

Pacifica National Board Meeting 2/8/09  
 Acting Secretary Wendy Schroell  
 (Approved Feb. 20, 2009)

I. Meeting called to order by the chair Grace Aaron at 8:09pm

The Secretary calls the roll:

Present for all or			
part of the meeting			
unless noted			
otherwise			
Grace Aaron		Leslie Radford	
David Beaton		Sandra Rawline	
Nia Bediako		George Reiter	
Carolyn Birden		Jamie Ross	
Jim Brown		Ricco Ross	
Acie Byrd		Wendy Schroell	
Kathy Davis		Bonnie Simmons	
Sherry Gendelman		Andrea Turner	
Luzette King		Joe Wanzala	
Efia Nwangaza		Susan Young	
Shawn Casey O'Brien		ICFO LaVarn Williams	Present - Non voting

MOTION to approve agenda. Seconded

MOTION to amend: George Reiter Consider hiring recording secretary as item 4, followed by how long to speak - passed

Rawline moves to approve agenda as amended. No objection.

Acknowledgements:

George praises national broadcast with Mitch Jesserich and co-host for great radio and also good assessment of Gaza situation  
 Efia acknowledges Ken Aaron for support  
 Leslie listeners of KPFK for helping with L.A. PNB mtg logistics  
 Wendy to everyone for making PNB mtg so inexpensive, Donna Niemann for her great work as Secretary and Sherry for her part in finding Donna  
 Carolyn acknowledges Feminist Majority for meeting space  
 David Beaton acknowledges Nathan Moore  
 Efia: Ursula for her work on affiliates program

Grace: Thanks George for adding this Acknowledgements item to PNB agendas

George Reiter is appointed as timekeeper

Approval of minutes: Donna Niemann has sent draft minutes of in-person this afternoon – move to postpone to the next meeting so that everyone can go over them.

II. Acting iED Report:

To: Pacifica National Board

From: Grace Aaron, acting interim ED

Sunday, Feb. 8, 2009

REPORT TO THE PNB FROM acting iED

Stations, Affiliates & Archives

I carefully read the Strategic Plan put forward by our 5 GMs and the Archives Director. I think it is an excellent plan, although it is a work in progress and those working on it would like to further develop it. Although this Strat Plan has elements that can be implemented immediately, it does not yet contain a specific implementation plan or timelines. It mainly addresses medium to long range projects..

I met with the GMs, Archive and Affiliates Directors on Thursday over the phone in their weekly phone meeting. This meeting was very productive. However, part of the conversation addressed the current fundrive results. Our most recent fundrives are coming in under budget. The KPFA drive was weak, KPFT came in, I believe, at 77%, WPFW was not up to expectations, WBAI is not doing as well as hoped. I don't recall the exact numbers, but it did sound as though the drives were coming in about 20% under budget. I asked the GMs if this was, indeed, the case and they responded that it was. I will do all I can to get precise numbers for the PNB as rapidly as possible.

On the Finance Committee a few months ago I did an analysis of fixed expenses at each station. Fixed expenses (ie, expenses that cannot be reduced) are about 50% of the budget items at each station. That means that calculating austerity measures as the main means of getting expenses reduced to the point where they match revenue would mean, in the case of what looks like a current 20% reduction in gross income, a 40% reduction in non-fixed expenses, which would be mainly payroll reductions. Obviously, payroll reductions of that magnitude are untenable.

(The numbers I am reciting here are not official, but the best estimate we have to work with. At any rate, we all are aware that our financial situation as a Foundation is not rosey.)

Therefore, I will be requesting the following in writing from each GM to be received by me within 2 weeks:

- 1) An EMERGENCY plan to improve revenue, including specific steps that will be taken to implement the plan with a timeline.
- 2) A SHORT RANGE Strategic Plan for their individual station to both increase revenue and reduce expenses that can bridge in to medium and longer-range strategic planning.

The GMs expressed to me their understanding of the necessity of improving programming, which will lead to increased income. They would like PNB support as they improve programming and take other emergency measures to turn around their stations and the Foundation in these difficult economic times.

