

# 2004-10-01 PNB Meeting Minutes

## MINUTES OF THE PACIFICA FOUNDATION

### BOARD OF DIRECTORS REGULAR MEETING

October 1- 3, 2004

Ramada Inn Rockville

1775 Rockville Place, Rockville MD 20851

#### Directors present:

Dave Adelson, Teresa Allen, Henry Cooper, Marty Durlin, Sonali Kolhatkar, Ray Laforest, Ambrose I. Lane, Sr., Miguel Maldonado, Roger Manning, Kalonji T. Olusagun, Sarv Randhawa, Mark Roberts, Julie Rodriguez, Gerald Sanders, Wendy Schroell, Zarinah Shakir, Alice Shields, Carol Spooner, William Walker, Donna Jo Warren

Not present: Samuel Kiteka

Also present as officers of the Pacifica Foundation:

Dan Coughlin -Executive Director(ED), Lonnie Hicks Chief Financial Officer(CFO)

Meeting convened by PNB Chair, Marty Durlin.

Minutes taken by PNB Secretary Roger Manning

The full meeting was webcast by [www.kpftx.org](http://www.kpftx.org)

## AGENDA

Friday, October 1

9 am

1. Executive Session, legal and personnel matters

12:30 Lunch

1:30 pm Executive Session: personnel matters

2:30 Break (15 minutes)

## PUBLIC SESSION

2:45 pm

Call to Order

2. Chair's Comments (10 minutes)

3. Approval of Minutes (10 minutes)

4. Approval of Agenda (10 minutes)

3:15 pm

5. Reports

Brian Deshazor, Archives Director

Ron Pinchback, WPFW Interim GM

Eva Georgia, KPFK GM

Don Rojas, WBAI GM

Duane Bradley, KPFT GM

Jim Bennett, KPFA Interim GM

(all presentations 20 minutes)

6:15 Adjourn

7:30 pm Reception hosted by WPFW

Saturday, October 2

9 am

6. Reports

Dan Coughlin, ED, including updates on WBAI mediation, elections and ADA (60 minutes)

10 am

7. Discussion of National Programming, including FSRN, RFPI (60 minutes)

11am

8. Report from Archives Committee (30 minutes)

11:30 am

9. Finance Committee

CFO Report by Lonnie Hicks (30 minutes)

Review of FY04 Budget to date (30 minutes)

12:30 ? Lunch

1:30 pm

10. Discussion and approval of FY05 Budget (2 hours)

3:30 BREAK (15 minutes)

3:45

11. PUBLIC COMMENT (60 minutes)

4:45

## 12. Committee Reports

Governance (45 minutes)

Tech (45 minutes)

6:15 Adjourn

9 pm ? A Taste of WPFW (event)

Sunday, October 3

9 am

13. PUBLIC COMMENT (60 minutes)

10 am

14. Committee reports (cont.)

Board Staff Relations (10 minutes)

Programming (10 minutes)

Committees of Inclusion (10 minutes)

10:30 am

15. Race and Nationality Discussion (90 minutes)

12:00

16. Unfinished business, new business (90 minutes)

? Resolution from donna warren that the chair have an administrative assistant

? Strategic planning

? Transition plan for new PNB

? Schedule next regular PNB meeting

1:30 pm - ADJOURN

9:14am PNB convenes in Executive Session to discuss personnel matters.

Minutes are in separate document and are confidential.

3:20 pm PUBLIC SESSION convened

## 2. Chair?s Comments

[Summary] It's crucial that we work together and are functional. Must be bold, but also practical. Pacifica a very powerful media tool - it is good to remember that there are many people depending on us to make their voices heard. We must also continue to work with the alternative media community.

### 3. Approval of Minutes (10 minutes)

MOTION by Spooner to approve all minutes included in board packet supplied for this meeting:

4/28/04, 4/28/04 executive session, 5/26/04, 6/4-6/04, 6/6/04 executive session, 6/22&7/2/04, 7/16/04, 7/26/04, 8-/23/04.

PASSES without objection

### 4. Approval of Agenda

MOTION to amend by Spooner to add executive session on Saturday at 8:00 am

PASSES without objection

MOTION by Laforest to split the 60 minute Saturday public comment session to two 30 minute segments - one before and one after the Finance committee report ? at 11:30 am 4:15pm.

