

## 2005-01-16 PNB Meeting Minutes

Meeting reconvened.

Pending motion to elect a pro tem chair and vice chair now and formally elect them again in two weeks at a telephonic meeting. Moved by Lederer, seconded by Adelson. Pending motion dismissed.

Bob moves to elect a pro tem chair, hold telephonic meeting in two weeks to elect a permanent chair by mail balloting.

Patty reads Article 9 Section 2, Page 22 of by-laws regarding term of office guidelines and election methods indicating election must be done in January (at this meeting).

Chair declares previous motion out of order as it goes against by-laws.

Lederer appeals Chair's declaration, pointing out Robert's Rules of Order for proceeding in this situation.

Chair defends declaration as by-laws stating parameters of election with two candidates available.

Lederer concedes that by-laws have inadequacy. Election has been held twice resulting in tie. By-laws do not have guidance for ties. Because by-laws are inadequate thus an innovative strategy is necessary to have election within month of January but with full complement of board members able to participate.

Question called.

Patty reads Article 15.1b, Page 31, Paragraph 4 clarifying instant run-off voting method of deciding candidates by lots.

Vote taken on Chair's ruling on Bob's motion (to override by-laws). 5 in favor of appeal; 12 to uphold ruling. Ruling upheld.

Members proceed to election. Ballots passed out. It is ascertained that same composition of Board is present from yesterday.

Announcement: KPFTX.org. Pacifica National Board voting for third time for chair. Two previous votes resulted in tie.

Chair thanks candidates for their service and participation.

Ted and Chuck named observers to count ballots.

Chair outlines process for tie. Each candidate's name is written on a piece of paper. Discussion regarding person to choose lots. Chair moves, without objection, to choose Israel to pick lots in the event of a tie and clarifies that name pulled from hat is loser according to by-laws.

Result of vote is 11 to 9 for Ambrose.

Congratulations and applause.

Chair hands over direction of meeting.

Announcement: KPFTX.org. Ambrose Lane elected as Chair for Pacifica National Board for coming year. Two previous votes resulted in ties between Ambrose Lane and Mike Martin, 10-10. In new vote 11 votes for Ambrose Lane and 9 votes for Mike Martin. Ambrose Lane will assume position of Chair of Pacifica National Board and officially receives gavel.

Chair: -- two committees: Coordinating committee, Personnel committee. RFPIFSRN Code of Conduct and --

[simultaneous comments] re agenda

Question re populating negotiating team

Coordinating Committee

No secretary present, pro tem agreed upon.

Chair requests to eliminate self and William Walker then voting on Coordinating Committee members. Candidates: Mark Roberts, Ray Laforest, Wendy Schroell, Sarv Randhawa, and Dave Adelson. Ballots passed out.

Wendy declines to serve and notes lack of provision for affiliate representation.

Chair offers to change by-laws after election.

Male speaker nominates Fadi.

Male speaker indicates point of information that Fadi's nomination would result in two representatives from KPFA. By-laws indicates one.

Chair indicates contested representation from KPFA will be resolved by vote.

Ballots passed out, names reiterated for Coordinating Committee: Mark Roberts, WPFW; Ray Laforest, WBAI; Wendy Schroell from KPFT; Sarv Randhawa; Fadi Saba

from KPFA; and Dave Adelson from KPFK.

Chair asks for nominations for Personnel Committee.

Adelson requests explanation of committee for public s information.

Motion read: Personnel Committee established exclusive to Pacifica National Board members to deal with personnel issues.

Mark, KPFW, self-nominates. Donna Warren, KPFK, nominated. Wendy Schorell, KPFT, nominated. Ray Laforest, WBAI, nominated. LaVarn Williams, KPFA, nominated. Mike Martin, KPFT, nominated and declines. Patty Heffley, WBAI, nominated. Rob Robinson, WPFW, nominated.

Chair reads nominations. For WPFW, Mark and Rob Robinson; for KPFK, Donna Warren; for KPFT, Wendy Schorell; for WBAI both Ray Laforest and Patty Heffley; and for WPFA, LaVarn Williams and Sarv Randhawa. Request to pass ballots out.

Question regarding second-place finisher being alternate according to by-laws. Chair agrees.

Motion made to allow alternates to be activated retroactively for all committees. Request to keep retroactive portion of motion separate and amend motion to refer details situation in which alternates serve.

Motion not seconded. Chair refers topic to later agenda.

Chair requests item to be brought forth while ballots are being counted.

#### Handling of requests

Adelson speaks of material previously circulated to members regarding how directors get information and the executives concern that management network-wide being inundated with requests. His proposal is a mechanism for handling requests and tracking location of requests. He proposes that requests go to Coordinating Committee where it is scheduled timeframe for response is scheduled with Executive Director if conflicts come to the Board. It removes/simplifies detailed policy time and direction provisions. Requests would be sent to local Coordinating Committee member, cc the Board, Chair forms agenda including all requests. Record of requests being handled are within Coordinating Committee which is subsequently distributed to Board. Request for moving and second of motion.

Motion moved and seconded.

Chair takes questions re motion.

Female speaker questions is bi-weekly meeting necessary or would monthly be sufficient?

