

PACIFICA FOUNDATION

Pacifica National Board – Teleconference (Open Session)

Friday, December 11, 2009 and Sunday, December 13, 2009

(Continued from Sunday, December 6, 2009)

8:30 pm Eastern, 7:30 pm Central & 5:30 pm Pacific Time on Friday

8 pm Eastern, 7 pm Central & 5 pm Pacific Time on Sunday

(as Closed Sessions will follow these meetings they may be shortened)

AGENDA

I. Call to Order and Opening Business.

- a. Roll Call / Establish Quorum. Establish time keeper- SCO. (2 Min.)

Box Legend Attendance: *X* Present; *Ab* Absent; *Exc* Excused Absence; *AL* Present-Arrived Late.

KPFA - Berk., Ca.:	KPFC – L.A., Ca.:	KPFT – Houston, Tx.:	WBAI - N.Y., N.Y.:
Sherry Gendelman	Grace Aaron	George Reiter	Nia Bediako
Bonnie Simmons	Shawn O’Brian	Sandra Rawline	Carolyn Birden
Andrea Turner	Leslie Radford	Wendy Schroell	Kathy Davis
Joseph Wanzala	Ricco Ross	Susan Young	James Ross

WPFW – Wash. D.C.: AFFILIATES: Staff & Counsel:

Jim Brown	David Beaton	LaVarn Williams, Interim CFO
Acie Byrd	Efia Nwangaza	Ricardo De Anda, Int. Gen. Counsel
Luzette King		Ahmad Anderson, iHR Director
Billy Ray Edwards		

- b. Agenda Approval (already done) (3 Min)

- c. Minutes: (5 Min)
To be announced

II. Acknowledgements (5 Min.)

III. Nominations for Affiliates Director (1 Hour) Interviews with 5 nominees for PNB Affiliate Directors, voting process, etc. (as 3 interviews were completed on Dec. 5, 2 more interviews of Efia Nwangaza and David Beaton are still left – 20 minutes each leaves 40 minutes for this agenda item)

IV. WPFW - Status of PNB Directors Billy Ray Edwards & Luzette King (10 min.)

V. Update on Recall Elections at WBAI and KPFA (15 Min.)

VI. Committees and Working Groups Reports and Motions:

ACTIONS/REPORTS:

1. **Election Committee Report & Report of the National Election Supervisor** (including a report about the WBAI election with Q & A by telephone with Les Radke, National Election Supervisor and/or with WBAI Local Election Supervisor, Ethan Young)
(10 Min.)
2. **Finance Committee: Jamie Ross** (1 Hour)
3. Personnel Committee (2 Min.)
4. Affiliates Task Force (2 Min.)
5. Archives Task Force
6. **Audit Committee** (5 Min.)
7. Programming Committee (5 Min.)
8. Governance Committee: (40 Min.)

Remedy for continued disregard of PNB directives by LSB

The PNB, after hearing from the directors of a station that is refusing to implement PNB policy or directives, shall be entitled, by a majority vote of the remaining directors, to deny voting rights to the directors from that station until such time as the policy or directives are followed.

Motion (passed without objection)(5 min) Pacifica Board Chair and iED Grace Aaron is commended for her well planned and decisive intervention in the WBAI crisis. The PNB supports her efforts as iED to turn WBAI around and reinvent itself as a powerful mission driven station by and for the entire progressive left of the greater New York City area.

Motion on Funding Disclosure Passed 5-4 no abstentions.

All programmers, program providers, collectives, and/or independent production companies who have a program at any station of the Pacifica Network and which receive outside (i.e. non-Pacifica) funding from any source in excess of \$5000 per year for the production of their program will be asked to disclose to the GM of their respective station the source of that funding, the amounts of money received or promised, and any contractual or grant agreements related to that funding for that current year. The GM shall forthwith report that information to the Pacifica Executive Director who shall hold such information in trust as a public record.

Any programmer, program provider, program collective and/or independent production company whose program is syndicated or shared by more than one Pacifica station and who receives outside funding from any source in excess of \$5000 per year for the production of their program will be asked to disclose to the Pacifica ED the source of that funding, the amounts of money received or promised and any contractual or grant agreements related to that funding for that current year. The ED shall hold that information in trust as a public record.

In the case of a programmer whose outside funding is in excess of \$25,000 for the current year, such disclosure should be for a period of not less than three years prior to the date of the passage of this motion by the Pacifica National Board, provided they have been a programmer or program provider for that period.

Any waiver to this requirement must have the written consent of the GM of the respective station, and the ratification of that consent by the respective LSB, such as in the case of a purchased or syndicated program where compliance is not practical, or the written consent of the ED and the ratification of that consent by the PNB when appropriate in the case of a program aired on more than one Pacifica station.

Community Advisory Boards

The Pacifica Foundation is a current Corporation for Public Broadcasting grantee. The Communications Act of 1934, 47 U.S.C. 396, et seq., dictates requirements for Community Advisory Boards ("CABs") for Public Broadcasting grantees (see <http://www.cpb.org/stations/certification/cert3.html> and http://www.cpb.org/stations/certification/cpb_certification_req.pdf for a more detailed discussion). "Each station is encouraged to fashion its own maximum involvement of the community beyond the minimum requirements. It is the CPB's position that only through enthusiastic and vigorous efforts can the intent of the Congress, as reflected in the law, be fully realized."

