

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Wednesday, August 24, 2011

Meeting Minutes

[Audio Part 1]

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:42 PM Pacific Daylight Time.

- a. Roll Call / Establish Quorum. Argueta's request for an excused absence was accepted without objection.

Twenty members were present, constituting a quorum: Laura Prives (KPFA), Tracey Rosenberg (KPFA), Dan Siegel (KPFA), Andrea Turner (KPFA), Ken Aaron (KPFK), Lydia Brazon (KPFK), Summer Reese (Chair, KPFK), Terry Allen (KPFT), Jessica Apolinar (KPFT), Wesley Bethune (KPFT), Bill Crosier (KPFT), 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 WPFW seat remained unfilled.

Also present: Arlene Englehardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), Ricardo De Anda (Pacifica National Counsel), John P. Garry III (Recording Secretary).

Audio Recording: Audio for this meeting can be accessed at <http://kpftx.org>

- b. Designate Timekeeper

Crosier volunteered to be the timekeeper.

- c. Agenda Approval

Aaron **moved** to move the closed session from tonight's agenda forward to the upcoming in-person meeting in Washington DC. Motion **passed** without objection.

Nwangaza **moved** to move Coordinating Committee Motion 2 up to the beginning of

Committee Reports. Motion **passed** by a roll call vote: Yes—10, No--7, Abs--1.

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

No—Allen, Apolinar, Bethune, Birden, Crosier, Rosenberg, Steinberg

Abstain—Aaron

Present not voting—Reese

The agenda was **approved** as amended without objection (see Appendix A).

d. Minutes Approval

Brazon **moved** to approve the open session minutes of July 27, 2011. Motion **passed** with no objections and one abstention (Birden).

II. Board Chair Report

The Chair delivered a report. Reid gave a report on planning for the upcoming Washington DC in-person meeting.

III. Management Reports

a. Executive Director Report

The Executive Director delivered a report on several topics: advice on travel expenses for the in-person meeting; legal issues; personnel issues, the FRAT Task Force; reduction of legal costs; the Washington DC move; the New York move; the new AFTRA contract; station budgets; plans for an emergency preparedness task force; the first meeting of the management task force on technology; special 9/11 programming. Questions from the board followed.

b. CFO Report

The CFO delivered a report (an information package and a cover sheet had been sent to the board two weeks prior). She hoped to deliver a small surplus for the year for the Foundation. KPFA and the national office received two anonymous checks to support the Foundation. An acknowledgment will be posted on the website. The KPFK fund drive is doing really well. It has a goal of \$300,000 and is already at \$365,000. Questions from the board followed.

IV. Determine if Continuation Meeting will be held

The Chair committed to address the issue of a possible continuation meeting before adjournment.

V. Committee Reports

A motion from the Coordinating Committee:

Motion 2: Retention of Executive Session Audio Recordings

Whereas the Pacifica Foundation By laws direct the Secretary to keep or cause the Board's minutes to be kept, and the audio recordings of closed, executive sessions of the Pacifica National Board allows the PNB Secretary and Recording Secretary access for the purpose of the accurate production of the minutes, and,

Whereas, sufficient but not excessive time shall be allowed for the presentation of draft minutes to the board for board approval and,

Whereas questions or corrections raised at the board meeting when the draft minutes are presented to the PNB, require sufficient access and time by the Secretary and Recording Secretary to said audio to make said corrections if necessary,

Therefore, I move that the audio recordings of executive sessions of the Pacifica Board of Directors be preserved until such time as the PNB approves the minutes of said executive session after which, the audio shall be destroyed.

Further, until such time as the draft minutes are approved by the PNB, the audio recordings shall be preserved at most 120 days.

Further, that the PNB Secretary and Recording Secretary have access to said audio recordings for the sole purpose of producing accurate and timely minutes to the Pacifica National Board.

[motion passed with no objections, and two abstentions]

Brazon cited a previous motion on this topic ("Motion on Recording Executive Sessions") that was passed at the continuation meeting of August 28, 2008:

"That PNB executive sessions be recorded; that access to the recordings be restricted to the secretary only; and that upon approval of the minutes of the executive session meetings, the recordings of those meetings will be destroyed."

