

2004-03-12 PNB Meeting Minutes

MINUTES OF THE PACIFICA FOUNDATION - BOARD OF DIRECTORS REGULAR MEETING

March 12-14, 2004

King Middle School, 1781 Rose Street

Berkeley, CA

These minutes were taken by secretaries pro tem Lonnie Hicks and Sonali Kolhatkar, with assistance from William Walker until the election of Roger Manning as Secretary on Sunday.

Minutes have been compiled and edited by the secretary.

Directors present:

Dave Adelson [KPFK], Teresa Allen [KPFT], Henry Cooper [KPFT], Samuel Kiteka [KPFT], Sonali Kolhatkar [KPFK], Ray Laforest [WBAI], Ambrose I. Lane, Sr. [WPFW], Miguel Maldonado [WBAI], Roger Manning [WBAI], Kalonji T. Olusagun [WPFW], Sarv Randhawa, [KPFA], Mark Roberts [WPFW], Gerald Sanders [KPFA], Wendy Schroell [KPFT], Zarinah Shakir [WPFW], Alice Shields [WBAI], Carol Spooner [KPFA], William Walker [KPFA], Donna Jo Warren [KPFK]

One director not present -

Julie Rodriguez [KPFK]

Two directors to be elected to fill the two affiliate seats - Marty Durlin [KGNU, Boulder], Vicki Santa [WMNF, Tampa]

Also present as officers of the Pacifica Foundation - Dan Coughlin -Executive Director(ED), Lonnie Hicks Chief Financial Officer(CFO) and the General Managers of the Pacifica stations.

The full meeting was webcast by www.kpftx.org and www.wbix.org

FRIDAY EVENING, March 12th

Convene - 6:50 pm

1. STATEMENT OF OUTGOING CHAIR LESLIE CAGAN

Cagan spoke on the democratization of Pacifica; role of the board and board chair; difference between governance and management; power sharing; issues of internal conflict, race and gender issues; the importance of Pacifica; and other matters.

2. ELECTION OF A CHAIR PRO-TEM

Nominations for Chair Pro Tem: Sarv Randhawa, Carol Spooner-declined, Gerald Sanders, Donna Warren-declined. Nominees each spoke briefly. Results of the Vote announced by Lonnie Hicks.

7 Sarv, 11 Gerald

Gerald Sanders is elected Chair Pro-temp of the Board.

Election of a Secretary Pro-Tem

Nominations - Roger Manning -Declined, Sonali Kolhatkar - Declined, Sarv Randhawa - Declined

Lonnie Hicks nominated and accepted position for this meeting

Lonnie Hicks elected unanimously

3. REVIEW THE PROPOSED AGENDA.

Laforest request resolution (originally adopted by KPFK LSB) on Haiti introduced.

MOTION - By Spooner.

To add Laforest Haiti resolution to this evenings agenda. Brief discussion

7 yes, 8 no

FAILS

Warren also wants to present an agenda item regarding programming.

MOTION - By Spooner

To replace Saturday s meeting short break at 4 - 30 pm with Laforest resolution Warren item.

Brief discussion.

8 yes, 6 no

PASSES

MOTION - By Manning To grant Free Speech Radio News request for 10 minutes presentation time after the Archives report Saturday afternoon.

Amendment - by Allen amends motion that report no longer than 10 minutes and follow archives.

Discussion .

Question is called

17 yes, 0 no

PASSES

MOTION - By Walker

To give any other Pacifica working group that request time 10 minutes following FSRN presentation. Groups to register with Secretary by Saturday

13 yes, 1no

PASSES

MOTION - by Allen to pass the proposed agenda as amended.

