

**I. Call to Order and Opening Business.** PNB Chair Summer Reese will call meeting to order and Secretary Pro Tem will be selected. (5 Min.)

**a. Roll Call / Establish Quorum.** Secretary Pro Tem will call roll and establish a quorum. Excused absences will be determined and a timekeeper chosen. (5 Min.)

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

<b>KPFA - Berk, Ca.:</b>	<b>KPFK – L.A., Ca.:</b>	<b>KPFT – Houston, Tx.:</b>	<b>WBAI - N.Y., N.Y.:</b>
<b>Laura Prives</b>	__ <b>Ken Aaron</b>	<b>Teresa Allen</b>	<b>Nia Bediako</b>
__ <b>Tracy Rosenberg</b>	<b>Rodrigo Argueta</b>	<b>Jessica Apolinar</b>	<b>Carolyn Birden</b>
__ <b>Dan Siegel</b>	__ <b>Lydia Brazon</b>	<b>Wesley Bethune</b>	<b>Kathy Davis</b>
__ <b>Andrea Turner</b>	<b>Summer Reese</b>	<b>Bill Crosier</b>	<b>Alex Steinberg</b>

<b>WPFW – Wash. D.C.:</b>	<b>AFFILIATES:</b>	<b>STAFF &amp; COUNSEL:</b>
<b>Rene Bryce-Laporte</b>	<b>Heather Gray</b>	<b>Arlene Engelhardt, ED</b>
<b>Campbell Johnson</b>	<b>Efia Nwangaza</b>	<b>LaVarn Williams, CFO</b>
<b>Kimory Orendoff</b>	<b>Ricardo deAnda, GC</b>	
<b>Marcel Reid</b>		

**b. Agenda Approval** (5 Min.)

**c. Minutes Approval.** Minutes from April 7 (revised); April 27 (5 Min )

**II. Acknowledgements** (5 Min.)

**III. Board Chair Report.** To include any Executive Session Report Outs. (10 Min.)

**IV. Management Reports**

**a. Executive Director Report** (10 Min.)

**b. CFO Report** (10 Min.)

**V. Committee Reports**

**Invitation to KPFA members Siegel and Prives to join committees which lack a Director from KPFA** (5 Min.)

**Affiliates Committee** **Heather Gray, Chair** (2 Min.)

**Coordinating Committee.** **Bill Crosier, Chair** (5 Min)

**MOTION: Date for next in-person PNB meeting**

The Coordinating Committee recommends that the PNB have its next in-person meeting on Friday, August 26 through

Monday, August 29 in Washington, D.C. *Passed 6 yes, 1 no*

**Finance Committee.** **Tracy Rosenberg, Chair** (2 Min.)

**Audit Committee.** **Summer Reese, Chair Pro Tem** (5 Min.)

**MOTION: Financial Data**

That National Office supply latest data, every month, one week prior to Audit Committee meeting.

**MOTION: Monitoring of Deficiencies in Audit Letter**

That Audit Committee monitor the progress of correction of deficiencies noted in auditors letter, limited to strengthening internal controls. *7 yes, 2 no, 1 abstain*

**MOTION: Ongoing financial viability, analysis and monitoring of ratios and working capital**

That Audit Committee shall monitor and analyze the working capital and ongoing financial viability of the Organization as highlighted in the auditors letter. *7 yes, 2 no, 1 abstain*

**MOTION: Selection of Audit Firm**

That Audit Committee seek and obtain bids/proposals from three audit firms and make a recommendation for the selection of an audit firm to perform the certified audit for fiscal year 2011. *Passed without objection.*