I will also be creating a form that I will expect each GM to fill out weekly giving me and the PNB vital statistics as we move forward in this trying period. Some of the things that will be included will be: cash flow for the week, unexpected expenses, any change in employee status, arbitrons, etc. This form is right now in the 'thinking' stage but I expect to roll it out shortly after some input from the GMs.

#### National Office

As LaVarn Williams will relate to you, there has been a staffing change at the NO. LaVarn has her hands full but is making excellent progress.

#### Legal

I spoke at length with John Crigler, our FCC attorney. He will be filing a change of director form to the FCC for us. He explained his relationship to Pacifica. I emailed a synopsis of my phone conversation with him to you all earlier in the week, but, very briefly, we pay John a \$750 per month retainer and he helps us with all matters related to the FCC, copyright, communications and other such matters.

John alerted me to reporting that will need to be done when we air material which would normally need to have royalties paid to the author. I did not fully grasp the details, but will be alert to how this may effect us.

John said that we may be able to obtain a Sirius/XM 'station'. I discussed this very briefly at the GM meeting. There was some strong enthusiasm about this option as it would give us a national voice, could strengthen us as a network and could eventually be a new income stream. There were some reservations about doing this, however, as well as enthusiasm.

I will do my very best to serve Pacifica in the capacity of acting interim ED. However, I would

urge the Personnel Committee of the PNB to begin a search for an interim or permanent ED for Pacifica. This should be a high priority.

That's about all I have to report right now.

In peace,  
Grace Aaron, acting interim ED

III. Acting iCFO Report from LaVarn Williams: Has been in NO each day this week. Assuring continuity and supporting staff. Still working on audit and reports that need to be filed, including IRS docs. Efren Llarenas from KPFFK will be helping. Need to post finance job. Has identified a volunteer to help divide tasks – ie opening mail as identified by auditor. Housekeeping: Still don't have access to all of the files – she has had correspondence with former CFO so will be able to get info. KPFA drive is in Day 10 – “membership drive – 5000 new members” so far they have 4000- – at 50% of \$\$\$

IV. MOTION by Reiter: That the PNB hire Richard Uzzell (KPFT LSB secretary) as recording secretary for the PNB – would charge \$25 per hour for time spent in meeting only + transportation and lodging for in-person. Sandra seconded

- Leslie: Wants to make it an interim appointment

Reiter motion passes by a vote of 13-2 and 3 abstentions

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V. MOTION by Ricco Ross to limit length of time people can speak on PNB calls to 90 seconds – seconded

- MOTION by Luzette King to call the question on Ricco's motion

POO – Out of order to call the question before debate has begun

- Chair rules that it is in order

CHALLENGE TO THE RULING OF THE CHAIR by Sherry Gendelman

- Chair is upheld 10-7 and 2 abstentions

CALL THE QUESTION – 10-7 – Fails because it is not 2/3 yes

Ricco's motion is reopened

- AMENDMENT by Leslie: That the maker of the motion or the reporting committee member have three minutes to motivate the motion, and that this motion not preclude members speaking more than once, time allowing.
- Ricco suggests approving motion with this amendment with proviso that this rule applies to this meeting only and then be referred to governance committee. NO OBJECTION.

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VI. Sort out how committee alternates are chosen

- MOTION George Reiter: Refer Committee Alternates issue to Governance Committee – PASSES WITHOUT OBJECTION
- VII. MOTION – Sean Casey O'Brien: For the sake of transparency and accountability, and in accordance with best practices, I move that all legal & financial opinions and/or analysis which is brought before the Pacifica Nation Board by our Chief legal counsel and Chief Financial Officer, is to be put in writing and must include proper legal or professional citations. This applies only to financial and legal opinions officially brought before the Board. Legal and financial opinions to be put in writing. SECONDED
- Efia Nwangaza AMENDMENT: add “where practicable”
- MOTION TO TABLE – Joe Wanzala – passes 13-6

Susan Young moves to go into Exec Session at this time, 9:44 EST  
Seconded

POO: Need to set next meeting first – suggestion to alternate Sundays and Fridays

- MOTION: Next meeting Friday Feb 20 8:30pm EST.

Move to adjourn: 9:58pm EST – no objection