

**Special Open Telephone Meeting**

**September 26, 2013**

At Various Locations

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

**AGENDA**

**I. Call to Order/Opening Business. 8:30 pm (ET) Adjourn Time Certain. 10:30 (ET)**

**A. Roll Call / Establish Quorum. Establish Time Keeper.**

**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 Cromshov	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	— Raul Salvador, Pacifica CFO
Luzette King	Janis Lane-Ewart	
Tony Norman		
Katea Stitt		

**B. Agenda Approval.**

**C. Minutes Approval.** Open Minutes to be considered: Aug. 22, 2013 & Sept. 12, 2013. (10 min.)

**II. Management Reports.**

**A. IED Report.** (15 min.)

**B. CFO Report. Audit.** (15 min.)

**III. Unfinished Business.**

**A. Presentation of a Report by members of the WBAI LSB and Staff.** This plan has been produced in response to PNB motion of May 9, 2013; and it outlines actions proposed to be taken to aid in the survival of WBAI for the next two to three years. [Added 8-22-13] (10 min.)

**B. Motion Re: Rescinding Results of the Motion to Dissolve FRAT.** (10 min.)

Uzzell moves to Rescind the March 28, 2013 vote on a Motion to dissolve FRAT and, if rescinded, to hear another motion to Dissolve the FRAT. [Added 8-22-13]

**IV. New Business.**

**A. Approve FY '13-'14 Budgets.** Consideration of: KPFK, KPFA, WBAI *[Added 9-26-13]* Each (10min.)

**B. Motion by Saba re: Establishing Bequest/ Donor Policy Work Group.** (10 min.)

**Whereas**, Pacifica having surpassed 60 years of existence, and  
**Whereas**, it's long-time listeners and supporters are at an age where they could consider to bequest/donate part or all of their assets to Pacifica and/or its member stations,  
**Be it resolved**, that PNB establishes a working group to draft a well-defined policy and procedure to identify and approach donors and ensure that all bequests are managed and earmarked in accordance with the wishes of donors and in compliance with the laws and mission of Pacifica Foundation. *[Added 9-26-13]*

**PACIFICA FOUNDATION RADIO BOARD**

*Page*

*2 of 8*

**Agenda, Special Open Telephone Meeting, September 26, 2013**

**C. Motion by Diaz re: Copy of GM Contract to LSB** (10 min.)

**Whereas**, the WPFW-LSB is currently in the process of preparing a performance evaluation of its GM;  
**Whereas**, the WPFW-LSB considers, amongst several factors, the terms of employment of the particular employee to be evaluated as a part of that evaluation process;  
**Whereas**, the WPFW-LSB has not, throughout the current general manager's three year tenure, been able to secure a copy of his employment contract;  
**Be It Resolved**, that the PNB directs the iED to provide the chair of the WPFW-LSB with a copy of such contract for use by the LSB's MASC (Management Assessment And Search Committee) particularly, and the LSB generally, by close of business on Thursday, 9/19/13. *[Added 9-26-13]*

**D. Motion by Hentschel re: Task Force to Restructure Pacifica** (10 min.)

Hentschel moves that the PNB authorize and establish a Task Force to explore restructuring Pacifica in a manner that will strengthen Pacifica and offer real support and independence (responsibility) to each station. *[Added 9-26-13]*

**V. Committee Reports.**

**A. Elections Committee.** (3 Motions) Each: (10 min.)

1. **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.

2. The Elections Committee is requesting an update from the I.E.D. on the status of the reports by Local Election Supervisors on the conduct of the 2012 elections. We have only seen the reports by the WBAI and WPFW supervisors, which were forwarded to us by the National Election Supervisor. Have the remaining three been received? If not, were the final paychecks withheld from those LES's as specified in their contracts?

3. The EC requests a status update from the PNB regarding implementation by management of the motions sent to the PNB by the EC and passed by the PNB at its July 11 meeting (regarding directing the iED to have the GMs do mailings and clean up the membership lists, directing the iED to post the opening for the NES forthwith and mandating that the 2013 elections for LSB go forward in some form). The EC also requests a status update on research carried out by directors on e-voting providers, which the PNB set as due back by May 9. If further work is needed to implement the e-voting, such as drafting an RFP, the EC and its working group are available. *[Added 8-22-13]*

## PACIFICA FOUNDATION RADIO BOARD

3 of 8

Page

### Agenda, Special Open Telephone Meeting, September 26, 2013

#### V. Committee Reports. (Continued)

B. Coordinating Committee. (1 Motion) Each (10 min.)

1. *Whereas*, the Pacifica National Board (PNB) and its committees and taskforces work primarily or exclusively via teleconference calls that each month last dozens of hours,

*Be it hereby resolved*, that the Chief Financial Officer shall have his staff compare the cost and services of various providers and include in the report that is to be provided to the PNB within 60 days, the comparative cost of using a toll number versus a toll-free number and whether parties using toll number and parties using toll-free number can be on the same call. *[Added 6-27-13]*

2. Motion that the PNB closely observe the 12:00 am (Mid-night) (ET) Limit to PNB Mtgs. *[8-22-13]*
  
3. Motion that these four guidelines be adopted for the Nov. 8-11 Houston In-Person Meeting.
  - All Air Reservations shall be made by October 4<sup>th</sup>.
  - Houston Hobby shall be primary arrival and departure Airport for all tickets.
  - PNB Directors will share a room and book Pacifica double occupancy rooms.
  - If someone wishes a single room, Pacifica will only cover ½ of the cost of a regular Pacifica double occupancy room. *[Added 9-26-13]*

**C. Governance Committee.** (7 Motions) Each (10 min.)

1. The governance committee recommends to the PNB that the 2013 election go forward with no later than the 60 day delay allowed by the CA Corporations Code.
  
