

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

a. Roll Call / Establish Quorum - Secretary (4 Min.)

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

KPFA - Berkeley, CA: **KPFFK – 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:**
__ Bruce Wolf __ Heather Gray __ Arlene Engelhardt, ED
__ Campbell Johnson __ Efia Nwangaza __ LaVarn Williams, CFO
__ Kimory Orendoff __ Andy Gold, General Counsel
__ Marcel Reid

Determine excused absences – Chair

b. Designate Timekeeper (1 Min.)

II. Proposed Bylaws Amendments – at http://pacific.org/documents/proposed_bylaws_1112.pdf (60 Min.)

- a. Amendment 1 (5 Min.)**
- b. Amendment 2 (5 Min.)**
- c. Amendment 3 (5 Min.)**
- d. Amendment 4 (5 Min.)**
- e. Amendment 5 (5 Min.)**
- f. Amendment 6 (5 Min.)**
- g. Amendment 7 (5 Min.)**
- h. Amendment 8 (5 Min.)**
- i. Amendment 9 (5 Min.)**
- j. Amendment 10 (5 Min.)**

III. Board Chair Report - Chair - Summer Reese

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

IV. Management Reports

Executive Director – Arlene Engelhardt (10 min.)

Chief Financial Officer – LaVarn Williams (10 min.)

V. Committee Reports

b. Strategic Recovery Plan Audit Task Force (FRAT) - Ken Aaron, Chair (10 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 in committee)

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 in committee)

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 in committee)

c. Coordinating Committee - Bill Crosier, Chair (15 Min)

Motion 1: Annual In-Person PNB meeting dates and location

The Coordinating Committee recommends to the PNB to set the next annual PNB meeting for Friday, January 27, 2012 through Monday, January 30, 2012, in Los Angeles. *Motion approved in committee without objection*

Motion 2: 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*

Motion 3: Retention of Executive Session Audio Recordings (tabled at Aug. 24, 2011 PNB meeting)

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]

d. Personnel Committee - Nia Bediako, Chair (30 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.

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.]

e. Elections Committee - Carolyn Birden, Chair (15 Min.)

Motion 1: Member database clean up

Whereas, the Pacifica Bylaws require that the Foundation maintain a list of its members at the national office, and

Whereas, maintenance of an accurate, up-to-date roster of both listener-sponsor and staff members is essential to the

proper running of Pacifica elections;

therefore

The Elections Committee moves that, in preparation for Delegate elections in 2012, the PNB request that the Executive Director

1. have station managers work to clean up and secure a database to be used for balloting, additional to the donor databases maintained at each station, by providing lists of all voting members as defined in Article 3, Section 1-4 of the Bylaws (appended)

2. Encourage all members to keep their contact information current;

3. Eliminate duplications in member databases by using the USPS/NCOA service, doing comparison of databases for all five stations, and carrying out any necessary measures to establish that each member can vote only once.

These clean-up efforts should take place at least once in 2011 and again next year, no later than immediately after the date of record in 2012.

The Elections Committee further recommends that the PNB direct the Executive Director to report to the PNB Elections Committee on progress and problems in implementing the above protocols by December 1, monthly until a clean list is achieved, and quarterly thereafter on maintenance of the ballot-membership database.

Passed by the Elections Committee October 5, 2011

f. Finance Committee - Tracy Rosenberg, Chair (5 Min.)

g. Affiliates Task Force (5 Min.)

h. Programming Committee – Rodrigo Argueta, Convenor (5 Min.)

i. Committee on Racism and Sexism – Andrea Turner, Convenor (5 Min.)

j. Technology Committee – Kimory Orendoff, Convenor (5 Min.)

k. Governance Committee – Marcel Reid, Chair (5 Min.)

l. Development Task Force – Jessica Apolinar, Convenor (5 Min.)

a. Audit Committee (5 Min.)

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 (15 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 (10 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: Brazon: (10 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,

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

d. from: Rosenberg: (10 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.

VIII. Confirm Next Meeting Date (Dec. 8) and whether it's a continuation meeting

IX. Adjourn