

I. Call to Order and Opening Business - PNB Chair (1 Min.)

- a. **Roll Call / Establish Quorum**, - Secretary (4 Min.)
Determine excused absences – Chair

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

KPFA - Berkeley, CA: **KPFK – L.A., CA:** **KPFT – Houston, TX:** **WBAI - N.Y., NY:**
__ Laura Prives __ Ken Aaron __ Teresa Allen __ Nia Bediako
__ Tracy Rosenberg __ Rodrigo Argueta __ Jessica Apolinar __ Carolyn Birden

__ Dan Siegel __ Lydia Brazon __ Wesley Bethune __ Kathy Davis
__ Andrea Turner __ Summer Reese __ Bill Crosier __ Alex Steinberg

WPFW – Washinton. DC: **AFFILIATES:** **STAFF & COUNSEL:**
__ Rene Bryce-Laporte __ Heather Gray __ Arlene Engelhardt, ED
__ Campbell Johnson __ Efia Nwangaza __ LaVarn Williams, CFO
__ Kimory Orendoff __ Ricardo deAnda, GC
__ Marcel Reid

- b. Designate Timekeeper (1 Min.)
c. **Agenda Approval** (5 Min.)
d. **Minutes Approval** Minutes from June 22 meeting (5 Min.)

II. Board Chair Report To include any Executive Session Report Outs. (5 Min.)

III. Management Reports

- a. **Executive Director Report** (5 Min.)
b. **CFO Report** (5 Min.)

V. Committee Reports

Coordinating Committee - Bill Crosier, Chair (15 Min)

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, carried over from 2010)
(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.

e. Motion by Johnson: Outside Accounting Firm (from December, 2010) (10 Min.)

The PNB hereby directs the Executive Director to solicit proposals from knowledgeable, experienced Certified Public Accounting firms to provide an engagement of managerial services that will involve an in depth review of Pacifica's expense structure, accounting practices and operational leakages (or redundancies) and include recommended expense reductions to enable Pacifica to recover from the "going concern" alert status

recently identified by our external auditor. The National Finance Committee and Audit Committee will jointly decide which firm will be selected. This selection will be provided to the PNB for final approval and contracting. The target date for the commencement of the engagement is May 2, 2011. Engagement recommendations and an implementation plan will be presented to the aforementioned committees. Upon PNB approval, the plan will be implemented immediately. Due to the critical nature of Pacifica's need, recommendations from the CPA firm are requested as they are developed and should not await a final report. These recommendations and the firm's reports will be provided by the firm simultaneously to the Executive Director, CFO, the PNB Audit Committee and the National Finance Committee.

f. Motion by Johnson: Standing Rules on Financial Turnaround (from February, 2011) (10 Min.)

1. (Financial Accountability) This Standing Rule requires monthly approval of Pacifica's financial reports by the PNB. The consolidated, station, National Office and PRA financial reports need to include station budgets (and monthly performance and variances); cash flow statement; balance sheet; detailed analysis (including "aging") of accounts payable and accounts receivable. Also, the reports should include projections of significant events. Lastly, the reports should include progress reporting on implementation of recent recommendations from the Auditors' recent Management Letter. To effect an appropriate review, the PNB members must receive these written financial reports no less than 48 hours prior to its monthly meetings. Following periodic approvals as part of this Standing Rule, the Audit Committee will be charged with reviewing the presentations for sufficiency and accuracy.

Effectively executing its fiduciary responsibilities requires the PNB to engage and clearly understand our financial position. Pacifica's Chief Financial Officer will be responsible for providing the monthly reports.

Reports will be reviewed and approved during the first day of the PNB's in person meetings. This schedule will permit the PNB to use the Foundation's financial status as a basis for making plans and taking actions during the remainder of the meeting. These procedures are comparable to those established by most successful nonprofit corporations.