PASSES with out objection

MOTION by Adelson to add motions regarding unbudgeted inter-unit transfers and an editorial resolution on FCC attacks on low power radio to unfinished business on Sunday.

PASSES with out objection

Agenda as amended

PASSES with out objection

### 5. Reports

Brian Deshazor, Archives Director

Gives overview of 3 year plan. Summarizes archives preservation, projects and grant funding. Answers some questions form directors regarding archives operations.

Ron Pinchback, WPFW Interim GM

[Report to be given on Saturday]

Eva Georgia, KPFK GM [Rodriguez gives report]

KPFK expanding fundraising, outreach, physical plant work. Increased numbers of programmers and collectives.

Don Rojas, WBAI GM

Speaks about some improvements in troubled board-staff relations, successful Republican National Convention coverage, improved ratings, recent successful fund drive, and resistance of staff to LSB proposed budget cuts.

Duane Bradley, KPFT GM

Finances going well, community supportive, continued development of news dept. who received 'best of' rating by local paper.

Jim Bennett, KPFA Interim GM

KPFA doing well in fundraising and ratings due to filling gaps left by mainstream media. Building renovations a priority. More youth radio partnering planned on internet stream. Much community praise of recent town hall meeting.

Brief public comment

Comments from a few people from the Pacifica community regarding the stations.

Vice chair Cooper assumes chairing of the meeting.

Technical committee report (moved up due to extra time)

Adelson reports on evolving community based wireless networks discussed at Pacifica's ?tech talk? sessions during this summer?s Grassroots Radio Conference.

Jim Bennett, KPFA - speaks about high usage of Pacifica internet radio - useful as a programmer farm system. Gives a report High Definition Radio (HD). Recommends that it is not developed enough yet and too expensive.

6:28 Adjourn for the day.

SATURDAY, OCTOBER 2

8:22am Executive session reconvenes Minutes are in separate document and are confidential.

9:23am Convene public meeting

Chair adjust order of reports without objection.

WPFW report Ron Pinchback (moved from Friday)

WPFW provides alternative news, culture and dialog in the D. C area. Music important too - jazz. has been part of alternative radio culture. Discussion of the status of the station's relationship with the D.C. Radio co-op during the restructuring of the new department.

Announcement - Chair has Shakir announce evening event hosted by WPFW.

## 7. Discussion of National Programming, including FSRN, RFPI

### Radio for Peace International (RFPI) presentation

Chuck Scuritch and James Latham, GM give historical and technical overview of Radio for Peace International and short-wave radio. RFPI was closed down in early 2004 and are seeking help from Pacifica in order to rebuild. Has, and will broadcast Pacifica programming.

Some discussion and questions with PNB. ED is supportive.

MOTION by Adelson that the PNB authorize a 12 hour day of fundraising on the Pacifica 5 stations and affiliates to fund development of Radio for Peace International's (RFPI) facilities to

broadcast Pacifica programming worldwide to the 660 million short wave radio listeners.

Discussion.

MOTION to amend by Walker that the Pacifica foundation analyze the impact of national fundraising days on annual fundraising and that we analyze the impact of mergers with other organizations.

Discussion.

MOTION to amend by Lane to establish a contract with RFPI before conducting a national day of fundraising

Brief discussion.

Vote on Lane amendment:

PASSES unanimously

Point of order by Adelson that Walker amendment doesn't seem to be relevant to Adelson motion.

Discussion.

Walker motion withdrawn without objection.

Adelson calls for role call vote. No objection..

Motion amended to remove "and affiliates" without objection.

MOTION by Adelson as amended: that the PNB authorize one day of fundraising on all 5 stations to raise revenue to fund Radio for Peace International's (RFPI)

return to the air, in exchange for which we will contract with RFPI for RFPI to broadcast a Pacifica stream via short-wave radio. A contract with RFPI will be established before conducting the national day of fundraising.

Vote on Adelson motion:

Adelson - y

Allen - y

Cooper -y

Durlin -

Kiteka -

Kolhatkar - y

Laforest - y

Lane - y

Maldonado -

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez - y

Sanders - y

Schroell - y

Shakir -y

Shields - y

Spooner -

Walker -

Warren ?y

PASSES 16 yes

#### 8. Report from Archives Committee [ moved in agenda without objection]

Archives committee report ? Alice Shields

Held first meeting on September 27. Consulted with Brian Deshazor as to what was the best of 2 fundraising options - he supported going the non 3% central services approach for now.