13 yes, 0 no

PASSES

ADOPTED AGENDA:

Friday, March 12

1. Meeting convened by outgoing IPNB chair, Leslie Cagan
 2. Election of chair and secretary, pro tem
 3. Review of proposed agenda, adoption of agenda
 4. Election of affiliates representatives to the Pacifica National Board
 5. Brief introductions of new Pacifica National Board members (2 minutes per person)
 6. Public Comment, Part 1
- 9:30 pm - Adjourn for the evening

Saturday, March 13

9:00 am - Meeting reconvenes

7. Discussion of the roles of the board officers and board committees [coordinating, finance, audit, technology, programming, governance, management review, election review]
8. Report from Pacifica Executive Director, questions and answer period
9. Finance Report:
 - overview from Chief Financial Officer
 - explanation of the latest audit, by Pacifica auditor Ross Wisdom
 - questions and discussion

10. 12 - 30 pm - Lunch Break

11. Public Comment, part 2

12. Reports from the five station managers (30 minutes per station), questions and discussion

13. Laforest proposed PNB resolution on Haiti, Warren proposal for programming

14. Report from Affiliates Coordinator, questions and discussion

15. Report from Archives Director, questions and discussion

16. FSRN and other possible presentations - 10 minutes each

6:30 pm - adjourn for the evening

Sunday, March 14th

17. Executive Session: report on any outstanding legal matters, settlements of law suits, and any other contract issues

18. Public Comment, part 3

19. Election of board officers

20. Establishment of board committees

21. Review of board meeting schedule - dates/cities

1:15 pm - Meeting Adjourns

4. ELECTION OF AFFILIATE REPRESENTATIVES TO THE BOARD.

Two people nominated by Pacifica Affiliates Association for two seats
Marty Durlin [KGNU] and Vicki Santa [WMNF]. Brief remarks from each candidate.

Both elected unanimously by written ballot.

5. BRIEF INTRODUCTIONS OF NEW PACIFICA NATIONAL BOARD MEMBERS

Each of the directors speaks for 2 minutes on their background and vision for Pacifica.

6. LISTENER COMMENTS (PART 1) -

Comments from various Pacifica listeners, staff and LSB members.

Meeting Adjourned for the day at 9: 30 pm.

SATURDAY, MARCH 13, 2004

Meeting convenes 9:50 am

Kolhatkar accepted as pro tem secretary. Chair Pro Tem Sanders reads the agenda
- accepts suggestions on how to deal with starting an hour late.

MOTION - by Dave Adelson to move agenda back by one hour.

10 yes, 6 no

FAILS - 2/3 required to modify agenda

Pro tem chair announces that meeting room must be vacated by 6:30pm.

MOTION - by Spooner to pick up the hour by taking half hour off the lunch break
and extending the meeting at 6:30 pm.

12 yes, 4 no

PASSES

7. DISCUSSION OF THE ROLES OF THE BOARD OFFICERS AND BOARD COMMITTEES.

Board discusses logistics of coordinating and communication of the various PNB
committees, their goals, duties, and responsibilities.

MOTION - by Allen that each director should submit to Randhawa in writing by
the end of the day which committees they want to join and possibly chair.

Pro tem chair Sanders unsuccessfully appeals to Allen to withdraw the motion
because it will be addressed during Sunday agenda.

MOTION - by Walker to extend agenda item for 10 minutes.

yes 11

PASSES

MOTION by Warren to amend Allens motion to substitute "now" for "
by the end of the day "

Spooner calls the question - 11yes 2 no

MOTION by Warren to amend

4 yes, 14 no

FAILS

Spooner calls the question on Allen motion on committee sign-up 16 yes, 0 no

MOTION (restated here) by Allen that each director should submit to Randhawa in writing by the end of the day which committees they want to join and possibly chair.

12 yes, 2 no

PASSES

MOTION - by Sanders to move the agenda.

15 yes, 4 no

PASSES

8. REPORT FROM PACIFICA EXECUTIVE DIRECTOR (ED)

Pacifica Executive Director Dan Coughlin gives report on the recent work and issues being handled by the national office, recent fund drives, future plans and takes questions from the PNB.

MOTION: by Sanders for 5 minute extension on ED Q and A - No objection.

MOTION - by Spooner made a motion for lunch break and be back by 12:55pm.

