

**PACIFICA FOUNDATION RADIO**  
**PACIFICA NATIONAL BOARD SPECIAL MEETING**  
**From Various Locations via Telephone Conference**  
**APPROVED MINUTES - Open Session**  
**Thursday, February 26, 2015 - 8:30PM ET**

**I. Call to Order**

Chair Wilkinson calls the meeting to order at 8:45PM ET and since she is also serving as iED, she turns the chair over to Vice Chair Brazon

**A. Roll call and establishment of quorum**

<u>P</u> Teresa Allen, KPFT	<u>P</u> Kim Kaufman, KPFK
<u>PL</u> Rodrigo Argueta, KPFK	<u>P</u> Janet Kobren, KPFA
<u>PL-EA</u> Carolyn Birden, WBAI	<u>EA</u> Janis Lane-Ewart, KFAI Affiliate
<u>P</u> Lydia Brazon, KPFK	<u>P</u> Robert Mark, KPFT
<u>EA</u> Jim Brown, WPFW	<u>P</u> Brenda Medina, KPFK
<u>P</u> Stephen Brown, WBAI	<u>P</u> Tony Norman, WPFW
<u>P</u> Adriana Casenave, KPFT	<u>P</u> Robert Rabin (Siegal), WVQR Affiliate
<u>P</u> Janet Coleman, WBAI	<u>P</u> George Reiter, KPFT
<u>P</u> Benito Diaz, WPFW	<u>PL</u> Cerene Roberts, WBAI
<u>P</u> Brian Edwards-Tiekert, KPFA	<u>P</u> Pete Tucker, WPFW
<u>PL</u> Jose Luis Fuentes, KPFA	<u>P</u> Margy Wilkinson, KPFA
<u>P</u> Margy Wilkinson, iED	<u>P</u> Raul Salvador, CFO
___ Other guest:	

Legend: P = Present, A = Absent, E = Excused absence

Quorum is 12. At roll call, quorum established by 16 directors present (see P's above).

**B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items**

Medina volunteers to be agenda items timekeeper

Reiter volunteers to be speakers (90 seconds) timekeeper

C. Excused absences

Wilkinson moves to excuse Birden, JBrown and Lane-Ewart

**Vote to excuse Birden, JBrown and Lane-Ewart (HNO)**

Note: Birden eventually arrives late and then leaves the call

D. Agenda Approval (30 min.)

Wilkinson moves to approve the agenda

Allen moves to amend to increase time for CFO Report to 30 minutes

**Vote on motion increase time for CFO Report to 30 minutes (HNO)**

**Vote to approve the agenda as amended (HNO)**

E. Minutes Approval (15 min.)

No draft minutes available to approve

II. **Set regular meeting dates for 2015** (15 min.)

Wilkinson moves that we regularly schedule PNB meetings on the 1st Thursday of each month and at the end of that meeting we determine whether we need a continuations meeting later in the month.

Kobren moves to refer this item to the Coordinating Committee.

## **Vote on motion to refer Wilkinson's motion regarding regularly scheduled PNB meetings to the Coordinating Committee**

<u>N</u> Teresa Allen, KPFT	<u>N</u> Kim Kaufman, KPFK
<u>  </u> Rodrigo Argueta, KPFK	<u>Y</u> Janet Kobren, KPFA
<u>  </u> Carolyn Birden, WBAI	<u>  </u> Janis Lane-Ewart, KFAI Affiliate
<u>PNV</u> Lydia Brazon, KPFK	<u>Y</u> Robert Mark, KPFT
<u>  </u> Jim Brown, WPFW	<u>Y</u> Brenda Medina, KPFK
<u>N</u> Stephen Brown, WBAI	<u>Y</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u>Y</u> Robert Rabin (Siegal), WVQR Affiliate
<u>A</u> Janet Coleman, WBAI	<u>N</u> George Reiter, KPFT
<u>Y</u> Benito Diaz, WPFW	<u>  </u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>  </u> Jose Luis Fuentes, KPFA	<u>Y</u> Margy Wilkinson, KPFA

