

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
MINUTES - Open Session
Thursday, June 19, 2014, 8:30pm ET

I. A. Call to Order

Chair Margy Wilkinson called the meeting to order at 8:40pm. Roll was called and quorum established by Secretary Cerene Roberts.

Timekeeper: George Reiter

KPFA: Jose Luis Fuentes-Roman, Janet Kobren, Margy Wilkinson

KPFK: Lydia Brazon, Kim Kaufman, Lawrence Reyes

KPFT: Adriana Casenave (late), Hank Lamb (late), George Reiter, Richard Uzzell

WBAI: Carolyn Birden, Janet Coleman, Cerene Roberts, Manijeh Saba (late)

WPFW: Jim Brown, Benito Diaz, Luzette King, Tony Norman

Staff: Raul Salvador, CFO

Excused absences: Brian Edwards-Tiekert (KPFA); Manijeh Saba (WBAI) who later arrived; Janis Lane-Ewart, Heather Gray (Affil.)

Absent: Rodrigo Argueta (KPFK)

B. Agenda Approval

Draft: http://kpftx.org/archives/pnb/pnb140619/pnb140619_3268_agenda.pdf

Motion, by Norman, to approve agenda.

Amendment, by Brazon, to place the rescinding of the agenda-setting time limit of 20 minutes to be replaced by 30 minutes, after Management Reports (becoming IV. A) Approved with one objection (no vote).

Motion, by Diaz, to move Item VI.A (LSB Search Process) to Item IV.B, after agenda-setting time limit item.

Motion, by Birden, to table this proposal *failed* 6Yes 7No 3Abstentions, 1 Present-not-voting:
Y - Kobren; Kaufman; Uzzell; Birden, Coleman; King
N - Fuentes-Roman; Brazon, Reyes; Casenave; Roberts; Brown, Diaz
Abs. - Lamb, Reiter; Norman
PNV - Wilkinson

Motion (Diaz) to move item *passed* 8Yes 7No, 1Abstention, 1 present-not-voting:
Y - Fuentes-Roman; Brazon; Casenave, Reiter; Roberts; Brown, Diaz, Norman
N - Kobren; Kaufman, Reyes; Uzzell; Birden, Coleman; King
Abs. - Lamb
PNV - Wilkinson

Motion, by Brown, to approve agenda as amended, *passed*, 11Yes 5Abstentions, 1 present-not-voting:
Y - Fuentes-Roman; Brazon, Reyes; Casenave, Lamb, Reiter; Coleman, Roberts; Brown, Diaz, Norman
Abs. - Kobren; Kaufman; Uzzell; Birden; King
PNV - Wilkinson

II. Chair's Report

Report by Chair Margy Wilkinson

III. Management Reports

CFO Report

Report by CFO Raul Salvador

Motion, by Kaufman, to extend this section by 10 minutes *passed* without objection.

IV. A. Rescission and Change of Agenda-setting Limit

Noticed motion, by Brazon, to rescind 20-minute agenda-setting rule passed on May

22, 2014 *approved* 11Yes 5No 1 Present-not-voting:

Y - Kobren; Brazon, Kaufman, Reyes; Reiter, Uzzell; Birden, Coleman, Saba; Brown, Diaz

N - Fuentes-Roman; Casenave, Lamb; Roberts; Norman

PNV - Wilkinson

Noticed motion, by Brazon, to limit debate on the agenda during telephonic meetings of the PNB to 30 minutes *approved* with more than 2/3 requirement for standing rule:

10Yes 3No 3Abstentions 1 Present-not-voting:

Y- Kobren; Brazon, Reyes; Casenave, Reiter; Coleman, Saba; Brown, Diaz, Norman

N - Kaufman, Uzzell; Birden

Abs. - Fuentes-Roman; Lamb; Roberts

PNV - Wilkinson

B. Motion on LSB Search Processes

Motion, by Diaz, that:

Whereas the PNB has previously authorized LSBs to form search committees which may be separate from their personnel committees; and to include non-LSB paid and volunteer staff, as well as listener-members, as members of these search committees;

Be it resolved that the PNB authorizes LSBs to include non-LSB paid and volunteer staff, as well as non-LSB listener-members, as members of their search committees.

Substitute motion, by Brazon, that the original search committee motion passed in March 2012 be restored to include non-LSB members of the foundation.

<http://kpftx.org/pacalendar/showfile.php?id=2110&type=minutes>

http://kpftx.org/archives/pnb/pnb120229/pnb120229_2110_agenda.pdf

Pacifica Foundation Program Director Search Process

[“No objection” applies to the 2012 PNB Personnel Cmte – PNB Sec’y 6/19/14]

Whereas Article Seven, Local Station Boards, Section 3: Specific Powers and Duties, Sec. E. of the Bylaws, reads, "To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station's General Manager shall hire the station's Program Director. The LSB may appoint a special sub-committee for this purpose" (No objection.)

