

Pacifica National Board—Teleconference (Open Session)

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

Originating in Various Locations

Thursday, October 4, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:37 PM Pacific Daylight Time with an initial quorum of 16.

I.a. Roll Call / Establish Quorum

Twenty members were present, constituting a quorum:

Ken Aaron (KPFK), Ivon Alcime (WPFW), Teresa Allen (KPFT), Nia Bediako (WBAI), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair, KPFT), Revalyn Gold (WPFW), Heather Gray (Affiliates), Campbell Johnson (WPFW), Ali Lexa (KPFK), Efia Nwangaza (Secretary, Affiliates), Laura Prives (KPFA), Summer Reese (Chair, iED, KPFK), Marcel Reid (WPFW), George Reiter (KPFT), Tracy Rosenberg (KPFA), Dan Siegel (KPFA), Alex Steinberg (WBAI), Andrea Turner (KPFA).

Two members were absent: Wesley Bethune (KPFT), Kathy Davis (WBAI).

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

The agenda and the audio for this meeting can be accessed at KPFTX.org

[Audio Part 1 pnb121004a.mp3]

I.b. Determine excused absences – Chair (5:43)

None submitted. Three members forwarded advance notice of their late arrival to the meeting.

I.c. Designate Timekeeper (5:44)

Reiter volunteered to be the timekeeper.

II. Open Session Agenda Approval (5:45)

Johnson **moved**: “Motion from Campbell Johnson- rescind motion on in-person meeting” shall be moved from New Business to after Minutes Approval. Turner seconded. **Failed** by substitution.

Brazon **moved to substitute**: “Motion from Campbell Johnson- rescind motion on in-person meeting” shall be the first item after KPFK budget approval. Turner seconded. Aaron **called the question**.

Motion to substitute **approved** by a roll call vote: Yes—9, No—6, Abstain—1.

Yes—Alcime, Allen, Bediako, Brazon, Johnson, Nwangaza, Prives, Siegel, Turner.

No—Aaron, Birden, Crosier, Lexa, Reiter, Steinberg.

Abstain—Rosenberg.

Present not voting—Reese.

The new main motion **failed** by a roll call vote: Yes—7, No—9, Abstain—0.

Yes—Bediako, Brazon, Johnson, Nwangaza, Prives, Siegel, Turner.

No—Aaron, Alcime, Allen, Birden, Crosier, Lexa. Reiter, Rosenberg, Steinberg.

Present not voting—Reese.

Aaron **moved** to approve the agenda. Reiter seconded. **Passed** without objection.

III. Minutes Approval (5:54)

Reiter **moved** approval of the September 27, 2012 open session minutes. Crosier seconded. Minutes **approved** without objection.

IV, V, VI.

Omitted.

VII. Committee & Task Force Reports (5:55)

Finance Committee Report – Part 1 - Tracy Rosenberg, Chair

Rosenberg (Finance Committee Chair) brought the KPFK budget to the floor and provided an overview of the budget, which was forwarded electronically to the Board prior to the meeting.

Motion 1 – KPFK Budget:

That the KPFK budget as approved by the NFC on September 18, 2012, be approved by the PNB.
(Approved by the NFC without objection)

Aaron **moved** to approve. Rosenberg seconded. Budget **approved** without objection.

ED-CFO Search Committee Report (6:12)

Motion 1 – CFO Job Description:

Approve the CFO job description as revised by the ED-CFO Search Committee (see Appendix A)

Aaron (Convener) reported. Discussion followed. The CFO Job Description was read by Bediako (see Appendix A).

Rosenberg **moved to amend** “Minimum Requirements.” (see Appendix B) Steinberg seconded. Turner **moved to extend** ten minutes. Johnson seconded. **Passed** without objection. Discussion continued.

Responding to a comment by Johnson, Bediako agreed to change “retained earnings” to “net assets” in Paragraph II.

[Audio Part 2 pnb121004b.mp3]

Discussion continued. Aaron **called the question** on the amendment.

Amendment **passed** by a roll call vote: Yes—15, No—1, Abstain—0.