Vote count: 10Y/4N/1A/1PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

### **III. Report on Officer, Committee election results, and PNB Committee population by LSBs (5 min.)**

PNB Secretary Kobren reports on the STV and IRV elections for contested PNB officers positions and contested seats to PNB Committees as follows:

- PNB Chair: Wilkinson defeated Reiter
- PNB Vice Chair: Brazon defeated Lane-Ewart
- PNB Finance Committee seat at KPFA: Edwards-Tiekert defeated Kobren
- PNB Finance Committee seat at KPFK: Brazon defeated Kaufman
- PNB Finance Committee seat at WBAI: Roberts defeated SBrown
- Two PNB Coordinating Committee seats at KPFT: Casenave and Reiter won the two seats, defeating the third candidate Allen
- Two PNB Governing Committee seats at WBAI: Roberts and SBrown won the two seats, defeating the third candidate Birden

Kobren also reports that the PNB Committee seats populated by LSB members is incomplete

Chair requests Reiter state the ongoing practice for continuing with current committee members until they are replaced. Reiter

states that the tradition is that old members stay on a committees until it is fully populated at which point the former chair facilitates a new election for a chair and secretary with the full committee.

#### IV. iED Report

(15 min.)

The iED reads the report she had emailed to the PNB on February 25, 2015 into the record as follows:

AG Correspondence Audit: I am pleased to report that we were able to forward to the California Attorney General a great deal of what was requested -- we were able to make complete responses in most categories. We are missing minutes of some meetings and other miscellaneous documents.

FSRN: Last week in a court ordered mediation we reached a tentative agreement with FSRN to resolve the law suit they filed against Pacifica last year. The PNB will vote on approving the agreement in executive session.

ED Search: After a vote of the board, the PNB has determined to offer the position of Pacifica Executive Director to one of the applicants. A background check is currently being performed and once that is completed, we will enter into discussions with the candidate.

PDGG Suit: Today Alameda County Superior Court Judge Ioana Petrou dismissed the suit filed by the PDGG last spring. Her decision is attached [as APPENDIX C].

The iED also reports that the NES has submitted a report to the iED who will forward it to the PNB. The NES is working on a budget and on cost-saving measures.

The documents requested by the Attorney General's office for its audit of Pacifica were delivered to the AG's office on February 17, 2015 on a flashdrive, and PNB directors who want a copy of the flashdrive may request one and one will be mailed to them.

V. CFO Report

(30 min.)

CFO Salvador provides a report on the 2013 audit and requests a PNB motion to resolve login issues with the CPB.

Edwards-Tiekert moves CPB authorization resolution language as follows:

The Pacifica National Board designates its Chief Financial Officer (currently Raul Salvador) its Corporation for Public Broadcasting Administrator.

The Pacifica National Board designates its Executive Director (currently Margy Wilkinson) its Corporation for Public Broadcasting Head of Grantee.

**Vote on Edwards-Tiekert CPB authorization resolution motion:**

<u>Y</u> Teresa Allen, KPFT	<u>A</u> Kim Kaufman, KPFK
<u>Y</u> Rodrigo Argueta, KPFK	<u>Y</u> Janet Kobren, KPFA
<u>__</u> Carolyn Birden, WBAI	<u>__</u> Janis Lane-Ewart, KFAI Affiliate
<u>Y</u> Lydia Brazon, KPFK	<u>Y</u> Robert Mark, KPFT
<u>__</u> Jim Brown, WPFW	<u>Y</u> Brenda Medina, KPFK
<u>Y</u> Stephen Brown, WBAI	<u>Y</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u>Y</u> Robert Rabin (Siegal), WVQR Affiliate
<u>A</u> Janet Coleman, WBAI	<u>A</u> George Reiter, KPFT
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>__</u> Jose Luis Fuentes, KPFA	<u>Y</u> Margy Wilkinson, KPFA

Vote count: 15Y/0N/3A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

Note that during the discussion the CFO emails two files to the PNB: Consolidated- Preliminary Budget 2015 (NFC approved).xlsx and Income Recap 11-30-2014 (fy2015-02months).pdf, but they are not discussed because time on this agenda item runs out.