Crosier **moved** to table. Birden noticed an intention to rescind the 2008 PNB executive session recording policy motion in the next closed session meeting.

[Audio Part 2]

Coordinating Committee Motion 2 was **tabled** without objection.

Audit Committee - Summer Reese, Chair Pro Tem

Motion 1: 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 auditor's letter. [*Approved in committee 7 yes, 2 no, 1 abstain*]

The Vice-Chair took the chair. Nwangaza **moved** to close debate. **Point of order** from Bediako: I called the question and we should go to a vote, not have discussion. The Chair ruled that a motion to end debate is not debatable and called for a vote. The motion to end debate **failed** on a roll call vote: Yes—7, No—7, Abs—3.

Yes—Bediako, Brazon, Johnson, Nwangaza, Prives, Reid, Siegel
No—Aaron, Allen, Apolinar, Birden, Gray, Rosenberg, Steinberg
Abstain—Davis, Orendoff, Reese
Present not voting—Crosier.

Audit Committee Motion 1 **failed** on a roll call vote:
Yes—0, No—17, Abs—1.

Yes—0
No—Aaron, Allen, Apolinar, Bediako, Birden, Brazon, Davis, Gray, Johnson, Nwangaza, Orendoff, Prives, Reid, Rosenberg, Siegel, Steinberg, Turner
Abstain—Reese
Present not voting—Crosier

Motion 2: 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.*]

Motion **passed** without objection. The Chair retook the chair.

Finance Committee - Tracy Rosenberg, Chair

Rosenberg delivered a report on the status of station budgets. WBAI: the Finance Committee has extended a waiver until their next LSB meeting, September 14, 2011. There will be no further waivers. WPFW is close to the conclusion of the process. We expect to pass a WPFW budget at the next Finance Committee meeting on September 6, 2011. KPFT passed an LSB-approved budget on time. KPFK will have a special LSB meeting to review their budget on August 31, 2011. The deadline was extended for KPFK because they have a new General Manager, who requested additional time. KPFA approved a budget on August 20, 2011. They had received an extension until August 23, 2011. We then received another budget that seems to have some erroneous characteristics, and we are in the process of resolving those issues. We expect to be looking at the LSB-approved budget by September 6, 2011.

Rosenberg and Crosier reported on the Pacifica Radio Archives Budget: \$35,000 surplus. There are

some potential revenue streams that were not included in the budget. They will be re-applying for the National Endowment for the Humanities grant. PRA budget: total projected revenue FY12 \$371,429; operating expenses \$567,286; net expenses \$332,086; estimated net income (including Central Services) \$39,343; capital items \$3,400; estimated net surplus \$35,943. Questions from the board followed.

Motion 1: That the NFC recommend to the full PNB the approval of the Pacifica Radio Archives FY12 budget submitted by Brian DeShazor and prepared by Marianna Berkovich. (*Passed 10 for, 1 against*)

Motion **passed** without objection.

Crosier reported on the KPFT budget: total revenue FY12 \$1,299,796; operating expenses \$1,102,303; total expenses \$1,290,000; projected surplus with no capital expense \$9,513.

Motion 2: KPFT Budget. The NFC recommends to the PNB the adoption of the KPFT FY12 budget version 6. (*Passed without objection*)

Motion **passed** without objection.

Elections Committee - Carolyn Birden, Chair Pro Tem

Birden reported that the committee was looking for companies to help with electronic balloting and made a public request for volunteer assistance.

Personnel Committee – Nia Bediako, Chair

[Audio Part 3]

Motion 1: ED Evaluation Timeline
Bediako moved approval of the ED Evaluation Timeline. (See Appendix B)

Motion **passed** without objection.

Motion 2: ED Evaluation Survey
Bediako moved approval of the ED Management Evaluation Survey and cover letter (see Appendix C).

Aaron **moved** to postpone approval of the contents of the ED Management Evaluation Survey.
Motion **failed** by a roll call vote: Yes—4, No--12, Abs—2.

