

Pacifica National Board—Teleconference (Open Session)

10:00 PM EDT, 9:00 PM CDT, 8:00 PM PDT (scheduled)

Originating in Various Locations

Thursday, October 13, 2011

Meeting Minutes

Audio Recording: <http://kpftx.org>

An executive session teleconference was held prior to this meeting from 5:40 PM to 8:51 PM PDT.

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 8:55 PM Pacific Daylight Time.

a. Roll Call / Establish Quorum

Thirteen members were present, constituting a quorum: Laura Prives (KPFA), Andrea Turner (KPFA), Lydia Brazon (KPFK), Summer Reese (Chair, KPFK), Terry Allen (KPFT), Bill Crosier (Vice-Chair KPFT), Nia Bediako (WBAI), Carolyn Birden (WBAI), Campbell Johnson (WPFW), Marcel Reid (WPFW), Bruce Wolf (WPFW), Heather Gray (Affiliates), Efia Nwangaza (Affiliates, Secretary).

Nine members were absent: Ken Aaron (KPFK), Jessica Apolinar (KPFT), Rodrigo Argueta (KPFK), Wesley Bethune (KPFT), Kathy Davis (WBAI), Kimory Orendoff (WPFW), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI).

Also present: Arlene Engelhardt (Pacifica Executive Director), LaVarn Williams (Pacifica CFO), John P. Garry III (Recording Secretary).

Bediako **moved** for approval of the Proposed Timeline for 2011 CFO Evaluation Process (see Appendix A) and recommended approval of the First Choice dates.

The First Choice Timeline for 2011 CFO Evaluation Process was **approved** without objection.

Bediako **moved** for approval of the 2011 Pacifica CFO Management Evaluation Survey (see Appendix B). **Approved** without objection.

Bediako **moved** to amend the 2001 Pacifica CFO Management Evaluation Survey: In Duties and Responsibilities, “Generally Accepted Accounting Practice requirements”

shall be changed to “Generally Accepted Accounting Principles.” Amendment **approved** without objection.

Reese **moved** (amended by the board) the following statement:

“The Pacifica National Board officially supports the Occupy Wall Street movement, in New York, in cities across this country, and around the world.”

Sincerely,

Summer Reese
Chair of the Board
The Pacifica Foundation

Motion **passed** without objection.

Bediako **moved** that there shall be a brief open session after the executive session on Saturday, October 22, 2011, with selection of the auditor as the only agenda item. **Passed** without objection.

The meeting adjourned without objection at 9:19 PM PDT.

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

Appendix A--Proposed Timeline for 2011 CFO Evaluation Process.

Proposed Timeline for 2011 CFO Evaluation Process

Note that survey dates would also apply to the CFO’s self-evaluation.

Personnel Committee approval of survey – 10/7

PNB approval of survey:

- first choice
 - approve on PNB teleconference 10/13
 - surveys sent out – 10/29
 - to be returned – 11/19

- second choice
 - approve on PNB teleconference – 11/10
 - surveys sent out – 11/14
 - to be returned – 12/5

Personnel Committee analysis of data and report creation:

- first choice: 12/2
- second choice: 12/16

Personnel Committee meeting with CFO to discuss her response

- first choice: 12/15
- second choice: 1/5

PNB meeting to discuss Committee report and CFO's response

- first & second choice: 1/12

Appendix B—2001 Pacifica CFO Management Evaluation Survey

2011 Pacifica Chief Financial Officer Management Evaluation Survey

[E-mail invitation]

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 Chief Financial Officer, LaVarn Williams.

We need your input for this, so please help us evaluate the CFO'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 CFO'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 and CFO, 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: TBD

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[survey link]

[actual survey]

Pacifica Chief Financial Officer Management Evaluation Survey

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

Please complete this questionnaire on the basis of your experience and knowledge of the Chief Financial Officer's work from February 2011 until the present.

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

IMPORTANT: When you are finished, please click on the Submit button at the bottom, so your responses will be counted.

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

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

A member of the Pacifica National Board (PNB)

Other LSB member of the PNB Audit or Finance committee

Employee or counsel (permanent/interim unit heads, all national staff, business managers, database managers/member list managers, Foundation counsel)

For the following questions dealing with the performance of Pacifica's Chief Financial Officer (CFO), 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 both the Pacifica ED and CFO, 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 Chief Financial Officer (CFO) effectively performs financial planning (setting realistic financial goals, preparing budgets according to organizational timelines, forecasting reliably, etc.).

