

## 2004-10-25 PNB Meeting Minutes

### MINUTES OF THE PACIFICA FOUNDATION BOARD OF DIRECTORS

SPECIAL MEETING October 25, 2004

Directors present:

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

Directors not present: William Walker, Donna Jo Warren (both notified board), Mark Roberts (recently resigned)

Also present as officers of the Pacifica Foundation: Dan Coughlin -Executive Director(ED), Lonnie Hicks Chief Financial Officer(CFO), Kenny Mostern - Pacifica Elections Supervisor

Meeting convened by PNB Chair, Marty Durlin. Minutes take by PNB Secretary Roger Manning

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

#### AGENDA:

1. Call to order (10 minutes)
2. Approval of minutes for the 9-13-04 PNB teleconference and Oct 1-3 D.C PNB meeting.(10 minutes)
3. Update - Special Personnel Committee
4. Update Progress of WBAI Mediation, impending resignation of GM and appointment of interim GM - Dan Coughlin (10 minutes)
5. Update on Elections Mailing and Process (15 minutes)
6. Update on FSRN, RFPI Negotiations - Dan Coughlin, FSRN/RFPI committee members (15 minutes)
7. Board manuals for incoming board (10 minutes)
8. Collective Bargaining Agreements (10 minutes)
9. KPFK GM Evaluation Committee Request (10 minutes)
10. Discussion on Race and Nationality policy (60 minutes)
11. Update on planning for January meeting in LA, Day of Diversity, Committees of Inclusion, Retreat (10 minutes)

## 12. Adjourn

8:07pm Eastern time Quorum present. Chair Durlin convenes meeting.

Chair goes over agenda. Moves item 5 up in the order without objection

## 5. Update on Elections Mailing and Process

Kenny Mostern, Pacifica Elections Supervisor reports and answers questions regarding the mailing of ballots and materials for the current Pacifica elections. After numerous delays and logistical problems, the ballots will be mailed out October 26. Some directors are concerned with timeliness of delivery and tractability in the use of third class mailing. The ES has a new system in place utilizing an 800 number to deal with needed replacement ballots. The savings in cost with the current plan are substantial over using first class mailing. There is concern over bylaws compliance with regard to the ES making the decision to push back the elections - a relevant motion is to be introduced. Discussion of Fair Campaign Provisions. ES notes that up to 40% of staff at some Pacifica stations didn't return signed Fair Campaign agreement. Local election supervisors should handle these issues. The elections should be completed by the projected date. The board thanks the ES.

Recommendation from the coordinating committee:

Whereas the PNB recognizes the good faith effort of the elections supervisors to conduct the election in a fair manner for all participants consistent with the spirit and intent of the bylaws to ensure a fair election process for all concerned;

Whereas the PNB, voted that the National Elections Supervisor shall have full independent authority to supervise all aspects of the elections, and to direct national and station management, as necessary, as well as the Local Elections Supervisors, to insure that fair elections are conducted in compliance with the requirements of the bylaws.

The PNB amends the resolution with the following:

Any substantial changes from prior elections practice and procedure, or any decision affecting the bylaws by the National Elections Supervisor, shall be referred in advance to the PNB for review and, if deemed necessary, approval.

There is confusion regarding the recommendation. Chair suggests tabling item to end of the meeting

No objection.

## 2. Approval of minutes for the 9-13-04 PNB teleconference and Oct 1-3 D.C PNB meeting.

MOTION by Lane to approve minutes for the 9-13-04 PNB teleconference and Oct 1-3 D.C PNB meeting.

PASSES without objection.

### 3. Update - Special Personnel Committee

Kolhatkar reports that the committee uses rotating chairs, have met 4 times, and that she is secretary. Had a productive session with the consultant. Making good progress. The committee will deliver a report to the PNB by November 1st which the PNB will discuss in executive session.

Chair schedules PNB executive session set for Mon. Nov. 8. without objection.

Point of order by Adelson - the WPFW director has resigned and needs to be replaced.

Brief discussion.

MOTION by Adelson to elect a director from WPFW as alternate to serve on the Special Personnel Committee to fill vacancy created by resignation of Roberts.

PASSES without objection.

Nominations - Shields nominates Olusagun. Lane and Shakir nominated but decline.

Sole candidate Olusagun elected by proclamation without objection.

4. Update Progress of WBAI Mediation, impending resignation of GM and appointment of interim GM - Dan Coughlin Executive Director(ED) reports successful fund drives around the network and increased Arbitron ratings. ED Reports that search for interim General Manager for WBAI is in progress. Directors ask ED if there is a formal written procedure for selecting interim GM. ED says that there is not. It is indicated that the WBAI LSB would like to be involved. ED welcomes LSB involvement. It is requested that the ED post an announcement on Pacifica.org for the position of WBAI GM. ED says that it will done the next day. There is discussion and questions regarding interpretation of Arbitron data.