## VI. New Business

### A. Committee Reports

(1) Coordinating Committee (10 min.)

Norman reports on the February 17, 2015 Coordinating Committee meeting as listed in the agenda as follows:

- a) Approved by Coordinating Committee (with CFO input) on 2/17/15 to hold an in-person meeting:
- in Los Angeles;
  - Thursday-Monday “sandwich” (3 full-days of meetings);
  - Dates recommended to the PNB (in coordination with our LA hosts):
    - ▶ Arrive Thursday PM, May 14<sup>th</sup>, Depart Monday, May 18<sup>th</sup>
- OR
- ▶ Arrive Thursday PM, May 28<sup>th</sup>, Depart Monday, June 1<sup>st</sup>
  - Recommend polling PNB on which of the two date options

Kobren reports that the deadline for directors participating in poll is Monday before the March 2, 2015 Coordinating Committee meeting

(2) Finance Committee (15 min.)

- a) Consolidated budget
- ▶ The PNB has passed FY2015 budgets for all units of the foundation;
  - ▶ There is no motion from the NFC regarding a consolidated budget.
- b) NFC motion re: KPFT Transmitter Replacement [approved 2-24-15: 9 for, 0 against, 1 abstention] (see attached)

The National Finance Committee Recommends that the PNB:

1. Direct Pacifica management to plan a coordinated network-wide capital campaign to finance the replacement of KPFT's transmitter within three months, with the goal of increasing increasing KPFT's effective power to 100,000 watts and widening the reach of

Pacifica's network. The campaign should take an off-air first approach: that is, attempt to secure seed funds and matching grants from major donors, foundations, and direct mail campaigns prior to resorting to on-air fundraising.

The campaign should include a Texas-based campaign and a plan for the growth of audience for and community service by KPFT commensurate with its full signal strength. Any such plan for a loan secured by the KPFT property must include a plan for repayment of the loan.

2. Direct Pacifica and KPFT management to simultaneously explore the options for securing a loan against KPFT's real estate to make up any fundraising gap that would prevent the timely replacement of KPFT's transmitter.

3. Prioritize any windfall income, such as restored CPB funding, to finance the replacement of KPFT's transmitter through an inter-divisional loan.

Edwards-Tiekert moves the above motion regarding the KPFT Transmitter Replacement that was passed by the NFC on February 24, 2015.

Kaufman moves to amend Edwards-Tiekert's motion with substitute language for paragraph #2 as follows:

2. No Pacifica building currently being used to house radio stations will take out a mortgage, loan, leaseback or any other financial encumbrance. Pacifica management will investigate and report back to the PNB about selling or renting out one or both of the two buildings next to KPFA - one that is currently housing the N.O. and the other one empty. Pacifica management will find cheaper officers to relocate.

**Vote on Kaufman's amendment with substitute language for paragraph #2:**

<u>Y</u> Teresa Allen, KPFT	<u>Y</u> Kim Kaufman, KPFK
<u>N</u> Rodrigo Argueta, KPFK	<u>N</u> Janet Kobren, KPFA
<u>Y</u> Carolyn Birden, WBAI	<u> </u> Janis Lane-Ewart, KFAI Affiliate
<u>PNV</u> Lydia Brazon, KPFK	<u>Y</u> Robert Mark, KPFT
<u> </u> Jim Brown, WPFW	<u>N</u> Brenda Medina, KPFK
<u>A</u> Stephen Brown, WBAI	<u>N</u> Tony Norman, WPFW
<u>N</u> Adriana Casenave, KPF	<u> </u> Robert Rabin (Siegal), WVQR Affiliate
<u>Y</u> Janet Coleman, WBAI	<u>N</u> George Reiter, KPFT
<u>N</u> Benito Diaz, WPFW	<u>N</u> Cerene Roberts, WBAI
<u>N</u> Brian Edwards-Tiekert, KPFA	<u>N</u> Pete Tucker, WPFW
<u>N</u> Jose Luis Fuentes, KPFA	<u>N</u> Margy Wilkinson, KPFA