2. Move that the PNB shall request the iED to provide, as soon as possible, a detailed cost accounting of the 2012 Pacifica LSB-elections to the PNB, to the Governance and Elections committees, and to the five LSBs.
  
3. Move that the date for submission of bylaws amendments for this year shall be Aug 16. The timeline after that shall be in accordance with the bylaws as amended in 2012. *[Added 6-27-13]*
  
4. Move that the following shall be the 2013 Timeline for Bylaws Amendment Action.
  - All properly proposed Bylaw amendments shall be held until OCTOBER 2, 2013 which is 45 days before the earliest of the voting dates, NOVEMBER 16, 2013 of the Board and of the Delegates.
  - On the Notice date, OCTOBER 2, 2013, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 45 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.

**V. Committee Reports. C. Governance Committee. 4. (Continued)**

- In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below:
  - (i) Except as provided in Section 1(B) (3) below, the proposed amendment(s) must be approved by the majority of all Directors on the Board and by the majority vote of all the Delegates of at least three of the Foundation radio stations.. The Delegates shall vote on the proposed amendment(s) within the 60 day period beginning with the voting date of the PNB; or
  - (ii) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above.
- If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B) (3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below. Voting shall be completed by December 31 of the year in which the amendments are proposed. *[Added 8-22-13]*

5. Move to establish the following Timeline for the 2013 Pacifica Delegates Election:

Request that the PNB meet to approve and announce the 2 month postponement in open session immediately. [From: <http://kewg.org/bylaws/art4sec5.html>, with new dates] Article Four, Delegates, Section 5: Election Time Frame.

- In a Delegate election year, the nominations period for seats being vacated shall open on June 1 [September 1] and remain open for thirty (30) days, closing on June 30 [September 30]. The national and local election supervisors shall thereafter prepare the written ballots for each radio station, listing all of the candidates and setting forth all other information required by these Bylaws. Ballots shall be mailed, or otherwise made available, to the Members on August 15 [November 15] (or the following day if August 15 [November 15] is a mail holiday). To be counted a ballot must be received on or before September 30 [December 30] (the "Election Close Date").
- All ballots shall be held sealed until the Election Close Date. If the required quorum of ballots is not received by the Elections Close Date, then the Elections Close Date shall be extended by up to four additional weeks until closed by the National Election Supervisor. The national and local elections supervisors shall have up to 15 days after the Election Close Date to count the ballots and to certify the results to the LSBs, the Board, and the Members, which results must be reported by October 15 [January 15, 2014] or, if the

Election Close Date was extended, by 15 days after the extended Election Close Date, and shall be posted on the Foundation's and the radio stations' websites. If no quorum of ballots is obtained by the extended date, then those Delegates whose terms would have expired upon the election of new Delegates shall remain in office until the next regularly scheduled Delegate election.

**PACIFICA FOUNDATION RADIO BOARD**

Page 5 of 8

**Agenda, Special Open Telephone Meeting, September 26, 2013**

**V. Committee Reports. C. Governance Committee. (Continued)**

6. Move that the salaries of all Pacifica employees and all payments to consultants shall be disclosed to each LSB prior to the beginning of the budget process. The GM and/or the Treasurer of each LSB shall forward this information prior to May 1st. *[Added 8-22-13]*

7. Move that the Governance Committee wishes to inform the PNB that the motion it passed directing the IED to set up Program Councils at each station has not been acted on. *[Added 8-22-13]*

**D. Affiliate Task Force.** Each (10 min.)

1. Motion that Ursula Ruedenberg be invited to the PNB to speak about the Affiliate Program and the impact due to the potential loss of Al Jazeera English and FSRN. *[Added 9-26-13]*

2. Motion for verification that the PNB's priority and intention is to fund FSRN and solidify the Pacifica Foundation's commitment to continue the FSRN program. *[Added 9-26-13]*

**VI. Motions Carried Over from 2012.**

**A. Elections Committee.**

1. Revision of Election Timeline.  
(10 min.)

**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.

2. Procedures for Processing Complaints about Alleged Violations of Fair Campaign Provisions. (10

min.)

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:

- a. The LES or NES should acknowledge all complaints by email within 48 hours, whenever feasible.
- b. 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.

PACIFICA FOUNDATION RADIO BOARD

Page

6 of 8

**Agenda, Special Open Telephone Meeting, September 26, 2013**

VI. **Motions Carried Over from 2012. A. Elections Committee. 2. (Cont.)**

- c. 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.
- d. All decisions on complaints found to be valid should be rendered as quickly as reasonably possible, however no later than ten days after receipt.
- e. 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 stations elections.

3. Adequate Time for On-Air Candidate Forums. (10 min.)

**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 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

**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.

4. Term Limits and Election Results  
(10 min.)

**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,

PACIFICA FOUNDATION RADIO BOARD

Page

7 of 8

**Agenda, Special Open Telephone Meeting, September 26, 2013**

VI. Motions Carried Over from 2012. A. Elections Committee. 4. Term Limits... (Cont.)

**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.

5. Counting of Blank Ballots.  
(10 min.)

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.

**B. Audit Committee.**

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

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 corresponds to each of them.

**C. Other Motions.**

1. Requesting Legal Counsel. Motion from Aaron (currently sponsored by Rosenberg). (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; 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.

2. Notice to Rescind Motion on Members Not in Good Standing as Delegate Candidates.  
By Brazon.  
(Motion to be reconsidered listed below)  
(10 min.)

*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:

PACIFICA FOUNDATION RADIO BOARD

Page

8 of 8

**Agenda, Special Open Telephone Meeting, September 26, 2013**

**VI. C. Other Motions. 2. Notice to Rescind Motion (Continued)**

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

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.

**VI. Setting the Next Meeting.**

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

**10:30 pm**