Yes—Aaron, Bethune, Birden, Rosenberg

No—Allen, Apolinar, Bediako, Brazon, Crosier, Gray, Johnson, Nwangaza, Prives, Reid, Siegel,

Turner
Abstain—Davis, Orendoff
Present not voting—Reese

ED Management Evaluation Survey **passed** by a roll call vote: Yes—13, No—2, Abstain—3.

Yes—Allen, Apolinar, Bediako, Brazon, Crosier, Gray, Johnson, Nwangaza, Orendoff, Prives, Reid, Siegel, Turner

No—Aaron, Birden

Abstain—Bethune, Davis, Rosenberg

Present not voting—Reese

Aaron **moved** to adjourn at 8:13 PDT (2/3 required).

Point of order from Bediako: Her motion had been languishing for months and she took only twenty minutes, to correct the record.

Crosier **moved** to hold a continuation meeting in two weeks. Motion **failed** by a roll call vote: Yes—8, No—5, Abs—1.

Yes—Allen, Apolinar, Bediako, Bethune, Crosier, Gray, Johnson, Orendoff

No—Aaron, Birden, Brazon, Davis, Prives, Siegel

Abstain—Rosenberg

Present not voting—Reese

Aaron's motion to adjourn **passed** without objection. The meeting adjourned at 8:28 PM PDT.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on October 10, 2011)

Appendix A—Proposed Agenda

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:

Rene Bryce-Laporte
 Campbell Johnson
 Kimory Orendoff
 Marcel Reid

AFFILIATES: STAFF & COUNSEL:

Heather Gray **Arlene Engelhardt, ED**
 Efia Nwangaza LaVarn Williams, CFO
 Ricardo deAnda, GC

- b. Designate Timekeeper (1 Min.)
- c. Agenda Approval (10 Min.)
- d. Minutes Approval Minutes from July 27, 2011 meeting (5 Min.)

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

III. Management Reports

- a. **Executive Director Report** (10 Min.)
- b. **CFO Report** (10 Min.)

IV. Determine if Continuation Meeting will be held (Thur. Sep. 8) – Time Certain: 10:25 PM Eastern (5 minutes before adjournment) (5 Min.)

V. Committee Reports

Coordinating Committee - Bill Crosier, Chair

Motion 2: Retention of Executive Session Audio Recordings

Whereas the Pacifica Foundation By laws direct the Secretary to keep or cause the Board’s minutes to be kept, and the audio recordings of closed, executive sessions of the Pacifica National Board allows the PNB Secretary and Recording Secretary access for the purpose of the accurate production of the minutes, and,

Whereas, sufficient but not excessive time shall be allowed for the presentation of draft minutes to the board for board approval and,

Whereas questions or corrections raised at the board meeting when the draft minutes are presented to the PNB, require sufficient access and time by the Secretary and Recording Secretary to said audio to make said corrections if necessary,

Therefore, I move that the audio recordings of executive sessions of the Pacifica Board of Directors be preserved until such time as the PNB approves the minutes of said executive session after which, the audio shall be destroyed.

Further, until such time as the draft minutes are approved by the PNB, the audio recordings shall be preserved at most 120 days.

Further, that the PNB Secretary and Recording Secretary have access to said audio recordings for the sole purpose of producing accurate and timely minutes to the Pacifica National Board.

[motion passed with no objections, and two abstentions]

Audit Committee - Summer Reese, Chair Pro Tem (20 Min.)

Motion 1: 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. *[Approved in committee 7 yes, 2 no, 1 abstain]*

Motion 2: 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.]*

Finance Committee - Tracy Rosenberg, Chair (15 Min.)

Motion 1: That the NFC recommend to the full PNB the approval of the Pacifica Radio Archives FY12 budget submitted by Brian DeShazor and prepared by Marianna Berkovich.
(Passed 10 for, 1 against)

Motion 2: KPFT Budget

The NFC recommends to the PNB the adoption of the KPFT FY12 budget version 6.
(Passed without objection)

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

Personnel Committee - Nia Bediako, Chair (20 Min)

. Motion 1: ED Evaluation Timeline

. Moved that the time-sensitive ED Evaluation Timeline item be moved up on PNB agenda for approval at the next regularly-scheduled PNB meeting. *Approved without objection.*

. Motion 2: ED Evaluation Survey

. Moved that the ED Management Evaluation Survey be moved up on PNB agenda for approval at the next regularly-scheduled PNB meeting. *Approved without objection.*

MOTION 3: 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 4: 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.