Vote count: 5Y/12N/1A/1PNV - Fails

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

**Vote on the NFC-passed motion for the replacement of the KPFT Transmitter Replacement:**

<u>Y</u> Teresa Allen, KPFT	<u>A</u> Kim Kaufman, KPFK
<u>Y</u> Rodrigo Argueta, KPFK	<u>Y</u> Janet Kobren, KPFA
<u>A</u> Carolyn Birden, WBAI	<u>__</u> Janis Lane-Ewart, KFAI Affiliate
<u>PNV</u> Lydia Brazon, KPFK	<u>Y</u> Robert Mark, KPFT
<u>__</u> Jim Brown, WPFW	<u>A</u> Brenda Medina, KPFK
<u>Y</u> Stephen Brown, WBAI	<u>Y</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u>__</u> Robert Rabin (Siegal), WVQR Affiliate
<u>Y</u> Janet Coleman, WBAI	<u>Y</u> George Reiter, KPFT
<u>Y</u> Benito Diaz, WPFW	<u>A</u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>Y</u> Jose Luis Fuentes, KPFA	<u>Y</u> Margy Wilkinson, KPFA

Vote count: 14Y/0N/4A/1PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

(3) Governance Committee

(10 min.)

a) Bylaws amendment process

Setting timeline for the first of two annual bylaws amendment periods (per new bylaws amendment doubling the frequency of the bylaws amendments process, approved 7/17/14)

Kobren moves to refer the Bylaws amendments timeline to the Governance Committee:

**Vote on motion to refer:**

<u>N</u> Teresa Allen, KPFT	<u>A</u> Kim Kaufman, KPFK
<u>N</u> Rodrigo Argueta, KPFK	<u>Y</u> Janet Kobren, KPFA
<u>A</u> Carolyn Birden, WBAI	<u> </u> Janis Lane-Ewart, KFAI Affiliate
<u>Y</u> Lydia Brazon, KPFK	<u>N</u> Robert Mark, KPFT
<u> </u> Jim Brown, WPFW	<u> </u> Brenda Medina, KPFK
<u>N</u> Stephen Brown, WBAI	<u>A</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u> </u> Robert Rabin (Siegal), WVQR Affiliate
<u>N</u> Janet Coleman, WBAI	<u>N</u> George Reiter, KPFT
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>A</u> Brian Edwards-Tiekert, KPFA	<u>A</u> Pete Tucker, WPFW
<u>N</u> Jose Luis Fuentes, KPFA	<u>N</u> Margy Wilkinson, KPFA

Vote count: 5Y/8N/5A/0PNV - Fails

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

Reiter moves the following Bylaws amendments timeline:

- Notice Date: March 20, 2015-All bylaws to be posted on that date.-Friday.
- End of Notice Period: May 4, 2015-Monday
- Vote by PNB-May 7 2015-Thursday
- End of voting period July 6 2015-Monday

**Vote on motion Reiter's Bylaws amendments  
timeline motion:**

<u>Y</u> Teresa Allen, KPFT	<u>A</u> Kim Kaufman, KPFK
<u>Y</u> Rodrigo Argueta, KPFK	<u>A</u> Janet Kobren, KPFA
<u>  </u> Carolyn Birden, WBAI	<u>  </u> Janis Lane-Ewart, KFAI Affiliate
<u>Y</u> Lydia Brazon, KPFK	<u>Y</u> Robert Mark, KPFT
<u>  </u> Jim Brown, WPFW	<u>  </u> Brenda Medina, KPFK
<u>  </u> Stephen Brown, WBAI	<u>Y</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u>  </u> Robert Rabin (Siegal), WVQR Affiliate
<u>A</u> Janet Coleman, WBAI	<u>Y</u> George Reiter, KPFT
<u>N</u> Benito Diaz, WPFW	<u>N</u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>Y</u> Jose Luis Fuentes, KPFA	<u>Y</u> Margy Wilkinson, KPFA