Yes—Aaron, Alcime, Allen, Bediako, Birden, Crosier, Johnson, Lexa, Prives, Reid, Reiter, Rosenberg, Siegel, Steinberg, Turner.

No—Brazon.

Present not voting—Reese.

Amended CFO Job Description **passed** without objection.

ED Job Description (6:46)

Bediako read the ED Job Description (see Appendix C). Discussion followed.

Steinberg read three text changes, which were seconded by Rosenberg, who also offered an amendment.

Point of procedure from Birden: These amendments should be taken in the order they were presented. The Chair agreed.

Rosenberg **moved to extend** 10 minutes. Birden seconded. **Passed** without objection. (7:05)

Steinberg **moved to amend** Paragraph 16: Change to “Working with and supervising the Chief Financial Officer.” **Passed** without objection.

Steinberg **moved to amend** Paragraph 28: Remove “Retainers with all attorneys may only be entered into with Board approval in the form of a motion passed by the collective board authorizing said contract.” Birden seconded.

Amendment to Paragraph 28 **failed** by a roll call vote: Yes—7, No—9, Abstain—0.

Yes—Aaron, Allen, Birden, Crosier, Gray, Rosenberg, Steinberg.

No—Bediako, Brazon, Johnson, Nwangaza, Prives, Reid, Reiter, Siegel, Turner.

Present not voting—Reese.

Steinberg **moved to amend** Paragraph 6: Delete “in consultation with the PNB” and delete “and such others that may be approved by the PNB.” Brazon **moved to refer** to the Search Committee. Reid seconded. Steinberg **moved to extend** 5 minutes. Rosenberg seconded. **Passed** without objection. (7:16) Discussion continued.

(7:21) **Point of order** from Steinberg: The vote to refer must be after voting on the amendments. There is an order of precedence. The Chair ruled that the motion to refer was in order.

Motion to refer **failed** by a roll call vote: Yes—3, No—12, Abstain—2.

Yes—Allen, Brazon, Reid.

No—Aaron, Birden, Crosier, Gray, Johnson, Lexa, Nwangaza, Reiter, Rosenberg, Siegel, Steinberg, Turner.

Abstain—Bediako, Prives.

Present not voting—Reese.

Reiter **moved to extend** ten minutes. Birden seconded.

Motion to extend **passed** by a roll call vote: Yes—13, No—1, Abstain—2. (7:30)

Yes—Allen, Bediako, Birden, Brazon, Gray, Johnson, Lexa, Nwangaza, Prives, Reiter, Rosenberg, Siegel, Steinberg.

No—Aaron.

Abstain—Crosier, Reid.

Present not voting—Reese.

Reiter **called the question** on Steinberg’s amendment to Paragraph 6.

Amendment to Paragraph 6 **passed** by a roll call vote: Yes—9, No—8, Abstain—2.

Yes—Aaron, Birden, Crosier, Gray, Lexa, Reese, Reiter, Rosenberg, Steinberg.

No—Alcime, Bediako, Brazon, Gold, Johnson, Nwangaza, Prives, Siegel.

Abstain—Allen, Reid.

Point of order from Rosenberg: My amendment is on the table, it can be voted on. The Chair agreed.

Rosenberg **moved to amend** Paragraph 5: Change to “Selecting Interim General Managers when needed to fill vacancies.”

Amendment to Paragraph 5 **passed** by a roll call vote: Yes—9, No—7, Abstain—1.

Yes—Aaron, Allen, Birden, Crosier, Gray, Lexa, Reiter, Rosenberg, Steinberg.

No—Alcime, Bediako, Brazon, Johnson, Nwangaza, Reid, Siegel.

Abstain—Gold.

Present not voting--Reese.

The meeting adjourned at 7:43 PM due to the expiration of time. The Board reconvened in executive session from 7:48 PM to 9:10 PM PST.