Adelson thinks two weeks reasonable but won t object to monthly.

Male speaker Concern about frequency but curious whether motion is from previous Coordinating Committee or Adelson independently.

Adelson explains simplification being alternative to consistently waiving restrictions in place re timeframe.

Male speaker Moves to refer motion to Coordinating Committee.

Male speaker Motion to refer seconded

Vote taken on motion to refer motion to Coordinating Committee. 11 in favor, 4 opposed. Motion referred to committee.

RFPIFSRN (Radio for Peace International / Free Speech Radio New)

Dan reports that committee met once to consider RFPI issues and a working document exists. The next meeting is February 1 at 2:00 p.m. A new committee needs to be formed around RFPIFSRN issues.

Question re why new committees are necessary to negotiate SFPN and RFPI programming initiatives. Could issues not be part of regular committee construct?

Male speaker Previous vote said FSRN is not programming issue but merger between two independent 501C3s. The idea was to include representation of all views. RFPI subsequently added to team to sit in on negotiations and report to full Board from each perspective of negotiations. Three committees were proposed and approved.

Mark concerned about Board s participated in negotiation and that situation still exists. Is the delay for resolution due to the Board s participation or is it management s delay.

Dan comments that operational issues have been prioritized including appointing new general managers, U.S. presidential elections, and Pacifica elections, and the audit. Movement on the RFPIFSRN has been slow.

Chair requests to elect three Board members to the position.

Nomination moved and seconded.

Dave self nominates; Mike Martin nominated; Mark Roberts nominated and declines. Ambrose Lane nominated. Sarv self nominates.

Nominations read: Dave Adelson, Mike Martin, Ambrose Lane, Sarv Randhawa.

Chair numbers nominations and ballots passed out.

Additional nomination of Maria Armoudian proposed and accepted.

Request for clarification of nominees views.

Chair clarifies that members are trusted to act with integrity.

Request to hear viewpoints because of duplicate candidates from same station.

Clarified that it is not a station-by-station vote.

Chair clarifies nominees: Maria, Dave, Mike, Sarv, Ambrose. Call for ballots.

Chair reads results of Coordinating Committee: Mark, Wendy, Ray, Dave, Fadi, and LaVarn.

Question re number of results.

Results clarified: Mark, 18 votes; Wendy, 18 votes; Ray, 18 votes; Dave, 18 votes; Fadi, 10 votes; Sarv, 8 votes. LaVarn, 2 votes. Fadi will be rep from KPFA.

Chair requests ballots be cast [for what issue]?

Patty requests information as to determination of Elections Review which is primary on agenda. Committee elected but discussion was not had.

Chair schedules Election Review after Code of Conduct.

## Code of Conduct

Female speaker states no Code of Conduct in place. Submissions range from requests for respectfulness to legal liability language to protect foundation. Request for item to be returned to Governance Committee and subsequently to the Board for refinement. Motion to send the Code of Conduct to Governance Committee.

Motion moved and seconded.

Male speaker raises question regarding written proposals.

Female speaker states that they will be sent out.

Motion passes.

## Election Review

Patty reflects on size and content of report by Kenny Mostern and entertains motion to Pacifica National Board on the 2004 Staff Election at WBAI.

Chair requests expansion of motion to all five stations.

Patty is concerned about specificity of issues. Reads resolves. 1. Results of WBAI staff election are declared null and void and a new staff election be conducted. 2. WBAI/LSB staff members seated on the WBAI/LSB prior to November election are hereby reinstated and shall remain on the LSB until new election takes place and is certified. 3. All votes conducted by the LSB after the new WBAI staff representatives were seated are nullified until ratified by the WBAI/LSB after the prior term staff representatives are reinstated. 4. The vote for officers of the WBAI/LSA conducted at LSB meeting of December 15th, 2004, where the new staff members participated is hereby nullified and a new election of officers shall be conducted as soon as possible with participation of prior term LSB staff members. 5. That election of new directors to the PNB by LSB shall not proceed until a new staff election is conducted. In the meantime previous director shall remain seated on the PNB. 6. A special election supervisor shall be appointed to conduct a special election for the staff delegates to the WBAI/LSB and the special elections supervisor shall create a new and valid list of staff members eligible to vote based on Pacifica Foundation By-laws and the WBAI collective bargaining agreement definitions to use in the special election. The WBAI general manager is hereby directed to provide the special election supervisor with every assistance requested in order to create and validate the WBAI/Pacifica staff membership list. The status of each staff member is to be determined by a method developed by the special elections supervisor with the approval of the PNB. The special elections supervisor shall oversee the special election and certify the results to the PNB using the Pacifica Foundation By-laws as the guidance to conduct the special election. Timelines for the special election may be changed with PNB approval.

Chair rules motion out of order because Board previously went on record giving national elections supervisor total authority to conduct elections. Elections were conducted and certified. Expresses appreciation of effort.

Chair's ruling appealed Appeal seconded.

Appeal explained as elections conducted and certified under flawed conditions being that lists of unpaid staff were maintained by interested parties, a documented and known fact. Patty disagrees that election is certified without further examination and appeals for Board discussion or moving topic to committee for discussion.