Vote count: 11Y/2N/3A/0PNV - Passes

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

Reiter moves to extend 10 minutes

**Vote on motion to extend 10 minutes:**

<u>Y</u> Teresa Allen, KPFT	<u>A</u> Kim Kaufman, KPFK
<u>Y</u> Rodrigo Argueta, KPFK	<u>A</u> Janet Kobren, KPFA
<u>N</u> Carolyn Birden, WBAI	<u>  </u> Janis Lane-Ewart, KFAI Affiliate
<u>PNV</u> Lydia Brazon, KPFK	<u>Y</u> Robert Mark, KPFT
<u>  </u> Jim Brown, WPFW	<u>  </u> Brenda Medina, KPFK
<u>Y</u> Stephen Brown, WBAI	<u>A</u> Tony Norman, WPFW
<u>Y</u> Adriana Casenave, KPF	<u>  </u> Robert Rabin (Siegal), WVQR Affiliate
<u>  </u> Janet Coleman, WBAI	<u>Y</u> George Reiter, KPFT
<u>N</u> Benito Diaz, WPFW	<u>N</u> Cerene Roberts, WBAI
<u>N</u> Brian Edwards-Tiekert, KPFA	<u>N</u> Pete Tucker, WPFW
<u>Y</u> Jose Luis Fuentes, KPFA	<u>N</u> Margy Wilkinson, KPFA

Vote count: 7Y/6N/3A/1PNV - Fails

Legend: Y = Yes, N = No, A = Abstain, PNV = Present, Not Voting

**VIII. Adjourn**

(by 11:00PM ET)

Chair adjourns the meeting at 11:00PM ET

Respectfully submitted by Janet Kobren, PNB Secretary

Minutes Approved: March 26, 2015

Witness of Approval: Janet Kobren, PNB Secretary

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## APPENDIX A: Agenda items not reached due to time constraints

### VI. New Business

#### A. Committee Reports

- (3) Governance Committee (10 min.)

b) Strategic Planning

The PNB will conduct a strategic planning session as a quasi committee of the whole. All members who have provided a written statement of their vision for Pacifica will have 5 minutes to present their ideas at the beginning of the meeting, after which the floor will be open to all members. [April 2014](Reiter)

(Postponed by 2014 PNB on 1/22/15 to 2<sup>nd</sup> meeting of 2015 PNB)

### VII. Old Business

#### **\*\* PREVIOUSLY NOTICED BUDGET- AND FINANCE-RELATED MOTIONS \*\***

- A. Governance Committee Motion (10 min.)

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]

- B. 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]

C. LSB review Budget motion (Casenave) (0 mins.)

Whereas, Pacifica's units have allowed little to no reserves in their budgets, and,  
Whereas, closely tracking the quarterly status of each unit is particularly imperative at this time,

I Move that:

Per the Pacifica bylaws, Article Seven, Section 3, Item A. that LSBs *"review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures"*, the PNB directs the LSBs to make their quarterly budget, actual income and expenditures reports to the PNB quarterly, starting with the first quarter of FY2015, the period between October 1, 2014 through December 31, 2014 , to be provided to the PNB no later than January 15, 2015 , and for quarters in FY2015 and quarterly during all fiscal years thereafter where such quarterly reports are to be provided no later than two weeks after the end of each quarter.

In order for the LSBs to comply with their duties per the bylaws, the E.D./IED shall direct the General Manager (G.M./IGM) of each station to produce and send to their LSBs an electronic file of the budget draft at least 3 days in advance of the meeting during which the LSB is scheduled to approve the budget. The E.D./IED shall also direct the G.M.s/IGMs to send an electronic file of the station's LSB-approved budget to the NFC with a CC to the respective LSB within 3 days of approval as well as an electronic file of the station's NFC-approved budget to the station's LSB within 3 days of its approval. Failure to do so shall be a key consideration in the G.M.'s/IGM's performance review by the LSB

and PNB.