Resolution re Pacifica Community Advisory Boards:-

Be it resolved that the LSB's as committees of the Pacifica National Board shall form Community Advisory Boards ("CABs") pursuant to this resolution. LSBs should consult the CPB guidelines for further guidance on related matters not directly addressed in this resolution:

The station management shall produce a document stating programming goals for the station and submit it to the CAB for review no later than May of each year. The CAB shall also conduct a community needs assessment ("CNA").

The CAB will prepare a report, based on the CNA, advising the governing body of the station on whether the programming and other policies of the station are meeting the specialized educational and cultural needs of the communities served by the station and whether the station is meeting its

programming goals. This report and the CNA shall be presented to the LSB no later than October of each year.

The LSB and CAB should coordinate their schedules to ensure that the CAB members, or designated representatives from that body, may present this report to the LSB, and discuss its findings, during a regularly scheduled or special meeting of the LSB.

Each LSB may delegate other responsibilities to the advisory board to assist the governing board or station personnel. However, the law states: "In no case shall the [community advisory board] have any authority to exercise any control over the daily management or operation of the station."

General Managers, as non-voting members of the LSBs, may work with the LSBs on the implementation of this resolution. In addition, the General Manager will act as the liason between the CAB and the station and will make available such resources to the CAB as are reasonably necessary in order for the CAB to carry out its duties.

All compliance documentation submitted to the CPB shall be made available for inspection at each station and at the Pacifica national office. The CAB's schedule of meetings, meeting minutes, and the names and short biographies of the CAB members shall be posted on the station website.

The CAB of each station shall comprise minimum of 4 members and a maximum of 24 members. Nominations to the CAB are invited from community groups, educational and cultural institutions, past and present CAB members, LSBs and individual candidates using the form below to be posted on each station website. Individuals may also self-nominate. The nominees are notified and asked to complete an application form. A screening committee of the LSB reviews all candidates and presents a final group to the full LSB for consideration. The LSB makes its appointments to the CAB from this final group by majority vote, for a term of two years. CAB members may serve no more than two (2) consecutive two-year terms. CAB members need not be members of the Pacifica Foundation. LSB members may not serve on the CAB.

This policy will go into effect in December 2009 and the LSB's shall ensure that new CABs are in place by March of 2010 to comply with existing Pacifica policy requiring quarterly reporting from each station CAB. All current CAB members may remain on the board while new members are added under this new Pacifica policy. Current CAB members shall be subject to the same term limit restrictions as new members. Stations are encouraged to develop materials on their websites to educate community members about the purpose and role of the CABs. See for example: <http://kpft.wordpress.com/2009/02/14/kpft-wants-members-of-cab-pc-huh/>

(see http://www.wgbh.org/about/cab_factsheet.cfm for CAB nomination form exemplar)

HAVE NOT MET:

9. Committee on Racism, Sexism and Other Forms of Discrimination

10. Strategic Planning Task Force

VII. Unfinished Business:

Motion by Ross (on behalf of KPFK LSB) to ensure the collaborative processes enshrined in National Programming Policy passed by the KPFK Local Station Board without objection: We urge the PNB to ensure compliance with the letter and spirit of the collaborative process between governance and management throughout the network ‘in the development of any new regular program or long-term series that is produced nationally;’ and further, which mandates that any such proposals “shall be brought to the PNB Programming Committee for review to assure that both network and local needs are met.”
(5 Min.)

Motion by Radford (on behalf of KPFK LSB) to initiate discussion on re-structuring and the recruitment and training of volunteer programmers passed by the KPFK Local Station Board without objection 4/21/09: In light of the current financial crisis and the Pacifica networks’ identify as community radio, and to conform specifically with Article 5.0 (New Voices) of the National Program Policy adopted in 2006, the KPFK LSB submits the following motion to the PNB: In accordance with Article 5.0 of the National Program Policy, which calls on stations to train current a new volunteers in order to bring new voices to the air, every station shall initiate discussions regarding the role of paid producers and volunteer staff and initiate programs to recruit and train community volunteer programmers.
(5 Min.)

The following substitute wording was agreed on by the KPFK LSB: That working groups be created at every station to initiate discussions on re-structuring, especially the role of paid producers and volunteer staff and to initiate training for programming by community volunteers.

Passed by KPFK LSB 9-19-09 8-7-?

Motion by Wanzala: Resolved that LSBs, GMs and PDs present the reports requested in the motion passed by the PNB on April 27, 2009 regarding the bylaws provision of collaborative programming decision making no later than August 30, 2009.
(5 Min.)

Motion to rescind the motion seating Billy Ray Edwards as a WPFW representative on the Pacifica National Board, which passed July 12 in a 9-8 vote.

Sherry Gendelman

(10 Min.)

I would like to request 50 minutes on the agenda for this and subsequent in-person meetings and the 25 minutes on the agenda of one meeting of the PNB per month for reports from five committees we never formally hear from: the Local Station Boards.

Until the financial crunch, the PNB brought all the LSB Chairs and station managers to the in-person meetings. Since we stopped that practice, we only hear from the LSBs through their directors when there is a crisis. At our LSB meetings, the directors routinely report back, and maybe that is happening at other stations. But there is no open and regular conduit for communication from the LSBs to the

PNB. I think we should honor the work of the LSBs with time to receive and acknowledge their labor and ideas for Pacifica.

--Leslie Radford (10 Min.)

Motion to negate the disqualification of KPFA LSB member Naji Ali due to a third unexcused absence because that third meeting never reached quorum.

-- Joseph Wanzala (10 Min.)

VIII. New Business

Create a Committee for Conflict Resolution within the PNB – Ricco Ross (10 Min.)

IX. Adjournment