Wendy protests lack of reading complete resolves. Points out documentation indicating addition of 60 new people and that several parties have threatened to sue foundation. Requests issues be looked into.

Mark states inappropriateness of receiving dense document and asked for opinion without due notice. Would like to avoid dispute at BAI. Agrees with out of order ruling.

Bob supports ruling based on Article 2, Section 4 which says supports national election supervisor and does not give Board jurisdiction. An election review committee has been created

Maria reiterates creation of election review committee and supports sending investigation to that committee.

Sarv opposed creation of election supervisor based on the lack of accountability. Local staff left

powerless to resolve issues. Current 240-page report creates some mechanism for solving problems and issues not addressed should be forwarded to election committee.

Dave uncertain that issues can t be resolved without reviewer investigation. Support referral to committee. Requests clarification of item to be voted on.

Question called.

Dave requests vote to close debate, calling the question out of order.

Vote to close debate.

10 to close debate.

7 opposed.

Vote fails.

Ray states condition of flawed elections in current and previous years. Questions motivation for changes since one side had legal recourse. Many people did not vote. In favor of examining progress but against motion to decertify election.

Fadi supports appeal. As the National Board, the election must be looked at and not swept under rug. Position not taken on individual stations but feels Board has ultimate responsibility. Elections supervisor is only present at time of election and not present for subsequent questions. Board s responsibility extends beyond certification procedures outlined in by-laws.

LaVarn addresses dissatisfaction at PNB. Disagrees with choice of national elections supervisor and person in charge locally. List of grievances surrounding the election including timely registration of comments and questions, mailing procedures, ballot structure, and timeliness of ballots.

Teresa unsure about current motion. Points out previous PNB ordered GM of WBAI to send staff surveys that were not done. Unsure of who was mailed to and content of survey. Recounts questionable statements for election supervisor. Questions verification of WBAI staff.

MALE SPEAKER attributes verification to Unpaid Staff Organizing Committee.

Teresa reiterates question regarding survey and qualifications of elections supervisor.

Julie questions isolating view to WBAI. Supports investigating national election issues before moving to individual stations.

Chair justifies ruling because issues have been dealt with and because elections supervisor was given total authority his ruling has to stand. Review of issues not dealt with can be made.

Vote taken on appeal.

9 in favor of appeal

7 opposed.

Dave makes motion to request Elections Review Committee to consider complaints relating to improper conduct of elections from any signal area; to consider use of an independent auditor to investigate the complaints; and to bring a motion to the PNB at its next meeting considering how to deal with these complaints. Motion seconded.

Clarification on meeting to be next telephonic meeting.

Mike questions if motion addresses issue of information management i.e, validity of lists.

Dave clarifies that validity of lists would be part of what Elections Review Committee considers and any other process issues regarding elections.

Bob questions whether independent auditor given power over any election?

Dave states PNB would have control over auditor s powers. If a question is brought to the Election Committee, the Committee could bring an issue back to the PNB.

Bob would not be in favor of giving power to a committee to overturn an election.

Dave restates committee empowerment is limited to ultimately referring issues to PNB, not dealing with them individually.

Question called.

Vote to end debate.

14 in favor of ending debate.



Vote on motion.

12 in favor of motion.

1 opposed to motion.

Final vote 12 to 1.

Dave counts votes on Personnel Committee.

Rob Robinson, 9; Mark Roberts, 11; Mark wins.

Ray Laforest 9; Patty Heffley, 9; a tie.

Donna Warren, 17; Sarv Randhawa, 10.

Two second round votes; LaVarn Williams 10; Fadi, 1 first round; Sarv wins.

Wendy Schroell, 16.

Tie in New York area.

Discussion re tie. Lots drawn with clarification that person selected loses.

Patty Heffley declared winner.

Dave requests ballots to sign and certify.

Archives Task Force

No representative from I or K present. Zarinah Shakir (WPFW), Teresa Allen, KPFT, Fadi Saba (KPFA).

Female speaker offers opinion that task force does not require representative from each area. Praises work of task force member and benefit of working in not so contentious atmosphere.

Chair calls for volunteers. Teresa and Fadi are accepted as members.

Requests station representatives recruit from their LSBs for task force membership.

Chair states meeting dates as June 17th in Berkeley and September 23rd in Houston.  
Discussion of approval of dates.

Chair calls for public comment.

Bob Lederer points out that previous vote changed public comment to be integrated into presentation on race and nationality resolutions. Public informed at time of vote. Purpose was not to exclude comment but to isolate comments to issues of race and nationality in Pacifica.

MALE SPEAKER requests close monitoring of time issues.

William reviews previous motion that race and nationality presentations begin at 1:00 p.m. and five different presentations would begin at 1:45 and that public comment would be integrated into each section with breaks at 3:00 p.m. and 6:00 p.m.

Male speaker Clarifies that a ten-minute public comment section would be held after each presentation but before deliberation and vote by the Board.

Female speaker questions length and order of public comment and availability to public of comment on other issues.

Chair reiterates agenda change and notification of public.

MALE SPEAKER proposes that people with separate issues be heard.

Chair requests to begin presentation.

Bob requests participation by people with integral involvement over the past several years. Requests participation of Kwazi Nkrumah[?] in co-presenting first section.

