

PACIFICA FOUNDATION

Pacifica National Board – Teleconference (Open Session)

Sunday, January 10, 2009

9:30 pm Eastern, 8:30 pm Central & 6:30 pm Pacific Time

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.:	KPFK – 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 (3 Min)

- c. Minutes: (5 Min)

To be announced

II. Acknowledgements (5 Min.)

III. Announcement of Results of Affiliates Directors Election (30 Min.)

IV. Executive Director Report & Q & A (20 Min.)

V. CFO Report & Q & A (15 Min.)

VI. January In Person Meeting Info (10 Min.)

VII. Status of Local Station Board New Member Transitions, elections of officers, and any action needed to ensure that the LSBs function per our Bylaws - James Ross (15 Min.)

The WBAI LSB has requested PNB input regarding the seating of an LSB member.

Jamie Ross will propose the following motion regarding this and has provided some background about the situation:

"The PNB directs the WBAI LSB/board of delegates to use the 2009 election list in filling the

vacancy created by the resignation of R. Paul Martin on 11/30/09."

Here is the series of events this motion responds to:

- 1) R. Paul resigned from our LSB 11/30. His term expires next November, though he becomes ineligible to serve in February - he's in the same situation as Grace.
- 2) The election was certified 12/16 (I think)
- 3) The LSB met on 12/23 - the first meeting since his resignation.
- 4) The first runner-up in the newly certified 2009 election, Delphine Blue, was seated. However, some WBAI LSB members called a point of order, saying that the 2007 list should be used. Our chair denied the Point of Order. Unfortunately, his ruling was not sustained. So Delphine had to leave the board.
- 5) a motion was approved to seek guidance from the PNB and/or Ricardo on this issue.

I think the question of which list of runner-ups to use in this case is something of a gray area - the bylaws does not clearly specify. Technical arguments could be made for both sides of the issue. However, the fact that the 2009 election better reflects the will of the voters means that the core principle of our bylaws - boards that reflect the will of the membership - will be better met using the new list.

thanks
Jamie

VIII. Committees and Working Groups Reports and Motions:

ACTIONS/REPORTS:

- | | |
|---|------------------|
| 1. Election Committee Report | (10 Min.) |
| 2. Coordinating Committee | (5 Min.) |
| Motion: Pacifica needs an up to date roster of all board members, so at the January Delegates meeting, each station board chair will create a chart of members to include name, address, phone numbers and email address and submit it to the PNB secretary. Passed without objection | |
| NOTE: There should be a deadline for submitting to PNB Secretary - suggest 1/31/10 -- Wendy | |
| 3. Finance Committee: Jamie Ross | (15 Min.) |
| 4. Personnel Committee | (2 Min.) |
| 5. Affiliates Task Force | (2 Min.) |
| 6. Archives Task Force | |

- | | |
|---------------------------|-----------|
| 7. Audit Committee | (5 Min.) |
| 8. Programming Committee | (5 Min.) |
| 9. Governance Committee: | (40 Min.) |

Motion on Recalcitrant LSBs from the Governance Committee (followed by substitute motions put forward by Leslie Radford and Susan Young)

Motion: (George Reiter) "At the request of the Chair of the PNB, and upon presentation of specific policies or directives that the chair declares an LSB is refusing to follow, the PNB, after hearing from the directors of a station that is said to be 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. These voting rights shall be reinstated upon certification by the chair that the policies or directives are being followed, or by a vote of the PNB when presented with a request from the affected LSB to do so, stating that they are now in compliance. Such vote shall be taken as a first order of business in any meeting to which the request is made." (Passed without objection)

I believe I will add: "and declaration by the Chair that reasonable attempts to obtain compliance have failed, " after "follow," in the third line, before I introduce it.

George

"In the instance that an LSB does not undertake an action mandated by the PNB, the PNB may undertake the following progressive steps to resolution:

- 1) The PNB should form a committee to investigate the situation, and if the situation is found to be that the LSB is operating outside of the Mission and Bylaws of Pacifica, the PNB may issue a letter to the LSB requesting compliance, with a reasonable deadline, which may be the same as the deadline attached to the action, if desired.
- 2) If the LSB does not meet that deadline, the PNB may authorize that LSB's director delegation to mediate any impediments to reaching compliance, and the PNB may impose a deadline to complete the mediation if desired.

3) If the mediation is unsuccessful, the directors from the noncompliant LSB may be authorized to complete the PNB directive on behalf of their LSB to bring about compliance."

--Leslie Radford

MOTION: Non-recognition of a Local Station Board.

The Pacifica National Board may pass a resolution of non-recognition declaring a Local Station Board to not be a part of Pacifica Foundation's governance and its acts to be void, including the election of Directors that may occur at the time of this finding, and denying to that Local Station Board the use of Pacifica resources and access to Pacifica private information. A determination of non-recognition can only be made by: (A) 55% vote of all Directors; (B) a written finding that the seating of Delegates to that station board is not proper; and (C) following written notice of this finding to Local Station Board members whose seating is deemed valid by the Pacifica National Board and a fifteen-day opportunity to cure the improper seating. The non-recognition will be terminated upon the vote of 55% of Directors that the proper seating has been accomplished.

Comments: This is my effort to wrap a resolution around Ricardo's musings. I have also suggested written grounds, procedure and vote (55% to declare or release the declaration of non-recognition). Note that Directors are not seated when they are the subject of the resolution of non-recognition but are not removed pursuant to this non-recognition resolution subsequent to their valid seating (except as provided in the bylaws).

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:

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

11. Strategic Planning Task Force

IX. 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.)

X. New Business

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

XI. Adjournment