional topics or other reasons for generating and using disclaimer statements than those listed above..

Normally the General Manager will assign this task and its monitoring to the Program Director, however the responsibility for the proper use of disclaimer statements will reside with the General Manager and will be considered in evaluation of the General Manager's job performance .

Compliance to this policy will be reported to the Executive Director in written report or email during the month of January and again in June each year. The report will include a list of all disclaimers used and on what programs and how often they are stated. Initial compliance is required by June 30th 2017.

Examples of appropriate disclaimer statements can be found via the internet but there is currently no legal standard set in Pacifica. It is expected that the programmers, the Program Director and the General Manager will use common sense and creativity to generate statements that are brief, informative and enhance the listening experience rather than act as a distraction or bother.

-----  
 Motion by Ken Aaron

## Network Identification

All stations will broadcast sound files to inform the listening public that they are listening to the Pacifica Radio Network according to the following guide lines:

- Appended to Station Identification: "You are listening to XXXX, part of the Pacifica Radio Network."
- At the top hour five times a day as determined by the Program Director. Default if not otherwise set will be: 8:00 AM, 11:00 AM, 4:00 PM, 7:00 PM, 12:00 AM. "You're listening to Pacifica, the voice of the people (waves on the shore background sound..)"
- At the beginning of all archived files.
- At the beginning of any podcast files.

There may be copyright restriction on certain programs re-broadcast and those should not be violated. Recordings in other languages should be recorded and available for use as appropriate.

It is the show producers and board operators who will get this work done but the Program Director is responsible for ensuring that this policy is implemented in all station activities as described above,

The National Office is responsible for approving phrases used for network and station identification. Sound files of network and station identification should be sent to the National Technical Director or the equivalent position. .

Status of implementation of this policy should be included in the National Technical Director's reports to the PNB.

-----  
Motion by Ken Aaron (Old Business)

The PNB Governance Committee recommends that the PNB approve the following motion:

### Contracts & Compensation Committee

As provided in Article Eight, Other Committees of the Board of Directors, Section 1: Committees of the Board

...

- G. Approve or execute any contract or transaction to which the Foundation is a party; or
- H. Incur any indebtedness, or borrow money, on behalf of the Foundation,

...

the PNB hereby establishes the Contracts & Compensation Committee to oversee and approve or disapprove all major legal and financial transactions and contracts involving any of the business units, accounts or holdings of the Pacifica Foundation, which have not already been pre-approved in that business unit's budget. The purpose of the committee is to ensure that the Foundation's business dealings and investments are wisely and properly managed.

The committee will be composed of the following 5 individuals:

- the ED,
- the CFO,
- the Chair of the National Finance Committee
- Chief Operations Officer
- Legal Council or appointed adviser

The committee may also have an additional non-voting secretary. All meetings will be in executive session. The committee will meet at least monthly, or more frequently as necessity demands. The committee will have access to all financial and personnel information from any of the business units as well as bank statements for any accounts at the National Office or any of the business units.

Major legal and financial transactions are defined as follows or as amended by the PNB in the future:

- Any payment or commitment of
  - \$10,000 or more expended over a period of 3 months or less
  - \$30,000 or more expended over a period of 6 months or less
  - \$70,000 or more expended over a period of 9 months or less
  - \$100,000 or more expended over any period of time.
  
- Any other contracts, transactions, or intended expenditures that have been presented to the committee for evaluation.
  
- Any transaction/contract/commitment of \$100,000 or more once approved by this Committee will be presented to the PNB and will require a majority vote of the PNB for approval.

Any and all Major legal or financial transactions at any of the business units will require Contracts & Compensation Committee review followed by PNB approval.

The ED, and only the ED, will always have the authority to make emergency expenditures as needed, even without PNB or this committees oversight or approval, however, the fact of such emergencies normally indicates a failure of management and reporting and should be the rarest of occurrences.

This policy will be distributed to all General Managers, Business Managers and Financial Personnel at all business units and will be included in training material required of any newly hired personnel in any of those positions.