

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

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

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 __ Lydia Brazon __ Wesley Bethune __ Carolyn Birden
__ Dan Siegel __ Ali Lexa __ Bill Crosier __ Kathy Davis
__ Andrea Turner __ Summer Reese __ George Reiter __ Alex Steinberg

WPFW – Washinton. DC: **AFFILIATES: STAFF & COUNSEL:**
__ Ivon Alcime __ Heather Gray __ Arlene Engelhardt, ED
__ Revalyn Gold __ Efia Nwangaza __ LaVarn Williams, CFO
__ Campbell Johnson __ Andy Gold, General Counsel
__ Marcel Reid __ John Garry, Recording Secretary

Determine excused absences – Chair

b. Designate Timekeeper (1 Min.)

Open Session Agenda Approval (10 Min.)

Minutes Approval - Approval of Open Session Minutes (5 Min.)
for May 24, 2012

Executive Director’s Report (5 Min.)

Chief Financial Officer’s Report (10 Min.)

Board Chair’s Report (10 Min.)
To include any Executive Session Report Outs

Committee & Task Force Reports

Elections Committee (10 Min.)

Motion 1: Cost Cutting Suggestions for Pacifica Delegate Elections:

1. Thinner paper for all materials except ballots, whichever is feasible and least expensive.
2. Continue and expand a central Pacifica Elections webpage on the pacifica.org website (controlled by NES) to make information easier to access and complete. Pacifica will send people to it more (through on air announcements, event announcements, with ballot material, etc.)
3. For the candidate statements: Allow votes to opt out from having statements mailed to them, with more robust email, on-air and website promotion of this option, and with the hard copy statement limited to 350 words per candidate, and with the full 500 word statement available online.

Approved by the Elections Committee, June 5, 2012

Motion 2: Revised Timeline for Pacifica Delegate Elections:

(See attached spreadsheet from Terry Bouricius, NES.)

Governance Committee – George Reiter, Chair (20 Min.)

Motion 1: Calling an LSB Meeting:

Whereas the bylaws require that unanimous agreement of the officers for holding a meeting not authorized by the LSB itself, therefore no individual LSB member or officer may unilaterally call an LSB meeting.

Motion 2: Committee Meeting Cancellations:

Meeting dates which have been established by a majority vote of a committee, and properly noticed, shall not be cancelled except by a majority vote at a properly noticed meeting at which quorum is achieved or by the written (email) consent of a majority of the committee's members. Written (email) consent shall be sent to the entire committee.

Both motions were approved without objection at the June 18, 2012 meeting of the Governance Committee.

Personnel Committee – Nia Bediako, Chair (5 Min.)

Motion 1: LSB MANAGEMENT SEARCH COMMITTEE CONFIDENTIAL AGREEMENT

Amended Language:

"I agree and fully acknowledge that violating the terms of this agreement may result in my being removed by the Local Station Board from the MSC or barred from any further participation in future confidential committee work.

Passed in committee without objection 6/27/12

Original language:

As a member of the (station name) Management Search Committee (hereinafter referred to as "MSC"), I recognize and accept my responsibility to protect the confidentiality of every candidate.

As a member of the search committee, I will have access to confidential information and materials related to the search, and with full knowledge of the critical importance of confidentiality to the integrity and success of the search process I hereby agree:

I will not disclose confidential information shared by candidates or other committee members to anyone outside of Pacifica Foundation, including but not limited to the applicant's employer or associates, or to anyone inside of Pacifica Foundation who does not have legitimate reason to know based on job or local or national board membership without the prior written consent of the committee.

In this context, confidential information includes, but is not limited to, applicants' names, places of current or previous paid or unpaid work, and references; deliberations of the search committee relating to individual candidates; and all documents which might identify individual candidates.

I will maintain the confidentiality and integrity of communications and security systems including data processing systems, telephone conference numbers, recordings, codes, e-mail and voice mail belonging to the foundation or used to conduct the foundation's business.