(see CFO job description below, items #3 and 11)

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

Comment:

3. The Pacifica Chief Financial Officer (CFO) has a good grasp of the organization's finances and delivers effective, transparent, and timely financial reporting and analysis.

(see CFO job description below, items #1 and 2)

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

Comment

4. The Pacifica Chief Financial Officer (CFO) manages financial risks and protects financial assets well.

(see CFO job description below, items #1, 6 and 9)

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

Comment

5. The Pacifica Chief Financial Officer (CFO) strategically manages the organization's cash position/cash flow.

(see CFO job description below, item #5)

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

Comment

6. The Pacifica Chief Financial Officer (CFO) works effectively on financial controls, procedures, and other measures for successful audits.

(see CFO job description below, items #1, 3, and 10)

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

Comment

7. The Pacifica Chief Financial Officer (CFO) complies with government regulations and reporting requirements in an accurate and timely manner.

(see CFO job description below, item #8)

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

Comment

8. The Pacifica Chief Financial Officer (CFO) provides necessary training and support for business personnel (in each unit and in the National Office).

(see CFO job description below, item #7 and 11)

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

Comment

9. Regarding your knowledge of and experiences with the Pacifica Chief Financial Officer, the overall performance of the CFO is good.

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

___ 4 = Agree

___ 5 = Strongly Agree

___ N/A = Not Applicable or no opinion

Comment

10. Please list the ONE area or activity where you believe the Chief Financial Officer is doing best.

11. Please list the ONE area or activity where you believe the Chief Financial Officer needs the greatest improvement.

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

IMPORTANT: Please click on the Submit button below so your responses will be counted.

For your reference, below is the job description for the Pacifica Chief Financial Officer. (The first instances of paragraphs 1, 2, and 3 were renumbered using Roman numerals to remove duplicate numbers).

**Pacifica Foundation's Job Description for Chief Financial Officer
approved 20 MARCH 2009 by PNB**

TITLE: Chief Financial Officer

STATUS: Regular Full time

SITE: National Office - Pacifica Radio

BENEFITS: Medical, Dental, Life, Disability (Upon Completion of Introductory Status)

I. Position Reports to: The Chief Financial Officer reports directly to both the Pacifica National Board of Directors and the foundation's Executive Director. Per Pacifica Bylaws, The National Board will evaluate, appoint re-appoint, and discharge the Chief Financial Officer with the advice of the Executive Director. She shall cause the funds of the Foundation to be disbursed as she may be properly directed from time to time. The CFO shall render to the Executive Director and the Board an account of all of his/her transactions as Chief Financial Officer and of the financial condition of the Foundation whenever requested.

II. The Chief Financial Officer oversees the organization's financial goals, objectives, and budgets. The investment of funds and manage associated risks, supervise cash management activities. Direct financial operations including payroll, internal controls and auditing, and establish and maintain the objectives and strategy for the finance department. She shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and retained earnings.

III. The Chief Financial Officer shall cause to be deposited all moneys and other

valuables in the name and to the credit of the Foundation with such depositaries as may be designated by the Board. She shall protect the assets of the organization and meet all standards of transparency and accounting principles as befits a non-profit organization.

DUTIES AND RESPONSIBILITIES

1. Direct the financial and accounting function and maintain responsibility for monthly and annual financial reporting, financial analysis, audit, banking, cash management, budgeting, and risk management.
2. Prepare financial reports and analyses at least quarterly and make presentations for/to the Executive Director, the National Board, and the National Board Finance committee.
3. Prepare the annual budget, financial projections for year-end forecasting and audit coordination, including preparation and collection of audit information, as well as function as the primary liaison to auditors.
4. Collaborate with other members of the senior management team on financial and fund raising priorities.
5. Manage the organization's banking relationships and cash position.
6. Administer the organization's investment portfolio; direct and supervise the organization's investment managers and advisers.
7. Manage and ensure training and development of national finance and accounting personnel and coordinate the activities of finance personnel in the station offices in accordance with legal & U.S. Generally Accepted Accounting Principles. Assist with the hiring of local station Business Managers.
8. Maintain official financial records and documents, and ensure compliance with federal, state and local regulations and reporting requirements (such as annual information returns; payroll withholding and reporting, 990s, etc.)
9. Ensure proper management of all Pacifica assets including real estate, investment funds, and SCAs in collaboration with the Executive Director and under the direction of the Pacifica National Board.
10. Assure adequate control and accounting of all funds, including developing and maintaining sound financial practices.
11. Provide financial leadership, advice, and financial transparency, and establish financial goals for the network working with the Executive Director and National Board of Directors.