

**Regular Open Telephone Meeting**

**March 28, 2013**

At Various Locations

8:30 pm (ET), 7:30 pm (CT) and 5:30 pm (PT)

**AGENDA**

**I. Call to Order and Opening Business. 8:30 pm (ET)**

A. Roll Call / Establish Quorum. Establish Time Keeper. (5 Min.)

**Box Legend Attendance:** *X* Present; *Ab* Absent; *Exc* Excused Absence; *AL* Present-Arrived Late.

KPFA - Berkeley., CA.	KPFK – L.A., CA.:	KPFT – Houston, TX.:	WBAI - N.Y., N.Y.:
Brian Edwards-Tickert	Lydia Brazon	Teresa Allen	Carolyn Birden
Tracy Rosenberg	John Cromshow	Jessica Apolinar	Janet Coleman
Dan Siegel	Brenda Medina	Nancy Hentschel	Cerene Roberts
Margy Wilkinson	Summer Reese	Richard Uzzell	Manijeh Saba

WPFW – Wash. D.C.:	AFFILIATES:	Staff & Counsel:
Benito Diaz	Heather Gray	Andy Gold, Int. Gen. Counsel
Luzette King	Janis Lane-Ewart	
Tony Norman		
Katea Stitt		

B. Agenda Approval. (10 Min.)

C. Approval of Minutes. PNB Open Session Minutes for March 14, 2013 (5 Min.)

**II. Committee Organization.**

A. Motion re: Search Committee. By Medina. Move to Dissolve the ED/CFO Search Committee. (10 min.)

**III. Motions from Committees & Task Force.**

**A. Programming Committee.**

1. Arbitron. Move that 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.

(10 Min.)

**B. Financial Reform Audit Taskforce (FRAT).**

1. Unbudgeted Obligations. Move that 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. (10 Min.)

2. Unbudgeted Obligation – Management. Move that 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. (10 min.)

**PACIFICA FOUNDATION BOARD**

**Agenda, Regular Open Telephone Meeting, March 28, 2013**

**B. Financial Reform Audit Taskforce (FRAT). (Continued)**

Revised  
volunteers.  
Min.)

3. Staff Handbook Revisions (pending legal/HR approval). Move that the PNB adopt the Staff Handbooks to replace the 1996 Staff Handbook and provide a Volunteer Handbook. The Handbooks shall replace all previous versions and are to be distributed to all staff and volunteers. (10 Min.)

**C. Technology Task Force.**

1. Technology Documentation Policy. Move 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/Operations 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/Operations Manager is expected to assign staff as needed to complete these surveys but the General/Operations Manager remains responsible for the accuracy and

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. (15

Min.)

#### **D. Development Task Force.**

1. Goal Busters. Move that the National Pacifica Foundation will authorize Goal Busters to implement Phase 1 of its "Proposal for Development Services". Goal Busters will begin Phase 1 in the Fall of 2012. (10 min.)

2. Have Development and Strategic Planning Discussion at PNB Meetings. Move that strategic planning, development and publicity discussion be conducted at In-Person PNB Meetings.

(10 min.)

#### **E. Finance Committee.**

1. Monitoring of Public Events (also see appendix at end of agenda). Move that in order to promote transparency and improve monitoring of station activities, the following protocol will be followed for all events conducted by stations; whether done independently or in coordination with another entity:

**PACIFICA FOUNDATION BOARD**

## **Agenda, Regular Open Telephone Meeting, March 28, 2013**

1. Monitoring of Public Events (also see appendix at end of agenda). (Continued)

### **Protocol to Monitor Public Events.**

1. A pre-event checklist shall be completed and presented to the LSB and National Management at least two weeks prior to the event and prior to any contractual commitment being made by the station. The checklist will include a description of the event, a budget, a list and description of the principals involved and intended ownership of any copyrighted material that may be produced.
2. A post-event checklist shall be completed and presented to the LSB Treasurer and Chair and National Management no later than 30 business days after the event ends. This checklist shall include a reconciliation of funds received or disbursed, all items sold, gifted or lost, and tickets sold or gifted.
3. Nothing in this protocol requires LSB or National Management approval for events. The LSB at the station and the National Management are expected to monitor event activity and exercise their authority to guarantee fiscal prudence.
4. This protocol applies to any events requiring expenditure or obligation of \$2,500 or more, and/or requiring at least 40 hours or more of Paid Staff time, threshold amount and hours subject to adjustment by National Management. This protocol will also apply to a series of events scheduled over a period of time.
5. The accuracy and timeliness of the checklists are the responsibility of the General Manager of the station who is also responsible for the ongoing success or failure of events held under the auspices of the station.