**MOTION by Shields that the PNB choose the budget without central services**

( 3%) and that in 6 months the Archive conduct a real cost analysis of the whole Archive budget.

PASSES 14 yes,

7. Discussion of National Programming, including FSRN, RFPI (cont.)

ED and Affiliates Coordinator Ursula Rudenberg Reports on FSRN negotiations which are going well. Agreement in principle to establish Pacifica network news service with will incorporate FSRN, detailed proposal ahead. Discussion by PNB follows.

MOTION by Maldonado to extend discussion of this item by 5 minutes ? no objection

Point of order by Adelson ? one of PNB members of FSRN negotiating committee needs to be replaced due to resignation of Vicki Santa.

MOTION: Next highest vote getter in original committee election, Adelson, elected by proclamation to fill vacant seat on the FSRN contract negotiating of the PNB.

6. Reports (continued) [order changed by chair without objection]

Executive Director on Pacifica Elections

Candidate statements will be mailed to all members - may need to mailed separately from ballots due to deadlines. There is an audit updating of the membership database lists taking place. Ballots in production by True Ballot who handles union elections.

MOTION by Shields that the ballot mailing be delayed until the candidate statements are ready to be mailed with the ballots

Discussion of logistics and feasibility. It is possible to meet bylaws deadline for ballot mailing, though may be difficult.

Question called - PASSES

Shields calls for role call vote - PASSES

Vote on Shields motion:

Adelson - y

Allen - n

Cooper - y

Durlin -

Kiteka -

Kolhatkar - y

Laforest - y

Lane -

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - a

Rodriguez - y

Sanders - y

Schroell - y

Shakir -y

Shields - y

Spooner -

Walker - a

Warren -y

PASSES 14 yes, 1 no, 2 abstain

11:41 Brief break

11:52 reconvene for public comment

11. PUBLIC Comment part 1 (Sat. public comment split with half held prior to Finance discussion)

Comments from various Pacifica listeners, staff and LSB members.

12:37pm lunch break

1:40pm resume

6. Reports (continued) [order changed by chair without objection]

Report on Americans with Disabilities Act (ADA) issues.

ED reports. A network wide ADA audit of facilities has been requested. There are current efforts to update various facilities. Suggests that Pacifica conduct. Capital campaign needed to raise money for ADA and other physical plant improvements.

MOTION by Lane that the PNB make sure that all facilities owned or rented by Pacifica be ADA compliant

Chair Durlin request a more detailed motion

MOTION to amend by substitution by Walker that the Pacifica National office is instructed to perform an ADA compliance audit of Pacifica facilities: a. establish a list of short-term projects that can be completed within the current capital budget; b. establish a list of long-term projects that can be completed in conjunction with raising long term capital funding; c. that timelines will be created for each of these to be approved by the PNB

Discussion.

MOTION to amend amendment by Warren to substitute the word "cause" for the word "perform"

PASSES with no objection.

MOTION to amend by substitution by Walker as amended: that the Pacifica National office will cause an ADA compliance audit of Pacifica facilities: a. establish a list of short-term projects that can be completed within the current capital budget; b. establish a list of long-term projects that can be completed in conjunction with raising long term capital funding; c. that timelines will be created for each of these to be approved by the PNB.

Vote on Walker motion

PASSES 17 yes

## 9. Finance Committee (FC)

Report from Mark Roberts, FC chair.

Reviews FC committee work ? discussion and monitoring of monthly actuals and budgets, legal billings, governance expenses, local station variances, Pacifica FY05 budget. Special attention has been paid to salary overages and WBAI budget. Goes over FC resolutions including 3 options for the WBAI budget which has not been passed by WBAI LSB.

CFO Report by Lonnie Hicks

Review of FY04 Budget to date:

CFO goes over budgeted verses actuals for FY04 income and spending. Spending went over, but higher than expected income balanced things out.

FY05 overview:

Goal for the PNB is to authorize budget in time (Oct. 1). Rate of income and expense increases are slowing down from the last few years.