Point of order by Manning - regarding the need to move agenda

Randhawa leaves meeting.

6. Update on FSRN, RFPI Negotiations - Dan Coughlin, FSRN/RFPI committee members ED there hasn't been any negotiations since The October D.C PNB meeting. Plan to meet on Wednesday. Has spoken with Radio for Peace International (RFPI) people. Working on Free Speech Radio News (FSRN) document in order to move forward. CFO advises obtaining legal advice for all agreements.

7. Board manuals for incoming board - Carol Spooner

MOTION by Shields (from Spooner)

"Resolved that:

The PNB Governance Committee compile a list of documents needed for a Board Manual for the new board and work with the national office to insure that all national board members receive a Board Manual to the January 2005 PNB meeting."

Discussion regarding who will be able to cover the work.

MOTION by Laforest to postpone Shields motion until next PNB meeting

Adelson - a

Allen - n

Cooper - n

Durlin -

Kiteka - y

Kolhatkar - n

Laforest - y

Lane - y

Maldonado -

Manning - n

Olusagun - y

Randhawa -

Rodriguez -

Sanders - n

Schroell - n

Shakir -

Shields - n

Spooner -

Walker -

Warren -

FAILS 5 yes, 7no

Vote on Shields motion

Adelson - y

Allen - y

Cooper - y

Durlin -

Kiteka -

Kolhatkar - y

Laforest - y

Lane - y

Maldonado -

Manning - y

Olusagun - y

Randhawa -

Rodriguez -

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner -

Walker -

Warren -

PASSES 11 yes

## 8. Collective Bargaining Agreements

MOTION by Shields (from Spooner)

"Resolved that:

Neither Pacifica nor any Pacifica radio station shall enter into any contract or collective bargaining agreement that does any of the following:

(1) attempts to interfere with or restrict the right or ability of the Local Station Boards to screen and select a pool of candidates from which the station General Manager and Program Director shall be hired (Bylaws Article 7, Sections 3.B and 3.E), or

(2) attempts to interfere with or restrict the right or ability of the Local Station Board to conduct written evaluations of the Station General Manager and Program Director (Bylaws Article 7, Sections 3.C and 3.F), or

(3) attempts to interfere with or restrict the rights of the Foundation members

-- including union and collective bargaining unit members -- under Bylaws Article 12, Section 12, including the rights of members to the membership address list for purposes reasonably related to their interests

as members or to require the Foundation to provide an alternative means of communication with the membership, or

(4) attempts to restrict the ability or right of the Board of Directors or Local Station Board to carry out their duties and responsibilities under the bylaws as the Board of Directors deems fit and proper."

Chair recommends postponing item until November 22

MOTION by Manning to postpone item 8 until the November 22 PNB meeting.

Adelson - n

Allen - a

Cooper - y

Durlin -

Kiteka -

Kolhatkar - n

Laforest - y

Lane - y

Maldonado -

Manning - n

Olusagun - y

Randhawa -

Rodriguez -

Sanders - n

Schroell - n

Shakir -

Shields - n

Spooner -

Walker -

Warren -

FAILS 4 yes, 5 no

Discussion.

MOTION to divide the Shields motion by Laforest

Adelson - a

Allen - n

Cooper - n

Durlin -

Kiteka - y

Kolhatkar - n

Laforest - y

Lane -y

Maldonado -

Manning - y

Olusagun - y

Randhawa -

Rodriguez -

Sanders - a

Schroell - n

Shakir -

Shields - n

Spooner -

Walker -

Warren -

FAILS 5 yes, 5 no

Point of order by Lane - part 3 of the motion includes an inaccurate bylaws reference.

MOTION to amend by Kolhatkar to omit words "section 12" from part 3 of the Shields motion.

PASSES Without objection

MOTION by Shields as amended

"Resolved that:

Neither Pacifica nor any Pacifica radio station shall enter into any contract or collective bargaining agreement that does any of the following:

(1) attempts to interfere with or restrict the right or ability of the Local Station Boards to screen and select a pool of candidates from which the station General Manager and Program Director shall be hired (Bylaws Article 7, Sections 3.B and 3.E), or

(2) attempts to interfere with or restrict the right or ability of the Local Station Board to conduct written evaluations of the Station General Manager and Program Director (Bylaws Article 7, Sections 3.C and 3.F), or

(3) attempts to interfere with or restrict the rights of the Foundation members -- including union and collective bargaining unit members -- under Bylaws Article 12, including the rights of members to the membership address list for purposes reasonably related to their interests as members or to require the Foundation to provide an alternative means of communication with the membership, or

(4) attempts to restrict the ability or right of the Board of Directors or Local Station Board to carry out their duties and responsibilities under the bylaws as the Board of Directors deems fit and proper."

