

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
DRAFT AGENDA - Open Session
Thursday, April 9, 2015 - 8:30PM ET

I. Call to Order

A. Roll call and establishment of quorum

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

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

C. Excused absences

D. Agenda Approval (30 min.)

E. Minutes Approval (5 min.)

- 3.26.15 Draft PNB OPEN meeting minutes

II. Special Order of Business

A. Vote on changing the foundation name from “Pacific Foundation Radio” back to “Pacific Foundation” (15 min.)

(See APPENDIX B below)

III. iED Report (30 min.)

(See APPENDIX A below)

IV. CFO Report (10 min.)

V. Committee Reports (15 min.)

VI. Old Business

**** PREVIOUSLY NOTICED MOTION ****

A. SIDEBAND MOTION from the WBAI LSB (15 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]

[Re-noticed on 3/26/15 at 4:26 PM ET by Roberts]

[Re-re—noticed on 4/2/15 by Roberts]

VII. Adjourn (by midnight ET)

APPENDIX A:

CHAIR/IED OPEN REPORT April 8, 2015

ED HIRE: On April 2, 2015, we announced that John Proffitt had accepted the Board's offer to join the organization as Executive Director. John will begin working in the Berkeley office on Monday, May 11, 2015. This week John came to Berkeley to meet the folks in the PNO and to look for housing. He got a tour of KPFA and spent some time visiting with those of us in PNO and folks at KPFA. He is looking for a place to live and plans to be moving to the Bay Area before he begins on May 11, 2015.

PACIFICA'S NAME: We have engaged Lewis, Bribois, Bigaard & Smith, the law firm that has been helping us to regain use of the "Pacifica Foundation" name. At Thursday's meeting we will need to vote on a resolution that they need in order to begin the process. The language of the resolution forwarded to me by Attorney Jeffrey Weinstock of Lewis, Bribois, Bigaard & Smith reads as follows:

"Pacifica Foundation Radio Directors believe that it is in the best interests of the Foundation to retrieve our former corporate name, Pacifica Foundation. We hereby authorize interim Executive Director to take any and all necessary actions to approve, execute and file any and all documents in connection with the change of the company's name."

I have attached a copy of the notice from the California Secretary of State showing that the corporate name Pacifica Foundation is reserved for us until May 26, 2015.

CPB/ISIS Logins: At our last meeting the Board approved a resolution on the CPB/ISIS logins. John Crigler is in touch with the CPB and will keep us apprised.

PNO: On Monday we discovered that someone had put a rock through the heavy plate glass window at the empty restaurant next door to the PNO. It was clear that no one had entered the office. We made a police report and KPFA got a contractor to cover the space with a solid piece of plywood.

Best to all,

margy

APPENDIX B: (see next page)



State of California
SECRETARY OF STATE
BUSINESS PROGRAMS DIVISION
NAME RESERVATION CERTIFICATE

MARGY WILKINSON, INTERIM EXECUTIVE DIR. RESERVATION # R1177625
PACIFICA FOUNDATION RADIO
1925 MARTIN LUTHER KING JR. WAY ISSUE DATE 03/27/15
BERKELEY, CA 94704 EXPIRES 05/26/15

RE: PACIFICA FOUNDATION

The above-referenced name is reserved for a period of sixty (60) days, commencing on the above issue date, for use by the addressee as specified by California Corporations Code section 201(c), 2601(c), 5122(c), 7122(d), 9122(c), 12302(d), 15901.09 or 17701.09.

NOTE: This reservation does not guarantee that the reserved name complies with all federal and state laws. At the time of filing the document containing the reserved name, it is your responsibility to ensure that you have complied with all federal and state laws, including specific name requirements. In some circumstances, the reserved name may require additional approval/consent pursuant to applicable law at the time of filing. Name styles for particular types of business entities and the need for consent/approval required by law are not considered at the time of the name reservation.

Therefore, no financial commitment relating to the proposed name should be made based on the reservation, as the business entity is not created or qualified until the appropriate documents have been submitted to, and filed by, the Secretary of State.