Presents WBAI contingency budgets:

- 1) Original proposed of WBAI GM, LSB treasurer - based on income of around \$4 million
- 2) WBAI LSB proposal cutting budget by 460k based on 70 days of on-air fundraising at 31k net per day of listener contribution - would reduce salaries by 198k - 5 full time Employees
- 3) Alternative proposal by GM, business manager and CFO - 171k cuts made from original proposal without cutting salaries

Point of order by Walker ? request chair to more actively moderate presentations and questions

Discussion.

#### 10. Discussion and approval of FY05 Budget

Discussion and questions with the CFO, PNB, WBAI GM and WBAI LSB chair. A main issue regarding the WBAI budget is the LSB's concern over number of days of on-air fundraising required and basing spending on over optimistic income projections. There were 92 days for fundraising (adjusted to 85) in FY04 which is considered high and problematic.

Point of order by Hicks to separate FY05 and WBAI contingency budget?

More discussion.

MOTION by Roberts: whereas the PNB recognizes both the concerns of the WBAI LSB and the management and whereas the PNB needs to adopt a FY05 budget for Pacifica, the PNB hereby chooses to approve the WBAI Budget Proposal #3, and directs the National Finance Committee to revisit said budget by November 15, 2004; and further endorses the National Finance Committee requirement that the WBAI LSB, Management, the Executive Director, and the Chief Financial Officer work to improve the WBAI fundraising performance and premium fulfillment.

Discussion.

MOTION to amend by Laforest to change date to 12/3/04 - not seconded

Vote on Roberts motion:

Adelson - y

Allen - y

Cooper -y

Durlin -

Kiteka -

Kolhatkar - a

Laforest - n

Lane - y

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez - y

Sanders -

Schroell - y

Shakir -y

Shields - y

Spooner - y

Walker - a

Warren - n

PASSES 14 yes, 2 no, 2 abstain

4:10 break

4:25 reconvene

#### 11. PUBLIC COMMENT PART 1 (continued)

Comments from various Pacifica listeners, staff and LSB members.

Point of order by Manning ? that body needs to approve entering any documents into the record. [referring to request from WPFW LSB member]

#### 7. Discussion of National Programming, including FSRN, RFPI (continued)

Discussion of national programming / national programming director in FY05 budget

ED ? Pacifica has wanted to hire a National PD for years, but it hasn't been possible. National PD would coordinate the many ongoing network wide programming activities.

Discussion. PNB members concerned that national programming policy should be

discussed and established by the PNB before establishing this position.

MOTION by Adelson that PNB adopts KPFK LSB motion that the Pacifica National Board delay the decision regarding a National Program director until the National Programming Committee has developed policy on national programming.

Discussion.

MOTION to amend by Roberts to add "to bring a resolution by" the March 2005 PNB meeting.

PASSES without objection

Discussion

Roberts MOTION to amend:

PASSES without objection

MOTION to amend by substitution by Walker as amended: that the Pacifica National Office does not initiate a hiring process for the National Program Director until the Programming Committee has developed policy on national programming and a resolution is brought forth for approval by the Pacifica Nation Board at the March 2005 meeting.

Roll call vote requested by the chair without objection

Vote on Walker substitute motion

Adelson - y

Allen - y

Cooper -y

Durlin -

Kiteka -

Kolhatkar - y

Laforest - y

Lane - y

Maldonado - a

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez - y

Sanders - y

Schroell - y

Shakir -y

Shields -

Spooner - y

Walker - y

Warren ?y

PASSES 18 yes, 1 abstention

## 12. Committee Reports

### Governance Committee

Ambrose Lane has become chair as former Chair Spooner had to resign. Lane reports and submits 3 resolutions from the Governance committee.

MOTION by Lane that the provisions in the Pacifica bylaws, Article 5, Section 7, and Article 7, Section 9 whereby a member ceases to be a member after missing 3 consecutive meetings be applied to committees of the PNB, and that the chair of the committee will notify the chair of the respective LSB of any pending suspension.

MOTION to amend by Spooner to insert "such that any committee member who misses 3 consecutive committee meetings shall no longer be a member of the committee"

Discussion, clarifying questions etc.

Spooner amendment PASSES without objection

MOTION by Lane as amended: that the provisions in the Pacifica bylaws, Article 5, Section 7, and Article 7, Section 9 whereby a member ceases to be a member after missing 3 consecutive meetings be applied to committees of the PNB, such that any committee member who misses 3 consecutive committee meetings shall no longer be a member of the committee, and that the chair of the committee shall notify the chair of the PNB and the respective LSB of any pending suspension from the committee.