The NFC shall also review the PNO and its unit's budgets quarterly as well. The CFO shall send an electronic file of the PNO's and its unit's budget drafts to the NFC with a CC to the E.D./IED within 3 days prior to being presented to the NFC for approval and an electronic file of the PNO's and its unit's NFC-approved budgets to the PNB within 3 days of its approval. Failure to do so shall be a key consideration in the CFO's performance review by the PNB. [noticed 10-27-14]

D. Hire freeze substitute motion (Brazon) (0 mins.)

Whereas, the Hiring Freeze motion passed on Oct. 2, 2014 requires clarification and specificity as subsequently pointed out by several board members,

I move that the following substitute motion serve to amend a motion previously adopted The PNB passed a hiring freeze motion on October 2, 2014 that was immediately implemented on October 3, 2014.

The hiring freeze shall remain in effect until further notice, and shall include the following provisions:

The hiring freeze shall not apply to positions where hiring processes began prior to October 3, 2014.

The hiring freeze is to apply to the five stations, the Pacifica National Office and its units and also to the retention of any independent contractors, temporary and occasional employees, or freelancers.

Any hire following the hiring freeze must be approved by either the PNB, or by the (i)ED and the CFO. In the event the (i)ED and the CFO do not agree, the matter shall be referred to the PNB. This hiring freeze is to be communicated by the (i)ED and CFO to the (i)GMs, and other employees with hiring authority such as management and also to non-managerial staff.

In addition, the following measures apply:

All hires during the hiring freeze, including those where hiring processes began prior to October 3, 2014, shall be documented with justifications, costs, durations and approvals to be provided to the PNB.

Any such positions must have been included in the budget of the current fiscal year for the particular unit.

Any raise in salary or bonuses or equivalent remuneration, other than what is specified in union contracts, must be tied to, and supported by, a performance evaluation.  
Any violation of this hiring freeze will be just cause for discipline, including termination. [noticed 10-30-14]

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**APPENDIX B:**

**PACIFICA FOUNDATION RADIO  
PACIFICA NATIONAL BOARD SPECIAL MEETING  
From Various Locations via Telephone Conference  
FINAL DRAFT AGENDA - Open Session  
Thursday, February 26, 2015 - 8:30PM EST**

**I. Call to Order**

**A. Roll call and establishment of quorum**

KPFA: Brian Edwards-Tiekert, Jose Luis Fuentes-Roman,  
Janet Kobren, Margy Wilkinson  
KPFK: Rodrigo Argueta, Lydia Brazon, Kim Kaufman, Brenda Medina  
KPFT: Teresa Allen, Adriana Casenave, Robert Mark, George Reiter  
WBAI: Carolyn Birden, Steve Brown, Janet Coleman,  
Cerene Roberts  
WPFW: Jim Brown, Benito Diaz, Tony Norman, Pete Tucker  
Affiliates: Janis Lane Ewart - KFAI, Robert Rabin - WVQR

CFO: Raul Salvador

**B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items**

**C. Excused absences**

**D. Agenda Approval (30 min.)**  
\*\* time for adjournment 11:00PM EST \*\*

**E. Minutes Approval (15 min.)**

**II. Set regular meeting dates for 2015 (15 min.)**

- III. Report on Officer, Committee election results, and PNB Committee population by LSBs (5 min.)
- IV. iED Report (15 min.)
- V. CFO Report (15 min.)
- VI. New Business

B. Committee Reports

- (4) Coordinating Committee (10 min.)

- a) Approved by Coordinating Committee (with CFO input) on 2/17/15 to hold an in-person meeting:
    - in Los Angeles;
    - Thursday-Monday “sandwich” (3 full-days of meetings);
    - Dates recommended to the PNB (in coordination with our LA hosts):
      - ▶ Arrive Thursday PM, May 14<sup>th</sup>, Depart Monday, May 18<sup>th</sup>
- OR
- ▶ Arrive Thursday PM, May 28<sup>th</sup>, Depart Monday, June 1<sup>st</sup>
  - Recommend polling PNB on which of the two date options

- (2) Finance Committee (15 min.)

