

Pacifica National Board—Teleconference (Open Session)

8:30 PM EDT, 7:30 PM CDT, 5:30 PM PDT (scheduled)

Originating in Various Locations

Wednesday, June 22, 2011

Meeting Minutes

[Audio Part 1]

#### I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:55 PM Pacific Daylight Time.

##### a. Roll Call / Establish Quorum

Twenty members were present, constituting a quorum: Laura Prives (KPFA), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Andrea Turner (KPFA), Ken Aaron (KPFK), Rodrigo Argueta (KPFK), Lydia Brazon (KPFK), Summer Reese (KPFK, Chair), Teresa Allen (KPFT), Wesley Bethune (KPFT), Bill Crosier (KPFT, Vice-Chair), Nia Bediako (WBAI), Carolyn Birden (WBAI), Kathy Davis (WBAI), Alex Steinberg (WBAI), Campbell Johnson (WPFW), Kimory Orendoff (WPFW), Marcel Reid (WPFW), Heather Gray (Affiliates), Efia Nwangaza (Affiliates, Secretary)

One member was absent: Rene Bryce-Laporte (WPFW)

One member was excused: Jessica Apolinar (KPFT)

Also present: LaVarn Williams (Pacifica CFO), Ricardo De Anda (PNB General Counsel), John P. Garry III (Recording Secretary).

Audio Recording: The audio for this meeting can be accessed at [kpftx.org](http://kpftx.org)

##### b. Secretary Election

The Chair reported that after Gray declined her nomination, Nwangaza accepted the position of Board Secretary.

##### c. Agenda Approval

Johnson **moved** to include Standing Rules (from the Audit Committee) to the agenda.

**Point of order** from Aaron: Business from the last board does not carry over to this board. We don't know what the motions are.

**Point of order** from Allen: The Governance Committee is meeting on June 29<sup>th</sup> and that Committee should take them up. Allen **moved** to refer the Standing Rules to the Governance Committee.

The Chair ruled that the motion has not been received and is not appropriate to put on the agenda at this time.

**Point of order** from Crosier: Allen has a motion on the floor.

Allen's motion to refer Standing Rules to Governance Committee **failed** by a roll call vote: Yes—7, No—8, Abs—3.

Yes—Aaron, Birden, Rosenberg, Steinberg, Crosier, Davis, Gray  
No—Siegel, Prives, Bediako, Reid, Argueta, Nwangaza, Brazon, Johnson  
Abs—Orendoff, Allen, Bethune  
Present Not Voting--Reese

Siegel **moved** to consider rules changes at the next regular meeting.

**Point of order** from Bediako: Doesn't understand the Chair's ruling.

**Point of order** from Steinberg: We should not be discussing what goes on the agenda at the next meeting. We should discuss what goes on at this meeting.

**Point of order** from Crosier: Johnson had moved to include the Standing Rules in the agenda and should be voted on.

Johnson **moved** to include the Standing Rules in Unfinished Business in tonight's agenda. Motion **passed** by a roll call vote: Yes—15, No—2, Abs—1.

Yes—Prives, Rosenberg, Siegel, Turner, Argueta, Brazon, Allen, Crosier, Bediako, Birden, Johnson, Reid, Bethune, Gray, Nwangaza  
No—Aaron, Steinberg  
Abs—Davis  
Present Not Voting--Reese

The agenda was **approved** as amended without objection.

#### d. Minutes Approval

Bediako **moved** (seconded by Brazon) to approve the June 9, 2011 minutes, correcting scrivener's errors "Carolyn" Birden for "Caroline" and Heather "Gray" for "Grey."  
Motion **passed** by a roll call vote: Yes—13, No—2, Abs—2.

Yes—Prives, Bediako, Siegel, Turner, Aaron, Brazon, Bethune, Davis, Johnson, Orendoff, Reid, Gray, Nwangaza

No—Crosier, Birden

Abs—Rosenberg, Steinberg

Present Not Voting—Reese

## II. Acknowledgments

Orendoff acknowledged Jon Almeleh for his work in audio technology and websites. Nwangaza expressed appreciation for KPFFK's Saturday afternoon (simulcast) programming.

## III. Board Chair Report

After brief remarks the Chair declined to give a full report in the interest of time.

## IV. Management Reports

### a. Executive Director Report

The Executive Director was not available to give a report due to a conflicting engagement.

### b. CFO Report

Williams reported on fund drive revenues; The Foundation is doing about \$769,000 better than budget. The May YTD net income is \$1.3 million. Net income is \$1.6 million better than last year at this point. Every station has produced positive results to net income except WBAI. Questions from the board followed.

[Audio Part 2]

## V. Committee Reports

### Affiliates Committee

Gray (Chair) reported on the NFCB meeting. Gray noticed the next Affiliates Task Force meeting (Thursday, June 23, 2011, 8:00 PM EDT), in which a new Native-American station will be included and Renee Leduc will be a guest.

### Coordinating Committee

**Substitute Motion from Brazon (carried over from the last PNB meeting):** Whereas, the Pacifica Auditor's report states in part, "Although management has taken recent action to increase revenues and reduce expenses, as of the date of this report there is not a Board approved and implemented financial plan in place in order to restore adequate working capital within the current year. Accordingly, substantial doubt remains as to the ability of the Foundation to continue as a going concern as of the date of this report."; and,

**Whereas**, the expenses for in person Pacifica National Board Meetings totalled \$100,333.82 in calendar year 2010; and,

**Whereas**, the board must weigh the gravity of Pacifica's fiscal challenges with that of the bylaws meeting schedule;

**Therefore, it is resolved:** That the Pacifica National Board shall meet in person once more for its second in person Pacifica National Board Meeting for calendar year 2011, to be held Friday through Monday, September 23-26 in Washington, D.C.