Bob Lederer (WBAI) introduces himself and begins presentation on issues of race and nationality in Pacifica recounting history of issue from beginning including intentions of founders and conflicts as issues arose. Introduces Kwazi Nkrumah, former vice-chair of KPFK local advisory board and union activist.

Nkrumah continues recounting history including decline of minority programming and participation.

Lederer proceeds with overview of race and nationality issues with major points including education dialogue, programming on internal Pacifica issues, staff composition, resources for staff diversity, committee composition, local programming on external issues, national programming on external issues, and implementation and evaluation. He outlined actions of previous board and subsequent actions leading to current five points of action to be considered.

Public comment requested.

Public comment

Brief comment from various Pacifica listeners, board members, and staff on racial, gender, and national activist issues.

Paloma

Robert Wolf

Dolores Bernal

Israel Foyer

Bo Lebo[?]

Ted Weisel

Will Bassett

John Winger[?]

Dele Ailemen

Jan Goodman

Jane Jackson

Luis Garcia

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Bob Lederer offered the following motion:

#### RESOLUTION ON INTERNATIONAL SPANISH LANGUAGE NEWSCAST

RESOLVED, that as per the mandate of the Pacifica Race and Nationality Policy, the Foundation shall establish a national/international newscast each weekday in the Spanish language to be based at KPFK in Los Angeles, with participation of producers at other Pacifica stations and affiliates, and stringers from throughout Latin America. The program will premiere no later than January 1, 2006.

FURTHER RESOLVED, that the newscast will utilize and incorporate the skills of diverse Latin American racial and ethnic groups in all phases of production, with special attention to the inclusion of Indigenous and Afro-Latino people.

FURTHER RESOLVED, that this program will include an ongoing focus on the oppression of Indigenous peoples, Afro-Latinos, and women, and will include examination of neo-colonialism and globalization, white supremacy, national, class and gender oppression, genocide and poverty.

The motion was seconded.

#### AMENDMENTS TO THE RESOLUTION ON INTERNATIONAL SPANISH LANGUAGE NEWSCAST

FURTHER RESOLVED that the executive director should provide an estimate of economic resources required if possible, to explore the local community resources available. (Warren)

Adopted without objection.

FURTHER RESOLVED that the implementation details for this initiative be referred to the programming committee of the Pacifica Foundation Board of Directors. (Adelson)

Adopted without objection.

FURTHER RESOLVED, that the phrase to be based at KPFK in Los Angeles shall be stricken from the resolution. (Adelson)

[NEED TO CHECK THE VOTE ON THIS]

Resolution on International Spanish Language Newscast passes as amended.

## ANTI-RACISM AND ANTI-OPPRESSION TRAINING

Bob read the resolution:

Resolved that the Executive Director is instructed to immediately begin the search for an anti-racism and anti-oppression training team for the network, and that he specifically seek out organizations that focus such training on an analysis of power dynamics.

The executive Director shall consult signal area committees of inclusion, and with a wide range of other interested parties within the foundation for advice and recommendations in this matter.

Moved, seconded by Mark.

A discussion ensued about whether Robert's Rules of Order allowed, after a motion was seconded, discussion only by a person objecting to the motion, or whether general discussion was allowed even by those not objecting. It was decided that general discussion could proceed.

Bob gave some background on the motion

LaVarn asked a question about headcount, and Bob clarified that the training teams were to be consultants, not bringing on new paid staff.

Mark brought up that the scope of the motion was not clear, especially in light of the goal of including not only paid staff but also non-paid volunteers and listeners.

Teresa expressed a preference for this on a local level.

Sarv wished to amend the motion to add a requirement that the executive director bring to us the economic resource requirements to implement this resolution, as well as some community resources that can be tapped to fulfill the mission of this resolution .

Donna agreed that we need to look at where the financial resources are going to come from.

Maria suggested that we could approach it as an either/or situation in terms of national vs. local. The executive director would be instructed to get teams, but only to ensure that it s happening. The actual implementation could be done at a local level. Don t know if there s an amendment in that.

William expressed concern that we have no fiscal resources to pay for implementing it.

Bob stated that he supports Maria in her idea, and suggested that the motion be amended to say team or teams to allow for the existence of different teams at different stations. Regarding funds, item in current budget for training, and although some of that money has been spent, there is still money available in there for this implementation. It will take time to do the search, so the money will not need to be available right away. Also, he stated that there is another motion coming up in a minute regarding the funding stream.

Teresa read suggested substitution that the Executive Director is instructed to immediately begin a search to implement a program for locally-generated training in anti-racism and anti-oppression at each station, that this program be coordinated with the signal area Committees of Inclusion, and with a wide range of other interested parties within the Foundation for advice and recommendations in this matter.

The substitute motion was seconded.

Sarv withdrew his amendment with no objections.

Teresa explained her substitution motion.

Vote to agree to substitute the original motion with Teresa s substitute: 11 in favor, 2 opposed, 2 abstentions.

Vote to accept the substitute: 11 in favor, 1 opposed, 3 abstentions

## SPANISH LANGUAGE PROGRAMMING RECONSIDERED

Motion as to whether to reconsider the previous motion regarding the Spanish language news programming

In favor: 11, Opposed 0, Abstention 3

Where it says produced each weekday in the Spanish language ,  
re-insert the phrase to be based in KPFC Los Angeles .