- a) Consolidated budget
  - ▶ The PNB has passed FY2015 budgets for all units of the foundation;
  - ▶ There is no motion from the NFC regarding a consolidated budget.
- b) NFC motion re: KPFT Transmitter Replacement [approved 2-24-15] (see attached)

The National Finance Committee Recommends that the PNB:

1. Direct Pacifica management to plan a coordinated network-wide capital campaign to finance the replacement of KPFT's transmitter within three months, with the goal of increasing increasing KPFT's effective power to 100,000 watts and widening the reach of

Pacifica's network. The campaign should take an off-air first approach: that is, attempt to secure seed funds and matching grants from major donors, foundations, and direct mail campaigns prior to resorting to on-air fundraising.

The campaign should include a Texas-based campaign and a plan for the growth of audience for and community service by KPFT commensurate with its full signal strength. Any such plan for a loan secured by the KPFT property must include a plan for repayment of the loan.

2. Direct Pacifica and KPFT management to simultaneously explore the options for securing a loan against KPFT's real estate to make up any fundraising gap that would prevent the timely replacement of KPFT's transmitter.

3. Prioritize any windfall income, such as restored CPB funding, to finance the replacement of KPFT's transmitter through an inter-divisional loan.

(3) Governance Committee (10 min.)

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Setting timeline for the first of two annual bylaws amendment periods (per new bylaws amendment doubling the frequency of the bylaws amendments process, approved 7/17/14)

b) Strategic Planning

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(Postponed by 2014 PNB on 1/22/15 to 2<sup>nd</sup> meeting of 2015 PNB)

## VII. Old Business

**\*\* PREVIOUSLY NOTICED BUDGET- AND FINANCE-RELATED MOTIONS \*\***

A. Governance Committee Motion (10 min.)

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]

B. 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]

C. LSB review Budget motion (Casenave) (0 mins.)

Whereas, Pacifica's units have allowed little to no reserves in their budgets, and,  
Whereas, closely tracking the quarterly status of each unit is particularly imperative at this time,

I Move that:

Per the Pacifica bylaws, Article Seven, Section 3, Item A. that LSBs "*review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures*", the PNB directs the LSBs to make their quarterly budget, actual income and expenditures reports to the

PNB quarterly, starting with the first quarter of FY2015, the period between October 1, 2014 through December 31, 2014, to be provided to the PNB no later than January 15, 2015, and for quarters in FY2015 and quarterly during all fiscal years thereafter where such quarterly reports are to be provided no later than two weeks after the end of each quarter.

In order for the LSBs to comply with their duties per the bylaws, the E.D./IED shall direct the General Manager (G.M./IGM) of each station to produce and send to their LSBs an electronic file of the budget draft at least 3 days in advance of the meeting during which the LSB is scheduled to approve the budget. The E.D./IED shall also direct the G.M.s/IGMs to send an electronic file of the station's LSB-approved budget to the NFC with a CC to the respective LSB within 3 days of approval as well as an electronic file of the station's NFC-approved budget to the station's LSB within 3 days of its approval. Failure to do so shall be a key consideration in the G.M.'s/IGM's performance review by the LSB and PNB.

The NFC shall also review the PNO and its unit's budgets quarterly as well. The CFO shall send an electronic file of the PNO's and its unit's budget drafts to the NFC with a CC to the E.D./IED within 3 days prior to being presented to the NFC for approval and an electronic file of the PNO's and its unit's NFC-approved budgets to the PNB within 3 days of its approval. Failure to do so shall be a key consideration in the CFO's performance review by the PNB. [noticed 10-27-14]

D. Hire freeze substitute motion (Brazon) (0 mins.)

Whereas, the Hiring Freeze motion passed on Oct. 2, 2014 requires clarification and specificity as subsequently pointed out by several board members,

I move that the following substitute motion serve to amend a motion previously adopted The PNB passed a hiring freeze motion on October 2, 2014 that was immediately implemented on October 3, 2014.

The hiring freeze shall remain in effect until further notice, and shall include the following provisions:

The hiring freeze shall not apply to positions where hiring processes began prior to October 3, 2014.

