

Pacifica National Board—Teleconference (Open Session)

8:30 PM EST, 7:30 PM CST, 5:30 PM PST (scheduled)

Originating in Various Locations

Thursday, January 12, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:38 PM Pacific Standard Time

a. Roll Call / Establish Quorum

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

Two members were absent: Rodrigo Argueta (KPFK), Kimory Orendoff (WPFW).

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

Audio Recording: The audio for this meeting can be accessed at KPFTX.org

[Audio Part 1]

b. Designate Timekeeper (5:43)

Crosier volunteered to be the timekeeper

Excused Absences (5:43)

None received.

c. Agenda Approval (5:43)

Johnson **moved** to remove two motions from the agenda: Outside Accounting; Standing

Rules.

Point of order from Rosenberg: PNB motions remain in effect in new calendar years and with new boards until the board rescinds them.

Point of order from Rosenberg: If it is a committee motion, it cannot be removed from the agenda by one member.

Point of order from Steinberg: It has not been substantiated that this motion has been passed by the Audit Committee. The Chair needs to rule if it is a private motion from Johnson or a an Audit Committee motion.

Point of order from Rosenberg: There was no audit committee meeting after September 27, 2010 for the rest of the calendar year.

Point of order from Johnson: The issues (addressed in the motions) are moot.

The Chair ruled that the motions in question are committee motions and cannot be removed from the agenda by one member. Johnson's motion to remove is out of order.

The agenda was approved as amended.

e. Minutes Approval (6:02)

Bediako **moved** to approve all open session minutes that have been received by the board (See Appendix B for the complete list). Motion **passed** without objection.

II. Board Chair Report (6:15)

The Chair reported. Brazon provided additional reporting on the upcoming in-person meeting. Discussion followed.

III. Management Reports (6:23)

Executive Director (absent due to personal exigency).

The Chief Financial Officer reported. Discussion followed.

IV. Committee Reports (6:37)

a. Affiliates Task Force (6:37)

Gray and Johnson (Committee Co-Chairs) reported. Discussion followed.

[Audio Part 2]

Affiliates Task Force report continues.

b. Archive Committee (6:55)

No report given. There was a discussion of the nature of the committee.

c. Audit Committee (6:58)

Reese (Committee Chair) reported.

l. Racism and Sexism (7:02)

Turner (Committee Convener) reported.

d. Coordinating Committee (7:04)

Crosier (Committee Chair) reported.

e. Development Task Force (7:06)

Gray (Committee Chair) reported and presented the following motion:

Motion 1: Publicists

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.
Passed unanimously at KPFA LSB and by the Development Task Force

Bediako **moved** to postpone consideration until the in-person meeting so the Development Committee may create a selection process and a cost assessment.

Birden **moved** to approve provisionally, pending additional details regarding selection process and costs. No vote taken.

Bediako's motion to postpone consideration was **approved** without objection.

f. Elections Committee (7:35)

Birden (Chair) reported.

Due to expiration of time the meeting adjourned at 7:38 PM.

An executive session was held immediately afterwards

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on May 10, 2012)

Appendix A—Approved Agenda

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.

Determine excused absences – Chair

b. Designate Timekeeper (1 Min.)

c. Agenda Approval (10 Min.)

d. Minutes Approval Approval of accrued Open Session Minutes. (20 Min.)

II. Board Chair Report - Chair - Summer Reese

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

III. Management Reports

- . Executive Director – Arlene Engelhardt (10 min.)
- . Chief Financial Officer – LaVarn Williams (10 min.)

IV. Committee Reports

a. Affiliates Task Force – Heather Gray and Campbell Johnson, co-chairs (5 Min.)

b. Archive Committee - (?), Chair (5 Min.)

c. Audit Committee - (?), Chair (5 Min.)

d. Coordinating Committee - Bill Crosier, Chair (5 Min.)

e. Development Task Force – Heather Gray, Chair (10 Min.)

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Passed unanimously at KPFA LSB and by the Development Task Force

- f. **Elections Committee - Carolyn Birden, Chair** (5 Min.)
- g. **Finance Committee - Tracy Rosenberg, Chair** (5 Min.)
- h. **Financial Reform Audit Task Force (FRAT) – Ken Aaron, Chair** (5 Min.)
- i. **Governance Committee – Marcel Reid, Chair** (5 Min.)
- j. **Personnel Committee - Nia Bediako, Chair** (5 Min.)
- k. **Programming Committee** (5 Min.)
- l. **Racism and Sexism – Andrea Turner, Convenor** (5 Min.)
- m. **Technology Committee – Kimory Orendoff, Convenor** (5 Min.)

V. Unfinished Business

a. **Motion by Johnson: Outside Accounting Firm** (15 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.

VI. New Business

a. From: Nwangaza: (10 Min.)

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.

d. from Birden: (10 min.)

Whereas, the Bylaws state that "the term of a Director shall be one (1) year. A Director may serve no more than five consecutive one-year terms. A Director shall not be eligible for further service as a Director until one year has elapsed after the termination of a Director's fifth consecutive one-year term" (Article Five, Board of Directors of the Foundation, Section 2: Term), clearly defining the firm limit of "five consecutive one-year terms" for all Directors, and

Whereas, this term limit was not separately addressed in the motion that set up selection procedures for the Affiliate Directors, it is

Resolved, by the Pacifica Foundation Board of Directors, that this limit (five consecutive terms) required in the Pacifica Bylaws shall also apply to the number of consecutive terms permitted by Affiliate Directors.

VII. Adjourn

Appendix B—Approved Minutes

PNB 4-7-2011 open draft minutes2

PNB 4-27-2011 open draft minutes

PNB 11-10-2011 open draft minutes.doc

PNB 12-1-2011 open draft minutes.doc

PNB 12-8-2011 open draft minutes.doc