PASSES without Objection

MOTION by Lane: that the PNB schedule a bylaws convention in the Fall of 2005, and that notices commence six months beforehand.

Discussion. The Governance committee discussed timing and logistics at length.

MOTION by Roberts to amend to say after "September 30th"

PASSES as without objection

MOTION by Walker to amend to say prior to "March 30 , 2006"

PASSES as without objection

MOTION by Lane as amended: that the PNB schedule a bylaws convention in the Fall of 2005 after September 30th and prior to March 30 , 2006, and that notices commence six months beforehand

PASSES without objection

Discussion

MOTION by Lane that in order to resolve issues expeditiously, each LSB shall form a standing Grievance and Ethics committee of not less than 5 members to hear any dispute relevant to LSB members and policy concerns and that the PNB establish a standing Grievance and Ethics committee of no less than 5 members to handle any ethics or grievance issues on the PNB level and to hear appeals of decisions from LSB Grievance and Ethics committees. These committees would only meet when necessary.

Discussion.

Motion by Randhawa to table until tomorrow morning

PASSES without objection

#### 10. Discussion and approval of FY05 budget (continued)

Discussion of a few changes.

MOTION by Spooner that the line for legal expenses be increased to \$311k and that if it's not spent it get sent to surplus in order that the money not be spent on other expenses.

PASSES without objection

MOTION by Roberts that the Pacifica National Board hereby approve the FY05 budget with the following adjustments: establishing a line item for board training of \$25k; increasing to full funding of legal expenses at \$311k; and that the PNB revisit the implications of negotiations re: national programming and the WBAI budget by 12/3/04.

Discussion of accommodating ADA audit.

MOTION to amend by Warren to add "and with an accommodation for an ADA audit at the five stations, Pacifica Radio Archives and National office."

PASSES without of objection

MOTION by Roberts as amended: that the Pacifica National Board hereby approve the FY05 budget with the following adjustments: establishing a line item for board training of \$25k; increasing to full funding of legal expenses at \$311k; that the PNB revisit the implications of negotiations re: national programming and the WBAI budget by 12/3/04; and with an accommodation for an ADA audit at the five stations, Pacifica Radio Archives and National office.

Chair asks for role call vote - no objection

Vote on Roberts motion as amended to accept FY05 budget

Adelson - y

Allen - y

Cooper -y

Durlin -

Kiteka -

Kolhatkar - y

Laforest - y

Lane - y

Maldonado - y

Manning - y

Olusagun - y

Randhawa - y

Roberts - y

Rodriguez - y

Sanders -

Schroell - y

Shakir -y

Shields - y

Spooner - y

Walker - y

Warren ?y

PASSES 18 yes

Acknowledgement and applause for all who completed the difficult work of creating the FY05 budget.

Chair announces tomorrow's session schedule.

6:26 Adjourn for the day.

SUNDAY, OCTOBER 3rd

Convene 9:15 am

14. Committee reports (cont.) [moved up in agenda without objection]

Affiliates director report ? Ursula Rudenberg

Currently 52 affiliates. Acknowledges support from Prometheus Radio Project for adding low-power FM stations to affiliates. Urges PNB not to think of National Programming department as competition for local programming but as providing infrastructure and connectivity for the network. Some discussion regarding the role of proposed national program director.

13. PUBLIC COMMENT part 2

Comments from various Pacifica listeners, staff and LSB members.

Chair Durlin ? moves to several brief agenda items without objection. Recommends sending 3rd Governance committee resolution back to committee.

MOTION by Spooner that the Governance committee resolution regarding formation of Grievance and Ethics committees by the LSBs presented during the Saturday session be sent back to the Governance committee

Brief discussion.

PASSES without objection

MOTION by Schroell that the PNB authorize the current FSRN working group to also work on the RFPI agreement negotiation in a similar manner.

PASSES without objection

MOTION by Olusagun that upon removal or resignation of any LSB member, all current members and replacement delegates who ranked lower than he/she shall be advanced in accordance to election ranking to fill that void. This seat inheritance process shall be retroactive.

Discussion.

MOTION by Roberts to refer Olusagun motion to governance committee

Discussion.