The hiring freeze is to apply to the five stations, the Pacifica National Office and its units and also to the retention of any independent contractors, temporary and occasional employees, or freelancers.

Any hire following the hiring freeze must be approved by either the PNB, or by the (i)ED and the CFO. In the event the (i)ED and the CFO do not agree, the matter shall be referred to the PNB. This hiring freeze is to be communicated by the (i)ED and CFO to the (i)GMs, and other employees with hiring authority such as management and also to non-managerial staff.

In addition, the following measures apply:  
All hires during the hiring freeze, including those where hiring processes began prior to October 3, 2014, shall be documented with justifications, costs, durations and approvals to be provided to the PNB.  
Any such positions must have been included in the budget of the current fiscal year for the particular unit.  
Any raise in salary or bonuses or equivalent remuneration, other than what is specified in union contracts, must be tied to, and supported by, a performance evaluation.  
Any violation of this hiring freeze will be just cause for discipline, including termination. [noticed 10-30-14]

**VIII. Adjourn**

(by 11:00PM EST)

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**APPENDIX C: (see next two pages)**



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FILED  
 ALAMEDA COUNTY

FEB 25 2015

CLERK OF THE SUPERIOR COURT  
 By Pam Williams  
 Deputy

Attorneys for Defendant/Cross-Complainant  
 PACIFICA FOUNDATION RADIO

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
 COUNTY OF ALAMEDA

9 PACIFICA DIRECTORS FOR GOOD  
 10 GOVERNANCE,  
 11 Plaintiff,  
 12 vs.  
 13 PACIFICA FOUNDATION RADIO, et  
 14 al.,  
 15 Defendants.

CASE NO. HG14720131

Assigned For All Purposes to Judge Ioana Petrou,  
 Dept. 15

~~PROPOSED~~ ORDER DISMISSING THE  
 COMPLAINT OF PACIFICA DIRECTORS FOR  
 GOOD GOVERNANCE

Hearing Date: February 25, 2015  
 Hearing Time: 10:00 a.m.  
 Department: 15

16  
 17 AND RELATED CROSS-ACTION.

Reservation # R-1603745

18 Having read and considered the application, including the memorandum of points  
 19 and authorities, all admissible evidence,

20 IT IS ORDERED THAT:

- 21 1. The First Amended Complaint of Plaintiff Pacifica Directors for Good  
 22 Governance is dismissed with prejudice as to defendant Pacifica Foundation Radio.
- 23 2. Judgment of dismissal is entered in favor of defendant Pacifica Foundation  
 24 Radio.

25 Dated: February 25, 2015

26   
 27 Ioana Petrou  
 28 Judge of the Superior Court

-1-

~~PROPOSED~~ ORDER DISMISSING THE COMPLAINT OF PACIFICA DIRECTORS FOR GOOD GOVERNANCE



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**FILED**  
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CLERK OF THE SUPERIOR COURT  
 By Pam Williams Deputy

Attorneys for Defendant/Cross-Complainant  
 PACIFICA FOUNDATION RADIO

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
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PACIFICA DIRECTORS FOR GOOD  
 GOVERNANCE,  
 Plaintiff,  
 vs.  
 PACIFICA FOUNDATION RADIO, et  
 al.,  
 Defendants.

CASE NO. HG14720131  
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 Dept. 15  
 JUDGMENT OF DISMISSAL  
 Hearing Date: February 25, 2015  
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AND RELATED CROSS-ACTION.

Reservation # R-1603745

Defendant Pacifica Foundation Radio's Ex Parte Application for Dismissal was granted by this Court and an Order Dismissing the First Amended of Pacifica Directors for Good Governance as to Pacifica Foundation Radio was entered on February 25, 2015.

NOW, THEREFORE, IT IS ORDERED ADJUDGED AND DECREED that Judgment be entered in favor of defendant Pacifica Foundation Radio, and that plaintiff Pacifica Directors for Good Governance take nothing from defendant Pacifica Foundation Radio.

IT IS SO ORDERED.  
 Dated: February 25, 2015

  
 Ioana Petrou  
 Judge of the Superior Court