Be it hereby resolved that the following steps shall be taken in sequence in order to conduct an approved search for a candidate to fill an open position. All references below to "National Office" specifically indicate the National H.R. worker, if one is in place, or if not, the E.D. (No objection.)

1. Where an LSB creates a search sub-committee, the LSB shall specify, in the motion which creates it, which of the procedures it intends to delegate. Such a sub-committee shall include a minimum of 7 and a maximum of 11 members consisting of LSB members, including paid and unpaid staff members, and may also include non-LSB listener members and non-LSB staff members. Names, email addresses, and phone numbers of all sub-committee members shall be sent to the National Office. (No objection.)

2. The PNB Personnel Committee shall provide a copy of the job description, candidate evaluation criteria, and, for non-LSB members of a created sub-committee, a confidentiality agreement to be executed by the sub-committee's 2nd meeting. (No objection.)

3. The LSB or its sub-committee shall arrange through the National Office for publication of an ad in venues reaching diverse communities per FCC and EEO guidelines and the ad shall be placed within 7 days of the request. Ad budget shall be set by the GM and LSB. In addition, an ad shall be posted at the station's premises, on its website and airwaves, and in its e-newsletter or other publications. Application period shall be 30-45 days, and applications shall be submitted to a central location in the National Office and then distributed, in their entirety, via email to the LSB or its sub-committee and the GM. (No objection.)

4. The LSB or its sub-committee shall create a timeline not to exceed six (6) months to complete its work, including meetings, rankings, interviews, and reports at each LSB meeting. The timeline shall include a meeting at which the sub-committee shall receive training from the National Office on laws and rules concerning the hiring process. The LSB or sub-committee may

or may not arrange a meeting of the qualified candidate finalists with the paid and unpaid staff. (No objection.)

5. All LSB or sub-committee meetings regarding the hiring process shall be noticed to the public, and held according to the open-meeting provisions of the Pacifica bylaws. (No objection.)

6. To assure equal treatment of all candidates, each interview round shall be conducted by the same method (e.g., phone, in-person, etc.). (No objection.)

7. The LSB or its sub-committee shall formulate a list of standard interview questions for all candidates. (No objection.)

8. The LSB or its sub-committee shall decide on its pool (3-5) and rankings of recommended candidates using Single Transferable Voting, with LSB or sub-committee members strongly encouraged to write a brief explanation of their votes. (No objection.)

9. If, as the 6-month mark of the sub-committee's existence approaches, it appears that the sub-committee will not complete its work, the LSB may reaffirm the sub-committee and extend its term or reconstitute using the same process articulated in #1 above. (No objection.)

10. In the case of the search sub-committee, it shall write a final public report explaining the process it went through in its search and recommendations, and shall also submit a confidential appendix to the LSB containing the names and rankings of its recommended pool members (3-5), along with any explanations written by sub-committee members of their votes. (No objection.)

11. If no sub-committee is created, the LSB shall prepare a public report as described above and a confidential appendix to the GM containing the names and rankings of its recommended pool members (3-5), along with any explanations written by LSB members of their votes. (No objection.)

12. If the selection is made by a sub-committee, the LSB shall in executive session discuss and vote on whether to accept the candidate pool and rankings as presented by the sub-committee, or may revisit the pool of qualified candidates, or review the process. (No objection.)

13. As per Article 7, Section 3E of the Pacifica Bylaws, the General Manager shall make the final decision regarding which individual from the

pool shall be offered the position. Said decision shall be made and reported to the LSB within a month of receipt of the LSB's recommendations. (No objection.)

Motion, by Brown, to extend by 10 minutes *approved* 12Yes 3No 1Abstention:
Y - Kobren; Brazon, Kaufman, Reyes; Casenave, Reiter, Uzzell; Coleman, Saba;
Brown, Diaz, Norman
N - Fuentes-Roman; Lamb; Birden
Abs. - Roberts

Amendment, by Roberts, that this motion shall also apply to the search for a General Manager by broadening the references to "Program Director" and "General Manager" to include "General Manager" and "Executive Director".

Motion, by Birden, to table motion *failed* 6Yes 7No 3Abstentions:
Y - Kaufman; Lamb, Uzzell; Birden, Coleman, Saba
N - Fuentes-Roman; Brazon, Reyes; Casenave; Roberts; Brown, Diaz
Abs. - Kobren; Reiter; Norman

Time elapsed.