17 yes, 1 no

BREAK FOR LUNCH.

Meeting resumes 1:00 pm.

9. FINANCE REPORT BY LONNIE HICKS, PACIFICA CFO

Hicks gives report on income, expense, budget issues, role of CFO, and takes questions from the PNB.

Report via Speakerphone by Pacifica auditor Ross Wisdom:

Wisdom goes over FY2003 audit and takes questions from the PNB.

MOTION: by William Walker to move through the agenda as is, and deal with the agenda at 6:15 pm and reevaluate for tomorrow s agenda.

16 yes, 2 no

PASSES

11. STATION REPORTS BY THE GENERAL MANAGERS

Eva Georgia, KPFK, Ron Pinchback (Interim GM), WPFW, Duane Bradley, KPFT, Don Rojas, WBAI give reports, talk about goals and take questions from board members. KPFA GM Jim Bennet is absent due to illness.

12. LISTENER COMMENTS - PART 2

Motion to extend time allotted for this public comment period by 15 minutes
- 13 yes, PASSES

Comments from various Pacifica listeners, staff and LSB members.

MOTION by Walker to postpone Laforest and Walker resolutions until Sunday because text not available - no objection

MOTION by Spooner dividing up remaining time amongst remaining reports - no objection

14. REPORT FROM URSULA RUDENBERG, AFFILIATE COORDINATOR

Rudenberg gives historical background and makes recommendations for Pacificas work with affiliates stations.

15. REPORT FROM BRIAN DESHAZOR, PACIFICA ARCHIVES

Deshazor gives 11 minute audio presentation of historical Pacifica archive material and explains work and needs of the archive.

16. REPORT FROM FREE SPEECH RADIO NEWS (FSRN)

FSRN reporters give history, explain operation and make recommendations for FSRN working relationship with Pacifica.

REPORTS FROM OTHER GROUPS

Ryme Katkhouda, WPFW, wbix.org

DC Radio Coop - formed in conjunction with Independent Media Center, wbix.org, and FSRN. Based on the grassroots radio project model.

David Adelson and Mansoor (KFPK area), Anti Sound Posse

Anti-copyright recordings, available via CDs. Train people to collect, edit, and bring back sound cheaply.

Fernando, People Without Borders project

Reaches out across borders, tries to reach out to global, local community. Trains youth to do news for working class.

Pro tem chair Sanders revisits issue of this PNB meeting running far behind schedule&

MOTION by Adelson to extend Sunday meeting by 2 hours accommodate for more Q & A with executive director and Chief Financial Officer

Discussion. Some objections because some directors will not be able to stay. Suggested that no votes be taken during extension, only discussion. Confusion over parliamentary procedure, directors instruct the chair pro-tem.

Substitute Motion by Cooper seconded by Spooner, that Sunday meeting start at 6:00am

yes 4, no 8

FAILS

MOTION by Adelson restated: to extend Sunday meeting by 2 hours to accommodate for Q & A with executive director and Chief Financial Officer, not to conduct business.

12 yes, 5 no

PASSES

MOTION: to extend time to hear reports from other groups: 17 yes. PASSES

First voices KPFA Apprenticeship program (KPFA training program):

Report by program graduates. First Voices is the 20 year old radio training/apprenticeship program at KPFA that is scheduled to be implemented though out Pacifica

Cooper - Wishes to reconsider motion to convene tomorrow morning at 6:00am. Ruled out of order by chair pro-tem.

Saturday session adjourns.

SUNDAY, MARCH 14 - DAY 3

17. EXECUTIVE SESSION - Closed to the public (see Article 6, Section 7 of Bylaws).

- Minutes for this section of the Pacifica National Board Meeting are provided in a separate document. This executive session addressed outstanding legal matters and settlements of lawsuits as well as other contract and personnel issues.

