

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
DRAFT AGENDA - Open Session
Thursday, October 2, 2014 8:30PM

I. A. Call to Order

Roll Call / Establish Quorum. Excused absences. Identify Time Keeper

KPFA: Brian Edwards-Tiekert, Jose Luis Fuentes-Roman, Janet Kobren, Margy Wilkinson
KPFK: Rodrigo Argueta, Lydia Brazon, Kim Kaufman, Lawrence Reyes
KPFT: Adriana Casenave, Hank Lamb, George Reiter, Richard Uzzell
WBAI: Carolyn Birden, Janet Coleman, Cerene Roberts, Manijeh Saba
WPFW: Jim Brown, Benito Diaz, Luzette King, Tony Norman
Affiliates: Heather Gray, Janis Lane-Ewart
Staff: Raul Salvador, CFO

B. Agenda Approval (30 min.)

II. Reports

A. Chair/IED (15 min.)

B. CFO Report (15 min.)

III. 2013 & 2014 MOTIONS FROM PNB COMMITTEES

A. SCA (SIDEBAND) MOTION *from the WBAI LSB* (10 min.)

Be it hereby resolved, that the WBAI Local Station Board recommends to the Pacifica National Board (PNB) that it approve a policy that ninety-nine percent (99%) of SCA* rental fees due as of October 1, 2013 for use of any station's sidebands shall be credited, retroactively if necessary, to that station's current Central Services accounts and one percent (1%) to the National Office with copies of all existing contracts being submitted to the respective General Manager and Local Station Board (LSB), and to the PNB within 21 days of its passage of this motion, and

That an accounting of all SCA related income and expenses, since January 2009, including billing and payment of legal and collection fees, and maintenance and upgrade costs, and any other expense, be submitted to the respective General Manager and LSB, and to the PNB within 45 days of its passage of this motion, and further

That pending and future contracts are to be signed by both national and local management with adequate and reasonable submission to the respective LSB and to the PNB for advance review and feedback. [Added 10-24-13]

B. Elections Committee
min.)

(3 Motions, each 10

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]

C. Coordinating Committee (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]

D. Governance Committee (5 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 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.

4. 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]

5. 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]

E. Affiliate Task Force (3 Motions, 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]

3) "That in support of the Affiliate Coordinator, the Affiliate Taskforce asks that the Pacifica Foundation immediately reimburse the Affiliate Coordinator for expense receipts submitted for work regarding the Affiliate Program." [Added 10-02-14]

F. Finance Committee (2 Motions, each 10 min.)

1. Motion that the PNB direct that all station General Managers shall report to the NFC quarterly about the performance of their station's current Budget, and if the Budget becomes unbalanced into the 'red' that the general Manager shall propose immediate changes that will bring the Budget back into balance. [Added 1-23-14]

2. Motion that there be a notation on the Errors and Omissions insurance policy that if the insurance has lapsed for non-payment of premiums that the insurance company must notice the five Directors on the NFC about it. [Added 1-23-14]

IV. 2012 MOTIONS FROM COMMITTEES

A. Elections Committee min.)

(5 Motions, each 10

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,

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.

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.

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.

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

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 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.

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.

B. Audit Committee

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.

V. Adjournment.