

**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.

|  |                                       |   |   |
|--|---------------------------------------|---|---|
| <b>KPFA - Berkeley, CA:</b>              | <b>KPFK – L.A., CA:</b>               | <b>KPFT – Houston, TX:</b>              | <b>WBAI - N.Y., NY:</b>                 |
| <input type="checkbox"/> Laura Prives    | <input type="checkbox"/> Ken Aaron    | <input type="checkbox"/> Teresa Allen   | <input type="checkbox"/> Nia Bediako    |
| <input type="checkbox"/> Tracy Rosenberg | <input type="checkbox"/> Lydia Brazon | <input type="checkbox"/> Wesley Bethune | <input type="checkbox"/> Carolyn Birden |
| <input type="checkbox"/> Dan Siegel      | <input type="checkbox"/> Ali Lexa     | <input type="checkbox"/> Bill Crosier   | <input type="checkbox"/> Kathy Davis    |
| <input type="checkbox"/> Andrea Turner   | <input type="checkbox"/> Summer Reese | <input type="checkbox"/> George Reiter  | <input type="checkbox"/> Alex Steinberg |

**WPFW – Washinton. DC: AFFILIATES: STAFF & COUNSEL:**

|   |   |  |
|---|---|--|
| <input type="checkbox"/> Ivon Alcime      | <input type="checkbox"/> Heather Gray               | <input type="checkbox"/> LaVarn Williams, CFO            |
| <input type="checkbox"/> Revalyn Gold     | <input type="checkbox"/> Efia Nwangaza              | <input type="checkbox"/> John Garry, Recording Secretary |
| <input type="checkbox"/> Campbell Johnson | <input type="checkbox"/> Andy Gold, General Counsel |  |
| <input type="checkbox"/> Marcel Reid      |   |  |

**b Determine excused absences – Chair**

**c. Designate Timekeeper (1 Min.)**

**Open Session Agenda Approval (5 Min.)**

**Minutes Approval - Approval of Open Session Minutes (5 Min.)**  
for Oct. 18, Oct. 25, 2012

**PNB Chair’s Report (5 Min.)**

**Interim Executive Director’s Report (10 Min.)**

**Chief Financial Officer’s Report (5 Min.)**

**Committee & Task Force Reports**

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

**Motion 1 – National Office Budget**

Approve the FY2013 budget for the Pacifica National Office as presented by the NFC.

**Audit Committee (10 Min.)**

**Motion 1 – Approve Auditor for FY 2012**

Approve Armanino-McKenna, LLP as Auditor for FY 2012.

*(Approved by PNB Audit Committee November 4, 2012)*

**Coordinating Committee – Bill Crosier, Chair**

**Motion 1 – Set Nov. 29 as PNB meeting date (5 min.)**

Set November 29 as an additional PNB teleconference meeting date.

**Motion 2 – Set Dec. 6 as PNB meeting date (5 min.)**

Set December 6 as an additional PNB teleconference meeting date.

**Governance Committee – George Reiter, Chair (15 Min.)**

**Motion 1 (and amendments): KPFK LSB PD candidate vote**

*(postponed from the Sep. 20, 2012 PNB meeting)*

Due to lack of bylaws mandated notice to all KPFK LSB members, the Sept 16th vote of the KPFK LSB on the presentation of a PD candidate list is declared null and void.

*(Approved by committee: 6 yes, 4 no)*

**Amendment from Rosenberg:** No vote can go forward until all members of the LSB are documented to have reviewed resumes and had equal exposure to interviews to assess the qualifications of all 16 candidates before voting to eliminate them from a hiring pool. Lexa seconded.

**Amendment from Brazon:** All election materials shall be brought to the LSB meeting site. Turner seconded.

**Financial Reform Audit Taskforce (FRAT) - Ken Aaron, Chair (20 min.)**

**Motion 1 – Unbudgeted obligations (10 Min.)**

Any employee found to be establishing, verbally or in writing, unbudgeted obligations for the Foundation, in excess of \$5000, without prior written approval of the National Office, shall be subject to disciplinary action including dismissal

**Motion 2 – Unbudgeted obligations - Management (10 Min.)**

Any employee in a managerial position, who becomes aware of an unapproved unbudgeted obligation in excess of \$5000, who does not notify the National Office in writing within a reasonable amount of time, shall be subject to disciplinary action.

**Elections Committee**

(20 Min.)

