

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 11, 2012

Meeting Minutes

I. Call to Order and Opening Business

The meeting was called to order by the Chair at 5:38 PM Pacific Daylight Time with an initial quorum of 19.

I.a. Roll Call / Establish Quorum

Twenty-one members were present, constituting a quorum:

Ken Aaron (KPFK), Ivon Alcime (WPFW), Teresa Allen (KPFT), Nia Bediako (WBAI), Wesley Bethune (KPFT), Carolyn Birden (WBAI), Lydia Brazon (KPFK), Bill Crosier (Vice-Chair, KPFT), Kathy Davis (WBAI), 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).

One member was excused: Andrea Turner (KPFA).

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 pnb121011a.mp3]

I.b. Determine Excused Absence (5:42)

The excused absence request of Turner was accepted without objection.

I.c. Designate Timekeepers (5:42)

Reiter volunteered to be the timekeeper.

II. Open Session Agenda Approval (5:42)

Allen **moved to amend**: Place “Motion from Campbell Johnson—rescind motion on in-person meeting” after CFO Report, before Committee and Task Forces. Johnson seconded. Responding to a request from Aaron, The Chair asked the timekeeper to enforce a 60-second time limit for speaking.

Motion to amend the agenda **failed** by a roll call vote: Yes—9, No—9, Abstain—1.

Yes—Alcime, Allen, Bediako, Brazon, Gold, Gray, Johnson, Prives, Reid.

No—Aaron, Bethune, Birden, Crosier, Lexa, Nwangaza, Reiter, Rosenberg, Steinberg.

Abstain—Davis.

Present not voting—Reese.

Aaron **moved to approve** the agenda. An objection was noted.

Agenda **approved** by a roll call vote: Yes—11, No—9, Abstain—0.

Yes—Aaron, Alcime, Bethune, Birden, Crosier, Davis, Gray, Lexa, Reiter, Rosenberg, Steinberg.

No—Allen, Bediako, Brazon, Gold, Johnson, Nwangaza, Prives, Reid, Siegel.

Present not voting—Reese.

III. Minutes Approval (6:02)

Postponed without objection.

IV. Omitted

V. Interim Executive Director’s Report (6:04)

The iED reported. Discussion followed. Johnson **moved to extend** five minutes. **Passed** without objection. (6:09)

Crosier **moved**: The schedule for proposed Bylaws amendments be changed to make the notice date today [October 11, 2012], so that voting on the proposed amendments will take place in December by the PNB and delegate assemblies. Reiter seconded.

Motion **passed** by a roll call vote: Yes—16, No—1, Abstain—2.

Yes—Aaron, Alcime, Bediako, Bethune, Birden, Crosier, Davis, Gold, Gray, Johnson, Lexa, Prives, Reid, Reiter, Rosenberg, Steinberg.

No—Brazon.

Abstain—Allen, Nwangaza.

Present not voting—Reese.

VI. Chief Financial Officer’s Report (6:19)

The CFO reported. Discussion followed. Johnson **moved to extend** five minutes. **Passed** without objection (6:26). Discussion continued.

[Audio Part 2 pnb121011b.mp3]

Reiter called the **orders of the day**. Prives **moved to cancel** the executive session. Bediako seconded.

Motion to cancel **passed** by a roll call vote: Yes—15, No—1, Abstain—2.

Yes—Aaron, Allen, Bediako, Bethune, Brazon, Crosier, Gold, Gray, Johnson, Lexa, Nwangaza, Prives, Reid, Reiter, Steinberg.

No—Alcime.

Abstain—Davis, Rosenberg.

Present not voting—Reese.

The iED left the call and Crosier took the Chair (6:45)

VII. ED Job Description—Revisions and Approval (6:45)

The Draft Open Session Minutes of October 4, 2012 were forwarded to the Board to review previous amendments made to the ED Job Description (see Appendix A for ED Job Description).

Aaron **moved to amend** General Administration, Paragraph 2: “and other business units.” Reiter seconded. **Passed** without objection Aaron **moved to amend** Finances, Paragraph 19: Add “All major expenditures as appropriate.” Delete “and unbudgeted expense approval.” Steinberg seconded.

Brazon moved to divide the question. Aaron seconded and **called the question** on division. Motion **divided** without objection.

Aaron **moved to withdraw** the first amendment to Finances, Paragraph 19. Gold seconded. Amendment **withdrawn** without objection.

Brazon **moved to substitute** Finances, Paragraph 19: “provided it is budget-neutral.” Bediako seconded. After discussion Brazon **moved to withdraw**. Amendment **withdrawn** without objection.

Amendment to Finances, Paragraph 19: Delete “and unbudgeted expense approval.” **passed** by a roll call vote: Yes—9, No—6, Abstain—3.

Yes—Aaron, Alcime, Bethune, Birden, Davis, Gray, Lexa, Rosenberg, Steinberg.

No—Bediako, Brazon, Gold, Johnson, Prives, Reid.

Abstain—Allen, Nwangaza, Reiter.

Present not voting—Crosier.

Aaron **moved to refer** to the Search Committee. Gray seconded. Steinberg **moved to amend**: Refer

to the Search Committee for final disposition. Nwangaza seconded. **Passed** without objection. The amended main motion **passed** without objection.

Reiter **moved to extend** one hour. Allen seconded.

Motion to extend **failed** by a roll call vote: Yes—4, No—12, Abstain—2.

Yes—Allen, Birden, Reiter, Steinberg.

No—Alcime, Bediako, Bethune, Brazon, Davis, Gold, Gray, Johnson, Lexa, Nwangaza, Prives, Reid.

Abstain—Aaron, Rosenberg.

Present not voting—Crosier.

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

Motion to extend **failed** by a roll call vote: Yes—8, No--10, Abstain—0.

Yes—Aaron, Alcime, Allen, Birden, Lexa, Reiter, Rosenberg, Steinberg.

No—Bediako, Bethune, Brazon, Davis, Gold, Gray, Johnson, Nwangaza, Prives, Reid.

Present not voting—Crosier.

The meeting adjourned at 7:33 PM due to the expiration of time.

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

Appendix A—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 be 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.