**Elections Committee** **Carolyn Birden, Chair Pro Tem** (2 Min.)

**Personnel Committee** **Nia Bediako, Chair** (10 Min)

**MOTION: PNB Personnel Committee Purpose**

The PNB Personnel Committee shall create and distribute the performance evaluation forms and facilitate the subsequent evaluation processes of the Foundation's Executive Director and Chief Financial Officer and make recommendations to the Board with regard to their job descriptions, employment contracts, compensation, retention and separation from employment. With the aim of increasing equity and uniformity among persons doing similar work throughout the Foundation, the Committee's responsibilities shall include, but are not limited to, the review of the General Manager and Interim General Manager hire processes as well as the PD and interim PD hire processes, the Pacifica Foundation Employment Manual, organizational charts, paid and unpaid staff issues and any policies and processes regarding other personnel matters. *Approved without objection.*

**MOTION: Pacifica Foundation Program Director Search Process**

The following steps must be taken in sequence in order to conduct an approved search for a candidate to fill an open position. All references below to "National Office" specifically indicate the National H.R. worker, if one is in place, or if not, the E.D.

- . LSB creates Search Committee – the PNB recommends that it include a minimum of 7 and a maximum of 11 members. The Committee shall consist of LSB members, including paid and unpaid staff members.
- .
- . Names, email addresses, and phone numbers of all committee members shall be sent to the National Office.

- . The Personnel Committee will provide a copy of the job description, candidate evaluation criteria, and confidentiality agreement (for non-LSB members) to the LSB Search Committee.
- . Search Committee shall arrange through the National Office for publication of an ad in venues reaching diverse communities per FCC and EEO guidelines and the ad shall be placed within 7 days of the request. Ad budget shall be set by the GM and LSB. In addition, an ad should be posted at the station's premises, on its website and airwaves, and in its e-newsletter or other publications. Application period shall be 30-45 days, and applications shall be submitted to a central location in the National Office and then distributed to all Committee members via email.
- . Search Committee shall create a timeline for its work, including meetings, rankings, interviews, and reports at each LSB meeting. There shall be two sets of final interviews – one by any interested paid and unpaid staff (preferably during an evening or weekend to accommodate unpaid staff with day jobs), the other by the Committee, which LSB members who are not on the Committee may attend but in which they may not participate. The timeline shall include a meeting at which the Committee shall receive training from the National Office on laws and rules concerning the hiring process. To assure equal treatment of all candidates, each interview round shall be conducted by the same method (e.g., phone, in-person, etc.). All initial interviews shall be by telephone. All Committee meetings discussing the hiring process shall be noticed to the public, and held according to the open-meeting provisions of the Pacifica bylaws.
- . The Committee shall formulate a list of standard interview questions for all candidates.
- . The Committee shall decide on its pool (3-5) and rankings of recommended candidates using Single Transferable Voting, with Committee members strongly encouraged to write a brief explanation of their votes.
- . The Committee shall write a final public report explaining the process it went through in its search and recommendations. It shall also submit a confidential appendix to the LSB containing the names and rankings of its recommended pool members (3-5), along with any explanations written by Committee members of their votes. In executive session, the LSB shall discuss and vote on whether to accept the candidate pool and rankings as presented by the Committee, or select candidates from the final round of interviews, as described in # 4 above.

**Strategic Recovery Plan Task Force (FRAT)**

**Ken Aaron, Chair**

(15 Min.)

**MOTION: Deficiencies Correction Timetable**

The Executive Director and the Chief Financial Officer shall work on correcting all deficiencies reported in the Feb 2011 Auditors Recommendations including evaluation of the business managers and software training at each station and update progress on the spreadsheet on the FRAT Yahoo Group. They shall update status of each deficiency by May 31st. Progress will be reported every two weeks thereafter. By July 30th it is expected that 70% of the deficiencies will have been remedied.

**MOTION: Source of programming and funding, including syndicated Programs**

That each (i)PD of each of the five units/sister stations be required to supply to the Chair of the Board of the Pacifica Foundation (PNB,) a list of every program aired on his/her station, giving the name of program, time/day program airs, and whether the program is produced on-site, produced off-site for that station, is produced at one of the five sister stations, is produced at an affiliate station, or is produced by an outside production company and syndicated to that station, as well as others. Additionally, it shall be listed whether the program is volunteer produced and hosted, in-house paid producer and/or host, outside produced and the station pays for it, outside

produced and free to the station, and whether it is underwritten, and if so, by whom.