MOTION to amend the motion to refer by Randhawa that the governance committee come back to the PNB with a recommendation after their next meeting

Point of order by Walker that it is implicit in a motion to refer to committee that a recommendation to the main body will be made.

Orders of the day called by Manning

Motion to refer PASSES without objection

MOTION by Lane: because of the responsibility of the Pacifica Board to leverage contributions of our listeners, the CFO is hereby instructed to investigate, and report to Pacifica's Finance Committee, the terms and conditions that would attach to a loan of (1) \$25 million dollars and/or (2) \$50 million.

Discussion. Chair questions whether the motion is in order in the agenda.

Point of order by Manning ? item could added to Unfinished business/new business later in agenda

Discussion.

MOTION by Manning to refer the Lane motion to the national finance committee and LSB finance committees for comments.

PASSES without objection

#### 14. Committee reports (cont.)

##### Board Staff Relations

Durlin - Not much has happened yet. Asks ED to convene next meeting. Manning ? so far the committee has primarily worked on defining its role.

##### Programming

Walker, committee chair reports. Have been discussions of what Pacifica's national programming mission and procedures should be. Discussed parameters for on-air political discussion.

MOTION by Warren that the PNB highly encourage the five sister stations of Pacifica and its affiliates to ensure equal time is given to all ballot accessed candidates, leaving the judgment to the program director to implement this request.

Discussion.

MOTION to amend by Shields to substitute the words "fair and thorough coverage?" for "equal time?"

PASSES without objection.

Discussion.

MOTION by Warren as amended: that the PNB highly encourage the five sister stations of Pacifica and its affiliates to ensure fair and thorough coverage of all ballot accessed candidates, leaving the judgment to the program director to implement this.

Question called by Spooner ? PASSES

Vote on Warren motion as amended:

PASSES 13 yes, 1 no

Committees of Inclusion (C.O.I.) Report

Cooper (KPFT C.O.I) reports. Mixed success and delays in the work of the 5 station C.O.I.s. There are no formal provision in bylaws for national coordination, but efforts are planned to do this.

MOTION by Olusagun that: because inclusion and diversity are the first mentioned in the Pacifica Mission statement and an essential element in operating the C.O.I. process, and because it is a cultural bias to respect the work before us, specifically the work of the anti-racism group of the Pacifica Now conference of June 19, 2002, moves that the report of the anti-racism group of the Pacifica Now conference of June 21, 2002 be supported and that the PNB reaffirm the vote taken by the interim Pacifica National Board in September of 2003 in NYC and establish the Race and Nationality Committee as part of the C.O.I.

Discussion.

MOTION by Walker to refer Olusagun motion to a meeting of a C.O.I. national steering committee to be convened by Cooper within 2 weeks

FAILS 2 yes, 9 no

Point of order Spooner regarding proper order of voting on amendments.

MOTION by Adelson to divide the Olusagun motion

PASSES without objection

MOTION by Adelson that PNB reaffirm of the policy of the interim Pacifica National Board (iPNB) on Race and Nationality

PASSES 17 yes

MOTION by Adelson to approve the 2nd part of Olusagun motion that establishes the Race and Nationality Committee as part of the Committees of Inclusion (C.O.I.)

PASSES 16 yes

Discussion of logistics of coordinating the C.O.I. Cooper will coordinate.  
Discussion.

MOTION by Randhawa to establish a C.O.I. steering committee - not seconded

Chair - reassesses and adjust agenda. Running short on time. There is concern that the Race and Nationality issue get sufficient time.

MOTION by Walker to postpone the Race and Nationality discussion when the PNB would hold a ?Day of Diversity? to coincide with the Pacifica Annual Meeting in January 2005.

MOTION to amend by Manning to also start the discussion sooner during upcoming scheduled teleconference meetings - not seconded

MOTION to amend by Spooner that the C.O.I conduct planning for that day

MOTION to amend by Randhawa that the Race and Nationality issue be brought back to the full PNB within one month from the date of this PNB meeting so as to address the issue prior to the retiring of this PNB term.

Vote on Randhawa amendment

PASSES 8 yes, 3 no

Vote on Spooner amendment as amended

PASSES 17 yes

MOTION by Walker as amended: to postpone the Race and Nationality discussion until when the PNB would hold a ?Day of Diversity? to coincide with the Pacifica Annual Meeting in January 2005; that the C.O.I conduct planning for that day; and that the Race and Nationality issue be brought back to the full PNB within one month from the date of this PNB meeting so as to address the issue prior to the retiring of this PNB term.