- . 1. 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.
- . 2. 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.
- . 3. 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.
- . 4. 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.
- . 5. 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.
- . 6. 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.
- . 7. The Committee shall formulate a list of standard interview questions for all candidates.
- . 8. 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.
- . 9. 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.
- . 10. 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.

[All parts of the above motion approved without objection.]

Coordinating Committee - Bill Crosier, Chair (15 Min)

Motion 1: Additional PNB teleconference meetings

The Coordinating Committee recommends to the PNB to schedule an extra Saturday teleconference in October and

January. *Motion (amended by committee since July PNB meeting) passed in committee without objection*

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.

(Passed without objection)

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.

(Passed without objection)

Motion 3: Increasing Listenership & Membership

In order to bolster financial health of the foundation, the PNB should set as a goal that stations need to increase listenership & membership (while adhering to Pacifica's mission).

(Passed without objection)

Motion 4: Plans for increasing listenership

Station managers should submit plans for increasing listenership (as called for by the PNB in 2008) to the ED. The PNB should receive reports from the ED on the status of these plans.

(Passed without objection)

Motion 5: Listenership criteria in GM & PD reviews

Success in increasing listenership (or in the absence of listenership data, membership) while adhering to Pacifica's mission should be a key criteria in reviewing performance of station managers and program directors.

(Passed 5 yes, 2 no, 1 abstention)

Motion 6: Programmer agreements

Stations must have signed programmer agreement with all programmers as developed by the national office.

(Passed without objection)

VI. Unfinished Business

a. Motion by Johnson: Outside Accounting Firm (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.

b. Motion by Johnson: Standing Rules on Financial Turnaround (20 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.

c. Motion by Crosier: Public Criticism of Staff (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.

d. Motion by Steinberg: Membership Termination Standing Rule (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.

e. Motion by Rosenberg: Publicists. Passed unanimously at KPFA LSB (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.

f. Motion by Davis: Membership re: Malice (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.

c. from: Steinberg: (5 min.)

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: (5 min.)

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, (5 min.)

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

e. from: Rosenberg: (5 min.)

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)

Appendix B –Evaluation Survey Timeline

Proposed Timeline for 2011 E.D. Evaluation Process

Note that survey dates would also apply to the E.D.'s self-evaluation.

Personnel Committee approval of survey – 9/16

PNB approval of survey:

- first choice
 - approve at in-person meeting 9/23-26
 - surveys sent out – 10/12
 - to be returned – 11/2

- second choice
 - approve on PNB conf call – 10/26
 - surveys sent out – 10/28
 - to be returned – 11/18

Personnel Committee analysis of data and report creation:

- . first choice: 11/4
- . second choice: 11/21

Personnel Committee meeting with E.D. to discuss her response

- V. first choice: 11/18
- VI. second choice: 12/5

PNB meeting to discuss Committee report and E.D.'s response

- VII. first & second choice: 12/8

Appendix C—

DRAFT - 2011

Pacifica Executive Director Management Evaluation Survey

The message below is from the chair of the Personnel Committee of the Pacifica National Board:

It's time for the annual evaluation of the Pacifica Executive Director, Arlene Englehardt.

We need your input for this, so please help us evaluate the ED's job performance by completing this survey. It should only take a few minutes. The Personnel Committee of the Pacifica National Board has prepared this survey to help assess the ED's performance to date and to collect feedback useful to

her and the PNB.

We'd prefer that you click on the link below and fill out the survey online, as it's faster and easier for both you and the PNB Personnel Committee, and it's easier for you to remain anonymous. However, if you prefer that we mail you a hard copy of the survey so you can fill it out and mail it back to us via US Postal mail, then please reply to this message, keeping the subject the same but adding "Send me a hard copy" to your reply text. Please do this as soon as possible so there will be time to send you the hard copy and for you to return it.