6. The attached checklists may be amended from time to time by the National Management.

*(See appendix for the checklists)*

(15 min.)

**F. Elections Committee.**

1. Revision 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,

**PACIFICA FOUNDATION BOARD**

4 of 7

Page

**Agenda, Regular Open Telephone Meeting, March 28, 2013**

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. (10 min.)

2. Procedures for Processing Complaints about Alleged Violations of Fair Campaign Provisions.

Move that in order to ensure fair, timely and properly publicized decisions on complaints alleging violations of the Fair Campaign Provisions; that the National Election Supervisor establishes and publicize the following process:

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. (15 min.)

### 3. Adequate Time for On-Air Candidate Forums.

Whereas Article 4, Section 6 of the Pacifica bylaws states, in part: "All candidates for election as a Listener-Sponsor Delegate shall be given equal opportunity for equal air time, which air time shall include time for a statement by the candidate and

a question and answer period with call-in listeners." and

Whereas, the PNB's 2009 LSB Election Policy set a standard for on-air LSB candidate forums to be one hour in length for each 5 candidates, and

Whereas, many LSB candidate forums before and since have followed a similar formula, and

Whereas, in at least one signal area (WBAI), the recently announced forums will require 10 candidates to share one hour, and

PACIFICA FOUNDATION BOARD

5 of 7

Page

**Agenda, Regular Open Telephone Meeting, March 28, 2013**

3. Adequate Time for On-Air Candidate Forums. (Continued)

Whereas it is critical that all candidates have adequate time to explain their positions and that listener-members have adequate time to pose questions via phone and hear answers from all the candidates then on the air,

Resolved, that the PNB Elections Committee strongly urges the managers at the 5 stations to ensure that in all signal areas, on-air listener candidate debates allocate at least one hour for each five candidates. In addition, the Committee recommends that archives of on-air forums be posted on each station's website in a visible location.  
(15 min.)

4. Term Limits and Election Results

Whereas the National Election Supervisor adopted a policy in the 2012 WPFW elections to award only a one-year Delegate seat to anyone whose term-limited tenure would preclude them from serving a full three-year term, regardless of whether their vote total would have otherwise led to them to obtain a three-year term, and

Whereas in the 2007 election, the National Election Supervisor ruled that any candidates who would be term-limited before the end of another three-year term could nonetheless run for said term, provided that they resigned when they reached their six-year mark, and

Whereas the Pacifica Bylaws provide no authority for the National Election Supervisor or the Executive Director to treat any candidates in a disparate manner that awards one candidate a shorter term than another who won fewer votes,

Resolved, that the Pacifica National Board Elections Committee strongly urges the National Election Supervisor to change the policy for the 2012 WPFW elections so as to uphold the cornerstone standard that candidates are awarded three-year or shorter terms based solely on their relative ranking in the final vote count, and

Further, that the Committee recommends that the Pacifica National Board adopt a policy for future elections that in any Delegate election in which more than the customary half of seats in either the Listener Member or Staff Member category are vacant, three-year-terms shall be awarded to the highest vote-getters up to the number of seats usually available in that year's election, and one- or two-year-terms dependent on the election year cycle to the next highest vote-getters for the remaining available seats. This shall include any candidate who would become term-limited during the upcoming one-, two- or three-year term, although said person shall be required to resign as a Delegate as soon as they have completed six consecutive years of Delegate service.

(15 min.)

5. Counting of Blank Ballots.

Move that the Pacifica National Board adopt a policy that, in keeping with longstanding practice,  
in all elections held in Pacifica, blank ballots shall be counted toward quorum.  
(10 min.)

PACIFICA FOUNDATION BOARD

6 of 7

Page

**Agenda, Regular Open Telephone Meeting, March 28, 2013**

**III. Motions from Committees & Task Force. (Continued)**

**G. Audit Committee.**

1. Provide Audit Reports and Management Letters. Move 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.  
(10 min.)

**IV. Other Motions**

**A. Requesting Legal Counsel.** Motion from Aaron (currently sponsored by Rosenberg).

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.  
(10 min.)