SUNDAY, MARCH 14, PUBLIC SESSION

MOTION: to set per person time during public comment to 1 minute per person

Question called: 17 yes, 1 no

Vote on main motion:

17 yes, 1 no

PASSES

18. PUBLIC COMMENTS PERIOD - PART 3

Brief comments from various Pacifica listeners, staff and LSB members with occasional responses from PNB members.

MOTION: by Schorell add public comment period at end of meeting - passes

Five minute presentation by KPFT director Sam Kiteka

Kiteka - It counter productive for Pacifica to do fundraising during Black History Month in February - shows a lack of commitment and participation by the five network stations.

19. ELECTING A CHAIR, VICE CHAIR AND SECRETARY FOR THE PNB

All positions elected using Instant Runoff voting and paper ballots as required by the Pacifica bylaws Article 9, Section 2.

Nominations for chair (person making nomination in brackets)

Henry cooper (Cooper), Marty Durlin (Maldonado), Ambrose Lane (Olusagun), Gerald Sanders (Kiteka), Dave Adelson (Adelson)

Nominees make brief statements. Ballots distributed and collected. Clarification of voting process given.

MOTION by Walker to discuss Haiti resolution while votes being counted

4 yes, 8 no

FAILS

Breakdown of votes for Chair (certified by CFO Lonnie Hicks - 2 members of public as observers for the count):

Adelson 1, Durlin 11, Sanders 1, Cooper 4, Lane 4

Marty Durlin elected as chair of the PNB

Durlin now presides as PNB chair.

Nominations for vice chair (person making nomination in brackets)

Cooper (Warren) , Adelson (Allen) - declined, Lane (Spooner) , Walker (Allen) - declined

Breakdown of votes for Vice Chair: Lane 10 , Cooper 11

Henry Cooper elected as vice-chair of the PNB.

Nominations for Secretary:

Roger Manning (Spooner) , Sarv Randhawa (Adelson) declined.

Breakdown of Votes for Secretary: , Manning 20 votes, 1 abstention.

Roger Manning elected as secretary of PNB, assumes taking of minutes.

20. ESTABLISHMENT OF BOARD COMMITTEES

Allen coordinates using committee signup grid compiled since Saturday. Interspersed with motions and voting there is clarification discussion and referencing of the Pacifica bylaws in order to determine proper procedure for forming the committees and as to the specific roles of various committees.

MOTION by Kolhatkar that directors to caucus with their LSBs to determine who they want to be on these committees (withdrawn until later).

MOTION by Adleson to not modify the bylaws regarding the coordinating committee, that instructions are clear. Not seconded.

Discussion&

MOTION by Roberts, that the 2 WPFW coordinating committee applicants agree which one of them will withdraw and then accept names from sign up sheet as amended. Seconded.

Shakir withdraws. Motion withdrawn.

Coordinating Committee will consist of Foundation officers and one director from each station:

Durlin, Cooper, Manning, Coughlin, Hicks, Spooner, LaForest, Adelson, Lane, Allen

Formation of Governance Committee

MOTION by Walker that each station have only vote on each standing committee

Discussion&

AMENDMENT to the MOTION by Adelson to refer committee voting procedures to the governance committee - withdrawn

Point of order from the floor - bylaws state that these committee members must be elected by Single Transferable voting (STV) with ballots.

Vote on Walker motion

yes 3, no 15

FAILS

MOTION by Spooner to accept names as on signup sheet for Governance committee.

Durlin, Kolhatkar, Maldonado, Spooner, Manning, Walker, Lane, Cooper

Discussion on point of order regarding STV election&

yes 16, no 3

PASSES

Point of order - Walker - PNB is not complying with the bylaws with regard to proper voting procedure for these committee elections. Spooner - we only need to use STV when there are limited seats on a committee.

MOTION to accept names as on signup sheet for the Technology Committee

Manning, Adelson, Schroell, Randhawa, Shakir

yes 19

PASSES

Formation of Programming Committee:

MOTION by Roberts, seconded by Shields to accept names as on signup sheet for the as amended Programming Committee:

Olusagun, Laforest, Shields, Walker, Shakir, Rodriguez, Randhawa, Schroell,

Warren

yes 19

PASSES

Formation of Finance committee

Discussion determining that affiliate directors are eligible and interpreting of meaning of "shall include" in bylaws language.