Also, instead of the term that was used to describe the area, it would say  
the occupied lands of Mexico, the Caribbean basin south to Tierra Del  
Fuego, Chile and instead of Afro-Latino, we would say of African  
descent.

Vote on doing a roll call vote for the amendment: 10 in favor, 1 opposed.

Vote to amend (Bob s & LaVarn s language):

Gonzalez yes - who s Gonzalez?

Roberts yes

Durlin yes

Lederer yes

Saba yes

Armoudian yes

Lane yes

Rodriguez -- chair doesn t vote.

Warren yes

Laforest yes

Adelson yes

Williams yes

Heffley yes

Allen abstain

Shakir yes

Vote on doing a roll call vote for the motion itself: 4 in favor, 6 opposed.

Vote on the motion itself: 12 in favor, 0 opposed, 3 abstentions

Bob s Text -

## RESOLUTION ON INTERNATIONAL SPANISH LANGUAGE NEWSCAST AS AMENDED

RESOLVED, that as per the mandate of the Pacifica Race and Nationality Policy,  
the Foundation shall establish a national/international newscast each weekday  
in the Spanish language to be based at KPFC in Los Angeles, with participation  
of producers at other Pacifica stations and affiliates, and stringers from throughout

the United States, the occupied lands of Mexico, the Caribbean Basin, south to Tierra del Fuego, Chile. The program will premiere no later than January 1, 2006.

FURTHER RESOLVED, that the newscast will utilize and incorporate the skills of diverse racial and ethnic groups from the occupied lands of Mexico, the Caribbean Basin, south to Tierra del Fuego, Chile, in all phases of production, with special attention to the inclusion of Indigenous people and those of African descent.

FURTHER RESOLVED, that this program will include an ongoing focus on the oppression of Indigenous peoples, people of African Descent, and women, and will include examination of neo-colonialism and globalization, white supremacy, national, class, and gender oppression, genocide and poverty. Pacifica also will promote the expansion of local Spanish language news and public affairs programs.

FURTHER RESOLVED that the executive director should provide an estimate of economic resources required if possible, to explore the local community resources available. (Warren)

FURTHER RESOLVED that the implementation details for this initiative be referred to the programming committee of the Pacifica Foundation Board of Directors.

#### RESOLUTION ON FINANCING: THE IMPLEMENTATION OF PACIFICA S POLICIES ON RACE, NATIONALITY & OPPRESSION

and

#### RESOLUTION ON PACIFICA NATIONAL COORDINATORS FOR POLICIES ON RACE, NATIONALITY & OPPRESSION

First resolution:

Resolved, that the national office shall organize a voluntary national day of fundraising to create the funding base for the implementation of the race and nationality policy no later than the end of the fiscal year, 2005, and that, where possible, funds for this purpose also be provided from the minority station designation entitlement from the Corporation for Public Broadcasting.

The National Office shall develop a comprehensive strategy to create a diverse funding base for the full implementation of the Race and Nationality policy, including grants, large donors, targeted donors, special mailings and other methods as appropriate, and will report its plan to the PNB for its review at the next regularly scheduled PNB meeting.

Second resolution:

RESOLVED, that the Executive Director shall immediately begin a search for a pair of half-time national coordinators for Pacifica policies on race, nationality and other forms of oppression. Among the principal qualifications for that position shall be experience as an organizer in the area of anti-racism, knowledge of

non-commercial media, and experience in and knowledge of various oppressed communities. One position will cover the West Coast stations, and the other the East Coast. The coordinators will jointly respond to the needs of the Houston station.

FURTHER RESOLVED, that these coordinators will monitor implementation of the Race and Nationality policy and other nondiscrimination and inclusion policies, perform necessary staff surveys, compile statistical data, and offer a supplementary channel to any existing mechanism for grievances on the basis of race, nationality and other areas of discrimination, help organize and coordinate a national programming collective on race, nationality and other issues pertaining to oppression, oversee the implementation of anti-oppression training at the national and local levels, the development of affirmative action policies, and provide logistical support to the local and national Committees of Inclusion (COIs).

FURTHER RESOLVED, that the Ad Hoc national COI will screen and recommend candidates for this position to the executive director.

Leslie Radford, former member of the KPFK Local Station Board, made a presentation about these resolutions. She explained the history and the reasons behind the resolutions, and discussed the financial aspects (estimated \$135,000 budget, as follows:)

BUDGET Race and Nationality Policy

Expenses

Race and Nationality Implementation Expenses

\*\* DRAFT \*\*

Area  
 Remaining Fiscal 04- 05  
 Annualized

Coordinator Salary

Coordinator Benefits

Position Expenses

Subtotal

40,833

20,417

11,667

72,917

70,000

35,000

20,000



125,000

Spanish Newscast

Production Expenses

Salaries (1.5 positions)

Benefits

Subtotal

23,333

26,250

13,125

62,708

40,000

45,000

22,500

107,500

Commission

Miscellaneous Expenses

1000

1000

161,625 -25000

258,500

Don Rojas spoke on the importance of these resolutions.