The survey process has been designed to protect the anonymity of respondents and the confidentiality of information regarding personnel matters. The responses (including comments) will be shared with members of the Pacifica National Board and with our ED, but no information that identifies you (name, e-mail address, etc.) will be given to them.

If you want to send any messages to the PNB Personnel Committee, send them to: pnb-personnel@googlegroups.com

Please click on the link below to go to the survey. It's best to do it today, so you don't forget. The deadline for submitting your survey responses is midnight PDT, [DATE TBD].

Thank you for participating in our survey. Your feedback is important!

Nia Bediako, Chair

PNB Personnel Committee

Pacifica Executive Director Management Evaluation Survey

This survey covers the duties, responsibilities, and expectations of the Pacifica Executive Director as provided in the job description. Please refer to relevant sections of it (below) when considering the questions on this survey.

Please complete this questionnaire on the basis of your experience and knowledge of the Executive Director's work from December 31, 2010 until the present.

Thank you for participating in our survey. Your feedback is important!

1. Please check which of the following applies to you.

(Your responses will still be anonymous, and the ED will not know who has responded to this survey and who has not.)

- A member of the Pacifica National Board (PNB)
- Other LSB member on a PNB national committee
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— Other ???

— Employee or counsel (permanent/interim unit heads, all national staff, Foundation counsel)

For the following questions dealing with the performance of the Pacifica Executive Director on tasks listed in the ED job description, please indicate your degree of agreement or disagreement with each, as follows:

Key for the following questions:

1 = Strongly Disagree

2 = Disagree

3 = Neutral

4 = Agree

5 = Strongly Agree

N/A = Not Applicable - I do not have direct experience, or have no opinion regarding this matter.

Click on the numbered button for each question to register your choice.

You may share additional thoughts in the comments boxes, if you wish, although this is not required. These comments will be shared with our ED, as well as with the PNB, so please do not add comments that would identify who you are, unless you do not wish to be anonymous.

2. The Pacifica Executive Director (ED) works effectively on key financial issues:

* ensuring the return of fiscal soundness to the Foundation,

* ensuring that expenses do not exceed income (even if lower than budget) in all units of Pacifica, and

* **develop, support, and execute effective fundraising strategies.**

(see ED job description below, items #4, 19, and 22)

— 1 = Strongly Disagree

— 2 = Disagree

— 3 = Neutral

— 4 = Agree

— 5 = Strongly Agree

— N/A = Not Applicable or no opinion

Comments:

3. The Pacifica Executive Director (ED) handles other financial responsibilities well, including:

* developing fiscally sound budgets, and thereby setting spending priorities, with appropriate personnel,

* reviewing financial statements with the Chief Financial Officer (CFO) to ensure accuracy, completeness, and clarity,

* timely acknowledging major contributions and support,

* **bringing contracts to the PNB for review as appropriate.**

(see ED job description below, items #21, 23, and 24)

- 1 = Strongly Disagree
 - 2 = Disagree
 - 3 = Neutral
 - 4 = Agree
 - 5 = Strongly Agree
 - N/A = Not Applicable or no opinion
- Comments:

- 2 = Disagree
 - 3 = Neutral
 - 4 = Agree
 - 5 = Strongly Agree
 - N/A = Not Applicable or no opinion
- Comments:

4. The Pacifica Executive Director (ED):

Effectively promotes and coordinates **outreach, promotion, and marketing activities to help Pacifica to maximize its audience while staying compatible with the Pacifica mission.**

(see ED job description below, items #30, 33, and 34)

- 1 = Strongly Disagree
 - 2 = Disagree
 - 3 = Neutral
 - 4 = Agree
 - 5 = Strongly Agree
 - N/A = Not Applicable or no opinion
- Comments:

5. The Pacifica Executive Director (ED):

Handles **personnel management duties well, including:**

- * selecting, coordinating, and reviewing key personnel,
- * establishing clear, **consistent, and attainable job performance standards for all staff**
- * **ensuring proper training -- professional and anti-discrimination -- for all personnel**
- * **guaranteeing that any grievances are addressed and resolved in a fair and timely manner**
- * **ensuring compliance with all laws as well as Pacifica diversity and equal opportunity goals.**

(see ED job description below, items #5-10 and 15-18)

- 1 = Strongly Disagree
- 2 = Disagree
- 3 = Neutral

- 4 = Agree
- 5 = Strongly Agree
- N/A = Not Applicable or no opinion

Comments:

6. The Pacifica Executive Director (ED):

effectively facilitates governance by the PNB and its committees, and communicates well and in a timely manner with the PNB.