I will take all reasonable steps necessary to ensure that confidential documentation and other material is monitored, managed, stored, transmitted, destroyed and otherwise handled in a manner that will preclude inadvertent disclosure, loss or misuse.

I agree and fully acknowledge that violating the terms of this agreement may result in my being removed by the Local Station Board from the MSC or barred from any further participation in future confidential committee work.

I acknowledge that I have read and understood the Confidentiality Agreement.

Signed and dated: _____

Motion 2: Proposed Timeline for 2012 E.D. Evaluation Process

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

- I. Personnel Committee approval of survey – 7/25
- II. PNB approval of survey:
 - approve on PNB conf call – 8/9
 - surveys sent out – 8/24
 - to be returned – 9/9
- III. Personnel Committee analysis of data and report creation: - 9/16
- IV. Personnel Committee meeting with E.D. to discuss her response - 9/26

PNB meeting to discuss Committee report and E.D.'s response - 10/11

Finance Committee - Tracy Rosenberg, Chair (10 Min.)

Motion 1: NFC Executive Sessions:

"That the NFC refrain from having executive sessions until such time as actions are taken to resolve considerations about breaches of confidentiality."

(Approved by committee 8 yes, 1 no)

Development Task Force – Heather Gray, Chair (5 Min.)

Programming Committee – George Reiter, Chair (5 Min.)

Financial Reform Audit Task Force (FRAT) – Ken Aaron, Chair (5 Min.)

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

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

Archives Committee (5 Min.)

Audit Committee (5 Min.)

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

Technology Committee (5 Min.)

Motion postponed from previous PNB meeting (15 min.)

Motion by Davis: Quorum

Resolved, that PNB committees be empowered to conduct a meeting in the absence of a quorum in order to further the committee's business, with the proviso that any motions other than agenda-setting or the setting the date of the next meeting be held to the next (quorum) meeting for a vote.

Unfinished business (start after completion of previous motions)

a. Motion by Crosier: Public Criticism of Staff (15 Min.)

It is the policy of the PNB that no member of the Pacifica National Board shall criticize publicly, or demean publicly in any way, members of the staff. Any legitimate criticism of the work of staff members that a member feels needs to be acted on is to be forwarded to the Executive Director or to the PNB for resolution. Failure to abide by this policy will be interpreted as action against the interests of Pacifica, and will be subject to the disciplinary procedures provided for by the Bylaws for such actions.

b. Motion by Steinberg: Membership Termination Standing Rule (15 Min.)

Due to possible conflict of interest, any person who has been terminated from the Pacifica Foundation employment for cause shall be prohibited from membership in the Pacifica Foundation. When this type of proceeding is brought, all due process procedures called for, as noticed to all in the Pacifica Bylaws, in Robert's Rules of Order (Chapter 20) shall apply.

c. Motion by Davis: Membership re: Malice (15 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.

New Business

a. From: Nwangaza: (15 Min.)

MOTION 1: To rescind the motion passed May 12, 2011 regarding the Pacifica Affiliates Task Force

b. From: Nwangaza:

MOTION 2: for a Pacifica Affiliates' – Pacifica Foundation Task Force (30 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.

e. 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.

f. from Aaron: (10 min.)

Whereas there is a potential for irresponsible abuse of the Director's privilege to seek counsel thereby incurring financial obligations for the Foundation without regard to cost,

It is therefore resolved that any request from PNB Directors for special legal service of any kind shall include an estimate of the cost for such service and require approval of the PNB by majority vote. Such approval will specify a cost limit and time limit for the fulfillment of the request. This applies, but is not limited to advice, review, reports, evaluations and filings. This does not apply to normal work done in relation to ongoing legal actions or projects already approved by the PNB. Nothing in this resolution alters or affects Management's rights and duties to hire counsel as needed in accordance with the bylaws.

Adjourn (9:30 pm EST)