Vote on Shields motion as amended:

Adelson - a

Allen - y

Cooper - y

Durlin -

Kiteka - n

Kolhatkar - y

Laforest - n

Lane - n

Maldonado -

Manning - y

Olusagun - n

Randhawa -

Rodriguez -

Sanders - y

Schroell - y

Shakir -

Shields - y

Spooner -

Walker -

Warren -

PASSES 7 yes, 4 no

## 9. KPFK GM Evaluation Committee Request - Sonali Kolhatkar

Kolhatkar reports. A request for information was made, results have been ongoing. Was told that PNB approval is required for a part of the request.

MOTION by Kolhatkar:

Whereas the LSB is charged with evaluating their GM and PD,

Whereas the PNB understands the sensitivity of information contained within past evaluations of a GM and PD,

Be it resolved that:

The PNB authorizes the Executive Director to comply with all information requests filed as per the Pacifica Communications Policy, by LSB management evaluation committees, including past evaluations, with the condition that only elected members of the LSB view sensitive information, after having signed confidentiality agreements.

Discussion. ED advises getting legal advice and proceeding with caution.

MOTION to amend by Adelson to add the following language to the beginning of Kolhatkar motion: The PNB instructs the ED to consult with an attorney to develop language that protects the foundation to the maximum extent possible while being consistent with the intent of the following motion, and to present this to the PNB by the Nov 8, 2004 PNB meeting.

PASSES without objection.

MOTION to amend the amendment by shields in writing.

PASSES without objection.

MOTION to amend by Adelson by amended to add the following language to the beginning of Kolhatkar motion: The PNB instructs the ED to consult with an attorney to develop language that protects the foundation to the maximum extent possible while being consistent with the intent of the following motion, and to present this in writing to the PNB by the Nov 8, 2004 PNB meeting.

PASSES without objection.

MOTION by Kolhatkar as amended:

The PNB instructs the ED to consult with an attorney to develop language that protects the foundation to the maximum extent possible while being consistent with the intent of the following motion, and to present this in writing to the PNB by the Nov 8, 2004 PNB meeting.

Whereas the LSB is charged with evaluating their GM and PD,

Whereas the PNB understands the sensitivity of information contained within past evaluations of a GM and PD,

Be it resolved that:

The PNB authorizes the Executive Director to comply with all information requests filed as per the Pacifica Communications Policy, by LSB management evaluation committees, including past evaluations, with the condition that only elected members of the LSB view sensitive information, after having signed confidentiality agreements.

PASSES with objection.

#### 10. Discussion on Race and Nationality policy (60 minutes)

Chair Durlin gives orientation and refers to Race and Nationality Document from June 21 - 23, 2002 adopted by the iPNB that makes 8 recommendations. Discussion of the first of the 8 items which reads as follows:

1. Training and workshops. At all five stations and the national office, paid and unpaid staffs and their unions, management personnel, and Local Advisory Boards (LABs) should cooperatively plan and implement trainings and workshops focusing on issues of race and nationality and their intersection with other forms of oppression such as class, gender, sexuality and disability. These trainings and workshops should be offered to paid and unpaid staff, management personnel, volunteers, listener activists, LAB and National Board members at least once a year, and preferably at least every six months.

Discussion as to how to organize the training and workshops.

MOTION by Cooper to have the Committees of Inclusion (C.O.I.) develop the plan to implement racism training and workshops to take place at the stations.

Discussion.

Point of order by Olusagun that the motion passed in D.C. regarding the race and nationality work already involves the C.O.I.

Discussion.

Cooper motion withdrawn without objection.

Further discussion regarding goals and focus of the training.

Cooper takes over as chair

MOTION by Manning to continue this agenda item of the Discussion on Race and Nationality Policy by adding it to the agenda, earlier in the order, for the upcoming Nov 22, 2004 PNB Special meeting.

PASSES without objection

A little more discussion. Directors dropping off the call.

Durlin resumes chair.

11. Update on planning for January meeting in LA, Day of Diversity,

Committees of Inclusion, Retreat

Discussion of the board training packet and other needed organization for the meeting.

MOTION by Spooner to appoint Durlin as point person for researching a facilitator for the board training for the January 2005 PNB meeting.

PASSES without objection

Discussion of existing budget for board training.

MOTION to Adjourn by Shields -PASSES without objection

Adjourn 11:35pm Eastern time.

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

Approved by the Board of Directors on November 22, 2004.