Reid **moved** to amend: Add Monday the 26<sup>th</sup> as a fourth meeting day. Amendment **included** without objection.

Davis **moved** to amend: Instead of Washington DC, the meeting shall be held in the least expensive signal area.

Allen **moved** to extend 15 minutes. Motion **passed** without objection.

Davis' amendment **failed** by a roll call vote: Yes—7, No—8, Abs—1.

Yes—Rosenberg, Turner, Aaron, Crosier, Davis, Steinberg, Gray

No—Prives, Siegel, Brazon, Bethune, Bediako, Johnson, Reid, Nwangaza

Abs—Argueta

Present Not Voting—Reese

Steinberg **moved** to extend 10 minutes. Motion **failed** by a roll call vote: Yes—7, No—9, Abs--2

Yes—Rosenberg, Aaron, Argueta, Birden, Davis, Steinberg, Gray

No—Prives, Reid, Siegel, Turner, Brazon, Bethune, Bediako, Johnson, Nwangaza

Abs—Crosier, Orendoff

Present Not Voting—Reese

**Point of order** from Crosier: When you are out of time and the motion to extend fails you vote on the main motion. The Chair proceeded to a vote on the main motion.

**Point of order** from Steinberg: This motion is illegal and should be ruled out of order. The Chair declined to rule it as an illegal motion and allowed the vote to go forward.

Following a **point of information** from Birden, the Chair committed to research the status of the preambles (“Whereas...”) of Brazon’s main motion and whether or not they would be included in the minutes.

Brazon’s amended main motion **passed** by a roll call vote: Yes—12, No—6, Abs—No.

Yes—Prives, Siegel, Turner, Argueta, Brazon, Allen, Bethune, Bediako, Reid, Gray, Nwangaza, Johnson

No—Rosenberg, Aaron, Crosier, Birden, Davis, Steinberg,

Abs—0

Present Not Voting—Reese

Steinberg noticed an intention to rescind the motion at the next meeting. Duly noted by the Chair.

Meeting **adjourned** at 7:46 PM PDT due to expired time. The Board thereafter reconvened in executive session.

Respectfully submitted by John P. Garry III, PNB Recording Secretary  
(these minutes were approved as corrected on July 27, 2011)

Appendix A—Proposed Agenda

- I. Call to Order and Opening Business** - PNB Chair (1 Min.)
  - a. Roll Call / Establish Quorum** - Secretary Pro Tem  
Excused absences will be determined and a timekeeper chosen. (4 Min.)
  - b. Secretary Election** – Chair will announce the results (1 Min.)
  - c. Agenda Approval** (5 Min.)
  - d. Minutes Approval.** Minutes from June 9 meeting (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**
  - Affiliates Committee - Heather Gray, Chair** (2 Min.)
  - Coordinating Committee - Bill Crosier, Chair** (15 Min)

**Substitute Motion from Brazon (carried over from the last PNB meeting):**

**Whereas**, the Pacifica Auditor's report states in part, "Although management has taken recent action to increase revenues and reduce expenses, as of the date of this report there is not a Board approved and implemented financial plan in place in order to restore adequate working capital within the current year. Accordingly, substantial doubt remains as to the ability of the Foundation to continue as a going concern as of the date of this report."; and,

**Whereas**, the expenses for in person Pacifica National Board Meetings totalled \$100,333.82 in calendar year 2010; and,

**Whereas**, the board must weigh the gravity of Pacifica's fiscal challenges with that of the bylaws meeting schedule;

**Therefore, it is resolved:** That the Pacifica National Board shall meet in person once more for its second in person Pacifica National Board Meeting for calendar year 2011, to be held Friday through Monday, September 23-26 in Washington, D.C.

**MOTION 1: Date for next in-person PNB meeting**

The Coordinating Committee recommends that the PNB have its next in-person meeting on Friday, September 23 through Monday, September 26 in Washington, D.C. *Motion passed in committee 5 yes, 2 no*

**MOTION 2: Additional PNB teleconference meetings**

The Coordinating Committee recommends to the PNB to schedule an extra Saturday teleconference in July, August, October and January. *Motion passed in committee without objection*

**Finance Committee - Tracy Rosenberg, Chair**

(2 Min.)

**Audit Committee - Summer Reese, Chair Pro Tem**

(15 Min.)

**MOTION 1: Financial Data**

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

**MOTION 2: 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 3: 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 4: 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**

(20 Min)

**MOTION 1: 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 2: 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 1: 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 2: 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 Crosier: Public Criticism of Staff (from Mar. 23 Agenda)**

(10 Min.)

It is the policy of the PNB that no member of the Pacifica National Board shall criticize publicly, or demean publicly in any way, members of the staff. Any legitimate criticism of the work of staff members that a member feels needs to be acted on is to be forwarded to the Executive Director or to the PNB for resolution. Failure to abide by this policy will be interpreted as action against the interests of Pacifica, and will be subject to the disciplinary procedures provided for by the Bylaws for such actions.

### **b. Motion by Steinberg: Membership Termination Standing Rule (from Mar. 23 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.

**c. Motion by Rosenberg: Publicists. *Passed unanimously at KPFA LSB (from Mar. 23 Agenda)*** (5 Min.)  
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.

**d. Motion by Davis: Membership re: Malice (from Mar. 23 Agenda)** (10 Min.)  
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

**a. From: Nwangaza:**  
**MOTION 1: To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force.** (5 Min.)

**b. From: Nwangaza: MOTION 2: for a Pacifica Affiliates' - Pacifica Foundation Task Force** (15 Min.)

### **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.

## X. Adjournment

**10:30 pm (ET)**