MOTION: by Shields that "Shall include" is limiting and that this committee include only the CFO, a director from each station and the LSB treasurers as specifically stated in the bylaws.

Call question

yes 12, no 5

PASSES

Vote on Shields motion

yes 8, no 9, abstain 3

FAILS

MOTION by Kolhatkar to accept names as on signup sheet as amended for the finance committee

Roberts, Santa, Spooner, Shields, Warren, Cooper

call question

Yes 19

Vote on Kolhatkar motion:

yes 17

PASSES

MOTION by Spooner to accept names as on signup sheet as ammended for Audit committee seconded by Walker

Kolhatkar, Allen, Walker, Maldonado, Lane

yes 19

PASSES

Committees of Inclusion (COI)

Point of Order by Spooner - the COI be elected by the LSBs reads from bylaws Article 8, Section 4.

Chair Durlin runs down remaining agenda items and points out time restraints.

Adelson requests that KPFK motion for the formation of an Elections Review Committee be addressed.

AD HOC COMMITTEES

MOTION by Spooner to immediately establish Executive Review committee and Elections review committee with 1 volunteer director from each station and 1 affiliate director if desired and it be limited to those members.

Discussion.

MOTION TO AMEND by Adelson that the elections review committee be formed according to the KPFK motion - that the Elections Review Committee be charged with dealing with the issues for the reasons for the lack of diversity in elections results, and the questions of class and gender in the conduct of the election - withdraws until later.

Clarification Discussion...

MOTION to AMEND: by Roberts to divide the motion - consider the two committees separately

yes 17, no 2

PASSES - MOTION divided

MOTION by Spooner part one: Immediately establish Executive Review committee with 1 volunteer director from each station and 1 affiliate director if desired and that the committees are limited to these members

Question called

yes 16, no 1

MOTION

yes 14, no 5

PASSES

Kiteka - needs to leave for airport, wants to present motion for an ad-hoc committee. No objection, Chair allows motion..

MOTION by Kiteka to create standing committee to organize and develop fundraising for a \$64k Pacifica remote broadcast vehicle to travel throughout the country for outreach, promotion and incorporate digital technology

Brief discussion

Question called - 16 yes

MOTION

4 yes, 10 no, 3 abstain

FAILS

21. SCHEDULE NEXT MEETING [moved up in the agenda to accommodate directors having to leave for the airport]

MOTION: by Allen for the next PNB meeting to take place in Houston June 3,4,5,6
- retreat to take place on the 3 and 4th.

Question called

12 yes, 2 no

15 yes, 1 no

PASSES

Directors Kiteka and Cooper leave. A quorum of 19 directors still present.

20. COMMITTEE FORMATION (continued)

Point of Order by Maldonado were committees formed legally? - supposed to be elected ...

Spooner - yes - the PNB chose to elect the people who volunteered.

Point of information by Adelson - the Spooner motion creating the the ad hoc Executive review committee says that it is limited to those directors just elected, arent there supposed to be LSB members of ad hoc committees? Spooner - yes, unless determined otherwise for confidentiality.

Discussion, clarification&

Point of order by Walker - that weve broken the bylaws by not using ballots to form these committees.

Point of order by Spooner - the Spooner motion for process of forming Executive Review committee violated the bylaws in that it didnt reference inclusion of LSB members.

MOTION by Walker that the executive review committee be elected by STV.

10 yes

PASSES

Executive Review committee candidates:

Kolhatkar, Shields, Randhawa, Schroell, Laforest, Walker, Roberts

Spooner clarifies voting process.

Point of order by Adleson - a specific motion needed to limit executive review committee membership to directors.

MOTION by Walker that the executive review committee be limited to directors.

Discussion...