(see ED job description below, items #11-14)

- 1 = Strongly Disagree
- 2 = Disagree
- 3 = Neutral
- 4 = Agree
- 5 = Strongly Agree
- N/A = Not Applicable or no opinion

Comments:

7. The Pacifica Executive Director (ED):

is effectively managing litigation and mitigating risk by adopting and enforcing appropriate human resource policies, and assuring that all legal matters are promptly reported to the PNB.

(see ED job description below, items 31, and32)

- 1 = Strongly Disagree
- 2 = Disagree
- 3 = Neutral
- 4 = Agree
- 5 = Strongly Agree
- N/A = Not Applicable or no opinion

Comments:

8. The Pacifica Executive Director (ED):

ensures that network and station programming are mission-compliant, and that national programming covers major political and cultural events and topics, and is produced in a way that provides opportunities for involvement by paid and unpaid staff throughout the network and among affiliates.

(see ED job description below, items 3, 25-28)

- 1 = Strongly Disagree
- 2 = Disagree
- 3 = Neutral
- 4 = Agree
- 5 = Strongly Agree
- N/A = Not Applicable or no opinion

Comments:

9. The Pacifica Executive Director (ED):

oversees and develops Affiliate relations and other collaborations encouraging productive and mutually beneficial relationships.

(see ED job description below, item 29)

1 = Strongly Disagree

2 = Disagree

3 = Neutral

4 = Agree

5 = Strongly Agree

N/A = Not Applicable or no opinion

Comments:

10. Regarding your knowledge of and experiences with the Pacifica Executive Director, the overall performance of the ED is good.

1 = Strongly Disagree

2 = Disagree

3 = Neutral

4 = Agree

5 = Strongly Agree

N/A = Not Applicable or no opinion

Comments:

11. Please list the ONE area or activity where you believe the Executive Director is doing best.

12. Please list the ONE area or activity where you believe the Executive Director needs the greatest improvement.

Thank you for your time and thoughts in completing this survey, and for your commitment to Pacifica!

For your reference, below is the job description (paragraphs referenced in questions above) for the Pacifica Executive Director.

Pacifica Foundation's Job Description for Executive Director

1. Position Reports to: The Executive Director is selected, supervised and discharged by, and reports to, the collective body of the Pacifica National Board of Directors (PNB).

2. Definition: The Executive Director (ED) is the President of the Pacifica Foundation, General Manager, Chief Executive Officer, and Chief Administrator, and is responsible for management activities of the Foundation, including hiring of Station Managers of the five sister stations and National Staff; with the exception of the Chief Financial Officer (CFO); implementation of Board policies and bylaws, and oversight of fund raising, development, national programming, financial stability, physical integrity, and compliance with CPB and FCC rules and regulations.

The National Finance Staff works under the direction of the CFO.

All Pacifica Staff, including the CFO and other National Finance Staff, report to the ED. Both the CFO and the ED report independently to the board.

3. The ED ensures that the Foundation operates in a fiscally and socially responsible fashion in compliance both with state and federal laws, and with the mission of the Foundation to operate radio outlets that encourage the creative skills and energies of the community; contribute to a lasting understanding between nations and individuals of all nations, races, creeds and colors; gather and disseminate information on the causes of conflict between such groups; promote the study of political and economic problems and of the causes of religious, philosophical and racial antagonisms; and employ varied sources in the public presentation of accurate, comprehensive news on all matters affecting the community.