**B. Notice to Rescind Motion on Members Not in Good Standing as Delegate Candidates.**  
Motion from Brazon.

Whereas the Pacifica Foundation should be able to protect itself from individuals who have a documented record of harmful or malicious behavior toward the Foundation or any of its members,  
Be it resolved that:

The following categories of people are not members in good standing of the Pacifica Foundation as defined in Article 4, Section 2A and Article 3 Section 8A of the Pacifica Foundation Bylaws:

1. Individuals whose actions have been declared by a court of law to be breaches of fiduciary duty, or breaches of the duty of loyalty or the duty of care.
2. Individuals who have been separated involuntarily from foundation employment for cause
3. Individuals who have been banned from station premises due to threatening behavior or creating an unsafe environment for others

**PACIFICA FOUNDATION BOARD**

7 of 7

Page

**Agenda, Regular Open Telephone Meeting, March 28, 2013**

**B. Notice to rescind ... (Continued)**

These definitions of restrictions shall be publicized on the Pacifica web site. The Foundation shall make an effort annually to inform the membership of these defined restrictions on good standing through a combination of email, broadcasts and mailings.

Any member of the foundation may identify another member whose actions have caused the loss of good standing by giving notice to the National Elections Supervisor. Any individual whose good standing is questioned per these restrictions shall be provided with full due process rights to be notified of the decision and to appeal it. The initial determination shall be made by the National Election Supervisor overseeing the foundation's election process.

If a determination is made that a member is not in good standing, the individual in question must be notified 15 days prior to the determination taking effect. Notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown in the foundation's records. The right to request a hearing and procedure for requesting it shall be included in the notice.

The Pacifica National Board will provide an evidentiary appeal hearing upon request being made before the determination takes effect. The current sitting board officers (defined in the Pacifica Foundation Bylaws as the board chair, vice-chair, secretary and the CFO) will appoint a 3-member panel to hear the appeal. The board officers may schedule an appeal by whatever method of communication seems reasonable, including

a telephone or video conference. If the panel upholds the initial determination, that decision may be appealed to an arbitrator provided the individual pursuing the appeal waives their right to pursue legal remedies in court. Pacifica is under no obligation to provide an arbitrator for a 2nd appeal if a waiver of legal remedies is not signed. In the event an appeal is successful, good standing status for said individual will be reinstated.

This policy does not apply prior to the adoption date of this policy, unless an individual commits a new act that brings them under the provisions.  
(10 min.)

**V. Adjourn to Executive Session.  
(ET)**

*Time Certain:* **10:25 pm**

### **Pre-Event Checklist and Post-Event Checklist forms follow.**

#### **Pre-Event Checklist** (part of Monitoring of Public Events motion)

Please fill out the following items and attach sheets as necessary. This checklist must be presented to the LSB Treasurer and Chair and the National Management at least two weeks prior to the date of the event and prior to any contracts or commitments being made.

Title of the event:			
Main Talent:			
Nature of Event:			
Date(s) & Time(s):			
Venue(s):			
Person in charge of Event:			
Station person liaison / in charge			
Anticipated Total Net Income:			
Full cost exposure:			
Anticipated attendance:			
Backup if talent doesn't show:			
Please attach a full budget including all expenses, Paid			
Staff hours required, insurance costs, and all items sold, gifted or lost.			
Please attach any contracts regarding sharing of receipts and/or expenses, commissions or stipends, and ownership of copyrighted material created.			

Who filled out this form?

Print: \_\_\_\_\_ Sign: \_\_\_\_\_ Date: \_\_\_\_\_

**Post-Event Checklist** (part of Monitoring of Public Events motion)

Please fill out the following items and attach sheets as necessary. This checklist must be presented to the LSB Treasurer and Chair and the National Management no later than 30 business days after the final date of the event.

Title of the event:		
Main Talent:		
Nature of Event:		
Date(s) & Time(s):		
Venue(s):		
Person in charge of Event:		
Station person liaison / in charge		
Total Net Income:		
Actual amount banked by today:		
Any outstanding payables or obligations:		
Attendance (total/talent/paid/comped)		
Hours of copyrighted material recorded with some or all rights available to the station:		
Number of new member or renewal signups.		
Please attach a reconciliation of all income and expenses, Paid Staff hours required, insurance costs, all items sold, gifted or lost, in comparison with the budget including all expenses,		
Please attach all signed contracts regarding sharing of receipts and/or expenses, commissions or stipends, and ownership of copyrighted material created.		

Who filled out this form?

Print: \_\_\_\_\_ Sign: \_\_\_\_\_ Date: \_\_\_\_\_