Question called

13 yes

Vote on Walker motion:

5 yes, 8 no

FAILS

MOTION by Adelson from KPFK LSB that the PNB establish an elections review committee to assess the recent LSB elections looking especially towards the participation of candidates, outreach and publicity, voting and election especially of low income people of color , women, GLBT, and other oppressed or underrepresented communities. This committee should make recommendations to the PNB that should also be reviewed for input by each LSB.

Discussion on time restraints for todays meeting and use of the hall.

MOTION to Amend by to split motion separating diversity issues from specific administrative questions

Discussion...

9 yes, 5 no

Motion to amend Adelson motion PASSES

SUBSTITUTE MOTION by Spooner that Adelson motion duties concerning outreach, diversity, inclusion be referred to the Committee of Inclusion as established by the bylaws.

12 yes, 2 no, 1 abstain

PASSES

MOTION by Allen establish elections review committee to address the flaws and problems that occurred in the first election. Seconded by Laforest.

MOTION to amend by Spooner to insert "problems in the administration of the election"

MOTION to amend by Roberts to give June 2004 deadline for report

MOTION restated by Allen: to initiate an ad hoc elections review committee to determine ways to resolve the problems in the administration of the first election and to report at June 2004 PNB meeting.

Point of order - by Adelson that motions to amend should be voting on separately.
Spooner - proper to vote on the motion as amended, returning to the original motion if it fails

10 yes, 2 no, 2 abstain

PASSES

Voting results on Executive Review committee

Kolhatkar 14, Shields 11, Randhawa 11, Schroell 12, Laforest 4, Walker 3, Roberts 14

Elected to Executive Review committee: Kolhatkar, Shields, Randhawa, Schroell, Roberts

:: Break - 10 min ::

Elections review committee

Candidates nominated: Spooner, Laforest, Rodriguez, Maldonado, Olusagun, Walker, Allen

Ballots filled out and handed in. Discussion of additional ad-hoc committees

MOTION by Roberts to not form additional ad-hoc committees at this time in the interest of workload

Discussion&

question called

12 yes, 2 no

Vote on Roberts motion:

10 yes, 5 no

PASSES

Order of the day called by Adelson - Q and A with Executive Director and Chief Financial Officer

Seconded by Spooner

Vote on not moving the agenda - 3 yes. Agenda moved.

22. QUESTION AND ANSWER PERIOD WITH EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER [as added to the agenda earlier in the weekend]

The PNB asks various questions for Executive Director (ED) Dan Coughlin and Chief Financial Officer (CFO) Lonnie Hicks.

MOTION by Adleson to extend meeting by 60 minutes and limit questions to 2 minutes each in length

question called - yes 12

MOTION to adjourn

3 yes, 8 no

FAILS

Vote on motion to extend meeting by 60 minutes

7 yes, 5 no

FAILS

MOTION by Walker to extend to 15 minutes so directors may finish their questions.

yes 13

PASSES

Q and A continues with ED and CFO continues.

MOTION by Sanders - in evaluation to be referred to the appropriate committee:

Given the crippling effect of the numerous legal suits against Pacifica (many of these

by former employees). Be it resolved that all statements or comments regarding personnel be exclusively channeled through the appropriate existing organizational structures (LSBs first) and then be reviewed by our attorneys before presentation to the PNB. Be it also resolved in at the evaluation and review of all managers that each managerial position includes a contract of not less than one year and no more than two years.

MOTION TO ADJOURN by Manning

yes 7

no 5

Meeting time has expired.

Meeting Adjourned 3:37pm

Elections Review Committee results read into meeting recording after adjournment:

Spooner 6, Laforest 3, Rodriguez 11, Maldonado 8, Olusagun 11, Walker 5, Allen
11

Election Review committee:

Spooner, Rodriguez, Maldonado, Olusagun, Allen

Submitted by, Roger Manning, Secretary, Pacifica Board of Directors

Approved by the Board of Directors on June 4, 2004.