Respectfully submitted by Efia Nwangaza, Secretary
John P. Garry III, Recording Secretary
(these minutes were approved on October 18, 2012)

Appendix A—CFO Job Description

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

(CFO) reports directly to **the collective body of the Pacifica National Board (PNB)** and to **the Executive Director (ED.)** The National Board will appoint, supervise, evaluate, re-appoint, and discharge the CFO. S/he shall cause the funds of the Foundation to be disbursed as s/he 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 CFO and of the financial condition of the Foundation whenever requested. [This language conforms with that approved in the ED description.] Approved without objection.

II. The Chief Financial Officer: oversees the organization’s financial goals, objectives, and budgets, the investment of funds and management of associated risks; supervises cash management activities; directs financial operations including payroll, internal controls and auditing; and establishes and maintains the objectives and strategy for the finance department. S/he 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 net assets.

III. The Chief Financial Officer shall cause to be deposited all monies and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board. S/he shall protect the assets of the organization and meet all standards of transparency and accounting principles as befits a non-profit organization. Approved without objection.

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. **Ensure timeliness, accuracy, and usefulness of financial and management reporting for federal and state funders, foundations, and the PNB. Supervise the timely preparation and communication of monthly, annual and any other financial statements.** Approved without objection.
3. Prepare **and monitor** 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. Approved without objection.
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 **and** U.S. Generally Accepted Accounting Principles requirements. Assist with the hiring of local station Business Managers. Approved without objection.
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. **Supervise all financial compliance and recognition for government (federal, state and local) contracts and private grants.** Approved without objection.
10. Ensure proper management of all Pacifica assets including real estate, investment funds, and SCAs (sidebands) in collaboration with the Executive Director and under the direction of the Pacifica National Board.
11. Assure adequate control and accounting of all funds, including developing and maintaining sound financial practices, **and remaining up-to-date on non-profit audit best practices and state and federal law regarding nonprofit operations.** Approved without objection
12. Provide financial leadership, advice, and financial transparency, and establish financial goals for the network working with the Executive Director and National Board of Directors.
13. **Experience in or with non-profit organizations preferred.** Approved: 5Y and 1N

MINIMUM REQUIREMENTS:

Certified Public Accountant

Excellent written and oral communication skills

Able to translate financial information and teach financial literacy

Facility with finance and CONTEMPORARY accounting software

Ability to meet deadlines

Appendix B—Rosenberg amendment to CFO Job Description/Minimum Requirements.

10 years of accounting and financial management experience, including

- a. financial analysis,
 - b. reporting,
 - c. not for profit compliance, and
 - d. supervision of accounting staff.
2. Knowledge of GAAP protocols.
 3. Familiarity with FCC and CPB requirements strongly preferred.
 4. Experience explaining financial position and reports to lay people and disseminating financial information with clear and readable narratives and visuals.
 5. Facility with Microsoft Dynamics GP and ability to analyze accounting systems and software and update where necessary.
 6. Experience with multi-unit budgeting and reporting strongly preferred.
 7. Knowledge of the noncommercial broadcast sector helpful.
 8. CPA preferred.
 9. Excellent oral and written communication skills.
 10. Ability to meet deadlines under time pressure.

Appendix C—ED Job Description

Pacifica Foundation's Job Description for

TITLE: Executive Director

STATUS: Regular Full time

SITE: National Office – Pacifica Radio

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

I. Position Reports to: The Executive Director (ED) is selected, supervised and discharged by, and reports to, the collective body of the Pacifica National Board of Directors (PNB). Approved without objection.

II. Definition: The Executive Director (hereafter referred to as "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 pursuant to the Pacifica Bylaws, 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, FCC and ADA 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. Approved without objection.

III. 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; to contribute to a lasting understanding between nations and individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between such groups; to promote the study of political and economic problems and of the causes of religious, philosophical and racial antagonisms; and to employ varied sources in the public presentation of accurate, comprehensive news on all matters affecting the community. Approved without objection.