Time for public comment.

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Discussion by the PNB:

Dave expressed concerns about the fact that these resolutions will be funneled through one person in terms of interpretation and implementation.

Bob clarified what the motion says about financing. Resolved that the National Office shall develop a comprehensive strategy to create a diverse funding base for the full implementation of the Race and Nationality Policy, including grants, large donors, targeted donors, special mailings, and other methods as appropriate, and to report back to the PNB for review at the next meeting, so the PNB will have full input into it, as well as the national day of fund-raising by the end of this fiscal year. So it s a lot of different tools that are traditional and have been used for every other part of Pacifica s operations, and there s no reason to think this should be treated any differently.

Fadi mentioned the \$135,00 more or less available for the rest of the year, about 9 months, and asked about the estimated cost for both the program and having a coordinator implementation. Leslie Radford replied:

Two half-time positions for the remainder of the year (7 months) \$41,000, benefits at 25% for position expenses at \$11,600, for a subtotal of \$72,900 for the coordinator position for the remaining 7 months. Spanish newscast expenses are about \$23,300 for production expenses, one-and-a-half positions, a producer and an engineer, at \$26,000 with benefits at another \$13,000 for a subtotal of \$62,700 for the newscast, if we get them up and rolling tomorrow.

Patty was offended by the comparison between this program and an elevator. She also expressed concern about process being superceded.

Mark was concerned about financing. The notion of dedicating a day to the concept made sense to him as a fund-raising program.

Teresa wanted to correct the statement that we had our mind set before the meeting. She proposing a substitute motion:

Be it resolved that the National Office shall develop a comprehensive strategy to create a diverse funding base for the full implementation of the Race and Nationality Policy, including grants, large donors, targeted donors, special mailings, on-air funding and other methods as appropriate, and will report its plan to the PNB for its review at the next regularly-scheduled PNB meeting. Wherever possible, funds for this purpose also shall be provided from the minority station s designation entitlement from the CPB.

Teresa s motion was seconded.

Zarinah expressed the need for a Development Task Force for implementation, and challenged others to participate in the fund-raising efforts.

Dave stated that when it came before the National Finance Committee, it was explained that the position was a long-term goal, not something that was mandated by the policy. He wondered whether people feel that were at an end point in figuring out how to staff the positions.

Bob strongly disagreed with Teresa s substitute motion, because it effectively removes the deadline for the day of fundraising to occur by the end of the fiscal year, September 30th.

William pointed out, regarding the idea of staff having fiefdoms and not necessarily implementing things in the way the board intended, that the board hasn't developed any evaluation procedure, or worked with management to develop any evaluation procedures, and it's something that's happening at local boards and among staff. Once you have objectives and goals, you can evaluate people, rather than saying "Once it's in someone else's hands, it'll never work, because they're just going to do what they want to."

Sarv offered a new motion: Within the next six months, the Pacifica Network create a nationwide program on race and nationality at the same time, just like we did with Pacifica Archives, and I think we have the resources to do it, and we can ask the director to come and tell us within the next month whether it can be done within 6 months.

Donna reminded everyone that passing a motion doesn't create implementation.

LaVarn supported Teresa's motion because Pacifica needs to have other ways of raising money than on-air, due to listener fatigue and burnout.

Marty pointed out that the day is voluntary and called the question. It was seconded.

Vote on whether to call the question: 13 in favor, 0 opposed.

Resolved that the National Office shall develop a comprehensive strategy to create a diverse funding base for the full implementation of the Race and Nationality Policy, including grants, large donors, targeted donors, special mailings, on-air funding and other methods as appropriate, and will report its plan to the PNB for its review at the next regularly-scheduled PNB meeting. Wherever possible, funds for this purpose also shall be provided from the minority station's designation entitlement from the Corporation for Public Broadcasting.

Teresa clarified that her substitute motion does NOT include first paragraph of the original motion.

Vote on Teresa's substitute motion: 6 in favor, 4 opposed.

Maria proposed amending Teresa's substitute motion to add back the deadline. Teresa did not accept this amendment.

Vote to end debate: 10 in favor, 0 opposed

Resolved that the National Office shall develop a comprehensive strategy to create a diverse funding base for the full implementation of the Race and Nationality Policy, including grants, large donors, targeted donors, special mailings, on-air fund-raising and other methods as appropriate, and will report its plan to the PNB for its review at the next regularly-scheduled PNB meeting. Further resolved, that wherever possible, funds for this purpose also shall be provided from the minority station's designation entitlement from the Corporation for Public Broadcasting. All fundraising efforts must be completed by September 30, 2005.

Vote 13 in favor, 0 opposed.

Main motion as amended 12 in favor, 0 opposed

The question was called on the coordinator motion.

Patty moved. The responsibilities of National Coordinator for Race and Nationality Policy Implementation will be assigned to a Human Resources Director, and the qualifications desired incorporated in the search for that person. Pacifica's Human Resources Director will be trained and certified as an Anti-Oppression Workshop Trainer. The Human Resources Director will work closely with the Committee of Inclusion for implementation of related policies.

