

**Pacifica National Board – Special Teleconference (Open Session)
Sunday, February 21, 2010**

The Open Teleconference begins at 9:30 pm (ET), 8:30 pm (CT), 6:30 pm (PT)

AGENDA

I. Call to Order and Opening Business. PNB Chair George Reiter.

a. Roll Call / Establish Quorum. Recording Secretary Richard Uzzell. Establish excused absences and timekeeper. (5 Min.)

For Attendance. X Present; Ab Absent; Exc Excused Absence; AL Arrived Late.

KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.:

Shahram Aghamir	Shawn O'Brien	Bill
Crosier Nia Bediako		
Tracy Rosenberg	Leslie Radford	Alberto Luera Kathy Davis
Andrea Turner	Summer Reese	George Reiter
Jennifer Jaeger		
Joseph Wanzala	Ricco Ross	Richard Uzzell Alex
Steinberg		

WPFW – Wash. D.C.:	AFFILIATES:	STAFF & COUNSEL:
Alonso Brown	Jim Bennett	Arlene Engelhardt, ED
Campbell Johnson	Efia Nwangaza	LaVarn Williams, CFO
Kimory Orendoff	Ricardo deAnda, Int. Gen. Counsel	
Marcel Reid		

b. Agenda Approval.

c. Approval of Minutes. (2 Min.)

II. Acknowledgements. (5 Min.)

III Unfinished Business.

a. Committee Appointments. Richard Uzzell nominated by KPFT for Coordinating Committee. (2 Min.)

b. Governance Committee Motions Carried-Over From Earlier Meetings.

1. MOTION: Recalcitrant LSBs from the Governance Committee (followed by substitute motions put forward by Radford and Young). (20 Min.)

Governance Committee Motion. 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]
After Committee Motion is made;

Reiter motion. To amend to add after "follow," in the third line; "and declaration by the Chair that reasonable attempts to obtain compliance have failed, "

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Substitute Motions;

Radford motion. 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."

Young motion. 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 in-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.

2. MOTION: Community Advisory Boards.

(15 Min.)

Resolution: 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.

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Resolution: Pacifica Community Advisory Boards. (Continued.)

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 liaison 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. Individuals may also self-nominate. The LSB makes its appointments to the CAB from the group of nominees using the single transferable vote ("STV") preferential voting system, for a term of three years. CAB members may serve no more than two (2) consecutive three-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 February 2010 and the LSB's shall ensure that new CABs are in place by May of 2010. 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)

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3. Motion: Funding Disclosure.

(10 Min.)

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. (Passed 5-4.)

c. Motions by PNB Members.

1. Radford motion (on behalf of KPFK LSB).

In light of the current financial crisis and the Pacifica networks' identity as community radio, and to conform specifically with Article 5.0 (New Voices) of the National Program Policy adopted in 2006, which calls on stations to train current a new volunteers in order to bring new voices to the air, the Pacifica National Board resolves that the LSBs create working groups at every station to initiate discussions on re-structuring, especially the role of paid producers and volunteer staff, and to initiate programming training for community volunteers. Passed by KPFK LSB 9-19-09 8-7-? (10 min)

2. Wanzala motion. To resolve 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. (10 Min.)

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3. Radford motion. That at least 50 minutes of each in-person Pacifica National Board meeting and at least 25 minutes of one meeting of the PNB each month shall be reserved for reports from five LSB committees, to be reduced proportionately if the LSB chairs or directors have no report to offer. (5 Min.)

c. **Motions by PNB Members.** (Continued.)

4. Reiter motion. That the ED is requested to put in place the means of moving quickly to broadcast network wide events of national interest consistent with our mission, simultaneously on all five stations and as many affiliates as are willing to carry them. Additional resources as needed should be put into stations that require them to make this possible.

(10 Min.)

IV. **Report of Executive Director.** (15 Min.)

V. **Report of Chief Financial Officer.** (15 Min.)

VI. **Committees and Working Groups Reports and Motions.**

1. **Coordinating Committee.**
2. Elections Committee.
3. **Finance Committee.**
4. **Governance Committee.**
5. **Affiliates Task Force.**
6. **Personnel Committee.**
7. **Archives Task Force.**
8. **Audit Committee.**
9. **Programming Committee.**
10. LSB Reports.

VII. **New Business.**

a. **Motion: Finance Reports.** (10 Min.)

Crosier motion. That Pacifica management should provide monthly written reports to the PNB containing:

1. Income statements showing comparison of actuals to budget for all units (showing most recent month plus year-to-date figures)
2. Cash in bank for all units (this could be a balance sheet)
3. Central Services paid, and related transactions between NO and the other units
4. Report of recent fund drives at stations, including pledge total, actual cash taken in, number of days, and goal
5. Report on unpaid obligations to creditors

And that, Pacifica management should provide periodic (at least quarterly) cash flow forecasts based on realistic projections to the PNB.

Bediako motion. To amend to add a #6: Provide a listing of the most recent bank reconciliations reviewed for every bank account of the Foundation.

b. **Off Air Fundraising Strategy (Johnson).** (10 Min.)

VIII. **Confirm Next Meeting. Next Special PNB Teleconference Meeting. Date: March __, 2010**

Time:

IX. Meeting Adjournment.

11 pm (ET)