**Motion 1 – Election materials:**

*(deleted – ruled out of order by committee chair)*

**Motion 2: revisions of election timeline:**

Whereas the Pacifica Bylaws, as adopted in 2003 and revised in 2007, lay out a calendar for Local Station Board elections including specific dates or periods for establishing membership and candidacy, and for the mailing and return of ballots, and

Whereas the Bylaws limit the ability of the Pacifica National Board to affect the schedule, and in no way gives an Executive Director authority to change any of those dates or periods, or to do anything beyond appointing the National Election Supervisor (NES), approving the NES' choices of Local Election Supervisors, and facilitating the work of the NES,

Be it hereby resolved that the Committee reaffirms and recommends to the PNB that it re-assert to the Interim Executive Director that it is the national board that is in effect "the Foundation" and that she be accordingly guided in all future actions.

*Motion Passed by committee 10-yes, 2-no, 2 abstain*

**Motion 3: Procedures for processing complaints about alleged violations of Fair Campaign Provisions:**

In order to ensure fair, timely and properly publicized decisions on complaints alleging violations of the Fair Campaign Provisions, the PNB Elections Committee recommends that the National Election Supervisor establish and publicize a process such as the following:

1. The LES or NES should acknowledge all complaints by email within 48 hours, whenever feasible.
2. If the LES or NES determines that the complaint warrants investigation, the LES or NES should as quickly as possible forward a copy of the complaint to the party alleged to have violated the FCP, with instructions on how and by when that person can file her/his response. If the complaint is being handled by the LES, both the complainant and the person complained against should be notified of their right to appeal any decision to the NES, and any procedure and deadline for doing so. If the complaint appears without merit, the subject shall be provided a copy and both subject and complainant shall be notified that no action will be taken.
3. If the LES or NES finds that a rule was broken, s/he should cite the rule and explain specifically in what way it was broken. Copies of the written ruling should be sent to both the complainant and the subject.
4. All decisions on complaints found to be valid should be rendered as quickly as reasonably possible, but no later than ten days after receipt
5. All decisions on complaints found to be valid should be posted on the Pacifica elections website (to provide guidance to candidates and staff at all stations) and the affected station's election

*Main Motion passed by committee 10-yes, 5-no*

**Technology Committee**

**Motion 1: Technology Documentation Policy**

(10 Min.)

The Pacifica National Board Technology Task Force recommends that the Pacifica National Board direct the Executive Director to add the following requirements to the job description of the General Manager and/or Operations manager of all business units (the stations, Pacifica Radio Archives, National Office):

The General Manager shall maintain accurate documentation of all technological implementations and equipment under his/her charge.

The first full report will be implemented provisionally by the end of 2012.

The General Manager is expected to assign staff as needed to complete these surveys but the General Manager remains responsible for the accuracy and timeliness of the reports. Members of the PNB Technical Committee/Task Force will make themselves available and find other volunteers to help with the task.

The details of required documentation will be provided by the National Office with recommendations from the Technology Task Force and may from time to time be updated as technology and operations change. This documentation will be updated on a timely basis as needed and the updates will be reported to the National Office Secretary and the Chief Technical Officer.

**Development Task Force – Heather Gray, Chair** (10 min.)

### **Motion 1: GoalBusters**

The National Pacifica Foundation will authorize Goalbusters to implement Phase 1 of its "Proposal for Development Services". GoalBusters will begin Phase 1 in the Fall of 2012.

### **Programming Committee – George Reiter, Chair (15 Min.)**

#### **Motion 1: Arbitron**

Pacifica will not use the services of Arbitron until the December 31 deadline, set by the court to correct their sampling bias is met, *except for fund and grant raising and general reporting.*

*(Passed by committee without objection.)*

### **Personnel Committee – Nia Bediako, Chair (30 Min.)**

#### **Motion 1: Pacifica Foundation General Manager Search Process (10 Min.)**

(see attachment)

### **Audit Committee (10 Min.)**

#### **Motion 2 – Provide audit reports and management letters**

that the Pacifica CFO be directed immediately via email by the Chair of the Audit Committee to provide the members of the Committee for their reference and consideration immediately with complete copies of both the Pacifica Audit Reports of the past five years and the confidential Management Letters that correspond to each of them.

*(Passed by PNB Audit Committee on October 12, 2012)*

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

### **Archives Committee (5 Min.)**

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

## **IX. Unfinished business**

### **a. Motion by Davis: Quorum (15 Min.)**

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.

### **b. 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.

### **c. 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.

d.

e. **From: Nwangaza:** (15 Min.)

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

f. **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.

**g. 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.

**h. 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.

**i. 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.

**j. 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.

**X. Development and Strategic Planning**

**Development Task Force – Heather Gray, Chair** (60 Min.)

Strategic planning, development and publicity discussion

**Improved Programming Grid discussion** (45 Min.)

**Whistle Blowers Presentation – Marcel Reid** (15 Min.)

**10:00 PM EDT Adjourn – time certain**