PASSES 17 yes

Discussion.

15. Race and Nationality Discussion - postponed (see above motions)

Lunch break 11:30am

Reconvene 12:25

Chairs reviews agenda - the board needs to elect directors to sit on Special Personnel Committee formed during executive session portion of this PNB meeting. One director required from each station.

Nominations for Special Personnel Committee:

Kolhatkar, Shields, Sanders, Walker, Roberts, Randhawa, Laforest, Rodriguez, Schroell, Allen

Vote by ballots using single transferable voting. Paul Surovell (WBAI) and Jim Brown (WPFW) count votes. Meeting time running short. Chair prioritizes remaining agenda items.

16. Unfinished business, new business

Schedule next regular PNB meeting

Discussion of goals, logistics and expense considerations. Board training, day of Race and Nationality and participation in Monday MLK day march considered.

MOTION by Roberts that the PNB authorize the five LSB chairs to attend the January 2005 PNB meeting at Pacifica's expense

MOTION to amend by Randhawa that the ED, CFO, and 5 GMs be part of the retreat held at the January meeting

Brief discussion. ED is in support of this effort, but cautions of expense.

Randhawa motion to amend:

PASSES 15 yes

MOTION by Roberts as amended: that the PNB authorize the five LSB chairs to attend the January 2005 PNB meeting at Pacifica's expense and that the ED, CFO, and 5 GMs be part of the retreat held at the January meeting.

PASSES 18 yes

Date of next of Pacifica National Board regular meeting:

Chair informs board to set aside Thursday January 13th noon to end of Monday Jan 17, 2005

No objection

MOTION by Walker that KPFK work with the Pacifica national office to create a host committee to plan for the participation of the Pacifica Foundation board and staff members in the Martin Luther King Parade in Los Angeles on January 17, 2005. The host committee will also plan for the five day January annual

meeting.

Discussion. Refining of Walker motion without objection.

MOTION by Walker amended: that KPFK work with the Pacifica C.O.I to create a host committee to plan for the participation of the Pacifica Foundation board and staff members in the Martin Luther King Parade in Los Angeles on January 17, 2005.

PASSES 18

Chair confirms next special PNB special meeting:

Next PNB Special meeting (via teleconference) Monday October 25, 5:00pm Pacific time

Chair reassesses agenda.

MOTION by Adelson to extend meeting by 20 minutes

PASSES 11 yes, 3 no

MOTION by Spooner to table all motions not submitted in writing prior to this PNB meeting

Discussion.

FAILS 6 yes, 7 no [chair breaks tie]

Point of order by Spooner ? motion failed with a tie

#### 16. Unfinished business, new business (continued)

Resolution from Donna Warren that the chair have an administrative assistant

Warren ? chair needs help. Administrative assistant would save legal fees in covering much of the information-request-related and other work.

MOTION by Warren to hire administrative assistant for the chair of the PNB:

Whereas the attorneys were asked to review items including legal pleadings and legal memoranda, contracts, policy and procedural guidelines, bylaws, articles of incorporation, certificates of amendment, voter certification, auditor statements, billing invoices, and voluminous emails, letters, drafts, commentary, and procedural instructions related to the production of these documents.

Be it resolved that the PNB search for and hire an in-house paralegal or other competent person to serve as the administrative assistant (AA) to the chair for a comparable salary plus benefits.

Discussion.

Question called by Randhawa - FAILS

Discussion.

Question called by Randhawa ? PASSES

Vote on Warren motion

FAILS 1 yes, 11 no

MOTION by Adelson regarding unbudgeted interunit transfers:

Whereas the PNB passed a resolution at its Aug. 28, 2004 teleconference meeting requesting that the National Finance Committee develop a policy for unbudgeted inter unit transfers to be brought before the PNB for approval at the October 2004 PNB meeting,

And, Whereas due to its recent workload the National Finance Committee has been unable to address this policy to date,

Therefore, Resolved:

1) that the PNB reaffirm its request to the NFC to develop such a policy on unbudgeted interunit transfers as soon as it is able, to be brought before the PNB for approval,

and

2) that in the interim period prior to adoption of such a policy, the Executive Director shall notify the PNB of any contemplated unbudgeted inter-unit transfers, and shall inform the PNB of the reason for the transfer and the status of the transfer, e.g.. whether it will be loan or not, prior to its execution..