## VI. Unfinished Business.

### a. Motion by Steinberg: Membership Termination Standing Rule.

(from May 25 Agenda)

(10 Min.)

Due to possible conflict of interest, any person who has been terminated from the Pacifica Foundation employment for cause shall be prohibited from membership in the Pacifica Foundation. When this type of proceeding is brought, all due process procedures called for, as noticed to all in the Pacifica Bylaws, in Robert's Rules of Order (Chapter 20) shall apply.

### b. Motion by Rosenberg: Publicists.

*Passed unanimously at KPFA LSB.*

(10

Min.)

(from May 25 Agenda)

The PNB authorizes acquiring six (6) unpaid publicists within 30 days of the present date to work at each of the five (5) stations and one head Publicist to coordinate at National Office.

### c. Motion by Davis: Membership re: Malice.

(10 Min.)

(from May 25 Agenda)

Be it resolved that any person or member of the Pacifica Foundation that acts with malice and/or violence and/or levies threats; either verbal or physical against Pacifica staff or members of the LSB or PNB should be disqualified from membership and participation in Pacifica governance. Further, any person or member of the Pacifica Foundation who acts to limit or undermine the fund raising and or function of the Pacifica foundation or its radio stations and broadcast licenses should be disqualified from membership and participation in Pacifica governance. And, that any person or member of the Pacifica Foundation who acts to undermine, counterbalance, destroy or limit the Pacifica Bylaws should be disqualified from membership and participation in Pacifica governance.

## VII. New Business

**From: Nwangaza:**

**MOTION:** To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force.

**MOTON:** for a Pacifica Affiliates' - Pacifica Foundation Task Force

### **Introduction**

The vision for the Affiliates' Program (The Program), at its inception, was that The Program would facilitate the development, production, broadcast, exchange and distribution of meaningful and influential progressive content, provided by both the sister and affiliate stations. The Program was expected to be a mutually supportive

resource, serving its members as a communication hub and a teaching/learning community. It would be dedicated to improving both program content and delivery efficacy, with an ever increasing number of progressive programs. The programming would be responsive to Foundation and Affiliate listener needs and interests and give access to otherwise unavailable news, arts, and commentary for worldwide radio, internet, and other possible platforms.

**Mission**

To achieve this objective, the Affiliates' Task Force was created and charged with representing the Pacifica Affiliates and being a bridge to the Pacifica Foundation. Consistent with the Pacifica Foundation's mission and the Task Force's charge. The Task Force shall strive to build and maintain an authentic Pacifica-Affiliate partnership by maximizing Affiliate membership, input, and participation.

**Membership**

Any member of an Affiliate or Pacifica station is welcome to participate in the Pacifica-Affiliates' Task Force.

**Voting, Co-Meeting Facilitators and Monthly Meetings**

Where voting occurs, only duly designated station representatives of an Affiliate or Pacifica station, who has attended three consecutive meetings (the meeting of the vote and two meetings immediately prior to the vote) shall be allowed to vote.

**Officers**

The Task Force shall be convened by PNB assignment. It shall elect a pro tem Facilitator or Facilitators (at least one of whom shall be an Affiliate Director) for the first three meetings and a Secretary (who shall be any voting eligible member of the Task Force). The permanent yearly Facilitator(s) shall be elected at the third regular meeting.

**Meetings:** The Task Force shall meet a minimum of once a month and conduct such business as is consistent with its mission and in the manner prescribed the by-laws of the Pacifica Foundation.

**From: Brazon**

**MOTION: Next In-Person Meeting**

To have an in-person PNB meeting in September, 2011, in Washington, D.C.

**X. Adjournment:**

**10:30 pm (ET)**