LaVarn pointed out the need to consider the head count plan, and supports Patty's amendment

Bob stated that they do have a plan at the National Office to hire an HR Director. Also, he opposed Patty's amendment because the scope of the policy goes totally outside the scope of an HR Director, who is essentially in charge of employees.

Ray pointed out the direct funding sources already previously discussed.

Mark supported the idea of using existing HR position due to funding limitations.

Teresa feels that these responsibilities should at least start under the new HR person, or an assistant to them.

Ambrose pointed out that the language doesn't address hiring the person, only the search for them and the recommendation as to who should be hired.

William stated that one doesn't search for a person to fill a position unless one intends to hire them. Creating a new position is for perpetuity and we need to think very carefully about this. If we pass resolutions that we can't fund, we're driving the Foundation into bankruptcy. William moved that this should be referred to the Finance Committee.

William's motion was seconded.

Bob amended the amendment to change the referral to the National Ad Hoc Committee of Inclusion as well as the Finance Committee.

Vote to refer to both Finance & Ad Hoc Committee of Inclusion: 11 in favor, 0 opposed, 3 abstentions.

## RESOLUTION TO ESTABLISH A PACIFICA NATIONAL COMMISSION ON AFFIRMATIVE ACTION AND EQUALITY

Bob moved the resolution

[Bob added the following text in his edits]

WHEREAS, the interim Pacifica National Board in its votes of September 21, 2002, called for the immediate establishment of a 'National Commission on Affirmative Action and Equality,' which would include both Pacifica activists and respected academic and community leaders, to develop a detailed action plan on issues of inclusion throughout the network,

WHEREAS, the interim Pacifica National Board in its votes of September 21, 2002, supported the 'adoption by the next board of a bylaws amendment creating meaningful affirmative action for disenfranchised groups in the election of local and national boards,' therefore be it

RESOLVED, that the Pacifica National Board shall establish a Blue Ribbon Commission, whose members shall be identified by the ad-hoc National Committee of Inclusion, then recommended to the PNB with the advice and input of the Executive Director, in order to attain qualified legal opinions from civil rights attorneys and scholars on what forms affirmative action measures in Pacifica's staffing, programming and governance might take, that said Commission be comprised of qualified attorneys, anti-racist activists, and legal and cultural leaders of communities of color.

The motion was seconded.

Bob ceded his time to Rafael Renteria, former Program Director and News Director for KPFT and current elected member of the Interim Program Council at KPFK. Bob gave some background on the resolution.

Marty said she would like more specificity no cap on the number of people on commission, no time or date.

Bob responded by reminding everyone that these are non-paid people and therefore it was not anticipated that there would be a particular cap. As far as date, some reasonable period before the bylaws convention would be a loose deadline. The National Committee of Inclusion could look at these questions and come back with recommendations.

Mark had concerns about blue ribbon commission felling nebulous. Who s deciding who are qualified attorneys? How to ensure that there s a broad range of opinions, not just a rubber stamp of those who believe in a certain approach?

Teresa stated that she was on the Interim PNB, and they approached many attorneys, and most would not approach it with a 10-foot pole. A lot of these issues were in closed session due to confidentiality. She s opposed to the motion.

Patty requested clarification as to who the Committee of Inclusion was. She moved to strike Paragraph 2, Whereas the Pacifica Interim National Board, in its vote of September, 2002, supported the adoption by the next board of a bylaw amendment creating meaningful affirmative action for disenfranchised groups in the election of the local and national boards. and to add new language Be it further resolved that all legal opinions obtained by this committee shall be presented in full and in writing as part of the committee s report. This is important to protect against Pacifica s liability. She mentioned an incident in the past when a lawyer was providing legal opinions

to Pacifica and it was subsequently discovered that he was representing a person who was involved in a legal action against Pacifica.

Patty's motion was seconded.

There was a move to divide the two parts of the motion, so they can be voted on separately.

Ray gave some more information about the historical conflict of interest case with the lawyer mentioned by Patty. He stated that it was a very minor issue and there was no moral conflict of interest.

William expressed surprise that the board was discussing doing this to avoid problems that have occurred in the past, yet there was nothing specific about how the people will be selected, how many of them there will be, and who will be responsible for selecting them. He said it was difficult for him to support this without referring it to a committee, and he was not sure what committee would be appropriate.

There was a move and second to refer it to the Governance Committee.

Bob brought everyone's attention to the phrase whose members shall be chosen by the Ad-Hoc National Committee of Inclusion, with the advice and input of the Executive Director. It's very clear on who has the responsibility.

Mark supported the idea of referring the idea to the Governance Committee.

Vote for ending discussion and calling the questions: 9 in favor.

Vote for referring to the Governance Committee: 11 in favor, 3 opposed.

## NEW BUSINESS

### Public Participation on LSB committees

Ray presented a motion that All Pacifica station boards establish a policy to include, in its committees, all listeners who reasonably demonstrate an interest in serving on any LSB committee as full voting members, with provisions for closed sessions when legally confidential information is under consideration.

The motion was seconded.

Patty put forward an amendment to add the language The configuration of voting participating be in the 25-75% percent ration of staff to listeners.

The amendment was seconded.

Maria expressed concern that without caps of some sort, it might get very chaotic.