DUTIES AND RESPONSIBILITIES:

GENERAL ADMINISTRATION

1. Responsible for fund raising, such as oversight of grant writing, major donor events, direct mail campaigns, etc. Approved without objection.
2. 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. Approved without objection.
3. Appointing and facilitating the work of a National Election Supervisor in each year when elections for delegates are held. Approved without objection.
4. Selecting General Managers for each sister station upon vacancy, from candidates presented by the

Local Station Board (LSB). Approved without objection.

5. Selecting Interim General Managers in accordance with Pacifica bylaws provision for selecting GMs. In the case of an emergency, the ED may appoint an acting GM from non-union, management staff. Approved without objection.

6. Hiring, coordinating and terminating supervised National staff in consultation with the PNB. (Positions include, but are not limited to, the Human Resources Director, Pacifica Radio Archives Director, Assistant to the Director, National Technical Director, Affiliates Program Director, Webmaster, Network Programming Coordinator, News Bureau Director, Administrative Assistant, National Development Director and such others as may approved by the PNB.) Approved without objection.

7. Conducting annual evaluations of supervised National Staff and General Managers, with recommendations in consultation with Human Resources where appropriate. Approved without objection.

GOVERNANCE

8. Attending and participating in meetings of the PNB and Coordinating Committee, including teleconferences, regular and special meetings. Approved without objection.

9. Ensuring the effective organization of in-person PNB meetings, including preparation of Board packets, in cooperation and assisted by the Board Chair and/or Coordinating Committee. Approved without objection.

COMMUNICATIONS

10. Conforming to the communication policies established by the Board, including accurate reports and provision of appropriate information for Directors upon request. Approved without objection.

11. Supporting the PNB in fulfilling its governance role through regular communication with the Board and its officers. Approved without objection.

HUMAN RESOURCES

12. 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. Approved without objection.

13. Participating in Union collective bargaining agreement negotiations and respond to Union requests in collaboration with the General Managers, CFO and Human Resources as appropriate. Approved without objection.

14. Supervising compliance with Americans with Disabilities Act (ADA). Approved without objection.

15. Encouraging equal opportunity and diversity in staffing, management and programming at stations, the Pacifica Radio Archives, and in the National Office. Approved without objection.

FINANCES

16. 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. Approved without objection.

17. Developing fiscally sound budgets in coordination with the CFO, General Managers, and the Pacifica National Board Finance Committee. Approved without objection.
18. Reviewing financial statements with the CFO. Approved without objection.
19. 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. Approved without objection.
20. Acknowledging major donor contributions and other support in a timely manner. Approved without objection.
21. Bringing contracts to the Coordinating Committee and PNB for review and/or approval, based on current policies. Approved without objection.

PROGRAMMING

22. Providing opportunities for paid and unpaid staff and volunteers from network and affiliate stations to apply for participation in national coverage and/or national programming. Approved without objection.
23. Ensuring the development of excellent national programming that covers major political and cultural events and topics. Approved without objection.
24. Ensuring that technical systems, equipment, and structures adequate for the production and distribution of programs are maintained. Approved without objection.
25. Responsible for guiding the Foundation through technological changes and taking the lead in defining how to harness new technologies to promote Pacifica and its mission. Approved without objection.
26. Overseeing and developing Affiliate relations and other collaborations in order to encourage productive and mutually beneficial relationships. Approved without objection.
27. Promoting activities and development that makes it possible for Pacifica to maximize its audience and expand its membership. Approved without objection.

LEGAL

28. Managing litigation and other legal matters with the PNB, in consultation with Foundation counsel and other attorneys as needed. The ED and Foundation counsel are responsible for promptly reporting all legal matters to the PNB. Approved without objection.

L Brazon moved to add: Retainers with all attorneys may only be entered into with Board approval in the form of a motion passed by the collective board authorizing said contract. Approved without objection.

29. Developing, monitoring and enforcing procedures and policies, and maintaining confidentiality on legal, personnel and other appropriate matters in collaboration with the Human Resources Director or firm. Approved without objection.

PROMOTION

30. 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. Approved without objection.

31. Expanding positive public awareness of Pacifica through community events, media outreach efforts, and development of promotional campaigns, including prevailing technology and social media. Approved without objection.