PASSES 13 yes

MOTION by Adelson regarding the FCCand micropower broadcasting:

Whereas, the Federal Communications Commission has in recent weeks renewed attacks on micropower broadcasters similar to the attacks that occurred in the late 1990?s, which in turn led to the mass movement that ultimately impelled the FCC to create a new class of micropower licensing,

and,

Whereas, the resulting licensing rules were deeply flawed and in many ways hostile to access to unused FM bandwidth by low-power broadcasters,

and

Whereas, the Pacifica Foundation is an historic advocate of free speech in broadcast media,

Therefore, Resolved:

That the PNB calls on the Pacifica Foundation, local affiliates, and other public radio networks to:

a. Condemn the recent FCC attacks on and shut down of KFAR, First Amendment

Radio in Knoxville, TN, and FRSC, Free Radio Santa Cruz, in Santa Cruz, CA.

b. Demand that the FCC cease the attack and shut down of micro-power broadcasters without due process

c. Support the return to the air of KFAR and FRSC, and

d. Support the expansion of all means for democratic communication and participation in broadcast media, including micropower FM broadcasting.

Be it further resolved:

That the Pacifica Foundation and its local affiliates organize discussions, on-air forums, and join with free speech and civic media activists, with the goal of fostering a better understanding of the issues affecting democratic communication through broadcast media, including low-power FM broadcasting. The Executive Director is duly instructed to formulate and distribute an editorial statement reflecting this resolution to all General Managers for airing.

Discussion.

Vote on Adelson motion:

Adelson - y

Allen - y

Cooper -y

Durlin -

Kiteka -

Kolhatkar - y

Laforest - y

Lane - y

Maldonado -

Manning - a

Olusagun - y

Randhawa - y

Roberts - a

Rodriguez - y

Sanders - y

Schroell - y

Shakir -y

Shields - a

Spooner - y

Walker - y

Warren -a

PASSES 14 yes, 4 abstain

MOTION by Shields that the PNB mandates the ED and the GM of WBAI immediately mail to the paid and unpaid staff the surveys of the management evaluation approved by the WBAI LSB, the mailing to be witnessed by several members of the WBAI LSB and the LSB chair.

MOTION to amend by Randhawa to refer to ED, GM and LSB ? not seconded

Discussion

Question called by Cooper - PASSES 11 yes, 5 no

Vote on Shields motion

PASSES 10 yes, 7 no

Chair presents results of Special Personnel Committee election:

Shields for WBAI, Walker for KPFA, Roberts of WPFW, Schroell for KPFT, Kolhatkar - KPFK

Item on extending election deadline:

Laforest proposes possibility of changing the bylaws to extend the elections deadline by a week in order to permit joint mailing of ballots and candidate statements. Discussion. It is determined that this would be unnecessary.

Meeting wrap-up:

Chair and PNB ? acknowledge vice chair and secretary , WPFW PD Ron Pinchback, LSB chair Jim Brown, Zarinah Shakir, and D.C. crew for hosting this PNB meeting ? many acknowledgements all around - chair, sound crew etc [applause?]

MOTION to adjourn?

FAILS

MOTION by Olusagun that the PNB support and encourage the WPFW-MASC efforts to sign a memorandum of understating between WPFW and the D.C. Radio Co-op members so as to include said MOU in the reconstruction of the new News Division which is stated as being temporary and experimental until the end of the drive and national elections.

Discussion. Some concern that the issue hasn't been fully addressed locally yet.

MOTION to amend Olusagun motion by Manning that the PNB acknowledges the great value of the D.C. Radio Co-op

MOTION by to amend the amendment by Adelson: and to refer the Olusagun motion to the WPFW LSB

Discussion.

MOTION by Walker to divide - no objection

MOTION to table by Roberts

FAILS 6 yes, 8 no

Question on all pending motions as divided called by Spooner

PASSES 17yes, 1 no

Adelson amendment to refer to WPFW LSB

PASSES 16 yes, 1 no

Manning amendment to acknowledge D.C. Radio Co-op

PASSES 15 yes

2:04pm eastern D.C. meeting of the PNB adjourns

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

Approved by the Board of Directors on October 25, 2004.