Bob opposed Patty's amendment because it violates the bylaws. Article 7, Section 10 says, in talking about establishing advisory committees to an LSB, Any such advisory committee shall include at least two LSB members and then the key sentence Members affiliated with that radio station shall be eligible for appointment to a committee. Patty's amendment would restrict the rights of staff in participating.

Dave disagreed with Bob's interpretation. That's advisory committees, which aren't the same as standing committees. He's opposed to Patty's motion, because his understanding of the main motion is that it's just an instruction to the LSB to develop a policy, and if they so choose, they can do what Patty is saying.

Vote to end debate: 9 in favor, 6 opposed. Failed.

Mark feels the LSBs should be allowed to decide for themselves.

William pointed out the typo in the motion. It stated with provisions for closed sessions with when legally confidential information is under consideration. The word with should be removed so it reads & closed sessions when legally confidential & All agreed to this correction.

LaVarn agreed with Mark Roberts that this should be addressed by the LSB.

[Someone] referred the board members to the Local Station Board Actions of KPFT Understanding Governance Rules. There is direction on how your LSB can implement rules for committees.

Question called and seconded.

Vote to end debate: 8 in favor, 2 opposed, 3 abstentions. Motion carries.

Vote on Patty's amendment:

The configuration of voting participation be in direct correlation to the listener/staff ratio of 75%-25%

A roll call vote was requested.

Vote on whether to do a roll call vote: 4 in favor, 7 opposed

Vote on Patty's amendment: 2 in favor, 9 opposed, 2 abstention

Vote on Ray's original motion as amended:

All Pacifica local station boards establish a policy to include, in its committees, all listeners who reasonably demonstrate an interest in serving on any LSB committee as full voting members, with provisions for closed sessions when legally confidential information is under consideration.

Ray clarified that this would in fact preclude any committee from putting a cap on the number of people on a committee.

Vote on original motion: 3 in favor, 7 opposed. Motion failed.

### Motions During Telephonic Meetings

Donna Warren moved that all motions discussed during telephonic conference calls of the PNB not be voted upon until the motion can be voted on at a regularly-scheduled quarterly PNB meeting.

The motion was seconded.

Teresa was opposed to this.

Dave believes it contradicts the bylaws, which allows for business to be conducted this way. This would cripple the governance structure.

William moved that this matter should be referred to a coordinating committee.

LaVarn presented a substitute motion that the Board shall, as part of its minutes, structure an internal performance review or checklist for national and board responses on motions in action items assigned in board meetings, create an action item list as part of the minutes, assign responsibility, assign due dates, review lists at each following meeting.

Vote to end debate: (number not mentioned on audio; apparently motion passed.)

Vote to refer to coordinating committee: 6 in favor, 6 opposed. Chair voted to send to committee.

### Dedon s statement

The Board agreed to hear Dedon s statement. There was apparently some microphone problem.

### Motion to adjourn



Vote on motion to adjourn: 2 in favor, ??? opposed (number not stated)

#### Motion to Set Calendar for the Year

Warren presented a motion to set the calendar for the year at the first meeting of the PNB. Whereas directors, LSBs, and guests need adequate lead time to plan attendance at the quarterly PNB meetings, and the hosting LSB station would benefit greatly from knowing when the PBM will visit the hosting LSB station, and whereas the PNB must be informed of the cost of the quarterly meetings, I move that we set the calendar for the respective year at the first meeting of the PNB, and that the GM of the immediately past-held meeting give a financial account of the cost of that PNB, and the GM of the current meeting and the next meeting give an estimate of the cost of the present and forthcoming meetings.

The motion was seconded.

Vote to end debate: 7 in favor, 4 opposed. Motion fails.

William moved that we refer it to the coordinating committee.

His motion was seconded.

Vote to refer to coordinating committee: 11 in favor, 1 opposed. Motion carries.

#### Advance Notice of Meeting Motions

Sarv proposed that All motions for consideration for a regularly-scheduled meeting will be provided in writing 3 weeks ahead of time to members of the board, and for telephonic meetings, at least one week prior to the scheduled meeting.

The motion was seconded.

Vote on Sarv s motion: ??? in favor (no number stated), 8 opposed, 2 abstentions.

#### 2005 Timeline

LaVarn moved that the National Office present a timeline for fiscal 2005 outlining projects, initiatives, and campaigns, including ADA projects, capital campaigns, fund drives, major lease expirations, and other major projects that require funding exceeding \$50,000 or that generate income exceeding \$50,000.

Bob objects to voting on this without the Executive Director s feedback.  
He recommends that this be deferred until a meeting where the ED is present.

Teresa expressed disappointment that the ED is not here.

It was moved and seconded that this be referred to Finance Committee.

Vote to end debate: 9 in favor, 4 opposed.

Vote to refer to finance: 8 in favor, 6 opposed

#### Seal Presentation

Patty presented the Seal of the Pacifica Foundation (held by the Secretary), which she got from former secretary Roger Manning, to William Walker, along with the National Board Secretary Information and (inaudible).

Motion to adjourn revisited

Vote on motion to adjourn: (numbers not announced)

Respectively Submitted by \_\_\_\_\_ , Secretary of the  
PNB