Roberts' amendment *passed* 7Yes 6No 4Abstentions:
Y - Wilkinson; Brazon, Reyes; Casenave; Roberts; Brown, Diaz
N - Fuentes-Roman, Kobren; Kaufman; Uzzell; Birden, Coleman
Abs. - Lamb; Reiter; Saba; Norman

Brazon's substitute motion, as amended *passed* 7Yes 6No 4Abstentions:
Y - Wilkinson; Brazon, Reyes; Casenave; Roberts; Brown, Diaz
N - Kobren; Kaufman; Uzzell; Birden, Coleman, Saba
Abs. - Fuentes-Roman; Lamb; Reiter; Norman

Pacifica Foundation General Manager / Program Director Search Process

Whereas Article Seven, Local Station Boards, Section 3: Specific Powers and Duties, Sec. E. of the Bylaws, reads, "To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station's General Manager shall hire the station's Program Director. The LSB may appoint a special sub-committee for this purpose"

Be it hereby resolved that the following steps shall be taken in sequence in order to conduct an approved search for a candidate to fill an open position. All references below to "National Office" specifically indicate the National H.R. worker, if one is in place, or if not, the E.D.

1. Where an LSB creates a search sub-committee, the LSB shall specify, in the motion which creates it, which of the procedures it intends to delegate. Such a sub-committee shall include a minimum of 7 and a maximum of 11 members consisting of LSB members, including paid and unpaid staff members, and may also include non-LSB listener members and non-LSB staff members. Names, email addresses, and phone numbers of all sub-committee members shall be sent to the National Office.

2. The PNB Personnel Committee shall provide a copy of the job description, candidate evaluation criteria, and, for non-LSB members of a created sub-committee, a confidentiality agreement to be executed by the sub-committee's 2nd meeting.

3. The LSB or its sub-committee shall arrange through the National Office for publication of an ad in venues reaching diverse communities per FCC and EEO guidelines and the ad shall be placed within 7 days of the request. Ad budget shall be set by the GM and LSB. In addition, an ad shall be posted at the station's premises, on its website and airwaves, and in its e-newsletter or other publications. Application period shall be 30-45 days, and applications shall be submitted to a central location in the National Office and then distributed, in their entirety, via email to the LSB or its sub-committee and the GM.

4. The LSB or its sub-committee shall create a timeline not to exceed six (6) months to complete its work, including meetings, rankings, interviews, and reports at each LSB meeting. The timeline shall include a meeting at which the sub-committee shall receive training from the National Office on laws and rules concerning the hiring process. The LSB or sub-committee may

or may not arrange a meeting of the qualified candidate finalists with the paid and unpaid staff.

5. All LSB or sub-committee meetings regarding the hiring process shall be noticed to the public, and held according to the open-meeting provisions of the Pacifica bylaws.

6. To assure equal treatment of all candidates, each interview round shall be conducted by the same method (e.g., phone, in-person, etc.).

7. The LSB or its sub-committee shall formulate a list of standard interview questions for all candidates.

8. The LSB or its sub-committee shall decide on its pool (3-5) and rankings of recommended candidates using Single Transferable Voting, with LSB or sub-committee members strongly encouraged to write a brief explanation of their votes.

9. If, as the 6-month mark of the sub-committee's existence approaches, it appears that the sub-committee will not complete its work, the LSB may reaffirm the sub-committee and extend its term or reconstitute using the same process articulated in #1 above.

10. In the case of the search sub-committee, it shall write a final public report explaining the process it went through in its search and recommendations, and shall also submit a confidential appendix to the LSB containing the names and rankings of its recommended pool members (3-5), along with any explanations written by sub-committee members of their votes.

11. If no sub-committee is created, the LSB shall prepare a public report as described above and a confidential appendix to the GM containing the names and rankings of its recommended pool members (3-5), along with any explanations written by LSB members of their votes.

12. If the selection is made by a sub-committee, the LSB shall in executive session discuss and vote on whether to accept the candidate pool and rankings as presented by the sub-committee, or may revisit the pool of qualified candidates, or review the process.

13. As per Article 7, Section 3E of the Pacifica Bylaws, the General Manager shall make the final decision regarding which individual from the

pool shall be offered the position. Said decision shall be made and reported to the LSB within a month of receipt of the LSB's recommendations.

And that this motion shall also apply to the search for a General Manager by broadening the references to "Program Director" and "General Manager" to include "General Manager" and "Executive Director".

Brazons's motion as amended *passed* as main motion 7Yes 6No 4Abstentions:
Y - Wilkinson; Brazon, Reyes; Casenave; Roberts; Brown, Diaz
N - Kobren; Kaufman; Uzzell; Birden, Coleman, Saba
Abs. - Fuentes-Roman; Lamb; Reiter; Norman

Adjournment

Time expired; meeting adjourned to executive session.

Minutes approved on May 21, 2015.