RESPONSIBILITIES AND DUTIES:

GENERAL ADMINISTRATION

4. Responsible for fund raising, such as oversight of grant writing, major donor events, direct mail campaigns etc.

5. Managing and supervising National Staff and General Managers to provide for the effective operation of the Foundation's public radio stations in compliance with the objectives and policies of the Board of Directors and consistent with the Pacifica mission.

6. Appointing and facilitating the work of a National Election Supervisor in each year when elections for delegates are held.

7. Selecting General Managers for each sister station upon vacancies, from candidates presented by the Local Station Boards (LSB).

8. Selecting Interim General Managers in accordance with Pacifica bylaws provision for selecting GMs. In the case of emergency, the ED may appoint from non-union, management staff an acting GM.

9. Hiring, coordinating and terminating supervised National staff, including the Chief Financial Officer, the Human Resource Director, Pacifica Radio Archives Director, Assistant to the Director, National Technical Director, Affiliates Coordinator, Webmaster, Network Programming Coordinator, News Bureau Director, Administrative Assistant, National Development Director and others as approved by the PNB, provided that the chief financial officer shall be hired and terminated only by the PNB.

10. Conducting annual evaluations of supervised National Staff and General Managers, with recommendations in consultation with Human Resources where appropriate.

GOVERNANCE

11. Attending and participating in meetings of the PNB and Coordinating Committee, including teleconferences, regular quarterly PNB meetings, and special meetings.

12. Ensuring the effective organization of in person PNB meetings, including Board packets, in cooperation with the Board chair.

COMMUNICATIONS

13. Conforming to the communication policies established by the Board, including accurate reports and providing appropriate information for Directors upon request.

14. Supporting the PNB in fulfilling its governance role through regular communication with the Board and its officers.

HUMAN RESOURCES

15. Ensuring that stations and the network are managed according to state, FCC and CPB requirements, including state and Federal labor and employment regulations, and that any grievances are addressed and resolved in a fair and timely manner.

16. Participate in Union collective bargaining agreement negotiations and respond to Union requests in collaboration with the General Managers, CFO and Human Resources as appropriate.

17. Supervising implementation of Americans with Disabilities Act (ADA) compliance.

18. Encouraging equal opportunity and diversity in staffing, management and programming at stations, the Pacifica National Archives, and in the National Office.

FINANCES

19. Working with the Chief Financial Officer (CFO), overseeing the foundation's budget, and providing for fiscal integrity of the foundation within the approved limits of the PNB.

20. Developing fiscally sound budgets in coordination with the CFO, General Managers, and the Pacifica National Board Finance Committee.

21. Reviewing financial statements with the CFO.

22. Monitoring and/or authorizing expenditures as appropriate in accordance with budgets approved by the PNB, including but not limited to check authorization, reimbursements, consultant hires, and unbudgeted expense approval.

23. Acknowledging major donor contributions and other support in a timely manner.

24. Bringing contracts to the Coordinating Committee and PNB for review and/or approval, based on current policies.

PROGRAMMING

25. Provide opportunities for staff and volunteers from network and affiliate stations to apply for participation in national coverage and/or national programming.

26. Ensuring the development of excellent national programming that covers major political and cultural events and topics.

27. Ensuring that technical systems, equipment, and structures adequate for the production and distribution of programs are maintained.

28. Responsible for navigating the Foundation through technological changes. Taking the lead in defining how to harness new technologies to promote Pacifica and its mission.

29. Oversee/develop Affiliate relations and other collaborations encouraging productive and mutually beneficial relationships.

30. Promoting activities and development that makes it possible for Pacifica to maximize its audience, and expand its membership and technical capacity.

LEGAL

31. Managing litigation and other legal matters, in consultation with Foundation counsel and other attorneys as needed. The ED and Foundation counsel are responsible for reporting all legal matters to the PNB.

32. Developing, monitoring and enforcing procedures and policies, and to maintain confidentiality, on legal, personnel and other appropriate matters in collaboration with the Human Resources Director.

PROMOTION

33. Serving as spokesperson for the Pacifica Foundation, representing it in business relationships with other national and state nonprofits, government agencies, the media, professional organizations, and similar groups.

34. Expanding positive public awareness of Pacifica through community events, media outreach efforts, and development of promotional campaigns.