2. (Strategic Planning) This PNB Standing Rule ensures that it actively engages in the consistent development and implementation of comprehensive strategic planning for the Foundation. By the PNB's April meeting, the PNB must present and approve a strategic plan that will be reviewed and updated for the July, October and December meetings.

At the PNB December meeting, the PNB will provide an assessment of annual progress on implementing its strategic plan and make recommendations for the next PNB that will be seated in January.

The PNB Executive Committee/Officers will have primary implementation responsibility and will work with staff to undertake the needed work between quarterly meetings. The PNB

Vice Chair may be assigned the leadership responsibility and volunteer facilitators may be employed as needed. Additional PNB members may participate in the work of this committee. These steps will be adopted as a Standing Rule. Later, the strategic planning process may become an amendment to the Bylaws.

3. (Committee Service) Each PNB Board candidate must provide his/her respective LSB, or associated affiliate organization/station, with a statement indicating his/her qualifications for, and reasons for serving on each PNB committee.

4. (Ethics Policy) The Bylaws contain provisions related to Conflicts of Interest (Article Thirteen). Similarly, Pacifica has produced an "Ethics Policy", which some persons are asked to sign. However, there is no proactive way that Pacifica can ascertain the existence of a conflict of interest or ethics policy violation. To ensure the ability to assure our members that sound ethical policies are implemented, this Standing Rule requires confidential annual disclosures. These procedures will be developed with inputs from the appropriate PNB committees and in collaboration with our General Counsel.

There have been instances of PNB members and Pacifica employees bringing law suits against the Foundation during the course of their active service and employment. On the PNB, plaintiff members appear to have participated in Board negotiations on their cases. While these circumstances may have no ethical implications, we must recognize that many state governments, for profit and nonprofit organizations require confidential annual disclosures so that these entities are less vulnerable to unethical actions or the appearance thereof.

To ensure that the PNB and other persons associated with Pacifica can be confident about the effective implementation of fiduciary responsibilities, the PNB will establish confidential annual disclosure procedures so that all persons associated with Pacifica can avoid any appearance of a conflict of interests

5. (Financial Expertise) To protect the interests of Pacifica and Network stations, financial expertise is needed in regard to the station's budgeting and other financial matters. Therefore, this Standing Rule directs that either the LSB Treasurer and/or the PNB Director identified to serve as the station's representative on the Pacifica National Finance Committee must be chosen among those individuals having the strongest financial qualifications among the LSB Delegates.

6. (Pacifica Bylaws Certification) There is a Bylaws certification indicating the date of August 23, 2003. However, these Bylaws have been amended in July 2007 and September 2008. There is no statement of certification regarding these amendments. The certification by the Secretary in 2003 does not certify the amendments. This Standing Rule directs the Pacifica General Counsel to ensure that a certification of the amendments is provided as part of the Bylaws Certification.

And, the statement of Certification should include the Court Orders that are referenced as "Exhibit A" and "Exhibit B". The statement indicates that they are made a part of the Certification. If providing these exhibits along with the physical copies of the Bylaws is impractical, there should be a link or other identification of where the documents may be easily accessed without charge.

Motion: The PNB hereby adopts the above six recommendations as Standing Rules to help Pacifica regain its financial stability, vitality and to achieve network growth.

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.

c. from: Steinberg:

Motion to rescind Brazon motion of June 22, 2011, stating only two in-person meetings for year, owing to financial exigencies and setting next in-person meeting date for September 23-26, 2011.

d. from: Brazon:

Whereas Director Tracy Rosenberg posted "KPFA: An Open Letter on E-mails" to Indybay.org news items site on Saturday, April 16, 2011 which included email communications between attorneys on pending Pacifica matters of litigation,

Therefore it is resolved that the Pacifica National Board of Directors censure Director Tracy Rosenberg.

e. from: Rosenberg:

Motion of censure against the 27 members of the KPFA LSB for demanding the disclosure of confidential legal information in an open session of the KPFA Local Station Board.

X. Adjournment 10:30 pm (ET)